



中國管業集團有限公司  
China Pipe Group Limited

(於百慕達註冊成立之有限公司)  
(Incorporated in Bermuda with limited liability)  
股份代號：00380 Stock code: 00380

ANNUAL REPORT  
2014 年報

Sustainable  
Growth  
穩步  
上揚

## Contents

## 目錄

Corporate Information	2	公司資料
Chairman's Statement	5	主席報告
Mission and Strategy	8	使命及策略
Management Discussion and Analysis	9	管理層討論及分析
Biographical Details of Directors and Senior Management	13	董事及高級管理人員之履歷
Corporate Governance Report	21	企業管治報告
Report of the Directors	42	董事會報告
Independent Auditor's Report	57	獨立核數師報告
Consolidated Income Statement	60	綜合收益表
Consolidated Statement of Comprehensive Income	61	綜合全面收益表
Consolidated Statement of Financial Position	62	綜合財務狀況表
Statement of Financial Position	64	財務狀況表
Consolidated Statement of Changes in Equity	65	綜合權益變動表
Consolidated Statement of Cash Flows	67	綜合現金流量表
Notes to the Consolidated Financial Statements	68	綜合財務報表附註
Five-Year Financial Summary	144	五年財務概要

# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

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

#### Non-executive Director

Mr. U Kean Seng

#### Independent Non-executive Directors

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

### AUDIT COMMITTEE

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

### REMUNERATION COMMITTEE

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

### NOMINATION COMMITTEE

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

### COMPANY SECRETARY

Mr. Cheng Siu Kwan

### INDEPENDENT AUDITOR

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

### 董事會

#### 執行董事

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

#### 非執行董事

余建成先生

#### 獨立非執行董事

黃以信先生  
陳偉文先生  
楊莉女士

### 審核委員會

黃以信先生 (*主席*)  
余建成先生  
陳偉文先生

### 薪酬委員會

楊莉女士 (*主席*)  
Lai Guanglin 先生  
陳偉文先生

### 提名委員會

Lai Guanglin 先生 (*主席*)  
陳偉文先生  
楊莉女士

### 公司秘書

鄭少群先生

### 獨立核數師

羅兵咸永道會計師事務所  
香港中環  
太子大廈二十二樓

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
Industrial and Commercial Bank of China (Asia) Limited  
Shanghai Commercial Bank Limited  
Citibank, N.A., Hong Kong Branch  
DBS Bank (Hong Kong) Limited  
The Hongkong and Shanghai Banking Corporation Limited  
Bank of SinoPac, Hong Kong Branch  
East West Bank, Hong Kong Branch

### REGISTERED OFFICE

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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

### 主要股份過戶登記處

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

### 香港股份過戶登記分處

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

### 主要往來銀行

中國銀行(香港)有限公司  
中國工商銀行(亞洲)有限公司  
上海商業銀行有限公司  
花旗銀行(香港分行)  
星展銀行(香港)有限公司  
香港上海滙豐銀行有限公司  
  
永豐商業銀行股份有限公司(香港分行)  
華美銀行(香港分行)

### 註冊辦事處

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

### 總辦事處及主要營業地點

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

### OTHER PLACES OF BUSINESS

#### HONG KONG AND MACAU

##### Retail shops

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

G/F, Tak Fam Building  
No. 18 Tak Wah Street  
Tsuen Wan, New Territories  
Hong Kong  
Tel: (852) 2473 3660  
Fax: (852) 2442 2766

G/F, 102 Thomson Road  
Wanchai, Hong Kong  
Tel: (852) 2866 6001  
Fax: (852) 2866 6339

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

##### Warehouse

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

### WEBSITE

<http://www.chinapipegroup.com>

### 其他營業地點

#### 香港及澳門

##### 門市

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

香港  
新界荃灣  
德華街18號  
德範大廈地下  
電話：(852) 2473 3660  
傳真：(852) 2442 2766

香港  
灣仔譚臣道102號地下  
電話：(852) 2866 6001  
傳真：(852) 2866 6339

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

##### 貨倉

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

### 網址

<http://www.chinapipegroup.com>

I am pleased to present to our shareholders the annual report of China Pipe Group Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31st December 2014.

## FINANCIAL RESULTS

The Group recorded a revenue of approximately HK\$553.8 million for the year ended 31st December 2014 as compared to approximately HK\$504.1 million last year, representing an increase of approximately 9.9%. The gross profit margin was approximately 24.9% for the year ended 31st December 2014 (2013: 23.7%). The profit attributable to equity shareholders was approximately HK\$21.7 million for the year under review, representing an increase of approximately 29.9% over the previous year of approximately HK\$16.7 million. Basic earnings per share was HK0.163 cent.

## FINAL DIVIDEND

The Board of Directors of the Company does not recommend the payment of a final dividend for the year ended 31st December 2014 (2013: Nil).

## BUSINESS REVIEW

Pipes and fittings sales continued with modest growth during the year under review, rising 9.9%. The increase in revenue of the Group was mainly driven by the robust construction industry. The continued increase in major infrastructure and construction projects in Hong Kong and Macau led to a general increase in the demand for construction materials. These stemmed from MTRC Express Rail Link projects in Hong Kong and the casinos expansion and resort hotel projects in Macau. We were also pleased to be the pipes and fittings supplier to the notable customers and a number of prestigious projects including MTRC Shatin Central Link, Galaxy, Venetian and Wynn Resort. In order to maintain sustainable growth, the Group will continue to maintain close and stable relationships with renowned customers and manufacturers.

本人欣然向股東提呈中國管業集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一四年十二月三十一日止年度之年報。

## 財務業績

截至二零一四年十二月三十一日止年度，本集團錄得收入約為553,800,000港元，比去年同期約504,100,000港元上升了約9.9%；截至二零一四年十二月三十一日止年度毛利率為24.9%（二零一三年：23.7%）。回顧年內股東應佔溢利約為21,700,000港元，較去年同期約為16,700,000港元增加約為29.9%。每股基本盈利約為0.163港仙。

## 末期股息

本公司董事會不建議派付截至二零一四年十二月三十一日止年度之末期股息（二零一三年：無）。

## 業務回顧

於回顧年，喉管和管件銷售持續有溫和的增長上升9.9%。本集團收入的增長主要是由於強勁的建築業的驅動。在香港及澳門重大基礎設施及建設項目持續增加的引領下，建材的需求亦相對增加。這些需求源於在香港地鐵的高速鐵路項目及澳門的賭場擴建和渡假酒店項目。我們也很高興能為著名的客戶和一些享負盛名的項目包括港鐵公司的沙田中環線、銀河娛樂、威尼斯人及永利渡假村提供喉管和管件的供應商。為了保持可持續增長，本集團會繼續與知名的客戶及廠商保持緊密和穩定的關係。



# Chairman's Statement

## 主席報告

In order to entrench our market position in building materials, pipes and fittings in Hong Kong and Macau, the Group will leverage our market knowledge, wide customer base and distribution channels of Bun Kee (International) Limited, a subsidiary of the Company. Our three retail shops located in Hong Kong Island, Kowloon and New Territories covering three regional clusters and one retail shop located in Macau, help to bolster our footprint in Hong Kong and Macau. During the year under review, a shop in Hong Kong was relocated with new lease. Although the rental of the shop was increased after the relocation, it continued to contribute significantly to the revenue and profit of the Group. The shops are crucial towards capturing more potential customers in Hong Kong and Macau. With keen competitive pressure and rising costs of rental and staff, we will continue to stay vigilant and work hard towards managing the rising cost.

### FUTURE PROSPECTS

Moving forward to 2015, with the gradual increase of construction projects both in Hong Kong and Macau, the Group is optimistic about the business opportunities ahead. With a sound financial base and a strong management team, the Group is well positioned to capture these opportunities. We will continue to maintain our commitment in ensuring high quality products and best services as always to our customers.

Since the Government of Hong Kong SAR has announced the increase in supplying of public housing units, the Group may benefit from this strong demand. The Group is cautiously optimistic of the growth in the coming year. The Group will also accelerate our efforts to identify growth opportunities in the coming year.

為了鞏固我們建材、喉管和管件業務在香港和澳門市場的地位，本集團將充分利用由本公司的附屬公司彬記(國際)有限公司擁有對市場的認知、廣泛的客戶群和分銷渠道。我們的三間零售店鋪分別位於香港島、九龍及新界，覆蓋三個區域板塊，還有一間零售店位於澳門，其足以增強我們在香港和澳門遍佈的足跡。於回顧年度，我們位於香港的一間零售店鋪已搬遷和重新簽訂租賃合約。雖然該零售店鋪的租金於搬遷後有增幅，但是該零售業務對本集團的收入和利潤仍有顯著的貢獻。我們的零售店於香港和澳門獲取更多的潛在客戶有其重要的一環。面對劇烈的競爭、租金及員工成本上升的壓力，我們將保持警醒，並努力控制成本上升的問題。

### 未來前景

展望二零一五年，憑藉逐漸增多的建築項目在香港和澳門的持續開展，本集團對未來的業務商機持樂觀的態度。憑著穩健的財務根基和優越的管理團隊，本集團已做好了競爭優勢及捕捉商機的態勢。我們一如既往地秉承全力為客戶提供高品質的產品和最佳的服務承諾。

由於香港特別行政區政府已公佈了將會增加公共房屋的供應，本集團將受惠於房屋的強勁需求。本集團對未來年度的增長是抱謹慎樂觀的態度。我們在來年將會努力加快物色增長的商機。

## APPRECIATION

I would like to take this opportunity to express my sincere gratitude to our shareholders, customers, suppliers and banks for their continuous support. I would also like to thank our Directors, management team and employees for their valuable contributions and dedication to the Group over the years. Your dedicated support is the driving force behind our achievements.

**Lai Guanglin**

*Chairman*

Hong Kong, 23rd March 2015

## 致謝

本人謹藉此機會向各位股東、客戶、供應商及銀行一直以來的支持，表達摯誠的謝意。本人亦感謝董事、管理團隊和員工對本集團作出寶貴的貢獻和奉獻。你們忠誠的支持是我們成果背後的推動力。

**Lai Guanglin**

*主席*

香港，二零一五年三月二十三日



# Mission and Strategy

## 使命及策略

The business of the Group was commenced in 1949 as a pipe's retail shop. Now the Group has developed into a sizeable company and become a listed company in the main board of The Stock Exchange of Hong Kong Limited on 21st December 2000. We root in Hong Kong over 65 years and are the mainstay of the industry.

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

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

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

Whenever you think pipes and fittings, think Bun Kee.

本集團於一九四九年以管材零售店開始其業務。本集團現已發展成為一間具規模企業，並於二零零零年十二月二十一日成為香港聯合交易所有限公司的主板上市公司。我們紮根香港超過六十五年，為業界的中流砥柱。

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

本集團的使命是為客戶提供高品質的產品，提供具增值和優質的客戶服務。

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

無論何時您想起喉管及管件，就想到彬記。

### BUSINESS OVERVIEW AND FINANCIAL PERFORMANCE

In 2014, the Group achieved steady growth, with our proactive management team and contribution of our staff.

Our flagship company, Bun Kee (International) Limited “Bun Kee”, has been operating for over 65 years. It is a long-established and well known brand in the market. It was acknowledged and well received by our customers. Nowadays, we have become a leading supplier of pipes and fittings in Hong Kong and Macau. However, there is no room to be complacent. Lifting our ability to providing high quality pipes and fittings and services continues to be our goal.

For the year ended 31st December 2014, the Group recorded a 29.9% year-on-year rise on profit attributable to shareholders to HK\$21.7 million which was achieved on the back of a revenue of HK\$553.8 million. The main drivers of revenue increase of 9.9% were largely to contribution from the sales to Macau and the thriving construction projects in Hong Kong.

Selling and distribution costs incurred an increase of approximately 27.5% from HK\$14.9 million in 2013 to HK\$19.0 million in 2014. Such increase was mainly attributable to the increase in transportation costs for sales to Macau and the staff costs and sales commission. Administrative expenses increased about 5.1% to HK\$90.4 million in 2014 from HK\$86.0 million in 2013 due to rising staff costs.

### 業務回顧及財務表現

二零一四年，本集團取得穩步的增長，有賴於我們積極的管理團隊及員工的貢獻。

我們的旗艦公司，彬記(國際)有限公司「彬記」，已經經營了超過六十五年。在行內市場上，這是一個歷史悠久和知名的品牌。彬記已深受廣大客戶的認受。現時，在香港和澳門我們已成為喉管和管件的領先供應商，但這並不能有點兒沾沾自喜。提供高品質的喉管和管件和服務，使它們更上一層樓，仍然是我們的目標。

截止二零一四年十二月三十一日，在收入實現了553,800,000港元的支持下，本集團錄得股東應佔溢利按年上升29.9%至21,700,000港元。帶動收入上升9.9%大致是銷售至澳門及香港蓬勃發展的建築項目。

銷售及分銷成本由二零一三年的14,900,000港元，增加27.5%至二零一四年的19,000,000港元。銷售及分銷成本增加主要是由於銷售至澳門的運輸費用及員工成本及銷售佣金的增加所致。因員工成本的上升，行政費用上升約5.1%，由二零一三年的86,000,000港元，增加至二零一四年的90,400,000港元。

# Management Discussion and Analysis

## 管理層討論及分析

Other net losses were about HK\$1.9 million in 2014 compared to net gains of HK\$2.6 million in 2013. It was mainly attributable to the exchange loss with depreciation of Renminbi during the year and the loss on disposal of a subsidiary in the PRC. Finance income and finance costs were increased and decreased respectively due to the increase in cash inflows and the early settlement of the loans. As a result, the net finance costs of the Group were approximately HK\$0.32 million in 2014, as compared to approximately HK\$0.87 million in 2013.

### OUTLOOK

Going into 2015, we will continue to seek the right opportunities for the Group to grow further. The ample construction projects will continue to be our growth momentum. The Group remains cautiously optimistic about the outlook of the Group.

### LIQUIDITY AND CAPITAL RESOURCES ANALYSIS

As at 31st December 2014, the cash and bank balances of the Group were approximately HK\$190.4 million (2013: HK\$176.2 million) including pledged bank deposits, which amounted to HK\$68.7 million (2013: HK\$69.2 million). Basically the Group's working capital requirement has been financed by its internal resources. The funds generated from operations and the available banking facilities will enable the Group to meet its future working capital requirements.

As at 31st December 2014, the Group had aggregate banking facilities of trade finance of approximately HK\$179.9 million (2013: HK\$168.5 million), approximately HK\$83.9 million (2013: HK\$117.3 million) was utilised. The Group's total borrowings stood at approximately HK\$76.0 million (2013: HK\$96.8 million), the entire amount of borrowings for both years end will mature within one year.

二零一四年，其他淨虧損為1,900,000港元，而二零一三年則為淨收益2,600,000港元。主要是由於年內人民幣貶值的匯兌損失及出售於中國一間附屬公司的虧損。由於現金流入的增加和提早還款，而分別令財務收入增加和財務費用減少。因此，於二零一四年，本集團淨財務支出約為320,000港元，而相比於二零一三年則約為870,000港元。

### 前景

邁進二零一五年，我們將繼續尋求合適的機會為本集團進一步的發展。充足的建築項目將繼續成為我們增長的動力。本集團對前景仍持謹慎樂觀的態度。

### 流動資金及財務資源分析

於二零一四年十二月三十一日，本集團之現金及銀行結餘約為190,400,000港元(二零一三年：176,200,000港元)包括抵押銀行存款約為68,700,000港元(二零一三年：69,200,000港元)。基本上，本集團所需之營運資金來自內部資源。本集團相信由營運產生之資金及可用之銀行融資額度，足以應付本集團日後之流動資金需求。

於二零一四年十二月三十一日，本集團之貿易融資的銀行額度合共約179,900,000港元(二零一三年：168,500,000港元)，已動用之銀行融資額度約為83,900,000港元(二零一三年：117,300,000港元)。本集團的借貸總額約為76,000,000港元(二零一三年：96,800,000港元)，兩個年末之借貸全數將於一年內到期。

# Management Discussion and Analysis

## 管理層討論及分析

The entire amount of borrowings outstanding as at 31st December 2014 was approximately HK\$76.0 million (2013: HK\$96.8 million). 34% (2013: Nil) and 66% (2013: 100%) of borrowings were subject to floating and fixed rates respectively.

The gearing ratio as measured by total bank borrowings to total equity was approximately 22% as at 31st December 2014 (2013: 29%).

As at 31st December 2013 and 2014, the entire amount of the Group's borrowings was denominated in HK dollars.

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

### CHARGE ON ASSETS

As at 31st December 2014, certain bank deposits held by subsidiaries of the Group with an aggregate carrying amounts of approximately HK\$68.7 million (2013: HK\$69.2 million) were pledged to banks for banking facilities.

### CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31st December 2013 and 2014.

於二零一四年十二月三十一日，未償還借貸全數約為76,000,000港元(二零一三年：96,800,000港元)。34%(二零一三年：無)及66%(二零一三年：100%)的借貸分別以浮動及固定利率計息。

於二零一四年十二月三十一日，按銀行借貸總額相對於總權益計算的資產負債比率約為22%(二零一三年：29%)。

於二零一三年及二零一四年十二月三十一日，本集團借貸總額全數以港元結算。

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

### 資產押記

於二零一四年十二月三十一日，由本集團之附屬公司持有賬面總值約為68,700,000港元(二零一三年：69,200,000港元)之若干銀行存款已抵押予銀行以取得銀行融資額度。

### 或然負債

於二零一三年及二零一四年十二月三十一日，本集團並無任何重大或然負債。

# Management Discussion and Analysis

## 管理層討論及分析

### STAFF AND REMUNERATION POLICY

As at 31st December 2014, the Group employed a total of 160 employees (2013: 189). Total employee benefit expenses for the year ended 31st December 2014 was approximately HK\$63.5 million (2013: HK\$59.4 million).

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

### 員工及薪酬政策

於二零一四年十二月三十一日，本集團共僱用160名員工（二零一三年：189名），截至二零一四年十二月三十一日止年度，員工福利開支共約63,500,000港元（二零一三年：59,400,000港元）。

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

# Biographical Details of Directors and Senior Management

## 董事及高級管理人員之履歷

### EXECUTIVE DIRECTORS

**Mr. Lai Guanglin**, aged 51, was appointed as a director and the Chairman of the board of the directors of the Company in February 2009. He is also the Chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. The Company is a leading provider to the construction sector offering a wide range of pipe related products, services and solutions to the constructors, designers, consultants and government agencies in Hong Kong and Macau. Mr. Lai's wholly owned investment vehicle, Singapore Zhongxin Investment Company Limited, is the majority shareholder of the Company.

Mr. Lai is the founder and the Chairman of the board of directors of Agria Corporation which is listed on the New York Stock Exchange. Agria Corporation is primarily engaged in research and development, production and sale of crop seeds to the agricultural sector in Australia, New Zealand, China and South America and the provision of rural services to the farmers in New Zealand and South America. Agria Corporation operates the Southern Hemisphere's largest forage seed business in New Zealand. The activities in forage seeds and rural services are carried out by PGG Wrightson Limited ("PGW") which is a subsidiary of Agria Corporation. PGW is a company listed on the New Zealand Stock Exchange. Mr. Lai was appointed as a director of PGW in December 2009 and as the Chairman of the Board of the Directors of PGW in October 2013. Mr. Lai's wholly owned investment vehicle, Brothers Capital Limited, is Agria Corporation's largest shareholder.

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

### 執行董事

**Lai Guanglin先生**，51歲，於二零零九年二月獲委任為本公司董事兼董事會主席。彼亦為本公司的提名委員會主席及薪酬委員會成員。本公司主要為香港及澳門之建造商、設計師、顧問及政府機構提供各類型喉管之相關產品及全面性服務，於建築行業處於領導地位。Lai先生全資擁有的投資公司Singapore Zhongxin Investment Company Limited是本公司之控股股東。

Lai先生同時任Agria Corporation董事會主席，該公司為一間在紐約證券交易所上市之公司，Lai先生是該公司的創辦人。該公司的主要業務是為澳洲、新西蘭、中國、南美洲等國家之農業企業提供農作物種子的研發、生產與銷售，並為新西蘭及南美洲當地農業及畜牧農戶提供全面的農業服務。該公司經營的位於新西蘭的牧草種子培植業務，乃南半球最大；牧草種子培植業務及農業服務乃由其附屬子公司PGG Wrightson Limited（「PGW」）營運。PGW為一間於新西蘭證券交易所上市之公司。Lai先生於二零零九年十二月獲委任為PGW之董事，並於二零一三年十月獲委任為該公司的董事會主席。Lai先生全資擁有的投資公司Brothers Capital Limited是Agria Corporation最大的股東。

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



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

Mr. Lai is the Vice Chairman of Shenzhen General Chamber of Commerce in China. Mr. Lai holds Bachelor's degree in accounting from Monash University, Melbourne, Australia and a Master of business administration in finance from The Chinese University of Hong Kong. He is a fellow certified public accountant in Australia. Mr. Lai is a Fellow of Monash University and also the member of Global Advisory Council of Faculty of Business and Economics, Monash University.

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

**Mr. Yu Ben Ansheng**, aged 50, was appointed as Executive Director and Chief Executive Officer of the Company in May 2009. Mr. Yu is responsible for managing overall daily operations of the Group and the implementation of the Group's development strategies.

Mr. Yu has over 20 years of experience in investment management, investment banking and general management of listed companies. Mr. Yu began his career at Mackenzie Financial Corporation in Toronto, Canada as an investment analyst in 1989 and since then, he has served several major financial corporations including J.P. Morgan, Deutsche Bank and CITIC Capital. In addition to his vast investment banking and management experience, Mr. Yu has also managed listed companies such as New World Cyberbase Limited and Asia Logistics Holdings Limited in Hong Kong. During his past career, Mr. Yu has focused on direct investment and mergers and acquisitions activities in sectors including construction materials, infrastructure, energy, technologies, media and financial services.

Lai 先生現任中國深圳市商業聯合會副會長。Lai 先生持有澳洲墨爾本 Monash University 之會計學系學士學位及香港中文大學之工商管理金融學系碩士學位。彼為一名澳洲資深執業會計師。Lai 先生是 Monash University 之院士，也是 Monash University 商業和經濟學院之全球顧問委員會成員。

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

**俞安生先生**，50 歲，於二零零九年五月獲委任為本公司執行董事兼首席執行官。俞先生負責管理本集團整體日常運作及執行本集團的發展策略。

俞先生在投資管理、投資銀行及上市公司管理方面累積逾 20 年經驗。俞先生於一九八九年加入加拿大多倫多 Mackenzie Financial Corporation，開始投資分析師之職業生涯。此後，他曾服務於摩根大通、德意志銀行及中信資本等多間主要金融機構。除在投資銀行及資產管理方面累積豐富之經驗外，俞先生亦曾管理新世界數碼基地有限公司及亞洲物流控股有限公司等若干香港上市公司。於過往職業生涯中，俞先生專注於建材、基礎設施、能源、科技、傳媒及金融服務等行業之直接投資及併購活動。



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

Mr. Yu holds a Bachelor of Arts degree in English Literature from the Beijing Foreign Studies University, a Master of arts degree in Education from the University of Toronto and a master's degree in business administration from the University of Western Ontario, Canada.

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

**Mr. Lai Fulin**, aged 49, was appointed as Executive Director of the Company in October 2009. Mr. Lai is Head of Production & Purchasing of the Group and mainly responsible for the overall operation and management of the production and purchasing department. Mr. Lai has over 20 years of experience in the banking sector, investments management and general management of companies in China. Mr. Lai worked in the Bank of China in Shenzhen during 1986 to 2001. During 1995 to 2001, he was the deputy general manager of a subsidiary of Bank of China dealing with businesses in the securities industry. During 2002 to 2008, Mr. Lai was the general manager of Shenzhen Huo Guanli Technologies Company Limited (深圳市華奧冠力科技實業有限公司). Mr. Lai holds a certificate of graduation in Chinese Language from Shenzhen Institute of Education (深圳教育學院).

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

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

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

**賴福麟先生**，49歲，於二零零九年十月獲委任為本公司之執行董事。賴先生為本集團生產及採購部總監，主要負責生產及採購部整體營運及管理。賴先生在國內的銀行業、投資管理及企業管理方面累積逾20年經驗。賴先生於一九八六年至二零零一年期間任職於中國銀行深圳市分行。於一九九五年至二零零一年期間，他曾出任中國銀行屬下之證券公司副總經理一職。於二零零二年至二零零八年期間，賴先生出任深圳市華奧冠力科技實業有限公司總經理一職。賴先生持有深圳教育學院中文科大專畢業證書。

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

# Biographical Details of Directors and Senior Management

## 董事及高級管理人員之履歷

### NON-EXECUTIVE DIRECTOR

**Mr. U Kean Seng**, aged 48, was appointed as Non-executive Director of the Company in February 2009. He is also a member of the Audit Committee of the Company. Mr. U has more than 18 years of experience in legal practice. Mr. U specialises in the area of corporate law and corporate finance. Mr. U was admitted to the Supreme Court of Victoria, Australia in 1991, the Singapore Bar in 1993 and the Roll of Solicitors for England and Wales in 2009. Mr. U holds a bachelor's degree in economics and a bachelor's degree in laws (Honours) from Monash University, Australia. Mr. U currently holds the professional appointment as the Head of Corporate and Legal Affairs of Agria Corporation, a company listed on the New York Stock Exchange. Brothers Capital Limited, an investment vehicle wholly-owned by Mr. Lai Guanglin, is the largest shareholder of Agria Corporation. Mr. U was appointed as a director of PGG Wrightson Limited, a company listed on the New Zealand Stock Exchange, on 4th December 2012. Mr. U served as an independent director of GRP Limited, a company listed on the Singapore Exchange Securities Trading Limited ("SGX-ST"), from 7th June 2004 to 31st December 2012 and served as an independent director of Miyoshi Precision Limited, a company listed on the SGX-ST, from 13th February 2004 to 27th December 2013.

### 非執行董事

**余建成先生**，48歲，於二零零九年二月獲委任為本公司之非執行董事。彼亦為本公司審核委員會成員。余先生擁有逾18年之法律執業經驗。余先生擅於處理公司法及企業融資事務。余先生於一九九一年取得澳洲維多利亞州最高法院認可資格，於一九九三年取得新加坡大律師公會認可資格，並於二零零九年取得英格蘭與威爾斯律師登記冊認可資格。余先生持有澳洲 Monash University 之經濟學學士學位及法學學士學位（榮譽）。余先生目前擔任之專業職務為一間於紐約證券交易所上市公司 Agria Corporation 之企業及法律事務總監。Lai Guanglin 先生全資擁有的投資公司 Brothers Capital Limited 是 Agria Corporation 之最大股東。於二零一二年十二月四日，余先生獲委任為 PGG Wrightson Limited（一家在新西蘭證券交易所上市的公司）之董事。余先生於二零零四年六月七日至二零一二年十二月三十一日曾擔任新加坡證券交易所有限公司（「新加坡證券交易所」）上市公司 GRP Limited 之獨立董事；及於二零零四年二月十三日至二零一三年十二月二十七日曾擔任新加坡證券交易所上市公司 Miyoshi Precision Limited（三吉精工有限公司）之獨立董事。

# Biographical Details of Directors and Senior Management

## 董事及高級管理人員之履歷

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Wong Yee Shuen, Wilson**, aged 47, was appointed as Independent Non-executive Director of the Company in February 2009. He is also the Chairman of the Audit Committee of the Company. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants and member of Australia CPA and Australian Institute of Banking and Finance. He holds a master of commerce degree, specializing in banking and finance from the University of New South Wales. With more than 20 years of experience in PricewaterhouseCoopers and Ernst and Young, Mr. Wong specializes in the area of auditing banks and listed companies. Mr. Wong currently is the chief financial officer of China Animation Characters Company Limited, a company listed on The Stock Exchange of Hong Kong Limited. Mr. Wong served as an independent non-executive director of PanAsialum Holdings Company Limited, a company listed on The Stock Exchange of Hong Kong Limited, from 18th January 2013 to 4th July 2014.

**Mr. Chen Wei Wen**, aged 46, was appointed as Independent Non-executive Director of the Company in April 2010. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Mr. Chen holds a Bachelor of Business (Accounting) from Monash University, Australia. Mr. Chen worked as a general manager of Guangzhou Futian Trading Company Ltd (廣州市富添貿易有限公司) from 1997 to 2005. Since November 2004, Mr. Chen was appointed as chief operating officer of Guangzhou Kanxin Polymer Technology Co., Ltd (廣州市康心高分子科技有限公司) which is an affiliated company of Guangzhou Futian Trading Company Ltd (廣州市富添貿易有限公司). Mr. Chen was also appointed as director and general manager of Fuda Enterprises Limited (富而達企業有限公司) since February 1998.

### 獨立非執行董事

**黃以信先生**，47歲，於二零零九年二月獲委任為本公司之獨立非執行董事。彼亦為本公司審核委員會主席。黃先生為香港會計師公會資深成員，以及澳洲會計師公會及澳洲銀行及金融學會成員。彼持有新南威爾士大學之商學碩士學位，專業為銀行及金融學。彼曾於羅兵咸永道會計師事務所及安永會計師事務所任職逾20年，擅於處理銀行及上市公司審核事務。黃先生現時為有華夏動漫形象有限公司(一間於香港聯合交易所有限公司上市之公司)之財務總監。由二零一三年一月十八日至二零一四年七月四日期間，黃先生曾擔任榮陽實業集團有限公司(一間於香港聯合交易所有限公司上市之公司)之獨立非執行董事。

**陳偉文先生**，46歲，於二零一零年四月獲委任為本公司之獨立非執行董事。彼亦為本公司審核委員會、提名委員會及薪酬委員會成員。陳先生持澳洲Monash University的工商(會計)學士學位。由一九九七年至二零零五年，陳先生曾於廣州市富添貿易有限公司擔任總經理。自二零零四年十一月起，陳先生被委任為廣州市康心高分子科技有限公司(為廣州市富添貿易有限公司之聯屬公司)的首席營運官。自一九九八年二月起，陳先生亦被委任為富而達企業有限公司的董事及總經理。

# Biographical Details of Directors and Senior Management

## 董事及高級管理人員之履歷

**Ms. Yang Li**, aged 43, was appointed as Independent Non-executive Director of the Company in January 2011. She is also the Chairman of the Remuneration Committee and a member of the Nomination Committee of the Company. Ms. Yang holds a master degree in Law from Renmin University of China, specializing in philosophy, moral and political education. From July 1993 to May 2005, Ms. Yang taught in Chinese People's Public Security University as assistant lecturer, lecturer and associate professor. From June 2005 to November 2006, Ms. Yang acted as deputy general manager of the administration and management department of China Exhibition Investment and Development Corporation Ltd. From December 2006 to August 2011, she acted as manager, supervisor and general manager of the administration department of 高原聖果(北京)沙棘營銷有限公司. Ms. Yang has extensive experience in corporate operation, human resources and administration and management.

### SENIOR MANAGEMENT

**Mr. Chow Wai Koon, Timothy**, aged 45, was appointed as Chief Operating Officer of the Company in January 2015. Mr. Chow is responsible for directing, administering and co-ordinating the operational activities of the Group. He is also responsible for recommending and developing strategies, goals and policies of the Group.

Prior to joining the Company, Mr. Chow devoted almost 20 years to Hewlett-Packard group ("HP"), a leading global IT provider of products, technologies, software, solutions and services. While at HP, Mr. Chow held several senior positions in sales, marketing, business planning and finance in the Asia Pacific region including China, Australia and Singapore.

**楊莉女士**，43歲，於二零一一年一月獲委任為本公司之獨立非執行董事。彼亦為本公司薪酬委員會主席及提名委員會成員。楊女士持有中國人民大學法學碩士學位，專業為哲學及思想政治教育。於一九九三年七月至二零零五年五月，楊女士於中國人民公安大學任教，歷任助教、講師、副教授。於二零零五年六月至二零零六年十一月，楊女士於北京中展投資發展有限公司綜合管理部擔任副總經理。於二零零六年十二月至二零一一年八月，楊女士曾於高原聖果(北京)沙棘營銷有限公司先後擔任綜合部經理兼監事及總經理。楊女士對企業營運、人力資源及行政管理工作方面均擁有豐富的經驗。

### 高級管理人員

**招偉權先生**，45歲，於二零一五年一月獲委任為本公司的首席運營官。招先生負責指導、管理和協調本集團的營運工作。彼亦負責建議及發展本集團戰略、目標和政策。

在加盟本公司前，招先生致力於惠普(一家提供產品、技術、軟件、解決方案和服務的全球領先資訊科技供應商)近20年。在惠普期間，招先生曾於亞太地區(包括中國、澳洲和新加坡)的銷售、市場營銷、業務規劃和財務方面擔任高級職務工作。

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

Mr. Chow has extensive experience in sales and marketing in the Asia Pacific region, particularly China, across consumer, commercial and enterprise customers. In addition, Mr. Chow has robust knowledge of end-to-end systems from research and development, manufacturing and distribution to channel, communication and customer support.

Mr. Chow holds a Master's Degree in Business Administration from the Macquarie Graduate School of Management, Australia, and a Bachelor's Degree of Accountancy from the Nanyang Technological University, Singapore.

**Mr. Cheng Siu Kwan**, aged 45, joined the Company as the Financial Controller in December 2012 and has been appointed as the Company Secretary of the Company in February 2013. Mr. Cheng is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Company, Mr. Cheng held various finance positions at a number of companies listed on The Stock Exchange of Hong Kong Limited and has over 20 years of experience in auditing, finance and accounting.

**Ms. Chan Yuk Fan**, aged 51, joined the Group in 1982 and has held a number of leadership roles in the Group's retail, project sales and procurement division. Ms. Chan currently is the Deputy Managing Director of Bun Kee (International) Limited, the pipe trading subsidiary of the Group and is mainly responsible for the leadership, control and long-term business development of the Company. She has extensive experience and knowledge in managing a successful piping distribution operation.

招先生在亞太地區(尤其中國)的消費客戶、商業及大型企業客戶方面均擁有非常豐富的銷售和市場推廣經驗。此外，他在端到端系統的研究與開發、製造及分銷渠道、溝通及客戶支援方面具有豐富的知識。

招先生持有澳洲麥格理大學工商管理學院之工商管理碩士學位及新加坡南洋理工大學會計學士學位。

**鄭少群先生**，45歲，於二零一二年十二月加入本公司擔任財務總監，並於二零一三年二月獲委任為本公司之公司秘書。鄭先生為英國特許公認會計師公會資深會員及香港會計師公會會員。加入本公司之前，鄭先生曾於多家香港聯合交易所有限公司上市公司出任不同的財務職務，彼於審計、融資及會計方面擁有逾20年經驗。

**陳玉芬女士**，51歲，於一九八二年加入本集團，並曾於本集團的零售、項目銷售及採購部門先後擔任領導角色。陳女士現時為本集團喉管貿易附屬公司彬記(國際)有限公司之副董事總經理，主要負責領導、監控及公司業務的長遠發展。彼於管理成功的喉管分銷營運上具有相當豐富的經驗及知識。

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

**Mr. Lai Kui Chung**, aged 57, joined the Group in 1979 and is the Warehouse Director of the pipe trading subsidiary, Bun Kee (International) Limited. Mr. Lai is responsible for the warehouse and transportation activities of the Group. He has over 35 years of experience in supervising warehouse and transportation operations. Mr. Lai holds a Certificate in Store Supervision from a technical institute.

**Mr. Ku Chun Ming**, aged 49, joined the Group in 1993 and is the Sales Director of the pipe trading subsidiary, Bun Kee (International) Limited. Mr. Ku has over 28 years of experience in sales and marketing activities. He is responsible for the sales and promotion activities including the exhibitions and seminars.

**黎居忠先生**，57歲，於一九七九年加入本集團，現時為喉管貿易附屬公司彬記(國際)有限公司之倉務董事，負責本集團之倉儲及運輸業務。彼在管理倉庫及運輸營運方面積逾35年經驗，持有工業學院之倉庫管理證書。

**古俊明先生**，49歲，於一九九三年加入本集團，現時為喉管貿易附屬公司彬記(國際)有限公司之銷售董事。古先生在銷售及市場推廣業務積逾28年經驗。彼負責銷售及市場推廣活動，包括展覽及研討會。



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

### CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions set out in the Corporate Governance Code (the “Code”) as stated in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the year ended 31st December 2014.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 of the Listing Rule (the “Model Code”). Having made specific enquiry with the directors of the Company (“Directors”), all Directors confirmed that they have fully complied with the required standard as set out in the Model Code during the year ended 31st December 2014.

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

### 企業管治守則

截至二零一四年十二月三十一日止年度，本公司已遵守聯交所證券上市規則(「上市規則」)附錄十四《企業管治守則》所載之守則條文規定。

### 董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載有關上市發行人董事進行證券交易的標準守則(「標準守則」)。經向本公司董事(「董事」)作出特別查詢後，所有董事已確認，彼等於截至二零一四年十二月三十一日止年內均全面遵守標準守則所載列之所須準則。



# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS

#### Composition

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

On 15th November 2014, Mr. Tsang Wai Yip resigned as a non-executive Director of the Company.

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

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

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

### 董事會

#### 組成人員

董事會現時由七名董事組成，包括三名執行董事：Lai Guanglin先生(本公司主席)、俞安生先生(本公司首席執行官)及賴福麟先生；一名非執行董事余建成先生；以及三名獨立非執行董事：黃以信先生、陳偉文先生及楊莉女士，其中黃以信先生擁有適當的專業會計經驗及專門知識。每位董事的個人履歷已詳載於本年報之「董事及高級管理人員之履歷」內。

於二零一四年十一月十五日，曾偉業先生辭任本公司非執行董事。

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

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

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

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

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

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

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

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

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

# Corporate Governance Report

## 企業管治報告

### Continuous Professional Development

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

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

### 持續專業發展

各新任董事已於委任時接受全面、正式及為彼而設之就職指引以確保董事對本集團業務及營運有恰當了解，並完全明白彼於上市規則及相關監管規定項下之責任。

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

Name of Directors	董事姓名	Topics on training covered (Note) 所涵蓋之培訓主題 (附註)
Mr. Lai Guanglin	Lai Guanglin 先生	C、F、L、R
Mr. Yu Ben Ansheng	俞安生先生	C、L、R
Mr. Lai Fulin	賴福麟先生	C、L、R
Mr. U Kean Seng	余建成先生	C、L、R
Mr. Tsang Wai Yip (resigned on 15th November 2014)	曾偉業先生 (於二零一四年 十一月十五日辭任)	C、F、L、R
Mr. Wong Yee Shuen, Wilson	黃以信先生	C、F、L、R
Mr. Chen Wei Wen	陳偉文先生	C、L、R
Ms. Yang Li	楊莉女士	C、L、R
Note:	附註：	
C: Corporate Governance	C: 企業管治	
F: Finance and Accounting	F: 財務及會計	
L: Listing Rules Updates	L: 上市規則的更新	
R: Other Relevant Regulatory Updates	R: 其他相關法規的更新	

## ROLES OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

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

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

## 主席和首席執行官的角色

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

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

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

# Corporate Governance Report

## 企業管治報告

### BOARD MEETINGS

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

The Board held five meetings during the year ended 31st December 2014. Due notice and board papers were given to all Directors prior to the board meetings in accordance with the Code.

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

### 董事會會議

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

截至二零一四年十二月三十一日止年內，董事會舉行了五次會議。本公司於舉行董事會會議前，已根據守則之規定向所有董事寄發正式通知及會議文件。

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

# Corporate Governance Report

## 企業管治報告

### Meetings held in 2014 by the Board, the Board Committees and the Shareholders respectively

Details of the Directors' attendance at Board meetings, Board committee meetings and general meeting respectively held in 2014 are set out as below:

於二零一四年分別由董事會、董事會轄下委員會及股東所舉行的會議

各位董事於二零一四年分別於董事會會議、董事會轄下委員會會議及股東大會的出席記錄詳情如下：

		Attended/Eligible to attend 出席次數/合資格出席次數				
		Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議	General Meeting 股東大會
<b>Number of Meetings Held</b>	<b>會議舉行次數</b>	5	3	1	4	1
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. Lai Guanglin	Lai Guanglin 先生	5/5	–	1/1	4/4	1/1
Mr. Yu Ben Ansheng	俞安生先生	5/5	–	–	–	1/1
Mr. Lai Fulin	賴福麟先生	5/5	–	–	–	1/1
<b>Non-executive Directors</b>	<b>非執行董事</b>					
Mr. U Kean Seng	余建成先生	5/5	3/3	–	–	1/1
Mr. Tsang Wai Yip <sup>(Note)</sup>	曾偉業先生 <sup>(附註)</sup>	4/4	–	–	–	1/1
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>					
Mr. Wong Yee Shuen, Wilson	黃以信先生	5/5	3/3	–	–	1/1
Mr. Chen Wei Wen	陳偉文先生	5/5	3/3	1/1	4/4	1/1
Ms. Yang Li	楊莉女士	5/5	–	1/1	4/4	1/1

Note:

Mr. Tsang Wai Yip resigned on 15th November 2014.

附註：

曾偉業先生於二零一四年十一月十五日辭任。

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES

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

#### Remuneration Committee

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

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

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

### 董事會轄下的委員會

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

#### 薪酬委員會

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

薪酬委員會的主要角色及職能如下：

- (a) 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；
- (b) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；
- (c) 向董事會建議個別執行董事及高級管理人員的薪酬待遇，包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償）；及
- (d) 就非執行董事的薪酬向董事會提出建議。



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

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

The Remuneration Committee held four meetings during 2014, the following major matters were reviewed and discussed in the meetings and recommended to the Board for approval:

- reviewing the remuneration policy and remuneration packages of all Directors and senior management of the Company;
- considering the bonus arrangement of the Directors and senior management of the Company;
- reviewing the new service contracts entered into between the Company and non-executive Directors; and
- reviewing the remuneration package of a newly appointed senior management.

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

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

薪酬委員會於二零一四年內召開了四次會議，審議及討論以下主要事項，並向董事會提出建議：

- 檢討本公司薪酬政策及所有董事及高級管理人員之薪酬待遇；
- 考慮本公司董事及高級管理人員分紅安排；
- 審議本公司與非執行董事訂立新的服務合同；及
- 審議一名新委任的高級管理人員薪酬待遇。

# Corporate Governance Report

## 企業管治報告

### Nomination Committee

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

In August 2013, the Company adopted the Board Diversity Policy in accordance with the requirement set out in the code provision of the Code. Such policy sets out the approach to achieve diversity on Board.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

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

- (a) To review the structure, size and composition (board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

### 提名委員會

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

於二零一三年八月，本公司根據《企業管治守則》之守則條文規定採納董事會成員多元化政策。該政策列載董事會為達致成員多元化而採取的策略。

為達致可持續的均衡發展，本公司視董事會層面日益多元化為支持其達到戰略目標及維持可持續發展的關鍵元素。甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會提供的貢獻而作決定。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

提名委員會的主要角色及職能如下：

- (a) 至少每年檢討董事會的架構、人數及組成（會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；

- |  |  |
|--|--|
| <p>(b) To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board;</p> | <p>(b) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益；</p> |
| <p>(c) To review the Board Diversity Policy, as appropriate, and disclose the Board Diversity Policy or its summary in the corporate governance report of the Company including the measurable objectives set for implementing the Board Diversity Policy and progress made towards achieving these measurable objectives;</p>   | <p>(c) 在適當時候檢討董事會成員多元化政策，每年於本公司的企業管治報告內報告列出董事會成員多元化政策或政策摘要、包括為執行董事會成員多元化政策而定的可計量目標及達標的進度；</p>      |
| <p>(d) To assess the independence of independent non-executive directors; and</p>  | <p>(d) 評核獨立非執行董事的獨立性；及</p>   |
| <p>(e) To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive.</p>  | <p>(e) 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議。</p>   |

The Nomination Committee held a meeting during 2014, the following major issues were reviewed and discussed in the meetings:

- |   |   |
|---|---|
| <ul style="list-style-type: none"><li>• reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board;</li><li>• reviewing the Board Diversity Policy of the Company; and</li><li>• evaluating and making recommendation as to the qualification and experience of the directors who were subject to retirement by rotation and re-election at the 2014 annual general meeting.</li></ul> | <p>提名委員會於二零一四年內召開了一次會議，審議及討論以下主要事項：</p> <ul style="list-style-type: none"><li>• 檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)；</li><li>• 檢討董事會多元化政策；及</li><li>• 對於二零一四年股東週年大會上輪值告退並重選連任的董事的資格和經驗作出評估及建議。</li></ul> |
|---|---|

# Corporate Governance Report

## 企業管治報告

### Audit Committee

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

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

- (a) To make recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (b) To monitor integrity of the Company's financial statements and to review significant financial reporting judgements contained in them;
- (c) To review the Company's financial controls, internal control and risk management systems; and
- (d) To discuss the internal control system with management to ensure that management has performed its duty to have an effective internal control system.

The Audit Committee held three meetings during 2014 and the following major matters were reviewed and discussed in the meetings:

- reviewing the annual results of 2013 and the interim results of 2014 and making recommendation to the Board for approval;

### 審核委員會

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

審核委員會的主要角色及職能如下：

- (a) 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；
- (b) 監察本公司的財務報表並審閱報表及報告所載有關財務申報的重大意見；
- (c) 檢討本公司的財務監控、內部監控及風險管理制度；及
- (d) 與管理層討論內部監控系統，確保管理層已履行職責建立有效的內部監控系統。

審核委員會於二零一四年內召開了三次會議，審議及討論以下主要事項：

- 審閱二零一三年年度業績及二零一四年度中期業績，並建議董事會通過；

- making recommendation on the re-appointment of the auditor;
  - reviewing the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function and their training programme and related budget;
  - reviewing the internal control and risk management system;
  - approving the auditor's fees for audit of 2014 financial statements; and
  - discussing the audit service plan of 2014.
- 建議續聘核數師；
  - 對本集團在會計及財務匯報職能方面的資源、員工資歷及經驗及員工所接受的培訓課程及有關預算是否充足進行檢討；
  - 檢討內部監控與風險管理系統；
  - 審批核數師二零一四年年度財務報告的審計酬金；及
  - 討論二零一四年年度審計服務計劃。

### Corporate Governance Functions

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

- (a) To develop and review the Company's policies and practices on corporate governance;
  - (b) To review and monitor the training and continuous professional development of Directors and senior management;
  - (c) To review and monitor the Company's policies and practices to ensure compliance with legal and regulatory requirements;
  - (d) To develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (a) 制定及檢討本公司企業管治政策及常規；
  - (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
  - (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
  - (d) 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及

### 企業管治職能

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

# Corporate Governance Report

## 企業管治報告

(e) To review the Company's compliance with the code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 of the Listing Rules and its disclosure requirements in the Corporate Governance Report.

During the year, the Board has reviewed the Company's corporate governance policies and practices, training and continuing professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code, and the Company's compliance with the Code and disclosure in the Corporate Governance Report.

### AUDITOR'S REMUNERATION

The fees charged by the auditor generally depends on the scope and volume of the auditor's work. For the year ended 31st December 2014, the remuneration to the auditor of the Company in respect of audit services was HK\$1,090,000 and fees related to taxation services and other non-audit services amount to HK\$81,000 and HK\$50,000 respectively.

### DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR FINANCIAL REPORTING

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

(e) 檢討本公司遵守上市規則附錄14《企業管治守則》及《企業管治報告》內的披露。

於本年度，董事會已檢討本公司之企業管治政策及常規，以及董事和高級管理人員之培訓和持續專業發展、本公司在遵守法律及監管規定之政策及常規、遵守標準守則，以及本公司遵守企業管治守則及於企業管治報告之披露情況。

### 核數師薪酬

核數師收取的費用一般視乎其工作量及範圍而定。截至二零一四年十二月三十一日止年度，就本公司核數師所提供的審核服務費用為1,090,000港元，以及稅務和其他非審計服務費用分別為81,000港元及50,000港元。

### 董事及核數師之財務申報責任

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

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

The responsibilities of the auditor of the Company with respect to the financial statements of the Group is set out in the Independent Auditor's Report on pages 57 to 59.

## GOING CONCERN

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

## INTERNAL CONTROL

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

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

董事知悉其有編製本公司賬目的責任。

本公司核數師就有關本集團財務報表之責任列載於第57至59頁的獨立核數師報告。

## 持續經營

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

## 內部監控

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

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



# Corporate Governance Report

## 企業管治報告

At the meeting of the Audit Committee held on 17th March 2015, the professional consulting firm reported their review work for the year ended 31st December 2014 performed in accordance with the detailed risk-based internal control review plan which was approved by the Audit Committee. The Board, through the Audit Committee, has conducted a review of the effectiveness of the Group's internal control systems for the year ended 31st December 2014. The Audit Committee members, together with the senior management, have also reviewed, considered and discussed all findings relating to the internal control systems and recommendations for improvement.

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

### COMPANY SECRETARY

The Company Secretary of the Company is Mr. Cheng Siu Kwan, who is also the Financial Controller of the Company. Mr. Cheng is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. He fulfills the requirement under Rules 3.28 and 3.29 of the Listing Rules.

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

就審核委員會於二零一五年三月十七日舉行之審核委員會會議，該專業顧問機構根據一份以風險為基礎所編制的詳盡內部控制評核計劃（經審核委員會批准），進行截至二零一四年十二月三十一日止年度的評核工作，並向審核委員會匯報。董事會已透過審核委員會檢討截至二零一四年十二月三十一日止年度的集團內部監控制度的有效性。審核委員會成員以及高級管理層並已檢閱、考慮及討論對有關於內部監控系統之調查結果及改善之建議。

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

### 公司秘書

本公司之公司秘書為鄭少群先生，彼亦為本公司之財務總監。鄭先生乃英國特許公認會計師公會資深會員及香港會計師公會會員。彼符合上市規則第3.28及3.29條所列之要求。

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

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

### SHAREHOLDERS' RIGHTS

#### Right to convene special general meeting

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

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

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

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

### 股東權利

#### 召開股東特別大會之權利

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

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

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

# Corporate Governance Report

## 企業管治報告

### Right to put enquiries to the Board

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

### Right to put forward proposals at general meetings

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

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

### 向董事會作出查詢之權利

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

### 於股東大會提出議案之權利

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

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

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

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

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

### COMMUNICATIONS WITH SHAREHOLDERS

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

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

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

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

本公司將核證有關請求書，一旦確認請求適合及妥當，董事會將着手進行必要程序。

### 與股東之溝通

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

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

# Corporate Governance Report

## 企業管治報告

### Disclosure of Information

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

### General Meetings

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

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

### 信息披露

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

### 股東大會

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

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

### Voting by Poll

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

### INVESTOR RELATIONS

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

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

There was no significant change in the Company's constitutional documents during the year ended 31st December 2014.

### 以投票方式進行表決

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

### 投資者關係

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

本公司網站之「聯絡我們」欄目，專設投資者關係電子郵件 [ir@chinapipegroup.com](mailto:ir@chinapipegroup.com)。

本公司之憲章文件於截至二零一四年十二月三十一日止年度並無重大變動。

# Report of the Directors

## 董事會報告

The directors of the Company (the “Directors”) have pleasure in presenting their report together with the audited financial statements for the year ended 31st December 2014.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in Note 31 to the financial statements.

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

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December 2014 are set out in the consolidated income statement on page 60.

The board of directors of the Company (the “Board”) does not recommend the payment of a final dividend for the year ended 31st December 2014.

### FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 144.

### RESERVES

Details of the movements in the reserves of the Group and of the Company during the year are set out in Note 22 to the financial statements.

### DISTRIBUTABLE RESERVES

Details of the distributable reserves of the Company as at 31st December 2014 are set out in Note 22 to the financial statements.

本公司董事(「董事」)欣然提呈其報告連同截至二零一四年十二月三十一日止年度之經審核財務報表。

### 主要業務

本公司之主要業務為投資控股，而其附屬公司之主要業務則載於財務報表附註31。

按營運分類之本集團表現之分析載於財務報表附註5。

### 業績及分派

本集團截至二零一四年十二月三十一日止年度之業績載於第60頁之綜合收益表。

本公司董事會(「董事會」)不建議派付截至二零一四年十二月三十一日止年度之末期股息。

### 五年財務概要

本集團過去五個財政年度業績及資產和負債之概要載於第144頁。

### 儲備

本集團及本公司年內之儲備變動情況詳情載於財務報表附註22。

### 可供分派儲備

於二零一四年十二月三十一日本公司之可供分派儲備之詳情載於財務報表附註22。



## PROPERTY, PLANT AND EQUIPMENT

Details of the movements in properties, plant and equipment of the Group are set out in Note 14 to the financial statements.

## SHARE CAPITAL

Details of the movements in share capital of the Company are set out in Note 21 to the financial statements.

Pursuant to an ordinary resolution passed in the special general meeting held on 16th January 2015, every ten shares of the Company's issued and unissued shares with par value of HK\$0.002 per share have been consolidated into one share with par value of HK\$0.02 with effect from 19th January 2015 (the "Share Consolidation").

## BORROWINGS

Particulars of borrowings of the Group as at 31st December 2014 are set out in Note 23 to the financial statements.

## PURCHASE, SALE OR REDEMPTION OF SHARES

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

## 物業、廠房及設備

本集團之物業、廠房及設備之變動詳情載於財務報表附註14。

## 股本

本公司之股本變動詳情載於財務報表附註21。

根據於二零一五年一月十六日舉行的股東特別大會通過的普通決議案，自二零一五年一月十九日起，本公司的股本每十股每股面值0.002港元之已發行及未發行股份合併為一股面值0.02港元之股份（「股份合併」）。

## 借貸

本集團於二零一四年十二月三十一日之借貸詳情載於財務報表附註23。

## 購回、出售或贖回股份

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

### SHARE OPTION SCHEME

At the annual general meeting of the Company held on 24th June 2004, a share option scheme (the “Scheme”) of the Company was approved by shareholders of the Company. The Scheme has expired on 23rd June 2014 and no more options will be granted. However, in respect of any options which remain exercisable at the end of the year, the provisions of the Scheme shall remain in full force and effect. Relevant information relating to the Scheme is set out as follows:

#### (a) Purpose of the Scheme

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

#### (b) Participants of the Scheme

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

### 購股權計劃

本公司於二零零四年六月二十四日舉行之股東週年大會上，本公司股東批准本公司購股權計劃（「計劃」）。計劃已於二零一四年六月二十三日到期及不會再授出任何認股權，惟就於期限結束之時所有仍可行使的認股權而言，計劃的條文將繼續全面有效。有關計劃之相關資料載述如下：

#### (a) 計劃的目的

計劃旨在為本公司提供一個靈活方法，藉以獎勵及／或回報予參與者。

#### (b) 計劃之參與者

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

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

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

**(d) Maximum entitlement of each participant**

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

**(e) Minimum period for options to be held**

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

**(c) 根據計劃可供發行之股份數目**

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

**(d) 根據計劃每位參與者之最高股份限額**

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

**(e) 持有購股權之最短期限**

除非任何有關要約之條款另有指明外，否則購股權毋須持有最短期限亦可行使。

# Report of the Directors

## 董事會報告

### (f) Period and payment on acceptance of options

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

### (g) Basis determining the subscription price

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

### (h) Life of the Scheme

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

### (f) 接納購股權之期間及付款

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

### (g) 釐定認購價之基準

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

### (h) 計劃之有效期

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

# Report of the Directors

## 董事會報告

Details of options granted, exercised, lapsed, cancelled and outstanding under the Scheme during the year are as follows (Note 5):

於年度內，根據計劃授出、行使、失效、註銷及尚未行使的購股權之詳情如下(附註5)：

Name of Directors 董事姓名	Date of grant 授出日期	Exercise Price HK\$ 行使價 港元	Movement during the year 年內變動					Held as at 31st December 2014 於二零一四年 十二月三十一日 持有
			Held as at 1st January 2014 於二零一四年 一月一日 持有	Granted and accepted 已授出並接納	Exercised 已行使	Lapsed 已失效	Cancelled 已註銷	
Lai Fulin 賴福麟 (Note 1附註1)	3/12/2009	0.071	50,000,000	-	-	-	-	50,000,000
U Kean Seng 余建成 (Note 1附註1)	3/12/2009	0.071	30,000,000	-	-	-	-	30,000,000
Tsang Wai Yip 曾偉業 (Note 1附註1) (resigned on 15th November 2014) (於二零一四年十一月十五日辭任)	3/12/2009	0.071	100,000,000	-	-	100,000,000	-	-
Wong Yee Shuen, Wilson 黃以信 (Note 1附註1)	3/12/2009	0.071	10,000,000	-	-	-	-	10,000,000
Chen Wei Wen 陳偉文 (Note 2附註2)	5/5/2010	0.083	10,000,000	-	-	-	-	10,000,000
Yang Li 楊莉 (Note 3附註3)	8/6/2011	0.0392	10,000,000	-	-	-	-	10,000,000
			210,000,000	-	-	100,000,000	-	110,000,000
Employees 僱員 (Notes 1 & 4附註1及4)	3/12/2009	0.071	155,000,000	-	-	62,000,000	-	93,000,000
Employee 僱員 (Note 2附註2)	5/5/2010	0.083	6,000,000	-	-	-	-	6,000,000
			371,000,000	-	-	162,000,000	-	209,000,000

# Report of the Directors

## 董事會報告

### Notes:

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

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

20%  
20%  
20%  
20%  
20%

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

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

20%  
20%  
20%  
20%  
20%

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

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

20%  
20%  
20%  
20%  
20%

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

5. As the Share Consolidation became effective on 19th January 2015, the information regarding the share options (including exercise price, number and share price of the Company) was disclosed on the basis of the information before the Share Consolidation became effective.

### 附註：

1. 授予該等承授人的購股權將分階段歸屬，並按下列方式行使：

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

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

2. 授予該等承授人的購股權將分階段歸屬，並按以下方式行使：

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

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

3. 授予該承授人的購股權將分階段歸屬，並按下列方式行使：

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

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

4. 授予若干僱員之購股權須達到溢利目標方可歸屬予有關僱員。

5. 由於股份合併於二零一五年一月十九日生效，購股權詳情(包括購股權行使價、數目及股份價格)乃根據股份合併生效前的資料所載列。

Details of the fair value of options granted under the Scheme during the year ended 31st December 2014 and the accounting policy adopted for the options are set out in Note 8 and Note 2 to the financial statements respectively.

### DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

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

### DIRECTORS

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

#### EXECUTIVE DIRECTORS

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

#### NON-EXECUTIVE DIRECTORS

Mr. U Kean Seng  
Mr. Tsang Wai Yip (*resigned on 15th November 2014*)

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

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

有關截至二零一四年十二月三十一日止年度根據計劃授出購股權的公允值及有關購股權的會計政策的詳情分別載於財務報表附註8及附註2。

### 董事收購股份或債券的權利

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

### 董事

年內及直至本報告日期之本公司董事為：

#### 執行董事

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

#### 非執行董事

余建成先生  
曾偉業先生 (*於二零一四年十一月十五日辭任*)

#### 獨立非執行董事

黃以信先生  
陳偉文先生  
楊莉女士



# Report of the Directors

## 董事會報告

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

### CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

### BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

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

### DIRECTORS’ SERVICE CONTRACT

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

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

### 獨立非執行董事之獨立確認

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

### 董事及高級管理人員之履歷

董事及高級管理人員之履歷載於本年報的「董事及高級管理人員之履歷」內披露。

### 董事服務合約

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

## DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

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

Significant related party transactions entered by the Group during the year ended 31st December 2014 are disclosed in Note 28 to the financial statements.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

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

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

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

As at 31st December 2014, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were set out below:

## 董事於重大合約中之權益

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

本集團於截至二零一四年十二月三十一日止年內訂立之重大關連人士之交易於財務報表附註28披露。

## 董事於競爭性業務之權益

董事及彼等各自之聯繫人概無擁有與本集團構成或可能構成競爭之任何業務權益。

## 董事於股份、相關股份或債券之權益及淡倉

董事所持本公司購股權的權益於上文「購股權計劃」一節中另行披露。

於二零一四年十二月三十一日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有須登記於本公司根據證券及期貨條例第352條備存之登記冊之權益或淡倉，或須根據上市公司董事進行證券交易的標準守則（「標準守則」）知會本公司及香港聯交所之權益或淡倉如下：

# Report of the Directors

## 董事會報告

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

於本公司股份及相關股份之好倉

Name of Directors 董事名稱	Capacity 身份	Personal	Corporate	Total <sup>(Note 3)</sup> 總計 <sup>(附註3)</sup>	Approximate percentage of shares in issue 佔已發行股份概約百分比
		Interests <sup>(Note 3)</sup> 個人權益 <sup>(附註3)</sup>	Interests <sup>(Note 3)</sup> 法團權益 <sup>(附註3)</sup>		
Lai Guanglin	Interest of controlled corporation 受控制法團權益	–	7,705,521,207 (Note 1 附註1)	7,705,521,207	57.79%
Yu Ben Ansheng 俞安生	Beneficial owner/Interest of controlled corporation 實益擁有人/受控制法團權益	30,000,000	1,460,000,000 (Note 2 附註2)	1,490,000,000	11.18%

Notes:

附註：

- These shares are held by Singapore Zhongxin Investment Company Limited, which is wholly and beneficially owned by Mr. Lai Guanglin, an executive Director and the Chairman of the Company. Accordingly, Mr. Lai is deemed to be interested in such shares under the SFO.
- These shares are held by King Jade Holdings Limited, which is wholly and beneficially owned by Mr. Yu Ben Ansheng, an executive Director and the Chief Executive Officer of the Company. Accordingly, Mr. Yu is deemed to be interested in such shares under the SFO.
- The number of shares held as at 31st December 2014 is disclosed without taking into account the effect of the Share Consolidation which became effective on 19th January 2015.

- 該等股份由Singapore Zhongxin Investment Company Limited持有，該公司由Lai Guanglin先生(本公司之執行董事兼主席)全資實益擁有。因此，根據證券及期貨條例，Lai先生被視為於該等股份中擁有權益。
- 該等股份由King Jade Holdings Limited持有，該公司由俞安生先生(本公司之執行董事兼首席執行官)全資實益擁有。因此，根據證券及期貨條例，俞先生被視為於該等股份中擁有權益。
- 由於股份合併於二零一五年一月十九日生效，於二零一四年十二月三十一日的所持股份數目乃根據股份合併生效前的股份數目所載列。

Save as disclosed above and in the section headed "SHARE OPTION SCHEME" above, as at 31st December 2014, none of the Directors or chief executive or their respective associates had any interests or short positions in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

### SUBSTANTIAL SHAREHOLDERS

As at 31st December 2014, the interests or short positions of the following persons or corporations, other than the Directors or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

#### Long position in share and underlying share of the Company

除上文及另一節「購股權計劃」所披露者外，於二零一四年十二月三十一日，概無董事或最高行政人員或彼等各自之聯繫人士於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中，擁有須登記於本公司根據證券及期貨條例第352條存置之登記冊之權益或淡倉，或須根據標準守則知會本公司及香港聯交所之權益或淡倉。

### 主要股東

於二零一四年十二月三十一日，以下人士或法團（上文所披露之本公司董事或最高行政人員除外）於本公司股份及相關股份擁有須登記於本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉如下：

#### 於本公司股份及相關股份之好倉

Name of shareholders 股東名稱	Capacity 身份	Number of shares/underlying shares held 所持股份／ 相關股份數目 (附註5)	Approximate percentage of shares in issue 佔已發行股份 概約百分比
Singapore Zhongxin Investment Company Limited (Note 1 附註1)	Beneficial owner 實益擁有人	7,705,521,207	57.79%
Li Juan 李娟 (Note 2 附註2)	Interest of spouse 配偶權益	7,705,521,207	57.79%
King Jade Holdings Limited (Note 3 附註3)	Beneficial owner 實益擁有人	1,460,000,000	10.95%
Zhang Lin (Note 4 附註4)	Interest of spouse 配偶權益	1,490,000,000	11.18%

# Report of the Directors

## 董事會報告

### Notes:

1. Singapore Zhongxin Investment Company Limited is wholly and beneficially owned by Mr. Lai Guanglin, an executive Director and the Chairman of the Company. Accordingly, Mr. Lai is deemed to be interested in such shares under the SFO.
2. Ms. Li Juan, the spouse of Mr. Lai Guanglin, is also deemed to be interested in Mr. Lai's interest in the Company under the SFO.
3. King Jade Holdings Limited is wholly and beneficially owned by Mr. Yu Ben Ansheng, an executive Director and the Chief Executive Officer of the Company. Accordingly, Mr. Yu is deemed to be interested in such shares under the SFO.
4. Ms. Zhang Lin, the spouse of Mr. Yu Ben Ansheng, is also deemed to be interested in Mr. Yu's interest in the Company under the SFO.
5. The number of shares held as at 31st December 2014 is disclosed without taking into account the effect of the Share Consolidation which became effective on 19th January 2015.

Save as disclosed above, as at 31st December 2014, the Company had not been notified by any persons or corporations, other than the Directors or chief executive of the Company, who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

### MANAGEMENT CONTRACTS

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

### MAJOR CUSTOMERS AND SUPPLIERS

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

### 附註：

1. Singapore Zhongxin Investment Company Limited 乃由 Lai Guanglin 先生(本公司之執行董事兼主席)全資實益擁有。因此，根據證券及期貨條例，Lai 先生被視為於該等股份中擁有權益。
2. 根據證券及期貨條例，李娟女士(Lai Guanglin 先生之配偶)亦被視為擁有 Lai 先生於本公司之權益。
3. King Jade Holdings Limited 乃由俞安生先生(本公司之執行董事兼首席執行官)全資實益擁有。因此，根據證券及期貨條例，俞先生被視為於該等股份中擁有權益。
4. 根據證券及期貨條例，Zhang Lin 女士(俞安生先生之配偶)亦被視為擁有俞先生於本公司之權益。
5. 由於股份合併於二零一五年一月十九日生效，於二零一四年十二月三十一日的所持股份數目乃根據股份合併生效前的股份數目所載列。

除上文披露者外，於二零一四年十二月三十一日，本公司並無獲通知有任何其他人士或法團(不包括本公司董事或主要行政人員)持有本公司股份或相關股份的權益或淡倉而須登記於根據證券及期貨條例第336條規定本公司須備存之登記冊內。

### 管理合約

年內並無訂立或存在涉及本集團全部或任何重大部分業務之任何管理及行政合約。

### 主要客戶及供應商

本集團主要供應商及客戶年內分別所佔之採購及銷售百分比如下：

Purchases	
– the largest supplier	22.39%
– five largest suppliers combined	51.97%

Sales	
– the largest customer	6.50%
– five largest customers combined	24.04%

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

## COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

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

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

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

- On 1st November 2014, Mr. Wong Yee Shuen, Wilson, an independent non-executive Director of the Company, has been appointed as the chief financial officer of China Animation Characters Company Limited, a company listed on The Stock Exchange of Hong Kong Limited.

採購	
– 最大供應商	22.39%
– 五大供應商合計	51.97%

銷售	
– 最大客戶	6.50%
– 五大客戶合計	24.04%

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

## 遵守企業管治守則

有關本公司遵守企業管治守則的詳情載於本年報之「企業管治報告」內。

## 根據上市規則第13.51B(1)條須予披露之董事資料變更

根據上市規則第13.51B(1)條本報告須予披露之本公司董事資料變更如下：

- 於二零一四年十一月一日，本公司之獨立非執行董事黃以信先生獲華夏動漫形象有限公司(一間於香港聯合交易所有限公司上市之公司)委任為財務總監。

# Report of the Directors

## 董事會報告

### AUDIT COMMITTEE

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

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

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

### PUBLIC FLOAT

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

### AUDITORS

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

By Order of the Board

**Lai Guanglin**

*Chairman*

Hong Kong, 23rd March 2015

### 審核委員會

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

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

本公司之審核委員會已審閱全年業績。

### 公眾持股量

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

### 核數師

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

承董事會命

**Lai Guanglin**

*主席*

香港，二零一五年三月二十三日





羅兵咸永道

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

**致中國管業集團有限公司股東**  
*(於百慕達註冊成立的有限公司)*

We have audited the consolidated financial statements of China Pipe Group Limited (the “Company”) and its subsidiaries (together, the “Group”) set out on pages 60 to 143, which comprise the consolidated and company statements of financial position as at 31st December 2014, 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60至143頁中國管業集團有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一四年十二月三十一日的綜合和公司財務狀況表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

## **Directors' Responsibility for the Consolidated Financial Statements**

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

## **董事就綜合財務報表須承擔的責任**

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

# Independent Auditor's Report

## 獨立核數師報告

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

### 核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見，並按照百慕達《一九八一年公司法》第90條僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

我們已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

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

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

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

## Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31st December 2014, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 23rd March 2015

## 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二零一四年十二月三十一日的事務狀況，及貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

**羅兵咸永道會計師事務所**  
執業會計師

香港，二零一五年三月二十三日

# Consolidated Income statement

## 綜合收益表

For the year ended 31st December 2014  
截至二零一四年十二月三十一日止年度

		Note 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Revenue	收入	5	553,845	504,143
Cost of sales	銷售成本	7	(416,116)	(384,718)
Gross profit	毛利		137,729	119,425
Other (losses)/gains, net	其他(虧損)/收益淨額	6	(1,861)	2,568
Selling and distribution costs	銷售及分銷成本	7	(19,032)	(14,867)
General and administrative expenses	一般及行政費用	7	(90,426)	(86,002)
Operating profit	經營溢利		26,410	21,124
Finance income	財務收入	9	1,267	863
Finance costs	財務費用	9	(1,586)	(1,729)
Finance costs, net	財務費用淨額	9	(319)	(866)
Profit before income tax	稅前溢利		26,091	20,258
Tax expense	稅項支出	10	(4,362)	(3,597)
Profit for the year attributable to equity holders of the Company	本公司股權持有人之年度溢利		21,729	16,661
			HK cent 港仙	HK cent 港仙
Earnings per share	每股盈利	12	0.163	0.125
Basic and diluted	基本及攤薄			
			HK\$'000 千港元	HK\$'000 千港元
Dividend	股息	13	-	-

The notes on pages 68 to 143 are an integral part of these consolidated financial statements.

第68至143頁之附註為此等綜合財務報表之整體部份。

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

For the year ended 31st December 2014  
截至二零一四年十二月三十一日止年度

		Note 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Profit for the year	年度溢利		<b>21,729</b>	16,661
Other comprehensive income: <i>Item that will not be reclassified subsequently to profit or loss</i>	其他全面收益: <i>其後將不會重新歸類到 溢利或虧損之項目</i>			
Actuarial (loss)/gain on post-employment benefit obligations, net of tax	離職後福利債務的 精算(虧損)/收益, 扣除稅項後	22	<b>(411)</b>	930
<i>Items that have been reclassified or may be subsequently reclassified to profit or loss</i>	<i>已歸類或其後可能 重新歸類到溢利 或虧損之項目</i>			
Currency translation differences	貨幣換算差額	22	<b>(158)</b>	253
Release of exchange reserve upon disposal of a subsidiary	出售附屬公司 之匯兌儲備之回撥	22	<b>(1,651)</b>	–
Other comprehensive income for the year, net of tax	本年度其他全面收益, 扣除稅項後		<b>(2,220)</b>	1,183
Total comprehensive income for the year, net of tax, attributable to equity holders of the Company	本公司股權持有人 年度除稅後應佔 全面收益總額		<b>19,509</b>	17,844

The notes on pages 68 to 143 are an integral part of these consolidated financial statements.

第68至143頁之附註為此等綜合財務報表之整體部份。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31st December 2014  
於二零一四年十二月三十一日

	Note 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	14	4,297	5,782
Rental deposits and other assets	18	6,833	5,776
		<b>11,130</b>	11,558
<b>Current assets</b>			
Inventories	17	143,474	157,563
Trade receivables	18	124,206	117,886
Deposits, prepayments and other receivables	18	36,363	28,668
Tax recoverable		28	40
Pledged bank deposits	19	68,699	69,196
Cash and cash equivalents	20	121,677	107,039
		<b>494,447</b>	480,392
<b>Total assets</b>		<b>505,577</b>	491,950
<b>資產</b>			
<b>非流動資產</b>			
物業、廠房及設備	14	4,297	5,782
租約按金及其他資產	18	6,833	5,776
		<b>11,130</b>	11,558
<b>流動資產</b>			
存貨	17	143,474	157,563
貿易應收款項	18	124,206	117,886
按金、預付款 及其他應收款項	18	36,363	28,668
可收回稅項		28	40
抵押銀行存款	19	68,699	69,196
現金及現金等價物	20	121,677	107,039
		<b>494,447</b>	480,392
<b>總資產</b>		<b>505,577</b>	491,950

The notes on pages 68 to 143 are an integral part of these consolidated financial statements.

第68至143頁之附註為此等綜合財務報表之整體部份。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31st December 2014  
於二零一四年十二月三十一日

	Note 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
<b>EQUITY</b>			
<b>EQUITY HOLDERS</b>			
Share capital	21	26,665	26,665
Reserves	22	324,412	304,563
Total equity		351,077	331,228
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Deferred tax liabilities	24	323	289
Other non-current liabilities		3,223	2,687
		3,546	2,976
<b>Current liabilities</b>			
Trade and other payables	25	73,164	59,656
Taxation payable		1,837	1,329
Borrowings	23	75,953	96,761
		150,954	157,746
<b>Total liabilities</b>		154,500	160,722
<b>Total equity and liabilities</b>		505,577	491,950
<b>Net current assets</b>		343,493	322,646
<b>Total assets less current liabilities</b>		354,623	334,204

On behalf of the Board

代表董事會

**Lai Guanglin**  
Director 董事

**Yu Ben Ansheng 俞安生**  
Director 董事

The notes on pages 68 to 143 are an integral part of these consolidated financial statements.

第68至143頁之附註為此等綜合財務報表之整體部份。



# Statement of Financial Position

## 財務狀況表

As at 31st December 2014  
於二零一四年十二月三十一日

		Note 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	8	41
Investments in subsidiaries	於附屬公司投資	15	90,155	89,960
			<b>90,163</b>	90,001
<b>Current assets</b>	<b>流動資產</b>			
Prepayments and other receivables	預付款及其他應收款項	18	637	211
Amounts due from subsidiaries	應收附屬公司款項	15	23,466	22,286
Cash and cash equivalents	現金及現金等價物	20	1,449	247
			<b>25,552</b>	22,744
<b>Total assets</b>	<b>總資產</b>		<b>115,715</b>	112,745
<b>EQUITY</b>	<b>權益</b>			
<b>Equity holders</b>	<b>股權持有人</b>			
Share capital	股本	21	26,665	26,665
Reserves	儲備	22	70,890	68,631
<b>Total equity</b>	<b>總權益</b>		<b>97,555</b>	95,296
<b>LIABILITIES</b>	<b>負債</b>			
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables	其他應付款項	25	2,527	1,696
Amounts due to subsidiaries	應付附屬公司款項	15	15,633	15,753
<b>Total liabilities</b>	<b>總負債</b>		<b>18,160</b>	17,449
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		<b>115,715</b>	112,745
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>7,392</b>	5,295
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>97,555</b>	95,296

On behalf of the Board

代表董事會

**Lai Guanglin**  
Director 董事

**Yu Ben Ansheng 俞安生**  
Director 董事

The notes on pages 68 to 143 are an integral part of these consolidated financial statements.

第68至143頁之附註為此等綜合財務報表之整體部份。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31st December 2014  
截至二零一四年十二月三十一日止年度

		Share capital	Share premium	Capital reserve	Merger reserve	Statutory reserve	Other reserve	Exchange reserve	Share based	Retained earnings	Total							
									payment									
									以股份為基礎的									
									股本	股份溢價	資本儲備	合併儲備	法定儲備	其他儲備	匯兌儲備	付款儲備	保留溢利	總額
									HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
									千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st January 2013	於二零一三年一月一日	26,665	126,618	34,115	3,700	24	-	2,013	8,026	111,465	312,626							
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	16,661	16,661							
Other comprehensive income:	其他全面收益:																	
Actuarial gain on post-employment benefit obligations, net of tax	離職後福利債務的精算收益，扣除稅項後	-	-	-	-	-	930	-	-	-	930							
Currency translation differences	貨幣換算差額	-	-	-	-	-	-	253	-	-	253							
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	-	930	253	-	16,661	17,844							
Transactions with owners:	與擁有人之交易:																	
Share based payment	以股份為基礎的付款	-	-	-	-	-	-	-	758	-	758							
At 31st December 2013	於二零一三年十二月三十一日	26,665	126,618	34,115	3,700	24	930	2,266	8,784	128,126	331,228							

The notes on pages 68 to 143 are an integral part of these consolidated financial statements.

第68至143頁之附註為此等綜合財務報表之整體部份。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31st December 2014  
截至二零一四年十二月三十一日止年度

		Share capital	Share premium	Capital reserve	Merger reserve	Statutory reserve	Other reserve	Exchange reserve	Share based payment reserve	Retained earnings	Total
		股本	股份溢價	資本儲備	合併儲備	法定儲備	其他儲備	匯兌儲備	以股份為基礎的 付款儲備	保留溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st January 2014	於二零一四年一月一日	26,665	126,618	34,115	3,700	24	930	2,266	8,784	128,126	331,228
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	21,729	21,729
Other comprehensive income:	其他全面收益:										
Actuarial loss on post-employment benefit obligations, net of tax	離職後福利債務的精算虧損，扣除稅項後	-	-	-	-	-	(411)	-	-	-	(411)
Currency translation differences	貨幣換算差額	-	-	-	-	-	-	(158)	-	-	(158)
Release of exchange reserve upon disposal of a subsidiary	出售附屬公司之匯兌儲備之回撥	-	-	-	-	-	-	(1,651)	-	-	(1,651)
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	-	(411)	(1,809)	-	21,729	19,509
Transactions with owners:	與擁有人之交易:										
Share based payment	以股份為基礎的付款	-	-	-	-	-	-	-	340	-	340
Transfer upon lapse of share options	因購股權失效轉撥	-	-	-	-	-	-	-	(3,786)	3,786	-
At 31st December 2014	於二零一四年十二月三十一日	26,665	126,618	34,115	3,700	24	519	457	5,338	153,641	351,077

The notes on pages 68 to 143 are an integral part of these consolidated financial statements.

第68至143頁之附註為此等綜合財務報表之整體部份。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31st December 2014  
截至二零一四年十二月三十一日止年度

	Note	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
	附註		
<b>Cash flows from operating activities</b>			
		<b>經營業務之現金流量</b>	
Cash generated from operations	27(a)	40,690	30,831
Interest paid		(1,433)	(1,804)
Interest received		998	863
Income tax paid		(3,739)	(2,691)
Net cash generated from operating activities		36,516	27,199
<b>Cash flows from investing activities</b>			
		<b>投資業務之現金流量</b>	
Purchase of property, plant and equipment		(2,740)	(1,536)
Proceeds from disposal of property, plant and equipment	27(a)	90	94
Disposal of a subsidiary	27(b)	1,162	-
Net cash used in investing activities		(1,488)	(1,442)
<b>Cash flows from financing activities</b>			
		<b>融資活動之現金流量</b>	
Drawdown of borrowings		348,183	319,651
Repayment of borrowings		(368,991)	(290,552)
Decrease in pledged bank deposits		497	25,152
Net cash (used in)/generated from financing activities		(20,311)	54,251
Net increase in cash and cash equivalents		14,717	80,008
Exchange differences		(79)	142
Cash and cash equivalents at beginning of the year		107,039	26,889
<b>Cash and cash equivalents at end of the year</b>		<b>121,677</b>	<b>107,039</b>
		<b>年終之現金及 現金等價物</b>	

The notes on pages 68 to 143 are an integral part of these consolidated financial statements.

第68至143頁之附註為此等綜合財務報表之整體部分。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 1. General information

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

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

These consolidated financial statements are presented in Hong Kong dollars, unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 23rd March 2015.

### 2. Basis of preparation and accounting policies

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

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) and under the historical cost convention.

### 1. 一般資料

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

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

除非另有所指，本綜合財務報表以港元呈列。本綜合財務報表已經由董事會在二零一五年三月二十三日批准刊發。

### 2. 編製基準及會計政策

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

綜合財務報表乃根據香港財務報告準則(「香港財務報告準則」)按照歷史成本法編製。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

In accordance with the transitional and saving arrangements for Part 9 of the new Hong Kong Companies Ordinance (Cap. 622), “Accounts and Audit” as set out in sections 76 to 87 of Schedule 11 to the Hong Kong Companies Ordinance (Cap. 622), the consolidated financial statements are prepared in accordance with the applicable requirements of the predecessor Companies Ordinance (Cap. 32) for this financial year and the comparative period.

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

The following amendments to standards and interpretation are mandatory for the Group’s financial year beginning 1st January 2014. The adoption of these amendments to standards and interpretation does not have any significant impact to the results and financial position of the Group.

### 2. 編製基準及會計政策(續)

根據新香港公司條例(第622章)附表11第76至第87條所載該條例第9部「賬目及審核」所作的過渡性安排及保留安排的規定，就本財政年度及比較期間而言，該等綜合財務報表亦符合前公司條例(第32章)有關編製財務報表的適用規定。

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

本集團已於二零一四年一月一日或之後開始的財政年度首次採納下列修訂之準則及詮釋，但並沒對集團業績及財務狀況有重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

Amendments to HKFRSs 10,12 and HKAS 27 (2011)	Investment Entities
HKAS 32 Amendment	Offsetting Financial Assets and Financial Liabilities
HKAS 36 Amendment	Recoverable Amount Disclosures for Non-Financial Assets
HKAS 39 Amendment	Novation of Derivatives and Continuation of Hedge Accounting
HK(IFRIC)-Int 21	Levies

The Group has not applied any new standards, amendments to standards and interpretations that have been issued but are not effective for the current accounting period.

In addition, the requirements of Part 9 “Accounts and Audit” of the new Hong Kong Companies Ordinance (Cap. 622) come into operation as from the Company’s first financial year commencing on or after 3rd March 2014 in accordance with section 358 of that Ordinance. The Group is in the process of making an assessment of expected impact of the changes in the Companies Ordinance on the consolidated financial statements in the period of initial application of Part 9 of the new Hong Kong Companies Ordinance (Cap. 622). So far it has concluded that the impact is unlikely to be significant and only the presentation and the disclosure of information in the consolidated financial statements will be affected.

### 2. 編製基準及會計政策 (續)

香港財務報告準則第10、12及香港會計準則第27號(二零一一年)修訂本	投資實體
香港會計準則第32號修訂本	抵銷金融資產及金融負債
香港會計準則第36號修訂本	非金融資產之可收回金額披露
香港會計準則第39號修訂本	衍生工具更替及對沖會計法之延續
香港(國際財務報告詮釋委員會)–詮釋第21號	徵費

本集團並無於本會計期間應用任何已頒佈但未生效之新訂準則、修訂的準則及詮釋。

此外，新香港《公司條例》(第622章)第9部「賬目及審核」的規定已於本公司二零一四年三月三日或之後開始的首個財政年度生效(根據該條例第358條)，本公司現正評估香港《公司條例》的變動對新香港《公司條例》(第622章)第9部首次應用期間的綜合財務報表的預期影響。至今認為其影響將不會十分重大，且只有綜合財務報表內的呈列和披露資訊會受到影響。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

The following new standards, amendments to standards and interpretations have been issued but are not effective for the financial year beginning 1st January 2014 and have not been early adopted by the Group. None of these is expected to have a significant effect on the consolidated financial statements of the Group.

HKFRS 9	Financial Instruments <sup>4</sup>
Amendments to HKFRS 10 and HKAS 28 (2011)	Sale or Contribution of Assets between an investor and its Associate or Joint Venture <sup>2</sup>
Amendments to HKFRS 11	Accounting for Acquisition of Interest in Joint Operations <sup>2</sup>
HKFRS 14	Regulatory Deferral Accounts <sup>5</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>3</sup>
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation <sup>2</sup>
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants <sup>2</sup>
Amendments to HKAS 19	Defined Benefit Plans: Employee Contribution <sup>1</sup>
Amendments to HKAS 27 (2011)	Equity Method in Separate Financial Statements <sup>2</sup>
Annual Improvements 2010-2012 Cycle	Amendments to a number of HKFRSs <sup>1</sup>
Annual Improvements 2011-2013 Cycle	Amendments to a number of HKFRSs <sup>1</sup>
Annual Improvements 2012-2014 Cycle	Amendments to a number of HKFRSs <sup>2</sup>

### 2. 編製基準及會計政策(續)

以下為已頒佈但在二零一四年一月一日開始的財政年度未生效亦未被本集團提早採納的新訂準則、修訂的準則及詮釋。此等準則、修訂和詮釋預期不會對本集團的綜合財務報表造成重大影響。

香港財務報告準則第9號	金融工具 <sup>4</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)(二零一一年)	投資者與其聯營或合營企業之間的資產出售或注資 <sup>2</sup>
香港財務報告準則第11號(修訂本)	收購合營業務權益的會計方法 <sup>2</sup>
香港財務報告準則第14號	監管遞延賬戶 <sup>5</sup>
香港財務報告準則第15號	客戶合約收益 <sup>3</sup>
香港會計準則第16號及香港會計準則第38號(修訂本)	澄清折舊及攤銷的可接受方法 <sup>2</sup>
香港會計準則第16號及香港會計準則第41號(修訂本)	農業：生產性植物 <sup>2</sup>
香港會計準則第19號(修訂本)	定額福利計劃：僱員供款 <sup>1</sup>
香港會計準則第27號(修訂本)(二零一一年)	獨立財務報表之權益法 <sup>2</sup>
二零一零年至二零一二年週期之年度改進	多項香港財務報告準則(修訂本) <sup>1</sup>
二零一一年至二零一三年週期之年度改進	多項香港財務報告準則(修訂本) <sup>1</sup>
二零一二年至二零一四年週期之年度改進	多項香港財務報告準則(修訂本) <sup>2</sup>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

- 1 effective for annual periods beginning on or after 1st July 2014
- 2 effective for annual periods beginning on or after 1st January 2016
- 3 effective for annual periods beginning on or after 1st January 2017
- 4 effective for annual periods beginning on or after 1st January 2018
- 5 effective for an entity that first adopts HKFRSs for its annual financial statements beginning on or after 1st January 2016 and therefore is not applicable to the Group

#### (a) 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 deconsolidated from the date that control ceases.

### 2. 編製基準及會計政策 (續)

- 1 於二零一四年七月一日或之後開始的年度期間生效
- 2 於二零一六年一月一日或之後開始的年度期間生效
- 3 於二零一七年一月一日或之後開始的年度期間生效
- 4 於二零一八年一月一日或之後開始的年度期間生效
- 5 首次採納香港財務報告準則的實體，適用於二零一六年一月一日或之後開始的年度財務報表，因此不適用於本集團

#### (a) 合併賬目

附屬公司指本集團對其具有控制權的所有主體(包括結構性主體)。當本集團因為參與該主體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該主體的權力影響此等回報時，本集團即控制該主體。附屬公司在控制權轉移至本集團之日起合併入賬。附屬公司在控制權終止之日起停止合併入賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (a) Consolidation (cont'd)

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 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 income statement.

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

### 2. 編製基準及會計政策(續)

#### (a) 合併賬目(續)

本集團利用購買法將業務合併入賬。購買一附屬公司所轉讓的對價，為所轉讓資產、對被收購方的前所有人產生的負債，及本集團發行的股本權益的公允價值。所轉讓的對價包括或有對價安排所產生的任何資產和負債的公允價值。在業務合併中所購買可辨認的資產以及所承擔的負債及或有負債，首先以彼等於購買日期的公允價值計量。

所轉讓代價、被收購方的任何非控制性權益數額，及在被收購方之前任何權益在收購日期的公允價值，超過購入可辨認淨資產公允價值的數額記錄為商譽。如所轉讓對價、確認的任何非控制性權益及之前持有的權益計量，低於購入附屬公司淨資產的公允價值，則將該數額直接在收益表中確認。

集團內公司之間的交易、結餘及未變現的收益和損失亦予以對銷。附屬公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (a) Consolidation (cont'd)

##### *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.

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.

### 2. 編製基準及會計政策(續)

#### (a) 合併賬目(續)

##### *出售附屬公司*

當集團不再持有控制權，在主體的任何保留權益於失去控制權當日重新計量至公允價值，賬面值的變動在損益中確認。公允價值為就保留權益的後續入賬而言的初始賬面值，作為聯營、合營或金融資產。此外，之前在其他全面收益中確認的任何數額猶如本集團已直接處置相關資產和負債。這意味著之前在其他全面收益中確認的數額重新分類至損益。

附屬公司投資按成本扣除減值列賬。成本包括投資的直接歸屬成本。附屬公司的業績由本公司按已收及應收股息入賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (b) Segment reporting

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

#### (c) Foreign currency translation

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

(ii) *Transactions and balances*  
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or revaluation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

### 2. 編製基準及會計政策(續)

#### (b) 分部報告

經營分部按照向首席經營決策者提供的內部報告貫徹一致的方式報告。首席經營決策者被認為作出策略性決定的執行董事負責分配資源和評估經營分部的表現。

#### (c) 外幣換算

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

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (c) Foreign currency translation (cont'd)

##### (iii) Group companies

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

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

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to other comprehensive income.

### 2. 編製基準及會計政策(續)

#### (c) 外幣換算(續)

##### (iii) 集團公司

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

- 每份列報的財務狀況表內的資產和負債按該財務狀況表日期的收市匯率換算；
- 各收益表之收入及開支按平均匯率換算(除非該平均匯率並非交易當日匯率的累積影響之合理約數，在此情況下收入及開支須按交易日的匯率換算)；及
- 所有由此產生的匯兌差額在其他全面收益中確認。

於綜合入賬時，換算海外業務的淨投資額、借貸及其他用作對沖有關投資的貨幣工具所產生的匯兌差額均計入其他全面收益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (c) Foreign currency translation (cont'd)

##### (iii) Group companies (cont'd)

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.

##### *Disposal of foreign operation*

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.

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

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

### 2. 編製基準及會計政策(續)

#### (c) 外幣換算(續)

##### (iii) 集團公司(續)

購買境外主體產生的商譽及公允價值調整視為該境外主體的資產和負債，並按收市匯率換算。產生的匯兌差額在其他全面收益中入賬。

##### *境外經營的處置*

對於境外經營的處置(即處置集團在境外經營中的全部權益，或者處置涉及喪失對擁有境外經營的附屬公司的控制權，或涉及喪失對擁有境外經營的合營的共同控制權，或涉及喪失對擁有境外經營的聯營企業的控制權)，就該項經營累計計入權益的歸屬於公司所有者的所有貨幣換算差額均重分類至損益。

#### (d) 物業、廠房及設備

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



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

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

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

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

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

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

### 2. 編製基準及會計政策(續)

#### (d) 物業、廠房及設備(續)

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

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

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

資產的剩餘價值及可使用年期在每個呈報期結束時進行檢討，及在適當時調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

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

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

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within 'Other (losses)/gains – net' in the consolidated income statement.

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

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

### 2. 編製基準及會計政策(續)

#### (d) 物業、廠房及設備(續)

倘若資產的賬面值高於其估計可收回值，其賬面值即時撇減至可收回值。

出售帶來的盈虧按比較所得款項及賬面值釐定，並於綜合收益表中的其他(虧損)/收益淨額確認。

#### (e) 於附屬公司之投資及非金融資產的減值

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (f) Leases

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

#### (g) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out ("FIFO") method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

### 2. 編製基準及會計政策(續)

#### (f) 租約

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

#### (g) 存貨

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (h) Trade and other receivables

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

#### (i) Cash and cash equivalents

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

#### (j) Share capital

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

### 2. 編製基準及會計政策(續)

#### (h) 貿易及其他應收款項

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

#### (i) 現金及現金等價物

現金及現金等價物包括現金及銀行通知存款。

#### (j) 股本

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (k) Trade payables

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

#### (l) Borrowings

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

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

#### (m) Borrowings 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.

### 2. 編製基準及會計政策(續)

#### (k) 貿易應付款項

貿易應付款項以公允價值初步確認，隨後以實際利率法按攤銷成本列賬。

#### (l) 借貸

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

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

#### (m) 借貸成本

直接歸屬於收購、興建或生產合資格資產(指必須經一段長時間處理以作其預定用途或銷售的資產)的借貸成本，加入該等資產的成本內，直至資產大致上備妥供其預定用途或銷售為止。

就特定借貸，因有待合資格資產的支出而臨時投資賺取的投資收入，應自合資格資本化的借貸成本中扣除。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (m) Borrowings costs (cont'd)

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

#### (n) Employee benefits

##### (i) *Employee leaves*

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

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

##### (ii) *Bonus plans*

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

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

### 2. 編製基準及會計政策(續)

#### (m) 借貸成本(續)

所有其他借貸成本在產生期內的損益中確認。

#### (n) 僱員福利

##### (i) *僱員假期*

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

僱員可享有之病假及產假僅會於休假時確認。

##### (ii) *花紅計劃*

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

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (n) Employee benefits (cont'd)

##### (iii) Pension obligations

Following the adoption of the Mandatory Provident Fund ("MPF") Scheme in December 2000, all employees of the Group employed in Hong Kong joined the MPF Scheme. Under this scheme, employees and the Group are required to make contributions to the scheme calculated at 5% of the individual employee's monthly basic salaries, subject to a cap of HK\$1,500 which was increased from HK\$1,250 with effective from 1st June 2014. The Group's contributions to this scheme are expensed when they are due. The assets of the scheme are held separately from those of the Group in independently administered funds.

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

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

### 2. 編製基準及會計政策(續)

#### (n) 僱員福利(續)

##### (iii) 退休金責任

在二零零零年十二月採納強制性公積金(「強積金」)計劃後，本集團在香港之所有員工均已參與強積金計劃。根據此計劃，僱員及本集團均須按個別僱員每月基本薪金5%，以1,500港元為上限(於二零一四年六月一日起，該上限由1,250港元增加至1,500港元)向計劃供款。本集團向此計劃作出之供款於支付時列入開支。計劃之資產與本集團之資產分開持有，由獨立管理之基金管理。

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

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



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (n) Employee benefits (cont'd)

##### (iv) Share-based payment

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

- 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 or holding shares for a specified period of time).

### 2. 編製基準及會計政策(續)

#### (n) 僱員福利(續)

##### (iv) 以股份為基礎之付款

本集團推行按股本結算、以股份支付報酬的計劃，以得到僱員提供服務作為收取本集團股本工具(購股權)的代價。僱員提供服務以換取購股權的公允價值乃確認為開支。於歸屬期內列作開支的總金額，乃參照已授出購股權的公允價值釐定：

- 包括任何市場業績條件(例如主體的股價)
- 不包括任何服務和非市場業績可行權條件(例如盈利能力、銷售增長目標和職工在某特定時期內留任實體)的影響；及
- 包括任何非可行權條件(例如規定職工儲蓄或在一段指定期間內持有股份)的影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (n) Employee benefits (cont'd)

##### (iv) Share-based payment (cont'd)

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-market performance and service conditions. It recognises the impact of the revision of original estimates, if any, in the income statement with a corresponding adjustment to equity.

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

#### (o) Current and deferred income tax

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

### 2. 編製基準及會計政策(續)

#### (n) 僱員福利(續)

##### (iv) 以股份為基礎之付款(續)

總費用在歸屬期內計入，歸屬期是指滿足所有特訂歸屬條件所需的期間。於各呈報期末，本集團均會基於非市場表現和服務歸屬條件修改其估計預期將歸屬的購股權數目，修改原來估計數字的影響(如有)則於收益表內確認，以及對股本作相應調整。

在期權行使時，本公司發行新股。收取的所得款扣除任何直接歸屬交易成本撥入股本(面值)和股本溢價。

#### (o) 即期及遞延稅項

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

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

##### (i) Current income tax

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

##### (ii) Deferred income tax

###### *Inside basis differences*

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

### 2. 編製基準及會計政策(續)

#### (o) 即期及遞延稅項(續)

##### (i) 即期所得稅

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

##### (ii) 遞延所得稅

###### *內在差異*

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

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

##### (ii) *Deferred income tax (cont'd)* *Inside basis differences (cont'd)*

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

##### *Outside basis differences*

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries 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.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries 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.

### 2. 編製基準及會計政策(續)

#### (o) 即期及遞延稅項(續)

##### (ii) *遞延所得稅(續)* *內在差異(續)*

遞延稅項資產乃就有可能將未來應課稅溢利與可動用的暫時差異抵銷而確認。

##### *外在差異*

就附屬公司投資產生的應課稅暫時性差異確認遞延所得稅負債，但不包括本集團可以控制暫時性差異的轉回時間以及暫時性差異在可預見將來很可能不會轉回的遞延所得稅負債。

就附屬公司投資產生的可扣減暫時性差異確認遞延所得稅資產，但只限於暫時性差異很可能在將來轉回，並有充足的應課稅利潤抵銷可用的暫時性差異。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

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

##### (iii) Offsetting

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

#### (p) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated.

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

### 2. 編製基準及會計政策(續)

#### (o) 即期及遞延稅項(續)

##### (iii) 抵銷

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

#### (p) 撥備

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

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (q) Revenue and income recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods and services 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.

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

#### (r) 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. 編製基準及會計政策(續)

#### (q) 收入及收益確認

收入按已收或應收對價的公允價值計量，並相當於供應貨品及服務的應收款項，扣除折扣、退貨和增值稅後列帳。當收入的金額能夠可靠計量；當未來經濟利益很可能流入有關主體；及當本集團每項活動均符合具體條件時(如下文所述)，本集團便會將收入確認。本集團會根據退貨往績並考慮客戶類別、交易種類和每項安排的特點作出估計。

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

#### (r) 股息分派

向本公司股東分配的股息，在股息獲本公司股東或董事(按適當)批准的期間內於本集團及本公司的財務報表內列為負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3. Financial risk management

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit and counterparty risk and liquidity risk. The Group's financial risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance by actively managing debt level and cash flow in order to maintain a strong financial position and minimising refinancing and liquidity risks by attaining healthy debt repayment capacity, appropriate maturity profile and availability of banking facilities.

(a) *Market risk*

(i) Foreign exchange risk

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

### 3. 財務風險管理

#### 3.1 財務風險因素

本集團的業務承受各種財務風險：市場風險（包括外幣風險及利率風險）、信貸及交易方風險及流動資金風險。本集團的整體財務風險管理集中於金融市場的不可預測性，及通過積極管理債務水準及現金流量以維持穩健之財務狀況，及透過穩健的償債能力、適當的還款期限及銀行信貸融資額度而使再融資及流動資金風險減至最低，從而儘量減低對本集團財務表現的潛在不利影響。

(a) *市場風險*

(i) 外匯風險

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



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3. Financial risk management (cont'd)

#### 3.1 Financial risk factors (cont'd)

(a) Market risk (cont'd)

(i) Foreign exchange risk (cont'd)

As HKD is pegged against USD, the Group is exposed to limited exchange rate fluctuation. As a result, the exchange rate risk exposure in respect of USD is not significant. While for RMB, the exchange rate fluctuation is relatively volatile. At 31st December 2014, if RMB had strengthened/weakened by 5% (2013: 5%) against HKD with all other variables held constant, post-tax profit would have been HK\$1,365,000 higher/lower (2013: post-tax profit of HK\$1,280,000 higher/lower) respectively mainly as a result of foreign exchange gains/losses on translation of RMB-denominated financial assets and liabilities.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

(a) 市場風險(續)

(i) 外匯風險(續)

由於港元與美元的掛鈎系統，本集團承受有限的匯率波動。因此，關於美元的外匯風險不顯著。相對而言，人民幣的匯率比較波動。於二零一四年十二月三十一日，倘人民幣兌港元於所有其他變量保持不變之情況下，升值／貶值5%（二零一三年：5%），則除稅後溢利將分別增加／減少1,365,000港元（二零一三年：除稅後溢利增加／減少1,280,000港元），因此，主要是由於換算人民幣計值之金融資產及負債產生外匯收益／虧損所致。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3. Financial risk management (cont'd)

#### 3.1 Financial risk factors (cont'd)

(a) Market risk (cont'd)

(ii) Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates and the Group has no significant interest-bearing assets except for the bank balances and deposits, details of which have been disclosed in Notes 19 to 20. The Group's exposure to changes in interest rates is also attributable to its borrowings, details of which have been disclosed in Note 23. Borrowings carry at floating rates expose the Group to cash flow interest-rate risk whereas those carry at fixed rates expose the Group to fair value interest-rate risk. As at 31st December 2014, approximately 34% (2013: Nil) of the Group's borrowings were carried at floating rates and expose the Group to cash flow interest-rate risk. The Group has not used any interest rate swaps to hedge its exposure against cash flow interest-rate risks.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 利率風險

由於本集團並無重大計息資產，因此除銀行結餘及存款外，本集團的收入及經營現金流量大致上不受市場利率變動的影響，而有關銀行結餘的詳情在附註19至20披露。本集團所涉及的利率變動風險亦來自借貸，有關詳情在附註23披露。按浮動利率計息的借貸使本集團面對現金流量利率風險，而按固定利率計息的借貸則使本集團面對公平值現金利率風險。於二零一四年，按浮動利率計息的大約34%（二零一三年：無）借貸，使本集團面對現金流量利率風險。本集團並無利用任何利率掉期安排對沖利率風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3. Financial risk management (cont'd)

#### 3.1 Financial risk factors (cont'd)

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

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

As at 31st December 2014, if interest rate has increased/decreased by 25 basis points with all other variables held constant, profit for the year ended 31st December 2014 would have been HK\$54,000 (2013: Nil) lower/higher, mainly as a result of increase/decrease in interest expense on borrowings.

(b) *Credit and counterparty risk*

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

As at 31st December 2013 and 2014, all the bank deposits are deposited in high quality financial institutions without significant credit risk. The credit risk on bank deposits is limited because over 70% of the Group's bank balances are placed with subsidiaries of state-owned banks and others are placed with reputable financial institutions. Management does not expect any loss from non-performance of these banks.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

(a) *市場風險(續)*

(ii) *利率風險(續)*

於二零一四年十二月三十一日，倘若利率增加／減少25基點，而所有其他變數維持不變，截至二零一四年十二月三十一日止年度溢利將減少／增加54,000港元(二零一三年：無)，主要由於借貸利息支出增加／減少所致。

(b) *信貸及交易方風險*

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

於二零一三年及二零一四年十二月三十一日，所有銀行存款存放於信譽良好之金融機構，故並無重大信貸風險。有限的銀行存款信貸風險乃由於超過70%之本集團銀行餘額存放於國有銀行之附屬公司，其他存款存放於信譽良好之金融機構。管理層認為不會因該等銀行表現不良而帶來損失。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3. Financial risk management (cont'd)

#### 3.1 Financial risk factors (cont'd)

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

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

(c) *Liquidity risk*

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

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

(b) *信貸及交易方風險(續)*

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

(c) *流動資金風險*

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3. Financial risk management (cont'd)

#### 3.1 Financial risk factors (cont'd)

##### (c) Liquidity risk (cont'd)

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

#### At 31st December 2014 於二零一四年十二月三十一日

##### Group 本集團

Trade and other payables	貿易及其他應付款項	69,470	-	-	-
Borrowings	借貸	75,953	-	-	-
Interest payment on borrowings	借貸之利息支付	516	-	-	-

##### Company 本公司

Other payables	其他應付款項	2,527	-	-	-
Amounts due to subsidiaries	應付附屬公司款項	15,633	-	-	-

#### At 31st December 2013 於二零一三年十二月三十一日

##### Group 本集團

Trade and other payables	貿易及其他應付款項	55,962	-	-	-
Borrowings	借貸	96,761	-	-	-
Interest payment on borrowings	借貸之利息支付	759	-	-	-

##### Company 本公司

Other payables	其他應付款項	1,696	-	-	-
Amounts due to subsidiaries	應付附屬公司款項	15,753	-	-	-

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (c) 流動資金風險(續)

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

	Less than 1 year 一年以內 HK\$'000 千港元	Between 1 and 2 years 一年至兩年 HK\$'000 千港元	Between 2 and 5 years 兩年至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元
<b>At 31st December 2014 於二零一四年十二月三十一日</b>				
<b>Group 本集團</b>				
Trade and other payables	69,470	-	-	-
Borrowings	75,953	-	-	-
Interest payment on borrowings	516	-	-	-
<b>Company 本公司</b>				
Other payables	2,527	-	-	-
Amounts due to subsidiaries	15,633	-	-	-
<b>At 31st December 2013 於二零一三年十二月三十一日</b>				
<b>Group 本集團</b>				
Trade and other payables	55,962	-	-	-
Borrowings	96,761	-	-	-
Interest payment on borrowings	759	-	-	-
<b>Company 本公司</b>				
Other payables	1,696	-	-	-
Amounts due to subsidiaries	15,753	-	-	-

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3. Financial risk management (cont'd)

#### 3.2 Capital risk management

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

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

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

The Group's strategy was to maintain a solid capital base to support the operations and development of its business in the long term. Given its existing principal business, management considers a gearing ratio as measured by total borrowings to total equity of not more than 50% as solid and reasonable. The table below analyses the Group's capital structure at 31st December 2013 and 2014 as follows:

### 3. 財務風險管理(續)

#### 3.2 資本風險管理

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

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

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

本集團之策略是維持穩健的資金基礎，以長期支持本集團的業務營運及發展。鑑於現時之主要業務，管理層認為按借貸總額相對於總權益計算之資產負債比率處於50%以下均屬穩健及合理。下表為本集團於二零一三年及二零一四年十二月三十一日資本架構之分析：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3. Financial risk management (cont'd)

#### 3.2 Capital risk management (cont'd)

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

Note:

Decrease in gearing ratio during the year is a result of the decrease in total borrowings.

#### 3.3 Fair value estimation

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

### 3. 財務風險管理(續)

#### 3.2 資本風險管理(續)

2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
<b>75,953</b>	96,761
<b>351,077</b>	331,228
<b>22%</b>	29%

附註：

資產負債比率的減少是由於總借貸的減少。

#### 3.3 公允價值估計

貿易及其他應收款項、銀行結餘及存款、貿易及其他應付款項及借貸之賬面值與彼等之公允值之相若。就披露而言，金融負債之公允值透過按本集團同類金融工具之現行市場利率對未來合約現金流量貼現而估算。



# Notes to the 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. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities of the Group are discussed below.

##### (a) Provision for impairment of trade and other receivables

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

##### (b) Provision for impairment of inventories

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

#### 4. 關鍵會計估計及判斷

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

##### (a) 貿易及其他應收款項之減值撥備

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

##### (b) 存貨減值撥備

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (c) Provision for bonus and customer claims

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

#### (d) Employee benefits – share based payments

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

### 5. Segment information

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions. The chief operating decision-maker has been identified as the executive directors of the Company. The chief operating decision-maker assesses the performance of the operating segments based on a measure of profit attributable to equity holders of the Company.

### 4. 關鍵會計估計及判斷(續)

#### (c) 花紅及客戶補償撥備

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

#### (d) 僱員福利－以股份為基礎的付款

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

### 5. 分部資料

本集團按首席經營決策者所審閱並賴以作出決策的報告釐定其營運分部。首席經營決策者被認定為本公司之執行董事。首席經營決策者根據本公司股權持有人應佔溢利以評核營運分部的表現。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 5. Segment information (cont'd)

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

#### Geographical information

The Group is domiciled in Hong Kong. The Group's revenue from external customers by geographical location are detailed below:

Hong Kong	香港
Mainland China	中國內地
Macau	澳門

The Group's non-current assets by geographical location are detailed below:

Hong Kong	香港
Mainland China	中國內地

### 5. 分部資料(續)

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

#### 地區分部資料

本集團設於香港。本集團按地區分部的來自外部客戶的收入如下：

Revenue 收入	
For the year ended 31st December 截至十二月三十一日止年度	
2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
468,503	483,866
-	708
85,342	19,569
<b>553,845</b>	<b>504,143</b>

本集團按地區分部的非流動資產如下：

2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
8,484	5,905
2,646	5,653
<b>11,130</b>	<b>11,558</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 6. Other (losses)/gains, net

### 6. 其他(虧損)/收益淨額

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Net exchange (loss)/gains	匯兌(虧損)/收益淨額	<b>(1,201)</b>	1,743
Net gain/(loss) on disposal of property, plant and equipment	出售物業、廠房及設備之收益/(虧損)淨額	<b>87</b>	(216)
Loss on disposal of a subsidiary (note 27(b))	出售一間附屬公司虧損(附註27(b))	<b>(871)</b>	-
Others	其他	<b>124</b>	1,041
		<b>(1,861)</b>	2,568

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 7. Expenses by nature

### 7. 開支性質

Operating profit is arrived at after charging:

經營溢利乃扣除下列項目後達至：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Cost of inventories sold (Note 17)	已出售之存貨成本(附註17)	406,494	372,928
Auditor's remuneration	核數師酬金	1,108	989
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,409	1,936
Employee benefit expenses (including directors' emoluments (Note 8))	員工福利開支 (包括董事酬金(附註8))	63,539	59,396
Operating lease payments (Note 14)	經營租約費用(附註14)	17,687	17,727
Provision for impairment of trade and other receivables, net	貿易及其他應收款項 減值撥備淨額	43	128
Provision for impairment of inventories, net	存貨減值撥備淨額	1,078	2,144
Other expenses	其他開支	34,216	30,339
		<b>525,574</b>	<b>485,587</b>
Representing:	代表：		
Cost of sales	銷售成本	416,116	384,718
Selling and distribution costs	銷售及分銷成本	19,032	14,867
General and administrative expenses	一般及行政費用	90,426	86,002
		<b>525,574</b>	<b>485,587</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 8. Employee benefit expenses (including directors' emoluments)

### 8. 僱員福利開支(包括董事酬金)

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Wages and salaries	工資及薪金	61,405	56,872
Pension costs – defined contribution plans	退休金成本— 一定額供款計劃	1,794	1,766
Share based payment (note)	以股份為基礎之付款 (附註)	340	758
		<b>63,539</b>	<b>59,396</b>

Note:

附註：

Details of share options are as follows:

購股權詳情如下：

Grantor	Date of grant	Exercise Price HK\$ 行使價	31st December 2013 二零一三年 十二月三十一日	Granted and accepted 已授出 並接納	Exercised 已行使	Lapsed 已失效	31st December 2014 二零一四年 十二月三十一日
The Company 本公司	3rd December 2009 二零零九年十二月三日	0.071	345,000,000	-	-	(162,000,000)	183,000,000
The Company 本公司	5th May 2010 二零一零年五月五日	0.083	16,000,000	-	-	-	16,000,000
The Company 本公司	8th June 2011 二零一一年六月八日	0.0392	10,000,000	-	-	-	10,000,000
Total	總額		371,000,000	-	-	(162,000,000)	209,000,000

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

Note: (cont'd)

The share options are divided into 3 tranches with exercise price of HK\$0.071, HK\$0.083 and HK\$0.0392 and have option period from 3rd December 2009 to 2nd December 2019 (both days inclusive), 5th May 2010 to 4th May 2020 (both days inclusive) and 8th June 2011 to 7th June 2021 (both days inclusive) respectively. Details for the exercisable period are shown in Note 21.

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

#### Company

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

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

### 8. 僱員福利開支(包括董事酬金)(續)

附註：(續)

購股權分別按行使價0.071港元、0.083港元及0.0392港元分三批授出，該等購股權期限分別為由二零零九年十二月三日至二零一九年十二月二日(包括首尾兩日)、由二零一零年五月五日至二零二零年五月四日(包括首尾兩日)及由二零一一年六月八日至二零二一年六月七日(包括首尾兩日)。行使期限詳情於附註21列出。

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

按標準差計量之預期波幅乃基於本公司之可比公司每週股份價格變動的歷史數據。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (a) Directors' emoluments

The remuneration of each Director for the year ended 31st December 2014 and 2013 is set out below:

### 8. 僱員福利開支(包括董事酬金)(續)

#### (a) 董事酬金

各董事於截至二零一四年及二零一三年十二月三十一日止年度的酬金載列如下：

		For the year ended 31st December 2014					
		截至二零一四年十二月三十一日止年度					
		Group's					
		Salaries	contributions				
		and other	Discretionary	to retirement	Share based		
		Fees	bonus	scheme	payment	Total	
				本集團對	以股份為		
				退休計劃	基礎的付款		
				之供款			
		袍金	薪金及	酌情花紅	之供款	基礎的付款	總額
		HK\$'000	其他福利	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	HK\$'000	千港元	千港元	千港元	千港元
Name of Director		董事姓名					
Lai Guanglin	Lai Guanglin	-	4,996	272	-	-	5,268
Yu Ben Ansheng (note (i))	俞安生(附註(i))	-	2,424	391	17	-	2,832
Lai Fulin	賴福麟	-	1,626	324	17	28	1,995
U Kean Seng	余建成	200	-	-	-	17	217
Tsang Wai Yip (note (ii))	曾偉業(附註(ii))	132	-	-	-	54	186
Wong Yee Shuen, Wilson	黃以信	200	-	-	-	6	206
Chen Wei Wen	陳偉文	150	-	-	-	14	164
Yang Li	楊莉	200	-	-	-	16	216
		882	9,046	987	34	135	11,084

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

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

### (a) Directors' emoluments (cont'd)

		For the year ended 31st December 2013 截至二零一三年十二月三十一日止年度					
		Group's					
		Salaries and other Fees	Discretionary bonus	contributions to retirement scheme	Share based payment	Total	
Name of Director	董事姓名	袍金 HK\$'000 千港元	薪金及 其他福利 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	本集團對 退休計劃 之供款 HK\$'000 千港元	以股份為 基礎的付款 HK\$'000 千港元	總額 HK\$'000 千港元
Lai Guanglin	Lai Guanglin	–	3,348	267	–	–	3,615
Yu Ben Ansheng (note (i))	俞安生(附註(i))	–	2,344	187	15	–	2,546
Lai Fulin	賴福麟	–	1,585	122	15	104	1,826
U Kean Seng	余建成	200	–	–	–	62	262
Tsang Wai Yip (note (ii))	曾偉業(附註(ii))	132	349	–	21	198	700
Wong Yee Shuen, Wilson	黃以信	200	–	–	–	21	221
Chen Wei Wen	陳偉文	150	–	–	–	35	185
Yang Li	楊莉	200	–	–	–	28	228
		<b>882</b>	<b>7,626</b>	<b>576</b>	<b>51</b>	<b>448</b>	<b>9,583</b>

## 8. 僱員福利開支(包括董事酬金)(續)

### (a) 董事酬金(續)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (a) Directors' emoluments (cont'd)

Notes:

- (i) Yu Ben Ansheng is the Chief Executive Officer of the Company.
- (ii) Re-designated from executive director to non-executive director on 15th February 2013 and resigned on 15th November 2014.

The emoluments of the directors fell within the following bands:

### 8. 僱員福利開支(包括董事酬金)(續)

#### (a) 董事酬金(續)

附註：

- (i) 俞安生是本公司的首席執行官。
- (ii) 於二零一三年二月十五日由執行董事調任為非執行董事，並於二零一四年十一月十五日辭任。

董事酬金介乎以下組別：

		<b>2014</b> <b>二零一四年</b>	2013 二零一三年
Nil – HK\$1,000,000	無 – 1,000,000 港元	<b>5</b>	5
HK\$1,500,001 – HK\$2,000,000	1,500,001 港元 – 2,000,000 港元	<b>1</b>	1
HK\$2,500,001 – HK\$3,000,000	2,500,001 港元 – 3,000,000 港元	<b>1</b>	1
HK\$3,500,001 – HK\$4,000,000	3,500,001 港元 – 4,000,000 港元	<b>–</b>	1
HK\$5,000,001 – HK\$5,500,000	5,000,001 港元 – 5,500,000 港元	<b>1</b>	–
		<b>8</b>	8

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include three (2013: three) directors whose emoluments are reflected in the analysis presented above. The emoluments paid to the remaining two (2013: two) individual(s) were as follows:

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

### 8. 僱員福利開支(包括董事酬金)(續)

#### (b) 五位最高薪人士

於年內，本集團五位最高薪人士包括三位(二零一三年：三位)董事，其薪金已於上文呈列的分析反映。支付予其餘二位(二零一三年：二位)人士之酬金如下：

2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
<b>2,986</b>	3,174
<b>788</b>	245
<b>15</b>	15
<b>92</b>	90
<b>3,881</b>	3,524

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

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

The emoluments of the two (2013: two) individual(s) fell within the following bands:

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

#### (c) Senior management remuneration by band

The remuneration of senior management fell within the following bands:

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

### 8. 僱員福利開支(包括董事酬金)(續)

#### (b) 五位最高薪人士(續)

二名(二零一三年:二名)最高薪人士之薪酬介乎下列範圍:

2014 二零一四年	2013 二零一三年
1	2
1	–
<b>2</b>	<b>2</b>

#### (c) 高級管理人員薪酬之範圍

向高級管理人員支付之薪酬介乎下列範圍:

2014 二零一四年	2013 二零一三年
1	4
3	–
1	1
<b>5</b>	<b>5</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 9. Finance costs, net

### 9. 財務費用淨額

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Bank interest income	銀行利息收入	(1,267)	(863)
Interest expense on bank borrowings wholly repayable within one year	須於一年內悉數償還之銀行借貸之利息支出	1,586	1,729
		<b>319</b>	<b>866</b>

### 10. Tax expense

### 10. 稅項支出

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Current taxation:	即期稅項：		
Hong Kong profits tax	香港所得稅	3,939	3,457
Overseas tax	海外稅項	417	93
Over-provision in prior years	以前年度多提	(109)	(14)
Total current tax	即期稅項總額	<b>4,247</b>	3,536
Deferred taxation (Note 24):	遞延稅項 (附註24)：		
Origination and reversal of temporary differences	暫時差額之產生及撥回	115	61
Tax expense	稅項支出	<b>4,362</b>	3,597

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 10. Tax expense (cont'd)

Hong Kong profits tax has been provided at the rate of 16.5% (2013: 16.5%) on the estimated assessable profit for the year. Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

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

### 10. 稅項支出(續)

香港利得稅以年內估計應課稅溢利按稅率 16.5% (二零一三年：16.5%) 計提。海外稅項乃根據年內之估計應課稅溢利按本集團經營業務國家之現行稅率計算。

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

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Profit before income tax	稅前溢利	<b>26,091</b>	20,258
Tax calculated at tax rate of 16.5% (2013: 16.5%)	按 16.5% (二零一三年：16.5%) 稅率計算之稅項	<b>4,305</b>	3,343
Effect of different tax rates in other jurisdictions	其他司法地方的不同稅率之影響	<b>(376)</b>	(362)
Utilisation of previously unrecognised tax loss	使用先前未確認之稅項虧損	<b>(401)</b>	(196)
Unrecognised tax losses	未確認稅項虧損	<b>701</b>	941
Tax effect of income not subject to taxation	無須課稅之收入之稅項影響	<b>(118)</b>	(194)
Tax effect of expenses not deductible for taxation purposes	不可扣稅之支出之稅項影響	<b>360</b>	79
Over-provision in prior years	之前年度多提	<b>(109)</b>	(14)
Tax expense	稅項支出	<b>4,362</b>	3,597



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 11. Profit attributable to equity holders

The profit attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of HK\$1,919,000 (2013: HK\$87,881,000).

### 12. Earnings per share

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

Profit attributable to equity holders of the Company for the purpose of basic earnings per share	計算每股基本盈利之 本公司股權持有人應佔溢利
<b>Number of shares</b>	<b>股份數目</b>
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利之 普通股份之加權平均股數

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of dilutive potential ordinary shares arising from the Company's share options. Diluted earnings per share for the years ended 31st December 2013 and 2014 equal basic earnings per share as the exercise of the outstanding share options would be anti-dilutive.

The number of shares held as at 31st December 2014 is disclosed without taking into account the effect of the Share Consolidation which became effective on 19th January 2015.

### 11. 股權持有人應佔溢利

本公司股權持有人應佔溢利於財務報表內處理約為1,919,000港元(二零一三年: 87,881,000港元)。

### 12. 每股盈利

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

<b>2014</b>	2013
<b>二零一四年</b>	二零一三年
<b>HK\$'000</b>	HK\$'000
<b>千港元</b>	千港元
<b>21,729</b>	<b>16,661</b>
<b>Thousand</b>	Thousand
<b>千股</b>	千股
<b>13,332,700</b>	13,332,700

計算每股攤薄盈利時，已對已發行普通股之加權平均數作出調整，以假設所有具攤薄潛力之未行使購股權獲悉數轉換。截至二零一三年及二零一四年十二月三十一日止兩個年度，因行使未行使購股權具反攤薄影響，因此兩個年度之每股攤薄盈利均等如每股基本盈利。

由於股份合併於二零一五年一月十九日生效，於二零一四年十二月三十一日的所持股份數目乃根據股份合併生效前的股份數目所載列。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 13. Dividend

At the Board meeting held on 23rd March 2015, the Board did not recommend the payment of a final dividend for the year ended 31st December 2014 (2013: Nil).

### 13. 股息

於二零一五年三月二十三日舉行的董事會會議上，董事會不建議派發截至二零一四年十二月三十一日止年度之末期股息(二零一三年：無)。

### 14. Property, plant and equipment

### 14. 物業、廠房及設備

Group

本集團

		Plant, machinery and equipment	Leasehold improvements	Office furniture, fixtures and fittings	Office equipment	Computer equipment	Motor vehicles	Total
		廠房、機器 及設備	租賃物業裝修	辦公室傢俬、 裝置及設備	文備設備	電腦設備	汽車	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>Cost</b>	<b>成本</b>							
At 1st January 2014	於二零一四年一月一日	8,614	11,145	914	101	8,803	3,967	33,544
Exchange differences	匯兌差額	(106)	(43)	(2)	(2)	(1)	(20)	(174)
Additions	添置	543	717	5	-	43	1,432	2,740
Disposals	出售	(642)	(148)	-	-	-	-	(790)
Disposal of a subsidiary (Note 27(b))	出售一間附屬公司 (附註27(b))	(4,050)	(1,623)	-	(79)	(23)	(425)	(6,200)
		<b>4,359</b>	<b>10,048</b>	<b>917</b>	<b>20</b>	<b>8,822</b>	<b>4,954</b>	<b>29,120</b>
At 31st December 2014	於二零一四年十二月三十一日							
<b>Accumulated depreciation</b>	<b>累積折舊</b>							
At 1st January 2014	於二零一四年一月一日	6,293	9,849	830	76	7,687	3,027	27,762
Exchange differences	匯兌差額	(62)	(20)	(2)	(1)	-	(10)	(95)
Charge for the year	本年度折舊	478	283	32	2	267	347	1,409
Disposals	出售	(639)	(148)	-	-	-	-	(787)
Disposal of a subsidiary (Note 27(b))	出售一間附屬公司 (附註27(b))	(2,345)	(797)	-	(57)	(7)	(260)	(3,466)
		<b>3,725</b>	<b>9,167</b>	<b>860</b>	<b>20</b>	<b>7,947</b>	<b>3,104</b>	<b>24,823</b>
At 31st December 2014	於二零一四年十二月三十一日							
<b>Net book value</b>	<b>賬面淨值</b>							
At 31st December 2014	於二零一四年十二月三十一日	634	881	57	-	875	1,850	4,297

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 14. Property, plant and equipment (cont'd)

### 14. 物業、廠房及設備(續)

#### Group (cont'd)

#### 本集團(續)

		Plant, machinery and equipment 廠房、機器 及設備	Leasehold improvements 租賃物業裝修	Office furniture, fixtures and fittings 辦公室傢俬、 裝置及設備	Office equipment 文儀設備	Computer equipment 電腦設備	Motor vehicles 汽車	Total 總額
		HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元
<b>Cost</b>	<b>成本</b>							
At 1st January 2013	於二零一三年一月一日	8,624	10,805	869	99	7,613	4,237	32,247
Exchange differences	匯兌差額	119	47	2	2	1	31	202
Additions	添置	11	293	43	-	1,189	-	1,536
Disposals	出售	(140)	-	-	-	-	(301)	(441)
At 31st December 2013	於二零一三年十二月三十一日	8,614	11,145	914	101	8,803	3,967	33,544
<b>Accumulated depreciation</b>	<b>累積折舊</b>							
At 1st January 2013	於二零一三年一月一日	5,574	9,253	799	68	7,499	2,673	25,866
Exchange differences	匯兌差額	62	16	2	1	-	10	91
Charge for the year	本年度折舊	720	580	29	7	188	412	1,936
Disposals	出售	(63)	-	-	-	-	(68)	(131)
At 31st December 2013	於二零一三年十二月三十一日	6,293	9,849	830	76	7,687	3,027	27,762
<b>Net book value</b>	<b>賬面淨值</b>							
At 31st December 2013	於二零一三年十二月三十一日	2,321	1,296	84	25	1,116	940	5,782

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 14. Property, plant and equipment (cont'd)

### 14. 物業、廠房及設備(續)

Company

本公司

		Leasehold improvements	Office furniture, fixtures and fittings	Total
		租賃物業裝修	辦公室傢俬、 裝置及設備	總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Cost</b>	<b>成本</b>			
At 1st January 2014 and 31st December 2014	於二零一四年一月一日及 二零一四年十二月三十一日	208	41	249
<b>Accumulated depreciation</b>	<b>累積折舊</b>			
At 1st January 2014	於二零一四年一月一日	184	24	208
Charge for the year	本年度折舊	24	9	33
At 31st December 2014	於二零一四年十二月三十一日	208	33	241
<b>Net book value</b>	<b>賬面淨值</b>			
At 31st December 2014	於二零一四年十二月三十一日	-	8	8
<b>Cost</b>	<b>成本</b>			
At 1st January 2013 and 31st December 2013	於二零一三年一月一日及 二零一三年十二月三十一日	208	41	249
<b>Accumulated depreciation</b>	<b>累積折舊</b>			
At 1st January 2013	於二零一三年一月一日	124	16	140
Charge for the year	本年度折舊	60	8	68
At 31st December 2013	於二零一三年十二月三十一日	184	24	208
<b>Net book value</b>	<b>賬面淨值</b>			
At 31st December 2013	於二零一三年十二月三十一日	24	17	41

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 14. Property, plant and equipment (cont'd)

Lease rentals amounting to HK\$17,502,000 (2013: HK\$17,545,000) and HK\$185,000 (2013: HK\$182,000) relating to the lease of property and motor vehicles respectively are included in the consolidated income statement (Note 7).

### 14. 物業、廠房及設備(續)

與物業和汽車租賃有關的租賃租金分別為17,502,000港元(二零一三年: 17,545,000港元)及185,000港元(二零一三年: 182,000港元), 並包括在綜合收益表中(附註7)。

### 15. Investments in subsidiaries

### 15. 於附屬公司投資

		Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Unlisted investments, at cost	非上市投資(按成本)	86,938	86,938
Capital contribution relating to share-based payment	與以股份為基礎的付款有關的資本投入	3,217	3,022
		<b>90,155</b>	<b>89,960</b>

Amounts due from subsidiaries 應收附屬公司款項

		Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Amounts due from subsidiaries	應收附屬公司款項	23,466	22,286

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 15. Investments in subsidiaries (cont'd)

As at 31st December 2013 and 2014, the amounts due from subsidiaries are unsecured, interest-free and repayable on demand. As at 31st December 2014, amounts due from subsidiaries of HK\$10,646,000 (2013: HK\$9,279,000) were denominated in Hong Kong dollars and HK\$12,820,000 (2013: HK\$13,007,000) were denominated in Renminbi. The carrying values of amounts due from subsidiaries approximate their fair values.

#### Amounts due to subsidiaries

As at 31st December 2013 and 2014, the amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

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

Details of principal subsidiaries which, in the Directors' opinion, materially affect the results and/or net assets of the Group as at 31st December 2014, are set out in Note 31.

### 15. 於附屬公司投資(續)

於二零一三年及二零一四年十二月三十一日，應收附屬公司之款項為無抵押、免息且須於要求時償還。於二零一四年十二月三十一日，應收附屬公司款項中，10,646,000港元(二零一三年：9,279,000港元)以港元計值，及12,820,000港元(二零一三年：13,007,000港元)以人民幣計值。應收附屬公司之款項賬面值與彼等公允值相若。

#### 應付附屬公司款項

於二零一三年及二零一四年十二月三十一日，應付附屬公司款項為無抵押、免息且須於要求時償還。

應付附屬公司款項之賬面值與彼等公允值相若。

董事認為對本集團之業績及／或於二零一四年十二月三十一日之淨資產構成重大影響之主要附屬公司之詳情載於附註31。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 16. Financial instruments by category

### 16. 按種類劃分的金融工具

Group

本集團

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
<b>Loans and receivables</b>	<b>貸款及應收款</b>		
Assets as per consolidated statement of financial position	綜合財務狀況表所示資產		
Trade receivables, deposits and other receivables	貿易應收款項、按金及其他應收款項	<b>137,925</b>	124,902
Pledged bank deposits (Note 19)	抵押銀行存款(附註19)	<b>68,699</b>	69,196
Cash and cash equivalents (Note 20)	現金及現金等價物(附註20)	<b>121,677</b>	107,039
Total	總額	<b>328,301</b>	301,137

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
<b>Other financial liabilities</b>	<b>其他財務負債</b>		
Liabilities as per consolidated statement of financial position	綜合財務狀況表所示負債		
Trade and other payables	貿易及其他應付款項	<b>69,470</b>	55,962
Borrowings (Note 23)	借貸(附註23)	<b>75,953</b>	96,761
Total	總額	<b>145,423</b>	152,723



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 16. Financial instruments by category (cont'd)

### 16. 按種類劃分的金融工具(續)

#### Company

#### 本公司

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
<b>Loans and receivables</b>	<b>貸款及應收款</b>		
Assets as per statement of financial position	財務狀況表所示資產		
Deposits and other receivables	按金及其他應收款項	386	1
Amounts due from subsidiaries (Note 15)	應收附屬公司款項(附註15)	23,466	22,286
Cash and cash equivalents (Note 20)	現金及現金等價物(附註20)	1,449	247
Total	總額	<b>25,301</b>	22,534

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
<b>Other financial liabilities</b>	<b>其他財務負債</b>		
Liabilities as per statement of financial position	財務狀況表所示負債		
Other payables	其他應付款項	2,527	1,696
Amounts due to subsidiaries (Note 15)	應付附屬公司款項(附註15)	15,633	15,753
		<b>18,160</b>	17,449

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 17. Inventories

Raw materials	原材料
Work in progress	在製品
Merchandises	商品

At 31st December 2014, the provision for impairment of inventories amounted to approximately HK\$20,093,000 (2013: HK\$20,498,000).

The cost of inventories recognised as expenses and included in cost of sales amounted to HK\$406,494,000 (2013: HK\$372,928,000) (Note 7).

### 17. 存貨

2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
-	1,826
-	3,763
<b>143,474</b>	151,974
<b>143,474</b>	157,563

於二零一四年十二月三十一日，存貨減值撥備約達20,093,000港元(二零一三年：20,498,000港元)。

確認為支出並列入銷售成本項下之存貨成本達406,494,000港元(二零一三年：372,928,000港元)(附註7)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 18. Trade and other receivables

### 18. 貿易及其他應收款項

		Group 本集團		Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Trade receivables	貿易應收款項	<b>125,025</b>	119,249	-	-
Less: provision for impairment	減: 減值撥備	<b>(819)</b>	(1,363)	-	-
Trade receivables – net	貿易應收款項 – 淨額	<b>124,206</b>	117,886	-	-
Prepayments	預付款	<b>29,477</b>	27,428	<b>251</b>	210
Consideration receivable from disposal of a subsidiary (Note 27 (b))	出售一間附屬公司的對價應收款 (附註 27(b))	<b>4,615</b>	-	-	-
Other receivables, deposits and other assets	其他應收款項、按金及其他資產	<b>4,559</b>	2,961	<b>386</b>	1
Rental deposits	租約按金	<b>4,545</b>	4,055	-	-
		<b>43,196</b>	34,444	<b>637</b>	211
Less: non-current portion	減: 非流動部份	<b>167,402</b> <b>(6,833)</b>	152,330 (5,776)	<b>637</b> -	211 -
		<b>160,569</b>	146,554	<b>637</b>	211

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

貿易應收款項、其他應收款項及租約按金之賬面金額與彼等公允價值相若。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 18. Trade and other receivables (cont'd)

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

Hong Kong dollars	港元
RMB	人民幣
USD	美元
MOP	澳門幣
Others	其他

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

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

### 18. 貿易及其他應收款項(續)

本集團貿易及其他應收款項之賬面金額以下列貨幣計值：

2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
136,336	123,268
6,731	9,946
15,376	15,665
7,472	2,968
1,487	483
<b>167,402</b>	<b>152,330</b>

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

2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
87,629	92,747
23,631	15,736
6,828	4,218
3,153	792
256	1,075
3,528	4,681
<b>125,025</b>	<b>119,249</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 18. Trade and other receivables (cont'd)

Trade receivables that are current or past due less than four months are not considered impaired. As of 31st December 2014, trade receivables of HK\$36,577,000 (2013: HK\$25,139,000) were past due but not considered to be impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables is as follows:

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

As at 31st December 2014, trade receivables of HK\$819,000 (2013: HK\$1,363,000) were impaired and provided for. The individually impaired receivables mainly relate to customers which have significant delay in repayment or are in unexpected difficult financial situations. These receivables are past due more than 120 days.

### 18. 貿易及其他應收款項(續)

即期或逾期四個月以下之貿易應收款項不會考慮作減值。截至二零一四年十二月三十一日，貿易應收款項36,577,000港元(二零一三年：25,139,000港元)已逾期但未被認為減值。該等款項與一批並無逾期還款記錄之獨立客戶有關。該等貿易應收款項之賬齡分析如下：

2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
<b>23,631</b>	15,736
<b>6,828</b>	4,218
<b>3,153</b>	792
<b>256</b>	1,075
<b>2,709</b>	3,318
<b>36,577</b>	25,139

於二零一四年十二月三十一日，貿易應收款項819,000港元(二零一三年：1,363,000港元)已作減值撥備。個別已減值應收款項主要與重大延遲還款或突然陷入經濟困難之客戶有關。該等應收款項逾期超過120天。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 18. Trade and other receivables (cont'd)

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

At 1st January	於一月一日
Provision for impairment	減值撥備
Receivables written off during the year as uncollectible	年內應收款項未能收回而撇銷
At 31st December	於十二月三十一日

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

As at 31st December 2013 and 2014, no other receivables were impaired and provided for.

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

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

### 18. 貿易及其他應收款項(續)

貿易應收款之減值撥備變動如下：

2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
1,363	1,235
43	128
(587)	-
<b>819</b>	<b>1,363</b>

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

於二零一三年及二零一四年十二月三十一日，沒有其他應收款項作減值撥備。

除上述以外，貿易及其他應收款項內其他類別並無任何已減值資產。

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 19. Pledged bank deposits

As at 31st December 2014, bank deposits of HK\$48,000,000 (2013: HK\$47,950,000) denominated in Hong Kong dollars and bank deposits of HK\$20,699,000 (2013: HK\$21,246,000) denominated in Renminbi were pledged as collateral for the Group's banking facilities (Note 23).

The effective interest rate on pledged bank deposits was 1.45% (2013: 1.81%) per annum and these deposits are matured within 9 to 89 days (2013: 9 to 178 days).

### 20. Cash and cash equivalents

### 19. 已抵押銀行存款

於二零一四年十二月三十一日，48,000,000 港元（二零一三年：47,950,000 港元）以港元計值及 20,699,000 港元（二零一三年：21,246,000 港元）以人民幣計值之銀行存款已予以抵押，作為本集團銀行信貸額度之擔保（附註 23）。

已抵押銀行存款之實際利率為年息 1.45%（二零一三年：1.81%），此等存款之到期日介乎 9 天至 89 天（二零一三年：9 天至 178 天）。

### 20. 現金及現金等價物

		Group 本集團		Company 本公司	
		2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cash at bank and in hand	銀行及手頭現金	<b>121,677</b>	107,039	<b>1,449</b>	247
Maximum exposure to credit risk	須承受的最高信貸風險	<b>121,455</b>	106,912	<b>1,449</b>	247



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 20. Cash and cash equivalents (cont'd)

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

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

### 20. 現金及現金等價物 (續)

本集團及本公司之現金及現金等價物之賬面金額按以下貨幣計值：

Group 本集團		Company 本公司	
2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
98,572	90,642	1,449	247
19,784	14,012	-	-
94	107	-	-
141	153	-	-
3,086	2,125	-	-
<b>121,677</b>	<b>107,039</b>	<b>1,449</b>	<b>247</b>

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

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

### 21. Share capital

### 21. 股本

		Number of shares issued 已發行股份數目	
		Thousands 千股	HK\$'000 千港元
At 1st January and 31st December 2013	於二零一三年一月一日及 十二月三十一日	13,332,700	26,665
At 1st January and 31st December 2014	於二零一四年一月一日及 十二月三十一日	<b>13,332,700</b>	<b>26,665</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 21. Share capital (cont'd)

As at 31st December 2014, the authorised share capital of the Company was HK\$500,000,000 comprising 250,000 million shares (2013: 250,000 million shares) with a par value of HK\$0.002 per share (2013: HK\$0.002 per share). All issued shares are fully paid.

Pursuant to an ordinary resolution passed in the special general meeting held on 16th January 2015, every ten shares of the Company's issued and unissued shares with par value of HK\$0.002 per share have been consolidated into one share with par value of HK\$0.02 with effect from 19th January 2015. The authorised share capital of the Company is HK\$500,000,000 comprising 25,000 million shares with a par value of HK\$0.02 per share and the number of shares in issue has been reduced from 13,332,700,000 shares to 1,333,270,000 shares.

#### Share Option Scheme

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

### 21. 股本(續)

於二零一四年十二月三十一日，本公司之法定股本為500,000,000港元，由每股面值0.002港元(二零一三年：每股面值0.002港元)共250,000,000,000股(二零一三年：250,000,000,000股)組成。所有已發行股份皆已繳足。

根據於二零一五年一月十六日舉行的股東特別大會通過的普通決議案，自二零一五年一月十九日起，本公司的股本每十股每股面值0.002港元之已發行及未發行股份合併為一股面值0.02港元之股份。本公司之法定股本現為500,000,000港元，由每股面值0.02港元共25,000,000,000股組成，已發行股數目由13,332,700,000股減至1,333,270,000股。

#### 購股權計劃

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 21. Share capital (cont'd)

#### Share Option Scheme (cont'd)

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

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

20%  
20%  
20%  
20%  
20%

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

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

20%  
20%  
20%  
20%  
20%

### 21. 股本(續)

#### 購股權計劃(續)

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

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

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

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

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

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 21. Share capital (cont'd)

#### Share Option Scheme (cont'd)

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

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

20%  
20%  
20%  
20%  
20%

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

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

At 31st December 2013 and 1st January 2014	於二零一三年十二月三十一日及 二零一四年一月一日
Granted and accepted	已授出並接納
Lapsed	已失效
At 31st December 2014	於二零一四年十二月三十一日

### 21. 股本(續)

#### 購股權計劃(續)

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

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

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

授予若干僱員之若干購股權須達到溢利目標方可歸屬予有關僱員。

年內，尚未行使購股權數目之變動如下：

Average exercise price in HK\$ per share 每股股份之 平均行使價 (港元)	Number of options 購股權數目
0.071	371,000,000
-	-
-	(162,000,000)
<b>0.071</b>	<b>209,000,000</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 21. Share capital (cont'd)

#### Share Option Scheme (cont'd)

Out of 209,000,000 (2013: 371,000,000) outstanding share options, 171,000,000 (2013: 226,000,000) share options were exercisable.

### 21. 股本(續)

#### 購股權計劃(續)

於209,000,000股(二零一三年: 371,000,000)購股權中, 171,000,000(二零一三年: 226,000,000)股為可行使。

### 22. Reserves

#### Group

### 22. 儲備

#### 本集團

		Share premium	Capital reserve (note (i))	Merger reserve (note (ii))	Statutory reserve	Other reserve	Exchange reserve	Share based payment reserve	Retained earnings	Total
		股份溢價	資本儲備 (附註(i))	合併儲備 (附註(ii))	法定儲備	其他儲備	匯兌儲備	以股份為基礎的付款儲備	保留溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1st January 2013	於二零一三年一月一日	126,618	34,115	3,700	24	-	2,013	8,026	111,465	285,961
Profit for the year	年度溢利	-	-	-	-	-	-	-	16,661	16,661
Currency translation differences	貨幣換算差額	-	-	-	-	-	253	-	-	253
Share based payment	以股份為基礎的付款	-	-	-	-	-	-	758	-	758
Actuarial gain on post-employment benefit obligations, net of tax	離職後福利債務的精算收益, 扣除稅項	-	-	-	-	930	-	-	-	930
At 31st December 2013 and 1st January 2014	於二零一三年十二月三十一日及二零一四年一月一日	<b>126,618</b>	<b>34,115</b>	<b>3,700</b>	<b>24</b>	<b>930</b>	<b>2,266</b>	<b>8,784</b>	<b>128,126</b>	<b>304,563</b>
Profit for the year	年度溢利	-	-	-	-	-	-	-	21,729	21,729
Currency translation differences	貨幣換算差額	-	-	-	-	-	(158)	-	-	(158)
Share based payment	以股份為基礎的付款	-	-	-	-	-	-	340	-	340
Actuarial loss on post-employment benefit obligations, net of tax	離職後福利債務的精算虧損, 扣除稅項後	-	-	-	-	(411)	-	-	-	(411)
Release of exchange reserve upon disposal of a subsidiary	出售附屬公司之匯兌儲備之回撥	-	-	-	-	-	(1,651)	-	-	(1,651)
Transfer upon lapse of share options	因購股權失效轉撥	-	-	-	-	-	-	(3,786)	3,786	-
At 31st December 2014	於二零一四年十二月三十一日	<b>126,618</b>	<b>34,115</b>	<b>3,700</b>	<b>24</b>	<b>519</b>	<b>457</b>	<b>5,338</b>	<b>153,641</b>	<b>324,412</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 22. Reserves (cont'd)

### 22. 儲備(續)

#### Company

#### 本公司

		Share premium	Contributed surplus (note(iii)) 繳入盈餘 (附註(iii))	Share based payment reserve 以股份為基礎 的付款儲備	Accumulated deficits 累計虧損	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st January 2013	於二零一三年一月一日	126,618	86,759	8,026	(241,411)	(20,008)
Profit for the year	年度溢利	-	-	-	87,881	87,881
Share based payment	以股份為基礎的付款	-	-	758	-	758
At 31st December 2013 and 1st January 2014	於二零一三年十二月三十一日及二零一四年一月一日	<b>126,618</b>	<b>86,759</b>	<b>8,784</b>	<b>(153,530)</b>	<b>68,631</b>
Profit for the year	年度溢利	-	-	-	1,919	1,919
Share based payment	以股份為基礎的付款	-	-	340	-	340
Transfer upon lapse of share options	因購股權失效轉撥	-	-	(3,786)	3,786	-
At 31st December 2014	於二零一四年十二月三十一日	<b>126,618</b>	<b>86,759</b>	<b>5,338</b>	<b>(147,825)</b>	<b>70,890</b>

#### Notes:

#### 附註：

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

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 22. Reserves (cont'd)

Notes: (cont'd)

- (iii) The contributed surplus of the Company represents the difference between the nominal value of the shares issued by the Company in exchange for all the issued ordinary shares of World Trade Bun Kee (BVI) Ltd. and the value of net assets of the underlying subsidiaries acquired by the Company in 2000. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to the shareholders, subject to a solvency test. At the Group level, the contributed surplus is reclassified into its component of reserves of the underlying subsidiaries.
- (iv) At 31st December 2013 and 2014, there is no distributable reserve for the Company.

### 23. Borrowings

#### Current

- |  |                    |
|--|--------------------|
| Trust receipt loans, secured (note (i))  | 有抵押信託收據貸款 (附註 (i)) |
| Short term bank loan, secured (note (i)) | 有抵押短期銀行借貸 (附註 (i)) |

Notes:

- (i) The carrying amounts of the trust receipt loans and short term bank loan approximate their fair values. As at 31st December 2014, the banking facilities were secured by corporate guarantees and bank deposits of approximately HK\$68,699,000 (2013: HK\$69,196,000).

### 22. 儲備(續)

附註：(續)

- (iii) 本公司之繳入盈餘乃指本公司為換取World Trade Bun Kee (BVI) Ltd.全部已發行普通股而發行之股份面值與本公司所收購有關附屬公司於二零零零年之資產淨值兩者間之差額。根據百慕達一九八一年公司法(經修訂)，繳入盈餘在符合有關無力償還債務之測試之情況下，可供分派予股東。在本集團之賬目上，繳入盈餘重新分類為有關附屬公司之儲備組成部分。
- (iv) 於二零一三年及二零一四年十二月三十一日，本公司無可供分派儲備。

### 23. 借貸

2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
<b>75,953</b>	94,916
-	1,845
<b>75,953</b>	96,761

附註：

- (i) 信託收據貸款及短期銀行借貸之賬面金額與彼等公允值相若。於二零一四年十二月三十一日，銀行融資由公司擔保及銀行存款約68,699,000港元(二零一三年：69,196,000港元)。





# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 24. Deferred taxation (cont'd)

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

The net movement on the deferred tax account is as follows:

### 24. 遞延稅項(續)

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

遞延稅項賬目之變動淨額如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
At 1st January	於一月一日	(289)	(44)
Charged to income statement (Note 10)	在收益表中扣除(附註10)	(115)	(61)
Credited/(charged) to equity	在權益中計入/(扣除)	81	(184)
At 31st December	於十二月三十一日	<b>(323)</b>	(289)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 24. Deferred taxation (cont'd)

The movement in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

#### Deferred tax liabilities

At 1st January 2013	於二零一三年一月一日	(44)	-	(44)
Charged to income statement	在收益表扣除	(61)	-	(61)
Charged to equity	在權益中扣除	-	(184)	(184)
At 31st December 2013 and 1st January 2014	於二零一三年十二月三十一日及 二零一四年一月一日	(105)	(184)	(289)
Charged to income statement	在收益表扣除	(115)	-	(115)
Credited to equity	在權益中計入	-	81	81
At 31st December 2014	於二零一四年十二月三十一日	(220)	(103)	(323)

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through the future taxable profits is probable. The Group did not recognise deferred income tax assets of HK\$8,474,000 (2013: HK\$8,826,000) in respect of accumulated tax losses amounting to HK\$47,449,000 (2013: HK\$49,084,000) as at 31st December 2014, that can be carried forward against future taxable income. As at 31st December 2014, the accumulated tax losses amounting to HK\$7,589,000 (2013: HK\$8,636,000) will be expired in five years. There is no expiry period for the other tax losses.

### 24. 遞延稅項(續)

遞延稅項資產及負債於年內之變動(未計及於相同徵稅區內抵銷之結餘)如下:

#### 遞延稅項負債

	Accelerated tax depreciation	Remeasurement gain of post-employment benefit obligations	Total
	加速稅項折舊	離職後 福利債務的 重計量收益	總額
	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元
At 1st January 2013	(44)	-	(44)
Charged to income statement	(61)	-	(61)
Charged to equity	-	(184)	(184)
At 31st December 2013 and 1st January 2014	(105)	(184)	(289)
Charged to income statement	(115)	-	(115)
Credited to equity	-	81	81
At 31st December 2014	(220)	(103)	(323)

遞延所得稅項資產乃因應相關稅務利益可透過未來應課稅溢利變現而就所結轉之稅項虧損作出確認。本集團並未就二零一四年十二月三十一日可結轉以抵銷未來應課稅收入之累計稅項虧損47,449,000港元(二零一三年: 49,084,000港元)確認遞延所得稅項資產8,474,000港元(二零一三年: 8,826,000港元)。於二零一四年十二月三十一日, 該等累計稅項虧損達7,589,000港元(二零一三年: 8,636,000港元), 將於五年內到期。其他稅項虧損並無屆滿期間。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 25. Trade and other payables

Trade payables 貿易應付款項  
Accrued expenses and other payables (note) 預提費用及  
其他應付款(附註)

### 25. 貿易及其他應付款項

Group 本集團		Company 本公司	
2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
32,572	22,483	-	-
40,592	37,173	2,527	1,696
<b>73,164</b>	59,656	<b>2,527</b>	1,696

Notes:

Included in other payables of the Group was a provision for a customer claim of HK\$3,694,000 (2013: HK\$3,694,000) made for a project in Hong Kong in prior years. During the year, management reassessed the circumstances and considered that the amount of provision made as at 31st December 2014 remains adequate but not excessive.

The ageing analysis of the Group's trade payables is as follows:

附註：

包括在本集團的其他應付款中，於過往年度，本集團就一項於香港的項目作出3,694,000港元(二零一三年：3,694,000港元)的客戶補償撥備。於本年度內，管理層重新評估狀況及認為該項補償於二零一四年十二月三十一日仍足夠亦不過多。

本集團貿易應付款項的賬齡分析如下：

Within 30 days 30天以內  
31 to 60 days 31天至60天  
61 to 90 days 61天至90天  
Over 90 days 超過90天

2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
28,768	18,842
856	2,192
715	1,205
2,233	244
<b>32,572</b>	22,483

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 25. Trade and other payables (cont'd)

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

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

### 25. 貿易及其他應付款項(續)

本集團之貿易及其他應付款項之賬面金額按以下貨幣計值：

2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
46,462	39,481
19,328	14,951
5,361	4,305
-	182
2,013	737
<b>73,164</b>	<b>59,656</b>

### 26. Operating lease commitment

Land and buildings	土地及樓宇
Not later than one year	不超過一年
Later than one year and not later than five years	超過一年但不超過五年
Equipment and motor vehicles	設備及汽車
Not later than one year	不超過一年
Later than one year and not later than five years	超過一年但不超過五年

### 26. 經營租約承擔

Group 本集團	
2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
18,280	17,220
27,871	36,051
<b>46,151</b>	<b>53,271</b>
598	710
1,105	337
<b>1,703</b>	<b>1,047</b>
<b>47,854</b>	<b>54,318</b>

The lease terms are between one to seven years, and the majority of lease agreements are renewable at the end of the lease period at market rate.

租賃期介乎一至七年，主要的租賃合約於租賃期到期後按市價續約。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 27. Notes to the consolidated statement of cash flows

### 27. 綜合現金流量表附註

#### (a) Cash flows from operating activities

#### (a) 經營業務所得之現金流量

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Profit before income tax	稅前溢利	26,091	20,258
Adjustments for:	就下列作出調整：		
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	1,409	1,936
(Gain)/loss on disposal of property, plant and equipment, net (note)	出售物業、廠房及設備之(收益)/虧損淨額(附註)	(87)	216
Interest income	利息收入	(1,267)	(863)
Interest expense	利息支出	1,586	1,729
Provision for impairment of trade and other receivables	貿易及其他應收款減值撥備	43	128
Provision for impairment of inventories	存貨減值撥備	1,078	2,144
Share based payment	以股份為基礎的付款	340	758
Loss on disposal of a subsidiary	出售一間附屬公司的虧損	871	-
Changes in working capital:	營運資金變動：		
Decrease in inventories	存貨減少	3,640	15,149
Increase in trade and other receivables	貿易及其他應收款增加	(11,483)	(19,291)
Increase in trade and other payables	貿易及其他應付款增加	18,469	8,667
Net cash generated from operations	經營業務所得現金淨額	<b>40,690</b>	<b>30,831</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 27. Notes to the consolidated statement of cash flows (cont'd)

#### (a) Cash flows from operating activities (cont'd)

Note: Proceeds from disposal of property, plant and equipment comprises:

Net book amount	賬面淨值
Gain/(loss) on disposal	出售之收益/(虧損)
Proceeds from disposal	出售所得款項
Represented by:	代表:
Cash	現金

### 27. 綜合現金流量表附註(續)

#### (a) 經營業務所得之現金流量(續)

附註：出售物業、廠房及設備之所得款項包括：

2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
3	310
87	(216)
<b>90</b>	<b>94</b>
<b>90</b>	<b>94</b>



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 27. Notes to the consolidated statement of cash flows (cont'd)

### 27. 綜合現金流量表附註(續)

#### (b) Disposal of a subsidiary

#### (b) 出售一間附屬公司

Details of disposal of a subsidiary as follows:

出售一間附屬公司詳情列載如下：

		2014 二零一四年 HK\$'000 千港元
Net assets disposed	已出售淨資產	
Property, plant and equipment	物業、廠房及設備	2,734
Trade and other receivables	貿易及其他應收款項	1,264
Inventories	存貨	9,371
Cash and cash equivalents	現金及現金等價物	1,583
Trade and other payables	貿易及其他應付款項	(5,070)
		<hr/>
Net assets	淨資產	9,882
Exchange reserve released	撥出之匯兌儲備	(1,651)
Loss on disposal of a subsidiary	出售一間附屬公司的虧損	(871)
		<hr/>
		7,360
		<hr/> <hr/>
Satisfied by:	支付方式：	
Cash received	已收現金	2,745
Cash consideration receivable	現金對價應收款	4,615
		<hr/> <hr/>
Analysis of net cash inflow in respect of disposal of a subsidiary:	有關出售一間附屬公司之現金流入淨額分析：	
Cash received	已收現金	2,745
Cash and cash equivalents disposed of	已出售之現金及現金等價物	(1,583)
		<hr/>
Net cash inflow in respect of disposal of a subsidiary	有關出售一間附屬公司之現金流入淨額	1,162
		<hr/> <hr/>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 28. Related party transactions

#### Key management compensation

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

### 28. 關連人士交易

#### 主要管理人員報酬

2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
17,030	13,695
116	126
294	602
<b>17,440</b>	<b>14,423</b>

### 29. Ultimate holding company

The Directors of the Company consider Singapore Zhongxin Investment Company Limited ("Singapore Zhongxin"), a company incorporated in the British Virgin Islands, as being the ultimate holding company. Singapore Zhongxin is wholly and beneficially owned by Mr. Lai Guanglin, a director of the Company, who is considered to be the ultimate controlling party.

### 29. 最終控股公司

本公司董事認為，在英屬維爾京群島註冊成立之Singapore Zhongxin Investment Company Limited (「Singapore Zhongxin」)為最終控股公司。Singapore Zhongxin由本公司之董事Lai Guanglin先生全資及實益擁有，其被視為最終控制人。

### 30. Event after balance sheet date

Pursuant to an ordinary resolution passed in the special general meeting of the Company held on 16th January 2015, every ten shares of the Company's issued and unissued shares with par value of HK\$0.002 per share have been consolidated into one share with par value of HK\$0.02 with effect from 19th January 2015 (Note 21).

### 30. 結算日期後事項

根據本公司於二零一五年一月十六日舉行的股東特別大會通過的普通決議案，自二零一五年一月十九日起，本公司的股本每股面值0.002港元之已發行及未發行股份由每十股合併為一股面值0.02港元之股份(附註21)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 31. Particulars of the principal subsidiaries

### 31. 主要附屬公司資料

Name 名稱	Principal Activities 主要業務	Particulars of issued and fully paid share capital/ registered capital 已發行及繳足 股本/ 註冊資本	Percentage 百分比	
			Attributable to the Group 本集團應佔	Held by subsidiaries 附屬公司持有
<i>Incorporated and operating in Hong Kong 在香港成立及經營</i>				
Bun Kee (International) Limited 彬記(國際)有限公司	Trading of construction materials, mainly pipes and fittings in Hong Kong 於香港從事建築材料(主要為喉管 及管件)之貿易	100 ordinary shares of HK\$1 each 3,000,000 non-voting deferred shares of HK\$1 each 100股每股面值1港元之普通股 3,000,000股每股面值1港元之 無投票權遞延股份	100	100
Hamerwind Logistic Company Limited 時風物流有限公司	Provision of warehousing and logistic services in Hong Kong 於香港提供倉貯及物流服務	800 ordinary shares of HK\$100 each 800股每股面值100港元之普通股	100	100
<i>Established and operating in the PRC 在中國成立及經營</i>				
Bun Kee Building Material (Guangzhou) Co., Ltd.* 彬記建材(廣州)有限公司*	Assembling construction materials in the PRC 於中國裝配建築材料	HK\$9,000,000 9,000,000港元	100	100
<i>Established and operating in Macao 在澳門成立及經營</i>				
Bun Kee Building Material and Equipment (Macao) Co., Ltd. 彬記建材及設備(澳門)有限公司	Trading of construction materials, mainly pipes and fittings in Macao 於澳門從事建築材料(主要為喉管 及管件)之貿易	MOP50,000 50,000澳門幣	100	100

\* The company is incorporated in the PRC as a wholly foreign-owned enterprise. The Group disposed of it in April 2014.

\* 該公司為於中國成立之外商獨資公司。本集團已於二零一四年四月出售該公司。

# Five-Year Financial Summary

## 五年財務概要

		2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
<b>Results</b>	<b>業績</b>					
Revenue	收入	385,145	438,395	455,127	504,143	<b>553,845</b>
(Loss)/profit before income tax	稅前(虧損)/溢利	(13,231)	15,664	16,954	20,258	<b>26,091</b>
Income tax expense	稅項支出	(3,434)	(2,791)	(3,254)	(3,597)	<b>(4,362)</b>
(Loss)/profit for the year from continuing operations	持續營運業務之年度(虧損)/溢利	(16,665)	12,873	13,700	16,661	<b>21,729</b>
Loss for the year from discontinued operations	終止營運業務之年度虧損					
Seamless steel pipes	無縫鋼管	(135,563)	(148)	-	-	-
Investment properties	投資物業	(14,855)	-	-	-	-
Loss for the year from discontinued operations	終止營運業務之年度虧損	(150,418)	(148)	-	-	-
(Loss)/profit for the year	年度(虧損)/溢利	(167,083)	12,725	13,700	16,661	<b>21,729</b>
Attributable to:	應佔：					
Equity holders of the Company	本公司股權持有人	(122,769)	13,280	13,700	16,661	<b>21,729</b>
Non-controlling interests	非控制性權益	(44,314)	(555)	-	-	-
		(167,083)	12,725	13,700	16,661	<b>21,729</b>
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	總資產	598,355	422,988	435,681	491,950	<b>505,577</b>
Total liabilities	總負債	(323,062)	(125,531)	(123,055)	(160,722)	<b>(154,500)</b>
Total equity	總權益	275,293	297,457	312,626	331,228	<b>351,077</b>



中國管業集團有限公司  
China Pipe Group Limited