



中航國際控股股份有限公司
AVIC INTERNATIONAL HOLDINGS LIMITED

(Stock Code 股份代號 : 0161)

2014

ANNUAL REPORT

年度報告



公司基本信息 Basic Information of the Company

上市交易所：香港聯合交易所有限公司
股票簡稱：中航國際控股
股份代碼：00161
網址：www.avic161.com

執行董事

吳光權先生 董事長
由鑄先生 副董事長
賴偉宣先生(於二零一四年六月六日獲委任)
潘林武先生
陳宏良先生
劉軍先生

獨立非執行董事

黃慧玲女士
鄒煒先生
魏煒先生(於二零一四年十二月三十日獲委任)
張平先生(於二零一四年十二月三十日辭任)

監事

曹江先生 主席(於二零一四年十二月三十日獲委任)
王昕女士
鄧柏松先生
黃斌先生(於二零一四年十二月三十日辭任)

公司秘書

黃勇峰先生

審核委員會

黃慧玲女士 主席
鄒煒先生
魏煒先生(於二零一四年十二月三十日獲委任)
張平先生(於二零一四年十二月三十日辭任)

薪酬委員會

魏煒先生 主席(於二零一四年十二月三十日獲委任)
吳光權先生
陳宏良先生
黃慧玲女士
鄒煒先生
張平先生(於二零一四年十二月三十日辭任)

提名委員會

鄒煒先生 主席
吳光權先生
陳宏良先生
黃慧玲女士
魏煒先生(於二零一四年十二月三十日獲委任)
張平先生(於二零一四年十二月三十日辭任)

公司法定地址

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中航苑航都大廈25層

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獨立核數師

羅兵咸永道會計師事務所
執業會計師
香港

法律顧問(香港法律)

龍炳坤、楊永安律師行

主要銀行

中國銀行
中國農業銀行
中國工商銀行
中國建設銀行

Listing stock exchange: The Stock Exchange of Hong Kong Limited
Stock short name: AVIC IHL
Stock Code: 00161
Website: www.avic161.com

EXECUTIVE DIRECTORS

Mr. Wu Guang Quan, chairman
Mr. You Lei, vice chairman
Mr. Lai Wei Xuan (appointed on 6 June 2014)
Mr. Pan Lin Wu
Mr. Chen Hong Liang
Mr. Liu Jun

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Wong Wai Ling
Mr. Wu Wei
Mr. Wei Wei (appointed on 30 December 2014)
Mr. Zhang Ping (resigned on 30 December 2014)

SUPERVISORS

Mr. Cao Jiang, chairman (appointed on 30 December 2014)
Ms. Wang Xin
Mr. Deng Bo Song
Mr. Huang Bin (resigned on 30 December 2014)

COMPANY SECRETARY

Mr. Huang Yong Feng

AUDIT COMMITTEE

Ms. Wong Wai Ling, chairman
Mr. Wu Wei
Mr. Wei Wei (appointed on 30 December 2014)
Mr. Zhang Ping (resigned on 30 December 2014)

REMUNERATION COMMITTEE

Mr. Wei Wei, chairman (appointed on 30 December 2014)
Mr. Wu Guang Quan
Mr. Chen Hong Liang
Ms. Wong Wai Ling
Mr. Wu Wei
Mr. Zhang Ping (resigned on 30 December 2014)

NOMINATION COMMITTEE

Mr. Wu Wei, chairman
Mr. Wu Guang Quan
Mr. Chen Hong Liang
Ms. Wong Wai Ling
Mr. Wei Wei (appointed on 30 December 2014)
Mr. Zhang Ping (resigned on 30 December 2014)

LEGAL ADDRESS OF THE COMPANY

Level 25, Hangdu Building, Catic Zone,
Shennan Road Central,
Futian Dist., Shenzhen, China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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STOCK-H SHARE REGISTRAR (FOR STOCK TRANSFER)

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INDEPENDENT AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong

LEGAL ADVISER AS TO HONG KONG LAWS

LOONG & YEUNG

PRINCIPAL BANKS

Bank of China
Agricultural Bank of China
Industrial and Commercial Bank of China
China Construction Bank

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Financial Highlights

RESULTS SUMMARY

(For the year ended 31 December 2014)

(RMB'000)	2014	2013 (Restated)	2012	2011	2010
Revenue and profit:					
Revenue	34,426,424	37,262,006	31,252,572	27,817,178	6,964,551
Profit before taxation	1,574,778	1,947,400	1,448,543	1,181,726	454,888
Profit after taxation	1,258,317	1,678,840	1,266,241	907,962	342,590
Profit attributable to:					
Owners of the Company	641,949	1,030,898	969,839	674,556	193,561
Non-controlling interests	616,368	647,942	295,539	233,406	149,029
Basic earnings per share attributable to owners of the Company (RMB)	0.55	0.90	0.85	0.58	0.29
Diluted earnings per share attributable to owners of the Company (RMB)	0.34	0.54	0.51	0.35	0.29
Dividends per share attributable to the owners of the Company (RMB)	0.10	–	–	0.03	–

ASSETS SUMMARY

(As at 31 December 2014, consolidated)

(RMB'000)	2014	2013 (Restated)	2012	2011	2010
Total assets	57,773,262	50,835,400	43,713,280	36,857,120	17,267,413
Total liabilities	39,383,749	37,063,462	31,564,512	26,142,255	12,318,964
Total equity	18,389,513	13,771,938	12,148,768	10,714,865	4,948,449
Equity attributable to owners of the Company	9,622,052	8,798,798	7,838,847	6,636,143	1,977,482
Non-controlling interests	8,767,461	4,973,140	4,309,921	4,078,722	2,970,967
Basic net assets per share attributable to owners of the Company (RMB)	8.66	7.92	7.06	5.98	2.94
Diluted net assets per share attributable to owners of the Company (RMB)*	5.03	4.60	4.10	3.47	2.94

* Diluted net assets per share attributable to owners of the Company is calculated based on the equity attributable to owners of the Company divided by the weighted average number of ordinary shares in issue adjusted to assume conversion of all perpetual subordinated convertible securities into ordinary shares.

REVENUE

RMB'000



PROFIT ATTRIBUTABLE TO SHAREHOLDERS

RMB'000



Chairman's Statement



It is my honor to present the 2014 annual report of AVIC International Holdings Limited (the “Company”) on behalf of the board of directors of the Company (the “Board”), to the shareholders, business partners and supporters of the Company and its subsidiaries (together the “Group”).

During the year ended 31 December 2014, the Group recorded a consolidated revenue from continuing operations of approximately RMB34,426,424,000, representing a decrease of approximately 8% over the previous year of approximately RMB37,262,006,000 (restated, same as below). The profit attributable to owners of the Company was approximately RMB641,949,000, representing a decrease of approximately 38% over the previous year of approximately RMB1,030,898,000.

2014 was a year when global economy had been recovering in a difficult way. The domestic economy was under increasingly downward pressure and encountered a “New Normal” with adjusted economic structure, structural slow-down and changes in the driving force behind growth. Facing a complicated and variable

external environment, the Group adhered to the planned strategies, deeply probed into strategic transformation and development, emphasized on improving each business structure and its efficiency, and enhanced the capability of sustainable development. The high-tech electronic products section accelerated the business transformation and upgrade, steadfastly carry forward the optimization of product structure and market expansion. The high-tech electronic products section achieved critical progress in the industrialization of various advanced technologies and LCD business successfully completed the material capital reorganization and financing. The retails and high-end customer products section focused on optimizing channel construction and raising the efficiency of shops and promoted its online and offline integration and development, and thus realized a rapid growth in its self-owned brand name watch. The real estate business actively coped with the structural adjustment in the industry, explored and strengthened the overseas real estate development business. The trading and logistics business focused on the professional development and it proactively facilitated the optimization of the business model and the enhancement of professionalism, and thus substantial orders were obtained in the market from time to time.

With the smooth progress of various key businesses, the Group continued to consolidate its management foundation and to enhance its professional capabilities so as to maintain its competitiveness in the complicated external environment. The Group further promoted the reform of mechanism, stimulated the business vitality, enhanced the operational effectiveness, explored new financing channel, and improved the resource allocation and profitability. The Group vigorously implemented management innovation and full mobilization of “micro-innovation” so as to enhance the innovation capability.

Looking ahead towards 2015, the global economic recovery remains apparently imbalanced and fluctuating while it is hard to increase the demand from overseas market significantly. Despite the fact that the Chinese economy is still positioning at the “three overlapping periods” (三期疊加階段), the upgrade of domestic industrial structure and the “One Belt and One Road” (一帶一路) strategy will create good opportunities for relevant enterprises.

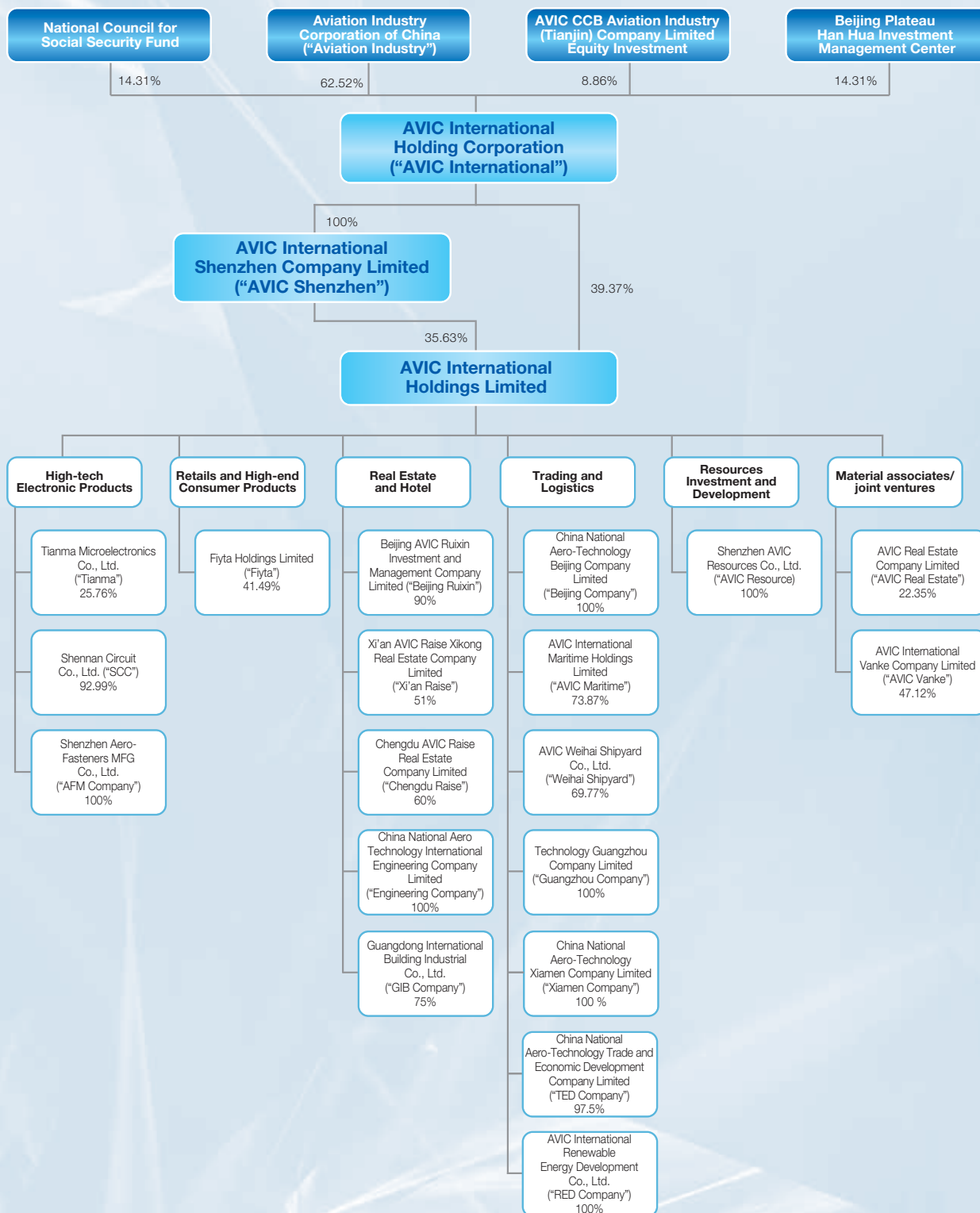
Firmly adhering to the established strategies and under the guiding principle of transformation and innovation, the Group will deepen core business strategic transformation, speed up business model renovation and mechanism reforms, realize the innovative model with customer-oriented and in line with the business, progressively draw up the overseas market layout as well as promote the implementation of international strategies. Besides, the Group will strengthen the execution of strategies, determinedly shoulder the responsibilities and enhance efficiencies and effectiveness through management refinement. Increasing business earnings of core businesses is the major concern of the Group. Coupled with a focus on value growth, the Group will escalate business integration, optimize resources allocation and investment structure and attach great importance to investment returns

The journey to achieve our dream is destined to be full of twists and turns but yet it will be bright. The Group will steadfastly focus on its strategy and strengthen its implementation, and enhance its quality and efficiency which will drive the Group from super to excellence!

Last but not least, on behalf of the Board, I would like to express my heartfelt gratitude to all the staff for their relentless work and commitment, to all our shareholders, business partners and people from all walks of life for their full support. We will continue to dedicate ourselves to creating better returns for our shareholders, customers and staff.

Management Discussion and Analysis

CORPORATE ORGANIZATION CHART



BUSINESS REVIEW

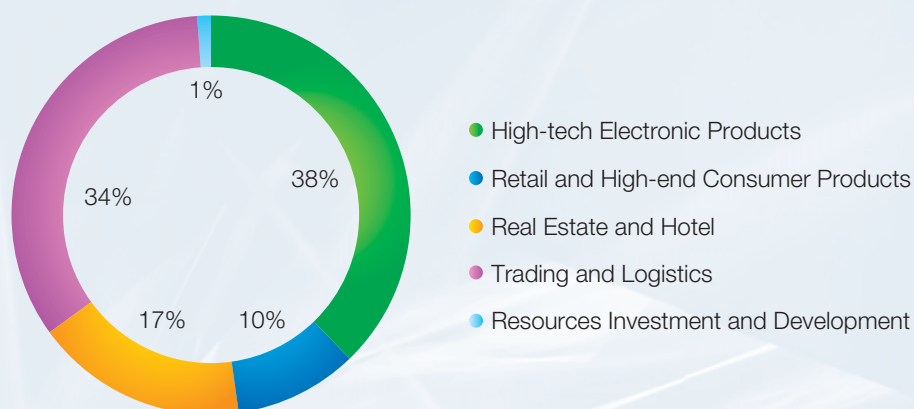
The consolidated revenue and profit contributions of the Company in its consolidated results for the year ended 31 December 2014 were primarily derived from the following business sections and subsidiaries:

Business sections	Name of subsidiaries	Percentage of equity interests held by the Company	Principal activities
High-tech Electronic Products	Tianma Micro-electronics Co., Ltd. ("Tianma")	25.76%	Manufacture and sales of liquid crystal displays and modules (LCD)
	Shennan Circuit Co., Ltd. ("SCC")	92.99%	Manufacture and sales of printed circuit boards and packaging substrate (PCB)
	Shenzhen Aero-Fasteners MFG Co., Ltd. ("AFM Company")	100%	High intensity bolts, precision screws and screw nuts, irregular parts
Retails and High-end Consumer Products	Fiyta Holdings Limited ("Fiyta")	41.49%	Manufacture of middle to high-end wrist watches and chain store sales of luxury watches
Real Estate and Hotel	Beijing AVIC Ruixin Investment and Management Company Limited ("Beijing Ruixin")	90%	Mainly engages in residential premises development business and industrial property development
	Chengdu AVIC Raise Real Estate Company Limited ("Chengdu Raise")	60%	Mainly engages in residential premises development business and industrial property development
	Xi' an AVIC Raise Xikong Real Estate Company Limited ("Xi'an Raise")	51%	Mainly engages in residential premises development business and industrial property development
	China National Aero – Technology International Engineering Company Limited ("Engineering Company")	100%	Mainly engages in general contracting of international engineering construction, overseas property development and general contracting of domestic construction engineering
	Guangdong International Building Industrial Co., Ltd. ("GIB Company")	75%	Hotel operation

BUSINESS REVIEW *(continued)*

Business sections	Name of subsidiaries	Percentage of equity interests held by the Company	Principal activities
Trading and Logistics	China National Aero – Technology Beijing Company Limited (“Beijing Company”)	100%	Trading and logistics of cement engineering and machinery vehicles, etc.
	AVIC International Maritime Holdings Limited (“AVIC Maritime”)	73.87%	Shipping engineering
	AVIC Weihai Shipyard Co., Ltd. (“Weihai Shipyard”)	69.77%	Shipping construction
	China National Aero – Technology Guangzhou Company Limited (“Guangzhou Company”)	100%	Trading and logistics of medical facilities and bitumen engineering
	China National Aero – Technology Xiamen Company Limited (“Xiamen Company”)	100%	Trading and logistics of stone materials
	China National Aero – Technology Trade and Economic Development Company Limited (“TED Company”)	97.5%	Tendering agency, information application and automated control service
	AVIC International Renewable Energy Development Co., Ltd. (“RED Company”)	100%	Sales and purchase of energy equipment, energy management and new energy equipment
Resources Investment and Development	Shenzhen AVIC Resources Co., Ltd. (“AVIC Resource”)	100%	Investment and development of agriculture-related resources business

TURNOVER BY BUSINESS SECTIONS IN 2014



BUSINESS REVIEW *(continued)*

Summary of Performance

During the year ended 31 December 2014, the Group recorded a consolidated revenue of approximately RMB34,426,424,000, representing a decrease of approximately 8% over the previous year of approximately RMB37,262,006,000 (restated figures, same as below). The profit attributable to owners of the Group was approximately RMB641,949,000, representing a decrease of approximately 38% as compared with approximately RMB1,030,898,000 over last year.

2014 was a year when global economy had been recovering in a difficult way. The domestic economy was under increasingly downward pressure and encountered a “New Formality” with adjusted economic structure, structural slow-down and changes in the driving force behind growth. Facing a complicated and variable external environment, the Group adhered to the planned strategies, deeply probed into strategic transformation and development, emphasized on improving each business structure and its efficiency, and enhanced the capability of sustainable development. The high-tech electronic products section accelerated the business transformation and upgrade, steadfastly carry forward the optimization of product structure and market expansion. The high-tech electronic products section achieved critical progress in the industrialization of various advanced technologies and successfully completed the material capital reorganization and financing of LCD business. The retails and high-end customer products section focused on optimizing channel construction and raising the efficiency of shops and promoted its online and offline integration and development, and thus realized a rapid growth in its self-owned brand name watch. The real estate business actively coped with the structural adjustment in the industry, explored and strengthened the overseas real estate development business. The trading and logistics business focused on the professional development and it proactively facilitated the optimization of the business model and the enhancement of professionalism, and thus substantial orders were obtained in the market from time to time.

High-tech Electronic Products

As for the business of high-tech electronic products, the Group engages in research and development (R&D), design, production, sales and service of LCD and PCB products mainly through its subsidiaries, such as Tianma and SCC. During the year ended 31 December 2014, the Group's revenue generated from high-tech electronic products section was approximately RMB13,067,654,000, representing an increase of approximately 18% from approximately RMB11,059,896,000 for the same period of last year. The profit was approximately RMB906,770,000, representing a decrease of approximately 10% from approximately RMB1,012,183,000 for the same period of last year.

BUSINESS REVIEW *(continued)*

High-tech Electronic Products *(continued)*

(1) LCD

The LCD products of Tianma comprise small-to-medium size liquid crystal displays (LCD) and liquid crystal modules (LCM), which are mainly used in communication terminal and professional displays.

In 2014, the demand for smartphones in domestic market transformed from low-to-middle end to high end products, while the growth of professional display market was strong under the driving force of the demand for vehicle display and family health care. Tianma focused on the consumption market of middle-to-high end mobile communication and professional display market of vehicle display and medical aspect. With the continuous optimization of products and structure of customers and achievement in the breakthroughs in key target markets, there was a significant increase in the market share of middle-to-high end smartphones and vehicle display products. It also integrated resources for R&D, strengthened the basic research capability in the area of display techniques and accelerated the layout for new products and new businesses. During the year ended 31 December 2014, Tianma successfully completed the major restructuring and complementary financing by issuing additional shares to acquire the related assets in Shanghai Tian Ma Microelectronics Co., Ltd. ("Shanghai Tianma"), Chengdu Tian Ma Microelectronics Co., Ltd. ("Chengdu Tianma"), Wuhan Tian Ma Microelectronics Co., Ltd. ("Wuhan Tianma"), Shanghai AVIC Opto-electronics Limited ("Shanghai Opto-electronics") and Shenzhen AVIC Opto-electronics Limited ("Shenzhen Opto-electronics"), which resulted in a significant increase in the overall operation efficiency compared with last year, and the overall core competitiveness had been further strengthened. During the year ended 31 December 2014, the contract for the 6th generation of LTPS TFT-LCD project of Wuhan had been duly executed, and the AMOLED back-end production line of Shanghai has been progressing smoothly.

(2) PCB

PCB products comprise middle-to-high end multi-layer PCB products and packaging substrate, which are mainly used in high technology fields such as telecommunication, aeronautics and astronautics, medical services and industrial control.

In 2014, SCC grasped the opportunities of the industry to focus on the market with quality customers and emphasized on developing key customers so that the profitability continued to increase. Leveraging on the demand of domestic 4G establishment, the orders and outputs of PCB business kept hitting record highs. The capability of the electronics assembly business continued to increase, achieving significant result on probing and developing strategically key customers, resulting in a substantial increase in the orders as compared with last year. The key technology and the research and production of the substrate business achieved breakthroughs. With continuous optimization in the structure of products, the orders and profits increased significantly. During the year ended 31 December 2014, a trial production for connecting PCB and electronics assembly business was realized as the construction of Wuxi production base phase one advanced smoothly.



BUSINESS REVIEW *(continued)*

Retails and High-end Consumer Products

The retails and high-end consumer products section of the Group engages in the production and brand operation of middle to high-end watches and chain sales of prestigious watches through its subsidiary, Fiyta. For the year ended 31 December 2014, the turnover generated from the retails and high-end consumer products section of the Group amounted to approximately RMB3,221,007,000, representing a growth of approximately 6% when compared with approximately RMB3,041,122,000 in the previous year. The profit was approximately RMB149,498,000, representing an increase of approximately 5% from approximately RMB142,964,000 for the same period of last year.

In 2014, affected by the macro environment, the demand in the domestic luxury watch market was weak, while the demand in middle end brand market kept increasing. Fiyta insisted on the strategy of “products’ brand+ channels’ brand”, continued to optimize the comprehensive channel operation platform system, adjusted the structure and layout of retail channels to increase the efficiency of single shop, while facilitating the establishment of new channels for e-commerce at the same time. The self-owed brand Fiyta has been exhibited in the fabulous exhibition in Basel International Watch for consecutive years. The sales performance of domestic and overseas markets was impressive, with the growth of profit exceeding 40% as compared with the same period of last year. Harmony was ranked in the list of “Top 500 Asian Brands” (“亞洲品牌500強”) and “Champion for Valuable Chinese Brand” (“中國品牌價值冠軍榜”) again.



BUSINESS REVIEW *(continued)*

Real Estate and Hotel

The Group engages in real estate development business through its subsidiaries Chengdu Raise, Xi'an Raise and Beijing Ruixin, and engages in engineering contracting business through Engineering Company. For the year ended 31 December 2014, the real estate and hotel business section of the Group recorded turnover of approximately RMB5,891,369,000, representing an increase of approximately 41% as compared with approximately RMB4,187,299,000 in the previous year. The profit was approximately RMB686,933,000, representing an increase of approximately 28% as compared with approximately RMB537,398,000 in the previous year. Profit comprises investment gain from jointly controlled entity and associate, AVIC Yanke Company Limited ("AVIC Yanke") and AVIC Real Estate Holding Company Limited ("AVIC Real Estate") of approximately RMB291,718,000.

(1) Real Estate Development

The domestic real estate development business of the Group mainly focuses on commercial complex development projects in small to medium cities.

In 2014, the domestic real estate market faced challenges while regional diversion became more and more intensified. The construction and sales of the domestic real estate development projects under the Group were carried out gradually as planned while the expansion and construction of the real estate development projects in emerging overseas markets such as Kenya, Sri Lanka and Tanzania speeded up.

(2) Engineering Contracting

The engineering contracting business of the Group mainly comprises engineering contracting of international construction and gradually expands into the domestic construction engineering contracting field.

In 2014, steadfastly adhering to the global strategic principle, the engineering contracting business of the Group focused on the three major regional markets in the Middle East, Africa and South Asia and undertook numerous large and medium international engineering projects. During the year ended 31 December 2014, 4 international and domestic engineering contracting projects with total contract value amounting to RMB712,000,000 were newly signed. During the year ended 31 December 2014, the reconstruction and expansion project of Kenya Nairobi International Airport was completed. The highway renovation project in Sri Lanka has been completed smoothly. The ground-breaking ceremony was held successfully for the Hangar project in Ethiopia. All these highlighted the stable and positive growth momentum.



BUSINESS REVIEW *(continued)*

Trading and Logistics

The Group engages in ship engineering, mechatronics engineering, tendering agency and information application services through its subsidiaries, namely Beijing Company, AVIC Maritime, Weihai Shipyard, Guangzhou Company, Xiamen Company, TED Company and RED Company. For the year ended 31 December 2014, the Group's turnover generated from trading and logistics business was approximately RMB11,780,260,000, representing a decrease of approximately 37% from approximately RMB18,600,479,000 of the previous year. The losses was approximately RMB93,121,000, representing a decrease of approximately 130% from profit of approximately RMB318,454,000 of the previous year.

(1) *Ship Engineering*

In 2014, the integration of the Group's shipping business progressed steadily. The synergy effects realized by integrating with Deltamarin Oy in Finland and the commitment to developing high value added products such as offshore engineering ships and special vessels facilitated the improvement on the infrastructure construction of shipping factory. During the year ended 31 December 2014, 13 new shipping orders were signed under the Group's shipping business, among which, 22 shipping orders were in effect. Orders on hand accumulated to 43 ships. Besides, the Group achieved delivery of 17 ships for the year ended 31 December 2014. Under the downturn in the global shipping market, the shipping business of the Group suffered a great loss.

(2) *Mechatronics Engineering*

The mechatronics engineering business of the Group mainly comprises cement and elementary performing constructions including power station engineering (EPC), export of machinery vehicles and so on. During the year ended 31 December 2014, with respect to cement EPC business, the acquisition of the shareholding of KHD Humboldt Wedag International AG ("KHD", a company the shares of which are listed on the Frankfurt Stock Exchange), was completed. On this foundation, the Group devoted to the expansion of the cement EPC business to worldwide markets, business synergy and transformation upgrades. Multitudes of orders were secured in regions such as Venezuela, while the execution of projects on hand in regions such as Malaysia and Turkey progressed smoothly. The power station projects in countries such as U.S and Pakistan, which focused on new energy such as wind power and photovoltaic, had been completed successfully. The expansion of domestic energy saving service market was progressing smoothly. Meanwhile, the domestic bitumen engineering projects expanded and the earning generated increased steadily. The mechatronics engineering business experienced rapid and positive growth momentum.

(3) *Tendering Agency and Information Application Service*

The Group mainly engages in tendering agency and information application service through TED Company. In 2014, the tendering agency business of the Group was progressing stably and the tendering business expanded to international arena. Business development of the intelligent terminal on the internet information application business front achieved a new breakthrough.



BUSINESS REVIEW *(continued)***Resources Investment and Development**

The Group engages in investment and development of agricultural-related resources through AVIC Resource. During the year ended 31 December 2014, the turnover generated from the Group's resources development business was approximately RMB466,134,000. Under the double influences of the drop of the bulk commodity price and the phosphate fertilizers compressing bitter techniques, the resources business recorded a loss amounting to approximately RMB248,906,000.

FINANCIAL REVIEW**Capital Structure**

	2014 (RMB'000)	2013 (RMB'000) Restated
Total borrowings	21,071,804	21,425,962
Total liabilities	39,383,749	37,063,462
Non-controlling interests	8,767,461	4,973,140
Equity attributable to owners of the Company	9,622,052	8,798,798
Total assets	57,773,262	50,835,400
Loan-to-equity ratio	114.59%	155.58%
Debt-to-equity ratio	214.16%	269.12%

Loan-to-equity ratio = total loans at the year end over shareholders' equity at the year end

Debt-to-equity ratio = total liabilities at the year end over shareholders' equity at the year end

FINANCIAL REVIEW *(continued)***Liquidity and Capital Resources**

As at 31 December 2014, the cash and cash equivalents of the Group amounted to approximately RMB4,828,610,000 (2013: approximately RMB5,076,449,000), mainly derived from the following sources:

- Cash and bank deposits at the beginning of the year;
- Bank loans, borrowings from related parties; and
- Revenue from operations.

As at 31 December 2014, the total borrowings of the Group amounted to approximately RMB21,071,804,000 (2013: approximately RMB21,425,962,000) with annual interest rate ranging from 0% to 17.83% (2013: 0% to 12.5%), of which the current borrowings amounted to approximately RMB10,474,485,000 (2013: approximately RMB7,880,864,000) and the non-current borrowings amounted to RMB10,597,319,000 (2013: approximately RMB13,545,098,000).

During the year ended 31 December 2014, the capital expenditure of the Group amounted to approximately RMB2,223,840,000, the details of which are set forth below:

Company Name	Project Name	2014 Amount (RMB'000)
Tianma	Production line of Automotive TFT-LCD, TP ON-CELL and modification of the production capacity	573,355
SCC	No.8 Building investment, technological transformation, research and development and investment in the project of Wuxi Base	711,830
AFM Company	Phase I Shenzhen Aero Fasteners MFG Project	73,091
Fiyta	Timepiece Industrial Base in Guang Ming New District	44,675
Beijing Ruixin	Project on AVIC New Town of Langfang Company (廊坊公司)	104,804
Beijing Company	Yizhuang Industrial Park Project, equipment procurement for Humboldt Company in Germany	386,028
Guangzhou Company	Investment and establishment of (a) subsidiary(ies) of Lutong Company	14,000
Xiamen Company	Project on office building of Xiamen Zijin AVIC Real Estate Company Limited	93,035
RED Company	New energy project in the PRC	28,598
AVIC Resource	Projects on Saltern expansion and pipeline maintenance, pressure brine, Metallic silicon and mining right	194,424
Total		2,223,840

FINANCIAL REVIEW *(continued)***Liquidity and Capital Resources** *(continued)*

During the year ending 31 December 2015, the expected capital expenditure of the Group amounts to approximately RMB6,185,499,000, the details of which are set forth below:

Company Name	Project Name	2015 Amount (RMB'000)
Tianma	06 production lines of Wuhan Tianma, automation renovation project	3,841,000
SCC	No. 8 Building investment and research and development and construction of Wuxi Base and Nantong Base (南通基地)	556,000
AFM Company	Phase I Shenzhen Aero Fasteners MFG Project	12,199
Fiyta	Timepiece Industrial Base in Guang Ming New District	154,000
Beijing Ruixin	Project on AVIC New Town of Langfang Company (廊坊公司)	165,660
Beijing Company	Projects on manufacturing cement equipment and hydraulic parts	221,240
Guangzhou Company	Project on bitumen base of Lutong Company in Tianjin	50,000
Xiamen Company	Projects on offices, mines and logistics parks	843,320
RED Company	Project on energy-saving for different regions	120,500
AVIC Resource	Projects on technical improvement of machine workshops, Saltern construction and potash	221,580
Total		6,185,499

BUSINESS PROSPECTS

Looking ahead towards 2015, the global economic recovery remains apparently imbalanced and fluctuating while it is hard to increase the demand from overseas market significantly. Despite the fact that the Chinese economy is still positioning at the “three overlapping periods” (三期叠加阶段), the upgrade of domestic industrial structure and the “expanding outwards” strategies will create valuable historical opportunities. Firmly adhering to the established strategies and under the guiding principle of transformation and innovation, the Group will deepen core business strategic transformation, speed up business model renovation and mechanism reforms, realize the innovative model facing the customers and in line with the business, progressively draw up the overseas market layout as well as promote the implementation of international strategies. Besides, the Group will strengthen the execution of strategies, determinedly shoulder the responsibilities and enhance efficiencies and effectiveness through management refinement. Increasing business earnings of core businesses, reducing loss and stop suffering from a loss are the major matters of concern for the Group. Coupled with a focus on value growth, the Group will escalate business integration, optimize resources allocation and investment structure and attach great importance to investment returns.

BUSINESS PROSPECTS *(continued)*

High-tech Electronic Products

(1) *LCD*

It is expected that the competition in the LCD industry will be severer in 2015. Domestic smart devices market transforms towards the middle-to-high-end market. The Group will continuously focus on two major businesses, namely the consumer display products and professional display products, capture opportunities in the market, explore key customers, expand the market share in the high end market. Meanwhile, the Group will focus on high end products, enhance the R&D of core products and crucial techniques, speed up the pace on the production of new products as well as maximize the added value of professional display products. In order to create continuing competitive strengths, the Group will actively facilitate the realization of industrial layout, prepare for the 6th generation of LTPS TFT LCD production line and endeavor to shorten the manufacturing cycle.

(2) *PCB*

It is expected that the demand for high-end PCB and packaging substrate is still strong in 2015 under the driving force of the development of communication, servers and automobile electronics in the domestic and overseas markets. SCC will continue to build a platform of high efficiency and high speed one-stop solution of products and services, which would facilitate the market expansion and technological breakthrough for PCB, electronics assembly and packaging substrate business. PCB business will insist on concentrating on the in-depth development of traditional core market and new market breakthrough. Electronic packaging business will boost the development of the strategically key customers in three target areas, namely medical, digital communication and radio frequency, in a steady pace. Packaging substrate business will focus on developing high-end target products and markets in order to establish a leading position in the industry. Meanwhile, the Group will actively drive the production base in Wuxi to meet its capacity requirement as fast as it can.

Retails and High-end Consumer Products

It is expected that the domestic watches consumer market will still maintain differentiated in 2015. The Group's retails and high-end consumer products will undergo omni-channel transformation, persistently nurture the core competence, promote the implementation and integration of key value chain gradually and enhance the brand name premium of Fiyta's watches. The sales channel of the prestigious watch under the brand name of Harmony continuously optimizes the shop layouts, product structures and business portfolios to increase the inventory turnover. The Group will strive to increase the overall profitability by increasing the growth of e-Commerce business, improving the driving mechanism for innovation and exploring and nurturing new areas for profit growth.

BUSINESS PROSPECTS *(continued)*

Real Estate and Hotel

(1) *Real Estate Development*

It is expected that the adjustment and transformation of the real estate development market in the PRC will continue in 2015 while opportunities are available in the overseas emerging real estate development markets. The Group will seize the opportunities in major regions' markets actively for the real estate development and conduct the development and sales of the existing projects as planned.

(2) *Engineering Contracting*

It is expected that the growth of international engineering contracting market will slow down in 2015 with the market competition in the regions becoming more and more vigorous. The Group will still place East Africa, South Asia and Middle East as the regional centers for its engineering contracting business. It strives to increase the profitability by focusing on the infrastructural and urban construction aspects, enhancing the sourcing capabilities for mega size engineering projects and general contracting management capabilities and operating management standard of projects.

Trading and Logistics

The trading and logistics segment will continue to focus on and facilitate business transformation, which accelerate the transformation and exit of non-core businesses and clarify and optimize the business model to further increase the core competitiveness.

(1) *Ship Engineering*

It is expected that the slump in the shipping market will be difficult to show obvious change in 2015. The elimination of outdated ships will be speeded up and there is larger demand for energy-saving, efficient as well as clean and environmental-friendly ships. The Group will seize the market opportunities, focusing on major markets, strengthening the R&D of high value-added products and fully utilizing the synergy of industry chain so as to maximize the profit margin.

(2) *Mechatronics Engineering*

The Group will continue to strengthen the integration and strategic synergy with KHD, fully utilizing the brand and technological advantages of KHD in the cement aspect to develop the major markets including Venezuela and Myanmar and obtain high quality orders. Also, it will strive for innovative business model, control the cost expenses and increase the profitability. The Group will focus on the development of businesses including infrastructure and mechatronics EPC in the major target markets, enhancing the engineering management capability and cost expenses controlling as well as well implementing and delivering on-hand projects, strengthening the sustainable development of the Group.

SOCIAL RESPONSIBILITIES

In 2014, the fluctuation of global economy intensified whilst the growth of China's economy has entered into a "New Normal". We adhered to the planned strategies, deeply probed into strategic transformation and development. With respect for operation management, we continued to reinforce the transformation of mechanism and enhanced the innovation capability, consolidated the basics of management, a culture of innovation was gradually formed. While pursuing economic benefits, we proactively adhered to the mission of "Going beyond commerce for a better world". Through commercial act, care for staff development and partners' benefits, facilitate social development, preserve the environment, persist on the green growth, we unremittingly serve our society.

Excellence in Operation

The Company aims at becoming a leading company in the industry, and has established an effective operation structure and procedure based on strategic planning. By means of integrated application of Six Sigma, refined management and ISO9000, it has intensified its management innovation, enhanced efficiency and effectiveness and proactively promoted excellent operation. Moreover, it has improved the business capability of the team and the ability to create values, so as to realize great leap forward development.

1) Management Innovation

Capitalizing on managing innovative projects, Fiyta, Tianma and SCC, all being the subsidiaries of the Company, were awarded the Second Prize and the Third Prize in the "2014 Management Innovation Achievement for Enterprises in the Defense Technology Industry Award" of Aviation Industry, respectively.

On 31 December 2014, Weihai Shipyard, a subsidiary of the Company, was named on the qualified enterprise list under the "Regulatory Conditions for Shipbuilding Industry" published by the Ministry of Industry and Information Technology of the People's Republic of China. By optimizing the management and enhancing operation efficiency, Weihai Shipyard has passed the formulation and was named on the qualified list, indicating that Weihai Shipyard has become an excellent shipbuilding enterprise supported by the policy of the State.

2) Technology Innovation

On 11 February 2014, Fiyta Technology Company (飛亞達科技公司), a subsidiary of Fiyta, has passed the National High-tech Enterprise Certification, which was another breakthrough achievement after it obtained the recognition of "National High-tech Enterprise of Shenzhen".

On 19 March 2014, the two projects, namely the "High-speed Printed Circuit Board used in 100G or above Backbone Network" and the "High-end IC Test Circuit Board", undertaken by SCC have filled the technology gap of the peers in the domestic market with advancement in technology. The projects have achieved international standard and have passed the verification on technological achievements.

On 25 March 2014, the modern watch "Three-dimensional Timepiece" of FIYTA won the "2014 Red Dot Product Design Award in Germany".

In April 2014, Tianma, being the first company to possess the capability to develop and manufacture the embedded touch screen in the PRC, has won the "2014 China Electronic Information Expo Product Innovation and Application Award", filling the technology gap in the manufacturing field in the PRC.

SOCIAL RESPONSIBILITIES *(continued)*

Excellence in Operation *(continued)*

2) *Technology Innovation (continued)*

On 29 September 2014, Tianma commenced the construction of the production line in Wuhan for the most advanced sixth-generation low-temperature polysilicon display panel (LTPS) in China.

People-oriented Approach

We adhere to the people-oriented approach, allowing all staff to work and self-develop with pleasure and enjoyment alongside the development of the Company.

The “Heart Building Campaign” is a psychological assistance program for our staff. Employees can make an appointment for counseling service by calling the hotline, whether it is for crisis intervention or individual ordinary counseling. Over three years of operation, the campaign helps employees to solve their worries and enhance their feelings of well-being.

On 12 January 2014, the Company’s first International Leadership Development Program was launched successfully. Targeting young employees working overseas, the program is one of the Company’s important measures to facilitate the implementation of overseas projects. Nurturing international thinking, general knowledge skills and expertise, the program is to improve the students’ competency on international expansion so as to lay the foundation for the achievement of the Company’s strategic goal and our overseas business development and build up the talent pool.

On 25 May 2014, the Company successfully organized the Outstanding First-Line Managers Recognition-cum-Sports Day with the participation of about 700 employees. Mr. Chen Hong Liang, an executive director of the Company, read out the recognition decision for 297 outstanding first-line managers.

On 6 June 2014, at a ceremony held to announce the Ninth China International Forum on Corporate Social Responsibility and the “Golden Honey Bee on Corporate Social Responsibility – China Ranking (第九屆中國企業社會責任國際論壇暨“金蜜蜂企業社會責任•中國榜”)”, Beijing Company received the “Golden Bee Award for Employee Care Category”, becoming a role model of social responsibility among Chinese enterprises.

On 11 June 2014, the Company conducted the skills training workshop (Training Within Industry, TWI), for first-line managers. The workshop is designed to improve the management standard of our first-line managers and develop the best first-line team with high competency.

On 3 July 2014, SCC held the 30th Anniversary-cum-Corporate Culture Day, in which 40 employees who were awarded Gold Medal for 10 years of service, 10 outstanding customer-oriented staff and teams, and 30 “Touched SCC” staff were commended.



SOCIAL RESPONSIBILITIES *(continued)*

Cooperation for Mutual Benefits

The Company strives for seeking win-win development during each co-operation and spares no effort in creating value for staff, partners and stakeholders, so as to allow the sharing of achievement among partners and to improve the livelihood for the society inside and outside China and to continuously enhance corporate value.

On 9 October 2014, at the 2014 Global Electronics Supplier Conference of Honeywell Aerospace, SCC was named as the “2014 Best Global Supplier”.

On 20 May 2014, as the world leader in the information processing technology and call center field, AVAYA presented the “2014 Best Quality Supplier” award to Tianma.

The mobile hospital project, the cassava project and overseas projects undertaken by Guangzhou Company, RED Company and Engineering Company, respectively, have boosted the employment of the region, increased the income of the government, improved the livelihood of the local citizens, and made contribution to the growth of the regional economy, fulfilling our mission of “Going beyond commerce for a better world”.

Green Growth

The concept of green development has been put into practice by the Group and its investment companies in all aspects, from two-sided copying to the treatment of water discharged from factory plants; from resources recycling to energy saving scheme of hotel; the concept of green development embraces all sectors. We believe that only by preserving the nature, we can have its blessing and can sustain the prosperity of the businesses.

Leveraging on the lighting energy-saving solution, RED Company, a subsidiary of the Company, tapped into the domestic energy-saving service industry and conducted marketing research on innovation service model. It completed more than 20 energy-saving renovation projects for two years, achieving annual electricity savings of over 20 million degrees for customers.

On 25 October 2014, the trade fair in relation to the “Project of Landing of Energy Conservation, Environmental Protection and Clean Technologies of KHD Humboldt Wedag in China” was held in Beijing. KHD Humboldt Wedag International AG (“KHD”) is a subsidiary of the Company. KHD’s representatives at the meeting described in detail the information about its energy conservation, environmental protection and clean technology and its successful cases in Italy, Norway and other countries, of which the cement plants were transformed into city solid waste treatment centers.

Profile of Directors and Supervisors

EXECUTIVE DIRECTORS

Mr. Wu Guang Quan, aged 53, senior accountant and a MBA of Tongji University (同濟大學), is now the Chairman of AVIC International, the chairman of AVIC Shenzhen and executive director and the chairman of the Company. Mr. Wu also acts as an executive director and the chairman of AVIC International Holding (HK) Limited (stock code: 232) ("AVIC INTL"), a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Wu joined AVIC Shenzhen in 1982 and the Group in 2003. He has rich experience in finance, administration and operation management, and was appointed as an executive Director in 2003.

Mr. Lai Wei Xuan, aged 51, senior accountant, holding doctorate degree in Management of Tongji University and an EMBA of Guanghua School of Management, Peking University, is now the Chief Executive Officer of AVIC International. Mr. Lai joined AVIC Shenzhen in 1983. He previously served as the deputy general manager of AVIC Shenzhen, the Chairman of Fiyta, the deputy chairman of Tianma, both of which are the subsidiaries of the Company and the shares of which are listed and traded on the Shenzhen Stock Exchange ("Shenzhen Stock Exchange"), and the chairman of Rainbow Department Store Co., Ltd. (天虹商場股份有限公司) ("Rainbow Department Store"), a joint stock limited company established in the PRC whose shares are currently listed on the Shenzhen Stock Exchange and approximately 43.04% of its equity interest was owned by AVIC Shenzhen, a controlling shareholder of the Company. Mr. Lai has rich experience in finance and operation management, and once acted as an executive Director from 2004 to 2012. He was appointed as an executive Director again in 2014.

Mr. You Lei, aged 46, senior engineer, MBA of Tongji University (同濟大學) and MBA of China Europe International Business School, is now holding the positions of vice president of AVIC International, president of AVIC Shenzhen, executive director and vice chairman of the Company, the chairman of Tianma, a company listed on the Shenzhen Stock Exchange, and the chairman of SCC. Mr. You acts as an executive director of AVIC INTL, a company listed on the Stock Exchange. Mr. You joined AVIC Shenzhen in 1991 and the Group in 1997. He has rich experience in enterprise operation and administration, and was appointed as an executive Director in 2003.

Mr. Pan Lin Wu, aged 51, is master of engineering in Beijing Aviation and Astronautics University (北京航空航天大學). He is now holding the positions of vice president, the chief financial officer of AVIC International and an executive director and vice chairman of AVIC INTL, a company listed on the Stock Exchange. He served as the chief accountant at China National Aero-Technology Import and Export Corporation, the predecessor of AVIC International, since 2001. He was appointed as a director and deputy chairman of the board of directors of AVIC United States Company (中航國際美國公司) in March 2011. Mr. Pan has many years of experience in financial management, supervision and audit, and has substantial experience in the area of finance, capital operation and risk management. He was appointed as an executive Director in 2012.

Mr. Chen Hong Liang, aged 47, holds the master degree in business administration from Tongji University (同濟大學). He is currently the vice president of AVIC International and the vice president of AVIC Shenzhen. Mr. Chen has extensive experience in administration and human resources management. He was appointed as an executive Director in 2012.

Mr. Liu Jun, aged 53, holds a bachelor degree in engineering from Beijing Aviation College (北京航空學院). He is currently the vice president of AVIC International. He joined China National Aero-Technology Import and Export Corporation, the predecessor of AVIC International, in 1989. Between 1990 and 1993, he was seconded to station at AVIC Germany. He served as the general manager of Beijing Company. He has rich experience in operation management and was appointed as an executive Director in 2012.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Wong Wai Ling, aged 54, received a bachelor degree of arts from the University of Hong Kong in November 1983 and a postgraduate diploma in accounting and finance from the London School of Economics and Political Science, University of London, in the United Kingdom in July 1985. She has been registered as a certified public accountant in Hong Kong since June 1991 and has become a fellow member of the Association of Chartered Certified Accountants and a fellow member of Hong Kong Institute of Certified Public Accountants since May 1995 and February 2001, respectively. Ms. Wong has over twenty years of experience in accounting and auditing and mainly provides independent judgments towards the Company's strategies, performance, resources and industry practices. She had worked for more than seven years in major international accounting firms and local accounting firms before she set up her own accounting firm in Hong Kong in 1993. She is currently an independent non-executive director and chairlady of the audit committee of China Ruifeng Renewable Energy Holdings Limited (formerly known as China Ruifeng Galaxy Renewable Energy Holdings Limited) (stock code: 527), Overseas Chinese Town (Asia) Holdings Limited (stock code: 3366) and Yongsheng Advanced Materials Company Limited (stock code: 3608), all of which are companies whose shares are listed on the Main Board of the Stock Exchange. Ms. Wong is also an executive director and chief executive officer of JC Group Holdings Limited (stock code: 8326) and an independent non-executive director of Glory Flame Holdings Limited (stock code: 8059), all of which are companies whose shares are listed on the Growth Enterprise Market of the Stock Exchange. Besides, Ms. Wong was appointed as non-executive director of Hin Sang Group Holding Co. Limited (stock code: 6893) a Hong Kong main board listed company. Ms. Wong was appointed as an independent non-executive Director in 2008.

Mr. Wu Wei, aged 42, holds the bachelor of arts from Columbia University, majoring in economy and industrial engineering. He is now the director of CITIC Securities International Company Limited and responsible for private equity fund business. He has over 15-year's experience in enterprise investment and investment bank, and worked in Deutsche Bank Asia, Henderson Global Investors Asian Fund and Lehman Brothers Asia Limited. He was appointed as an independent non-executive Director in 2009.

Mr. Wei Wei, aged 50, holds a master degree in business administration from Tsinghua University and a doctorate degree in management science and engineering from Huazhong University of Science & Technology. He is also an associate professor and assistant dean in Peking University HSBC Business School. Mr. Wei is currently an independent non-executive director of four listed companies, including Skyworth Digital Holdings Limited (stock code: 0751, the shares of which are listed on the main board of the Stock Exchange), ZTE Corporation (stock code: 000063 and 0763, the shares of which are listed on the Shenzhen Stock Exchange and the Stock Exchange), Telling Telecommunication Holding Co., Ltd. (stock code: 000829) and Zhangzidao Group Co., Ltd. (stock code: 002069), both shares of which are listed on the Shenzhen Stock Exchange. Mr. Wei was also an independent non-executive director of Changyuan Group Ltd. which is listed on the Shanghai Stock Exchange (stock code: 600525). Pursuant to the relevant regulations and guidelines that a person shall not be an independent non-executive director for more than six years, Mr. Wei resigned as an independent non-executive director of Changyuan Group Ltd. on 14 March 2014. He was also the associate professor of the Department of Management Engineering in Xinjiang Institute of Technology, deputy dean of the Institute of Economics and Administration in Xinjiang University and post-doctorate in China Centre for Economics Research, Peking University. Mr. Wei was appointed as an independent non-executive Director in 2014.

SUPERVISORS

Mr. Cao Jiang, aged 58, graduated from Zhengzhou Institute of Aeronautical Industry Management. Mr. Cao is currently the vice president of AVIC International. He had worked as the general manager and the chairman of the board of directors of China Aviation Supply and Marketing Corporation (中國航空工業供銷有限公司). He was appointed as a supervisor of the Company in 2014.

Mr. Deng Bo Song, aged 57, senior economist, graduated from Jiangxi University of Finance and Economics and is now the party secretary and deputy general manager of Tianma. He was the deputy general manager of Shenzhen Kaishi Industry Co., Ltd.. Since May 2003, he has successively held the positions of deputy party secretary, deputy general manager, general manager, supervisor of audit and inspection department of Tianma. He was appointed as a supervisor of the Company in 2009.

Ms. Wang Xin, aged 63, holds a master's degree and is now the senior partner of Beijing Horizon Law Firm, Shenzhen Office and the arbitrator of Shenzhen Arbitration Committee. She had acted as the senior judge in Changsha Intermediate People's Court and Economic Tribunal of Shenzhen Intermediate People's Court. Ms. Wang has accumulated rich experience in economic and civil judgment. Some difficult economic and civil cases handled by Ms. Wang have been taken as the judicial guidance in Shenzhen. She was appointed as a supervisor of the Company in 2009.

COMPANY SECRETARY

Mr. Huang Yong Feng, aged 41, is a senior engineer, a graduate of a master degree from Beijing University of Aeronautics and Astronautics (北京航空航天大學) and a graduate of the executive master degree of business administration from China Europe International Business School (中歐國際工商學院). He is currently the director of Fiyta, director of AVIC Real Estate, director of Tianma, director of Rainbow Department Store, director of AVIC Maritime, a company listed on the Singapore Exchange Securities Trading Limited (the "SGX-ST"), chairman of Castic-SMP Machinery Corporation Limited (深圳中施機械設備有限公司) ("Castic-SMP"). He successively held the positions of manager of corporate strategy and management department, assistant to general manager of AVIC Shenzhen, managing director of Castic-SMP. He once acted as the joint secretary of the third and fourth session of the Board of the Company. He was appointed as the company secretary of the Company in 2012 for the second time.

Corporate Governance Report

1. CORPORATE GOVERNANCE PRACTICES

Throughout the financial year ended 31 December 2014, the Company has complied with Company Law and the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), faithfully performed the obligations required by the applicable Corporate Governance Code set out in Appendix 14 of the Listing Rules (the “Code”). The Company has also directed its daily activities in strict compliance with various established corporate governance systems and reviewed from time to time its operations and management conducts, adhered to good principles of corporate governance, improved the transparency and independence of company operation, enhanced its corporate governance standards on an on-going basis, ensured a stable development of the Company and strived for maximization of shareholders’ value. The Company, by complying with the principles and requirements set out in the Code, has formulated relevant system, regulations, procedures and plans to maintain good communication between shareholders and the Board, encouraged shareholders to attend annual general meeting and other general meetings and enabled shareholders to understand the application of relevant principles.

Except for code provision A.2.1, during the period from 1 January 2014 to 31 December 2014, the Company has adopted and complied with all the code provisions.

Details of the deviation from the above code provision A.2.1 is set out in the following section headed “4. Chairman and Chief Executive”.

2. SECURITIES TRANSACTIONS BY DIRECTORS AND SUPERVISORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules as its own code of conduct in respect of securities transactions.

The Company, having made specific enquiries with all directors of the Company (the “Directors”) and supervisors of the Company (the “Supervisors”), confirmed that, during the year ended 31 December 2014, all Directors and Supervisors had complied with the required standards of dealing in securities specified in the Model Code and relevant conduct code of its own in respect of any securities transactions by the Directors.

3. BOARD

The composition of the Board

In the 2011 annual general meeting of the Company held on 19 June 2012, the sixth session of the Board was formed through end-of-term election in accordance with articles of association of the Company. The term of the Directors (including independent non-executive Directors) is 3 years and will end at the 2014 annual general meeting of the Company to be held in 2015. In the 2013 annual general meeting of the Company held on 6 June 2014, the Company approved the appointment of Mr. Lai Wei Xuan as an executive director, with a term commencing on 6 June 2014 and ending at the 2014 annual general meeting of the Company to be held in 2015.

On 30 December 2014, the Company held an extraordinary general meeting to approve the appointment of Mr. Wei Wei as an independent non-executive director, with a term commencing on 30 December 2014 and ending at the 2014 annual general meeting of the Company to be held in 2015.

On 30 December 2014, the Company held an extraordinary general meeting to approve the appointment of Mr. Cao Jiang as the chairman and a member of the Supervisory Committee, with a term commencing on 30 December 2014 and ending at the 2014 annual general meeting of the Company to be held in 2015. The Board comprises a total of 9 Directors, including 6 executive Directors, namely, Mr. Wu Guang Quan (Chairman), Mr. Lai Wei Xuan, Mr. You Lei (Vice Chairman), Mr. Pan Lin Wu, Mr. Chen Hong Liang and Mr. Liu Jun; and 3 independent non-executive Directors, namely, Ms. Wong Wai Ling, Mr. Wu Wei and Mr. Wei Wei.

Details of meetings and attendance

The numbers and attendance of general meetings, Board meetings and meetings of other committees held throughout the financial year ended 31 December 2014 are as follows, in which each Director attended all meetings in person with no alternate director being appointed:

Board	General Meeting (including annual general meeting and extraordinary general meeting) Attendance/ number of meetings*	Board Attendance/ number of meetings*	Attendance Rate	Audit Committee Attendance/ number of meetings*	Remuneration Committee Attendance/ number of meetings*	Nomination Committees Attendance/ number of meetings*
Executive Directors						
Wu Guang Quan (Chairman)	1/6	13/17	76.47%		1/1	2/2
Lai Wei Xuan (appointed on 6 June 2014)	1/6	7/8	87.50%			
You Lei (Vice Chairman)	2/6	13/17	76.47%			
Pan Lin Wu	1/6	17/17	100.00%			
Chen Hong Liang	5/6	17/17	100.00%		1/1	2/2
Liu Jun	1/6	17/17	100.00%			
Independent non-executive Directors						
Wong Wai Ling	1/6	17/17	100.00%	2/2	1/1	2/2
Wu Wei	1/6	17/17	100.00%	2/2	1/1	2/2
Zhang Ping (resigned on 30 December 2014)	1/6	17/17	100.00%	2/2	1/1	2/2
Wei Wei (appointed on 30 December 2014)	-	-	-	-	-	-

* refer to the number of meetings convened at the period of each director/member appointed during the financial year ended 31 December 2014.

Note: Mr. Wu Guang Quan, Mr. You Lei and Mr. Lai Wei Xuan were required to abstain from voting on the respective four Board meetings, one Board meeting and four Board meetings during the financial year ended 31 December 2014.

Responsibility of the Board and the management

The Board is responsible for instituting the overall target, policies, internal control and risk management system of the Group. In addition, the Board also supervises the detailed matters which may affect the equities of all shareholders, such as financial status, human resources, investment and financing, the transaction activities which are notifiable as defined in the Listing Rules, and exercises its management and decision-making powers authorised under the articles of association or in general meetings in terms of capital reconstructing. Details of the responsibilities and powers of the Board in terms of the Company's development strategies and management as well as its responsibilities and powers to supervise and monitor the Company's development and operation are set out in the articles of association of the Company.

The directors shall be elected at the shareholders' general meeting and serve for a term of 3 years. A director may serve consecutive terms if be re-elected upon the expiration of his term. Except the retired directors and the candidate recommended by the board of directors, commencing on the second date after the dispatch of the notice of the meeting appointed for election of director(s) by the Company, a shareholder is entitled to lodge a notice in writing to the Company to nominate directors, the period for lodgment of such notice shall be 7 days. Subject to the relevant laws and administrative regulations, any director (including directors acting as the manager or other senior management officers) with an unexpired term of office may be removed by an ordinary resolution of a shareholders' general meeting (but without prejudice to any claim for compensation pursuant to any contract). The board of directors shall be accountable to the shareholders' general meeting and shall have the following duties and powers:

- (1) to be responsible for convening shareholders' general meeting and to report its work at the shareholders' general meeting;
- (2) to execute the resolutions passed at the shareholders' general meeting;
- (3) to determine the business plans and investment proposals of the Company;
- (4) to prepare the annual financial budget and final accounts of the Company;
- (5) to prepare the plans for profit distribution and loss recovery for the Company;
- (6) to prepare proposals for increasing or reducing the registered capital of the Company, and proposals for the issue of debenture;
- (7) to draw up proposal for merger, separation or dissolution of the Company;
- (8) to decide on the set-up of the internal management structure of the Company;
- (9) to appoint or dismiss the manager and to appoint or dismiss vice-manager, the chief financial officer in accordance with the recommendations of the manager and to determine their remuneration packages;

Responsibility of the Board and the management *(continued)*

- (10) to set up the basic management system of the Company;
- (11) to draw up proposal for amending the articles of association of the Company;
- (12) to draw up proposal for material acquisition and disposal;
- (13) subject to the requirements of relevant laws, regulations, rules and the articles of association of the Company, exercise the Company's powers of fund-raising and borrowing, and determine pledge, leasing, subcontract or transfer of assets of the Company, and to authorise a manager to exercise powers within the scope hereof; and
- (14) subject to the requirements of relevant laws, regulations, and within the scope of authority delegated by shareholders in general meeting, to perform other functions.

Except for the matters provided for in paragraphs (6), (7), (11) and (12) which require approval of more than two-thirds of the directors, the remaining matters as contained in the preceding paragraphs shall be approved by a simple majority of the directors.

As the Company is an investment holding company, the executive Directors exercise the function of the management of the Company and all projects of the Company will be reviewed and approved by the Board. The responsibilities of each executive Directors are as follow:

Mr. Wu Guang Quan: responsible for overall operation of the Company;

Mr. Lai Wei Xuan: assisting the chairman for daily operation; responsible for operation management, review of strategic investment;

Mr. You Lei: responsible for high-tech electronic products segment and assisting in strategic planning;

Mr. Pan Lin Wu: responsible for financial management, finance and strategic investment and capital operation;

Mr. Chen Hong Liang: responsible for human resources, legal issues, audit, inspection and supervision;

Mr. Liu Jun: responsible for international expansion, foreign issues, overseas institution management and responsible for trading and logistics segment.

Compliance of the Directors

There is no non-compliance with Rule 3.10(1) and (2) and Rule 3.10A of the Listing Rules by the Directors during the year ended 31 December 2014. None of the independent non-executive Directors did not comply with one or more independence assessment guidelines set out in Rule 3.13 of the Listing Rules during the year ended 31 December 2014. None of the members of the Board had any financial, business, family or other material/related relationship with each other during the year ended 31 December 2014.

Directors' training

Each newly appointed Director is provided with necessary introduction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under relevant statutes, laws, rules and regulations. The company secretary of the Company also provides Directors with updates on the latest development of and amendments to the Listing Rules and other relevant legal and regulatory requirements from time to time.

In addition, all Directors are encouraged to participate in continuous professional development so as to develop and refresh their knowledge and skills. A summary of training received by the Directors for the year ended 31 December 2014 according to the records provided by the Directors to the Company is as follows:

	Listing Rules Compliance Training (2014.8.27)
Executive Directors	
Wu Guang Quan (Chairman)	✓
Lai Wei Xuan (appointed on 6 June 2014)	✓
You Lei (Vice Chairman)	✓
Pan Lin Wu	✓
Chen Hong Liang	✓
Liu Jun	✓
Independent non-executive Directors	
Wong Wai Ling	✓
Wu Wei	✓
Zhang Ping (resigned on 30 December 2014)	✓
Wei Wei (appointed on 30 December 2014)	–

4. CHAIRMAN AND CHIEF EXECUTIVE

In the 2011 annual general meeting of the Company held on 19 June 2012, the sixth session of the Board was formed through end-of-term election in accordance with the articles of association of the Company. Mr. Wu Guang Quan was re-elected as chairman of the Board (Chairman), with a term of 3 years which will end at the date of 2014 annual general meeting of the Company to be held in 2015.

In accordance with code provision A.2.1 of the Code, roles of the chairman and the chief executive should be separate and should not be performed by the same individual. The responsibility of the chairman and the chief executive should be clearly established and set out in writing. During the year ended 31 December 2014, the executive Directors exercise the function of the management of the Company and it did not appoint any chief executive. The executive Director and Chairman of the Company, Mr. Wu Guang Quan and the Board hold meeting regularly to consider major matters that influence the operation of the Group. The Board considers that the structure will not impair the balance of authority and rights between the Board and the management of the Company. Each executive Director being assigned with different functions will complement the role of the Chairman. The Board believes that this structure is beneficial to establishing a stable and consistent leadership, which will enable effective operation of the Group.

5. NON-EXECUTIVE DIRECTORS

The independent non-executive Directors of the Company are Ms. Wong Wai Ling, Mr. Wu Wei and Mr. Wei Wei. The number of independent non-executive Directors is in compliance with the provision of the Listing Rules. Among which, Ms. Wong Wai Ling is a qualified accountant with extensive experience in accounting and finance. The Company has received the confirmation letters in respect of their independence from each of the independent non-executive Directors during the year ended 31 December 2014 pursuant to Rule 3.13 of the Listing Rules, and considers that all the independent non-executive Directors comply with the requirements of independence according to Rule 3.13 of the Listing Rules.

6. SUBCOMMITTEES OF THE BOARD

The Board established three committees, namely audit committee, remuneration committee and nomination committee. The role and responsibility of each committee are as follow:

(1) Audit committee

The Board has established the audit committee to fulfill the functions of reviewing the financial reporting and monitoring the effectiveness and objectiveness of the internal control system, risk management and auditing procedure of the Company. The details of the terms of reference were published on the websites of the Stock Exchange and the Company on 28 March 2012.

Elected by the Company's 2011 annual general meeting held on 19 June 2012 and the extraordinary general meeting of the Company on 30 December 2014, the audit committee comprises all independent non-executive Directors, namely Ms. Wong Wai Ling, Mr. Wu Wei, Mr. Zhang Ping (resigned on 30 December 2014) and Mr. Wei Wei (appointed on 30 December 2014), of which Ms. Wong Wai Ling acts as the chairman of the audit committee. She is a qualified accountant with extensive experience in accounting and finance.

The audit committee met twice on 21 March 2014 and 21 August 2014 respectively, to discuss (1) the resolution related to the auditor's report, results announcement and report of the directors of the Company for the year of 2013; (2) the resolution related to the compliance of the connected transactions of the Company; (3) the resolution related to the enhancement of corporate governance and internal control of the Company; (4) the resolution related to the interim financial report and interim report on consolidated results of the Company for the six months ended 30 June 2014; (5) the resolution related to the corporate governance and the internal control of the Company for the six months ended 30 June 2014. The audit committee provided recommendation to the Board regarding the above matters for its approval. Please refer to the table of attendance records in the paragraph headed "3. Board – Details of meetings and attendance" in this Corporate Governance Report for the attendance of the meetings held by the audit committee.

(2) Remuneration committee

The Board has established the remuneration committee to fulfill the functions of providing recommendations to the Board in the aspects of the performance, engagement, remuneration and award of each executive Director, and drawing up the overall remuneration policy. The details of the terms of reference of remuneration committee were published on the websites of the Stock Exchange and the Company on 28 March 2012.

6. SUBCOMMITTEES OF THE BOARD *(continued)*

(2) Remuneration committee *(continued)*

Elected by the 2011 annual general meeting held on 19 June 2012 and the extraordinary general meeting of the Company on 30 December 2014, the remuneration committee comprises two executive Directors, namely Mr. Wu Guang Quan and Mr. Chen Hong Liang, and three independent non-executive Directors, namely Ms. Wong Wai Ling, Mr. Wu Wei and Mr. Wei Wei (appointed on 30 December 2014), of which independent non-executive Director Mr. Wei Wei (appointed on 30 December 2014) acts as the chairman.

The remuneration committee of the Company met on 21 March 2014 to review (1) the resolution related to the remuneration policy for Directors and senior management of the Company for the year of 2013; (2) the resolution related to the procedure of formulating the remuneration policy of the Company. The chairman reported that, the remuneration of the executive directors should be assessed and determined according to the operation results of the Company during the year and the accomplishment of the targets. The fixed remuneration policy is adopted for the independent directors of the Company. The remuneration committee adopted the model stated in paragraph B.1.2(c)(ii) of the Code as its terms of reference where the remuneration committee shall make recommendations to the Board on the remuneration packages of individual executive directors and senior management. The remuneration committee provided recommendation to the Board regarding the above matters for its approval. Please refer to the table of attendance records in the paragraph headed “3. Board – Details of meetings and attendance” in this Corporate Governance Report for the attendance of the meetings held by the remuneration committee.

(3) Nomination Committee

The Board has set up the nomination committee (the “Nomination Committee”) which is responsible for reviewing the structure, size and composition of the Board and providing recommendations as to the proposed changes in the Board according to the corporate strategy of the Company. The Nomination Committee will determine suitable candidates for directorship by taking into consideration their qualifications, experience, integrity and potential contribution to the Company, as well as assess the independence of the independent non-executive Directors pursuant to the requirements stipulated in Rules 3.13 of the Listing Rules.

Elected by the 2011 annual general meeting held on 19 June 2012 and the extraordinary general meeting of the Company on 30 December 2014, the Nomination Committee comprises two executive Directors, namely Mr. Wu Guang Quan and Mr. Chen Hong Liang and three independent non-executive Directors, namely Ms. Wong Wai Ling, Mr. Wu Wei and Mr. Wei Wei (appointed on 30 December 2014), of which independent non-executive Director Mr. Wu Wei acts as the chairman.

The Nomination Committee held two meetings on 21 March 2014 and 21 August 2014, respectively, to review (1) the structure, size and composition of the Board (including their skills, knowledge and experience); (2) the appointment or re-appointment or succession of Directors; (3) the independence of the independent non-executive Directors; and (4) the Board’s diversity policy. Please refer to the table of attendance records in the paragraph headed “3. Board – Details of meetings and attendance” in this Corporate Governance Report for the details of meetings and attendance of the meetings held by the Nomination Committee for the year ended 31 December 2014.

6. SUBCOMMITTEES OF THE BOARD *(continued)*

(3) **Nomination Committee** *(continued)*

Diversity of the Board

The Stock Exchange issued certain amendments to the Code contained in Appendix 14 to the Listing Rules in relation to the diversity of the members of the Board, effective on 1 September 2013. The amended Code provides that the Nomination Committee shall fully take into account the formation of the Board and relevant principles regarding appointment, reelection and dismissal set out in the Code when performing their duties.

In achieving the diversity of the members of the Board, the Board may consider various factors such as gender, age, cultural and educational background or professional experience. The terms of reference of the Nomination Committee had been amended to take into account its responsibilities to monitor the implementation of policy in relation to the diversity of the members of the Board.

The Group has adopted policies in relation to the diversity of the members of the Board and the summary of those policies is as follows:

- (1) selection of Board members will be based on a range of diversity perspectives, which would include but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service; and
- (2) the Nomination Committee will monitor the implementation of the diversity policy from time to time to ensure the effectiveness of the diversity policy.

(4) **Corporate Governance**

The corporate governance functions performed by the Board include the following:

- (a) formulate and review the corporate governance policy and practice of the Company;
- (b) review and monitor the training and continuous professional development of the Directors and the senior management;
- (c) review and monitor the policy and practice of the Company regarding its compliance with laws and regulatory requirements;
- (d) formulate, review and monitor the code of conduct and compliance handbook (if any) applicable to the employees and the Directors; and
- (e) review whether the Company has complied with Appendix 14 of the Listing Rules (Corporate Governance Code and Corporate Governance Report).

During the year ended 31 December 2014, the Board has reviewed and discussed the corporate governance policy of the Group and was satisfied with the effectiveness of the corporate governance policy of the Group.

7. AUDITORS' REMUNERATION

The aggregate remuneration paid/payable to the external auditors in relation to their audit and non-audit services provided to the Group for the year ended 31 December 2014 is set out as follow:

Type of services	Amount of remuneration (RMB: 0'000)
Audit services	760
Non-audit services	
Work on the continuing connected transactions	60
Work on the annual results announcement	40
Total	860

The expense shown in this table is based on the year of contract instead of year of cash payment.

8. DIRECTORS' AND AUDITOR'S RESPONSIBILITIES IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

All of the Directors acknowledged their responsibility for preparing the accounts and the consolidated financial statements of the Company for the year ended 31 December 2014. The auditors acknowledged their reporting responsibilities in the independent auditors' report on the consolidated financial statements for the year ended 31 December 2014. The Directors was responsible for preparing the financial statements of the Company and the Group with assistance of the financial and accounting departments. The Directors prepared the financial statements in accordance with International Financial Reporting Standards. Appropriate accounting policies have also been used and applied consistently. The Board has regularly reviewed and monitored the financial reporting procedures, risk management, internal control system and recommendation of external auditors and its appointment, retirement and removal (if any) and reviewed the effectiveness of the internal control system of the Group for the year ended 31 December 2014. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the issuer's ability to operate as a going concern, therefore the Directors continue to adopt the going concern approach in preparing the consolidated financial statements. The audit committee of the Company is of the view that the selection and appointment of external auditors met the actual requirement of the Company and its audit and non-audit services can truly reflect the financial condition of the Company.

9. COMPANY SECRETARY

The company secretary of the Company Mr. Huang Yong Feng is a full time employee of the Company and is familiar with the Company's day-to-day affairs. The company secretary of the Company reports to the chairman and is responsible for providing recommendation of governance matters to the Board. The company secretary of the Company confirmed that he has obtained no less than 15 hours of professional training for the year ended 31 December 2014.

10. RIGHTS OF SHAREHOLDERS

Two or more shareholders who collectively hold 10% or more of the voting shares at the proposed meeting may make a proposal to the Board on holding an extraordinary general meeting or class meeting by signing one or several written requests with same content in same format and define the meeting agenda. The Board shall convene such meeting as soon as possible upon receipt of the aforesaid written request. The aforesaid number of shares held shall be calculated as of the date when the written request was put forward by the shareholders.

In case the Board fails to give a notice of convening such meeting within thirty days after receipt of the aforesaid written request, the shareholders who put forward the request may convene such a meeting within four months after receipt of the request by the Board, and the procedures shall be the same as those for convening a general meeting by the Board where possible.

Inquiry to the Board

For any inquiry to the Board, please contact the Company directly at 25/F, Hangdu Building, Catic Zone, Shennan Road Central, Futian Dist., Shenzhen, Guangdong Province, China, telephone: 86-755-83793891; fax: 0755-83790228.

Proposals at General Meeting

When the Company convenes an annual general meeting, shareholder(s) who hold five percent or more of the Company's total shares carrying voting rights shall be entitled to make new proposals to the Company in writing. Where such proposals contain matters within purview of the general meeting, the Company shall include such matters in the agenda of the general meeting. However, the proposal should be delivered to the Company within thirty days from the dispatch date of the notice of such meeting. The contact information of the Company is the same as above.

Communication with Shareholders

The annual general meeting is the primary channel to communicate with shareholders of the Company. The chairman of the general meeting proposes separate resolutions for each issue to be considered. During the year of 2014, the chairmen of the Board, audit committee members, remuneration committee members, nomination committee members and external auditors have attended the annual general meeting to answer shareholders' questions.

According to the articles of association of the Company, the notice of the annual general meeting shall be given to shareholders at least forty-five days before the meeting. The chairman of the annual general meeting exercises his power under the Company's articles of association to put each proposed resolution to the vote by way of conducting a poll. The rules and procedures of the vote will be clearly explained before it commences at the meeting, and the results of which will be announced on both the websites of the Stock Exchange and the Company in accordance with the requirements of the Listing Rules.

11. CHANGE IN CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2014, the Company has not made amendments to the articles of associations.

12. INVESTOR RELATIONS MANAGEMENT

- Goals

Investor relations management is a kind of active behavior of the listed company for purpose of seeking maximized value. The management of the Company always pays attention to active investment relations. The Company has formulated corresponding internal working system, specifying the methods, contents, scope and working procedure of implementing the investor relations management.

The Company's work of investor relations management aims at helping the investors to have acquaintance with the basic information of the Company and understand the Company's operating strategies in order to make their own rational investment decisions by comprehensively reporting the Company's operating results to the investors. Meanwhile, the Company also identifies its own deficiencies with the help of the recommendations and comments from investors and analysts in order to improve the operation of the Company.

- Communication channels

During the year ended 31 December 2014, the Company strictly and fully disclosed relevant information to investors in accordance with relevant regulations, and timely disclosed important information and relevant progress which may influence the interests of the investors through regular or temporary bulletin, striving to improve the quality of information disclosure. The website of the Company will regularly publicize information in which investors are interested, such as business status and other information, so that the investors can timely and clearly know the latest development of the Company, and the transparency of the Company is enhanced.

The core of the investor relations management is effective communication. A win-win situation is achieved through the interactive communication between the Company and investors. During this year, the Company kept close relationship with media and investors both in China and other countries through diversified means, such as accepting the visits of investors and analyzers, and telephone conference. In addition, investor can obtain latest information about the Company by visiting its website, where the Company discloses its interim and annual reports, announcements, circulars and updated development status.

- Prospect

Through active activities related to investor relations, the Company aims at improving transparency, strengthening communication, making investors better understand the business of the Company and feel confident toward its future development, having the Company recognized and supported by the market, so that the development potential and actual value of the Company can be fully reflected in the market.

Report of the Directors

The board (the “Board”) of directors (the “Directors”) of the Company presents their report together with the audited financial statements of the Company and its subsidiaries (together the “Group”) for the year ended 31 December 2014.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the current principal activities of its subsidiaries are set out in Note 14 to the financial statements.

The Group is an investment holding company with diversified strategies and is principally engaged in high-tech electronic products, retails and high-end consumer products, real estate and hotel, trading and logistics, resources investment and development business in China.

Details of the contribution from each of the businesses to the profit attributable to shareholders of the Company for the year ended 31 December 2014 are set out in the paragraph “Business Review” under the section “Management Discussion and Analysis” of this annual report.

SUBSIDIARIES

Information on the principal subsidiaries, associates and joint ventures of the Company is set out in Note 14, Note 16 and Note 17 to the financial statements respectively.

GEOGRAPHICAL LOCATION OF MARKETS

Information on major markets of the Group is set out in Note 6 to the financial statements.

RESULTS

Details of the Group’s results for the year ended 31 December 2014 are set out in the consolidated income statement of the financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2014, the distributable reserves of the Group were approximately RMB3,592,876,000 as reported in the statutory accounts prepared in accordance with generally accepted accounting principles in the PRC.

ALLOCATION OF PROFITS

According to the Company Law of the PRC and the articles of association of the Company, when distributing net profit each year, the Company shall set aside 10% of its net profit as reported in the PRC statutory accounts for the statutory general reserve fund (except where the fund has reached 50% of the Company's registered share capital). This reserve cannot be used for purposes other than those for which they are created and are not distributable as cash dividends. For the year ended 31 December 2014, the statutory general reserve fund of the Company is as follows:

	2014		2013	
	%	RMB'000	%	RMB'000
Statutory general reserve fund	13.17%	146,296	8.47%	94,084

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in the statements of changes in equity and Note 31 to the financial statements.

DIVIDENDS

The Board recommended the payment of a final dividend of RMB0.1 per share for the year ended 31 December 2014.

FIVE YEARS FINANCIAL SUMMARY

A summary of the Group's operating results, assets and liabilities for the past five years ended 31 December 2014 is set out in the Financial Highlights in this annual report.

MANAGEMENT CONTRACTS

As at 31 December 2014, the Company has not entered into or maintained any contracts in respect of the management or administration of its overall business or any major business.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2014, the Group's total purchases from the five largest suppliers were RMB10,908,021,000, accounting for 36.43% of the Group's total purchases for the year ended 31 December 2014. The largest supplier accounted for approximately 13.40% of the Group's total purchase.

For the year ended 31 December 2014, the Group's sales to the five largest customers accounted for approximately 14.33% (2013: approximately 18.17%) of the Group's turnover for the year. The largest customer accounted for approximately 6.14% (2013: approximately 5.23%) of the Group's turnover.

As at 31 December 2014, none of the Directors, their associates, or any shareholder (which to the knowledge of the Directors own more than 5% of the Company's share capital) are interested in the five largest suppliers or five largest customers of the Group.

INVESTMENT PROPERTIES

Details of major properties held for investment of the Group are set out in Note 12 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in fixed assets of the Group during the year ended 31 December 2014 are set out in Note 11 to the financial statements.

PLEDGED ASSETS

As at 31 December 2014, the pledged assets of the Group amounted to approximately RMB3,312,965,000, the details of which are set forth below:

	<i>RMB'000</i>
Pledged bank deposits	23,000
Pledged notes receivable	72,735
Land use rights	645,641
Buildings	1,213,671
Investment properties	889,850
Properties under development	108,948
Exploration and extraction rights	64,477
Machinery and equipment	294,643
	3,312,965

BANK LOANS

Information on the bank loans of the Group for the year ended 31 December 2014 is set out in Note 33 to the financial statements.

ENTRUSTED DEPOSITS AND OVERDUE TERM DEPOSIT

During the year ended 31 December 2014, the Company did not have any entrusted deposit and overdue term deposit in any form.

TAXATION

Details of the Group's taxation for the year ended 31 December 2014 are set out in Note 45 to the financial statements.

TAXATION POLICY

Pursuant to the relevant income tax laws of the PRC, the subsidiaries of the Group are subject to income tax at the applicable rate of 25% unless preferential tax rate were applicable.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2014, to the best knowledge of the Directors or the chief executive of the Company, the following parties (other than the Directors, supervisors or chief executive of the Company) had interests, or short positions in the shares of the Company (the “Shares”) and underlying shares of the Company which would fall to be disclosed to the Company or otherwise notified to the Company under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”):

Long positions in the Shares:

Name of shareholder	Capacity	Number and class of securities	Approximate percentage of the same class of securities	Approximate percentage of total registered share capital
Aviation Industry Corporation of China (“Aviation Industry”)	Interest of controlled corporation	1,634,608,792 domestic shares (Note 1)	196.24%	147.18%
AVIC International Holding Corporation (“AVIC International”)	Interest of controlled corporation	1,329,499,564 domestic shares (Note 1)	159.61%	119.71%
AVIC International Shenzhen Company Limited (“AVIC Shenzhen”)	Beneficial owner	429,774,574 domestic shares (Note 1)	51.60%	38.70%
Beijing Raise Technology Company Limited (“Beijing Raise”)	Beneficial owner	305,109,228 domestic shares (Note 1)	36.62%	27.47%
Other shareholders				
Li Ka-Shing	Interest of controlled corporation and founder of discretionary trusts	29,644,000 H shares (Note 2)	10.67%	2.67%
Cheung Kong (Holdings) Limited	Interest of controlled corporation	29,644,000 H shares (Note 2)	10.67%	2.67%
Li Ka-Shing Unity Trustee Corporation Limited	Trustee and beneficiary of a trust	29,644,000 H shares (Note 2)	10.67%	2.67%
Li Ka-Shing Unity Trustcorp Limited	Trustee and beneficiary of a trust	29,644,000 H shares (Note 2)	10.67%	2.67%
Li Ka-Shing Unity Trustee Company Limited	Trustee	29,644,000 H shares (Note 2)	10.67%	2.67%
Cheung Kong Investment Company Limited	Interest of controlled corporation	14,823,000 H shares (Note 2)	5.34%	1.33%
Empire Grand Limited	Beneficial owner	14,823,000 H shares (Note 2)	5.34%	1.33%
Hutchison International Limited	Beneficial owner	14,821,000 H shares (Note 2)	5.33%	1.33%
Hutchison Whampoa Limited	Interest of controlled corporation	14,821,000 H shares (Note 2)	5.33%	1.33%
Jiang Jian Jun	Interest of controlled corporation	18,396,000 H shares (Note 3)	6.63%	1.64%
Huayin Group Investment Development Co., Ltd.	Beneficial owner	18,222,000 H shares (Note 3)	6.56%	1.64%

SUBSTANTIAL SHAREHOLDERS *(continued)*

Long positions in the Shares: *(continued)*

Notes:

1. Aviation Industry owns 62.52% of the equity interest in AVIC International which in turn owns 100% equity interest in AVIC Shenzhen. Hence, Aviation Industry is deemed, or taken to be, interested in all the Shares in which AVIC International and AVIC Shenzhen are interested in, respectively.

Aviation Industry owns 60% of the equity interest in Beijing Raise. Hence, Aviation Industry is deemed, or taken to be, interested in all the Shares in which Beijing Raise is interested in.

AVIC International owns 100% of the equity interest in AVIC Shenzhen. Hence, AVIC International is deemed, or taken to be, interested in all the Shares in which AVIC Shenzhen is interested in.

As at 31 December 2014:

- (1) AVIC International held: (A) 437,264,906 domestic shares, representing approximately 39.37% of the issued share capital of the Company; and (B) perpetual subordinated convertible securities in the outstanding amount of RMB1,604,736,493 which may be converted into 462,460,084 domestic shares at the initial conversion price of RMB3.47 (subject to the adjustment pursuant to the terms of perpetual subordinated convertible securities).
 - (2) AVIC Shenzhen held: (A) 395,709,091 domestic shares, representing approximately 35.63% of the issued share capital of the Company; and (B) perpetual subordinated convertible securities in the outstanding amount of RMB118,207,225 which may be converted into 34,065,483 domestic shares at the initial conversion price of RMB3.47 (subject to the adjustment pursuant to the terms of perpetual subordinated convertible securities).
 - (3) Beijing Raise held perpetual subordinated convertible securities in the amount of RMB1,058,729,021 which may be converted into 305,109,228 domestic shares at the initial conversion price of RMB3.47 (subject to the adjustment pursuant to the terms of perpetual subordinated convertible securities).
2. The same equity interest of the above 29,644,000 H Shares include:
 - (A) Empire Grand Limited ("Empire Grand") holds 14,823,000 H Shares and Empire Grand is a wholly-owned subsidiary of Cheung Kong Investment Company Limited, which in turn is a wholly-owned subsidiary of Cheung Kong (Holdings) Limited ("CKH"); and
 - (B) Hutchison International Limited ("HIL") holds 14,821,000 shares of H Share and HIL is a wholly-owned subsidiary of Hutchison Whampoa Limited ("HWL"). Li Ka-Shing Unity Holdings Limited, of which each of Mr. Li Ka-Shing and Mr. Li Tzar Kuoi, Victor is interested in one-third and two-third respectively of the entire issued share capital, owns the entire issued share capital of Li Ka-Shing Unity Trustee Company Limited ("TUT1"). TUT1 as trustee of The Li Ka-Shing Unity Trust, together with certain companies which TUT1 as trustee of The Li Ka-Shing Unity Trust is entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, hold more than one-third of the issued share capital of CKH. Certain subsidiaries of CKH are entitled to exercise or control the exercise of more than one-third of the voting power at the general meetings of HWL.

In addition, Li Ka-Shing Unity Holdings Limited also owns the entire issued share capital of Li Ka-Shing Unity Trustee Corporation Limited ("TDT1") (as trustee of The Li Ka-Shing Unity Discretionary Trust ("DT1")) and Li Ka-Shing Unity Trustcorp Limited ("TDT2") (as trustee of another discretionary trust ("DT2")). Each of TDT1 and TDT2 holds units in The Li Ka-Shing Unity Trust.

By virtue of the SFO, each of Mr. Li Ka-shing, being the settlor and regarded as the founder of each of DT1 and DT2 for the purpose of the SFO, TUT1, TDT1, TDT2 and CKH is deemed to be interested in the aggregate 29,644,000 H shares held by Empire Grand and HIL.
 3. Jiang Jian Jun owned the interests by virtue of his 100% beneficial interest in Huayin Group Investment Development Co., Ltd.

SHARE CAPITAL

Details of the share capital of the Company are set out in Note 30 to the financial statements.

ISSUE, PURCHASE, SALE OR REDEMPTION OF SHARES

For the year ended 31 December 2014, neither the Company nor any of its subsidiaries had issued, purchased, sold or redeemed any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association and the laws of the PRC, which require the Company to firstly offer new shares to the existing shareholders to purchase according to their respective proportions of shareholding.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The Directors during the year ended 31 December 2014 and up to the date of this report are:

Executive Directors

Mr. Wu Guang Quan (chairman)
Mr. Lai Wei Xuan (appointed on 6 June 2014)
Mr. You Lei (vice chairman)
Mr. Pan Lin Wu
Mr. Chen Hong Liang
Mr. Liu Jun

Independent non-executive Directors

Ms. Wong Wai Ling
Mr. Wu Wei
Mr. Wei Wei (appointed on 30 December 2014)

Each of the service agreements of Mr. Wu Guang Quan, Mr. You Lei, Mr. Pan Lin Wu, Mr. Chen Hong Liang, Mr. Liu Jun, Ms. Wong Wai Ling and Mr. Wu Wei shall expire after three years commencing from 19 June 2012. The service agreement of Mr. Lai Wei Xuan shall be effective since 6 June 2014, and will expire at the 2014 annual general meeting of the Company to be held in 2015. The service agreement of Mr. Wei Wei shall be effective since 30 December 2014, and will expire at the 2014 annual general meeting of the Company to be held in 2015.

No Director or Supervisor has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

PROFILE OF DIRECTORS

Profiles of the Directors are set out in the section of "Profile of Directors and Supervisors" in this annual report.

DIRECTORS' AND SUPERVISORS' INTERESTS IN SHARES

As at 31 December 2014, to the best knowledge of the Directors of the Company, none of the Directors, supervisors of the Company is interested in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors, supervisors or chief executives were taken or deemed to have under such provisions of the SFO) or which are required to be entered into the register maintained by the Company under section 352 of the SFO or which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules.

DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year ended 31 December 2014 was the Company, its subsidiaries or its holding company a party to any arrangement to enable any Directors, supervisors or management members of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporates.

DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS

As at 31 December 2014, none of the Director or Supervisor had any significant interest, either direct or indirect, in any contract or arrangement of significance to the business of the Company.

Save as disclosed in this annual report, no contract of significance has been entered into, or was subsisting between the Company or any of its subsidiaries and the controlling shareholders or any of its subsidiaries during the year ended 31 December 2014.

EMOLUMENTS OF DIRECTORS, SUPERVISORS

Details of the emoluments of the Directors and Supervisors are set out in Note 42 to the financial statements.

CHANGES OF DIRECTORS, SUPERVISORS

At the 2013 annual general meeting of the Company held on 6 June 2014, the appointment of Mr. Lai Wei Xuan as an executive Director was approved. His term commences from 6 June 2014 and ends on the date of 2014 annual general meeting to be convened in 2015.

At the extraordinary general meeting of the Company held on 30 December 2014, the appointment of Mr. Wei Wei as an independent non-executive Director was approved. His term commences from 30 December 2014 and ends on the date of 2014 annual general meeting to be convened in 2015.

At the extraordinary general meeting of the Company held on 30 December 2014, the appointment of Mr. Cao Jiang as the chairman and a member of the supervisory committee of the Company was approved. His term commences from 30 December 2014 and ends on the date of 2014 annual general meeting to be convened in 2015.

In accordance with relevant requirements of state cadre management, Mr. Zhang Ping has resigned as an independent non-executive Director with effect from 30 December 2014. He confirmed that he has no disagreement with the Board, and there is no other matter in relation to his resignation which has to be brought to the attention of the Stock Exchange and the shareholders of the Company.

Mr. Huang Bin has resigned as a member and the chairman of the supervisory committee of the Company as he reached the statutory retirement age as required by the relevant regulation of the PRC, with effect from 30 December 2014. He confirmed that he has no disagreement with the Board, and there is no other matter in relation to his resignation which has to be brought to the attention of the Stock Exchange and the shareholders of the Company.

EMPLOYEES AND REMUNERATION

As at 31 December 2014, the Group had approximately 43,144 employees (2013: 28,338) with employee-related costs of approximately RMB3,834,648,000 (2013: approximately RMB2,880,254,000). The Group formulated its competitive remuneration policy based on market condition and individual employee's performance.

SOCIAL INSURANCE SCHEMES

Details of the retirement fund scheme and health insurance scheme maintained by the Group are set out in Note 44 to the financial statements.

INDEPENDENT NON-EXECUTIVE DIRECTORS' CONFIRMATION ON CONTINUING CONNECTED TRANSACTIONS

Independent non-executive Directors have reviewed the continuing connected transactions of the Group set out below, and confirmed that these transactions have been entered into, in accordance with the relevant agreements, by the Group in the ordinary and usual course of business and on normal commercial terms which are fair and reasonable and in the interest of the shareholders of the Company as a whole.

CONNECTED TRANSACTIONS

1. Continuing Connected Transactions – Framework Agreements in relation to Leasing and Management of Properties

On 13 January 2014, the Company and AVIC International entered into a rental framework agreement (the “Rental Framework Agreement”), pursuant to which the Group agreed to lease to AVIC International and/or its associated companies real estate properties from 13 January 2014 to 31 December 2016.

On 13 January 2014, the Company and Beijing Raise entered into a tenancy framework agreement (the “Beijing Raise Tenancy Framework Agreement”), pursuant to which Beijing Raise and/or its subsidiaries agreed to lease to the Group real estate properties from 13 January 2014 to 31 December 2016.

On 13 January 2014, the Company and AVIC International entered into a tenancy framework agreement (the “AVIC International Tenancy Framework Agreement”, together with the “Beijing Raise Tenancy Framework Agreement”, the “Tenancy Framework Agreements”), pursuant to which AVIC International and/or its associated companies agreed to lease to the Group real estate properties from 13 January 2014 to 31 December 2016.

On 13 January 2014, the Company and Beijing Raise entered into a property management framework agreement (the “Beijing Raise Property Management Framework Agreement”), pursuant to which Beijing Raise and/or its subsidiaries will provide property management services to the Group from 13 January 2014 to 31 December 2016.

On 13 January 2014, the Company and AVIC International entered into a property management framework agreement (the “AVIC International Property Management Framework Agreement”, together with the “Beijing Raise Property Management Framework Agreement”, the “Property Management Framework Agreements”), pursuant to which AVIC International and/or its associated companies will provide property management services to the Group from 13 January 2014 to 31 December 2016.

Pursuant to the Rental Framework Agreement, the annual cap amounts in respect of the leasing of real estate properties by the Group to AVIC International and its associated companies in the years ended 31 December 2014, 2015 and 2016 shall not exceed RMB35,000,000, RMB40,000,000 and RMB45,000,000 respectively.

Pursuant to the Tenancy Framework Agreements, the annual cap amounts in respect of leasing of real estate properties agreed by each of Beijing Raise and its subsidiaries and AVIC International and/or its associated companies to the Group in the years ended 31 December 2014, 2015 and 2016 shall not exceed (i) RMB5,000,000, RMB5,000,000 and RMB5,000,000 respectively; and (ii) RMB75,000,000, RMB80,000,000 and RMB85,000,000 respectively.

CONNECTED TRANSACTIONS *(continued)*

1. Continuing Connected Transactions – Framework Agreements in relation to Leasing and Management of Properties *(continued)*

Pursuant to the Property Management Framework Agreements, the annual cap amounts in respect of the provision of property management services by each of Beijing Raise and/or its subsidiaries and AVIC International and/or its associated companies to the Group in the years ended 31 December 2014, 2015 and 2016 shall not exceed (i) RMB5,000,000, RMB5,000,000 and RMB5,000,000 respectively; and (ii) RMB60,000,000, RMB60,000,000 and RMB60,000,000 respectively.

As AVIC International (including its associated companies) and Beijing Raise (including its subsidiaries) are connected persons of the Company, each of (i) the Rental Framework Agreement, (ii) the Tenancy Framework Agreements; and (iii) the Property Management Framework Agreements and the transactions contemplated thereunder constitute continuing connected transactions of the Group pursuant to Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”). As the applicable percentage ratios for each of the above transactions exceed 0.1% but are less than 5%, such transactions are subject to the reporting, announcement and annual review requirements, but are exempted from the independent shareholders’ approval requirement under Chapter 14A of the Listing Rules. For details, please refer to the announcement of the Company dated 13 January 2014.

2. Continuing Connected Transaction – Revision of Breakdown of Financial Assistance and Interest/Guarantee Fee

On 27 January 2014, the Company proposed to amend the existing breakdown in relation to financial assistance and interest/guarantee fee under the existing financial cap for the year ending 31 December 2014 in the financial assistance framework agreement between the Company and AVIC International dated 5 September 2012 (the “AVIC International Financial Framework Agreement”). The amount of cap of acceptance of loans/guarantees by the Group in the year ended 31 December 2014 was proposed to be adjusted from RMB28,800,000,000 to RMB23,800,000,000, and the amount of cap of the provision of loans/guarantees by the Group was proposed to be adjusted from RMB200,000,000 to RMB5,200,000,000; the interest/guarantee fee for acceptance of loans/guarantees by the Group was proposed to be adjusted from RMB442,000,000 to RMB341,000,000, and the interest/guarantee fee for provision of loans/guarantees by the Group was proposed to be adjusted from RMB8,000,000 to RMB109,000,000. As the applicable percentage ratios for the AVIC International Financial Framework Agreement exceed 5%, the Company shall comply with the reporting, announcement, independent shareholders’ approval and annual review requirements under Chapter 14A of the Listing Rules. For details, please refer to the announcements of the Company dated 27 January 2014 and 17 March 2014, and the circular of the Company dated 16 May 2014. The above connected transactions were approved by the independent shareholders of the Company at the extraordinary general meeting of the Company held on 15 July 2014. For details, please refer to the poll results announcement of the Company dated 15 July 2014.

CONNECTED TRANSACTIONS *(continued)*

3. Discloseable and Connected Transaction – Capital Increase Agreement

On 16 April 2013, Shanghai Tianma (a non-wholly owned subsidiary of the Company), Shanghai Zhang Jiang (Group) Co., Ltd. (上海張江(集團)有限公司) (“Shanghai Zhangjiang Company”) and Shanghai Industrial Investment (Group) Co., Ltd. (上海工業投資(集團)有限公司) (“Shanghai Industrial Investment”) (the “JV Partners”) entered into a joint venture agreement (the “JV Agreement”), pursuant to which the JV Partners established Shanghai Tian Ma Organic Light-Emitting Technology Company Limited (上海天馬有機發光顯示技術有限公司) (the “JV Company”) with a total registered capital of RMB5 million, the equity interests of which were held as to 40%, 20% and 40% by Shanghai Industrial Investment, Shanghai Zhangjiang Company and Shanghai Tianma, respectively.

On 4 March 2014, Shanghai Tianma entered into a capital increase agreement (the “Capital Increase Agreement”) with Shanghai Zhangjiang Company and Shanghai Industrial Investment, pursuant to which Shanghai Industrial Investment, Shanghai Zhangjiang Company and Shanghai Tianma have conditionally agreed to make a capital contribution of RMB398 million, RMB199 million and RMB398 million to the registered capital of the JV Company, respectively, which are in proportion to their respective holding of equity interests of 40%, 20% and 40% in the JV Company (the “Proposed Capital Increase”). The JV Partners shall make their capital contribution in proportion and simultaneously in two phases. In the first phase, Shanghai Industrial Investment, Shanghai Zhangjiang Company and Shanghai Tianma will contribute RMB120 million, RMB60 million and RMB120 million respectively in cash. In the second phase, Shanghai Industrial Investment and Shanghai Zhangjiang Company will contribute RMB278 million and RMB139 million in cash respectively while Shanghai Tianma will make contribution by way of injection of the construction in progress of factory buildings for the JV Company (the “Injected Construction”) in the amount of RMB278 million. The holding of equity interests in the JV Company by the respective JV Partners shall remain unchanged upon completion of the Proposed Capital Increase. The second capital contribution by Shanghai Tianma under the Capital Increase Agreement shall be made by way of injection of the Injected Construction to an extent of completion for not less than 25%, together with the land use right of an industrial land located at Pudong New District Huiqing Road in Shanghai with an aggregate area of approximately 120,000 m² to be contributed by Shanghai Tianma to the JV Company. Such capital contribution into the JV Company which involves injection of assets other than cash would constitute a disposal of assets by the Company under the Listing Rules.

Each of Shanghai Optical Communications Corporation (wholly-owned by Shanghai Industrial Investment) and Shanghai Zhangjiang Company is a substantial shareholder of Shanghai Tianma. The JV Company is owned as to 40% and 20%, respectively, by Shanghai Industrial Investment and Shanghai Zhangjiang Company. The JV Company is a connected person of the Company pursuant to Chapter 14A of the Listing Rules. Accordingly, the Proposed Capital Increase and the transactions contemplated under the Capital Increase Agreement (including the contribution of the Injected Construction by Shanghai Tianma and the possible loan of a maximum amount of RMB100 million) constitute a connected transaction of the Company under Chapter 14A of the Listing Rules, and the applicable percentage ratios, when aggregate with the establishment of the JV Company pursuant to the JV Agreement are more than 5% but less than 25%, the contribution of the Injected Construction by Shanghai Tianma contemplated under the Capital Increase Agreement is subject to the reporting, announcement and independent shareholders’ approval requirements under Rule 14.06 of the Listing Rules. The Capital Increase Agreement was approved by the independent shareholders of the Company at the extraordinary general meeting of the Company held on 6 June 2014. For details, please refer to the announcement of the Company dated 4 March 2014, the circular, dated 11 April 2014 and the announcement of the Company dated 6 June 2014 for the poll results of the extraordinary general meeting, respectively.

CONNECTED TRANSACTIONS *(continued)*

4. Continuing Connected Transaction – Xiamen Tian Ma Entrusted Management Agreement

On 4 March 2014, Shanghai Tianma (a non-wholly owned subsidiary of the Company) and Xiamen Tian Ma Microelectronics Co., Ltd. (廈門天馬微電子有限公司) (“Xiamen Tianma”) entered into an entrusted management agreement (the “Entrusted Management Agreement”), pursuant to which Shanghai Tianma agreed to provide management services to Xiamen Tianma for a term commencing from 5 March 2014 and ending on 29 February 2016. The caps of the management fees payable by Xiamen Tianma to Shanghai Tianma during the periods of 5 March 2014 to 28 February 2015 and 5 March 2015 to 29 February 2016 would be RMB15 million and RMB15 million respectively.

As at 4 March 2014, Xiamen Tianma was directly owned as to, among others, 15.3% and 14.7% by AVIC Shenzhen and AVIC International respectively. AVIC International and AVIC Shenzhen are controlling shareholders of the Company. Accordingly, Xiamen Tianma was a connected person of the Company and the Entrusted Management Agreement and the transaction contemplated thereunder constituted a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. The Company had complied with, among others, the announcement requirement, and was exempt from the independent shareholders’ approval requirement under Chapter 14A of the Listing Rules. For details, please refer to the announcement of the Company dated 4 March 2014.

5. Major and Connected Transaction – Acquisition of KHD in Germany

On 11 October 2013, AVIC International Engineering Holdings Pte. Ltd. (the “Purchaser”) (an indirect wholly-owned subsidiary of the Company) entered into a total of twelve agreements (the “Agreements”) each with certain independent third parties, pursuant to which the Purchaser conditionally agreed to acquire, in aggregate, approximately 9,456,000 shares (the “Sale Shares”) in the issued share capital of KHD Humboldt Wedag International AG (“KHD”) (the “KHD Shares”) (representing approximately 19.03% of the then share capital of KHD) at an aggregate consideration of approximately EUR60,993,000.

Following the entering into of the Agreements, the Purchaser, together with the Europe Project Management Pte. Ltd., Europe Technology Investment Pte. Ltd. and Europe Engineering Holdings Pte. Ltd. (the “Singapore Companies” (each indirectly wholly-owned by Mr. Yap Lian Seng (“Mr. Yap”))), have launched the offer (the “Offer”) jointly at the offer price of EUR6.45 per share to acquire the KHD Shares (save and except the Sale Shares and the KHD Shares held by Max Glory Industries Limited (“Max Glory”, an indirect wholly-owned subsidiary of the Company)).

On 11 October 2013, Max Glory, the Purchaser and the Singapore Companies (the Purchaser and the Singapore Companies, collectively the “Bidders”) entered into a voting agreement (the “Voting Agreement”), pursuant to which, among other things, the parties agreed that the Bidders would launch the Offer jointly and to coordinate in respect of the Offer.

Golden Prosperity Group Limited (“Golden Prosperity”), an indirect wholly-owned subsidiary of the Company, and Mr. Yap entered into three option agreements (the “Option Agreements”) on the same date. Pursuant to the Option Agreements, Golden Prosperity and Mr. Yap irrevocably granted to each other option to purchase the entire issued share capital of the three BVI companies (the “BVI companies”), each of which directly held each of the Singapore Companies respectively.

CONNECTED TRANSACTIONS *(continued)*

5. Major and Connected Transaction – Acquisition of KHD in Germany *(continued)*

The Offer was completed on 16 January 2014, the date of publication of final results of the Offer, under German law. Pursuant to the Voting Agreement, out of the 24,847,045 KHD Shares tendered for acceptance of the Offer, 1,500,000 KHD Shares (representing approximately 3.0% of the issued share capital of KHD) were taken up by the Purchaser (at the aggregate consideration of EUR9,675,000 (equivalent to approximately HK\$101,100,000)), and the remaining 23,347,045 KHD Shares were taken by the Singapore Companies (at the aggregate consideration of EUR150,588,440.25 (equivalent to approximately HK\$1,573,600,000)).

As Mr. Yap had been a director of the Purchaser for the past 12 months at the relevant time, Mr. Yap, the BVI Companies and the Singapore Companies are connected persons of the Company for the purpose of the Listing Rules, and the transactions under the Agreements, the Offer, the Voting Agreements and the Option Agreements (the “Acquisition”) constitute a connected transaction of the Company subject to, among other things, reporting, announcement and independent shareholders’ approval requirements under the Listing Rules.

As the relevant applicable percentage ratios calculated pursuant to the Listing Rules in respect of the Acquisition is more than 25% but less than 100%, the Acquisition constitutes a major transaction of the Company for the purpose of the Listing Rules and is subject to, among other things, the reporting, announcement and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

A written shareholders’ approval has been obtained from AVIC International and AVIC Shenzhen for the approval of the Acquisition pursuant to Rules 14.44 and 14A.43 of the Listing Rules on 25 November 2013. As at the date of such approval, AVIC International held 437,264,906 shares of the Company (the “Shares”), representing 39.37% of the issued share capital of the Company, and it owned the entire equity interest in AVIC Shenzhen, which in turns held 395,709,091 Shares, representing 35.63% of the issued share capital of the Company. As a result, no general meeting was required to be convened by the Company to approve the Acquisition.

On 30 April 2014, Golden Prosperity exercised all of the options under the Option Agreements against a payment of S\$1,500,000, following which the Company indirectly held 44,244,113 KHD Shares, representing approximately 89.02% of the issued share capital of KHD. At the annual general meeting of KHD held on 27 May 2014, the majority of the members of the supervisory board of KHD have been appointed by the Group. KHD is currently a subsidiary of the Company.

Further details please refer to the announcements of the Company dated 11 October 2013, 4 November 2013, 27 December 2013, 16 January 2014, 30 April 2014, 27 May 2014 and 14 July 2014 and the circular of the Company dated 26 March 2014 and 19 September 2014.

CONNECTED TRANSACTIONS *(continued)*

6. Major and Connected Transaction and Very Substantial Disposal Transaction – Acquisition of 5 Subject Companies (including Shanghai Tianma) by Tianma and Proposed A Shares Placing of Tianma

On 1 November 2013, Tianma entered into five separate framework agreements (the “Framework Agreements”) with (A) the Company, Shanghai Zhangjiang Company, Shanghai State-owned Assets Operation Co., Ltd. (上海國有資產經營有限公司) (“Shanghai State Assets Company”) and Shanghai Optical Communications Corporation (上海光通信公司) in relation to the acquisition of 70% equity interest in Shanghai Tianma (which includes the disposal of 21% equity interest in Shanghai Tianma held by the Company to Tianma (the “Disposal”) (the “Shanghai Tianma Framework Agreement” and the “Shanghai Tianma Transaction”); (B) Chengdu Industrial Group Company Limited (成都工業投資集團有限公司) (the “Chengdu Industrial Group”) and Chengdu Gaoxin Investment Group Company Limited (成都高新投資集團有限公司) (“Chengdu Gaoxin Investment”) in relation to the acquisition of 40% equity interest in Chengdu Tianma (the “Chengdu Tianma Framework Agreement” and the “Chengdu Tianma Transaction”); (C) Hubei Province Technology Investment Group Company Limited (湖北省科技投資集團有限公司) (“Hubei Technology Investment”) in relation to the acquisition of 90% equity interest in Wuhan Tianma (the “Wuhan Tianma Framework Agreement” and the “Wuhan Tianma Transaction”); (D) AVIC International and AVIC Shenzhen in relation to the acquisition of the entire equity interest in Shanghai Optoelectronics (“Shanghai Optoelectronics Framework Agreement”) (“Shanghai Opto-electronics Transactions”); and (E) AVIC International and AVIC Shenzhen in relation to the acquisition of the entire equity interest in Shenzhen Opto-electronics (the “Shenzhen Opto-electronics Framework Agreement” and the “Shenzhen Opto-electronics Transactions”) (together, the “Transactions”).

Pursuant to the Framework Agreements, the consideration of the Transactions will be fully settled by Tianma issuing new A shares to the vendors of the Framework Agreements (the “Consideration Shares” and each a “Tianma A Share”) upon completion of the respective Transactions at an issue price of not less than RMB12.69 per Tianma A Share, being the average closing price per Tianma A Share quoted on the Shenzhen Stock Exchange for the consecutive 20 trading days immediately preceding the commencement date of suspension of trading of Tianma A Shares on the Shenzhen Stock Exchange (i.e. the 20 trading days from 5 August 2013 to 1 September 2013). The maximum number of Consideration Shares in aggregate to be issued under the Shanghai Tianma Framework Agreement, the Chengdu Tianma Framework Agreement, the Wuhan Tianma Framework Agreement, the Shanghai Opto-Electronics Framework Agreement and the Shenzhen Opto-Electronics Framework Agreement would be 101,670,400, 48,038,700, 135,361,600, 138,272,300 and 25,971,900, respectively.

Based on the maximum number of Consideration Shares set out in the Framework Agreements and the issue price of RMB12.69 per Tianma A Share, it was expected that the maximum aggregate consideration for each of Shanghai Tianma Transaction, Chengdu Tianma Transaction, Wuhan Tianma Transaction, Shanghai Opto-Electronics Transaction and Shenzhen Opto-Electronics Transaction would be approximately RMB1,290,197,300, RMB609,611,100, RMB1,717,738,700, RMB1,754,675,500 and RMB329,583,400, respectively.

The Transactions are not inter-conditional with each other.

On the same date, the board of directors of Tianma proposed to issue not more than approximately 149,772,000 new A shares of Tianma (the “Placing Shares”) to not more than ten placees in cash at a placing price not lower than RMB12.69 per Placing Share (the “Placing Price”) after completion of the Transactions for raising additional funds (the “Proposed A Shares Placing of Tianma”).

CONNECTED TRANSACTIONS *(continued)*

6. Major and Connected Transaction and Very Substantial Disposal Transaction – Acquisition of 5 Subject Companies (including Shanghai Tianma) by Tianma and Proposed A Shares Placing of Tianma *(continued)*

On 30 April 2014, Tianma entered into five formal agreements (the “Formal Agreements”) pursuant to the relevant Framework Agreement. Pursuant to the Formal Agreements, the aggregate consideration is RMB1,241,816,300 for the Shanghai Tianma Transaction, RMB582,660,800 for the Chengdu Tianma Transaction, RMB1,670,477,500 for the Wuhan Tianma Transaction, RMB1,685,682,300 for the Shanghai Optoelectronics Transaction, and RMB315,764,900 for the Shenzhen Opto-electronics Transaction, respectively. The consideration under the Transactions will be fully settled by Tianma issuing an aggregate of 433,129,000 A Shares as Consideration Shares at an issue price of RMB12.69 per Tianma A Share (subject to adjustment) pursuant to the Formal Agreements. Following the entering into the Formal Agreements, based on the aggregate consideration of RMB5,496,401,800 of the transactions, the placing price is RMB12.69 and the maximum number of Placing Shares is 144,376,196.

On 6 May 2014, the asset valuation reports of each of Shanghai Tianma, Chengdu Tianma, Wuhan Tianma, Shanghai Opto-electronics and Shenzhen Opto-electronics have been filed with the State-owned Assets Supervision and Administration Commission (the “SASAC”). On 26 May 2014, the overall proposal of the Tianma Transactions and the Proposed A Shares Placing has also been principally approved by SASAC.

On 1 November 2013, Tianma, Chengdu Industrial Group and Chengdu Gaoxin Investment entered into a second JV supplemental agreement, pursuant to which, among others, the period for acquisition of 30% equity interest in Chengdu Tianma set out in the first JV supplemental agreement (the “First JV Supplemental Agreement”) be extended and Tianma shall participate in the bidding for the 30% equity interest in Chengdu Tianma at the consideration as agreed in the First JV Supplemental Agreement within one year upon the completion of the acquisitions of 40% equity interest in Chengdu Tianma by Tianma or the date of the placing shares listed on Shenzhen Stock Exchange (“Chengdu Tianma Bidding”). Based on the formula set out in the First JV Supplemental Agreement and on the assumption of 6.5% of annual interest rate for each of the seven years since the incorporation of Chengdu Tianma up to the date of this report and the registered capital of Chengdu Tianma of RMB1,200,000,000 remains unchanged at the time of bidding, the bidding price will be approximately RMB523,800,000. The Board will propose at the extraordinary general meeting to approve a maximum bidding price of RMB600,000,000 for acquisition of the remaining 30% equity interest in Chengdu Tianma.

As the applicable percentage ratios of each of the Shanghai Tianma Transaction, Wuhan Tianma Transaction, Shanghai Opto-electronics Transaction, Shenzhen Opto-electronics Transaction, Chengdu Tianma Transaction and Chengdu Tianma Bidding exceed 25% but less than 100%, each of the Shanghai Tianma Transaction (including the Disposal), Wuhan Tianma Transaction, Shanghai Opto-electronics Transaction, Shenzhen Optoelectronics Transaction, Chengdu Tianma Transaction and Chengdu Tianma Bidding constitutes a major transaction of the Company under the Listing Rules, which is subject to the reporting, announcement and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

As the vendors to the respective Framework Agreements (save and except for Hubei Technology Investment) and the counter-parties to the second JV supplemental agreement are connected persons of the Company, each of the Transactions (excluding Wuhan Tianma Transaction) and Chengdu Tianma Bidding constitutes a connected transaction of the Company, which is subject to the reporting, announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

Assuming all the Transactions have been completed, if Tianma proceeds with the Proposed A Shares Placing after completion of the Transactions, the Company’s dilution in interest in Tianma after the issuance of the Consideration Shares and the Proposed A Shares Placing respectively constitutes a deemed disposal of interest in Tianma held by the Company under Rule 14.29 of the Listing Rules. As the applicable percentage ratios for the issuance of the Consideration Shares and the Proposed A Shares Placing exceed 75%, the issuance and the Proposed A Shares Placing constitute a very substantial disposal of the Company under Rule 14.06 of the Listing Rules and are therefore subject to announcement, reporting and shareholders’ approval requirements under Chapter 14 of the Listing Rules. The Transactions and the Proposed A Shares Placing have been approved by the independent shareholders of the Company at the extraordinary general meeting.

CONNECTED TRANSACTIONS *(continued)*

6. Major and Connected Transaction and Very Substantial Disposal Transaction – Acquisition of 5 Subject Companies (including Shanghai Tianma) by Tianma and Proposed A Shares Placing of Tianma *(continued)*

For details, please refer to the announcements of the Company dated 11 November 2013, 8 May 2014 and 26 May 2014, the circular dated 29 January 2014 and the announcement of the Company dated 17 March 2014 for the poll results of the extraordinary general meeting, respectively.

On 24 July 2014, Tianma has been informed by China Securities Regulatory Commission (“CSRC”) that the overall proposal of the Transactions and the Proposed A Shares Placing have been conditionally approved at the meeting of the Merger, Acquisition and Reorganisation Examination Committee of Listed Companies (上市公司併購重組委員會) of the CSRC held on 24 July 2014. On 22 August 2014, Tianma has received the approval in writing from CSRC issued on 20 August 2014 on the overall proposal of the Transactions and the Proposed A Shares Placing for a validity period of twelve months from the date of issue.

On 5 August 2014, Tianma has executed the 2013 dividend distribution plan. Following the distribution of dividend by Tianma of RMB1 per 10 Tianma A Shares, adjustments have been made to the issue price and the number of shares of Tianma to be issued under the Transactions and the Proposed A Shares Placing:

- (A) in respect of the Transactions, the issue price of each Consideration Share has been adjusted from RMB12.69 to RMB12.59, and the total number of Consideration Shares has been adjusted from 433,128,585 A Shares to 436,568,842 Tianma A Shares; and
- (B) in respect of the Proposed A Shares Placing, the Placing Price of each Placing Share has been adjusted from RMB12.69 to RMB12.59, and the maximum number of Placing Shares has been adjusted from 144,376,196 Placing Shares to 140,239,015 Placing Shares (during the vetting process by CSRC and pursuant to Tianma’s need of working capital, the total amount of gross proceeds to be raised under the Proposed A Shares Placing was requested to be reduced from RMB1,832,133,933 to RMB1,765,609,199, therefore the maximum number of Placing Shares was reduced accordingly and was eventually reduced to 140,239,015 Placing Shares following Tianma’s distribution of dividend).

For further details, please refer to the announcements of the Company dated 24 July 2014 and 22 August 2014, respectively.

On 10 September 2014, the assets transfer in relation of acquisition of 5 Subject Companies (including Shanghai Tianma) by Tianma was completed. The aggregation of 436,568,842 new Shares, of which 436,568,842 shares are restricted shares, are issued to 9 transferors (including the Company, AVIC International and AVIC Shenzhen) by Tianma. Those new Shares are listed on the Shenzhen Stock Exchange on 12 September 2014.

The final placing price for the relevant Proposed A Share Placing is RMB14.60, and the final number of Placing Shares is, in aggregate, 120,932,133 A Shares of Shenzhen Tianma. The gross proceeds of Tianma is approximately RMB1,765,609,000. Additional Shares are listed on the Shenzhen Stock Exchange since 29 September 2014. Upon the completion of the acquisition of 5 Subject Companies (including Shanghai Tianma) by Tianma and Proposed A Shares Placing of Tianma, the total share capital of Tianma Company is 1,131,738,475 shares. For details, please refer to the announcements of the Company dated 10 September 2014 and 25 September 2014, respectively.

CONNECTED TRANSACTIONS *(continued)***7. Connected Transaction – Capital Increase Agreement**

On 28 April 2014, the Company entered into a capital increase agreement (the “Capital Increase Agreement”) with AVIC Trust Company Limited (中航信託股份有限公司) (“AVIC Trust”), pursuant to which the Company and AVIC Trust have agreed to make a capital contribution of RMB62,678,000 and RMB20,892,000 in cash, respectively, to the registered capital of GIB Company, which are in proportion to their respective holding of equity interests of 75% and 25% in GIB Company (the “Capital Increase”). The holding of equity interests in GIB Company by the Company and AVIC Trust shall remain unchanged upon completion of the Capital Increase. As AVIC Trust, an associate of AVIC Industry, holds 25% of the equity interests in GIB Company, GIB Company is a connected person of the Company for the purpose of Chapter 14A of the Listing Rules. The Capital Increase and the transactions contemplated under the Capital Increase Agreement constitute a connected transaction of the Company under Chapter 14A of the Listing Rules. As the percentage ratios under the Listing Rules applicable are more than 0.1% but less than 5%, the Capital Increase and the transactions contemplated under the Capital Increase Agreement by the Company are subject to, among other things, the reporting and announcement requirements under Chapter 14A of the Listing Rules and exempt from independent shareholders’ approval requirement. For details, please refer to the announcement of the Company dated 28 April 2014.

8. Continuing Connected Transactions – Framework Agreements for the Continuing Connected Transactions of the Group in the coming three years

The existing framework agreements, setting out the basic content of the transactions between the Group on one hand, and AVIC Industry or AVIC International (including their respective associates, where applicable) on the other hand, were entered into on 5 September 2012. As each of the aforesaid agreements would expire on 31 December 2014, the Company (or its subsidiary) entered into: (i) the “New Aviation Industry Sale Framework Agreement”, “New Aviation Industry Purchase Framework Agreement”, “New Aviation Industry Agency Services Framework Agreement” and “New Aviation Industry Financial Framework Agreement” with AVIC Industry; and (ii) the “New AVIC International Sale Framework Agreement”, “New AVIC International Purchase Framework Agreement”, “New AVIC International Agency Services Framework Agreement” and “New AVIC International Financial Framework Agreement” with AVIC International on 16 October 2014. The Engineering Company, a wholly-owned subsidiary of the Company, entered into the “New AVIC International Construction Services Framework Agreement” with AVIC International on the same date. Details of each of these framework agreements are set out as below:

No.	Name of Agreement	Content of Agreements	Annual Cap Amount		
			2015 (RMB)	2016 (RMB)	2017 (RMB)
1.1	New Aviation Industry Sale Framework Agreement	Sales of goods	150,000,000	180,000,000	200,000,000
1.2	New Aviation Industry Purchase Framework Agreement	Procurement of goods	200,000,000	300,000,000	400,000,000
2.1	New AVIC International Sale Framework Agreement	Sales of goods	3,000,000,000	3,200,000,000	3,500,000,000
2.2	New AVIC International Purchase Framework Agreement	Procurement of goods	3,500,000,000	4,000,000,000	4,500,000,000

CONNECTED TRANSACTIONS *(continued)***8. Continuing Connected Transactions – Framework Agreements for the Continuing Connected Transactions of the Group in the coming three years** *(continued)*

No.	Name of Agreement	Content of Agreements	Annual Cap Amount		
			2015 (RMB)	2016 (RMB)	2017 (RMB)
1.3	New Aviation Industry Agency Services Framework Agreement	Provision of agency services	120,000,000	150,000,000	200,000,000
		Acceptance of agency services	35,000,000	38,000,000	40,000,000
2.3	New AVIC International Agency Services Framework Agreement	Provision of agency services	160,000,000	200,000,000	220,000,000
		Acceptance of agency services	120,000,000	150,000,000	160,000,000
1.4	New Aviation Industry Financial Framework Agreement	Provision of borrowings/guarantee	1,200,000,000	1,300,000,000	1,500,000,000
		Acceptance of borrowings/ guarantee	4,500,000,000	5,000,000,000	5,000,000,000
		Provision of the collected interest/ guarantee fees	80,000,000	90,000,000	90,000,000
		Acceptance of the collected interest/guarantee fees	300,000,000	350,000,000	350,000,000
2.4	New AVIC International Financial Framework Agreement	Provision of borrowings/guarantee	3,000,000,000	3,500,000,000	4,000,000,000
		Acceptance of borrowings/ guarantee	15,000,000,000	18,000,000,000	22,000,000,000
		Provision of the collected interest/ guarantee fees	200,000,000	230,000,000	280,000,000
		Acceptance of the collected interest/guarantee fees	500,000,000	600,000,000	800,000,000
2.5	New AVIC International Construction Services Framework Agreement	Provision of construction services	1,000,000,000	1,200,000,000	1,500,000,000

For details of the aforementioned continuing connected transactions, please refer to the announcement of the Company dated 16 October 2014 and the circular of the Company dated 25 November 2014. The abovementioned connected transactions had been approved by the independent shareholders of the Company at the extraordinary general meeting of the Company held on 30 December 2014.

CONNECTED TRANSACTIONS *(continued)*

9. Connected Transaction – Establishment of a Joint Venture Company

On 11 November 2014, the Company has entered into a capital contribution agreement (the “Capital Contribution Agreement”) with AVIC Aircraft Company Limited (中航飛機股份有限公司) (“AVIC Aircraft”), Shanxi Aircraft Property Development Group Co., Ltd (陝西航空產業發展集團有限公司) (“Shanxi Aircraft”), AVIC Electromechanical Systems Company Limited (中航機電系統有限公司) (“AVIC Electromechanical Systems”), AVIC International Aero-Development Corporation Limited (中航國際航空發展有限公司) (“AVIC ADE”) and AVIC Avionics Systems Company Limited (中航航空電子系統有限責任公司) (“AVIC Avionics”) (collectively, the “JV Partners”) to establish a joint venture company (the “Joint Venture Company”), which engages in the design, testing, manufacture and sales of airplane (including aerocrafts) and other related businesses, technology services, and import and export businesses, with a registered capital of RMB1.9 billion. The amount of registered capital to be contributed by the JV Partners corresponds to their respective equity interests in the Joint Venture Company; among other things, (1) AVIC Aircraft shall contribute RMB700 million in cash and shall hold 36.84% equity interest in the Joint Venture Company; (2) Shanxi Aircraft shall contribute RMB600 million in cash and shall hold 31.58% equity interest in the Joint Venture Company; (3) AVIC Electromechanical Systems shall contribute RMB200 million in cash and shall hold 10.53% equity interest in the Joint Venture Company; (4) the Company shall contribute RMB150 million in cash and shall hold 7.895% equity interest in the Joint Venture Company; (5) AVIC ADE shall contribute RMB150 million in cash and shall hold 7.895% equity interest in the Joint Venture Company; and (6) AVIC Avionics shall contribute RMB100 million in cash and shall hold 5.26% equity interest in the Joint Venture Company. As each of AVIC Aircraft, AVIC Electromechanical Systems and AVIC Avionics is an associate of Aviation Industry, each of AVIC Aircraft, AVIC Electromechanical Systems and AVIC Avionics is a connected person of the Company. AVIC International is a controlling shareholder of the Company and AVIC ADE is a wholly-owned subsidiary of AVIC International, and therefore, AVIC ADE is also a connected person of the Company. Pursuant to Chapter 14A of the Listing Rules, the transaction contemplated under Capital Contribution Agreement constitutes a connected transaction of the Company. As the applicable percentage ratios (as defined under the Listing Rules) are more than 0.1% but less than 5%, the Capital Contribution Agreement is subject to, among other things, the reporting and announcement requirements under Chapter 14A of the Listing Rules but exempt from independent shareholders’ approval requirement. For details, please refer to the announcement of the Company dated 11 November 2014.

CONNECTED TRANSACTIONS *(continued)*

10. Discloseable and Connected Transaction – Investment Cooperation Agreement

On 17 December 2014, Xiamen Company (a wholly-owned subsidiary of the Company) entered into an investment cooperation agreement (the “Investment Cooperation Agreement”) with AVIC International, Xiamen Torch Hi-Tech Industrial Development Zone Management Committee (廈門火炬高新技術產業開發區管理委員會), AVIC Shenzhen, Xiamen Jincai Investment Company Limited (廈門市金財投資有限公司) (“Xiamen Jincai”) and Xiamen Jinyuan Investment Group Company Limited (廈門金圓投資集團有限公司) (“Xiamen Jinyuan”) in respect of the investment project to be implemented by Xiamen Tianma Micro-electronics Co., Ltd. (廈門天馬微電子有限公司) (“Xiamen Tianma”) in respect of the construction of the 6th generation LTPS TFTLCD and CF coloured filter production lines (the “Investment Project”). The estimated total investment amount of the Investment Project will be RMB12 billion (equivalent to approximately HK\$15 billion) which will be financed by the loan to be borrowed by Xiamen Tianma from bank(s) in the estimated sum of RMB6 billion (equivalent to approximately HK\$7.5 billion) (the “Bank Loan”) and the capital injection into Xiamen Tianma in the sum of RMB6 billion (equivalent to approximately HK\$7.5 billion) pursuant to the Investment Cooperation Agreement (the “Capital Injection”). Pursuant to the Investment Cooperation Agreement, Xiamen Company, AVIC Shenzhen, AVIC International and Xiamen Jincai, all being shareholders of Xiamen Tianma with respective equity interest of 6%, 15.3%, 14.7% and 64% therein, agreed to inject a total of RMB6 billion. Upon completion of the Capital Injection by its shareholders, the total registered capital of Xiamen Tianma will be increased from RMB2.8 billion to RMB8.8 billion. Apart from the Capital Injection, the Investment Project will also be financed by the Bank Loan. Xiamen Tianma will borrow an estimated sum of RMB6 billion from bank(s). Pursuant to the Investment Cooperation Agreement, Xiamen Jinyuan will provide a guarantee of 80% of the Bank Loan in favour of the bank(s) and Xiamen Company will provide a guarantee of a sum not exceeding RMB200,000,000 in respect of the Bank Loan. AVIC International was a controlling Shareholder holding approximately 39.37% of the issued share capital of the Company, and it owned 100% equity interest of AVIC Shenzhen, which in turn is a controlling Shareholder holding approximately 35.63% of the issued share capital of the Company. AVIC International and AVIC Shenzhen held, in aggregate, 30% equity interest in Xiamen Tianma. Accordingly, each of AVIC Shenzhen, AVIC International and Xiamen Tianma is a connected person of the Company under Chapter 14A of the Listing Rules. The transactions to be contemplated under the Investment Cooperation Agreement constitute a connected transaction. Hence, the Investment Cooperation Agreement will be subject to, among other things, the independent shareholders’ approval, reporting and announcement requirements under Chapter 14A of the Listing Rules. As the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules for the Investment Cooperation Agreement are more than 5% but less than 25%, the Investment Cooperation Agreement also constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules. For details, please refer to the announcement of the Company dated 17 December 2014 and the circular of the Company dated 12 January 2015. The abovementioned connected transactions, subject to the independent shareholders’ approval, were approved in the independent shareholders’ meeting held on 10 February 2015.

CONNECTED TRANSACTIONS *(continued)*

11. Continuing Connected Transaction – Concessionaire Framework Agreement and Aviation Industry Property Rental (leasing) Framework Agreement

On 30 December 2014, Rainbow Department Store Co., Ltd. (天虹商場股份有限公司) (formerly known as Shenzhen Rainbow Department Stores Co. Ltd. (深圳天虹商場有限責任公司)) (“Rainbow Department Store Company”) and Fiyta (a subsidiary of the Company) entered into a concessionaire framework agreement (the “Rainbow Concessionaire Framework Agreement”), pursuant to which Rainbow Department Store Company agreed to allow Fiyta to occupy areas in the department stores owned and managed by Rainbow Department Store Company and located in various cities in the PRC and to establish its own sales counters for the sale of Fiyta watches and world famous watches, etc. for a term of 3 years commencing on 1 January 2015 and expiring on 31 December 2017. According to the Rainbow Concessionaire Framework Agreement, the annual cap amounts in respect of the concessionaire by Fiyta to Rainbow Department Store Company in the year ended 31 December 2015, 2016 and 2017 shall not exceed RMB32,000,000, RMB35,000,000 and RMB40,000,000, respectively.

On 30 December 2014, the Company and Aviation Industry entered into a property rental (leasing) framework agreement (the “Property Rental (Leasing) Framework Agreement”), pursuant to which the Group agreed to lease property from Aviation Industry and/or its associated companies (other than AVIC International and its associated companies) for a term of three years commencing on 1 January 2015 and ending on 31 December 2017. According to the Property Rental (Leasing) Framework Agreement, the annual cap amounts in respect of leasing of real estate properties by the Group to Aviation Industry and/or its associated companies (other than AVIC International and its associated companies) in the year ended 31 December 2015, 2016 and 2017 shall not exceed RMB5,000,000, RMB5,000,000 and RMB5,000,000, respectively.

On 30 December 2014, the Company and Aviation Industry entered into a property rental (letting) framework agreement (the “Property Rental (Letting) Framework Agreement”), pursuant to which the Group agreed to let property to Aviation Industry and/or its associated companies (other than AVIC International and its associated companies) for a term of three years commencing on 1 January 2015 and ending on 31 December 2017. According to the Property Rental (Letting) Framework Agreement, the annual cap amounts in respect of leasing of real estate properties by Aviation Industry and/or its associated companies (other than AVIC International and its associated companies) to the Group in the year ended 31 December 2015, 2016 and 2017 shall not exceed RMB5,000,000, RMB5,000,000 and RMB5,000,000, respectively.

As Rainbow Department Store Company and Aviation Industry are the connected persons of the Company, the Rainbow Concessionaire Framework Agreement, the Property Rental (Leasing) Framework Agreement and the Property Rental (Letting) Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company according to Chapter 14A of the Listing Rules. As the applicable percentage ratios for the above transactions are more than 0.1% but less than 5%, such transactions are subject to the reporting and announcement requirements but are exempt from the independent shareholders’ approval requirement under Chapter 14A of the Listing Rules. For details, please refer to the announcement of the Company dated 30 December 2014.

AUDITOR'S CONFIRMATION

For the purpose of Rule 14A.56 of the Listing Rules, the Company appointed the auditors, Pricewaterhousecoopers, to carry out review procedures on the connected transactions in accordance with the Hong Kong Standard on Assurance Engagements 3000 'Assurance Engagement Other Than Audits or Reviews of Historical Financial Information' and with reference to Practice Note 740 'Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules' issued by the Hong Kong Institute of Certified Public Accountants. The auditors provided to the Stock Exchange a copy of letter in respect of the continuing connected transactions confirming that:

- a. nothing has come to the auditors' attention that causes the auditors to believe that the relevant continuing connected transactions have not been approved by the Board.
- b. for transactions involving the provision of goods or services by the Group, nothing has come to the auditors' attention that causes the auditors to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group.
- c. nothing has come to the auditors' attention that causes the auditors to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions.
- d. with respect to the respective amount of the relevant continuing connected transactions, nothing has come to the auditors' attention that causes the auditors to believe that the respective amount of transactions have exceeded the respective cap as disclosed in the previous announcements made by the Company.

SIGNIFICANT EVENTS

1. Discloseable Transaction – Provision of Guarantee

On 24 January 2014, Beijing Company executed a counter-guarantee agreement (the "Counter-guarantee Agreement") in favour of the Export-Import Bank of China (中國進出口銀行) (the "Bank"), pursuant to which Beijing Company guaranteed to pay all secured indebtedness in respect of US\$47,250,000 (together with interests and related costs, etc. if any) (as defined below) due and owing to the Bank by Taizhou Shipbuilding (a joint stock company owned as to 45% by Beijing Company) in relation to the guarantee of US\$105,000,000 provided by the Bank for Taizhou Shipbuilding. The Counter-guarantee Agreement commences from date of its execution (i.e. 24 January 2014) and will cease upon full repayment of the secured indebtedness. The applicable percentage ratios in relation to the provision of guarantee provided by Beijing Company to Taizhou Shipbuilding are in aggregate more than 5% but less than 25%, and therefore the transactions contemplated under the provision of guarantee constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules. Accordingly, the provision of guarantee is subject to the requirements of reporting and announcement, but is exempted from the requirement of shareholders' approval, pursuant to Chapter 14 of the Listing Rules. For details, please refer to the announcement of the Company dated 24 January 2014.

SIGNIFICANT EVENTS *(continued)*

2. Discloseable Transaction – Provision of Guarantee

On 17 March 2014, Beijing Company (a wholly-owned subsidiary of the Company) executed a guarantee agreement (the “Guarantee Agreement”) in favour of Taizhou Branch of China Merchants Bank Co., Ltd. (招商銀行股份有限公司泰州分行) (the “Bank”), pursuant to which Beijing Company guaranteed to pay an amount of RMB216,000,000 in respect of the loans and principal amount of the credit facilities of RMB480,000,000 (including interests, related expenses) (the “Provision of Guarantee”) provided by the Bank to Taizhou AVIC during the period from 17 March 2014 to 16 March 2017 under the credit facilities agreement entered into between the Bank and Taizhou AVIC dated 17 March 2014 (the “Credit Facilities”). The Guarantee Agreement commenced from the date of its execution (i.e. 17 March 2014) and would cease upon 2 years after the expiry date of the Credit Facilities. The applicable percentage ratios of the amount of guarantee(s) provided by Beijing Company to creditors of Taizhou AVIC within 12 months from the date of the Guarantee Agreement, are in aggregate more than 5% but less than 25%. The transactions contemplated under the Provision of Guarantee constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules. Therefore, the Provision of Guarantee is subject to the requirements of reporting and announcement, but is exempted from the requirement of shareholders’ approval, pursuant to Chapter 14 of the Listing Rules. Please refer to the announcement of the Company dated 17 March 2014 for details.

3. Discloseable Transaction – Provision of Guarantee

On 25 April 2014, Beijing Company (a wholly-owned subsidiary of the Company) entered into a guarantee agreement (the “Guarantee Agreement”) with Taizhou Branch of Bank of Communications Co., Ltd. (交通銀行股份有限公司泰州分行) (the “Bank”), pursuant to which Beijing Company provided a guarantee (the “Provision of Guarantee”) to the Bank in respect of the loan facilities in an amount of RMB49,000,000 under the capital loan agreement entered into between the Bank and Taizhou AVIC dated 18 April 2014 (the “Debt”), together with interests and other relevant expenses for Taizhou AVIC. The term of the Provision of Guarantee shall be two years commencing from the expiry date of the Debt (i.e. 17 April 2015). As the applicable percentage ratios, together with the amount of guarantee(s) provided by Beijing Company to creditors of Taizhou AVIC within 12 months from the date of the Guarantee Agreement, are in aggregate more than 5% but less than 25%, the transactions contemplated under the Provision of Guarantee constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules. Therefore, the Provision of Guarantee is subject to the requirements of reporting and announcement, but is exempted from the requirement of shareholders’ approval, pursuant to Chapter 14 of the Listing Rules. For details, please refer to the announcement published by the Company dated 25 April 2014.

4. H Share Issue Mandate

On 6 June 2014, a special resolution was passed at the annual general meeting of the Company to authorize the Directors to allot, issue and deal with additional H Shares up to 20% of the aggregate nominal value of H Shares of the Company in issue (the “New H Shares”) as at the date of passing such resolution (the “New H Share Issue Mandate”). The Directors were authorized to issue a maximum of 55,531,599 New H Shares. The New H Share Issue Mandate was conditional upon the approvals of the CSRC, State Administration of Foreign Exchange of the PRC and/or any other regulatory authorities (if applicable) as required by the laws, rules and regulations of the PRC being obtained. The New H Share Issue Mandate will be subject to the market conditions as determined by the Board. For details, please refer to the circular of the Company dated 16 April 2014 and the poll results announcement for the annual general meeting of the Company held on 6 June 2014.

SIGNIFICANT EVENTS *(continued)*

5. Discloseable Transaction – Contract for Construction Works

On 26 June 2014, Wuxi Shennan Electric Circuit Company Limited (無錫深南電路有限公司) (“Wuxi Shennan”) (a non-wholly owned subsidiary of the Company) entered into a general construction contract (the “Construction Contract”) with Jiangsu Suyang Construction Company Limited (江蘇蘇陽建設有限公司) (“Jiangsu Suyang”), pursuant to which Wuxi Shennan has agreed to engage Jiangsu Suyang for carrying out the construction works in relation to a semiconductor packaging substrate project (the “Construction Works”) at the maximum contract sum of RMB370,212,000. As one of the applicable percentage ratios calculated under the Listing Rules in respect of the Construction Contract exceeds 5% but is less than 25%, the transaction contemplated under the Construction Contract therefore constitutes a discloseable transaction of the Company and is subject to the requirements of reporting and announcement, but is exempted from the requirement of shareholders’ approval, pursuant to Chapter 14 of the Listing Rules. For details, please refer to the announcement of the Company dated 26 June 2014.

6. Proposal of General Mandate to Issue Debentures Denominated in Renminbi in the PRC

With a view to broadening financing channels, reducing finance costs and improving debt structure of the Company, on 9 October 2014, the Board convened a board meeting to consider and approve a resolution in relation to the general mandate (the “General Mandate”) to be granted to the Board to issue debentures denominated in Renminbi (the “Debentures”), in tranches, by way of medium-term notes and private placement notes. The maximum outstanding repayment amount of the medium-term notes and private placement notes to be issued under the General Mandate shall not exceed RMB2 billion and RMB1.5 billion in aggregate respectively. Each term of maturity for medium-term notes shall not exceed 10 years, and each term of maturity for private placement notes shall not exceed 5 years. Specific terms will be determined by the Board with reference to the market condition and the Company’s needs for funding. It is expected that the interest rate will not exceed the rate for the loans for the same tenure in the market at the time of issue. Actual interest rate will be determined by the Board with reference to the market condition at the time of issue. For details, please refer to the announcement of the Company dated 9 October 2014, the circular of the Company dated 24 November 2014 and the poll results announcement of the extraordinary general meeting dated 30 December 2014.

7. Lapse of Very Substantial Acquisitions and Connected Transactions Involving Issue of Perpetual Subordinated Convertibles Securities

On 27 December 2013, the Company entered into a supplemental agreement in respect of the Acquisition Agreement 1 (as defined in the announcement of the Company dated 30 October 2013) with AVIC International, and a supplemental agreement in respect of the Acquisition Agreement 2 (as defined in the announcement of the Company dated 30 October 2013) and the Acquisition Agreement 3 (as defined in the announcement of the Company dated 30 October 2013) (including equity interest purchase agreements, PSCS (as defined in the announcement of the Company dated 30 October 2013) and subscription agreements) with AVIC Shenzhen to further extend the long stop date to 31 December 2014 (or such later date as the respective parties may agree in writing) (the “Extended Long Stop Date”). For details, please refer to the announcement of the Company dated 27 December 2013.

The Company has received written approval from the SASAC in October 2013, stating its consent in principle to the acquisition of the Revised Sale Interests 1 (as defined in the announcement of the Company dated 30 October 2013) (including the issue of PSCS of approximately RMB552,815,000 to satisfy the consideration thereunder), and the acquisition contemplated under the Acquisition Agreement 3 (including the issue of PSCS of approximately RMB6,328,303,000 to satisfy the consideration thereunder). The transactions contemplated under the Acquisition Agreement 1, Acquisition Agreement 2 and Acquisition Agreement 3 (collectively, the “Acquisition Agreements”) are still conditional upon the fulfillment of various other conditions, details of which are set out in the circulars of the Company dated 23 December 2011 and 5 July 2013.

SIGNIFICANT EVENTS (continued)**7. Lapse of Very Substantial Acquisitions and Connected Transactions involving Issue of Perpetual Subordinated Convertibles Securities** (continued)

References are made to the announcements of the Company dated 21 November 2011, 8 February 2012, 27 June 2012, 11 October 2012, 16 May 2013, 26 August 2013, 30 October 2013 and 27 December 2013, and the circulars of the Company dated 23 December 2011 and 5 July 2013, all of which relate to the very substantial acquisitions and connected transactions of the Company involving issue of perpetual subordinated convertible securities.

On 31 December 2014 (i.e. the Extended Long Stop Date), as certain conditions precedent of the Acquisition Agreements have not been fulfilled, e.g. approval of the Acquisition Agreements from the relevant regulatory authorities not having been obtained, and the Company, AVIC International and AVIC Shenzhen have not agreed on any further extension of the Extended Long Stop Date, the Acquisition Agreements have therefore lapsed on 31 December 2014 and ceased to have any effect.

FOREIGN EXCHANGE RISK

The Group has no material foreign exchange risk as the Group's products are mainly distributed in domestic market and its export business is mainly settled in US dollar or HK dollar.

CONTINGENT LIABILITIES

As at 31 December 2014, the Group had the following financial guaranties outstanding:

Guarantor	Guarantor's relationship with the Group	Guarantee	Guarantee's relationship with the Group	Outstanding amounts guaranteed RMB'000
Beijing Company	Subsidiary of the Group	Taizhou AVIC Shipbuilding Heavy Industry Limited (泰州中航船舶重工有限公司)	Associated Company	692,623
Beijing Company	Subsidiary of the Group	Zhengli Ocean Engineering Company Limited (正力海洋工程有限公司)	Third party	33,590
Xiamen Company	Subsidiary of the Group	Xiamen Tianma Microelectronics Company Limited (廈門天馬微電子有限公司)	The guarantor holds 6% equity interests in the guarantee	176,000
Xiamen Company	Subsidiary of the Group	Radiance Catco Offshore Pte. Ltd	Associated Company	161,621
Engineering Company	Subsidiary of the Group	CATIC Construction Engineering Company Limited (中航建築工程有限公司)	Controlled by the same company	68,600
Chengdu Raise	Subsidiary of the Group	Real estate property buyer	Third party	150,934
				1,283,368

CONTINGENT LIABILITIES *(continued)*

The Group provide financial counter-guarantee to the following parties as at 31 December 2014:

Guarantor	Guarantor's relationship with the Group	Guaranteee	Guarantee's relationship with the Group	Outstanding amounts guaranteed RMB'000
Tianma	Subsidiary of the Group	Shanghai Zhangjiang (Group) Co., Ltd (上海張江(集團)有限公司)	The guarantee holds 2.49% equity interests in the guarantor	77,887
Tianma	Subsidiary of the Group	Shanghai State-owned Assets Operation Co., Ltd (上海國有資產經營有限公司)	The guarantee holds 2.37% equity interests in the guarantor	73,992
Tianma	Subsidiary of the Group	Shanghai Industrial Investment (Group) Co., Ltd (上海工業投資(集團)有限公司)	Third party	13,943
Tianma	Subsidiary of the Group	Shanghai Optical Communication Corporation (上海光通信公司)	The guarantee holds 1.25% equity interests in the guarantor	25,000
Tianma	Subsidiary of the Group	Chengdu Industrial Group Co., Ltd (成都工業投資集團有限公司)	The guarantee holds 2.5% equity interests in the guarantor	268,058
Tianma	Subsidiary of the Group	Chengdu Gaoxin Investment Group Co., Ltd (成都高新投資集團有限公司)	The guarantee holds 1.59% equity interests in the guarantor	170,322
				629,202

On 20 December 2013, Humboldt Wedag Inc., Norcross (Georgia) ("HWUS"), a subsidiary of the Group, received an arbitration claim that a customer in South America has submitted to the International Chamber of Commerce ("ICC"). The arbitration claim aims to determine that the cancellation of the contract with HWUS by the customer is effective and that HWUS and KHD should be ordered to jointly pay USD9,400,000 (RMB58,186,000) as a reduction of the contractually agreed price and USD5,200,000 (RMB32,188,000) as compensation for maintenance costs and reputation loss suffered. The arbitration claim also aims either to win indemnity as if the contract had not been concluded (negative interest) or to win indemnity as if the contract had been fulfilled as agreed (positive interest). Considering that the contract between HWUS (vendor) and the customer includes clauses excluding compensation for consequential damages and a set value for the upper limit of total liability for the vendor – these clauses being effective in the view of HWUS's and KHD's legal representatives in the arbitration proceedings – HWUS and KHD assume that they will prevail on the issue of indemnity. The two arbitration claims above were combined in a single arbitration proceeding. The negotiation before the court of arbitration continues. Evidence was taken in a hearing with witnesses from both parties in Lisbon in January 2015. A decision from the court of arbitration is expected during the course of 2015.

MAJOR LITIGATION

There was not any major litigation or arbitration for the Company in 2014.

SUBSEQUENT EVENTS

1. Connected Transaction – Acquisition of Equity Interest in Zhong He Zhong

On 8 January 2015, RED Company (a wholly-owned subsidiary of the Company) entered into a share transfer agreement with CATIC Building Technology Company Limited (深圳市中航樓宇科技有限公司) (“CATIC Building”) (an indirect subsidiary of AVIC Shenzhen) to acquire 20% equity interest in Zhong He Zhong (Beijing) Guang Dian Technology Company Limited (中和中(北京)光電科技有限公司) (“Zhong He Zhong”) held by CATIC Building for a consideration of RMB6,032,200 (the “Share Transfer Agreement”). Upon completion of the above acquisition, RED Company will hold 60% equity interest in Zhong He Zhong.

As CATIC Building is a connected person of the Company, the Share Transfer Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. For details, please refers to the announcement of the Company dated 8 January 2015.

2. Very Substantial Disposal – Deemed Disposal of Interest in Tianma

On 28 January 2015, the board of directors of Tianma (a subsidiary of the Company) had resolved to issue by way of non-public offer new A shares to not more than ten investors to raise funds by issuing up to a maximum of 334,821,428 shares. Assuming all the new A shares are being issued, the equity interest of the Company in Tianma (the “Share Issuance”) will be diluted from 25.76% to 19.88%.

According to Chapter 14 of the Listing Rules, the Share Issuance constitutes a very substantial disposal of the Company, which is subject to announcement, reporting and shareholder’s approval requirements. For details, please refers to the announcement of the Company dated 28 January 2015, and the circular of the Company dated 27 March 2015.

3. Disposal of an associate

Beijing Company originally held 45% interests of Taizhou AVIC, an associate of Beijing Company with carrying amount of RMB84,124,000. On 25 December 2014, Beijing Company put the 45% interests of Taizhou AVIC held by it to China Beijing Equity Exchange (“北京產權交易所”) (“CBE”) for bidding, the bidding price was RMB91,811,000. On 29 January 2015, Taizhou Kou’an Shipbuilding Co., Ltd (泰州口岸船舶有限公司) (“Taizhou Kou’an”), the holding company of Taizhou AVIC, entered into an agreement with Beijing Company and exercised the pre-emption right to acquire the 45% interests of Taizhou AVIC held by Beijing Company at a price of RMB91,811,000.

4. Discloseable Transaction – Provision of Guarantee by Shanghai Tianma

On 19 March 2015, Shanghai Tianma (an indirect wholly-owned subsidiary of the Company) entered into a guarantee agreement with The Export-Import Bank of China (中國進出口銀行) (the “Bank”), pursuant to which Shanghai Tianma provided a guarantee (the “Shanghai Tianma Guarantee”) to the Bank in respect of the facilities in the aggregate amount of not exceeding RMB550,000,000 to be applied from time to time by Shanghai Tian Ma Organic Light-Emitting Technology Company Limited (上海天馬有機發光顯示技術有限公司) (“Tianma Technology Company”) from the Bank from 19 March 2015 to 19 March 2021 under the loan agreement (import fixed assets loan agreement) entered into between the Bank and Tianma Technology Company. The term of the Shanghai Tianma Guarantee shall be from 19 March 2015 to 19 March 2021.

As the applicable percentage ratios under the Listing Rules in relation to the Shanghai Tianma Guarantee are more than 5% but less than 25%, the transactions contemplated under the Shanghai Tianma Guarantee constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules. Therefore, the Shanghai Tianma Guarantee is subject to the requirements of reporting and announcement, but is exempted from the requirement of shareholders’ approval, pursuant to Chapter 14 of the Listing Rules. For details, please refer to the announcement of the Company dated 19 March 2015.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Except for the code provision A.2.1, the Company has adopted and complied with the code provisions set out in the Corporate Governance Code which was contained in Appendix 14 to the Listing Rules for the year ended 31 December 2014. For further details of the deviation from code provision A.2.1, please refer to the paragraph headed “4. Chairman and Chief Executive” in the Corporate Governance Report in this annual report. During the period, the Company has introduced remedial measures and systems for existing drawbacks in order to further improve its internal control.

SECURITIES TRANSACTIONS BY DIRECTORS AND SUPERVISORS

The Model Code for Securities Transactions by Directors of Listed Issuers the (“Model Code”) set out in Appendix 10 to the Listing Rules has been adopted as a code of securities transactions for the Directors and supervisors of the Company. The Company, having made specific enquiries with all Directors and supervisors of the Company, confirmed that, during the year ended 31 December 2014, all Directors and supervisors of the Company had complied with the required standards of dealing in securities specified in the Model Code.

AUDIT COMMITTEE

The Board has established an audit committee (the “Audit Committee”) in compliance with the Listing Rules to fulfill the functions of reviewing and monitoring the financial reporting and internal control of the Company. The Audit Committee members currently comprise all the independent non-executive Directors, namely Ms. Wong Wai Ling, Mr. Wu Wei and Mr. Wei Wei. The Audit Committee has reviewed and confirmed the Company’s results announcement and audited financial statements for the year ended 31 December 2014.

The figures in respect of this annual report of the Group’s results for the year have been agreed by the Company’s auditor, PricewaterhouseCoopers, to the Group’s financial statements for the year.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board has obtained written confirmations from all independent non-executive Directors concerning their independence in accordance with Rule 3.13 of the Listing Rules during the year ended 31 December 2014. The Directors believe that the independent non-executive Directors had remained independent based on the requirements set out in Rule 3.13 of the Listing Rules during the year ended 31 December 2014.

PUBLIC FLOAT

Based on the publicly available information and to the best knowledge of the Board of the Company as at the latest practicable date with respect to the publication of this annual report, the Company has maintained sufficient public float as required under the Listing Rules.

AUDITORS

The accompanying financial statements have been audited by PricewaterhouseCoopers. There is no change in the Company’s auditors in any of the preceding three years. A resolution for the re-appointment of PricewaterhouseCoopers as auditors of the Company will be proposed at the forthcoming annual general meeting.

By Order of the Board
Wu Guang Quan
Chairman

Shenzhen, 20 March 2015

Reports of the Board's Subcommittees

I. REPORT OF THE AUDIT COMMITTEE

The Audit Committee currently comprises Ms. Wong Wai Ling, Mr. Wu Wei and Mr. Wei Wei (appointed on 30 December 2014), and is chaired by Ms. Wong Wai Ling. During the year ended 31 December 2014, the Audit Committee, a subcommittee of the Board, performed its duties in strict compliance with the Code and has effectively monitored the Company's financial incomes and expenses and its operating activities for the year ended 31 December 2014. It has reviewed the Company's financial statements and interim and annual reports, as well as supervised the internal control and information disclosure of the Company, and enhanced its communication with the auditors to ensure that they have imposed effective supervision on the Company's operation and management. The works of the Audit Committee during the year ended 31 December 2014 are summarized as follows:

- I) Understanding the actual operations and the progress of major events of the Company, its controlling companies and its subsidiaries, and reviewed the financial statements compiled by the Company;
- II) Overseeing the quality of internal auditing and the disclosure of financial information pursuant to the disclosure requirements of the Listing Rules for listed issuers, reviewing the interim and annual financial statements prior to the submission to the Board, and communicating closely with the auditors to reach a consensus in all material aspects of the audit report;
- III) Examining the completeness of the Company's financial statements and interim and annual reports and reviewing the major opinions in respect of financial reporting of financial information set out in the financial statements in accordance with the professional ethics of independence, objectiveness and fairness;
- IV) Acting as the major representative for the communications between the Company and the external auditor pursuant to the Code and monitoring their relationship; reviewing and examining the independence of the external auditor and the effectiveness of the audit procedures in accordance with the applicable standards;
- V) Reviewing the implementation of the connected transactions of the Company in the year ended 31 December 2014;
- VI) Providing guidance in respect of internal control, and considering and approving the working plan for internal auditing for the year ended 31 December 2014.

The annual result and consolidated financial statements for the year ended 31 December 2014 of the Group have been reviewed by the Audit Committee.

I. REPORT OF THE AUDIT COMMITTEE *(continued)*

The Audit Committee held two meetings during the year ended 31 December 2014, the details of which are as follows:

Subcommittee Members	Audit Committee
	Ms. Wong Wai Ling, Mr. Wu Wei, Mr. Zhang Ping (resigned on 30 December 2014)
Number of meetings held	2
Date of meetings held	21 March 2014 21 August 2014
Proposals considered	<ol style="list-style-type: none"> 1. The Proposal to Review the Auditor's Report, Results Announcement and Report of Directors of the Company for 2013 2. The Proposal to Review the Compliance of the Connected Transactions of the Company 3. The Proposal to Review the Enhancement of Corporate Governance and Internal Control of the Company 4. The Proposal to Review the Interim Financial Report and the Interim Report on Consolidated Results of the Company for 2014 5. The Proposal to Review the Corporate Governance and the Internal Control of the Company for the First Half of 2014

II. REPORT OF THE REMUNERATION COMMITTEE

The remuneration committee of the Company (the "Remuneration Committee") currently comprises Mr. Wu Guang Quan, Mr. Chen Hong Liang, Ms. Wong Wai Ling, Mr. Wu Wei and Mr. Wei Wei (appointed on 30 December 2014), and is chaired by Mr. Wei Wei. During the year ended 31 December 2014, the Remuneration Committee has reviewed the remuneration policy and the payment method for the Directors, supervisors and senior management. It has also made an assessment on the disclosure of the remuneration of the Directors, supervisors and senior management of the Company in the Company's annual report and is of the opinion that the remuneration standard set for the Directors, supervisors and senior management of the Company was in compliance with the relevant requirements of the Stock Exchange and the Company's remuneration policy and the remuneration disclosures in the Company's annual report were true and accurate. The works of the Remuneration Committee in the year ended 31 December 2014 are summarized as follows:

- I) During the year ended 31 December 2014, the Remuneration Committee has reviewed the remuneration policy or scheme for all executive Directors, supervisors and other senior management of the Company in accordance with laws, statutes and the articles of associations of the Company, and made recommendations to the Board on the remuneration of non-executive Directors to ensure that none of the Directors was involved in the determination of his remuneration. It was delegated the responsibility by the Board to determine the amount of benefits in kind, pension and compensation payments, including any compensation payable for loss or termination of their office or appointment;

II. REPORT OF THE REMUNERATION COMMITTEE *(continued)*

- II) The Remuneration Committee has supervised the establishment of a formal and transparent procedure to formulate the remuneration policy and structure of the Directors, supervisors and senior management of the Company;
- III) The Remuneration Committee has reviewed the remunerations of the Company's Directors, supervisors and senior management for the year ended 31 December 2013, and considered that the procedure for the determination of remuneration and distribution standard comply with the provisions of the remuneration system;
- IV) The Remuneration Committee has reviewed the performance of duties by the Directors, supervisors, and other senior management, and assessed their annual performance for the year ended 31 December 2013. It has also monitored the implementation of the Company's remuneration policies.

The Remuneration Committee held one meeting during the year ended 31 December 2014, the details of which are as follows:

Subcommittee	Remuneration Committee
Members	Mr. Wu Guang Quan, Mr. Chen Hong Liang, Ms. Wong Wai Ling, Mr. Wu Wei, Mr. Zhang Ping (resigned on 30 December 2014)
Number of meeting held	1
Date of meeting held	21 March 2014
Proposals considered	<ol style="list-style-type: none"> 1. The Proposal to Review the Remuneration Policy of the Directors and Senior Management of the Company for 2013 2. The Proposal to Review the Procedure for the Determination of the Remuneration Policy of the Company

III. REPORT OF THE NOMINATION COMMITTEE

The nomination committee of the Company (the "Nomination Committee") currently comprises Mr. Wu Guang Quan, Mr. Chen Hong Liang, Ms. Wong Wai Ling, Mr. Wu Wei and Mr. Wei Wei (appointed on 30 December 2014), and is chaired by Mr. Wu Wei. During the year ended 31 December 2014, the Nomination Committee has reviewed the structure, size and composition of the Board, as well as the qualification and experience of the candidates. It also has reviewed the independence of independent non-executive Directors. The Nomination Committee considered that the structure of the Board complies with the requirement of the Listing Rules, all of the Directors are competent to act as director of the Company, including skills, knowledge and experience. All of the independent non-executive Directors met the requirement of independence of Rule 3.13 of the Listing Rules during the year ended 31 December 2014. The works of the Nomination Committee during the year ended 31 December 2014 are summarized as follows:

- I) During the year ended 31 December 2014, the committee has considered and reviewed the structure, size and composition of the Board, including skills, knowledge and experience of the Directors, and made recommendations to the Board regarding any proposed change to the structure of the Board to complement the Company's corporate strategy;
- II) The Nomination Committee has considered the suitability of a candidate to act as a director on the basis of the candidate's qualification, experience, integrity and potential contribution to the Company; and
- III) The Nomination Committee has assessed the independence of independent non-executive Directors under the requirements set out in Rule 3.13 of the Listing Rules.

The Nomination Committee held two meetings during the year ended 31 December 2014, the details of which are as follows:

Subcommittee	Nomination Committee
Members	Mr. Wu Guang Quan, Mr. Chen Hong Liang, Ms. Wong Wai Ling, Mr. Wu Wei and Mr. Zhang Ping (resigned on 30 December 2014)
Number of meetings held	2
Date of meetings held	21 March 2014 21 August 2014
Proposals considered	<ol style="list-style-type: none"> 1. The Proposal to Review the Structure, Size and Composition of the Board 2. The Proposal to Review the Independence of Independent Non-executive Directors 3. The Proposal to Review the Board's Diversity Policy 4. The Proposal on the appointment or re-appointment or succession of Directors

Report of the Supervisory Committee

The first meeting of sixth session of the supervisory committee of the Company (the “Supervisory Committee”) was held on 19 June 2012, in which new members of Supervisory Committee were elected. The Supervisory Committee currently comprises Mr. Cao Jiang (chairman of the Supervisory Committee), Ms. Wang Xin and Mr. Deng Bo Song.

On 30 December 2014, the Company held the extraordinary general meeting, in which Mr. Cao Jiang was appointed as the chairman and member of the Supervisory Committee with the term of office from 30 December 2014 to the 2014 annual general meeting of the Company to be held in 2015.

During the year ended 31 December 2014, all members of the Supervisory Committee earnestly performed the function of supervision in accordance with the regulations and requirements of the Company Law of the People’s Republic of China, the articles of associations of the Company and the procedure rules of the Supervisory Committee. By means of exercising their functions independently pursuant to the laws through attending the meetings of board of directors as a non-voting member and convening the meeting of the Supervisory Committee, the members of the Supervisory Committee supervised and examined the operations of the Company in accordance with the laws, the financial position of the Company, the implementation of resolutions passed in the shareholders’ general meetings, the process of making major decisions by the Board, the legality and compliance for the operation and management activities of the Company as well as the performance of duties by the Directors. It was thus procured that the Company is operated legally with a view to safeguard the benefits of the Company, its shareholders and employees.

The Supervisory Committee considers that during the year ended 31 December 2014, the Company’s operation, financial auditing and result and daily operation and management complied with relevant provisions of the Listing Rules and the articles of associations of the Company; the Board members are scrupulous about their duties, without breach of laws or rules or damaging the Company’s benefits by utilizing their powers.

The Supervisory Committee expresses the following opinions for the performance of the operation of the Company during the year ended 31 December 2014:

The Supervisory Committee’s independent opinions on the legal operation of the Company

During the year ended 31 December 2014, the Company strictly complied with the laws and statutes such as the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, articles of associations of the Company and the Listing Rules, established sound internal control system. The operation of the Company is normal and the decision-making procedure is in compliance with the relevant law and regulation. The shareholders’ general meetings and the Board meetings were convened in accordance with the procedures as provided in the relevant laws, regulations and the Company’s articles of association, where the contents of the relevant resolutions were legal and valid. When fulfilling duties, the directors of the Company can consciously safeguard the benefits of the Company and its shareholders, adhere to the principles of good faith and diligence, and do not violate any laws or statutes, or damage the Company’s benefits.

The Supervisory Committee’s independent opinions on review of Company’s financial status

The Supervisory Committee has reviewed the relevant information such as the 2014 interim report, 2014 annual report and 2014 auditor’s report presented by PricewaterhouseCoopers, the auditor of the Company, with unqualified opinion. The Supervisory Committee considered that the Company’s finance system and internal control system are sound, the financial operation is normal and financial status is good, and that the auditor’s report can truly, objectively and fairly reflect the financial position and operating results of the Company in the year ended 31 December 2014.

The Supervisory Committee's independent opinion on the acquisition and disposal of assets by the Company

During the year ended 31 December 2014, the acquisition and disposal of assets by the Company were in compliance with the requirements of laws and regulations including the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, and the Listing Rules as well as the articles of association of the Company and the required review procedures have been performed to ensure that there was no damage to the interests of the Company nor any impairment to the Company's assets.

The Supervisory Committee's independent opinion on the connected transactions of the Company

The Supervisory Committee has reviewed the connected transactions and continuing connected transactions of the Group during the year ended 31 December 2014 and considered that such transactions were in line with the Company's needs for business development and long-term growth, and strictly in compliance with the requirements of the Listing Rules, the articles of association of the Company and the Internal Reporting System for Major Events and Connected Transactions issued by the Company. The Company has conducted the review and disclosure procedures such that the interests of the Shareholders and the Company were not prejudiced.

We hereby report.

By Order of the Supervisory Committee

Cao Jiang

Chairman of the Supervisory Committee

Shenzhen, China

20 March 2015

獨立核數師報告

Independent Auditor's Report



羅兵咸永道

獨立核數師報告

致中航國際控股股份有限公司

全體股東

(於中華人民共和國成立之有限公司)

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

AVIC INTERNATIONAL HOLDINGS LIMITED

(Established in the People's Republic of China with limited liability)

本核數師(以下簡稱「我們」)已審計列載於第140至364頁中航國際控股股份有限公司(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及公司資產負債表與截至該日止年度的綜合收益表、綜合全面收入報表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他附註解釋資料。

We have audited the consolidated financial statements of AVIC International Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 140 to 364, which comprise the consolidated and company balance sheets as at 31 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.

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國際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,及落實其認為就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。

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 International Financial Reporting Standards 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.

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。我們已根據國際審計準則進行審計。這些準則要求我們遵守道德規範,並規劃及執行審計,以合理確定綜合財務報表是否不存有任何重大錯誤陳述。

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. 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.

PricewaterhouseCoopers, 22/F, Prince's Building, Central, Hong Kong
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com

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

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，綜合財務報表已根據國際財務報告準則真實而公平地反應 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溢利及現金流量，並已按照香港公司條例的披露規定妥為編製。

其他事項

本報告(包括意見)乃僅為向閣下匯報而編製，不應用作其他用途。本核數師概不就本報告之內容向任何其他人士負責或承擔責任。

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日

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.

OPINION

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

OTHER MATTERS

This report, including the opinion, has been prepared for and only for you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 20 March 2015

綜合資產負債表

Consolidated Balance Sheet

於二零一四年十二月三十一日 As at 31 December 2014

		截至十二月三十一日止 As at 31 December		截至 一月一日止 As at 1 January
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
附註 Note				
資產 ASSETS				
非流動資產 Non-current assets				
	7	1,757,824	1,530,773	1,331,337
土地使用權				
勘探及開採權	8	765,937	836,543	505,317
商譽	9	952,556	392,554	273,546
無形資產	10	879,874	364,885	303,772
物業、產房及設備	11	13,583,312	10,454,696	10,900,556
投資物業	12	2,232,376	2,153,462	2,099,314
在建工程	13	2,479,701	1,934,988	1,394,070
使用權益法入賬的投資	15	4,342,730	4,386,692	4,298,291
貿易及其他應收款項	24	1,585,580	260,540	422,480
可供出售金融資產	19	257,940	291,090	259,819
遞延所得稅資產	20	637,611	515,550	441,238
其他非流動資產	21	514,331	2,082,784	382,128
		29,989,772	25,204,557	22,611,868
流動資產 Current assets				
存貨	22	6,376,810	5,210,974	4,327,819
發展中物業	23	1,808,116	2,317,086	1,256,078
貿易及其他應收款項	24	12,134,461	10,884,104	9,513,512
應收合約工程客戶款項	25	2,017,763	1,493,175	1,161,194
按公允價值透過損益計賬的金融資產	26	4,242	5,405	3,110
抵押銀行存款	27	522,864	643,650	643,671
現金及現金等價物	28	4,828,610	5,076,449	4,196,028
分類為持作出售之聯營公司投資	29	90,624	—	—
		27,783,490	25,630,843	21,101,412
總資產 Total assets		57,773,262	50,835,400	43,713,280
權益 EQUITY				
本公司權益持有人應佔資本與儲備 Capital and reserves attributable to owners of the Company				
股本	30	1,110,632	1,110,632	1,110,632
股份溢價	30	1,294,633	1,294,633	1,294,633
其他儲備	31	655,789	422,272	469,136
永久次級可換股證券	32	2,781,674	2,781,674	2,781,674
未分配利潤				
— 擬分配年度股利	48	111,063	—	—
— 其他		3,668,261	3,189,587	2,182,772
		9,622,052	8,798,798	7,838,847
非控股股東權益 Non-controlling interests	14	8,767,461	4,973,140	4,309,921
總權益 Total equity		18,389,513	13,771,938	12,148,768

綜合資產負債表

Consolidated Balance Sheet

於二零一四年十二月三十一日 As at 31 December 2014

		截至十二月三十一日止 As at 31 December	截至 一月一日止 As at 1 January	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
	附註 Note			
負債				
非流動負債				
借款	33	10,477,284	6,834,524	4,939,368
遞延所得稅負債	20	862,398	636,280	539,245
政府補貼的遞延收入				
	34	761,479	766,578	784,994
撥備	38	213,085	6,689	40,458
貿易及其他應付款項	37	22,883	44,871	46,128
退休及其他補充 福利責任	35	384,357	217,667	249,483
其他非流動負債	36	166,803	1,105,347	1,256,762
		12,888,289	9,611,956	7,856,438
流動負債				
貿易及其他應付款項	37	14,600,170	13,827,261	11,847,757
應付合約工程客戶 款項	25	1,491,725	194,180	200,434
借款	33	9,429,473	13,204,529	11,548,985
按公允價值透過損益 記賬的金融負債	26	66,895	—	—
即期所得稅負債		226,956	220,872	106,526
退休及其他補充 福利責任	35	16,931	4,664	4,372
其他流動負債	36	663,310	—	—
		26,495,460	27,451,506	23,708,074
總負債		39,383,749	37,063,462	31,564,512
總權益和負債		57,773,262	50,835,400	43,713,280
流動資產／（負債） 淨值		1,288,030	(1,820,663)	(2,606,662)
總資產減流動負債		31,277,802	23,383,894	20,005,206

隨附第151至364頁的附註為該等綜合財務報表的組成部分。

The accompanying notes on page 151 to 364 are an integral part of these consolidated financial statements.

董事：吳光權
Director: Wu Guang Quan

董事：由鐳
Director: You Lei

第140至364頁的財務報表已於二零一五年三月二十日經董事會批准，並由以下董事代表簽署。

The financial statements on page 140 to 364 were approved by the Board of Directors on 20 March 2015 and were signed on its behalf.

公司資產負債表

Company Balance Sheet

於二零一四年十二月三十一日 As at 31 December 2014

		截至十二月三十一日止 As at 31 December		
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000	
	附註 Note			
資產	ASSETS			
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	11	6,503	7,277
於附屬公司的投資	Investments in subsidiaries	14	5,798,278	4,585,828
於聯營公司的投資	Investments in associates	16	298,198	298,198
於合營企業的投資	Investments in joint ventures	17	2,371,409	2,371,409
可供出售金融資產	Available-for-sale financial assets	19	1,400	15,224
			8,475,788	7,277,936
流動資產	Current assets			
貿易及其他應收款項	Trade and other receivables	24	2,046,219	797,762
現金及現金等價物	Cash and cash equivalents	28	61,742	206,467
			2,107,961	1,004,229
總資產	Total assets		10,583,749	8,282,165
權益	EQUITY			
本公司權益持有人應佔 資本與儲備	Capital and reserves attributable to owners of the Company			
股本	Share capital	30	1,110,632	1,110,632
股份溢價	Share premium	30	1,294,633	1,294,633
其他儲備	Other reserves	31	146,296	94,084
永久次級可換股證券	Perpetual subordinated convertible securities	32	2,781,674	2,781,674
未分配利潤	Retained earnings			
－擬分配年度股利	－ Proposed final dividend	48	111,063	－
－其他	－ Others		309,537	29,873
總權益	Total equity		5,753,835	5,310,896

公司資產負債表

Company Balance Sheet

於二零一四年十二月三十一日 As at 31 December 2014

		截至十二月三十一日止 As at 31 December	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
	附註 Note		
負債			
非流動負債			
借款	33	1,527,000	1,075,000
其他非流動負債	36	—	800,000
		1,527,000	1,875,000
流動負債			
貿易及其他應付款項	37	920,914	123,269
借款	33	2,382,000	973,000
		3,302,914	1,096,269
總負債		4,829,914	2,971,269
總權益和負債		10,583,749	8,282,165
流動淨負債		(1,194,953)	(92,040)
總資產減流動負債		7,280,835	7,185,896

隨附第151至364頁的附註為該等財務報表的組成部分。

The accompanying notes on page 151 to 364 are an integral part of these financial statements.

董事：吳光權
Director: Wu Guang Quan

董事：由鐳
Director: You Lei

第140至364頁的財務報表已於二零一五年三月二十日經董事會批准，並由以下董事代表簽署。

The financial statements on page 140 to 364 were approved by the Board of Directors on 20 March 2015 and were signed on its behalf.

綜合收益表

Consolidated Income Statement

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

			截至十二月三十一日止年度 Year ended 31 December	
			二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
		附註 Note		
收入	Revenue	6	34,426,424	37,262,006
銷售成本	Cost of sales	41	(28,786,784)	(32,256,324)
毛利	Gross profit		5,639,640	5,005,682
銷售費用	Distribution costs	41	(1,762,722)	(1,429,199)
行政費用	Administrative expenses	41	(3,060,765)	(2,683,244)
投資物業公允價值收益	Fair value gain on investment properties	12	15,990	56,942
其他收入	Other income	39	700,892	1,130,778
其他收益－淨額	Other gains – net	40	343,413	112,670
經營溢利	Operating profit		1,876,448	2,193,629
融資收入	Finance income	43	513,415	291,029
融資成本	Finance costs	43	(1,286,786)	(1,063,631)
融資成本－淨額	Finance costs – net		(773,371)	(772,602)
使用權益法入賬的應佔 投資溢利	Share of profit of investments accounted for using the equity method	15	471,701	526,373
除所得稅前溢利	Profit before income tax		1,574,778	1,947,400
所得稅開支	Income tax expense	45	(316,461)	(268,560)
本年度溢利	Profit for the year		1,258,317	1,678,840

綜合收益表

Consolidated Income Statement

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

		截至十二月三十一日止年度 Year ended 31 December	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
附註 Note			
應佔溢利：	Profit attributable to:		
本公司權益持有人	Owners of the Company	641,949	1,030,898
非控股股東權益	Non-controlling interests	616,368	647,942
		1,258,317	1,678,840
本公司權益持有人年內 應佔每股盈利(每股以 人民幣元列示)	Earnings per share attributable to the owners of the Company during the year (RMB per share)		
— 基本	— basic	47 0.5530	0.9032
— 攤薄	— diluted	47 0.3357	0.5391

隨附第151至364頁的附註為該等綜合財務報表的組成部分。

The accompanying notes on page 151 to 364 are an integral part of these consolidated financial statements.

		截至十二月三十一日止年度 Year ended 31 December	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
附註 Note			
股息	Dividends	48 111,063	—

綜合全面收入報表

Consolidated Statement of Comprehensive Income

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

		截至十二月三十一日止年度 Year ended 31 December	
	附註 Note	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
本年度溢利	Profit for the year	1,258,317	1,678,840
其他全面收益：	Other comprehensive income:		
不可重新分類至損益的項目	Items that will not be reclassified to profit or loss		
重新計量離職福利責任，未扣除稅款	Remeasurements of post-employment benefit obligations, gross of tax	35 (21,380)	(3,870)
重新計量離職福利責任，稅款	Remeasurements of post-employment benefit obligations, tax	20 7,475	4,709
自住物業轉為投資物業時獲得的收益，未扣除稅款	Gain on transfer of owner-occupied property to investment property, gross of tax	-	11,773
自住物業轉為投資物業時獲得的收益，稅款	Gain on transfer of owner-occupied property to investment property, tax	-	(2,943)
其後可能重新分類至損益的項目	Items that may be subsequently reclassified to profit or loss		
可供出售金融資產的公允價值收益，未扣除稅款	Fair value gains on available-for-sale financial assets, gross of tax	-	10,864
可供出售金融資產的公允價值收益，稅款	Fair value gains on available-for-sale financial assets, tax	-	(2,716)
外幣折算差額	Currency translation differences	(447,160)	(68,126)
撥回可供出售金融資產的公允價值收益，未扣除稅款	Recycle of fair value gains on available-for-sale financial assets, gross of tax	(14,263)	(5,430)
撥回可供出售金融資產的公允價值收益，稅款	Recycle of fair value gains on available-for-sale financial assets, tax	3,566	1,357
應佔聯營公司其他全面收益	Share of an associate's other comprehensive income	31 (47)	(325)
撥回應佔聯營公司其他全面收益	Recycle of share of an associate's other comprehensive income	31 12,098	-
年內其他全面收益（扣除稅款）	Other comprehensive income for the year, net of tax	(459,711)	(54,707)
年內全面總收益（扣除稅款）	Total comprehensive income for the year, net of tax	798,606	1,624,133
應佔：	Attributable to:		
－本公司權益持有人	－ Owners of the Company	257,925	987,635
－非控股股東權益	－ Non-controlling interests	540,681	636,498
年內全面總收益	Total comprehensive income for the year	798,606	1,624,133

隨附第151至364頁的附註為該等綜合財務報表的組成部分。

The accompanying notes on page 151 to 364 are an integral part of these consolidated financial statements.

綜合權益變動表

Consolidated Statement of Changes in Equity

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

		本公司權益持有人應佔 Attributable to owners of the company						非控股 股東權益 Non- controlling interests	總權益 Total equity
		股本 Share capital 人民幣千元 RMB'000	股份溢價 Share premium 人民幣千元 RMB'000	永久次級 可換股證券 Perpetual subordinated convertible securities 人民幣千元 RMB'000	其他儲備 Other reserves 人民幣千元 RMB'000	未分配利潤 Retained earnings 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
本集團 於二零一三年一月一日的結餘 (如先前呈報)	Group Balance as at 1 January 2013 (as previously reported)	1,110,632	1,294,633	2,781,674	(380,075)	2,762,828	7,569,692	3,989,077	11,558,769
共同控制下業務合併的影響	Effect of business combination under common control	-	-	-	849,211	(580,056)	269,155	320,844	589,999
於二零一三年一月一日的結餘， 經重列	Balance as at 1 January 2013, as restated	1,110,632	1,294,633	2,781,674	469,136	2,182,772	7,838,847	4,309,921	12,148,768
全面收益	Comprehensive income								
本年度溢利	Profit for the year	-	-	-	-	1,030,898	1,030,898	647,942	1,678,840
其他全面收益	Other comprehensive income	-	-	-	(43,263)	-	(43,263)	(11,444)	(54,707)
全面總收益	Total comprehensive income	-	-	-	(43,263)	1,030,898	987,635	636,498	1,624,133
與權益持有人的交易	Transactions with owners								
與非控股股東權益的交易	Transactions with non-controlling interests	-	-	-	(10,387)	-	(10,387)	(38,079)	(48,466)
應佔聯營公司因與非控股股東 權益交易而產生的儲備	Share of reserves of an associate arising from its transactions with non-controlling interests	-	-	-	(17,297)	-	(17,297)	-	(17,297)
收購附屬公司	Acquisition of subsidiaries	-	-	-	-	-	-	41,438	41,438
出售附屬公司	Disposals of subsidiaries	-	-	-	-	-	-	(23,010)	(23,010)
非控股股東權益注資	Capital contributed by non-controlling interests	-	-	-	-	-	-	123,912	123,912
提取其他儲備	Appropriation to other reserves	-	-	-	24,083	(24,083)	-	-	-
二零一三年股息	Dividends for 2013	-	-	-	-	-	-	(77,540)	(77,540)
與權益持有人的交易總額	Total transactions with owners	-	-	-	(3,601)	(24,083)	(27,684)	26,721	(963)
於二零一三年十二月三十一日的 結餘，經重列	Balance as at 31 December 2013, as restated	1,110,632	1,294,633	2,781,674	422,272	3,189,587	8,798,798	4,973,140	13,771,938

綜合權益變動表

Consolidated Statement of Changes in Equity

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

		本公司權益持有人應佔 Attributable to owners of the company							非控股 股東權益 Non- controlling interests	總權益 Total equity
		股本 Share capital	股份溢價 Share premium	永久次級 可換股證券 Perpetual subordinated convertible securities	其他儲備 Other reserves	未分配利潤 Retained earnings	合計 Total			
		附註 Note	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於二零一四年一月一日的結餘， 經重列	Balance as at 1 January 2014, as restated		1,110,632	1,294,633	2,781,674	422,272	3,189,587	8,798,798	4,973,140	13,771,938
全面收益	Comprehensive income									
本年度溢利	Profit for the year		-	-	-	641,949	641,949	616,368	1,258,317	
其他全面收益	Other comprehensive income		-	-	-	(384,024)	(384,024)	(75,687)	(459,711)	
全面總收益	Total comprehensive income		-	-	-	(384,024)	641,949	257,925	540,681	798,606
與權益持有人的交易	Transactions with owners									
與非控股股東權益的交易	Transactions with non-controlling interests	31(a)	-	-	-	2,907,121	-	2,907,121	3,023,965	5,931,086
合併儲備	Merger reserve	31(b)	-	-	-	(2,320,979)	-	(2,320,979)	-	(2,320,979)
應佔聯營公司因與非控股 股東權益交易而產生的 儲備	Share of reserves of an associate arising from its transactions with non-controlling interests	15(a)	-	-	-	(20,813)	-	(20,813)	-	(20,813)
出售附屬公司	Disposals of subsidiaries	49(e)	-	-	-	-	-	-	(1,413)	(1,413)
非控股股東權益注資	Capital contributed by non-controlling interests		-	-	-	-	-	-	60,267	60,267
收購附屬公司	Acquisition of subsidiaries	52	-	-	-	-	-	-	272,660	272,660
提取其他儲備	Appropriation to other reserves	31	-	-	-	52,212	(52,212)	-	-	-
二零一四年股息	Dividends for 2014		-	-	-	-	-	-	(101,839)	(101,839)
與權益持有人的交易總額	Total transactions with owners		-	-	-	617,541	(52,212)	565,329	3,253,640	3,818,969
於二零一四年 十二月三十一日的結餘	Balance as at 31 December 2014		1,110,632	1,294,633	2,781,674	655,789	3,779,324	9,622,052	8,767,461	18,389,513

隨附第151至364頁的附註為該等綜合財務報表的組成部分。

The accompanying notes on page 151 to 364 are an integral part of these consolidated financial statements.

綜合現金流量表

Consolidated Statement of Cash Flows

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

		截至十二月三十一日止年度 Year ended 31 December	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
	附註 Note		
營運活動產生的現金流量			
經營業務產生的現金			
已付利息			
已付所得稅			
營運活動產生的現金淨額			
投資活動產生的現金流量			
在建工程增加的付款			
購買物業、廠房及設備			
購買土地使用權			
購買無形資產			
其他非流動資產			
增加的付款			
收購附屬公司，			
扣除收購的現金			
收購附屬公司所得款項，			
扣除已付現金			
向聯營公司注資			
向合營企業注資			
出售附屬公司的			
現金流入／(流出)			
解除收購一間附屬公司的			
保證金按金			
成立附屬公司預付款項			
收購附屬公司預付款項			
購買可供出售金融資產			
出售物業、廠房及設備			
所得款項			
出售投資物業所得款項			
出售無形資產所得款項			
出售可供出售金融資產			
所得款項			
出售合營企業所得款項			
已收政府補貼			
已收利息			
關聯方貸款			
關聯方償還貸款			
已收股息			
環境復原成本付款			
投資活動所用現金淨額			

		49	2,654,521 (1,176,196) (278,887)	2,181,368 (1,020,994) (203,056)
			1,199,438	957,318

綜合現金流量表

Consolidated Statement of Cash Flows

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

		截至十二月三十一日止年度 Year ended 31 December	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
附註 Note			
融資活動產生的現金流量	Cash flows from financing activities		
銀行借款所得款項	Proceeds from bank borrowings	17,727,226	19,120,237
償還銀行借款	Repayments of bank borrowings	(20,421,279)	(15,569,537)
關聯方借款	Borrowings from related parties	405,032	995,203
向關聯方償還借款	Repayments of borrowings from related parties	(363,899)	(1,440,664)
非控股股東權益向 附屬公司注資	Capital contribution to subsidiaries from non-controlling interests	60,267	123,912
派付予附屬公司非控股 股東權益的股息	Dividends paid to non-controlling interests of subsidiaries	(48,569)	(81,348)
與非控股股東權益的交易	Transactions with non-controlling interests	1,730,096	(48,466)
融資活動(所用)/產生的 現金淨額	Net cash (used in)/generated from financing activities	(911,126)	3,099,337
現金及現金等價物的 (減少)/增加淨額	Net (decrease)/increase in cash and cash equivalents	(222,423)	947,285
年初的現金及現金等價物	Cash and cash equivalents at beginning of year	5,076,449	4,196,028
外幣折算差額	Currency translation differences	(25,416)	(66,864)
年末的現金及現金等價物	Cash and cash equivalents at end of year	4,828,610	5,076,449

隨附第151至364頁的附註為該等綜合財務報表的組成部分。

The accompanying notes on page 151 to 364 are an integral part of these consolidated financial statements.

財務報表附註

Notes to the Financial Statements

1. 一般資料

中航國際控股股份有限公司(「本公司」)為在中華人民共和國(「中國」)成立的股份有限公司，其股份在香港聯合交易所有限公司主板上市。

於二零一三年十一月一日，本公司附屬公司天馬微電子股份有限公司(「天馬」)就收購於關連公司的權益分別訂立五項獨立框架協議，代價為天馬向有關出售方發行及配發約433,129,000股A股股份(「該等天馬交易」)。有關出售方及於關連公司的權益如下：

- (a) 就收購上海張江(集團)有限公司、上海國有資產經營有限公司及上海光通信公司持有的上海天馬微電子有限公司(「上海天馬」)70%股本權益；及
- (b) 就收購成都工業投資集團有限公司及成都高新投資集團有限公司持有的成都天馬微電子有限公司(「成都天馬」)40%股本權益；及
- (c) 就收購湖北省科技投資集團有限公司持有的武漢天馬微電子有限公司(「武漢天馬」)90%股本權益；及
- (d) 就收購中國航空技術國際控股有限公司(「中航國際」)及中國航空技術深圳有限公司(「中航深圳」)持有的上海中航光電子有限公司(「上海光電子」)全部股本權益；及
- (e) 就收購中航國際及中航深圳持有的深圳中航光電子有限公司(「深圳光電子」)全部股本權益。

1 GENERAL INFORMATION

AVIC International Holdings Limited (the “Company”) was established as a joint stock limited company in the People’s Republic of China (the “PRC”) and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited.

On 1 November 2013, Tianma Micro-electronics Co. Ltd. (“Tianma”), a subsidiary of the Company entered into five separate framework agreements for acquiring the interests in the related companies in consideration for which Tianma will issue and allot approximately 433,129,000 A Shares to the related selling parties (“Tianma Transactions”). The related selling parties and the interests in the related companies are as follows:

- (a) Shanghai Zhangjiang (Group) Co., Ltd. (“上海張江(集團)有限公司”), Shanghai State-owned Assets Company Limited (“上海國有資產經營有限公司”) and Shanghai Optical Communications Corporation (“上海光通信公司”) in relation to the acquisition of 70% equity interest in Shanghai Tianma Microelectronics Co., Ltd. (“Shanghai Tianma”); and
- (b) Chengdu Industrial Group Company Limited (“成都工業投資集團有限公司”) and Chengdu Gaoxin Investment Group Company Limited (“成都高新投資集團有限公司”) in relation to the acquisition of 40% equity interest in Chengdu Tianma Microelectronics Co., Ltd. (“Chengdu Tianma”); and
- (c) Hubei Province Technology Investment Group Company Limited (“湖北省科技投資集團有限公司”) in relation to the acquisition of 90% equity interest in Wuhan Tianma Microelectronics Co., Ltd. (“Wuhan Tianma”); and
- (d) AVIC International Holding Corporation (中國航空技術國際控股有限公司) (“AVIC International”) and AVIC International Shenzhen Company Limited (中國航空技術深圳有限公司) (“AVIC Shenzhen”) in relation to the acquisition of the entire equity interest in Shanghai AVIC Opto-electronics Co., Ltd. (“Shanghai Opto-electronics”); and
- (e) AVIC International and AVIC Shenzhen in relation to the acquisition of the entire equity interest in Shenzhen AVIC Opto-electronics Co., Ltd. (“Shenzhen Opto-electronics”), respectively.

1. 一般資料(續)

於二零一三年十一月一日，天馬董事會建議於該等天馬交易完成時，以現金形式向不多於十名投資者按配售價不低於每股人民幣12.69元發行不超過約149,722,000股新A股股份，藉此為該等天馬交易籌措額外資金。

於二零一四年八月二十二日，天馬董事會宣佈將發行及配售價由人民幣12.69元調整為人民幣12.59元、總代價股份由約433,129,000股A股股份調整為約436,569,000股A股股份及配售股份最大數目由約144,376,000股A股股份調整為約140,239,000股A股股份。

於該等天馬交易前，天馬持有上海天馬30%股本權益、成都天馬30%股本權益及武漢天馬10%股本權益。上海光電子及深圳光電子分別由中航深圳持有51%股本權益及中航國際持有49%股本權益。天馬、本公司、中航深圳及中航國際共同由中國航空工業集團公司(「中航工業」)控制。

由於天馬能夠透過與其他股東的協議控制上海天馬及成都天馬，於該等天馬交易前，天馬及本公司就投資上海天馬及成都天馬作為附屬公司入賬。於該等天馬交易前，天馬及本公司就投資武漢天馬作為聯營公司入賬。

該等天馬交易於二零一四年八月二十八日完成。於該等天馬交易完成時，上海天馬、武漢天馬、上海光電子及深圳光電子將成為天馬的全資附屬公司，而天馬將持有成都天馬70%股本權益。

1 GENERAL INFORMATION (continued)

On 1 November 2013, the board of directors of Tianma proposed to issue not more than approximately 149,772,000 new A Shares to not more than ten investors in cash at a placing price not lower than RMB12.69 per share after the completion of the Tianma Transactions for raising additional funds ancillary to the Tianma Transactions.

On 22 August 2014, the board of directors of Tianma announced to adjust the issue and placing price from RMB12.69 to RMB12.59, and the total consideration shares was adjusted from approximately 433,129,000 A Shares to approximately 436,569,000 A Shares, and the maximum number of placing shares was adjusted from approximately 144,376,000 A Shares to approximately 140,239,000 A Shares.

Prior to the Tianma Transactions, Tianma held 30% equity interests in Shanghai Tianma, 30% equity interests in Chengdu Tianma, 10% equity interests in Wuhan Tianma. Shanghai Opto-electronics and Shenzhen Opto-electronics were held as to 51% equity interests by AVIC Shenzhen and 49% equity interests by AVIC International respectively. Tianma, the Company, AVIC Shenzhen and AVIC International are under common control of Aviation Industry Corporation of China (「中國航空工業集團公司」) (「Aviation Industry」).

As Tianma could control Shanghai Tianma and Chengdu Tianma through the agreements with other shareholders, Tianma and the Company accounted for investments in Shanghai Tianma and Chengdu Tianma as subsidiaries before the Tianma Transactions. Tianma and the Company accounted for investment in Wuhan Tianma as an associate before the Tianma Transactions.

The Tianma Transactions was completed on 28 August 2014. Upon completion of the Tianma Transactions, Shanghai Tianma, Wuhan Tianma, Shanghai Opto-electronics and Shenzhen Opto-electronics became wholly owned subsidiaries of Tianma, while Tianma held 70% equity interests in Chengdu Tianma.

1. 一般資料(續)

就入賬而言，收購上海天馬及成都天馬股本權益按非控股股東權益交易入賬，收購武漢天馬股本權益按涉及非共同控制實體業務合併入賬，收購上海光電子及深圳光電子股本權益視為涉及共同控制實體業務合併，並按合併會計法入賬。

本公司及其附屬公司(以下統稱「本集團」)主要於中國從事液晶顯示器、印刷電路板、手錶的製造與銷售、地產開發、國際工程、貿易及物流服務及礦產資源開發業務。

本公司的註冊辦公地址為中國深圳市福田區深南中路中航苑航都大廈25樓。

綜合財務報表已於二零一五年三月二十日批准刊發。

2. 編製基準

本集團的綜合財務報表是根據國際財務報告準則(「國際財務報告準則」)及適用於國際財務報告準則項下公司呈報的國際財務報告準則詮釋委員會規定編製。綜合財務報表按照歷史成本法編製，並就投資物業、可供出售金融資產及按公允價值透過損益記賬的衍生金融工具重估作出修訂。編製該等財務報表所採用的會計政策及基準與本集團編製法定賬目時採用的中華人民共和國企業會計準則(2006)(「企業會計準則2006」)有所不同。

編製符合國際財務報告準則的財務報表需要使用若干關鍵會計估計，這亦需要管理層在應用本集團的會計政策過程中行使其判斷。涉及高度判斷或複雜性或涉及對綜合財務報表而言屬重大的假設及估計已於附註5披露。

1 GENERAL INFORMATION (continued)

For accounting purpose, the acquisitions of equity interests in Shanghai Tianma and Chengdu Tianma was accounted for as transactions with non-controlling interests, the acquisition of equity interests in Wuhan Tianma was accounted for as business combination involving entities not under common control, and the acquisitions of equity interests in Shanghai Opto-electronics and Shenzhen Opto-electronics was treated as business combinations involving entities under common control and accounted for on the basis of merger accounting.

The Company and its subsidiaries (hereinafter collectively referred to as the "Group") are principally engaged in the manufacturing and sales of liquid crystal displays, printed circuit boards and watches, property development, international engineering, trading and logistic services and development mining resources in the PRC.

The office address of the Company is 25/F, Hangdu Building, CATIC Zone, Shennan Road Central, Futian District, Shenzhen, the PRC.

The consolidated financial statements have been approved for issue on 20 March 2015.

2 BASIS OF PREPARATION

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRS") and IFRS Interpretations Committee applicable to companies reporting under IFRS. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties, available-for-sale financial assets and derivative financial instruments at fair value through profit or loss. The accounting policies and bases adopted in the preparation of these financial statements differ from those used in the statutory accounts of the Group which are prepared in accordance with the Accounting Standards for Business Enterprises (2006) of the People's Republic of China ("CAS 2006").

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.

2. 編製基準(續)

會計政策及披露變動：

(a) 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準則：

- 國際會計準則第32號「金融工具：呈報」關於抵銷金融資產及金融負債的修訂。該修訂澄清對銷權利不得依賴於未來事件。於日常業務過程中以及出現違約、無力償債或破產時，均可對所有對手方合法強制執行。該修訂亦考慮到結算機制。採用該新生效準則概無對本集團構成重大影響。
- 國際會計準則第36號「資產減值」關於非金融資產可收回金額披露的修訂。該修訂因頒佈國際財務報告準則第13號而取消國際會計準則第36號所包括就現金產生單位（「現金產生單位」）可收回金額作出的若干披露。採用該新生效準則概無對本集團構成重大影響。
- 國際會計準則第39號「金融工具：確認及計量」關於衍生工具的更替及對沖會計的延續的修訂。該修訂考慮到有關「場外交易」衍生工具的法定變動以及中央對手方的設立。根據國際會計準則第39號，衍生工具更替到中央對手方會終止對沖會計。倘對沖工具更替符合特定標準，則該修訂會放寬對對沖會計終止的限制。本集團已應用有關修訂，且概無對本集團的財務報表構成重大影響。

2 BASIS OF PREPARATION (continued)

Changes in accounting policy and disclosures:

(a) The following standards have been adopted by the Group for the first time for the financial year beginning on or after 1 January 2014:

- Amendment to IAS 32, 'Financial instruments: Presentation' on offsetting financial assets and financial liabilities. This amendment clarifies that the right of set-off must not be contingent on a future event. It must also be legally enforceable for all counterparties in the normal course of business, as well as in the event of default, insolvency or bankruptcy. The amendment also considers settlement mechanisms. The adoption of this newly effective standard does not have significant impact to the Group.
- Amendments to IAS 36, 'Impairment of assets', on the recoverable amount disclosures for non-financial assets. This amendment removed certain disclosures of the recoverable amount of cash generating units ("CGUs") which had been included in IAS 36 by the issue of IFRS 13. The adoption of this newly effective standard does not have significant impact to the Group.
- Amendment to IAS 39, 'Financial instruments: Recognition and measurement' on the novation of derivatives and the continuation of hedge accounting. This amendment considers legislative changes to 'over-the-counter' derivatives and the establishment of central counterparties. Under IAS 39 novation of derivatives to central counterparties would result in discontinuance of hedge accounting. The amendment provides relief from discontinuing hedge accounting when novation of a hedging instrument meets specified criteria. The Group has applied the amendment and there has been no significant impact on the Group financial statements as a result.

2. 編製基準(續)

(a) (續)

- 國際財務報告詮釋委員會－詮釋第21號「徵費」，載列如支付徵費責任屬於國際會計準則第37號「撥備」範疇時對該責任的會計處理方法。該詮釋闡述產生徵費支付責任的責任事件及於何時確認有關責任。由於本集團現時毋須繳付重大徵費，故並無對本集團構成重大影響。

於二零一四年一月一日開始的財政年度已生效的其他準則、修訂及詮釋對本集團而言並不屬重大。

此外，按照新香港公司條例(第622章)第358條，該條例第9部「賬目及審計」的規定於本公司自二零一四年三月三日或之後開始的首個財政年度開始實施。本集團現正評估公司條例變動於首次應用新香港公司條例(第622章)第9部期間對綜合財務報表所產生的預期影響。迄今，所得出的結論為有關影響有可能並不重大，且將只有綜合財務報表的資料呈列及披露受到影響。

2 BASIS OF PREPARATION (continued)

(a) (continued)

- IFRIC 21, 'Levies', sets out the accounting for an obligation to pay a levy if that liability is within the scope of IAS 37 'Provisions'. The interpretation addresses what the obligating event is that gives rise to the payment a levy and when a liability should be recognised. The Group is not currently subjected to significant levies so the impact on the Group is not material.

Other standards, amendments and interpretations which are effective for the financial year beginning on 1 January 2014 are not material to the Group.

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 3 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(續)

- (b) 本集團並無提早採納以下已頒佈但於二零一四年一月一日開始的財政年度仍未生效的新訂準則、修訂及詮釋。

2 BASIS OF PREPARATION (continued)

- (b) The following new standards, amendments and interpretations have been issued but are not effective for the financial year beginning 1 January 2014, and have not been early adopted by the Group.

於以下日期或之後
開始的年度期間生效
Effective for annual periods
beginning on or after

國際財務報告準則第14號「監管遞延賬目」 IFRS 14 "Regulatory Deferral Accounts"	二零一六年一月一日 1 January 2016
國際財務報告準則第11號關於收購合營經營權益的會計處理的修訂 Amendment to IFRS 11 on accounting for acquisitions of interests in joint operations	二零一六年一月一日 1 January 2016
國際會計準則第16號及國際會計準則第38號關於澄清可接受的折舊及攤銷方法的修訂 Amendments to IAS 16 and IAS 38 on clarification of acceptable methods of depreciation and amortisation	二零一六年一月一日 1 January 2016
國際會計準則第16號及國際會計準則第41號關於農業：生產性植物的修訂 Amendments to IAS 16 and IAS 41 on Agriculture: bearer plants	二零一六年一月一日 1 January 2016
國際財務報告準則第10號及國際會計準則第28號關於投資者與其聯營公司或合營公司之間的資產出售或投入的修訂 Amendments to IFRS 10 and IAS 28 on sale or contribution of assets between an investor and its associate or joint venture	二零一六年一月一日 1 January 2016
國際會計準則第27號關於獨立財務報表的權益法的修訂 Amendment to IAS 27 on equity method in separate financial statements	二零一六年一月一日 1 January 2016
國際財務報告準則第5號「持作出售的非流動資產及已終止經營業務」的修訂 Amendment to IFRS 5, 'Non-current assets held for sale and discontinued operations'	二零一六年一月一日 1 January 2016
國際財務報告準則第7號「金融工具：披露」的修訂 Amendment to IFRS 7, 'Financial instruments: Disclosures'	二零一六年一月一日 1 January 2016
國際會計準則第19號「僱員福利」的修訂 Amendment to IAS 19, 'Employee benefits'	二零一六年一月一日 1 January 2016
國際會計準則第34號「中期財務報告」的修訂 Amendment to IAS 34, 'Interim financial reporting'	二零一六年一月一日 1 January 2016
國際財務報告準則第15號「來自客戶合約的收益」 IFRS 15 "Revenue from Contracts with Customers"	二零一七年一月一日 1 January 2017
國際財務報告準則第9號「金融工具」 IFRS 9 "Financial Instruments"	二零一八年一月一日 1 January 2018

2. 編製基準(續)

(b) (續)

預期該等準則、修訂及詮釋不會對本集團的綜合財務報表構成重大影響，惟下文所載列者除外：

國際財務報告準則第15號「來自客戶合約的收益」處理收入確認，並確立向財務報表使用者報告有用資料的原則，內容關於實體與客戶所訂立合約產生的收入及現金流量的性質、金額、時間及不確定性。當客戶獲得貨品或服務的控制權並因此有能力指示該貨品或服務如何使用和獲得貨品或服務利益時，確認收益。該準則取代國際會計準則第18號「收入」及國際會計準則第11號「建造合約」以及相關詮釋。該準則將於二零一七年一月一日或之後開始的年度期間生效，並容許提早應用。本集團現正評估國際財務報告準則第15號的影響。

預期概無其他尚未生效的國際財務報告準則或國際財務報告詮釋委員會詮釋對本集團產生重大影響。

應用合併會計

於附註1披露的收購上海光電子及深圳光電子股本權益被視為涉及共同控制下實體的業務合併，此乃由於本公司、上海光電子及深圳光電子均受中航工業的共同控制。

因此，有關上海光電子及深圳光電子的財務資料已根據香港會計師公會(「香港會計師公會」)所頒佈會計指引第5號「共同控制合併的合併會計處理」(「會計指引第5號」)的規定以合併會計綜合納入本公司財務報表。為與合併後的會計政策保持一致，概無調整資產淨值或純利。

2 BASIS OF PREPARATION (continued)

(b) (continued)

None of these is expected to have a significant effect on the consolidated financial statements of the Group, except the following set out below:

IFRS 15, 'Revenue from contracts with customers' deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces IAS 18 'Revenue' and IAS 11 'Construction contracts' and related interpretations. The standard is effective for annual periods beginning on or after 1 January 2017 and earlier application is permitted. The Group is assessing the impact of IFRS 15.

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

Application of merger accounting

The acquisitions of equity interests in Shanghai Opto-electronics and Shenzhen Opto-electronics disclosed in Note 1 were regarded as a business combination involving entities under common control, since the Company, Shanghai Opto-electronics and Shenzhen Opto-electronics were all under common control of Aviation Industry.

Thus, the financial information of Shanghai Opto-electronics and Shenzhen Opto-electronics has been consolidated into the financial statements of the Company under merger accounting in accordance with the requirements of Accounting Guideline 5 "Merger Accounting for Common Control Combinations" ("AG 5") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). No adjustment has been made to the net assets or net profit to achieve consistency of accounting policies as a consequence of the combination.

2. 編製基準(續) 應用合併會計(續)

該等綜合財務報表乃根據會計指引第5號訂明的合併會計原則編製。該等綜合財務報表包括所收購公司的資產負債表、收益表、全面收入報表、權益變動表及現金流量表，猶如該等收購公司已於整年或自其註冊成立日期起一直存在。於二零一三年十二月三十一日及截至該日止年度的比較數字已按相同基準呈列。

因此，本綜合財務資料所呈列比較期間的財務資料已經重列。

以下為共同控制合併對綜合資產負債表所產生影響的對賬：

於二零一四年十二月三十一日的綜合資產負債表：

2 BASIS OF PREPARATION (continued) Application of merger accounting (continued)

These consolidated financial statements have been prepared using the principles of merger accounting, as prescribed in AG 5. These consolidated financial statements include the balance sheets, the income statements, the statements of comprehensive income, the statement of changes in equity and the statement of cash flows of the acquired companies as if they had been in existence throughout the year, or since its date of incorporation. Comparative figures as at 31 December 2013 and for the year then ended have been presented on the same basis.

Accordingly, the financial information of the comparative period presented in this consolidated financial information has been restated.

The following is a reconciliation of the effect arising from the common control combination on the consolidated balance sheets:

The consolidated balance sheet as at 31 December 2014:

		未計及合併 會計影響的金額 Amounts without taken into consideration of the effect of merger accounting 人民幣千元 RMB'000	上海光電子及 深圳光電子的合併 Merger of Shanghai Opto-electronics and Shenzhen Opto-electronics 人民幣千元 RMB'000	調整 Adjustments 人民幣千元 RMB'000 (a)	經重列 As stated 人民幣千元 RMB'000
非流動資產	Non-current assets	27,949,197	2,042,837	(2,262)	29,989,772
流動資產	Current assets	27,727,917	2,103,466	(2,047,893)	27,783,490
總資產	Total assets	55,677,114	4,146,303	(2,050,155)	57,773,262
非流動負債	Non-current liabilities	12,052,562	835,727	—	12,888,289
流動負債	Current liabilities	26,388,070	2,155,283	(2,047,893)	26,495,460
總負債	Total liabilities	38,440,632	2,991,010	(2,047,893)	39,383,749

2. 編製基準(續)

應用合併會計(續)

於二零一四年十二月三十一日的綜合資產負債表：(續)

2 BASIS OF PREPARATION (continued)

Application of merger accounting (continued)

The consolidated balance sheet as at 31 December 2014: (continued)

		未計及合併 會計影響的金額 Amounts without taken into consideration of the effect of merger accounting 人民幣千元 RMB'000	上海光電子及 深圳光電子的合併 Merger of Shanghai Opto-electronics and Shenzhen Opto-electronics 人民幣千元 RMB'000	調整 Adjustments 人民幣千元 RMB'000 (a)	經重列 As stated 人民幣千元 RMB'000
股本	Share capital	1,110,632	1,880,000	(1,880,000)	1,110,632
股份溢價	Share premium	1,294,633	-	-	1,294,633
永久次級可換股證券	Perpetual subordinated convertible securities	2,781,674	-	-	2,781,674
其他儲備	Other reserves	200,885	(114,070)	568,974	655,789
未分配利潤	Retained earnings	3,937,207	(612,899)	455,016	3,779,324
本公司權益持有人應佔股本 及儲備	Capital and reserves attributable to owners of the Company	9,325,031	1,153,031	(856,010)	9,622,052
非控股股東權益	Non-controlling interests	7,911,451	2,262	853,748	8,767,461
總權益	Total equity	17,236,482	1,155,293	(2,262)	18,389,513
總權益和負債	Total equity and liabilities	55,677,114	4,146,303	(2,050,155)	57,773,262
流動資產淨值	Net current assets	1,339,847	(51,817)	-	1,288,030
總資產減流動負債	Total assets less current liabilities	29,289,044	1,991,020	(2,262)	31,277,802

2. 編製基準(續)

應用合併會計(續)

於二零一三年十二月三十一日的綜合資產負債表：

2 BASIS OF PREPARATION (continued)

Application of merger accounting (continued)

The consolidated balance sheet as at 31 December 2013:

		未計及合併 會計影響的金額	Amounts without taken into consideration of the effect of merger accounting 人民幣千元 RMB'000	上海光電子及 深圳光電子的合併 Merger of Shanghai Opto-electronics and Shenzhen Opto-electronics 人民幣千元 RMB'000	調整 Adjustments 人民幣千元 RMB'000 (a)	經重列 Restated 人民幣千元 RMB'000
非流動資產	Non-current assets	22,758,020	2,433,549	12,988	25,204,557	
流動資產	Current assets	24,243,315	1,869,139	(481,611)	25,630,843	
總資產	Total assets	47,001,335	4,302,688	(468,623)	50,835,400	
非流動負債	Non-current liabilities	8,421,561	1,178,873	11,522	9,611,956	
流動負債	Current liabilities	25,862,154	2,061,183	(471,831)	27,451,506	
總負債	Total liabilities	34,283,715	3,240,056	(460,309)	37,063,462	

2. 編製基準(續)

應用合併會計(續)

於二零一三年十二月三十一日的綜合資產負債表：(續)

2 BASIS OF PREPARATION (continued)

Application of merger accounting (continued)

The consolidated balance sheet as at 31 December 2013: (continued)

		未計及合併 會計影響的金額	Amounts without taken into consideration of the effect of merger accounting 人民幣千元 RMB'000	上海光電子及 深圳光電子的合併 Merger of Shanghai Opto-electronics and Shenzhen Opto-electronics 人民幣千元 RMB'000	調整 Adjustments 人民幣千元 RMB'000 (a)	經重列 Restated 人民幣千元 RMB'000
股本	Share capital	1,110,632	1,880,000	(1,880,000)		1,110,632
股份溢價	Share premium	1,294,633	–	–		1,294,633
永久次級可換股權券	Perpetual subordinated convertible securities	2,781,674	–	–		2,781,674
其他儲備	Other reserves	(404,201)	(68,352)	894,825		422,272
未分配利潤	Retained earnings	3,535,079	(749,632)	404,140		3,189,587
本公司權益持有人應佔股本 及儲備	Capital and reserves attributable to owners of the Company	8,317,817	1,062,016	(581,035)		8,798,798
非控股股東權益	Non-controlling interests	4,399,803	616	572,721		4,973,140
總權益	Total equity	12,717,620	1,062,632	(8,314)		13,771,938
總權益和負債	Total equity and liabilities	47,001,335	4,302,688	(468,623)		50,835,400
流動淨負債	Net current liabilities	(1,618,839)	(192,044)	(9,780)		(1,820,663)
總資產減流動負債	Total assets less current liabilities	21,139,181	2,241,505	3,208		23,383,894

2. 編製基準(續)

應用合併會計(續)

以下為共同控制合併對綜合收益表所產生影響的對賬：

截至二零一四年十二月三十一日止年度的綜合收益表：

		未計及合併 會計影響的金額 Amounts without taken into consideration of the effect of merger accounting 人民幣千元 RMB'000	上海光電子及 深圳光電子的合併 Merger of Shanghai Opto-electronics and Shenzhen Opto-electronics 人民幣千元 RMB'000	調整 Adjustments 人民幣千元 RMB'000 (a)	經重列 As stated 人民幣千元 RMB'000
收入	Revenue	30,509,522	5,101,686	(1,184,784)	34,426,424
本年度溢利	Profit for the year	1,121,237	138,369	(1,289)	1,258,317

截至二零一三年十二月三十一日止年度的綜合收益表：

		未計及合併 會計影響的金額 Amounts without taken into consideration of the effect of merger accounting 人民幣千元 RMB'000	上海光電子及 深圳光電子的合併 Merger of Shanghai Opto-electronics and Shenzhen Opto-electronics 人民幣千元 RMB'000	調整 Adjustments 人民幣千元 RMB'000 (a)	經重列 Restated 人民幣千元 RMB'000
收入	Revenue	33,437,688	4,624,811	(800,493)	37,262,006
本年度溢利	Profit for the year	1,164,675	520,036	(5,871)	1,678,840

2 BASIS OF PREPARATION (continued)

Application of merger accounting (continued)

The following is a reconciliation of the effect arising from the common control combination on the consolidated income statement:

The consolidated income statement for the year ended 31 December 2014:

The consolidated income statement for the year ended 31 December 2013:

2. 編製基準(續)

應用合併會計(續)

以下為共同控制合併對綜合現金流量表所產生影響的對賬：

截至二零一四年十二月三十一日止年度的綜合現金流量表：

2 BASIS OF PREPARATION (continued)

Application of merger accounting (continued)

The following is a reconciliation of the effect arising from the common control combination on the consolidated statement of cash flows:

The consolidated statement of cash flows for the year ended 31 December 2014:

		未計及合併 會計影響的金額 Amounts without taken into consideration of the effect of merger accounting 人民幣千元 RMB'000	合併會計 的影響 Impact of merger accounting 人民幣千元 RMB'000	經重列 As stated 人民幣千元 RMB'000
營運活動所得現金淨額	Net cash generated from operating activities	788,810	410,628	1,199,438
投資活動所用現金淨額	Net cash used in investing activities	(111,569)	(399,166)	(510,735)
融資活動所用現金淨額	Net cash used in financing activities	(908,561)	(2,565)	(911,126)

2. 編製基準(續)
應用合併會計(續)

截至二零一三年十二月三十一日止年度
的綜合現金流量表：

2 BASIS OF PREPARATION (continued)

Application of merger accounting (continued)

The consolidated statement of cash flows for the year
ended 31 December 2013:

	未計及合併 會計影響的金額 Amounts without taken into consideration of the effect of merger accounting 人民幣千元 RMB'000	合併會計 的影響 Impact of merger accounting 人民幣千元 RMB'000	經重列 Restated 人民幣千元 RMB'000
營運活動所得的現金淨額 Net cash generated from operating activities	129,618	827,700	957,318
投資活動所用現金淨額 Net cash used in investing activities	(2,948,886)	(160,484)	(3,109,370)
融資活動所得 現金淨額 Net cash generated from financing activities	3,618,174	(518,837)	3,099,337

- (a) 上述調整指就將合併實體股本與投資成本對銷所作出的調整。差額已計入綜合財務報表合併儲備中，且就對銷本集團、上海光電子及深圳光電子之間的集團內公司間交易、應收及應付結餘所作出的調整已獲對銷。

概無因進行共同控制合併後為令會計政策貫徹一致而對任何實體或業務的資產淨值及溢利或虧損淨額作出其他重大調整。

- (a) The above adjustments represent adjustments to eliminate the share capital of the combining entities against the investment cost. The difference has been made to the merger reserve in the consolidated financial statements, and the adjustments to eliminate the intercompany transactions, receivable and payable balances between the Group, Shanghai Opto-electronics and Shenzhen Opto-electronics were eliminated.

No other significant adjustments were made to the net assets and net profit or loss of any entities or businesses as a result of the common control combination to achieve consistency of accounting policies.

3 主要會計政策概要

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

3.1 綜合賬目

3.1.1 附屬公司

附屬公司是指本集團擁有控制權的所有實體(包括結構實體)。當本集團承受或有權享有參與實體所得的可變回報，且有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。除應用下文附註3.1.1(a)所詳述的共同控制下業務合併的業務合併之外，附屬公司在控制權轉移至本集團之日起全面綜合入賬，並在控制權終止之日起取消綜合入賬。

倘相對其他股東的表決權益的數量及分散情況，本集團的表決權益數量佔優，使本集團獲得控制其財務及經營政策等的權力，則本集團擁有實際控制權。

集團內公司之間的交易、交易結餘及收支予以對銷。於資產確認的公司之間交易產生的盈虧亦予以對銷。在必要的時候，附屬公司的會計政策會予以變動，以確保與本集團所採納的政策保持一致。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

3.1 Consolidation

3.1.1 Subsidiaries

Subsidiaries are all entities (including structured entities) 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. Except for business combinations applying business combination involving entities under common control as detailed in Note 3.1.1(a) below, subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

De-facto control may arise in circumstances where the size of the Group's voting rights relative to the size and dispersion of holdings of other shareholders give the Group the power to govern the financial and operating policies, etc.

Inter-company transactions, balances, income and expenses on transactions between Group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

3 主要會計政策概要(續)

3.1 綜合賬目(續)

3.1.1 附屬公司(續)

- (a) 共同控制下實體的業務合併
就共同控制下實體的業務合併而言，綜合財務報表包括發生共同控制合併的合併實體或業務的財務報表項目，猶如該等項目自合併實體或業務首次受控制方控制當日起已合併計算。

合併各實體或業務的淨資產已按控制方預期的現有賬面值綜合入賬。在控制方的權益持續的情況下，並無就商譽或共同控制合併時收購方於被收購方的可識別資產、負債及或然負債的公允淨值的權益超過成本的差額確認任何金額。

綜合收益表包括各合併實體或業務由所呈列的最早日期或合併實體或業務首次受共同控制以來(以較短期間為準)的業績，而不論共同控制合併的日期。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Consolidation (continued)

3.1.1 Subsidiaries (continued)

- (a) Business combination involving entities under common control
For business combination involving entities under common control, the consolidated financial statements incorporate the financial statements of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or businesses are combined using the existing book values from the controlling parties' perspective. No amount is recognised in consideration for goodwill or excess of acquirers' interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interest.

The consolidated income statement includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where there is a shorter period, regardless of the date of the common control combination.

3 主要會計政策概要(續)

3.1 綜合賬目(續)

3.1.1 附屬公司(續)

- (a) 共同控制下實體的業務合併(續)

呈列綜合財務報表的比較金額時假設該等實體或業務於上一個結算日或其首次受共同控制以來(以較短者為準)已合併計算。

該等實體採納一套統一的會計政策。合併實體或業務之間所有集團間交易、交易結餘及未變現收益於綜合時對銷。

- (b) 共同控制下以外的業務合併

本集團進行業務合併時採用收購會計法入賬。收購附屬公司的轉讓代價為所轉讓資產、對被收購方之前擁有人所產生負債及本集團所發行股權的公允價值。所轉讓代價包括或然代價安排產生的任何資產或負債的公允價值。於業務合併時所收購的可識別資產及所承擔的負債及或然負債，初步按收購日期的公允價值計量。本集團按逐項收購基準，以公允價值或按非控股股東權益所佔被收購方可識別資產淨值已確認金額的比例確認於被收購方的任何非控股股東權益。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Consolidation (continued)

3.1.1 Subsidiaries (continued)

- (a) Business combination involving entities under common control (continued)

The comparative amounts in the consolidated financial statements are presented as if the entities or businesses had been combined at the previous balance sheet date or when they first came under common control, whichever is shorter.

A uniform set of accounting policies is adopted by those entities. All intra-group transactions, balances and unrealised gains on transactions between combining entities or businesses are eliminated on consolidation.

- (b) Business combination other than involving entities under common control

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

3 主要會計政策概要(續)

3.1 綜合賬目(續)

3.1.1 附屬公司(續)

- (b) 共同控制下以外的
業務合併(續)

與購買相關的成本
於產生時支銷。

如業務合併分階段
達成，於收購日期
收購方先前所持的
被收購方股權的賬
面值於收購日期按
公允價值重新計
量，重新計量所產
生的盈虧在損益中
確認。

本集團所轉讓的任
何或然代價將在收
購日期按公允價值
確認。被視為一項
資產或負債的或然
代價公允價值隨後
變動，將按照國際
會計準則第39號規
定，於損益確認或
確認為其他全面收
益變動。分類為權
益的或然代價毋須
重新計量，而其後
結算於權益入賬。

已轉讓代價、被收
購方的任何非控股
股東權益金額及任
何之前於被收購方
的股權於收購日期
的公允價值與所購
入可識別資產淨值
公允價值的超額入
賬為商譽。於議價
購買時，如已轉讓
代價、已確認非控
股股東權益及已計
量過往所持權益的
總額少於所收購附
屬公司資產淨值的
公允價值，有關差
額於收益表直接確
認。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Consolidation (continued)

3.1.1 Subsidiaries (continued)

- (b) Business combination other than
involving entities under common
control (continued)

Acquisition-related costs are
expensed as incurred.

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

Any contingent consideration to
be transferred by the Group is
recognised at fair value at the
acquisition date. Subsequent
changes to the fair value of the
contingent consideration that is
deemed to be an asset or liability
is recognised in accordance with
IAS39 either in profit or loss or as
a change to other comprehensive
income. Contingent consideration
that is classified as equity is not
remeasured, and its subsequent
settlement is accounted for within
equity.

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

3 主要會計政策概要(續)

3.1 綜合賬目(續)

3.1.1 附屬公司(續)

- (c) 於附屬公司擁有權的變動(不會導致控制權變動)

本集團將其與非控股股東權益進行且不導致失去控制權的交易入賬為權益交易—即與擁有人以其作為擁有人身分進行的交易。所支付任何代價的公允價值與相關應佔所收購附屬公司淨資產賬面值的差額入賬為權益。有關向非控股股東權益出售的盈虧亦在權益記賬。

- (d) 出售附屬公司
倘本集團喪失任何實體剩餘權益的控制權，則於失去控制權當日按公允價值重新計量，賬面值變動於損益確認。就其後入賬列作聯營公司、合營企業及金融資產的剩餘權益，公允價值為初始賬面值。此外，先前於其他全面收益確認與該實體有關的任何金額按猶如本集團已直接出售相關資產或負債的方式入賬。這可能意味著先前在其他全面收益確認的金額須重新分類至損益。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Consolidation (continued)

3.1.1 Subsidiaries (continued)

- (c) Changes in ownership interests in subsidiaries without change of control

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

- (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.

3 主要會計政策概要(續)

3.1 綜合賬目(續)

3.1.2 獨立財務報表

對附屬公司的投資按成本扣除減值入賬。成本亦包括投資直接應佔成本。本公司根據已收及應收的股息為基準，計算附屬公司的業績。

於附屬公司的投資的減值評估須於自該等投資收取股息時作出，倘宣派股息期內股息超出附屬公司的全面總收益或倘於獨立財務報表內投資的賬面值超出綜合財務報表內受投資公司資產淨值(包括商譽)的賬面值。

3.1.3 聯營公司

聯營公司指所有本集團對其有重大影響力而無控制權的實體，通常附帶有20%-50%投票權的股權。於聯營公司的投資以權益會計法入賬。按權益法，投資初始按成本確認，並增加或減少賬面值以確認投資者在收購日期後佔被投資方損益的比例。本集團於聯營公司的投資包括收購時識別的商譽。

倘聯營公司中的擁有權權益被減少，而實質影響被保留，則僅一部分之前在其他全面收益中被確認的金額將被重新歸類至溢利或虧損(如適用)。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Consolidation (continued)

3.1.2 Separate financial statements

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

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

3.1.3 Associates

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

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

3 主要會計政策概要(續)

3.1 綜合賬目(續)

3.1.3 聯營公司(續)

本集團應佔收購後溢利或虧損於收益表內確認，而應佔收購後其他全面收益的變動則於其他全面收益內確認，投資賬面值會作出相應調整。本集團應佔聯營公司的虧損等於或超過其在該聯營公司的權益，包括任何其他無抵押應收款項，本集團不會確認進一步虧損，除非本集團已代聯營公司承擔法定或推定責任或作出付款。

本集團於各報告日期釐定是否有任何客觀證據顯示於聯營公司的投資出現減值；如有，則本集團計算減值金額，即聯營公司可收回金額與其賬面值間的差額，並於收益表內「使用權益法入賬的應佔投資溢利／(虧損)」確認該金額。

本集團及其聯營公司之間的上游及下游交易所產生溢利及虧損於本集團財務報表確認，惟僅以非關聯投資者於聯營公司的權益為限。除非有關交易提供已轉讓資產減值證據，否則未變現虧損予以對銷。在必要的時候，聯營公司的會計政策會作出改變，以確保與本集團所採納的政策保持一致。

於聯營公司的投資所產生攤薄溢利及虧損於收益表確認。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Consolidation (continued)

3.1.3 Associates (continued)

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

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit/(loss) of investment accounted for using the equity method' in the income statement.

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

Gains and losses on dilution arising in investments in associates are recognised in the income statement.

3 主要會計政策概要(續)

3.1 綜合賬目(續)

3.1.4 合營安排

本集團已就於二零一二年一月一日的所有共同安排應用國際財務報告準則第11號。根據國際財務報告準則第11號，於共同安排的投資按照各投資方的合約權利及責任分類為合營業務或合營企業。本集團已評估其共同安排之性質，並將其釐定為合營企業。合營企業使用權益法入賬。

根據權益會計法，於合營企業的權益初步按成本確認，隨後進行調整以確認本集團應佔收購後溢利或虧損及其他全面收益的變動。倘本集團應佔合營企業的虧損等於或超過所持合營企業的權益(包括實際上構成本集團於合營企業的投資淨額部分的任何長期權益)，本集團不會確認進一步虧損，除非本集團產生負債或代表合營企業付款，則作別論。

本集團與其合營企業交易的未變現收益的對銷以本集團所持合營企業權益為限。除非有證據顯示交易中所轉讓資產出現減值，否則未變現虧損亦會對銷。合營企業的會計政策已作必要修訂，確保與本集團所採納的政策一致。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Consolidation (continued)

3.1.4 Joint arrangements

The Group has applied IFRS 11 to all joint arrangements as of 1 January 2012. Under IFRS 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

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

3 主要會計政策概要(續)

3.2 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決定的董事會，由他們負責分配資源和評估經營分部的表現。

3.3 外幣匯兌

(a) 功能和列賬貨幣

本集團每個實體的財務報表所列項目以該實體營運所在的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以人民幣(「人民幣」)呈報，人民幣為本公司的功能貨幣及本集團的列賬貨幣。

(b) 交易及結餘

外幣交易採用交易日或重新計量項目作出估值的匯率換算為功能貨幣。除了符合在權益中遞延入賬的現金流量對沖或淨投資對沖外，結算此等交易產生的匯兌收益及虧損以及將外幣列值的貨幣資產和負債以年終匯率換算產生的匯兌收益及虧損在收益表確認。

與借款、現金及現金等價物相關的匯兌收益及虧損在收益表中的「融資收入或成本」範圍內呈列。所有其他匯兌收益及虧損在收益表中的「其他收益／(虧損)－淨額」範圍內呈列。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Segment reporting

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

3.3 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Renminbi ("RMB"), which is the company's functional currency and the Group's presentation currency.

(b) Transactions and balances

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

Foreign exchange gains and losses that related to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or cost'. All other foreign exchange gains and losses are presented in the income statement within 'other gains/(losses) – net'.

3 主要會計政策概要(續)

3.3 外幣匯兌(續)

(b) 交易及結餘(續)

以外幣列值被分類為可供出售的債務證券的公允價值變動，按照證券的攤銷成本變動與該證券賬面值的其他變動所產生的折算差額進行分析。與攤銷成本變動有關的折算差額於損益確認，賬面值的其他變動則於其他全面收益確認。

非貨幣金融資產及負債(如按公允價值透過損益記賬的股權)的折算差額確認為公允價值盈虧的一部分。非貨幣金融資產(如分類為可供出售的股權)的折算差額計入其他全面收益。

(c) 集團公司

功能貨幣與列賬貨幣不同的所有集團實體(當中沒有嚴重通脹貨幣)的業績及財務狀況，按如下方式換算為列賬貨幣：

- 每份呈報的資產負債表內的資產及負債按該結算日的收市匯率換算；

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.3 Foreign currency translation (continued)

(b) Transactions and balances (continued)

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

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

(c) Group companies

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

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

3 主要會計政策概要(續)

3.3 外幣匯兌(續)

(c) 集團公司(續)

- 每份收益表內的收入和費用按平均匯率換算(除非此匯率並不代表交易日期匯率累計影響的合理約數；在此情況下，收支按交易日期的匯率換算)；及
- 所有由此產生的匯兌差額在其他全面收益中確認。

因收購海外實體產生的商譽及公允價值調整視為海外實體資產和負債，並按收市匯率換算。所產生的貨幣交易差額於其他全面收益中確認。

(d) 出售海外業務及部分出售

出售海外業務(即出售本集團海外業務全部權益，或出售涉及失去對擁有海外業務的一間附屬公司的控制權，出售涉及失去對擁有海外業務的一間合營企業的共同控制權，或出售涉及失去對擁有海外業務的一間聯營公司的重大影響力)，所有歸屬於本公司權益持有人業務的權益累計貨幣交易差額將重新分類至損益。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.3 Foreign currency translation (continued)

(c) Group companies (continued)

- 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.

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 transaction differences arising are recognised in other comprehensive income.

(d) Disposal of foreign operation and partial disposal

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

3 主要會計政策概要(續)

3.3 外幣匯兌(續)

(d) 出售海外業務及部分出售
(續)

倘為部分出售而並未導致本集團失去對擁有海外業務的一間附屬公司的控制權，累計匯兌差額的應佔比例重新歸類為非控股股東權益，而不會於損益確認。就所有其他部分出售（即調減本集團於聯營公司或合營企業的擁有權權益後而並未導致本集團失去重大影響力或共同控制權）而言，累計匯兌差額的應佔比例重新分類至損益。

3.4 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊列賬。歷史成本包括收購該等項目直接應佔的開支。成本亦可包括從權益中轉撥有關以外幣購買物業、廠房及設備的合資格現金流量對沖產生的任何收益／虧損。

其後成本只有在與該項目有關的未來經濟利益有可能流入本集團，且該項目的成本能可靠計量時，計入資產賬面值或確認為個別資產（如適用）。已更換零件的賬面值已被剔除入賬。所有其他維修及保養在產生的財政期間內於收益表支銷。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.3 Foreign currency translation (continued)

(d) Disposal of foreign operation and partial disposal (continued)

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

3.4 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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

3 主要會計政策概要(續)

3.4 物業、廠房及設備(續)

物業、廠房及設備折舊在扣除其估計剩餘價值後按其估計可使用年限以直線法計提撥備。估計可使用年限如下：

於日本及馬來西亞的土地使用權	期限
樓宇	10至50年
租賃裝修	3至5年
設備及機器	5至30年
運輸工具	5至18年
電腦及電子設備	3至10年
採礦構築物*	10至20年
其他設備	5至13年

* 採礦構築物包括主要及輔助礦井以及地下隧道。

資產剩餘價值及可使用年限在每個報告期進行檢討，及在適當時調整。

倘資產賬面值高於其估計可收回金額時，其賬面值即時撇減至可收回金額(附註3.10)。

出售盈虧按所得款項與賬面值的差額釐定，並在收益表的「其他收益／(虧損)－淨額」中確認。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.4 Property, plant and equipment (continued)

Depreciation of property, plant and equipment is provided using the straight-line method over their estimated useful lives, after deducting the estimated residual value. The estimated useful lives are as follows:

Land use rights in Japan and Malaysia	Permanent
Buildings	10 to 50 years
Leasehold improvements	3 to 5 years
Machinery and equipment	5 to 30 years
Motor vehicles	5 to 18 years
Computer and electronic equipment	3 to 10 years
Mining structures*	10 to 20 years
Other equipment	5 to 13 years

* Mining structures comprise the main and auxiliary mine shafts and underground tunnels.

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 3.10).

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

3 主要會計政策概要(續)

3.5 投資物業

投資物業主要由租賃土地及樓宇所組成，為獲得長期租金或資本增值或兩者兼備持有，且並非由本集團佔用。投資物業亦包括正在就日後用作投資物業建設或開發的物業。以經營租賃持有的土地，如符合投資物業其餘定義，按投資物業記賬。在該情況下，經營租賃猶如其為融資租賃而記賬。投資物業初步按成本計量，包括相關的交易成本及(如適用)借款成本。在初步確認後，投資物業按公允價值列賬，公允價值指由外部估值師於每個報告日期釐定的公開市值。公允價值根據活躍市場價格計算，如有需要就個別資產的性質、地點或狀況的任何差異做出調整。如沒有此項資料，本集團利用其他估值方法，例如比較不活躍市場的近期價格或折現現金流量預測法。公允價值變動在收益表內記錄為「投資物業公允價值收益」的部分估值收益或虧損。

僅有當存在以下證據證明用途改變時，才可轉入或轉出投資物業：

- (a) 投資物業用途改變為自用之時，將投資物業轉換為自用物業；
- (b) 開發用以出售之時，將投資物業轉換為發展中物業；
- (c) 自用物業終止自用用途時，將自用物業轉換為投資物業；或

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Investment property

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

Transfers to, or from, investment property shall be made when, and only when, there is a change in use, evidenced by:

- (a) commencement of owner-occupation, for a transfer from investment property to owner-occupied property;
- (b) commencement of development with a view to sale, for a transfer from investment property to properties under development;
- (c) end of owner-occupation, for a transfer from owner-occupied property to investment property; or

3 主要會計政策概要(續)

3.5 投資物業(續)

- (d) 經營租賃予另一方之時，將存貨轉換為投資物業。

倘業主佔用物業轉變為投資物業（以公允價值計量），

- (a) 因此導致物業賬面值的任何減少，在損益確認。

- (b) 因此產生的任何賬面值增加按以下方式處理：

- (i) 若增加僅限於撥回先前就該物業確認的減值虧損，增加在損益確認。於損益確認的金額並不超出需要將賬面值回復至在並無確認減值虧損情況下所釐定的賬面值(扣除折舊後)的金額。

- (ii) 任何餘下賬面值增額則於其他全面收益確認，及於權益項下增加重估盈餘。於其後出售該投資物業時，計入權益的重估盈餘可轉撥至保留溢利。由重估盈餘轉撥至保留溢利毋須經損益作出。

以公允價值計量的投資物業轉換為自用物業，該物業的視為成本為轉換使用之日的公允價值。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Investment property (continued)

- (d) commencement of an operating lease to another party, for a transfer from inventories to investment property.

When an owner-occupied property becomes an investment property, which is measured as fair value,

- (a) Any resulting decrease in the carrying amount of the property is recognised in profit or loss.

- (b) Any resulting increase in the carrying amount is treated as follows:

- (i) To the extent that the increase reverses a previous impairment loss for that property, the increase is recognised in profit or loss. The amount recognised in profit or loss does not exceed the amount needed to restore the carrying amount to the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised.

- (ii) Any remaining part of the increase is recognised in other comprehensive income and increases the revaluation surplus within equity. On subsequent disposal of the investment property, the revaluation surplus included in equity may be transferred to retained earnings. The transfer from revaluation surplus to retained earnings is not made through profit or loss.

For a transfer from investment property carried at fair value to owner-occupied property, the property's deemed cost is its fair value at the date of change in use.

3 主要會計政策概要(續)

3.6 無形資產(續)

(a) 商譽

來自收購附屬公司及聯營公司的商譽，指所轉讓代價超出本集團於被收購方可識別資產、負債及或然負債淨額的公允淨值所佔權益及於被收購方非控股股東權益的公允價值的差額。

就減值測試而言，業務合併所取得的商譽分配給預期可從合併的協同效應中獲益的各現金產生單位或現金產生單位組別。獲分配商譽的各單位或單位組別，指該實體就內部管理目的而監察商譽的最低層面。商譽按經營分部層面監察。

商譽減值檢討每年進行，或倘發生顯示潛在減值的事件或事態變化，則更頻密地進行。商譽的賬面值與可收回金額作對比，而可收回金額為使用價值與扣除銷售成本後的公允價值間的較高者。任何減值均即時確認為開支，且於其後不予撥回。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.6 Intangible assets

(a) Goodwill

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

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

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

3 主要會計政策概要(續)

3.6 無形資產(續)

(b) 商標及特許權

分開購入的商標及特許權按歷史成本列示。在業務合併中購入的商標及特許權於收購日期按公允價值確認。商標及特許權有限定可使用年限，並按成本減累計減值虧損列賬。倘發生事件或情況變化顯示潛在虧損時，商標及特許權須每年或更頻繁作減值檢討。商標及特許權賬面值與可收回金額作對比，而可收回金額為使用價值與扣除銷售成本後的公允價值間的較高者。任何減值均即時確認為開支，且於其後不予撥回。

(c) 電腦軟件

所購電腦軟件程序按收購特定軟件及投入使用所產生的成本進行資本化。有關成本按其估計可使用年限5至10年以直線法攤銷。

與開發或維護不會產生經濟利益的電腦軟件程序相關的成本於產生時確認為開支。

(d) 專利權

專利權按其估計可使用年限10至25年以直線法攤銷。

(e) 海事使用權

海事使用權按10至50年期限以直線法攤銷。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.6 Intangible assets (continued)

(b) Trademarks and licenses

Separately acquired trademarks and licences are shown at historical cost. Trademarks and licences acquired in a business combination are recognised at fair value at the acquisition date. Trademarks and licences have an infinite useful life and are carried at cost less accumulated impairment loss. Trademarks and licenses impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of Trademarks and licenses are compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

(c) Computer software

Acquired computer software programmes are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over the estimated useful lives of 5 to 10 years on a straight-line basis.

Cost associated with developing or maintaining computer software programmes which do not generate economic benefits are recognised as expense as incurred.

(d) Patents

Patents are amortised on a straight-line basis over the estimated useful lives of 10-25 years.

(e) Maritime rights of use

Maritime rights of use are amortised on a straight-line basis over the period of 10-50 years.

3 主要會計政策概要(續)

3.6 無形資產(續)

- (f) 合約客戶關係
由業務合併獲得的合約客戶關係於收購日期按公允價值確認。合約客戶關係具有有限使用年限並按成本減去累計攤銷計算。攤銷是利用直線法按自超過客戶關係估計年限5至10年計算。

3.7 勘探及開採權

勘探及開採權按成本減累計攤銷及累計減值虧損入賬。勘探及開採權以工作量法計算攤銷。

3.8 土地使用權

所有在中國的土地都是國有的，個人擁有權並不存在。本集團收購若干土地的使用權，支付的溢價記為土地使用權。

持作自用的土地使用權以成本列賬並以直線法按土地剩餘租賃期攤銷。

待發展待售物業的土地使用權為存貨並按成本及可變現淨值的較低者計量。當開始發展時，土地使用權會轉至發展中物業。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.6 Intangible assets (continued)

- (f) Contractual customer relationships
Contractual customer relationships acquired in a business combination are recognised at fair value at the acquisition date. The contractual customer relations have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method from 5-10 years over the expected life of the customer relationship.

3.7 Exploration and extraction rights

Exploration and extraction rights are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation of exploration and extraction rights is calculated on unit of production method basis.

3.8 Land use rights

All land in the PRC is stated-owned and no individual ownership right exists. The Group acquired the rights to use certain land and the premiums paid for such rights are recorded as land use rights.

Land use rights which are held for self-use are stated at cost and amortised over the remaining period of the leases on a straight-line basis.

Land use rights which are held for development for sale are inventories and measured at lower of cost and net realisable value. Land use rights are transferred to properties under development upon commencement of development.

3 主要會計政策概要(續)

3.9 在建工程

在建工程包括興建中的廠房及其他物業、機械及設備，按成本列賬。成本包括建築成本、廠房及機械成本，以及於興建或安裝及測試期間用以租賃該等資產的借款的利息支出。當相關資產達致可使用狀態，其成本轉入物業、廠房及設備，並按上述有關政策計算折舊。

3.10 非金融資產的減值

沒有確定使用年限的資產(例如商譽或未可以動用的無形資產)無需攤銷，但每年須就減值進行測試。各項需要攤銷的資產當有事件出現或情況改變顯示賬面值可能無法收回時就減值進行評估。減值虧損按資產的賬面值超出其可收回金額的差額確認。可收回金額為資產公允價值減銷售成本與使用價值兩者的較高者。於評估減值時，資產按可分開識別現金流量的最低層次組合。除商譽外，已減值非金融資產在每個報告日期均就減值是否可以撥回進行檢討。

3.11 金融資產

3.11.1 分類

本集團把金融資產分為以下類別：按公允價值透過損益記賬的金融資產、貸款及應收款項及可供出售。分類視乎購入金融資產的目的。管理層在初步確認時釐定金融資產的分類。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.9 Construction-in-progress

Construction-in-progress represents plant and other property, machinery and equipment under construction and is stated at cost. This includes the costs of construction, the costs of plant and machinery, and interest charges arising from borrowings used to finance these assets during the period of construction or installation and testing. When the assets concerned are available for use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policies as stated above.

3.10 Impairment of non-financial assets

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

3.11 Financial assets

3.11.1 Classification

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

3 主要會計政策概要(續)

3.11 金融資產(續)

3.11.1 分類(續)

- (a) 按公允價值透過損益記賬的金融資產
按公允價值透過損益記賬的金融資產指持作買賣用途的金融資產。金融資產若在購入時主要用作在短期內出售，則分類為此類別。衍生工具除非被指定為對沖，否則亦分類為持作買賣用途。倘預期於12個月內結算，此類別資產分類為流動資產，否則分類為非流動。
- (b) 貸款及應收款項
貸款及應收款項為有固定或可釐定付款且沒有在活躍市場上報價的非衍生金融資產。此等項目包括在流動資產內，但若到期日由報告期末起計超過12個月者，則分類為非流動資產。本集團的貸款及其他應收款項包括資產負債表中「貿易及其他應收款項」、「抵押銀行存款」及「現金及現金等價物」(附註24、附註27及附註28)。
- (c) 可供出售金融資產
可供出售金融資產為被指定作為此類別或並無分類為任何其他類別的非衍生工具。除非投資到期或管理層有意在報告期末後12個月內出售該項投資，否則此等資產列在非流動資產內。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.11 Financial assets (continued)

3.11.1 Classification (continued)

- (a) Financial assets at fair value through profit or loss
Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.
- (b) Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period, these are classified as non-current assets. The Group's loans and other receivables comprise 'trade and other receivables' and 'pledged bank deposit' and 'cash and cash equivalents' in the balance sheet (Note 24 and Note 27 and Note 28).
- (c) Available-for-sale financial assets
Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of the investment within 12 months of the end of the reporting period.

3 主要會計政策概要(續)

3.11 金融資產(續)

3.11.2 確認及計量

定期購入及出售的金融資產在交易日確認－交易日指本集團承諾購入或出售該資產之日。對於並非按公允價值透過損益記賬的所有金融資產，其投資初步按公允價值加交易成本確認。按公允價值透過損益列賬的金融資產，初步按公允價值確認，而交易成本則在收益表支銷。當從投資收取現金流量的權利已到期或已轉讓，而本集團已將擁有權的絕大部分風險和回報轉讓時，金融資產即終止確認。可供出售金融資產及按公允價值透過損益記賬的金融資產其後按公允價值列賬。貸款及應收款項其後利用實際利率法按攤銷成本列賬。

當分類為可供出售的證券售出或減值時，在權益中確認的累計公允價值調整列入收益表「投資證券產生的收益及虧損」內。

採用實際利率法計算的可供出售證券的利息，於收益表確認為其他收入的一部分。當本集團收取款項的權利確立時，可供出售股本工具的股息於收益表內確認為其他收入的一部分。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.11 Financial assets (continued)

3.11.2 Recognition and measurement

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

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as 'gains and losses from investment securities'.

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

3 主要會計政策概要(續)

3.12 金融工具抵銷

倘若存在合法可強制執行的權利以抵銷所確認金額及擬按淨額基準結算或變現資產及同時結算負債，則金融資產與負債相互抵銷，而淨額於資產負債表內呈報。合法可強制執行的權利不得依賴於未來事件及於日常業務過程中以及出現違約、無力償債或破產時，均可對本公司及對手方合法強制執行。

3.13 金融資產減值

(a) 按攤銷成本列賬的資產

本集團於每個報告期末評估是否存在客觀證據證明某一項金融資產或某組金融資產出現減值。僅當存在客觀證據證明因為初步確認資產後發生一宗或多宗事件導致出現減值(「損失事項」)，而該宗(或該等)損失事項對該項或該組金融資產的估計未來現金流量構成的影響可以合理估計，有關金融資產或金融資產組別才出現減值及產生減值虧損。

減值證據可包括債務人或一組債務人正面臨重大財務困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款金額變動或出現與違約相關的經濟狀況。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

3.13 Impairment of financial assets

(a) Assets carried at amortised cost

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

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

3 主要會計政策概要(續)

3.13 金融資產減值(續)

(a) 按攤銷成本列賬的資產
(續)

就貸款及應收款項類別而言，虧損金額根據資產賬面值與按金融資產原實際利率貼現的估計未來現金流量(不包括尚未產生的未來信用虧損)的現值兩者的差額計量。資產賬面值予以削減，而虧損金額則在綜合收益表確認。如貸款或持有至到期投資有浮動利率，計量任何減值虧損的貼現率為按合約釐定的當前實際利率。在實際應用中，本集團可利用可觀察市場價格，按工具的公允價值計量減值。

如其後期間，減值虧損的金額減少，而此減少可客觀地聯繫至減值確認後才發生的事件(例如債務人的信用評級有所改善)，則之前已確認的減值虧損可在綜合收益表撥回。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.13 Impairment of financial assets (continued)

(a) Assets carried at amortised cost
(continued)

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

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

3 主要會計政策概要(續)

3.13 金融資產減值(續)

- (b) 分類為可供出售的資產
本集團於每個報告期末評估是否存在客觀證據證明某一金融資產或某組金融資產出現減值。

就債務證券而言，倘出現減值憑證，其累計虧損(收購成本與當前公允價值兩者的差額)減該金融資產以往於損益內確認的任何減值虧損於權益中剔除，並於損益確認。倘於其後期間，分類為可供出售的債務工具的公允價值增加，且能夠客觀地釐定增加與於損益確認減值虧損後發生的事項相關，則減值虧損透過綜合收益表撥回。

就股權投資而言，證券公允價值大幅或長期低於其成本亦為資產減值的憑證。倘出現減值憑證，其累計虧損(以收購成本與當前公允價值兩者的差額計量)減該金融資產過往於損益內確認的任何減值虧損於權益中剔除，並於損益確認。在綜合收益表確認的權益工具減值虧損並不會透過綜合收益表撥回。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.13 Impairment of financial assets (continued)

- (b) *Assets classified as available for sale*
The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For debt securities, if any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the consolidated income statement.

For equity investments, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement.

3 主要會計政策概要(續)

3.13 金融資產減值(續)

(c) 分類為持有至到期金融資產的資產

持有至到期金融資產是指設有固定或可釐定的款項，並具備固定到期日且本集團管理層明確打算並能夠持有至到期日的非衍生金融資產。倘本集團出售持有至到期金融資產(金額微不足道者除外)，整個類別將受到影響，並重新分類至可供出售金融資產。持有至到期金融資產計入非流動資產，惟於報告期末起計12個月內到期者，則分類為流動資產。

(d) 分類為衍生金融工具的資產

衍生工具初步按衍生工具合約訂立日期的公允價值確認，其後按公允價值重新計量。本集團的衍生工具不合資格按對沖會計處理，並透過損益按公允價值記賬。本集團不合資格按對沖會計處理的衍生工具的公允價值變動，即時於損益確認。交易衍生品界定為流動資產及負債。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.13 Impairment of financial assets (continued)

(c) Assets classified as held-to-maturity financial assets

Held-to-maturity financial assets are non-derivative financial assets with fixed or determinable payment and fixed maturities that the Group's management has the position intention and ability to hold it maturity. If the Group were to sell other than an insignificant amount of held-to-maturity financial assets, the whole category would be tainted and reclassified as available for sale. Held-to-maturity financial assets are included in non-current assets, except for those with maturities less than 12 months from the end of the reporting period, which are classified as current assets.

(d) Assets classified as derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The Group's derivative instruments do not qualify for hedge accounting, and are accounted for at fair value through profit or loss. Changes in the fair value of the Group's derivative instruments that do not qualify for hedge accounting are recognised immediately in profit or loss. Trading derivative are defined as a current asset and liability.

3 主要會計政策概要(續)

3.14 存貨

存貨按成本及可變現淨值兩者的較低者列賬。成本利用加權平均法釐定。製成品及在製品的成本包括設計成本、原材料、直接勞工、其他直接成本和相關的生產經常開支(依據正常營運能力)。其中不包括借款成本。可變現淨值為在通常業務過程中的估計售價，減適用的可變動銷售開支。

3.15 發展中物業

發展中物業以成本或可變現淨值兩者的較低者列賬。可變現淨值參考於日常業務過程中銷售物業所得款項減去適用可變動銷售開支及預期竣工成本，或由管理層根據當時市況作出的估計釐定。

物業的發展成本包括土地使用權費用、建築成本、資本化融資成本及在正常經營週期的發展期間產生的專業費用。竣工後，該等物業轉為持作銷售的竣工物業。

倘一項發展中物業成為自用物業，其被重新分類為物業、廠房及設備。未來作為投資物業用途的發展中物業分類為在建投資物業。

成本以加權平均成本法釐定。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.14 Inventories

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

3.15 Properties under development

Properties under development are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to the sale proceeds of properties in the ordinary course of business, less applicable variable selling expense and the anticipated costs to completion, or by management estimates based on prevailing marketing conditions.

Development cost of property comprises land use rights, construction costs, capitalised finance costs and professional fees incurred during the development period of a normal operating cycle. On completion, the properties are transferred to completed properties held for sale.

If a property under development becomes owner-occupied, it is reclassified as property, plant and equipment. Property under development for future use as investment property is classified as investment property under construction.

Cost is determined using the weighted average cost method.

3 主要會計政策概要(續)

3.16 貿易及其他應收款項

貿易應收款項是於日常業務過程中向客戶銷售商品或提供服務而應收的款項。倘貿易及其他應收款項預計將在一年或一年以內收回(若更長則在業務正常經營週期內)，則分類為流動資產。否則，在非流動資產中呈報。

貿易及其他應收款項初步按公允價值確認，其後則以實際利率法按攤銷成本減減值撥備計量。

3.17 現金及現金等價物

在綜合現金流量表中，現金及現金等價物包括手頭現金及銀行活期存款。

3.18 股本

普通股分類為權益。

發行新股份或購股權直接應佔的增量成本，列入權益作為所得款項的減值(扣除稅項)。

倘任何本集團公司購入本公司的權益股本，所支付的代價(包括任何直接所佔的增量成本(扣除所得稅後))從本公司權益持有人應佔權益中扣除，直至股份被註銷或重新發行為止。如股份其後被重新發行，任何已收取代價(扣除任何直接所佔的增量交易成本及相關所得稅影響)計入本公司權益持有人應佔權益。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.16 Trade and other receivables

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

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.

3.17 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand and deposits held at call with banks.

3.18 Share capital

Ordinary shares are classified as equity.

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

Where any group company purchases the Company's equity share capital, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to owners of the Company until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received (net of any directly attributable incremental transaction costs and the related income tax effects) is included in equity attributable to the Company's owners.

3 主要會計政策概要(續)

3.19 永久次級可換股證券

本集團發行的永久次級可換股證券給予持有人權利以固定每股行使價隨時以該等證券轉換固定數目的本公司股份。永久可換股證券並無到期日，且不可贖回。該等證券為權益工具。

3.20 貿易應付款項

貿易應付款項是於日常業務中向供應商購買商品或服務應付的債務。應付賬目如在一年或以內(或如較長則為業務正常經營週期內)到期，則分類為流動負債。否則，將作為非流動負債呈列。

貿易應付款項初始以公允價值確認，其後利用實際利息法按攤銷成本計量。

3.21 借款

借款初始按公允價值扣除產生的交易成本確認。借款其後按攤銷成本列賬；所得款(扣除交易成本)與贖回價值的任何差額使用實際利率法於借款期間內在收益表確認。

除非本集團有無條件權利將負債的結算遞延至結算日後最少12個月，否則借款分類為流動負債。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.19 Perpetual subordinated convertible securities

Perpetual convertible securities issued by the Group gives the right to the holder to convert those securities into a fixed number of the Company's shares at any time at a fixed exercise price per share. The perpetual convertible securities have no maturity date and are not redeemable. These securities are equity instruments.

3.20 Trade payables

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

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

3.21 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the 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 12 months after the balance sheet date.

3 主要會計政策概要(續)

3.22 借款成本

直接歸屬於收購及興建物業、廠房及設備(需經較長時間收購及興建方能達至擬定用途)的借款成本，在資產支出及借款成本已經發生、為使資產達至擬定用途所需收購及興建已開始時，開始資本化並計入該資產的成本。借款成本於所收購及興建資產達至擬定用途時停止資本化，其後產生的借款成本於收益表確認。倘物業、廠房及設備的收購及興建發生非正常中斷，且中斷持續3個月以上，借款成本暫停資本化，直至資產的收購及興建重新開始。

就取得合資格資產的特定用途借款而言，合資格資本化的借貸成本金額為於該期間借款產生的實際借款成本減以該等借款進行臨時投資所獲任何投資收益。

就與收購、興建及生產合資格資產有關的其他借款而言，合資格資本化的借款成本金額應為已產生實際借款成本與並非由特定借款提供資金的合資格資產兩者的較低者乘以資本化率。資本化率為該等借款的加權平均利率。所有其他借款成本均列作開支。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.22 Borrowing costs

The borrowing costs that are directly attributable to the acquisition and construction of a property, plant and equipment that needs a substantially long period of time of acquisition and construction for its intended use commence to be capitalised and recorded as part of the cost of the asset when expenditures for the asset and borrowing costs have been incurred, and the activities relating to the acquisition and construction that are necessary to prepare the asset for its intended use have commenced. The capitalisation of borrowing costs ceases when the asset under acquisition or construction becomes ready for its intended use, the borrowing costs incurred thereafter are recognised in income statement. Capitalisation of borrowing costs is suspended when the acquisition or construction of a property, plant and equipment is interrupted abnormally and the interruption lasts for more than 3 months, until the acquisition or construction is resumed.

For a borrowing that is specifically for the purpose of obtaining a qualifying asset, the amounts of borrowing costs eligible for capitalisation are the actual borrowing costs incurred on that borrowing during the period less any investment income on the temporary investment of these borrowings.

For the other borrowings related to acquisition, construction and production of a qualifying asset, the amount of borrowing costs eligible for capitalisation shall be the lower of the actual borrowing costs incurred and the amount of qualifying asset not financed by specific borrowings multiplying capitalisation rate. The capitalisation rate is the weighted average interest rate of these borrowings. All other borrowing costs are expensed.

3 主要會計政策概要(續)

3.23 建築合約

合約成本於產生時確認。倘建築合約的結果不能可靠計量，則合約收入僅就可能收回的已產生合約成本予以確認。倘建築合約的結果能可靠計量，且合約將可獲利，則合約收入於合約期間予以確認。倘合約成本將超過合約總收入，則預期虧損即時確認為開支。

合約工程修改、申索及獎勵金計入合約收入，以已與客戶協定且能可靠計量者為限。

本集團採用「完成百分比法」確定在某段期間內須確認的適當金額。完成階段根據完成的合約工程實質比例，參考每份合約直至結算日的已產生成本佔估計總預算成本的百分比確定。

就已產生成本加已確認溢利(減已確認虧損)超過進度付款的所有進行中合約而言，本集團將其合約工程的應收客戶總金額呈報為資產。客戶未支付的進度付款和保留款列入貿易應收款項。

就進度付款超過已產生成本加已確認溢利(減已確認虧損)的所有進行中合約而言，本集團將其合約工程的應付客戶總金額呈報為負債。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.23 Construction contracts

Contract costs are recognised when incurred. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. When the outcome of a construction contract can be estimated reliably and it is probable that the contract will be profitable, contract revenue is recognised over the period of the contract. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Variations in contract work, claims and incentive payments are included in contract revenue to the extent that they have been agreed with the customer and are capable of being reliably measured.

The Group uses the “percentage of completion method” to determine the appropriate amount to be recognised in a given period. The stage of completion is determined based on the completion of a physical proportion of the contract work by reference to the cost incurred up to the balance sheet date as a percentage of total estimated budgeted cost for each contract.

The Group presents as an asset the gross amount due from customers for contract work for all contracts in progress for which costs incurred plus recognised profits (less recognised losses) exceed progress billings. Progress billings not yet paid by customers and retention are included within trade receivables.

The Group presents as a liability the gross amount due to customers for contract work for all contracts in progress for which progress billings exceed costs incurred plus recognised profits (less recognised losses).

3 主要會計政策概要(續)

3.24 即期及遞延所得稅

期內稅項開支包括即期及遞延稅項。稅項於收益表確認，惟於其他全面收益或直接於權益確認的項目除外。在此情況下，稅項亦分別於其他全面收益或直接於權益確認。

(a) 即期所得稅

即期所得稅支出根據本公司附屬公司及聯營公司營運及產生應課稅收入所在國家於結算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繳納的稅款設定撥備。

(b) 遞延所得稅

內在基準差額
遞延所得稅使用負債法就資產或負債的稅基與其於綜合財務報表中所載賬面值之間的暫時差額作出確認。然而，倘遞延所得稅來自在交易(業務合併除外)中對資產或負債的初步確認，而交易時會計損益或應課稅損益均不受影響，則不作記賬。遞延所得稅採用在結算日前已頒佈或實質頒佈，及在相關遞延所得稅資產變現或遞延所得稅負債結算時預期將會適用的稅率(及法例)釐定。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.24 Current and deferred income tax

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

(a) Current income tax

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

(b) Deferred income tax

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

3 主要會計政策概要(續)

3.24 即期及遞延所得稅(續)

(b) 遞延所得稅(續)

內在基準差額(續)

遞延所得稅資產僅在可能有未來應課稅溢利可用作抵銷暫時差額時確認。

外部基準差額

遞延所得稅就於附屬公司及聯營公司投資產生的暫時差額計提撥備，惟倘本集團可控制暫時差額的撥回時間，且暫時差額在可預見將來有可能不會撥回則除外。

(c) 抵銷

遞延所得稅資產及負債在有合法行使的權利將即期稅項資產與即期稅項負債抵銷時，及在遞延稅項資產及負債與由同一稅務機關向同一應課稅實體或不同應課稅實體(該等實體擬按淨額基準處理結餘)徵收的所得稅項有關時，方可抵銷。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.24 Current and deferred income tax (continued)

(b) Deferred income tax (continued)

Inside basis differences (continued)

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

Outside basis differences

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

(c) Offsetting

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

3 主要會計政策概要(續)

3.25 僱員福利

本集團設有多項離職後福利計劃，包括界定福利及界定供款退休金計劃以及離職後醫療計劃。

(a) 退休金責任

界定供款計劃屬退休金計劃，本集團可據此向單獨實體作出固定供款。倘基金並無持有充足資產向全體僱員支付與本期間及過往期間僱員服務有關的利益，本集團並無法定或推定責任進一步作出供款。界定福利計劃為並非屬界定供款計劃的退休金計劃。

一般而言，界定福利計劃確定僱員在退休時可收取的退休福利金額，一般會視乎年齡、服務年資及補償等一個或多個因素而定。

在資產負債表內就有關界定福利退休金計劃確認的負債，為報告期末界定福利責任的現值減計劃資產的公允價值。界定福利責任每年由獨立精算師以預計單位貸記法計算。界定福利責任的現值利用將用以支付福利的貨幣計值且到期日與有關退休金責任年期相近的高質素公司債券的利率，將估計未來現金流出貼現計算。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.25 Employee benefit

The Group operates various post-employment schemes, including both defined benefit and defined contribution pension plans and post-employment medical plans.

(a) Pension obligations

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

Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

3 主要會計政策概要(續)

3.25 僱員福利(續)

(a) 退休金責任(續)

界定福利計劃的當期服務成本於收益表內的僱員福利費用中確認，惟已計入資產成本者除外，反映本年度僱員服務所產生界定福利責任的增加、福利的變動、縮減及結算。

過往服務成本即時於收入確認。

利息成本淨值按界定福利責任之結餘淨值及計劃資產之公平值，按貼現率計算。該成本於收益表中計入僱員福利費用內。

經驗調整所產生的精算盈虧及精算假設變動，於產生期間自其他全面收益的權益中扣除或計入。

就界定供款計劃而言，本集團按強制、合約或自願基準向公營或私營退休金保險計劃作出供款。本集團作出供款後，即無進一步付款責任。供款在應付時確認為僱員福利費用。預付供款按照現金退款或可減少未來付款而確認為資產。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.25 Employee benefit (continued)

(a) Pension obligations (continued)

The current service cost of the defined benefit plan, recognised in the income statement in employee benefit expense, except where included in the cost of an asset, reflects the increase in the defined benefit obligation results from employee service in the current year, benefit changes, curtailments and settlements.

Past-service costs are recognised immediately in income.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the income statement.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

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

3 主要會計政策概要(續)

3.25 僱員福利(續)

- (b) 其他離職後責任
- 若干集團公司向其退休人士提供退休後醫療福利。享有該等福利的權利通常須以僱員於直至退休年齡前一直在任且完成最低服務期間為先決條件。該等福利的預計成本使用與界定福利退休金計劃所用的相同會計方法於僱傭期間累計。經驗調整所產生的精算盈虧於產生期間自其他全面收益的權益中扣除或計入。該等責任每年由獨立合資格精算師進行評估。

- (c) 終止福利及提前退休福利
- 終止福利為在正常退休日之前本集團終止僱傭而應付的款項或員工自願接受裁員以換取的福利。本集團於以下日期的較早者確認終止福利：(i)本集團無法再撤回所提供的福利；及(ii)實體就國際會計準則第37號範疇內的重組確認成本並涉及支付終止福利。於提出鼓勵自願接受裁員的要約情況下，終止福利按預期接納要約的僱員數目計量。於報告期末後超過12個月到期應付的福利折現至其現值。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.25 Employee benefit (continued)

- (b) Other post-employment obligations
- Some group companies provide post-retirement healthcare benefits to their retirees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit pension plans. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. These obligations are valued annually by independent qualified actuaries.

- (c) Termination benefits and early retirement benefits
- Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (i) when the Group can no longer withdraw the offer of those benefits; and (ii) when the entity recognises costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

3 主要會計政策概要(續)

3.26 研究及開發

研究開支在產生時確認為費用。開發項目(涉及新產品及改良產品的設計和測試)產生的成本在滿足下列條件時確認為無形資產：

- 完成該無形資產以使其能夠使用或出售在技術上具有可行性；
- 管理層有意完成並使用或出售該無形資產；
- 有能力使用或出售該無形資產；
- 可證明該無形資產將可產生未來經濟利益；
- 有足夠的技術、財務資源和其他資源支持，以完成該無形資產的開發並使用或出售該無形資產；及
- 歸屬於該無形資產開發階段的開支能可靠計量。

其他不符合該等標準的開發開支在產生時確認為費用。先前已確認為費用的開發成本不會在往後期間確認為資產。已資本化的開發成本列為無形資產，由資產可供使用時起於其預期可使用年限以直線法攤銷。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.26 Research and development

Research expenditures is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new and improved products) are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the intangible asset so that it will be available for use;
- management intends to complete the intangible asset and use or sell it;
- there is an ability to use or sell the intangible asset;
- it can be demonstrated how the intangible asset will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
- the expenditure attributable to the intangible asset during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development cost previously recognised as an expense is not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use on a straight-line basis over their estimated useful lives.

3 主要會計政策概要(續)

3.27 撥備

倘本集團因過往事件而產生現有法定或推定責任；很可能需有資源流出以清償責任；及金額已被可靠估計時，須就環境復原、重組費用和法律索償確認撥備。重組撥備包括租賃終止罰款和僱員辭退付款。就未來經營虧損作出的撥備不予確認。

倘有多項類似義務，需於結算時資源流出的可能性按責任類別整體考慮而釐定。即使有關同一責任類別所含任何一個項目的資源流出可能性極低，仍須確認撥備。

撥備使用稅前利率按照預期需清償責任的開支現值計量，該利率反映當時市場對貨幣時間值和有關責任特定風險的評估。隨著時間流逝而增加的撥備確認為利息支出。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.27 Provisions

Provisions for environmental restoration, restructuring costs and legal claims 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. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

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

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

3 主要會計政策概要(續)

3.28 收入確認

收入按已收或應收代價的公允價值計量，為就供應貨品應收的金額，並於扣除回扣及增值稅後列賬。倘收入金額能可靠計量；未來經濟利益可能流入實體；及本集團每項業務均符合具體標準時（如下文所述），本集團將確認收入。本集團會根據其往績並考慮客戶類別、交易種類和每項安排的特點作出估計。

- (a) **銷售貨品**
銷售貨品在集團實體已將貨品交付予客戶，而客戶已接收貨品且有關應收款項的收回可合理確保時確認。
- (b) **合約收入**
個別建築合約的收入採用「完成百分比法」（附註3.23）確認。
- (c) **租賃收入**
按經營租約出租的投資物業所得租賃收入以直線法於租賃期在收益表內確認。
- (d) **服務收入**
提供服務的收入在提供服務的會計期間確認。
- (e) **利息收入**
利息收入採用實際利率法按時間比例基準確認。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.28 Revenue recognition

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

- (a) **Sale of goods**
Sale of goods are recognised when a Group entity has delivered products to the customer. The customer has accepted the products and collectability of the related receivables is reasonably assured.
- (b) **Contract revenue**
Revenue from individual construction contracts is recognised by using the “percentage of completion method” (Note 3.23).
- (c) **Rental income**
Rental income from investment properties leased out under an operating lease is recognised in the income statement on a straight-line basis over the term of the lease.
- (d) **Services income**
Revenue from rendering of services is recognised in the accounting period in which the services are rendered.
- (e) **Interest income**
Interest income is recognised on a time-proportion basis using the effective interest method.

3 主要會計政策概要(續)

3.28 收入確認(續)

- (f) 股息收入
股息收入在收取款項的權利確定時確認。

3.29 股息分派

向本公司股東分派的股息在股息獲本公司股東批准(如適用)的期間內於本集團及本公司的財務報表內確認為負債。

3.30 政府補貼

當能夠合理地保證政府補貼將可收取，而本集團將會符合所有附帶條件時，政府提供的補貼將按其公允價值確認。

與成本有關的政府補貼遞延入賬，並按擬補償的成本配合所需期間在收益表中確認。

與物業、廠房及設備有關的政府補貼列入非流動負債作為政府補貼的遞延收入，並按有關資產的預計年限以直線法計入收益表。

3.31 財務擔保

財務擔保合約要求發出人就償付持有人因指定債務人未能根據債務工具的原有或經修訂條款支付到期款項所蒙受損失而作出特定付款的合約。於初步確認後，財務擔保合約由發出人須按對債務的最佳估計及初步確認款項的較高者減(如適用)就確認所賺取費用收入於擔保合約年期內按直線法計算所得累計攤銷計量。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.28 Revenue recognition (continued)

- (f) Dividend income
Dividend income is recognised when the right to receive payment is established.

3.29 Dividend distribution

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

3.30 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

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

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred income on government grants and are credited to the income statement on a straight-line basis over the expected lives of the related assets.

3.31 Financial guarantee

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. After initial recognition, an issuer of such a contract shall measure it at the higher of the best estimate of the obligation and the amount initially recognized less, when appropriate, cumulative amortisation calculated to recognise the fee income earned on a straight line basis over the life of the guarantee contract.

3 主要會計政策概要(續)

3.32 租賃

- (a) 倘本集團為出租人
- 融資租賃
- 融資租賃為將出租資產擁有權附帶的絕大部分風險和回報轉讓予承租人的租賃。於租賃期開始時，本集團將本集團可收取的最低租賃付款確認為融資租賃應收款項，並同時將無擔保剩餘價值記為資產。以下兩者(a)最低租賃付款與無擔保剩餘價值之和及(b)該等款項的現值(於資產負債表中作為融資租賃應收款項，淨額呈列)之間的差額確認為未賺取融資收入。最低租賃付款為承租人須或可能須於租賃期作出的付款加承租人(或與該承租人有關聯或無關聯的訂約方)向出租人擔保的任何剩餘價值。

未賺取融資收入使用於各會計期間對融資收入及資本還款進行分配的精算法透過將融資收入確認為有關出租人於租賃的淨投資的固定定期回報率的方式分配至租賃期各期間。基本租金基於浮動利率的租賃協議計入最低租賃付款(基於租賃期開始時存續的浮動利率)；其後浮動利率變動所致租賃付款的任何增加或減少屬或然租金，並於利率變動期間記入租賃收入的增加或減少。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.32 Leases

- (a) Where the Group is the lessor
- Finance lease
- A finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of the leased asset to the lessee. At the commencement of the lease term, the Group recognises the minimum lease payments receivable by the Group as a finance lease receivable and records the unguaranteed residual value as an asset at the same time. The difference between (a) the aggregate of the minimum lease payments and the unguaranteed residual value and (b) their present value (presented in the balance sheet as finance lease receivable, net) is recognised as unearned finance income. Minimum lease payments are the payments over the lease term that the lessee is or can be required to make plus any residual value guaranteed to the lessor by the lessee, or a party related or unrelated to the lessee.

Unearned financial income is allocated to each period during the lease term using actuarial method that allocates rentals between finance income and repayment of capital in each accounting period in such a way that finance income is recognised as a constant periodic rate of return (implicit effective interest rate) on the lessor's net investment in the lease. Lease agreements for which the base rent is based on floating interest rates are included in minimum lease payments based on the floating interest rate existing at the commencement of the lease; any increase or decrease in lease payments that result from subsequent changes in floating interest rate are contingent rentals and are recorded as an increase or a decrease in lease revenue in the period of the interest rate change.

3 主要會計政策概要(續)

3.32 租賃(續)

- (a) 倘本集團為出租人(續)
經營租賃
擁有權的重大部分風險和回報由本集團保留的租賃分類為經營租賃。根據經營租賃自承租人收取的付款(扣除給予承租人任何獎勵金後)，於租賃期內以直線法在綜合全面收入報表確認。
- (b) 倘本集團為承租人
擁有權的重大部分風險和回報由出租人保留的租賃分類為經營租賃。根據經營租賃作出的付款(扣除自出租人收取的任何獎勵金後)，於租賃期內以直線法在綜合全面收入報表支銷。

4 財務風險管理

本集團的業務承受著多種財務風險：市場風險(包括貨幣風險、價格風險、公允價值利率風險及現金流量利率風險)、信貸風險及流動資金風險。本集團的整體風險管理計劃專注於金融市場的難預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。本集團採用衍生金融工具對沖若干風險。

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.32 Leases (continued)

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

4 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, price risk, fair value interest rate risk and cash flow interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risk exposures.

4 財務風險管理(續)

(a) 市場風險

(i) 外匯風險

本集團業務主要以人民幣為單位。雖然本集團大部分資產及負債以人民幣計值但仍然面臨來自於未來商業交易以及所確認以非人民幣(包括美元(「美元」)、歐元(「歐元」)、肯尼亞先令(「肯尼亞先令」)、日圓(「日圓」)、斯里蘭卡盧比(「斯里蘭卡盧比」)、阿聯酋迪拉姆(「阿聯酋迪拉姆」)、阿爾及利亞第納爾(「阿爾及利亞第納爾」)、韓圓(「韓圓」)、馬來西亞令吉(「馬來西亞令吉」)、港元(「港元」)、印度盧比(「印度盧比」)、新加坡元(「新加坡元」)、瑞士法郎(「瑞士法郎」)、烏干達先令(「烏干達先令」)等)計值的已確認資產及負債的外匯風險。本集團訂立遠期合約以對沖若干外匯風險。此外，人民幣與外幣的兌換須遵守中國政府頒佈的外匯管理規定及條例。

4 FINANCIAL RISK MANAGEMENT (continued)

(a) Market risk

(i) Foreign exchange risk

The Group's activities are principally conducted in RMB. Although majority of the Group's assets and liabilities are denominated in RMB, the Group is still subject to foreign exchange risk arising from future commercial transactions and recognised assets and liabilities which are denominated in non-RMB, including US Dollars ("USD"), European Dollars ("EUR"), Kenia Shilling ("KES"), Japanese Yen ("JPY"), Sri Lankan Rupee ("LKR"), Arab Emir. Dirham ("AED"), Algerian Dinar ("DZD"), Korean Won ("KRW"), Malaysian Ringgit ("MYR"), Hong Kong Dollars ("HKD"), India Rupee ("INR"), Singapore Dollars ("SGD"), Confederation Helvetica Franc ("CHF"), Uganda Shilling ("UGX") etc. The Group entered into forward contracts to hedge certain the foreign exchange risk. In addition, the conversion of RMB into foreign currencies is subject to the rules and regulations of foreign exchange controls promulgated by the PRC government.

4 財務風險管理(續)

(a) 市場風險(續)

(i) 外匯風險(續)

本集團以外幣計值的貨幣資產及貨幣負債於各結算日的賬面值如下：

4 FINANCIAL RISK MANAGEMENT (continued)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the respective balance sheet dates are as follows:

		二零一四年 十二月三十一日 31 December 2014 人民幣千元 RMB'000	二零一三年 十二月三十一日 31 December 2013 人民幣千元 RMB'000 (經重列) (Restated)
資產	Assets		
美元	USD	3,440,509	3,153,001
歐元	EUR	1,656,007	809,725
印度盧比	INR	331,042	—
日圓	JPY	285,880	121,603
肯尼亞先令	KES	237,272	34,092
斯里蘭卡盧比	LKR	165,323	404,341
阿爾及利亞第納爾	DZD	124,667	72,903
阿聯酋迪拉姆	AED	116,661	130,520
韓圓	KRW	70,155	3,841
港元	HKD	57,246	48,419
馬來西亞令吉	MYR	49,944	18,452
新加坡元	SGD	31,860	4,228
其他	Others	129,402	104,796
		6,695,968	4,905,921

4 財務風險管理(續)

(a) 市場風險(續)

(i) 外匯風險(續)

4 FINANCIAL RISK MANAGEMENT (continued)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

		二零一四年 十二月三十一日 31 December 2014 人民幣千元 RMB'000	二零一三年 十二月三十一日 31 December 2013 人民幣千元 RMB'000 (經重列) (Restated)
負債	Liabilities		
美元	USD	4,316,110	4,038,743
歐元	EUR	2,059,530	1,313,888
日圓	JPY	549,530	462,682
斯里蘭卡盧比	LKR	386,450	741,113
肯尼亞先令	KES	372,536	54,302
新加坡元	SGD	226,687	23,494
港元	HKD	219,295	257,395
阿聯酋迪拉姆	AED	153,943	169,493
阿爾及利亞第納爾	DZD	129,411	61,964
馬來西亞令吉	MYR	47,841	567
印度盧比	INR	43,684	—
韓圓	KRW	571	1,037
其他	Others	34,356	28,531
		8,539,944	7,153,209

下表顯示人民幣兌有關外幣除稅前溢利升值5%的敏感度分析。本敏感度分析僅包括以外幣計值的貨幣項目，並在年底就各自的匯率變動作出換算調整。

The following table shows the sensitivity analysis on profit before tax of a 5% increase in RMB against the relevant foreign currencies. The sensitivity analysis includes only foreign currency denominated monetary items and adjusts their translation at the year the end for the respective changes in rate.

4 財務風險管理(續)

(a) 市場風險(續)

(i) 外匯風險(續)

4 FINANCIAL RISK MANAGEMENT (continued)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
兌美元匯率升值5%	5% appreciation in exchange rate against USD		
年度除稅前溢利增加	Increase in the profit before tax for the year	43,780	44,287
兌歐元匯率升值5%	5% appreciation in exchange rate against EUR		
年度除稅前溢利增加	Increase in the profit before tax for the year	20,176	25,208
兌斯里蘭卡盧比匯率升值5%	5% appreciation in exchange rate against LKR		
年度除稅前溢利增加	Increase in the profit before tax for the year	11,056	16,839
兌日圓匯率升值5%	5% appreciation in exchange rate against JPY		
年度除稅前溢利增加	Increase in the profit before tax for the year	13,183	17,054
兌港元匯率升值5%	5% appreciation in exchange rate against HKD		
年度除稅前溢利增加	Increase in the profit before tax for the year	8,102	10,449
兌阿聯酋迪拉姆匯率升值5%	5% appreciation in exchange rate against AED		
年度除稅前溢利增加	Increase in the profit before tax for the year	1,864	1,949
兌阿爾及利亞第納爾匯率升值5%	5% appreciation in exchange rate against DZD		
年度除稅前溢利增加／(減少)	Increase/(Decrease) in the profit before tax for the year	237	(547)

4 財務風險管理(續)

(a) 市場風險(續)

(ii) 價格風險

本集團由於持有深圳證券交易所的A股投資(於綜合資產負債表分類為可供出售金融資產)而面臨股本證券價格風險(附註19)。本集團所面臨的可供出售金融資產的價格風險並不重大。

(iii) 現金流量及公允價值利率風險

本集團的利率風險主要來自借款。按浮動利率發行的借款令本集團承受現金流量利率風險，按固定利率發行的借款令本集團承受公允價值利率風險。本集團目前並無使用任何利率掉期安排。然而，本集團會於有需要時考慮對沖利率風險。

下表概述在其他變數維持不變的情況下，於二零一四年十二月三十一日的利率變動對本集團年度溢利的影響。

4 FINANCIAL RISK MANAGEMENT (continued)

(a) Market risk (continued)

(ii) Price risk

The Group is exposed to equity securities price risk of its A share investments in the Shenzhen Stock Exchange which are classified on the consolidated balance sheet as available-for-sale financial assets (Note 19). The exposure of the price risk of available-for-sale financial assets is not material to the Group.

(iii) Cash flow and fair value interest rate risk

The Group's interest-rate risk arises from borrowings. Borrowings issued at variable rates expose the Group to cash flow interest-rate risk. Borrowings issued at fixed rates expose the Group to fair value interest-rate risk. The Group currently has not used any interest rate swap arrangements but will consider hedging interest rate risk should the need arise.

The table below summaries the impact of changes in interest rate at 31 December 2014 with all other variables held at constant on the Group's profit for the year.

利率 Interest rate			
上升10% 10% higher	下跌10% 10% lower		
年度溢利(減少)/增加 (Decrease)/increase in profit for the year			
人民幣千元 RMB'000 (經重列) (Restated)	人民幣千元 RMB'000 (經重列) (Restated)		
浮動利率借款		Borrowings at variable rates	
於融資成本(扣除)/計入	(Charged)/credited to finance costs	(49,555)	49,555

本集團借款的利率及還款期於附註33披露。

The interest rates and terms of repayment of borrowings of the Group are disclosed in Note 33.

4 財務風險管理(續)

(b) 信貸風險

本集團因現金及現金等價物、初始期限超逾三個月的定期存款、受限制現金及貿易及其他應收款項承受信貸風險。

本集團絕大部分現金及現金等價物均存放於屬於高信貸質量金融機構的國有金融機構及著名銀行。本集團已全部履約的銀行現金、銀行存款及受限制存款概無於本年度內進行重新商討。

貿易及其他應收款項的賬面值指本集團就金融資產所面臨的最大信貸風險。於二零一四年十二月三十一日，五大客戶佔貿易及其他應收款項結餘逾15%(二零一三年十二月三十一日：23%)。

本集團一般向現有客戶授出不超過一年的信用期限，且不需抵押品。本集團貿易應收款項的賬齡分析於附註24披露。管理層定期對貿易及其他應收款項的可收回性進行集中及個別評估，基準為過往付款記錄、逾期時間長短、債務人財務實力及與相關債務人是否有任何爭議。本集團於收取貿易及其他應收款項的過往經驗屬已列賬撥備範圍內，董事認為已就不可收回應收款項計提足夠撥備。

4 FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk

The Group is exposed to credit risk in relation to its cash and cash equivalents, term deposits with initial term of over three months, restricted cash, and trade and other receivables.

Substantially all of the Group's cash and cash equivalents are held in state-owned financial institutions and reputable banks which are all high-credit-quality financial institutions. None of cash at bank, bank deposits and restricted cash of the Group that were fully performing has been renegotiated during the year.

The carrying amounts of trade and other receivables represent the Group's maximum exposure to credit risk in relation to financial assets. The top 5 customers accounted for more than 15% of the balance of trade and other receivables as at 31 December 2014 (31 December 2013: 23%).

The Group normally grants credit terms of not more than 1 year to existing customers without collaterals. Aging analysis of the Group's trade receivables is disclosed in Note 24. Management makes periodic collective assessment as well as individual assessment on the recoverability of trade and other receivables based on historical payment records, the length of the overdue period, the financial strength of the debtors and whether there are any disputes with the relevant debtors. The Group's historical experience in collection of trade and other receivables falls within the recorded allowances and the directors are of the opinion that adequate provision for uncollectible receivables has been made.

4 財務風險管理(續)

(b) 信貸風險(續)

扣除持有抵押品或其他信用增級前的最高信用風險：

4 FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk (continued)

Maximum exposure to credit risk before collateral held or other credit enhancements:

		本集團最高風險 Group Maximum exposure	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
有關資產負債表外項目 信貸風險值：	Credit risk exposure relating to off- balance sheet items:		
財務擔保	Financial guarantees	1,912,570	1,070,112

(c) 流動資金風險

本集團董事會透過維持充足現金以應付日常營運承擔以及透過銀行信貸(包括短期及長期銀行貸款)取得充足資金來管理流動資金風險。

下表根據結算日餘下期間至合約到期日的分析，將本集團及本公司的非衍生金融負債分為有關到期日組別。該表所披露的金額為合約未貼現現金流量。由於貼現的影響不大，故於十二個月內到期的結餘與其賬面結餘相若。

(c) Liquidity risk

The board of directors of the Group manage the liquidity risk by maintaining sufficient cash to meet the normal operating commitments and sourcing adequate funding through banking credit facilities, including short-term and long-term bank loans.

The table below analyses the Group's and Company's non-derivative financial liabilities into relevant maturity grouping based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

4 財務風險管理(續)
(c) 流動資金風險(續)

4 FINANCIAL RISK MANAGEMENT (continued)
(c) Liquidity risk (continued)

		少於1年 Less than 1 year 人民幣千元 RMB'000	1至2年 Between 1 and 2 years 人民幣千元 RMB'000	2至5年 Between 2 and 5 years 人民幣千元 RMB'000	超過5年 Over 5 years 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
本集團 於二零一四年十二月三十一日	Group At 31 December 2014					
借款	Borrowings	11,008,340	4,017,953	4,750,465	3,477,274	23,254,032
貿易及其他應付款項 (不包括非金融負債)	Trade and other payables (excluded non-financial liabilities)	10,970,596	22,883	–	–	10,993,479
其他負債	Other liabilities	670,427	50,078	166,905	3,886	891,296
財務擔保合約本金額	Principal amount of financial guarantee contracts	809,609	70,000	731,340	301,621	1,912,570
總計	Total	23,458,972	4,160,914	5,648,710	3,782,781	37,051,377
		少於1年 Less than 1 year 人民幣千元 RMB'000 (經重列) (Restated)	1至2年 Between 1 and 2 years 人民幣千元 RMB'000 (經重列) (Restated)	2至5年 Between 2 and 5 years 人民幣千元 RMB'000 (經重列) (Restated)	超過5年 Over 5 years 人民幣千元 RMB'000 (經重列) (Restated)	總計 Total 人民幣千元 RMB'000 (經重列) (Restated)
於二零一三年十二月三十一日	At 31 December 2013					
借款	Borrowings	13,895,526	2,456,519	2,942,694	1,093,494	20,388,233
貿易及其他應付款項 (不包括非金融負債)	Trade and other payables (excluded non-financial liabilities)	8,788,398	44,871	–	–	8,833,269
其他非流動負債	Other non-current liabilities	128,434	941,070	94,355	14,209	1,178,068
財務擔保合約本金額	Principal amount of financial guarantee contracts	345,130	70,000	352,960	302,022	1,070,112
總計	Total	23,157,488	3,512,460	3,390,009	1,409,725	31,469,682

4 財務風險管理(續)

(d) 公允價值估計

下表按估值法分析按公允價值列賬的金融工具。不同級別定義如下：

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

下表載列於二零一四年十二月三十一日按公允價值計量的本集團資產。有關按公允價值計量的投資物業的披露見附註12。

4 FINANCIAL RISK MANAGEMENT (continued)

(d) Fair value estimation

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

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

The following table presents the Group's assets that are measured at fair value at 31 December 2014. See Note 12 for disclosures of investment properties that are measured at fair value.

		第一級 Level 1 人民幣千元 RMB'000	第二級 Level 2 人民幣千元 RMB'000	第三級 Level 3 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
資產	Assets				
按公允價值透過損益記賬的金融資產	Financial assets at fair value through profit or loss	4,242	—	—	4,242
可供出售金融資產	Available-for-sale financial assets	—	—	257,940	257,940
總資產	Total assets	4,242	—	257,940	262,182

4 財務風險管理(續)

(d) 公允價值估計(續)

下表載列於二零一三年十二月三十一日按公允價值計量的本集團資產及負債。

資產	Assets	第一級 Level 1 人民幣千元 RMB'000	第二級 Level 2 人民幣千元 RMB'000	第三級 Level 3 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
按公允價值透過損益 記賬的金融負債	Financial liabilities at fair value through profit or loss	-	5,405	-	5,405
可供出售金融資產	Available-for-sale financial assets	26,958	-	264,132	291,090
總資產	Total assets	26,958	5,405	264,132	296,495

年內，第一級與第二級之間概無轉撥。

(i) 第一級金融工具

於活躍市場買賣的金融工具的公允價值根據結算日的市場報價計算。活躍市場指可輕易及定期地從交易所、交易商、經紀人、行業集團、報價服務或規管機構取得報價的市場，而有關報價反映定期按公平基準進行的實際市場交易。本集團所持金融資產所用的市場報價為當時買盤價。該等工具列入第一級。第一級所包括的工具包含於深圳或上海證券交易所上市的公司的上市A股權投資。

4 FINANCIAL RISK MANAGEMENT (continued)

(d) Fair value estimation (continued)

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2013.

	第一級 Level 1 人民幣千元 RMB'000	第二級 Level 2 人民幣千元 RMB'000	第三級 Level 3 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
按公允價值透過損益 記賬的金融負債	-	5,405	-	5,405
可供出售金融資產	26,958	-	264,132	291,090
總資產	26,958	5,405	264,132	296,495

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

(i) Financial instruments in Level 1

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

4 財務風險管理(續)

(d) 公允價值估計(續)

(ii) 第二級金融工具

於活躍市場並無買賣的金融工具(例如場外衍生工具)的公允價值利用估值技術釐定。該等估值技術盡量利用可觀察市場數據(如有)，盡量少依賴實體的特定估計。如計算金融工具的公允價值所需所有重大輸入值為可觀察數據，則該金融工具列入第二級。

倘一個或多個重大輸入值並非根據可觀察市場數據所得，則該工具列入第三級。

用於評估金融工具的具體估值技術如下：

- 市場報價及同類工具的交易商報價；
- 利率掉期的公允價值根據可觀察的收益率曲線估計未來現金流量的現值計算；
- 遠期外匯合約的公允價值則採用結算日的遠期匯率釐定，所產生的價值再貼現至現值；
- 例如貼現現金流量分析的其他技術用於釐定餘下金融工具的公允價值。

除下文闡釋的若干遠期外匯合約外，所有產生的公允價值估計均列入第二級。

4 FINANCIAL RISK MANAGEMENT (continued)

(d) Fair value estimation (continued)

(ii) Financial instruments in Level 2

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

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

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments;
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves;
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date, with the resulting value discounted back to present value;
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

Note that all of the resulting fair value estimates are included in Level 2 except for certain forward foreign exchange contracts explained below.

4 財務風險管理(續)

(d) 公允價值估計(續)

(iii) 第三級金融工具

下表呈列截至二零一四年十二月三十一日止年度第三級工具的變動。

年初結餘	Opening balance	264,132
添置	Additions	6,600
出售	Disposals	(12,792)
年末結餘	Closing balance	257,940

下表呈列截至二零一三年十二月三十一日止年度第三級工具的變動。

年初結餘	Opening balance	236,370
添置	Additions	17,204
轉撥至使用權益法入賬的投資	Transfer to investments accounted for using the equity method	15,000
出售	Disposals	(4,442)
年末結餘	Closing balance	264,132

4 FINANCIAL RISK MANAGEMENT (continued)

(d) Fair value estimation (continued)

(iii) Financial instruments in Level 3

The following table presents the changes in Level 3 instruments for the year ended 31 December 2014.

可供出售
金融資產
Available-
for-sale
financial
assets
人民幣千元
RMB'000

The following table presents the changes in Level 3 instruments for the year ended 31 December 2013.

可供出售
金融資產
Available-
for-sale
financial
assets
人民幣千元
RMB'000

4 財務風險管理(續)

(e) 資本風險管理

本集團管理資本的目的為保障本集團繼續以持續經營方式為股東提供回報以及為其他股東帶來利益，並維持最佳資本架構以降低資金成本。

為維持或調整資本架構，本集團可調整向股東支付股息的金額、發行新股份或出售資產以減少債項。

與業內其他公司一樣，本集團根據資本負債比率監控資本。該比率按負債淨額除以資本總額計算。負債淨額按借款總額(包括如綜合資產負債表中所示的「流動及非流動借款」)減現金及現金等價物計算。資本總額按「權益」(如綜合資產負債表所示)加負債淨額計算。

於二零一四年及二零一三年十二月三十一日的資本負債比率如下：

4 FINANCIAL RISK MANAGEMENT (continued)

(e) 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, 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 net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated balance sheet plus net debt.

The gearing ratios at 31 December 2014 and 2013 are as follows:

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
借款總額(i)	Total borrowings (i)	21,071,804	21,425,962
減：現金及現金等價物 (附註28)	Less: cash and cash equivalents (Note 28)	(4,828,610)	(5,076,449)
負債淨額	Net debt	16,243,194	16,349,513
總權益	Total equity	18,389,513	13,771,938
資本總額	Total capital	34,632,707	30,121,451
資本負債比率	Gearing ratio	47%	54%

(i) 總借款包括為數人民幣19,906,757,000元(二零一三年：人民幣20,039,053,000元)(附註33)的借款，計入其他負債的人民幣783,345,000元(二零一三年：人民幣1,046,340,000元)(附註36)的借款及計入貿易及其他應付款項的人民幣381,702,000元(二零一三年：人民幣340,569,000元)(附註37)的借款。

(i) Total borrowings comprised borrowings of RMB19,906,757,000 (2013: RMB20,039,053,000) (Note 33), borrowings included in other liabilities of RMB783,345,000 (2013: RMB1,046,340,000) (Note 36), and borrowings included in trade and other payables of RMB381,702,000 (2013: RMB340,569,000) (Note 37).

5 關鍵會計估計及判斷

估計及判斷會持續予以評估，並以過往經驗及其他因素(包括在某些情況下被視為對未來事件的合理預計)為依據。

5.1 關鍵會計估計及假設

本集團對未來作估計及假設。所得會計估計顧名思義極少與相關的實際結果相同。下文論述存在導致下一財政年度的資產及負債賬面值須作出重大調整的重大風險的估計及假設。

(a) 應收款項減值

本集團根據貿易及其他應收款項的可收回性評估並參考將予收回金額的數額及時間，就應收款項減值作出撥備。倘發生事件或情況有變顯示結餘可能不能收回，則會就貿易及其他應收款項作出撥備。識別潛在減值需要運用判斷及估計。倘預期與原本估計不同，有關差異將影響有關估計變動期間貿易及其他應收款項的賬面值以及呆賬開支。

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments 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.

5.1 Critical accounting estimates and assumptions

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

(a) Impairment of receivables

The Group makes provision for impairment of receivables based on an assessment of the recoverability of trade and other receivables with reference to the extent and duration that the amount will be recovered. Provisions are applied to trade and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of potential impairment requires the use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of trade and other receivables and doubtful debt expenses in the period in which such estimate has been changed.

5 關鍵會計估計及判斷(續)

5.1 關鍵會計估計及假設(續)

- (b) **礦產資源儲量**
礦產資源儲量及攤銷方法為計算開採權攤銷的關鍵因素，而礦產資源儲量亦為減值測試中的一個重要元素。礦產資源儲量變動將影響財務報表所記錄的開採權攤銷。已探明的可開採儲量的減少將增加攤銷費用。對已探明儲量的估計將基於新的資訊而上下浮動，比如經濟因素變動，包括產品價格、合同條款、技術革新或發展計劃。

- (c) **勘探及開採權及物業、廠房及設備減值**
勘探及開採權及物業、廠房及設備按成本減累計攤銷及折舊列賬。倘發生事件或情況有變顯示可能不能收回賬面值，則就減值審核該等賬面值。所確認的減值虧損為資產賬面值超過其可收回金額的數額。可收回金額為資產公允價值減出售成本與使用價值兩者中的較高者。於估計資產的可收回金額時，將作出多項假設，包括與採礦權有關的未來現金流量、折舊及貼現率。倘未來事件與有關假設並未相符，將須修訂可收回金額，而此舉可能對本集團的經營業績或財務狀況構成影響。管理層認為，截至二零一四年十二月三十一日的勘探及開採權以及物業、廠房及設備的賬面值毋須計提減值支出。

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

5.1 Critical accounting estimates and assumptions (continued)

- (b) **Mineral resources reserves**
Mineral resources reserves and the amortisation method are key factors in the calculation of amortisation of extraction rights. Mineral resources reserves are also an important element in testing for impairment. Changes in mineral resources reserves will affect amortisation recorded in the financial statements for extraction rights. A reduction in proven developed reserves will increase amortisation charges. Proven reserve estimates are subject to revision, either upward or downward, based on new information, such as from changes in economic factors, including product prices, contract terms, evolution of technology or development plans.

- (c) **Impairment of exploration and extraction rights and property, plant and equipment**
Exploration and extraction rights and property, plant and equipment are carried at cost less accumulated amortisation and depreciation. These carrying amounts are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts 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. In estimating the recoverable amounts of assets, various assumptions, including future cash flows to be associated with the mining rights and depreciation and discount rates, are made. If future events do not correspond to such assumptions, the recoverable amounts will need to be revised, and this may have an impact on the Group's results of operations or financial position. Management considered that there was no impairment charge required to be made to the carrying value of the exploration and extraction rights, and property, plant and equipment as at 31 December 2014.

5 關鍵會計估計及判斷(續)

5.1 關鍵會計估計及假設(續)

(d) 投資物業估值

本集團的若干投資物業位於無活躍房地產市場的區域，於此情況下，公允價值使用現金流量貼現法估計，其中包括若干主要假設，如市場租金、佔用率及貼現率。假設需運用判斷及估計。倘預期與最初估計不同，則該差異將於估計改變期間影響投資賬面值及投資物業公允價值收益／虧損。

(e) 確認遞延所得稅資產

於釐定所得稅撥備時須作出重大判斷。在正常業務過程中，許多交易及計算的最終釐定並不確定。倘該等事項的最終稅務結果與最初所錄金額不同，則該差異將影響作出釐定期間的所得稅及遞延稅項撥備。

當管理層認為將來很可能有應課稅利潤以抵銷暫時性差異或可動用稅務虧損時，有關若干暫時性差異及稅務虧損的遞延稅項資產予以確認。實際使用結果可能不同。

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

5.1 Critical accounting estimates and assumptions (continued)

(d) Investment property valuation

The Group's certain investment properties are located in areas where there are no active property market, in such cases, the fair value is estimated by discounted cash flow method, which involves a number of key assumptions, including market rents, occupancy rates, discounts rates. The assumptions require the use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of investment and fair value gain/loss on investment property in the period in which such estimate has been changed.

(e) Recognition of deferred income tax assets

Significant judgment is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provision in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

5 關鍵會計估計及判斷(續)

5.1 關鍵會計估計及假設(續)

- (f) 商譽減值
本集團根據附註3.10所述的會計政策每年或於出現減值跡象時測試商譽有否出現任何減值。現金產生單位的可收回金額已按資產公允價值減出售成本後與使用價值兩者中的較高者釐定。該等計算需使用估計(附註9)。

- (g) 建造合約
本集團採用完工百分比法將合約收入列賬。完工階段乃參照迄今所產生的合約成本與估計總合約成本的比較計量。

於估計總合約成本時須作出重大假設，而管理層依賴過往經驗及行業知識作出該等估計。管理層監察施工進度並定期按合約進度審核各項合約的估計總成本。

倘實際成本有別於管理層估計，則收入、銷售成本及可預見虧損撥備將予以調整。

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

5.1 Critical accounting estimates and assumptions (continued)

- (f) *Impairment of goodwill*
The Group tests whether goodwill has suffered any impairment annually or, whenever there is an indication of impairment, in accordance with the accounting policy stated in Note 3.10. The recoverable amounts of cash-generating units have been determined based on the higher of an asset's fair value less costs to sell and value in use. These calculations require the use of estimates (Note 9).

- (g) *Construction contracts*
The Group uses the percentage-of-completion method to account for its contract revenue. The stage of completion is measured by reference to the contract costs incurred to date compared to the estimated total costs for the contract.

Significant assumptions are required to estimate the total contract costs and in making these estimates, management has relied on past experience and industry knowledge. Management monitors the progress of the construction and reviews periodically the estimated total costs for each contract as the contract progresses.

If the actual costs differ from management's estimates, the revenue, cost of sales and provision for foreseeable losses would be adjusted.

5 關鍵會計估計及判斷(續)

5.2 關鍵判斷

- (a) 合併本集團持有少於50%權益的實體
- (i) 本集團於飛亞達(集團)股份有限公司(「飛亞達」)持有的股權為41.49%，其他股權由公眾廣泛持有。本集團投票權相較其他股東的持股量及分散程度而言，賦予本集團權力管制財務及經營政策。因此，本公司董事認為，縱使本集團於飛亞達的股權低於50%，但本集團仍能維持於該等附屬公司的實際控制權，且本集團繼續將其以附屬公司作呈報。
- (ii) 本公司於天馬持有的股權為25.76%且已與中航國際及中航深圳(分別持有天馬6.88%及7.16%的股權)訂立協議，於天馬股東大會上投票時與本公司採取一致行動。因此，本公司持有天馬39.80%的投票權而其他股權由公眾廣泛持有。本公司投票權相較其他股東的持股量及分散程度而言，賦予本集團權力管制財務及經營政策。本公司董事認為，縱使本集團於天馬的股權低於50%，但本集團仍擁有天馬的實際控制權，且本集團繼續將其以附屬公司作呈報。

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

5.2 Critical judgments

- (a) Consolidation of entities in which the Group holds less than 50%
- (i) The Group's equity interests held in a subsidiary, Fiyta Holdings Limited (the "Fiyta"), was 41.49%, other equity interests are widely held by public interests. The Group's voting rights relative to the size and dispersion of holdings of other shareholders give the Group the power to govern the financial and operating policies. As such, the directors of the Company considered that the Group has maintained de facto control of Fiyta despite its equity interests in Fiyta are below 50% and the Group continued to report them as subsidiaries.
- (ii) The Company held 25.76% equity interests in Tianma and has reached an agreement with AVIC International and AVIC Shenzhen, who held 6.88% and 7.16% equity interests of Tianma respectively, to act in concert with the Company when casting votes in Tianma's shareholder meeting. As such, the Company held 39.80% voting rights of Tianma and other equity interests are widely held by public interests. The Company's voting rights relative to the size and dispersion of holdings of other shareholders give the Group the power to govern the financial and operating policies. The directors of the Company considered that the Group has de facto control of Tianma despite its equity interests in Tianma are below 50% and the Group reported them as a subsidiary.

5 關鍵會計估計及判斷(續)

5.2 關鍵判斷(續)

- (b) 共同安排
本集團共同安排的形式為有限公司，賦予本集團及協議訂約方享有安排項下有限公司資產淨值的權利。因此，該安排歸類為合營企業。

- (c) 釐定就業務合併發行的代價股份的公允價值

誠如附註52(c)所述，天馬透過發行普通A股收購武漢天馬90%股權。根據中國證券監督管理委員會(「中國證監會」)及深圳證券交易所的相關規定，已發行代價股份自其於深圳證券交易所上市日期起計十二個月內不得轉讓。有關限制(代價股份特性)適用於市場參與者。因此，管理層認為，代價股份的公允價值應以天馬普通A股於深圳證券交易所買賣的報價為基準計量，並作出調整以反映有關限制的影響。

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

5.2 Critical judgments (continued)

- (b) Joint arrangements
The Group's joint arrangement is structured as a limited company and provides the Group and the parties to the agreements with rights to the net assets of the limited company under the arrangements. Therefore, this arrangement is classified as a joint venture.

- (c) Determination of the fair value of consideration shares issued for business combination

As stated in Note 52(c), Tianma acquired 90% equity interests in Wuhan Tianma by issuing ordinary A shares. According to relevant regulations of China Securities Regulatory Commission ("CSRC") and Shenzhen Stock Exchange, the consideration shares issued are not transferable for a period of 12 months commencing from the date on which the consideration shares are listed on the Shenzhen Stock Exchange. The restriction is a characteristic of the consideration shares and, therefore, would be transferred to market participants. On this basis, management believe the fair value of the consideration shares would be measured on the basis of the quoted price for ordinary A shares of the Tianma that trades in Shenzhen Stock Exchange, adjusted to reflect the effect of the restriction.

5 關鍵會計估計及判斷(續)

5.2 關鍵判斷(續)

(c) 釐定就業務合併發行的代價股份的公允價值(續)

於考慮調整幅度時，管理層參考十名獨立投資者於二零一四年九月十五日(緊隨武漢天馬收購完成後)獲發行額外配售A股(「二零一四年天馬配售事項」)的發行價。就二零一四年天馬配售事項發行的A股自其於深圳證券交易所上市日期起受相同買賣限制約束。二零一四年天馬配售事項的發行價為每股人民幣14.6元，管理層認為，相似交易的實際價格與就收購武漢天馬所發行代價股份的公允價值相若。

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

5.2 Critical judgments (continued)

(c) Determination of the fair value of consideration shares issued for business combination (continued)

In consideration of the extent of adjustment, management referred to the issuing price for additional A shares placing ("2014 Tianma Placing") which were issued to 10 independent investors on 15 September 2014, right after the completion of acquisition of Wuhan Tianma. The A shares issued for 2014 Tianma Placing are subject to same restriction of sales from the date on which the shares are listed on the Shenzhen Stock Exchange. The issuing pricing for 2014 Tianma Placing is RMB14.6 per share, management believe the price observed in this similar transaction is an approximate representation of the fair value of consideration shares issued for acquisition of Wuhan Tianma.

6 分部資料

本公司董事會為主要經營決策者。管理層根據經董事會審閱的報告(用以作出策略性決定)釐定經營分部。

董事會從產品的角度考慮業務。本集團劃分為五個業務分部：

- 電子高科技產品－生產及銷售液晶顯示器、印製電路板及緊固件
- 零售與高端消費品－中高檔手錶製造及世界名表的連鎖店銷售
- 地產與酒店－提供工程服務、地產開發及經營酒店
- 貿易物流－商品貿易、船舶製造及提供物流服務
- 資源投資與開發－農業相關資源的投資與開發

董事會根據溢利評估經營分部的表現。

分部資產主要包括土地使用權、勘探及開採權、物業、廠房及設備、投資物業、在建工程、存貨、發展中物業、貿易及其他應收款項以及現金及現金等價物。

分部間收入根據訂約雙方協商的條款及條件釐定。

6 SEGMENT INFORMATION

The chief operating decision-makers have been identified as the board of directors of the Company. Management has determined the operating segments based on the reports reviewed by the board of directors that are used to make strategic decisions.

The board considers the business from a product perspective. The Group is organised into five business segments:

- High-tech Electronic Products – manufacture and sales of liquid crystal displays, printed circuit boards and standard parts
- Retails and High-end Consumer Products – manufacture of middle to high-end wrist watches and chain store sales of luxury watches
- Real Estate and Hotel – providing construction services, real estate development and hotel operation
- Trading and Logistics – trading of commodities, ship building and providing logistic services
- Resources Investment and Development – investment and development of agriculture related resources business

The board assesses the performance of the operating segments based on the profit.

Segment assets consist primarily of land use rights, exploration and extraction rights, property, plant and equipment, investment properties, construction-in-progress, inventories, properties under development, trade and other receivables and cash and equivalents.

Inter-segment revenue are carried out according to the terms and conditions agreed by both parties.

6 分部資料(續)

向董事會提供的截至二零一四年十二月三十一日止年度的可報告分部的分部資料如下：

本集團的分部資料分析如下：

6 SEGMENT INFORMATION (continued)

The segment information provided to the board of directors for the reportable segments for the year ended 31 December 2014 is as follows:

An analysis of the Group's segment information is as follows:

		截至二零一四年十二月三十一日止年度 Year ended 31 December 2014							
		電子 高科技產品 High-tech Electronic Products 人民幣千元 RMB'000	零售與 高端消費品 Retail and High-end Consumer Products 人民幣千元 RMB'000	地產與酒店 Real Estate and Hotel 人民幣千元 RMB'000	貿易與物流 Trading and Logistics 人民幣千元 RMB'000	資源投資與 開發 Investment and Development 人民幣千元 RMB'000	未分配項目 Unallocated 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000	
分部業績	Segment results								
來自外部客戶的收入	Revenue from external customers	13,067,654	3,221,007	5,891,369	11,780,260	466,134	-	34,426,424	
分部間收入	Inter-segment revenue	709	24,364	305,449	120,009	-	-	450,531	
分部業績	Segment results	623,313	222,555	461,683	(206,257)	(177,013)	(108,128)	816,153	
其他收入(附註39)	Other income (Note 39)	465,614	32,555	656	158,472	30,639	12,956	700,892	
其他收益/(虧損)- 淨額(附註40)	Other gains/(losses)-net (Note 40)	277,760	62	899	(22,728)	(1,693)	89,113	343,413	
投資物業公允價值(虧損)/ 收益(附註12)	Fair value (loss)/gain on investment properties (Note 12)	(5,761)	19,360	8,713	(6,322)	-	-	15,990	
經營溢利/(虧損)	Operating profit/(loss)	1,360,926	274,532	471,951	(76,835)	(148,067)	(6,059)	1,876,448	
融資成本淨額(附註43)	Finance costs, net (Note 43)	(240,544)	(92,769)	(68,254)	(132,438)	(102,474)	(136,892)	(773,371)	
應佔使用權益法入賬的 投資(虧損)/溢利 (附註15)	Share of (losses)/profit of investments accounted for using the equity method (Note 15)	(92,760)	(848)	448,549	116,666	-	94	471,701	
所得稅開支(附註45)	Income tax charge (Note 45)	(120,852)	(31,417)	(165,313)	(514)	1,635	-	(316,461)	
本年度溢利/(虧損)	Profit/(loss) for the year	906,770	149,498	686,933	(93,121)	(248,906)	(142,857)	1,258,317	
分部資產	Segment assets	23,488,296	3,275,889	7,282,676	15,664,052	2,445,827	1,273,792	53,430,532	
使用權益法入賬的投資 (附註15)	Investments accounted for using the equity method (Note 15)	328,824	42,390	3,534,439	407,029	-	30,048	4,342,730	
總資產	Total assets	23,817,120	3,318,279	10,817,115	16,071,081	2,445,827	1,303,840	57,773,262	
總負債	Total liabilities	11,053,561	1,934,536	6,929,876	14,023,783	2,475,190	2,966,803	39,383,749	
資本性支出	Capital expenditure	1,358,276	44,675	104,804	521,085	194,424	576	2,223,840	
非現金開支	Non-cash expenses								
- 物業、廠房及 設備折舊(附註49)	- Depreciation of property, plant and equipment (Note 49)	1,454,142	21,101	78,937	99,228	78,525	1,351	1,733,284	
- 土地使用權攤銷 (附註49)	- Amortisation of land use rights (Note 49)	10,304	747	11,480	15,737	1,060	-	39,328	
- 勘探及開採權攤銷 (附註49)	- Amortisation of exploration and extraction rights (Note 49)	-	-	-	-	9,494	-	9,494	
- 無形資產攤銷(附註49)	- Amortisation of intangible assets (Note 49)	55,184	714	126	42,285	1,405	-	99,714	
- 其他非流動資產攤銷 (附註49)	- Amortisation of other non-current assets (Note 49)	32,149	9,158	2,767	12	11,412	-	55,498	
- 壞賬撥備(附註49)	- Provision for bad debts (Note 49)	(1,680)	2,275	1,740	53,923	58,048	-	114,306	
- 陳舊存貨撥備 (附註49)	- Provision for inventory obsolescence (Note 49)	97,254	346	72	13,756	-	-	111,428	
- 應收客戶合約工程 款項撥備(附註49)	- Provision for amounts due from customers for contract work (Note 49)	-	-	-	62,278	-	-	62,278	

6 分部資料(續)

6 SEGMENT INFORMATION (continued)

截至二零一三年十二月三十一日止年度(經重列)
Year ended 31 December 2013 (Restated)

		電子 高科技產品 High-tech Electronic Products 人民幣千元 RMB'000 (經重列) (Restated)	零售與 高端消費品 Retails and High-end Consumer Products 人民幣千元 RMB'000 (經重列) (Restated)	地產與酒店 Real Estate and Hotel 人民幣千元 RMB'000 (經重列) (Restated)	貿易與物流 Trading and Logistics 人民幣千元 RMB'000 (經重列) (Restated)	資源投資與 開發 Resources Investment and Development 人民幣千元 RMB'000 (經重列) (Restated)	未分配項目 Unallocated 人民幣千元 RMB'000 (經重列) (Restated)	總計 Total 人民幣千元 RMB'000 (經重列) (Restated)
分部業績	Segment results							
來自外部客戶的收入	Revenue from external customers	11,059,896	3,041,122	4,187,299	18,600,479	373,210	-	37,262,006
分部間收入	Inter-segment revenue	527	24,624	-	-	-	-	25,151
分部業績	Segment results	504,416	221,653	214,847	88,189	(89,203)	(46,663)	893,239
其他收入	Other income	684,710	22,784	201	384,357	36,938	1,788	1,130,778
其他收益/(虧損) - 淨額	Other gains/(losses) - net	(2,813)	411	209	79,382	108	35,373	112,670
投資物業公允價值收益	Fair value gain on investment properties	3,263	7,268	23,791	22,620	-	-	56,942
經營溢利/(虧損)	Operating profit/(loss)	1,189,576	252,116	239,048	574,548	(52,157)	(9,502)	2,193,629
融資成本淨額	Finance costs, net	(136,952)	(85,286)	(51,719)	(232,519)	(86,207)	(179,919)	(772,602)
應佔使用權益法 入賬的投資溢利	Share of profit of investments accounted for using the equity method	5,515	1,589	427,996	90,538	-	735	526,373
所得稅開支	Income tax charge	(45,956)	(25,455)	(77,927)	(114,113)	(5,109)	-	(268,560)
本年度溢利/(虧損)	Profit/(loss) for the year	1,012,183	142,964	537,398	318,454	(143,473)	(188,686)	1,678,840
分部資產	Segment assets	15,308,665	3,546,498	8,212,830	15,628,158	2,782,412	970,145	46,448,708
使用權益法入賬的投資	Investments accounted for using the equity method	190,925	43,238	3,314,535	802,039	-	35,955	4,386,692
總資產	Total assets	15,499,590	3,589,736	11,527,365	16,430,197	2,782,412	1,006,100	50,835,400
總負債	Total liabilities	9,604,792	1,989,246	7,307,649	12,894,320	2,349,845	2,917,610	37,063,462
資本性支出	Capital expenditure	602,924	17,946	96,639	576,878	661,349	1,333	1,957,069
非現金開支	Non-cash expenses							
- 物業、廠房及 設備折舊	- Depreciation of property, plant and equipment	1,242,268	21,102	72,329	80,147	56,967	1,187	1,474,000
- 土地使用權攤銷	- Amortisation of land use rights	17,613	-	11,540	1,511	435	-	31,099
- 勘探及開採權攤銷	- Amortisation of exploration and extraction rights	-	-	-	-	15,716	-	15,716
- 無形資產攤銷	- Amortisation of intangible assets	38,283	1,417	84	9,444	1,366	-	50,594
- 其他非流動資產攤銷	- Amortisation of other non-current assets	43,851	6,989	3,966	70	141	-	55,017
- 壞賬撥備	- Provision for bad debts	8,989	2,257	5,850	108,326	2,796	-	128,218
- 陳舊存貨撥備	- Provision for inventory obsolescence	111,015	6,466	-	6,954	-	-	124,435
- 應收客戶合約工程 款項撥備	- Provision for amounts due from customers for contract work	-	-	-	38,276	-	-	38,276

6 分部資料(續)

本集團各實體主要位於中國。其來自中國以及其他國家及地區的外部客戶的營業收入披露如下：

6 SEGMENT INFORMATION (continued)

The Group entities are principally domiciled in the PRC. The result of its revenue from external customers in PRC and other countries and districts are disclosed as follows:

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
收入	Revenue		
中國內地	Mainland China	21,579,414	25,915,480
香港	Hong Kong	1,273,308	1,864,894
歐美	Europe and America	4,022,303	2,566,156
東亞及東南亞	East Asia and Southeast Asia	3,708,832	4,982,587
其他	Others	3,842,567	1,932,889
收益表收入總額	Total revenue per income statement	34,426,424	37,262,006

收入按客戶所在國家進行分配。概無自單一外部客戶產生超過總收入10%的收入。

Revenue is allocated based on the country in which customers are located. No revenue derived from a single external customer has exceeded 10% of the total revenue.

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
除金融工具及遞延稅項資產外的非流動資產總值	Total of non-current assets other than financial instruments and deferred tax assets		
中國內地	Mainland China	21,195,790	18,438,761
香港	Hong Kong	911,798	538,384
歐美	Europe and America	634,433	58,166
東亞及東南亞	East Asia and Southeast Asia	7,334	437,669
其他	Others	416,556	277,705
		23,165,911	19,750,685
使用權益法入賬的投資	Investments accounted for using the equity method	4,342,730	4,386,692
		27,508,641	24,137,377

6 分部資料(續)

6 SEGMENT INFORMATION (continued)

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
資本性支出	Capital expenditure		
中國內地	Mainland China	2,083,055	1,947,897
香港	Hong Kong	1,368	791
歐美	Europe and America	20,690	2,456
其他	Others	118,727	5,925
		2,223,840	1,957,069

資本性支出按資產所在地進行分配。

Capital expenditure is allocated based on where the assets are located.

收入細分如下：

Revenue consists of the following:

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
按類別分類的收入分析	Analysis of revenue by category		
貨品銷售	Sale of goods	27,374,059	33,288,080
建築合約	Construction contracts	6,548,184	3,369,404
租金收入	Rental income	110,594	245,612
服務收入	Services income	206,194	189,903
其他	Others	187,393	169,007
收益表收入總額	Total revenue per income statement	34,426,424	37,262,006

7 土地使用權

7 LAND USE RIGHTS

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
於一月一日的賬面淨值	Net book value at 1 January	1,530,773	1,331,337
添置	Additions	45,870	234,899
收購一間附屬公司(附註52(c))	Acquisition of a subsidiary (Note 52(c))	259,442	–
攤銷	Amortisation	(39,328)	(35,463)
出售	Disposals	(38,933)	–
於十二月三十一日的賬面淨值	Net book value at 31 December	1,757,824	1,530,773

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
於香港境外，以30至50年 租約持有	Outside Hong Kong, held on leases of 30 to 50 years	1,757,824	1,530,773

7 土地使用權(續)

攤銷支出人民幣39,328,000元(二零一三年：人民幣31,099,000元)(附註41)已計入行政費用，且並無計入資本化在建工程的攤銷支出(二零一三年：人民幣4,364,000元)。

本集團的土地使用權均位於中國內地。位於中國內地的有關土地使用權由城市規劃及土地管理局授出，使用期自授出之日起計30至50年。

於二零一四年十二月三十一日，若干銀行貸款由本集團賬面淨值合共人民幣645,641,000元(二零一三年：人民幣504,031,000元)的土地使用權作抵押。抵押借款的詳情載於附註33。

7 LAND USE RIGHTS (continued)

Amortisation charges of RMB39,328,000 (2013: RMB31,099,000) (Note 41) were included in the administrative expenses, and no amortisation charges were included in construction in progress (2013: RMB4,364,000) and capitalised.

The Group's land use rights are in mainland China. The respective land use rights in mainland China were granted by the Town Planning and Land Administration Bureau for periods of 30-50 years from the date of grant.

As at 31 December 2014, certain bank borrowings were secured by the land use rights of the Group with net book value totalling RMB645,641,000 (2013: RMB504,031,000). Details of the secured borrowings are in Note 33.

8 勘探及開採權

8 EXPLORATION AND EXTRACTION RIGHTS

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
於一月一日的賬面淨值	Net book value at 1 January	836,543	505,317
添置	Additions	-	106,282
收購一間附屬公司	Acquisition of a subsidiary	-	240,660
攤銷	Amortisation	(9,494)	(15,716)
外幣折算差額	Currency translation difference	(61,112)	-
於十二月三十一日的賬面淨值	Net book value at 31 December	765,937	836,543

8 勘探及開採權(續)

攤銷支出人民幣9,494,000元(二零一三年：人民幣15,716,000元)(附註41)已計入本年度綜合收益表的已售貨品成本。

於二零一四年十二月三十一日，本集團的勘探及開採權包括以下各項：

- 賬面淨值人民幣211,357,000元(二零一三年：人民幣213,074,000元)的磷礦開採權有約2.4553平方公里的地盤面積。該地盤位於中國雲南省昆明市東川區。
- 賬面淨值人民幣202,450,000元(二零一三年：人民幣210,226,000元)的鉀礦開採權有約284,526平方公里的地盤面積。該地盤位於中國青海省海西州冷湖區。
- 賬面淨值人民幣66,300,000元(二零一三年：人民幣66,301,000元)的磷礦開採權有約6.85平方公里的地盤面積。該地盤位於中國雲南省昆明市東川區。
- 賬面淨值人民幣285,830,000元(二零一三年：人民幣346,942,000元)的鉀礦開採權有約1,020平方公里的地盤面積。該地盤位於Mboukoumassi, Kouilou Province, the Republic of the Congo。

勘探及開採權的可使用年限為5至10年。管理層預期能在不產生重大成本的情況下更新勘探及開採權。

於二零一四年十二月三十一日，若干銀行借款由本集團的勘探及開採權作抵押，總賬面淨值為人民幣64,477,000元(二零一三年：人民幣65,077,000元)。抵押借款的詳情載於附註33。

8 EXPLORATION AND EXTRACTION RIGHTS (continued)

Amortisation charges of RMB9,494,000 (2013: RMB15,716,000) (Note 41) were included in the cost of goods sold in the consolidated income statement for the year.

As of 31 December 2014, the exploration and extraction rights of the Group comprised the following:

- the extraction rights of a phosphorus mine of net book value of RMB211,357,000 (2013: RMB213,074,000) has a site area of approximately 2.4553 sq. km. It is located in Dongchuan District, Kunming City of Yunnan Province, the PRC.
- the extraction rights of a potassium mine of net book value of RMB202,450,000 (2013: RMB210,226,000) has a site area of approximately 284,526 sq. km. It is located in Lenghu District, Haixi Prefecture of Qinghai Province, the PRC.
- the extraction rights of a phosphorus mine of net book value of RMB66,300,000 (2013: RMB66,301,000) has a site area of approximately 6.85 sq. km. It is located in Dongchuan District, Kunming City of Yunnan Province, the PRC.
- the exploration rights of a potassium mine of net book value of RMB285,830,000 (2013: RMB346,942,000) has a site area of approximately 1,020 sq. km. It is located in Mboukoumassi, Kouilou Province, the Republic of the Congo.

The useful life of the exploration and extraction rights is 5-10 years. Management expects to be able to renew the exploration and extraction rights without significant cost.

As at 31 December 2014, certain bank borrowings were secured by the exploration and extraction rights of the Group with net book value totalling RMB64,477,000 (2013: RMB65,077,000). Details of the secured borrowings are in Note 33.

9 商譽

9 GOODWILL

本集團
Group
人民幣千元
RMB'000

截至二零一三年十二月三十一日止年度，
經重列 Year ended 31 December 2013,
as restated

於二零一三年一月	As at January 2013	273,546
收購一間附屬公司	Acquisition of a subsidiary	119,008
於二零一三年十二月	As at December 2013	392,554

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

於二零一四年一月一日	As at 1 January 2014	392,554
收購附屬公司(附註52(b)、(c))	Acquisition of subsidiaries (Note 52(b), (c))	621,010
出售一間附屬公司(附註49(e)(iii))	Disposal of a subsidiary (Note 49(e)(iii))	(4,308)
外幣折算差額	Currency translation differences	(56,700)
於二零一四年十二月三十一日	As at 31 December 2014	952,556

商譽源自於二零零八年收購青海中航資源有限公司(「青海中航資源」)60%股權、於二零一一年收購中航威海船廠有限公司(「威海船廠」)69.77%股權、於二零一一年收購NLT Technologies Ltd. (「NLT公司」)全部股權及卓越緊固系統(上海)有限公司(「卓越緊固」)全部股權、於二零一三年收購德他馬林船舶設計公司(「德他馬林」)全部股權以及於二零一四年收購KHD Humboldt Wedag International AG(「KHD」)89.02%股權及武漢天馬90%股權。

其他現金產生單位的可收回金額基於使用價值計算。有關計算按管理層所編製涵蓋五年期的財務預測採用稅前現金流量預測進行。超過五年期的現金流量採用以下所述的估計增長率推算。

Goodwill arose from the acquisition of 60% interest of Qinghai CATIC Resources Company Limited (「Qinghai CATIC Resources」) in 2008, 69.77% interest of AVIC Weihai Shipyard Company Limited (「Weihai Shipyard」) (中航威海船廠有限公司) in 2011, 100% interest of NLT Technologies Ltd. (the 「NLT Company」) in 2011, 100% interest of Superior Metal Hardware Products (Shanghai) Company Limited (「Superior Metal」) (卓越緊固系統(上海)有限公司) in 2011, 100% interest of Deltamarin Oy (「Deltamarin」) in 2013, 89.02% interest of KHD Humboldt Wedag International AG (「KHD」) in 2014, 90% interest of Wuhan Tianma in 2014.

The recoverable amount of other CGUs is determined based on value-in-use calculations. Those calculations use pre-tax cash flow projections based on financial forecasts prepared by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below.

9 商譽(續)

用作公允價值減銷售成本及使用價值計算的主要假設如下：

		青海中航資源 Qinghai CATIC Resources	威海船廠 Weihai Shipyard	NLT公司 NLT Company	卓越緊固 Superior Metal	德他馬林 Deltamarin	KHD	武漢天馬 Wuhan Tianma
賬面淨值	Net book value							
(人民幣千元)	(RMB'000)	5,240	227,107	6,331	27,889	109,202	315,305	261,482
邊際利潤	Gross margin	28.89%	15.63%	20%	17.00%	37%	13.77%	9%
增長率	Growth rate	5%	3%	0%	3%	3.5%	3%	2%
貼現率	Discount rate	7.40%	14.50%	11%	8.42%	12.43%	10.37%	12%

此等假設已用於分析經營分部內各現金產生單位。

管理層根據過往表現及其對市場發展的預期釐定預算邊際利潤。所採用的加權平均增長率與業界報告所載預測一致。所採用的貼現率為稅前貼現率，並反映與有關經營分部相關的特別風險。

經進行減值評估後，本公司董事認為毋須計提減值支出。

倘估計未來現金流量較於二零一四年及二零一三年十二月三十一日管理層的估計低10%，則本集團可確認商譽減值虧損人民幣302,324,000元(二零一三年：無)。

倘於二零一四年及二零一三年十二月三十一日貼現率增加2%，則本集團可確認商譽減值虧損人民幣650,239,000元(二零一三年：無)。

9 GOODWILL (continued)

The key assumptions used for fair value less costs to sell and value-in-use calculations are as follows:

These assumptions have been used for the analysis of each CGU within the operating segment.

Management determined budgeted gross margin based on past performance and its expectations of market development. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rates used are pre-tax and reflect specific risks relating to the relevant operating segments.

The directors of the Company consider that no impairment charge was required after performing the impairment assessment.

If the estimated future cash flows had been 10% lower than management's estimates as at 31 December 2014 and 2013, the Group would have recognised RMB302,324,000 impairment loss on the goodwill (2013: Nil).

If the discount rate had increased 2% as at 31 December 2014 and 2013, the Group would have recognised RMB650,239,000 impairment loss on the goodwill (2013: Nil).

10 無形資產

10 INTANGIBLE ASSETS

		電腦軟體 Computer software 人民幣千元 RMB'000	已資本化的 開發成本 Capitalised development costs 人民幣千元 RMB'000	商標及 許可證 Trademark and licenses 人民幣千元 RMB'000	海域使用權 Maritime rights of use 人民幣千元 RMB'000	專利 Patents 人民幣千元 RMB'000	客戶關係 Customer Relationships 人民幣千元 RMB'000	其他 Others 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零一四年一月一日	At 1 January 2014								
成本	Cost	240,454	1,448	62,261	25,670	185,138	9,755	5,943	530,669
累計攤銷及減值	Accumulated amortisation and impairment	(125,414)	-	(727)	(6,187)	(30,813)	(108)	(2,535)	(165,784)
賬面淨值	Net book amount	115,040	1,448	61,534	19,483	154,325	9,647	3,408	364,885
截至二零一四年 十二月三十一日止年度	Year ended 31 December 2014								
年初賬面淨值	Opening net book amount	115,040	1,448	61,534	19,483	154,325	9,647	3,408	364,885
匯兌差額	Exchange differences	(4,794)	-	(29,807)	-	(31,006)	(33,686)	-	(99,293)
收購附屬公司 (附註52(b)·(c))	Acquisition of subsidiaries (Note 52(b), (c))	28,205	-	198,620	-	174,870	273,450	-	675,145
添置	Additions	39,288	-	-	-	346	35	-	39,669
出售	Disposals	(818)	-	-	-	-	-	-	(818)
攤銷支出	Amortisation charge	(43,935)	-	-	(1,216)	(21,478)	(32,915)	(170)	(99,714)
年末賬面淨值	Closing net book amount	132,986	1,448	230,347	18,267	277,057	216,531	3,238	879,874
於二零一四年 十二月三十一日	At 31 December 2014								
成本	Cost	302,335	1,448	231,074	25,670	329,348	249,554	5,943	1,145,372
累計攤銷及減值	Accumulated amortisation and impairment	(169,349)	-	(727)	(7,403)	(52,291)	(33,023)	(2,705)	(265,498)
賬面淨值	Net book amount	132,986	1,448	230,347	18,267	277,057	216,531	3,238	879,874

10 無形資產(續)

10 INTANGIBLE ASSETS (continued)

		電腦軟體 Computer software 人民幣千元 RMB'000	已資本化的 開發成本 Capitalised development costs 人民幣千元 RMB'000	商標及 許可證 Trademark and licenses 人民幣千元 RMB'000	海域使用權 Maritime rights of use 人民幣千元 RMB'000	專利 Patents 人民幣千元 RMB'000	客戶關係 Customer Relationships 人民幣千元 RMB'000	其他 Others 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零一三年 一月一日，經重列	At 1 January 2013, as restated								
成本	Cost	209,810	948	7,086	25,670	162,991	-	5,943	412,448
累計攤銷及減值	Accumulated amortisation and impairment	(85,065)	-	(727)	(4,722)	(15,949)	-	(2,213)	(108,676)
賬面淨值	Net book amount	124,745	948	6,359	20,948	147,042	-	3,730	303,772
截至二零一三年 十二月三十一日 止年度，經重列	Year ended 31 December 2013, as restated								
年初賬面淨值	Opening net book amount	124,745	948	6,359	20,948	147,042	-	3,730	303,772
匯兌差額	Exchange differences	(3,929)	-	-	-	(15,494)	-	-	(19,423)
收購附屬公司	Acquisition of subsidiaries	2,391	-	55,175	-	40,651	-	-	98,217
添置	Additions	27,963	500	-	-	1,000	9,755	-	39,218
出售	Disposals	(69)	-	-	-	-	-	-	(69)
攤銷支出	Amortisation charge	(36,061)	-	-	(1,465)	(18,874)	(108)	(322)	(56,830)
年末賬面淨值	Closing net book amount	115,040	1,448	61,534	19,483	154,325	9,647	3,408	364,885
於二零一三年 十二月三十一日， 經重列	At 31 December 2013, as restated								
成本	Cost	236,166	1,448	62,261	25,670	189,148	9,755	5,943	530,391
累計攤銷及減值	Accumulated amortisation and impairment	(121,126)	-	(727)	(6,187)	(34,823)	(108)	(2,535)	(165,506)
賬面淨值	Net book amount	115,040	1,448	61,534	19,483	154,325	9,647	3,408	364,885

攤銷支出人民幣99,714,000元(二零一三年：人民幣50,594,000元)(附註41)及人民幣零元(二零一三年：人民幣6,236,000元)分別計入本年度行政費用及資本化在建工程。

Amortisation charges of RMB99,714,000 (2013: RMB50,594,000) (Note 41) and Nil (2013: RMB6,236,000) were included in the administrative expenses and capitalised in construction-in-progress for the year respectively.

11 物業、廠房及設備
本集團

11 PROPERTY, PLANT AND EQUIPMENT
Group

		二零一四年 2014							
		樓宇 Buildings 人民幣千元 RMB'000	租賃物業 裝修 improvement 人民幣千元 RMB'000	機器及設備 Machinery and equipment 人民幣千元 RMB'000	汽車 Motor vehicles 人民幣千元 RMB'000	電腦及 電子設備 Computer and electronic equipment 人民幣千元 RMB'000	採礦構築物 Mining structures 人民幣千元 RMB'000	其他設備 Other equipment 人民幣千元 RMB'000	總額 Total 人民幣千元 RMB'000
截至二零一四年十二月 三十一日止年度	Year ended 31 December 2014								
成本	Cost								
年初	At beginning of year	5,565,665	302,371	9,442,530	199,029	350,058	268,237	125,023	16,252,913
自在建工程轉撥 (附註13)	Transfer from construction-in- progress (Note 13)	546,613	-	767,707	1,126	12,115	-	80,212	1,407,773
收購附屬公司 (附註52)	Acquisition of subsidiaries (Note 52)	854,946	-	1,958,802	1,247	5,314	-	25,730	2,846,039
添置	Additions	89,307	94,222	380,227	28,890	96,764	-	11,417	700,827
轉撥至在建工程 (附註13)	Transfer to construction-in- progress (Note 13)	(3,221)	-	(2,902)	-	-	-	-	(6,123)
出售附屬公司 (附註49(e))	Disposals of subsidiaries (Note 49(e))	-	-	-	(164)	-	-	-	(164)
其他出售(附註49(b))	Other disposals (Note 49(b))	(8,387)	-	(68,488)	(9,660)	(12,277)	-	(11,778)	(110,590)
匯兌差額	Exchange differences	(81,848)	-	(11,315)	(1,887)	(5,998)	(5,432)	(16)	(106,496)
年末	At end of year	6,963,075	396,593	12,466,561	218,581	445,976	262,805	230,588	20,984,179
累積折舊	Accumulated depreciation								
年初	At beginning of year	853,654	179,170	4,243,323	116,910	227,468	69,773	91,491	5,781,789
本年度計提	Charge for the year	321,187	83,238	1,238,355	23,146	50,750	-	16,608	1,733,284
出售附屬公司 (附註49(e))	Disposals of subsidiaries (Note 49(e))	-	-	-	(143)	-	-	-	(143)
其他出售(附註49(b))	Other disposals (Note 49(b))	(1,206)	-	(23,178)	(6,208)	(6,377)	-	(9,139)	(46,108)
匯兌差額	Exchange differences	(76,247)	-	(265)	(2,315)	(5,638)	-	-	(84,465)
年末	At end of year	1,097,388	262,408	5,458,235	131,390	266,203	69,773	98,960	7,384,357
減值	Impairment								
年初及年末	At beginning and end of year	5,524	-	10,160	406	328	-	10	16,428
本年度計提	Charge for the year	-	-	-	-	82	-	-	82
年末	At end of year	5,524	-	10,160	406	410	-	10	16,510
賬面淨值	Net book amount								
年末	At end of year	5,860,163	134,185	6,998,166	86,785	179,363	193,032	131,618	13,583,312
年初	At beginning of year	4,706,487	123,201	5,189,047	81,713	122,262	198,464	33,522	10,454,696

11 物業、廠房及設備(續)

本集團(續)

11 PROPERTY, PLANT AND EQUIPMENT

(continued)

Group (continued)

		二零一三年(經重列) 2013 (Restated)								
		樓宇 Buildings	租賃物業 裝修 Leasehold improvement	機器及設備 Machinery and equipment	汽車 Motor vehicles	電腦及電 子設備 Computer and electronic equipment	採礦構築物 Mining structures	其他設備 Other equipment	總額 Total	
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	
截至二零一三年 十二月三十一日止年度		Year ended 31 December 2013								
成本	Cost									
年初	At beginning of year	5,227,281	224,707	8,967,488	192,575	326,992	268,237	116,488	15,323,768	
自在建工程轉撥	Transfer from construction-in-progress	330,480	-	277,442	-	6,074	-	85	614,081	
收購一間附屬公司	Acquisition of a subsidiary	187	-	189	1,395	4,396	-	513	6,680	
添置	Additions	63,884	77,664	277,829	21,778	37,408	-	8,121	486,684	
轉撥至投資物業	Transfer to investment properties	(22,869)	-	-	-	-	-	-	(22,869)	
轉撥至在建工程	Transfer to construction-in-progress	(7,062)	-	-	-	-	-	-	(7,062)	
出售附屬公司	Disposals of subsidiaries	-	-	(62)	(1,900)	(423)	-	-	(2,385)	
其他出售	Other disposals	(2,544)	-	(68,979)	(14,073)	(14,309)	-	(38)	(99,943)	
匯兌差額	Exchange differences	(23,692)	-	(11,377)	(746)	(10,080)	-	(146)	(46,041)	
年末	At end of year	5,565,665	302,371	9,442,530	199,029	350,058	268,237	125,023	16,252,913	
累積折舊	Accumulated depreciation									
年初	At beginning of year	666,419	105,257	3,218,046	95,527	195,360	48,810	78,077	4,407,496	
本年度計提	Charge for the year	202,797	73,913	1,090,450	33,430	44,383	20,963	13,445	1,479,381	
轉撥至投資物業	Transfer to investment properties	(8,794)	-	-	-	-	-	-	(8,794)	
轉撥至在建工程	Transfer to construction-in-progress	(1,977)	-	-	-	-	-	-	(1,977)	
出售附屬公司	Disposals of subsidiaries	-	-	(7)	(1,602)	(362)	-	-	(1,971)	
其他出售	Other disposals	(4,791)	-	(65,166)	(10,445)	(11,913)	-	(31)	(92,346)	
年末	At end of year	853,654	179,170	4,243,323	116,910	227,468	69,773	91,491	5,781,789	
減值	Impairment									
年初	At beginning of year	5,524	-	9,919	-	273	-	-	15,716	
本年度計提	Charge for the year	-	-	241	406	55	-	10	712	
年末	At end of year	5,524	-	10,160	406	328	-	10	16,428	
賬面淨值	Net book amount									
年末	At end of year	4,706,487	123,201	5,189,047	81,713	122,262	198,464	33,522	10,454,696	
年初	At beginning of year	4,555,338	119,450	5,739,523	97,048	131,359	219,427	38,411	10,900,556	

11 物業、廠房及設備(續)

本公司

11 PROPERTY, PLANT AND EQUIPMENT

(continued)

Company

		二零一四年 2014			
		樓宇 Buildings 人民幣千元 RMB'000	機器及設備 Machinery and equipment 人民幣千元 RMB'000	汽車 Motor vehicles 人民幣千元 RMB'000	總額 Total 人民幣千元 RMB'000
截至二零一四年 十二月三十一日止年度		Year ended 31 December 2014			
成本	Cost				
年初	At beginning of year	19,000	2,979	4,327	26,306
添置	Additions	–	576	–	576
年末	At end of year	19,000	3,555	4,327	26,882
累積折舊	Accumulated depreciation				
年初	At beginning of year	13,656	1,197	4,176	19,029
本年度計提	Charge for the year	855	453	42	1,350
年末	At end of year	14,511	1,650	4,218	20,379
賬面淨值	Net book amount				
年末	At end of year	4,489	1,905	109	6,503
年初	At beginning of year	5,344	1,782	151	7,277

11 物業、廠房及設備(續)

本公司(續)

11 PROPERTY, PLANT AND EQUIPMENT

(continued)

Company (continued)

		二零一三年 2013			
		樓宇 Buildings 人民幣千元 RMB'000	機器及設備 Machinery and equipment 人民幣千元 RMB'000	汽車 Motor vehicles 人民幣千元 RMB'000	總額 Total 人民幣千元 RMB'000
截至二零一三年十二月三十一日止年度 Year ended 31 December 2013					
成本 Cost					
年初 At beginning of year		19,000	1,646	4,327	24,973
添置 Additions		–	1,333	–	1,333
年末 At end of year		19,000	2,979	4,327	26,306
累積折舊 Accumulated depreciation					
年初 At beginning of year		12,801	907	4,134	17,842
本年度計提 Charge for the year		855	290	42	1,187
年末 At end of year		13,656	1,197	4,176	19,029
賬面淨值 Net book amount					
年末 At end of year		5,344	1,782	151	7,277
年初 At beginning of year		6,199	739	193	7,131

本集團

- (a) 本集團的物業、廠房及設備按歷史成本列賬。

Group

- (a) The property, plant and equipment of the Group were stated at historical cost.

11 物業、廠房及設備(續)

本集團(續)

- (b) 折舊費在以下分類中資本化或支銷：

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
銷貨成本	Cost of goods sold	1,488,808	1,246,447
行政費用	Administrative expenses	216,795	210,918
銷售費用	Distribution costs	27,681	16,635
在建工程	Construction-in-progress	–	5,381
		1,733,284	1,479,381

- (c) 本集團的樓宇主要位於中國內地。

- (d) 於二零一四年十二月三十一日，若干銀行借款由物業、廠房及設備(附註33(a))作如下抵押：

- (c) The Group's buildings are mainly situated in the mainland China.

- (d) As at 31 December 2014, certain bank borrowings were secured by the property, plant and equipment (Note 33(a)) as follows:

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
賬面淨值	Net book value		
樓宇	Buildings	1,213,671	1,426,288
機器及設備	Machinery and equipment	294,643	–
		1,508,314	1,426,288

- (e) 截至二零一四年十二月三十一日，本集團仍在辦理賬面淨值為人民幣284,883,000元(二零一三年十二月三十一日：人民幣278,103,000元)的樓宇的產權證。

- (e) As at 31 December 2014, the Group was still in the progress of obtaining title certificates of buildings with a net book value of RMB284,883,000 (31 December 2013: RMB278,103,000).

12 投資物業

12 INVESTMENT PROPERTIES

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
按公允價值	At fair value		
一月一日期初結餘	Opening balance at 1 January	2,153,462	2,099,314
自物業、廠房及設備轉撥	Transfer from property, plant and equipment	–	25,848
添置	Additions	50,618	–
收購一間附屬公司(附註52(c))	Acquisition of a subsidiary (Note 52(c))	13,286	–
公允價值調整淨收益	Net gain from fair value adjustment	15,990	56,942
出售	Disposals	(980)	(28,642)
十二月三十一日期末結餘	Closing balance at 31 December	2,232,376	2,153,462

(a) 於損益確認的投資物業金額如下：

(a) Amounts recognised in profit and loss for investment properties were as follows:

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
租金收入	Rental income	177,432	196,187
產生租金收入的物業的 直接經營開支	Direct operating expenses from properties that generated rental income	(41,766)	(46,462)
不產生租金收入的物業的 直接經營開支	Direct operating expenses from properties that did not generate rental income	(8,321)	(9,144)
		127,345	140,581

於二零一四年十二月三十一日，本集團概無未來維修及保養的未撥備合約責任(二零一三年十二月三十一日：無)。

As at 31 December 2014, the Group had no unprovided contractual obligations for future repairs and maintenance (31 December 2013: Nil).

12 投資物業(續)

(b) 作抵押品的投資物業

於二零一四年十二月三十一日，若干銀行借款由廣東國際大廈實業有限公司(「廣東國際」)公允價值約人民幣889,850,000元(二零一三年十二月三十一日：人民幣1,200,649,000元)的投資物業作抵押。抵押借款的詳情載於附註33。

(c) 租賃安排

若干投資物業透過長期經營租賃出租予承租人，承租人每月支付租金。

根據不可撤銷經營租賃，未在財務報表中確認的投資物業最低應收租賃款額如下：

12 INVESTMENT PROPERTIES (continued)

(b) Investment properties pledged as security

As at 31 December 2014, certain bank borrowings were secured by the investment properties of the Guangdong International Building Industrial Co., Ltd. ("GIB Company") at the fair value of approximately RMB889,850,000 (31 December 2013: RMB1,200,649,000). Details of the secured borrowings are in Note 33.

(c) Leasing arrangements

Certain investment properties have been leased to tenants under long-term operating leases with rentals payable monthly.

Minimum lease receivables under non-cancellable operating leases of investment properties not recognised in the financial statements are as follows:

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
一年以內	Not later than one year	306,471	213,947
一年以上及五年以內	Later than one year and not later than five years	510,553	472,069
五年以上	Later than five years	332,661	286,749
		1,149,685	972,765

本集團的投資物業均位於中國。

The investment properties of the Group are situated in the PRC.

12 投資物業(續)

(d) 投資物業的公允價值

本集團的投資物業已由估值師中聯資產評估有限公司進行獨立估值，以釐定該等投資物業於二零一四年及二零一三年十二月三十一日的公允價值。重估收益計入「投資物業公允價值收益」。下表按估值法分析以公允價值列賬的投資物業。不同級別定義如下：

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

12 INVESTMENT PROPERTIES (continued)

(d) Fair values of investment properties

An independent valuation of the Group's investment properties has been performed by valuer, China United Assets Appraisal Company Limited, to determine the fair value of the investment properties as at 31 December 2014 and 2013. The revaluation gain is included in 'fair value gain on investment properties'. The following table analyses the investment properties carried at fair value, by valuation method. The different levels have been defined as follows:

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

12 投資物業(續)

(d) 投資物業的公允價值(續)

12 INVESTMENT PROPERTIES (continued)

(d) Fair values of investment properties (continued)

		於二零一四年十二月三十一日 使用以下各項計量公允價值 Fair value measurements at 31 December 2014 using		
		同類資產於 活躍市場上的 報價 (第一級) Quoted prices in active markets for identical assets (Level 1) (人民幣千元) (RMB'000)	其他重大 可觀察 輸入值 (第二級) Significant other observable inputs (Level 2) (人民幣千元) (RMB'000)	重大 不可觀察 輸入值 (第三級) Significant unobservable inputs (Level 3) (人民幣千元) (RMB'000)
經常性公允價值計量	Recurring fair value measurements			
投資物業	Investment properties			
—辦公樓宇—中國	— Office buildings – PRC	–	386,892	1,350,696
—生產地—中國	— Manufacturing sites – PRC	–	–	449,681
—住宅—中國	— Dwelling houses – PRC	–	11,909	33,198

本集團的政策為於發生導致轉撥的事件或情況變動當日確認公允價值層級的轉入及轉出。

於年內，第一級、第二級及第三級之間並無轉撥。

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

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

12 投資物業(續)

(d) 投資物業的公允價值(續)

採用重大不可觀察輸入值計量的
公允價值(第三級)

		辦公樓宇 Office buildings (人民幣千元) (RMB'000)	生產地 Manufacturing sites (人民幣千元) (RMB'000)	住宅 Dwelling house (人民幣千元) (RMB'000)
期初結餘	Opening balance	1,336,703	439,356	33,198
購入	Purchases	17,601	12,517	–
公允價值調整淨虧損	Net losses from fair value adjustment	(3,608)	(2,192)	–
期末結餘	Closing balance	1,350,696	449,681	33,198
本年度計入年末 所持資產溢利「投資 物業公允價值收益」 項下的總虧損	Total losses for the year included in profit for assets held at the end of the year, under 'fair value gain on investment properties'	(3,608)	(2,192)	–
本年度計入年末 所持資產溢利的 未變現虧損變動	Change in unrealised losses for the year included in profit for assets held at the end of the year	(3,608)	(2,192)	–

本集團的估值過程

本集團的投資物業於二零一四年十二月三十一日由合資格的獨立專業估值師進行估值，該估值師持有相關認可專業資格，且近期曾於所估值投資物業的地點及分部進行估值。所有投資物業均以其目前最有效及最佳的方式使用。

本集團財務部設有一支團隊，專責就財務申報目的審閱由獨立估值師進行的估值。該團隊直接向董事會報告。於二零一四年十二月三十一日，該等物業的公允價值已由中聯資產評估有限公司釐定。

Valuation processes of the Group

The Group's investment properties were valued at 31 December 2014 by independent professionally qualified valuers who hold a recognised relevant professional qualification and have recent experience in the locations and segments of the investments properties valued. For all investment properties, their current use equates to the highest and best use.

The Group's finance department includes a team that reviews the valuations performed by the independent valuers for financial reporting purposes. This team reports directly to the board of directors. As at 31 December 2014, the fair values of the properties have been determined by China United Assets Appraisal Company Limited.

12 投資物業(續)

(d) 投資物業的公允價值(續)

估值技術

就公允價值層級為第二級的投資物業而言，估值採用銷售比較法釐定。相鄰近的可資比較物業售價就主要特徵(例如物業面積)等差異作出調整。該估值方法的最重要輸入值為每平方米的價格。

就公允價值層級為第三級的投資物業而言，估值根據重大不可觀察輸入值並使用貼現現金流量預測釐定。該等輸入值包括：

未來租金
現金流入 根據物業實際地點、類型及質量，並以任何存在租賃的條款、其他合約及外在憑證作支持，例如類似物業的現時市場租金；

貼現率 反映現金流量金額及時間的不確定性的現時市場評估；

估計空置率 根據任何現有租賃屆滿後的現時及預計未來市場狀況；

維修成本 包括就物業的預期可使用年期而言維持其用途的必要投資；

12 INVESTMENT PROPERTIES (continued)

(d) Fair values of investment properties (continued)

Valuation techniques

For investment properties which fair value hierarchy level is Level 2, the valuation was determined using the sale comparison approach. Sales prices of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square meter.

For investment properties which fair value hierarchy level is Level 3, the valuations were determined using discounted cash flow projections based on significant unobservable inputs. These inputs include:

Future rental cash
inflows Based on the actual location, type and quality of the properties and supported by the terms of any existence lease, other contracts and external evidence such as current market rents for similar properties;

Discount rates Reflecting current market assessment of the uncertainty in the amount and timing of cash flows;

Estimated vacancy
rates Based on current and expected future market conditions after expiry of any current lease;

Maintenance costs Including necessary investments to maintain functionality of the property for its expected useful life;

12 投資物業(續)

(d) 投資物業的公允價值(續)

資本化率 根據物業的實際地點、大小及質量，並計及估值日期的市場數據；

最終價值 計及有關維修成本、空置率及市場租金的假設。

於本年度，估值技術並無變動。

12 INVESTMENT PROPERTIES (continued)

(d) Fair values of investment properties (continued)

Capitalisation rates Based on actual location, size and quality of the properties and taking into account market data at the valuation date;

Terminal value Taking into account assumptions regarding maintenance costs, vacancy rates and market rents.

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

13 在建工程

13 CONSTRUCTION-IN-PROGRESS

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
年初	At beginning of year	1,934,988	1,394,070
自物業、廠房及設備轉撥 (附註11)	Transfer from property, plant and equipment (Note 11)	6,123	5,085
收購一間附屬公司(附註52(c))	Acquisition of a subsidiary (Note 52(c))	55,573	—
添置(a)	Additions (a)	1,893,146	1,151,956
轉撥至物業、廠房及設備 (附註11)	Transfer to property, plant and equipment (Note 11)	(1,407,773)	(614,081)
轉撥至其他非流動資產	Transfer to other non-current assets	(2,356)	(2,042)
		2,479,701	1,934,988

13 在建工程(續)

- (a) 添置主要包括建造廠房、裝修改造及翻新工程產生的成本。

年內，計入在建工程的資本化銀行貸款利息為人民幣74,948,000元(附註43)(二零一三年：人民幣53,904,000元)，資本化利率為5.48%(二零一三年：6.73%)。

13 CONSTRUCTION-IN-PROGRESS (continued)

- (a) Included in the additions were mainly costs incurred for the construction of production plants, modernisation and renovation projects.

Bank loan interest capitalised in the construction-in-progress during the year amounting to RMB74,948,000 (Note 43) (2013: RMB53,904,000) and the capitalised interest rate was 5.48% (2013: 6.73%).

14 於附屬公司的投資

14 INVESTMENTS IN SUBSIDIARIES

		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
投資，按成本：	Investments at cost:		
－上市公司股份	－ shares in listed companies	550,288	432,838
－非上市股權	－ unlisted equity interests	5,247,990	4,152,990
		5,798,278	4,585,828

於二零一四年十二月三十一日，上市公司股份的市值約為人民幣6,311,400,000元(二零一三年十二月三十一日：人民幣3,829,647,000元)。

As at 31 December 2014, the market value of shares in listed companies approximated RMB6,311,400,000 (31 December 2013: RMB3,829,647,000).

於二零一四年十二月三十一日，本公司於下列主要附屬公司(董事認為該等附屬公司在本集團淨收益或本集團資產或負債中佔有重大比例)中擁有股權。

As at 31 December 2014, the Company had equity interests in the following major subsidiaries which, in the opinion of the directors, materially contributed to the net results of the Group or constituted a material portion of the assets or liabilities of the Group.

14 於附屬公司的投資(續)

14 INVESTMENTS IN SUBSIDIARIES (continued)

附屬公司名稱 Name of subsidiary	已發行股本詳情/ 註冊資本 Particulars of issued share capital/ Registered capital	企業類別 Type of legal entity	註冊成立國家及 業務性質 Country of incorporation and nature of business	直接由本公司	直接由非控股	
				持有的 普通股比例 Proportion of ordinary shares held by the Company	股東權益持有的 普通股比例 Proportion of ordinary shares held by the Group	Proportion of ordinary shares directly held by non- controlling interests
天馬 Tianma	1,131,738,475股每股面值 人民幣1元的普通股 1,131,738,475 Ordinary shares of RMB1 each	股份公司(於深圳證券 交易所上市) Joint stock company (listed on the Shenzhen Stock Exchange)	中國深圳 製造及銷售液晶顯示器 Shenzhen, PRC Manufacture and sales of liquid crystal displays	25.76%	25.76%	74.24%
深南電路有限公司(「深南電路」) Shennan Circuit Co., Ltd. ("SCC")	210,000,000股每股面值 人民幣1元的普通股 210,000,000 Ordinary shares of RMB1 each	股份公司 Joint stock company	中國深圳 製造及銷售印刷電路板 Shenzhen, PRC Manufacture and sales of printed circuit boards	92.99%	92.99%	7.01%
飛亞達 Fiyta	392,767,870股每股面值 人民幣1元的普通股 392,767,870 Ordinary shares of RMB1 each	股份公司(於深圳證券 交易所上市) Joint stock company (listed on the Shenzhen Stock Exchange)	中國深圳 製造及銷售鐘錶 Shenzhen, PRC Manufacture and sales of watches and clocks	41.49%	41.49%	58.51%
深圳中航資源有限公司(「中航資源」) Shenzhen AVIC Resources Co., Ltd. ("AVIC Resources")	人民幣500,000,000元 RMB500,000,000	全資擁有公司 Wholly owned company	中國深圳 農業相關資源的投資與開發 Shenzhen, PRC Investments and development of agriculture-related resources business	100%	100%	—
廣東國際 GIB Company	人民幣500,000,000元 RMB500,000,000	有限責任公司 Limited liability company	中國廣州 酒店及物業經營 Guangzhou, PRC Hotel and property operations	75%	75%	25%

14 於附屬公司的投資 (續)

14 INVESTMENTS IN SUBSIDIARIES (continued)

附屬公司名稱 Name of subsidiary	已發行股本詳情/ 註冊資本 Particulars of issued share capital/ Registered capital	企業類別 Type of legal entity	註冊成立國家及 業務性質 Country of incorporation and nature of business	直接由本公司	直接由非控股	
				持有的 普通股比例 Proportion of ordinary shares held by the Company	股東權益持有的 普通股比例 Proportion of ordinary shares held by controlling interests	Proportion of ordinary shares held by non-
深圳航空標準件有限公司(「航標公司」) Shenzhen Aero Fasteners AFM Company Limited ("AFM Company")	人民幣120,000,000元 RMB120,000,000	全資擁有公司 Wholly owned company	中國深圳 製造及銷售標準部件 Shenzhen, PRC Manufacture and sales of standard parts	100%	100%	-
中國航空技術北京有限公司(「北京公司」) China National Aero-Technology Beijing Company Limited ("Beijing Company")	人民幣800,000,000元 RMB800,000,000	全資擁有公司 Wholly owned company	中國北京 貿易活動及製造船隻 Beijing, PRC Trading activities and shipbuilding	100%	100%	-
中航技國際經貿發展有限公司 (「經貿公司」) China National Aero-Technology Trade and Economy Development Company Limited ("TED Company")	人民幣60,000,000元 RMB60,000,000	有限責任公司 Limited liability company	中國北京 買賣電子及電腦設備以及招標管理 Beijing, PRC Trading of electronic and computer equipment and tender management	97.5%	97.5%	2.5%
中國航空技術廣州有限公司(「廣州公司」) China National Aero-Technology Guangzhou Company Limited ("Guangzhou Company")	人民幣300,000,000元 RMB300,000,000	全資擁有公司 Wholly owned company	中國廣州 機械車輛、醫療設備、 瀝青工程等貿易物流 Guangzhou, PRC Trading and logistics of machinery vehicles, medical facilities and bitumen engineering	100%	100%	-
中國航空技術廈門有限公司(「廈門公司」) China National Aero-Technology Xiamen Corporation ("Xiamen Company")	人民幣550,000,000元 RMB550,000,000	全資擁有公司 Wholly owned company	中國廈門 船舶、石材等貿易物流 Xiamen, PRC Trading and logistics of shipping, stone materials	100%	100%	-

14 於附屬公司的投資(續)

14 INVESTMENTS IN SUBSIDIARIES (continued)

附屬公司名稱 Name of subsidiary	已發行股本詳情/ 註冊資本 Particulars of issued share capital/ Registered capital	企業類別 Type of legal entity	註冊成立國家及 業務性質 Country of incorporation and nature of business	直接由本公司	直接由非控股	
				持有的 普通股比例 Proportion of ordinary shares held by the Company	股東權益持有的 普通股比例 Proportion of ordinary shares held by controlling interests	由本集團 持有的 普通股比例 Proportion of ordinary shares held by the Group
中國航空技術國際工程有限公司 (「國際工程」) China National Aero-Technology Engineering Company Limited ("Engineering Company")	人民幣680,000,000元 RMB680,000,000	全資擁有公司 Wholly owned company	中國北京 建築業務、項目管理、房地產發展、 建築物料買賣及提供勞務服務 Beijing, PRC Construction activities, project management, Real estate development, construction material trade and rendering of labour service	100%	100%	–
北京中航瑞信投資管理有限公司 (「北京瑞信」) Beijing AVIC Ruixin Investment Management Company Limited ("Beijing Ruixin")	人民幣60,000,000元 RMB60,000,000	有限責任公司 Limited liability company	中國北京 房地產發展 Beijing, PRC Real estate development	90%	90%	10%
西安中航瑞賽西控置業有限公司 (「西安瑞賽」) Xi'an AVIC Raise XiKong Real Estate Company Limited ("Xi'an Raise")	人民幣30,000,000元 RMB30,000,000	有限責任公司 Limited liability company	中國西安 房地產發展 Xi'an, PRC Real estate development	51%	51%	49%
成都中航瑞賽置業有限公司(「成都瑞賽」) Chengdu AVIC Raise Real Estate Company Limited ("Chengdu Raise")	人民幣120,000,000元 RMB120,000,000	有限責任公司 Limited liability company	中國成都 房地產發展 Chengdu, PRC Real estate development	60%	60%	40%
中航國際新能源發展有限公司(「新能源」) AVIC International Renewable Energy Development Co., Ltd ("RED Company")	人民幣100,000,000元 RMB100,000,000	全資擁有公司 Wholly owned company	中國北京 買賣再生能源設備 Beijing, PRC Trading of renewable energy equipment	100%	100%	–

14 於附屬公司的投資(續)

14 INVESTMENTS IN SUBSIDIARIES (continued)

附屬公司名稱 Name of subsidiary	已發行股本詳情/ 註冊資本 Particulars of issued share capital/ Registered capital	企業類別 Type of legal entity	註冊成立國家及 業務性質 Country of incorporation and nature of business	直接由本公司 持有的 普通股比例 Proportion of ordinary shares directly held by the Company	由本集團 持有的 普通股比例 Proportion of ordinary shares held by the Group	直接由非控股 股東權益持有的 普通股比例 Proportion of ordinary shares directly held by non- controlling interests
威海船廠 Weihai Shipyard	人民幣430,000,000元 RMB430,000,000	有限責任公司 Limited liability company	中國威海 製造船隻 Weihai, PRC Ship building	69.77%	69.77%	30.23%
中航國際船舶控股有限公司(「中航船舶」) AVIC International Maritime Holdings Limited ("AVIC Maritime")	285,576,000股無面值的 普通股 285,576,000 Ordinary shares and no par value	股份公司(於新加坡證券 交易所有限公司上市) Joint stock company (listed on Singapore Exchange Ltd)	新加坡 製造船隻 Singapore Ship building	73.87%	73.87%	26.13%

14 於附屬公司的投資(續)

非控股股東權益包含以下各項：

14 INVESTMENTS IN SUBSIDIARIES (continued)

The non-controlling interests comprised the following:

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
天馬	Tianma	6,324,350	2,940,537
飛亞達	Fiyta	1,102,732	1,032,797
北京公司	Beijing Company	243,088	12,953
中航資源	AVIC Resources	231,092	227,119
廣州公司	Guangzhou Company	226,153	204,132
成都瑞賽	Chengdu Raise	146,572	82,215
經貿公司	TED Company	143,906	109,966
西安瑞賽	Xi'an Raise	110,524	83,255
船舶公司	AVIC Maritime	105,758	103,981
深南電路	SCC	94,428	84,839
廣東國際	GIB Company	71,756	61,746
新能源	RED Company	29,373	43,263
廈門公司	Xiamen Company	16,331	7,822
北京瑞信	Beijing Ruixin	11,741	8,695
國際工程	Engineering Company	11,628	33
威海船廠	Weihai Shipyard	(101,971)	(30,213)
		8,767,461	4,973,140

14 於附屬公司的投資(續)

下文載列擁有對本集團而言屬重大的非控股股東權益的各附屬公司財務資料概要。

(a) 天馬

資產負債表概要

14 INVESTMENTS IN SUBSIDIARIES (continued)

Set out below are the summarised financial information of each subsidiary that has non-controlling interests that are material to the Group.

(a) Tianma

Summarised balance sheet

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
流動 資產	Current Assets	5,142,729	4,201,688
負債	Liabilities	(4,775,041)	(4,442,619)
流動資產／(負債)總淨額	Total current net asset/(liabilities)	367,688	(240,931)
非流動 資產	Non-current Assets	10,594,613	7,647,004
負債	Liabilities	(2,356,342)	(3,016,641)
非流動資產總淨值	Total non-current net assets	8,238,271	4,630,363
資產淨值	Net assets	8,605,959	4,389,432

14 於附屬公司的投資(續)

(a) 天馬(續)

全面收入報表概要

14 INVESTMENTS IN SUBSIDIARIES (continued)

(a) Tianma (continued)

Summarised statement of comprehensive income

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
收入	Revenue	9,209,551	8,235,921
除所得稅前溢利	Profit before income tax	769,511	814,628
所得稅開支	Income tax expenses	(87,125)	(21,431)
其他全面收益	Other comprehensive income	(58,408)	(35,134)
全面總收益	Total comprehensive income	623,978	758,063
分配至非控股股東權益的全面 總收益	Total comprehensive income allocated to non-controlling interests	391,075	475,106
派付予非控股股東權益的股息	Dividends paid to non-controlling interests	31,227	43,236

14 於附屬公司的投資(續)

(a) 天馬(續)

現金流量表概要

14 INVESTMENTS IN SUBSIDIARIES (continued)

(a) Tianma (continued)

Summarised statement of cash flows

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
營運活動產生的現金流量	Cash flows from operating activities		
經營業務產生的現金	Cash generated from operations	1,525,475	2,581,253
已付利息	Interests paid	(183,449)	(88,005)
已付所得稅	Income tax paid	(32,853)	(12,783)
營運活動產生的現金淨額	Net cash generated from operating activities	1,309,173	2,480,465
投資活動產生的／(所用) 現金淨額	Net cash generated from/(used in) investing activities	304,980	(364,404)
融資活動所用現金淨額	Net cash used in financing activities	(2,013,984)	(1,600,828)
現金及現金等價物的 (減少)／增加淨額	Net (decrease)/increase in cash and cash equivalents	(399,831)	515,233
年初的現金及現金等價物	Cash, cash equivalents at beginning of the year	1,228,745	749,649
現金及現金等價物匯兌虧損	Exchange losses on cash and cash equivalents	(18,783)	(36,137)
年末的現金及現金等價物	Cash and cash equivalents at end of the year	810,131	1,228,745

14 於附屬公司的投資(續)

(b) 飛亞達
資產負債表概要

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
流動	Current		
資產	Assets	2,706,639	2,677,251
負債	Liabilities	(1,478,381)	(1,445,929)
流動資產總淨值	Total current net assets	1,228,258	1,231,322
非流動	Non-current		
資產	Assets	1,024,306	926,112
負債	Liabilities	(555,996)	(579,904)
非流動資產總淨值	Total non-current net assets	468,310	346,208
資產淨值	Net assets	1,696,568	1,577,530

全面收入報表概要

Summarised statement of comprehensive income

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
收入	Revenue	3,278,143	3,065,746
除所得稅前溢利	Profit before income tax	198,898	167,889
所得稅開支	Income tax expenses	(31,417)	(25,455)
其他全面收益	Other comprehensive income	(9,348)	1,091
全面總收益	Total comprehensive income	158,133	143,525
分配至非控股股東權益的全面 總收益	Total comprehensive income allocated to non-controlling interests	92,224	84,753
派付予非控股股東權益的股息	Dividends paid to non-controlling interests	22,981	22,981

14 於附屬公司的投資(續)

(b) 飛亞達(續)
現金流量表概要

14 INVESTMENTS IN SUBSIDIARIES (continued)

(b) Fiyta (continued)
Summarised statement of cash flows

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
營運活動產生的現金流量	Cash flows from operating activities		
經營業務產生的現金	Cash generated from operations	324,404	195,599
已付利息	Interests paid	(97,055)	(88,456)
已付所得稅	Income tax paid	(30,239)	(28,095)
營運活動產生的現金淨額	Net cash generated from operating activities	197,110	79,048
投資活動所用現金淨額	Net cash used in investing activities	(187,249)	(118,283)
融資活動產生的現金淨額	Net cash generated from financing activities	2,552	7,031
現金及現金等價物的 增加／(減少)淨額	Net increase/(decrease) in cash and cash equivalents	12,413	(32,204)
年初的現金及現金等價物	Cash, cash equivalents at beginning of the year	102,688	140,421
現金及現金等價物匯兌 收益／(虧損)	Exchange gains/(losses) on cash and cash equivalents	(220)	(5,529)
年末的現金及現金等價物	Cash and cash equivalents at end of the year	114,881	102,688

15 使用權益法入賬的投資

於資產負債表確認的金額如下：

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
聯營公司(a)	Associates (a)	2,043,172	2,076,063
合營企業(b)	Joint ventures (b)	2,299,558	2,310,629
於十二月三十一日	At 31 December	4,342,730	4,386,692

於收益表確認的金額如下：

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
聯營公司	Associates	290,796	245,503
合營企業	Joint ventures	180,905	280,870
於十二月三十一日	At 31 December	471,701	526,373

The amounts recognised in the balance sheet are as follows:

The amounts recognised in the income statement are as follows:

15 使用權益法入賬的投資(續)

(a) 於聯營公司的投資

15 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (continued)

(a) Investment in associates

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
年初	At beginning of year	2,076,063	1,887,517
注資(i)	Capital injection (i)	407,135	8,890
轉撥至附屬公司	Transfer to subsidiaries	(542,782)	—
已收股息	Dividends received	(78,035)	(34,464)
應佔外幣折算差額	Share of currency translation differences	1,839	1,239
轉撥至可供出售金融資產	Transfer to available-for-sale financial assets	—	(15,000)
轉撥至分類為持作出售的金融資產的聯營公司投資(附註29)	Transfer to investments in associates classified as held-for-sale financial assets (Note 29)	(90,984)	—
應佔聯營公司溢利	Share of profits of associates	290,796	245,503
應佔聯營公司與非控股股東權益交易而產生的儲備(附註31)	Share of reserves of an associate arising from its transactions with non-controlling interests (Note 31)	(20,813)	(17,297)
應佔一間聯營公司的其他全面收益	Share of an associate's other comprehensive income	(47)	(325)
年末	At end of year	2,043,172	2,076,063

(i) 注資主要為上海天馬於二零一四年以土地使用權、在建工程及現金(金額分別為人民幣269,805,000元、人民幣8,820,000元及人民幣120,000,000元)完成向本集團聯營公司上海天馬有機發光顯示技術有限公司(Shanghai Tianma Organic Light Emitting Display Technology Co., Ltd.)注資。土地使用權的賬面值為人民幣38,385,000元，估值盈餘人民幣231,420,000元計入收益表。

(i) Capital injection is mainly due to Shanghai Tianma completed its capital injections to Shanghai Tianma Organic Light Emitting Display Technology Co., Ltd. in 2014, an associate of the Group, with the land use rights, construction-in-progress and cash amounted to RMB269,805,000, RMB8,820,000 and RMB120,000,000 respectively. The book value of the land use right was amounted to RMB38,385,000, the valuation surplus amounting to RMB231,420,000 was credited into income statement.

15 使用權益法入賬的投資(續)

(a) 於聯營公司的投資(續)

以下載列於二零一四年十二月三十一日董事認為對本集團屬重大的本集團聯營公司。下列聯營公司有僅由普通股組成的股本，直接由本集團持有；註冊成立或註冊所在國亦為其主要營業地點。

於二零一四年及二零一三年於聯營公司的重大投資性質：

實體名稱 Name of entity	營業地點/ 註冊成立國家 Place of business/ country of incorporation	企業類別 Type of legal entity	擁有權 權益百分比 % of ownership interest	關係性質 Nature of the relationship	計量方法 Measurement method
中航地產股份有限公司(「中航地產」) AVIC Real Estate Company Limited ("AVIC Real Estate")	中國， 有限責任公司 PRC, Limited liability company	股份公司(於深圳 證券交易所上市) Joint stock company (listed on Shenzhen Stock Exchange)	22.35%	附註 Note	權益 Equity

附註：中航地產從事地產開發及提供物業管理服務。其於中國西南、西北、中南、長江三角洲及環渤海地區開展業務。

於二零一四年十二月三十一日，本集團於中航地產(其於深圳證券交易所上市)權益的公允價值為人民幣1,332,649,000元(二零一三年十二月三十一日：人民幣904,963,000元)。

其他聯營公司為私人公司，其股份並無市場報價。

概無與本集團於聯營公司的權益有關的或然負債。

15 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (continued)

(a) Investments in associates (continued)

Set out below are the associates of the Group as at 31 December 2014, which, in the opinion of the directors, are material to the Group. The associates as listed below have share capital consisting solely of ordinary shares, which are held directly by the Group; the country of incorporation or registration is also their principal place of business.

Nature of material investment in associates in 2014 and 2013:

Note: AVIC Real Estate engages in real estate development and provision of property management services. It develops its business in China's southwest, northwest, central-south, the Yangtze River Delta and Huan Bohai regions.

As at 31 December 2014, the fair value of the Group's interest in AVIC Real Estate, which is listed on the Shenzhen Stock Exchange, was RMB1,332,649,000 (31 December 2013: RMB904,963,000).

Other associates are private companies and there is no quoted market price available for their shares.

There are no contingent liabilities relating to the Group's interest in the associates.

15 使用權益法入賬的投資(續)

(a) 於聯營公司的投資(續)
資產負債表概要

15 INVESTMENTS ACCOUNTED FOR USING
THE EQUITY METHOD (continued)

(a) Investments in associates (continued)
Summarised balance sheet

中航地產	AVIC Real Estate	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
流動	Current		
現金及現金等價物	Cash and cash equivalents	892,441	1,393,210
其他流動資產 (不包括現金)	Other current assets (excluding cash)	13,560,173	11,326,179
流動資產總值	Total current assets	14,452,614	12,719,389
金融負債(不包括貿易 應付款項)	Financial liabilities (excluding trade payables)	4,354,106	1,964,700
其他流動負債(包括貿易 應付款項)	Other current liabilities (including trade payables)	5,588,870	6,209,421
流動負債總額	Total current liabilities	9,942,976	8,174,121
非流動 資產	Non-current Assets	5,610,031	4,998,656
金融負債	Financial liabilities	5,360,445	4,923,127
其他非流動負債	Other non-current liabilities	604,788	508,036
非流動負債總額	Total non-current liabilities	5,965,233	5,431,163

15 使用權益法入賬的投資(續)

(a) 於聯營公司的投資(續)
全面收入報表概要

中航地產	AVIC Real Estate	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
收入	Revenue	6,226,260	6,224,574
折舊及攤銷	Depreciation and amortisation	23,415	28,007
融資收入	Finance income	9,395	6,654
融資開支	Finance expense	(328,037)	(271,329)
除所得稅前溢利	Profit before income tax	683,056	740,996
所得稅開支	Income tax expenses	(203,735)	(241,570)
本年度溢利	Profit for the year	479,321	499,426
其他全面虧損	Other comprehensive loss	(6,392)	(1,452)
全面總收益	Total comprehensive income	472,929	497,974
自中航地產收取的股息	Dividends received from AVIC Real Estate	29,818	14,909

15 INVESTMENTS ACCOUNTED FOR USING
THE EQUITY METHOD (continued)

(a) Investments in associates (continued)
Summarised statement of comprehensive income

15 使用權益法入賬的投資(續)

(a) 於聯營公司的投資(續)
全面收入報表概要(續)

所呈列財務資料概要與本集團於
中航地產權益的賬面值的對賬：

15 INVESTMENTS ACCOUNTED FOR USING
THE EQUITY METHOD (continued)

(a) Investments in associates (continued)

Summarised statement of comprehensive income
(continued)

Reconciliation of the summarised financial
information presented to the carrying amount of
the Group's interest in AVIC Real Estate:

中航地產	AVIC Real Estate	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
年初資產淨值	Net assets at beginning of the year	4,112,761	4,035,560
本年度溢利	Profit for the year	479,321	499,425
其他全面虧損	Other comprehensive loss	(6,392)	(1,452)
注資	Capital injection	–	245,500
與非控股股東權益交易	Transaction with non-controlling interests	(299,934)	(480,764)
專項基金	Special fund	2,072	1,686
股息	Dividends	(133,392)	(187,194)
期末資產淨值	Closing net assets	4,154,436	4,112,761
減：非控股股東權益	Less: non-controlling interests	(647,437)	(871,197)
中航地產權益持有人 應佔資產淨值	Net assets attributable to owners of AVIC Real Estate	3,506,999	3,241,564
於中航地產的權益 (二零一四年：22.35%； 二零一三年：22.35%)	Interest in AVIC Real Estate (2014: 22.35%; 2013: 22.35%)	783,814	724,490
賬面值	Carrying value	783,814	724,490

15 使用權益法入賬的投資(續)

(b) 於合營企業的投資

15 INVESTMENTS ACCOUNTED FOR USING
THE EQUITY METHOD (continued)

(b) Investments in joint ventures

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
年初	At beginning of year	2,310,629	2,410,774
應佔中航萬科有限公司 (「中航萬科」)資產 淨值增加	Increase in the share of net assets of AVIC Vanke Company Limited ("AVIC Vanke")	—	31,767
注資	Capital injection	8,636	25,904
收購一間附屬公司	Acquisition of a subsidiary	—	3,232
已收股息	Dividends received	(182,826)	(339,052)
應佔外幣兌換差額	Share of currency translation differences	(487)	1,175
轉撥至附屬公司	Transfer to subsidiary	(17,086)	(2,309)
出售(附註49(c))	Disposals (Note 49(c))	(213)	(101,732)
應佔合營企業溢利	Share of profits of joint ventures	180,905	280,870
年末	At end of year	2,299,558	2,310,629

以下載列於二零一四年十二月三十一日董事認為對本集團屬重大的本集團合營企業。下列合營企業有僅由普通股組成的股本，直接由本集團持有；註冊成立或註冊所在國亦為其主要營業地點。

Set out below is the joint venture of the Group as at 31 December 2014, which, in the opinion of the directors, is material to the Group. The joint venture as listed below has share capital consisting solely of ordinary shares, which is held directly by the Group; the country of incorporation or registration is also its principal place of business.

15 使用權益法入賬的投資(續)

(b) 於合營企業的投資(續)

二零一四年及二零一三年於合營企業的重大投資性質：

實體名稱 Name of entity	營業地點／註冊成立國家 Place of business/ country of incorporation	企業類別 Type of legal entity	擁有權益百分比 % of ownership interest		關係性質 Nature of the relationship	計量方法 Measurement method
			二零一四年 2014	二零一三年 2013		
中航萬科 AVIC Vanke	中國 PRC	合約制共同控制實體 Contractual jointly controlled entities	47.12%	47.12%	附註 Note	權益 Equity

附註：中航萬科為有限公司，主要從事房地產開發及運營、土地開發、建築、酒店及物業管理、投資及諮詢服務等。

所有合營企業為私人公司，其股份並無市場報價。

本集團就其合營企業有下列承擔。

15 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (continued)

(b) Investments in joint ventures (continued)

Nature of material investment in joint venture in 2014 and 2013:

Note: AVIC Vanke is a limited liability company principally engaged in real estate development and operation, land development, construction, hotel and property management, investment and consultation services etc.

All joint ventures are private companies and there is no quoted market price available for their shares.

The Group has the following commitments relating to its joint ventures.

於十二月三十一日

As at 31 December

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
就若干買方房貸 融資的擔保	Guarantees in respect of mortgage facilities for certain purchasers	791,896	60,879

概無與本集團於合營企業的權益有關的或然負債。

以下載列中航萬科採用權益法入賬的財務資料概要。

There are no contingent liabilities relating to the Group's interest in the joint venture.

Set out below is the summarised financial information of AVIC Vanke which is accounted for using the equity method.

15 使用權益法入賬的投資(續)

(b) 於合營企業的投資(續)
資產負債表概要

15 INVESTMENTS ACCOUNTED FOR USING
THE EQUITY METHOD (continued)

(b) Investments in joint ventures (continued)
Summarised balance sheet

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
流動	Current		
現金及現金等價物	Cash and cash equivalents	1,121,788	2,218,226
其他流動資產(不包括現金)	Other current assets (excluding cash)	15,472,458	16,476,865
流動資產總值	Total current assets	16,594,246	18,695,091
金融負債(不包括貿易應付款項)	Financial liabilities (excluding trade payables)	1,074,741	2,377,960
其他流動負債(包括貿易應付款項)	Other current liabilities (including trade payables)	10,192,530	9,554,158
流動負債總額	Total current Liabilities	11,267,271	11,932,118
非流動	Non-current		
資產	Assets	380,413	253,165
金融負債	Financial liabilities	—	1,250,000
其他非流動負債	Other non-current liabilities	6,502	3,433
非流動負債總額	Total non-current liabilities	6,502	1,253,433

15 使用權益法入賬的投資(續)

(b) 於合營企業的投資(續)
全面收入報表概要

15 INVESTMENTS ACCOUNTED FOR USING
THE EQUITY METHOD (continued)

(b) Investments in joint ventures (continued)
Summarised statement of comprehensive income

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
收入	Revenue	6,337,396	6,770,615
折舊及攤銷	Depreciation and amortisation	812	762
融資收入	Finance income	79,229	35,459
融資開支	Finance expense	(56,838)	(18,772)
除所得稅前溢利	Profit before income tax	992,485	1,195,580
所得稅開支	Income tax charge	(462,295)	(386,141)
本年度溢利	Profit for the year	530,190	809,439
其他全面收益	Other comprehensive income	—	—
全面總收益	Total comprehensive income	530,190	809,439
自中航萬科收取的股息	Dividends received from AVIC Vanke	182,826	299,957

15 使用權益法入賬的投資(續)

- (b) 於合營企業的投資(續)
所呈列財務資料概要與本集團於
中航萬科權益的賬面值的對賬：

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
年初資產淨值	Net assets at beginning of the year	5,762,705	4,795,292
本年度溢利	Profit for the year	530,190	809,439
償還資本予附屬公司	Repayment of capital to owners of subsidiaries	—	(17,400)
權益持有人注資	Capital injection	—	1,000,000
股息	Dividends	(592,009)	(824,626)
期末資產淨值	Closing net assets	5,700,886	5,762,705
減：非控股股東權益	Less: non-controlling interests	(958,008)	(920,937)
中航萬科權益持有人應佔資產淨值	Net assets attributable to owners of AVIC Vanke	4,742,878	4,841,768
於合營企業的權益 (二零一四年：47.12%； 二零一三年：47.12%)	Interest in joint venture (2014: 47.12%; 2013: 47.12%)	2,234,844	2,281,441
賬面值	Carrying value	2,234,844	2,281,441

16 於聯營公司的投資－本公司

16 INVESTMENTS IN ASSOCIATES – COMPANY

		本公司 Company 二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
投資，按成本：	Investments at cost:		
－上市公司股份	－ shares in listed companies	288,087	288,087
－非上市股權	－ unlisted equity interests	10,111	10,111
		298,198	298,198

於二零一四年十二月三十一日，上市聯營公司的股份市值約為人民幣1,332,649,000元(二零一三年：人民幣904,963,000)。

As at 31 December 2014, the market value of shares in listed associates approximated RMB1,332,649,000 (2013: RMB904,963,000).

16 於聯營公司的投資－本公司(續)

於二零一四年十二月三十一日，本公司於下列聯營公司擁有直接權益：

16 INVESTMENTS IN ASSOCIATES – COMPANY (continued)

As at 31 December 2014, the Company had direct interests in the following associates:

聯營公司名稱 Name of associate	註冊成立／成立日期 Date of incorporation/ establishment	應佔股權 Attributable equity interest		企業類別 Type of legal entity	主要業務／ 註冊成立及營業地點 Principal activities/ place of incorporation and operation
		二零一四年 2014	二零一三年 2013		
(深圳中施機械設備有限公司) CATIC-SMP Machinery Corporation Limited	一九八六年十一月十五日 15 November 1986	50%	50%	有限責任公司 Limited liability company	製造及銷售乾洗 洗衣機，中國 Manufacture and sales of dry cleaning machines, PRC
(深圳深蓉工程塑料有限公司) Shenzhen Shenrong Engineering Plastics Co., Ltd.	一九八九年一月十七日 17 January 1989	30%	30%	有限責任公司 Limited liability company	製造及銷售注塑製品，中國 Manufacture and sales of plastic casings, PRC
(深圳中航數碼顯示科技有限公司) 〔「中航數碼」〕 Shenzhen CAERO Digital Display Inc. ("CAERO")	二零零五年二月二十六日 26 February 2005	39.51%	39.51%	有限責任公司 Limited liability company	數字顯示器的研究、開發及 銷售，中國 Research and development and sales of digital displays, PRC
中航地產 AVIC Real Estate	一九八五年五月二十九日 29 May 1985	22.35%	22.35%	股份有限公司 (深圳證交所上市公司) Joint Stock Company (Listed on the Shenzhen Stock Exchange)	物業開發及建築、投資、 零售及酒店營運，中國 Property developing and construction, investment, retailing and hotel operation, PRC

17 於合營企業的投資－本公司

17 INVESTMENTS IN JOINT VENTURES – COMPANY

		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
投資，按成本：	Investments at cost:		
年初	At beginning of year	2,371,409	2,385,857
出售	Disposals	–	(14,448)
年末	At end of year	2,371,409	2,371,409

於二零一四年十二月三十一日，本公司
於下列合營企業擁有直接權益：

As at 31 December 2014, the Company had direct
interests in the following joint venture:

合營企業名稱 Name of joint venture	註冊成立／成立日期 Date of incorporation/ establishment	應佔股權 Attributable equity interest		註冊資本 Registered Capital	企業類別 Type of legal entity	主要業務／ 註冊成立及營業地點 Principal activities/ place of incorporation and operation
		二零一四年 2014	二零一三年 2013			
中航萬科 AVIC Vanke	二零零七年三月十五日 15 March 2007	47.12%	47.12%	人民幣3,820,030,000元 RMB3,820,030,000	合約制共同控制實體 Contractual jointly controlled entities	物業發展及建築，中國 Property development and construction, PRC

18 按類別分類的金融工具

本集團：

於二零一四年十二月三十一日

資產，如綜合資產負債表所載

18 FINANCIAL INSTRUMENTS BY CATEGORY

The Group:

At 31 December 2014

Assets as per consolidated balance sheet

		按公允價值 透過損益 記賬的 金融資產 Financial assets at fair value through profit or loss 貸款及 應收款項 Loans and receivables 人民幣千元 RMB'000	可供出售 金融資產 Available- for-sale financial assets 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
可供出售金融資產 (附註19)	Available-for-sale financial assets (Note 19)	-	257,940	257,940
按公允價值透過損益 記賬的金融資產 (附註26)	Financial assets at fair value through profit or loss (Note 26)	-	4,242	4,242
貿易及其他應收款項 (不包括非金融資產)	Trade and other receivables excluding non-financial assets	11,193,475	-	11,193,475
已抵押銀行存款 (附註27)	Pledged bank deposits (Note 27)	522,864	-	522,864
現金及現金等價物 (附註28)	Cash and cash equivalents (Note 28)	4,828,610	-	4,828,610
總計	Total	16,544,949	257,940	16,807,131

18 按類別分類的金融工具(續)

本集團：(續)

於二零一四年十二月三十一日(續)

負債，如綜合資產負債表所載

18 FINANCIAL INSTRUMENTS BY CATEGORY

(continued)

The Group: (continued)

At 31 December 2014 (continued)

Liabilities as per consolidated balance sheet

		按公允價值 透過損益 記賬的金融負債 Financial liabilities at fair value through profit or loss 人民幣千元 RMB'000	其他金融 負債的 攤銷成本 Other financial liabilities at amortised cost 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
借款(附註33)	Borrowings (Note 33)	–	19,906,757	19,906,757
按公允價值透過損益記賬 的金融負債(附註26)	Financial liabilities at fair value through profit or loss (Note 26)	66,895	–	66,895
貿易及其他應付款項 (不包括非金融負債)	Trade and other payables excluding non-financial liabilities	–	10,993,479	10,993,479
其他非流動負債 (附註36)	Other non-current liabilities (Note 36)	–	166,803	166,803
其他流動負債 (附註36)	Other current liabilities (Note 36)	–	663,310	663,310
總計	Total	66,895	31,730,349	31,797,244

18 按類別分類的金融工具(續)

本集團：(續)

於二零一三年十二月三十一日，經重列
資產，如綜合負債表所載

18 FINANCIAL INSTRUMENTS BY CATEGORY

(continued)

The Group: (continued)

At 31 December 2013, as Restated

Assets as per consolidated balance sheet

		按公允價值 透過損益 記賬的 金融資產 Financial assets at fair value through profit or loss	可供出售 金融資產 Available- for-sale financial assets	總計 Total
	貸款及 應收款項 Loans and receivables	人民幣千元 RMB'000 (經重列) (Restated)	人民幣千元 RMB'000 (經重列) (Restated)	人民幣千元 RMB'000 (經重列) (Restated)
可供出售金融資產	Available-for-sale financial assets	–	–	291,090
按公允價值透過損益 記賬的金融資產	Financial assets at fair value through profit or loss	–	5,405	–
貿易及其他應收款項 (不包括非金融資產)	Trade and other receivables excluding non-financial assets	7,660,969	–	–
已抵押銀行存款	Pledged bank deposits	643,650	–	–
現金及現金等價物	Cash and cash equivalents	5,076,449	–	–
總計	Total	13,381,068	5,405	291,090
				13,677,563

負債，如綜合資產負債表所載

Liabilities as per consolidated balance sheet

		其他金融 負債的 攤銷成本 Other financial liabilities at amortised cost 人民幣千元 RMB'000 (經重列) (Restated)
借款	Borrowings	20,039,053
貿易及其他應付款項 (不包括非金融負債)	Trade and other payables excluding non-financial liabilities	8,833,269
其他非流動負債	Other non-current liabilities	1,105,347
總計	Total	29,977,669

18 按類別分類的金融工具(續)

本公司：

於二零一四年十二月三十一日

資產，如資產負債表所載

18 FINANCIAL INSTRUMENTS BY CATEGORY

(continued)

The Company:

At 31 December 2014

Assets as per balance sheet

		貸款及 應收款項 Loans and receivables 人民幣千元 RMB'000	可供出售 金融資產 Available- for-sale financial assets 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
可供出售金融資產 (附註19)	Available-for-sale financial assets (Note 19)	—	1,400	1,400
貿易及其他應收款項 (不包括非金融資產)	Trade and other receivables excluding non-financial assets	2,045,451	—	2,045,451
現金及現金等價物 (附註28)	Cash and cash equivalents (Note 28)	61,742	—	61,742
總計	Total	2,107,193	1,400	2,108,593

負債，如資產負債表所載

Liabilities as per balance sheet

		總計 Total 人民幣千元 RMB'000
借款(附註33)	Borrowings (Note 33)	3,909,000
貿易及其他應付款項 (不包括金融負債)	Trade and other payables excluding non-financial liabilities	914,771
總計	Total	4,823,771

18 按類別分類的金融工具(續)

本公司：(續)

於二零一三年十二月三十一日

資產，如資產負債表所載

18 FINANCIAL INSTRUMENTS BY CATEGORY

(continued)

The Company: (continued)

At 31 December 2013

Assets as per balance sheet

		貸款及 應收款項 Loans and receivables 人民幣千元 RMB'000	可供出售 金融資產 Available- for-sale financial assets 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
可供出售金融資產	Available-for-sale financial assets	–	15,224	15,224
其他應收款項及 應收股息	Other receivables and dividend receivables	797,762	–	797,762
現金及現金等價物	Cash and cash equivalents	206,467	–	206,467
總計	Total	1,004,229	15,224	1,019,453

負債，如資產負債表所載

Liabilities as per balance sheet

		其他金融 負債的 攤銷成本 Other financial liabilities at amortised cost 人民幣千元 RMB'000
借款	Borrowings	2,048,000
貿易及其他應付款項 (不包括非金融負債)	Trade and other payables excluding non-financial liabilities	118,142
其他非流動資產	Other non-current liabilities	800,000
總計	Total	2,966,142

19 可供出售金融資產

19 AVAILABLE-FOR-SALE FINANCIAL ASSETS

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
於深圳或上海證券交易所 上市的A股上市公司的 投資	Investments in listed A shares of companies listed on Shenzhen or Shanghai Stock Exchange	-	26,958	-	-
於非上市公司股份的投資	Investments in shares of unlisted companies	288,954	295,146	1,400	15,224
減：減值虧損撥備	Less: provision for impairment losses	(31,014)	(31,014)	-	-
		257,940	291,090	1,400	15,224

所有可供出售金融資產均以人民幣列值。

All available-for-sale financial assets are denominated in RMB.

年內可供出售金融資產的變動如下：

The movements of available-for-sale financial assets during the year are as follows:

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
年初	At beginning of year	291,090	259,819	15,224	1,400
自以權益法入賬的投資轉撥	Transfer from investments accounted for using the equity method	-	15,000	-	-
添置	Additions	6,600	14,891	-	13,824
出售(附註49(d))	Disposals (Note 49(d))	(39,750)	(9,484)	(13,824)	-
計入權益的公允價值變動， 未扣除稅款	Fair value change taken to equity, gross of tax	-	10,864	-	-
年末	At end of year	257,940	291,090	1,400	15,224

20 遞延所得稅

20 DEFERRED INCOME TAX

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
遞延稅項資產：	Deferred tax assets:				
— 超過十二個月後撥回	– to be recovered after more than 12 months	482,322	370,972	–	–
— 十二個月內撥回	– to be recovered within 12 months	155,289	144,578	–	–
		637,611	515,550	–	–
遞延稅項負債：	Deferred tax liabilities:				
— 超過十二個月後結算	– to be settled after more than 12 months	862,398	636,280	–	–
遞延稅項負債－淨額	Deferred tax liabilities – net	224,787	120,730	–	–

遞延所得稅項的淨變動如下：

The net movements on the deferred income tax account are as follows:

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
年初	At beginning of year	120,730	98,007	–	–
於收益表中計入(附註45)	Credited to income statement (Note 45)	(78,561)	(55,751)	–	–
直接於其他全面收益中扣除的稅項	Tax charged directly to other comprehensive income	(11,041)	(407)	–	–
收購附屬公司 (附註52(b)、(c))	Acquisition of subsidiaries (Note 52(b), (c))	222,745	70,327	–	–
外幣折算差額	Currency translation differences	(29,086)	8,554	–	–
年末	At end of year	224,787	120,730	–	–

所得稅開支的詳情載於附註45。

Details of the income tax charge are shown in Note 45.

20 遞延所得稅(續)

年內遞延稅項資產及負債(並無計及於同一徵稅區內抵銷的結餘)的變動如下：

遞延稅項資產：

20 DEFERRED INCOME TAX (continued)

The movements in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

Deferred tax assets:

		本集團 Group								
		貿易及 其他應收 款項的減值 虧損撥備 Provision for impairment losses on trade and other receivables 人民幣千元 RMB'000	陳舊存貨撥備 Provision for inventory obsolescence 人民幣千元 RMB'000	稅項虧損 Tax losses 人民幣千元 RMB'000	政府補貼 Government grants 人民幣千元 RMB'000	未變現溢利 Unrealised profits 人民幣千元 RMB'000	應付薪金 以及退休及 其他補充 福利責任 Salaries payable and retirement and other supplemental benefit obligations 人民幣千元 RMB'000	應計開支 Accrued expenses 人民幣千元 RMB'000	其他 Others 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零一三年一月一日，經重列	At 1 January 2013, as restated	44,729	23,451	223,718	45,472	52,003	26,618	10,932	14,928	441,851
計入/(扣除自)收益表	Credited/(charged) to the income statement	20,151	22,994	(13,753)	(5,284)	12,934	(5,997)	(1,154)	2,169	32,060
直接計入其他全面收益的稅項	Tax credited directly to other comprehensive income	-	-	-	-	-	4,709	-	-	4,709
收購一間附屬公司	Acquisition of a subsidiary	243	-	-	-	-	-	-	-	243
外幣折算差額	Currency translation differences	3,904	2,047	19,526	3,969	4,539	2,323	954	1,303	38,565
於二零一三年十二月三十一日	At 31 December 2013	69,027	48,492	229,491	44,157	69,476	27,653	10,732	18,400	517,428
計入收益表	Credited to the income statement	19,615	14,993	134,727	26,152	34,958	12,083	2,294	-	244,822
直接計入其他全面收益的稅項	Tax credited directly to other comprehensive income	-	-	-	-	-	7,475	-	-	7,475
收購一間附屬公司(附註52(b))	Acquisition of a subsidiaries (Note 52 (b))	-	-	62,134	-	-	-	-	-	62,134
外幣折算差額	Currency translation differences	(16,630)	(11,683)	(55,288)	(10,638)	(16,738)	(6,662)	(7,019)	-	(124,658)
於二零一四年十二月三十一日	At 31 December 2014	72,012	51,802	371,064	59,671	87,696	40,549	6,007	18,400	707,201

20 遞延所得稅(續)

遞延稅項負債：

20 DEFERRED INCOME TAX (continued)

Deferred tax liabilities:

		本集團 Group							
		可供出售 金融資產的 公允價值收益 Fair value gains of available- for-sale financial assets	業務收購的 資產公允 價值收益 Fair value gain on assets acquired from business acquisition	投資物業的 公允價值 變動 Fair value change on investment properties	自住物業 轉投資物業 變動 Transfer of owner- occupied property to investment properties	重新計量 土地使用權 公允價值收益 Fair value gain on remeasure land use-right	未確認 融資成本 Unrecognised financial cost	應計收入 Accrued income	總計 Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於二零一三年一月一日，經重列	At 1 January 2013, as restated	-	2,427	300,617	199,996	36,292	-	526	539,858
扣除自/(計入)收益表	Charged/(Credited) to income statement	11,520	(2,647)	(31,355)	(1,664)	(3,168)	-	3,623	(23,691)
直接計入其他全面收益的稅項	Tax charged directly to other comprehensive income	-	1,359	-	-	2,943	-	-	4,302
收購一間附屬公司	Acquisition of a subsidiary	-	-	70,570	-	-	-	-	70,570
外幣折算差額	Currency translation differences	-	212	26,238	17,456	3,168	-	45	47,119
於二零一三年十二月三十一日	At 31 December 2013	11,520	1,351	366,070	215,788	39,235	-	4,194	638,158
扣除自/(計入)收益表	Charged/(Credited) to income statement	6,330	2,540	(92,912)	156,872	-	22,256	(3,048)	156,808
直接計入其他全面收益的稅項	Tax charged directly to other comprehensive income	-	(3,566)	-	-	-	-	-	(3,566)
收購附屬公司(附註52(b)·(c))	Acquisition of subsidiaries (Note 52 (b), (c))	-	-	284,879	-	-	-	-	284,879
外幣折算差額	Currency translation differences	(2,775)	(325)	(88,193)	(51,987)	-	(1,011)	-	(144,291)
於二零一四年十二月三十一日	At 31 December 2014	15,075	-	469,844	320,673	39,235	22,256	135	931,988

20 遞延所得稅(續)

遞延稅項負債：(續)

本集團未確認與下列者有關的遞延稅項資產：

結轉稅項虧損

Tax losses carried forward

二零一四年
2014
人民幣千元
RMB'000

二零一三年
2013
人民幣千元
RMB'000
(經重列)
(Restated)

1,967,473

1,705,044

由於可預見將來不可能有應課稅溢利而就此可動用可扣稅虧損及暫時性差異，故並無確認遞延所得稅資產。

根據企業所得稅法，中國公司稅項虧損可結轉用以抵銷未來五年的應課稅溢利。

與未列賬遞延稅項資產相關的結轉稅項虧損到期日如下：

Deferred income tax assets had not been recognised as it is not probable that taxable profit will be made available to utilise the deductible tax losses and temporary differences in the foreseeable future.

According to the Corporate Income Tax Law, tax losses of the PRC companies can be carried forward to offset future assessable profit for a period of 5 years.

The expiry date of tax losses carried forward in respect of which deferred tax assets have not been accounted for is as follows:

二零一四年
2014
人民幣千元
RMB'000

二零一三年
2013
人民幣千元
RMB'000
(經重列)
(Restated)

一年內到期	Expire within 1 year	223,216	336,743
一至兩年內到期	Expire in 1-2 years	494,516	223,216
二至三年內到期	Expire in 2-3 years	136,206	494,516
三至四年內到期	Expire in 3-4 years	418,603	136,206
四至五年內到期	Expire in 4-5 years	694,932	514,363

1,967,473

1,705,044

於二零一四年十二月三十一日，遞延稅項資產及遞延稅項負債結餘人民幣69,590,000元(二零一三年十二月三十一日：人民幣1,878,000元)與同一公司有關，並彼此相互抵銷。

As at 31 December 2014, deferred tax assets and deferred tax liabilities balances of RMB69,590,000 (31 December 2013: RMB1,878,000) were related to the same company and were offset against each other.

21 其他非流動資產

21 OTHER NON-CURRENT ASSETS

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
收購一間附屬公司預付款	Prepayment for acquisition of a subsidiary	-	1,876,460	-	-
收購土地使用權預付款(a)	Prepayment for purchase of land use rights (a)	160,000	-	-	-
設立附屬公司預付款	Prepayment for the establishment of subsidiaries	-	6,192	-	-
購買設備預付款	Prepayment for purchase of equipment	126,255	132,505	-	-
廣告費用預付款	Prepaid for advertisement fee	11,533	15,296	-	-
購買土地使用權按金(b)	Deposit for purchasing of land use rights (b)	158,500	-	-	-
其他	Others	58,043	52,331	-	-
		514,331	2,082,784	-	-

(a) 威海船廠附屬公司中航威海工程裝備有限公司就第一期土地開發項目向威海經濟技術開發區國有資產經營管理公司預付人民幣160,000,000元。

(b) 本集團附屬公司武漢天馬就購買土地使用權向武漢東湖新技術開發區管理委員會預付按金人民幣158,500,000元。

(a) AVIC Weihai Engineering Equipment Co. Ltd (中航威海工程裝備有限公司), a subsidiary of Weihai Shipyard, prepaid RMB160,000,000 to Weihai Economic and Technological Development Zone State-owned Assets Management Co., Ltd (威海經濟技術開發區國有資產經營管理公司) for first tier land development.

(b) Wuhan Tianma, a subsidiary of the Group, prepaid a deposit of RMB158,500,000 to Wuhan East Lake New Technology Development Management Committee (武漢東湖新技術開發區管理委員會) for purchasing land use rights.

22 存貨

22 INVENTORIES

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
存貨－按成本	Inventories – cost		
原材料	Raw materials	1,043,155	829,477
在製品	Work-in-progress	463,088	453,012
製成品	Finished goods	5,060,720	4,162,780
		6,566,963	5,445,269
減：存貨撇減撥備	Less: provision for write-down of inventories		
原材料	Raw materials	(69,322)	(77,093)
在製品	Work-in-progress	(8,959)	(11,896)
製成品	Finished goods	(111,872)	(145,306)
		(190,153)	(234,295)
存貨－淨值	Inventories – net	6,376,810	5,210,974

確認為開支並列入銷售成本的存貨成本為人民幣25,227,131,000元(二零一三年：人民幣29,883,432,000元)。

本集團已於二零一四年撇銷過往年度作出的撥備人民幣155,570,000元(二零一三年：人民幣9,594,000元)。本集團已售出所有相關貨品，其金額已計入收益表「銷售成本」。

The cost of inventories recognised as expense and included in cost of sales amounted to RMB25,227,131,000 (2013: RMB29,883,432,000).

The Group had written-off provision of RMB155,570,000 in 2014 (2013: RMB9,594,000) that was made in prior years. The Group has sold all the related goods and the amount has been included in 'cost of sales' in the income statement.

23 發展中物業

23 PROPERTIES UNDER DEVELOPMENT

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
預期將完成的 發展中物業： 於正常經營週期 計入流動資產	Properties under development expected to be completed: Within the normal operating cycle included under current assets	1,808,116	2,317,086
結餘包括：	Balance comprises:		
建築成本	Construction cost	1,189,729	1,839,558
土地使用權	Land use rights	507,680	395,038
資本化權益	Interest capitalised	110,707	82,490
		1,808,116	2,317,086

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
於12個月內收回	To be recovered within 12 months	472,501	590,803
將於超過12個月後收回	To be recovered after more than 12 months	1,335,615	1,726,283
		1,808,116	2,317,086

於二零一四年十二月三十一日，若干銀行借款由本集團賬面淨值合共人民幣108,948,000元（二零一三年十二月三十一日：人民幣320,629,000元）的發展中物業作抵押。抵押借款的詳情載於附註33。

As at 31 December 2014, certain bank borrowings were secured by the properties under development of the Group with net book value totalling RMB108,948,000 (31 December 2013: RMB320,629,000). Details of the secured borrowings are in Note 33.

釐定二零一四年符合資本化所產生權益金額的資本化率為8.46%（二零一三年：10.99%）。發展中物業主要位於中國。

The capitalisation rate used to determine the amount of interest incurred eligible for capitalisation in 2014 was 8.46% (2013: 10.99%). The properties under development are mainly located in the PRC.

24 貿易及其他應收款項

24 TRADE AND OTHER RECEIVABLES

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
貿易應收款項	Trade receivables	7,855,975	5,543,505	27,150	-
減：應收款項減值撥備(a)	Less: provision for impairment of receivables (a)	(212,155)	(164,035)	-	-
貿易應收款項－淨額	Trade receivables – net	7,643,820	5,379,470	27,150	-
其他應收款項(b)	Other receivables (b)	2,934,979	1,369,315	1,854,610	743,367
應收票據(c)	Notes receivable (c)	205,764	535,796	-	-
支付供應商預付款	Prepayments to suppliers	1,918,958	2,996,891	-	-
尚未抵扣的增值稅款	Excess of input over output value added tax	607,608	486,784	768	-
應收利息	Interests receivable	8,182	21,255	-	-
應收股息	Dividends receivable	133,162	79,892	163,691	54,395
按金	Deposits	238,495	247,169	-	-
融資租賃應收款項(d)	Finance lease receivables (d)	29,073	28,072	-	-
		13,720,041	11,144,644	2,046,219	797,762
減：非即期部分	Less: non-current portion				
－尚未抵扣的增值稅項	– Excess of input over output value added tax	(171,401)	(106,074)	-	-
－按金	– Deposits	(71,852)	(97,442)	-	-
－其他應收款項	– Other receivables	(1,313,254)	(25,975)	-	-
－融資租賃應收款項	– Finance lease receivables	(28,544)	(27,732)	-	-
－其他	– Others	(529)	(3,317)	-	-
		(1,585,580)	(260,540)	-	-
即期部分	Current portion	12,134,461	10,884,104	2,046,219	797,762

於二零一四年十二月三十一日，若干銀行借款由賬面值人民幣72,735,000元（二零一三年十二月三十一日：人民幣35,885,000元）（附註33(a)）。

As at 31 December 2014, certain bank borrowings were secured by notes receivable with book value of RMB72,735,000 (31 December 2013: RMB35,885,000) (Note 33(a)).

24 貿易及其他應收款項(續)

本集團貨物銷售的試用期限為一至十二個月。貿易應收款項的賬齡分析如下：

24 TRADE AND OTHER RECEIVABLES

(continued)

The Group's credit term on sale of goods is from 1 month to 12 months. The aging analysis of trade receivables is as follows:

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
一年內	Within 1 year	6,881,848	4,804,500
一至兩年	Between 1 and 2 years	576,978	626,241
兩至三年	Between 2 and 3 years	303,612	63,895
超過三年	Over 3 years	93,537	48,869
		7,855,975	5,543,505
減：減值虧損撥備	Less: provision for impairment losses	(212,155)	(164,035)
		7,643,820	5,379,470

本集團貿易應收款項賬面值以下列貨幣計值：

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

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
人民幣	RMB	4,759,315	3,087,930
美元	USD	2,049,028	1,667,132
歐元	EUR	506,512	266,752
日圓	JPY	102,461	103,636
阿聯酋迪拉姆	AED	83,681	96,248
印度盧比	INR	75,715	—
斯里蘭卡盧比	LKR	35,440	249,898
港元	HKD	32,594	20,688
坦桑尼亞先令	TZS	5,332	—
其他	Others	205,897	51,221
		7,855,975	5,543,505

24 貿易及其他應收款項(續)

- (a) 貿易應收款項減值撥備的變動如下：

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
於一月一日	At 1 January	164,035	96,892
應收款項減值撥備	Provision for receivable impairment	137,493	137,827
年內撇銷的不可收回 應收款項	Uncollectible receivables written off during the year	(29,894)	(60,232)
年內撥回撥備	Provision reversed during the year	(59,479)	(10,452)
於十二月三十一日	At 31 December	212,155	164,035

於二零一四年十二月三十一日，人民幣 186,065,000 元（二零一三年十二月三十一日：人民幣 204,311,000 元）的貿易應收款項已逾期但未減值。根據過往經驗由於信用素質並無重大變動，且該等結餘仍被視為悉數收回，故管理層認為毋須就該等結餘計提減值撥備。該等無抵押貿易應收款項的賬齡分析如下：

As at 31 December 2014, trade receivables of RMB186,065,000 (31 December 2013: RMB204,311,000) were past due but not impaired. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The aging analysis of these uncollateralised trade receivables is as follows:

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
一至兩年	Between 1 and 2 years	106,412	197,273
兩至三年	Between 2 and 3 years	57,595	6,985
三年以上	Over 3 years	22,058	53
		186,065	204,311

24 貿易及其他應收款項(續)

(a) (續)

於二零一四年十二月三十一日，貿易應收款項人民幣773,493,000元(二零一三年十二月三十一日：人民幣426,800,000元)已減值。於二零一四年十二月三十一日，撥備金額為人民幣212,155,000元(二零一三年十二月三十一日：人民幣164,035,000元)。應收款項賬齡如下：

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
一至兩年	Between 1 and 2 years	470,566	321,074
兩至三年	Between 2 and 3 years	246,017	56,910
三年以上	Over 3 years	56,910	48,816
		773,493	426,800

應收款項減值撥備的增加及撥回已計入行政費用。計入撥備賬的金額一般於預期額外現金不可收回時撇銷。

於報告日，信貸風險上限為上述應收款項的賬面值。本集團並無持有任何抵押品作為貿易應收款項的擔保。其他應收款項人民幣54,758,000元由兩項房地產物業作抵押。

- (b) 其他應收款項包括附註53(d)所披露給予關聯方的貸款人民幣1,309,142,000元(二零一三年十二月三十一日：人民幣229,822,000元)。

24 TRADE AND OTHER RECEIVABLES

(continued)

(a) (continued)

As at 31 December 2014, trade receivables of RMB773,493,000 (31 December 2013: RMB426,800,000) were impaired. The amount of the provision was RMB212,155,000 as of 31 December 2014 (31 December 2013: RMB164,035,000). The aging of these receivables is as follows:

The additions and reversal of provisions for impaired receivables have been included in administrative expenses. Amounts charged to the allowance account are generally written off when there is expectation that additional cash could not be recovered.

The maximum exposure to credit risk at the reporting date is the carrying value of receivable mentioned above. The Group does not hold any collateral as security of trade receivables. Other receivables of RMB54,758,000 are collateralised by 2 real estate properties.

- (b) Included in other receivables were loans of RMB1,309,142,000 to related parties as disclosed in Note 53(d) (31 December 2013: RMB229,822,000).

24 貿易及其他應收款項(續)

- (c) 應收票據包括銀行承兌匯票及商業承兌匯票，分析如下：

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
商業承兌匯票	Commercial acceptance bill	4,722	18,513
銀行承兌匯票	Bank acceptance bills	201,042	517,283
		205,764	535,796

即期貿易應收款項及其他應收款項的賬面值與其公允價值相若。

The carrying amount of current trade receivables and other receivables approximated their fair values.

- (d) 融資租賃應收款項
租賃總投資與應收最低租賃付款現值之間的對賬載列如下。

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
租賃總投資	Gross investment in leases	52,667	52,684
應收最低租賃付款 減：有關應收最低租賃 付款的未賺取 融資收入	Minimum lease payments receivables Less: unearned finance income related to minimum lease payments receivables	52,667 (23,594)	52,684 (24,612)
應收最低租賃付款現值	Present value of minimum lease payments receivables	29,073	28,072

24 TRADE AND OTHER RECEIVABLES (continued)

- (c) Notes receivable include bank acceptance bills and commercial acceptance bills which are analysed as follow:

- (d) Finance lease receivables
Reconciliation between the gross investment in leases and the present value of minimum lease payments receivable is set out below.

24 貿易及其他應收款項(續)

(d) 融資租賃應收款項(續)

下表分析本集團按相關到期日分類的總投資：

24 TRADE AND OTHER RECEIVABLES

(continued)

(d) Finance lease receivables (continued)

The table below analyses the Group's gross investment in leases by maturity:

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
— 一年內	– Not later than 1 year	2,184	2,184
— 一年以上五年內	– Later than 1 year and not later than 5 years	6,710	8,736
— 五年以上	– Later than 5 years	43,773	41,764
		52,667	52,684

25 建築合約

25 CONSTRUCTION CONTRACTS

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
所產生合約成本加應佔溢利	Contract costs incurred plus attributable profits	19,263,407	11,830,949	–	–
減：迄今的進度付款	Less: progress billings to date	(18,656,513)	(10,508,310)	–	–
減：撥備	Less: provision	(80,856)	(23,644)	–	–
進行中合約的資產負債表淨值狀況	Net balance sheet position for ongoing contracts	526,038	1,298,995	–	–
呈列如下：	Presented as:				
應收客戶合約工程款項	Amounts due from customers for contract work	2,017,763	1,493,175	–	–
應付客戶合約工程款項	Amounts due to customers for contract work	(1,491,725)	(194,180)	–	–
		526,038	1,298,995	–	–

年內，本集團已撇銷過往年度作出的撥備人民幣5,066,000元(二零一三年：人民幣17,440,000元)。其金額已計入收益表「銷售成本」。

During the year, the Group had written-off provisions of RMB5,066,000 (2013: RMB17,440,000) that was made in prior years. The amount has been included in 'cost of sales' in the income statement.

26 按公允價值透過損益記賬的金融資產(負債)

26 FINANCIAL ASSETS/(LIABILITIES) AT FAIR VALUE THROUGH PROFIT OR LOSS

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
金融資產：	Financial assets:				
上市股權	Listed equity interests	4,242	-	-	-
匯兌合約(b)	Foreign exchange contracts (b)	-	5,405	-	-
		4,242	5,405	-	-
金融負債：	Financial liabilities:				
黃金租賃債務(a)	Liabilities from gold leasing (a)	(48,082)	-	-	-
黃金租賃遠期合約(a)	Gold leasing forward contracts (a)	(4,823)	-	-	-
匯兌合約(b)	Foreign exchange contracts (b)	(13,990)	-	-	-
		(66,895)	-	-	-
		(62,653)	5,405	-	-

- (a) 年內，深南電路與中國銀行有限公司(「中國銀行」)訂立一系列協議。根據該等協議，深南電路從中國銀行租賃黃金並隨後透過上海黃金交易所(「上海黃金交易所」)以人民幣50,800,000元出售。於到期日，即租賃開始後365日，深南電路將向上海黃金交易所當時市價回購等量黃金並連同租賃費用一併歸還中國銀行。於到期日向中國銀行歸還等量黃金的責任按二零一四年十二月三十一日公允價值被確認為金融負債。於二零一四年十二月三十一日，金融負債公允價值變動收益為人民幣2,718,000元(二零一三年：無)。

同時，深南電路為規避黃金價格波動產生的若干風險訂立遠期合約於到期日以特定價格購入等量黃金。截至二零一四年十二月三十一日止年度，購入黃金遠期合約公允價值變動虧損為人民幣4,823,000元(二零一三年：無)。

- (a) During the year, SCC entered into a series of agreements with the Bank of China Co., Ltd ("BOC"). Pursuant to the agreements, SCC leased gold from BOC and subsequently sold them through the Shanghai Gold Exchange ("SGE") at RMB50,800,000. On maturity date, which is 365 days after the commencement of the lease, SCC will repurchase same quantities of gold from SGE at the then prevailing market price and return to BOC, together with the rental charges. The obligation to return to BOC the same quantities of gold on the maturity date was recognised as financial liabilities at fair value on 31 December 2014. As at 31 December 2014, gains on changes in fair value of the financial liabilities were RMB2,718,000 (2013: Nil).

Simultaneously, SCC entered into in forward contracts to purchase same quantity of gold on the maturity date at a specified price for the purpose of hedging certain risks arising from gold price fluctuation. For the year ended 31 December 2014, losses on changes in fair value of forward contracts to purchase gold were RMB4,823,000 (2013: Nil).

26 按公允價值透過損益記賬的金融資產(負債)(續)

- (b) 尚未行使遠期外匯合約的名義本金額如下：

26 FINANCIAL ASSETS/(LIABILITIES) AT FAIR VALUE THROUGH PROFIT OR LOSS

(continued)

- (b) The notional principal amounts of the outstanding forward foreign exchange contracts are as follows:

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
外匯合約	Foreign exchange contracts				
—賣出美元換人民幣	— Selling USD for RMB	66,085	31,400	—	—
—賣出歐元換人民幣	— Selling EUR for RMB	3,894	101	—	—
—以人民幣買入歐元	— Buying EUR with RMB	—	447	—	—
—以歐元買入美元	— Buying USD with EUR	3,780	—	—	—
		73,759	31,948	—	—

管理層為規避外幣匯率風險訂立遠期外匯合約。該等遠期外匯合約並不符合對沖會計法。公允價值變動虧損人民幣21,468,000元於二零一四年收益表中確認(二零一三年：收益人民幣2,295,000元)。

The management entered into forward foreign exchange contracts for hedging the fluctuation of the exchange rate of foreign currencies. These forward foreign exchange contracts are not qualified for hedge accounting. Losses of the fair value changes amounting to RMB21,468,000 were recognised in the income statement in 2014 (2013: gain of RMB2,295,000).

27 抵押銀行存款

若干銀行結餘為抵押存款，將於償還銀行貸款及使用信用額度後解除抵押。

27 PLEDGED BANK DEPOSITS

Certain bank balances were pledged deposits which will be released upon the settlement of the repayment of the bank loans and the use of credit amount.

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
銀行借款抵押(附註33)	Collateral for bank borrowings (Note 33)	23,000	54,164
簽發信用證的擔保存款	Guarantee deposits for issuance of letters of credit	278,394	311,054
發行承兌匯票的擔保存款	Guarantee deposits for issuance of bank acceptance bill	66,330	124,542
履行建築合約的擔保存款	Guarantee deposits for performance security of construction contract	5,917	6,975
興建預售物業的擔保存款	Guarantee deposits for construction of pre-sale properties	118,012	140,600
其他	Others	31,211	6,315
		522,864	643,650

28 現金及現金等價物

本集團年利率介乎0.35厘至3.33厘的現金及現金等價物的結餘分析如下：

28 CASH AND CASH EQUIVALENTS

The balance of the Group's cash and cash equivalents with an annual interest rate from 0.35% to 3.33% are analysed as follows:

		本集團 Group	本公司 Company		
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
銀行存款及手頭現金	Cash at bank and on hand	4,828,610	5,076,449	61,742	206,467

28 現金及現金等價物(續)

本集團現金及現金等價物的賬面值以下列貨幣列值：

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
人民幣	RMB	2,136,087	3,103,361	55,930	200,681
美元	USD	1,202,485	1,091,373	-	-
歐元	EUR	709,151	504,639	-	-
印度盧比	INR	255,327	-	-	-
日圓	JPY	182,861	171,349	-	-
斯里蘭卡盧比	LKR	89,403	26,566	-	-
阿聯酋迪拉姆	AED	26,647	25,199	-	-
港元	HKD	15,928	21,705	5,812	5,786
其他	Others	210,721	132,257	-	-
		4,828,610	5,076,449	61,742	206,467

29 於聯營公司被分類為持作銷售的投資**29 INVESTMENTS IN ASSOCIATES CLASSIFIED AS HELD-FOR-SALE**

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
黃石瑞視光電技術股份有限公司(附註15(a))(a)	Huangshi Raece Technology Co., Ltd (Note 15(a)) (a)	6,860	-
泰州中航船舶重工有限公司(附註15(a))(b)	Taizhou AVIC Shipbuilding Heavy Industry Limited (Note 15(a)) (b)	84,124	-
		90,984	-
減：撥備(a)	Less: Provision (a)	(360)	-
		90,624	-

29 於聯營公司被分類為持作銷售的投資(續)

- (a) 於二零一四年十二月八日，天馬公司與深圳市天拓光電技術有限公司(「天拓公司」)訂立協議，以約人民幣6,500,000元價格出售黃石瑞視光電技術股份有限公司(「黃石瑞視」)20%權益。黃石瑞視投資被撇減人民幣360,000元並被重新分類為於聯營公司被分類為持作銷售的投資。交易估計於二零一五年內完成。
- (b) 北京公司原先持有中航泰州船舶重工有限公司(「中航泰州公司」)的45%權益，為人民幣84,124,000元。於二零一四年十二月二十五日，北京公司決定將中航泰州公司的權益放到北京產權交易所投標，投標價格為人民幣91,811,000元。管理層有意於報告期末12個月內轉讓投資，並因此重新分類中航泰州公司的權益為於聯營公司被分類為持作銷售的投資。

29 INVESTMENTS IN ASSOCIATES CLASSIFIED AS HELD-FOR-SALE (continued)

- (a) On 8 December 2014, Tianma Company entered into an agreement with Shenzhen Tiantuo Electrooptical Technology Co., Ltd ("Tiantuo Company") to sell the 20% interests of Huangshi Raece Technology Co., Ltd ("Huangshi Raece") at a price of approximately RMB6,500,000. The investment of Huangshi Raece were written down by RMB360,000 and was reclassified as investments in associates classified as held-for-sale. The transaction was estimated to be completed within 2015.
- (b) Beijing Company originally held 45% interests of Taizhou AVIC Shipbuilding Heavy Industry Limited ("AVIC Taizhou Company") amounting to RMB84,124,000. On 25 December 2014, Beijing Company decided to put the interests of AVIC Taizhou Company to China Beijing Equity Exchange ("北京產權交易所") for bidding, the bidding price was RMB91,811,000. Management intended to dispose of the investment within 12 months of the end of the reporting period and therefore reclassified the interests of AVIC Taizhou Company into investments in associates classified as held-for-sale.

30 股本及股份溢價

30 SHARE CAPITAL AND SHARE PREMIUM

本集團及本公司 Group and Company					
內資股 Domestic Shares 千股 (Thousands)	H股 H Shares 千股 (Thousands)	股份總數 Total Number of shares 千股 (Thousands)		股本 Capital	
		股份總數 Total Number of shares 千股 (Thousands)	普通股 Ordinary shares 人民幣千元 RMB'000	股份溢價 Share premium 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零一三年一月一日、 十二月三十一日及 二零一四年十二月三十一日	As at 1 January, 31 December 2013 and 31 December 2014				
		832,974	277,658	1,110,632	1,110,632
				1,294,633	2,405,265

31 其他儲備

31 OTHER RESERVES

		資本儲備 Capital reserve 人民幣千元 RMB'000	法定盈餘 公積金 Statutory general reserve fund 人民幣千元 RMB'000	可供出售 金融資產 重估儲備 Available- for-sale financial assets revaluation reserve 人民幣千元 RMB'000	自持物業 轉投資物業 的重估收益 Revaluation gain on transfer of owner- occupied property to investment property 人民幣千元 RMB'000	重新計量 離職福利 責任 Re-measure- ments of post - employment benefit obligations 人民幣千元 RMB'000	外幣 折算差額 Currency translation differences 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
本集團	Group							
於二零一三年一月一日的結餘，經重列	Balance as at 1 January 2013, as restated	312,594	70,001	15,833	119,294	(4,486)	(44,100)	469,136
可供出售金融資產的公允價值收益	Fair value gain on available-for-sale financial assets	-	-	5,607	-	-	-	5,607
自持物業轉投資物業的重估收益	Revaluation gain on transfer of owner-occupied property to investment property	-	-	-	4,028	-	-	4,028
重新計量離職福利責任	Re-measurements of post - employment benefit obligations	-	-	-	-	1,984	-	1,984
外幣折算差額	Currency translation differences	-	-	-	-	-	(49,127)	(49,127)
與非控股股東權益的交易	Transactions with non-controlling interests	(10,387)	-	-	-	-	-	(10,387)
應佔聯營公司因與非控股股東權益交易而產生的儲備	Share of reserve of an associate arising from its transactions with non-controlling interests	(17,297)	-	-	-	-	-	(17,297)
應佔聯營公司其他全面收益	Share of an associate's other comprehensive income	(325)	-	-	-	-	-	(325)
提取未分配利潤	Appropriation of retained earnings	-	24,083	-	-	-	-	24,083
撥回出售可供出售金融資產的公允價值收益	Recycle of fair value gains on available-for-sale financial assets on disposal	-	-	(5,430)	-	-	-	(5,430)
於二零一三年十二月三十一日的結餘，經重列	Balance as at 31 December 2013, as restated	284,585	94,084	16,010	123,322	(2,502)	(93,227)	422,272
於二零一四年一月一日的結餘，如上	Balance as at 1 January 2014 as per above	284,585	94,084	16,010	123,322	(2,502)	(93,227)	422,272
重新計量離職福利責任	Re-measurements of post - employment benefit obligations	-	-	-	-	(7,870)	-	(7,870)
撥回出售可供出售金融資產的公允價值收益	Recycle of fair value gains on available-for-sale financial assets on disposal	-	-	(2,796)	-	-	-	(2,796)
外幣折算差額	Currency translation differences	-	-	-	-	-	(385,409)	(385,409)
與非控股股東權益的交易(a)	Transactions with non-controlling interests (a)	2,907,121	-	-	-	-	-	2,907,121
合併儲備(b)	Merger reserve (b)	(2,320,979)	-	-	-	-	-	(2,320,979)
應佔聯營公司因與非控股股東權益交易而產生的儲備(附註15(a))	Share of reserve of an associate arising from its transactions with non-controlling interests (Note 15(a))	(20,813)	-	-	-	-	-	(20,813)
撥回應佔聯營公司其他全面收益	Recycle of share of an associate's other comprehensive income	12,098	-	-	-	-	-	12,098
應佔聯營公司其他全面收益	Share of an associate's other comprehensive income	(47)	-	-	-	-	-	(47)
提取未分配利潤	Appropriation of retained earnings	-	52,212	-	-	-	-	52,212
於二零一四年十二月三十一日的結餘	Balance as at 31 December 2014	861,965	146,296	13,214	123,322	(10,372)	(478,636)	655,789

31 其他儲備(續)

31 OTHER RESERVES (continued)

		法定盈餘 公積金 Statutory general reserve fund 人民幣千元 RMB'000	未分配利潤／ (累計虧損) Retained earnings/ (Accumulated losses) 人民幣千元 RMB'000
本公司	Company		
於二零一三年一月一日的結餘	Balance as at 1 January 2013	70,001	(395,981)
年內溢利	Profit for the year	–	449,937
提取法定盈餘公積金	Appropriation to statutory general reserve fund	24,083	(24,083)
於二零一三年 十二月三十一日的結餘	Balance as at 31 December 2013	94,084	29,873
年內溢利	Profit for the year	–	442,939
提取法定盈餘公積金	Appropriation to statutory general reserve fund	52,212	(52,212)
於二零一四年 十二月三十一日的結餘	Balance as at 31 December 2014	146,296	420,600

根據中國有關法例及法規，本集團的中國附屬公司於抵消過往年度累計虧損後及向股東分派溢利前，須自純利撥款至儲備基金、酌情盈餘儲備及企業發展基金。撥入儲備基金的款項按純利10%計提，直至基金盈餘達至其註冊資金50%為止。撥入酌情盈餘儲備及企業發展基金的款項由中國附屬公司董事釐定。

經董事會批准后，儲備基金可用於抵消累計虧損或增資；企業發展基金可用於擴大生產或增資。

In accordance with relevant laws and regulations of the PRC, the PRC subsidiaries of the Group should make appropriations from the net profit to the reserve fund, discretionary surplus reserve and the enterprise expansion fund, after offsetting accumulated losses from prior years, and before profit distributions to the shareholders. The appropriations to the reserve fund are made at 10% of the net profit until the balance of the fund reaches 50% of their registered capital. The amounts of appropriations to the discretionary surplus reserve and the enterprise expansion fund are determined by the directors of the PRC subsidiaries.

Upon approval from the board of directors, the reserve fund can be used to offset accumulated losses or to increase capital; the enterprise expansion fund can be used to expand production or to increase capital.

31 其他儲備(續)

(a) 與非控股股東權益的交易

- (i) 於二零一四年八月二十八日，天馬以發行合共約436,569,000股天馬A股之代價收購其附屬公司上海天馬70%的股份、其附屬公司成都天馬40%的股份、其聯營公司武漢天馬微電子有限公司(「武漢天馬」)90%的股份以及深圳光電子及上海光電子100%的股權。該等公司擁有權權益變動於年內對本公司權益持有人應佔權益的影響如下：

		人民幣千元 RMB'000
自非控股股東權益收取的代價	Consideration received from non-controlling interests	4,202,997
減：已確認的非控股股東權益賬面值	Less: Carrying amount of non-controlling interests recognised	(1,549,467)
出售權益的超出差額	Excess of interests disposed of	2,653,530

- (ii) 根據中國證券監督管理委員會(「中國證監會」)證監許可[2014]858號的批覆，天馬於二零一四年九月十日以私人配售方式發行約120,932,000股A股，並籌集資金總額合共約人民幣1,765,609,000元。扣除股份發行直接應佔交易成本後，所得款項淨額約為人民幣1,731,828,000元。於發行事項完成後，天馬的股本增加約人民幣120,932,000元。自非控股股東權益收取的代價與增加後的非控股股東權益賬面值兩者間的淨差額被確認為資本儲備。

31 OTHER RESERVES (continued)

(a) Transaction with non-controlling interests

- (i) On 28 August 2014, Tianma acquired 70% shares in its subsidiary, Shanghai Tianma, 40% shares in its subsidiary, Chengdu Tianma, and 90% shares in its associates Wuhan Tianma Microelectronics Company Limited ("Wuhan Tianma") and 100% shares of interests of Shenzhen Opto-electronics and Shanghai Opto-electronics at a consideration of issuing approximately 436,569,000 A shares of Tianma in total. The effect of change in the ownership interests of such companies on the equity attributable to owners of the Company during the year is as follows:

- (ii) On 10 September 2014, according to the permission of China Securities Regulatory Commission ("CSRC") [2014] No.858, Tianma issued approximately 120,932,000 A shares in private placement and raised a total gross proceeds of RMB1,765,609,000. After deduction of transaction costs that attribute directly to the share issuing, net proceeds amounted to approximately RMB1,731,828,000. After completion of the issuance, the share capital of Tianma was increased by approximately RMB120,932,000, the net difference between the consideration received from non-controlling interests and the increased carrying amounts of non-controlling interests was recognised as capital reserve.

31 其他儲備(續)

(a) 與非控股股東權益的交易(續)

(ii) (續)

		人民幣千元 RMB'000
自非控股股東權益收取的代價	Consideration received from non-controlling interests	1,731,828
減：已確認的非控股股東權益賬面值	Less: Carrying amount of non-controlling interests recognised	(1,478,557)
出售權益的超出差額	Excess of interests disposed of	253,271

(iii) 於二零一四年八月二十八日，天馬以代價人民幣3,739,000元收購其附屬公司Tianma U.S. Company Inc. (「美國天馬」)的10%股份。美國天馬擁有權益變動於年內對本公司權益持有人應佔權益的影響如下：

(iii) On 28 August 2014, Tianma acquired 10% shares in its subsidiary, Tianma U.S. Company Inc. ("American Tianma"), at a consideration of RMB3,739,000. The effect of change in the ownership interests of American Tianma on the equity attributable to owners of the Company during the year is as follows:

		人民幣千元 RMB'000
所購非控股股東權益的賬面值	Carrying amount of non-controlling interests acquired	4,059
減：支付予非控股股東權益的代價	Less: Consideration paid to non-controlling interests	(3,739)
所購權益的超出差額	Excess of interests acquired	320

(b) 合併儲備

合併儲備指天馬透過發行天馬A股收購上海光電子及深圳光電子全部股權而支付的代價：

天馬為收購上海光電子及深圳光電子全部股權而發行的A股(千股)
每股A股公允價值
(每股以人民幣元列示)

(b) Merger reserve

Merger reserve represents the consideration paid by Tianma for acquiring entire equity interest in Shanghai Opto-electronics and Shenzhen Opto-electronics through issuing Tianma A shares:

A shares issued by Tianma for acquisition of the entire equity interest in Shanghai Opto-electronics and Shenzhen Opto-electronics (Thousand shares)
Fair value per A share (RMB per share)

代價(人民幣千元)

Consideration (RMB'000)

2,320,979

32 永久次級可換股證券

於二零一二年九月五日，本公司發行本金額合共人民幣2,781,674,000元的永久次級可換股證券（「永久次級可換股證券」）予控股公司中航國際、中航深圳（持有本公司35.63%股權的本公司股東）及北京瑞賽科技有限公司（「北京瑞賽」），分別作為收購多家附屬公司的部分購買代價。此等永久次級可換股證券可按初步轉換價每股人民幣3.47元轉換為801,634,000股本公司內資股。

永久次級可換股證券構成本公司直接、無抵押及次級債務，並享有同等地位，彼此之間並無任何優先權或優先次序。倘本公司清盤，永久次級可換股證券持有人的權利及索償地位應：(i)優先於就本公司任何類別股本提出索償的人士，(ii)將受償權利次於本公司所有其他現時及未來優先債權人的索償，及(iii)各自享有同等地位。

32 PERPETUAL SUBORDINATED CONVERTIBLE SECURITIES

The Company issued an aggregate principal amount of RMB2,781,674,000 perpetual subordinated convertible securities ("PSCS") on 5 September 2012 to AVIC International, the holding company, AVIC Shenzhen, the Company's shareholder holding 35.63% of the equity interests of the Company, and Beijing Raise Technology Company Limited (北京瑞賽科技有限公司) ("Beijing Raise"), respectively as part of the purchase consideration for acquisition of subsidiaries. These PSCS being convertible into 801,634,000 domestic shares of the Company at an initial conversion price of RMB3.47 per share.

The PSCS constitutes direct, unsecured and subordinated obligations of the Company and rank pari passu without any preference or priority among themselves. In the event of the winding-up of the Company, the rights and claims of the PSCS holder(s) would; (i) rank ahead of those persons whose claims are in respect of any class of share capital of the Company, (ii) be subordinated in right of payment to the claims of all other present and future preference creditors of the Company, and (iii) pari passu with each other.

32 永久次級可換股證券(續)

永久次級可換股證券並無到期日及有權收取永久次級可換股證券自發行日期起(包括該日)就任何尚未償還本金額按年息1厘計算的每年七月三十一日拖欠的應付年度分派款項,惟須受永久次級可換股證券的條款所限。本公司有權按永久次級可換股證券的條款選擇延期分派款項。永久次級可換股證券持有人行使轉換權後,本公司將透過派發其可發行內資股全數終止任何就永久次級可換股證券而到期的分派欠款。

永久次級可換股證券持有人可於永久次級可換股證券發行當日起隨時按轉換價人民幣3.47元轉換永久次級可換股證券為內資股,惟受永久次級可換股證券條款所規定的相關條款所限。轉換價可經發行紅利、轉換資本儲備及其他攤薄事項調整。永久次級可換股證券持有人可於下列條件轉換部份永久次級可換股證券:(i)轉換將不會引致本公司違反香港聯合交易所有限公司證券上市規則(「上市規則」)條文,包括但不限於上市規則項下最低公眾持股量規定;及(ii)轉換將遵守所有適用法例及法規(包括但不限於上市規則及香港公司收購及合併守則)。

自永久次級可換股證券發行日期後12個月或任何時間,本公司可全權並根據永久次級可換股證券條款選擇轉換全部(但非部份)永久次級可換股證券為內資股,惟須受永久次級可換股證券條款所載轉換限制條文所限。

永久次級可換股證券持有人無權僅因其作為永久次級可換股證券持有人而接收本公司股東大會通告、出席大會或於會上投票。

32 PERPETUAL SUBORDINATED CONVERTIBLE SECURITIES (continued)

The PSCS have no maturity date and conferred a right to receive distributions from and including the date of issue of the PSCS at 1% per annum on any outstanding principal amount of distribution payable annually in arrears on 31 July each year, subject to the terms of the PSCS. The Company was entitled to elect to defer a distribution pursuant to the terms of the PSCS. Any arrears of distributions due in respect of the PSCS would be extinguished by the Company in full through the delivery by the Company of its domestic shares issuable by it upon the exercise of the PCSC holder's conversion right.

The PSCS holders can convert PSCS into domestic shares at any time from the date of issue of the PSCS, subject to relevant terms as provided in the terms of the PSCS, at conversion price of RMB3.47. The conversion price will be subject to adjustment for bonus issue, conversion of capital reserve and other dilutive events. The PSCS holders may convert such portion of the PSCS on condition that: (i) the conversion would not cause the Company to contravene provisions of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited including but not limited to the minimum public float requirement under the Listing Rules; and (ii) conversion would comply with all applicable laws and regulations (including but not limited to the Listing Rules and the Hong Kong Code on Takeovers and Mergers).

On or at any time after 12 months after the date of issue of the PSCS, the Company may, at its sole discretion and pursuant to the terms of the PSCS, elect to convert the PSCS in whole (but not in part into domestic shares), subject to the provisions of restriction on conversion set out in the terms of the PSCS.

The PSCS holder(s) were not entitled to receive notice of, attend or vote at general meetings of the Company by reason only of its being a PSCS holder.

33 借款

借款包括銀行借款及其他借款，分析如下：

33 BORROWINGS

Borrowings include bank borrowings and other borrowings which are analysed as follows:

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
非流動	Non-current				
銀行借款	Bank borrowings				
— 已抵押(a)	— pledged (a)	2,458,844	1,799,922	—	—
— 有擔保(b)	— guaranteed (b)	1,297,163	1,504,110	—	—
— 無抵押	— unsecured	5,623,975	3,391,519	959,000	492,000
中期票據(c)	Medium term notes (c)	600,000	600,000	600,000	600,000
債券(d)	Debentures (d)	398,768	397,729	—	—
關連方借款(附註53(c))	Related party borrowings (Note 53(c))	1,188,623	303,676	—	—
免息政府貸款(e)	Interest-free government loans (e)	446,840	894,701	—	—
減：非流動借款的即期部分	Less: current portion of non- current borrowings	(1,536,929)	(2,057,133)	(32,000)	(17,000)
		10,477,284	6,834,524	1,527,000	1,075,000
流動	Current				
銀行借款	Bank borrowings				
— 已抵押(a)	— pledged (a)	137,735	283,385	—	—
— 有擔保(b)	— guaranteed (b)	242,611	684,313	—	—
— 無抵押	— unsecured	5,851,895	9,056,853	2,050,000	956,000
關連方借款(附註53(c))	Related party borrowings (Note 53(c))	1,660,303	1,122,845	300,000	—
非流動借款的即期部分	Current portion of non-current borrowings	1,536,929	2,057,133	32,000	17,000
		9,429,473	13,204,529	2,382,000	973,000
		19,906,757	20,039,053	3,909,000	2,048,000

33 借款(續)

- (a) 於二零一四年十二月三十一日，本集團銀行貸款人民幣2,596,579,000元(二零一三年十二月三十一日：人民幣2,083,307,000元)以下列各項作抵押：

33 BORROWINGS (continued)

- (a) At 31 December 2014, bank loans of RMB2,596,579,000 (31 December 2013: RMB2,083,307,000) of the Group were secured by the following:

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
樓宇(附註11)	Buildings (Note 11)	1,213,671	1,426,288	-	-
投資物業(附註12(b))	Investment properties (Note 12(b))	889,850	1,200,649	-	-
土地使用權(附註7)	Land use rights (Note 7)	645,641	504,031	-	-
機器及設備(附註11)	Machinery and equipment (Note 11)	294,643	-	-	-
發展中物業(附註23)	Properties under development (Note 23)	108,948	320,629	-	-
已抵押應收票據 (附註24)	Pledged notes receivable (Note 24)	72,735	35,885	-	-
勘探及開採權(附註8)	Exploration and extraction rights (Note 8)	64,477	65,077	-	-
已抵押銀行存款 (附註27)	Pledged bank deposits (Note 27)	23,000	54,164	-	-
		3,312,965	3,606,723	-	-

33 借款(續)

- (b) 於二零一四年十二月三十一日，本集團銀行貸款人民幣1,539,774,000元（二零一三年十二月三十一日：人民幣2,188,423,000元）由下列擔保支持：

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
中航深圳	AVIC Shenzhen	-	129,614	-	-
中航國際	AVIC International	280,000	714,700	-	-
中航工業	Aviation Industry	242,611	-	-	-
第三方	Third Parties	1,017,163	1,344,109	-	-
		1,539,774	2,188,423	-	-

- (c) 本公司已於二零一三年四月十七日取得中央國債登記結算有限責任公司的註冊，於二零一三年五月六日完成向銀行同業市場的機構投資者發行總面值人民幣600,000,000元年利率為4.78%的中期票據。票據按概約面值自發行日期起計五年內到期。負債的公允價值於發行票據時釐定並相等於面值。

本公司控股公司中航國際已就中期票據提供全額無條件不可撤回共同及個別債務擔保。

33 BORROWINGS (continued)

- (b) At 31 December 2014, bank loans of RMB1,539,774,000 (31 December 2013: RMB2,188,423,000) of the Group were supported by the following guarantees:

- (c) The Company obtained the registration with China Government Securities Depository Trust & Clearing Co., Ltd. on 17 April 2013 and issued 4.78% medium-term notes at a total nominal value of RMB600,000,000 to institutional investors in interbank market on 6 May 2013. The maturity date of the notes shall be five years from the issue date at approximate nominal value. The fair value of the liability was determined at issuance of the notes and it was equal to the nominal value.

AVIC International, the Company's holding company, provided a full unconditional irrevocable joint and several liability guarantee for the medium-term notes.

33 借款(續)

- (d) 飛亞達於二零一三年二月二十七日發行金額達人民幣400,000,000元的公司債券。公司債券將於二零一八年二月二十六日到期，並按固定年利率5.04%計息。飛亞達可於二零一六年二月二十七日以相等於贖回日期100%的本金額加累計及未支付利息(如有)的贖回價贖回全部公司債券。

飛亞達可選擇於二零一六年二月二十七日前30日通知公司債券持有人其決定增加公司債券的利率1個基點至100個基點。倘飛亞達並無行使該選擇權，公司債券的利率將於直至到期前餘下期間維持不變。

向公司債券持有人發出是否增加利率的通知後，公司債券持有人可選擇要求飛亞達以相等於100%的本金額加應計及未支付利息的贖回價贖回全部或部分公司債券。

飛亞達公司債券由中航深圳(持有本公司35.63%股權的本公司股東)擔保。於二零一四年十二月三十一日，公司債券的攤銷成本為人民幣398,768,000元(二零一三年十二月三十一日：人民幣397,729,000元)。

33 BORROWINGS (continued)

- (d) Fiyta issued corporate debenture amounted to RMB400,000,000 on 27 February 2013. The corporate debenture will mature on 26 February 2018 and carries an fixed annual interest rate of 5.04%. Fiyta may redeem the corporate debenture on 27 February 2016 in whole at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest, if any, to the redemption date.

Fiyta may, at its option, choose to increase the interest rate of the corporate debenture from 1 point basis to 100 point basis by notifying the corporate debenture holders 30 days before 27 February 2016. If Fiyta does not exercise the option, the interest rate of the corporate debenture will remain unchanged in the remaining period before maturity.

After the issuance of notification to corporate debenture holders on whether to increase the interest rate, the corporate debenture holders may choose to require Fiyta to redeem the corporate debenture, in whole or in part, at a redemption price equal to 100% of principal amount plus accrued and unpaid interest.

The corporate debenture of Fiyta is guaranteed by AVIC Shenzhen, the Company's shareholder holding 35.63% of the equity interests of the Company. As at 31 December 2014, the amortised cost of the corporate debenture is RMB398,768,000 (31 December 2013: RMB397,729,000).

33 借款(續)

- (e) 於二零一零年七月十三日，由 Shanghai Guosheng Target Group Co., Ltd. 代表上海市人民政府授予免息貸款人民幣1,250,000,000元，用於建造TFT-LCD生產線。免息政府貸款將自二零一零年七月十三日至二零一五年七月十三日分期償還，並由中航工業提供擔保。等額貸款以當時適用市場利率5.76%計息，估計貸款的公允價值為人民幣1,060,002,000元。所得款項總額與貸款公允價值間的差額人民幣189,998,000元乃源自免息貸款的利益，並已確認為遞延收入。此遞延收入將會在相關資產的可使用年內攤銷。

於二零一二年七月十二日，Shanghai Guosheng Target Group Co., Ltd.與上海光電子將免息貸款到期日推遲至二零一七年七月十三日，藉此修改免息貸款年期。於修訂當日，上海光電子以5.76%的原實際利率，貼現經修訂的未來現金流量，重新計量免息貸款。重新計量金額人民幣921,231,000元與原賬面值人民幣823,618,000元間的差額人民幣97,613,000元乃確認為額外政府補貼，將會在相關資產的餘下可使用年內攤銷。於二零一四年及二零一三年，利息開支分別根據實際利率攤銷人民幣44,851,000元及人民幣48,728,000元。於二零一四年十二月三十一日，非流動借款的即期部分包括人民幣242,611,000元，能夠於一年內償還。

33 BORROWINGS (continued)

- (e) Interest-free loan of RMB1,250,000,000 was granted by Shanghai Guosheng Target Group Co., Ltd. on behalf of Shanghai municipal government on 13 July 2010 for constructing the TFT-LCD production line. The interest-free government loan will be repaid by installments from 13 July 2010 to 13 July 2015, and is guaranteed by Aviation Industry. Using the prevailing market interest rates for an equivalent loan of 5.76%, the fair value of the loan is estimated at RMB1,060,002,000. The difference of RMB189,998,000 between the gross proceeds and the fair value of the loan is the benefit derived from the interest free loan and is recognised as deferred revenue. The deferred revenue will be amortised within the useful life of the relevant assets.

On 12 July 2012, Shanghai Guosheng Target Group Co., Ltd. and Shanghai Opto-electronics modified the terms of the interest free loan by extending the maturity of the interest free loan to 13 July 2017. On the date of modification, Shanghai Opto-electronics re-measured the interest-free loan by discounting the revised future cash flows at the original effective interest rate of 5.76%. The difference of RMB97,613,000 between the re-measured amount of RMB921,231,000 and the original carrying amount of RMB823,618,000 is recognised as an additional government grant and will be amortised within the remaining useful life of relevant assets. During 2014 and 2013, the interest expenses amortised at RMB44,851,000 and RMB48,728,000 using effective interest rate respectively. On 31 December 2014, the current portion of non-current borrowing includes RMB242,611,000 which is repayable within one year.

33 借款(續)

(f) 借款的賬面值以下列貨幣計值：

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
人民幣	RMB	15,247,178	15,292,849	3,909,000	2,048,000
美元	USD	2,763,428	3,249,968	-	-
歐元	EUR	1,491,563	1,229,432	-	-
新加坡元	SGD	218,296	-	-	-
港元	HKD	158,391	241,381	-	-
日圓	JPY	21,887	17,734	-	-
瑞士法郎	CHF	5,644	6,492	-	-
烏干達先令	UGX	370	1,197	-	-
		19,906,757	20,039,053	3,909,000	2,048,000

於結算日，借款面臨的利率變動
及合約重新定價日期風險如下：

The exposure of the borrowings to interest-rate
changes and the contractual repricing dates at the
balance sheet dates are as follows:

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
一年內	Within 1 year	9,429,473	13,204,529	2,382,000	973,000
一至兩年	Between 1 and 2 years	3,517,983	2,620,371	627,000	475,000
兩至五年	Between 2 and 5 years	4,126,786	3,105,549	900,000	600,000
須於五年內全數償還	Wholly repayable within 5 years	17,074,242	18,930,449	3,909,000	2,048,000
超過五年	Over 5 years	2,832,515	1,108,604	-	-
		19,906,757	20,039,053	3,909,000	2,048,000

33 借款(續)

(f) (續)

非即期銀行及其他借款的到期情況如下：

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
須於五年內全數償還	Wholly repayable within 5 years	7,644,769	5,725,920	1,527,000	1,075,000
並非全數於五年內償還	Not wholly repayable within 5 years	2,832,515	1,108,604	-	-
		10,477,284	6,834,524	1,527,000	1,075,000

(g) 於結算日的實際利率如下：

(g) The effective interest rates at the balance sheet dates are as follows:

		本集團 Group				二零一三年 2013			
		二零一四年 2014							
		人民幣 RMB	美元 USD	歐元 EUR	港元 HKD	人民幣 RMB	美元 USD	歐元 EUR	港元 HKD
銀行借款	Bank borrowings	5.83%	4.02%	4.45%	3.38%	5.64%	3.52%	3.25%	3.05%

33 借款(續)
(g) (續)

33 BORROWINGS (continued)
(g) (continued)

		本公司 Company	
		二零一四年 2014 人民幣 RMB	二零一三年 2013 人民幣 RMB
銀行借款	Bank borrowings	5.90%	5.73%

(h) 本集團及本公司的借款利率風險如下：

(h) The interest rate exposure of the borrowings of the Group and the Company are as follows:

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
浮息借款	Borrowings at floating rates	9,653,862	9,228,798	3,009,000	1,148,000
定息借款	Borrowings at fixed rates	10,252,895	10,810,255	900,000	900,000
總計	Total	19,906,757	20,039,053	3,909,000	2,048,000

33 借款(續)

- (i) 非流動固定利率借款賬面值及公允價值如下：

33 BORROWINGS (continued)

- (i) The carrying amounts and fair value of the non-current borrowings carried at fixed interest rate are as follows:

		賬面值 Carrying amount		公允價值 Fair value	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
銀行借款	Bank borrowings	3,447,505	2,033,467	3,330,476	1,989,667
中期票據	Medium-term notes	600,000	600,000	558,962	575,302
債券	Debentures	398,768	397,729	376,364	392,001
		4,446,273	3,031,196	4,265,802	2,956,970

34 政府補貼的遞延收入

此等金額代表由中國當地政府機關授出及自中國當地政府機關收取的各項津貼，其變動如下：

34 DEFERRED INCOME ON GOVERNMENT GRANTS

The amounts represented various subsidies granted by and received from local government authorities in the PRC. The movements are as follows:

		於二零一三年 十二月 三十一日 At 31 December 2013 人民幣千元 RMB'000 (經重列) (Restated)	已收津貼 Receipt of grants 人民幣千元 RMB'000	年內計入 收益表 Credited to income statement during the year 人民幣千元 RMB'000	於二零一四年 十二月 三十一日 At 31 December 2014 人民幣千元 RMB'000
與資產有關的政府補貼 (不包括政府免息貸款)	Government grant related to assets (excluding government interest free loan)	601,386	393,775	(380,005)	615,156
與成本有關的政府補貼	Government grant related to costs	5,190	70,535	(41,404)	34,321
政府免息貸款	Government interest free loans	160,002	—	(48,000)	112,002
		766,578	464,310	(469,409)	761,479

35 退休及其他補充福利責任

下表載列已計入財務報表的本集團離職後福利金額及活動。

35 RETIREMENT AND OTHER SUPPLEMENTAL BENEFIT OBLIGATIONS

The table below outlines where the Group's post-employment amounts and activity are include in the financial statements.

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
就下列各項的資產負債表責任：Balance sheet obligations for:			
– 補充退休福利計劃	– Supplemental retirement benefits plan	49,196	46,660
– 提前退休福利計劃	– Early retirement benefit plan	534	873
– 界定退休金福利—有注資計劃資產	– Defined pension benefits – with funded plan assets	31,541	31,369
– 界定退休金福利—無注資計劃資產	– Defined pension benefits – without funded plan assets	131,510	143,429
– 其他界定退休金福利	– Other defined pension benefits	188,507	–
計入資產負債表的負債	Liabilities on the balance sheet	401,288	222,331
就下列各項的收益表支出／(抵免)計入經營溢利：			
Income statement charge/(credit) included in operating profit for:			
– 補充退休福利計劃	– Supplemental retirement benefits plan	2,947	1,811
– 提前退休福利計劃	– Early retirement benefit plan	51	(78)
– 界定退休金福利—有注資計劃資產	– Defined pension benefits – with funded plan assets	3,002	3,467
– 界定退休金福利—無注資計劃資產	– Defined pension benefits – without funded plan assets	(6,713)	13,802
– 其他界定退休金福利	– Other defined pension benefits	5,954	–
		5,241	19,002
就下列各項重新計量：			
Remeasurements for:			
– 補充退休福利計劃	– Supplemental retirement benefits plan	3,870	(3,476)
– 界定退休金福利—有注資計劃資產	– Defined pension benefits – with funded plan assets	4,989	1,112
– 界定退休金福利—無注資計劃資產	– Defined pension benefits – without funded plan assets	11,405	6,234
– 其他界定退休金福利	– Other defined pension benefits	1,116	–
		21,380	3,870

35 退休及其他補充福利責任(續)

於綜合資產負債表確認的提前退休及補充福利責任金額釐定如下：

35 RETIREMENT AND OTHER SUPPLEMENTAL BENEFIT OBLIGATIONS (continued)

The amounts of early retirement and supplemental benefit obligations recognised in the consolidated balance sheet are determined as follows:

		本集團 Group	
		二零一四年 2014	二零一三年 2013 (經重列) (Restated)
界定福利責任的現值	Present value of defined benefits obligations	401,288	222,331
減：即期部分	Less: current portion	(16,931)	(4,664)
非即期部分	Non-current portion	384,357	217,667

本集團提前退休福利及補充福利責任的變動如下：

The movements of Group's early retirement benefit and supplemental benefit obligations are as follows:

		責任現值 Present value of obligation 人民幣千元 RMB'000	計劃資產 公允價值 Fair value of plan assets 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零一三年一月一日， 經重列	At 1 January 2013, as restated	279,129	(25,274)	253,855
過往服務成本	Past service cost	2,813	—	2,813
現有服務成本	Current service cost	11,007	—	11,007
利息開支／(收入)	Interest expense/(income)	5,640	(458)	5,182
		298,589	(25,732)	272,857
重新計量	Re-measurements			
— 計劃資產回報 (不包括利息收入金額)	— Return on plan assets, excluding amounts included in interest income	—	(1,701)	(1,701)
— 經驗虧損	— Experience losses	568	—	568
— 財務假設變動虧損	— Loss from change in financial assumptions	5,003	—	5,003
		5,571	(1,701)	3,870

35 退休及其他補充福利責任(續)

35 RETIREMENT AND OTHER
SUPPLEMENTAL BENEFIT OBLIGATIONS
(continued)

		責任現值 Present value of obligation 人民幣千元 RMB'000	計劃資產 公允價值 Fair value of plan assets 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
匯兌差額	Exchange differences	(50,093)	6,088	(44,005)
供款－僱主	Contributions – Employers	–	(4,711)	(4,711)
計劃付款－福利付款	Payments from plans – Benefit payments	(5,680)	–	(5,680)
於二零一三年十二月三十一日，經重列	At 31 December 2013, as restated	248,387	(26,056)	222,331
於二零一四年一月一日	At 1 January 2014	248,387	(26,056)	222,331
過往服務成本	Past service cost	29	–	29
現有服務成本	Current service cost	(6,003)	–	(6,003)
利息開支／(收入)	Interest expense/(income)	11,597	(382)	11,215
		254,010	(26,438)	227,572
收購一間附屬公司 (附註52(b))	Acquisition of a subsidiary (Note 52(b))	209,946	–	209,946
重新計量	Re-measurements			
－計劃資產回報 (不包括利息收入金額)	– Return on plan assets, excluding amounts included in interest income	–	(1,123)	(1,123)
－經驗虧損	– Experience losses	8,568	–	8,568
－財務假設變動虧損	– Loss from change in financial assumptions	13,935	–	13,935
		22,503	(1,123)	21,380
供款－僱主	Contributions – Employers	(382)	(3,711)	(4,093)
計劃付款－福利付款	Payments from plans – Benefit payments	(17,537)	–	(17,537)
匯兌差額	Exchange difference	(39,150)	3,170	(35,980)
於二零一四年十二月三十一日	At 31 December 2014	429,390	(28,102)	401,288

35 退休及其他補充福利責任(續)

上述責任根據獨立合資格精算公司採用預計單位貸記精算成本法作出的精算估值釐定。

對此等責任估值所採用的重大精算假設如下：

35 RETIREMENT AND OTHER SUPPLEMENTAL BENEFIT OBLIGATIONS

(continued)

The above obligations were determined based on actuarial valuations performed by independent qualified actuarial firms, using the projected unit credit actuarial cost method.

The material actuarial assumptions used in valuing these obligations are as follows:

		二零一三年 2013				
		補充退休 福利計劃 Supplemental retirement benefits plan	提前退休 福利計劃 Early retirement benefit plan	金福利－有注資 計劃資產 Defined pension benefits – with funded plan assets	界定退休 金福利－無注資 計劃資產 Defined pension benefits – without funded plan assets	其他界定 退休金福利 Other defined pension benefits
貼現率(每年)	Discount rate (per annum)	4.60%	4.30%	1.60%	1.60%	3.10%
薪金增長率	Salary growth rate	8.00%	8.00%	2.70%	2.70%	2.00%
壽命	Life expectancy	86	86	87	87	86
僱員流動率	Employee turnover rate	Not relevant 不相關	Not relevant 不相關	Not relevant 不相關	Not relevant 不相關	0%

		二零一四年 2014				
		補充退休 福利計劃 Supplemental retirement benefits plan	提前退休 福利計劃 Early retirement benefit plan	金福利－有注資 計劃資產 Defined pension benefits – with funded plan assets	界定退休 金福利－無注資 計劃資產 Defined pension benefits – without funded plan assets	其他界定 退休金福利 Other defined pension benefits
貼現率(每年)	Discount rate (per annum)	3.6%	3.2%	0.90%	0.90%	1.90%
薪金增長率	Salary growth rate	8%	8%	2.10%	2.10%	1.50%
壽命	Life expectancy	86	86	87	87	86
僱員流動率	Employee turnover rate	Not relevant 不相關	Not relevant 不相關	Not relevant 不相關	Not relevant 不相關	0%

35 退休及其他補充福利責任(續)

有關未來死亡率的假設乃按照在相關國家刊發之統計數字及經驗，根據精算意見而訂定。該等假設可推算出領取退休金人士於六十歲退休後的平均壽命：

界定退休金福利的計劃資產如下：

35 RETIREMENT AND OTHER SUPPLEMENTAL BENEFIT OBLIGATIONS (continued)

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience in related countries. These assumptions translate into an average life expectancy in years for a pensioner retiring at the age of 60.

The planned assets of the defined pension benefits are as follows:

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
投資資金	Investment funds	28,100	26,055

所有計劃資產於活躍市場均有報價。

All the planned assets have quoted prices in active markets.

35 退休及其他補充福利責任(續)

界定福利責任對加權主要假設變動的敏感度如下：

(a) 補充退休福利計劃及提前退休福利計劃

35 RETIREMENT AND OTHER SUPPLEMENTAL BENEFIT OBLIGATIONS

(continued)

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is as follows:

(a) Supplemental retirement benefits plan and early retirement benefit plan

		對界定福利責任的影響 Impact on defined benefit obligation		
		假設變動 Change in assumption	假設增加 Increase in assumption	假設減少 Decrease in assumption
貼現率	Discount rate	0.5%	Decrease by 4.0%	Increase by 4.3%
			減少4.0%	增加4.3%
退休金增長率	Pension growth rate	0.5%	Increase by 4.3%	Decrease by 4.1%
			增加4.3%	減少4.1%
		假設增加一年 To increase by 1 year in assumption		假設減少一年 To decrease by 1 year in assumption
壽命	Life expectancy	Increase by 2.1%		Decrease by 2.0%
		增加2.1%		減少2.0%

35 退休及其他補充福利責任(續)

(b) 界定退休金福利－有及無注資計劃資產

		對界定福利責任的影響 Impact on defined benefit obligation		
		假設變動 Change in assumption	假設增加 Increase in assumption	假設減少 Decrease in assumption
貼現率	Discount rate	0.5%	Decrease by 7.5%	Increase by 8.3%
			減少7.5%	增加8.3%
退休金增長率	Pension growth rate	0.25%	Increase by 1.6%	Decrease by 1.5%
			增加1.6%	減少1.5%

(c) 其他界定退休金福利

		對界定福利責任的影響 Impact on defined benefit obligation		
		假設變動 Change in assumption	假設增加 Increase in assumption	假設減少 Decrease in assumption
貼現率	Discount rate	0.5%	Decrease by 5.0%	Increase by 5.5%
			減少5.0%	增加5.5%
退休金增長率	Pension growth rate	0.5%	Increase by 2.6%	Decrease by 2.5%
			增加2.6%	減少2.5%
		假設增加一年 To increase by 1 year in assumption		假設減少一年 To decrease by 1 year in assumption
壽命	Life expectancy	Increase by 6.7%		Decrease by 6.7%
		增加6.7%		減少6.7%

35 RETIREMENT AND OTHER
SUPPLEMENTAL BENEFIT OBLIGATIONS

(continued)

(b) Defined pension benefits – with and without
funded plan assets

(c) Other defined pension benefits

35 退休及其他補充福利責任(續)

(c) 其他界定退休金福利(續)

上述敏感度分析乃根據一項假設的變動而所有其他假設維持不變而計算。這種情況在實際上不太可能發生，且部分假設的變動可能互相關連。計算界定福利責任對主要精算假設的敏感度已採用與計算於財務狀況表內確認的退休金責任的相同方法(界定福利責任現值於報告期末以預計單位貸記法計算)。

與前期相比，編製敏感度分析所使用的假設方法及模式並無變動。

透過其基本退休計劃及界定退休金福利，本集團承受多項風險，其中最重大的風險詳述如下：

資產波幅 計劃負債乃參考企業債券回報率之貼現率計算；倘計劃資產較本回報率低，將會產生虧絀。

通脹風險 大多數計劃的福利責任與通脹有關；較高通脹將會導致較高負債(儘管在大部分情況下，通脹增幅水平會設定上限，以保障計劃受極端通脹的影響)。大多數計劃資產均不受(固定利息債券)影響或與(權益)通脹稍有關連，換言之，通脹上升亦會增加虧絀。

35 RETIREMENT AND OTHER SUPPLEMENTAL BENEFIT OBLIGATIONS

(continued)

(c) Other defined pension benefits (continued)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

Through its fundamental retirement plan and defined pension benefits, the Group is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility The plan liabilities are calculated using a discount rate set with reference to corporate bond yields; if plan assets underperform this yield, this will create a deficit.

Inflation risk The majority of the plans' benefit obligations are linked to inflation, and higher inflation will lead to higher liabilities (although, in most cases, caps on the level of inflationary increases are in place to protect the plan against extreme inflation. The majority of the plan's assets are either unaffected by (fixed interest bonds or loosely correlated with (equities inflation, meaning that an increase in inflation will also increase the deficit.

35 退休及其他補充福利責任(續)

(c) 其他界定退休金福利(續)

壽命 大多數計劃責任是於成員有生之年提供福利，因此，壽命延長將導致計劃負債增加。

壽命 大多數計劃責任是於成員有生之年提供福利，因此，壽命延長將導致計劃負債增加。

(d) 未貼現界定退休金福利的預期到期日分析如下：

		少於一年	一至兩年	二至五年	超過五年	
		Less than	Between	Between	Over	總額
		a year	1-2 years	2-5 years	5 years	Total
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
本集團	Group					
於二零一四年	At 31 December					
十二月三十一日	2014					
補充退休福利計劃	Supplement retirement					
	benefits plan	42,197	41,101	116,154	478,050	677,502
提前退休福利計劃	Early retirement benefit					
	plan	3,533	1,183	793	–	5,509
界定退休金福利	Defined pension benefits					
– 有注資計劃資產	– with funded plan					
	assets	308	462	1,798	69,248	71,816
界定退休金福利	Defined pension benefits					
– 無注資計劃資產	– without funded plan					
	assets	1,387	2,003	9,915	135,568	148,873
其他界定退休金	Other defined pension					
福利	benefits	12,190	12,033	35,161	54,090	113,474
		59,615	56,782	163,821	736,956	1,017,174

35 RETIREMENT AND OTHER SUPPLEMENTAL BENEFIT OBLIGATIONS

(continued)

(c) Other defined pension benefits (continued)

Life expectancy The majority of the plans' obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities.

Life expectancy The majority of the plans' obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities.

(d) Expected maturity analysis of undiscounted defined pension benefits:

36 其他負債

36 OTHER LIABILITIES

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
應付中航國際款項(a)	Payable to AVIC International (a)	650,000	881,340	-	800,000
應付中航深圳款項(b)	Payable to AVIC Shenzhen (b)	100,000	125,000	-	-
應付威海經濟技術開發區 國有資產經營管理公司 款項(c)	Payable to Weihai Economic and Technological Development Zone State-owned Assets Management Co., Ltd (c)	33,345	40,000	-	-
就收購一間附屬公司應付 NEC Corporation款項(d)	Payable to NEC Corporation for acquisition of a subsidiary (d)	34,904	38,486	-	-
其他	Others	11,864	20,521	-	-
減：即期部分(a), (c)	Less: current portion (a),(c)	(663,310)	-	-	-
		166,803	1,105,347	-	800,000

(a) 本公司於二零一三年四月向控股公司借款人民幣800,000,000元。於二零一四年，本公司已償還借貸人民幣150,000,000元，而未償還金額人民幣650,000,000元為無抵押、按年利率4.94%計息及須於二零一五年四月償還。

(b) 本集團附屬公司深南電路於二零零九年十月向中航深圳借款人民幣25,000,000元及人民幣75,000,000元。該等款項為無抵押、按三個月期上海銀行同業拆息加1.7%及4.70%計息及須分別於二零一六年十月及二零一九年十月償還。

(a) The Company borrowed RMB800,000,000 from the holding company in April 2013. In 2014, the company repaid RMB150,000,000, the outstanding amounts of RMB650,000,000 are unsecured, bearing annual interest rate of 4.94% and repayable in April 2015.

(b) SCC, a subsidiary of the Group, borrowed RMB25,000,000 and RMB75,000,000 from AVIC Shenzhen in October 2009. The amounts are unsecured, interest bearing at a rate of 3 month SHIBOR plus 1.7% and 4.70% and repayable in October 2016 and October 2019, respectively.

36 其他負債(續)

- (c) 本集團附屬公司山東新船重工有限公司於二零零九年六月向威海經濟技術開發區國有資產經營管理公司借款人民幣40,000,000元。於二零一四年，其已償還借款人民幣6,655,000元，而未償還金額人民幣13,310,000元及人民幣20,035,000元為無抵押，以中國人民銀行所定基準利率計息，並須分別於二零一五年六月及二零一七年六月償還。
- (d) 於二零一一年二月二十五日，深圳光電子與NEC Corporation就以代價5,000,000,000日圓(人民幣130,982,000元)收購NLT公司全部股本權益訂立協議，代價須於二零一六年七月一日支付。就有關收購事項應付NEC Corporation款項的變動如下：

36 OTHER LIABILITIES (continued)

- (c) Shandong New Shipbuilding Co., Ltd., a subsidiary of the Group, borrowed RMB40,000,000 from Weihai Economic and Technological Development Zone State-owned Assets Management Co., Ltd. in June 2009. In 2014, it repaid RMB6,655,000, the outstanding amounts of RMB13,310,000 and RMB20,035,000 are unsecured, bearing interest rate at the benchmark interest rate prescribed by The People's Bank of China and repayable in June 2015 and June 2017, respectively.
- (d) On 25 February 2011, Shenzhen Opto-electronics entered into an agreement with NEC Corporation for acquiring 100% equity interests in NLT Company, at consideration of JPY5,000,000,000 (RMB130,982,000) to be paid on 1 July 2016. The movement of payable to NEC Corporation for the acquisition is as follows:

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
於一月一日	At 1 January	38,486	47,710
利息支出	Interest expenses	681	755
匯兌差額	Exchange differences	(4,263)	(9,979)
於十二月三十一日	At 31 December	34,904	38,486

其他非流動負債之公允價值與賬面值相若。

The fair value of other non-current liabilities approximated the carrying amount.

37 貿易及其他應付款項

37 TRADE AND OTHER PAYABLES

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
貿易應付款項	Trade payables	7,686,141	6,032,651	2,526	-
應付薪金及員工福利	Salaries and staff welfare payables	591,057	533,973	5,976	4,931
應付票據	Notes payable	917,389	563,227	20,624	-
客戶墊支	Advances from customers	2,808,485	4,339,831	-	-
應付利息	Interest payable	85,068	93,672	27,859	38,031
應付股息	Dividend payable	26,188	6,892	-	-
其他應付稅項	Other taxes payable	230,032	165,059	167	196
應計費用及其他應付款項(a)	Accruals and other payables (a)	2,158,581	2,013,272	863,762	80,111
自一名第三方的借款(b)	Borrowings from a third party (b)	18,000	18,000	-	-
按金	Deposits	102,112	105,555	-	-
		14,623,053	13,872,132	920,914	123,269
減：非流動部分	Less: non-current portion				
— 按金	— Deposits	(22,883)	(44,871)	-	-
流動部分	Current portion	14,600,170	13,827,261	920,914	123,269

(a) 計入應計費用及其他應付款項人民幣363,702,000元乃為附註53(c)所披露的應付關聯方款項(二零一三年：人民幣322,569,000元)。該等款項為無抵押、以年利率0%至17.83%計息，並須按要求償還。

(b) 本集團附屬公司威海船廠於二零一二年一月自威海市工業發展投資有限責任公司借款人民幣18,000,000元(二零一三年：人民幣18,000,000元)。有關款項為無抵押、年利率為7.872%，並須按要求償還。

(a) Included in accruals and other payables were RMB363,702,000 due to related parties as disclosed in Note 53(c) (2013: RMB322,569,000). These amounts were unsecured, bearing annual interest rate from 0% to 17.83% and are repayable on demand.

(b) Weihai Shipyard, a subsidiary of the Group, borrowed RMB18,000,000 (2013: RMB18,000,000) from Weihai Industrial Developing Investment Co., Ltd. (威海市工業發展投資有限責任公司) in January 2012. The amounts are unsecured, bearing annual interest of 7.872% and are repayable on demand.

37 貿易及其他應付款項(續)

於二零一四年十二月三十一日，貿易應付款項的賬齡分析如下：

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
一年內	Within 1 year	7,297,031	5,708,908	2,526	-
一至二年	Between 1 and 2 years	289,196	183,683	-	-
二至三年	Between 2 and 3 years	44,101	52,739	-	-
三年以上	Over 3 years	55,813	87,321	-	-
		7,686,141	6,032,651	2,526	-

本集團貿易應付款項的賬面值以下列貨幣計值：

The carrying amounts of the Group's trade payables are denominated in the following currencies:

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
人民幣	RMB	4,353,717	4,011,535	2,526	-
美元	USD	1,357,357	699,216	-	-
日圓	JPY	493,948	335,986	-	-
歐元	EUR	429,171	41,987	-	-
斯里蘭卡盧比	LKR	375,831	598,922	-	-
阿聯酋迪拉姆	AED	151,796	167,538	-	-
港元	HKD	58,213	5,699	-	-
印度盧比	INR	43,684	-	-	-
坦桑尼亞先令	TZS	12,223	-	-	-
其他	Others	410,201	171,768	-	-
		7,686,141	6,032,651	2,526	-

38 撥備

38 PROVISIONS

		環境復原(a) Environmental restoration (a) 人民幣千元 RMB'000	虧損合約(b) Loss contracts (b) 人民幣千元 RMB'000	法律索償(c) Legal claims (c) 人民幣千元 RMB'000	保證(d) Warranty (d) 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於二零一三年一月一日， 經重列	At 1 January 2013, as restated	40,458	-	-	-	-
貼現回撥	Unwinding of discount	18	-	-	-	-
年內使用	Used during the year	(32,089)	-	-	-	-
外幣折算差額	Currency translation differences	(1,698)	-	-	-	-
於二零一三年十二月 三十一日，經重列	At 31 December 2013, as restated	6,689	-	-	-	-
於二零一四年一月一日	At 1 January 2014	6,689	-	-	-	6,689
貼現回撥	Unwinding of discount	106	-	-	-	106
收購一間附屬公司 (附註52(b))	Acquisition of a subsidiary (Note 52(b))	-	7,403	28,291	186,582	222,276
外幣折算差額	Currency translation differences	(747)	(507)	(1,940)	(12,792)	(15,986)
於二零一四年十二月 三十一日	At 31 December 2014	6,048	6,896	26,351	173,790	213,085

(a) NLT公司提取的撥備與清除鹿兒島廠房及秋田縣廠房的受污染土壤有關。

(a) The provision incurred by NLT Company was in connection with the removal of pollution of the soil of the Kagoshima plant and the Akita plant.

38 撥備(續)

- (b) 虧損合約金額由KHD管理層就項目相關未清成本累計。預計合約虧損透過估值撥備或虧損訂單撥備確認。於釐定有關預計合約虧損時已計及全部可識別風險。
- (c) 餘下法律索償撥備包括兩項主要訴訟：一名馬來西亞客戶對本集團附屬公司Humboldt Wedag Malaysia Sdn Bhd. 及 Humboldt Wedag GmbH提呈的一項仲裁訴訟；及一名南美客戶對本集團附屬公司Humboldt Wedag Inc. 及 KHD提呈一項仲裁請求及法院程序。撥備金額乃按清算的最大可能性估計，由KHD管理層每月更新。
- (d) 保證撥備覆蓋與擔保或保證承擔有關的所有可識別風險。該等撥備乃按個別合約基準根據最佳估計計量。呈報為非即期的有關金額包括為期一年以上的保證承擔。估計到期時間介乎一至四年。

38 PROVISIONS (continued)

- (b) The amount of loss contract is accrued by the management of KHD for the project-related outstanding costs. Expected contract losses are recognised through valuation allowance or loss order provisions. All identifiable risks are taken into account when determining such expected contract losses.
- (c) The balance of legal claims provision consists of two main lawsuits: An arbitration proceeding of a customer in Malaysia against the subsidiaries of the Group, Humboldt Wedag Malaysia Sdn Bhd. and Humboldt Wedag GmbH; and an arbitration claim and court proceeding of a customer in South America against the subsidiaries of the Group, Humboldt Wedag Inc. and KHD. The amount of provision is estimated on the basis of most likely situation, and monthly updated by the management of KHD.
- (d) The provisions for warranties cover all the risks identifiable which relate to guarantee or warranty commitments. The provisions are measured on a contract-by-contract basis according to the best estimate. The amounts reported as non-current incorporate warranty commitments for a term of more than one year. The anticipated maturities range between one and four years.

39 其他收入

39 OTHER INCOME

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
政府補貼的遞延收入攤銷 (附註34)	Amortisation of deferred income on government grants (Note 34)	469,409	943,526
服務及保修收入	Service and maintenance income	141,730	80,160
違約收入	Default income	41,083	9,323
補償收入	Compensation income	22,362	1,211
副產品銷售	Sales of by-products	7,560	49,530
財政津貼	Financial subsidy	6,886	12,470
股息收入	Dividend income	–	18,346
其他	Others	11,862	16,212
		700,892	1,130,778

40 其他收益淨額

40 OTHER GAINS – NET

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
出售土地使用權的收益 (附註15(a))	Gain on disposals of land use rights (Note 15(a))	231,420	–
重新計量此前持有KHD 20% 股本權益的公允價值收益 重估(a)	Fair value evaluation gain for re-measuring the previously held 20% equity interests of KHD (a)	100,985	–
出售可供出售金融資產的 收益(附註49(d))	Gain on disposals of available-for-sale financial assets (Note 49(d))	28,553	45,981
重新計量此前持有武漢天馬 10%股本權益的公允價值 收益重估(b)	Fair value evaluation gain for re-measuring the previously held 10% equity interests of Wuhan Tianma (b)	25,081	–
出售附屬公司的虧損 (附註49(e))	Loss on disposals of subsidiaries (Note 49(e))	(3,978)	(500)
出售物業、廠房及設備的 收益(附註49(b))	Gain on disposals of property, plant and equipment (Note 49(b))	1,946	3,631
出售投資物業的(虧損)/ 收益(附註49(b))	(Loss)/gain on disposals of investment properties (Note 49(b))	(888)	365
出售衍生金融工具的收益	Gain on disposals of derivative financial instruments	–	6,070
出售合營企業的收益	Gain on disposals of joint ventures	–	50,131
衍生金融工具公允價值變動 (附註26)	Fair value changes on derivative financial instruments (Note 26)	(26,291)	2,295
來自貼現銀行承兌匯票的 虧損	Losses from discounting bank acceptance bills	(15,994)	(2,562)
其他	Others	2,579	7,259
		343,413	112,670

(a) 誠如附註52(b)所述，本集團於二零一四年五月二十七日收購KHD，重新計量收益人民幣100,985,000元按收購前持有KHD 20%股本權益的公允價值人民幣482,660,000元超過賬面值人民幣381,675,000元的差額計量。

(b) 誠如附註52(c)所述，本集團於二零一四年八月二十五日收購武漢天馬，重新計量收益人民幣25,081,000元按收購前持有武漢天馬10%股本權益的公允價值人民幣186,188,000元超過賬面值人民幣161,107,000元的差額計量。

(a) As stated in Note 52(b), the Group have acquired KHD on 27 May 2014, re-measuring gain of RMB100,985,000 measured as the excess of the fair value amounting to RMB482,660,000 over the book value amounting to RMB381,675,000 of the previously held 20% equity interests in KHD before the acquisition.

(b) As stated in Note 52(c), the Group have acquired Wuhan Tianma on 25 August 2014, re-measuring gain of RMB25,081,000 measured as the excess of the fair value amounting to RMB186,188,000 over the book value amounting to RMB161,107,000 of the previously held 10% equity interests in Wuhan Tianma before the acquisition.

41 按性質分類的費用

41 EXPENSES BY NATURE

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
製成品及在製品的存貨變動	Changes in inventories of finished goods and work in progress	(908,016)	(1,200,181)
應收客戶合約工程款項變動	Changes in amounts due from customers for contract work	(524,588)	(331,981)
使用的原材料及消耗品	Raw materials and consumables used	26,023,719	30,959,178
員工福利支出(附註44)	Employee benefits expenses (Note 44)	3,834,648	2,880,254
維修保養支出	Repairs and maintenance expenditure	343,535	183,469
陳舊存貨撥備	Provision for inventory obsolescence	111,428	124,435
壞賬撥備	Provision for bad debts	114,306	128,218
應收客戶合約工程 款項撥備	Provision for amounts due from customers for contract work	62,278	38,276
物業、廠房及設備 折舊(附註11)	Depreciation of property, plant and equipment (Note 11)	1,733,284	1,474,000
土地使用權攤銷(附註7)	Amortisation of land use rights (Note 7)	39,328	31,099
勘探及開採權攤銷 (附註8)	Amortisation of exploration and extraction rights (Note 8)	9,494	15,716
無形資產攤銷(附註10)	Amortisation of intangible assets (Note 10)	99,714	50,594
其他非流動資產攤銷	Amortisation of other non-current assets	55,498	55,017
經營租賃支出	Operating lease rentals	287,213	236,857
營業稅及其他徵費	Business tax and other levies	387,892	269,493
核數師酬金	Auditors' remuneration	28,750	22,906
水電費	Utility expenses	652,628	424,882
運輸費支出	Transportation expenses	360,579	286,493
差旅費	Travelling expenses	154,526	105,568
業務招待費支出	Entertainment expenses	56,051	61,670
專業費用	Professional fees	133,896	88,030
銀行費用	Bank charges	66,016	100,828
其他費用	Other expenses	488,092	363,946
銷售成本、分銷費用及 行政費用總額	Total cost of sales, distribution expenses and administrative expenses	33,610,271	36,368,767

42 董事酬金

(a) 董事酬金

於二零一四年及二零一三年度，
本公司並未委任任何行政總裁。

截至二零一四年十二月三十一日
止年度，各董事薪酬如下：

		袍金	薪金	酌情花紅	員工退休 計劃供款 Employer's contribution to pension schemes	總計
		Fee	Salaries	Discretionary bonuses		Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
董事姓名：	Name of directors:					
吳光權先生*	Mr. Wu Guang Quan*	-	-	-	-	-
由鐫先生*	Mr. You Lei*	-	-	-	-	-
潘林武先生*	Mr. Pan Lin Wu*	-	-	-	-	-
劉軍先生*	Mr. Liu Jun*	-	-	-	-	-
陳宏良先生*	Mr. Chen Hong Liang*	-	-	-	-	-
賴偉宣先生* **	Mr. Lai Weixuan* **	-	-	-	-	-
鄔煒先生	Mr. Wu Wei	160	-	-	-	160
黃慧玲女士	Ms. Wong Wai Ling	160	-	-	-	160
張平先生***	Mr. Zhang Ping***	120	-	-	-	120
魏煒先生**	Mr. Wei Wei**	-	-	-	-	-
		440	-	-	-	440

42 DIRECTORS' EMOLUMENTS

(a) Directors' emoluments

The Company did not appoint any chief executive
in 2014 and 2013.

The remunerations of the directors for the year
ended 31 December 2014 are set out below,

42 董事酬金(續)

(a) 董事酬金(續)

截至二零一三年十二月三十一日止年度，各董事薪酬如下：

袍金	薪金	酌情花紅	員工退休 計劃供款 Employer's contribution to pension schemes	總計
Fee	Salaries	Discretionary bonuses		Total
人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
董事姓名：	Name of directors:			
吳光權先生*	Mr. Wu Guang Quan*	-	-	-
由鐳先生*	Mr. You Lei*	-	-	-
潘林武先生*	Mr. Pan Lin Wu*	-	-	-
劉軍先生*	Mr. Liu Jun*	-	-	-
陳宏良先生*	Mr. Chen Hong Liang*	-	-	-
鄒偉先生	Mr. Wu Wei	160	-	160
黃慧玲女士	Ms. Wong Wai Ling	160	-	160
張平先生	Mr. Zhang Ping	120	-	120
		440	-	440

* 該等董事就對本公司的服務自控股公司中航國際或中航深圳(持有本公司35.63%股權的本公司股東)收取酬金。由於董事認為分攤彼等對本集團與本公司控股公司的服務屬不切實際，故此酬金並無分攤。

** 賴偉宣先生及魏煒先生於二零一四年獲委任為董事。

*** 張平先生於二零一四年在本公司退任。

上文披露的董事袍金包括支付予獨立非執行董事的袍金人民幣440,000元(二零一三年：人民幣440,000元)。

本年度並無董事放棄任何酬金(二零一三年：無)。

42 DIRECTORS' EMOLUMENTS (continued)

(a) Directors' emoluments (continued)

The remunerations of the directors for the year ended 31 December 2013 are set out below:

袍金	薪金	酌情花紅	員工退休 計劃供款 Employer's contribution to pension schemes	總計
Fee	Salaries	Discretionary bonuses		Total
人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
Name of directors:				
Mr. Wu Guang Quan*	-	-	-	-
Mr. You Lei*	-	-	-	-
Mr. Pan Lin Wu*	-	-	-	-
Mr. Liu Jun*	-	-	-	-
Mr. Chen Hong Liang*	-	-	-	-
Mr. Wu Wei	160	-	-	160
Ms. Wong Wai Ling	160	-	-	160
Mr. Zhang Ping	120	-	-	120
	440	-	-	440

* These directors received emoluments from AVIC International, the holding company or AVIC Shenzhen, the Company's shareholder holding 35.63% of the equity interests of the Company, for their services to the Company. No apportionment has been made for emoluments from the holding company, as the directors consider that it is impracticable to apportion this amount between their services to the Group and their services to the Company's holding company.

** Mr. Lai Weixuan and Mr. Wei Wei were appointed as director in 2014.

*** Mr. Zhang Ping had resigned from the Company in 2014.

Directors' fees disclosed above included RMB440,000 (2013: RMB440,000) paid to independent non-executive directors.

None of the directors waived any emoluments during the year (2013: Nil).

42 董事酬金(續)

(b) 五名最高薪人士

於二零一四年，本集團五名最高薪人士並無包括酬金於上文分析的任何董事(二零一三年：無)。年內應付該等五名人士(二零一三年：五名)的酬金如下：

42 DIRECTORS' EMOLUMENTS (continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year 2014 do not include any directors (2013: Nil) whose emoluments are reflected in the analysis presented above. The emoluments payable to these five individuals (2013: 5) during the year are as follows:

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
基本薪金、房屋津貼、 其他津貼及實物利益	Basic salaries, housing allowance, other allowances and benefits in kind	10,453,300	9,683,000
酬金介乎以下範圍：	The emoluments fell within the following bands:	二零一四年 2014	二零一三年 2013
酬金範圍	Emolument bands		
1,500,001港元－2,000,000港元	HKD1,500,001-HKD2,000,000	—	—
2,000,001港元－3,000,000港元	HKD2,000,001-HKD3,000,000	4	4
超過3,000,000港元	Over HKD3,000,000	1	1

43 融資成本淨額

43 FINANCE COSTS – NET

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
利息支出	Interest expense		
— 銀行借貸	– bank borrowings	1,090,622	971,306
— 須應要求償還予 關聯方的借貸	– borrowings from related party repayable on demand	149,593	103,834
— 中期票據	– medium-term notes	28,680	23,979
— 債券	– debentures	21,199	27,529
減：資本化利息	Less: interest capitalised	(137,457)	(106,149)
融資活動的匯兌虧損	Foreign exchange loss on financing activities	1,152,637	1,020,499
		134,149	43,132
融資支出	Finance costs	1,286,786	1,063,631
融資活動匯兌收益	Foreign exchange gain on financing activities	(290,255)	(196,739)
利息收入	Interest income	(223,160)	(94,290)
融資收入	Finance income	(513,415)	(291,029)
融資成本淨額	Net finance costs	773,371	772,602

在建工程銀行貸款資本化利息為人民幣74,948,000元(二零一三年：人民幣53,904,000元)。

Bank loan interest capitalised in the construction-in-progress amounted to RMB74,948,000 (2013: RMB53,904,000).

於二零一四年，發展中物業銀行貸款資本化利息為人民幣62,509,000元(二零一三年：人民幣52,245,000元)。資本化利率為8.46%(二零一三年：10.99%)。

Bank loan interest capitalised in the properties under development amounted to RMB62,509,000 (2013: RMB52,245,000) during 2014. The capitalised interest rate was 8.46% (2013: 10.99%).

44 僱員福利費用

44 EMPLOYEE BENEFIT EXPENSES

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
工資、薪金及花紅	Wages, salaries and bonus	3,340,850	2,506,555
福利、醫療及其他費用	Welfare, medical and other expenses	218,838	137,461
社會保險成本	Social security costs	269,719	217,236
提早退休及補助 退休福利	Early retirement and supplemental pension benefits	5,241	19,002
		3,834,648	2,880,254

本集團已參與由政府機關組織及管理，並於中國實行的僱員社會保險計劃，包括退休金、醫療及其他社會福利。根據有關規定，本集團每月須向政府機關繳納養老保險基金及醫療保險基金，供款額分別為僱員月薪的19%及9%。本集團分別承擔其中14%及7%，其餘款項由僱員承擔。除以上供款外，本集團並無其他義務。

The Group has participated in employee social security plans enacted in the PRC, which cover pension, medical and other welfare benefits. The plans are organised and administered by the governmental authorities. Pursuant to the relevant provisions, the Group is required to make monthly contributions in respect of retirement insurance and health insurance to governmental authorities, equivalent to 19% and 9% respectively based on the monthly salaries of its employees, of which, the Group bears 14% and 7% respectively, and the employees bear the rest. The Group has no further obligation beyond the contribution.

45 所得稅開支

根據中國有關所得稅法，除非另有適用優惠稅率，否則本集團於中國成立的附屬公司按稅率25%繳納所得稅。

青海中航資源於青海省海西州成立，可享有發展中國西部適用的優惠稅率政策，並於二零一四年可享有15%優惠所得稅稅率(二零一三年：15%)。

天馬及其附屬公司上海天馬、成都天馬、武漢天馬、上海光電子、深南電路、中航網信(北京)科技有限公司、深圳市飛亞達科技發展有限公司、北京公司及深圳市飛亞達精密計時製造有限公司因被認定為中國高新技術企業而於二零一四年獲享15%(二零一三年：15%)優惠所得稅率。

有關海外溢利須繳納之稅項乃根據於年內估計應課稅溢利按本集團經營業務所在國家之現行稅率計算。

年內所得稅開支指：

45 INCOME TAX CHARGE

Pursuant to the relevant income tax law of PRC, the subsidiaries of the Group established in the PRC were subject to income tax at a rate of 25% unless preferential rates were applicable.

Qinghai CATIC Resources was established in Haixi Prefecture of Qinghai Province. It was eligible for preferential tax policies applicable for the development of western regions in the PRC, and was entitled to a preferential income tax rate of 15% in 2014 (2013: 15%).

Tianma and its subsidiaries Shanghai Tianma, Chengdu Tianma, Wuhan Tianma, Shanghai Opto-electronics, SCC, AVIC Wang Xin Beijing Science and Technology Co., Ltd., Shenzhen Fiyta Technology Development Co., Ltd, Beijing Company and Shenzhen Fiyta Chronometer Manufacture Co., Ltd. were qualified as High and New Technology Enterprises in the PRC and were entitled to a preferential income tax rate of 15% in 2014 (2013: 15%).

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.

Income tax charged for the year represents:

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
本年度就溢利的即期稅項	Current tax on profits for the year	171,474	174,189
就前一年度作出的調整	Adjustments in respect of prior year	3,522	17,999
即期稅項總額	Total current tax	174,996	192,188
遞延稅項(附註20)	Deferred tax (Note 20)	78,561	55,751
中國土地增值稅	PRC land appreciation tax	62,904	20,621
所得稅開支	Income tax charged	316,461	268,560

45 所得稅開支(續)

本集團除稅前溢利產生的稅項與根據本公司及其附屬公司所在國家稅率計算的理論稅項差額如下：

45 INCOME TAX CHARGE (continued)

The tax on the Group's profit before taxation differs from the theoretical amount that would arise using the tax rates of the home country of the Company and its subsidiaries as follows:

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
除所得稅前溢利	Profit before income tax	1,574,778	1,947,400
按本公司適用稅率25%計算的稅項(二零一三年：25%)	Tax calculated at the tax rates applicable to the Company of 25% (2013: 25%)	393,695	486,850
因稅率變動而產生的遞延所得稅	Deferred income taxes resulting from change in the tax rates	(10,244)	7,459
未確認稅項虧損的稅務影響	Tax effect on unrecognised tax losses	173,733	128,591
動用先前未確認的稅項虧損	Utilisation of previously unrecognised tax losses	(23,940)	(139,991)
不得作稅項抵扣用途的費用	Expenses not deductible for tax purpose	51,119	28,521
毋須繳稅收入	Income not subject to tax	(105,949)	(158,413)
可加計扣除的研發費用	Research and development expenses eligible for additional deduction	(46,621)	(27,960)
就前一年度作出的調整	Adjustment in respect of prior year	3,522	17,999
應用過往年度並無確認遞延所得稅資產的暫時性差額稅務影響	Use of tax effect of temporary differences for which no deferred income tax assets was recognised in the previous year	(47,513)	(10,189)
不同稅率所產生稅務優惠的影響	Effect of tax concessions from different tax rate	(138,522)	(88,044)
未確認暫時性差額的稅務影響	Tax effect on unrecognised temporary differences	4,277	4,953
購買環保設備的稅項抵免	Tax credit for purchasing environmental protection equipment	—	(1,837)
中國土地增值稅	PRC land appreciation tax	62,904	20,621
稅項開支	Tax charge	316,461	268,560

46 本公司權益持有人應佔溢利

本公司權益持有人應佔溢利已計入本公司財務報表，並以人民幣442,939,000元（二零一三年：人民幣449,937,000元）為限（附註31）。

46 PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The profit attributable to owners of the Company is dealt with in the financial statements of the Company to the extent of RMB442,939,000 (2013: RMB449,937,000) (Note 31).

47 每股盈利

(a) 基本

每股基本及攤薄盈利按本公司權益持有人應佔溢利除以年內已發行普通股加權平均股數計算。

47 EARNINGS PER SHARE

(a) Basic

Basic and diluted earnings per share are calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

		二零一四年 2014	二零一三年 2013 (經重列) (Restated)
本公司權益持有人應佔溢利 (人民幣千元)	Profit attributable to owners of the Company (RMB'000)	641,949	1,030,898
減：歸屬於永久次級可換股 證券持有人溢利 (人民幣千元)	Less: Profit attributable to PSCS holders (RMB'000)	(27,817)	(27,817)
歸屬於本公司普通股 持有人溢利(人民幣千元)	Profit attributable to ordinary shares holders of the Company (RMB'000)	614,132	1,003,081
已發行普通股加權 平均股數(千股)	Weighted average number of ordinary shares in issue (thousands)	1,110,632	1,110,632
每股基本盈利 (人民幣元/股)	Basic earnings per share (RMB per share)	0.5530	0.9032

47 每股盈利(續)

(b) 攤薄

每股攤薄盈利按調整已發行普通股加權平均股數以假設所有潛在攤薄普通股獲轉換計算。本公司擁有一個類別的潛在攤薄普通股：永久次級可換股證券，並已假設永久次級可換股證券已獲轉換為普通股。

47 EARNINGS PER SHARE (continued)

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares: perpetual subordinated convertible securities. The perpetual subordinated convertible securities are assumed to have been converted into ordinary shares.

		二零一四年 2014	二零一三年 2013 (經重列) (Restated)
本公司權益持有人應佔溢利(人民幣千元)	Profit attributable to owners of the Company (RMB'000)	641,949	1,030,898
已發行普通股加權平均股數(千股)	Weighted average number of ordinary shares in issue (thousands)	1,110,632	1,110,632
調整項目：	Adjustments for:		
– 永久次級可換股證券(千股)	– Perpetual subordinated convertible securities (thousands)	801,635	801,635
每股攤薄盈利的普通股加權平均股數(千股)	Weighted average number of ordinary shares for diluted earnings per share (thousands)	1,912,267	1,912,267
每股攤薄盈利(人民幣元/股)	Diluted earnings per share (RMB per share)	0.3357	0.5391

48 股息

於二零一五年三月二十日舉行的董事會會議上，董事會建議派發截至二零一四年十二月三十一日止年度的每股股份人民幣0.1元之末期股息，股息總額為人民幣111,063,000元(二零一三年：無)。該建議需經本公司股東於股東週年大會(日期待定)批准後方可落實。本公司將會就股東週年大會的日期及暫停辦理股東過戶登記的期間再作公佈。董事會並無宣派中期股息(二零一三年：無)。

48 DIVIDENDS

At the board of directors' meeting held on 20 March 2015, the board proposed a final dividend for the year ended 31 December 2014 of RMB0.1 per share amounting to a total dividend of RMB111,063,000 (2013: Nil), subject to the approval by the shareholders at the annual general meeting (date to be fixed) of the Company. The Company will make further announcement as to the date of the annual general meeting and the period during which the register of members of the Company will be closed. The board has not declared interim dividend (2013: Nil).

49 經營業務產生的現金

本年度溢利與經營業務產生的現金的對賬：

49 CASH GENERATED FROM OPERATIONS

Reconciliation of profit for the year to cash generated from operations:

	附註 Note	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
除所得稅前溢利	Profit before income tax	1,574,778	1,947,400
調整項目	Adjustments for		
來自貼現銀行承兌 匯票的虧損	Losses from discounting bank acceptance bills	40 15,994	2,562
陳舊存貨撥備	Provision for inventory obsolescence	111,428	124,435
壞賬撥備	Provision for bad debts	114,306	128,218
應收客戶合約工程 款項撥備	Provision for amounts due from customers for contract work	62,278	38,276
物業、廠房及設備折舊	Depreciation of property, plant and equipment	11 1,733,284	1,474,000
勘探及開發權攤銷	Amortisation of exploration and extraction rights	8 9,494	15,716
土地使用權攤銷	Amortisation of land use rights	7 39,328	31,099
無形資產攤銷	Amortisation of intangible assets	10 99,714	50,594
其他攤銷開支	Other amortisation charges	55,498	55,017
投資物業的公允價值收益	Fair value gain on investment property	12 (15,990)	(56,942)
政府補貼的遞延收入	Deferred income on government grants	34 (469,409)	(943,526)
出售合營企業收益	Gain on disposals of joint ventures	–	(50,131)
出售可供出售 金融資產收益	Gain on disposal of available-for-sale financial assets	49(d) (28,553)	(45,981)
出售附屬公司虧損	Loss on disposals of subsidiaries	49(e) 3,978	500
衍生金融工具 公允價值變動	Fair value changes on derivative financial instruments	26 26,291	(2,295)
出售物業、廠房 及設備的收益	Gain on disposals of property, plant and equipment	49(b) (1,946)	(3,631)
出售投資物業的 虧損／(收益)	Loss/(gain) on disposals of investment properties	49(b) 888	(365)
利息收入	Interest income	43 (513,415)	(291,029)
利息開支	Interest expense	43 1,286,786	1,063,631
應佔聯營公司溢利	Share of profit of associates	15(a) (290,796)	(245,503)
應佔共同控制實體溢利	Share of profit of jointly controlled entities	15(b) (180,905)	(280,870)
營運資金變動 (不包括收購的影響 及合併時的匯兌差額)：	Changes in working capital (excluding the effects of acquisition and currency translation differences on consolidation)：		
– 存貨	– Inventories	(1,121,694)	(1,503,567)
– 發展中物業	– Properties under development	508,970	(1,061,008)
– 應收客戶合約 工程款項	– Amounts due from customers for contract work	(524,588)	(331,981)
– 應付客戶合約 工程款項	– Amounts due to customers for contract work	1,297,545	(6,254)
– 貿易及其他應收款項	– Trade and other receivables	(2,575,397)	(1,208,652)
– 貿易及其他應付款項	– Trade and other payables	1,436,654	3,281,655
經營業務產生的現金	Cash generated from operations	2,654,521	2,181,368

49 經營業務產生的現金 (續)

- (a) 於截至二零一四年十二月三十一日止年度的綜合現金流量表，非控股股東權益向附屬公司的注資為：

49 CASH GENERATED FROM OPERATIONS
(continued)

- (a) In the consolidated statement of cash flows for the year ended 31 December 2014, capital contribution to subsidiaries from non-controlling interests comprises:

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
廣東國際	GIB Company	20,885	—
國際工程	Engineering Company	12,181	—
中航資源	AVIC Resources	12,000	18,000
北京公司	Beijing Company	6,400	54,607
北京瑞信	Beijing Rixin	3,000	—
廣州公司	Guangzhou Company	2,600	19,675
深南電路	SCC	1,613	—
飛亞達	Fiyata	1,588	—
廈門公司	Xiamen Company	—	3,800
新能源	RED Company	—	14,700
經貿公司	TED Company	—	13,130
		60,267	123,912

49 經營業務產生的現金(續)

- (b) 於截至二零一四年十二月三十一日止年度的綜合現金流量表，出售物業、廠房及設備以及投資物業的所得款項為：

49 CASH GENERATED FROM OPERATIONS

(continued)

- (b) In the consolidated statement of cash flows for the year ended 31 December 2014, proceeds from sales of property, plant and equipment and investment properties are:

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
出售物業、廠房及設備 的賬面淨值(附註11)	Net book value of property, plant and equipment disposed of (Note 11)	64,482	7,597
出售投資物業的 公允價值(附註12)	Fair value of investment properties disposed of (Note 12)	980	28,642
		65,462	36,239
出售物業、廠房 及設備所得款項	Proceeds from disposals of property, plant and equipment	66,428	11,228
出售投資物業所得款項	Proceeds from disposals of investment properties	92	29,007
		66,520	40,235
出售物業、廠房及 設備收益(附註40)	Gain on disposals of property, plant and equipment (Note 40)	1,946	3,631
出售投資物業收益 (附註40)	Gain from disposals of investment properties (Note 40)	(888)	365
		1,058	3,996

49 經營業務產生的現金(續)

- (c) 於截至二零一四年十二月三十一日止年度的綜合現金流量表，出售合營企業的所得款項為：

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
出售合營企業的賬面淨值 (附註15(b))	Net book value of joint ventures disposed of (Note 15(b))	213	101,732
出售合營企業收益	Gain on disposals of joint ventures	—	50,131
出售合營企業所得款項	Proceeds from disposals of joint ventures	213	151,863

- (d) 於截至二零一四年十二月三十一日止年度的綜合現金流量表，出售可供出售金融資產的所得款項為：

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
出售可供出售金融資產 的賬面值(附註19)	Carrying amount of available-for-sale financial assets disposed of (Note 19)	39,750	9,484
減：收回可供出售金融 資產公允價值收益， 包括稅項	Less: Recycle of the fair value gain on available-for-sale financial assets, gross of tax	(14,263)	(5,430)
出售可供出售金融資產 收益(附註40)	Gain on disposals of available-for-sale financial assets (Note 40)	28,553	45,981
出售可供出售金融資產 所得款項	Proceeds from disposals of available-for-sale financial assets	54,040	50,035

49 CASH GENERATED FROM OPERATIONS (continued)

- (c) In the consolidated statement of cash flows for the year ended 31 December 2014, proceeds from disposals of joint ventures are:

- (d) In the consolidated statement of cash flows for the year ended 31 December 2014, proceeds from disposals of available-for-sale financial assets are:

49 經營業務產生的現金(續)

(e) 於截至二零一四年十二月三十一日止年度的綜合現金流量表，出售附屬公司的所得款項包括：

(i) 於二零一四年一月一日，本公司向 Wu Chaode 先生出售廣州新航工貿公司(「廣州新航」)90%股權。交易完成後，本公司不再控制廣州新航。有關出售的現金流動如下：

49 CASH GENERATED FROM OPERATIONS

(continued)

(e) In the consolidated statement of cash flows for the year ended 31 December 2014, proceeds from disposals of subsidiaries comprise:

(i) On 1 January 2014, the Company sold 90% of equity interest in Guangzhou New Aviation Industry and Trading Co., Ltd (廣州新航工貿公司, "Guangzhou New Aviation") to Mr. Wu Chaode. After the completion of the transaction, the Company lost the control of Guangzhou New Aviation. The cash flows from the disposal were as follows:

人民幣千元
RMB'000

所獲得代價	Consideration received	
— 現金代價	– Cash consideration	755
減：廣州新航持有的 現金及現金等價物	Less: Cash and cash equivalents held by Guangzhou New Aviation	(157)
因出售而收取的現金淨額	Net cash received on disposals	598

廣州新航的淨資產如下：

The net assets of Guangzhou New Aviation are as follows:

於出售日期
On disposal
date
人民幣千元
RMB'000

現金	Cash	157
貿易及其他應收款項	Trade and other receivables	90
存貨	Inventories	690
物業、廠房及設備(附註11)	Property, plant and equipment (Note 11)	21
其他流動資產	Other current assets	73
貿易及其他應付款項	Trade and other payables	(439)
淨資產	Net assets	592
以下應佔：	Attributable to:	
廣州新航權益持有人	Owners of Guangzhou New Aviation	592
本集團應佔出售收益	Disposal gain attributable to the Group	163

49 經營業務產生的現金(續)

(e) (續)

- (ii) 於二零一四年五月五日，本公司完成深圳市世界名錶中心有限公司(「世界名錶中心」)旗下附屬公司的清盤程序。有關出售的現金流動如下：

		人民幣千元 RMB'000
所獲得代價	Consideration received	
－現金代價	－ Cash consideration	2,800
減：世界名錶中心持有的現金及現金等價物	Less: Cash and cash equivalents held by World Watch Center	(2,800)
因出售而支付的現金淨額	Net cash paid on disposals	－

深圳世界名錶中心的淨資產如下：

The net assets of Shenzhen World Watch Center were as follows:

		於出售日期 On disposal date 人民幣千元 RMB'000
現金	Cash	2,800
以下應佔：	Attributable to:	
世界名錶中心權益持有人	Owners of World Watch Center	1,400
非控股股東權益	Non-controlling interests	1,400
本集團應佔出售收益	Disposal gain attributable to the Group	－

49 CASH GENERATED FROM OPERATIONS

(continued)

(e) (continued)

- (ii) On 5 May 2014, the Company completed the liquidation procedures of the subsidiary of Shenzhen World Watch Center Co., Ltd (深圳市世界名表中心有限公司, "World Watch Center"). The cash flows from the disposal are as follows:

49 經營業務產生的現金(續)

(e) (續)

(iii) 於八月一日，Beijing AVIC Hua Tai Lian Science and Trade Co. Ltd. (「Hua Tai Lian」) 舉行股東週年大會，會上，股東共同批准 Hua Tai Lian 清盤及設立清盤委員會的決議案，以根據中國公司法及 Hua Tai Lian 的組織章程細則啟動清盤程序。於十一月三十日，清盤程序完成及本公司完成出售。有關出售的現金流動如下：

		人民幣千元 RMB'000
所獲得代價	Consideration received	
— 現金代價	– Cash consideration	196
減：Hua Tai Lian 持有的 現金及現金等價物	Less: Cash and cash equivalents held by Hua Tai Lian	(196)
因出售而支付的現金淨額	Net cash paid on disposals	–

Hua Tai Lian 的淨資產如下：

The net assets of Hua Tai Lian were as follows:

		於出售日期 On disposal date 人民幣千元 RMB'000
現金	Cash	196
貿易及其他應付款項	Trade and other payables	(154)
資淨產	Net assets	42
加：商譽	Add: Goodwill	4,308
以下應佔：	Attributable to:	
Hua Tai Lian 權益持有人	Owners of Hua Tai Lian	4,337
非控股股東權益	Non-controlling interests	13
本集團應佔出售虧損	Disposal loss attributable to the Group	4,141

49 CASH GENERATED FROM OPERATIONS

(continued)

(e) (continued)

(iii) On 1 August, Beijing AVIC Hua Tai Lian Science and Trade Co. Ltd. (“Hua Tai Lian”) held annual general meeting, the shareholders jointly approved the resolution of liquidating Hua Tai Lian and established a liquidation committee to start the liquidation process pursuant to China company laws and association article of Hua Tai Lian. On 30 November, the liquidation process was completed and the Company completed the disposal. The cash flows from the disposal were as follows:

50 或有事項

於二零一四年十二月三十一日，本集團有以下未履行財務擔保：

50 CONTINGENCIES

As at 31 December 2014, the Group has the following financial guarantees outstanding:

擔保方 Guarantor	擔保方與本集團的關係 Guarantor's relationship with the Group	擔保對象 Guarantee	擔保對象與本集團的關係 Guarantee's relationship with the Group	未償還擔保金額 Outstanding amounts guaranteed 人民幣千元 RMB'000
北京公司 Beijing Company	本集團附屬公司 Subsidiary of the Group	泰州中航船舶重工有限公司 Taizhou AVIC Shipbuilding Heavy Industry Limited*	聯營公司 Associated Company	692,623
北京公司 Beijing Company	本集團附屬公司 Subsidiary of the Group	正力海洋工程有限公司 Zhengli Ocean Engineering Company Limited*	第三方 Third party	33,590
廈門公司 Xiamen Company	本集團附屬公司 Subsidiary of the Group	廈門天馬微電子有限公司 Xiamen Tianma Microelectronics Company Limited*	擔保方持有擔保對象6%權益 The guarantor holds 6% equity interests in the guarantee	176,000
廈門公司 Xiamen Company	本集團附屬公司 Subsidiary of the Group	Radiance Catco Offshore Pte. Ltd	聯營公司 Associated Company	161,621
國際工程 Engineering Company	本集團附屬公司 Subsidiary of the Group	中航建築工程有限公司 CATIC Construction Engineering Company Limited*	受同一家公司控制 Controlled by the same company	68,600
成都瑞賽 Chengdu Raise	本集團附屬公司 Subsidiary of the Group	房地產物業買方 Real estate property buyers	第三方 Third Parties	150,934
				1,283,368

* 由於該等公司概無已註冊或公開之英文名稱，故有關公司英文名稱乃管理層盡其所能按中文名稱提供之參照。

* The English names of these companies are management's best efforts at translating the Chinese names of these companies as no English names have been registered or available.

50 或有事項(續)

截至二零一四年十二月三十一日，本集團向下列各方提供財務反擔保：

50 CONTINGENCIES (continued)

As at 31 December 2014, the Group provides financial counter guarantee to the following parties:

擔保方 Guarantor	擔保方與本集團的關係 Guarantor's relationship with the Group	擔保對象 Guarantee	擔保對象與本集團的關係 Guarantee's relationship with the Group	未償還擔保金額 Outstanding amounts guaranteed 人民幣千元 RMB'000
天馬 Tianma	本集團附屬公司 Subsidiary of the Group	上海張江(集團)有限公司 Shanghai Zhangjiang (Group) Co., Ltd	擔保對象持有擔保方2.49%權益 The guarantee holds 2.49% equity interests in the guarantor	77,887
天馬 Tianma	本集團附屬公司 Subsidiary of the Group	上海國有資產經營有限公司 Shanghai State-owned Assets Operation Co., Ltd	擔保對象持有擔保方2.37%權益 The guarantee holds 2.37% equity interests in the guarantor	73,992
天馬 Tianma	本集團附屬公司 Subsidiary of the Group	上海工業投資(集團)有限公司 Shanghai Industrial Investment (Group) Co., Ltd	第三方 Third party	13,943
天馬 Tianma	本集團附屬公司 Subsidiary of the Group	上海光通信公司 Shanghai Optical Communication Corporation	擔保對象持有擔保方1.25%權益 The guarantee holds 1.25% equity interests in the guarantor	25,000
天馬 Tianma	本集團附屬公司 Subsidiary of the Group	成都工業投資集團有限公司 Chengdu Industrial Group Co., Ltd	擔保對象持有擔保方2.5%權益 The guarantee holds 2.5% equity interests in the guarantor	268,058
天馬 Tianma	本集團附屬公司 Subsidiary of the Group	成都工業投資集團有限公司 Chengdu Gaoxin Investment Group Co., Ltd	擔保對象持有擔保方1.59%權益 The guarantee holds 1.59% equity interests in the guarantor	170,322
				629,202

50 或有事項(續)

於二零一三年十二月二十日，本集團之附屬公司Humboldt Wedag Inc., Norcross (Georgia) (「HWUS」) 接獲一名南美客戶向國際商會(「國際商會」) 提呈之仲裁索償。仲裁索償目的為釐定由客戶註銷與HWUS之合同是否生效及下令HWUS及KHD須共同支付9,400,000美元(人民幣58,186,000元)，作為減少訂約協定價，而5,200,000美元(人民幣32,188,000元)則作為維修費及所蒙受聲譽受損之賠償。仲裁索償之目的亦為贏得彌償保證，假設合同尚未簽訂(負面權益)，或贏得假設合同已按協定履行(正面權益)的彌償保證。考慮到HWUS(賣方)及客戶間之合同包括除相應損害及賣方總責任之上限既定值賠償外之條文(該等條文就HWUS及KHD於仲裁訴訟中之法定代表而言正在生效)，HWUS及KHD假設其於彌償保證事宜獲勝。上述該兩項訴訟已合併為單一仲裁訴訟過程。現繼續進行仲裁開庭前之磋商。證據已於與雙方證人於二零一五年一月在里斯本所進行聆訊中獲採納。預期法庭將於二零一五年適當時候就仲裁作出判決。

50 CONTINGENCIES (continued)

On 20 December 2013, Humboldt Wedag Inc., Norcross (Georgia) ("HWUS"), a subsidiary of the Group, received an arbitration claim that a customer in South America has submitted to the International Chamber of Commerce ("ICC"). The arbitration claim aims to determine that the cancellation of the contract with HWUS by the customer is effective and that HWUS and KHD should be ordered to jointly pay USD9,400,000 (RMB58,186,000) as a reduction of the contractually agreed price and USD5,200,000 (RMB32,188,000) as compensation for maintenance costs and reputation loss suffered. The arbitration claim also aims either to win indemnity as if the contract had not been concluded (negative interest) or to win indemnity as if the contract had been fulfilled as agreed (positive interest). Considering that the contract between HWUS (vendor) and the customer includes clauses excluding compensation for consequential damages and a set value for the upper limit of total liability for the vendor – these clauses being effective in the view of HWUS's and KHD's legal representatives in the arbitration proceedings – HWUS and KHD assume that they will prevail on the issue of indemnity. The two arbitration claims above were combined in a single arbitration proceeding. The negotiation before the court of arbitration continues. Evidence was taken in a hearing with witnesses from both parties in Lisbon in January 2015. A decision from the court of arbitration is expected during the course of 2015.

51 承擔

(a) 資本承擔

於結算日仍未產生的資本承擔如下：

51 COMMITMENTS

(a) Capital commitments

Capital commitments at the balance sheet date but not yet incurred are as follows:

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
已訂約但未撥備	Contracted but not provided for				
土地使用權	Land use rights	958,117	1,088,624	-	-
物業、廠房及設備	Property, plant and equipment	772,720	948,287	-	-
股本權益投資	Equity interest Investments	510,005	-	-	-
購買承擔	Purchase commitments	274,284	-	-	-
		2,515,126	2,036,911	-	-

		本集團 Group		本公司 Company	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
已授權但未訂約	Authorised but not contracted for				
物業、廠房及設備	Property, plant and equipment	377,865	365,865	-	-

51 承擔(續)

(b) 經營租約承擔

本集團根據辦公樓宇的不可撤銷經營租約承擔如下：

		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
不超過一年	Not later than one year	121,976	94,792
超過一年但不超過五年	Later than one year and not later than five years	172,446	122,590
超過五年	After five years	27,248	–
		321,670	217,382

52 業務合併

- (a) 於二零一四年一月四日，本集團附屬公司中航泰德(北京)自控技術有限公司收購深圳中航海洋工程有限公司(「深圳中航」)55%股權，代價為人民幣8,250,000元。

52 BUSINESS COMBINATIONS

- (a) On 4 January 2014, AVIC TED (Beijing) Automation Technology Co., Ltd. (中航泰德(北京)自控技術有限公司), a subsidiary of the Group, acquired 55% equity interests of Shenzhen Zhongchang Marine Engineering Co., Ltd. (深圳中航海洋工程有限公司) ("Shenzhen Zhongchang") at a consideration of RMB8,250,000.

52 業務合併(續)

(a) (續)

下表概述就深圳中昶支付的代價、於收購日期所購入資產與所承擔負債的公允價值。

代價： 於二零一四年一月四日	Consideration: At 4 January 2014	人民幣千元 RMB'000
現金	Cash	8,250
就所收購已識別資產及所承擔 負債確認的金額	Recognised amounts of identifiable assets acquired and liabilities assumed	
現金及現金等價物	Cash and cash equivalents	9,184
貿易及其他應收款項	Trade and other receivables	8,407
存貨	Inventories	2,731
物業、廠房及設備(附註11)	Property, plant and equipment (Note 11)	1,114
貿易及其他應付款項	Trade and other payables	(6,482)
可識別淨資產總額	Total identifiable net assets	14,954
非控股股東權益	Non-controlling interests	(6,704)
		8,250

於二零一四年一月四日至二零一四年十二月三十一日期間，綜合收益表計入深圳中昶貢獻的收入為人民幣57,133,000元。深圳中昶於同期產生溢利人民幣1,814,000元。

52 BUSINESS COMBINATIONS (continued)

(a) (continued)

The following table summarises the consideration paid for Shenzhen Zhongchang, fair value of the assets acquired and liabilities assumed at the acquisition date.

Revenue of RMB57,133,000 included in the consolidated income statement from 4 January 2014 to 31 December 2014 was contributed by Shenzhen Zhongchang. Shenzhen Zhongchang contributed profit of RMB1,814,000 over the same period.

52 業務合併(續)

(b) 自二零一一年起，本集團原先持有KHD 20%股權。於二零一三年十月至二零一四年四月期間，本集團透過以下多項交易(「該等KHD交易」)將其於KHD的股權由20%增至89.02%：

- (i) 於二零一三年十月十一日，本公司間接全資附屬公司AVIC International Engineering Holdings Pte. Ltd.(「AVIC Engineering」)分別與若干個別第三方訂立十二份協議，以購買KHD約19.03%股權，總代價約60,993,000歐元(人民幣518,645,000元)。
- (ii) 同時，AVIC Engineering與該等英屬維京群島公司(均為本公司的聯屬公司，即Europe Engineering Holdings Pte. Ltd.、Europe Project Management Pte. Ltd.及Europe Technology Investment Pte. Ltd.)已共同展開收購建議，向當時公眾股東收購KHD股份。收購建議已於二零一四年一月十六日結束。於收購建議結束前，本集團進一步收購KHD約49.99%股權，總代價約為160,263,000歐元(人民幣1,362,769,000元)。

該等KHD交易已於二零一四年五月二十七日完成。下表概述就KHD支付的代價、於收購日期所購入資產與所承擔負債的公允價值。

收購產生商譽人民幣359,528,000元乃源自本集團與KHD合併業務預期可獲得的規模經濟效益。

52 BUSINESS COMBINATIONS (continued)

(b) The Group originally held 20% equity interests in KHD since 2011. From October 2013 to April 2014, the Group increased its shareholding in KHD from 20% to 89.02% through a series of transactions (the "KHD Transactions") as follows:

- (i) On 11 October 2013, AVIC International Engineering Holdings Pte. Ltd. ("AVIC Engineering"), a indirectly wholly owned subsidiary of the Company, entered into twelve agreements separately with certain individual third parties to purchase approximately 19.03% equity interests in KHD for an aggregate consideration of approximately EUR60,993,000 (RMB518,645,000).
- (ii) Concurrently, AVIC Engineering together with the BVI Companies (essentially affiliated entities of the Company, named Europe Engineering Holdings Pte. Ltd., Europe Project Management Pte. Ltd., Europe Technology Investment Pte. Ltd.) launched a takeover offer to acquire shares of KHD from the then public shareholders. The takeover offer closed on 16 January 2014. By the closing of the takeover offer, the Group further acquired approximately 49.99% equity interests in KHD with aggregate consideration of approximately EUR160,263,000 (RMB1,362,769,000).

The KHD Transactions were completed on 27 May 2014. The following table summarises the consideration paid for KHD, fair value of the assets acquired and liabilities assumed at the acquisition date.

Goodwill of RMB359,528,000 arising from the acquisition was attributable to economies of scale expected from combining the operations of the Group and KHD.

(b) (續)

下表概述就KHD支付的代價、於收購日期所購入資產與所承擔負債的公允價值。

代價：	Consideration:	人民幣千元
於二零一四年五月二十七日	At 27 May 2014	RMB'000
現金*	Cash*	1,881,414
於該等KHD交易前先前所持的 KHD 20%股權的公允價值	Fair value of the previously held 20% equity interest in KHD before the KHD Transactions	482,660
		2,364,074
就所收購可識別資產及 所承擔負債確認的金額	Recognised amounts of identifiable assets acquired and liabilities assumed	
現金及現金等價物	Cash and cash equivalents	2,049,899
貿易及其他應收款項	Trade and other receivables	787,474
按公允價值透過損益記賬 之金融資產	Financial assets at fair value through profit or loss	8,784
存貨	Inventories	483,464
物業、廠房及設備(附註11)	Property, plant and equipment (Note 11)	21,675
無形資產(附註10)	Intangible assets (Note 10)	667,637
遞延所得稅資產(附註20)	Deferred income tax assets (Note 20)	62,134
貿易及其他應付款項	Trade and other payables	(1,139,614)
撥備(附註38)	Provisions (Note 38)	(222,276)
流動所得稅負債	Current income tax liabilities	(9,541)
退休及其他補充福利責任(附註35)	Retirement and other supplemental benefit obligations (Note 35)	(209,946)
遞延所得稅負債(附註20)	Deferred tax liabilities (Note 20)	(240,618)
可識別淨資產總額	Total identifiable net assets	2,259,072
非控股股東權益	Non-controlling interests	(254,526)
商譽	Goodwill	359,528
		2,364,074

於二零一四年五月二十七日至二零一四年十二月三十一日期間，綜合收益表計入KHD貢獻的收入為人民幣1,378,574,000元。KHD同期產生溢利人民幣37,814,000元。

* 收購代價已於二零一三年以預付款支付。

(b) (continued)

The following table summarises the consideration paid for KHD, fair value of the assets acquired and liabilities assumed at the acquisition date.

Revenue of RMB1,378,574,000 included in the consolidated income statement from 27 May 2014 to 31 December 2014 was contributed by KHD. KHD contributed profit of RMB37,814,000 over the same period.

* Consideration of acquisition has been paid as prepayment in 2013.

52 業務合併(續)

(c) 於二零一四年八月二十五日，天馬透過發行約132,683,000股A股股份(「代價股份」)完成收購武漢天馬剩餘90%股權。

下表概述就武漢天馬支付的代價、於收購日期所購入資產與所承擔負債的公允價值。

代價： 於二零一四年八月二十五日	Consideration: At 25 August 2014	人民幣千元 RMB'000
代價股份的公允價值 (附註5.2 (c))	Fair value of the Consideration Shares (Note 5.2 (c))	1,937,170
先前所持武漢天馬10% 股權的公允價值	Fair value of the previously held 10% equity interest in Wuhan Tianma	186,188
		2,123,358
就所收購可識別資產及 所承擔負債確認的金額	Recognised amounts of identifiable assets acquired and liabilities assumed	
現金及現金等價物	Cash and cash equivalents	652,700
受限制現金	Restricted cash	27,701
貿易及其他應收款項	Trade and other receivables	1,703,550
存貨	Inventories	490,406
物業、廠房及設備(附註11)	Property, plant and equipment (Note 11)	2,823,241
投資物業(附註12)	Investment properties (Note 12)	13,286
無形資產(附註10)	Intangible assets (Note 10)	7,508
土地使用權(附註7)	Land use right (Note 7)	259,442
在建工程(附註13)	Construction-in-progress (Note 13)	55,573
其他非流動資產	Other non-current assets	134,563
借款	Borrowings	(2,475,699)
貿易及其他應付款項	Trade and other payables	(1,764,700)
延所得稅負債(附註20)	Deferred income tax liabilities (Note 20)	(44,261)
其他非流動負債	Other non-current liabilities	(21,434)
可識別淨資產總額	Total identifiable net assets	1,861,876
商譽	Goodwill	261,482
		2,123,358

於二零一四年八月二十六日至二零一四年十二月三十一日期間，綜合收益表計入武漢天馬貢獻的收入為人民幣1,869,657,000元。武漢天馬同期產生溢利人民幣122,482,000元。

52 BUSINESS COMBINATIONS (continued)

(c) On 25 August 2014, Tianma completed the acquisition of the remaining 90% of the equity interests of Wuhan Tianma by issuing approximately 132,683,000 A shares ("Consideration Shares").

The following table summarises the consideration paid for Wuhan Tianma, fair value of the assets acquired and liabilities assumed at the acquisition date.

Revenue of RMB1,869,657,000 included in the consolidated income statement from 26 August 2014 to 31 December 2014 was contributed by Wuhan Tianma. Wuhan Tianma contributed profit of RMB122,482,000 over the same period.

52 業務合併(續)

(d) 本集團原先持有 AVIC Zhenjiang Shipyard Marine Pte. Ltd. (「AVIC Zhenjiang」) 60% 股權。根據 AVIC Zhenjiang 的組織章程細則，其財務及營運政策應由相當於佔至少三分之二投票權的股東批准。因此，AVIC Zhenjiang 由本集團及其他股東共同控制，並由本集團按合營企業入賬。於二零一四年九月三十日，AVIC Zhenjiang 舉行股東大會並修訂組織章程細則。根據新組織章程細則，本集團能夠控制 AVIC Zhenjiang 的財務及營運政策，AVIC Zhenjiang 因而成為本集團的附屬公司。

下表概述於收購日期所購入資產與所承擔負債的公允價值。

代價： 於二零一四年九月三十日	Consideration: At 30 September 2014	人民幣千元 RMB'000
先前所持 AVIC Zhenjiang 60% 股權的公允價值	Fair value of the previously held 60% equity interest in AVIC Zhenjiang	17,148
就所收購可識別資產及 所承擔負債確認的金額	Recognised amounts of identifiable assets acquired and liabilities assumed	
現金及現金等價物	Cash and cash equivalents	1,554
存貨	Inventories	124,196
物業、廠房及設備(附註11)	Property, plant and equipment (Note 11)	9
借款	Borrowings	(27,018)
貿易及其他應付款項	Trade and other payables	(61,159)
其他負債	Other liabilities	(9,004)
可識別淨資產總額	Total identifiable net assets	28,578
非控股股東權益	Non-controlling interests	(11,430)
		17,148

於二零一四年九月三十日至二零一四年十二月三十一日期間，綜合收益表計入 AVIC Zhenjiang 貢獻的收入為人民幣 88,566,000 元。AVIC Zhenjiang 同期產生溢利人民幣 12,167,000 元。

52 BUSINESS COMBINATIONS (continued)

(d) The Group originally held 60% of AVIC Zhenjiang Shipyard Marine Pte. Ltd. ("AVIC Zhenjiang"). According to the article of association of AVIC Zhenjiang, its financial and operating policies shall be approved by shareholders representing at least two thirds of the voting rights. Therefore, AVIC Zhenjiang is jointly controlled by the Group and the other shareholder, and is accounted for as a joint venture by the Group. On 30 September 2014, AVIC Zhenjiang held shareholder meetings and revised the article of association. According to the new article of association, the Group is able to control the financial and operating policies of AVIC Zhenjiang, AVIC Zhenjiang then became a subsidiary of the Group.

The following table summarises the fair value of the assets acquired and liabilities assumed at the acquisition date.

Revenue of RMB88,566,000 included in the consolidated income statement from 30 September 2014 to 31 December 2014 was contributed by AVIC Zhenjiang. AVIC Zhenjiang contributed profit of RMB12,167,000 over the same period.

53 重大關聯方交易

本集團由中航國際(於中國成立的國有公司)控制，該公司直接及間接持有本公司75%股份。其餘25%股份由公眾廣泛持有。董事認為中航工業分別為本集團的控股公司及最終控股公司。

除財務報表其他部分所披露者外，本集團在日常業務過程中與其關聯方進行的重大關聯方交易及由關聯方交易產生的結餘概述如下：

(a) 與關聯方的交易

53 SIGNIFICANT RELATED PARTY TRANSACTIONS

The Group is controlled by AVIC International, a state-controlled company established in the PRC which directly and indirectly hold 75% of the Company's shares. The remaining 25% of the shares are widely held. The directors regard Aviation Industry as the holding company and ultimate holding company of the Group respectively.

Save as disclosed elsewhere in the financial statements, the following is a summary of significant related party transactions entered into in the ordinary course of business between the Group and its related parties and the balances arising from related party transactions:

(a) Transactions with related parties

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
收入：	Revenue:		
銷售貨物	Sale of goods		
— 聯營公司	— Associates	1,140,737	1,789,288
— 中航工業 同系附屬公司	— Fellow subsidiaries of Aviation Industry	690,984	235,013
— 共同控制實體	— Jointly controlled entities	64,554	48,590
— 控股公司	— Holding company	14,480	290
— 最終控股公司	— Ultimate holding company	1,075	392
— 非控股股東權益	— Non-controlling interests	—	21,334
		1,911,830	2,094,907
租賃收入	Rental income		
— 中航工業 同系附屬公司	— Fellow subsidiaries of Aviation Industry	16,814	10,932
— 聯營公司	— Associates	2,470	—
— 非控股股東權益	— Non-controlling interests	823	1,124
— 控股公司	— Holding company	422	—
— 中航深圳	— AVIC Shenzhen	210	—
		20,739	12,056

53 重大關聯方交易 (續)

(a) 與關聯方的交易 (續)

53 SIGNIFICANT RELATED PARTY TRANSACTIONS (continued)

(a) Transactions with related parties (continued)

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
工程及管理收入	Engineering and management income		
— 中航工業 同系附屬公司	— Fellow subsidiaries of Aviation Industry	771,836	255,837
— 聯營公司	— Associates	86,900	—
— 控股公司	— Holding company	—	55
		858,736	255,892
其他服務收入	Other service income		
— 中航工業 同系附屬公司	— Fellow subsidiaries of Aviation Industry	32,193	29,606
— 聯營公司	— Associates	12,347	26,063
— 中航深圳	— AVIC Shenzhen	1,792	2,830
— 控股公司	— Holding company	1,427	183
— 共同控制實體	— Jointly controlled entities	53	5
		47,812	58,687
購買貨品及服務：	Purchase of goods and services:		
購買貨品	Purchases of goods		
— 中航工業 同系附屬公司	— Fellow subsidiaries of Aviation Industry	1,262,343	439,854
— 聯營公司	— Associates	359,994	446,498
— 非控股股東權益	— Non-controlling interests	2,794	—
— 共同控制實體	— Jointly controlled entities	4,053	2,710
		1,629,183	889,062

53 重大關聯方交易(續)

(a) 與關聯方的交易(續)

53 SIGNIFICANT RELATED PARTY TRANSACTIONS (continued)

(a) Transactions with related parties (continued)

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
購買工程及管理服務	Purchases of engineering and management services		
— 中航工業 同系附屬公司	— Fellow subsidiaries of Aviation Industry	18,816	40,585
— 聯營公司	— Associates	1,650	51,736
— 非控股股東權益	— Non-controlling interests	—	227
		20,466	92,548
租賃費用及物業管理費用	Rental fee and property management fee		
— 聯營公司	— Associates	4,394	1,157
— 中航工業 同系附屬公司	— Fellow subsidiaries of Aviation Industry	357	2,467
		4,751	3,624
其他服務成本	Other service costs		
— 中航工業 同系附屬公司	— Fellow subsidiaries of Aviation Industry	60,562	39,843
— 聯營公司	— Associates	14,980	—
		75,542	39,843
利息開支	Interest expense		
— 中航工業 同系附屬公司	— Fellow subsidiaries of Aviation Industry	159,604	93,104
— 控股公司	— Holding company	48,441	46,478
— 中航深圳	— AVIC Shenzhen	33,535	21,369
— 非控股股東權益	— Non-controlling interests	77	—
		241,667	160,951

53 重大關聯方交易 (續)

(a) 與關聯方的交易 (續)
與政府相關實體的交易：

本公司是國有企業，由中國政府最終控制。中國政府控制於中國內的大部分生產資產及實體。本公司與其他中國政府控制實體的交易為關聯方交易。此等交易主要包括於若干國有銀行存放現金及取得借款。年內，本公司幾乎全部現金均存放於國有銀行，而所有借款均向國有銀行借入。

(b) 與關聯方的結餘
與關聯公司的結餘均為無抵押、免息及須應要求償還。

53 SIGNIFICANT RELATED PARTY TRANSACTIONS (continued)

(a) Transactions with related parties (continued)
Transactions with government related entities:

The Company is a state-owned enterprise ultimately controlled by the PRC government. The PRC government controls a significant portion of the productive assets and entities in the PRC. The transactions between the Company and other PRC government controlled entities are related party transactions. These transactions mainly include depositing cash in and obtaining borrowings from certain state-owned banks. Nearly all of the Company's cash were deposited in and all of the borrowings were borrowed from state-owned banks during the year.

(b) Balances with related parties
The balances with related parties companies are unsecured, non-interest bearing and repayable on demand.

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
其他應收款項	Other receivables		
— 中航工業 同系附屬公司	— Fellow subsidiaries of Aviation Industry	188,663	174,263
— 控股公司	— Holding company	147,343	89,035
— 聯營公司	— Associates	37,730	27,577
— 中航深圳	— AVIC Shenzhen	11,500	11,500
— 共同控制實體	— Jointly controlled entities	90	5
		385,326	302,380
應收利息	Interest receivables		
— 中航工業 同系附屬公司	— Fellow subsidiaries of Aviation Industry	3,495	—
— 聯營公司	— Associates	—	14,041
		3,495	14,041

53 重大關聯方交易(續)

(b) 與關聯方的結餘(續)

53 SIGNIFICANT RELATED PARTY TRANSACTIONS (continued)

(b) Balances with related parties (continued)

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
應收賬款	Accounts receivable		
— 中航工業 同系附屬公司	— Fellow subsidiaries of Aviation Industry	652,222	257,773
— 共同控制實體	— Jointly controlled entities	25,729	27,579
— 控股公司	— Holding company	841	10,572
— 最終控股公司	— Ultimate holding company	524	65
— 聯營公司	— Associates	—	382,820
		679,316	678,809
預付款項	Prepayments		
— 中航深圳	— AVIC Shenzhen	60,002	348
— 中航工業 同系附屬公司	— Fellow subsidiaries of Aviation Industry	21,393	57,505
— 聯營公司	— Associates	16,978	—
— 控股公司	— Holding company	105	—
		98,478	57,853
應計費用及其他應付款項	Accrual and other payables		
— 中航工業 同系附屬公司	— Fellow subsidiaries of Aviation Industry	86,351	124,163
— 控股公司	— Holding company	35,937	42,830
— 中航深圳	— AVIC Shenzhen	9,399	8,280
— 聯營公司	— Associates	3,861	5,661
— 合營企業	— Joint ventures	184	—
		135,732	180,934

53 重大關聯方交易 (續)

(b) 與關聯方的結餘 (續)

53 SIGNIFICANT RELATED PARTY TRANSACTIONS (continued)

(b) Balances with related parties (continued)

		本集團 Group	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000 (經重列) (Restated)
應付賬款	Accounts payable		
– 中航工業 同系附屬公司	– Fellow subsidiaries of Aviation Industry	83,868	52,765
– 控股公司	– Holding company	178	468
– 聯營公司	– Associates	–	457,978
– 中航深圳	– AVIC Shenzhen	–	1,119
		84,046	512,330
客戶墊款	Advance from customers		
– 中航工業 同系附屬公司	– Fellow subsidiaries of Aviation Industry	89,501	137,173
– 聯營公司	– Associates	863	33,042
– 控股公司	– Holding company	–	4,430
– 共同控制實體	– Jointly controlled entities	–	28,194
		90,364	202,839
應付利息	Interest payables		
– 中航深圳	– AVIC Shenzhen	6,458	5,381
– 中航工業 同系附屬公司	– Fellow subsidiaries of Aviation Industry	3,873	1,666
– 控股公司	– Holding company	3,372	17,324
		13,703	24,371

53 重大關聯方交易(續)

(c) 自關聯方借款

53 SIGNIFICANT RELATED PARTY TRANSACTIONS (continued)

(c) Borrowings from related parties

		本集團 Group			二零一四年 2014
		二零一三年 2013	新增 Additions	償還 Repayment	人民幣千元 RMB'000
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
		(經重列) (Restated)			
計入其他應付款項 (附註37(a))	Included in other payables (Note 37(a))				
– 中航工業 同系附屬公司	– Fellow subsidiaries of Aviation Industry	114,929	359,762	(165,039)	309,652
– 非控股股東權益	– Non-controlling interests	8,780	270	–	9,050
– 中航深圳	– AVIC Shenzhen	84,660	–	(84,660)	–
– 控股公司	– Holding company	114,200	45,000	(114,200)	45,000
		322,569	405,032	(363,899)	363,702
計入其他負債 (附註36)	Included in other liabilities (Note 36)				
– 控股公司	– Holding company	881,340	650,000	(881,340)	650,000
– 中航深圳	– AVIC Shenzhen	125,000	–	(25,000)	100,000
		1,006,340	650,000	(906,340)	750,000
計入借款 (附註33)	Included in borrowings (Note 33)				
– 中航工業 同系附屬公司	– Fellow subsidiaries of Aviation Industry	1,426,521	2,424,872	(1,002,467)	2,848,926

53 重大關聯方交易 (續)

(d) 給予關聯方的貸款

		本集團 Group			二零一四年 2014
		二零一三年 2013	新增 Additions	償還 Repayment	人民幣千元 RMB'000
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
		(經重列) (Restated)			
計入其他應收款項 (附註24(b))	Included in other receivables (Note 24(b))				
— 聯營公司	— Associates	189,948	5,186	(58,404)	136,730
— 中航工業 同系附屬公司	— Fellow subsidiaries of Aviation Industry	39,874	1,145,161	(12,623)	1,172,412
		229,822	1,150,347	(71,027)	1,309,142

53 SIGNIFICANT RELATED PARTY TRANSACTIONS (continued)

(d) Loan to related parties

54 報告期後事項

出售一間聯營公司

北京公司原先持有其聯營公司中航泰州船舶重工有限公司(「中航泰州公司」)45%權益，賬面值為人民幣84,124,000元。於二零一四年十二月二十五日，北京公司將其持有的中航泰州公司權益提交北京產權交易所(「北京產權交易所」)作投標，標價為人民幣91,811,000元。於二零一五年一月二十九日，中航泰州公司控股公司泰州口岸船舶有限公司(「泰州公司」)與北京公司訂立協議，並行使優先購買權以人民幣91,811,000元的價格收購北京公司於中航泰州公司持有的45%權益。

54 EVENTS AFTER THE REPORTING PERIOD

Disposal of an associate

Beijing Company originally held 45% interests of Taizhou CATIC Shipbuilding Heavy Industry Limited (「中航泰州船舶重工有限公司」) (「CATIC Taizhou Company」), an associate of Beijing Company with carrying amount of RMB84,124,000. On 25 December 2014, Beijing Company put the interests of CATIC Taizhou Company to China Beijing Equity Exchange (「北京產權交易所」) (「CBE」) for bidding, the bidding price was RMB91,811,000. On 29 January 2015, Taizhou Kou'an Shipbuilding Co., Ltd (「泰州口岸船舶有限公司」) (「Taizhou Company」), the holding company of CATIC Taizhou Company, entered into an agreement with Beijing Company and executed the pre-emption right to acquire the 45% interests of CATIC Taizhou Company held by Beijing Company at a price of RMB91,811,000.



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