



中國鎳資源
CHINA NICKEL RESOURCES

中國鎳資源控股有限公司
CHINA NICKEL RESOURCES HOLDINGS COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock code 股份代號：02889



資源有限
責任無限

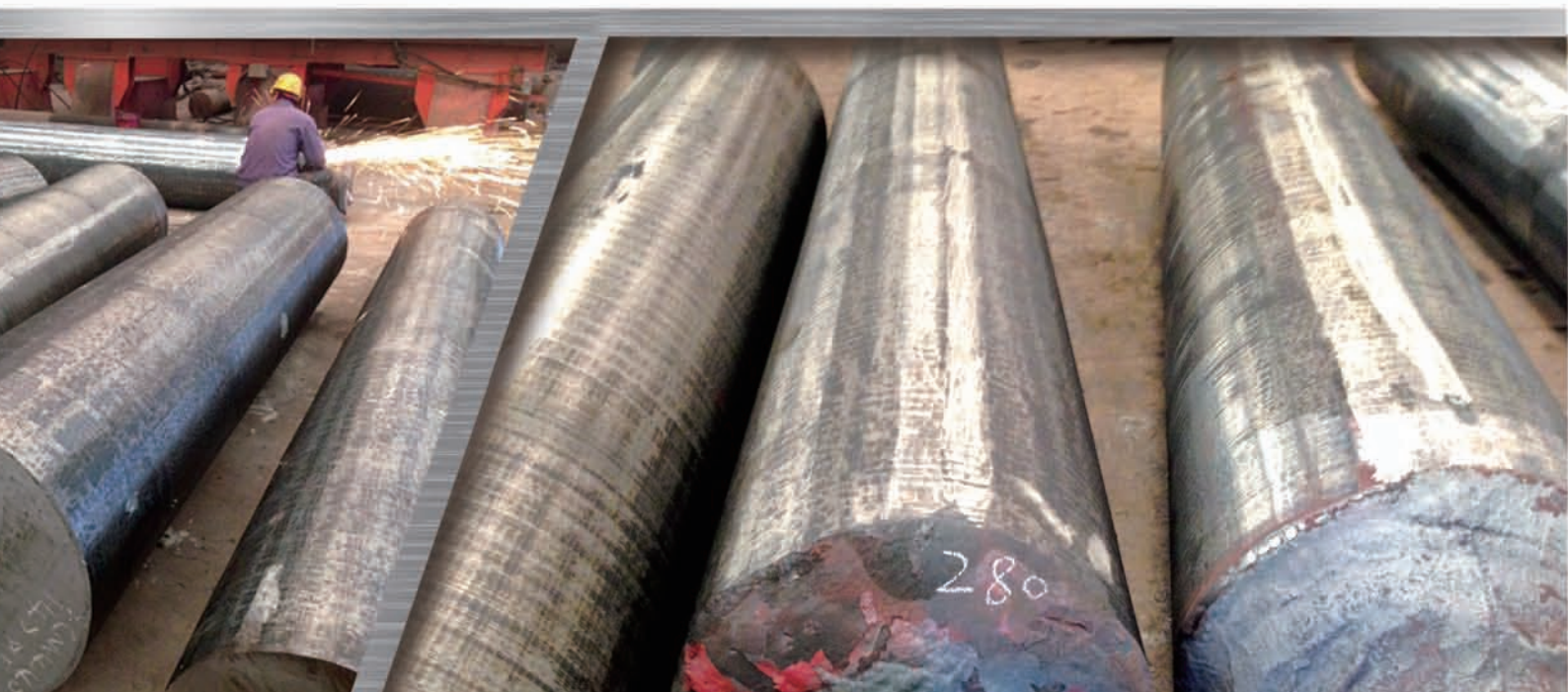
2014
ANNUAL REPORT
年度報告

CHINA NICKEL RESOURCES

China Nickel Resources is a leading integrated hi-tech special steel, non-ferrous metal and mineral enterprise in the People's Republic of China (the "PRC"). The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited ("Stock Exchange") in 2005 (stock code: 2889.HK) and is the first non-state-owned mineral-resources exploration, development, and processing enterprises, and is the first hi-tech special steel producer in the PRC listed abroad. Our businesses are now vertically integrated from mining to ferrous and non-ferrous metal production. We have successfully transformed from a traditional special steel manufacturer to a leading integrated mineral-resources exploration and processing enterprise in the PRC. Our businesses include ore trading, ore processing, ferrous and non-ferrous metallurgy. Our products have been extended to stainless steel, tool steel, bearing steel, gearing steel, and high strength alloy steel; and these products are widely used in metallurgy, automobile, ship-building, petrochemical, buildings, bridges, railway transportation and infrastructures. The Group has successfully developed a number of innovative and patented technologies. For example, we used our own technology to extract valuable metals from the multi-element low-grade ore; which is able to produce high strength and high-value-added NiCr based alloy steel products from inferior ore resources. The Group capitalises on its own exclusive offtake right on mineral resources and technological advantages to enter into the mineral resources and ore processing industries. With the long-term exclusive offtake agreement entered into with an Indonesia mine, the Group is actively expanding in the PRC and overseas and is seeking iron and nickel mine investment and partnership opportunities in Southeast Asia. Currently, the Group has subsidiaries and offices in the PRC, Hong Kong, Singapore, and Indonesia with a global workforce of about 900 people.

中國鎳資源

中國鎳資源為中華人民共和國(「中國」)一家領先的高科技特鋼、有色金屬及礦業綜合企業。公司於二零零五年在香港聯合交易所有限公司(「聯交所」)主板上市(股份代號：2889.HK)，是中國第一家非國有礦產資源勘探、開發和加工企業；也是中國第一家在境外上市的高科技特鋼生產商。集團現已形成從採礦到黑色和有色金屬冶金的垂直整合，由傳統的特鋼生產商成功轉型為中國領先的礦產資源勘探和加工綜合企業；業務包括礦石貿易、礦石加工、黑色以及有色金屬冶金；產品品種已擴展至不銹鋼、工模具鋼、軸承鋼、齒輪鋼及高強度合金鋼，該等產品廣泛應用於冶金、汽車、造船、石化、建築、橋樑、鐵路交通、和大型裝備。集團也成功研發多項創新和專利技術，例如從多元素低品位共生礦中提取有價金屬；並利用劣質礦資源產出高附加價值的含鎳鉻成份的高強度合金鋼產品。集團依托自身的礦產資源獨家採礦權和技術優勢進入礦產資源和礦石加工行業。透過與印尼一個礦場訂立的長期獨家採購協議，集團正在中國和海外積極擴展，並在東南亞地區尋找鐵、鎳礦山的投資及合夥機會。目前，集團在中國、香港、新加坡及印尼均設有附屬公司及辦事處；全球員工約900人。





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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Dong Shutong (*Chairman and Chief Executive Officer*)

Mr. Wang Ping (*Deputy Chief Executive Officer*)

(Appointed on 10 October 2014)

Mr. Yin Sheping (*Deputy Chief Executive Officer*)

(Appointed on 10 October 2014)

Mr. Chiang Shyh yi (*Deputy Chief Executive Officer*)

(Resigned on 1 June 2014)

Mr. Dong Chengzhe (*Deputy Chief Executive Officer*)

Mr. Song Wenzhou

Mr. Yang Fei

Non-executive Director

Mr. Yang Tianjun

Independent Non-executive Directors

Mr. Bai Baohua

Mr. Huang Changhuai

Mr. Wong Chi Keung

Mr. Fahmi Idris

AUDIT COMMITTEE

Mr. Wong Chi Keung (*Committee Chairman*)

Mr. Huang Changhuai

Mr. Bai Baohua

REMUNERATION COMMITTEE

Mr. Huang Changhuai (*Committee Chairman*)

Mr. Dong Shutong

Mr. Bai Baohua

Mr. Wong Chi Keung

NOMINATION COMMITTEE

Mr. Dong Shutong (*Committee Chairman*)

Mr. Bai Baohua

Mr. Huang Changhuai

Mr. Wong Chi Keung

COMPANY SECRETARY

Mr. Chan Yee Lok (Resigned on 26 April 2014)

Mr. Choi Kwok Keung Sanvic (Appointed on 3 June 2014)

AUTHORISED REPRESENTATIVES

Mr. Dong Shutong

Mr. Yang Fei

REGISTERED OFFICE

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

HEAD OFFICE IN HONG KONG

Room 3501, 35th Floor

China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Sheung Wan

Hong Kong

董事會

執行董事

董書通先生(主席兼總裁)

王平先生(副總裁)

(於二零一四年十月十日獲委任)

尹社平先生(副總裁)

(於二零一四年十月十日獲委任)

蔣士宜先生(副總裁)

(於二零一四年六月一日辭任)

董鉞喆先生(副總裁)

宋文州先生

楊飛先生

非執行董事

楊天鈞先生

獨立非執行董事

白葆華先生

黃昌淮先生

黃之強先生

法米先生

審核委員會

黃之強先生(委員會主席)

黃昌淮先生

白葆華先生

薪酬委員會

黃昌淮先生(委員會主席)

董書通先生

白葆華先生

黃之強先生

提名委員會

董書通先生(委員會主席)

白葆華先生

黃昌淮先生

黃之強先生

公司秘書

陳貽焯先生(於二零一四年四月二十六日辭任)

蔡國強先生(於二零一四年六月三日獲委任)

授權代表

董書通先生

楊飛先生

註冊辦事處

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

香港總辦事處

香港

上環

干諾道中168-200號

信德中心

招商局大廈

35樓3501室

Corporate Information

公司資料

PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 7, Block F
Runhua Business Garden
No. 24 Jinshui Road, Jinshui District
Zhengzhou City, Henan Province
The PRC 450012

AUDITOR

PricewaterhouseCoopers

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL BANKERS

Hong Kong:

China CITIC Bank International Limited
Shanghai Commercial Bank Ltd.
Pudong Development Bank Co. Ltd.
The Hongkong and Shanghai Banking Corporation Limited

The PRC:

China CITIC Bank Corporation Limited
Pudong Development Bank Co. Ltd.
China Guangfa Bank Co., Ltd.
Bank of Jiangsu Co., Ltd.

Singapore:

Citibank Singapore Limited
The Hongkong and Shanghai Banking Corporation Limited
DBS Bank Limited
China CITIC Bank International Limited

WEBSITE

ir.cnrholdings.com

STOCK CODE

02889

中國主要營業地點

中國河南省
鄭州市金水區金水路24號
潤華商務花園F座7號
郵編450012

核數師

羅兵咸永道會計師事務所

股份過戶登記總處

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

股份過戶登記處香港分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17M樓

主要往來銀行

香港：

中信銀行(國際)有限公司
上海商業銀行有限公司
上海浦東發展銀行股份有限公司
香港上海滙豐銀行有限公司

中國：

中信銀行股份有限公司
上海浦東發展銀行股份有限公司
廣發銀行股份有限公司
江蘇銀行股份有限公司

新加坡：

花旗銀行新加坡有限公司
香港上海滙豐銀行有限公司
星展銀行有限公司
中信銀行(國際)有限公司

網站

ir.cnrholdings.com

股份代號

02889

Five-Year Financial Summary

五年財務概要

SUMMARY FINANCIAL INFORMATION

A summary of the published results and of the assets, liabilities and non-controlling interests of China Nickel Resources Holdings Company Limited (the "Company") and its subsidiaries (hereinafter collectively referred as to the "Group") for the last five financial years prepared on the basis set out in the note below is as follows:

財務資料概要

中國鎳資源控股有限公司(「本公司」)及其附屬公司(以下統稱「本集團」)於過去五個財政年度依據下文附註所載基準編製之已公佈業績、資產、負債及非控股權益，概要如下：

Results

業績

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Revenue	收益	336,403	1,635,170	1,810,036	3,114,804	1,774,127
Cost of sales	銷售成本	(501,897)	(1,664,620)	(1,656,057)	(2,718,530)	(1,578,579)
Gross (loss)/profit	(毛損)/毛利	(165,494)	(29,450)	153,979	396,274	195,548
Other gains/(loss), net	其他收益/(虧損) 淨額	18,855	49,477	(100,414)	180,356	84,187
Selling and distribution costs	銷售及分銷成本	(10,036)	(5,196)	(19,225)	(52,109)	(26,946)
Administrative expenses	行政開支	(176,980)	(284,672)	(243,040)	(155,727)	(169,146)
Finance income	融資收入	145,079	17,735	20,546	11,767	9,510
Finance costs	融資成本	(559,261)	(280,927)	(356,547)	(246,868)	(104,470)
Other expenses	其他開支	(36,740)	(67,737)	(10,981)	(18,639)	(31,982)
Gain on disposal of a subsidiary	出售一間附屬公司之盈利	-	-	675,291	-	-
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損	(597,392)	(726,185)	(151,883)	-	(4,937)
Provision for impairment of loan to an associate	貸款予一間聯營公司之減值撥備	(56,975)	-	-	-	-
Share of (loss)/profit of an associate	應佔一間聯營公司(虧損)/溢利	(26,474)	(13,508)	851	4,230	21,613
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(1,465,418)	(1,340,463)	(31,423)	119,284	(26,623)
Income tax credit/(expense)	所得稅抵免/(開支)	11,205	(25,043)	(248,293)	(38,181)	29,584
(Loss)/profit for the year	年度(虧損)/溢利	(1,454,213)	(1,365,506)	(279,716)	81,103	2,961
Attributable to:	屬於：					
Equity holders of the Company	本公司權益持有人	(1,453,133)	(1,366,411)	(278,301)	79,856	1,695
Non-controlling interests	非控股權益	(1,080)	905	(1,415)	1,247	1,266
		(1,454,213)	(1,365,506)	(279,716)	81,103	2,961
Dividends	股息	-	-	23,043	-	4,588

Five-Year Financial Summary

五年財務概要

Assets, Liabilities and Non-controlling Interests

資產、負債及非控股權益

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Total assets	總資產	5,367,597	6,316,918	7,824,022	8,151,068	8,276,075
Total liabilities	總負債	3,973,220	3,498,941	3,819,426	3,721,760	3,761,591
Non-controlling interests	非控股權益	8,465	9,450	18,905	150,004	141,699
Net assets	淨資產	1,394,377	2,817,977	4,004,596	4,429,308	4,514,483

Note:

The consolidated results of the Group for the years ended 31 December 2010, 2011, 2012 and 2013 are extracted from the Annual Report 2010, 2011, 2012, and 2013 of the Company respectively (as restated from RMB to HK\$) while those for the year ended 31 December 2014 were prepared based on the consolidated income statement and consolidated statement of financial position as set out on page 69 and pages 71 to 73, respectively. This summary does not form part of the audited financial statements.

附註：

本集團於截至二零一零年、二零一一年、二零一二年及二零一三年十二月三十一日止年度之綜合業績乃分別摘錄自本公司二零一零年、二零一一年、二零一二年及二零一三年年度報告（並由人民幣重列為港幣），而截至二零一四年十二月三十一日止年度之綜合業績乃分別基於第69頁及第71頁至第73頁之綜合收益表及綜合財務狀況表編製。此概要並不構成經審核財務報表之一部分。

Corporate Responsibility

企業責任

UNLIMITED COMMITMENT WITH LIMITED RESOURCES

It is the responsibility of an enterprise to utilise limited resources in an efficient way and protect the environment with dedication and creativity. Aiming to fulfil unlimited commitment with limited resources, the Group has devoted efforts in the research and development of new and green technologies and products in order to realise the targets of high recovery rate, low emission as well as resources recycling with effective and comprehensive use of resources. The management believes that the Group is able to bring satisfactory economic returns for the investors through proper use of limited resources.

資源有限 責任無限

企業有責任盡力及有創意地善用有限資源及保護環境。本集團過去一直秉承「資源有限 責任無限」這一信念，專注於研發嶄新環保的技術和產品，務求實現對資源的高效綜合利用，以達到高回收率、低排放量及資源再生使用等目標。管理層相信，本集團能透過善用有限資源為投資者帶來滿意的經濟回報。

Recognition and Awards

榮譽及獎項

AWARD 獎項



- Best Managed Company in Asia (Metals & Mining) 2013 from Euromoney
- 《Euromoney》二零一三年「亞洲最佳管理公司(金屬及礦產行業)」
- Singapore 1000 Company 2012 from DP Information Group
- DP資訊集團「新加坡1000強·2012」
- The Asset Triple A Awards — The China's Most Promising Companies in Mining 2011 from the Asset
- 《財資》二零一一年度「最具潛力中國礦產企業」

RECOGNITION 榮譽



- Certification for exporting and selling steel bar products in Indonesia
- 於印尼出口及銷售鋼筋產品之證書

Chairman's Statement
主席報告書

Striving for
Better Achievement
精益求精 自強不息



董書通
Dong Shutong

主席兼總裁
Chairman & CEO

Chairman's Statement

主席報告書

Dear Shareholders,

I am pleased to present the Annual Report of the Company for the year ended 31 December 2014 and extend my gratitude to all the shareholders on behalf of the Board of China Nickel Resources Holdings Company Limited.

REVIEW

2014 continues a challenging year full of uncertainties for both the market and the Group. The over-supply situation had not fundamentally improved amid the increasingly fierce competition from similar products in the steel market. As a result, the gross profit margin of iron and steel products remained thin.

During the year, the steel price was persisting weak. Together with the Export Ban which was implemented in early 2014 by the relevant governmental authorities of Indonesia has continuously casted significant doubt on the Group's financial performance and cash flows position in 2015.

Being the largest emerging economy in the world, the economic-growth of China was slowing down in recent years, thus economic stimulus policies may be launched in order to maintain the objective of steady growth. There was also a sign of slowdown of China's economy that the demand for the iron and steel in China in 2014 was sluggish. The steel-making business continued to be hindered by over-supply issue and the structural reform of China's economy. Prices of steel products also dropped significantly as a result of the steel manufacturers cut their inventory level.

The above unfavourable factors continuously brought substantial negative impacts to the Group's future operational and financial performance. During the year ended 31 December 2014, the Group's turnover dropped dramatically when compared with last year and the Group recorded a substantial loss mainly due to the significant provision for impairment losses of property, plant and equipment and prepaid land lease payments of HK\$597.4 million.

列位股東：

本人謹代表中國鎳資源控股有限公司董事會欣然提呈本公司截至二零一四年十二月三十一日止年度之年度報告，並向各股東致意。

回顧

對於市場及本集團而言，二零一四年仍然充滿挑戰及不確定性。鋼鐵市場面對來自類近產品的競爭日趨激烈，導致供應過剩問題並無實質改善。因此，鋼鐵產品的毛利率依然菲薄。

年內，鋼鐵價格持續低迷，加上印尼有關政府部門於二零一四年初實施的出口禁運，繼續使本集團二零一五年的財務業績和現金流狀況受到嚴重質疑。

中國乃全球最大新興經濟體，惟近年增長放緩，故有可能推行振興經濟政策以維持穩定增長。二零一四年中國經濟放緩，對鋼鐵產品的需求繼續疲弱。鋼鐵行業仍然受產能過剩和中國經濟結構性改革的雙重影響。由於生產廠商致力降低庫存，亦導致鋼鐵產品價格大跌。

上述種種不利因素繼續對集團的未來營運和財務表現造成重大不利影響。截至二零一四年十二月三十一日止年度，集團的銷售額較去年大幅下降，並錄得了重大虧損，其中主因是就物業、廠房及設備及預付土地租賃款項作出597.4百萬港元之減值撥備。

Chairman's Statement

主席報告書

Although the financial results of the Group recorded unexpectedly substantial loss due to the above-mentioned reasons, the Group had completed the innovation on the new “high-strength steel” product in the second half of the year 2014 which can be applied to bridge construction, offshore oil platform construction, marine construction, ship construction, power transmission engineering and marine transport facilities. The Company believes that the “high-strength steel” product can contribute substantially to the Group’s future operating profits upon the exploration and development of the new “high-strength steel” products in the PRC’s steel market in the near future. The Group will also actively explore the promotion of the high-end alloy, bearing steel and stainless steel products catering for household, photovoltaic and animal husbandry uses etc., which will generate higher margin with lesser impact affected by macro economy.

PROSPECTS

We expect the economy of China will continue its healthy growth trend and the demand and profitability of our steel products will rebound in future.

In a longer term, we expect China will continue its modernisation and urbanisation that the demand of high quality steel products for public infrastructure and equipment manufacturing will increase steadily. This definitely will bring enormous business opportunities for our Group.

We believe that after the technology industrialisation and modernization of steel products, the Group will have a stronger competitive advantage in the industry.

Also, we are considering and seeking for any possible alternatives and financing sources to facilitate the development of the Indonesia project, that is, for building up steel mills in Indonesia in the foreseeable future.

I have confident to achieve our restated performance targets through the cooperation with all staff to bring fruitful returns to our shareholders.

Dong Shutong
Chairman & CEO

Hong Kong, 31 August 2015

儘管因上述原因導致本集團錄得超乎預期之重大虧損，本集團於二零一四年下半年完成新「高強鋼材」產品之改進，其可應用於橋樑建設、海上石油平台建設、海上建築、船舶建造、輸電工程及海洋運輸設備。本公司相信，當全新「高強鋼材」產品於不久將來在中國鋼鐵市場有所開拓發展後，其將大大有助本集團之未來經營溢利。本集團亦將積極研究推廣生產高檔合金鋼、軸承鋼以及適合家居、光伏以及畜牧業用途的不銹鋼產品，此類產品利潤更高，受宏觀經濟的影響也較小。

未來展望

我們預計中國經濟將持續健康成長，對於集團鋼鐵產品的需求也將反彈。

長遠而言，我們預計中國將繼續走現代化及城鎮化之路向，公共基礎設施和裝備製造業因而會穩步增長，進而帶動對高品質鋼鐵產品的需求。這無疑會為集團帶來龐大商機。

我們深信，完成鋼材技術產業化和現代化後，集團在業內將穩佔更大競爭優勢。

此外，我們現正考慮及尋求任何潛在替代方案及融資來源，以促進印尼項目發展（即於可見未來在印尼建立鋼鐵廠）。

本人有信心集團憑藉萬眾一心可達成業績目標，為股東創造豐厚回報。

主席兼總裁
董書通

香港，二零一五年八月三十一日



Maintain & Focus On
Cost Controls In The Coming Years
降低生產成本 未來發展重點

Management Discussion
And Analysis
管理層討論與分析



Management Discussion and Analysis

管理層討論與分析

		For the year ended 31 December	
		截至十二月三十一日止年度	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue	收益	336,403	1,635,170
Gross Loss	毛損	(165,494)	(29,450)
Loss before Interest, Tax, Depreciation and Amortisation [#]	除利息、稅項、 折舊及攤銷前之虧損 [#]	(329,069)	(80,049)
Loss before Tax	除稅前虧損	(1,465,418)	(1,340,463)
Loss Attributable to Equity Holders of the Company	本公司權益持有人應佔虧損	(1,453,133)	(1,366,411)
Gross Loss Margin	毛損率	(49.2%)	(1.8%)
LBITDA Margin	LBITDA 率	(97.8%)	(4.9%)

[#] Loss before Interest, Tax, Depreciation and Amortisation ("LBITDA") also excluded impairment losses of property, plant and equipment and prepaid land lease payments of HK\$597.4 million (2013: HK\$746.9 million).

[#] 除利息、稅項、折舊及攤銷前虧損（「LBITDA」）亦不包括物業、廠房及設備以及預付土地租賃付款的減值虧損 597.4 百萬港元（二零一三年：746.9 百萬港元）。

OPERATING ENVIRONMENT ANALYSIS

Impact of Export Ban

The business of the Group has been severely affected by an export ban since 12 January 2014.

Pursuant to the relevant regulations promulgated in Indonesia, unprocessed ore export by mining business licence holders in Indonesia ("IUP Holders") has been banned from 12 January 2014 onwards unless the IUP Holders have carried out processing and refining domestically according to Government Regulation No. 23 of 2010 regarding implementation of activities of business of minerals and coal mining and have conducted refining and smelting in accordance with Law No. 4 of 2009 regarding minerals and coal mining ("Export Ban").

The Group purchases ores for both trading of limonitic ore business and self-use manufacturing of iron and steel products. In the past few years, the Group enjoyed fixed price in ore supply through an exclusive offtake agreement ("EOA").

After the Export Ban, the ore trading business, which contributed 91% of revenue to the Group in 2013, was completely suspended. The turnover from ore trading business shrank 96.5% from HK\$1,493.9 million in 2013 to HK\$52.1 million in 2014.

經營環境分析

出口禁運的影響

本集團業務因一項於二零一四年一月十二日起實施的出口禁運而受到沉重打擊。

根據印尼頒佈的相關規例，印尼採礦業務牌照持有人（「IUP 持有人」）的未經處理礦石出口於二零一四年一月十二日起被禁止，惟 IUP 持有人已按二零一零年政府規例第 23 號（有關開採礦物及煤業務活動實施）在當地進行處理及提煉，並且已按二零零九年法例第 4 號（有關開採礦物及煤）進行提煉及冶煉則另作別論（「出口禁運」）。

本集團購入礦石以供褐鐵礦石貿易業務及生產鋼鐵製品自營業務之用。過去數年，本集團藉一份獨家採購協議（「獨家採購協議」）受惠於以固定價格取得礦石供應。

出口禁運實施後，於二零一三年佔本集團收益 91% 之礦石貿易業務已完全停頓。來自礦石貿易業務的營業額由二零一三年 1,493.9 百萬港元萎縮 96.5% 至二零一四年的 52.1 百萬港元。

Management Discussion and Analysis

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Besides the direct impact on the ore trading business, the Export Ban also adversely affected the manufacturing of iron and steel products. Without ore supply in stable price under the EOA, the Group had to purchase the ores from the PRC market with volatile ore price fluctuation which affected the cost of manufacturing of the iron and steel products.

Operating environment in 2014

In 2014, the PRC's steel market continued to be negatively affected by the over-supply and the persisting weak steel price under fierce competition in the steel market. As a result, the sales of iron and steel products recorded gross loss during the year.

We remain pessimistic about the steel market in the PRC in the short term due to the continuation of over-supply and the persisting weak steel price under fierce competition in the steel market. We expect the prices of iron and steel products will not have significant rebound in the near future. However, in the long term, we expect the global economy will gradually recover and the economy of the PRC will maintain its healthy growth trend. Going forward, domestic market in the PRC will become quality-oriented, which will impose higher requirements on products in terms of environmental-friendliness, safety and durability, sustainability and recycling. We expect that the quantitative demand for high quality steel products will increase significantly in the long run, and product development will incline to the high-end market.

To capture these business opportunities, the Group has shifted to the production of high quality iron and steel products through the application of more environmental-friendly production method. Moreover, the Group completed the innovation on the new "high-strength steel" product in the second half of the year 2014 which can be applied to bridge construction, offshore oil platform construction, marine construction, ship construction, power transmission engineering and marine transport facilities. Despite the new "high-strength steel" products launching to the market is at very beginning stage, the Directors believe that the "high-strength steel" product can contribute substantially to the Group's future operating profits upon the successful exploration and development of the new "high-strength steel" products in the PRC's steel market in the near future.

However, as the current operating environment as a whole remains weak, the Directors have reviewed the recoverable amounts of the property, plant and equipment in the Group's plants in Zhengzhou and made an impairment loss of HK\$312.9 million in 2014.

除了對礦石貿易業務造成直接影響，出口禁運亦對鋼鐵製品生產業務造成負面影響。失去獨家採購協議下價格穩定的礦石供應後，本集團需要向中國市場採購礦石，由於市場價格相當波動，因而影響了鋼鐵製品的生產成本。

於二零一四年的營運環境

於二零一四年，由於鋼鐵市場競爭激烈，供應過剩問題持續以及鋼鐵價格持續疲軟，中國鋼鐵市場繼續受到不利影響。因此，鋼鐵製品的銷售於年內錄得毛損。

我們短期內仍對中國鋼鐵市場並不樂觀，原因為鋼鐵市場競爭激烈、供應過剩問題持續以及鋼鐵價格持續疲軟。我們預期鋼鐵產品的價格短期內不會有重大反彈。然而，長期而言，我們預期全球經濟將逐漸復甦，中國經濟亦會維持其健康增長趨勢。未來，中國國內市場將更著重質量，而對產品環保、安全及耐用、可持續及可回收方面要求更高。我們預期長遠內高質素鋼製品的需求將會大幅增長，產品的發展將趨向高端市場。

為抓住此等商機，本集團已逐步轉向生產高質素鋼鐵製品，並採用更環保的生產方法。此外，本集團已於二零一四年下半年完成新「高強鋼材」產品之改進，其可應用於橋樑建設、海上石油平台建設、海洋建築、船舶建造、輸電工程及海洋運輸設備。儘管向市場推出全新「高強鋼材」產品僅處於起步的階段，董事相信，待不久將來中國鋼鐵市場成功探索及開發出新「高強鋼材」產品的應用後，「高強鋼材」產品將大大有助本集團之未來經營溢利。

然而，由於現時整體的經營環境依舊嚴峻，董事已審閱本集團鄭州廠房之物業、廠房及設備之可收回金額，並於二零一四年作出減值撥備312.9百萬港元。

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BUSINESS REVIEW

Project Progress

In the PRC

Lianyungang City East Harvest Mining Company Limited, a wholly-owned subsidiary of the Company, has constructed a production plant to produce nickel fine powder. The first production line of the production plant started trial production in the second half year of 2012. The nickel fine powder can be treated as finished product for direct sales; alternatively, it can be treated in a blast furnace and possessed into nickel-iron alloy fluid, which becomes a high-quality raw material for the production of stainless steel. The Lianyungang plant applies low carbon metallurgical technology developed by the Group. Ordinary coal, rather than coke used in traditional process, is used in the reduction purification process, under which the consumption of carbon may decrease by up to 40%. In addition, the plant can utilise low grade nickel ore for production, the cost of which is much lower than that used in traditional production process. The project is highly recognised by the local government. Moreover, the plant is situated at the Lianyungang port and benefits from geographical advantages. Ores and other raw materials from overseas can be conveniently transported to the plant, largely reducing the inland transportation costs and logistics pressure.

Due to the Export Ban, the production of iron ores related products was affected substantially. The management has decided to suspend the production plan to a later period. Because of the Export Ban, the expected recoverable amount of the plant continually decreased since last year. As a result, the Directors made a provision for impairment of the property, plant and equipment of the plant amounted to HK\$249.7 million in 2014.

In Indonesia

PT. Mandan Steel, our wholly-owned subsidiary incorporated in Indonesia, is our future processing and manufacturing arm in overseas. PT. Mandan Steel is also recognised as a key iron and steel mill construction project of Indonesia with strong support from Indonesia central government, and offers manufacturing capability that is valuable considering the new mining regulations in Indonesia. The steel mill project will produce steel bar for concrete reinforcement to capture the market opportunities in Indonesia. This processing facility can save shipping fee, loading and unloading charges and inland port charges. The Stage 1 development is facilitated and based on the overall relocation of the equipment from Luoyang Yongan Special Steel Company Limited, a former wholly owned subsidiary of the Company. To ensure high quality, environmental protection, energy efficiency and low production cost, new equipment

業務回顧

項目進展

在中國

本公司全資附屬公司連雲港市東茂礦業有限公司已興建生產廠房，以生產鎳精粉。該生產廠房的首條生產線已於二零一二年下半年投入試生產。鎳精粉既可作完成品直接出售，亦可於高爐加工成鎳鐵合金液，成為生產不銹鋼的上乘原材料。連雲港廠房採用由本集團研發的低碳冶金技術。傳統提純還原工藝採用焦煤，但新技術下則採用普通煤從而可減少碳消耗量達40%。此外，該廠可利用低品位鎳礦石進行生產，成本遠低於傳統生產工藝所用之原料。該項目備受地方政府認同。再者，該廠位於連雲港港口，佔盡地利，來自海外的礦石及其他原材料運入廠時相當便捷，大大減低經內陸運輸的成本及物流壓力。

鐵礦石相關產品之生產明顯受出口禁運影響，管理層決定將生產計劃押後。由於出口禁運，廠房的預期可收回價值自去年起持續減少，故董事於二零一四年為廠房的物業、廠房及設備作出減值撥備249.7百萬港元。

在印尼

本公司在印尼註冊成立的全資附屬公司PT. Mandan Steel將成為本集團未來的海外加工及生產線。PT. Mandan Steel亦獲認定為印尼重點鋼鐵廠建設項目，得到印尼中央政府鼎力支持，且在印尼的新採礦規定下提供寶貴的產能。鋼鐵廠項目將生產鋼筋作加強混凝土之用，以抓緊印尼的市場機遇。此加工設施可節省船運成本、裝卸費用及內陸港口費用。第一階段發展會得助及建基於本公司前全資附屬公司洛陽永安特鋼有限公司設備的整體重新安置。為保證高質素、環保、能源效益及低生產成本，現有設備上會添置新設備，部分現有設施亦會修改。影響本集團的現金流量狀況的出口禁運頒佈後，加上本公司全資附屬公

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will be added to existing equipment and some existing facilities will be modified. After the Export Ban which affected our cash flow position together with the delay in disposal of 30% equity interest of S.E.A. Mineral Ltd. ("SEAM"), a wholly-owned subsidiary of the Company, the Group is seeking other financing sources to facilitate the development of the project. Management is currently negotiating with the relevant parties to facilitate the completion of the proposed disposal despite longer than expected time was spent as a result of the rapid changes in environment the SEAM operates in.

Business Development

Ore trading business

The Group purchases ores from Indonesia through the EOA at fixed price for self-use or for sale, and has started selling ores to third parties since the end of 2009. The ore trading business had a remarkable contribution to our profitability and cash flows in the past few years due to strong demand from the PRC customers.

After the Export Ban, the ore trading business of the Group has been suspended and it is anticipated that this will have a continuous significant negative impact on the financial and operating results of the Group.

It is possible that the relevant mining regulations in Indonesia may be amended but there is no guarantee that the Export Ban will be uplifted in near future.

The Directors are considering any possible alternatives, including but not limited to, co-operation with local enterprises for building up steel mills in Indonesia.

Steel-making operations

For the steel-making operations of the Group, both the sales volume and profit margins of stainless steel products and Ni-Cr alloy steel ingot continued to be low during the year as a result of over-supply under the intense competition on steel products market in the PRC. In addition, due to the Export Ban, the production plant of our Yongtong Special Steel Company Limited ("Yongtong Special Steel") suspended production during January 2014 to April 2014. This also led to low production and sales volume in 2014. Since early of May 2014, the Group's steel-making operations had resumed its production gradually. Also, due to the continuing weak demand in iron and steel market, the production suspended after long Chinese New Year holiday in the year of 2015. Since early July 2015, the Group's steel-making operations has been resumed gradually.

司南洋礦業有限公司(「南洋礦業」)的30%權益出售延期，本集團現正尋求其他融資來源以協助項目發展。儘管南洋礦業的經營環境出現急促變化，導致已耗費的時間比預期更多，管理層目前正與有關方面磋商，促使完成建議出售。

業務發展

礦石貿易業務

本集團透過獨家採購協議以固定價格由印尼購入礦石以供自用或銷售，並且已於二零零九年年末開始向第三方銷售礦石。因為中國客戶的需求強勁，礦石貿易業務於過往數年對我們的盈利能力及現金流有可觀貢獻。

在出口禁運後，本集團的礦石貿易業務已暫停。我們預期有關禁運將持續對本集團之財務及經營業績帶來重大負面影響。

印尼的相關採礦規例可能會有所修訂，但不保證出口禁運將於不久將來取消。

董事現正考慮任何潛在替代方案，包括但不限於與地方企業合作於印尼建立鋼鐵廠。

造鋼業務

就本集團的造鋼業務而言，不銹鋼產品及鎳鉻合金鋼錠的銷量及溢利率於年內均處低位，原因是中國鋼鐵產品市場競爭激烈、供應過剩。此外，由於出口禁運，本集團永通特鋼有限公司(「永通特鋼」)的生產廠房於二零一四年一月至二零一四年四月期間暫停生產，亦令二零一四年的產量及銷量偏低。自二零一四年五月初開始，本集團之造鋼業務已逐步恢復生產。此外，由於鋼鐵市場需求疲弱，生產於二零一五年農曆新年長假後暫停。自二零一五年七月初開始，本集團之造鋼業務已逐步恢復。

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While we expect the keen competition in the PRC's steel market will continue in 2015, the demand for steel products will gradually pick up. The Group is actively developing new high value-added steel products and identifying PRC and overseas markets with growth potentials to strengthen our product portfolio and reduce market concentration risk.

Financing Arrangement

As at 31 December 2014, the Group had net current liabilities of approximately HK\$2,358.3 million. The Group has been actively negotiating with PRC and overseas banks and institutional investors for new borrowings and renewal of existing borrowings when they fall due. During the year, the Group had successfully obtained bank and other borrowings of HK\$1,067.8 million to finance our operation and for repayment of our borrowings when they fell due.

In addition, based on the framework agreement with a potential investor for the disposal of 30% equity interest of SEAM, a wholly-owned subsidiary of the Group, the aggregate consideration will be approximately RMB900 million (equivalent to approximately HK\$1.1 billion). The transaction is still in progress due to the rapid change in operating and regulatory environment of our subsidiary, and the potential investor needs more time for conducting due diligence work.

Event of Default and Cross-Default Bonds

During the year and subsequent to the year end, the Group had default in payment of due interest and principal under the terms and conditions of the bonds, the default may trigger a cross-default in accordance with respective terms and conditions of the bonds. In such an event, DB Trustees (Hong Kong) Limited, in its respective capacities as trustee for the holders of the bonds is entitled to, amongst other things, accelerate the Company's obligations under the bonds and declare the outstanding principal amounts of the bonds to be immediately due and payable, together with outstanding interest and all other sums payable. As at the date of this report, DB Trustees (Hong Kong) Limited has not made any demand for immediate repayment of the 12% Coupon Senior Bonds, the 8% Coupon Convertible Bonds or the Modified 10% Coupon Bonds. As at the date of this report, (i) the principal amount of the 12% Coupon Senior Bonds of HK\$390,990,000 and the accrued interest of HK\$47,807,000 are outstanding; (ii) the principal amount of the 8% Coupon Convertible Bonds of HK\$117,525,000 and the accrued interest of HK\$10,407,000 are outstanding; and (iii) the principal amount of the Modified 10% Coupon Bonds of HK\$28,400,000 and the accrued interest of HK\$3,604,000 are outstanding.

儘管我們預期中國鋼鐵市場競爭激烈的情況於二零一五年仍會持續，鋼產品的需求將會逐步回復。本集團現正積極發展新的高增值鋼產品，並物色具增長潛力的中國及海外市場，以鞏固我們的產品組合，減低市場集中的風險。

融資安排

截至二零一四年十二月三十一日，本集團之流動負債淨額為約2,358.3百萬港元。本集團已與中國境內及海外銀行以及機構投資者積極磋商新借款及將到期的現有借款展期。年內，本集團已順利獲得1,067.8百萬港元之銀行貸款及其他借貸，以撥付本集團的經營資金及債務償還。

此外，按照本集團與準投資者訂立框架協議，將以代價總額約人民幣9億元（相當於約11億港元）出售本集團全資附屬公司南洋礦業30%權益。基於我們附屬公司的經營環境及監管環境急變，該交易仍在進行中，而準投資者需要更多時間進行盡職審查。

違約及交叉違約事件 債券

於年內及年結日後，本集團拖欠支付該等債券條款及條件項下之應付利息及本金。根據該等債券有關條款及條件，拖欠款項可能導致交叉違約。於此事件下，作為該等債券持有人之信託人，德意志信託(香港)有限公司因而有權(其中包括)加快本公司之該等債券欠款償還及宣佈債券之未償還本金、未償還利息及所有其他應付金額到期及立即清還。於本報告日期，德意志信託(香港)有限公司尚未要求立即清還12%票面息優先債券、8%票面息可換股債券或經修訂的10%票面息債券。於本報告日期，(i) 12%票面息優先債券之未償還本金為390,990,000港元及應計利息為47,807,000港元；(ii) 8%票面息可換股債券未償還本金為117,525,000港元及應計利息為10,407,000港元；及(iii) 經修訂的10%票面息債券未償還本金為28,400,000港元及應計利息為3,604,000港元。

Management Discussion and Analysis

管理層討論與分析

Bank Loans

CITIC Loan

Under the terms and conditions of the bank loan from China CITIC Bank International Limited (“CITIC Bank”) to the Company (the “CITIC Loan”), payment of the interest in respect of one of the CITIC Loan in the amount of US\$96,000 (equivalent to approximately HK\$745,000) has fallen due and was payable on 12 January 2015. The Company did not repay the above interest.

On 14 January 2015, the Company received a demand letter from the CITIC Bank demanding settlement of all the outstanding principal amount of US\$25,616,000 (equivalent to approximately HK\$198,708,000) together with accrued interests, other charges and any amount due to the CITIC Bank (“Full Outstanding Amount of CITIC Loan”) thereon in full on or before 22 January 2015. Since the Company did not repay the Full Outstanding Amount of CITIC Loan by 22 January 2015, the CITIC Bank is entitled to lodge their claims against the covering standby letters of credit issued by China CITIC Bank Corporation Limited, as a security of the CITIC Loan.

Under the terms and conditions of the CITIC Bank, the principal in the amount of US\$12,516,000 (equivalent to approximately HK\$97,078,000) has fallen due and was payable on 6 July 2015. Since the Company did not repay the above principal, on 6 July 2015, the CITIC Bank lodged and has completed its claims against the covering standby letter of credit issued by China CITIC Bank Corporation Limited, as a security of the CITIC Loan fully backed up by the pledged deposit of the Group, for the outstanding principal amount of US\$12,516,000 (equivalent to approximately HK\$97,078,000) together with accrued interests, other charges and any amount due to the CITIC Bank thereon in full.

Up to the date of approval of the consolidated financial statements, CITIC Bank has not lodged its claims against the securities in respect of the remaining outstanding CITIC Loan with principal amount of US\$13,100,000 (equivalent to approximately HK\$101,630,000), that is, the stand-by letters of credit issued by China CITIC Bank Corporation Limited fully backed up by the pledged deposit of the Group. The remaining outstanding principal has not been settled and the interest rate swap contracts entered between CITIC Bank and the Company remain effective with no loss incurred.

銀行

中信貸款

根據中國中信銀行(國際)有限公司(「中信銀行」)向本公司借出之銀行貸款(「中信貸款」)之條款及條件，其中一筆中信貸款利息金額為96,000美元(相等於約745,000港元)已於二零一五年一月十二日到期應付。本公司並無支付上述利息。

於二零一五年一月十四日，本公司已接獲一封由中信銀行發出之催還信件，要求本公司於二零一五年一月二十二日或之前全數償還所有未償還本金共25,616,000美元(相等於約198,708,000港元)連同應計利息、其他費用及任何尚欠中信銀行之金額(「中信貸款未償還全額」)。由於本公司並無於二零一五年一月二十二日前償還中信貸款未償還全額，中信銀行有權就中信銀行股份有限公司發出作為中信貸款抵押品之相關備用信用狀提出申索。

根據中信銀行之條款及條件，本金12,516,000美元(相等於約97,078,000港元)已於二零一五年七月六日到期應付。由於本公司並無償還上述本金，於二零一五年七月六日，中信銀行已就未償還本金12,516,000美元(相等於約97,078,000港元)連同其應計利息、其他費用及任何尚欠中信銀行之全數金額向發出相關備用信用狀之中信銀行股份有限公司提出及完成申索。該備用信用狀為相關中信貸款抵押品，並全數獲本集團已抵押存款支持。

截至綜合財務報表批准日期，中信銀行並未針對餘下本金為13,100,000美元(相等於約101,630,000港元)之未償還中信貸款涉及之抵押品提出索償，即中信銀行股份有限公司發出並全數獲本集團已抵押存款支持之備用信用狀。餘下未償還本金尚未獲清償，而中信銀行與本公司簽訂之利率掉期合約維持有效，亦未有導致損失。

Management Discussion and Analysis

管理層討論與分析

SCB Loan

Under the terms and conditions of the bank loan facility letters from Shanghai Commercial Bank Limited (the “SCB”) to the Company (the “SCB Loan”), payment of the interest in respect of one of the SCB Loan in the amount of US\$100,000 (equivalent to approximately HK\$775,000) has fallen due and was payable on 12 January 2015. The Company did not to repay the above interest.

On 14 January 2015, the Company received a demand letter from the SCB demanding settlement of all the outstanding principal amount of US\$15,650,000 (equivalent to approximately HK\$121,386,000) together with accrued interests, other charges and any amount due to the SCB (“Full Outstanding Amount of SCB Loan”) thereon in full on or before 22 January 2015. Otherwise the SCB would be entitled to lodge their claims against the covering standby letters of credit issued by Bank of Jiangsu Company Limited, as a security of the SCB Loan.

The Company did not repay SCB the Full Outstanding Amount of SCB Loan by 22 January 2015. As a result, on 26 January 2015, the SCB lodged and has completed its claims against the securities, and the Full Outstanding Amount of SCB Loan has been fully offset by the pledged deposit of the Group.

SPD Loan

On 26 January 2015, the Company received a demand letter from Shanghai Pudong Development Bank Co., Ltd. (“SPD”) in relation to the bank loan facility and interest rate swap facility granted to the Company by SPD.

On 5 February 2015, the Company did not repay SPD all the outstanding principal, accrued interests and the break funding cost due by the Company to SPD (“Full Outstanding Amount of SPD Loan”). As a result, the SPD lodged and has completed its claims for the Full Outstanding Amount of SPD Loan against the securities, that is, the irrevocable and unconditional letters of guarantee issued by the SPD Zhengzhou Branch fully backed up by the pledged deposit of the Group. The Full Outstanding Amount of SPD Loan has been fully offset by the pledged deposit of the Group.

The transactions under the interest rate swap contracts entered between the SPD and the Company was terminated immediately.

上商貸款

根據上海商業銀行有限公司(「上商銀行」)向本公司發出之銀行貸款(「上商貸款」)之條款及條件，其中一筆上商貸款利息金額為100,000美元(相等於約775,000港元)已於二零一五年一月十二日到期及應付。本公司並無支付上述利息。

於二零一五年一月十四日，本公司已接獲一封由上商銀行發出之催還信件，要求本公司於二零一五年一月二十二日或之前全數償還所有未償還本金共15,650,000美元(相等於約121,386,000港元)連同應計利息、其他費用及任何尚欠上商銀行之金額(「上商貸款未償還全額」)。否則上商銀行將有權就江蘇銀行股份有限公司發出作為上商貸款抵押品之相關備用信用狀提出申索。

本公司並未於二零一五年一月二十二日前向上商銀行償還上商貸款未償還全額。因此，於二零一五年一月二十六日，上商銀行已就有關抵押品提出及完成申索，而上商貸款未償還全額已透過本集團之已抵押存款完全抵銷。

浦發貸款

於二零一五年一月二十六日，本公司接獲一封由上海浦東發展銀行股份有限公司(「浦發銀行」)發出之催還信件，其內容有關浦發銀行授予本公司之銀行貸款授信額度及利率掉期授信額度。

於二零一五年二月五日，本公司未有向浦發銀行償還所有本公司尚欠浦發銀行之未償還本金、應計利息及資金成本費用(「浦發貸款未償還全額」)。因此，浦發銀行已就浦發貸款未償還全額向發出不可撤回及無條件之擔保狀之浦發銀行鄭州分行提出及完成申索。擔保狀為相關浦發貸款抵押品，並全數獲本集團已抵押存款支持。浦發貸款未償還全額已透過本集團之已抵押存款完全抵銷。

浦發銀行與本公司簽訂之利率掉期合同下之交易已立即被終止。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW

Turnover and sales volume

Major products of the Group were stainless steel products, Ni-Cr alloy steel ingot, ferro-nickel alloys and limonitic ores. The table below sets out the turnover and sales volume of our products for the years indicated:

Turnover

財務回顧

營業額及銷量

本集團之主要產品為不銹鋼產品、鎳鉻合金鋼錠、鎳鐵合金及褐鐵礦。下表載列本集團產品於所示年度之營業額及銷量：

營業額

		For the year ended 31 December			
		2014		2013	
		二零一四年		二零一三年	
		HK\$'000	%	HK\$'000	%
		千港元	%	千港元	%
Mineral Resources:	礦物資源：				
Limonitic ores	褐鐵礦	52,111	16%	1,493,930	91%
Iron and Steel Products:	鋼鐵製品：				
Stainless steel products	不銹鋼產品	171,913	51%	19,446	1%
Ferro-nickel alloy steel ingot and others	鎳鐵合金及其他	62,044	18%	42,277	3%
Ni-Cr alloy steel ingot	鎳鉻合金鋼錠	50,335	15%	79,517	5%
Total	總計	336,403	100%	1,635,170	100%

Management Discussion and Analysis

管理層討論與分析

Sales volume

銷量

		For the year ended 31 December 截至十二月三十一日止年度			
		2014 二零一四年		2013 二零一三年	
		(tonnes) (公噸)	%	(tonnes) (公噸)	%
Mineral Resources:	礦物資源：				
Limonic ores	褐鐵礦	142,125	75%	3,532,417	100%
Iron and Steel Products:	鋼鐵製品：				
Stainless steel products	不銹鋼產品	24,355	13%	3,808	0%
Ferro-nickel alloy steel ingot and others	鎳鐵合金及其他	15,179	8%	10,371	0%
Ni-Cr alloy steel ingot	鎳鉻合金鋼錠	8,849	4%	8,281	0%
Total	總計	190,508	100%	3,554,877	100%

The Group's turnover in 2014 decreased by HK\$1,298.8 million, or 79.4%, to approximately HK\$336.4 million (2013: HK\$1,635.2 million). The decrease was primarily due to the decrease in sales of limonitic ores after the Export Ban since January 2014.

Pursuant to the Export Ban, unprocessed iron ore export from PT. Yiwon Mining ("Yiwon") to our Group has been suspended from 12 January 2014 onwards. The ore trading business of the Group was suspended and there was a significant negative impact on the financial and operating results of the Group in 2014. It is possible that the relevant mining regulations in Indonesia may be amended but there is no guarantee that the Export Ban will be uplifted in near future.

During 2014, the Group's ore trading business, which was the key revenue and cash flows contributor of the Group in 2013, has decreased sharply that the Group sold 142,125 dry tonnes of ores (2013: 3,532,417 dry tonnes) and achieved a turnover of HK\$52.1 million (2013: HK\$1,493.9 million).

In addition, as a result of the weak demand and intense market competition in the PRC, the sales volume of our steel products remained low during the year.

本集團於二零一四年之營業額減少1,298.8百萬港元或79.4%至約336.4百萬港元(二零一三年：1,635.2百萬港元)，主要是由於褐鐵礦的銷售自從二零一四年一月實施出口禁運後有所減少。

根據出口禁運，由PT. Yiwon Mining(「Yiwon」)對本集團的未經處理鐵礦石出口已由二零一四年一月十二日起暫停。本集團的礦石貿易業務已暫停，對本集團於二零一四年之財務及經營業績帶來重大負面影響。印尼的相關採礦規例可能會有所修訂，但不保證出口禁運將於不久將來取消。

於二零一四年，本集團之礦石貿易業務(為本集團二零一三年收益及現金流之主要貢獻因素)大幅減少，本集團出售142,125乾公噸礦石(二零一三年：3,532,417乾公噸)並取得營業額52.1百萬港元(二零一三年：1,493.9百萬港元)。

此外，由於需求疲弱及中國市場競爭激烈，本集團於年內鋼鐵產品的銷量仍處於較低水平。

Management Discussion and Analysis

管理層討論與分析

The Group's sales volume of stainless steel products and Ni-Cr alloy steel ingot in 2014 increased by approximately 20,547 tonnes and 568 tonnes, or 539.6% and 6.9%, to approximately 24,355 tonnes and 8,849 tonnes respectively (2013: 3,808 tonnes and 8,281 tonnes). The Group's sales volume of limonitic ores in 2014 decreased by approximately 3.4 million dry tonnes, or 96.0% to approximately 0.1 million dry tonnes (2013: 3.5 million dry tonnes). During the year ended 31 December 2014, the Group's average selling price per tonne for stainless steel products and Ni-Cr alloy steel ingot were HK\$7,059 (2013: HK\$5,107) and HK\$5,688 (2013: HK\$9,602) respectively while the average unit selling price per dry tonne for limonitic ores was HK\$367 (2013: HK\$423).

Cost of sales

The cost of sales in 2014 decreased by HK\$1,162.7 million, or 69.8%, to approximately HK\$501.9 million (2013: HK\$1,664.6 million). The decrease in cost of sales was mainly due to decrease in sales.

The unit costs of sales for stainless steel products and Ni-Cr alloy steel ingot were HK\$8,470 and HK\$14,183 per tonne respectively in 2014 (2013: HK\$6,684 and HK\$12,138 per tonne respectively). The unit cost of limonitic ores in 2014 decreased by HK\$15 per dry tonne, or 3.7%, to HK\$382 per dry tonne (2013: HK\$397 per dry tonne).

The table below shows a breakdown of our costs of sales for the year:

本集團的不銹鋼產品與鎳鉻合金鋼錠銷量於二零一四年分別約為24,355公噸及8,849公噸(二零一三年: 3,808公噸及8,281公噸), 分別增加約20,547公噸及568公噸或539.6%及6.9%。本集團的褐鐵礦銷量於二零一四年約為0.1百萬乾公噸(二零一三年: 3.5百萬乾公噸), 減少約3.4百萬乾公噸或96.0%。截至二零一四年十二月三十一日止年度內, 本集團的不銹鋼產品與鎳鉻合金鋼錠平均售價分別為每公噸7,059港元(二零一三年: 5,107港元)及5,688港元(二零一三年: 9,602港元), 而褐鐵礦的平均單位售價為每乾公噸367港元(二零一三年: 423港元)。

銷售成本

於二零一四年, 銷售成本減少1,162.7百萬港元或69.8%至約501.9百萬港元(二零一三年: 1,664.6百萬港元)。銷售成本減少主要由於銷售減少所致。

於二零一四年, 不銹鋼產品及鎳鉻合金鋼錠的單位銷售成本分別為每公噸8,470港元及14,183港元(二零一三年: 分別為每公噸6,684港元及12,138港元)。於二零一四年, 褐鐵礦的單位成本每乾公噸減少15港元或3.7%至每乾公噸382港元(二零一三年: 每乾公噸397港元)。

下表為本公司於年內之銷售成本明細:

		For the year ended 31 December			
		截至十二月三十一日止年度			
		2014		2013	
		二零一四年		二零一三年	
		HK\$'000	%	HK\$'000	%
		千港元	%	千港元	%
Raw materials	原材料	256,351	51%	1,333,415	80%
Fuel and Freight	燃料及運費	101,010	20%	163,230	10%
Utilities	水電費	37,685	8%	21,223	1%
Depreciation	折舊	61,168	12%	41,865	3%
Staff costs	員工成本	24,228	5%	10,060	1%
Provision for impairment losses of inventories	存貨減值虧損撥備	19,481	4%	88,765	5%
Others	其他	1,974	0%	6,062	0%
Total	總計	501,897	100%	1,664,620	100%

Management Discussion and Analysis

管理層討論與分析

Gross (loss)/profit

The unit gross loss for stainless steel products in 2014 was HK\$1,411 per tonne (2013: HK\$1,578 per tonne). The increase in gross loss margin was mainly due to increase in cost of sales and weak demand in steel market.

The unit gross loss for Ni-Cr alloy steel ingot in 2014 was HK\$8,494 per tonne (2013: HK\$2,536 per tonne). The unit gross loss margin of Ni-Cr alloy steel ingot was mainly due to decrease in selling price as a result of weak steel demand in the PRC.

The unit gross loss for limonitic ores in 2014 was HK\$15 per dry tonne (2013: unit gross profit of HK\$26 per dry tonne). The unit gross loss for limonitic ores in 2014 was primarily due to decrease in selling price.

As a result of the above factors, the Group's recorded the gross loss amounted to HK\$165.5 million in 2014 (2013: HK\$29.5 million).

Other gains, net

Other gains in 2014 was HK\$18.9 million (2013: HK\$49.5 million). The decrease was mainly due to less gain in fair value of derivative financial instruments.

Selling and distribution expenses

Selling and distribution expenses in 2014 increased by HK\$4.8 million, or 93.1%, to HK\$10.0 million (2013: HK\$5.2 million), representing 3.0% of turnover (2013: 0.3%). Increase in selling and distribution expenses was mainly due to the increase in sale of iron and steel products.

Administrative expenses

Administrative expenses in 2014 decreased by HK\$107.7 million, or 37.8%, to HK\$177.0 million (2013: HK\$284.7 million), representing 52.6% of turnover (2013: 17.4%). The decrease in administrative expenses was mainly due to the implementation of cost control plans as well as temporary suspension of manufacturing operation during the year.

Finance income

Finance income increased by HK\$127.4 million, or 718.0% to HK\$145.1 million (2013: HK\$17.7 million). Finance income increase was mainly due to gain on restructuring of bonds.

毛(損)/利

二零一四年之不銹鋼產品單位毛損為每公噸1,411港元(二零一三年：每公噸1,578港元)。毛損率上升主要由於銷售成本增加及鋼鐵市場需求疲弱。

二零一四年之鎳鉻合金鋼錠單位毛損為每公噸8,494港元(二零一三年：每公噸2,536港元)。鎳鉻合金鋼錠之單位毛損率乃主要由於中國鋼材需求下降而導致售價下跌所致。

二零一四年之褐鐵礦單位毛損為每乾公噸15港元(二零一三年：單位毛利為每乾公噸26港元)。於二零一四年褐鐵礦之單位毛損乃主要由於售價下降。

基於以上因素，本集團於二零一四年錄得毛損165.5百萬港元(二零一三年：29.5百萬港元)。

其他盈利淨額

二零一四年之其他盈利為18.9百萬港元(二零一三年：49.5百萬港元)。減幅主要由於衍生金融工具的公允價值收益減少所致。

銷售及分銷支出

二零一四年之銷售及分銷支出增加4.8百萬港元或93.1%至10.0百萬港元(二零一三年：5.2百萬港元)，佔營業額的3.0%(二零一三年：0.3%)。銷售及分銷支出增加主要由於鋼鐵產品銷售增加所致。

行政開支

二零一四年之行政開支減少107.7百萬港元或37.8%至177.0百萬港元(二零一三年：284.7百萬港元)，佔營業額之52.6%(二零一三年：17.4%)。行政開支減少乃主要由於年內推行成本控制計劃及暫時停止生產業務所致。

融資收入

融資收入增加127.4百萬港元，或718.0%至145.1百萬港元(二零一三年：17.7百萬港元)。融資收入增加主要由於債券重組收益。

Management Discussion and Analysis

管理層討論與分析

Finance costs

Finance costs in 2014 increased by HK\$278.4 million, or 99.1% to HK\$559.3 million (2013: HK\$280.9 million). Increase was mainly due to acceleration of unwinding interest on bonds.

Other expenses

Other expenses in 2014 decreased by HK\$31.0 million, or 45.8%, to HK\$36.7 million (2013: HK\$67.7 million).

Impairment losses on property, plant and equipment

In 2014, the Group recorded an impairment loss on its property, plant and equipment totalling HK\$597.4 million (2013: HK\$726.2 million). Details of the background of the impairment was discussed above.

Loss before tax

As a result of the factors discussed above, the loss before tax for the year ended 31 December 2014 was HK\$1,465.4 million (2013: HK\$1,340.5 million). The Group's loss before tax margin was 435.6% (2013: 82.0%). The loss before interest, tax, depreciation and amortisation (LBITDA) margin was 97.8% (2013: 4.9%).

Income tax expense

The applicable Hong Kong profits tax rate of the Company and its subsidiaries which operate in Hong Kong is 16.5% based on existing legislation. The entities within the Group which operate in the PRC, Singapore and Indonesia are subject to corporate income tax at rates of 10% to 25% for the year ended 31 December 2014. The income tax credit of HK\$11.2 million (2013: income tax expense of HK\$25.0 million) was mainly due to overprovision in prior years.

融資成本

於二零一四年，融資成本增加278.4百萬港元或99.1%至559.3百萬港元(二零一三年：280.9百萬港元)。增幅主要由於加速債券利息撥回所致。

其他開支

二零一四年的其他開支減少31.0百萬港元或45.8%至36.7百萬港元(二零一三年：67.7百萬港元)。

物業、廠房及設備的減值虧損

於二零一四年，本集團錄得其物業、廠房及設備減值虧損共597.4百萬港元(二零一三年：726.2百萬港元)。減值背景詳情已於上文討論。

除稅前虧損

基於以上所討論之因素，截至二零一四年十二月三十一日止年度，除稅前虧損為1,465.4百萬港元(二零一三年：1,340.5百萬港元)。本集團除稅前虧損率為435.6%(二零一三年：82.0%)。除利息、稅項、折舊及攤銷前之虧損(LBITDA)率為97.8%(二零一三年：4.9%)。

所得稅開支

根據現行法例，本公司及其於香港經營之附屬公司所適用之香港企業利得稅稅率為16.5%。截至二零一四年十二月三十一日止年度，本集團於中國、新加坡及印尼經營之實體須按介乎10%至25%之稅率繳納企業所得稅。所得稅抵免11.2百萬港元(二零一三年：所得稅開支25.0百萬港元)乃主要由於過往年度超額撥備。

Management Discussion and Analysis

管理層討論與分析

Loss for the year and loss attributable to shareholders

As a result of the factors discussed above, the Group's 2014 loss for the year was HK\$1,454.2 million (2013: HK\$1,365.5 million) and the 2014 loss attributable to shareholders was HK\$1,453.1 million (2013: HK\$1,366.4 million).

年度虧損及股東應佔虧損

基於以上所討論之因素，本集團於二零一四年之年度虧損為1,454.2百萬港元(二零一三年：1,365.5百萬港元)。於二零一四年，股東應佔虧損為1,453.1百萬港元(二零一三年：1,366.4百萬港元)。

Key financial ratios

主要財務比率

		For the year ended 31 December 截至十二月三十一日止年度		
		Notes 附註	2014 二零一四年	2013 二零一三年
Current ratio	流動比率	1	40%	49%
Inventory turnover days	存貨週轉日數	2	223 days 日	104 days 日
Debtor turnover days	應收賬款週轉日數	3	25 days 日	24 days 日
Creditor turnover days	應付賬款週轉日數	4	670 days 日	169 days 日
Interest cover	盈利對利息倍數	5	-2.5 times 倍	-4.1 times 倍
Interest-bearing gearing ratio	計息資本負債比率	6	174%	79%
Debt to LBITDA ratio	負債與LBITDA比率	7	-7.3 times 倍	-27.6 times 倍
Net debt/Capital and net debt ratio	淨負債／資本與淨負債比率	8	67%	47%

Notes:

1.	Current assets/Current liabilities x 100%
2.	$\frac{\text{Inventories}}{\text{Cost of sales}} \times 365 \text{ days}$
3.	$\frac{\text{Trade and notes receivables}}{\text{Turnover}} \times 365 \text{ days}$
4.	$\frac{\text{Trade and notes payables}}{\text{Cost of sales}} \times 365 \text{ days}$
5.	$\frac{\text{Loss before interest and tax}}{\text{Net interest expense}}$
6.	$\frac{\text{Interest-bearing loans and other borrowings (including convertible bonds)}}{\text{Equity attributable to the owners of the parent}} \times 100\%$
7.	$\frac{\text{Interest-bearing loans and other borrowings (including convertible bonds)}}{\text{LBITDA}}$
8.	$\frac{\text{Net debt}^*}{\text{Capital and net debt}} \times 100\%$

* Net debt included bank and other borrowings, convertible bonds (the liability component), trade and notes payables and other payables and accruals less cash and cash equivalents and pledged time deposits.

附註：

1.	流動資產／流動負債 x 100%
2.	$\frac{\text{存貨}}{\text{銷售成本}} \times 365 \text{ 日}$
3.	$\frac{\text{應收賬款及應收票據}}{\text{營業額}} \times 365 \text{ 日}$
4.	$\frac{\text{應付賬款及應付票據}}{\text{銷售成本}} \times 365 \text{ 日}$
5.	$\frac{\text{除利息及稅項前虧損}}{\text{利息開支淨額}}$
6.	$\frac{\text{計息貸款及其他借貸(包括可換股債券)}}{\text{母公司擁有人應佔權益}} \times 100\%$
7.	$\frac{\text{計息貸款及其他借貸(包括可換股債券)}}{\text{LBITDA}}$
8.	$\frac{\text{負債淨額}^*}{\text{股本及負債淨額}} \times 100\%$

* 負債淨額包括銀行貸款及其他借貸、可換股債券(負債部分)、應付賬款及應付票據及其他應付款項及應計負債扣減現金及現金等值物與已抵押定期存款。

Management Discussion and Analysis

管理層討論與分析

Property, plant and equipment

Property, plant and equipment as at 31 December 2014 mainly comprised plant and machinery, buildings and construction in progress. The decrease in balance to HK\$1,178.0 million (2013: HK\$1,928.1 million) was mainly due to the depreciation charges for the year of HK\$116.5 million and impairment of property, plant and equipment of HK\$597.4 million.

Intangible asset

The intangible asset solely represents the unamortised amount of the EOA from Yiwan secured by the Group in May 2007. The decrease in balance to HK\$2,384.5 million (2013: HK\$2,387.8 million) during the year was mainly due to amortisation for the year.

Inventories

The inventory turnover days increased from 104 days in 2013 to 223 days in 2014. As at 31 December 2014, inventories balance decreased by HK\$167.6 million, or 35.3%, to HK\$307.0 million (2013: HK\$474.6 million). Decrease in inventory balance was mainly due to the management's effort to reduction of inventory level to improve the Group's working capital.

Trade and notes receivables

The debtor turnover days slightly increased from 24 days in 2013 to 25 days in 2014. As at 31 December 2014, trade and notes receivables balance decreased by HK\$85.2 million, or 78.6%, to HK\$23.2 million (2013: HK\$108.4 million) mainly due to decrease in sales.

Prepayments and other receivables

As at 31 December 2014, prepayments and other receivables balance increased by HK\$41.1 million, or 19.2%, to HK\$254.6 million (2013: HK\$213.5 million).

Cash and cash equivalents and pledged time deposits

The aggregate amount of cash and cash equivalents and pledged time deposits increased by approximately HK\$105.8 million, or 11.6%, to approximately HK\$1,018.8 million as at 31 December 2014 when compared to that as at 31 December 2013.

物業、廠房及設備

於二零一四年十二月三十一日之物業、廠房及設備主要包括廠房及機器、樓宇及在建工程。有關結餘降至1,178.0百萬港元(二零一三年：1,928.1百萬港元)乃主要歸因於年內折舊費用116.5百萬港元加上物業、廠房及設備減值597.4百萬港元所致。

無形資產

無形資產僅指本集團於二零零七年五月獲得之Yiwan獨家採購權之未攤銷款項。年內結餘減少至2,384.5百萬港元(二零一三年：2,387.8百萬港元)乃主要由於年內攤銷所致。

存貨

存貨週轉日數由二零一三年之104日延長至二零一四年之223日。於二零一四年十二月三十一日，存貨結餘減少167.6百萬港元或35.3%至307.0百萬港元(二零一三年：474.6百萬港元)。存貨結餘減少之主要由於管理層努力減少存貨量以提升本集團之營運資金。

應收賬款及應收票據

應收賬款週轉日數由二零一三年之24日輕微延長至二零一四年之25日。於二零一四年十二月三十一日，應收賬款及應收票據結餘減少85.2百萬港元或78.6%至23.2百萬港元(二零一三年：108.4百萬港元)，主要由於銷售減少所致。

預付款項及其他應收款項

截至二零一四年十二月三十一日，預付款項及其他應收款項結餘增加41.1百萬港元或19.2%至254.6百萬港元(二零一三年：213.5百萬港元)。

現金及現金等值物與已抵押定期存款

於二零一四年十二月三十一日之現金及現金等值物以及已抵押定期存款約為1,018.8百萬港元，較二零一三年十二月三十一日增加約105.8百萬港元，增幅為11.6%。

Management Discussion and Analysis

管理層討論與分析

Trade and notes payables

The creditor turnover days increased from 169 days in 2013 to 670 days in 2014. As at 31 December 2014, trade and notes payables balance increased by HK\$149.6 million, or 19.4%, to HK\$921.8 million (2013: HK\$772.2 million). The increase in trade and notes payables balance was mainly due to delay in settlement of payables by the Group in 2014. The trade payables are unsecured, interest-free and are normally settled on terms of 60 to 180 days while the bank bills are generally on terms of 90 to 180 days.

Convertible bonds

Increase in the convertible bonds balance from HK\$129.2 million as at 31 December 2013 to HK\$143.9 million as at 31 December 2014 was mainly attributable to bond restructuring in June 2014 and the acceleration of unwinding interests on the convertible bonds.

Bank and other borrowings

As at 31 December 2014, total bank and other borrowings balance increased by HK\$191.9 million, or 9.2%, to HK\$2,273.5 million (2013: HK\$2,081.6 million). Increase in the bank and other borrowings was mainly because new bank loans drawn from various banks.

Liquidity, going concern and capital resources

During the year ended 31 December 2014, the Group incurred a loss of approximately HK\$1,454.2 million and had a net operating cash inflow of approximately HK\$150.4 million. As at 31 December 2014, the Group's current liabilities exceeded its current assets by HK\$2,358.3 million. Its total bank and other borrowings amounted to HK\$2,273.5 million will be due within 12 months. The cash and cash equivalents of the Group amounted to HK\$11.5 million as at 31 December 2014.

Following the Export Ban which has substantially affected the Group's cash generating ability from operations, the Group's working capital may further be affected and may have foreseeable financial difficulties in the coming 12 months' period.

However, following the Export Ban, a series of remedial measures to mitigate the liquidity pressure were taken in 2014 to improve its financial and liquidity position of the Group, details of which are set out in the Board's consideration — Mitigation measures to going concern issue of this report. Please also refer to the details regarding uncertainties on the going concern of the Group as stipulated in the section headed "Going Concern" in note 2.1(a) to the consolidated financial statements.

應付賬款及應付票據

應付賬款週轉日數由二零一三年之169日增至二零一四年之670日。於二零一四年十二月三十一日，149.6百萬港元或19.4%至921.8百萬港元(二零一三年：772.2百萬港元)。應付賬款及應付票據結餘增加主要是由於本集團於二零一四年延遲清償應付款項。應付賬款為無抵押、免息及一般附有60至180天還款期；銀行票據的一般還款期為90至180天。

可換股債券

可換股債券結餘由二零一三年十二月三十一日之129.2百萬港元增加至二零一四年十二月三十一日之143.9百萬港元，主要由於二零一四年六月之債券重組及加速可換股債券之利息所致。

銀行貸款及其他借貸

於二零一四年十二月三十一日，總銀行貸款及其他借貸結餘增加191.9百萬港元或9.2%至2,273.5百萬港元(二零一三年：2,081.6百萬港元)。銀行及其他借貸增加，主要由於本集團使用之前未有商業往來的銀行的新銀行貸款。

流動資金、持續經營及資本資源

截至二零一四年十二月三十一日止年度，本集團產生約1,454.2百萬港元虧損，並有經營現金流入淨額約150.4百萬港元。於二零一四年十二月三十一日，本集團流動負債超出其流動資產2,358.3百萬港元。其總銀行貸款及其他借貸為2,273.5百萬港元，將於12個月內到期。本集團於二零一四年十二月三十一日的現金及現金等值物為11.5百萬港元。

發生出口禁運之後，本集團經營所得現金能力已大受影響，因而或對本集團未來12個月期間的營運資金進一步構成影響，亦預視有可能陷入財務困境。

然而，出口禁運之後，本集團於二零一四年採取一系列減輕流動資金壓力之補救措施，以改善本集團的財務及流動資金狀況，詳情載於本報告「董事會考慮 — 有關持續經營事宜的改善措施」。有關本集團持續經營涉及的不明朗因素，另請參閱綜合財務報表附註2.1(a)「持續經營」一節。

Management Discussion and Analysis

管理層討論與分析

The Group's working capital has been principally sourced from cash generated from operations and from long-term and short-term borrowings. The Group also utilised advances received from our customers to finance part of our working capital requirements. As at 31 December 2014, the advances from customers amounted to HK\$115.6 million.

As at 31 December 2014, the Group had current liabilities of HK\$3,962.0 million, of which HK\$2,273.5 million were bank and other borrowings repayable within one year and HK\$921.8 million were trade and notes payables in respect of purchase of raw materials.

Foreign currency risk

Since 2004, the Group has begun the purchase of iron ore from overseas suppliers. The Group's purchase and sales contracts of ore trading business are principally denominated in United States dollar ("USD") and purchase and sales of iron and steel products are mainly denominated in Renminbi ("RMB"). As at 31 December 2014, the bonds were denominated in Hong Kong dollar ("HK\$") while bank and other borrowings were mainly denominated in RMB, HK\$ and USD, and other assets and liabilities of the Group are mainly denominated in RMB.

As at 31 December 2014, the Group did not enter into any hedging transactions to manage the potential fluctuation in foreign currency as the Directors considered the Group had no significant foreign currency risk. However, the Group will closely monitor the foreign currency risk and consider using necessary financial instruments for hedging purposes if they foresee the foreign currency risk is significant.

本集團之營運資金主要來自經營活動之所得現金以及長期及短期借貸。本集團亦使用客戶墊款撥付部分所需營運資金。於二零一四年十二月三十一日，來自客戶之墊款為115.6百萬港元。

於二零一四年十二月三十一日，本集團之流動負債為3,962.0百萬港元，其中2,273.5百萬港元為須於一年內償還之銀行貸款及其他借貸，而921.8百萬港元乃為採購原材料之應付賬款及應付票據。

外匯風險

自二零零四年起，本集團開始向海外供應商採購鐵礦石。本集團礦石貿易業務之買賣合約主要以美元（「美元」）計值，而有關鋼鐵產品之買賣主要以人民幣（「人民幣」）計值。於二零一四年十二月三十一日，債券以（「港元」）港元計值，而銀行貸款及其他借貸則以人民幣、港元及美元計值，本集團其他資產及負債主要以人民幣計值。

於二零一四年十二月三十一日，由於董事認為本集團並無重大外匯風險，故本集團並沒有為管理潛在外匯波動而進行任何對沖交易。然而，本集團將密切監控外匯風險，並在預見重大外匯風險時考慮利用必要的金融工具進行對沖。

Directors, Senior Management and Audit Committee

董事、高級管理層及審核委員會

DIRECTORS

Executive Directors

Mr. Dong Shutong, aged 63, was appointed as Director of the Company on 16 March 2004 and is currently an Executive Director, the Chairman, the Chief Executive Officer, a member of the Remuneration Committee and the Chairman of the Nomination Committee of the Company. He is responsible for formulating the Group's overall business plans and strategies. Mr. Dong is the founder of the Group. He has been the Director of Yongtong Special Steel, an indirect wholly-owned subsidiary of the Company, and a number of subsidiaries of the Company since 1993. He was involved in the management and day-to-day operations on a full time basis. He served as the vice manager and senior economics and technology consultant of Ministry of Metallurgical Industry Metallurgy News Information Development Company (冶金工業部冶金報社信息開發公司) in 1989. Formerly, the said company was the Ministry's department responsible for news and major reports about the metallurgical industry. Mr. Dong was also appointed as the director of Synthesis Department of the World Metallurgical Products Exhibition in 1990. The said organization was primarily involved in the activities relating to exhibitions of metallurgical products. In 1992, he was appointed as the general manager of Henan Sanen Industry Sci-Tech Industrial Company (河南三恩工業科技實業公司). The said company was primarily involved in research and development of industrial technologies. Between October 1984 and April 2004, the business of refractory materials factory, a factory principally involved in production and management of refractory materials, was contracted out to and managed by Mr. Dong. He was both the plant manager and the sole legal representative of the refractory materials factory from 1984 to 2004. He has also served as a part-time associate professor in the field of economics at Wuhan University of Science and Technology since 2002. He graduated from the Metallurgy Department of Wuhan Iron and Steel College in 1989. He received his Trade and Economics Degree from Graduate School of the Chinese Academy of Social Sciences in 2000 too. During the years from 1985 to 1994, he has been honoured many times by various PRC government authorities for his outstanding achievement in advancement of technology. He has also been awarded the "Award for Achievement in Development of the World Patented Technologies" for his outstanding contribution to the area of patented technologies. In addition, he won a gold medal from Hong Kong Organising Committee of the International Patent Technology Expo for his project of condenser type bicomponent nozzle in 2001, and was named "The World's Outstanding Chinese Entrepreneur" by the World Chinese Entrepreneur Association in 2004. Moreover, he was appointed as a member of Zhengzhou Overseas Exchange Association, and was elected as a joint-committee member as well as the member representative of Zhengzhou Enterprises Association in 2003. In 2004, he was appointed as a representative of the Zhengzhou's Twelfth National People's Congress. Mr. Dong was awarded one of the Hundred Outstanding People of the Year in Industrial Economics by the People of the Year in China's Industrial Economics Award's Organising Committee in April 2005. Mr. Dong also published two books, 《新經濟的背後 — 精神經濟浮出水面》(What's behind the New Economy — The Emergence of Spiritual Economy) in 2001 and 《精神價值與中國經濟轉型》(Spiritual Value and the Transformation of the Chinese Economy) in 2002.

董事

執行董事

董書通先生，63歲，於二零零四年三月十六日獲委任為本公司董事，現為本公司執行董事、主席、總裁、薪酬委員會成員及提名委員會主席。彼負責制訂本集團之整體業務計劃及策略。董先生為本集團創辦人。彼自一九九三年起擔任本公司間接全資附屬公司永通特鋼及多家附屬公司之董事，一直全職參與該等公司之管理及日常運作。彼於一九八九年擔任冶金工業部冶金報社信息開發公司之副經理及高級經濟技術顧問。該公司前身為冶金工業部負責冶金業之新聞及主要報告之部門。董先生於一九九零年亦獲委任為全國冶金產品博覽會綜合處處長，該組織主要從事與冶金產品展覽有關之活動。於一九九二年，彼獲委任為河南三恩工業科技實業公司之總經理，該公司主要從事工業技術之研發。於一九八四年十月至二零零四年四月期間，耐火廠之業務外包予董先生打理。耐火廠之主要業務為生產及管理耐火材料。彼於一九八四年至二零零四年間為耐火廠廠長兼唯一法定代表。彼自二零零二年起擔任武漢科技大學經濟學範疇之兼任副教授。彼於一九八九年在武漢鋼鐵學院冶金系畢業，亦於二零零零年取得中國社會科學院研究院之貿易及經濟學位。在一九八五年至一九九四年間，董先生在先進技術方面成就非凡，屢獲多個中國政府部門表揚。彼亦因為對有關專利技術之寶貴貢獻而獲得「開發全球專利技術成就獎」，其冷凝器型浸入式水口項目獲二零零一年國際專利技術博覽會之香港籌委會頒發金獎，於二零零四年獲世界華人企業家協會頒發「全球傑出華人企業家獎項」。此外，彼於二零零三年獲委任為鄭州海外交流協會成員及獲選為鄭州企業協會之聯席委員會成員及成員代表。於二零零四年，彼獲委任為鄭州市第十二屆人大代表。董先生於二零零五年四月獲中國工業經濟年度新聞人物徵評活動組織委員會頒發中國工業經濟百名年度傑出人物獎。董先生亦於二零零一年及二零零二年先後編著出版了《新經濟的背後 — 精神經濟浮出水面》及《精神價值與中國經濟轉型》兩本書籍。

Directors, Senior Management and Audit Committee

董事、高級管理層及審核委員會

Mr. Dong is the father of Mr. Dong Chengzhe, an Executive Director of the Company. He is also the sole shareholder and sole director of Easyman Assets Management Limited ("Easyman"), and the substantial and controlling shareholder of the Company.

Mr. Dong Chengzhe, aged 36, was appointed as an Executive Director of the Company on 12 March 2007 and was also appointed as Deputy Chief Executive Officer of the Group. He graduated from Wuhan University of Science and Technology with a Diploma in International Trade. He also obtained a Bachelor Degree in Accountancy from Royal Melbourne Institute of Technology and a Master Degree of International Finance from Deakin University in Australia. He joined the Group in 2007 and was responsible the finance and international trading activities of Yongtong Special Steel, an indirectly wholly-owned subsidiary of the Company. He was the general manager of Yongtong Special Steel, and also the director and general manager of CNR Group Holdings Pte. Ltd., an indirectly wholly-owned subsidiary of the Company. Prior to joining the Group, he was an owner of an international trading company in Australia. He is the son of Mr. Dong Shutong, Executive Director, Chairman, Chief Executive Officer and the substantial and controlling shareholder of the Company.

Mr. Wang Ping, aged 60, was appointed as an executive director of the Company on 10 October 2014. Mr. Wang joined the Company as deputy chief executive officer of the Company on 1 September 2014. Mr. Wang graduated from the University of Science and Technology Beijing with a doctor degree in 1991 and possessed certain technology patents related to metallurgy of iron and steel. Mr. Wang possesses over 23 years of experience in metallurgy of iron and steel.

Mr. Wang has held positions in various organisations, including being associate professor and professor of Ministry of Metallurgical Industry and commissioner of scientific research of University of Science and Technology Beijing from 1992 to 2000. From 2000 to 2004, Mr Wang was the general manager of Zhengzhou Yongtong Special Steel Company Limited, a wholly-owned subsidiary of the Company. From 2004 to 2006, Mr. Wang was the general manager of Shenyang Toyo Steel Company Limited and from 2007 to 2014, as the chief engineer and deputy chief executive officer of the metallurgy division under Hanking Industrial Group Co., Ltd. From 2013 to 2014, Mr. Wang acted as the executive director and chief executive officer of PT. Karyatama Kona Utara, PT. Konutara Prima and PT. Konutara Sejati, companies incorporated in Indonesia and are the subsidiaries of China Hanking Holdings Limited (stock code: 03788) whose shares are listed on The Stock Exchange of Hong Kong Limited, and was responsible for their overall management and daily operation.

From 2009 to 2013, Mr. Wang was also an non-executive director of Shandong Molong Petroleum Machinery Company Limited (stock code: 002490), which shares are listed on Shenzhen Stock Exchange.

董先生為本公司執行董事董鉞喆先生之父。彼亦為Easyman Assets Management Limited (「Easyman」)的唯一股東及唯一董事以及本公司的主要及控股股東。

董鉞喆先生，36歲，於二零零七年三月十二日獲委任為本公司執行董事，並獲委任為本集團副總裁。彼畢業於武漢科技大學，持有國際貿易文憑。彼亦取得澳洲Royal Melbourne Institute of Technology之會計學學士學位及迪肯大學國際金融碩士學位。董先生於二零零七年加入本集團，主要負責本公司間接全資附屬公司永通特鋼之財務及國際貿易活動，彼現為永通特鋼之總經理。彼亦為本公司間接全資附屬公司CNR Group Holdings Pte. Ltd.之董事及總經理。加入本集團前，彼曾為一間澳洲國際貿易公司之擁有人。彼為本公司執行董事、主席、總裁兼主要及控股股東董書通先生之子。

王平先生，60歲，於二零一四年十月十日獲委任為本公司之執行董事。彼於二零一四年九月一日加入本公司為副總裁。王先生於一九九一年畢業於北京科技大學，獲得博士學位，並擁有多項鋼鐵冶煉方面的技術專利。彼於鋼鐵冶煉行業積累23年以上的經驗。

王先生曾於多個機構中任職，包括於一九九二年至二零零零年期間在北京科技大學冶金工業部任職副教授及教授以及教研處處長，於二零零零年至二零零四年期間在本公司之子公司鄭州永通特鋼有限公司擔任總經理一職。王先生於二零零四年至二零零六年期間曾擔任瀋陽東洋製鋼有限公司之總經理，及於二零零七年至二零一四年擔任罕王實業集團有限公司旗下冶金產業之總工程師及副總裁，並於二零一三年至二零一四年成為中國罕王控股有限公司(股份代號：03788)(其股份於香港聯合交易所有限公司上市)於印度尼西亞成立之三家子公司PT. Karyatama Kona Utara、PT. Konutara Prima及PT. Konutara Sejati的執行董事長兼總裁，負責印尼鎳礦公司的整體管理與日常營運。

王先生亦於二零零九年至二零一三年期間擔任於深圳證券交易所上市之山東墨龍石油機械股份有限公司(股票代號：002490)之非執行董事。

Directors, Senior Management and Audit Committee

董事、高級管理層及審核委員會

Mr. Yin Sheping, aged 54, was appointed as an executive director of the Company on 10 October 2014. Mr. Yin joined the Company as deputy chief executive officer of the Company on 1 September 2014.

Mr. Yin graduated from the Central University of Finance and Economics with a master degree and taught at the Henan Institute of Financial Management from 1982 to 1993. Mr. Yin was the general manager of a branch of Commercial Bank of Zhengzhou (now renamed as Bank of Zhengzhou) from 1993 to 2002, and has held various positions including the deputy secretary of China Banking Association, deputy chief executive officer and financial controller of Shenzhen Century Huixin Group Company Limited and the supervisor of Minsheng Financial Leasing Company Limited during the years from 2002 to 2014.

Mr. Song Wenzhou, aged 47, was appointed as an Executive Director of the Company on 2 May 2005 and is responsible for the Group's administrative, marketing and staff development matters. Prior to joining the Group in July 1995, he had been a teacher at the Zhengzhou Institute of Technology. He graduated from Beijing Open University in 1987 with a Bachelor Degree in Linguistics and Phonetics. He also received his Bachelor Degree in Chinese Language and Literature from Henan Normal University in 1992 and Bachelor Degree in Legal Studies from Central Broadcast and Television University in 2003. Since joining the Group in 1995 until February 2004, Mr. Song was also responsible for the administrative matters at the refractory materials factory.

Mr. Yang Fei, aged 38, was appointed as an Executive Director of the Company on 30 August 2010 and was also appointed as Authorised Representative of the Company on 1 August 2011. He has joined the Company as the assistant to the Chairman of the Company since 2006 and was also appointed as the Company Secretary and Authorised Representative of the wholly owned subsidiary, Zhengzhou Yongtong Special Steel Co., Ltd. Mr. Yang was the manager of the Information Technology Department (October 2002 to August 2003) and the general manager of the Market Development Department (August 2003 to August 2006) of China Life – CMG Life Assurance Company Limited. Prior to joining China Life – CMG Life Assurance Company Limited, Mr. Yang was the assistant manager of the International Business Department of Guangdong Branch, China Life Insurance Company Limited from August 1998 to June 2001. Mr. Yang graduated with a Bachelor Degree in Economics from Beijing University in June 1998 and a Master of Science Degree in Economics from London School of Economics and Political Science in June 2002.

尹社平先生，54歲，於二零一四年十月十日獲委任為本公司之執行董事。彼於二零一四年九月一日加入本公司為副總裁。

尹先生畢業於中央財經大學，取得研究生學歷。尹先生於一九八二年至一九九三年期間於河南金融管理幹部學院任教。於一九九三年至二零零二年期間於鄭州商業銀行（現已更名為鄭州銀行）任支行行長。於二零零二年至二零一四年期間先後任職於中國銀行業協會副秘書長，深圳世紀匯鑫集團副總裁及財務總監及民生金融租賃股份有限公司監事等職務。

宋文州先生，47歲，於二零零五年五月二日獲委任為本公司執行董事，負責本集團行政、市場推廣及員工發展事宜。彼於一九九五年七月加入本集團前，曾於鄭州工學院執教。彼於一九八七年在北京自修大學畢業，獲語言學及語音學學士學位。彼亦於一九九二年獲河南師範大學頒授漢語言文學學士學位，及後於二零零三年獲中央廣播電視大學之法律學士學位。自一九九五年加入本集團至二零零四年二月期間，宋先生亦負責耐火廠的行政事務。

楊飛先生，38歲，於二零一零年八月三十日獲委任為本公司執行董事，並於二零一一年八月一日獲委任為本公司之授權代表。彼自二零零六年起加入本公司，擔任本公司主席助理，並獲委任為本公司全資附屬公司鄭州永通特鋼有限公司之公司秘書及授權代表。楊先生於二零零二年十月至二零零三年八月期間以及二零零三年八月至二零零六年八月期間先後擔任中保康聯人壽保險有限公司信息技術部經理及市場發展部總經理。加入中保康聯人壽保險有限公司前，楊先生於一九九八年八月至二零零一年六月擔任中國人壽保險股份有限公司廣東省分公司國際業務部助理經理。楊先生於一九九八年六月獲北京大學經濟學學士學位，並於二零零二年六月獲倫敦政治經濟學院經濟學理學碩士學位。

Directors, Senior Management and Audit Committee

董事、高級管理層及審核委員會

Non-executive Director

Mr. Yang Tianjun, aged 71, was appointed as a Non-executive Director of the Company on 2 May 2005. He joined the Group in 2005. Mr. Yang worked in Ministry of Metallurgy Forty Company (冶金部四零公司) and then in Angang Steelwork (鞍鋼煉鋼廠) for a total of 14 years as a technician and then an engineer. He was the Principal of University of Beijing Science and Technology for the period from 1993 to July 2004, and is currently a professor and mentor of doctorate students of the Metallurgy Department of University of Beijing Science and Technology. Since 1989, he was honoured with nine first-grade, second-grade or third-grade State Scientific and Technological Progress Awards in both national and provincial levels for his outstanding contributions to the State by conducting scientific researches in metallurgical projects. He was the Chairman of Sino-German Co-operative Research Project studying the multi-purpose uses of niobium. He was invited by the Research Institute of Industrial Science and Technology of Korea to lead the research in air-refined coal spray in blast furnace, and participated in a research with the Metallurgical Research Institute in coal spray in blast furnace and the mathematical model. He published over 70 academic papers locally or overseas and 6 books specialised in metallurgy. He was appointed as the vice chairman of Chinese Society of Metals in 2001 and a member of the Fifth Graduate Committee of the State Council (國務院學位委員會) in 2003.

Mr. Yang graduated in 1965 from the Metallurgical Department of Beijing Iron and Steel College. He completed his postgraduate study in 1981 and obtained a Master Degree in Metallurgy from the Beijing Iron and Steel Institute. In 1985, he was granted scholarship from Humboldt-University zu Berlin and conducted a joint research with the RWTH-Aachen University in Germany, and was awarded a Doctorate Degree in 1986.

Mr. Yang is now the independent directors of Xinyu Iron & Steel Group Co., Ltd. (新餘鋼鐵股份有限公司), Gansu Jiu Steel Group Hongxing Iron & Steel Co., Ltd. (甘肅酒鋼集團宏興鋼鐵股份有限公司) and BGRIMM Magnetic Materials and Technology Co., Ltd. (北礦磁材科技股份有限公司). All of these companies are listed on the Shanghai Stock Exchange.

非執行董事

楊天鈞先生，71歲，於二零零五年五月二日獲委任為本公司非執行董事。彼於二零零五年加入本集團。楊先生先後於冶金部四零公司及鞍鋼煉鋼廠任職技術員及工程師合共達14年。彼由一九九三年起至二零零四年七月擔任北京科技大學校長，目前為北京科技大學冶金系教授及博士生導師。自一九八九年，楊先生進行之冶金項目科研工作對國家作出寶貴貢獻，故獲得九個全國及省政府之一級、二級或三級國家科學技術進步獎。彼為中德合作研究多用途鉕項目之主席，曾應韓國產業科學研究院(Research Institute of Industrial Science and Technology)之邀請領導高爐富氧噴煤之研究，亦曾參與和Metallurgical Research Institute攜手研究之高爐噴煤及數學模型。彼於國內外發表超過70篇學術論文，出版6本有關冶金學之專著。彼於二零零一年獲委任為中國金屬學會副主席及於二零零三年獲委任為第五屆國務院學位委員會成員。

楊先生於一九六五年在北京鋼鐵學院冶金系畢業，一九八一年完成研究生課程並取得北京鋼鐵學院冶金碩士學位。彼於一九八五年獲柏林洪堡大學獎學金並與德國RWTH-Aachen University進行聯合研究，並於一九八六年獲博士學位。

楊先生現為新餘鋼鐵股份有限公司、甘肅酒鋼集團宏興鋼鐵股份有限公司及北礦磁材科技股份有限公司之獨立董事，所有上述公司均於上海證券交易所上市。

Directors, Senior Management and Audit Committee

董事、高級管理層及審核委員會

Independent Non-executive Directors

Mr. Bai Baohua, aged 73, was appointed as an Independent Non-executive Director of the Company on 2 May 2005. He is also a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He has almost 46 years' experience in the metallurgy. He worked as an engineer, a manager and then the general manager of China Metallurgical Products' Import & Export Company (中國冶金進出口公司), a company primarily involved in the trading of metals. He was also appointed as the general manager of China International Steel Investment Company (中國國際鋼鐵投資公司), a company primarily involved in promotion of foreign investment in the steel industry in the People's Republic of China. In addition, he was the general manager, the vice chairman and the legal representative of China Iron and Steel Industry and Trade Group Corporation, a company primarily involved in production and trade of steel. He graduated from the Metal Pressure Processing Department at Beijing Iron and Steel College in 1965.

Mr. Huang Changhuai, aged 79, was appointed as an Independent Non-executive Director of the Company on 2 May 2005. He is the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company. He worked for a printing and dyeing mill as production supervisor, a political director and then deputy director. He was appointed the deputy director of the Municipal Economic System Reform Committee of Zhengzhou Municipal Government, and as the director of the Municipal Industrial and Communication Development Committee at the Third Session of the Eighth People's Congress of Zhengzhou City in 1985. He was then appointed at the Twelfth Session of the Eighth People's Congress of Zhengzhou City as the director of the city's Economic Committee in 1986. He was also appointed the deputy director of the Standing Committee of the People's Congress of Zhengzhou City. He graduated in September 1958 from Zhengzhou Textile School.

Mr. Wong Chi Keung, *FCCA, FCPA, ACMA, ACIS*, aged 60, was appointed as an Independent Non-executive Director of the Company on 2 May 2005. He is the Chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Company. He joined the Company in May 2005. Mr. Wong holds a Master Degree in Business Administration from University of Adelaide in Australia. He is a Fellow Member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and CPA Australia. He is also an Associate Member of both the Institute of Chartered Secretaries and Administrators and the Chartered Institute of Management Accountants. Mr. Wong was an executive director, the deputy general manager, group financial controller and company secretary of Guangzhou Investment Company Limited (now known as Yuexiu Property Company Limited) for over ten years. Mr. Wong has over 38 years of experience in finance, accounting and management.

獨立非執行董事

白葆華先生，73歲，於二零零五年五月二日獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會、薪酬委員會及提名委員會成員。彼具備近46年的冶金業經驗，曾任中國冶金進出口公司（該公司主營金屬貿易）的工程師、經理及總經理。彼亦曾獲委任為中國國際鋼鐵投資公司（該公司主要從事促進外國投資於中華人民共和國鋼鐵業之工作）之總經理。此外，彼曾擔任中國鋼鐵行業及貿易集團公司（該公司主營鋼材生產及貿易）之總經理、副董事長及法定代表。彼於一九六五年畢業於北京鋼鐵學院金屬加壓處理系。

黃昌淮先生，79歲，於二零零五年五月二日獲委任為本公司獨立非執行董事。彼亦為本公司薪酬委員會主席，以及審核委員會及提名委員會成員。彼曾於一間印刷及染色廠先後擔任生產主任、政治委員及副理事。彼獲鄭州市人民政府委任為市經濟體系改革委員會副主任，及於一九八五年鄭州市第八屆人民代表大會第三次會議獲委任為市工業及通訊發展委員會主任，其後於一九八六年鄭州市第八屆人民代表大會第十二次會議獲委任為市經濟委員會主任。彼亦獲委任為鄭州市人民代表大會常務委員會副主任。彼於一九五八年九月畢業於鄭州紡織學校。

黃之強先生 *FCCA, FCPA, ACMA, ACIS*，60歲，於二零零五年五月二日獲委任為本公司獨立非執行董事。彼為本公司審核委員會主席以及薪酬委員會及提名委員會成員。彼於二零零五年五月加入本公司。黃先生持有澳洲阿得雷德大學頒發之工商管理碩士學位。彼為香港會計師公會、英國特許公認會計師公會及澳洲會計師公會之資深會員。彼亦為英國特許秘書及行政人員公會及英國特許管理會計師公會之會員。黃先生曾擔任越秀投資有限公司（現稱越秀地產股份有限公司）的執行董事、副總經理、集團財務總監及公司秘書逾十年。黃先生生於財務、會計及管理方面積逾38年的經驗。

Directors, Senior Management and Audit Committee

董事、高級管理層及審核委員會

Mr. Wong is currently an independent non-executive director and a member of the audit committee of Asia Orient Holdings Limited, Asia Standard International Group Limited, Century City International Holdings Limited, Fortunet E-commerce Group Limited (formerly known as Changfeng Axle (China) Company Limited), China Ting Group Holdings Limited, ENM Holdings Limited, Golden Eagle Retail Group Limited, Yuan Heng Gas Holdings Limited (formerly known as Ngai Lik Industrial Holdings Limited), Paliburg Holdings Limited, Regal Hotels International Holdings Limited, TPV Technology Limited and Zhuguang Holdings Group Company Limited, all of which are listed on the Stock Exchange of Hong Kong Limited. He was formerly an independent non-executive director of Imperial Pacific International Holdings Limited (formerly known as First Natural Foods Holdings Limited) (up to 21 November 2013), FU JI Food and Catering Services Holdings Limited (up to 24 June 2011) and PacMOS Technologies Holdings Limited (up to 30 June 2014).

Mr. Fahmi Idris, aged 71, was appointed as an Independent Non-executive Director of the Company on 24 August 2010. Mr. Idris graduated with a Degree in Law from University of Padjadjaran in 2010 and a Degree in Economics from University of Indonesia in 1969. He is currently the Commissioner of Maskapai Asuransi Parolamas (an insurance company), PT. Parama Bina Tani (an agrochemical company), PT. Kodel Invesindo Nusa (a trading and investment company), PT. Krama Yudha (an automotive company) and the President Commissioner of PT. Permadani Khatulistiwa Nusantara (a hotel and tourism company), PT. Permadani Propertindo Development (a property company), PT. Tamarindo Nusa Hotel, PT. Permadani Khatulistiwa Dewata (a hotel and tourism company) and PT. Kodel (a trade and investment company). From 1981 to 1987, he was the President Commissioner of PT. Encontrade Pratama Indonesia (an engineering and construction of electrical and mechanical installation company). From 1984 to 1987, he was the Vice President Commissioner of PT. Wahana Muda Indonesia (a construction and engineering firm). From 1986 to 1992, he was the Commissioner of Bank Susila Bhakti. From 1987 to 1990, he was the President of PT. Permadani Teleconsult Pratama. From 1987 to 2004, he was the President Director of PT. Niigata Santana (a diesel engine and injection and moulding machine manufacturing company). From 1991 to 2003, he was the President Commissioner of PT. Bintara Tani Nusantara (a company engages in the plantation of palm oil and cocoa). From 1991 to 1994, he was the Commissioner of PT. Java Indonusa Motors and from 2000 to 2003, he was the President Commissioner of PT. Kodel Margahayu Telindo.

黃先生現為滙漢控股有限公司、泛海國際集團有限公司、世紀城市國際控股有限公司、鑫網易商集團有限公司(前稱暢豐車橋(中國)有限公司)、華鼎集團控股有限公司、安寧控股有限公司、金鷹商貿集團有限公司、元亨燃氣控股有限公司(前稱毅力工業集團有限公司)、百利保控股有限公司、富豪酒店國際控股有限公司、冠捷科技有限公司及珠光控股集團有限公司的獨立非執行董事兼審核委員會成員，而上述公司均為於香港聯合交易所有限公司上市之公司。彼曾任博華太平洋國際控股有限公司(前稱第一天然食品有限公司)(任期至二零一三年十一月二十一日)、福記食品服務控股有限公司(任期至二零一一年六月二十四日)及弘茂科技控股有限公司(任期至二零一四年六月三十日)之獨立非執行董事。

法米先生，71歲，於二零一零年八月二十四日獲委任為本公司獨立非執行董事。法米先生二零一零年於University of Padjadjaran畢業並取得法學學位，一九六九年於印尼大學畢業並取得經濟學學位。彼現為Maskapai Asuransi Parolamas(一間保險公司)、PT. Parama Bina Tani(一間農用化學品公司)、PT. Kodel Invesindo Nusa(一間貿易投資公司)及PT. Krama Yudha(一間汽車公司)的專員及PT. Permadani Khatulistiwa Nusantara(一間酒店及旅遊公司)、PT. Permadani Propertindo Development(一間物業公司)、PT. Tamarindo Nusa Hotel、PT. Permadani Khatulistiwa Dewata(一間酒店及旅遊公司)及PT. Kodel(一間貿易投資公司)的總裁專員。一九八一年至一九八七年，彼出任PT. Encontrade Pratama Indonesia(一間電氣及機械安裝工程建築公司)的總裁專員。一九八四年至一九八七年，彼為PT. Wahana Muda Indonesia(一間建築及工程公司)的副總裁專員。一九八六年至一九九二年，彼為Bank Susila Bhakti的專員。一九八七年至一九九零年，彼出任PT. Permadani Teleconsult Pratama的總裁。一九八七年至二零零四年，彼為PT. Niigata Santana(一間柴油引擎及注塑機製造公司)總裁董事。一九九一年至二零零三年，彼為PT. Bintara Tani Nusantara(一間從事棕油及可可種植的公司)總裁專員。一九九一年至一九九四年，彼為PT. Java Indonusa Motors專員，二零零零年至二零零三年，則為PT. Kodel Margahayu Telindo總裁專員。

Directors, Senior Management and Audit Committee

董事、高級管理層及審核委員會

Mr. Idris is currently a member of the Board of Fund Supporters of Andalas University, Padang, West Sumatera. From 1967 to 1968, he was Member of People's Consultative Assembly of the Republic of Indonesia. From 1987 to 2004, he was a member of Parliament of the Republic of Indonesia. From 1967 to 1968, he was the Treasurer of the Indonesian Chambers of Commerce and Industry. From 1994 to 1998, he was the Vice Chairman of the Supervisory Council Indonesian Chamber of Commerce and Industry. Mr. Idris was the Minister of Manpower of the Republic of Indonesia from 1998 to 1999 and from 2004 to 2005, he was also the Ministry of Industry of the Republic of Indonesia from 2005 to 2009.

COMPANY SECRETARY

Mr. Choi Kwok Keung Sanvic, has been appointed as the financial controller and the company secretary of the Company with effect from 3 June 2014. Mr. Choi, aged 48, is a qualified accountant and a fellow member of Hong Kong Institute of Certified Public Accountants. He has extensive experience in financial and auditing field, and has experience in the position of the financial controller and the company secretary in Hong Kong listed company.

AUDIT COMMITTEE

The Company established an audit committee pursuant to a resolution of the Directors passed on 2 May 2005 in compliance with Rule 3.21 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The primary duties of the audit committee are to review the financial reporting process and internal control procedures of the Group. The audit committee consists of three Independent Non-executive Directors, namely Mr. Wong Chi Keung, Mr. Bai Baohua and Mr. Huang Changhuai. Mr. Wong Chi Keung was elected chairman of the audit committee.

The audit committee's specific terms of reference were posted on the Company's website.

法米先生現時為西蘇門答臘省巴東市安答拉斯大學Board of Fund Supporters的成員。一九六七年至一九六八年，彼為印度尼西亞共和國人民協商會議的成員。一九八七年至二零零四年，彼為印度尼西亞共和國國會的成員。一九六七年至一九六八年，彼為印度尼西亞工商會財務長。一九九四年至一九九八年，彼為印度尼西亞工商會監督委員會副主席。法米先生於一九九八年至一九九九年及二零零四年至二零零五年擔任印度尼西亞共和國人力部部長，亦於二零零五年至二零零九年擔任印度尼西亞共和國工業部部長。

公司秘書

蔡國強先生已於二零一四年六月三日獲委任為本公司之財務總監及公司秘書。蔡先生，48歲，為合資格會計師及香港會計師公會資深會員。蔡先生於財務及審計方面具有豐富經驗，亦曾任職香港上市公司之財務總監及公司秘書。

審核委員會

本公司遵照聯交所證券上市規則（「上市規則」）第3.21條，根據於二零零五年五月二日通過之董事決議案成立審核委員會。審核委員會主要負責審議本集團之財務匯報過程及內部監控程序。審核委員會由三名獨立非執行董事組成，分別為黃之強先生、白葆華先生及黃昌淮先生，其中黃之強先生獲選為審核委員會主席。

審核委員會之具體職權範圍刊載於本公司網站內。

Report of the Directors

董事會報告書

The Directors present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2014.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and trading of ore. The Group is principally engaged in the trading of ore and the manufacture and sale of special steel products in the PRC. Details of the principal activities of the subsidiaries are set out in Note 17 to the consolidated financial statements.

SEGMENT INFORMATION

The Group's revenue and loss for the year ended 31 December 2014 were primarily derived from the sale of ore and manufacture and sale of special steel products to customers. Accordingly, no segmental analysis by business is presented for the year ended 31 December 2014. Geographical information analysis is set out in Note 5 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2014 are set out in the consolidated income statement on page 69.

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

FINANCIAL SUMMARY

A summary of the published results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years is disclosed on pages 4 to 5 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and of the Group during the year are set out in Note 14 to the consolidated financial statements.

SHARE CAPITAL, SHARE OPTIONS AND CONVERTIBLE BONDS

Details of movements in the Company's share capital, share options and convertible bonds during the year are set out in Notes 30, 32 and 25 to the consolidated financial statements respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

董事謹此提呈截至二零一四年十二月三十一日止年度董事會報告書連同本集團經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股及礦石貿易。本集團之主要業務為於中國進行礦石貿易以及製造及銷售特鋼產品。附屬公司之主要業務詳情載於綜合財務報表附註17。

分部資料

本集團截至二零一四年十二月三十一日止年度之收益及虧損主要來自向客戶出售礦石及製造與銷售特鋼產品。因此，並無呈列截至二零一四年十二月三十一日止年度按業務劃分之分部分析。按地區劃分之信息載於綜合財務報表附註5。

業績及股息

本集團截至二零一四年十二月三十一日止年度之業績載於第69頁之綜合收益表。

董事不建議宣派截至二零一四年十二月三十一日止年度之末期股息(二零一三年：無)。

財務概要

本集團於過去五個財政年度已公佈之業績、資產、負債及非控股權益概要於本年度報告第4頁至第5頁披露。

物業、廠房及設備

年內本公司及本集團物業、廠房及設備之變動詳情載於綜合財務報表附註14。

股本、購股權及可換股債券

年內本公司股本、購股權及可換股債券之變動詳情分別載於綜合財務報表附註30、32及25。

優先購買權

本公司之章程細則或開曼群島法例均無有關優先購買權之條文規定本公司必須按比例向現有股東發售新股。

Report of the Directors

董事會報告書

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2014.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

RESERVES

Details of movements in the reserves of the Company and of the Group during the year are set out in Note 31 to the consolidated financial statements and consolidated statement of changes in equity set out on pages 76 to 77, respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2014, the Company's reserves, including the share premium account, available for distribution, calculated in accordance with the provisions of Companies Law (2007 Revision) of the Cayman Islands, amounted to HK\$1,081,587,000.

Under the laws of the Cayman Islands, the share premium account and contributed surplus are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business. The share premium account may also be distributed in the form of fully paid bonus shares.

The reserves of the Group available for distribution depend on the dividend distributable by the Company's subsidiaries. For dividend purpose, the amount which the Company's subsidiaries in the PRC can legally be distributed by way of a dividend is determined by reference to their profits as reflected in the PRC statutory financial statements which are prepared in accordance with accounting principles generally accepted in the PRC. These profits differ from those that are reflected in the Group's consolidated financial statements prepared in accordance with IFRS.

充足之公眾持股量

本公司於截至二零一四年十二月三十一日止年度全年保持充足之公眾持股量。

購買、贖回或出售本公司之上市證券

本公司及其任何附屬公司於年內概無購買、贖回或出售本公司任何上市證券。

儲備

本公司及本集團於本年度之儲備變動詳情分別載列於綜合財務報表附註31及第76至77頁之綜合權益變動表。

可供分派儲備

於二零一四年十二月三十一日，本公司根據開曼群島公司法(二零零七年修訂本)條文計算之可供分派儲備(包括股份溢價賬)為1,081,587,000港元。

根據開曼群島法例，股份溢價賬及實繳盈餘可供分派予本公司股東，惟前提是緊隨建議分派股息當日，本公司將可於正常業務過程中償還到期債項。股份溢價賬亦可以繳足紅股方式分派。

本集團可供分派儲備須視乎本公司附屬公司之可供分派股息而定。就股息而言，本公司中國附屬公司可合法以股息分派之金額，乃經參考其根據中國公認會計原則編製之中國法定財務報表所載之溢利而釐定。該等溢利與本集團根據國際財務報告準則編製之綜合財務報表所載之溢利有所不同。

Report of the Directors

董事會報告書

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers and to the largest customer accounted for 63% and 46% of the total sales for the year respectively. Purchases from the Group's five largest suppliers and from the largest supplier accounted for 80% and 36% of the total purchases for the year respectively.

Apart from the information as disclosed in the paragraphs headed "CONNECTED TRANSACTIONS" and "DIRECTORS' INTERESTS IN CONTRACTS" in the Report of the Directors, none of the Directors or any of their associates or any shareholders of the Company (which, to the best knowledge of the Directors, owned more than 5% of the Company's issued share capital) had any beneficial interest in any of the Group's five largest suppliers or customers.

DIRECTORS

The Directors during the year and as at the date of the report were:

Executive Directors

Mr. Dong Shutong (*Chairman and Chief Executive Officer*)

Mr. Wang Ping (*Deputy Chief Executive Officer*)

(appointed on 10 October 2014)

Mr. Yin Sheping (*Deputy Chief Executive Officer*)

(appointed on 10 October 2014)

Mr. Chiang Shyh-yi (*Deputy Chief Executive Officer*)

(resigned on 1 June 2014)

Mr. Dong Chengzhe (*Deputy Chief Executive Officer*)

Mr. Song Wenzhou

Mr. Yang Fei

Non-executive Director

Mr. Yang Tianjun

Independent Non-executive Directors

Mr. Bai Baohua

Mr. Huang Changhuai

Mr. Wong Chi Keung

Mr. Fahmi Idris

Pursuant to article 87 of the Company's article of association, Mr. Bai Bao Hua, Mr. Huang Changhuai, Mr. Fahmi Idris and Mr. Yang Tian Jun will retire as Directors by rotation at the forthcoming annual general meeting of the Company. All retiring Directors, being eligible for re-election, will offer themselves for re-election at the forthcoming annual general meeting. The Company has received annual confirmation of independence from Mr. Bai Baohua, Mr. Huang Changhuai, Mr. Wong Chi Keung and Mr. Fahmi Idris and considers them to be independent.

主要客戶及供應商

於回顧年度內，本集團向五大客戶及最大客戶之銷售額分別佔本年度總銷售額之63%及46%。本集團向五大供應商及最大供應商之採購額分別佔本年度總採購額之80%及36%。

除了於董事會報告書中「關連交易」及「董事於合約之權益」兩段所披露之資料外，董事或彼等之任何聯繫人或本公司任何股東（就董事所深知，擁有本公司已發行股本5%以上）概無於本集團五大供應商或客戶中擁有任何實益權益。

董事

於本年度及截至本報告日期之董事為：

執行董事

董書通先生（主席兼總裁）

王平先生（副總裁）

（於二零一四年十月十日獲委任）

尹社平先生（副總裁）

（於二零一四年十月十日獲委任）

蔣士宜先生（副總裁）

（於二零一四年六月一日辭任）

董鍼喆先生（副總裁）

宋文州先生

楊飛先生

非執行董事

楊天鈞先生

獨立非執行董事

白葆華先生

黃昌淮先生

黃之強先生

法米先生

根據本公司章程細則第87條，白葆華先生、黃昌淮先生、法米先生及楊天鈞先生須於本公司應屆股東週年大會輪流退任董事職務。所有合資格重選之退任董事均願意於應屆股東週年大會膺選連任。本公司已收到白葆華先生、黃昌淮先生、黃之強先生及法米先生之年度確認書以確認其獨立性，本公司視彼等為獨立人士。

Report of the Directors

董事會報告書

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and Senior Management are set out on pages 28 to 34 of this annual report.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' REMUNERATION

The remuneration of the Directors is determined by the Board with reference to the Directors' duties, responsibilities and performance and the results of the Group.

DIRECTORS' INTERESTS IN CONTRACTS

On 5 March 2007, SEAM, an indirect wholly owned subsidiary of the Company, entered into the EOA with Yiwang, a limited company incorporated in Indonesia, which is substantially owned by Mr. Soen Bin Kuan, who at 31 December 2014 and the date of this report holds more than 5% of the issued share capital of the Company. Pursuant to the EOA, Yiwang agreed to exclusively sell and SEAM agreed to buy the iron ores produced by Yiwang at a fixed price of US\$16 per dry tonne, for a minimum 40 million dry tonnes of iron ores throughout a period of approximately 14 years expiring on 24 January 2021, which has subsequently been extended by a supplemental agreement to 24 January 2036. Pursuant to the recommendation letter issued by the Minister of Mineral and Coal on 25 June 2012 to the Minister of Commerce which granted the export approval to Yiwang, the export price of iron ore was changed to US\$23.5 commencing from 1 July 2012. By virtue of the convertible bonds issued by Yiwang to S.E.A. Mining Limited and S.E.A. Mining Resources Limited which are indirectly substantially owned by Mr. Dong Shutong, Executive Director and Chairman of the Board, Mr. Dong has an indirect interest in the EOA. Further details of the transaction undertaken in connection therewith are included in Note 16 to the consolidated financial statements.

Save as disclosed above and in the paragraph headed "CONNECTED TRANSACTIONS" as set out on pages 44 to 45 of this annual report, no Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

董事及高級管理層之簡歷

董事及高級管理層之簡歷詳情載於本年度報告第28頁至第34頁。

董事之服務合約

擬於應屆股東週年大會重選之董事與本公司概無訂立本公司在一年內不可在不予賠償(法定賠償除外)的情況下終止之服務合約。

董事酬金

董事之酬金乃由董事會經參考董事之職責、責任及表現以及本集團之業績而釐定。

董事於合約之權益

於二零零七年三月五日，本公司間接全資附屬公司南洋礦業與Yiwang(於印尼註冊成立之有限公司，主要由李民權先生擁有，其於二零一四年十二月三十一日及本報告日期持有本公司已發行股本超過5%)訂立獨家採購協議。根據獨家採購協議，Yiwang同意獨家出售而南洋礦業同意購買Yiwang生產之鐵礦石，協定之固定價格為每乾公噸16美元，於二零一一年一月二十四日屆滿之整個約14年期間須購買最少40,000,000乾公噸鐵礦石。其後，獨家採購權期限經附加協議延長至二零三六年一月二十四日。根據煤礦務部長於二零一二年六月二十五日向授與Yiwang出口批准的商務部長發出的推薦函件，鐵礦石的出口價自二零一二年七月一日起更改為23.5美元。由於Yiwang發行可換股債券予南洋礦產有限公司及南洋礦產資源有限公司，而執行董事兼董事會主席董書通先生為這兩家公司之間接大股東，故此董先生於獨家採購協議擁有間接權益。有關所進行交易之其他詳情載於綜合財務報表附註16。

除上文及載於本年報第44頁至第45頁「關連交易」一段所披露者外，於年內概無董事於本公司或其任何附屬公司所訂立而對本集團業務有重大影響之合約中直接或間接擁有重大權益。

Report of the Directors

董事會報告書

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2014, the interests and short positions of the Directors in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")) which (a) 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 they are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "Model Code"), to be notified to the Company and the Stock Exchange were as follows:

(i) Long positions in the shares of the Company as at 31 December 2014:

Name of Directors	Capacity in which interest are held	Number of shares	Approximate percentage to the issued share capital of the Company 佔本公司已發行股本之概約百分比
董事姓名	持有權益之身份	股份數目	
Dong Shutong 董書通	Held by controlled corporations (note) 由受控法團持有(附註)	1,505,930,705	56.22%
Dong Chengzhe 董鉞喆	Beneficial owner 實益擁有人	1,500,000	0.06%

Note: As at the Latest Practicable Date, 1,481,074,705 Shares and 24,856,000 Shares were held by Easyman and Sino Regent Worldwide Limited ("Sino Regent"), respectively. As the entire issued share capital of each of Easyman and Sino Regent is held by Mr. Dong, Mr. Dong is deemed to be beneficially interested in such Shares by virtue of the SFO.

附註：於最後可行日期，Easyman及Sino Regent Worldwide Limited(「Sino Regent」)分別持有1,481,074,705股及24,856,000股股份。由於Easyman及Sino Regent各自的全部已發行股本均由董先生所持有，根據證券及期貨條例，董先生被視為於該等股份中擁有實益權益。

董事於股份、相關股份及債權證之權益及淡倉

於二零一四年十二月三十一日，董事於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中，擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例之有關條文彼等被當作或視作擁有之權益及淡倉)；或(b)根據證券及期貨條例第352條規定須列入該條例所述登記冊之權益及淡倉；或(c)根據上市規則附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益及淡倉如下：

(i) 於二零一四年十二月三十一日於本公司股份之好倉：

Report of the Directors

董事會報告書

(ii) Long positions in the underlying shares of the Company as at 31 December 2014:

(ii) 於二零一四年十二月三十一日於本公司相關股份之好倉：

Name of Directors	Capacity in which interest are held	Number of share options (note)	Approximate percentage to the issued share capital of the Company 佔本公司已發行股本之概約百分比
董事姓名	持有權益之身份	購股權數目(附註)	
Dong Shutong 董書通	Beneficial owner 實益擁有人	5,000,000	0.19%
	Held by spouse 由配偶持有	1,700,000	0.06%
Dong Chengzhe 董鉞喆	Beneficial owner 實益擁有人	2,775,000	0.10%
Song Wenzhou 宋文州	Beneficial owner 實益擁有人	2,520,000	0.09%
Yang Fei 楊飛	Beneficial owner 實益擁有人	2,775,000	0.10%

Note: The share options are unlisted equity-settled options granted pursuant to the Company's share option scheme adopted on 2 May 2005. Upon exercise of the share options in accordance with such share option scheme. Shares are issuable to the option holder(s) who exercise(s) the rights.

附註：該等購股權為根據本公司於二零零五年五月二日採納之購股權計劃授出之非上市以權益支付之購股權。根據該購股權計劃行使購股權後，可向行使有關權利的購股權持有人發行股份。

Report of the Directors

董事會報告書

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2014, shareholders (other than the interest disclosed above in respect of the Director who is also a substantial shareholder of the Company) who had interests and short positions in the shares and underlying shares of the Company which have been disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long positions in the shares and underlying shares of the Company as at 31 December 2014:

主要股東於本公司股份及相關股份中之權益及淡倉

於二零一四年十二月三十一日，股東（不包括上文披露同時為本公司主要股東之董事所涉權益）於本公司股份及相關股份中，擁有根據證券及期貨條例第XV部第2及第3分部之規定已向本公司披露、或記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊內之權益及淡倉如下：

於二零一四年十二月三十一日於本公司股份及相關股份之好倉：

Name of Shareholders	Capacity in which interest are held	Number of Shares/ underlying shares	Approximate percentage to the issued share capital of the Company
股東姓名	持有權益之身份	股份/ 相關股份數目	佔本公司 已發行股本之 概約百分比
Easyman	Beneficial owner 實益擁有人	1,481,074,705	55.29%
Soen Bin Kuan 李民權	Beneficial owner 實益擁有人	182,734,104	6.82%
Sun Qiaodian (note 1) 孫巧點(附註1)	Beneficial owner 實益擁有人	1,700,000 (note 2) (附註2)	0.06%
	Held by spouse 由配偶持有	1,510,930,705	56.41%

Notes:

- Ms. Sun Qiaodian is the spouse of Mr. Dong Shutong, whose interest was disclosed in previous section.
- The share option are unlisted equity-settled options granted pursuant to the Company's share option scheme adopted on 2 May 2005. Upon exercise of the share options in accordance with such share option scheme. Shares are issuable to the option holder(s) who exercise(s) the rights.

附註：

- 孫巧點女士乃董書通先生之配偶，董先生的權益於前一節中披露。
- 該等購股權為根據本公司於二零零五年五月二日採納之購股權計劃授出之非上市以權益支付之購股權。根據該購股權計劃行使購股權後，可向行使有關權利的購股權持有人發行股份。

Report of the Directors

董事會報告書

Save as disclosed above, so far as was known to the Directors, there was no other person who, as at 31 December 2014, had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who was, directly or indirectly, beneficially interested in 5% or more of the issued share capital of the Company; or were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed on 2 May 2005, the Company adopted a share option scheme (the “Share Option Scheme”) for the purpose of enabling the Company to recruit and retain high-calibre employees and attract resources that are valuable to the Group and to provide the Company with a means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to such persons who contribute or may bring benefit to the Group. The Share Option Scheme will remain in force for a period of 10 years from adoption of such scheme and will expire on 2 May 2015.

除上文所披露者外，就董事迄今所知，於二零一四年十二月三十一日，概無其他人士於本公司之股份或相關股份中，擁有根據證券及期貨條例第XV部第2及第3分部須知會本公司之權益或淡倉，或直接或間接於本公司已發行股本中擁有5%或以上的實益權益，或直接或間接擁有附有任何情況下於本集團的任何成員公司的股東大會上投票權利的任何類別股本面值10%或以上權益。

購股權計劃

根據於二零零五年五月二日通過之普通決議案，本公司採納一項購股權計劃（「購股權計劃」），以使本公司能招聘及挽留優秀僱員及將有價值之資源引入本集團，並使本公司能以多種方式獎勵、獎賞、提供薪酬、補償及／或提供福利予為本集團作出貢獻或能為本集團帶來利益之有關人士。該購股權計劃將自採納之日起計十年內有效，並將於二零一五年五月二日屆滿。

Report of the Directors

董事會報告書

The options granted under the Share Option Scheme have an exercise period of 10 years from the date of acceptance of the options, which is in compliance with the terms of the Share Option Scheme, subject to a vesting schedule of 5 years whereby only 20% of the options is exercisable 12 months after the date of acceptance of the options and an additional 20% of the options shall be exercisable by the grantee in each subsequent year until the last day of the 5-year period after the date of acceptance of the options when 100% of the options become exercisable. Details of movements in the Company's share options during the year are as follows:

根據購股權計劃之條款，根據購股權計劃授出之購股權之行使期由接納購股權當日起計為期十年，惟受五年歸屬時間表所限，據此，僅20%之購股權可於接納購股權當日12個月後行使，而承授人可於每接續之一年行使額外20%購股權，直至購股權獲接納日期後五年期之最後一日方可行使全部購股權。年內本公司購股權之變動詳情如下：

		No. of share options 購股權數目				Price of Company's shares at exercise date of options (note 2)		
		Outstanding as at 1 January 2014	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding as at 31 December 2014	Exercise price of share options (note 1)	Price of Company's shares at exercise date of options (note 2)
		於二零一四年 一月一日 尚未行使	於期內授出	於期內行使	於期內失效	於二零一四年 十二月三十一日 尚未行使	購股權之 行使價 (附註1)	本公司股份 於購股權 行使日的股價 (附註2)
							HK\$ 港元	HK\$ 港元
Directors	董事							
Mr. Dong Shutong	董書通先生	5,000,000	-	-	-	5,000,000	1.07	N/A 不適用
Ms. Ng See Wai Rowena*	吳思偉女士*	8,000,000	-	-	(8,000,000)	-	0.63	N/A 不適用
Mr. Dong Chengzhe	董誠喆先生	1,275,000	-	-	-	1,275,000	1.91	N/A 不適用
		1,500,000	-	-	-	1,500,000	0.63	N/A 不適用
Mr. Song Wenzhou	宋文州先生	1,020,000	-	-	-	1,020,000	1.07	N/A 不適用
		1,500,000	-	-	-	1,500,000	0.63	N/A 不適用
Mr. Yang Fei	楊飛先生	1,275,000	-	-	-	1,275,000	1.91	N/A 不適用
		1,500,000	-	-	-	1,500,000	0.63	N/A 不適用
Sub-total for number of share options to Directors	授予董事之購股權 數目小計	21,070,000	-	-	(8,000,000)	13,070,000	-	-
Other employees	其他僱員	11,900,000	-	-	-	11,900,000	1.07	N/A 不適用
		8,205,000	-	-	(660,000)	7,545,000	2.45	N/A 不適用
		32,100,000	-	-	(5,800,000)	26,300,000	0.63	N/A 不適用
Sub-total for number of share options to other employees	授予其他僱員之 購股權數目小計	52,205,000	-	-	(6,460,000)	45,745,000		
Total	總計	73,275,000	-	-	(14,460,000)	58,815,000		

* Resigned on 1 January 2014

* 於二零一四年一月一日辭任

Notes:

附註：

- The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- The price of the shares of the Company as at the date of exercise of the share options is the Stock Exchange's closing price on the trading date immediately prior to the date on which the share options were exercised.

- 購股權之行使價可能因供股或紅股發行或本公司股本之其他類似變動而調整。
- 本公司於購股權行使日期之股價為緊接購股權行使日期前之交易日之聯交所收市價。

Report of the Directors

董事會報告書

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the Share Option Scheme as set out in Note 32 to the consolidated financial statements, at no time during the year ended 31 December 2014 was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

CONNECTED TRANSACTIONS

Pursuant to the extraordinary general meetings of the Company held on 28 January 2010 and 22 June 2012, the Company's independent shareholders approved the continuing connected transactions in relation to the exclusive ores purchase from Yiwan. According to the EOA and supplemental agreements entered into between Yiwan and SEAM in connection with the purchasing of ore, Yiwan agreed to supply ore to the Group until 24 January 2036. According to the EOA and supplemental agreements, the prices for these continuing connected transactions would be US\$16 per dry tonne and subsequently adjusted to the new export price ("New Export Price") pursuant to the recommendation letter issued by the Minister of Mineral and Coal on 25 June 2012 to the Minister of Commerce of Indonesia. Pursuant to the terms of the EOA, SEAM and Yiwan may agree to alter the purchase price if being directed by the relevant governmental authorities. Since the New Export Price is a price directed by the relevant governmental authorities of Indonesia, SEAM and Yiwan have agreed to adopt the New Export Price as the ore purchase price commencing from 1 July 2012 under the EOA. These transactions will be entered into in usual and ordinary course of business of the Group and the annual cap for these transactions for the years ended 31 December 2012, 2013 and 2014 will not exceed HK\$998.4 million, HK\$1,248 million and HK\$1,248 million, respectively. During the year, the Group purchased US\$2.2 million (approximately HK\$16.8 million) (2013: US\$76.1 million (approximately HK\$590.1 million)) ore from Yiwan. The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing the findings and conclusions in respect of the continuing connected transactions disclosed by the Group above in accordance with Rule 14A.56 of the Listing Rules. The Company has complied with the requirements set out in Chapter 14A of the Listing Rules.

董事收購股份或債權證之權利

除綜合財務報表附註32所載的購股權計劃一段中所披露者外，於截至二零一四年十二月三十一日止年度內任何時間，本公司、其控股公司或其任何附屬公司及同系附屬公司並無訂立任何安排，使董事可藉收購本公司或任何其他法團公司之股份或債權證而獲利。

關連交易

根據本公司於二零一零年一月二十八日及二零一二年六月二十二日舉行之股東特別大會，本公司獨立股東批准有關向Yiwan獨家採購礦石之持續關連交易。根據Yiwan與南洋礦業所訂立有關採購礦石之獨家採購協議及附加協議，Yiwan同意供應礦石予本集團直至二零三六年一月二十四日。根據獨家採購協議及附加協議，該等持續關連交易之價格將為每乾公噸16美元，其後並根據印尼煤礦務長部於二零一二年六月二十五日向商務部長發出的推薦函件調整至新出口價（「新出口價」）。根據獨家採購協議之條款，南洋礦業與Yiwan可按有關政府當局指示更改採購價。由於新出口價為印尼有關政府當局指定的價格，南洋礦業與Yiwan已同意於二零一二年七月一日開始採納新出口價作為獨家採購協議下的礦石採購價。該等交易將於本集團之日常及一般業務過程中訂立，而該等交易於截至二零一二年、二零一三年及二零一四年十二月三十一日止年度之年度上限分別不超過998.4百萬港元、1,248百萬港元及1,248百萬港元。年內，本集團已從Yiwan購買合共2.2百萬美元（約16.8百萬港元）（二零一三年：76.1百萬美元（約590.1百萬港元））之礦石。本公司已委聘核數師按照香港會計師公會所頒佈的香港鑒證業務準則第3000號「歷史財務資料審核或審閱以外的鑒證工作」以及參照實務說明第740號「香港上市規則規定的持續關連交易的核數師函件」，對本集團持續關連交易出具報告。核數師已根據上市規則第14A.56條就上述本集團所披露之持續關連交易編製載有其調查結果及結論之無保留意見函件。本公司已遵守上市規則第14A章的規定。

Report of the Directors

董事會報告書

Save as disclosed above, no contracts of significance to which the Company, its subsidiaries, holding companies or associated companies was a party subsisted at any time during the year or at the end of the year.

The Independent Non-executive Directors have reviewed the continuing connected transactions in 2014 and confirmed that the transactions have been entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties;
- (3) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Group as a whole; and
- (4) have not exceeded the relevant maximum amount capped in accordance to the waiver previously granted by the Stock Exchange.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the year, none of the Directors had any interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

EVENTS AFTER THE REPORTING PERIOD

Details of the significant events after the reporting period of the Group are set out in Note 38 to the consolidated financial statements.

AUDIT COMMITTEE

The Company established an audit committee pursuant to a resolution of the Directors passed on 2 May 2005 in compliance with Rule 3.21 of the Listing Rules. The primary duties of the audit committee are to review the financial reporting process and internal control procedures of the Group.

The audit committee consists of Mr. Wong Chi Keung, Mr. Bai Baohua and Mr. Huang Changhuai — Independent Non-executive Directors of the Company and Mr. Wong Chi Keung is the Chairman of the audit committee.

除上文所披露者外，於本年度任何時間或年終，本公司、其附屬公司、其控股公司或聯營公司並無訂立任何重大合約。

獨立非執行董事已審閱於二零一四年之持續關連交易，並確認所訂立之該等交易乃：

- (1) 於本集團之日常及一般業務過程中訂立；
- (2) 按一般商業條款進行，倘無足夠可比較交易以判斷彼等是否按一般商業條款進行，則按本集團不遜於獨立第三方所獲或提供(視乎情況而定)之條款進行；
- (3) 根據規範該等交易之有關協議進行，而交易條款公平合理，並符合本集團股東之整體利益；及
- (4) 並無超越根據聯交所之前授出之豁免限制的有關上限金額。

董事於競爭業務之權益

年內，概無董事直接或間接於與本集團業務競爭或可能競爭之業務中擁有任何權益。

報告期後事項

本集團報告期後重大事項之詳情載於綜合財務報表附註38。

審核委員會

本公司遵照上市規則第3.21條，根據於二零零五年五月二日通過之董事決議案成立審核委員會。審核委員會主要負責審議本集團之財務匯報過程及內部監控程序。

審核委員會由本公司獨立非執行董事黃之強先生、白葆華先生及黃昌淮先生組成，其中黃之強先生為審核委員會主席。

Report of the Directors

董事會報告書

The audit committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the financial statements for the year ended 31 December 2014.

REMUNERATION COMMITTEE

The Company established a remuneration committee pursuant to a resolution of the Directors passed on 10 April 2006 in compliance with the Corporate Governance Code as set out in Appendix 14 of the Listing rules ("CG Code").

The remuneration committee consists of Mr. Wong Chi Keung, Mr. Bai Baohua, Mr. Huang Changhuai — Independent Non-executive Directors of the Company and Mr. Dong Shutong — Executive Director of the Company. Mr. Huang Changhuai is the chairman of the remuneration committee.

NOMINATION COMMITTEE

The Company established a nomination committee pursuant to a resolution of the Directors passed on 30 December 2011 in compliance with the CG Code.

The nomination committee consists of Mr. Wong Chi Keung, Mr. Bai Baohua, Mr. Huang Changhuai — Independent Non-executive Directors of the Company and Mr. Dong Shutong — Executive Director of the Company. Mr. Dong Shutong is the chairman of the nomination committee.

EMPLOYEES REMUNERATION POLICY

As at 31 December 2014, the Group had approximately 1,000 employees, of whom 30 were management personnel. The remuneration policy of the Group to reward its employees and Executive Directors is based on their performance, qualifications, competence displayed, market comparable and the performance of the Group. Remuneration packages typically comprise salary, housing allowances, discretionary bonus, other fringe benefits and the Group's contribution to retirement benefits schemes. The remuneration of Executive Directors/senior management are determined by the Remuneration Committee which will review them regularly. The Company has adopted a share option scheme to provide incentive to the relevant participants, including the Directors and eligible employees.

審核委員會已與管理層審閱本集團所採納之會計準則及慣例，並討論核數、內部監控及財務匯報事項，包括審閱截至二零一四年十二月三十一日止年度之財務報表。

薪酬委員會

本公司遵照上市規則附錄14所載企業管治守則（「企業管治守則」），根據於二零零六年四月十日通過之董事決議案成立薪酬委員會。

薪酬委員會由本公司獨立非執行董事黃之強先生、白葆華先生及黃昌淮先生以及本公司執行董事董書通先生組成。黃昌淮先生為薪酬委員會之主席。

提名委員會

本公司遵照企業管治守則，根據於二零一一年十二月三十日通過之董事決議案成立提名委員會。

提名委員會由本公司獨立非執行董事黃之強先生、白葆華先生、黃昌淮先生及本公司執行董事董書通先生組成，其中董書通先生為提名委員會主席。

僱員薪酬政策

於二零一四年十二月三十一日，本集團約有1,000名僱員，其中30名為管理層人員。本集團回報僱員及執行董事的薪酬政策乃根據其表現、資歷、所示才能、市場水平及本集團表現而釐定。薪酬待遇一般包括薪金、房屋津貼、酌情花紅、其他額外利益以及本集團對退休福利計劃的供款。執行董事／高級管理人員的薪酬由薪酬委員會釐定及定期檢討。本公司已採納一項購股權計劃，以獎勵董事及合資格僱員等相關參與者。

Report of the Directors

董事會報告書

AUDITOR

Ernst & Young has retired and PricewaterhouseCoopers was appointed as the independent auditor of the Company with effect from the conclusion of the 2013 annual general meeting of the Company held on 19 June 2013.

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

ON BEHALF OF THE BOARD

Dong Shutong

Chairman and Chief Executive Officer

31 August 2015

核數師

在本公司於二零一三年六月十九日舉行之股東週年大會上，安永會計師事務所退任及羅兵咸永道會計師事務所獲委任為本公司獨立核數師，由二零一三年股東週年大會結束時起生效。

本財務報表經由羅兵咸永道會計師事務所審核。羅兵咸永道會計師事務所將退任，並合資格且願意受聘連任。

代表董事會

主席及總裁

董書通

二零一五年八月三十一日

Corporate Governance Report

企業管治報告

The Company recognises the value and importance of achieving high corporate governance standards to enhance corporate performance, transparency and accountability, earning the confidence of shareholders and the public. The Board strives to adhere to the principles of corporate governance and adopt sound corporate governance practices to meet the legal and commercial standards by focusing on areas such as internal control, fair disclosure and accountability to all shareholders.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company has applied the principles and complied with the code provisions of the CG Code throughout the year ended 31 December 2014 except for code provisions A.1.1, A.2.1 and A.4.1, details of which are disclosed below. Save for deviation from code provisions A.1.1, A.2.1 and A.4.1, in the opinion of the Board, the Company has been in compliance with the CG Code in all material respects.

(A) THE BOARD OF DIRECTORS

The overall management of the Company's operation is vested in the Board. The Board takes responsibility to oversee all major matters of the Company, including the formulation and approval of all policy matters, overall strategies, internal control and risk management systems, and monitoring of the performance of the senior management. The Directors make decisions objectively in the interests of the Company. Currently, the Board comprises 11 Directors, including 6 Executive Directors, 1 Non-executive Director and 4 Independent Non-executive Directors:

Executive Directors

Mr. Dong Shutong (*Chairman and Chief Executive Officer*)
Mr. Wang Ping (*Deputy Chief Executive Officer*)
Mr. Yin ShePing (*Deputy Chief Executive Officer*)
Mr. Chiang Shyh-yi (*Deputy Chief Executive Officer*)
(Resigned on 1 June 2014)
Mr. Dong Chengzhe (*Deputy Chief Executive Officer*)
Mr. Song Wenzhou
Mr. Yang Fei

Non-executive Director

Mr. Yang Tianjun

Independent Non-executive Directors

Mr. Bai Baohua
Mr. Huang Changhuai
Mr. Wong Chi Keung
Mr. Fahmi Idris

本公司認同達到高水準企業管治之價值及重要性，其有助於提升企業表現、透明度及問責程度以獲得股東及公眾的信心。董事會致力遵守企業管治之原則並採納合理之企業管治常規以符合法律及商業標準，其專注的範圍包括內部監控、公平披露及對全體股東負責。

遵守企業管治守則

截至二零一四年十二月三十一日止整個年度，本公司一直應用企業管治守則之原則並遵守企業管治守則之守則條文，惟守則條文第A.1.1、A.2.1及A.4.1條除外，詳情如下。除偏離守則條文第A.1.1、A.2.1及A.4.1條之外，董事會認為，本公司在各重大方面一直遵守企業管治守則。

(A) 董事會

董事會全權負責本公司經營業務的整體管理。董事會負責監察本公司所有主要事項，包括制定及批准所有政策事宜、整體策略、內部監控及風險管理系統；以及監督高級管理層的表現。董事就本公司的利益作出客觀的決定。董事會現時共有十一名董事，六名為執行董事、一名為非執行董事，四名為獨立非執行董事。

執行董事

董書通先生 (*主席兼總裁*)
王平先生 (*副總裁*)
尹社平先生 (*副總裁*)
蔣士宜先生 (*副總裁*)
(於二零一四年六月一日辭任)
董鍼喆先生 (*副總裁*)
宋文州先生
楊飛先生

非執行董事

楊天鈞先生

獨立非執行董事

白葆華先生
黃昌淮先生
黃之強先生
法米先生

Corporate Governance Report

企業管治報告

Their biographical details and relationships (some of the Directors are related to each other) are set out in the section entitled “Directors, Senior Management and Audit Committee” in the annual report.

The Board delegates the authority and responsibility for implementing day-to-day operations, business strategies and management of the Group’s businesses to the Executive Directors, senior management and certain specific responsibilities to the Board committees.

Composition and Appointment

As at 31 December 2014, the Board comprises eleven Directors, including six Executive Directors, one Non-executive Director and four Independent Non-executive Directors.

The Company has complied with Rules 3.10(1) and (2) of the Listing Rules of having three Independent Non-executive Directors and one of the Independent Non-executive Directors possesses the requisite appropriate professional qualifications. The Board confirmed that the independence and eligibility of the Independent Non-executive Directors are in compliance with the relevant requirements of the Listing Rules.

Save that Mr. Dong Shutong and Mr. Dong Chengzhe are father and son, the Directors confirmed that there was no connection amongst the Directors that should be disclosed relating to finance, business, relation or other significant events or relevant matters.

The Board has effectively overseen and monitored the activities of the Company and the decisions were made in the best interests of the Company. During the year, the Board convened a total of nine meetings, performing its duties in considering, inter alia, discloseable transactions and financial and other matters under the provisions of the articles of association of the Company. If a Director has a conflict of interest in relation to a transaction or proposal to be considered by the Board, the individual is required to declare such interest and to abstain from voting. The matter is considered at a Board meeting attended by Directors who have no material interest in the transaction.

董事的簡歷詳情及關係(若干董事與其他董事有關)載於本年度報告「董事、高級管理層及審核委員會」一節。

董事會授予執行董事及高級管理層權力及責任以執行本集團業務之日常營運、業務策略及管理；董事會亦授予董事委員會若干特定的責任。

組成及委任

於二零一四年十二月三十一日，董事會由十一名董事組成，包括六名執行董事、一名非執行董事及四名獨立非執行董事。

本公司一直遵守上市規則第3.10(1)及(2)條規定，擁有三名獨立非執行董事，而一名獨立非執行董事具備所需適當專業資格的獨立非執行董事。董事會確認，獨立非執行董事之獨立性及任職資格符合上市規則有關規定。

董事確認，除董書通先生與董鍼喆先生為父子關係外，董事之間概無任何有關財務、業務、關係或其他重大事項或相關事宜之聯繫須予披露。

董事會有效地監察及監控本公司業務，所作決定亦符合本公司最佳利益。年內，董事會共召開九次會議，以履行其考慮(其中包括)本公司之須予披露交易以及章程細則條文所規定之財務及其他事項之職責。倘一名董事於董事會將考慮的交易或建議中有利益衝突，該名人士須申報有關利益並放棄投票。有關事宜會於交易中無重大權益的董事出席的董事會會議上考慮。

Corporate Governance Report

企業管治報告

During the year, nine Board meetings, two of which were regular meetings, were held and the attendance of each Director is set out as follows:

年內，董事會召開九次會議，其中兩次為例會，各董事出席會議之情況載列如下：

Name of Directors 董事姓名	Times of attendance/ No. of meetings held during the tenure of directorship 出席次數／任職董事期間 會議次數	Title 職銜
Dong Shutong 董書通	9/9	Chairman, Executive Director, Chief Executive Officer 主席、執行董事、總裁
Wang Ping* 王平*	0/9	Executive Director, Deputy Chief Executive Officer 執行董事、副總裁
Yin Sheping* 尹社平*	0/9	Executive Director, Deputy Chief Executive Officer 執行董事、副總裁
Chiang Shyh-yi# 蔣士宜 #	0/9	Executive Director, Deputy Chief Executive Officer 執行董事、副總裁
Dong Chengzhe 董鍼喆	4/9	Executive Director, Deputy Chief Executive Officer 執行董事、副總裁
Song Wenzhou 宋文州	3/9	Executive Director 執行董事
Yang Fei 楊飛	9/9	Executive Director 執行董事
Yang Tianjun 楊天鈞	3/9	Non-executive Director 非執行董事
Bai Baohua 白葆華	3/9	Independent Non-executive Director 獨立非執行董事
Huang Changhuai 黃昌淮	3/9	Independent Non-executive Director 獨立非執行董事
Wong Chi Keung 黃之強	3/9	Independent Non-executive Director 獨立非執行董事
Fahmi Idris 法米	0/9	Independent Non-executive Director 獨立非執行董事

* Appointed on 10 October 2014

Resigned on 1 June 2014

* 於二零一四年十月十日獲委任

於二零一四年六月一日辭任

Corporate Governance Report

企業管治報告

Only two regular Board meetings were held as the Company does not announce its quarterly results and hence not consider the holding of quarterly meetings as necessary. This constitutes a deviation from Code Provision A.1.1.

Under Code Provision A.4.1, Non-executive Directors should be appointed for a specific term. Except for Mr. Fahmi Idris, Independent Non-executive Director, who were appointed for a term of three years, Mr. Yang Tianjun, Non-executive Director, and the remaining Independent Non-executive Directors including Mr. Bai Baohua, Mr. Huang Changhuai and Mr. Wong Chi Keung were not appointed for a specific term. This constitutes a deviation from Code Provision A.4.1. However, according to the articles of association of the Company, one-third of the Directors for the time being shall retire from office by rotation at each annual general meeting and the Directors to retire by rotation shall be those who have been longest in office since their last re-election or appointment. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practice in this respect is in line with that provided in the Code.

Chairman and Chief Executive

The Executive Director, Mr. Dong Shutong, served as the chairman and chief executive of the Company. The chairman is responsible for overseeing the Company's operations in respect of compliance with both internal rules and statutory requirements, and promoting the corporate governance of the Company. The Company did not appoint another individual to act as the chief executive for the year ended 31 December 2014 and up to the date of this report. This constitutes a deviation from code provision A.2.1. The Board believes that it is in the best interests of the Company and the shareholders as a whole since Mr. Dong Shutong is knowledgeable in the business of the Group and possesses the essential leadership skills to guide discussions of the Board.

Important decision-making and the day-to-day management of the Company are carried out by all of the Executive Directors. Although the roles of the chairman and the chief executive of the Company are not segregated, the functions of the chief executive were carried out by all of the Executive Directors collectively.

The Board considered that the Group's prevailing structures and systems met the code provisions in the CG Code. The current practices will be reviewed and updated regularly to follow the latest practices in corporate governance.

本公司僅舉行兩次董事會例會，原因是本公司並無公佈其季度業績，故此不考慮按需要舉行季度會議。此舉偏離了守則條文第A.1.1條。

根據守則條文第A.4.1條，非執行董事之委任應有特定任期。除獨立非執行董事法米先生任期為三年外，非執行董事楊天鈞先生及其餘獨立非執行董事包括白葆華先生、黃昌淮先生及黃之強先生均無特定任期。此舉偏離守則條文第A.4.1條。然而，根據本公司之章程細則，於每屆股東週年大會，當時三分之一之董事須輪流退任，而須輪流退任之董事須為上一次重選或委任後任期最長之董事。因此，本公司認為已採取足夠措施確保本公司之企業管治常規在此方面與守則所規定者一致。

主席及首席執行官

執行董事董書通先生乃本公司主席兼首席執行官。主席負責監督本公司營運遵守內部規則以及法定要求，以及加強本公司企業管治。本公司於截至二零一四年十二月三十一日止年度及直至本報告日期並無委任其他人士擔任首席執行官，此舉偏離守則條文第A.2.1條。董事會相信，董書通先生對本集團業務認識深厚及具備所需領導才能領導董事會進行討論，故此舉符合本公司及股東之整體最佳利益。

本公司之重要決策及日常管理由全體執行董事執行。儘管本公司之主席及首席執行官並無分開，但首席執行官之職能由全體執行董事共同執行。

董事會認為本集團之現行架構及體系符合企業管治守則之守則條文。現行常規將定期進行檢討及更新，以遵循企業管治之最新常規。

Corporate Governance Report

企業管治報告

Independent Non-executive Directors

Independent Non-executive Directors play a significant role in the Board by virtue of their independent judgment and their views carry significant weight in the Board's decision. In particular, they bring an impartial view to bear on issues of the Company's strategy, performance and control. All Independent Non-executive Directors possess extensive academic, professional and industry expertise and management experience and have provided their professional advices to the Board. The Board also considers that Independent Non-executive Directors can provide independent advice on the Company's business strategy, results and management so that all interests of shareholders can be taken into account, and the interests of the Company and its shareholders can be protected.

The Company has received annual confirmations of independence from each of the existing Independent Non-executive Directors in accordance with Rule 3.13 of the Listing Rules. The Company considers that all the Independent Non-executive Directors are independent in accordance with the Listing Rules.

Training and Support for Directors

Directors must keep abreast of their collective responsibilities. Each newly appointed Director would receive an induction package covering the Group's businesses and the statutory and regulatory obligations of a director of a listed company. The Group also provides briefings and other training to develop and refresh the Directors' knowledge and skills. The Group continuously updates Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices. Circulars or guidance notes are issued to Directors and senior management where appropriate, to ensure awareness of best corporate governance practices.

During the period from 1 January 2014 to 31 December 2014, the Directors have attended seminars and/or conferences and/or forums relating to directors' duties and/or read newspapers, journals and updates relating to the economy, general business or directors' duties etc.

Directors' and Officers' Insurance

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers.

獨立非執行董事

獨立非執行董事憑藉其獨立判斷於董事會擔當重要角色，其意見對董事會的決定舉足輕重。尤其是獨立非執行董事能為本公司策略、表現及監控事宜帶來公正的觀點。所有獨立非執行董事均擁有豐富的學術、專業及行業知識以及管理經驗，並提供專業意見予董事會。董事會認為獨立非執行董事能就本公司之業務策略、業績及管理提供獨立建議，故能顧及股東的所有利益，且本公司及其股東的利益亦能受到保障。

根據上市規則第3.13條，本公司已收到現有每名獨立非執行董事就其獨立性而作出的年度確認函。本公司認為全體獨立非執行董事之獨立性均符合上市規則。

董事之培訓及支援

董事須時刻了解其集體責任。每位新獲委任的董事將收到一份涵蓋本集團業務及上市公司董事之法律及監管責任的就職資料。本集團亦提供簡介會及其他培訓以發展及更新董事的知識及技術。本集團持續更新董事有關上市規則及其他適用監管規則的最新發展，確保董事遵守有關規則及提高董事對良好企業管治常規的意識。本集團亦向董事及高級管理層發出通函及指引(如適用)，確保他們了解最佳企業管治常規。

於二零一四年一月一日至二零一四年十二月三十一日期間，董事已出席有關董事職責之研討會及/或會議及/或論壇及/或閱讀有關經濟、通用商務或董事職責等的報章、期刊及最新資訊。

董事及高級職員之保險

本公司已就董事及高級職員可能面對的法律行動購買適當之保險。

Corporate Governance Report

企業管治報告

Model Code

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as the code for securities transactions by Directors. Having made specific enquiries, the Company has confirmed that all Directors have complied with the requirements set out in the Model Code.

Board Committees

The Board has established audit committee, remuneration committee and nomination committee (collectively “Board committees”) with defined terms of reference. The terms of reference of the Board Committees are posted on the websites of the Company and the Stock Exchange. The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company’s expenses.

Audit Committee

The audit committee comprises three Independent Non-executive Directors, and Mr. Wong Chi Keung serves as the chairman of the audit committee. During the year, the audit committee held two meetings on 7 October 2014 and all committee members attended the meetings.

During the year, the audit committee had performed the following work:

- (1) reviewed the financial reports for the year ended 31 December 2013 and for the six months ended 30 June 2014;
- (2) reviewed the effectiveness of internal control system;
- (3) reviewed the external auditor’s statutory audit plan and engagement letter;
- (4) reviewed the management letter from the external auditor in relation to the audit of the Group for the year ended 31 December 2013;
- (5) reviewed and recommended for approval by the Board the 2014 audit scope and fees; and
- (6) discussed the reappointment of external auditor.

標準守則

本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易之標準守則(「標準守則」)，作為董事進行證券交易之守則。經作出具體查詢後，本公司確認全體董事均已遵循標準守則所載之規定。

董事委員會

董事會已成立審核委員會、薪酬委員會及提名委員會(合稱「董事委員會」)，各有特定職權範圍。董事委員會之職權範圍載於本公司及聯交所網站內。董事委員會獲提供充足資源以履行其職責；以及遇上合理要求時，可在適合情況下尋求獨立專業意見，有關費用由本公司支付。

審核委員會

審核委員會包括三名獨立非執行董事，由黃之強先生出任審核委員會主席。年內，審核委員會於二零一四年十月七日舉行兩次會議，全體委員會成員均有出席。

於二零一四年內，審核委員會已完成下列工作：

- (1) 審閱截至二零一三年十二月三十一日止年度及截至二零一四年六月三十日止六個月之財務報告；
- (2) 檢討內部監控系統之有效性；
- (3) 審閱外聘核數師之法定審核計劃及委聘書；
- (4) 審閱外聘核數師有關本集團截至二零一三年十二月三十一日止年度審核情況之管理層函件；
- (5) 審閱並建議董事會批准二零一四年審核範圍及費用；及
- (6) 討論續聘外聘核數師。

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Responsibilities of the audit committee include:

- (1) reviewing the financial reporting process, internal control system and the completeness of financial reports of the Company;
- (2) to be in charge of the appointment of external auditor, auditing expenses and any matters regarding the resignation or dismissal of the external auditor;
- (3) to review the independence of the external auditor;
- (4) to discuss with the external auditor on the nature and scope of audit prior to the commencement of the auditing procedures;
- (5) to review the interim and annual financial statements. The audit committee has reviewed the auditing performance, the internal controls and the audited financial statements of the Company for the year ended 31 December 2014; and
- (6) to discuss the reappointment of external auditor.

Remuneration Committee

The remuneration committee of the Company was established on 10 April 2006 and comprises one Executive Director and three Independent Non-executive Directors. The members of the remuneration committee are: Mr. Dong Shutong, Mr. Bai Baohua, Mr. Huang Changhuai and Mr. Wong Chi Keung. Mr. Huang Changhuai serves as the chairman of the remuneration committee. During the year, the remuneration committee held one meeting on 7 October 2014 and all committee members attended the meeting to review the performance and incentives of Executive Directors and terms of employment of the management staff within the Group in 2014.

Responsibilities of the remuneration committee include:

- (1) to make recommendation to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;

審核委員會之職責包括：

- (1) 審閱本公司財務申報程序、內部監控系統及財務報告之完整性；
- (2) 負責處理外聘核數師之委聘、審核費用及有關外聘核數師辭任或罷免等事宜；
- (3) 審核外聘核數師之獨立性；
- (4) 展開核數程序前與外聘核數師討論核數之性質及範疇；
- (5) 審閱中期及年度財務報表。審核委員會已審閱本公司截至二零一四年十二月三十一日止年度之審核表現、內部監控及財務報表。
- (6) 討論續聘外聘核數師。

薪酬委員會

本公司之薪酬委員會於二零零六年四月十日成立，包括一名執行董事及三名獨立非執行董事。薪酬委員會成員包括：董書通先生、白葆華先生、黃昌淮先生及黃之強先生。黃昌淮先生擔任薪酬委員會的主席。年內，薪酬委員會於二零一四年十月七日舉行一次會議，全體委員會成員均有出席，以審閱二零一四年執行董事的表現與獎勵，以及本集團管理人員的僱傭條款。

薪酬委員會之職責包括：

- (1) 就本公司全體董事及高級管理層薪酬之政策及架構，以及設立制定該等薪酬政策之正式及透明程序，向董事會提出推薦建議；

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- (2) to have the delegated responsibility to determine the specific remuneration packages of all Executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of Non-executive Directors. The remuneration committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration;
- (3) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- (4) to review and approve the compensation payable to Executive Directors and senior management in connection with any loss or termination of their office or appointment;
- (5) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct; and
- (6) to ensure that no Director is involved in deciding his own remuneration.

Nomination Committee

The nomination committee was established on 30 December 2011 and is chaired by Mr. Dong Shutong, an Executive Director. Other members of the Committee are Mr. Bai Baohua, Mr. Huang Changhuai and Mr. Wong Chi Keung, who are Independent Non-executive Directors.

The nomination committee is responsible for formulating policy and making recommendations to the Board on nominations, appointment of Directors and Board succession. The committee develops selection procedures for candidates, and will consider different criteria including appropriate professional knowledge and industry experience, as well as consult external recruitment professionals when required. The committee also reviews the size, structure and composition of the Board and assesses the independence of Independent Non-executive Directors.

During the year, the remuneration committee held one meeting on 7 October 2014 and all committee members attended the meeting to review the structure and composition of the Board and independence of the Independent Non-executive Directors.

- (2) 獲授權負責釐定全體執行董事及高級管理層具體薪酬組合，包括實物利益、退休金權利及補償付款（包括任何損失或終止其職位或委任之應付補償），並就非執行董事之薪酬向董事會作出建議。薪酬委員會應考慮可資比較公司支付之薪金、董事服務時間及責任、本集團其他受僱用情況以及與表現掛鈎之薪酬是否可取等因素；
- (3) 參考董事會不時議決之企業目標及目的，審閱及批准與表現掛鈎之薪酬；
- (4) 檢討及批准就失去或終止其職位或委任而應付執行董事及高級管理層之補償；
- (5) 檢討及批准有關董事因行為失當而遭免職或罷免之補償安排；及
- (6) 確保概無董事參與訂定自己的薪酬。

提名委員會

提名委員會於二零一一年十二月三十日成立，由執行董事董書通先生擔任主席。委員會其他成員為獨立非執行董事白葆華先生、黃昌淮先生及黃之強先生。

提名委員會負責就董事之提名及委任與董事會接任制定政策及向董事會提出建議。委員會建立物色人選之程序，並考慮不同的衡量標準，包括合適的專業知識及行業經驗，並在有需要的情況下諮詢外部招聘專家。委員會亦會檢討董事會之規模、架構及組成，及評核獨立非執行董事的獨立性。

年內，提名委員會於二零一四年十月七日舉行一次會議，全體委員會成員均有出席，以檢討董事會的架構和組成及獨立非執行董事的獨立性。

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Company Secretary

Mr. Choi Kwok Keung Sanvic, the Company Secretary of the Company, is a full time employee of the Group and has day-to-day knowledge of the Company's affairs. During financial year, the Company Secretary has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules. Mr. Choi was appointed as Company Secretary on 3 June 2014.

The biographical details of Mr. Choi is set out on in the section entitled "Directors, Senior Management and Audit Committee" in the annual report.

(B) FINANCIAL REPORTING AND INTERNAL CONTROL

Internal Control

The Board is responsible for the Company's system of internal controls and its effectiveness. Such a system is designed to manage the Company's risks within an acceptable risk profile, rather than to eliminate the risk of failure to achieve the policies and business objectives of the Company. Accordingly, it can only provide reasonable assurance but not absolute assurance against material misstatement of management and financial information and records or against financial losses or fraud. The Board has established an on-going process for identifying, evaluating and managing the significant risks faced by the Company and this process includes updating the system of internal controls when there are changes to business environment. During the year, the Board has conducted a review of the effectiveness of the system of internal control of the Company and its principal subsidiaries with no material issues noted. The Board is of the view that the system of internal controls in place for the year under review and up to the date of issuance of this annual report and the consolidated financial statements is sufficient to safeguard the interests of shareholders, creditors and employees, and the Company's assets. The management assists the Board in the implementation of the Board's policies and procedures on risk and control by identifying and assessing the risks faced, and involving in the design, operation and monitoring of suitable internal controls to mitigate and control these risks.

The Board and the Audit Committee considered that the key areas of the Group's internal control systems are reasonably implemented and the Group has substantially complied with the code provisions of the Former Code and the New Code (where applicable) regarding internal control systems.

公司秘書

蔡國強先生為本公司的公司秘書，為本集團的全職僱員，了解本公司的日常事務。於財政年度內，公司秘書已妥為遵守上市規則第3.29條下相關專業培訓之規定。蔡先生已於二零一四年六月三日獲委任為公司秘書。

蔡先生之簡歷詳情載於本年度報告「董事、高級管理層及審核委員會」一節。

(B) 財務報告及內部監控

內部監控

董事會負責本公司內部監控系統及其成效。該系統之設計旨在將本公司之風險控制在可接受之風險範圍內，而非消除無法達致本公司政策及業務目標之風險。因此，於防止管理層及財務資料及記錄之重大錯誤陳述或財務損失或欺詐上，該系統僅能提供合理保證而非絕對保證。董事會已確立既定程序，以識別、評估及管理本公司面對之重大風險，此程序包括於業務環境改變時，更新內部監控系統。年內，董事會已對本公司及其主要附屬公司內部監控系統之成效進行檢討，並無發現任何重大問題。董事會認為於回顧年度及截至本年度報告及綜合財務報表刊發日期之內部監控系統足以保護股東、債權人及員工之利益，以及本公司之資產。管理層協助董事會識別並評估所面臨的風險，以執行董事會的風險控制政策及程序，並參與設計、營運及監察適當之內部監控措施，以減少及控制該等風險。

董事會及審核委員會認為本集團已合理地執行其內部監控系統之主要範圍，且已大致遵守原守則及新守則（若適用）有關內部監控系統之守則條文。

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Directors' and Auditor's Responsibilities For the Financial Statements

The Directors acknowledge their responsibility for the preparation of consolidated financial statements which give a true and fair view of the state of affairs of the Group. In preparing the consolidated financial statements which give a true and fair view, it is fundamental that appropriate accounting policies are selected and applied consistently. The statement of the external auditor about the reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 64 to 68 of this annual report.

(i) Going Concern and Mitigation Measures

During the year ended 31 December 2014, the Group incurred a loss of approximately HK\$1,454.2 million and had a net operating cash outflow of approximately HK\$150.4 million due to the market downturn and significant change in operating and regulatory environment of the Group's subsidiaries. As at 31 December 2014, the Company and the Group had net current liabilities of HK\$1,167.2 million and HK\$2,358.3 million, respectively. The Group's total borrowings amounted to HK\$3,214.9 million, will be due within 12 months as at 31 December 2014. The Group's borrowings comprised of bank and other borrowings, convertible bonds and notes payables of HK\$2,273.5 million (2013: HK\$2,081.6 million), HK\$143.9 million (2013: HK\$129.2 million) and HK\$797.5 million (2013: HK\$587.6 million), respectively as at 31 December 2014. Cash and cash equivalents reduced to HK\$11.5 million as at 31 December 2014 from HK\$54.1 million as at 31 December 2013. In addition, the Company and certain of its subsidiaries are parties to various litigations as detailed in Note 33 to the consolidated financial statements.

These conditions together with others described in Note 2.1(a) to the consolidated financial statements, have indicated the existence of material uncertainties which might cast significant doubt on the Group's ability to continue as a going concern and therefore it might not be able to realise its assets and discharge its liabilities in the normal course of business.

董事及核數師有關財務報表之責任

董事了解彼等編製綜合財務報表之責任乃為真實公平地反映本集團之財務狀況。於編製真實公平之綜合財務報表時，必須選擇並貫徹採用合適之會計政策。外聘核數師關於綜合財務報表之呈報責任聲明載於本年度報告第64頁至第68頁之獨立核數師報告書。

(i) 持續經營及改善措施

截至二零一四年十二月三十一日止年度，基於市場低迷以及本集團附屬公司的經營和監管環境有重大變動，本集團錄得虧損約1,454.2百萬港元，並有經營現金淨流出約150.4百萬港元。於二零一四年十二月三十一日，本公司及本集團的流動負債淨額分別為1,167.2百萬港元及2,358.3百萬港元。本集團於二零一四年十二月三十一日之總借貸為3,214.9百萬港元，將於十二個月內到期。本集團於二零一四年十二月三十一日之借貸包括銀行貸款及其他借貸、可換股債券及應付票據，分別為2,273.5百萬港元（二零一三年：2,081.6百萬港元）、143.9百萬港元（二零一三年：129.2百萬港元）及797.5百萬港元（二零一三年：587.6百萬港元）。現金及現金等值物由二零一三年十二月三十一日的54.1百萬港元減少至二零一四年十二月三十一日的11.5百萬港元。此外，本公司及其若干附屬公司涉及多項法律索償事件（詳情載於綜合財務報表附註33）。

此等狀況連同綜合財務報表附註2.1(a)所述的其他事宜顯示存有重大不明朗因素，或會令本集團持續經營的能力產生重大疑慮，導致本集團或無法在日常業務過程中將其資產變現及償還其負債。

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The Board had given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group would have sufficient financial resources to continue as a going concern. Certain measures had been taken to mitigate the liquidity pressure and to improve its financial position which include, but not limited to, the following:

- (1) the Group has been actively negotiating a syndicated loan with a syndicate of banks in the People's Republic of China ("PRC") to (i) replace certain bank borrowings and notes payable of the Group with revised terms including the extension of loan period to more than 1 year; and (ii) provide additional loan facilities to the Group as working capital;
- (2) the Company has been actively negotiating with a bank in Hong Kong for the borrowings that had become due as at 31 December 2014 as a result of cross-default and subsequently overdue after the year end. Such borrowings are fully secured by bank deposits of the Group;
- (3) to finalise the proposed disposal of up to 30% equity interest in SEAM, a wholly-owned subsidiary of the Group. On 21 January 2013, the Group entered into a non-binding framework agreement with Beijing Wincapital Management Co., Ltd. in relation to the disposal of a 30% equity interest in SEAM. The aggregate disposal consideration is expected to be approximately RMB900 million (approximately HK\$1.1 billion). The proposed transaction is yet to complete and no formal sales and purchase agreement has been entered into up to the date of this report. Longer than expected time has been spent on negotiation of the detailed terms and conditions because of the rapid change in operating and regulatory environment of SEAM since the framework agreement was signed. Management is currently negotiating with the relevant parties to facilitate the completion of the proposed disposal despite longer than expected time that was spent as a result of the rapid changes in environment that SEAM operates in. The proposed transaction can significantly strengthen the liquidity position of the Group as a whole in the near future;

董事會在評核本集團有否充足的財務資源持續經營，已審慎考慮本集團未來流動資金及表現以及其可行之融資來源。本集團已採取若干措施以減輕流動資金的壓力並改善其財務狀況，包括但不限於以下各項：

- (1) 本集團正就一項銀團貸款與中華人民共和國（「中國」）銀行之銀團積極進行磋商，以(i)取代本集團若干銀行借貸及應付票據（藉經修訂之條款，包括將貸款期延長至超過一年）；及(ii)為本集團提供額外貸款融資作為營運資金；
- (2) 就因交叉違約於二零一四年十二月三十一日到期及其後於年結日逾期之借款，本公司與一間香港銀行積極進行磋商。有關借貸以本集團銀行存款全面擔保；
- (3) 就最後落實擬出售本集團全資附屬公司南洋礦業最多為30%的權益。於二零一三年一月二十一日，本集團與北京匯贏創業投資有限公司訂立有關出售南洋礦業30%權益的無約束力框架協議。總出售代價預計為大約人民幣9億元（約11億港元）。截至本報告日期，建議交易尚未完成，尚未訂立任何正式買賣協議。自框架協議簽署後，由於南洋礦業的經營及規管環境劇變，故此商討條款及條件細節所耗時間較預期長。儘管南洋礦業的經營環境急變令所耗時間較預期長，管理層目前正與相關訂約方磋商以促使完成建議出售事項。建議交易能於不久將來大幅增強本集團整體的流動資金狀況；

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- (4) apart from the points (1), (2) and (3) above, the Group had other borrowings became overdue subsequent to 31 December 2014. The Group has been actively negotiating with the lenders for the renewal and extension of these borrowings;
- (5) the Group has been actively negotiating with the holders of the 12% Coupon Senior Bonds and the 8% Coupon Convertible Bonds for further extension of the repayment of principal and interest;
- (6) the Company has appointed Somerley Capital Limited (“Somerley”) as the financial advisor to advise the Board in respect of possible financing arrangements including but not limited to group re-organisation and debt restructuring. The Company intends, via Somerley, to enter into discussions with its bankers, bondholders and creditors as necessary with a view to agreeing arrangements to facilitate the Group meeting its obligations;
- (7) the Group is negotiating with various potential investors, financial institutions and identifying various options for financing the Group’s working capital and commitments in the foreseeable future, including identification of potential investors to invest in various projects undertaken by the Group;
- (8) the Group is maximising its sales effort, including speeding up of sales of its existing inventories and seeking new orders from overseas markets or new customers on developed new products, and implementing more stringent cost control measures with a view to improving operating cash flows; and
- (9) the Group has engaged legal advisors to handle all major litigation matters and seek for an appropriate solution to the best interest of the Group.
- (4) 除上述第(1)、(2)及(3)點外，本集團擁有於二零一四年十二月三十一日後逾期之其他借貸。本集團一直積極與放債人磋商重續及延長該等借貸；
- (5) 本集團一直積極與12%票面息優先債券及8%票面息可換股債券之持有人磋商進一步延遲償還本金及利息；
- (6) 本公司已委任新百利融資有限公司(「新百利」)為財務顧問，以就潛在融資安排(包括但不限於集團重組及債務重組)向董事會提供意見。本公司擬於需要時透過新百利與其往來銀行、債券持有人及債權人進行商討，以協定安排促使本集團應付債務；
- (7) 本集團正與各潛在投資者、財務機構進行磋商，並物色不同融資途徑，以於可見將來應付本集團的營運資金及承擔，包括物色潛在投資者投資本集團從事的各個項目；
- (8) 本集團正致力提升銷售力度，包括加快現有存貨銷售並於海外市場尋求新訂單或就開發新產品尋求新客戶，以及實施更嚴謹成本控制措施，以改善經營現金流量；及
- (9) 本集團已委聘法律顧問處理所有重大訴訟事宜，及尋求符合本集團最佳利益之合適解決方法。

Corporate Governance Report

企業管治報告

(ii) Delay in Publication of the 2014 Annual Results and 2014 Annual Report

Under Rules 13.46(2)(a) and 13.49(1) of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited, the Company is required to publish the announcement in relation to its preliminary annual results for the year ended 31 December 2014 (the “2014 Annual Results”) on a date not later than three months after the end of the financial year of the Company, i.e. on or before 31 March 2015; and despatch its annual report for the year ended 31 December 2014 (the “2014 Annual Report”) on a date not more than four months after the end of the financial year of the Company, i.e. on or before 30 April 2015. The delay in publication of the annual results and report had constituted a non-compliance with Rules 13.46(2)(a) and 13.49(1) of the Listing Rules.

Reason for Delay

As set out in the announcements of the Company dated 19 March 2015, 31 March 2015, 20 April 2015, 5 May 2015, 18 May 2015, 26 June 2015, 21 July 2015 and 4 August 2015, additional time is required by the Company to gather further information to enable its auditor to perform and complete their audit procedures. Consequently, the publication of the 2014 Annual Results and 2014 Annual Report was delayed.

Mitigation measures

In order to avoid delay in the compilation and provision of information in connection with the Group’s financial information, the Board plans to implement the following measures:

- enhance the documentation system to strengthen the information retrieval process;
- involve additional personnel in the preparation of the Group’s management accounts and financial projections to avoid delay; and
- hold more regular meetings with its auditor to facilitate the communication flow and to update the auditor of the Group’s financial position regularly.

(ii) 延遲刊發二零一四年全年業績及二零一四年年報

根據香港聯合交易所有限公司證券上市規則(「上市規則」)第13.46(2)(a)及13.49(1)條，本公司須不遲於本公司財政年度完結後三個月(即於二零一五年三月三十一日或以前)刊發有關截至二零一四年十二月三十一日止年度之年度初步業績(「二零一四年全年業績」)公告；及須不遲於本公司財政年度完結後四個月(即於二零一五年四月三十日或以前)發送本公司截至二零一四年十二月三十一日止年度之年度報告(「二零一四年年報」)。延遲刊發有關全年業績及報告已構成不符合上市規則第13.46(2)(a)及13.49(1)條。

延遲原因

誠如本公司日期為二零一五年三月十九日、二零一五年三月三十一日、二零一五年四月二十日、二零一五年五月五日、二零一五年五月十八日、二零一五年六月二十六日、二零一五年七月二十一日及二零一五年八月四日之公告所述，本公司需要更多時間以收集進一步資料以使本公司核數師得以進行及完成其審計程序。因此，刊發二零一四年全年業績及二零一四年年報有所延誤。

改善措施

為免延誤本集團財務資料之編製及刊發，董事會計劃實施以下措施：

- 改良文件系統，以加強資訊檢索程序；
- 委派額外人員編製本集團財務報表及財務預測，以免有所延誤；及
- 與其核數師舉行更多定期會議以便妥善溝通，且定期與核數師溝通本集團最新的財務狀況。

Corporate Governance Report

企業管治報告

Auditor's Remuneration

For the year ended 31 December 2014, the total fees paid/payable to PricewaterhouseCoopers, auditor of the Company, in respect of audit and non-audit services are set out below:

核數師酬金

截至二零一四年十二月三十一日止年度，就本公司核數師羅兵咸永道會計師事務所提供的審核及非審核服務而已付／應付之費用總額載列如下：

**For the year ended
31 December 2014**
截至二零一四年
十二月三十一日
止年度
HK\$'000
港幣千元

Audit services

Audit and audit related services

審核服務

審核及審核相關服務

5,063

Non-audit services

Tax compliance services

非審核服務

稅務合規服務

40

SHAREHOLDERS' RIGHTS AND COMMUNICATIONS WITH SHAREHOLDERS

The management believes that it is essential to maintain effective communication with the investment community in a timely manner through various media and channels. The Company holds regular briefings, attends investor conferences and participates in one-on-one meetings and conversations with institutional investors and analysts in Hong Kong, PRC and overseas countries to keep them abreast of the Company's business and development.

Communications with Shareholders

As the key principle of corporate governance, the Company has a set of values and behaviors to ensure transparency and fair dealing and to protect and facilitate the exercise of shareholder's rights. Shareholders are provided with contact details of the Company, such as telephone hotline, fax number and postal address, which enable them to engage actively with the Company and make any query with respect to the Company.

股東權利及與股東之溝通

管理層相信通過各個媒體及渠道與投資者維持及時有效的溝通至為重要。本公司舉辦定期簡介會，出席投資者會議及參加與香港、中國及海外國家機構投資者及分析師的一對一會議及對談，讓彼等及時了解本公司的業務及發展。

與股東之溝通

作為企業管治的主要原則，本公司已制訂一套價值標準及行為，確保透明度及公平交易，保障及促進股東行使權利。股東可獲提供本公司的聯繫詳情，包括電話熱線、傳真號碼及郵寄地址，讓彼等能主動接觸本公司，並提出任何有關本公司的疑問。

Corporate Governance Report

企業管治報告

To promote open, efficient and transparent communications with shareholders, investors and analysts, the Investor Relations Department commits to promptly responding to their enquiries and also providing them with the necessary information in a timely manner so as to facilitate the investment community to better understand the Company's strategy and latest developments. Shareholders, investors and analysts can also send enquires and concerns to the Board by addressing them to the Investor Relations Department of the Company by letter, telephone or fax. In addition, if shareholders have any enquiries about their shares and dividends, they can contact Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company. The contact details of the Company are stated in the section entitled "Corporate Information" on pages 2 to 3 in this annual report.

The Board endeavors to provide timely and accurate information equally to shareholders and investors. The Company's website (<http://ir.cnrholdings.com>) facilitates effective communications with shareholders, investors and other stakeholders of the Company by providing up-to-date information relating to the Company's latest development, corporate events, press releases, financial reports and other information on a timely basis. Annual reports, interim reports and other relevant information, including announcements in accordance with the Company's continuous disclosure obligations are available and also posted on the respective websites of the Stock Exchange and the Company for the public's review.

Shareholders' Meetings

The Company regards the Annual General Meeting ("AGM") as an important event as it provides invaluable opportunity for the Directors to meet and communicate with the shareholders. The Company ensures that shareholders' views are extended to the Board. Chairman of the AGM proposes separate resolutions for each issue to be considered. Members of the audit, remuneration and nomination committees and the external auditor also attend the AGM to answer questions from shareholders.

AGM proceedings are reviewed from time to time to ensure that the Company follows best corporate governance practices. The notice of AGM is distributed to all shareholders at least 20 clear business days prior to the AGM, and the accompanying circular also sets out details of each proposed resolution and other relevant information as required under the Listing Rules. Chairman of the AGM exercises his power under the articles of association of the Company to put each proposed resolution to the vote by way of a poll. The procedures for demanding and conducting a poll are explained at the beginning of the meeting. Voting results are posted on the respective websites of the Stock Exchange and the Company in a timely manner.

為促進與股東、投資者及分析師之間開放、有效率及具透明度的溝通，投資者關係部門致力迅速回應彼等之查詢，並及時為彼等提供必要資訊，致使投資者能夠更深入了解本公司的策略及最新發展。股東、投資者及分析師亦可透過郵寄、電話或傳真方式將彼等之查詢及疑慮送交本公司投資者關係部門，經其向董事會反映。此外，倘股東對其股份及股息有任何查詢，可聯絡本公司股份過戶登記處之香港分部香港中央證券登記有限公司。本公司的聯繫詳情於本年度報告第2頁至第3頁「公司資料」一節列明。

董事會竭力為股東及投資者平等地提供及時且準確的資訊。本公司網站(<http://ir.cnrholdings.com>)及時提供關於本公司最新發展、公司活動、新聞稿、財務報告及其他資料的更新資訊，促進與本公司股東、投資者及其他利益相關者的有效溝通。年度報告、中期報告及其他相關資料(包括本公司根據持續披露責任刊發的公告)亦已刊登於聯交所及本公司各自之網站內，供公眾查閱。

股東會議

本公司認為股東週年大會(「股東週年大會」)相當重要，因為股東週年大會為董事提供與股東會面及溝通的寶貴機會。本公司確保股東的意見能傳達給董事會。股東週年大會的主席就每項將考慮的事宜建議獨立的決議。審核委員會、薪酬委員會及提名委員會之成員，以及外聘核數師亦會出席股東週年大會以解答股東提問。

本公司會不時檢討股東週年大會的議程，確保本公司遵從最佳的企業管治常規。根據上市規則的規定，股東週年大會的通告會於召開股東週年大會前至少二十個完整營業日發送至所有股東，隨通的通函亦會載列各建議決議的詳細資料及其他相關資料。股東週年大會的主席按本公司的章程細則行使其權力，提出各建議決議以按股數投票方式表決。會議開始時會解釋要求以投票方式表決及以投票方式進行表決之程序。投票表決的結果會及時於聯交所及本公司各自之網站內公佈。

Corporate Governance Report

企業管治報告

The 2014 AGM was held on 28 November 2014. Except for Mr. Dong Chengzhe, Mr. Song Wenzhou, Mr. Yin Sheping, Mr. Bai Baohua, Mr. Yang Tianjun, Mr. Huang Changhuai and Mr. Fahmi Idris, all other members of the Board has attended the 2014 AGM.

Under the code provision A.6.7 of CG Code, Independent Non-executive Directors and other Non-executive Directors should attend general meetings and develop a balanced understanding of the views of shareholders. Mr. Yang Tianjun, a Non-executive Director and Mr. Bai Baohua, Mr. Huang Changhuai and Mr. Fahmi Idris, the Independent Non-executive Directors of the Company were unable to attend the 2014 AGM due to other business commitment.

Under code provision E.1.2 of CG Code, the Chairman of the Board should invite the Chairman of the audit committee, the remuneration committee and the nomination committee to attend and answer questions at the AGM. Mr. Huang Changhuai, the Chairman of the remuneration committee was unable to attend the 2014 AGM.

Shareholders' Rights

Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company can make a written requisition to the Board or the Company Secretary to convene an extraordinary general meeting pursuant to article 58 of the Company's articles of association. The written requisition must state the objects of the meeting, and must be signed by the relevant shareholder(s) and deposited at the head office of the Company, which is presently situated at Room 3501, China Merchants Tower, Shun Tak Center, 168-200 Connaught Road Central, Hong Kong.

There are no provisions under the Company's articles of association or the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands regarding procedures for shareholders to put forward proposals at general meetings other than a proposal of a person for election as director. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

During the financial year, there were no changes in any of the Company's constitutional documents.

二零一四年股東週年大會於二零一四年十一月二十八日舉行。除董誠喆先生、宋文州先生、尹社平先生、白葆華先生、楊天鈞先生、黃昌淮先生及法米先生外，所有其他董事會成員均有出席二零一四年股東週年大會。

根據企業管治守則守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會，並對股東之意見建立公正瞭解。本公司非執行董事楊天鈞先生及獨立非執行董事白葆華先生、黃昌淮先生及法米先生因其他事務未能出席二零一四年股東週年大會。

根據企業管治守則守則條文第E.1.2條，董事會主席應邀請審核委員會、薪酬委員會及提名委員會主席出席股東週年大會，並於會上答問。薪酬委員會主席黃昌淮先生未能出席二零一四年股東週年大會。

股東權利

持有本公司已繳股本不少於十分一的股東可根據本公司之章程細則第58條向董事會或公司秘書發出書面要求，請求召開股東特別大會。書面要求須列明會議之目的，且須由有關股東簽署及遞交至本公司現時位於香港干諾道中168-200號信德中心招商局大廈3501室的本公司總辦事處。

本公司之章程細則或開曼群島公司法(第22章)(一九六一年第3條，經整合及修訂)概無就股東於股東大會上提呈建議的程序載列任何規定(提呈膺選董事之建議除外)。股東可遵照上述程序召開股東特別大會，以討論於該書面要求指定之任何業務。

本公司的憲制性文件於財政年度內並無任何變更。

Independent Auditor's Report

獨立核數師報告書



To the Shareholders of
China Nickel Resources Holdings Company Limited
(incorporated in the Cayman Islands with limited liability)

We were engaged to audit the consolidated financial statements of China Nickel Resources Holdings Company Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 69 to 200, which comprise the consolidated and company statements of financial position 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.

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.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on conducting the audit in accordance with International Standards on Auditing. Because of the matters described in the Basis for Disclaimer of Opinion paragraphs, however, it is not possible to form an opinion on the consolidated financial statements as we were not able to obtain sufficient appropriate audit evidence and due to the potential interaction of the uncertainties and their possible cumulative effect on the consolidated financial statements.

羅兵咸永道

致中國鎳資源控股有限公司股東

(於開曼群島註冊成立之有限公司)

我們獲委聘審計列載於第69頁至第200頁中國鎳資源控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此財務報表包括於二零一四年十二月三十一日之綜合及公司財務狀況表及截至該日止年度之綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

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

核數師的責任

我們的責任是根據我們按照國際審計準則進行的審計對該等綜合財務報表作出意見。然而，基於「無法表示意見的基準」各段所述事項，我們未能取得充分適當的審計憑證，且由於不明朗因素之間可能相互影響及對綜合財務報表產生累計影響，故此我們無法就綜合財務報表發表意見。

Independent Auditor's Report

獨立核數師報告書

BASIS FOR DISCLAIMER OF OPINION

Impairment losses of intangible asset

As at 31 December 2014, the carrying amount of the Group's intangible asset amounted to HK\$2,384,543,000. As detailed in Note 16 to the consolidated financial statements, such intangible asset represents an exclusive offtake right secured from PT. Yiwon Mining ("Yiwon"), a limited company incorporated in Indonesia, whereby Yiwon agreed to exclusively sell the limonitic ores produced by Yiwon to the Group at pre-determined prices within a specific period of time.

During the year 2012, certain Indonesian governmental authorities promulgated several new rules and regulations regarding ores export approval and export tax. During the year 2013, the relevant Indonesian governmental authorities further promulgated that unprocessed ore export by mining business licence holders in Indonesia ("IUP Holders") will be banned from 12 January 2014 onwards unless the IUP Holders have carried out processing and refining domestically according to the relevant regulations regarding implementation of activities of business of minerals and coal mining and have conducted refining and smelting in accordance with those relevant laws. Consequently, the export of unprocessed iron ores from Yiwon to the Group ceased with effect from 12 January 2014.

As further explained in Note 16 to the consolidated financial statements, in determining the recoverable amount of the intangible asset as at 31 December 2014, the directors of the Company, amongst other considerations, made reference to the disposal consideration as stipulated in a non-binding framework agreement entered into between the Group and Beijing Wincapital Management Co., Ltd. ("Beijing Wincapital"), an independent third party, on 21 January 2013, pursuant to which the Group proposed to dispose of a 30% equity interest in S.E.A. Mineral Limited, a wholly-owned subsidiary of the Group, together with its subsidiaries (collectively, "SEAM Group"), which are engaged in the trading of ores and holding of the intangible asset of the Group, to Beijing Wincapital. As the proposed disposal consideration substantially exceeds the attributable carrying amount of the aforesaid intangible asset, the directors are of the opinion that there was no impairment of the intangible asset as at 31 December 2014.

However, as there are no formal sales and purchase agreement entered into for the proposed disposal up to the date of this audit report and the proposed disposal is yet to complete, we were unable to obtain sufficient appropriate audit evidence we consider necessary to assess the recoverable amount of the intangible asset. There were no alternative audit procedures that we could perform to satisfy ourselves as to the recoverable amount of the intangible asset and whether any impairment charge should be made. Any adjustment to the carrying amount of the intangible asset found to be necessary would affect the Group's net assets as at 31 December 2014, the Group's loss for the year then ended and the related note disclosures to the consolidated financial statements.

無法表示意見的基準

無形資產的減值虧損

於二零一四年十二月三十一日，貴集團無形資產的賬面值為2,384,543,000港元。誠如綜合財務報表附註16所詳述，該無形資產指向一間於印尼註冊成立的有限公司PT. Yiwon Mining（「Yiwon」）取得的獨家採購權，據此，Yiwon同意於指定期間按預先釐定的價格向貴集團獨家出售其生產的褐鐵礦石。

於二零一二年間，印尼若干政府機關頒佈多項有關礦石出口批准及出口稅的新規則及法規。在二零一三年，相關印尼政府機關進一步宣佈，於印尼的採礦業務許可證持有人（「許可證持有人」）將自二零一四年一月十二日起被禁止出口未經加工的礦石，除非許可證持有人已根據關於進行礦產及煤礦開採業務的相關法規在當地進行加工及提煉，並已根據該等相關法律進行提煉及冶煉則除外。因此，Yiwon自二零一四年一月十二日起停止向貴集團出口未加工褐鐵礦石。

誠如綜合財務報表附註16所進一步闡釋，在釐定於二零一四年十二月三十一日的無形資產可收回金額時，除了考慮其他因素外，貴公司董事參照貴集團與獨立第三方北京匯贏創業投資有限公司（「北京匯贏」）於二零一三年一月二十一日訂立的不具約束力框架協議所列明的出售代價，根據該框架協議，貴集團擬向北京匯贏出售其於貴集團全資附屬公司南洋礦業有限公司連同其附屬公司（統稱「南洋礦業集團」）的30%權益。南洋礦業集團從事礦石貿易業務及持有貴集團的無形資產。由於建議出售代價大幅超逾上述無形資產的應佔賬面值，董事認為，於二零一四年十二月三十一日，此無形資產並無減值。

然而，由於截至本審計報告日期止仍未就建議出售事項訂立正式買賣協議，且建議出售事項尚未完成，我們無法取得我們認為必要的充分合適審計憑證，以評估無形資產的可收回金額。我們亦沒有其他可執行的審計程序使我們信納此無形資產的可收回金額及應否作出任何減值支出。如需對無形資產金額作出調整，將影響貴集團於二零一四年十二月三十一日的淨資產、貴集團截至該日止年度的虧損，以及綜合財務報表的相關附註披露。

Independent Auditor's Report

獨立核數師報告書

Impairment losses of property, plant and equipment and prepaid land lease payments

As detailed in Note 14 to the consolidated financial statements, an impairment assessment was carried out by the directors of the Company on the Group's property, plant and equipment and prepaid land lease payments in respect of the cash generating unit for the manufacturing and sales of iron and steel products in Zhengzhou (the "Zhengzhou Plants").

As a result of the assessment, an impairment loss of HK\$312,921,000 in respect of the property, plant and equipment of the Zhengzhou Plants has been recognised in the consolidated income statement for the year ended 31 December 2014. The impairment loss was arrived based on recoverable amount of the cash generating unit which has been determined by the directors based on value-in-use calculations. These calculations included applying certain assumptions in preparing cash flows projections for the cash generating unit. In preparing these projections, the directors assumed that, amongst other factors, business performance of the Zhengzhou Plants can be gradually improved noticeably during the projection period as a result of improving operating environment and by launching new products and seeking new orders from new customers with improved gross margins.

However, we were unable to obtain sufficient appropriate audit evidence we consider necessary as to the basis upon which the directors have formed in determining the recoverable amounts of these property, plant and equipment and prepaid land lease payments and thus to assess the valuation of these assets. There were no alternative audit procedures that we could perform to satisfy ourselves as to the recoverable amounts of these assets totalling HK\$552,835,000 as at 31 December 2014 and whether the recognition of the impairment loss of HK\$312,921,000 for the year ended 31 December 2014 is appropriate or adequate. Any adjustment to the carrying amounts of property, plant and equipment and prepaid land lease payments of the Zhengzhou Plants found to be necessary would affect the Group's net assets as at 31 December 2014, the Group's loss for the year then ended and the related notes disclosures to the consolidated financial statements.

Impairment losses of the Company's interests in subsidiaries

In addition, as the intangible asset, property, plant and equipment and prepaid land lease payments as stated above were held by various subsidiaries of the Company, any adjustment on the carrying amounts of these assets found to be necessary would also affect the carrying amount of the Company's interests in subsidiaries which amounted to HK\$2,552,888,000 as at 31 December 2014, the Company's loss for the year then ended and the related note disclosures to the consolidated financial statements.

物業、廠房及設備及預付土地租賃款項的減值虧損

誠如綜合財務報表附註14所詳述，貴公司董事對貴集團物業、廠房及設備及預付土地租賃款項進行減值評估，其涉及於鄭州生產和銷售鋼鐵製品之現金產生單位（「鄭州廠房」）。

因應評估結果，已於截至二零一四年十二月三十一日止年度之綜合收益表就鄭州廠房之物業、廠房及設備確認減值虧損312,921,000港元。減值虧損乃按現金產生單位之可收回金額計算，並由董事根據使用價值釐定。該等計算包括在編製現金產生單位之現金流預測時應用若干假設。編製該等預測時，董事假定多項因素，其中包括鄭州廠房之業務表現因經營環境改善及透過推出新產品及向新客戶取得毛利率更高的新訂單而於預測期內逐步顯著改善。

然而，我們未能就董事於釐定該等物業、廠房及設備及預付土地租賃款項之可收回金額時所依據的基礎取得我們認為必要的充分合適審計憑證，並據此評估該等資產之價值。我們亦沒有其他可執行的審計程序使我們信納該等資產於二零一四年十二月三十一日的可收回金額合共為552,835,000港元，以及截至二零一四年十二月三十一日止年度確認的減值虧損312,921,000港元為合適或充分的。對鄭州廠房的物業、廠房及設備及預付土地租賃款項賬面值作出之任何調整將影響貴集團於二零一四年十二月三十一日之淨資產、貴集團截至當日止年度之虧損，以及綜合財務報表之相關附註披露。

貴公司於附屬公司權益的減值虧損

此外，由於上述無形資產、物業、廠房及設備及預付土地租賃款項由貴公司多間附屬公司持有，對該等資產賬面值作出的任何調整，亦將影響於二零一四年十二月三十一日貴公司賬面值為2,552,888,000港元於附屬公司的權益、貴公司截至該日止年度的虧損，以及綜合財務報表的相關附註披露。

Independent Auditor's Report

獨立核數師報告書

Multiple uncertainties relating to going concern

As described in Note 2.1(a) to the consolidated financial statements, the Group incurred a net loss of HK\$1,454,213,000 during the year ended 31 December 2014 and, as of that date, its current liabilities exceeded its current assets by HK\$2,358,297,000. In addition, up to the date of this report, a substantial amount of the Group's borrowings and notes payable totalling HK\$1,990,714,000 were in default or became overdue. The Company and a subsidiary of the Group are also parties to various legal claims as detailed in Note 33 to the consolidated financial statements. These conditions, along with other matters as described in Note 2.1(a) to the consolidated financial statements, indicate the existence of material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern.

The directors of the Company have been undertaking a number of measures to improve the Group's liquidity and financial position, which are set out in Note 2.1(a) to the consolidated financial statements, and to resolve the outstanding claims and disputes detailed in Note 33 to the consolidated financial statements. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of these measures and litigation matters, which are subject to multiple uncertainties, including (i) whether the Group is able to successfully obtain a long-term syndicated loan from a syndicate of banks in the People's Republic of China and other necessary financing from the banks at appropriate time; (ii) whether the Group is able to extend the repayment of principal and interest of its 12% Coupon Senior Bonds and the 8% Coupon Convertible Bonds (collectively the "Bonds") and to successfully execute a debt restructuring scheme with the holders of the Bonds, if needed; (iii) whether the Group is able to successfully negotiate for an extension of the repayment dates of certain loans until completion of the proposed disposal of the 30% interest in SEAM Group at the prescribed consideration and be able to collect the disposal consideration in full immediately upon completion of the transaction after properly offsetting the relevant borrowings; (iv) whether the Group is successful in maintaining relationship with certain banks/lenders such that no action will be taken by these lenders to demand immediate repayment in respect of the overdue loans under negotiation; (v) availability of financing from lenders through successful renewal or extension of the repayment dates of the existing current and other borrowings and availability of additional new financing and other sources of funding as and when required; (vi) whether the Group is able to implement its operation plans to control costs and to generate adequate cash flows from operations; and (vii) whether the Group is able to resolve the outstanding claims and disputes without significant cash outflows in the next twelve months.

有關持續經營的多項不明朗因素

誠如綜合財務報表附註2.1(a)所述，貴集團於截至二零一四年十二月三十一日止年度錄得虧損淨額1,454,213,000港元，而截至該日，貴集團的流動負債超出其流動資產2,358,297,000港元。此外，截至本報告日期，貴集團有重大數額的借貸及應付票據合共1,990,714,000港元已違約或成為到期償還。誠如綜合財務報表附註33所詳述，貴公司及貴集團一間附屬公司亦面臨多項法律申索。該等狀況連同綜合財務報表附註2.1(a)所述其他事宜，顯示存在重大不明朗因素，或會對貴集團持續經營能力產生重大疑慮。

貴公司董事已採取多項措施以改善貴集團的流動資金及財務狀況（詳情載於綜合財務報表附註2.1(a)），以及解決詳情載於綜合財務報表附註33的待決申索及糾紛。此綜合財務報表按持續經營基準編製，其有效性取決於該等措施及訴訟事宜的結果，有關結果受多項不明朗因素影響，包括 (i) 貴集團能否成功從中華人民共和國的銀團取得一項長年期的銀團貸款，並於適當時間獲得銀行提供其他必要的融資；(ii) 貴集團能否延長其12%票面息優先債券及8%票面息可換股債券（統稱「該等債券」）的本金及利息還款期限，並且與該等債券的持有人成功簽立債務重組協議計劃（如需要）；(iii) 貴集團能否就若干貸款成功磋商延期還款日期直至按列明之代價完成建議出售於南洋礦業集團的30%權益，且能否於緊隨交易完成時適當地抵銷相關貸款並悉數收取出售代價；(iv) 貴集團能否成功維持與若干銀行／貸款人的關係，以致該等貸款人不會採取任何行動要求即時償還磋商中的逾期貸款；(v) 能否向放款人成功重續或延展現有即期及其他貸款之還款日期以取得融資，並於有需要時取得新增額外融資以及其他資金來源；(vi) 貴集團能否實施其營運計劃以控制成本及自營運產生足夠現金流量；及(vii) 貴集團能否於未來十二個月內在無須重大的現金流出的情況下解決待決申索及糾紛。

Independent Auditor's Report

獨立核數師報告書

Should the Group fail to achieve the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effects of these adjustments have not been reflected in the consolidated financial statements.

DISCLAIMER OF OPINION

Because we have not been able to obtain sufficient appropriate audit evidence and due to the potential interaction of the uncertainties and their possible cumulative effect on the consolidated financial statements as described in the Basis for Disclaimer of Opinion paragraphs, we do not express an opinion on the consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

OTHER MATTERS

This report 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, 31 August 2015

倘 貴集團未能達成上述計劃及措施，其可能無法持續經營，並必須作出調整，以將 貴集團資產的賬面值撇減至其可收回金額、為可能產生的任何額外負債作出撥備，以及將非流動資產及非流動負債重新分類為流動資產及流動負債。該等調整的影響並未反映於綜合財務報表內。

無法表示意見

基於「無法表示意見的基準」各段所述，我們未能取得充分和適當的審計憑證，且由於不明朗因素之間的潛在相互影響及其對綜合財務報表可能構成的累計影響，我們不對綜合財務報表發表意見。至於所有其他方面，我們認為綜合財務報表已根據香港《公司條例》的披露規定妥為編製。

其他事宜

我們的報告僅為向整體股東報告而編製，除此之外並無其他用途。對於本報告內容，我們並不對任何其他人士負責或承擔任何責任。

羅兵咸永道會計師事務所
執業會計師

香港，二零一五年八月三十一日

Consolidated Income Statement

綜合收益表

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

		Notes 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Revenue	收益	6	336,403	1,635,170
Cost of sales	銷售成本	7	(501,897)	(1,664,620)
Gross loss	毛損		(165,494)	(29,450)
Other gains, net	其他盈利，淨額	6	18,855	49,477
Selling and distribution expenses	銷售及分銷開支	7	(10,036)	(5,196)
Administrative expenses	行政開支	7	(176,980)	(284,672)
Finance income	融資收入	8	145,079	17,735
Finance costs	融資成本	8	(559,261)	(280,927)
Other expenses	其他開支	7	(36,740)	(67,737)
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損	7	(597,392)	(726,185)
Provision for impairment of loan to an associate	貸款予一間聯營公司之減值撥備	18	(56,975)	–
Share of loss of an associate	應佔一間聯營公司虧損	18	(26,474)	(13,508)
Loss before income tax	除所得稅前虧損	7	(1,465,418)	(1,340,463)
Income tax credit/(expense)	所得稅抵免/(開支)	10	11,205	(25,043)
Loss for the year	年內虧損		(1,454,213)	(1,365,506)
Attributable to:	屬於：			
Equity holders of the Company	本公司權益持有人	11	(1,453,133)	(1,366,411)
Non-controlling interests	非控股權益		(1,080)	905
			(1,454,213)	(1,365,506)
Loss per share attributable to equity holders of the Company	本公司權益持有人 應佔每股虧損			
— Basic (HK dollar)	— 基本(港元)	13	(0.57)	(0.54)
— Diluted (HK dollar)	— 攤薄(港元)	13	(0.57)	(0.54)

The notes on pages 80 to 200 are an integral part of these consolidated financial statements.

第80至200頁之附註為本綜合財務報表的一部分。

Consolidated Statement of Comprehensive Income

綜合全面收益表

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

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss for the year	年度虧損	(1,454,213)	(1,365,506)
Other comprehensive (loss)/income	其他全面(虧損)/收益		
<i>Items that may be subsequently reclassified to profit or loss</i>	<i>可能於其後重新分類至損益之項目</i>		
Exchange differences on translation of foreign operations	境外經營報表折算滙兌差額	(9,022)	69,457
Other comprehensive (loss)/income for the year, net of tax	年度除稅後其他全面(虧損)/收益	(9,022)	69,457
Total comprehensive loss for the year	年度全面虧損合計	(1,463,235)	(1,296,049)
Attributable to:	屬於：		
Equity holders of the Company	本公司權益持有人	(1,462,250)	(1,296,964)
Non-controlling interests	非控股權益	(985)	915
		(1,463,235)	(1,296,049)

The notes on pages 80 to 200 are an integral part of these consolidated financial statements. 第80至200頁之附註為本綜合財務報表的一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2014 二零一四年十二月三十一日

		As at 31 December	
		於十二月三十一日	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
ASSETS	資產	Notes	
		附註	
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	14	1,178,003
Prepaid land lease payments	預付土地租賃款項	15	196,418
Intangible asset	無形資產	16	2,384,543
Interest in an associate	於一間聯營公司之權益	18	–
Deferred tax assets	遞延稅項資產	19	1,115
Other non-current assets	其他非流動資產		3,846
Pledged time deposits	已抵押定期存款	23	–
			3,763,925
			5,102,390
Current assets	流動資產		
Inventories	存貨	20	307,035
Trade and notes receivables	應收賬款及應收票據	21	23,248
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	22	254,565
Pledged time deposits	已抵押定期存款	23	1,007,304
Cash and cash equivalents	現金及現金等值物	23	11,520
			1,603,672
			1,214,528
Total assets	總資產		5,367,597
			6,316,918

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2014 二零一四年十二月三十一日

		As at 31 December 於十二月三十一日	
		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
	Notes 附註		
EQUITY	權益		
Capital and reserves attributable to equity holders of the Company	本公司權益持有人應佔資本及儲備		
Share capital	股本	267,854	255,304
Reserves	儲備	1,118,058	2,553,223
		1,385,912	2,808,527
Non-controlling interests	非控股權益	8,465	9,450
Total equity	權益總額	1,394,377	2,817,977
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Bank and other borrowings	銀行貸款及其他借貸	-	880,221
Convertible bonds	可換股債券	-	129,182
Derivative financial instruments	衍生金融工具	-	21,652
Other long term payables	其他長期應付款項	9,886	8,751
Deferred tax liabilities	遞延稅項負債	1,365	1,369
		11,251	1,041,175

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2014 二零一四年十二月三十一日

		As at 31 December		
		於十二月三十一日		
		2014	2013	
		二零一四年	二零一三年	
		HK\$'000	HK\$'000	
		千港元	千港元	
	Notes			
	附註			
Current liabilities	流動負債			
Trade payables	應付賬款	28	124,286	184,566
Notes payables	應付票據	28	797,528	587,614
Other payables and accruals	其他應付款項及應計負債	29	500,477	445,081
Bank and other borrowings	銀行貸款及其他借貸	24	2,273,465	1,201,404
Convertible bonds	可換股債券	25	143,925	–
Derivative financial instruments	衍生金融工具	26	84,373	–
Tax payable	應付稅項		37,915	39,101
			3,961,969	2,457,766
Total liabilities	總負債		3,973,220	3,498,941
Total equity and liabilities	權益及負債總額		5,367,597	6,316,918
Net current liabilities	流動負債淨值		(2,358,297)	(1,243,238)
Total assets less current liabilities	總資產減流動負債		1,405,628	3,859,152

Director
董事

Director
董事

The notes on pages 80 to 200 are an integral part of these consolidated financial statements.

第80至200頁之附註為本綜合財務報表的一部分。

Statement of Financial Position

財務狀況表

As at 31 December 2014 二零一四年十二月三十一日

		As at 31 December	
		於十二月三十一日	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
ASSETS	資產	Notes	
		附註	
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	14	265
Interests in subsidiaries	於附屬公司之權益	17	23,494
			2,552,888
			3,899,048
			2,553,153
			3,922,542
Current assets	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	22	30,778
Pledged time deposits	已抵押定期存款	23	13
Cash and cash equivalents	現金及現金等值物	23	436
			9,985
			13,285
			559
			31,227
			23,829
Total assets	總資產		2,584,380
			3,946,371
Equity	權益		
Share capital	股本	30	267,854
Reserves	儲備	31	1,118,058
			255,304
			2,553,223
Total equity	權益總額		1,385,912
			2,808,527

Statement of Financial Position

財務狀況表

As at 31 December 2014 二零一四年十二月三十一日

		As at 31 December	
		於十二月三十一日	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
	Notes		
	附註		
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Bank and other borrowings	銀行貸款及其他借貸	24	-
Convertible bonds	可換股債券	25	-
Derivative financial instruments	衍生金融工具	26	-
			542,872
			129,182
			21,652
			-
			693,706
Current liabilities	流動負債		
Trade payables	應付賬款	28	3,850
Other payables and accruals	其他應付款項及應計負債	29	40,685
Bank and other borrowings	銀行及其他借貸	24	925,635
Convertible bonds	可換股債券	25	143,925
Derivative financial instruments	衍生金融工具	26	84,373
			3,850
			17,530
			422,758
			-
			-
			1,198,468
			444,138
Total liabilities	總負債		1,198,468
			1,137,844
Total equity and liabilities	權益及負債總額		2,584,380
			3,946,371
Net current liabilities	流動負債淨值		(1,167,241)
			(420,309)
Total assets less current liabilities	總資產減流動負債		1,385,912
			3,502,233

Director
董事

Director
董事

The notes on pages 80 to 200 are an integral part of these financial statements.

第 80 至 200 頁之附註為本財務報表的一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

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

Attributable to equity holders of the Company
本公司權益持有人應佔

	Notes 附註	Share capital	Share premium	Contributed surplus	Capital reserve	Statutory reserves	Share option reserve	Exchange reserve	Retained earnings/ (Accumulated losses)	Sub-total	Non-controlling interests	Total
		股本	股份溢價	實繳盈餘	資本儲備	法定儲備	購股權儲備	匯兌儲備	保留溢利/ (累計虧損)	小計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note 30)	(note 31)	(note 31)	(note 31)	(note 31)						
		(附註30)	(附註31)	(附註31)	(附註31)	(附註31)						
For the year ended 31 December 2013	截至二零一三年十二月三十一日止年度											
At 1 January 2013	於二零一三年一月一日	230,606	3,036,939	47,514	115,807	89,774	33,567	383,330	48,154	3,985,691	18,905	4,004,596
Loss for the year	年度虧損	-	-	-	-	-	-	-	(1,366,411)	(1,366,411)	905	(1,365,506)
Other comprehensive income for the year:	年度其他全面收益：											
Exchange differences on translation of foreign operations	境外經營報表折算滙兌差額	-	-	-	-	-	-	69,447	-	69,447	10	69,457
Total comprehensive income/(loss) for the year	年度全面收益/(虧損)總額	-	-	-	-	-	-	69,447	(1,366,411)	(1,296,964)	915	(1,296,049)
Equity-settled share-based compensation expense	以股權結算之股份補償開支	32	-	-	-	-	3,084	-	-	3,084	-	3,084
Conversion of convertible bonds	轉換可換股債券	25	24,698	88,006	-	-	-	-	-	112,704	-	112,704
Acquisition of additional interest in a subsidiary	收購一家附屬公司之額外權益	-	-	-	-	-	-	-	4,012	4,012	(10,370)	(6,358)
Total transactions with owners	與擁有人之交易總額	24,698	88,006	-	-	-	3,084	-	4,012	119,800	(10,370)	109,430
At 31 December 2013	於二零一三年十二月三十一日	255,304	3,124,945	47,514	115,807	89,774	36,651	452,777	(1,314,245)	2,808,527	9,450	2,817,977

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to equity holders of the Company 本公司權益持有人應佔										
		Share capital	Share premium	Contributed surplus	Capital reserve	Statutory reserves	Share option reserve	Exchange reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
		股本	股份溢價	實繳盈餘	資本儲備	法定儲備	購股權儲備	滙兌儲備	累計虧損	小計	非控股權益	總計
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note 30)	(note 31)	(note 31)	(note 31)	(note 31)						
		(附註30)	(附註31)	(附註31)	(附註31)	(附註31)						
For the year ended 31 December 2014	截至二零一四年十二月三十一日止年度											
At 1 January 2014	於二零一四年一月一日	255,304	3,124,945	47,514	115,807	89,774	36,651	452,777	(1,314,245)	2,808,527	9,450	2,817,977
Loss for the year	年度虧損	-	-	-	-	-	-	-	(1,453,133)	(1,453,133)	(1,080)	(1,454,213)
Other comprehensive (loss)/income for the year:	年度其他全面(虧損)/收益:											
Exchange differences on translation of foreign operations	境外經營報表折算滙兌差額	-	-	-	-	-	-	(9,117)	-	(9,117)	95	(9,022)
Total comprehensive loss for the year	年度全面虧損總額	-	-	-	-	-	-	(9,117)	(1,453,133)	(1,462,250)	(985)	(1,463,235)
Equity-settled share-based compensation expense	以股權結算之股份補償開支	32	-	-	-	-	(180)	-	-	(180)	-	(180)
Conversion of convertible bonds	轉換可換股債券	25	12,550	27,265	-	-	-	-	-	39,815	-	39,815
Total transactions with owners	與擁有人之交易總額	12,550	27,265	-	-	-	(180)	-	-	39,635	-	39,635
At 31 December 2014	於二零一四年十二月三十一日	267,854	3,152,210	47,514	115,807	89,774	36,471	443,660	(2,767,378)	1,385,912	8,465	1,394,377

The notes on pages 80 to 200 are an integral part of these consolidated financial statements. 第80至200頁之附註為本綜合財務報表的一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

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

			2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
	Notes 附註			
Cash flows from operating activities		經營活動之現金流量		
Loss before income tax		除所得稅前虧損	(1,465,418)	(1,340,463)
Adjustments for:		經下列各項調整：		
Finance costs	8	融資成本	559,261	280,927
Finance income	8	融資收入	(145,079)	(17,735)
Loss on disposal of property, plant and equipment, net	6	出售物業、廠房及設備之虧損淨額	702	5,723
Changes in fair value of derivative financial instruments	6	衍生金融工具公允價值變動	(19,832)	(46,688)
Depreciation	7, 14	折舊	116,454	133,836
Amortisation of prepaid land lease payments	7, 15	預付土地租賃款項攤銷	5,078	5,374
Amortisation of intangible asset	7, 16	無形資產攤銷	3,243	111,114
Provision for impairment of trade receivables, net	7, 21	應收賬款減值撥備淨額	16,405	16,298
Provision for impairment of prepayments and other receivables, net	7	預付款項及其他應收款項減值撥備淨額	7,306	11,592
Provision for impairment of property, plant and equipment	7, 14	物業、廠房及設備減值撥備	597,392	726,185
Provision for impairment of prepaid land lease payments	7, 15	預付土地租賃款項減值撥備	-	20,713
Provision for impairment losses of inventories	7, 20	存貨減值虧損撥備	19,481	88,765
Provision for impairment of loan to an associate	7, 18	貸款予一間聯營公司之減值撥備	56,975	-
Share of loss of an associate	18	應佔一間聯營公司虧損	26,474	13,508
Equity-settled share-based compensation expense	9	以股權結算之股份補償開支	(180)	3,084
			(221,738)	12,233
Operating profit before working capital changes:		營運資金變動前之經營溢利：		
Decrease in inventories		存貨減少	146,737	137,058
Decrease/(increase) in trade and notes receivables		應收賬款及應收票據減少/(增加)	68,582	(13,944)
(Increase)/decrease in prepayments, deposits and other receivables		預付款項、按金及其他應收款項(增加)/減少	(619)	28,887
Increase/(decrease) in trade and notes payables		應付賬款及應付票據增加/(減少)	170,585	(48,856)
Decrease in other payables and accruals		其他應付款項及應計負債減少	(25,182)	(162,833)
Increase in other long term payables		其他長期應付款項增加	1,165	636
Cash generated from/(used in) operations		經營活動產生/(所用)之現金	139,530	(46,819)
Income tax refunded/(paid)		已退還/(已付)所得稅	10,830	(53,214)
Net cash flows generated from/ (used in) operating activities		經營活動產生/(所用)之現金流量淨額	150,360	(100,033)

Consolidated Statement of Cash Flows

綜合現金流量表

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

		Notes 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Net cash flows generated from/ (used in) operating activities	經營活動產生/(所用)之 現金流量淨額		150,360	(100,033)
Cash flows from investing activities	投資活動之現金流量			
Interest received	已收利息		5,008	3,263
Purchase of property, plant and equipment	購買物業、廠房及設備		(26,773)	(157,932)
Increase in pledged time deposits	已抵押定期存款增加		(149,199)	(394,553)
Payment for non-current assets	支付非流動資產		-	(2,754)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備 所得款項		-	1,508
Proceeds from disposal of a subsidiary	出售一家附屬公司所得款項		-	775,970
Net cash flows (used in)/generated from investing activities	投資活動(所用)/產生之 現金流量淨額		(170,964)	225,502
Cash flows from financing activities	融資活動之現金流量			
Addition of bank and other borrowings	新增銀行及其他借貸		1,067,774	1,598,601
Repayment of bank and other borrowings	償還銀行及其他借貸		(859,080)	(1,552,562)
Interest paid	已付利息		(230,508)	(254,446)
Acquisition of non-controlling interests	收購非控股權益		-	(6,358)
Net cash flows used in financing activities	融資活動所用之現金流量淨額		(21,814)	(214,765)
Net decrease in cash and cash equivalents	現金及現金等值物之減少淨額		(42,418)	(89,296)
Cash and cash equivalents at beginning of year	年初之現金及現金等值物		54,065	141,610
Effect of foreign exchange rate changes, net	滙兌變動影響淨額		(127)	1,751
Cash and cash equivalents at end of year	年末之現金及現金等值物		11,520	54,065
Analysis of balances of cash and cash equivalents	現金及現金等值物結餘分析			
Cash and bank balances	現金及銀行結餘	23	11,520	54,065

The notes on pages 80 to 200 are an integral part of these consolidated financial statements.

第80至200頁之附註為本綜合財務報表的一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 11 March 2004 under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company and its subsidiaries (collectively referred to as the “Group”) is located at No. 7, Block F, Runhua Business Garden, No. 24, Jinshui Road, Jinshui District, Zhengzhou City, Henan Province, the People’s Republic of China (the “PRC”), 450012. The principal place of business of the Company is located at Room 3501, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong.

The principal activities of the Company are investment holdings and the trading of ore. The Group is principally engaged in the manufacture and sale of iron and steel products in the PRC and the trading of ore. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

In the opinion of the directors of the Company (the “Directors”), Easyman Assets Management Limited (“Easyman”), a company incorporated in the British Virgin Islands (“BVI”) and wholly owned by Mr. Dong Shutong (“Mr. Dong”), is the ultimate holding company of the Group. Mr. Dong is regarded as the ultimate controlling party.

These consolidated financial statements are presented in Hong Kong dollar (“HK\$”), unless otherwise stated, and have been approved for issue by the board of Directors on 31 August 2015.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”). The consolidated financial statements have been prepared under the historical cost convention except that certain financial assets and liabilities (including derivative financial instruments) are measured at fair value, as appropriate.

1 一般資料

本公司於二零零四年三月十一日根據開曼群島公司法第22章(一九六一年第三號法例，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司及其附屬公司(統稱「本集團」)主要營業地點位於中華人民共和國(「中國」)河南省鄭州市金水區金水路24號潤華商務花園F座7號(郵編450012)。本公司主要營業地點位於香港干諾道中168–200號信德中心招商局大廈3501室。

本公司之主要業務為投資控股及礦石貿易。本集團主要於中國從事鋼鐵製品生產和銷售及礦石貿易業務。本公司的股份於香港聯合交易所有限公司(「聯交所」)主板上市。

根據本公司董事(「董事」)之意見，於英屬處女群島(「英屬處女群島」)註冊成立並由董書通先生(「董先生」)全資擁有之Easyman Assets Management Limited(「Easyman」)為本集團之最終控股公司。董先生被視為最終控股方。

綜合財務報表以港元(「港元」)列報(除非另有說明)，並已經由董事會在二零一五年八月三十一日批准刊發。

2 主要會計政策概要

編製綜合財務報表所採用的主要會計政策載於下文。除另有指明外，該等政策已於所有呈報年度貫徹採用。

2.1 編製基準

本公司綜合財務報表乃根據國際財務報告準則(「國際財務報告準則」)編製。除若干金融資產及負債(包括衍生金融工具)按公允價值計量(如適用)外，有關綜合財務報表均採用歷史成本計價原則計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

The consolidated financial statements are prepared in accordance with the applicable requirements of the predecessor Companies Ordinance (Cap. 32) for this financial year and the comparative period.

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

(a) Going concern

During the year ended 31 December 2014, the Group incurred a net loss of approximately HK\$1,454,213,000 due to the continuing market downturn and significant change in operating and regulatory environment of the Group's subsidiaries. As at 31 December 2014, the current liabilities of the Company and the Group exceeded their current assets by HK\$1,167,241,000 and HK\$2,358,297,000, respectively. The Group's total borrowings increased to HK\$3,214,918,000 as at 31 December 2014 from HK\$2,798,421,000 as at 31 December 2013. The Group's borrowings comprised bank and other borrowings, convertible bonds and notes payables of HK\$2,273,465,000 (2013: HK\$2,081,625,000), HK\$143,925,000 (2013: HK\$129,182,000) and HK\$797,528,000 (2013: HK\$587,614,000, respectively as at 31 December 2014. Cash and cash equivalents reduced to HK\$11,520,000 as at 31 December 2014 from HK\$54,065,000 as at 31 December 2013.

2 主要會計政策概要(續)

2.1 編製基準(續)

本財政年度及比較期間之綜合財務報表乃按照前身公司條例(第32章)之適用規定編製。

遵循國際財務報告準則編製的財務報表，需要使用若干重大的會計估計。同時，在本集團運用會計政策的過程中，需管理層運用自身判斷。涉及應用大量或複雜的判斷之範疇，或涉及假設和估計之範疇對綜合財務報表具有重大影響，於附註4披露。

(a) 持續經營

截至二零一四年十二月三十一日止年度，基於市場持續低迷以及本集團附屬公司的經營和監管環境出現重大變動，本集團錄得虧損淨額約1,454,213,000港元。於二零一四年十二月三十一日，本公司及本集團的流動負債分別超出其流動資產1,167,241,000港元及2,358,297,000港元。本集團之總借貸由二零一三年十二月三十一日的2,798,421,000港元，增加至二零一四年十二月三十一日的3,214,918,000港元。本集團於二零一四年十二月三十一日之借貸包括銀行及其他借貸、可換股債券及應付票據，分別為2,273,465,000港元(二零一三年：2,081,625,000港元)、143,925,000港元(二零一三年：129,182,000港元)及797,528,000港元(二零一三年：587,614,000港元)。現金及現金等值物由二零一三年十二月三十一日的54,065,000港元減少至二零一四年十二月三十一日的11,520,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(a) Going concern (continued)

As at 31 December 2014, all the Group's borrowings were due within twelve months despite the original contractual repayments dates of some of these borrowings are beyond twelve months after 31 December 2014. This is mainly because:

(ai) on 19 December 2014, the Group failed to make interest payment totalling HK\$16,108,000 under the relevant terms and conditions of its Modified 10% Coupon Bonds, 12% Coupon Senior Bonds and 8% Coupon Convertible Bonds (together the "Bonds"), details of which are disclosed in Note 24(g). This constituted an event of default under the respective terms of the Bonds. As a result, the outstanding principal amounts of the Bonds totalling HK\$563,315,000 became immediately due and payable, out of which the 12% Coupon Senior Bonds and 8% Coupon Convertible Bonds of HK\$390,990,000 and HK\$143,925,000, respectively have been reclassified as current liabilities as at 31 December 2014. As at 31 December 2014, the Modified 10% Coupon Bonds of HK\$28,400,000 was scheduled to be repaid within one year based on the original agreement and therefore the overdue has not resulted in its reclassification;

(aii) as at 31 December 2014, certain other loans and other borrowings of HK\$315,883,000 and HK\$10,140,000, respectively which have original contractual repayment dates of within one year from 31 December 2014, were overdue; and

2 主要會計政策概要(續)

2.1 編製基準(續)

(a) 持續經營(續)

於二零一四年十二月三十一日，本集團所有借貸均於十二個月內到期，即使當中有若干借貸之原合約償還日期為於二零一四年十二月三十一日之後超過十二個月。主要由於：

(ai) 於二零一四年十二月十九日，本集團未能根據經修訂的10%票面息債券、12%票面息優先債券及8%票面息可換股債券(統稱「該等債券」)之相關條件及條款支付利息合共16,108,000港元，有關詳情於附註24(g)披露。根據該等債券之相關條款，這構成違約事件。因此，該等債券未償還之本金額合共563,315,000港元即時成為到期應付，其中分別為390,990,000港元及143,925,000港元之12%票面息優先債券及8%票面息可換股債券於二零一四年十二月三十一日已重新分類為流動負債。於二零一四年十二月三十一日，28,400,000港元之經修訂的10%票面息債券已根據原協議被設定為須於一年內償還，因此逾期情況並無導致其重新分類；

(aii) 於二零一四年十二月三十一日，若干其他貸款及其他借貸分別為315,883,000港元及10,140,000港元(其原合約付款日期為由二零一四年十二月三十一日起計一年內)均已逾期；及

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綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(a) Going concern (continued)

- (a)(iii) the above events constituted events of cross-default for (i) certain secured bank loans totalling HK\$307,538,000, which became immediately due and payable. However, as these borrowings were all due for repayment within one year, the event of cross-default has not resulted in their reclassification; and (ii) certain secured short-term bank loans and certain unsecured bank loans of HK\$63,379,000 and HK\$88,731,000 respectively, details of which are disclosed in Note 24(a). It has resulted in the reclassification of a non-current unsecured bank loan of HK\$63,379,000 as current liabilities as at 31 December 2014, whereas the remaining HK\$88,731,000 were all scheduled for repayment within one year and therefore has not resulted in their reclassification.

The above events have resulted in the reclassification of long-term borrowings totalling HK\$598,294,000 under current liabilities as at 31 December 2014.

Furthermore, subsequent to 31 December 2014 and up to the date of approval of the consolidated financial statements, the Group failed to:

- (i) make further interest payment on the Bonds totalling HK\$29,048,000;
- (ii) make principal payment on the Modified 10% Coupon Bonds of HK\$28,400,000;
- (iii) repay the principal amount of other loans and other unsecured borrowings of HK\$571,428,000 and HK\$65,024,000 respectively, when the amounts became due;
- (iv) settle notes payables to the extent of HK\$240,971,000 upon maturity; and

2 主要會計政策概要(續)

2.1 編製基準(續)

(a) 持續經營(續)

- (a)(iii) 上述事件構成以下交叉違約事件：(i) 總值307,538,000港元之若干有抵押銀行貸款，即時成為到期應付。然而，由於該等借貸全部須於一年內到期償還，故交叉違約事件並無導致重新分類；及(ii) 若干有抵押短期銀行貸款及若干無抵押銀行貸款分別為63,379,000港元及88,731,000港元(詳情披露於附註24(a))。這導致非流動無抵押銀行貸款63,379,000港元於二零一四年十二月三十一日重新分類為流動負債，而其餘88,731,000港元全部被設定為須於一年內償還，因此並無導致其重新分類。

上述事件導致總值598,294,000港元之長期借貸於二零一四年十二月三十一日重新分類為流動負債。

此外，於二零一四年十二月三十一日之後及截至綜合財務報表批准日期，本集團未能：

- (i) 進一步支付該等債券的利息合共29,048,000港元；
- (ii) 支付經修訂的10%票面息債券之本金28,400,000港元；
- (iii) 於有關金額到期時償還其他貸款及其他無抵押借貸本金額分別為571,428,000港元及65,024,000港元；
- (iv) 於到期時結算240,971,000港元之應付票據；及

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(a) Going concern (continued)

- (v) make interest payment on certain secured bank loans with principal amount of HK\$198,707,000 as at 31 December 2014, which constituted an event of default, and those bank loans totalling HK\$307,538,000 that became immediately due and payable as at 31 December 2014 as a result of the event of cross-default as mentioned in (a)iii) above. These banks issued demand letters to the Group requesting immediate repayment of these secured bank loans with principal amounts totalling HK\$506,245,000, together with their related interest up to date.

Up to the date of approval of the consolidated financial statements, a substantial amount of the Group's borrowings and notes payables totalling HK\$1,990,714,000 were in default or became overdue.

In addition, the Company and a subsidiary are parties to various legal claims as detailed in Note 33 to the consolidated financial statements.

The aforementioned conditions indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern such that it may not be able to realise its assets and discharge its liabilities in the normal course of business.

In view of such circumstances, the Directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain measures have been taken to mitigate the liquidity pressure and to improve its financial position which include, but not limited to, the following:

2 主要會計政策概要(續)

2.1 編製基準(續)

(a) 持續經營(續)

- (v) 支付若干有抵押銀行貸款(於二零一四年十二月三十一日之本金額為198,707,000港元)之利息,並構成違約事件;及因上文(a)iii)所述之交叉違約事件,總額307,538,000港元之該等銀行貸款於二零一四年十二月三十一日即時成為到期應付。該等銀行已發出付款通知書,要求本集團即時償還該等本金總額為506,245,000港元之有抵押銀行貸款,連同截至目前之相關利息。

截至綜合財務報表批准日期,本集團有重大數額的借款及應付票據合共1,990,714,000港元已違約或成為已逾期。

此外,如綜合財務報表附註33所詳述,本公司及一間附屬公司亦涉及多項法律索償事件。

上述狀況顯示存有重大不明朗因素,或會令本集團持續經營的能力產生重大疑慮,導致本集團或無法在日常業務過程中將其資產變現及償還其負債。

鑒於該等狀況,本公司董事在評核本集團是否有充足的財務資源持續經營時,已審慎考慮本集團未來流動資金及表現以及其可得之融資來源。本集團已採取若干措施以減輕流動資金的壓力並改善其財務狀況,包括但不限於以下各項:

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(a) Going concern (continued)

- (1) The Group has been actively negotiating with a syndicate of banks for a syndicated loan in the PRC (i) to replace certain outstanding bank borrowings and notes payables of the Group as at 31 December 2014 to the extent of HK\$215,490,000 and HK\$204,211,000, respectively (out of which HK\$152,111,000 and HK\$204,211,000 had been overdue prior to and after 31 December 2014 respectively) with a 3-year loan of the same amount; and (ii) to provide additional loan facilities to the Group as working capital for an amount of not exceeding RMB150 million for a 3-year term.
- (2) The Group has been actively negotiating with the holders of the 12% Coupon Senior Bonds and the 8% Coupon Convertible Bonds with carrying amounts of HK\$390,990,000 and HK\$143,925,000 respectively, at 31 December 2014 for further extension of the repayment of principal and interest, and the execution of a debt restructuring scheme, if needed, details of which are disclosed in Note 24(g).
- (3) In relation to the secured bank loans that became due as at 31 December 2014 as a result of cross-default and those subsequently became overdue after 31 December 2014 amounting to HK\$307,538,000 and HK\$198,707,000, respectively (in total HK\$506,245,000 as referring to in (v) above) as detailed in Notes 24(a)(2) and (4), a total of HK\$404,615,000 had been settled after 31 December 2014 by utilising the Group's pledged time deposits to the extent of HK\$428,698,000. No action had been taken by the remaining bank on the overdue bank borrowings with principal amount of HK\$101,630,000 as at 31 December 2014. In addition, such unsettled overdue borrowings of HK\$101,630,000 are fully secured by the pledged time deposits of the Group to the extent of HK\$106,351,000.

2 主要會計政策概要(續)

2.1 編製基準(續)

(a) 持續經營(續)

- (1) 本集團正與中國一銀團積極磋商籌組銀團貸款，以(i)透過一項三年期等額貸款取代本集團於二零一四年十二月三十一日尚未償還的若干應付銀行借貸及票據，金額分別為215,490,000港元及204,211,000港元(其中152,111,000港元及204,211,000港元分別已於二零一四年十二月三十一日之前及之後逾期)；及(ii)為本集團提供額外貸款融資作為營運資金，金額不超過人民幣150百萬元，為期三年。
- (2) 本集團一直積極與12%票面息優先債券及8%票面息可換股債券(於二零一四年十二月三十一日之賬面值分別為390,990,000港元及143,925,000港元)之持有人磋商進一步延遲償還本金及利息，以及簽立債務重組計劃(如有需要)，有關詳情於附註24(g)披露。
- (3) 如附註24(a)(2)及(4)所詳述，就因交叉違約而於二零一四年十二月三十一日到期的有抵押銀行貸款及其後於二零一四年十二月三十一日後成為逾期之貸款(金額分別為307,538,000港元及198,707,000港元)(如上文(v)所述合共506,245,000港元)而言，合共404,615,000港元已於二零一四年十二月三十一日後透過動用本集團為數428,698,000港元之已抵押定期存款支付。於二零一四年十二月三十一日，其餘銀行並無就逾期銀行借貸本金額101,630,000港元採取任何行動。此外，有關未結付逾期借貸101,630,000港元已由本集團106,351,000港元的已抵押定期存款全面擔保。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(a) Going concern (continued)

- (4) On 21 January 2013, the Group entered into a non-binding framework agreement with Beijing Wincapital Management Co., Ltd. ("Beijing Wincapital") in relation to the disposal of a 30% equity interest in S.E.A. Mineral Limited ("SEAM"), a wholly-owned subsidiary of the Group. The aggregate disposal consideration is expected to be approximately RMB900 million (approximately HK\$1.1 billion). The proposed transaction is yet to complete and no formal sales and purchase agreement has been entered into up to the date of approval of the consolidated financial statements. Longer than expected time was spent on negotiation of the detailed terms and conditions because of the rapid change in operating and regulatory environment of SEAM since the framework agreement was signed. In connection with the proposed disposal, Beijing Wincapital arranged certain loan finance to the Group in the aggregate amount of RMB700 million (equivalent to approximately HK\$887 million) as at 31 December 2014, details of which are disclosed in Note 24(c). Such borrowings can be settled by offsetting against the disposal consideration should the proposed disposal be completed. As at 31 December 2014, certain of these loans amounting to RMB249,200,000 (equivalent to HK\$315,883,000) were overdue for repayment and as at the date of approval of these consolidated financial statements, all these loans totalling HK\$887,311,000 were overdue. Up to the date of approval of the consolidated financial statements, the Group has not received any letter from these lenders demanding for repayment of these loans. Management is currently negotiating with the relevant parties to formally extend the repayment of these loans to facilitate the completion of the proposed disposal despite longer than expected time was spent as a result of the rapid changes in environment that SEAM operates in. Management believes that with bona fide intention for both parties, the proposed disposal will be completed and the Group will be able to offset all these borrowings against the disposal consideration.

2 主要會計政策概要(續)

2.1 編製基準(續)

(a) 持續經營(續)

- (4) 於二零一三年一月二十一日，本集團與北京匯贏創業投資有限公司(「北京匯贏」)訂立有關出售本集團全資附屬公司南洋礦業有限公司(「南洋礦業」)30%權益的無約束力框架協議。總出售代價預計約為人民幣9億元(相等於約11億港元)。截至綜合財務報表批准日期，此項建議交易尚未完成，亦未訂立任何正式買賣協議。自框架協議簽署後，由於南洋礦業的經營及規管環境急速轉變，故此商討條款及條件細節所耗時間較預期長。就此項建議出售事項而言，截至二零一四年十二月三十一日，北京匯贏為本集團安排若干貸款融資總額人民幣700百萬元(相等於約887百萬港元)，有關詳情披露於附註24(c)。倘建議之交易得以完成，有關借貸可藉抵銷出售代價支付。於二零一四年十二月三十一日，若干為數人民幣249,200,000元(相當於315,883,000港元)之該等貸款已逾期償還，於綜合財務報表批准日期，所有該等貸款合共887,311,000港元已逾期。截至綜合財務報表批准日期，本集團尚未接獲任何該等放貸人之函件，要求償還該等貸款。管理層現正與相關訂約方進行磋商，以正式延長該等貸款之還款期，以促使完成建議出售事項，即使南洋礦業的經營環境出現急劇變化令所耗時間較預期長。管理層相信訂約雙方具有真誠意向，建議之出售事項將會完成，而本集團將可以出售代價抵銷所有該等借貸。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(a) Going concern (continued)

- (5) Apart from the borrowings mentioned in (1) to (4) above, the Group had other borrowings of HK\$175,312,000 as at 31 December 2014, out of which approximately HK\$10,140,000 were overdue as at 31 December 2014, while the remaining HK\$71,362,000 became overdue subsequent to 31 December 2014. The Group has been actively negotiating with the lenders for the renewal and extension of the repayment dates of these borrowings.
- (6) The Group is negotiating with various financial institutions and identifying various options for financing the Group's working capital and commitments in the foreseeable future, including identification of potential investors to invest in various projects undertaken by the Group.
- (7) The Group is also maximizing its sales effort, including speeding up of sales of its existing inventories and seeking new orders from overseas markets or new customers on developed new products, and implementing more stringent cost control measures with a view to improving operating cash flows.
- (8) The Group has engaged legal advisors to handle all outstanding claims and disputes as detailed in Note 33 to the consolidated financial statements. In preparing these consolidated financial statements, the Directors have also obtained advice from legal advisors on these matters and, based upon which, are of the view that the Group will be able to resolve these matters with no significant cash outflows in the next twelve months.

2 主要會計政策概要(續)

2.1 編製基準(續)

(a) 持續經營(續)

- (5) 除上述第(1)至(4)所述之借貸外，本集團於二零一四年十二月三十一日之其他借貸為175,312,000港元，其中約10,140,000港元於二零一四年十二月三十一日已逾期，餘額71,362,000港元於二零一四年十二月三十一日後逾期。本集團一直積極與放債人磋商重續及延長該等借貸的還款日期。
- (6) 本集團現正與多間財務機構進行磋商，尋找本集團於可見將來為營運資金及承擔的不同融資方案，包括物色潛在投資者對本集團進行之多個項目作出投資。
- (7) 本集團同時致力提升銷售力度，包括加快銷售其現有存貨，對已開發新產品尋求海外市場或新客戶，並實施更嚴謹的成本監控措施，以改善經營現金流量。
- (8) 如綜合財務報表附註33所詳述，本集團已委聘法律顧問處理所有待決申索及糾紛。編製此等綜合財務報表時，董事亦已就該等事宜取得法律顧問的意見，據此，董事認為本集團將能夠於未來十二個月內在毋須招致重大現金流出的情況下解決該等事宜。

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綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(a) Going concern (continued)

The Directors have reviewed the Group's cash flow projections prepared by management. The cash flow projections cover a period of not less than twelve months from the end of the reporting period. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the end of the reporting period. Accordingly, the Directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Notwithstanding the above, significant multiple uncertainties exist as to whether management of the Company will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flows through:

- (1) successful negotiation with the syndicate of banks in the PRC for a long-term syndicated loan and obtaining necessary financing from the banks at appropriate time;
- (2) successful negotiation with the holders of its 12% Coupon Senior Bonds and the 8% Coupon Convertible Bonds for extension of the repayment dates of principal and interest, and the successful execution of a debt restructuring scheme, if needed;

2 主要會計政策概要(續)

2.1 編製基準(續)

(a) 持續經營(續)

董事已審閱由管理層編製的本集團現金流量預測。現金流量預測涵蓋的期間自報告期末起計不少於十二個月。董事認為，考慮到上述計劃及措施，本集團將有充足的營運資金應付報告期末起計未來十二個月內營運所需的資金以及履行到期的財務責任。因此，董事相信按持續經營基準編製綜合財務報表是恰當的。

儘管如此，本公司管理層能否達成上述計劃及通過以下方法措施仍存有多項重大不明朗因素。本集團能否持續經營將視乎本集團能否成功通過以下方法產生充足的融資及經營現金流量：

- (1) 成功與中國銀團就銀團貸款進行磋商並於適當時間獲得銀行授予所需融資；
- (2) 成功與12%票面息優先債券及8%票面息可換股債券之持有人磋商延遲本金及利息之還款日期，以及成功簽立債務重組計劃(如有需要)；

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(a) Going concern (continued)

- (3) successful negotiation with the financiers to extend the repayment dates of their loans to the Group until completion of the proposed disposal of the 30% interest in SEAM, at a disposal consideration of RMB900 million, and be able to collect the remaining disposal consideration of approximately RMB200 million in full immediately upon completion of the transaction after properly offsetting the remaining consideration of RMB700 million in aggregate against the above-mentioned borrowings;
- (4) successfully maintaining relationship with the relevant banks/lenders such that no action will be taken by these lenders to demand immediate repayment of the overdue loans under negotiation;
- (5) successful negotiation with the lenders for the renewal or extension of all the existing current and other borrowings or obtaining additional new financing and other sources of funding as and when required;
- (6) successful implementation of its operation plans described above to control costs and generate adequate operating cash flows; and
- (7) successful resolution of the outstanding claims and disputes without significant cash outflows in the next twelve months.

Should the Group fail to achieve the above mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

2 主要會計政策概要(續)

2.1 編製基準(續)

(a) 持續經營(續)

- (3) 成功與融資方磋商延長授予本集團貸款之還款日期，直至以出售代價人民幣900百萬元完成建議出售南洋礦業之30%權益為止，並從上述借貸中適當地抵銷合共人民幣700百萬元代價款額後，於緊隨交易完成時全數收取出售代價餘額約人民幣200百萬元；
- (4) 成功與相關銀行／放貸人維持關係，致使該等放貸人不會就磋商中之逾期貸款要求即時還款採取行動；
- (5) 成功與放貸人磋商重續或延長所有現有即期及其他借款或獲取額外之新融資及其他資金來源(如需要)；
- (6) 成功實施上述經營計劃，以控制成本及產生充足的經營現金流量；及
- (7) 成功於未來十二個月內在無需導致巨額現金流出的情況下解決待決申索及糾紛。

倘若本集團未能達成上述計劃及措施，其可能無法繼續按持續經營基準營運，並須作出調整以將本集團資產的賬面值撇減至其可收回金額、就可能產生之任何未來負債作出撥備，以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響並未反映於該等綜合財務報表內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(b) Changes in accounting policies and disclosures

Effect of adopting amendments and interpretation to existing standards

The following amended standards and interpretation to existing standards are mandatory to the Group for the financial year beginning on or after 1 January 2014 but they did not result in any significant impact on the results and financial position of the Group.

IAS 32 (amendment)	Offsetting Financial Assets and Financial liabilities
IAS 36 (amendment)	Recoverable Amount Disclosures for Non-Financial Assets
IAS 39 (amendment)	Novation of Derivatives and Continuation of Hedge Accounting
IFRS 10, IFRS 12 and IAS 27 (2011) (amendment)	Consolidation for Investment Entities
IFRIC-Int 21	Levies

2 主要會計政策概要(續)

2.1 編製基準(續)

(b) 會計政策及披露之變更

採納現有準則的修訂及詮釋的影響

以下經修訂準則及對現有準則的詮釋亦於本集團自二零一四年一月一日或之後開始的財政年度強制生效，惟對本集團的業績及財務狀況並無任何重大影響。

國際會計準則第32號 (修訂本)	抵銷金融資產及金融負債
國際會計準則第36號 (修訂本)	披露非金融資產之可收回金額
國際會計準則第39號 (修訂本)	衍生工具更替及對沖會計之延續
國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第27號 (二零一一年)(修訂本)	投資實體綜合入賬
國際財務報告詮釋委員會—詮釋第21號	徵費

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(c) New standards and amendments to existing standards have been issued but are not effective for the financial year beginning on 1 January 2014 and have not been early adopted

The following new standards and amendments to standards have been issued but are not effective for the financial year beginning 1 January 2014 and have not been early adopted by the Group:

IAS 1 (amendment)	Disclosure Initiative ²
IAS 16 and 38 (amendment)	Clarification of Acceptable Methods of Depreciation and Amortisation ²
IAS 16 and 41 (amendment)	Agriculture: Bearer Plants ²
IAS 19 (2011) (amendment)	Defined Benefit Plans: Employee Contributions ¹
IAS 27 (2011) (amendment)	Equity Method in Separate Financial Statements ²
IAS 28 and IFRS 10 (amendment)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
IAS 28, IFRS 10 and IFRS 12 (amendment)	Investment Entities: Applying the Consolidation Exception ²
IFRS 9	Financial Instruments ³
IFRS 11 (amendment)	Acquisitions of Interests in Joint Operations ²
IFRS 14	Regulatory Deferral Accounts ²
IFRS 15	Revenue from Contracts with Customers ³
IFRSs (amendment)	Annual Improvements 2010–2012 cycle and 2011–2013 cycle ¹
IFRSs (amendment)	Annual Improvements 2012–2014 ²

- ¹ Effective for annual periods beginning on or after 1 January 2015
- ² Effective for annual periods beginning on or after 1 January 2016
- ³ Effective for annual periods beginning on or after 1 January 2018

The Directors are in the process of assessing the impact of the adoption of the above new standards and amendments to standards on the results and financial position of the Group.

2 主要會計政策概要(續)

2.1 編製基準(續)

(c) 已頒佈但尚未於二零一四年一月一日開始之財政年度生效，亦無提早採用的新訂準則及現有準則的修訂

下列新訂準則及現有準則的修訂經已頒佈但尚未於二零一四年一月一日開始之財政年度生效，本集團亦無提早採用：

國際會計準則第1號 (修訂本)	披露計劃 ²
國際會計準則第16號及國際會計準則第38號 (修訂本)	對可接受的折舊和攤銷方法的澄清 ²
國際會計準則第16號及國際會計準則第41號 (修訂本)	農業：生產性植物 ²
國際會計準則第19號 (二零一一年)(修訂本)	定額福利計劃：僱員供款 ¹
國際會計準則第27號 (二零一一年)(修訂本)	單獨財務報表之權益法 ²
國際會計準則第28號及國際財務報告準則第10號 (修訂本)	投資者與其聯營公司或合營公司間之資產銷售或注入 ²
國際會計準則第28號、國際財務報告準則第10號及國際財務報告準則第12號 (修訂本)	投資實體：應用綜合賬目之例外情況 ²
國際財務報告準則第9號	金融工具 ³
國際財務報告準則第11號 (修訂本)	收購於合營業務之權益 ²
國際財務報告準則第14號	監管遞延賬戶 ²
國際財務報告準則第15號	源於客戶合約的收入 ³
國際財務報告準則 (修訂本)	二零一零年至二零一二年週期以及二零一一年至二零一三年週期之年度改進 ¹
國際財務報告準則 (修訂本)	二零一二年至二零一四年週期之年度改進 ²

- ¹ 於二零一五年一月一日或之後開始之年度期間生效
- ² 於二零一六年一月一日或之後開始之年度期間生效
- ³ 於二零一八年一月一日或之後開始之年度期間生效

董事仍在評估採納上述新訂準則及該等準則之修訂對本集團之業績及財務狀況的影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(d) New Hong Kong Companies Ordinance (Cap. 622)

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.

2.2 Subsidiaries

2.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

(a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value at the acquisition date.

2 主要會計政策概要(續)

2.1 編製基準(續)

(d) 新香港公司條例(第622章)

此外，根據新香港公司條例(第622章)第9部「賬目及審計」第358條之規定，該條例於二零一四年三月三日或之後開始之本公司首個財政年度開始實施。就公司條例變動對首次應用新香港公司條例(第622章)第9部期間之綜合財務報表之預期影響，本集團正進行評估。至今，本集團認為不大可能造成重大影響及僅會影響綜合財務報表之呈列及資料披露方式。

2.2 附屬公司

2.2.1 綜合入賬

附屬公司為本集團對其擁有控制權的實體(包括結構性實體)。當本集團參與一實體而承受或有權得到可變的回報，及有能力透過其對實體的權力影響該等回報時，則本集團對該實體擁有控制權。附屬公司乃自控制權轉移至本集團當日起綜合入賬，並自該控制權終止當日起不再綜合入賬。

(a) 業務合併

本集團採用收購法將業務合併入賬。收購附屬公司的轉讓代價為已轉讓資產、被收購方原擁有人所承擔負債及本集團發行的股本權益的公允價值。所轉讓代價包括因或然代價安排而產生的任何資產或負債的公允價值。於業務合併中收購的可識別資產及承擔的負債及或然負債初步按於收購日期的公允價值計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

(a) *Business combinations (continued)*

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by IFRS.

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 the income statement.

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 IAS 39 either in the income statement 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.

2 主要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合入賬(續)

(a) *業務合併(續)*

本集團按個別收購基準確認被收購方的任何非控股權益。屬現時擁有權權益且於清盤時賦予持有人權利按比例分佔實體資產淨值之於被收購方的非控股權益，可按公允價值或於被收購方可識別資產淨值之已確認金額之現有擁有權權益比例計量。非控股權益的所有其他部分均按收購日期之公允價值計量，除非國際財務報告準則規定採用另一項計量基準則作別論。

收購相關成本於產生時支銷。

倘業務合併分階段進行，收購方先前持有的被收購方股權於收購日期公允價值重新計量為於收購日期的公允價值，而該重新計量產生的任何收益或虧損於收益表內確認。

本集團所轉讓的任何或然代價將在收購當日按公允價值確認。被視為一項資產或負債的或然代價公允價值後續變動，將按照國際會計準則第39號的規定，於收益表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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

(a) *Business combinations (continued)*

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.

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

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

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

2 主要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合入賬(續)

(a) *業務合併(續)*

所轉讓代價、被收購方之任何非控股權益金額及任何先前於被收購方之股權於收購日期之公允價值超逾所收購可識別淨資產公允價值之差額，乃入賬列作商譽。倘轉讓的代價、已確認非控股權益及先前持有的權益計量之總額低於所收購附屬公司淨資產之公允價值(於議價收購之情況下)，則該差額會直接於收益表內確認。

所有集團內部各公司間的交易、結餘及未變現收益均會對銷，未變現虧損亦會對銷。當有需要時，附屬公司所報金額已作出調整，以確保符合本集團採納的會計政策。

(b) *不會導致失去控制權之附屬公司所有權權益變動*

不會導致失去控制權之非控股權益交易入賬列作權益交易 — 即以彼等為擁有人之身分與附屬公司擁有人進行交易。任何已付代價公允價值與所收購相關應佔附屬公司資產淨值賬面值之差額列作權益。向非控股權益出售所得收益或虧損亦列作權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

(c) *Disposal of subsidiaries*

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in the income statement. 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 the income statement.

2.2.2 Separate financial statements

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

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

2 主要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合入賬(續)

(c) *出售附屬公司*

若本集團不再擁有控制權，其於該實體之任何保留權益按其於失去控制權當日之公允價值重新計算，而賬面值變動則於收益表中確認。其後此保留權益將入賬列作聯營公司、合營企業或金融資產，並以公允價值為初始之賬面值。此外，過往於其他全面收益內確認與該實體有關之任何金額按猶如本集團直接出售有關資產或負債之方式入賬。即先前在其他全面收益內確認之金額重新分類至收益表。

2.2.2 獨立財務報表

於附屬公司之投資乃按成本減減值入賬。成本包括投資直接應佔成本。附屬公司之業績乃由本公司按已收及應收股息之基準處理。

倘股息超出宣派股息期間該附屬公司之全面收益總額，或倘獨立財務報表之投資賬面值超出綜合財務報表所示被投資公司資產淨值(包括商譽)之賬面值，則須於收取來自該等投資之股息時對該等附屬公司之投資進行減值測試。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Associate

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investment in an associate is 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 an associate includes goodwill identified on acquisition. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the Group's share of the net fair value of the associate's identifiable assets and liabilities is accounted for as goodwill.

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 the income statement where appropriate.

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 loss of an associate' in the income statement.

2 主要會計政策概要(續)

2.3 聯營公司

聯營公司指本集團對其有重大影響力而無控制權之實體，通常附帶20%至50%表決權之股權。於聯營公司之投資使用權益會計法入賬。根據權益會計法，投資初步按成本確認，並增加或減少賬面值以確認於收購日期後投資者應佔投資對象的溢利或虧損。本集團於聯營公司之投資包括收購時識別之商譽。於收購聯營公司之擁有權權益時，聯營公司之成本與本集團應佔該聯營公司可資識別資產及負債之淨公允價值之間的任何差額入賬列為商譽。

倘對聯營公司的擁有權減少但仍保留重大影響，則先前於其他全面收益確認的金額當中，僅按比例計算的份額重新分類至收益表(視適用情況而定)。

本集團應佔收購後溢利或虧損於收益表確認，而應佔收購後其他全面收益之變動，則於其他全面收益內確認，並對投資賬面值作出相應調整。當本集團分佔聯營公司虧損等於或超過其佔該聯營公司之權益(包括任何其他無抵押應收款項)時，本集團不再進一步確認虧損，除非本集團代聯營公司承擔法律或推定責任或支付款項。

本集團在每個報告日期釐定於聯營公司之投資是否存在客觀減值證據。倘存在減值證據，本集團會按聯營公司可收回金額與其賬面值間之差額計算減值金額，並於收益表「應佔一間聯營公司虧損」確認有關金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Associate (continued)

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 the associate have been changed where necessary to ensure consistency with the policies adopted by the Group.

Gain or losses on dilution of equity interest in an associate are recognised in the income statement.

2.4 Segment reporting

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

2.5 Foreign currency translation

(a) Functional and presentation currency

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

2 主要會計政策概要(續)

2.3 聯營公司(續)

本集團及其聯營公司之間之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，惟僅以非關連投資者於聯營公司之權益為限。除非交易提供證據顯示已轉讓資產有所減值，未變現虧損均予以對銷。已於必要時改變聯營公司之會計政策，以確保與本集團所採納的政策保持貫徹一致。

於聯營公司之股權攤薄所產生之收益或虧損於收益表確認。

2.4 分部報告

經營分部之呈報方式與向主要經營決策者呈報內部報告之方式一致。負責分配資源及評估經營分部之表現之主要經營決策者已被確定為作出戰略性決策之本公司執行董事。

2.5 外幣換算

(a) 功能及呈報貨幣

本集團旗下每個實體之財務報表所包括之項目，均以該實體之主要營運經濟環境之貨幣（「功能貨幣」）計算。綜合財務報表乃以港元呈報，港元為本公司之功能貨幣及本集團之呈報貨幣。

(b) 交易及結餘

外幣交易均按交易當日或項目重新計量之估值日期之匯率換算為功能貨幣。此等交易結算以及按年結日之匯率換算以外幣計值之貨幣資產及負債而產生之外匯收益及虧損，均於收益表內確認，惟於權益內遞延作合資格投資淨額的對沖除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Foreign currency translation (continued)

(b) Transactions and balances (continued)

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

(c) Group companies

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

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

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

2 主要會計政策概要(續)

2.5 外幣換算(續)

(b) 交易及結餘(續)

有關借貸及現金及現金等值物的外匯損益呈列於收益表內「融資收入」或「融資成本」項下。所有其他外匯損益呈列於收益表內「其他盈利／(虧損)淨額」項下。

(c) 集團公司

本集團旗下所有實體如持有與呈報貨幣不一致之功能貨幣(其中並無任何實體持有通脹嚴重之經濟體系之貨幣)，其業績及財務狀況均按以下方法換算為呈報貨幣：

- (i) 每項財務狀況表所呈列之資產及負債均按照報告期末之匯率換算；
- (ii) 每項收益表之收入及支出均按照平均匯率換算，除非此平均匯率並非各交易日匯率之累積影響之合理近似值，收入及支出則按交易日匯率換算；及
- (iii) 所有產生之匯兌差額均於其他全面收益中確認。

因收購海外實體而產生的商譽及公允價值調整；均作為有關海外實體的資產與負債，並按結算日匯率換算。所產生之匯兌差額於其他全面收益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Foreign currency translation (continued)

(d) Disposal of foreign operation and partial disposal

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

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

2.6 Property, plant and equipment

Leasehold land classified as finance lease and all other property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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.

2 主要會計政策概要(續)

2.5 外幣換算(續)

(d) 出售海外業務及部份出售

於出售海外業務(即出售本集團於海外業務之全部權益或導致喪失對某一包含海外業務附屬公司控制權之出售,或導致喪失對某一包含海外業務聯營公司重大影響力之出售)時,與該業務相關並歸屬於本公司權益持有人之所有於權益中累計匯兌差額均重新分類至收益表。

倘此乃部份出售並不導致本集團喪失包含海外業務附屬公司的控制權,該累計匯兌差額之應佔比例重新歸屬予非控股權益及不會於收益表確認。就所有其他之部份出售(即不會導致本集團喪失重大影響之聯營公司之部份出售),該累計匯兌差額之應佔比例則須重新分類至收益表。

2.6 物業、廠房及設備

除在建工程外,分類為融資租賃之租賃土地及所有其他物業、廠房及設備按成本減累計折舊及減值虧損列賬。歷史成本包括收購該等項目直接應佔之開支。

其後成本只有在與該項目有關之未來經濟利益有可能流入本集團,而該項目之成本能可靠計量時,才計入資產之賬面值或確認為一項獨立資產(按適用情況而定)。取代部分之賬面值將終止確認。所有其他維修及保養成本於產生之財政期間在收益表支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Property, plant and equipment (continued)

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

— Freehold land	Not depreciated
— Buildings	15–25 years
— Plant and machinery	8–15 years
— Office equipment	3–5 years
— Motor vehicles and other	5–25 years

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

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

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

Construction-in-progress represents buildings, plant and machinery under construction and pending installation and is stated at cost less accumulated impairment losses. Cost includes the costs of construction of buildings, the costs of plant and machinery and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policies. No provision for depreciation is made on construction-in-progress until such time as the relevant assets are completed and ready for intended use. When the assets concerned are brought to use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated above.

2 主要會計政策概要(續)

2.6 物業、廠房及設備(續)

分類為融資租賃之租賃土地由有關土地權益可供用作擬定用途時開始計提攤銷。分類為融資租賃之租賃土地之攤銷及其他資產之折舊於其估計可用年期內將其成本值按直線法攤分其剩餘價值計算：

— 永久業權土地	無折舊
— 樓宇	15至25年
— 廠房及機器	8至15年
— 辦公室設備	3至5年
— 車輛及其他	5至25年

資產的剩餘價值及可使用年期在每個報告期末進行檢討，並在適當時調整。

若資產之賬面值高於其估計可收回金額，其賬面值即時撇減至可收回金額。

出售收益及虧損按所得款項與賬面值的差額釐定，並在收益表內的「其他盈利/(虧損)淨額」項下確認。

在建工程為建設中及需要安裝的樓宇、廠房及機器，按照成本扣除累計減值虧損列賬。成本包括興建樓宇的成本、廠房及機器成本，以及(如為合資格資產)按本集團會計政策資本化的借款成本。在建工程不計提折舊，直至有關資產完工並可供擬定用途。當有關資產可供使用時，其成本按上述政策轉撥至物業、廠房及設備，並計提折舊。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Prepaid land lease payments

Prepaid land lease payments are stated at cost less accumulated amortisation and accumulated impairment losses. Cost represents consideration paid for the rights to use the land on which various plants and buildings are situated for a period of 20 to 50 years. Amortisation of prepaid land lease payments is calculated on a straight-line basis over the period of leases.

2.8 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial reporting date.

(a) Exclusive offtake right

The exclusive offtake right represents the exclusive right to purchase iron ore by the Group from an iron ore supplier for a period of 29 years ending 24 January 2036. The exclusive offtake right is stated at cost less accumulated amortisation and any impairment losses. The exclusive offtake right is amortised based on the unit of purchase method.

(b) Research and development costs

All research costs are charged to the income statement as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

2 主要會計政策概要(續)

2.7 預付土地租賃款項

預付土地租賃款項按成本減累計攤銷及累計減值虧損入賬。成本代表就不同廠房及樓宇所在土地的20至50年使用權支付的代價。預付土地租賃款項以直線法按租賃期攤銷。

2.8 無形資產

單獨收購的無形資產在初始確認時以成本計量。業務合併產生的無形資產成本為其在收購日的公允價值。無形資產使用期分為有限期或無限期。具有限期之無形資產按可使用經濟年期攤銷，並於有跡象顯示無形資產可能出現減值時評估減值。具有限使用期之無形資產之攤銷年期及攤銷方法至少於每個財政年度末檢討。

(a) 獨家採購權

獨家採購權指本集團於截至二零三六年一月二十四日止29年內，向鐵礦石供應商採購鐵礦石之獨家權利。獨家採購權按成本減累計攤銷及任何減值虧損列賬。獨家採購權按單位採購量法計算攤銷。

(b) 研發成本

所有研究成本均於產生時在收益表扣除。

新產品開發項目產生之開支僅會於本集團可證明令無形資產完成而可供使用或出售之技術可行性、本公司完成無形資產之意向及使用或出售有關資產之能力、有關資產將如何產生未來經濟利益、有足夠資源完成項目及有能力準確計量開發開支時，方撥充資本及遞延入賬。不符合上述標準之產品開發開支於產生時即時支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 Impairment of non-financial assets

Intangible assets that have an indefinite useful life 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 (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.10 Financial assets

2.10.1 Classification

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

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

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

2 主要會計政策概要(續)

2.9 非金融資產減值

無明確顯示使用期限之無形資產或未能使用的無形資產不予攤銷，惟須每年進行減值測試。在某些事件發生或環境變化導致資產之賬面值可能無法回收時，予以攤銷之資產會進行減值審閱。當資產賬面值超出其可收回金額時，差額確認為減值虧損。可收回金額為資產公允價值減出售成本與使用價值兩者之較高者。就評估減值而言，資產按最低可獨立識別的現金流量水平(現金產生單位)歸類。除商譽外，倘非金融資產出現減值，則須於各報告日期檢討可能出現的減值撥回。

2.10 金融資產

2.10.1 分類

本集團將其金融資產分類為以下類別：按公允價值計量且其變動計入損益的金融資產、貸款及應收款，以及可供出售金融資產。上述分類乃按所收購金融資產之目的而定。管理層於金融資產首次確認時作出分類。

(a) *按公允價值計量且其變動計入損益的金融資產*

按公允價值計量且其變動計入損益的金融資產乃因交易而持有的金融資產。如果金融資產以短期出售為目的而購入，則分類至此類別。除非指定為對沖工具，否則金融衍生工具亦分類為因交易而持有的金融資產。如預期於12個月內結算，則此類別的資產分類為流動資產，否則將分類為非流動資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets (continued)

2.10.1 Classification (continued)

(b) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise trade and notes receivables, deposits and other receivables, pledged time deposits and cash and cash equivalents.

(c) *Available-for-sale financial assets*

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

As at 31 December 2013 and 2014, the Group did not have any financial assets at fair value through profit or loss and available-for-sale financial assets.

2 主要會計政策概要(續)

2.10 金融資產(續)

2.10.1 分類(續)

(b) *貸款及應收款*

貸款及應收款指有固定或可釐定付款金額及並無在活躍市場報價之非衍生金融工具。該等項目均列入流動資產，惟會於或預期將於報告期末起計超過12個月方始償付之款項除外，有關項目將分類為非流動資產。本集團之貸款及應收款包括應收賬款及應收票據、按金及其他應收款項、已抵押定期存款，以及現金及現金等值物。

(c) *可供出售金融資產*

可供出售金融資產為指定列入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擬於報告期末後12個月內出售有關投資，否則入非流動資產。

於二零一三年及二零一四年十二月三十一日，本集團並無任何按公允價值計量且其變動計入損益的金融資產以及可供出售金融資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets (continued)

2.10.2 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.

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

2 主要會計政策概要(續)

2.10 金融資產(續)

2.10.2 確認及計量

金融資產以正常方式進行之買賣均在交易日(即本集團承諾買賣資產之日)確認。對於並非按公允價值計量且其變動計入損益的所有金融資產,投資初步按公允價值加交易成本確認。按公允價值計量且其變動計入損益的金融資產初步按公允價值確認,而交易成本於收益表支銷。當從投資收取現金流量之權利已經到期或轉讓,而本集團已將擁有權之絕大部分風險和回報轉讓時,該投資即終止確認。可供出售金融資產及按公允價值計量且其變動計入損益的金融資產其後按公允價值列賬。貸款及應收款其後使用實際利息法按攤銷成本列賬。

因按公允價值計量且其變動計入損益的金融資產類別的公允價值變動而產生的收益或虧損,於其產生期間在收益表的「其他盈利淨額」一項呈列。按公允價值計量且其變動計入損益的金融資產的股息收入於本集團收取股息的權利確立時在收益表確認為其他收入的一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets (continued)

2.10.2 Recognition and measurement (continued)

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

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

2.10.3 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position 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.

2.10.4 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 a 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.

2 主要會計政策概要(續)

2.10 金融資產(續)

2.10.2 確認及計量(續)

分類為可供出售之貨幣及非貨幣證券之公允價值變動於其他全面收益確認。

當分類為可供出售之證券售出或減值時，已於權益確認之累計公允價值調整均在收益表列作「投資證券之收益及虧損」。

按實際利息法計算之可供出售證券利息於收益表確認為「其他收入」之一部分。可供出售股本工具的股息於本集團收取股息的權利確立時在收益表確認為其他收入的一部分。

2.10.3 抵銷金融工具

當具有抵銷已確認金額之可執行法定權利，且計劃以淨額結算或同時變現該資產和清償該負債時，金融資產和金融負債方可相互抵銷且以淨值列報於財務狀況表內。法定可執行權利必須不得依賴未來事件而定，而在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時，這也必須具有約束力。

2.10.4 金融資產減值

(a) 以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顯示金融資產或金融資產組合出現減值。僅於有客觀減值跡象顯示初步確認一項或一組金融資產後發生一項或多項事件(「虧損事件」)，而該項(或多項)虧損事件對該項或該組金融資產的估計未來現金流量造成能夠可靠地估計的影響，則該項或該組金融資產即視為出現減值及產生減值虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets (continued)

2.10.4 Impairment of financial assets (continued)

(a) *Assets carried at amortised cost (continued)*

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.

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 income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

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

2 主要會計政策概要(續)

2.10 金融資產(續)

2.10.4 金融資產減值(續)

(a) *以攤銷成本列賬的資產(續)*

減值跡象可包括一名或一群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，以及有可能觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現違約相關的經濟狀況。

就貸款及應收款類別而言，虧損金額按資產賬面值與按金融資產原實際利率貼現之估計未來現金流量現值(不包括尚未產生之未來信貸虧損)間之差額計算。資產賬面值會予以削減，而虧損金額會於收益表確認。倘貸款或持至到期投資按浮動利率計息，則計算任何減值虧損之貼現率為根據合約釐定之當前實際利率。在實際運作上，本集團或會以可觀察市價釐定之工具公允價值來計算減值。

倘於往後期間，減值虧損金額減少，減幅亦可與確認減值後發生之事件客觀關連(例如：債務人信貸評級改善)，則於綜合收益表確認撥回過往確認之減值虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets (continued)

2.10.4 Impairment of financial assets (continued)

(b) *Assets classified as available-for-sale*

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

2.11 Financial liabilities

2.11.1 Recognition and measurement

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, financial liabilities carried at amortised cost, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and, in the case of financial liabilities carried at amortised cost, net of directly attributable transaction costs.

2 主要會計政策概要(續)

2.10 金融資產(續)

2.10.4 金融資產減值(續)

(b) *分類為可供出售之資產*

本集團於各個報告期末評估是否存在客觀證據，證明某項金融資產或某組金融資產已經減值。就債務證券而言，本集團使用上文(a)部分所載之準則。就分類為可供出售之股本投資而言，如證券之公允價值嚴重或長期下跌至低於其成本，亦為資產出現減值之證據。倘可供出售金融資產出現任何此等跡象，其累計虧損(按收購成本與目前公允價值之差額減去該金融資產先前已在收益表確認之任何減值虧損計量)將從權益中扣除，並於收益表確認。於收益表確認減值虧損之股本工具不會透過收益表撥回。倘於往後期間，分類為可供出售之債務工具之公允價值有所增加，增幅亦可與在收益表確認減值虧損後發生之事件客觀關連，則減值虧損會透過收益表撥回。

2.11 金融負債

2.11.1 確認及計量

國際會計準則第39號中涉及的金金融負債按適當的形式劃分為按公允價值計量且其變動計入損益的金金融負債、按攤銷成本列賬的金金融負債或指定為有效對沖中對沖工具的衍生品。本集團於初步確認時釐定其金融負債的分類。

所有金融負債初步按公允價值確認，而如屬按攤銷成本列賬的金金融負債，則扣除直接歸屬的交易成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Financial liabilities (continued)

2.11.1 Recognition and measurement (continued)

The Group's financial liabilities include trade, notes and other payables, derivative financial instruments, interest-bearing bank and other borrowings, and convertible bonds.

The subsequent measurement of financial liabilities depends on their classification as follows:

(a) *Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the income statement. The net fair value gain or loss recognised in the income statement does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in IAS 39 are satisfied.

2 主要會計政策概要(續)

2.11 金融負債(續)

2.11.1 確認及計量(續)

本集團的金融負債包括應付賬款、應付票據及其他應付款項、衍生金融工具、計息銀行貸款和其他借貸，以及可換股債券。

金融負債根據其分類進行如下後續計量：

(a) *以公允價值計量且其變動計入損益的金融負債*

以公允價值計量且其變動計入損益的金融負債包括持作買賣金融負債和在初始確認時指定為以公允價值計量且其變動計入損益的金融負債。

為短期內出售目的而收購的金融負債分類為持作買賣金融負債。該類金融負債包括本集團訂立，按照國際會計準則第39號關於對沖關係之定義未被指定為對沖工具的衍生金融工具。被分離之嵌入式衍生品也應分類為持作買賣金融負債，惟其被指定為有效對沖工具除外。持作買賣負債之損益於收益表確認。確認計入收益表之公允價值損益淨值並不包含該等金融負債所產生之任何利息。

僅在滿足國際會計準則第39號時，金融負債於初始確認日指定為按公允價值計量且其變動計入損益的金融負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Financial liabilities (continued)

2.11.1 Recognition and measurement (continued)

- (b) *Financial liabilities carried at amortised cost*
After initial recognition, interest-bearing financial liabilities are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate amortisation process.

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

- (c) *Financial guarantee contracts*
Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

2 主要會計政策概要(續)

2.11 金融負債(續)

2.11.1 確認及計量(續)

- (b) *按攤銷成本列賬的金融負債*
於初步確認後，付息金融負債隨後以實際利率法按攤銷成本計量，除非貼現影響為微不足道，在該情況下則按成本列賬。當負債終止確認及按實際利息法進行攤銷時，其損益在收益表內確認。

在貸款將很有可能部分或全部提取的情況下，就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下，該費用將遞延至提取貸款發生時。在並無證據顯示該貸款將很有可能部分或全部提取的情況下，該費用撥充資本作為流動資金服務的預付款項，並於其相關融資期間內予以攤銷。

- (c) *財務擔保合約*
本集團發行之財務擔保合約，是指當特定債務人未能按債務工具條款支付到期款項時，須向持有人償付該項虧損之合約。財務擔保合約初步按公允價值確認為一項負債，並根據發出擔保直接相關的交易成本進行調整。初步確認後，本集團將按以下兩者中之較高者計量財務擔保合約：(i) 於報告期末結算現時責任所須開支之最佳估計金額；及(ii) 首次確認之金額減累計攤銷(如適用)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Financial liabilities (continued)

2.11.2 Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

2.11.3 Convertible bonds

If the conversion option of convertible bonds is an equity instrument, the host of convertible bonds is recognised as a financial liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the host liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a financial liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

2 主要會計政策概要(續)

2.11 金融負債(續)

2.11.2 終止確認金融負債

金融負債於負債項下責任被解除、撤銷或屆滿時終止確認。

如一項現有金融負債被來自同一貸款方的條款幾乎完全不同的另一項金融負債所取代，或現有負債的條款幾乎全部被實質性修改，此種置換或修改被視作終止確認原有負債並確認新負債處理，而兩者的賬面價值差額於收益表內確認。

2.11.3 可換股債券

倘可換股債券之轉換期權屬股本工具，則可換股債券之主要部分經扣除交易成本後於財務狀況表確認為金融負債。發行可換股債券時，主負債部分之公允價值乃按相等非可換股債券之市價而釐定，而該金額按攤銷成本列賬為金融負債，直至轉換或贖回時註銷為止。所得款項餘額會分配至已確認之轉換期權，並於扣除交易成本後計入股東權益。轉換期權之賬面價值於往後年度不會重新計算。交易成本於該等工具首次確認時，根據所得款項分配至負債及權益部分之比例分配至可換股債券之負債及權益部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Financial liabilities (continued)

2.11.3 Convertible bonds (continued)

If the conversion option of convertible bonds is not an equity component, it is bifurcated from the host liability component and separately accounted for as a derivative. Redemption rights are also embedded derivatives and accounted for together with conversion option as a single derivative. On initial recognition, the derivative component of the convertible bonds is measured at fair value and presented as part of derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the host liability component. Transaction costs are apportioned between the host liability and derivative components of the convertible bonds based on the allocation of proceeds to the host liability and derivative components when the instruments are initially recognised. The portion of the transaction costs relating to the host liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in the income statement.

When the convertible bonds with an equity component are extinguished before maturity through an early redemption or repurchase by the issuer in which the original conversion privileges are unchanged, the consideration and transaction costs paid for the redemption or repurchase is allocated to the liability and equity components of the instrument at the date of the transaction. The method used in allocating the consideration paid and transaction costs to the separate components is consistent with that used in the original allocation to the separate components of the proceeds received when the convertible instrument was issued. The difference between the carrying amount of the liability component and the liability component from the allocation of consideration and transaction costs paid for the redemption or repurchase is recognised in the income statement, whereas the difference between the carrying amount of the equity component and the equity component from the allocation of consideration and transaction costs paid for the redemption or repurchase is recognised in equity.

2 主要會計政策概要(續)

2.11 金融負債(續)

2.11.3 可換股債券(續)

倘可換股債券之轉換期權並非權益部分，則與主負債部分分離，分別入賬為衍生工具。贖回權亦為嵌入式衍生工具，與轉換期權一併入賬為單一衍生工具。於初始確認時，可換股債券之衍生品部分按公允價值計量且列報為衍生金融工具之一部分。任何超出衍生品部分初始確認金額之所得款項確認為可換股債券之主負債部分。交易成本根據該等工具初始確認時主負債部分與衍生品部分金額之比例，在可換股債券之主負債部分與衍生品部分間分配。與可換股債券主負債部分相關之交易成本初始確認為該等負債之一部分。與衍生品部分相關之交易成本即時於收益表確認。

當包含權益部分之可換股債券於到期前透過發行人提早贖回或購回被註銷，且原定換股特權維持不變，則贖回或購回所付之代價及交易成本將於交易當日分配至有關工具之負債及權益部分。分配所付代價及交易成本至個別部分之方法與發行可換股工具當時分配所收款項至個別部分之原定方法一致。負債部分賬面價值與自分配贖回或回購所付代價及交易成本至負債部分之差額，於收益表中確認。此外，權益部分賬面價值與分配自贖回或回購所付代價及交易成本之權益部分之差額，則於權益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.12 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.

(a) Initial recognition and subsequent measurement

The derivative financial instruments of the Group represent the conversion option and redemption option bifurcated from the host contract of convertible bonds. These derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the income statement.

(b) Classification

Derivative financial instruments that are not designated as effective hedging instruments are classified as current or non-current or separated into current and non-current portions based on an assessment of the facts and circumstances (i.e., the underlying contracted cash flows).

Embedded derivatives that are not closely related to the host contract are classified consistently with the cash flows of the host contract.

2.13 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 direct materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2 主要會計政策概要(續)

2.12 衍生金融工具

衍生工具於訂立衍生工具合約日期按公允價值初步確認，其後按其公允價值重新計量。

(a) 初始確認及後續計量

本集團之衍生金融工具指從可換股債券主合約中分離出之轉換權及贖回權。該等衍生金融工具以訂立衍生合約日期之公允價值進行初始確認，其後按公允價值重新計量。其公允價值為正值時，作為資產入賬；其公允價值為負值時，作為負債計量。

任何衍生工具之公允價值變動所產生的任何盈虧直接計入收益表。

(b) 分類

基於對現實狀況與環境之評估(即相關已訂約現金流量)，將未被指定為有效對沖工具之衍生金融工具劃分為流動或非流動，或者將之分離為流動或非流動部分。

與主合約無密切關聯之嵌入式衍生品按照與主合約現金流一致之方式分類。

2.13 存貨

存貨按成本與可變現淨值兩者中之較低者入賬。成本按加權平均法釐定。製成品及在建工程之成本包括直接物料、直接勞工及其他直接成本，以及相關生產開支(以正常營運產能為基準)。其不包括借款成本。可變現淨值為在日常業務過程中之估計銷售價，減適用的變動銷售開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.14 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 allowance for impairment.

2.15 Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand, demand deposits and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, and are not restricted as to use.

2.16 Share capital

Ordinary shares are classified as equity.

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

2.17 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.

2 主要會計政策概要(續)

2.14 應收賬款及其他應收款項

應收賬款為在日常業務過程中就商品銷售或服務提供而應收客戶之款項。如預期將於一年或以內(或仍在正常經營週期中,則可延長)收回應收賬款及其他應收款項,則該等款項將會分類為流動資產;否則,該等款項呈列為非流動資產。

應收賬款及其他應收款項初步以公允價值確認,其後利用實際利息法按攤銷成本扣除減值撥備計量。

2.15 現金及現金等值物

就綜合現金流量表而言,現金及現金等值物指手頭現金、活期存款及短期高流動性之投資。該投資隨時可變現為可知數額之現金,且價值變動風險不大,一般於購入日期後三個月內到期,亦沒有用途限制。

2.16 股本

普通股被列為權益。

與發行新股或購股權直接有關之新增成本,列入權益作為所得款項(已扣除稅項)扣減。

2.17 應付賬款

應付賬款為在日常業務過程中向供應商購買商品或服務而應支付之負債。如應付款項的支付日期在一年或以內(如仍在正常經營週期中,則可延長),其將會分類為流動負債;否則,該等款項呈列為非流動負債。

應付賬款初步以公允價值確認,其後利用實際利息法按攤銷成本計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.18 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 end of the reporting period in the places where the Company's subsidiaries and associate 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

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

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

2 主要會計政策概要(續)

2.18 即期及遞延所得稅

期內稅項支出包括即期及遞延稅項。稅項於收益表確認，但與在其他全面收益中或直接於權益確認之項目有關者則除外。在有關情況下，稅項亦分別在其他全面收益或直接在權益中確認。

(a) 即期所得稅

即期所得稅按本公司附屬公司及聯營公司營運及產生應課稅收入的地方於報告期末已頒布或實質頒布的稅法計算。管理層就適用稅務規例有待詮釋的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款作出撥備。

(b) 遞延所得稅

遞延所得稅採用負債法就資產及負債之稅基與其在綜合財務報表之賬面值產生之暫時性差異確認。然而，倘遞延稅項負債來自商譽之初步確認，則不予確認，而倘遞延所得稅來自交易(不包括業務合併)資產或負債之初步確認，而在交易發生時不影響會計損益或應課稅損益，則不予入賬。遞延所得稅採用在結算日前已頒布或實質頒布，並在有關的遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用之稅率(及法例)而釐定。

遞延所得稅資產乃就有可能將未來應課稅盈利與可使用之暫時差異抵銷而確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.18 Current and deferred income tax (continued)

(b) Deferred income tax (continued)

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

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

(c) Offsetting

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

2.19 Employee benefits

2.19.1 Retirement benefit schemes

Obligatory retirement benefits in the form of contributions under defined contribution retirement schemes administered by local government agencies are charged to the income statement as incurred.

2 主要會計政策概要(續)

2.18 即期及遞延所得稅(續)

(b) 遞延所得稅(續)

遞延所得稅負債就於附屬公司及聯營公司之投資所產生之應課稅暫時差異作出撥備，但遞延所得稅負債除外，如本集團可以控制暫時差異之撥回時間，而暫時差異在可預見將來不大可能撥回。一般而言，本集團不能控制聯營公司暫時差異的撥回。只有當有協議賦予本集團有能力控制暫時差異的撥回時才不予確認。

就附屬公司和聯營公司投資產生的可扣減暫時差異確認遞延所得稅資產，但只限於暫時差異很可能在將來轉回，並有充足的應課稅溢利抵銷可用的暫時差異。

(c) 抵銷

倘有合法執行權利以即期稅項資產抵銷即期稅項負債，以及當遞延所得稅資產和負債涉及由同一稅務機關就應課稅實體或有意以淨額基準結算結餘之不同應課稅實體徵收所得稅，遞延所得稅資產與負債則互相抵銷。

2.19 僱員福利

2.19.1 退休福利計劃

強制退休福利指向地方政府當局管理之定額供款退休計劃作出之供款，於產生時自收益表扣除。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Employee benefits (continued)

2.19.1 Retirement benefit schemes (continued)

The PRC subsidiaries of the Company participate in defined contribution retirement plans. All employees of these companies are entitled to an annual pension equal to a fixed proportion of the average basic salary amount within the geographical area. The subsidiaries are required to make contributions to the local social security bureau at rates ranging from 20% to 21% of the previous year's average basic salaries within the geographical area where the employees are under employment. The Group has no obligations for the payment of pension benefits beyond the annual contributions as set out above. The contributions are charged to the income statement as they become payable.

The Group also operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all employees of the companies in Hong Kong who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed to the MPF Scheme.

As stipulated by the Indonesia State regulations, the Indonesian subsidiaries of the Company participate in a defined contribution retirement plan namely the Day Old Assurance Program (the "DOA Program") for all employees in Indonesia who are eligible to participate in the DOA Program. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the DOA Program.

2 主要會計政策概要(續)

2.19 僱員福利(續)

2.19.1 退休福利計劃(續)

本公司中國附屬公司參與一項定額供款退休金計劃。所有公司員工均享有年度養老金，金額相等於受僱地區平均基本薪金之某固定比率。該等附屬公司須按旗下員工受聘地區之上年度平均基本薪金20%至21%之比率，向當地之社會保障局供款。除上述之年度供款以外，本集團毋須支付其他養老金福利。該等供款於應付時自收益表內扣除。

本集團根據強制性公積金計劃條例為所有合資格香港公司僱員設有一項定額供款強制性公積金退休福利計劃(「強積金計劃」)。供款乃根據僱員基本薪金之若干百分比而釐定，並根據強積金計劃之規定在應付有關款項時在收益表扣除。強積金計劃之資產與本集團之資產分開，由一獨立管理之基金持有。本集團向強積金計劃作出僱主供款後，有關供款即全數屬僱員所有。

根據印尼國家條例規定，本公司印尼附屬公司為所有合資格印尼僱員參與一項定額供款退休金計劃Day Old Assurance Program(「DOA Program」)。供款乃根據僱員基本薪金之若干百分比釐定，並根據DOA Program之規則於應付有關款項時在收益表扣除。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Employee benefits (continued)

2.19.1 Retirement benefit schemes (continued)

As stipulated by the Singapore State regulations, the Singaporean subsidiaries of the Company participate in a defined contribution retirement plan namely the Central Provident Fund (the “CPF Scheme”) for all employees in Singapore who are eligible to participate in the CPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the income statement as they become payable in accordance with the rules of the CPF Scheme.

2.19.2 Termination 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: (a) when the Group can no longer withdraw the offer of those benefits; and (b) 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.

2.19.3 Employee leave entitlements

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

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

2 主要會計政策概要(續)

2.19 僱員福利(續)

2.19.1 退休福利計劃(續)

按新加坡政府條例規定，本公司新加坡附屬公司為所有合資格新加坡僱員參與定額供款退休金計劃中央公積金(「中央公積金計劃」)。供款乃根據僱員基本薪金之若干百分比釐定，並根據中央公積金計劃之規定於應付有關款項時在收益表扣除。

2.19.2 離職福利

離職福利於僱員在正常退休日前被本集團終止聘用或僱員接受自願離職以換取這些福利時支付。本集團於以下日期之較早者確認離職福利：(a)本集團不得再撤銷提供該等福利時；及(b)本集團確認屬於國際會計準則第37號內及涉及支付終止福利之重組之成本時。在提出要約以鼓勵自願離職的情況下，離職福利乃根據預期接受要約的僱員人數計量。在報告期末後超過12個月到期支付的福利應貼現為現值。

2.19.3 僱員休假權利

僱員享有的年假均在僱員有權享有有關假期時確認。截至報告期末，本集團就僱員因提供服務而產生的年假的估計負債提撥準備。

僱員享有的病假及產假於休假時方確認入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Employee benefits (continued)

2.19.4 Share-based payments

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

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

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

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

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

2 主要會計政策概要(續)

2.19 僱員福利(續)

2.19.4 以股份付款

(a) *以股權結算及以股份支付之交易*

本公司設有一項以股權結算及以股份為基礎之薪酬計劃，據此，實體收取來自僱員之服務作為本公司股本工具(購股權)之代價。就僱員提供服務而授出購股權之公允價值確認為支出。將支銷之總額乃參考所授購股權之公允價值釐定：

- 包括任何市場表現條件(如實體之股價)；
- 不包括任何服務及非市場表現歸屬條件(如盈利能力、銷售增長目標及僱員在某特定時間於公司留任)產生之影響；及
- 包括任何非歸屬條件的影響(如僱員儲蓄規定)。

在估計預期歸屬之購股權數目時，非市場表現及服務條件亦加入一併考慮。總開支須於達致所有指定歸屬條件之歸屬期間確認。

此外，在部分情況下，僱員可在授出日期之前提供服務，故授出日期的公允價值就確認服務開始期與授出日期的期間內的開支作出估計。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Employee benefits (continued)

2.19.4 Share-based payments (continued)

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

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

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

(b) *Share-based payment transactions among group entities*

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

2.20 Borrowing costs

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

All other borrowing costs are recognised in the income statement in the period in which they are incurred.

2 主要會計政策概要(續)

2.19 僱員福利(續)

2.19.4 以股份付款(續)

(a) *以股權結算及以股份支付之交易(續)*

於各報告期末，本集團根據非市場表現及服務條件修訂對預期歸屬之購股權數目所作估計，並在收益表確認修訂原來估計產生之影響(如有)，並對權益作出相應調整。

本公司於購股權獲行使時發行新股份。所收款項(扣除任何直接應計交易成本)會撥入股本(面值)及股份溢價。

(b) *集團實體間以股份支付之交易*

本公司向為本集團工作之附屬公司僱員所授出其股本工具之購股權乃視為資本出資。所獲得僱員服務之公允價值乃參考授出日期之公允價值計量，於歸屬期內確認為增加對附屬公司之投資，並相應計入本公司財務報表內之權益。

2.20 借款成本

可直接歸屬且需經較長時間的購建或生產活動方能達至預定可使用或出售狀態的合資格資產的一般及特定借貸成本，計入該等資產的成本，直至達至其預定可使用或出售狀況為止。

所有其他借貸成本於其產生期間於收益表內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Leases

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

2.22 Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to "Other long-term payables" and is released to the income statement over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the income statement by way of a reduced depreciation charge.

2.23 Provisions

Provision 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.

2 主要會計政策概要(續)

2.21 租賃

凡資產擁有權之絕大部分風險及回報仍歸出租公司所有之租約，均列作經營租約。根據經營租約作出之付款(扣除出租公司給予之任何優惠)在租期內以直線法自收益表中扣除。

2.22 政府撥款

政府撥款於合理確保本集團將收到撥款且符合所有附帶條件時按公允價值確認。與開支項目有關之撥款將有系統地於擬作補償之成本開銷期間確認為收入。

該項資助如與資產有關，則公允價值乃計入「其他長期應付款項」，再於有關資產之預期可使用年期分期每年分攤計入收益表，或在資產之賬面值扣除，並以扣減折舊費用方式計入收益表。

2.23 撥備

倘本集團因已發生之事件而產生現有法律或推定責任，而有可能需要資源流出以償付責任，及金額已經可靠估計，則須確認環境復修、重組成本、法律索償撥備。重組成本包括租賃終止罰款及僱員離職付款。本集團不會就未來經營虧損確認撥備。

倘出現多項類似責任，則需要從整體考慮責任之類別以決定在償付時流出資源的可能性。即使在同一責任類別所包含之任何一個項目相關的資源流出可能性極低，仍須確認撥備。

撥備按預期履行責任所需開支之現值，以可反映貨幣時間價值及責任特定風險之現時市場評估之稅前比率計量。因時間流逝產生之撥備增加確認為利息開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.24 Contingent liabilities

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence of one or more future events not wholly within the control of the Group. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability.

2.25 Revenue and income 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) Sales of goods

Revenue from sale of goods is recognised when the risk and reward of the goods has been transferred to the customer, which is usually at the date when a group entity has delivered products to the customer, the customer has accepted the products, and there is no unfulfilled obligations that could affect the customer's acceptance of the products.

(b) Interest income

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

2.26 Dividend distribution

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

2 主要會計政策概要(續)

2.24 或然負債

或然負債指因已發生之事件而可能引起之責任，此責任需就某一宗或多宗未來事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。倘不大可能消耗經濟資源，或責任金額未能可靠衡量，則該責任披露為或然負債。

2.25 收益及收入確認

收益按已收或應收代價的公允價值計量，即供應貨品的應收款項，經扣除折扣、退貨及增值稅。當收益金額能夠可靠計量；未來經濟利益將可能流入實體；及本集團每項活動均符合具體條件時(如下文所述)，本集團便會確認收益。本集團會根據往績，並考慮客戶類型、交易類別及每項安排之特點作出回報估計。

(a) 銷售貨品

當貨物的風險及回報已轉移至客戶(通常為集團實體向客戶交付貨品當日)、客戶接納貨品，以及並無影響客戶接納貨品的未完成責任時，即確認銷售貨物的收益。

(b) 利息收入

利息收入使用實際利率法按時間比例基準確認。

2.26 股息分派

向本公司股東分派之股息在股息獲本公司股東或董事會(視何者適用而定)批准股息之期間內於本集團及本公司之財務報表內確認為負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.27 Exceptional items

Exceptional items are disclosed and described separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Group. They are material items of income or expense that have been shown separately due to the significance of their nature or amount.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks including foreign exchange risk, price risk, cash flow and fair value interest-rate risk, credit risk and liquidity risk. The Group's overall risk management policy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Directors review and agree policies for managing each of these risks and they are summarised below.

(a) Foreign exchange risk

The Group mainly engaged in the international trade of ores, sale of iron and special steel products with its operating entities mainly located in Hong Kong, PRC and Singapore with most of the transactions settled in HK\$, Renminbi ("RMB"), and US dollars ("US\$").

Foreign exchange risk arises when future commercial transactions or recognised financial assets or liabilities are denominated in a currency that is not the entity's functional currency. The Group is exposed foreign exchange risk from various currencies, primarily with respect to RMB.

At 31 December 2014 and 2013, if Hong Kong dollar/US\$ had weakened/strengthened by 2% against RMB, with all other variables held constant, there would be no significant impact on the results of the Group.

Given the exchange rate peg between HK\$ and US\$, it is not foreseen that the Group will be exposed to significant exchange rate risk for the transactions conducted in US\$.

2 主要會計政策概要(續)

2.27 特殊項目

為便於進一步了解本集團之財務表現，本財務資料已對特殊項目作出單獨披露及描述。該等項目為重大收入或開支項目，因其重要性質或重大數額而單獨列示。

3 金融風險管理

3.1 金融風險因素

本集團之業務活動承受多種金融風險，包括外匯風險、價格風險、現金流量及公允價值利率風險、信貸風險及流動資金風險。本集團整體風險管理政策專注於金融市場之難預測性，並尋求盡量減低對本集團財務表現之潛在不利影響。董事審閱及協定管理該等風險的政策，該等政策概述如下。

(a) 外匯風險

本集團主要以其位於香港、中國及新加坡的營運實體從事礦石的國際貿易，以及鋼鐵產品的銷售業務，大部分交易以港元、人民幣（「人民幣」）及美元（「美元」）結算。

當未來商業交易或已確認金融資產或負債以實體功能貨幣以外的貨幣列值，即產生外匯風險。本集團面臨多種貨幣的外匯風險，尤其是人民幣。

於二零一四年及二零一三年十二月三十一日，倘港元／美元兌人民幣貶值／升值2%，而所有其他變數保持不變，將不會對本集團的業績產生重大影響。

由於港元與美元的匯率掛鈎，本集團預期以美元進行的交易將不會面臨重大外匯風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Price risk

The Group is exposed to commodity price risk in relation to its products which is largely dependent on market price of the relevant commodity. The Group closely monitors the price of its products in order to determine its pricing strategies.

The Group is also exposed to price risk in fair value of conversion rights of its 8% Coupon Convertible Bonds. A movement of the stock price of the Company will be accompanied by a change in the fair value of the conversion rights which will affect the liabilities of the Group.

(c) Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's interest rate risk arises from borrowings. Borrowings obtained at floating rates expose the Group to cash flow interest rate risk while borrowings obtained at fixed rates expose the Group to fair value interest rate risk.

At 31 December 2014, if interest rates had been 100 basis points higher/lower with all other variables held constant, post-tax loss for the year would have been approximately HK\$1,659,000 (2013: HK\$2,810,000) higher/lower, mainly as a result of higher/lower interest expense on floating rate borrowings. The Group has not used any interest rate swaps for speculative purpose.

(d) Credit risk

The carrying amounts of trade and other receivables, deposits, pledged time deposits, and bank balances represent the Group's maximum exposure to credit risk in relation to its financial assets.

For trade and other receivables, the Group has put in place policies to ensure that sales of products are made to customers with an appropriate credit history. The Group performs periodic credit evaluations of its customers and takes appropriate follow-up actions to recover overdue debts.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 價格風險

本集團的產品在很大程度上依賴有關商品的市場價格，因此本集團面臨商品價格風險。本集團密切監察其產品的價格，以釐定定價策略。

本集團亦就8%票面息可換股債券之轉換權公允價值面臨價格風險。本公司股份價格變動將導致轉換權的公允價值改變，從而影響本集團的負債。

(c) 現金流量及公允價值利率風險

本集團絕大部分收入及經營現金流量不受市場利率變動之影響。本集團的利率風險來自借款。按浮動利率計息的借款使本集團面臨現金流量利率風險，而按固定利率計息的借款使本集團面臨公允價值利率風險。

於二零一四年十二月三十一日，倘利率上升/下降100個基點，而所有其他變數保持不變，年內除稅後虧損將增加/減少約1,659,000港元(二零一三年: 2,810,000港元)，主要由於浮息借款的利息開支增加/減少。本集團並無使用任何利率掉期作投機用途。

(d) 信貸風險

應收賬款及其他應收款項、按金、已抵押定期存款及銀行結餘之賬面值為本集團就其金融資產面臨的最大風險。

就應收賬款及其他應收款項而言，本集團已制訂政策確保向具備適當信貸歷史的客戶銷售產品。本集團對其客戶進行定期信貸評估，並作出適當跟進行動以收回逾期債項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(d) Credit risk (continued)

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 trade and other receivables has been made in the consolidated financial statements.

As at 31 December 2014 and 2013, substantially all bank deposits and balances are placed with major financial institutions located in Hong Kong, PRC and Singapore which management believes are of high credit quality. Management does not expect any losses arising from non-performance by these counterparties.

(e) Liquidity risk

The Group's primary cash requirements have been for the payments for purchases and operating expenses. The Group finances its working capital requirements mainly through funds generated from operations, and external bank and other borrowings. As at 31 December 2014, the Company and the Group had net current liabilities of HK\$1,167,241,000 and HK\$2,358,297,000, respectively. The directors of the Company have taken certain measures to mitigate the liquidity pressure as detailed in Note 2.1(a). Management will also closely monitor the situation to ensure that appropriate alternative actions are taken.

3 金融風險管理(續)

3.1 金融風險因素(續)

(d) 信貸風險(續)

本集團過往收回的應收賬款及其他應收款項處於已計提撥備之範圍內，董事認為，已於綜合財務報表內就未收回貿易賬款及其他應收款項計提足夠撥備。

於二零一四年及二零一三年十二月三十一日，絕大部分銀行存款及結餘均存放於香港、中國及新加坡的主要金融機構，管理層認為該等金融機構的信貸質素良好。管理層預期，不會因該等對手方不履約而產生任何虧損。

(e) 流動資金風險

本集團的主要現金需求乃為支付採購及營運開支。本集團主要透過經營產生的資金及外部銀行及其他借貸支持其營運資金需求。於二零一四年十二月三十一日，本公司及本集團的流動負債淨額分別為1,167,241,000港元及2,358,297,000港元。如附註2.1(a)所詳述，本公司董事已採取若干措施減緩流動資金壓力。管理層亦將密切監察情況，確保採取適當替代行動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(e) Liquidity risk (continued)

All of the Group's financial liabilities are contractually due for settlement within 12 months except for its borrowings which is analysed below into relevant maturity groupings based on the remaining period at the end of the financial reporting period to the contractual maturity date. The amounts disclosed below are the contractual undiscounted cash flows.

3 金融風險管理(續)

3.1 金融風險因素(續)

(e) 流動資金風險(續)

除按財務報告期末至合約到期日的剩餘年期分為相關到期組別的借款外，本集團所有金融負債的合約於12個月內結算。未貼現合約現金流量的金額披露如下。

		Group 本集團				
		On demand	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
As at 31 December 2014	於二零一四年十二月三十一日					
Convertible bonds	可換股債券	143,925	-	-	-	143,925
Bank and other borrowings	銀行及其他借貸	1,518,087	896,930	-	-	2,415,017
Trade payables	應付賬款	124,286	-	-	-	124,286
Notes payables	應付票據	-	797,528	-	-	797,528
Financial liabilities included in other payables and accruals	計入其他應付款項及 應付負債的金融負債	149,995	103,646	-	-	253,641
		1,936,293	1,798,104	-	-	3,734,397
As at 31 December 2013	於二零一三年十二月三十一日					
Convertible bonds	可換股債券	-	10,895	184,299	-	195,194
Bank and other borrowings	銀行及其他借貸	-	1,261,284	882,090	64,514	2,207,888
Trade payables	應付賬款	184,566	-	-	-	184,566
Notes payables	應付票據	-	587,614	-	-	587,614
Financial liabilities included in other payables and accruals	計入其他應付款項及 應付負債的金融負債	153,493	139,330	-	-	292,823
		338,059	1,999,123	1,066,389	64,514	3,468,085

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(e) Liquidity risk (continued)

		Company 本公司				
		On demand	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
As at 31 December 2014	於二零一四年十二月三十一日					
Convertible bonds	可換股債券	143,925	-	-	-	143,925
Bank and other borrowings	銀行及其他借貸	956,132	-	-	-	956,132
Trade payables	應付賬款	3,850	-	-	-	3,850
Financial liabilities included in other payables and accruals	計入其他應付款項及 應付負債的金融負債	13,487	-	-	-	13,487
		1,117,394	-	-	-	1,117,394
As at 31 December 2013	於二零一三年十二月三十一日					
Convertible bonds	可換股債券	-	10,895	184,299	-	195,194
Bank and other borrowings	銀行及其他借貸	-	440,314	602,302	-	1,042,616
Trade payables	應付賬款	3,850	-	-	-	3,850
Financial liabilities included in other payables and accruals	計入其他應付款項及 應付負債的金融負債	17,522	-	-	-	17,522
		21,372	451,209	786,601	-	1,259,182

3.2 Capital management

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

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

3 金融風險管理(續)

3.1 金融風險因素(續)

(e) 流動資金風險(續)

3.2 資本管理

本集團管理資本之主要目標為保障本集團能持續營運，以繼續為股東提供回報，並為其他權益持有人帶來利益，同時維持最佳資本結構以減低資金成本。

為維持或調整資本結構，本集團或會調整支付予股東的股息金額、向股東退回資本、發行新股份，或出售資產以減少債務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 Capital management (continued)

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 “bank and other borrowings”, “notes payables” and “convertible bonds” as shown in the consolidated statement of financial position) less cash and cash equivalents and pledged time deposits. Total capital is calculated as ‘equity’ as shown in the consolidated statement of financial position plus net debt.

3 金融風險管理(續)

3.2 資本管理(續)

和其他同業一樣，本集團以資本負債比率作為監控資本的基準。資本負債比率按債項淨額除以資本總額計算。債項淨額按總借貸(包括綜合財務狀況表所載之流動及非流動「銀行及其他借貸」、「應付票據」及「可換股債券」)減去現金及現金等值物及已抵押定期存款計算。資本總額按綜合財務狀況表所載之「權益」加上債項淨額計算。

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Bank and other borrowings	銀行及其他借貸	2,273,465	2,081,625
Notes payables	應付票據	797,528	587,614
Convertible bonds, the liability component	可換股債券的負債部分	143,925	129,182
Less: Cash and cash equivalents and pledged time deposits	減：現金及現金等值物 以及已抵押定期存款	(1,018,824)	(913,015)
Net debt	債項淨額	2,196,094	1,885,406
Total equity	權益總額	1,394,377	2,817,977
Total capital	總資本	3,590,471	4,703,383
Gearing ratio	資本負債比率	61%	40%

The increase in gearing ratio for the year ended 31 December 2014 is mainly a result of the decrease in total equity for the year.

於截至二零一四年十二月三十一日止年度，由於本年度權益總額減少導致資本負債比率上升。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation

The table below analyses the Group's financial instruments carried at fair value as at 31 December 2014 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy 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).

As at 31 December 2014 and 2013, the Group and the Company did not have any financial instruments that are carried at fair value except for the derivative financial instruments.

At 31 December 2014 and 2013, the conversion rights of the Company's and the Group's 8% Coupon Convertible Bonds (2013: 6% Coupon Convertible Bonds), together with redemption rights (considered as a single derivative), classified as derivative financial instruments of HK\$84,373,000 (2013: HK\$21,652,000) was measured under level 3 of fair value hierarchy. The fair value was valued by estimating the value of the whole bond with and without the embedded derivatives. Changes in level 3 financial instruments for the years ended 31 December 2014 and 2013 are detailed in Notes 25 and 26.

The most significant inputs in determination of the fair value of conversion rights of the 8% Coupon Convertible Bonds (2013: 6% Coupon Convertible Bonds) are market price of the Company's ordinary shares, discount rate, and volatility rate of market price of the Company's ordinary share.

3 金融風險管理(續)

3.3 公允價值估計

下表按計量公允價值所用的估值方法輸入數據級別，分析集團於二零一四年十二月三十一日按公允價值列賬的金融工具。該等輸入數據分類為下列公允價值層級的三個級別：

- 就相同資產或負債於活躍市場之報價(未經調整)(第一級)。
- 就資產或負債可直接(即按價格)或間接(即從價格所得)觀察所得並納入第一級內之輸入數據(惟報價除外)(第二級)。
- 資產或負債並非依據可觀察市場數據之輸入數據(即非可觀察輸入數據)(第三級)。

於二零一四年及二零一三年十二月三十一日，除衍生金融工具外，本集團及本公司並無任何金融工具按公允價值列賬。

於二零一四年及二零一三年十二月三十一日，分類為衍生金融工具的本公司及本集團8%票面息可換股債券(二零一三年：6%票面息可換股債券)之換股權連同贖回權(被視為單一衍生工具)84,373,000港元(二零一三年：21,652,000港元)乃以公允價值層級的第3級別計量。該公允價值乃透過估計全部債券包含及不包含嵌入式衍生工具的價值進行估值。有關截至二零一四及二零一三年十二月三十一日止年度第3級別金融工具的變動已載於附註25及26。

釐定8%票面息可換股債券(二零一三年：6%票面息可換股債券)換股權之公允價值的最重要輸入數據乃本公司普通股的市價、貼現率，以及本公司普通股的市價波動率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments used in preparing the financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The 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) Going concern consideration

In the process of applying the Group's accounting policies, apart from those involving estimations, management has prepared the consolidated financial statements on the assumption that the Group will be able to operate as a going concern in the coming year, which is a critical judgement that has the most significant effect on the amounts recognised in the financial statements. The assessment of the going concern assumption involves making a judgement by the Directors, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The Directors consider that the Group has the capability to continue as a going concern and the major events or conditions, which may give rise to business risks, that individually or collectively may cast significant doubt upon the going concern assumption are set out in Note 2.1(a) to the consolidated financial statements.

(b) Impairment of an exclusive offtake right

The Group assesses whether there are any indicators of impairment for its exclusive offtake right at the end of each reporting period. When an impairment test is undertaken, management judgement and estimates are required in determining suitable valuation factors in the impairment test. The recoverable amount could change significantly as a result of changes in the key assumptions adopted in assessing the recoverable amount including discount rate, estimation of market prices of nickel and iron, expected export volume from the supplier and domestic sales volume, and other risk factors related to the exclusive offtake right.

4 關鍵會計估算及判斷

編製財務報表所用的估計和判斷會被持續評估，並會考慮過往經驗以及其他因素，包括對在有關情況下視為對未來事件之合理預期。

本集團對未來作出估算及假設。所得的會計估算顧名思義極少與其實際結果相同。導致下個財政年度的資產與負債賬面值須作出重大調整之重大風險估算及假設討論如下。

(a) 持續經營基準

於應用本集團之會計政策過程中，除涉及估計之項目外，管理層編製綜合財務報表時乃假設本集團於來年將可按持續經營基準繼續營運，此乃對財務報表內已確認金額構成最重大影響之主要判斷。評估持續經營假設時，董事需於特定時間就本質上不確定之事件及情況之未來結果作出判斷。董事認為，本集團有能力持續經營，而可能個別或共同對持續經營假設構成重大疑問，且或會引致業務風險之重大事件或情況載於綜合財務報表附註2.1(a)。

(b) 獨家採購權之減值

本集團於各報告期末評估獨家採購權有否減值跡象。進行減值測試時，管理層須就釐定合適之估值因素作出判斷及估計。可收回金額可因評估可收回金額所採用的主要假設變動而出現重大變動，包括折現率、鎳及鐵之市價估計、供應商的預期出口量及本地銷量，以及有關獨家採購權之其他風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(b) Impairment of an exclusive offtake right (continued)

In determining the recoverable amount of the exclusive offtake right, the Directors also made reference to proposed transaction price of the relevant asset. Outcome of any proposed transaction and the final consideration may differ from the amount originally estimated. Completion or non-completion of proposed transaction may also result in significant change in recoverable amount of the exclusive offtake right and therefore impairment charge for the period when such judgment and estimate have been changed.

(c) Impairment of non-financial assets (other than goodwill and an exclusive offtake right)

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on value-in-use calculations or fair value less costs to sell. These calculations require the use of judgements and estimates.

Management judgement is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs to sell and net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial condition and results of operations. If there is a significant adverse change in the projected performance and resulting future cash flow projections, it may be necessary to take further impairment charge to the income statement.

4 關鍵會計估算及判斷(續)

(b) 獨家採購權之減值(續)

釐定獨家採購權的可收回金額時，董事亦參考相關資產的建議交易價格。任何建議交易的結果及最終代價可能有別於原先估計的金額。建議交易完成與否亦可能導致獨家採購權的可收回金額出現重大變動，而倘有關判斷及估計發生變動，則期內減值開支亦會有變。

(c) 非金融資產之減值(商譽及獨家採購權除外)

資產於有事件出現或情況改變顯示賬面值可能無法收回時進行減值檢討。可收回金額已根據使用價值計算釐定或以公允價值扣除銷售成本釐定。上述計算方法須運用判斷及估計。

在資產減值方面，尤其是評估以下各項時，管理層須作出判斷：(i) 是否已發生事件顯示有關資產值可能無法收回；(ii) 可收回金額(即公允價值扣除銷售成本後之金額與根據繼續在業務中使用資產而估計之未來現金流量淨現值兩者之較高者)可否支持資產賬面值；及(iii) 編製現金流量預測時須應用之適當主要假設，包括有關現金流量預測是否以適當貼現率貼現。管理層評估減值時選用之假設(包括現金流量預測所用之貼現率或增長率假設)如有變化，可能會對減值測試所用之淨現值構成重大影響，因而影響本集團之財務狀況及經營業績。倘預計表現及有關未來現金流量預測出現重大不利變動，則可能須於收益表中扣除額外減值開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(d) Contingent liabilities

A contingent liability will be disclosed when a possible obligation has arisen, but its existence has to be confirmed by future events outside the Group's control, or when it is not possible to calculate the amount. Realisation of any contingent liabilities not currently recognised or disclosed could have a material impact on the Group's financial position.

The Group reviews significant outstanding litigations in order to assess the need for provisions. Among the factors considered are the nature of the litigation, legal processes and potential level of damages, the opinions and views of the legal counsels and advisors, and the management's intentions to respond to the litigations. To the extent the estimates and judgements do not reflect the actual outcome, this could materially affect the results for the period and the financial position.

(e) Amortisation of an exclusive offtake right

Amortisation of the exclusive offtake right is made based on the actual limonitic ore purchased during the period over the total planned purchase volume during the contractual period. The estimation of the total planned purchase volume requires management judgement and estimates. It could change significantly as a result of market demand for nickel-based products, technical innovations, reserve of the mine, the ability of the miner in meeting the demand and other relevant factors. Management reviews the total planned purchase volume at least annually, and adjusts the amortisation calculation accordingly.

4 關鍵會計估算及判斷(續)

(d) 或然負債

當有可能產生責任，惟其存在與否須透過非本集團所能控制的未來事件確定，或當不可能計算責任所涉金額，則會披露為或然負債。任何目前未確認或披露的或然負債一旦實現，均可對本集團的財務狀況造成重大影響。

本集團會審閱重大的待決訴訟，以評估有否撥備的需要。所考慮的因素包括訴訟的性質、法律程序及損害賠償的潛在程度、法律顧問及諮詢人的意見及見解以及管理層對回應訴訟的意向。倘估計及判斷與實際結果不相符，則有可能嚴重影響期內業績及財務狀況。

(e) 攤銷獨家採購權

獨家採購權按期內實際已採購褐鐵礦石除以合約期內總計劃採購量攤銷。總計劃採購量之估計需由管理層作出判斷及估計，並會因市場對鎳產品之需求、技術創新、礦藏儲量、採礦公司滿足有關需求之能力及其他相關因素而有重大改動。管理層會最少每年檢討總計劃採購量一次，並相應調整攤銷計算方法。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(f) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives and actual residual values may differ from estimated residual values. Periodic review could result in a change in depreciable lives and residual values and therefore depreciation expense in the future periods.

(g) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs to be incurred to completion and disposal. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in customer taste or competitor actions in response to severe industry cycles. Management reassesses these estimates at the end of each reporting period.

(h) Impairment of prepayments, deposits and receivables

Impairment of prepayments, deposits and receivables is made based on assessment of the recoverability. The identification of bad and doubtful debts requires management judgement and estimates. Provision is made when there is objective evidence that the Group will not be able to collect the debts. Where the actual outcome or expectation in future is different from the original estimate, the differences will impact the carrying values of these assets and impairment is recognised in the period in which such estimate has been changed.

4 關鍵會計估算及判斷(續)

(f) 物業、廠房及設備之可使用年期

本集團之管理層釐定其物業、廠房及設備之估計可使用年期及相關折舊費用。該估計根據類似性質及功能之物業、廠房及設備之實際可使用年期之過往記錄而釐定，並可能因技術創新及競爭對手應對行業重大週期變化之行為而有重大改變。當可使用年期少於先前之估計年期時，管理層將增加折舊費用或沖銷或撇減已報廢或出售之技術過時或非策略性之資產。實際的經濟可使用年期可能有別於估計可使用年期，而實際剩餘價值可能有別於估計剩餘價值。定期審閱可能使折舊年期及剩餘價值發生變動，從而使未來期間的折舊開支發生變動。

(g) 存貨之可變現淨值

存貨之可變現淨值指於一般業務過程中估計售價減估計達致完成及出售所涉成本後之金額。該等估計乃根據當前市況及銷售相似性質產品之過往經驗而作出。客戶品味出現變動或競爭對手應對行業重大週期變化所採取之行動，可能令其發生重大變動。管理層會於各報告期末重新評估所作出之估計。

(h) 預付款項、按金及應收款項減值

預付款項、按金及應收款項減值按估計可收回程度釐定。呆壞賬之識別需管理層作出判斷及估計。倘有客觀證據顯示本集團將無法收回債項，則將計提撥備。倘實際結果或未來預算與原定估計不同，則有關差異將影響該等資產之賬面值，而減值於估計變更期間確認。

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綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(i) Fair value of derivative financial instruments

As described in Note 25, the convertible bonds contain a number of derivative financial instruments that are measured at fair value through profit or loss. The Company engaged an independent appraiser to assist it in determining the fair values of these derivative financial instruments. The determination was based on generally accepted valuation procedures and practices that rely extensively on the input of numerous assumptions taking into consideration of many uncertainties, including risk free interest rate, discount rate, dividend yield and volatility of the Company's share price, some of which cannot be easily quantified or ascertained. Changes in subjective input assumptions can materially affect the fair value estimate.

(j) Current and deferred income tax

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

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

4 關鍵會計估算及判斷(續)

(i) 衍生金融工具之公允價值

如附註25所述，可換股債券包含了部分透過損益以公允價值計量之衍生金融工具。本公司聘請獨立評估師參與評估該等衍生金融工具之公允價值，此估值基於公認估值程序及慣例，依賴大量假設及經考慮多項不明朗因素，包括無風險利率、貼現率、股息收益率及本公司股價波動，部分因素無法定量或定性。主觀輸入假設的變動可對公允價值估計造成重大影響。

(j) 即期及遞延所得稅

本集團須繳納多個司法權區之所得稅。釐定以上各司法權區之所得稅撥備時需要作出判斷。於日常業務過程中有若干難以確定最終稅項之交易及計算方法。倘該等事宜之最終稅務結果與初步記錄之金額不同，有關差額將會影響作出有關決定之期間內之所得稅及遞延所得稅撥備。

倘管理層認為未來應課稅溢利可用作對抵銷暫時性差異或稅項虧損可予動用時，則會確認與若干暫時性差異有關之遞延所得稅項資產及稅項虧損。倘預期與原先之估算不同，有關差異會對有關估算出現變動之期間內遞延所得稅項資產及稅項支出之確認構成影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(k) Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant. This also requires determining the most appropriate inputs to the valuation model including the forfeiture rate, the volatility and dividend yield and making assumptions about them.

5 SEGMENT INFORMATION

For management purposes, the Group has one reportable operating segment: the trading of ore and the manufacturing and sale of iron and special steel products. Management monitors the operating results of its business units as a whole for the purpose of making decisions about resources allocation and performance assessment.

Geographical information

(a) Revenue from external customers

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Mainland China	中國大陸	288,203	1,437,490
Singapore	新加坡	32,413	94,735
Hong Kong	香港	-	102,556
Taiwan	台灣	15,787	-
Others	其他	-	389
		336,403	1,635,170

The revenue information above is based on the locations of the customers.

4 關鍵會計估算及判斷(續)

(k) 以股份支付之交易

本集團與僱員進行以股權支付之交易之成本，乃參照股權工具於授出日期之公允價值計量。估計公允價值時，須基於授出之條款及條件釐定授出股權工具之最恰當估值模式，亦須釐定該估值模式所需輸入之最恰當資料，包括沒收比率、波動及股息率，並須作出相關假設。

5 分部資料

就管理目的，本集團僅有一個可呈報經營分部：礦石貿易以及生產和銷售鐵及特鋼製品。管理層出於資源配置及績效考評之決策目的，將其各業務單元之經營成果作為一個整體來進行管理。

地域資料

(a) 來自第三方客戶之收益

以上之收入資料乃基於客戶之地理位置。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

Geographical information (continued)

(b) Non-current assets

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Mainland China	中國大陸	1,375,396	2,583,979
Indonesia	印尼	2,385,048	2,472,079
Others	其他	2,366	44,400
		3,762,810	5,100,458

The non-current asset information above is based on the locations of the assets and excludes deferred tax assets.

Information about major customers

Revenue of approximately HK\$189,666,000 (2013: HK\$1,033,787,000) and HK\$154,305,000 (2013: HK\$863,270,000) was derived from sales to the Group's three largest customers and the Group's largest customer, respectively.

6 REVENUE AND OTHER GAINS, NET

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Revenue	收益		
Sale of goods:	銷貨：		
Limonic ores	褐鐵礦	52,111	1,493,930
Stainless steel products	不銹鋼產品	171,913	19,446
Ni-Cr alloy steel ingot	鎳鉻合金鋼錠	50,335	79,517
Ferro-nickel alloys and others	鎳鐵合金及其他	62,044	42,277
		336,403	1,635,170
Other gains, net	其他盈利淨額		
Changes in fair value of derivative financial instruments	衍生金融工具公允價值變動	19,832	46,688
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備之虧損淨額	(702)	(5,723)
Foreign exchange (losses)/gains, net	匯兌(虧損)/盈利淨額	(2,357)	3,725
Others	其他	2,082	4,787
		18,855	49,477

5 分部資料(續)

地域資料(續)

(b) 非流動資產

以上之非流動資產資料乃基於該等資產之地理位置，並不包括遞延稅項資產。

主要客戶資料

收益約189,666,000港元(二零一三年：1,033,787,000港元)及154,305,000港元(二零一三年：863,270,000港元)乃分別源自本集團三大客戶及本集團最大客戶之銷售。

6 收益及其他盈利淨額

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 LOSS BEFORE INCOME TAX

The Group's loss before income tax is stated at after charging/(crediting) the following:

7 除所得稅前虧損

本集團除所得稅前虧損已扣除/(計入)下列各項：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
	Notes 附註		
Costs of inventories sold	已售存貨成本	480,485	1,509,493
Employee benefits expense	僱員福利開支	69,603	88,140
Research expenses	研發開支	2,801	28,262
Auditor's remuneration	核數師酬金		
— Current year	— 本年度	3,950	3,800
— Under-provision in prior year	— 過往年度撥備不足	1,113	—
Depreciation	折舊	116,454	133,836
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	5,078	5,374
Amortisation of intangible asset	無形資產攤銷	3,243	111,114
Minimum lease payments under operating leases in respect of buildings and equipment	有關樓宇及設備之經營租賃之最低租賃付款	7,969	7,818
Provision for impairment losses of inventories	存貨減值虧損撥備	19,481	88,765
Provision for impairment of property, plant and equipment	物業、廠房及設備減值撥備	597,392	726,185
Provision for impairment of prepaid land lease payments*	預付土地租賃款項減值撥備*	—	20,713
Provision for impairment of trade receivables*	應收賬款減值撥備*	16,405	16,298
Provision for impairment of prepayments and other receivables*	預付款項和其他應收款項減值撥備*	7,306	11,592
Provision for legal claims*	法律索償撥備*	13,029	—
Provision for impairment of loan to an associate	貸款予一間聯營公司之減值撥備	56,975	—

* Included in other expenses

* 計入其他開支

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 FINANCE COSTS, NET

8 融資成本淨額

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
	Notes 附註		
Finance income	融資收入		
Interest income on time deposits	定期存款利息收入	21,193	5,242
Gain on restructure of convertible bonds and senior bonds	可換股債券及優先債券重組之收益	123,886	–
Unwinding of discount on receivables arising from disposal of a subsidiary	出售一家附屬公司產生應收款項之折現值撥回	–	12,493
		145,079	17,735
Finance costs	融資成本		
Interest on bank and other borrowings, wholly repayable within five years	須於五年內悉數償還之銀行貸款及其他借貸利息	(311,962)	(238,594)
Interest on convertible bonds	可換股債券利息	(36,628)	(42,333)
Acceleration of unwinding interest on convertible bonds and senior bonds due to events of default	因違約事件加速可換股債券及優先債券之利息撥回	(210,671)	–
		(559,261)	(280,927)
Finance costs, net	融資成本淨額	(414,182)	(263,192)

9 EMPLOYEE BENEFITS EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

9 僱員福利開支(包括董事薪酬)

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Salaries	薪金	62,620	76,400
Retirement benefit scheme contributions and other costs	退休福利計劃供款及其他成本	7,163	8,656
Equity-settled share-based compensation expense (Note 32)	以股權結算之股份補償開支(附註32)	(180)	3,084
		69,603	88,140

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 EMPLOYEE BENEFITS EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (CONTINUED)

(a) Directors' remuneration

The remuneration of each of the directors of the Company for the year ended 31 December 2014 is set out below:

9 僱員福利開支(包括董事薪酬)(續)

(a) 董事酬金

截至二零一四年十二月三十一日止年度，本公司各董事的薪酬載列如下：

		Salaries, allowances and benefits	Equity-settled share option expense	Retirement benefit scheme contributions	Total remuneration	
	Fees	in kind				
	袍金	薪金、津貼 及實物福利	以股權支付之 購股權開支	退休福利 計劃供款	總酬金	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	
Executive Directors:	執行董事：					
Mr. Dong Shutong (Chief executive)	董書通先生(首席執行官)	-	3,513	-	17	3,530
Mr. Chiang Shyh-yi (Note (i))	蔣士宜先生(附註(i))	-	1,167	-	-	1,167
Mr. Dong Chengzhe	董鍼喆先生	-	1,126	-	9	1,135
Mr. Song Wenzhou	宋文州先生	-	408	-	-	408
Mr. Yang Fei	楊飛先生	-	852	-	17	869
Mr. Wang Ping (Note (ii))	王平先生(附註(ii))	-	500	-	-	500
Mr. Yin Sheping (Note (iii))	尹社平先生(附註(iii))	-	350	-	-	350
Non-executive Director:	非執行董事：					
Mr. Yang Tianjun	楊天鈞先生	200	-	-	-	200
Independent Non-executive Directors:	獨立非執行董事：					
Mr. Bai Baohua	白葆華先生	200	-	-	-	200
Mr. Huang Changhuai	黃昌淮先生	200	-	-	-	200
Mr. Wong Chi Keung	黃之強先生	200	-	-	-	200
Mr. Fahmi Idris	法米先生	200	-	-	-	200
		1,000	7,916	-	43	8,959

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 EMPLOYEE BENEFITS EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (CONTINUED)

(a) Directors' remuneration (continued)

The remuneration of each of the directors of the Company for the year ended 31 December 2013 is set out below:

		Salaries, allowances and benefits in kind	Equity-settled share option expense	Retirement benefit scheme contributions	Total remuneration
	Fees	薪金、津貼及實物福利	以股權支付之購股權開支	退休福利計劃供款	總酬金
	袍金	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Executive Directors:	執行董事：				
Mr. Dong Shutong (Chief executive)	董書通先生(首席執行官)	-	3,493	15	3,508
Ms. Ng See Wai Rowena (Note (iv))	吳思煒女士(附註(iv))	-	1,625	13	2,275
Mr. Chiang Shyh-yi (Note (i))	蔣士宜先生(附註(i))	-	2,925	-	2,925
Mr. Dong Chengzhe	董鉞喆先生	-	1,215	-	1,334
Mr. Song Wenzhou	宋文州先生	-	404	-	523
Mr. Yang Fei	楊飛先生	-	846	15	980
Non-executive Director:	非執行董事：				
Mr. Yang Tianjun	楊天鈞先生	200	-	-	200
Independent Non-executive Directors:	獨立非執行董事：				
Mr. Bai Baohua	白葆華先生	200	-	-	200
Mr. Huang Changhuai	黃昌淮先生	200	-	-	200
Mr. Wong Chi Keung	黃之強先生	200	-	-	200
Mr. Fahmi Idris	法米先生	200	-	-	200
		1,000	10,508	43	12,545

Notes:

- (i) Mr. Chiang Shyh-yi resigned from 1 June 2014
- (ii) Mr. Wang Ping was appointed on 10 October 2014
- (iii) Mr. Yin Sheping was appointed on 10 October 2014
- (iv) Ms. Ng See Wai, Rowena resigned from 1 January 2014

During the year ended 31 December 2014, no Director or chief executive waived or agreed to waive any emolument; and no emoluments were paid by the Group to the Directors or chief executive as an inducement to join or upon joining the Group or as compensation for loss of office (2013: Nil).

9 僱員福利開支(包括董事薪酬)(續)

(a) 董事酬金(續)

截至二零一三年十二月三十一日止年度，本公司各董事的薪酬載列如下：

	Salaries, allowances and benefits in kind	Equity-settled share option expense	Retirement benefit scheme contributions	Total remuneration
	薪金、津貼及實物福利	以股權支付之購股權開支	退休福利計劃供款	總酬金
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元

Executive Directors:	執行董事：				
Mr. Dong Shutong (Chief executive)	董書通先生(首席執行官)	-	3,493	15	3,508
Ms. Ng See Wai Rowena (Note (iv))	吳思煒女士(附註(iv))	-	1,625	13	2,275
Mr. Chiang Shyh-yi (Note (i))	蔣士宜先生(附註(i))	-	2,925	-	2,925
Mr. Dong Chengzhe	董鉞喆先生	-	1,215	-	1,334
Mr. Song Wenzhou	宋文州先生	-	404	-	523
Mr. Yang Fei	楊飛先生	-	846	15	980
Non-executive Director:	非執行董事：				
Mr. Yang Tianjun	楊天鈞先生	200	-	-	200
Independent Non-executive Directors:	獨立非執行董事：				
Mr. Bai Baohua	白葆華先生	200	-	-	200
Mr. Huang Changhuai	黃昌淮先生	200	-	-	200
Mr. Wong Chi Keung	黃之強先生	200	-	-	200
Mr. Fahmi Idris	法米先生	200	-	-	200
		1,000	10,508	43	12,545

附註：

- (i) 蔣士宜先生自二零一四年六月一日起辭任。
- (ii) 王平先生自二零一四年十月十日起獲委任。
- (iii) 尹社平先生自二零一四年十月十日起獲委任。
- (iv) 吳思煒女士自二零一四年一月一日起辭任。

截至二零一四年十二月三十一日止年度，概無董事或首席執行官放棄或同意放棄任何酬金，亦無作為招攬加入或於加入本集團或作為離職補償而由本集團支付給董事或首席執行官之酬金(二零一三年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 EMPLOYEE BENEFITS EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (CONTINUED)

(b) Five highest paid employees

The five highest paid employees during the year included two directors (2013: three directors), details of whose remuneration are set out in note (a) above. Details of the remuneration paid and payable to the remaining three (2013: two) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	4,003	2,795
Equity-settled share option expense	以股權支付之購股權開支	-	398
Retirement benefit scheme contributions	退休福利計劃供款	34	15
		4,037	3,208

The emoluments of the aforementioned individuals fell within the following bands:

上述人士的薪酬屬下列範圍：

		2014 二零一四年	2013 二零一三年
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	3	1
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至 2,000,000 港元	-	1

No emoluments have been paid to the five highest paid individuals (including Directors and other employees) as an inducement to join or upon joining the Group or as compensation for loss of office (2013: Nil).

概無作為招攬加入或於加入本集團或作為離職補償而支付給五名最高薪人士(包括董事及其他僱員)之酬金(二零一三年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

10 INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which the Group's entities are domiciled and operate.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.

The applicable Hong Kong profits tax rate of the Company, and its subsidiaries, which operate in Hong Kong, is 16.5 % (2013: 16.5%).

The applicable income tax rate of the Group's Singaporean subsidiary, CNR Group Holdings Pte. Ltd. ("CNR Singapore"), is 17% (2013: 17%). Effective 1 July 2013, CNR Singapore has been granted to a tax concessionary rate of 10% as it was awarded Global Trader Programme ("GTP") status by International Enterprise Singapore for a period of five and a half years from 1 July 2013 to 31 December 2018. Subsequent to the year end in February 2015, CNR Singapore withdrew its GTP status to minimise its compliance costs.

The subsidiaries of the Company incorporated in Indonesia are subject to a single income tax rate of 25% (2013: 25%).

According to the PRC Corporate Income Tax Law, the applicable income tax rate of the Group's PRC subsidiaries is 25% for the year (2013: 25%).

10 所得稅

本集團須按實體基準就產生或源於本集團實體註冊及經營所在司法權區的溢利繳納所得稅。

根據開曼群島及英屬處女群島法規及規例，本集團於開曼群島及英屬處女群島（「英屬處女群島」）毋須繳納任何所得稅。

本公司及其於香港營運之附屬公司適用香港利得稅稅率為16.5%（二零一三年：16.5%）。

本集團新加坡附屬公司CNR Group Holdings Pte. Ltd.（「CNR新加坡」）的適用所得稅稅率為17%（二零一三年：17%）。自二零一三年七月一日起，CNR新加坡獲新加坡國際企業發展局授予的環球貿易商（「GTP」）資格而可按優惠稅率10%納稅，期限自二零一三年七月一日起至二零一八年十二月三十一日止共五年零六個月。年末後，於二零一五年二月，CNR新加坡撤銷其GTP資格以將其合規成本降至最低。

本公司於印度尼西亞註冊成立之附屬公司須按25%（二零一三年：25%）之單一所得稅稅率繳納所得稅。

根據中國企業所得稅法，本集團的中國附屬公司本年度之適用所得稅稅率為25%（二零一三年：25%）。

		2014 二零一四年	2013 二零一三年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Current income tax:	即期所得稅：		
— Singapore	— 新加坡	—	27,875
— Others	— 其他	—	44
(Over)/under-provision in prior years	過往年度（超額撥備）／ 撥備不足		
— Mainland China	— 中國大陸	(13,872)	(145)
— Singapore	— 新加坡	1,856	—
Deferred income tax	遞延所得稅	811	(2,731)
Income tax (credit)/expense	所得稅（抵免）／開支	(11,205)	25,043

Notes to the Consolidated Financial Statements

綜合財務報表附註

10 INCOME TAX (CONTINUED)

The tax charge on the Group's loss before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to results of the group companies as follows:

10 所得稅(續)

本集團除所得稅前虧損的稅務開支有別於按適用於集團公司業績的加權平均稅率計算得出的理論金額，載列如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(1,465,418)	(1,340,463)
Tax calculated at the applicable statutory tax rates of respective companies	按各公司適用法定稅率計算之稅項	(334,411)	(328,867)
Tax effect of:	下列各項之稅務影響：		
Effect attributable to an associate	歸屬於一間聯營公司之影響	4,368	2,229
Income not subject to tax	毋須課稅收入	(25,242)	(12,505)
Expenses not deductible for tax	不可扣稅開支	238,586	233,349
Over-provision in prior years	過往年度超額撥備	(12,016)	(145)
Tax losses not recognised	未確認稅項虧損	117,510	130,982
Income tax (credit)/expense	所得稅(抵免)/開支	(11,205)	25,043

The applicable income tax rate of the Group was 22.8% for the year ended 31 December 2014 (2013: 24.5%). The change is caused by a change in the relative results of the Group's subsidiaries in the respective countries.

截至二零一四年十二月三十一日止年度，本集團的適用所得稅率為22.8%（二零一三年：24.5%）。該變動乃由於本集團於各個國家的附屬公司的相關業績有所變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 LOSS ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The loss attributable to equity holders of the Company for the year ended 31 December 2014 is dealt with in the financial statements of the Company to the extent of HK\$1,462,250,000 (2013: profit of HK\$77,922,000) (Note 31).

12 DIVIDENDS

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

13 LOSS PER SHARE

Basic

The calculation of the basic loss per share is based on the loss for the year attributable to equity holders of the Company, and the weighted average number of ordinary shares of 2,568,086,775 (2013: 2,527,602,083) in issue during the year.

Diluted

The calculation of the diluted loss per share for the year ended 31 December 2014 is based on the loss for the year attributable to equity holders of the Company, adjusted to reflect the interest on and change in fair value of the derivative component of the convertible bonds and share options. The weighted average number of ordinary shares used in the calculation is the weighted average number of the ordinary shares in issue during the year, as used in the basic loss per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

Diluted loss per share is the same as basic loss per share for the years ended 31 December 2014 and 2013 because the impact of dilution of the convertible bonds and share options is anti-dilutive.

11 本公司權益持有人應佔虧損

截至二零一四年十二月三十一日止年度，本公司權益持有人應佔虧損中之虧損1,462,250,000港元(二零一三年：溢利77,922,000港元)已於本公司財務報表內處理(附註31)。

12 股息

董事不建議宣派截至二零一四年十二月三十一日止年度之末期股息(二零一三年：無)。

13 每股虧損

基本

每股基本虧損乃根據本公司權益持有人應佔年度虧損及年內已發行普通股之加權平均股數即2,568,086,775股(二零一三年：2,527,602,083股)計算。

攤薄

截至二零一四年十二月三十一日止年度之每股攤薄虧損乃根據本公司權益持有人應佔年度虧損計算，並作出調整以反映可換股債券衍生工具部分及購股權公允價值變動之利息。計算所用之普通股加權平均股數為年內已發行普通股之加權平均股數(按計算每股基本虧損所使用者)，以及假設於所有潛在攤薄普通股視為行使或轉換為普通股時按無償方式發行之普通股加權平均股數。

截至二零一四年及二零一三年十二月三十一日止年度，由於可換股債券之攤薄影響及購股權影響屬反攤薄，故每股攤薄虧損等於每股基本虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT Group

14 物業、廠房及設備 本集團

		Freehold land and buildings 永久業權 土地及樓宇 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles and others 汽車及其他 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost:	成本值：						
At 1 January 2013	於二零一三年一月一日	447,867	1,507,433	27,358	83,620	1,472,706	3,538,984
Additions	添置	1,034	1,645	1,191	973	150,335	155,178
Transfers	轉撥	27,946	98,476	126	-	(126,548)	-
Disposals	處置	(11,531)	(7,766)	(253)	(1,556)	-	(21,106)
Exchange realignment	匯兌差額	28,967	25,792	1,012	2,077	40,218	98,066
At 1 January 2014	於二零一四年一月一日	494,283	1,625,580	29,434	85,114	1,536,711	3,771,122
Additions	添置	3,118	2,178	176	-	21,301	26,773
Transfers	轉撥	-	9,842	-	-	(9,842)	-
Disposals	處置	(24,691)	-	(8,002)	(25,930)	(13,299)	(71,922)
Exchange realignment	匯兌差額	(1,574)	(5,450)	(59)	(187)	(5,205)	(12,475)
At 31 December 2014	於二零一四年十二月三十一日	471,136	1,632,150	21,549	58,997	1,529,666	3,713,498
Accumulated depreciation:	累計折舊：						
At 1 January 2013	於二零一三年一月一日	99,134	657,991	12,880	42,833	-	812,838
Depreciation	折舊	19,134	105,837	4,104	4,761	-	133,836
Disposals	處置	(8,791)	(4,829)	(253)	(2)	-	(13,875)
Exchange realignment	匯兌差額	11,715	11,321	886	980	-	24,902
At 1 January 2014	於二零一四年一月一日	121,192	770,320	17,617	48,572	-	957,701
Depreciation	折舊	16,739	91,372	3,014	5,329	-	116,454
Disposals	處置	(2,390)	-	(2,667)	(14,997)	-	(20,054)
Exchange realignment	匯兌差額	(309)	(112)	(39)	(99)	-	(559)
At 31 December 2014	於二零一四年十二月三十一日	135,232	861,580	17,925	38,805	-	1,053,542
Accumulated impairment losses:	累計減值虧損：						
At 1 January 2013	於二零一三年一月一日	-	-	-	-	151,874	151,874
Charge for the year	本年度支出	103,278	15,418	202	338	606,949	726,185
Exchange realignment	匯兌差額	1,727	228	3	5	5,277	7,240
At 1 January 2014	於二零一四年一月一日	105,005	15,646	205	343	764,100	885,299
Charge for the year	本年度支出	171,365	57,928	6	54	368,039	597,392
Exchange realignment	匯兌差額	(92)	(66)	(1)	(2)	(577)	(738)
At 31 December 2014	於二零一四年十二月三十一日	276,278	73,508	210	395	1,131,562	1,481,953
Net carrying amount:	賬面淨值：						
At 31 December 2014	於二零一四年十二月三十一日	59,626	697,062	3,414	19,797	398,104	1,178,003
At 31 December 2013	於二零一三年十二月三十一日	268,086	839,614	11,612	36,199	772,611	1,928,122

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Group (continued)

At 31 December 2014 and 2013, certain of the Group's buildings and plant and machinery were pledged to secure a bank loan granted to the Group (Note 24(a)).

As at 31 December 2014, the carrying amounts of the Group's property, plant and equipment and prepaid land lease payments by major cash generating units, are analysed as follows:

		Zhengzhou Plants 鄭州廠房 HK\$'000 千港元	Lianyungang Plant 連雲港廠房 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	549,502	602,455	26,046	1,178,003
Prepaid land lease payments	預付土地租賃款項	3,333	197,535	–	200,868
Total	總計	552,835	799,990	26,046	1,378,871

Impairment assessment – Zhengzhou Plants

As a result of the continuous unfavourable operating environment experienced in the steel industry, the Group's manufacturing and sales of iron and steel products operations in Zhengzhou (the "Zhengzhou Plants") were temporarily suspended since March 2013 and had only been operating intermittently throughout the year 2014. The directors of the Company considered it as an impairment indicator and carried out an impairment review on property, plant and equipment and the related prepaid land lease payments of Zhengzhou Plants (Note 15).

Based on the results of the assessment, the recoverable amounts of property, plant and equipment and the related prepaid land lease payments of Zhengzhou Plants were determined to be HK\$549,502,000 and HK\$3,333,000 respectively, and therefore an impairment loss on property, plant and equipment of Zhengzhou Plants of HK\$312,921,000 has been recognised in the consolidated income statement for the year ended 31 December 2014.

14 物業、廠房及設備(續)

本集團(續)

於二零一四年及二零一三年十二月三十一日，本集團若干樓宇與廠房及機器已抵押作本集團獲授銀行貸款(附註24(a))的質押物。

於二零一四年十二月三十一日，本集團物業、廠房及設備以及預付土地租賃款項按主要現金產生單位劃分之賬面值分析如下：

減值評估 – 鄭州廠房

由於鋼材業內的經營環境持續欠佳，本集團從二零一三年三月起已短暫中止鄭州的鋼鐵產品生產及銷售業務(「鄭州廠房」)，於二零一四年僅間歇營運。本公司董事認為其屬減值跡象，故對鄭州廠房之物業、廠房及設備以及相關預付土地租賃款項(附註15)進行減值審閱。

基於評估結果，鄭州廠房之物業、廠房及設備以及相關預付土地租賃款項之可收回金額分別釐定為549,502,000港元及3,333,000港元，故此鄭州廠房物業、廠房及設備之減值虧損312,921,000港元已於截至二零一四年十二月三十一日止年度之綜合收益表內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Group (continued)

Impairment assessment – Zhengzhou Plants (continued)

The recoverable amounts of the property, plant and equipment and the related prepaid land lease payments have been determined based on value-in-use calculations. These calculations included applying certain assumptions in preparing cash flows projections for the cash generating unit. In preparing these projections, the Directors assumed that, amongst other factors, business performance of the Zhengzhou Plants can be gradually improved during the projection period as a result of improving operating environment and by launching new products and seeking new orders from new customers with improved gross margins. The discount rate used in measuring value-in-use was 21.1% (2013: 17.2%), which is pre-tax and reflects the specific risks relating to the business.

As at 31 December 2014, if the gross margin has been 1 % higher/lower, or the discount rate used had been 1% lower/higher, impairment charge would have been approximately HK\$56 million lower/higher and HK\$32 million lower/HK\$30 million higher respectively.

Impairment assessment – Lianyungang Plant

During the year ended 31 December 2014, due to the continuous decrease in nickel price and the unfavourable market condition of nickel related products, which is the main business engaged by the Group's manufacturing plant in Lianyungang (the "Lianyungang Plant"), management upheld its decision to postpone the commencement of Lianyungang Plant's operation until year 2017. The directors of the Company considered it as an impairment indicator and carried out an impairment review on the property, plant and equipment and the related prepaid land lease payments of Lianyungang Plant (Note 15).

Based on the results of the assessment, the recoverable amounts of property, plant and equipment and the related prepaid land lease payments of Lianyungang Plant were determined to be HK\$602,455,000 and HK\$197,535,000 respectively, and therefore an impairment loss on property, plant and equipment of Lianyungang Plant of HK\$249,671,000 has been recognised in the consolidated income statement for the year ended 31 December 2014.

14 物業、廠房及設備(續)

本集團(續)

減值評估 – 鄭州廠房(續)

物業、廠房及設備以及相關預付土地租賃款項之可收回金額按使用價值基準計算。該等計算包括在編製現金產生單位之現金流預測時應用若干假設。編製該等預測時，董事假定多項因素，其中包括鄭州廠房之業務表現因經營環境改善及透過推出新產品及向新客戶取得毛利率更高的新訂單而於預測期內逐步顯著改善。計算使用價值所用之貼現率為21.1%(二零一三年：17.2%)，此為稅前且反映與業務相關之特定風險。

於二零一四年十二月三十一日，倘毛利率上升/下降1%，或所用的貼現率下降/上升1%，則減值支出分別減少/增加約56百萬港元及減少32百萬港元/增加30百萬港元。

減值評估 – 連雲港廠房

截至二零一四年十二月三十一日止年度，由於鎳價持續下滑，鎳相關產品(此乃本集團於連雲港之生產廠房主要涉足的業務(「連雲港廠房」))的市況欠佳，管理層維持決定，延遲連雲港廠房投產時間至二零一七年。本公司董事認為其屬減值跡象，故對連雲港廠房之物業、廠房及設備以及相關預付土地租賃款項(附註15)進行減值審閱。

基於評估結果，連雲港廠房之物業、廠房及設備以及相關預付土地租賃款項之可收回金額分別釐定為602,455,000港元及197,535,000港元，故此連雲港廠房物業、廠房及設備之減值虧損249,671,000港元已於截至二零一四年十二月三十一日止年度之綜合收益表內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Group (continued)

Impairment assessment – Lianyungang Plant (continued)

The recoverable amounts have been determined based on the value-in-use calculations. The discount rate used in measuring value-in-use was 19.7% (2013: 17.5%), which is pre-tax and reflects the specific risks relating to the business.

As at 31 December 2014, if the projected sales volume applied to the cash flow projection had been 5% higher/lower, the discount rate used had been 1% lower/higher, or the commencement of Lianyungang Plant's operation had been further postponed to year 2018, impairment charge for the year would have been approximately HK\$50 million lower/higher, HK\$68 million lower/HK\$62 million higher and HK\$79 million higher, respectively.

Others

The Group also recognised impairment loss of HK\$34,800,000 (2013: Nil) in respect of certain equipment which has been idle for the year pending repair and modification before they can be put into for further use.

As at 31 December 2014, the recoverable amount of the relevant equipment amounting to HK\$22,323,000, which was determined by the Directors based on their fair value less costs to sell with reference to the available market price as adjusted for its existing condition.

14 物業、廠房及設備(續)

本集團(續)

減值評估 – 連雲港廠房(續)

可收回金額按使用價值基準計算。計算使用價值所用之貼現率為19.7%(二零一三年：17.5%)，此為稅前且反映與業務相關之特定風險。

於二零一四年十二月三十一日，倘現金流量預測所用的預測銷量上升/下降5%，所用的貼現率下降/上升1%，或連雲港廠房的營運再延遲至二零一八年方開展，則年內減值支出分別減少/增加約50百萬港元，減少68百萬港元/增加62百萬港元及增加79百萬港元。

其他

本集團亦已就年內閑置以待維修及改良方作進一步使用的若干設備確認減值虧損34,800,000港元(二零一三年：無)。

於二零一四年十二月三十一日，相關設備之可收回金額為22,323,000港元，乃由董事參考現行市價(就其現況作出調整)後根據其公允價值減銷售成本釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT (CONTINUED) Company

14 物業、廠房及設備(續)

本公司

		Freehold land and buildings outside Hong Kong 香港以外地區 之永久業權 土地及樓宇 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost:	成本值：			
At 1 January 2013	於二零一三年一月一日	24,691	2,362	27,053
Additions	添置	-	151	151
At 1 January 2014	於二零一四年一月一日	24,691	2,513	27,204
Additions	添置	-	6	6
Disposals	處置	(24,691)	-	(24,691)
At 31 December 2014	於二零一四年十二月三十一日	-	2,519	2,519
Accumulated depreciation:	累計折舊：			
At 1 January 2013	於二零一三年一月一日	1,514	1,192	2,706
Depreciation	折舊	457	547	1,004
At 1 January 2014	於二零一四年一月一日	1,971	1,739	3,710
Depreciation	折舊	419	515	934
Disposals	處置	(2,390)	-	(2,390)
At 31 December 2014	於二零一四年十二月三十一日	-	2,254	2,254
Net carrying amount:	賬面淨值：			
At 31 December 2014	於二零一四年十二月三十一日	-	265	265
At 31 December 2013	於二零一三年十二月三十一日	22,720	774	23,494

As at 31 December 2013, the Group's and the Company's freehold land and buildings included freehold land located outside Hong Kong of HK\$13,252,000. As at 31 December 2014, there was no freehold land held by the Group or the Company.

於二零一三年十二月三十一日，本集團及本公司之永久業權土地及樓宇包括香港境外價值13,252,000港元之永久業權土地。於二零一四年十二月三十一日，本集團或本公司並無持有任何永久業權土地。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 PREPAID LAND LEASE PAYMENTS

15 預付土地租賃款項

		Group 本集團	
		2014 二零一四年	2013 二零一三年
		Notes 附註	Notes 附註
		HK\$'000 千港元	HK\$'000 千港元
Carrying amount at 1 January	於一月一日之賬面值	206,558	226,293
Amortisation for the year	年內攤銷	(5,078)	(5,374)
Impairment losses recognised for the year	年內已確認減值虧損	-	(20,713)
Exchange realignment	匯兌差額	(612)	6,352
Carrying amount at 31 December	於十二月三十一日之賬面值	200,868	206,558
Less: Current portion included in prepayments, deposits and other receivables	減：計入預付款項、按金及其他應收款項之即期部分	(4,450)	(4,465)
Non-current portion	非即期部分	196,418	202,093
Analysed as:	分析如下：		
Held on lease of between 10 and 50 years in Mainland China	持作於中國大陸租賃，介乎10年至50年	200,868	206,558
Held on lease of between 10 and 50 years in Indonesia (Note)	持作於印尼租賃，介乎10年至50年(附註)	-	-
		200,868	206,558

At 31 December 2014, the Group's leasehold land situated in Mainland China with a net carrying amount of HK\$200,868,000 (2013: HK\$206,558,000) were pledged for bank loans granted to the Group (Note 24(a)).

Note:

The Group holds a leasehold land in Indonesia with carrying amount of HK\$5,090,000 as at 31 December 2013. During the year ended 31 December 2013, the Group reconsidered the location and the surrounding infrastructure of a future plant which was planned to situate on the leasehold land and decided to relocate such future plant to another area in Indonesia. As the existing leasehold land is unlikely to be used by the Group in the foreseeable future and the saleability of the land is uncertain, an impairment loss of HK\$5,090,000 has been made as at 31 December 2013.

於二零一四年十二月三十一日，本集團位於中國大陸賬面淨值為200,868,000港元(二零一三年：206,558,000港元)的租賃土地已作為本集團獲授銀行貸款(附註24(a))的質押物。

附註：

於二零一三年十二月三十一日，本集團於印尼持有一幅賬面值為5,090,000港元的租賃土地。截至二零一三年十二月三十一日止年度，本集團重新考慮原定於該租賃土地上興建的未來廠房的位置及鄰近基建，並決定將有關未來廠房遷移至印尼的另一個地區。由於本集團於可見將來不大可能使用該現有租賃土地，且未能確定該土地能否出售，故此於二零一三年十二月三十一日作出減值虧損5,090,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 PREPAID LAND LEASE PAYMENTS (CONTINUED)

Impairment assessment

As at 31 December 2013, management carried out a review of the recoverable amount of its property, plant and equipment, and prepaid land lease payments. The review has resulted in the recognition of an impairment loss on a piece of leasehold land in the Zhengzhou Plants of HK\$15,623,000. Details of the impairment assessment on the Group's prepaid land lease payments as at 31 December 2014 are disclosed in Note 14.

16 INTANGIBLE ASSET

15 預付土地租賃款項(續)

減值評估

於二零一三年十二月三十一日，管理層審閱其物業、廠房及設備以及預付土地租賃款項之可收回金額。根據審閱的結果，本集團就鄭州廠房的一幅租賃土地確認減值虧損15,623,000港元。於二零一四年十二月三十一日，本集團預付土地租賃款項之減值評估詳情於附註14披露。

16 無形資產

		Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Exclusive offtake right	獨家採購權		
Carrying amount at 1 January	於一月一日之賬面價值	2,387,786	2,498,900
Amortisation	攤銷	(3,243)	(111,114)
Carrying amount at 31 December	於十二月三十一日之賬面價值	2,384,543	2,387,786

Amortisation of intangible asset has been included in cost of sales.

In May 2007, the Group secured an exclusive offtake right from PT. Yiwang Mining ("Yiwang"), a limited company incorporated in Indonesia, whereby Yiwang agreed to exclusively sell the limonitic ores produced by Yiwang to the Group at a fixed price of US\$16 per dry tonne for a period of approximately 14 years. In September 2008, the term of the exclusive offtake right was extended to 29 years expiring on 24 January 2036.

During the year ended 31 December 2012, a number of Indonesian governmental authorities promulgated several new rules and regulations regarding ores export approval and export tax. Yiwang obtained the ore exporter status ("the Status Approval") and the ore export approval (the "Export Approval") on 13 June 2012 and 27 June 2012, respectively. The Status Approval is valid for two years while the Export Approval is valid for a period of three months from the date of their respective issuance, and Yiwang can re-apply for the Status Approval and the Export Approval before their respective expiry dates.

無形資產攤銷已計入銷售成本。

於二零零七年五月，本集團獲得一間於印尼註冊成立之有限公司PT. Yiwang Mining (「Yiwang」)之獨家採購權，Yiwang同意以固定價格每乾公噸16美元向本集團獨家出售其所產褐鐵礦石，年期約為十四年。於二零零八年九月，獨家採購權之年期延長至二十九年，於二零三六年一月二十四日屆滿。

截至二零一二年十二月三十一日止年度，多個印尼政府機關頒佈若干有關礦石出口許可及出口稅的新規則及法規。Yiwang分別於二零一二年六月十三日及二零一二年六月二十七日取得礦石出口商資格(「資格認可」)及礦石出口許可(「出口許可」)。資格認可及出口許可的有效期限分別為其各自發行日期起計兩年及三個月，Yiwang可於資格認可及出口許可各自之屆滿日期前重新申請資格認可及出口許可。

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16 INTANGIBLE ASSET (CONTINUED)

Pursuant to the new export tax regulation promulgated by the Ministry of Finance of Indonesia (the “MOF”) on 16 May 2012, a 20% export tax (the “Export Tax”) would be imposed on the limonitic ores exported from Yiwang to the Group. The Export Tax is calculated based on the base price published by the MOF periodically. The Export Tax will be borne by the Group.

According to the recommendation letter issued by the Minister of Mineral and Coal on 25 June 2012 to the Minister of Commerce which granted the Export Approval to Yiwang, the export price of limonitic ores to be sold by Yiwang to the Group shall be US\$23.5 per dry tonne (excluding the Export Tax) (the “New Export Price”) instead of US\$16 per dry tonne.

On 10 January 2013, Yiwang issued a letter of undertaking to the Group. Without any prejudice to the terms of the exclusive offtake right, Yiwang irrevocably and unconditionally undertakes that, if at any time during the term of the exclusive offtake agreement, the Group requests the iron ores to be delivered to the Group’s subsidiaries located in South Kalimantan, Indonesia for production, Yiwang will adjust the purchase price of such iron ores under the exclusive offtake right to US\$10 per dry tonne.

During the year ended 31 December 2013, the relevant Indonesian governmental authorities further promulgated that unprocessed ore export by mining business licence holders in Indonesia (“IUP Holders”) would be banned from 12 January 2014 onwards unless the IUP Holders have carried out processing and refining domestically according to the relevant regulations regarding implementation of activities of business of minerals and coal mining and have conducted refining and smelting in accordance with those relevant laws. Consequently, the export of unprocessed iron ores from Yiwang to the Group ceased with effect from 12 January 2014.

All of the rights, interest, title and benefits of the exclusive offtake agreement is pledged in favour of DB Trustees (Hong Kong) Limited as security trustee for and on behalf of the bondholders of the Senior Bonds and the Convertible Bonds (Notes 24 and 25).

16 無形資產(續)

根據印尼財政部(「財政部」)於二零一二年五月十六日頒佈之新出口稅規例，Yiwang向本集團出口的褐鐵礦石將被徵收20%的出口稅(「出口稅」)。出口稅按財政部定期公佈的基本價格計算。出口稅將由本集團承擔。

根據煤礦部長於二零一二年六月二十五日向授予Yiwang出口許可的商務部長發出之建議函件，Yiwang售予本集團的褐鐵礦石出口價將為每乾公噸23.5美元(未計出口稅)(「新出口價」)，而非每乾公噸16美元。

二零一三年一月十日，Yiwang向本集團發出承諾函件。在不損害獨家採購權條款之情況下，Yiwang不可撤回及無條件承諾，倘本集團於獨家採購協議期限任何時間內要求將鐵礦石運送至本集團位於印尼南加里曼丹的附屬公司作生產用途，Yiwang將根據獨家採購權調整該等鐵礦石的採購價至每乾公噸10美元。

截至二零一三年十二月三十一日止年度，相關印尼政府機關進一步宣佈，於印尼的採礦業務許可證持有人(「許可證持有人」)將自二零一四年一月十二日起被禁止出口未加工礦石，除非許可證持有人已根據關於進行礦產及煤礦開採業務的相關法規在當地進行加工及提煉，並根據該等相關法律進行提煉及冶煉則除外。因此，Yiwang自二零一四年一月十二日起停止向本集團出口未加工鐵礦石。

獨家採購權協議的所有權利、權益、所有權及利益已為優先債券及可換股債券(附註24及25)作抵押，受益人為代表債券持有人之德意志信託(香港)有限公司(以擔保受託人身份代表債券持有人)。

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16 INTANGIBLE ASSET (CONTINUED)

In determining the recoverable amount of the intangible asset as at 31 December 2014, the Directors, amongst other considerations, made reference to the disposal consideration as stipulated in a non-binding framework agreement entered into between the Group and Beijing Wincapital, an independent third party, on 21 January 2013, pursuant to which the Group proposed to dispose of 30% equity interest in SEAM to Beijing Wincapital at a consideration of approximately RMB900 million as detailed in Note 2.1(a). SEAM, together with its subsidiaries, are mainly engaged in the trading of ores and held the aforementioned intangible asset of the Group. Although no formal sales and purchases agreement has been entered into up to date, as the disposal consideration in discussion substantially exceeds the attributable carrying amount of the intangible asset, the Directors are of the opinion that there is no impairment of the intangible asset as at 31 December 2014.

17 INTERESTS IN SUBSIDIARIES

Unlisted investments, at cost 非上市投資，以成本計算
 Advances to subsidiaries 對附屬公司之墊款
 Less: provision for impairment 減：減值撥備

2,552,888 3,899,048

Advances to subsidiaries are unsecured, interest free and are regarded as capital contributions, which include contributions in respect of equity-settled share-based compensation of HK\$18,357,000 (2013: HK\$16,154,000).

16 無形資產(續)

在釐定於二零一四年十二月三十一日的無形資產可收回金額時，除了考慮其他因素外，董事參照本集團與獨立第三方北京匯贏於二零一三年一月二十一日訂立的不具約束力框架協議所訂的出售代價，根據該框架協議，本集團擬向北京匯贏出售其於南洋礦業的30%股本權益，代價約人民幣900百萬元，詳情見附註2.1(a)。南洋礦業連同其附屬公司主要從事礦石貿易業務及持有本集團上述的無形資產。縱使直至現時並無訂立正式買賣協議，由於出售代價大幅超逾無形資產的應佔賬面值，董事認為，於二零一四年十二月三十一日，無形資產並無減值。

17 於附屬公司之權益

Company	
本公司	
2014	2013
二零一四年	二零一三年
HK\$'000	HK\$'000
千港元	千港元

303,966	303,966
4,048,426	4,186,371
(1,799,504)	(591,289)
2,552,888	3,899,048

對附屬公司之墊款為無抵押、免息及視為注資，包括就以股權結算之股份補償款項18,357,000港元(二零一三年：16,154,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 INTERESTS IN SUBSIDIARIES (CONTINUED)

All subsidiaries of the Company were incorporated/established as limited liability companies. Particulars of the Company's principal subsidiaries are as follows:

17 於附屬公司之權益(續)

本公司所有附屬公司註冊成立/成立為有限公司。本公司主要附屬公司之詳情如下：

Name of companies 公司名稱	Place of incorporation and place of operations 註冊成立及營業地點	Nominal value of issued shares/ paid-up capital 已發行股份/ 繳足股本之面值	Percentage of equity interest attributable to the Company 本公司應佔股本權益 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Infonics International Limited ("Infonics") (「Infonics」)	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$10,001 10,001 美元	100	–	Investment holding 投資控股
China Special Steel Holdings Company Limited 中國特鋼控股有限公司	Cayman Islands/ Hong Kong 開曼群島/香港	US\$1 1 美元	–	100	Dormant 無營業
SEAM 南洋礦業	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$100 100 美元	–	100	Trading of ore 礦石貿易
Fully Lead Global Investments Limited 豐泰環球投資有限公司	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$1 1 美元	–	100	Investment holding 投資控股
CNR Group Holdings Pte. Ltd.	Singapore 新加坡	US\$400,000 400,000 美元	–	100	Trading of mineral ores and steel products and investment holding 礦石、鋼產品貿易及 投資控股
Bilchart Maritime Pte. Ltd.	Singapore 新加坡	US\$2,000,000 2,000,000 美元	–	51	Provision of shipping services 提供航運服務
PT. Mandan Steel	Indonesia 印尼	IDR131,264,000,000 印尼盾 131,264,000,000	–	100	Investment holding 投資控股
PT. Batulicin Steel	Indonesia 印尼	US\$50,000,000/Nil 50,000,000 美元/零	–	61	Investment holding 投資控股
Zhengzhou Yongtong Special Steel Co., Ltd. ("Yongtong Special Steel") 鄭州永通特鋼有限公司(「永通特鋼」)	PRC 中國	RMB674,680,000 人民幣 674,680,000 元	–	100	Manufacture and sale of special steel products 製造及銷售特鋼產品
Zhengzhou Yongtong Alloy Metals Co., Ltd. ("Yongtong Alloy Metals") 鄭州永通合金材料有限公司 (「永通合金」)	PRC 中國	RMB3,000,000 人民幣 3,000,000 元	–	95	Trading of scrap steel 廢鋼貿易

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綜合財務報表附註

17 INTERESTS IN SUBSIDIARIES (CONTINUED)

17 於附屬公司之權益(續)

Name of companies 公司名稱	Place of incorporation and place of operations 註冊成立及營業地點	Nominal value of issued shares/ paid-up capital 已發行股份/ 繳足股本之面值	Percentage of equity interest attributable to the Company 本公司應佔股本權益 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Zhengzhou Xiangtong Electricity Co., Ltd. ("Xiangtong Electricity") 鄭州祥通發電有限公司(「祥通發電」)	PRC 中國	RMB10,000,000 人民幣 10,000,000 元	-	100	Generation and sale of electricity 發電及銷售電力
Zhengzhou Yongtong Fully Lead Trading Co., Ltd. ("Yongtong Fully Lead") 鄭州永通豐泰貿易有限公司 (「永通豐泰」)	PRC 中國	RMB66,600,000 人民幣 66,600,000 元	-	100	Trading of mineral, steel and electronic products 礦、鋼及電子產品貿易
Henan Yongtong Stainless Steel Products Co., Ltd. (formerly known as: Henan Yongtong Nickel Co., Ltd.) ("Yongtong Stainless Steel") 河南永通不銹鋼製品有限公司(前稱： 河南永通鎳業有限公司)(「永通不銹鋼」)	PRC 中國	RMB266,000,000 人民幣 266,000,000 元	-	100	Manufacturing and trading of special steel products 製造及銷售特鋼產品
Lianyungang East Harvest Minerals Company Limited ("East Harvest Minerals") 連雲港東茂礦產品有限公司 (「東茂礦產品」)	PRC 中國	US\$127,000,000 127,000,000 美元	-	100	Trading of mineral ores and steel products and investment holding 礦石及鋼產品貿易 及投資控股
Lianyungang City East Harvest Mining Company Limited ("East Harvest Mining") 連雲港市東茂礦業有限公司 (「東茂礦業」)	PRC 中國	RMB390,000,000 人民幣 390,000,000 元	-	100	Trading of iron and steel products 鋼鐵產品貿易
Lianyungang Hongnie International Trading Company Limited ("Hongnie Trading") 連雲港宏鎳國際貿易有限公司 (「宏鎳國際」)	PRC 中國	US\$12,860,000/ US\$4,019,422.5 12,860,000 美元/ 4,019,422.5 美元	-	100	Trading of iron and steel products 鋼鐵產品貿易
Henan Jiakun New Materials Technology Co., Ltd. ("Henan Jiakun") (「Henan Jiakun」) 河南家坤新材料科技有限公司(「河南家坤」)	PRC 中國	RMB100,000 人民幣 100,000 元	-	100	Sale of metallic new materials 銷售金屬新材料

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綜合財務報表附註

18 INTEREST IN AN ASSOCIATE

18 於一間聯營公司之權益

		Group 本集團	
		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
Share of net assets	應佔資產淨值	-	26,474
Loan to an associate	貸款予一間聯營公司	56,975	56,975
Less: provision for impairment of loan to an associate (Note 7)	減：貸款予一間聯營公司之減值撥備(附註7)	(56,975)	-
		-	83,449

Loan to an associate is unsecured, interest free and is not expected to be settled within one year.

貸款予一間聯營公司為無抵押、免息及預期不會在一年內償還。

Particulars of the associate are as follows:

該聯營公司之詳情如下：

Name	Particulars of issued shares held	Place of incorporation	Percentage of ownership interest attributable to the Group 本集團應佔所有權益百分比	Principal activity 主要業務
名稱	所持有已發行股份詳情	註冊成立地點		
Full Harvest Development Limited 豐盛發展有限公司	15,500 Ordinary shares of US\$1 each 15,500 股每股面值 1 美元之普通股	Republic of Seychelles 塞舌爾共和國	47.42%	Investment holding 投資控股

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綜合財務報表附註

18 INTEREST IN AN ASSOCIATE (CONTINUED)

Set out below is the summarised financial information of the Group's associate which is accounted for using the equity method.

18 於一間聯營公司之權益(續)

以下載列使用權益法入賬之本集團聯營公司之財務資料概要：

		Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Non-current assets	非流動資產	-	-
Current assets	流動資產	-	120,398
Non-current liabilities	非流動負債	-	-
Current liabilities	流動負債	120,104	92,480
Revenue	收益	-	-
Loss and total comprehensive loss for the year (note)	年內虧損及全面虧損 總額(附註)	(156,534)	(8,340)

Note:

During the year, impairment loss on certain receivables of HK\$157,105,000 was made by the associate as the amounts have been overdue and the recoverability of these receivables are uncertain. In view of the result of the associate, the directors of the Company consider that the loan to the associate is not likely to be recoverable and therefore a provision for impairment of HK\$56,975,000 was made as at 31 December 2014.

The information above reflects the amounts presented in the financial statements of the associate (and not the Group's share of those amount) adjusted for differences in accounting policies between the Group and the associate, if any.

附註：

年內，若干應收款項之減值虧損 157,105,000 港元已由聯營公司作出，因金額已逾期，加上該等應收款項能否收回乃未知之數。鑑於聯營公司之業績，本公司董事認為向聯營公司作出之貸款不大可能收回，故此於二零一四年十二月三十一日已計提減值撥備 56,975,000 港元。

上述資料反映於聯營公司財務報表呈列之金額(而非本集團應佔之金額)，並已就本集團及聯營公司之間的會計政策差異(如有)作出調整。

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綜合財務報表附註

19 DEFERRED TAX

The movements in the deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

		Group	
		本集團	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Unrealised profit on inventories	存貨之未變現溢利		
At 1 January	於一月一日	1,932	889
Deferred tax (charged)/credited to the consolidated income statement during the year (Note 10)	於年內綜合收益表(扣除)/計入之遞延稅項(附註10)	(811)	1,016
Exchange realignment	匯兌差額	(6)	27
At 31 December	於十二月三十一日	1,115	1,932

Deferred tax assets are recognised for tax losses carry forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. As at 31 December 2014, the Group had unrecognised tax losses to be carried forward against future taxable income amounted to approximately HK\$1,349,616,000 (2013: HK\$865,982,000). These tax losses have no expiry date except that approximately HK\$1,269,018,000 (2013: HK\$825,954,000) will expire in the next one to five years.

19 遞延稅項

年內遞延稅項資產及負債變動如下：

遞延稅項資產

就結轉的稅務虧損而確認的遞延稅項資產僅限於有關之稅務利益有可能透過未來應課稅溢利實現的部分。於二零一四年十二月三十一日，本集團有未確認可結轉以抵銷未來應課稅收入的稅務虧損約1,349,616,000港元(二零一三年：865,982,000港元)。除稅務虧損約1,269,018,000港元(二零一三年：825,954,000港元)會於未來一至五年內到期外，該等稅務虧損並無到期日。

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綜合財務報表附註

19 DEFERRED TAX (CONTINUED)

Deferred tax liabilities

19 遞延稅項(續)

遞延稅項負債

		Group		Company	
		本集團		本公司	
		2014	2013	2014	2013
		二零一四年	二零一三年	二零一四年	二零一三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Accelerated depreciation	加速折舊				
At 1 January	於一月一日	1,369	3,043	-	1,715
Deferred tax credited to the income statement during the year (Note 10)	年內計入收益表之遞延稅項(附註10)	-	(1,715)	-	(1,715)
Exchange realignment	匯兌差額	(4)	41	-	-
At 31 December	於十二月三十一日	1,365	1,369	-	-

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated after 31 December 2007.

As at 31 December 2014 and 2013, no deferred tax liabilities have been provided for in these consolidated financial statements as there was no temporary difference associated with investments in subsidiaries in Mainland China.

據中國企業所得稅法，於中國國內成立的外商投資企業向外國投資者宣派股息須按10%繳納預扣稅。此規定由二零零八年一月一日起生效，適用於二零零七年十二月三十一日後的盈利。倘中國與外國投資者的司法權區訂有稅務協定，則可應用較低的預扣稅率。本集團適用的稅率為10%。因此，本集團有責任就於中國成立的該等附屬公司於二零零七年十二月三十一日起產生的盈利所分派的股息繳付預扣稅。

於二零一四年及二零一三年十二月三十一日，由於中國大陸附屬公司投資並無暫時差異，故並無於綜合財務報表中作出遞延稅項負債撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 INVENTORIES

20 存貨

		Group 本集團	
		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
Raw materials	原材料	115,518	190,498
Work in progress	在製品	3,301	3,643
Finished goods	製成品	273,174	345,753
Spare parts and consumables	備件及易耗品	24,283	24,756
		416,276	564,650
Less: provision for impairment losses	減：減值虧損撥備	(109,241)	(90,050)
		307,035	474,600

The movement of provision for impairment losses is as follows:

減值虧損撥備的變動如下：

		Group 本集團	
		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
At 1 January	於一月一日	90,050	19,336
Utilisation	消耗	(65)	(19,652)
Impairment losses recognised for the year (Note 7)	年內已確認減值虧損(附註7)	19,481	88,765
Exchange realignment	匯兌差額	(225)	1,601
At 31 December	於十二月三十一日	109,241	90,050

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 TRADE AND NOTES RECEIVABLES

21 應收賬款及應收票據

		Group 本集團	
		2014 二零一四年	2013 二零一三年
		Notes 附註	Notes 附註
		HK\$'000 千港元	HK\$'000 千港元
Trade receivables	應收賬款	(a) 59,697	107,440
Notes receivables	應收票據	(b) 3,245	24,262
		62,942	131,702
Less: provision for impairment losses	減：減值虧損撥備	(39,694)	(23,314)
		23,248	108,388

The Group's trading terms with its customers are mainly on credit, except for new customers and customers of limonitic ores, where payment in advance is normally required. The credit period is generally one to two months. During the year, the Group generated its revenue from sales of ore and special steel products to other steel producers, thereby exposing the Group to concentration of credit risk in the steel industry. The Group does not hold any collateral or other credit enhancements over these balances. Trade and notes receivables are non-interest-bearing. The carrying amounts of trade and notes receivables approximate their fair values.

Notes:

(a) Trade receivables

An ageing analysis of trade receivables at the end of the reporting period, based on the invoice date, is as follows:

本集團與客戶之交易主要以信貸方式結算，惟一般要求新客戶及褐鐵礦客戶預付款項。信貸期一般為一至兩個月。本年內，集團之收益來自向其他鋼鐵製造商銷售礦石及特鋼產品，因此，本集團面臨鋼鐵行業之信貸集中風險。本集團並無就該等結餘持有任何抵押品或其他信貸保證。應收賬款及應收票據不計利息，應收賬款及應收票據的賬面值與其公允價值相若。

附註：

(a) 應收賬款

於報告期末，按發票日期計算之應收賬款之賬齡分析如下：

		Group 本集團	
		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
Within 90 days	90日內	6,038	29,807
91 to 180 days	91至180日	1,649	9,785
181 to 365 days	181至365日	12,208	37,117
Over 1 year	超過一年	39,802	30,731
		59,697	107,440

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 TRADE AND NOTES RECEIVABLES (CONTINUED)

Notes: (continued)

(a) Trade receivables (continued)

The movements in the provision for impairment losses of trade receivables are as follows:

		Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
At 1 January	於一月一日	23,314	6,570
Impairment losses recognised for the year (Note 7)	年內已確認減值虧損(附註7)	16,405	16,298
Exchange realignment	匯兌差額	(25)	446
At 31 December	於十二月三十一日	39,694	23,314

As at 31 December 2014, trade receivables of HK\$39,694,000 (2013: HK\$23,314,000) were impaired in full. The amount of the individually impaired trade receivables mainly relate to customers that were in financial difficulties. A majority of these receivables has been past due for over 1 year.

The ageing analysis of trade receivables that are either not yet past due or not considered to be impaired is as follows:

		Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Not yet past due	尚未逾期	7,433	80,300
Past due but not impaired	已逾期但無減值		
Within 90 days	90日內	1,649	263
91 to 180 days	91至180日	10,812	3,454
Over 180 days	超過180日	109	109
		20,003	84,126

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

Receivables that were past due but not impaired relate to those independent customers that have good track record with the Group. Based on past experience, the Directors are of the opinion that no provision for impairment 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.

21 應收賬款及應收票據(續)

附註：(續)

(a) 應收賬款(續)

應收賬款減值虧損撥備變動如下：

		Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
At 1 January	於一月一日	23,314	6,570
Impairment losses recognised for the year (Note 7)	年內已確認減值虧損(附註7)	16,405	16,298
Exchange realignment	匯兌差額	(25)	446
At 31 December	於十二月三十一日	39,694	23,314

於二零一四年十二月三十一日，應收賬款39,694,000港元(二零一三年：23,314,000港元)悉數減值。個別減值應收賬款金額主要涉及出現財務困難之客戶。大部分此等應收款項已逾期超過1年。

並無逾期或不被視作需減值之應收賬款之賬齡分析如下：

		Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Not yet past due	尚未逾期	7,433	80,300
Past due but not impaired	已逾期但無減值		
Within 90 days	90日內	1,649	263
91 to 180 days	91至180日	10,812	3,454
Over 180 days	超過180日	109	109
		20,003	84,126

尚未逾期亦無減值之應收款項涉及近期無拖欠記錄之多名分散客戶。

已逾期但無減值之應收款項涉及獨立客戶，該等客戶於本集團過往記錄良好。基於過往經驗，董事認為由於信貸質素並無重大改變，有關結餘仍視為可悉數收回，故毋須就有關結餘作出減值撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 TRADE AND NOTES RECEIVABLES (CONTINUED)

Notes: (continued)

(b) Notes receivables

As at the end of the reporting period, the maturity period of the Group's notes receivables is as follows:

		Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Within 90 days	90日內	2,841	22,994
91 to 180 days	91至180日	404	1,204
181 to 365 days	181至365日	-	64
		3,245	24,262

21 應收賬款及應收票據(續)

附註：(續)

(b) 應收票據

於報告期末，本集團應收票據之屆滿期如下：

22 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

22 預付款項、按金及其他應收款項

		Group 本集團		Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Prepayments to Yiwu (Note 36)	預付Yiwu之款項(附註36)	108,349	85,828	1,349	1,349
Prepayments to other suppliers	預付其他供應商之款項	5,394	25,237	-	-
Other prepayments	其他預付款項	2,240	4,813	315	1,171
Deposits and other receivables	按金及其他應收款項	44,532	36,287	7,494	7,465
Receivable from disposal of freehold land and buildings	出售永久業權土地及樓宇之應收款項	21,620	-	21,620	-
Value-added tax recoverable	可收回增值稅	67,980	56,916	-	-
Current portion of prepaid land lease payments (Note 15)	預付土地租賃款項之即期部分(附註15)	4,450	4,465	-	-
		254,565	213,546	30,778	9,985

The carrying amounts of receivables and deposits approximate their fair values.

應收款項及按金賬面值與彼等之公允價值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 CASH AND CASH EQUIVALENTS AND PLEDGED TIME DEPOSITS

23 現金及現金等值物 and 已抵押定期存款

		Group 本集團		Company 本公司	
		2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	11,520	54,065	436	559
Time deposits	定期存款	1,007,304	858,950	13	13,285
		1,018,824	913,015	449	13,844
Less: Pledged time deposits for bank loans (Note 24(a))	減：為銀行借貸之已抵押定期存款（附註24(a)）	(535,297)	(495,021)	-	-
Pledged time deposits for issuing bank acceptance notes (Note 28(b))	為取得銀行承兌票據之已抵押定期存款（附註28(b)）	(471,994)	(350,644)	-	-
Pledged time deposits for senior bonds and convertible bonds (Notes 24 and 25)	為優先債券及可換股債券之已抵押定期存款（附註24及25）	(13)	(13,285)	(13)	(13,285)
Cash and cash equivalents	現金及現金等值物	11,520	54,065	436	559

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short-term time deposit rates.

存於銀行之現金按每日銀行存款利率計算浮息。短期定期存款之存款期由一日至三個月不等，視乎本集團之即時現金需要而定，並按相應短期定期存款利率計息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 CASH AND CASH EQUIVALENTS AND PLEDGED TIME DEPOSITS (CONTINUED)

As at 31 December 2014, the weighted average effective interest rate of the Group's time deposits was 1.18% (2013: 2.3%) per annum.

As at 31 December 2014, cash and bank balances and time deposits of the Group denominated in RMB amounted to HK\$3,744,000 (2013: HK\$16,595,000) and HK\$1,007,291,000 (2013: HK\$845,665,000) respectively.

The bank balances and pledged time deposits are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and cash equivalents and the pledged time deposits approximate their fair values.

RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Subsequent to 31 December 2014 and up to the date of approval of the consolidated financial statements, pledged time deposits totalling HK\$428,698,000 and HK\$470,492,000 have been utilised to settle certain bank loans and notes payables respectively, as disclosed in Notes 24(a) and 28.

23 現金及現金等值物 and 已抵押定期存款 (續)

於二零一四年十二月三十一日，本集團定期存款加權平均有效年利率為1.18% (二零一三年：2.3%)。

於二零一四年十二月三十一日，本集團以人民幣計值的現金及銀行結餘及定期存款分別達3,744,000港元 (二零一三年：16,595,000港元) 及1,007,291,000港元 (二零一三年：845,665,000港元)。

銀行結餘及已抵押定期存款存於信譽良好且無近期壞賬記錄之銀行。現金及現金等值物 and 已抵押定期存款之賬面價值與彼等之公允價值相若。

人民幣與其他貨幣不可自由兌換，然而根據中國大陸外匯管理條例，以及結匯、售匯及付匯管理規定，本集團獲准透過經授權從事外匯兌換業務的銀行將人民幣兌換成其他貨幣。

於二零一四年十二月三十一日後及截至綜合財務報表批准日期，已抵押定期存款合共428,698,000港元及470,492,000港元已分別用作結付若干銀行貸款及應付票據 (詳情於附註24(a)及28披露)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 BANK AND OTHER BORROWINGS

24 銀行及其他借貸

				Group 本集團			
		2014 二零一四年		2013 二零一三年			
		Contractual interest rate (%)	Original maturity	Contractual interest rate (%)	Original maturity	HK\$'000	HK\$'000
Notes	附註	合同利率 (%)	原到期日	合同利率 (%)	原到期日	千港元	千港元
Current	即期						
Current bank loans – unsecured	即期銀行貸款 – 無抵押	(a) 6.6	2015	5.6–10.0	2014	25,352	274,930
Other bank loan – unsecured	其他銀行貸款 – 無抵押	(a) 8.68	2016	–	–	63,379	–
Current bank loans – secured	即期銀行貸款 – 有抵押	(a) 2.25–7.99	2015	6.9–10.0	2014	663,142	165,346
Non-current bank loans with repayable on demand terms	須按要求償還之非即期 銀行貸款 – 有抵押						
– secured		(a) 2.46	2016	–	–	39,579	–
Other borrowings – unsecured	其他借貸 – 無抵押	(b) 8.0–108.0	2014–2015	8.0–43.2	2014	175,312	338,370
Other loans	其他貸款	(c) 10.0–11.4	2014–2015	–	–	887,311	–
The 10% Coupon Senior Bonds	10%票面息優先債券	(d) –	–	10.0	2014	–	422,758
The 12% Coupon Senior Bonds	12%票面息優先債券	(e) 12.0	2018	–	–	390,990	–
The Modified 10% Coupon Bonds	經修訂10%票面息債券	(f) 10.0	2015	–	–	28,400	–
						2,273,465	1,201,404
Non-current	非即期						
Bank loans – unsecured	銀行貸款 – 無抵押	–	–	7.2	2016	–	63,596
Bank loans – secured	銀行貸款 – 有抵押	(a) –	–	2.3–3.3	2015	–	466,665
Other borrowings – unsecured	其他借貸 – 無抵押	(b) –	–	8.0	2015	–	19,375
Other loans	其他貸款	(c) –	–	10.0	2015	–	254,378
The 10% Coupon Senior Bonds	10%票面息優先債券	(d) –	–	10.0	2015	–	55,011
The Modified 10% Coupon Bonds	經修訂10%票面息債券	(f) –	–	10.0	2015	–	21,196
						–	880,221
						2,273,465	2,081,625

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 BANK AND OTHER BORROWINGS (CONTINUED)

24 銀行及其他借貸(續)

		Company 本公司						
		2014 二零一四年			2013 二零一三年			
		Contractual interest rate (%)	Original maturity	HK\$'000 千港元	Contractual interest rate (%)	Original maturity	HK\$'000 千港元	
Notes 附註	合同利率 (%)	原到期日			合同利率 (%)	原到期日		
Current	即期							
Current bank loans — secured	即期銀行貸款 — 有抵押	(a)	2.3-3.3	2015	466,666	-	-	
Non-current bank loans with repayable on demand terms	須按要求償還之非即期 銀行貸款 — 有抵押							
— secured		(a)	2.46	2016	39,579	-	-	
The 10% Coupon Senior Bonds	10%票面息優先債券	(d)	-	-	-	10.0	2014	
The 12% Coupon Senior Bonds	12%票面息優先債券	(e)	12.0	2018	390,990	-	-	
The Modified 10% Coupon Bonds	經修訂10%票面息債券	(f)	10.0	2015	28,400	-	-	
					925,635		422,758	
Non-current	非即期							
Bank loans — secured	銀行貸款 — 有抵押	(a)	-	-	-	2.3-3.3	2015	
The 10% Coupon Senior Bonds	10%票面息優先債券	(d)	-	-	-	10.0	2015	
The Modified 10% Coupon Bonds	經修訂10%票面息債券	(f)	-	-	-	10.0	2015	
					-		542,872	
					925,635		965,630	

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 BANK AND OTHER BORROWINGS (CONTINUED)

Analysed into:

24 銀行及其他借貸(續)

分析如下：

		Group 本集團		Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Bank loans repayable:	銀行貸款還款期：				
On demand or within one year (note (a))	按要求或一年內 (附註(a))	791,452	440,276	506,245	–
In the second year	第二年	–	466,665	–	466,665
In the third year	第三年	–	63,596	–	–
		791,452	970,537	506,245	466,665
Other borrowings and other loans repayable:	其他借貸及其他貸款還款期：				
On demand or within one year (notes (b) and (c))	按要求或一年內 (附註(b)及(c))	1,062,623	338,370	–	–
In the second year	第二年	–	273,753	–	–
		1,062,623	612,123	–	–
The 12% Coupon Senior Bonds:	12% 票面息優先債券：				
On demand (note (e))	按要求(附註(e))	390,990	–	390,990	–
The 10% Coupon Senior Bonds:	10% 票面息優先債券：				
Within one year	一年內	–	422,758	–	422,758
In the second year	第二年	–	55,011	–	55,011
		–	477,769	–	477,769
The Modified 10% Coupon Bonds:	經修訂10%票面息債券：				
On demand (note (f))	按要求(附註(f))	28,400	–	28,400	–
In the second year	第二年	–	21,196	–	21,196
		28,400	21,196	28,400	21,196
		2,273,465	2,081,625	925,635	965,630

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 BANK AND OTHER BORROWINGS (CONTINUED)

Notes:

(a) Bank loans

- (1) At 31 December 2014, the secured bank loans comprised: (i) a bank loan of HK\$63,379,000 (2013: HK\$63,595,000) secured by a number of leasehold land in Mainland China with net carrying amounts of HK\$156,561,000 (2013: HK\$161,062,000); (ii) a bank loan of HK\$63,379,000 (2013: HK\$63,595,000) secured by a parcel of leasehold land in Mainland China and buildings and plant and machinery with aggregate net carrying amounts of nil (2013: Nil) (Note 14), and guaranteed by Mr. Dong; and (iii) loans from three banks in a total of HK\$506,245,000 (2013: HK\$466,665,000) secured by bank deposits of HK\$535,297,000 (2013: HK\$495,021,000) (Note 23); and (iv) bank loans of HK\$69,718,000 (2013: HK\$38,156,000) secured by a number of leasehold land in Mainland China with net carrying amounts of HK\$44,307,000 (2013: HK\$41,948,000).
- (2) During the year ended 31 December 2014, the Group failed to meet certain obligations under the terms of the Modified 10% Coupon Bonds, 12% Coupon Senior Bonds and the 8% Coupon Convertible Bonds (see Notes 24(e), 24(f) and 25 for details), which constituted an event of cross-default of certain secured bank loans of HK\$307,538,000 as at 31 December 2014, details of which have been disclosed in note (g) below. As these borrowings are all due for repayment within one year, the event of cross-default has not resulted in their reclassification.
- (3) In addition, as at 31 December 2014, other loans of RMB249,200,000 (equivalent to HK\$315,883,000) from Gongyi Jiahui Technology Promotion Service Centre LLP ("Gongyi Jiahui") was overdue, which constituted an event of cross-default of certain secured short-term bank loans and certain unsecured bank loans of HK\$63,379,000 and HK\$88,731,000 respectively, details of which have been disclosed in note (g) below. It has resulted in the reclassification of a non-current unsecured bank loan of HK\$63,379,000 as current liabilities as at 31 December 2014.
- (4) Subsequent to the year end, the Group failed to make interest payment on certain secured bank loans with principal amount of HK\$198,707,000 as at 31 December 2014. Together with the events of cross-default as mentioned in (2) above, certain banks requested the Group for settlement of secured bank loans with principal amounts totalling HK\$506,245,000. Up to the date of this report, borrowings to the extent of HK\$404,615,000 (together with their relevant interest) had been settled by utilising the Group's pledged time deposits of HK\$428,698,000. No action had been taken by the remaining bank on the overdue bank borrowings with principal amount of HK\$101,630,000 as at 31 December 2014. However, such borrowings are fully secured by pledged time deposits of the Group to the extent of HK\$106,351,000.

24 銀行及其他借貸(續)

附註:

(a) 銀行貸款

- (1) 於二零一四年十二月三十一日，有抵押的銀行貸款包括：(i)以數幅位於中國大陸，賬面淨值為156,561,000港元(二零一三年：161,062,000港元)的租賃土地作為抵押的銀行貸款63,379,000港元(二零一三年：63,595,000港元)；(ii)以一幅位於中國大陸的租賃土地，及賬面淨值為零港元(二零一三年：零港元)之樓宇、廠房及機器(附註14)作為抵押的銀行貸款63,379,000港元(二零一三年：63,595,000港元)，貸款亦由董先生做擔保；(iii)以535,297,000港元(二零一三年：495,021,000港元)的銀行存款(附註23)作為抵押的三間銀行貸款合共506,245,000港元(二零一三年：466,665,000港元)；及(iv)以數幅位於中國大陸，賬面淨值為44,307,000港元(二零一三年：41,948,000港元)的租賃土地作為抵押的銀行貸款69,718,000港元(二零一三年：38,156,000港元)。
- (2) 截至二零一四年十二月三十一日止年度，本集團未能履行經修訂10%票面息債券、12%票面息優先債券及8%票面息可換股債券之條款項下之若干責任(詳情見附註24(e)、24(f)及25)，因而於二零一四年十二月三十一日構成若干已抵押銀行貸款(共307,538,000港元)之交叉違約事件，有關詳情於下文附註(g)披露。由於該等借貸全部於一年內到期還款，交叉違約事件並無導致重新分類。
- (3) 此外，於二零一四年十二月三十一日，來自鞏義市佳匯技術推廣服務中心(有限合伙)(「鞏義佳匯」)之其他貸款人民幣249,200,000元(相當於315,883,000港元)為逾期，其構成若干已抵押短期銀行貸款及若干無抵押銀行貸款(分別為63,379,000港元及88,731,000港元)之交叉違約事件，有關詳情於下文附註(g)披露。有關事件導致於二零一四年十二月三十一日63,379,000港元之非流動無抵押銀行貸款重新分類為流動負債。
- (4) 年末後，本集團未能就若干已抵押銀行貸款(於二零一四年十二月三十一日，本金額為198,707,000港元)支付利息。連同上文第(2)項所述之交叉違約事件，若干銀行要求本集團結付已抵押銀行貸款(本金額合共為506,245,000港元)。截至本報告日期，已動用本集團之已抵押定期存款428,698,000港元結付借貸(以404,615,000港元為限)連同其相關利息。其餘銀行並無就逾期銀行借貸(於二零一四年十二月三十一日，本金額為101,630,000港元)採取任何行動。然而，本集團以已抵押定期存款(以106,351,000港元為限)悉數抵押該等借貸。

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綜合財務報表附註

24 BANK AND OTHER BORROWINGS (CONTINUED)

Notes: (continued)

(b) Other borrowings – unsecured

As at 31 December 2014, unsecured other borrowings comprised: (i) loans from Mr. Dong's relatives of RMB25,700,000 (equivalent to HK\$32,577,000) (2013: HK\$15,517,000), which bear interest at rates of 36% to 43% per annum; (ii) loans from the ultimate holding company of the Company consisting of amounts of SG\$1,953,000, US\$1,715,000 and HK\$36,268,000 (in aggregate equivalent to HK\$61,232,000) (2013: HK\$51,940,000), which bear interest at a rate of 8% per annum except for an amount of US\$1,715,000, which is interest free; (iii) a loan from an independent third party of RMB2,000,000 (equivalent to HK\$2,535,000) (2013: Nil), which bear interest at 12% per annum; and (iv) a loan from an independent third party of US\$2,500,000 (equivalent to HK\$19,391,000) (2013: HK\$19,375,000), which bear interest at 8% per annum.

As at 31 December 2014, unsecured other borrowings also comprised loans from independent third parties of RMB20,000,000 (equivalent to HK\$25,352,000), RMB21,000,000 (equivalent to HK\$26,619,000) and RMB6,000,000 (equivalent to HK\$7,606,000) which bear interest at rates of 19.2% to 21.6% per annum, 21.6% per annum and 0.3% per day, respectively.

All these unsecured other borrowings are repayable within one year and, as at 31 December 2014, HK\$10,140,000 were overdue.

As at 31 December 2013, unsecured other borrowings also included: (i) a loan from an independent third party of RMB173,000,000 (equivalent to HK\$220,037,000), which bore interest at 12% per annum; and (ii) loans from certain independent third parties of RMB40,000,000 (equivalent to HK\$50,876,000), which bore interest at 19% per annum. These loans were repaid in full during the year ended 31 December 2014.

(c) Other loans

On 21 January 2013, the Group entered into a non-binding framework agreement with Beijing Wincapital in relation to the disposal of a 30% equity interest in SEAM, a wholly-owned subsidiary of the Group. The aggregate disposal consideration is expected to be approximately RMB900 million (approximately HK\$1,100 million). The proposed transaction is yet to complete and no formal sales and purchase agreement has been entered into up to the date of approval of the consolidated financial statements.

In connection with the proposed disposal, Beijing Wincapital arranged certain loan finance ("Financing Loans") to the Group in the aggregate amounts of RMB700 million (equivalent to approximately HK\$887 million) as at 31 December 2014 (2013: HK\$254 million). Such borrowings can be settled by offsetting against the disposal consideration should the proposed disposal be completed.

24 銀行及其他借貸(續)

附註：(續)

(b) 其他借貸 – 無抵押

於二零一四年十二月三十一日，無抵押其他借貸包括：(i) 從董先生親屬借入的貸款人民幣25,700,000元(相當於32,577,000港元)(二零一三年：15,517,000港元)，按年利率36厘至43厘計息；(ii) 向本集團最終控股公司借入貸款，該貸款包括1,953,000新加坡元、1,715,000美元及36,268,000港元(相當於合共61,232,000港元)(二零一三年：51,940,000港元)，除了貸款1,715,000美元為免息外，其他貸款按年利率8厘計息；(iii) 來自獨立第三方之貸款人民幣2,000,000元(相當於2,535,000港元)(二零一三年：無)，按年利率12厘計息；及(iv) 來自獨立第三方之貸款2,500,000美元(相當於19,391,000港元)(二零一三年：19,375,000港元)，按年利率8厘計息。

於二零一四年十二月三十一日，無抵押其他借貸亦包括來自獨立第三方之貸款人民幣20,000,000元(相當於25,352,000港元)、人民幣21,000,000元(相當於26,619,000港元)及人民幣6,000,000元(相當於7,606,000港元)，分別按年利率19.2厘至21.6厘、年利率21.6厘及每日0.3厘計息。

該等無抵押其他借貸全部須於一年內償還，而於二零一四年十二月三十一日，10,140,000港元已逾期。

於二零一三年十二月三十一日，無抵押其他借貸亦包括：(i) 向獨立第三方借入貸款人民幣173,000,000元(相當於220,037,000港元)，按年利率12厘計息；及(ii) 從若干獨立第三方借貸人民幣40,000,000元(相當於50,876,000港元)，按年利率19厘計息。該等借貸已於二零一四年十二月三十一日止年度內悉數繳付。

(c) 其他貸款

於二零一三年一月二十一日，本集團與北京匯贏訂立有關出售本集團全資附屬公司南洋礦業30%權益的無約束力框架協議。總出售代價預計約為人民幣900百萬元(約11億港元)。截至綜合財務報表批准日期，建議交易仍未完成，尚未訂立任何正式買賣協議。

就建議出售事項而言，於二零一四年十二月三十一日，北京匯贏為本集團安排若干貸款融資(「融資貸款」)，總額為人民幣700百萬元(相當於約887百萬港元)(二零一三年：254百萬港元)。倘建議出售事項得以完成，有關借貸可以抵銷出售代價方式償還。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 BANK AND OTHER BORROWINGS (CONTINUED)

Notes: (continued)

(c) Other loans (continued)

As at 31 December 2014, the Financing Loans comprised:

- (i) A loan of RMB200,000,000 (equivalent to HK\$253,517,000) (2013: HK\$254,378,000) under a secured financing provided by China Fortune International Trust Co., Ltd. ("China Fortune Trust"), a company established in the PRC with limited liability and is an independent third party to the Group, for a term of two years up to January 2015.

In consideration of the financing provided by China Fortune Trust, (i) Yongtong Special Steel, a wholly-owned subsidiary of the Group, has assigned to China Fortune Trust its rights and entitlements to all the income generated or otherwise receivable, if any, from the equity interest of its wholly-owned subsidiary, Yongtong Stainless Steel and (ii) a personal guarantee provided by Mr. Dong in favour of China Fortune Trust, for such period so long as the financing remains outstanding.

- (ii) Loans provided by Gongyi Jiahui in the aggregate of RMB500,000,000 (equivalent to HK\$633,794,000) for a term of three to six months from the respective drawdown dates.

Except for a loan of RMB49,200,000 (equivalent to HK\$62,365,000) which was secured by a charge over 1,307,786,705 ordinary shares of the Company with a par value of HK\$0.10 each held by Easyman, representing approximately 48.82% of the issued share capital of the Company as at 31 December 2014, all of these loans are unsecured.

As mentioned in note (a) above, as at 31 December 2014, loans totalling RMB249,200,000 (equivalent to HK\$315,883,000) have been overdue.

As at the date of approval of the consolidated financial statements, the terms of all of the Financing Loans of HK\$887,311,000 have expired and become overdue. The Group is in the process of negotiating with Beijing Wincapital and the above relevant lenders to extend the terms of these borrowings.

(d) The 10% Coupon Senior Bonds

On 12 December 2007, the Company issued 20,000 zero coupon convertible bonds due 2012 at HK\$100,000 each with an aggregate nominal value of HK\$2,000,000,000 (the "Zero Coupon Convertible Bonds") which were subsequently traded on the Stock Exchange.

On 10 November 2010, the Company exchanged 97.85% of the Zero Coupon Convertible Bonds with: (1) a cash payment of HK\$20,000 for each HK\$100,000 in principal amount of the Zero Coupon Convertible Bonds; and (2) 13,748 10% coupon convertible bonds due 2012 at HK\$100,000 each with an aggregate nominal value of HK\$1,374,800,000 (the "10% Coupon Convertible Bonds").

24 銀行及其他借貸(續)

附註：(續)

(c) 其他貸款(續)

於二零一四年十二月三十一日，融資貸款包括：

- (i) 貸款人民幣200,000,000元(相當於253,517,000港元)(二零一三年：254,378,000港元)為華鑫國際信託有限公司(「華鑫信託」)(在中國成立的有限公司，為本集團的獨立第三方)提供為期兩年(至二零一五年一月)的有抵押融資。

作為華鑫信託提供融資的代價，(i)永通特鋼(本集團的全資附屬公司)已向華鑫信託轉讓自其全資附屬公司永通不銹鋼的股權所產生或應收的所有收入的權利及利益(如有)；及(ii)董先生以華鑫信託為受益人於融資仍未償還之期間提供個人擔保。

- (ii) 鞏義佳匯提供貸款合共人民幣500,000,000元(相當於633,794,000港元)，為期三至六個月(由相關提款日期起計)。

除貸款人民幣49,200,000元(相當於62,365,000港元)以質押Easyman所持本公司1,307,786,705股每股面值0.10港元普通股(相當於本公司於二零一四年十二月三十一日已發行股本約48.82%)作為抵押品外，所有該等貸款為無抵押。

誠如上文附註(a)所述，於二零一四年十二月三十一日，貸款人民幣合共249,200,000元(相當於315,883,000港元)已逾期。

於綜合財務報表批准日期，所有融資貸款為887,311,000港元，有關期限已屆滿及視為逾期。本集團正在與北京匯贏及上述相關放貸人進行磋商，以延長該等借貸之期限。

(d) 10%票面息優先債券

於二零零七年十二月十二日，本公司以每份100,000港元已發行20,000份於二零一二年到期之零息可換股債券，總面值2,000,000,000港元(「零息可換股債券」)，其後有關債券於聯交所買賣。

於二零一零年十一月十日，本公司以下列各項交換零息可換股債券之97.85%：(1)每100,000港元本金額零息可換股債券現金付款20,000港元；及(2)本公司以每份100,000港元發行的13,748份於二零一二年到期之10%票面息可換股債券，總面值為1,374,800,000港元(「10%票面息可換股債券」)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 BANK AND OTHER BORROWINGS (CONTINUED)

Notes: (continued)

(d) The 10% Coupon Senior Bonds (continued)

On 12 June 2012, the Company further exchanged 97.87% of the 10% Coupon Convertible Bonds with: (1) 39,099 10% coupon senior bonds due 2015 at a principal amount of HK\$25,000 for the 10% Coupon Convertible Bond of principal amount of HK\$100,000 with an aggregate nominal amount of HK\$977,475,000 (the "10% Coupon Senior Bonds"); and (2) 13,033 6% coupon convertible bonds due 2015 at a principal amount of HK\$25,000 for the 10% Coupon Convertible Bonds of principal amount of HK\$100,000 with an aggregate nominal amount of HK\$325,825,000 (the "6% Coupon Convertible Bonds").

Some of the key terms of the 10% Coupon Senior Bonds are as follows:

- (i) Interest rate: 10% per annum, which is payable quarterly in arrears;
- (ii) Maturity date: 12 March 2015;
- (iii) Repayment: The Company shall redeem the bonds at 100% of the principal amounts in 9 specific instalments on the dates falling 9, 12, 15, 18, 21, 24, 27, 30 and 33 months after the issue date;
- (iv) Premium: on 12 December 2012, the Company will pay a premium of HK\$7,792.50 per HK\$25,000 in principal amount of the 10% Coupon Senior Bonds to each bondholder;
- (v) Redeemable in cash at the option of the Company at their early redemption amount calculated by using the bond principal with an interest rate of 10% on a quarterly basis, at any time on or after 12 December 2012 and prior to the final maturity date, providing that early redemption may not be exercised by the Company within 30 days of the end of a specific close period.

The 10% Coupon Senior Bonds with the embedded redemption options as a whole, were initially recognised at its fair value and were subsequently carried at amortised cost. The fair value of the 10% Coupon Senior Bonds was valued by Greater China Appraisal Limited.

The movements of the liability component of the 10% Coupon Senior Bonds for the year ended 31 December 2014 are as follows:

24 銀行及其他借貸(續)

附註：(續)

(d) 10% 票面息優先債券(續)

於二零一二年六月十二日，本公司進一步以下列各項交換10%票面息可換股債券之97.87%：(1) 以100,000港元本金額10%票面息可換股債券，交換本金額25,000港元於二零一五年到期之10%票面息優先債券，共39,099份，總面值為977,475,000港元(「10%票面息優先債券」)；及(2) 以100,000港元本金額10%票面息可換股債券，交換本金額25,000港元於二零一五年到期之6%票面息可換股債券，共13,033份，總面值為325,825,000港元(「6%票面息可換股債券」)。

10%票面息優先債券部分主要條款如下：

- (i) 年利率：10厘，每季度支付前期的利息；
- (ii) 到期日：二零一五年三月十二日；
- (iii) 償還：本公司須於發行日期後第9、12、15、18、21、24、27、30及33個月，分9期指定分期付款贖回債券100%本金額；
- (iv) 溢價：於二零一二年十二月十二日，本公司將向10%票面息優先債券的各名持有人每本金額25,000港元支付7,792.50港元的溢價；
- (v) 於二零一二年十二月十二日或之後及在最終到期日前任何時間，本公司可選擇以現金支付提早贖回額贖回債券，提早贖回額按債券本金額及利率10厘作季度計算，惟本公司於指定關閉期間結束後起計30日內不得提早贖回債券。

10%票面息優先債券連同內含之贖回權整體按其公允價值初步確認，其後以攤銷成本列值。10%票面息優先債券之公允價值乃為漢華評值有限公司作出的估值。

截至二零一四年十二月三十一日止年度，10%票面息優先債券之負債部分之變動如下：

		Group and Company 本集團及本公司 HK\$'000 千港元
At 1 January 2013	於二零一三年一月一日	945,269
Interest expense	利息費用	100,657
Repayments	還款	(568,157)
At 31 December 2013 and 1 January 2014	於二零一三年十二月三十一日 及二零一四年一月一日	477,769
Interest expense	利息費用	25,628
Payments of principal and coupons	支付本金及票息	(119,653)
Extinguishment on 13 June 2014 (note e)	於二零一四年六月十三日註銷(附註e)	(383,744)
At 31 December 2014	於二零一四年十二月三十一日	-

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 BANK AND OTHER BORROWINGS (CONTINUED)

Notes: (continued)

(e) The 12% Coupon Senior Bonds

On 13 June 2014, the Company completed the restructuring of its 10% Coupon Senior Bonds with aggregate nominal amount of HK\$390,990,000 and the 6% Coupon Convertible Bonds with aggregate nominal amount of HK\$181,575,000 ("Debt Restructuring").

Key terms of the 10% Coupon Senior Bonds have been amended as follows:

- (i) Interest rate: 12% per annum, which is repayable quarterly in arrears;
- (ii) Final maturity date: 12 December 2018;
- (iii) Repayment: The Company shall redeem the bonds at 100% of the remaining principal of HK\$390,990,000 in 8 quarterly instalments commencing 12 March 2017 to and including the Final Maturity Date;
- (iv) Redeemable in cash at the option of the Company at their early redemption amount calculated by using the bond principal with an interest rate of 12% payable on a quarterly basis, at any time prior to the final maturity date, providing that early redemption may not be exercised by the Company within 30 days of the end of a specific close period.

Details of the amendments to the terms of 6% Coupon Convertible Bonds have been disclosed in Note 25. The amendments are considered to be substantial modification of terms of the 10% Coupon Senior Bonds and the 6% Coupon Convertible Bonds. Consequently, the 10% Coupon Senior Bonds and the 6% Coupon Convertible Bonds have been accounted for as extinguishment of financial liabilities and the amended Senior Bonds ("12% Coupon Senior Bonds") and amended convertible bonds ("8% Coupon Convertible Bonds") have been recognised upon the completion of the Debt Restructuring.

The 12% Coupon Senior Bonds with the embedded redemption options were initially recognised as a debt host contract, which was measured using an equivalent market interest rate for a similar bond without a redemption option, and are subsequently carried at amortised cost. The embedded redemption options were initially recognised as an embedded derivative, which was measured using valuation technique. At its initial recognition on 13 June 2014 and at the end of the reporting period, the fair value of the embedded redemption options was insignificant. The fair value of the 12% Coupon Senior Bonds was valued by Greater China Appraisal Limited.

24 銀行及其他借貸(續)

附註：(續)

(e) 12% 票面息優先債券

於二零一四年六月十三日，本公司完成重組其面值合共390,990,000港元之10%票面息優先債券及面值合共181,575,000港元之6%票面息可換股債券(「債務重組」)。

10%票面息優先債券之主要條款修訂如下：

- (i) 年利率：12厘，每季度支付前期的利息；
- (ii) 最終到期日：二零一八年十二月十二日；
- (iii) 償還：本公司須於二零一七年三月十二日起至最終到期日(包括該日)分8期按季付款贖回債券100%餘下本金額390,990,000港元；
- (iv) 於最終到期日前任何時間，本公司可選擇以現金支付提早贖回額贖回債券，提早贖回額按債券本金額及利率12厘作季度支付，惟本公司於指定關閉期間結束後起計30日內不得提早贖回債券。

修訂6%票面息可換股債券條款之詳情已於附註25披露。該等修訂被視為重大修訂10%票面息優先債券及6%票面息可換股債券之條款，因此，10%票面息優先債券及6%票面息可換股債券已列賬為金融負債之抵銷，而已修訂的優先債券(「12%票面息優先債券」)及已修訂的可換股債券(「8%票面息可換股債券」)已於完成債務重組後確認。

12%票面息優先債券連同內含之贖回權初步確認為債務主合同，按類似但不含贖回權的債券的相同市場利率計量，其後以攤銷成本列值。內含之贖回權初步確認為內含衍生工具，利用估值法計算。於二零一四年六月十三日初步確認時及報告期末，內含之贖回權的公允價值並不重大。12%票面息優先債券之公允價值乃為漢華評值有限公司作出的估值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 BANK AND OTHER BORROWINGS (CONTINUED)

Notes: (continued)

(e) The 12% Coupon Senior Bonds (continued)

The movements of the liability and embedded derivative components of the 12% Coupon Senior Bonds for the year ended 31 December 2014 are as follows:

		Group and Company 本集團及本公司		
		Liability component 負債部分 HK\$'000 千港元	Embedded derivatives 內含衍生工具 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 13 June 2014 (initially recognised)	於二零一四年六月十三日 (初始確認)	219,351	-	219,351
Interest expense	利息開支	41,772	-	41,772
Payment of coupons	支付票息	(11,826)	-	(11,826)
Acceleration of unwinding interest on bonds due to event of default (note g)	因違約事件而加速債券之利息撥回(附註g)	141,693	-	141,693
At 31 December 2014	於二零一四年十二月三十一日	390,990	-	390,990

As at 31 December 2014, an event of default occurred under the terms of the 12% Coupon Senior Bonds, details of which have been disclosed in note (g) below.

(f) The Modified 10% Coupon Bonds

According to an extraordinary resolution dated 31 May 2012, amendments to the terms and conditions governing the 10% Coupon Convertible Bonds for the remaining 284 10% Coupon Convertible Bonds with an aggregate nominal amount of HK\$28,400,000 (the "Modified 10% Coupon Bonds") are as follows:

- (i) delete the conversion right attached to the 10% Coupon Convertible Bonds and delete the terms in relation to the adjustment to the conversion price;
- (ii) extend the maturity date of the 10% Coupon Convertible Bonds from 12 December 2012 to 12 March 2015;
- (iii) amend the maturity repayment in respect of each 10% Coupon Convertible Bonds from 131.1699% of the principal amount to 100% of the principal amount;
- (iv) delete the pre-agreed share price ceiling as an event triggering the redemption option of the Company, and remove the capital event and the delisting of the Company as a relevant event triggering the redemption option of the bondholders;
- (v) amend the early redemption amount to 100% of the principal amount together with any unpaid interest accrued thereto on the redemption date.

The Group determined the fair value of the Modified 10% Coupon Bonds based on the valuation performed by Great China Appraisal Limited using an equivalent market interest rate for a similar bond without a conversion option.

24 銀行及其他借貸(續)

附註：(續)

(e) 12% 票面息優先債券(續)

截至二零一四年十二月三十一日止年度，12%票面息優先債券之負債及內含衍生工具部分之變動如下：

		Group and Company 本集團及本公司		
		Liability component 負債部分 HK\$'000 千港元	Embedded derivatives 內含衍生工具 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 13 June 2014 (initially recognised)	於二零一四年六月十三日 (初始確認)	219,351	-	219,351
Interest expense	利息開支	41,772	-	41,772
Payment of coupons	支付票息	(11,826)	-	(11,826)
Acceleration of unwinding interest on bonds due to event of default (note g)	因違約事件而加速債券之利息撥回(附註g)	141,693	-	141,693
At 31 December 2014	於二零一四年十二月三十一日	390,990	-	390,990

於二零一四年十二月三十一日，根據12%票面息優先債券之條款發生違約事件，詳情於下文附註(g)披露。

(f) 經修訂10%票面息債券

根據日期為二零一二年五月三十一日的特別決議案，餘下284份總面值28,400,000港元的10%票面息可換股債券(「經修訂10%票面息債券」)之條款及條件修訂如下：

- (i) 刪除10%票面息可換股債券附帶的兌換權，並刪除有關調整兌換價之條款；
- (ii) 將10%票面息可換股債券到期日由二零一二年十二月十二日延至二零一五年三月十二日；
- (iii) 將每份10%票面息可換股債券之到期還款額由本金額之131.1699%改為本金額之100%；
- (iv) 將預先協定股份價格上限從觸發本公司贖回選擇權事件清單中剔除，並將資本事件及本公司除牌從觸發債券持有人贖回選擇權有關事件清單中剔除；
- (v) 修訂提早贖回額至本金額之100%連同於贖回日期任何累計未付利息。

本集團乃根據漢華評值有限公司利用同類債券(無兌換權)之相等市場利率作出之估值釐定經修訂10%票面息債券之公允價值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 BANK AND OTHER BORROWINGS (CONTINUED)

Notes: (continued)

(f) The Modified 10% Coupon Bonds (continued)

As at 31 December 2014, an event of default occurred under the terms of the Modified 10% Coupon Bonds, details of which have been disclosed in note (g) below.

(g) Events of default under the terms of the borrowings

(i) During the year ended 31 December 2014, the Company failed to make interest payment under the relevant terms and conditions of the Modified 10% Coupon Bonds, 12% Coupon Senior Bonds and 8% Coupon Convertible Bonds of HK\$1,420,000, HK\$11,698,000 and HK\$2,990,000 respectively. This constituted an event of default under the respective terms of the Bonds. As a result, the outstanding carrying amounts of the Modified 10% Coupon Bonds, 12% Coupon Senior Bonds and 8% Coupon Convertible Bonds totalling HK\$352,644,000, shall become immediately due and payable. In addition, unwinding of interest totalling HK\$210,671,000 was accelerated; and all the liabilities of the Bonds have been classified as current liabilities.

Subsequent to the reporting period on 19 March 2015 and 19 June 2015, the Company also failed to pay further interest of the Bonds of HK\$14,852,000 and HK\$14,196,000 respectively.

Despite the above, DB Trustees (Hong Kong) Limited, the trustee for the holders of the Bonds, has not demanded immediate repayment of the Bonds and their related interest up to the date of approval of the consolidated financial statements. The Group has been actively negotiating with the holders of the Bonds for further extension of the repayment of principal and interest, and the execution of debt restructuring scheme, if needed, to facilitate the Group meeting its obligations.

24 銀行及其他借貸(續)

附註：(續)

(f) 經修訂10%票面息債券(續)

於二零一四年十二月三十一日，根據經修訂10%票面息債券之條款發生違約事件，詳情於下文附註(g)披露。

(g) 根據借貸條款發生違約事件

(i) 截至二零一四年十二月三十一日止年度，本公司未能根據經修訂10%票面息債券、12%票面息優先債券及8%票面息可換股債券之相關條款及條件支付利息，分別為1,420,000港元、11,698,000港元及2,990,000港元。根據該等債券之相關條款，此事構成違約事件。因此，經修訂10%票面息債券、12%票面息優先債券及8%票面息可換股債券之未行使賬面值合共為352,644,000港元，成為即時到期應付。此外，已加速利息撥回合共210,671,000港元，而該等債券之所有負債已分類為流動負債。

於報告期後，本公司未能於二零一五年三月十九日及二零一五年六月十九日支付該等債券之進一步利息，分別為14,852,000港元及14,196,000港元。

儘管發生上述事件，截至綜合財務報表批准日期，德意志信託(香港)有限公司(為該等債券持有人之受託人)並無要求即時償還該等債券及其相關利息。本集團已積極與該等債券持有人進行磋商，以進一步延期償還本金及利息，並執行債務重組計劃(如有需要)，促使本集團履行其責任。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 BANK AND OTHER BORROWINGS (CONTINUED)

Notes: (continued)

(g) Events of default under the terms of the borrowings (continued)

- (ii) The failure to meet obligations under the terms of the Bonds as detailed in note (i) above also resulted in cross-default of certain secured bank loans of HK\$307,538,000 as at 31 December 2014 as mentioned in note (a) above. Subsequent to the year end, pledged time deposits of HK\$327,291,000 have been utilised to settle these secured bank loans.
- (iii) In addition, as mentioned in note (a) above, certain secured and unsecured bank loans totaling HK\$152,110,000 have become repayable on demand as a result of the cross default on certain other loans (see (iv) below). The Group has been actively negotiating with these banks on any possible renewal or refinancing arrangements of these borrowings, out of which HK\$88,731,000 is proposed to be re-financed by a proposed syndicated loan.
- (iv) As it is also described in notes (a) and (c) above, as at 31 December 2014, other loans of HK\$315,883,000 from Gongyi Jiahui were overdue and; at the date of approval of the consolidated financial statements, the terms of all of the Financing Loans of HK\$887,311,000 have expired and become overdue. The Group is in the process of negotiating with Beijing Wincapital and the above relevant lenders to extend the terms of these borrowings.
- (v) Furthermore, as mentioned in note (b) above, as at 31 December 2014, other unsecured borrowings of HK\$10,140,000 were overdue. Subsequent to the reporting period, further loans with principal amounts of HK\$65,024,000 were overdue. Management has been actively negotiating with the lenders for the renewal and extension of these borrowings.

24 銀行及其他借貸(續)

附註：(續)

(g) 根據借貸條款發生違約事件(續)

- (ii) 未能履行該等債券條款項下之責任(見上文附註(i)詳述)導致二零一四年十二月三十一日有若干已抵押銀行貸款(共307,538,000港元)出現交叉違約(見上文附註(a)所述)。年末後,已動用已抵押定期存款327,291,000港元,已結付該等已抵押銀行貸款。
- (iii) 此外,如上文附註(a)所述,若干已抵押及無抵押銀行貸款合共152,110,000港元,已因若干其他貸款出現交叉違約(見下文第(iv)項)而改為於要求時償還。本集團一直積極與該等銀行就任何可能重續該等借貸或其再融資安排進行磋商,其中88,731,000港元計劃以建議銀團貸款再融資。
- (iv) 此外,如上文附註(a)及(c)所述,於二零一四年十二月三十一日,來自鞏義佳匯之其他貸款315,883,000港元已逾期;且於綜合財務報表批准日期,所有融資貸款(共887,311,000港元)之期限已到期及逾期。本集團正在與北京匯贏及上述相關放貸人進行磋商,以延長該等借貸之期限。
- (v) 此外,如上文附註(b)所述,於二零一四年十二月三十一日,其他無抵押借貸10,140,000港元已逾期。於報告期後,本金額為65,024,000港元之進一步貸款已逾期。管理層一直積極與放貸人進行磋商,以重續及延長該等借貸。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 CONVERTIBLE BONDS

(a) 6% coupon convertible bonds

The movements of the liability and derivative components of the 6% Coupon Convertible Bonds for the year ended 31 December 2014 are as follows:

25 可換股債券

(a) 6% 票面息可換股債券

截至二零一四年十二月三十一日止年度，6%票面息可換股債券之負債及衍生部分之變動如下：

		Group and Company 本集團及本公司		
		Liability component of convertible bonds 可換股債券 之負債部分 HK\$'000 千港元	Derivatives 衍生工具 HK\$'000 千港元 (Note 26) (附註26)	Total 總計 HK\$'000 千港元
At 1 January 2013	於二零一三年一月一日	177,660	101,592	279,252
Interest expense	利息開支	42,333	-	42,333
Conversion into ordinary shares	轉換成普通股	(79,452)	(33,252)	(112,704)
Changes in fair value	公允價值變動	-	(46,688)	(46,688)
Payments of coupons	支付票息	(11,359)	-	(11,359)
At 31 December 2013, non-current portion	於二零一三年十二月三十一日， 非即期部分	129,182	21,652	150,834
At 1 January 2014	於二零一四年一月一日	129,182	21,652	150,834
Interest expense	利息開支	22,020	-	22,020
Changes in fair value	公允價值變動	-	(20,575)	(20,575)
Payments of coupons	支付票息	(5,432)	-	(5,432)
Extinguishment on 13 June 2014 (note b)	於二零一四年六月十三日 註銷(附註b)	(145,770)	(1,077)	(146,847)
At 31 December 2014	於二零一四年十二月三十一日	-	-	-

As at 31 December 2013, the 6% Coupon Convertible Bonds and the 10% Coupon Senior Bonds (as detailed in Note 24(d) above) were secured by: (i) the pledge of the Company's time deposits amounted HK\$13,285,000; (ii) all of the rights, interest, title and benefits of the exclusive offtake agreement as set out in Note 16; and (iii) all of the shares held by First Elite Development Limited in S.E.A. Mining Limited, a private company incorporated in Hong Kong with limited liability, which is the sole legal and beneficial holder of the convertible bonds issued by Yiwan with principals amounting to HK\$46,500,000 and US\$3,000,000 respectively, which are convertible into ordinary shares of Yiwan.

於二零一三年十二月三十一日，6%票面息可換股債券及10%票面息優先債券(詳情見上文附註24(d))以下列各項作抵押：(i)抵押本公司定期存款13,285,000港元；(ii)附註16所載獨家採購協議的所有權利、權益、所有權及利益；及(iii) First Elite Development Limited持有的所有香港註冊成立有限責任私人公司南洋礦產有限公司股份，南洋礦產有限公司為Yiwan發行本金額分別為46,500,000港元及3,000,000美元的可換股債券的單一法定及實益持有人，該等可換股債券可轉換為Yiwan的普通股。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 CONVERTIBLE BONDS (CONTINUED)

(a) 6% coupon convertible bonds (continued)

Some of the key terms of the 6% Coupon Convertible Bonds are as follows:

- (i) Convertible at the option of the bondholders into fully paid ordinary shares at any time from 12 June 2012 to 2 March 2015 at a conversion price of HK\$0.7834 per share (the “Initial Conversion Price”). If on 12 December 2012 (the “Reset Date”), the volume weighted average price of the shares for the period of 15 consecutive trading days on the Stock Exchange immediately prior to the Reset Date (the “Prevailing Market Price”) is less than the then prevailing conversion price, the conversion price shall be adjusted to a price that is equal to such Prevailing Market Price, provided always that the conversion price as so adjusted shall not be less than 75% of the Initial Conversion Price (the “Floor Price”). In the event that the Prevailing Market Price is less than the Floor Price, the conversion price shall be adjusted to a price equal to the Floor Price. Accordingly, the initial conversion price of HK\$0.7834 was adjusted to HK\$0.5800 with effect from 12 December 2012 (the “Adjustment”). Apart from the Adjustment, there is no change in terms of the 6% Coupon Convertible Bonds;
- (ii) Redeemable in cash at the option of the Company at their early redemption amount calculated by using the bond principal with an interest rate of 6% on a quarterly basis, at any time on or after 12 December 2012 and prior to the final maturity date, providing that early redemption may not be exercised by the Company within 30 days of the end of a specific close period;
- (iii) Redeemable in cash at the option of the Company at their early redemption amount calculated by using the bond principal with an interest rate of 6% on a quarterly basis, if at any time after the first anniversary of the issue date the volume weighted average price of the shares over period of 30 consecutive trading days on the Stock Exchange, the last of which occurs not more than 5 days prior to the date upon which notice of such redemption is published, is greater than or equal to 125% of the then prevailing conversion price;

25 可換股債券 (續)

(a) 6% 票面息可換股債券 (續)

6% 票面息可換股債券部分主要條款如下：

- (i) 債券持有人可選擇於二零一二年六月十二日至二零一五年三月二日期間隨時以兌換價每股0.7834港元(「初步兌換價」)兌換為已繳足普通股。倘於二零一二年十二月十二日(「重設日期」)，股份緊接重設日期前連續15個交易日期間在聯交所的交易量加權平均價(「當時市價」)低於當時兌換價，兌換價須調整至相等於當時市價的價格，前提是兌換價不得調整至低於初步兌換價的75%(「最低價格」)。倘若當時市價低於最低價格，兌換價須調整至相等於最低價格的價格。因此，初步兌換價0.7834港元已調整至0.5800港元，自二零一二年十二月十二日生效(「有關調整」)。除有關調整外，6%票面息可換股債券條款維持不變；
- (ii) 於二零一二年十二月十二日或之後及在最終到期日前任何時間，本公司可選擇以現金支付提早贖回額贖回債券，提早贖回額按債券本金額及利率6厘作季度計算，惟本公司於指定關閉期間結束後起計30日內不得提早贖回債券；
- (iii) 倘若股份於發行日期滿一週年後任何時間在聯交所連續30個交易日(最後一日在刊發贖回通知日期前5日內)期間的交易量加權平均價高於或相等於當時兌換價的125%，本公司可選擇以現金支付提早贖回額贖回債券，提早贖回額按債券本金額及利率6厘作季度計算；

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綜合財務報表附註

25 CONVERTIBLE BONDS (CONTINUED)

(a) 6% coupon convertible bonds (continued)

- (iv) Premium: on 12 December 2012, the Company will pay a premium of HK\$7,792.50 per HK\$25,000 in principal amount of the 6% Coupon Convertible Bonds to each bondholder; and
- (v) To be redeemed at 100% of its principal amount on 12 March 2015. The 6% Coupon Convertible Bonds carry interest at a rate of 6% per annum, which is payable quarterly in arrears.

The Company determined the fair value of the liability component of the 6% Coupon Convertible Bonds based on the valuation performed by Greater China Appraisal Limited using an equivalent market interest rate for a similar bond without a conversion option.

The Company also recognised a number of derivatives, the values of which comprise:

- (i) The fair value of the option of the bondholders to convert the 6% Coupon Convertible Bonds into ordinary shares of the Company at the conversion price; and
- (ii) The fair value of the option of the Company to redeem the 6% Coupon Convertible Bonds.

These options are interdependent as only one of these options can be exercised. Therefore, they are not able to be accounted for separately and a single compound derivative financial instrument was recognised.

The fair values of the derivatives were valued by Greater China Appraisal Limited using the trinomial model. As at 31 December 2013, the fair value of liability component of the 6% Coupon Convertible bonds was HK\$120,707,000.

25 可換股債券(續)

(a) 6% 票面息可換股債券(續)

- (iv) 溢價：於二零一二年十二月十二日，本公司將向各6%票面息可換股債券持有人本金額每25,000港元支付溢價7,792.50港元；及
- (v) 於二零一五年三月十二日按本金額之100%予以贖回。6%票面息可換股債券的年利率為6厘，每季度支付前期的利息。

本公司乃根據漢華評值有限公司利用同類債券(並無兌換權)之相等市場利率作出之估值釐定6%票面息可換股債券負債部分之公允價值。

本公司亦確認數項衍生工具，其價值包括以下各項：

- (i) 債券持有人按兌換價將6%票面息可換股債券兌換為本公司普通股的選擇權的公允價值；及
- (ii) 本公司贖回6%票面息可換股債券的選擇權的公允價值。

該等選擇權相互關連，二者間僅有一項可被行使。因此，二者不能單獨確認，而被整體確認為單一的複合衍生金融工具。

該衍生金融工具之公允價值乃根據漢華評值有限公司利用三項式定價模型作出估值。於二零一三年十二月三十一日，6%票面息可換股債券負債部分之公允價值為120,707,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 CONVERTIBLE BONDS (CONTINUED)

(b) 8% coupon convertible bonds

On 13 June 2014, the Company completed the Debt Restructuring as stated in Note 24 (e), whereupon the terms and conditions governing the 6% Coupon Convertible Bonds with aggregate nominal amount of HK\$181,575,000 have been amended as follows:

- (i) Amended the interest rate payable from 6% per annum to 8% per annum;
- (ii) Extended the final maturity date of the 8% Coupon Convertible Bonds from 12 March 2015 to 12 March 2018;
- (iii) The price at which ordinary shares will be issued upon conversion of the Convertible Bonds will be reduced to HK\$0.30 per ordinary share, subject to adjustment in the manner provided in the Convertible Bonds Trust Deed;
- (iv) Amended to the Conversion Price re-set mechanics to provide a reduced Floor Price of HK\$0.18;
- (v) Added a provisional clause to the definition of "Relevant Event" (Note) to ensure that the suspension of trading of the ordinary shares of the Company on the Stock Exchange at the completion date of the Debt Restructuring will not constitute a Relevant Event unless it continues for a period of 120 consecutive calendar days following 12 June 2014;
- (vi) Amended the Reserve Account arrangements to reduce the Required Minimum Balance from US\$10,000,000 to US\$1,000; and
- (vii) The addition of provisions which will require the Company to credit to the balance of the Reserve Account amounts calculated by reference to the volume of dry tonnes of ore exported to SEAM in the event that the current restrictions imposed on the export of ores under the Exclusive Offtake Agreement are lifted and which will require the Company to accelerate the payments schedule in such circumstances.

Note:

A "Relevant Event" occurs:

- (1) when the ordinary shares of the Company cease to be listed or admitted to trading, or the trading of which is suspended for a period of more than 90 consecutive calendar days, on the Hong Kong Stock Exchange; or
- (2) when there is a change of control in the Company.

25 可換股債券(續)

(b) 8% 票面息可換股債券

於二零一四年六月十三日，本公司已完成債務重組(如附註24(e)所載)，總面額181,575,000港元之6%票面息可換股債券之條款及條件已修訂如下：

- (i) 將應付年利率由6%修訂為8%；
- (ii) 將8%票面息可換股債券之最終到期日由二零一五年三月十二日延至二零一八年三月十二日；
- (iii) 兌換可換股債券後，自生效日期起將發行普通股之價格削減至每股普通股0.30港元(可按有關可換股債券信託契據規定之方式調整)；
- (iv) 修訂兌換價重設機制，訂明0.18港元之下調最低價格；
- (v) 對「有關事件」之定義新增臨時條文(附註)，確保本公司普通股於債務重組完成日期暫停於聯交所買賣將不會構成一項有關事件，除非其於二零一四年六月十二日後持續為期連續120個曆日；
- (vi) 修訂儲備賬安排，以將規定最低結餘由10,000,000美元減至1,000美元；及
- (vii) 加入額外條文，條文規定假如撤銷對獨家採購協議項下出口礦石的現有限制，本公司須將參照出口往南洋礦業的礦石乾噸數量計算的數額計入儲備賬結餘內。在此等情況下，本公司須縮短付款時間表。

附註：

「有關事件」於以下情況發生：

- (1) 倘本公司普通股停止於香港聯交所上市或不再獲准於香港聯交所買賣，或倘股份已連續超過九十個曆日在香港聯交所暫停買賣；或
- (2) 倘本公司之控制權出現變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 CONVERTIBLE BONDS (CONTINUED)

(b) 8% coupon convertible bonds (continued)

The amendments are considered to be substantial modification of terms of the 6% Coupon Convertible Bonds. Consequently, the 6% Coupon Convertible Bonds have been accounted for as extinguishment of financial liabilities and the 8% Coupon Convertible Bonds have been recognised upon the completion of the Debt Restructuring.

The movements of the liability and derivative components of the 8% Coupon Convertible Bonds for the year ended 31 December 2014 are as follows:

25 可換股債券(續)

(b) 8% 票面息可換股債券(續)

該等修訂被視為重大修訂6%票面息可換股債券之條款，因此，6%票面息可換股債券已列賬為金融負債之抵銷，而8%票面息可換股債券已於完成債務重組後確認。

截至二零一四年十二月三十一日止年度，8%票面息可換股債券之負債及衍生部分之變動如下：

		Group and Company 本集團及本公司		
		Liability component of convertible bonds 可換股債券 之負債部分 HK\$'000 千港元	Derivatives 衍生工具 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 13 June 2014 (initial recognition)	於二零一四年六月十三日 (初始確認)	81,691	105,663	187,354
Interest expense	利息開支	14,608	-	14,608
Conversion into ordinary shares	轉換為普通股	(17,782)	(22,033)	(39,815)
Changes in fair value	公允值之變動	-	743	743
Payments of coupons	支付票息	(3,662)	-	(3,662)
Acceleration of unwinding interest on bonds due to event of default (Note 24(g))	因違約事件加速債券之 利息撥回(附註24(g))	69,070	-	69,070
At 31 December 2014	於二零一四年十二月三十一日	143,925	84,373	228,298

The Company determined the fair value of the liability component of the 8% Coupon Convertible Bonds based on the valuation performed by Greater China Appraisal Limited using an equivalent market interest rate for a similar bond without a conversion option.

本公司乃根據漢華評值有限公司利用同類債券(並無兌換權)之相等市場利率作出之估值釐定8%票面息可換股債券負債部分之公允價值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 CONVERTIBLE BONDS (CONTINUED)

(b) 8% coupon convertible bonds (continued)

The Company also recognised a number of derivatives, the values of which comprise:

- (i) The fair value of the option of the bondholders to convert the 8% Coupon Convertible Bonds into ordinary shares of the Company at the conversion price;
- (ii) The fair value of the option of the Company to redeem the 8% Coupon Convertible Bonds; and
- (iii) The fair value of the potential option of the holders to request the Company to redeem the 8% Coupon Convertible Bonds upon the occurrence of Relevant Event.

These options are interdependent as only one of these options can be exercised. Therefore, they are not able to be accounted for separately and a single compound derivative financial instrument was recognised.

The fair values of the derivatives were valued by Greater China Appraisal Limited using the trinomial model. As at 31 December 2014, the fair value of the liability component of the 8% Coupon Convertible Bonds was HK\$73,647,000.

The 8% Coupon Convertible Bonds and the 12% Coupon Senior Bonds (as detailed in Note 24 (e) above) are secured by (i) the pledge of the Group's time deposits amounting to HK\$13,000; (ii) all of the rights, interest, title and benefits of the Exclusive Offtake Agreement; and (iii) all of the shares held by First Elite Development Limited in S.E.A. Mining Limited, a private company incorporated in Hong Kong with limited liability, which is the sole legal and beneficial holder of the convertible bonds issued by Yiwan with principals amounting to HK\$46,500,000 and US\$3,000,000 respectively, which are convertible into ordinary shares of Yiwan.

As at 31 December 2014, an event of default occurred under the terms of the 8% Coupon Convertible Bonds, details of which have been disclosed in Note 24 (g).

25 可換股債券(續)

(b) 8% 票面息可換股債券(續)

本公司亦確認數項衍生工具，其價值包括以下各項：

- (i) 債券持有人按兌換價將8%票面息可換股債券兌換為本公司普通股的選擇權的公允價值；
- (ii) 本公司贖回8%票面息可換股債券的購股權公允價值；及
- (iii) 持有人要求本公司於發生有關事件後贖回8%票面息可換股債券的潛在購股權的公允價值。

該等選擇權相互關連，二者間僅有一項可被行使。因此，二者不能單獨確認，而被整體確認為單一的複合衍生金融工具。

該衍生工具之公允價值乃根據漢華評值有限公司利用三項式定價模型作出估值。於二零一四年十二月三十一日，8%票面息可換股債券負債部分之公允價值為73,647,000港元。

8%票面息可換股債券及12%票面息優先債券(詳情載於上文附註24(e))由下列各項作抵押：(i)質押本集團定期存款13,000港元；(ii)獨家採購協議之所有權利、權益、所有權及利益；及(iii)First Elite Development Limited持有於南洋礦產有限公司之所有股份。南洋礦產有限公司乃一間於香港註冊成立的私人有限公司，為Yiwan所發行本金分別為46,500,000港元及3,000,000美元之可換股債券(獲轉換為Yiwan的普通股)之唯一合法及實益持有人。

於二零一四年十二月三十一日，8%票面息可換股債券的條款發生違約事件，詳情於附註24(g)披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 DERIVATIVE FINANCIAL INSTRUMENTS

26 衍生金融工具

		Group and Company 本集團與本公司	
		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
	Notes 附註		
Liabilities	負債		
Conversion option and redemption option bifurcated from the host contract of the 6% Coupon Convertible Bonds, non-current	分離自6%票面息可換股債券主合同之轉換權及贖回權，非即期	25(a)	21,652
Conversion option and redemption option bifurcated from the host contract of the 8% Coupon Convertible Bonds, current	分離自8%票面息可換股債券主合同之轉換權及贖回權，即期	25(b)	-
		84,373	-
		84,373	21,652

27 OTHER LONG TERM PAYABLES

27 其他遠期應付款項

		Group 本集團	
		2014 二零一四年	2013 二零一三年
		HK\$'000 千港元	HK\$'000 千港元
Other long term payables	其他遠期應付款項		
Carrying amount at 1 January	於一月一日之賬面值	8,751	8,115
Additions	添置	2,429	375
Transfer to other short term payables	轉撥至其他短期應付款項	(1,268)	-
Exchange realignment	匯兌差額	(26)	261
Carrying amount at 31 December	於十二月三十一日之賬面值	9,886	8,751

Notes to the Consolidated Financial Statements

綜合財務報表附註

28 TRADE AND NOTES PAYABLES

28 應付賬款及應付票據

		Notes 附註	Group 本集團		Company 本公司	
			2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Trade payables	應付賬款	(a)	124,286	184,566	3,850	3,850
Notes payables	應付票據	(b)	797,528	587,614	-	-
			921,814	772,180	3,850	3,850

Notes:

附註：

(a) Trade payables

An ageing analysis of the trade payables at the end of the reporting period, based on the invoice date, is as follows:

(a) 應付賬款

於報告期末，按發票日期計算之應付賬款之賬齡分析如下：

		Group 本集團		Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Within 90 days	90日內	7,377	40,681	-	-
91 to 180 days	91至180日	15,584	14,931	-	3
181 to 365 days	181至365日	18,530	25,114	3	-
1 to 2 years	1至2年	29,628	48,744	-	2,557
2 to 3 years	2至3年	29,182	43,277	2,557	-
Over 3 years	超過3年	23,985	11,819	1,290	1,290
		124,286	184,566	3,850	3,850

Trade payables are normally settled on terms of 60 to 180 days. The carrying amounts of trade payables approximate their fair values at the end of the reporting period.

應付賬款之一般支付期為60至180日。於報告期末，應付賬款之賬面值與其公允價值相若。

(b) Notes payables

An ageing analysis of the notes payables of the Group at 31 December 2014 is as follows:

(b) 應付票據

於二零一四年十二月三十一日，應付票據之賬齡分析如下：

		Group 本集團	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Within 90 days	90日內	459,082	419,725
91 to 180 days	91至180日	338,446	167,889
		797,528	587,614

Notes to the Consolidated Financial Statements

綜合財務報表附註

28 TRADE AND NOTES PAYABLES (CONTINUED)

Notes: (continued)

(b) Notes payables (continued)

At 31 December 2014, notes payables of HK\$797,528,000 (2013: HK\$587,614,000) were secured by time deposits of HK\$471,994,000 (2013: HK\$350,644,000) (Note 23). As at 31 December 2013, certain notes payables were also secured by a parcel of leasehold land in Mainland China with net carrying amount of HK\$3,548,000 (Note 15). The carrying amounts of notes payables approximate their fair values at the end of the reporting period.

Subsequent to the financial reporting period, notes payables to the extent of HK\$539,989,000 had been settled mainly by utilising pledged time deposits of HK\$470,492,000. Among the remaining notes payables of HK\$257,539,000, HK\$240,971,000 had expired and became overdue up to date of this report. The Group is actively negotiating with the relevant banks on any possible refinancing arrangements, including replacing them with the proposed syndicated loan.

28 應付賬款及應付票據(續)

附註：(續)

(b) 應付票據(續)

於二零一四年十二月三十一日，應付票據797,528,000港元(二零一三年：587,614,000港元)以定期存款471,994,000港元(二零一三年：350,644,000港元)(附註23)作為抵押。於二零一三年十二月三十一日，若干應付票據亦以中國大陸一幅賬面淨值為3,548,000港元(附註15)的租賃土地作為抵押。於報告期末，應付票據之賬面值與其公允價值相若。

於財務報告期後，應付票據的539,989,000港元已主要透過動用已抵押定期存款470,492,000港元結付。餘下應付票據257,539,000港元中，240,971,000港元已到期並於截至本報告日期已逾期。本集團正就任何潛在再融資安排積極與相關銀行進行磋商，包括以建議銀團貸款作取代。

29 OTHER PAYABLES AND ACCRUALS

29 其他應付款項及應計費用

	Group 本集團		Company 本公司	
	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Advances from customers 客戶墊款	115,559	147,803	-	-
Payables related to purchases of property, plant and equipment 有關購買物業、廠房及 設備之應付款項	103,646	139,330	-	-
Accrued interest expense 應計利息開支	97,230	15,775	22,662	2,989
Payroll payable 應付薪金	19,055	15,975	4,528	2,904
Amount due to a director (Note 36) 應付一名董事之金額 (附註36)	2,226	2,417	2,226	2,417
Others 其他	162,761	123,781	11,269	9,220
	500,477	445,081	40,685	17,530

As at 31 December 2014, the carrying amounts of other payables and accruals approximate their fair values.

於二零一四年十二月三十一日，其他應付款項及應計費用之賬面值與其公允價值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 SHARE CAPITAL

30 股本

		2014 二零一四年		2013 二零一三年	
		Number of ordinary shares 普通股數	HK\$'000 千港元	Number of ordinary shares 普通股數	HK\$'000 千港元
Authorised (HK\$0.1 each):	法定(每股0.1港元):				
At 1 January and 31 December	於一月一日及十二月三十一日	5,000,000,000	500,000	5,000,000,000	500,000
Issued and fully paid (HK\$0.1 each):	已發行及繳足(每股0.1港元):				
At 1 January	於一月一日	2,553,040,200	255,304	2,306,057,474	230,606
Conversion of convertible bonds	轉換可換股債券	125,499,998	12,550	246,982,726	24,698
At 31 December	於十二月三十一日	2,678,540,198	267,854	2,553,040,200	255,304

During the year ended 31 December 2014, convertible bonds with principal amount of HK\$37,650,000 (2013: HK\$143,250,000) were converted into 125,499,988 (2013: 246,982,726) new ordinary shares of the Company at HK\$0.300 (2013: HK\$0.5800) per share in accordance with the terms of the convertible bonds.

截至二零一四年十二月三十一日止年度，本金額為37,650,000港元(二零一三年：143,250,000港元)之可換股債券已根據可換股債券之條款按每股0.300港元(二零一三年：0.5800港元)轉換為125,499,988股(二零一三年：246,982,726股)本公司新普通股。

31 RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 76 to 77 of the financial statements.

Share premium

Under the Companies Law (2009 Revision) of the Cayman Islands, the share premium and contributed surplus are distributable to the shareholders of the Company, provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

31 儲備

(a) 本集團

本集團本年度及過往年度儲備的金額及其變動在財務報表第76頁至第77頁的綜合權益變動表中列示。

股份溢價

根據開曼群島公司法(二零零九年修訂本)，股份溢價及實繳盈餘可分派予本公司股東，條件為本公司於緊隨建議分派股息當日有能力償還在日常業務過程中到期的債項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 RESERVES (CONTINUED)

(a) Group (continued)

Contributed surplus

The contributed surplus of the Group represents the difference between the aggregate of the nominal value of the paid-up capital of Infonics acquired pursuant to the Group reorganisation on 29 April 2006 and the nominal value of the Company's shares issued in exchange therefor.

Capital reserve

At 31 December 2014, the balance of capital reserve is non-distributable and represents the additional contribution by a shareholder in 2003 amounting to HK\$36,047,000 (equivalent to approximately RMB37,147,000), and the capitalisation of payable to a shareholder amounting to HK\$79,760,000 (equivalent to approximately RMB85,000,000) in respect of which Mr. Dong waived his rights and benefits to the debts owed to him by Yongtong Special Steel in 2004.

Statutory reserves

In accordance with the Company Law of the PRC and the respective Articles of Association of Yongtong Special Steel, Yongtong Alloy Metals, Xiangtong Electricity, Yongtong Stainless Steel, East Harvest Minerals, East Harvest Mining, Hongnie Trading, Yongtong Fully Lead and Henan Jiakun, these companies are each required to allocate 10% of their profit after tax, as determined in accordance with PRC Generally Accepted Accounting Principles ("PRC GAAP"), to the statutory surplus reserves (the "SSR") until these reserves reach 50% of the registered capital.

Subsequent to the re-registration of Yongtong Special Steel as a wholly-foreign-owned company on 10 November 2003, allocation to the SSR was no longer required. According to the relevant PRC regulations applicable to wholly-foreign-owned companies, Yongtong Special Steel is required to allocate a certain portion (not less than 10%) of its profit after tax in accordance with PRC GAAP to the statutory reserve fund (the "SRF") until this reserve reaches 50% of its registered capital.

The SSR and SRF are non-distributable other than in the event of liquidation and, subject to certain restrictions set out in the relevant PRC regulations, can be used to offset accumulated losses or be capitalised as paid-up capital.

31 儲備(續)

(a) 本集團(續)

實繳盈餘

本集團之實繳盈餘指根據於二零零六年四月二十九日之集團重組所收購 Infonics 之繳足股本總面值與本公司就交換有關股本而發行之股份之面值之差額。

資本儲備

於二零一四年十二月三十一日，資本儲備結餘乃不可分派之儲備，包含一名股東於二零零三年增資之 36,047,000 港元(約相等於人民幣 37,147,000 元)以及二零零四年董先生同意放棄永通特鋼向其結欠之債務之權利及利益，按應付股東款項撥充資本方式，於資本儲備賬內入賬之 79,760,000 港元(約相等於人民幣 85,000,000 元)。

法定儲備

根據中國公司法以及永通特鋼、永通合金、祥通發電、永通不銹鋼、東茂礦產品、東茂礦業、宏隸貿易、永通豐泰及河南家坤之章程細則，該等公司各自須按根據中國普遍採納之會計準則(「中國會計準則」)計算之除稅後溢利之 10% 計提法定公積金(「法定公積金」)，直至該等儲備分別達到各自註冊資本之 50% 為止。

永通特鋼於二零零三年十一月十日重新註冊為外商獨資企業後毋須再計提法定公積金。根據適用於外商獨資企業之有關中國法規，永通特鋼須將根據中國會計準則計算之除稅後溢利按若干比例(不少於 10%) 提撥法定準備金(「法定準備金」)，直至該儲備達到永通特鋼註冊資本之 50% 為止。

除非公司清盤，否則法定公積金與法定準備金概不可分派，但可在符合中國有關法規所載之若干限制下用於抵銷累計虧損或資本化為繳足股本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 RESERVES (CONTINUED)

(a) Group (continued)

Distributable reserves

For dividend purposes, the amount which the PRC subsidiaries can legally distribute by way of a dividend is determined by reference to the distributable profits as reflected in their PRC statutory financial statements which are prepared in accordance with PRC GAAP. These profits differ from those that are reflected in this report which is prepared in accordance with IFRSs.

In accordance with the Company Law of the PRC, profits after tax of the PRC subsidiaries can be distributed as dividends after the appropriations to the SSR and SRF set out above.

(b) Company

31 儲備(續)

(a) 本集團(續)

可供分派儲備

就股息而言，中國附屬公司可合法分派之股息金額，乃參考按照中國會計準則編製之中國法定財務報表所反映之可供分派溢利而釐定。有關溢利與按照國際財務報告準則編製之本報告所反映之溢利並不相同。

根據中國公司法，中國附屬公司除稅後溢利在按上文所述提撥至法定公積金及法定準備金後，可分派作股息。

(b) 本公司

		Share premium	Contributed surplus	Share option reserve	Accumulated losses	Total
		股份溢價	實繳盈餘	購股權儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
			(Note)			
			(附註)			
At 1 January 2013	於二零一三年一月一日	3,036,939	296,966	33,567	(983,261)	2,384,211
Total comprehensive income for the year	年度全面收入合計	-	-	-	77,922	77,922
Conversion of convertible bonds	轉換可換股債券	88,006	-	-	-	88,006
Equity-settled share-based compensation expense (Note 32)	以股權結算及以股份支付之酬金開支(附註32)	-	-	3,084	-	3,084
At 31 December 2013	於二零一三年十二月三十一日	3,124,945	296,966	36,651	(905,339)	2,553,223
At 1 January 2014	於二零一四年一月一日	3,124,945	296,966	36,651	(905,339)	2,553,223
Total comprehensive loss for the year	年度全面虧損合計	-	-	-	(1,462,250)	(1,462,250)
Conversion of convertible bonds	轉換可換股債券	27,265	-	-	-	27,265
Equity-settled share-based compensation expense (Note 32)	以股權結算及以股份支付之酬金開支(附註32)	-	-	(180)	-	(180)
At 31 December 2014	於二零一四年十二月三十一日	3,152,210	296,966	36,471	(2,367,589)	1,118,058

Note: Contributed surplus of the Company represents the difference between the value of the net assets of the underlying subsidiaries acquired by the Company pursuant to the Group reorganisation on 29 April 2006 and the nominal value of the Company's shares issued in exchange therefor.

附註：本公司之實繳盈餘乃指本公司根據二零零六年四月二十九日集團重組所收購相關附屬公司之淨資產價值與本公司所發行用於交換之股份面值之差額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 SHARE OPTION SCHEME

On 2 May 2005, the Company approved a share option scheme (the "Share Option Scheme") under which the Directors may, at their discretion, grant options to the Directors and employees of the Group to subscribe for shares in the Company. The subscription price for shares under the Share Option Scheme will be determined by the Directors, which shall be calculated at the time of grant of the relevant option and shall not be less than the highest of (i) the nominal value of a share; (ii) the closing price of a share as stated in the Stock Exchange's daily quotation sheet on the date of grant of the relevant option, which must be a business day; and (iii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the relevant option.

The maximum number of shares in respect of which options may be granted under the Share Option Scheme must not exceed 10% of the share capital of the Company in issue and may not exceed in nominal value 30% of the issued share capital of the Company in issue for a period of 10 consecutive years. The Share Option Scheme will remain in force for the period of 10 years commencing on 2 May 2005. No option may be granted to any one person which, if exercised in full, would result in the total number of shares which were already issued and may fall to be issued to him under all the options previously granted to him pursuant to the Share Option Scheme in any 12-month period up to the date of grant, exceeding 1% of the maximum aggregate number of shares for the time being issued and which may fall to be issued under the Share Option Scheme.

Share options granted to a Director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive Directors. In additions, any share options granted to a substantial shareholder or an independent non-executive Director, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

32 購股權計劃

於二零零五年五月二日，本公司批准一項購股權計劃（「購股權計劃」），據此，董事可酌情授予本集團董事及僱員認購本公司股份之購股權。購股權計劃之股份認購價將由董事於授出有關購股權當時釐定，不得低於下列各項之最高者：(i) 股份面值；(ii) 於授出有關購股權當日（必須為營業日）聯交所每日報價表所列股份之收市價；及(iii) 緊接授出有關購股權當日前五個營業日聯交所每日報價表所列之股份平均收市價。

根據購股權計劃可授出之購股權涉及之股份數目最多不得超過本公司已發行股本之10%，亦不得超過本公司已發行股本面值之30%，連續十年有效。購股權計劃自二零零五年五月二日起計十年有效。倘於截至授出日期止任何12個月期間全面行使過往根據購股權計劃授予一名人士之購股權將導致已經或將可向其發行之股份總數超過當時根據該購股權計劃已經及將可發行之股份總數上限1%，則不得向其授出購股權。

授予本公司董事、首席執行官或主要股東，或任何彼等之聯繫人之購股權須事先經獨立非執行董事准許。此外，倘授予本公司主要股東或獨立非執行董事，或任何彼等之聯繫人之購股權於任何12個月期間的任何時間超出本公司已發行股份0.1%或總值（根據本公司於授出日期之股份價格）超過5百萬港元，均須得到股東於股東大會預先批准。

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 SHARE OPTION SCHEME (CONTINUED)

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of offer of the share options. The options will have a vesting schedule of five years whereby only 20% of the options shall be exercisable 12 months after the grant date and an additional 20% may be exercised by the grantee in each subsequent year until five years later when 100% of the options may be exercised.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Share Option Scheme during the year:

32 購股權計劃(續)

提呈授出之購股權可於提呈日期起計28日內接納，而承授人須支付合共1港元之象徵式代價。所授出之購股權之行使期由各董事釐定，經過一段歸屬期後可開始行使，而屆滿日期不得遲於提呈購股權日期起計十年。購股權之歸屬期為五年，據此，僅20%購股權可於授出日期後12個月行使，而其後每年承授人將可行使額外20%購股權，直至五年期後購股權可全數行使。

購股權並不授予持有人享有股息或於股東大會上投票之權利。

根據購股權計劃以下購股權於年內尚未行使：

		2014 二零一四年		2013 二零一三年	
		Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
		加權平均 行使價 HK\$ per share 每股港元	購股權數目 '000 千份	加權平均 行使價 HK\$ per share 每股港元	購股權數目 '000 千份
At 1 January	於一月一日	0.99	73,275	1.02	78,505
Forfeited during the year	於年內沒收	0.71	(14,460)	1.48	(5,230)
At 31 December	於十二月三十一日	1.05	58,815	0.99	73,275

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 SHARE OPTION SCHEME (CONTINUED)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2014

Number of options 購股權數目 '000 千份	Exercise price ¹ 行使價 ¹ HK\$ per share 每股港元	Exercise period 行使期
17,920	1.07	30 July 2006 to 29 July 2015 二零零六年七月三十日至二零一五年七月二十九日
2,550	1.91	6 March 2008 to 5 March 2017 二零零八年三月六日至二零一七年三月五日
7,545	2.45	20 March 2009 to 19 March 2018 二零零九年三月二十日至二零一八年三月十九日
30,800	0.63	20 January 2013 to 19 January 2022 二零一三年一月二十日至二零二二年一月十九日
58,815		

32 購股權計劃(續)

於報告期末尚未行使之購股權之行使價及行使期如下：

二零一四年

2013

Number of options 購股權數目 '000 千份	Exercise price ¹ 行使價 ¹ HK\$ per share 每股港元	Exercise period 行使期
17,920	1.07	30 July 2006 to 29 July 2015 二零零六年七月三十日至二零一五年七月二十九日
2,550	1.91	6 March 2008 to 5 March 2017 二零零八年三月六日至二零一七年三月五日
8,205	2.45	20 March 2009 to 19 March 2018 二零零九年三月二十日至二零一八年三月十九日
44,600	0.63	20 January 2013 to 19 January 2022 二零一三年一月二十日至二零二二年一月十九日
73,275		

¹ The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

¹ 於供股及紅股發行或於本公司其他類似股本變動之情況下，購股權行使價可予調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 SHARE OPTION SCHEME (CONTINUED)

The Group reversed share option expense of approximately HK\$180,000 during the year ended 31 December 2014 (2013: share option expense of HK\$3,084,000 was recognised).

At the end of the reporting period, the Company had 58,815,000 (2013: 73,275,000) share options outstanding under the Share Option Scheme, which represented approximately 2.20% (2013: 2.87%) of the Company's shares in issue as at 31 December 2014. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 58,815,000 (2013: 73,275,000) additional ordinary shares of the Company and an additional share capital of HK\$5,881,500 (2013: HK\$7,327,500) and share premium of HK\$56,053,000 (2013: HK\$64,918,000) (before issue expenses).

33 CONTINGENT LIABILITIES

The Group follows the guidance of IAS37 "Provisions, Contingent Liabilities and Contingent Assets" to determine when contingent liabilities should be recognised, which requires significant judgement.

A contingent liability will be disclosed when a possible obligation has arisen, but its existence has to be confirmed by future events outside the Group's control, or when it is not possible to calculate the amount. Realisation of any contingent liabilities not currently recognised or disclosed could have a material impact on the Group's financial position.

The Group reviews significant outstanding litigations in order to assess the need for provisions. Among the factors considered are the nature of the litigation, legal processes and potential level of damages, the opinions and views of the legal counsels and advisors, and the management's intentions to respond to the litigations. To the extent the estimates and judgements do not reflect the actual outcome, this could materially affect the results for the period and the financial position.

32 購股權計劃(續)

本集團於截至二零一四年十二月三十一日止年度撥回的購股權開支淨額約為180,000港元(二零一三年: 確認購股權開支3,084,000港元)。

於報告期末, 本公司根據購股權計劃, 有58,815,000(二零一三年: 73,275,000)份尚未行使之購股權, 佔本公司於二零一四年十二月三十一日之已發行股份約2.20%(二零一三年: 2.87%)。在本公司現行股本結構下, 倘悉數行使尚未行使之購股權, 將導致本公司額外發行58,815,000(二零一三年: 73,275,000)股本公司之普通股, 增添股本5,881,500港元(二零一三年: 7,327,500港元), 以及扣除發行開支前之股份溢價56,053,000港元(二零一三年: 64,918,000港元)。

33 或然負債

本集團遵從國際會計準則第37號「撥備、或然負債及或然資產」的指引, 以斷定何時應確認或然負債, 過程中需要作出重大的判斷。

當有可能產生責任, 惟其存在與否須透過非本集團所能控制的未來事件確定, 或當不可能計算責任所涉金額, 則會披露為或然負債。任何目前未確認或披露的或然負債一旦實現, 均有可能對本集團的財務狀況造成重大影響。

本集團會審閱重大的待決訴訟, 以評估有否撥備的需要。所考慮的因素包括訴訟的性質、法律程序及損害賠償的潛在程度、法律顧問及諮詢人的意見及見解以及管理層對回應訴訟的意向。倘估計及判斷與實際結果不相符, 則有可能嚴重影響期內業績及財務狀況。

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綜合財務報表附註

33 CONTINGENT LIABILITIES (CONTINUED)

(i) Litigation with Rock Resource Limited (“RR”) and United Mineral Limited (“UM”) (collectively referred to as the “Buyers”)

In March 2014, the Company received certain legal letters (the “Letters”) from the Buyers dated 20 March 2014, which purported to be statutory demands serviced to the Company pursuant to section 178(1)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) (“Statutory Demand”).

The Letters concern disputes between the Group and the Buyers relating to certain primary contracts for the sale and purchase of Indonesian iron ores, and contain claims for (i) an amount of US\$10,347,698 (equivalent to approximately HK\$80,242,000) which comprises the demand for return of an advance payment made by RR to the Group of US\$3,000,000 (equivalent to approximately HK\$23,264,000) and interest thereon to the extent of US\$7,347,698 (equivalent to approximately HK\$56,978,000) payable up to 20 March 2014; and (ii) an amount of RMB70,355,783 (equivalent to approximately HK\$89,488,000) which comprises the demand for return of an advance payment made by UM to the Group of RMB20,000,000 (equivalent to approximately HK\$25,438,000) and interest thereon to the extent of RMB50,355,783 (equivalent to approximately HK\$64,050,000) payable up to 20 March 2014. The Company as guarantor to the abovementioned primary contracts is therefore also a party to these litigations.

On 4 April 2014, the Group issued a legal letter to the legal representative of the Buyers requesting them to withdraw the Statutory Demand as the Group considers that it has bona fide defences on substantial grounds to the claims asserted from the Buyers, and the Group also considers it has very substantial counterclaims against the Buyers as a result of their non-performance of the relevant contracts.

On 7 April 2014, the Group received another legal letter from the legal representative of the Buyers informing that the Buyers will not present their winding up petition against the Company without serving a 3-day notice.

33 或然負債(續)

(i) 與 Rock Resource Limited (「RR」)及 United Mineral Limited (「UM」)(統稱「買家」)之訴訟

於二零一四年三月，本公司接獲買家發出日期為二零一四年三月二十日的若干法律函件(「該等函件」)，其中聲稱為根據《公司(清盤及雜項條文)條例》(第32章)第178(1)(a)條向本公司呈遞之法定要求索償書(「法定要求索償書」)。

該等函件涉及本集團與買家就買賣印尼鐵礦石而簽訂的若干主要合約的糾紛，其中載有以下索償：(i)一筆為數10,347,698美元(相等於約80,242,000港元)的款項，包含RR向本集團要求退還已付墊款3,000,000美元(相等於約23,264,000港元)連同其中利息，金額最多為截至二零一四年三月二十日止應付的7,347,698美元(相等於約56,978,000港元)；及(ii)一筆為數人民幣70,355,783元(相等於約89,488,000港元)的款項，包含UM向本集團要求退還已付墊款人民幣20,000,000元(相等於約25,438,000港元)連同其中利息，金額最多為截至二零一四年三月二十日止應付的人民幣50,355,783元(相等於約64,050,000港元)。由於本公司為上述主要合約之擔保人，因此亦屬該等訴訟之一方。

於二零一四年四月四日，本集團向買家的法律代表發出法律函件，要求他們撤回法定要求索償書，理由是本集團認為其就買家提出的索償有實質理據作出真誠抗辯，而本集團認為基於買家亦未有履行有關合約，可向買家提出非常重大的反索償。

於二零一四年四月七日，本集團接獲買家法律代表另一封法律函件，通知本集團買家不會在未有發出3天通知期的情況下，提請本公司清盤。

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33 CONTINGENT LIABILITIES (CONTINUED)

(i) Litigation with Rock Resource Limited (“RR”) and United Mineral Limited (“UM”) (collectively referred to as the “Buyers”) (continued)

On 11 April 2014, the Company received another statutory demand from the legal representative of UM to claim for certain interest charge (“Interest Charge”) on certain loans provided by UM to the Group (the principal of which had been fully repaid before 31 December 2013) calculated up to 11 April 2014 (as supplemented by another legal letter dated 15 April 2014), together with the related penalty, to the extent of US\$3,839,000 (equivalent to approximately HK\$29,770,000). The Group has subsequently replied, through its legal representative, that most of the claimed Interest Charge are unenforceable at law but agreed to pay the relevant interest charge (after tax) calculated under normal contract terms in the amount of US\$345,000 (equivalent to approximately HK\$2,675,000) which has been provided for during the year ended 31 December 2013.

On 9 May 2014, the Group received another legal letter from the legal representative of UM informing that UM will not present its winding up petition against the Company without serving a 3-day notice.

In October 2014, the legal representative of UM issued a letter to the Group requesting payment for the amount of US\$345,000 and the Group fully settled the amount in November 2014.

On 18 November 2014, a subsidiary of the Group received a legal letter from RR, which purported to be statutory demand serviced to the subsidiary pursuant to section 254(2)(a) of the Singapore Companies Act (Cap. 50), requesting for settlement of a payable of US\$1,726,000 (equivalent to approximately HK\$13,387,000) (the “Unpaid Invoices”), which has been included as current liabilities of the Group in the consolidated financial statements.

33 或然負債 (續)

(i) 與 Rock Resource Limited (「RR」) 及 United Mineral Limited (「UM」) (統稱「買家」) 之訴訟 (續)

於二零一四年四月十一日，本公司接獲UM法律代表另一項法定要求索償書(經日期為二零一四年四月十五日另一封法律函件補充)，申索有關UM向本集團提供若干貸款(本金額已於二零一三年十二月三十一日前全數償還)截至二零一四年四月十一日止之若干利息收費(「利息收費」)，連同有關罰金，金額最多為3,839,000美元(相等於約29,770,000港元)。本集團隨後透過其法律代表回覆，申索的大部分利息收費在法律上為不可強制執行，但同意支付按正常合約條款計算的相關利息收費(稅後)345,000美元(相等於約2,675,000港元)，有關金額已於截至二零一三年十二月三十一日止年度作出撥備。

於二零一四年五月九日，本集團接獲UM法律代表另一封法律函件，通知本集團UM不會在未有發出3天通知期的情況下，提請本公司清盤。

於二零一四年十月，UM法律代表向本集團發出函件，要求支付345,000美元之金額，本集團已於二零一四年十一月悉數結付有關金額。

於二零一四年十一月十八日，本集團附屬公司接獲RR之法律函件，有關根據新加坡公司條例(第50章)第254(2)(a)條向附屬公司送達法定要求索償書，要求清償應付款項1,726,000美元(相當於約13,387,000港元)(「未付發票」)，有關金額已計入本集團綜合財務報表之流動負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

33 CONTINGENT LIABILITIES (CONTINUED)

(i) Litigation with Rock Resource Limited (“RR”) and United Mineral Limited (“UM”) (collectively referred to as the “Buyers”) (continued)

On 8 December 2014, the Group issued a legal letter to RR requesting RR to withdraw such statutory demand and confirm that RR will not commence winding up of the aforementioned subsidiary as the Group considers it has bona fide defences on substantial grounds to the claims asserted in RR’s letter dated 18 November 2014 and significant cross-claims against RR and therefore the Unpaid Invoices should not be settled at this stage since the Group would be entitled to set these sums off against its very substantial counterclaims for RR and/or UM.

There has been no further correspondence between the Group and the Buyers since then and up to the date of approval of the consolidated financial statements. The Directors, after seeking legal advice on the above claims, consider that the Group has bona fide defences on substantial grounds to the claims asserted from the Buyers such that (i) the aforementioned advance payments received to the extent of approximately HK\$48,702,000 in aggregate are presently not due for repayment by the Group; (ii) the resulting interest so calculated are therefore miscalculated and grossly inflated; (iii) other than an amount of HK\$2,675,000 relating to the Interest Charge which has already been settled by the Group, the remaining sums of the claims are without merit; and (iv) the Unpaid Invoices should not be settled at this stage. The Directors are also of the opinion that the Group has significant ground for very substantial counterclaims and cross-claims against each of the Buyers as a result of their non-performance of the relevant contracts as mentioned in the Letters. Consequently, no provision has been made for these claims on these consolidated financial statements as the Directors consider that it is not probable that the above legal claims would result in any material outflow of economic benefits from the Group.

33 或然負債(續)

(i) 與 Rock Resource Limited (「RR」)及 United Mineral Limited (「UM」)(統稱「買家」)之訴訟(續)

於二零一四年十二月八日，本集團向RR發出法律函件，要求RR撤回該法定要求索償書，並確認RR將不會展開上述附屬公司之清盤，理由是本集團認為其就RR日期為二零一四年十一月十八日之函件提出的索償有實質理據作出真誠抗辯及針對RR提出重大反索償，而由於本集團將可針對RR及／或UM之非常重大反索償抵銷該等款項，故此於現階段毋須結付未付發票。

自此及截至綜合財務報表批准日期，本集團與買家並無任何其他通訊。董事就上述申索尋找法律意見後認為，本集團就買家提出的索償有實質理據作出真誠抗辯，因為(i)上述已收的墊款上限合共約48,702,000港元目前未需由本集團償還；(ii)其計算的利息因而是被錯誤計算且嚴重誇大；(iii)除本集團已結付與利息收費相關的2,675,000港元外，索償的餘額缺乏充份理據；及(iv)未付發票毋須於現階段結付。董事亦認為，基於買家亦未有履行該等函件所述相關合約，本集團有實質的理據向每名買家提出相當重大的反索償及交叉索償。因此，由於董事認為上述法律申索不大可能使本集團流出任何重大的經濟利益，故此並無就有關申索於綜合財務報表內作出撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

33 CONTINGENT LIABILITIES (CONTINUED)

(ii) Dispute on Contracts of Affreightment (“COAs”)

The Group entered into certain COAs with various marine vessel owners committing certain minimum number of cargoes per calendar month for exporting iron ores from Indonesia. As a result of the unfavourable economic environment and the various changes in rules and regulations stipulated by the Indonesian government authorities since year 2012, the Group's ores export was adversely affected and therefore unable to fulfil the minimum cargoes commitments as stipulated by some of these COAs.

During the year ended 31 December 2014, the Group received various legal letters from TORM A/S (“TORM”), a marine vessel owner, to (i) claim for an outstanding freight charges payable by the Group to TORM of approximately US\$1,834,000 (equivalent to approximately HK\$14,268,000) (“Outstanding Freight Charges”); and (ii) notify the commencement of arbitration proceedings pursuant to the terms of the relevant COAs to claim for loss and damage suffered by TORM (“Other Losses”) with respect to approximately 51 unfulfilled cargoes under the terms of the relevant COAs which is estimated by TORM to be approximately US\$11,828,000 (equivalent to approximately HK\$91,721,000) up to 27 March 2014 (the amount stated in the latest claim submissions from TORM).

The relevant freight charges payable by the Group to TORM have been fully accounted for in the consolidated financial statements of the Group for the year ended 31 December 2013. The dispute with TORM in respect of the Outstanding Freight Charges has been settled at an amount of US\$419,000 (equivalent to HK\$3,253,000) during the year ended 31 December 2014 and the claim has been fully discharged in June 2014.

In connection with the claims on Other Losses, the Group has engaged legal advisors to commence arbitration procedures with TORM in February 2014. The said arbitration procedures are still in progress as at the date of approval of the consolidated financial statements.

33 或然負債(續)

(ii) 就租船貨運合約(「租船貨運合約」)的爭議

本集團與多名船主訂立若干租船貨運合約，承諾每個曆月要求若干最低數目的貨船從印尼出口鐵礦石。鑒於不利的經濟環境，再加上印尼政府頒佈的規則及規例自二零一二年起有不少的變動，本集團的礦石出口受到不利影響，因而無法達到若干租船貨運合約規定的貨船最低數目承諾。

截至二零一四年十二月三十一日止年度，本集團接獲船主TORM A/S(「TORM」)的法律函件，內容為(i)申索本集團應付TORM的未支付運費約1,834,000美元(相等於約14,268,000港元)(「未支付運費」)；及(ii)通知根據有關租船貨運合約的條款展開仲裁程序，申索TORM根據有關租船貨運合約的條款就約51艘未履行的貨船蒙受的損失及損害(「其他損失」)，TORM估計截至二零一四年三月二十七日之金額約為11,828,000美元(相等於約91,721,000港元)，金額載於TORM提交最近期申索呈請書內。

本集團應付TORM的有關運費已全數計入截至二零一三年十二月三十一日止年度的綜合財務報表。與TORM爭議相關的未支付運費已於截至二零一四年十二月三十一日止年度清償419,000美元(相當於3,253,000港元)，而有關申索已於二零一四年六月全面解除。

至於其他損失的申索，本集團於二零一四年二月委聘法律顧問與TORM展開仲裁程序。上述仲裁程序於綜合財務報表批准日期仍在進行。

Notes to the Consolidated Financial Statements

綜合財務報表附註

33 CONTINGENT LIABILITIES (CONTINUED)

(ii) Dispute on Contracts of Affreightment (“COAs”) (continued)

In preparing these consolidated financial statements, the Directors have obtained legal advice in this respect and, based upon which, consider that as the arbitration is still ongoing, they are not currently in a position to estimate the financial effect (if any) relating to the arbitration and it may take a substantial time to complete the arbitration process.

Accordingly, no provision in respect of such legal dispute was made in the consolidated financial statements.

As at 31 December 2014 and up to the date of approval of the consolidated financial statements, based on the best knowledge and information of the Directors, there are no further claims in relation to any COAs that the Group has entered into.

Should the resolution of these legal claims and dispute turn out to be unfavourable to the Group, the Group may need to record additional losses in respect of these claims and disputes in future reporting periods.

34 OPERATING LEASE ARRANGEMENT – AS LESSEE

The Group leases certain of its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from two to three years. At 31 December 2014, the Group and the Company had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		Group 本集團		Company 本公司	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Within one year	一年內	5,750	5,770	4,004	4,727
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	2,241	3,047	510	2,485
Over five years	超過五年	-	518	-	-
		7,991	9,335	4,514	7,212

33 或然負債(續)

(ii) 就租船貨運合約(「租船貨運合約」)的爭議(續)

董事在編製綜合財務報表時，已就仲裁獲取法律意見，據此認為仲裁仍在進行，董事現時未能估計仲裁產生的財務影響(如有)，且仲裁程序可能需要相當長時間才能完成。

因此，本公司並無就此等法律爭議於綜合財務報表作出撥備。

於二零一四年十二月三十一日及截至綜合財務報表批准日期，據董事深知及盡悉，本集團再無涉及其訂立任何有關租船貨運合約之其他申索。

如上述法律申索及爭議的最終結果不利於本集團，本集團可能需在未來報告期間就該等申索及爭議錄得額外的損失。

34 經營租賃安排—作為承租人

本集團根據經營租賃安排租用若干辦公室物業。經商定之物業租賃年期介乎兩至三年。於二零一四年十二月三十一日，本集團及本公司於下列各段期間到期根據不可撤銷經營租賃之未來最低租金付款總額如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

35 COMMITMENTS

Group

In addition to the operating lease commitments detailed in Note 34 above, the Group had the following capital commitments at the end of the reporting period:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Property, plant and equipment	物業、廠房及設備	58,679	62,182

36 RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in the consolidated financial statements, the Group had the following material transactions and outstanding balances with related parties during the year and as at the end of the reporting period:

Transactions with related parties

Names of related parties 關聯方名稱	Nature of transactions 交易性質	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Yiwan	Purchase of iron ores, export tax exclusive (note b) 購入鐵礦石，不包括出口稅 (附註b)	16,848	590,116
Yiwan	Sales of machinery (note c) 銷售機械(附註c)	5,335	330
Easyman (note a) (附註a)	Interest expense (note d) 利息費用(附註d)	3,347	1,095
Ms. Sun Qiaodian ("Ms. Sun") (note e) 孫巧點女士(「孫女士」)(附註e)	Interest expense (note e) 利息費用(附註e)	9,209	1,143

35 承擔

本集團

除上文附註34中詳列之經營租賃承擔外，本集團於報告期末之資本承擔如下：

36 關聯方交易

除於綜合財務報表其他地方詳述之交易外，本集團於年內及報告期末與關聯方進行下列重大交易及與關聯方之未結餘額：

與關聯方的交易

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 RELATED PARTY TRANSACTIONS (CONTINUED)

Outstanding balances with related parties

36 關聯方交易 (續)

與關聯方的未結餘額

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Prepayments to Yiwan (Note 22 and note f)	預付Yiwan之款項 (附註22和附註f)	108,349	85,828
Loan to Full Harvest Development Limited (Note 18)	貸款予豐盛發展有限公司 (附註18)	56,975	56,975
Amounts due to Easyman (note d)	結欠Easyman款項(附註d)	61,232	51,940
Amount due to Ms. Sun (note e)	結欠孫女士款項(附註e)	32,577	12,973
Amount due to a Director (note g)	結欠一名董事款項(附註g)	2,226	2,417

Notes:

- (a) Easyman is a company wholly owned by Mr. Dong. The Directors consider that Mr. Dong through Easyman, as a lender of Yiwan, has an indirect economic interest in Yiwan.
- (b) The transactions were carried out based on the terms agreed by the parties under an exclusive offtake agreement and a second amending agreement entered into between Yiwan and the Group in March 2007 and September 2008, respectively.
- (c) Sales of machinery to Yiwan were conducted at mutually agreed prices and terms.
- (d) Details of the terms of amounts due to Easyman are disclosed in Note 24(b).
- (e) Ms. Sun Qiaodian is the spouse of Mr. Dong. Amount due to Ms. Sun is unsecured and repayable by 31 December 2015. Interest is calculated at mutually agreed terms.
- (f) Prepayments are made to Yiwan for purchases of iron ores. The amount is unsecured and interest free and will be settled by offsetting the relevant purchases.
- (g) Amount due to a Director is unsecured, interest free and repayable on demand.
- (h) Details of compensation of key management personnel of the Group are included in Note 9 to the consolidated financial statements.

附註：

- (a) Easyman乃一間由董先生全資擁有之公司。董事認為董先生通過Easyman作為Yiwan之放款人而於Yiwan擁有間接經濟利益。
- (b) 該等交易分別按照Yiwan與本集團於二零零七年三月簽訂之獨家採購協議及二零零八年九月簽訂之第二份修訂協議之條款進行。
- (c) 向Yiwan出售機器按相互同意價格及條款進行。
- (d) 結欠Easyman款項條款之詳情披露於附註24(b)。
- (e) 孫巧點女士為董先生之配偶。結欠孫女士款項為無抵押及須於二零一五年十二月三十一日時償還。利息是按相互同意條款計算。
- (f) 預付Yiwan之款項因購買鐵礦石而作出。該金額為無抵押及免息，並將以抵銷相關購買而清償。
- (g) 結欠一名董事款項為無抵押、免息及於要求時償還。
- (h) 本集團主要管理人員之報酬詳情載於綜合財務報表附註9。

Notes to the Consolidated Financial Statements

綜合財務報表附註

37 TRANSFERS OF FINANCIAL ASSETS

As at 31 December 2014, the Group endorsed certain bills receivable accepted by banks in the PRC (the “Endorsed Bills”), to certain of its suppliers in order to settle the trade payables due to such suppliers with a carrying amount in aggregate of HK\$12,087,000 (2013: HK\$20,182,000). In addition, the Group discounted certain bills receivable accepted by banks in the PRC (the “Discounted Bills”), to certain banks to finance its operating cash flow with a carrying amount in aggregate of HK\$15,013,000 (2013: HK\$575,253,000). The Endorsed Bills and the Discounted Bills have a maturity from one to six months at the end of the reporting period. In accordance with the Law of Negotiable Instruments in the PRC and relevant discounting arrangement with certain banks, the holders of the Endorsed Bills and the Discounted Bills have a right of recourse against the Group if the accepting banks default (the “Continuing Involvement”).

In the opinion of the Directors, the Group has transferred substantially all risks and rewards relating to the Endorsed Bills and the Discounted Bills. Accordingly, it has derecognised the full carrying amounts of the Endorsed Bills and the Discounted Bills. The maximum exposure to loss from the Group’s Continuing Involvement in the Endorsed Bills and the Discounted Bills and the undiscounted cash flows to repurchase these Endorsed Bills and Discounted Bills are equal to their carrying amounts. In the opinion of the directors of the Company, the fair values of the Group’s Continuing Involvement in the Endorsed Bills and the Discounted Bills are not significant.

During the year, the Group has not recognised any gain or loss on the date of transfer of the Endorsed Bills and the Discounted Bills. No gains or losses were recognised from the continuing involvement, both during the year or cumulatively.

38 EVENTS AFTER THE REPORTING PERIOD

(i) Default in repayment of certain borrowings

As detailed in Note 2.1(a), subsequent to the financial reporting period, the Group failed to repay the principal amount of certain borrowings and notes payables, together with some of their related interest. Up to the date of this report, a substantial amount of the Group’s borrowings and notes payables totalling HK\$1,990,714,000 were in default or became overdue. Measures have been taken by the Directors to mitigate these matters and the Group is actively negotiating with the relevant lenders on various remediation plans.

37 轉讓金融資產

於二零一四年十二月三十一日，本集團為中國若干銀行接納之應收票據向其若干供應商背書（「已背書票據」），以清償結欠該等供應商的應付賬款，賬面總值為12,087,000港元（二零一三年：20,182,000港元）。此外，本集團向若干銀行折現中國若干銀行接納之應收票據（「已折現票據」），以撥付其營運現金流量，賬面總值為15,013,000港元（二零一三年：575,253,000港元）。已背書票據及已折現票據於報告期末起一至六個月內到期。根據中國票據法及與若干銀行的相關折讓安排，倘接納銀行拖欠付款，已背書票據及已折現票據的持有人對本集團有追溯權（「持續參與」）。

董事認為，本集團已轉讓大部分有關已背書票據及已折現票據的風險及回報。因此，本集團已全數終止確認已背書票據及已折現票據的賬面值。本集團於已背書票據及已折現票據的持續參與可能產生的最大虧損以及購回該等已背書票據及已折現票據的未折現現金流量相等於其賬面值。本公司董事認為，本集團於已背書票據及已折現票據的持續參與的公允價值並不重大。

年內，本集團並未於轉讓已背書票據及已折現票據日期確認任何盈利或虧損，亦無就持續參與確認任何年度或累計盈利或虧損。

38 報告期後事項

(i) 拖欠若干借貸還款

誠如附註2.1(a)所詳述，於財務報告期後，本集團未能償還若干借貸及應付票據之本金連同部分相關利息。截至本報告日期，本集團借貸及應付票據合共1,990,714,000港元之大部分款項已違約或逾期。董事已採取措施舒緩該等事宜，本集團正積極與相關貸款人磋商不同補救計劃。

Notes to the Consolidated Financial Statements

綜合財務報表附註

38 EVENTS AFTER THE REPORTING PERIOD (CONTINUED)

(ii) Winding up petition against a subsidiary

On 27 August 2015, an application was presented by Shinewarm Resources (HK) Group Limited ("Shinewarm") to the High Court of the Republic of Singapore seeking the winding up of a wholly owned subsidiary of the Group, CNR Singapore, at a hearing to be held on 18 September 2015. The application was made based on a claim by Shinewarm for refund of certain trading prepayments made to CNR Singapore, together with certain related interest and other expenses, totalling approximately US\$444,000 (equivalent to approximately HK\$3,440,000), and further interest that continues to accrue, under an arbitral award dated 1 April 2015 and a statutory demand under section 254(2)(a) of the Singapore Companies Act (Cap 50) dated 5 May 2015.

CNR Singapore has no objection to the arbitral award and the statutory demand and is expecting to settle these amounts. Up to the date of approval of these financial statements, US\$30,000 (equivalent to approximately HK\$233,000) had been paid by CNR Singapore. The Directors expect the payment of the remaining amounts will be completed before 18 September 2015 and believe that this claim will have no material adverse impact to the financial performance and operation of the Group.

38 報告期後事項(續)

(ii) 針對子公司之清盤呈請

於二零一五年八月二十七日，Shinewarm Resources (HK) Group Limited (「Shinewarm」) 向新加坡共和國高等法院提交申請，尋求本公司全資子公司CNR新加坡清盤，聆訊將於二零一五年九月十八日舉行。申請乃基於日期為二零一五年四月一日之仲裁裁決及日期為二零一五年五月五日根據新加坡公司法例第50章第254(2)(a)條而發出之法定要求償還書項下，Shinewarm就支付予CNR新加坡之若干貿易預付款及其相關利息及其他開支之退款索償，合共約444,000美元(相當於約3,440,000港元)，與及持續計提未來利息。

CNR新加坡不反對此仲裁裁決及法定要求償還書，且正處理支付有關款項。截至此等財務報表之批准日期，CNR新加坡已支付30,000美元(相當於約233,000港元)。董事預計其餘款項將於二零一五年九月十八日之前完成支付，並相信此索賠將不會對本集團之財務表現及運作構成重大不利影響。



中國鎳資源
CHINA NICKEL RESOURCES