

LEE & MAN CHEMICAL COMPANY LIMITED

理文化工有限公司

Stock Code 股份代號 : 746



**Together We Grow**



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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive director

Ms. Wai Siu Kee (*Chairman*)  
Mr. Lee Man Yan  
Mr. Yang Zuo Ning  
Ms. Wong Yuet Ming

#### Independent non-executive director

Mr. Wong Kai Tung, Tony  
Mr. Wan Chi Keung, Aaron BBS JP  
Mr. Heng Victor Ja Wai

### COMPANY SECRETARY

Ms. Wong Yuet Ming

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### HONG KONG OFFICE

8th Floor, Liven House  
61-63 King Yip Street  
Kwun Tong  
Kowloon  
Hong Kong

### PRINCIPAL BANKERS

#### In Hong Kong:

Hang Seng Bank Limited  
The Hongkong and Shanghai Banking Corporation  
Chiyu Bank Corporation Ltd.  
Mizuho Bank Corporate Bank, Ltd.  
Australia and New Zealand Banking Group Ltd.  
Citibank, N.A., Hong Kong Branch  
DBS Bank (Hong Kong) Limited

#### In the PRC:

Bank of China Limited

### 董事會

#### 執行董事

衛少琦女士(主席)  
李文恩先生  
楊作寧先生  
王月明女士

#### 獨立非執行董事

王啟東先生  
尹志強先生BBS太平紳士  
邢家維先生

### 公司秘書

王月明女士

### 註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### 香港辦事處

香港九龍觀塘  
敬業街61-63號  
利維大廈8樓

### 主要往來銀行

#### 香港：

恒生銀行有限公司  
香港上海滙豐銀行有限公司  
集友銀行有限公司  
瑞穗實業銀行有限公司  
澳新銀行，香港分行  
花旗銀行，香港分行  
星展銀行(香港)有限公司

#### 中國：

中國銀行有限公司

### AUDITORS

Deloitte Touche Tohmatsu  
*Certified Public Accountants*

### PRINCIPAL SHARE REGISTRAR

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

Tricor Secretaries Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### WEBSITE

<http://www.leeman.com.hk>

### 核數師

德勤 • 關黃陳方會計師行  
*執業會計師*

### 主要股份過戶登記處

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

### 香港股份過戶登記分處

卓佳秘書商務有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 網址

<http://www.leeman.com.hk>

# Chairman's Statement

## 主席報告

### BUSINESS REVIEW

For the year ended 31 December 2013, the Group recorded a revenue of HK\$1,329 million, dropped by 12.6% as compared to last year; and a net profit of HK\$309 million for current year, representing a decrease of 14.7% as compared to last year.

The significant decrease in net profit for the period was mainly attributable to the slowdown of economic growth in the PRC and the increment cost on research & development and financing upon the trial production of Jiangxi plant in Fourth Quarter. Besides, under the impact on the declining product prices in the "Over-Supply" market, the profit margin for the year dropped while compared with last year.

Although the products prices remained low in the first half of the year, the average price rebounded and maintained at stable level during second half of the year. As compared to the last corresponding period, the average selling price per ton of our main chemical products, namely methylene chloride, chloroform and caustic soda, dropped sharply by approximately 8%, 22% and 22% during the 2013 (2012: decreased by approximately 44%, 54% and 13%) In addition, the average purchase costs of raw materials, mainly including industrial crude salt and methanol, was stable. The management believed that selling prices has reached the bottom in 2013 and are expected to keep at stable level in the coming years, upon the introduction of government policies in stabilising the economy & environmental measures in the PRC.

As affected by the above factors, gross profit margin of the Group for the year ended 31 December 2013 increased from 34.3% of the last year to 35.7% and the net profit margin slightly decreased from 23.8% to 23.2%.

### PROSPECTS

Under the Group's business strategy in the coming year, the Group will continuously focus on construction of plant at Ruichang City, Jiangxi Province for development of the fluorochemical products. As at 31 December 2013, approximately RMB1.3 billion of capital expenditures was incurred. During 2014, the operation of production lines has gradually been commenced and expected to make contributions for the Group's profits.

As always, our management team will leverage on our internal technical innovation and scientific research and development in a pragmatic and aggressive approach and continue its persistent efforts to make great strides in the business development of the Group and deliver fruitful rewards to the shareholders.

### 業務回顧

截至2013年12月31日止年度，本集團錄得總營業額13.29億港元，較去年下降12.6%，而年內溢利為3.09億，較去年減少14.7%。

年內溢利減少，主要受國內經濟增長放緩和江西廠房於第四季試產及研發之額外費用影響。另外，亦受市場供過於求令產品售價下跌而影響邊際利潤。

雖然產品價格於上半年處於低位，但平均產品售價已於下半年反彈及保持平穩。與去年同期比較，集團主產品二氯甲烷、三氯甲烷及燒鹼於全年的平均每噸售價分別下跌約8%、22%及22%（去年同期分別下降約44%、54%及13%）；此外，原材料（主要包括工業原鹽及甲醇）之平均採購成本亦大致平穩。管理層認為產品價格於2013年已處於谷底，隨著國內穩定經濟政策和環保措施陸續出台，預期產品價格於未來保持平穩。

受上述因素影響，截至2013年12月31日止，集團毛利率由去年34.3%升至35.7%；而純利率則由去年的23.8%輕微下跌至23.2%。

### 展望

按集團未來業務策略，將繼續集中在江西省瑞昌市建廠房發展氟化工產品，截至2013年12月31日已投放13億人民幣之資本開支。於2014年，生產線展開逐步投產，希望能對集團盈利提供貢獻。

一如既往，管理層努力不懈，以務實進取的方向，並結合內部技術創新及科研開發，加速本集團實現跨越式發展，為股東帶來回報。

## APPRECIATION

On behalf of the Board, I would like to extend our sincere gratitude to our shareholders, customers and business partners for their persistent support throughout the year. In addition, I would also like to take this opportunity to thank all colleagues and staff for their persistent contribution to the Group.

On behalf of the Board

**Wai Siu Kee**

*Chairman*

Hong Kong, 17 March 2014

## 鳴謝

本人謹代表董事會，向本集團股東、客戶及業務夥伴於本年度給予的鼎力支持，表示衷心致意。此外，本人亦藉此機會感謝各位員工努力不懈為本集團作出貢獻。

代表董事會

主席

衛少琦

香港，2014年3月17日

# Management Discussion and Analysis

## 管理層討論及分析

### RESULTS OF OPERATION

Revenue and net profit attributable to equity holders of the Group for the year ended 31 December 2013 was HK\$1,329 million and HK\$309 million respectively, representing a significant decrease of 12.6% and 14.7%, as compared to HK\$1,521 million and HK\$362 million respectively for last year. The basic earnings per share was HK37.4 cents for the year ended 31 December 2013 and HK43.9 cents for last year.

#### Revenue

The slight decrease in revenue for the year was mainly attributable to PRC economic growth slowdown and the declining product prices in the "Over Supply" market. This resulted in a decrease in profit margin.

During the year, there were significant fluctuations in products prices. As compared to last year, the average selling price per ton, excluding tax, of our main products, namely methylene chloride, chloroform and caustic soda, dropped by approximately 8%, 22% and 22% to Rmb2,800, Rmb2,200 and Rmb710 respectively during the year. In addition, the average purchase costs of raw materials, mainly including industrial crude salt and methanol, was generally stable. During the year, the Group maintained a stable production at full capacity and a delighted quality control.

As affected by the above factors, gross profit margin of the Group for the year ended 31 December 2013 slightly raised from 34.3% last year to 35.7% and the net profit margin decreased from 23.8% last year to 23.2%.

#### Selling and distribution expenses

Selling and distribution expenses incurred for the year ended 31 December 2013 was HK\$60.9 million, representing an increase by 4.5% as compared to HK\$58.3 million for last year. The selling and distribution expense represented about 4.6% of total revenue for the year, slightly increased by 0.8 percentage point as compared to 3.8% last year. Such increase was attributable to extension of sales network to Guangdong Province for Jiangsu plant and newly setup of sales team for Jiangxi plant. Along with increased shipments, liquid products packaging costs rose during the year.

### 經營業績

截至2013年12月31日止年度，本集團收入及年內股東應佔溢利分別為13.29億港元及3.09億港元，較去年15.21億港元及3.62億港元，分別顯著減少12.6%及14.7%。截至2013年12月31日止年度每股基本盈利為37.4港仙而去年為43.9港仙。

#### 收入

年內收入減少，主要受國內經濟增長放緩及市場供過於求令產品售價下跌影響下，最終以致邊際利潤減少。

集團產品價格於上年亦大幅波動。與上年比較，集團主產品二氯甲烷、三氯甲烷及燒鹼於年內的平均每噸售價（不含稅）為人民幣2800、2200、710；分別下跌約8%、22%及22%。此外，原材料（主要包括工業原鹽及甲醇）之平均採購成本亦大致平穩。本集團於年內保持達至滿負荷的穩定生產及滿意的品質控制。

受上述因素影響，截至2013年12月31日止，集團毛利率由去年34.3%輕微上升至35.7%及純利率則由去年23.8%下降至23.2%。

#### 銷售及分銷費用

銷售及分銷費用截至2013年12月31日止年度為6,090萬港元，較去年5,830萬港元，增加4.5%。銷售及分銷費用佔年內總收入約4.6%，與上年3.8%比較微升0.8個百分點。該上升是由於江蘇廠擴大銷售網至廣東省及江西廠新成立銷售團隊；隨著出貨量增加，液體產品包裝費用於年內有所上升。

**Administrative expenses**

Administrative expenses incurred for the year ended 31 December 2013 was HK\$104 million, which decreased by HK\$3 million as compared to HK\$107 million last year. The administrative expenses accounted for about 7.8% of total revenue for the year with a slightly increase of 0.8% as compared to 7.0% last year. The administrative expenses for the year kept at stable level.

**Finance costs**

The interest expenses incurred for the year ended 31 December 2013 was HK\$48.4 million, which increased by HK\$10.4 million as compared to HK\$38.0 million last year. Interest expenses rose during the period was mainly due to the increase in bank financing for the construction of a new production plant in Jiangxi. As at 31 December 2013, the total bank borrowings was HK\$1,672 million (31.12.2012: HK\$1,417 million). As at 31 December 2013, the Group maintained bank balances and cash of approximately HK\$1,062 million (31.12.2012: HK\$1,520 million) which is sufficient to enable the Group to meet its future capital expenditure and working capital requirements.

**INVENTORIES, DEBTORS' AND CREDITORS' TURNOVER**

The inventory turnover of the Group maintained at a stable level of 41 days for the year ended 31 December 2013 as compared to 31 days for last year.

Due to the stringent credit control, the average collection period was controlled within a favourable level of 25 days for the year ended 31 December 2013 as compared to 38 days for last year which is in line with the normal credit terms of 7 days to 60 days granted by the Group to its customers.

The Group's creditors' turnover days were 25 days for the year ended 31 December 2013 as compared to 18 days for the last year which is in line with the normal credit terms of 7 days to 45 days granted by the suppliers to the group.

**行政費用**

行政費用截至2013年12月31日止年度為1.04億港元，與上年1.07億港元比較，減少300萬港元。行政費用占年內總收入約7.8%，較去年7.0%稍微上升0.8%。年內行政費用保持平穩水平。

**融資成本**

利息支出截至2013年12月31日止年度為4,840萬港元，與去年3,800萬港元比較，增加1,040萬港元。年內利息支出上升，主要由於集團為籌建江西新廠房而增加銀行融資。於2013年12月31日銀行借款總額為16.72億港元(31.12.2012：14.17億港元)。於2013年12月31日本集團銀行現金結餘為10.62億港元(31.12.2012：15.20億港元)，足夠應付集團未來資本性開支及營運資金需要。

**存貨、應收賬款及應付賬款周轉期**

截至2013年12月31日止年度，本集團存貨周轉期天數維持於41天的穩定水平，去年則為31天。

集團採取嚴格信貸控制，截至2013年12月31日止年度平均收賬期控制於25天，去年則為38天，與本集團給予客戶的正常除賬期7天至60天一致。

截至2013年12月31日止年度，本集團應付賬款周轉天數為25天，去年則為18天，與供應商給予本集團的正常除賬期7天至45天一致。



# Management Discussion and Analysis

## 管理層討論及分析

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The total shareholders' equity of the Group as at 31 December 2013 was HK\$2,131 million (31.12.2012: HK\$1,894 million). As at 31 December 2013, the Group had current assets of HK\$1,552 million (31.12.2012: HK\$1,771 million) and current liabilities of HK\$951 million (31.12.2012: HK\$390 million). The current ratio was 1.6 as at 31 December 2013 as compared to 4.5 last year.

The Group generally finances its operations with internally generated cash flow and credit facilities provided by its principal bankers in Hong Kong and the PRC. As at 31 December 2013, the Group had outstanding bank borrowings of HK\$1,672 million (31.12.2012: HK\$1,417 million). These bank loans were secured by corporate guarantees provided by the company and its certain subsidiaries. As at 31 December 2013, the Group maintained bank balances and cash of HK\$1,062 million (31.12.2012: HK\$1,520 million). The Group's net debt-to-equity ratio (total borrowings net of cash and cash equivalents over shareholders' equity) as at 31 December 2013 was 28%.

The Group's liquidity position remains strong and the Group possesses sufficient cash and available banking facilities to meet its commitments, working capital requirements and future investments for expansion.

### EMPLOYEES

As at 31 December 2013, the Group had a workforce of about 1,200 people. Salaries of employees are maintained at competitive level and are reviewed annually, with close reference to the relevant labour market and economic situation. The Group also provides internal training to staff and provides bonuses based upon staff performance and profits of the Group. The Group has not experienced any significant problems with its employees or disruption to its operations due to labour disputes nor has it experienced any difficulty in the recruitment and retention of experienced staff. The Group maintains a good relationship with its employees.

### 流動資金、財務資源及資本結構

於2013年12月31日，本集團的股東權益總額為21.31億港元(31.12.2012：18.94億港元)。於2013年12月31日，本集團的流動資產達15.52億港元(31.12.2012：17.71億港元)，而流動負債則為9.51億港元(31.12.2012：3.9億港元)。於2013年12月31日的流動比率為1.6，而去年則為4.5。

本集團一般以內部產生的現金流，以及中港兩地主要往來銀行提供的信貸備用額作為業務的營運資金。於2013年12月31日，本集團的未償還銀行借款為16.72億港元(31.12.2012：14.17億港元)。該等銀行借款由本公司及其若干附屬公司提供的公司擔保作為抵押。於2013年12月31日本集團銀行結餘及現金10.62億港元(31.12.2012：15.20億港元)。本集團的淨負債對權益比率(借款總額減現金及現金等價物除以股東權益)於2013年12月31日為28%。

本集團保持著強勁的流動資金並具備充裕的現金及可供動用的銀行備用額，以應付集團的資本承擔，營運資金需要及未來的投資發展。

### 僱員

於2013年12月31日，本集團有約1,200名員工。僱員薪酬維持於具競爭力水平，並會每年評估，且密切留意有關勞工市場及經濟市況趨勢。本集團亦為僱員提供內部培訓，並按員工表現及本集團盈利發放花紅。本集團並無遭遇任何重大僱員問題，亦未曾因勞資糾紛令營運中斷，在招聘及挽留經驗豐富的員工方面亦不曾出現困難。本集團與僱員的關係良好。

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance. The board of directors (the "Board") of the Company believes that sound and reasonable corporate governance practices are essential for the growth of the Group and for safeguarding and maximizing shareholders' interests. On 1 April 2012, the Code on Corporate Governance Practices ("Former CG Code") contained in Appendix 14 to the Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") was amended and renamed as Corporate Governance Code and Corporate Governance Report ("New CG Code"). The Board is committed to complying with the code provisions as stated in the New CG code to the extent that the directors of the Company ("Directors") consider it is applicable and practical to the Company.

The Company has complied with New CG Code during the period from 1 January 2013 to 31 December 2013, except for the following deviation:

- The Group has an Executive Chairman. No individual has been appointed as a chief executive officer. The Executive Chairman with the assistance of the Group's senior management team oversees and manages the Group's business. Other functions normally undertaken by a chief executive officer of a company are delegated to members of the Group's senior management team. This structure deviates from the code provision of Code that requires the roles of the chairman and the chief executive officer to be separate and not performed by the same individual. The Board has considered this matter carefully and decided not to adopt the provision. The Board believes that the current management structure has been effective in facilitating the operation and development of the Group and its business for a considerable period of time and that the necessary checks and balances consistent with sound corporate governance practices are in place. Accordingly, the Board does not consider it necessary to change the current management structure. However, the Board will review the management structure from time to time to ensure it continues to meet these objectives.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules as a code of conduct regarding directors' securities transactions in 2004. All the members of the Board have confirmed, following specific enquiry by the Company that they have complied with the required standard as set out in the Model Code throughout the year ended 31 December 2013. The Model Code also applies to other specified senior management of the Group.

### 企業管治常規

本公司致力保持高水準之企業管治。本公司董事會(「董事會」)相信，對本集團成長及對保障及提高股東權益，完善及合理的企業管治常規實在不可或缺。於2012年4月1日，香港聯合交易所證券上市規則(「上市規則」)附錄十四所載企業管治常規守則(「前企業管治守則」)經修訂及易名為企業管治守則及企業管治報告(「新企業管治守則」)。董事局承諾，在本公司董事(「董事」)認為適用於本公司及切實可行的前提下，遵守新企業管治守則所載的守則條文行事。

本公司已於2013年1月1日至2013年12月31日期間遵守新企業管治守則的守則條文，惟下列者除外：

- 本集團設有一位執行主席。並無任何人士獲委任為行政總裁。執行主席在本集團高級管理層協助下監督管理本集團之業務。其他一般由行政總裁處理之職務則由本集團高級管理層負責。守則之條文規定主席及行政總裁之職務需要清楚劃分，且不可由同一人擔任，而本集團之管理架構與此有所偏離。董事會已仔細考慮有關事宜，並決定不採納有關條文。董事會相信現行管理架構在過往一直有效地推動本集團及其業務之營運及發展，並已建立符合完善企業管治常規所需之審查及制衡機制。因此，董事會並不認為本集團應改變現有管理架構。然而，董事會將不時檢討管理架構，以確保其持續達致有關目標。

### 董事之證券交易

本公司已於2004年採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易之行為守則。本公司經向所有董事作出具體查詢後，全體董事皆確認於截至2013年12月31日止年度內均遵守標準守則所載之規定標準。標準守則亦適用於本集團之特定高級管理層。

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS

#### Composition and role

The Board comprises:

#### Executive director

Ms. Wai Siu Kee (*Chairman*)

Mr. Lee Man Yan

Mr. Yang Zuo Ning

Ms. Wong Yuet Ming

#### Independent non-executive director

Mr. Wong Kai Tung, Tony

Mr. Wan Chi Keung, Aaron *BBS JP*

Mr. Heng Victor Ja Wei

The Board comprises four executive directors (one of whom is the Chairman) and three independent non-executive directors. The three independent non-executive directors represent more than one-third of the Board. In addition, three of the independent non-executive directors possess appropriate legal, professional accounting qualifications and financial management expertise.

The principal focus of the Board is on the overall strategic development of the Group. The Board also monitors the financial performance and the internal controls of the Group's business operations.

The independent non-executive directors also serve the important function of ensuring and monitoring the basis for an effective corporate governance framework. The Board considers that each independent non-executive director is independent in character and judgment and that they all meet the specific independence criteria as required by the Listing Rules. The Company has received from each independent non-executive director an annual confirmation or confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The independent non-executive directors are explicitly identified in all of the Company's corporate communications.

The Chairman is primarily responsible for drawing up and approving the agenda for each board meeting in consultation with all directors. Notice of at least 14 days have been given to all directors for all regular board meetings and the directors can include matters for discussion in the agenda if necessary. Agenda and accompanying board papers in respect of regular board meetings are sent out in full to all directors within reasonable time before the meeting. Draft minutes of all board meetings are circulated to directors for comment within a reasonable time prior to confirmation.

### 董事會

#### 架構及角色

董事會包括：

#### 執行董事

衛少琦女士(*主席*)

李文恩先生

楊作寧先生

王月明女士

#### 獨立非執行董事

王啟東先生

尹志強先生*BBS太平紳士*

邢家維先生

董事會包括4位執行董事(其中1位為主席)及3位獨立非執行董事。3位獨立非執行董事佔董事會成員三分之一以上。此外，3位獨立非執行董事分別具適當之法律、專業會計師資格及財務管理經驗。

董事會主要著眼於本集團之整體策略及發展。董事會亦監察本集團之財務表現及經營業務之內部監控。

獨立非執行董事亦在確保及監察有效企業管治之架構中擔當非常重要的角色。董事會相信每一位獨立非執行董事均有其獨立性及判斷力，彼等均合乎上市規則規定之特定獨立準則。本公司已接獲各獨立非執行董事根據上市規則第3.13條規定所作出之年度獨立性確認函。而獨立非執行董事均可在本公司所有企業通訊內明確識別。

主席經徵詢全體董事，首要負責草擬及審批每次董事會會議之議程。開會通知最少於常務會議14天前發送予各董事，如需要，董事可要求在議程內加插討論事項。召開常務會議時，一套完整議程連同開會文件會在開會前之合理時間內發送予各董事。草擬的會議紀錄亦會於合理時間內送交各董事省閱，方予確認。

Minutes of board meetings and meetings of board committees are kept by duly appointed secretaries of the respective meetings and all directors have access to board papers and related materials, and are provided with adequate information in a timely manner, which enable the Board to make an informed decision on matters placed before it.

During the year under review, 4 full board meetings were held and the individual attendance of each director is set out below:

Name of director	董事姓名	Number of board meetings attended 出席會議次數
Ms. Wai Siu Kee	衛少琦女士	4
Mr. Lee Man Yan	李文恩先生	4
Mr. Yang Zuo Ning	楊作寧先生	4
Ms. Wong Yuet Ming	王月明女士	4
Mr. Wong Kai Tung, Tony	王啟東先生	4
Mr. Wan Chi Keung, Aaron <i>BBS JP</i>	尹志強先生 <i>BBS太平紳士</i>	4
Mr. Heng Victor Ja Wei	邢家維先生	4

#### APPOINTMENT AND RE-ELECTION OF DIRECTORS

The Company has established the Nomination Committee with specific written terms of reference. It comprises 4 members, namely, Ms. Wai Siu Kee (Chairman of the Nomination Committee), Mr. Wong Kai Tung, Mr. Wan Chi Keung, Aaron and Mr. Heng Victor Ja Wei. For appointment of new Director, the background, experience, professional skills, availability to commit to the affairs of the Company and, in case of INED, the independence requirements set out in the Listing Rules, of the potential appointee will be taken into consideration.

Pursuant to the Articles of Association of the Company, all newly appointed director of the Company shall hold office until the next AGM and shall then be eligible for re-election. Every Director, including those appointed for a specific term shall be subject to retirement by rotation at least once every three years at the AGM. The retiring Directors shall be eligible for re-election.

The Company's circular to be despatched to shareholders of the Company will contain detailed information of the Directors standing for re-election.

董事會及董事委員會之會議紀錄由相關會議所委任之秘書保存，所有董事均有權查閱董事會文件及相關資料及適時地獲提供足夠資料，使董事會可於決策事項前作出有根據的判斷。

於回顧年度內，已召開4次全体董事會，各董事出席情況詳列如下：

Name of director	董事姓名	Number of board meetings attended 出席會議次數
Ms. Wai Siu Kee	衛少琦女士	4
Mr. Lee Man Yan	李文恩先生	4
Mr. Yang Zuo Ning	楊作寧先生	4
Ms. Wong Yuet Ming	王月明女士	4
Mr. Wong Kai Tung, Tony	王啟東先生	4
Mr. Wan Chi Keung, Aaron <i>BBS JP</i>	尹志強先生 <i>BBS太平紳士</i>	4
Mr. Heng Victor Ja Wei	邢家維先生	4

#### 董事的委任及重選

本公司已成立提名委員會，並書面制定其職權範圍，成員共有四名，分別為衛少琦女士（提名委員會主席）、王啟東先生、尹志強先生及邢家維先生。在挑選合適的新董事時，會考慮其背景、經驗、專業技巧及於本公司之供職時間，至於獨立非執行董事，則需符合於上市規則內所列載之獨立性要求。

根據本公司的章程細則，每名獲董事局委任的新董事，他們的任期將直至下屆股東週年大會為止，並符合資格膺選連任。每位董事包括有指定任期之董事須最少每三年於股東週年大會上輪值退任一次。退任董事可獲重選連任。

本公司將於寄發予本公司股東的通函載有有關膺選連任董事的詳情。

# Corporate Governance Report

## 企業管治報告

### AUDIT COMMITTEE

The Audit Committee was established in 2001 and its current members include:

Mr. Heng Victor Ja Wei (*Chairman*)  
Mr. Wong Kai Tung, Tony  
Mr. Wan Chi Keung, Aaron *BBS JP*

The Board considers that each Audit Committee member has broad commercial experience and there is a suitable mix of expertise in accounting, business and legal on the Audit Committee. The composition and members of the Audit Committee complies with the requirements under Rule 3.21 of the Listing Rules. The new written terms of reference which describe the authority and duties of the Audit Committee were adopted in March 2012 to conform to the provisions of the New CG Code, a copy of which is posted on the Company's website.

The Audit Committee meets regularly to review the Group's financial reporting and other information to shareholders, the system of internal controls, risk management and the effectiveness and objectiveness of the audit process. The Audit Committee also provides an important link between the Board and the Company's auditors in matters coming within the scope of its terms of reference and keeps under review the independence and objectivity of the auditors.

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the accounts for the year ended 31 December 2013.

During the year, three Audit Committee meetings were held and the individual attendance of each member is set out below:

### 審核委員會

審核委員會於2001年成立，其現時成員包括：

邢家維先生(主席)  
王啟東先生  
尹志強先生*BBS太平紳士*

董事會認為各審核委員會成員均具備廣泛營商經驗，審核委員會當中兼備合適之會計、商業及法律專業。審核委員會之架構及成員符合上市規則第3.21條之規定。為符合新訂企業管治守則條文，載列審核委員會權限及職責的書面職權範圍已於2012年3月被採納，職權範圍全文已刊載於本公司網頁內。

審核委員會定期開會以檢討本集團之財務匯報及給予股東之其他資料、內部監控系統、風險管理及審核過程之有效性及效能。審核委員會並為董事會及公司核數師之間之重要橋樑，在其職權範圍內持續檢討核數師之獨立性及效能。

審核委員會已與管理層檢討本集團所採納之會計原則及慣例，並已就內部監控及財務匯報等事項進行討論，其中包括審閱截止2013年12月31日止年度之會計賬目。

年內，共召開3次審核委員會會議，個別成員的出席情況詳列如下：

Name of member	成員姓名	Number of attendance	出席次數
Mr. Heng Victor Ja Wei	邢家維先生	3	3
Mr. Wong Kai Tung, Tony	王啟東先生	3	3
Mr. Wan Chi Keung, Aaron <i>BBS JP</i>	尹志強先生 <i>BBS太平紳士</i>	3	3

## REMUNERATION COMMITTEE

The Remuneration Committee was established in 2005 and its current members include:

Mr. Heng Victor Ja Wei (*Chairman*)  
Mr. Wong Kai Tung, Tony  
Mr. Wan Chi Keung, Aaron *BBS JP*

All members of the Remuneration Committee are independent non-executive directors. The Remuneration Committee advises the Board on the Group's overall policy and structure for the remuneration of directors and senior management. The Remuneration Committee ensures that no director or any of his associate is involved in deciding his own remuneration. The new terms of reference of the Remuneration Committee were adopted in March 2012 to conform to the provisions of the New CG Code, a copy of which is posted on the Company's website.

In determining the emolument payable to directors, the Remuneration Committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and the desirability of performance-based remuneration.

The Remuneration Committee has met during the year to determine the policy for the remuneration of directors and assess performance of executive directors and certain senior management and all members have attended in the meeting.

### Auditors' Remuneration

For the year ended 31 December 2013, the auditors of the Company only provided audit services to the Company.

## 薪酬委員會

於2005年成立，其現時成員包括：

邢家維先生(主席)  
王啟東先生  
尹志強先生*BBS太平紳士*

所有薪酬委員會成員均為獨立非執行董事。薪酬委員會為本集團董事及高級管理層之薪酬之整體政策及架構向董事會作出建議。薪酬委員會確保概無董事或其任何聯繫人參與釐定其本身之薪酬。為符合新訂企業管治守則條文，薪酬委員會新訂的職權範圍已於2012年3月被採納，並已刊載於本公司網頁內。

在釐定應付予董事之酬金時，薪酬委員會乃考慮各項因素，包括同業薪金水平，董事所奉獻之時間及其職責，集團內部的僱傭情況及與表現掛鉤之酬金。

薪酬委員會已於本年度開會以釐定董事之酬金政策及評估執行董事及若干高級管理層之表現，所有成員均有出席會議。

### 核數師薪酬

於截止2013年12月31日止年度，本公司的核數師只向本公司提供核數服務。

# Corporate Governance Report

## 企業管治報告

### NOMINATION COMMITTEE

The Nomination Committee was established in March 2012 and its current members include:

Ms. Wai Siu Kee (*Chairman*)  
Mr. Heng Victor Ja Wei  
Mr. Wong Kai Tung, Tony  
Mr. Wan Chi Keung, Aaron *BBS JP*

The majority members are independent non-executive directors. The Nomination Committee has the duty of reviewing annually the board structure and composition.

The terms of reference of the Nomination Committee were adopted in March 2012 to confirm to the provision of the New CG Code, a copy of which is posted on the Company's website.

The Nomination Committee has met during the year to approve and adopt its terms of reference, all members have attended in the meeting.

### BOARD DIVERSITY

During the year, the Company continued to monitor the board composition with regard to its diversity policy which requires board appointments to be made based on merit and candidates to be considered against an objective criteria, including diversity. In order to maintain an appropriate mix and balance of talent, skills, experience and background on the Board, the Nomination Committee developed measurable objectives to implement this policy and monitored progress towards achieving these objectives during the year ended 31 December 2013.

The current board composition was also evaluated by reference to, among other things, the age, gender, cultural and educational background and professional experience of each director, against the Company's business model and specific needs.

The Company believes diversity is important to enhance the Board's effectiveness by encouraging a diversity of perspectives and to maintain high standards of corporate governance. The Company will continue to monitor and develop new objectives for implementing and achieving improved diversity on the Board as and when it considers appropriate with regard to the specific needs of the Company and the market from time to time.

### 提名委員會

提名委員會於2012年3月成立，現時成員包括：

衛少琦女士(*主席*)  
邢家維先生  
王啟東先生  
尹志強先生*BBS太平紳士*

其大部份成員均為獨立非執行董事。提名委員會有責任每年檢討董事會架構及組成。

提名委員會的職權範圍已於2012年3月被採納，並已刊載於本公司網頁內，以符合新訂企業管治守則的規定。

提名委員會已於本年度開會以通過採納其書面職權範圍，所有成員均有出席會議。

### 董事會多元化

年內，本公司繼續監察董事會組成的多元化政策，該政策要求董事會委任以用人唯才為原則，並以多元化等客觀條件考慮董事人選。截至二零一三年十二月三十一日止年度，提名委員會為維持適當的才能、技能、經驗和背景之組合及平衡，已訂立可計量目標以實施上述政策，並監察達成有關目標的進度。

本公司亦參照每名董事的年齡、性別、文化背景、教育背景以及專業經驗等方面，因應本公司的業務模式及具體需求評核現任董事會的組成。

本公司深信，多元化政策能夠鼓勵不同觀點百花齊放，對提升董事會效能及維持高水平企業管治至關重要。本公司將繼續因應本公司和市場不時的具體需求，在其認為有需要時監察及訂立新目標，藉以執行及達至董事會的多元性。

## TRAINING FOR DIRECTORS

Each newly appointed Director receives comprehensive, formal and tailored induction on his appointment, so as to ensure that he has appropriate understanding of the business and operations of the Group and that he is fully aware of his responsibilities and obligations under the Listing Rules and relevant regulatory requirements. There are also arrangements in place for providing continuing briefing and professional development to Directors at the Company's expenses whenever necessary.

The Company provides regular updates and presentations on changes and developments relating to the Group's business and the legislative and regulatory environments to the Directors at Board meetings or through emails.

The Directors are committed to complying with Code Provision A.6.5 of the New CG Code which came into effect on 1 April 2012 on Directors' training. All Directors have participated in continuous professional development to develop and refresh their knowledge and skills and provided a record of training they received for the year ended 31 December 2013 to the Company. The type of training received is summarized below:

- reading regulatory updates; and
- attending seminars/forum/workshops relevant to the directors' duties.

## COMPANY SECRETARY

Ms. Wong Yuet Ming joined the Group in 2004 and has been the company secretary of the company since 2006. She is responsible for advising the Board on governance matters and facilitates induction and professional development of the Directors. The appointment and dismissal of the company secretary are subject to the Board approval in accordance with the Articles of Association. Pursuant to Rule 3.29 of the Listing Rules which came into effect on 1 January 2012, the company secretary has taken no less than 15 hours of relevant professional training in the year under review.

## INTERNAL CONTROLS

The Board has overall responsibility for the system of internal controls of the Group and for reviewing its effectiveness. The Board is committed to implementing an effective and sound internal controls system to safeguard the interest of shareholders and the Group's assets. The Board has delegated to executive management the implementation of the system of internal controls and reviewing of all relevant financial, operational, compliance controls and risk management function within an established framework.

## 董事培訓

各新委任董事獲委任時均會獲得一項全面、正規及切合個人需要的入職指引，以確保彼等對本集團業務及運作有恰當的了解，並全面知悉其根據上市規則及有關法例規定下之職責及責任。在有需要時，本公司亦會安排向董事提供持續簡介及專業發展，費用由本公司承擔。

本公司就本集團業務發展及立法及監管環境之變動，於董事局會議內或通過發送電子郵件向董事提供定期更新及呈列。

董事承諾遵守由2012年4月1日起生效之新企業管治守則有關董事培訓之守則條文第A.6.5條，截至2013年12月31日止年度，全體董事均有參與發展及更新彼等知識及技能之持續專業發展，並已向本公司提供彼等所接受培訓的類型如下：

- 閱讀法例更新資料；及
- 出席有關董事職責的講座／研討會／工作坊。

## 公司秘書

王月明女士於2004年加入本集團，自2006年起擔任本公司的公司秘書一職。彼負責就管治事宜向董事局提供意見，並安排董事的入職培訓及專業發展。公司秘書的委任及撤職須經董事局根據公司細則批准。於回顧年度內，根據於2012年1月1日起生效之上市規則第3.29條，公司秘書已接受不少於十五個小時之相關專業培訓。

## 內部監控

董事會全面負責本集團之內部監控系統及檢討其是否有效。董事會致力實行有效及完善之內部監控系統以保障股東利益及本集團資產。董事會已指派執行管理層在設定之範疇內實行內部監控系統及檢討所有相關財政、營運、遵守法則監控及風險管理功能。



# Corporate Governance Report

## 企業管治報告

### DIRECTORS' RESPONSIBILITY STATEMENT

The directors are responsible for the preparation of accounts for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. In preparing the accounts for the year ended 31 December 2013, the directors have selected suitable accounting policies and applied them consistently; adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards; made adjustments and estimates that are prudent and reasonable; and have prepared the accounts on the going concern basis. The directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group.

### SHAREHOLDERS' RIGHTS

The Company has only one class of shares. All shares have the same voting rights and are entitled to the dividend declared. The rights of the shareholders of the Company ("Shareholders") are set out in Company's Articles or Association.

Shareholders of the Company can: (i) convene an extraordinary general meeting; (ii) forward enquiries to the board of directors; (iii) forward proposals at shareholders' meetings and (iv) nominate Directors for election. Details of relevant procedures are available on the Company's website.

### INVESTOR RELATIONS AND COMMUNICATION

The Board is committed to providing clear and full information about the Group's performance to shareholders through the publication of interim results and annual results in a timely manner. In addition to dispatching circulars, notices and financial reports to shareholders, additional information is also available to shareholders on the website of the Company.

The annual general meeting provides a useful forum for shareholders to raise comments and exchange views with the Board. Shareholders are encouraged to attend annual general meetings for which the Company gives at least 21 days' notice. The Chairman and Directors and external auditors are available to answer questions on the Company's businesses at the meeting.

Separate resolutions are proposed at the general meetings on each substantially separate issue, including the election of individual directors. In addition, poll voting procedure is included in the circular to shareholders dispatched together with the annual report.

### CONSTITUTIONAL DOCUMENTS

There was no significant change in the Company's constitutional documents for the year ended 31 December 2013.

### 董事的職責

董事須負責編製各財政期間能真實與公正地反映本集團之財政狀況及該期間之業績及現金流量之賬目。在編製截止2013年12月31日止年度之賬目時，董事已貫徹採用合適之會計政策，採納合適的香港財務報告準則及香港會計準則，作出審慎及合理的調整及評估，及在持續進行有關業務之基準而編製。董事並須負責保存適當之會計紀錄，以能合理準確地披露本集團任何時候之財務狀況。

### 股東權利

本公司僅擁有一類股份，所有股份均擁有相同的投票權並可獲派已宣派之股息。本公司股東（「股東」）的權利載於本公司細則。

本公司股東可以(i)召開股東特別大會；(ii)向董事會提出查詢；及(iii)在股東大會上提出建議；及(iv)提名候選董事；相關程序詳情可於本公司網站查閱。

### 與投資者交流及溝通

董事會致力透過刊發中期業績及年度業績，適時地將本集團之表現清晰及全面地提供予股東。除發送通函、通告及財務報告予股東，股東亦可透過本公司網頁獲取額外資訊。

股東週年大會提供一個良好的平台讓股東向董事會發表及交流意見。本公司發出不少於21天之通告以鼓勵股東出席股東週年大會。主席、董事及外聘核數師均會列席會議以便回答本公司業務上之提問。

各重大獨立事項(包括個別董事之選任)均會於股東週年大會上單獨提呈決議案。此外，載有投票表決程序之通函會與年報一併寄發予股東。

### 組織章程文件

本公司之組織章程文件於截至2013年12月31日止年度並無重大變動。

# Profile of Directors and Senior Management

## 董事及高級管理層簡介

### EXECUTIVE DIRECTOR

**Ms. WAI Siu Kee**, aged 69, Chairman of the Company who joined the Group since its establishment in 1976. She is also the founder, chairman and chief executive officer of Lee & Man Handbags Holding Limited (Stock Code: 1488). Ms. Wai has more than 48 years of experience in the manufacturing industry. She is responsible for the development of corporate strategies, corporate planning and overall management of the Group and in particular the marketing and development of the business of the Group. Ms. Wai is the honorary permanent president of the Hong Kong Baptist University Foundation.

**Mr. LEE Man Yan**, aged 36, an Executive Director and Managing Director of the Group. He is in charge of the corporate and strategic planning of the chemical business segment, and is responsible for the procurement, staff recruitment, public relations in the PRC and management operations of the chemical business. He graduated from the University of British Columbia, Canada with a bachelor's degree in commerce. He joined the Group in 2000. Mr. Lee is a son of Ms. Wai Siu Kee, the Group's Chairman. Mr. Lee is also a member of Chinese People's Political Consultative Committee of Jiangxi.

**Mr. YANG Zuo Ning**, aged 52, an Executive Director and Deputy Managing Director of the Group. He joined the Group in 2006. He is a national acclaimed senior engineer and has 31 years of production experience in chlor-alkali industries. He is responsible for the production supervision, corporate strategic planning and general management of Jiangsu Lee & Man Chemical Ltd.

**Ms. WONG Yuet Ming**, aged 49, an Executive Director, Financial Controller and Company Secretary of the Group. She is also the company secretary of Lee & Man Handbags Holding Limited (Stock Code: 1488). She joined the Group in 2004 and has over 24 years of experience in the field of auditing and accounting. She holds a master's degree in business administration from the University of Surrey, United Kingdom. She is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. She is responsible for the supervision and management of the Group's financial matters.

### 執行董事

**衛少琦女士**，69歲，本集團主席，於本集團在1976年成立時加入。彼同時是理文手袋有限公司(股份代號：1488)的創始人、主席兼行政總裁。衛女士於製造業積逾48年經驗。彼負責本集團的企業策略、企業策劃及集團整體管理的發展，尤其是本集團業務的市場推廣及發展。衛女士現擔任香港浸會大學基金永遠榮譽主席。

**李文恩先生**，36歲，本集團執行董事及董事總經理。彼負責本集團化工業務之整體策略規劃，並負責化工機械物料採購，人事聘任，維繫與國內政府機構關係及日常營運管理工作。彼畢業於加拿大英屬哥倫比亞大學，持有商學士學位，彼於2000年加入本集團。李先生為本集團主席衛少琦女士之兒子。李先生亦為江西省政協委員會委員。

**楊作寧先生**，52歲，本集團執行董事及董事副總經理。彼於2006年加入本集團。彼持有國家高級工程師職稱，擁有31年氯鹼化工生產技術之經驗。彼負責江蘇理文化工有限公司之生產監督、整體策略策劃及日常管理工作。

**王月明女士**，49歲，本集團執行董事、財務總監兼公司秘書。彼同時是理文手袋有限公司(股份代號：1488)的公司秘書。彼於2004年加入本集團，擁有逾24年核數及會計經驗，持有英國倫敦蘇里大學之工商管理碩士學位。王女士為英國特許公認會計師公會之資深會員，亦為香港會計師公會會員。彼負責本集團之財務監督及管理。

## Profile of Directors and Senior Management

### 董事及高級管理層簡介

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. WONG Kai Tung, Tony**, aged 71, an Independent Non-Executive Director of the Group. He has been a practicing lawyer in Hong Kong since 1968 and has also been admitted as a solicitor in England and Wales. He is currently a consultant at Messrs. Hastings & Co., Solicitors and Notaries.

**Mr. WAN Chi Keung, Aaron** *BBS, JP*, aged 64, an Independent Non-Executive Director of the Group. He holds a Master Degree in Business Administration of the Chinese University of Hong Kong and a Master Degree in Buddhist studies of the University of Hong Kong, also an associate of the Institution of Business Agents, a member of the Land Institute (London), an associate of the Chartered Institute of Arbitrators and a fellow of The Institute of Administrative Accounting. He is engaged in the business of property and chattel valuation and auction and has over 30 years of related experience.

**Mr. HENG Victor Ja Wei**, aged 36, an Independent Non-Executive Director of the Group. He is a partner of Morison Heng, Certified Public Accountants. He holds a master of science degree of the Imperial College of Science, Technology and Medicine, the University of London. He is a member of The Association of Chartered Certified Accountants and member of The Hong Kong Institute of Certified Public Accountants. Mr. Heng serves as an independent non-executive director in China Fire Safety Enterprise Group Limited (Stock Code: 0445), Matrix Holdings Limited (Stock Code: 1005), Lee & Man Handbags Holding Limited (Stock Code: 1488) whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. He also serves as the company secretary and authorized representative of China Life Insurance Company Limited (Stock Code: 2628).

#### 獨立非執行董事

王啟東先生，71歲，本集團獨立非執行董事。彼自1968年以來為香港之執業律師，亦為英格蘭及威爾斯執業事務律師。彼現任希仕廷律師行之顧問。

尹志強先生 *BBS*，*太平紳士*，64歲，本集團獨立非執行董事。彼持有香港中文大學工商管理碩士學位及香港大學佛學碩士學位，亦為英國商業經紀學會會員、英國倫敦土地學會會員、英國皇家仲裁學會會員及英國管理會計師學會之資深會員。彼從事物業及動產估值及拍賣業務，並具有超過30年相關經驗。

邢家維先生，36歲，本集團獨立非執行董事。彼為華利信會計師事務所的合夥人。彼擁有英國倫敦大學帝國理工學院理學碩士學位。彼為英國特許公認會計師公會會員及香港會計師公會會員。彼於香港聯合交易所有限公司主板上市的中國消防企業集團有限公司(股份代號：0445)、美力時集團有限公司(股份代號：1005)、理文手袋集團有限公司(股份代號：1488)。並且，邢先生並於中國人壽保險股份公司(股份代號：2628)擔任公司秘書及授權代表。

**SENIOR MANAGEMENT**

**Mr. LAM Hiu Fung**, aged 43, Deputy Financial Controller of the Group. He joined the Group in 2005 and has 20 years of experience in financial management. He holds a bachelor's degree in Accountancy from City University of Hong Kong and a master's degree in International Business from the Chinese University of Hong Kong. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He is responsible for the supervision on the financial matters, tax issues and general management of Jiangsu Lee & Man Chemical Limited.

**Mr. HUI Jun, Dan**, aged 59, Sales Director of the Group. He joined the Group in 2005 and has over 32 years experience in sales, marketing and business development in overseas and PRC enterprises. He is responsible for developing the Company's sales strategies, exploring potential markets and logistics management of Jiangsu Lee & Man Chemical Ltd.

**Mr. XIA Xu Dong**, aged 39, Director of Production of Jiangsu Lee & Man Chemical Ltd. He joined the Group in 2006 and has 17 years of production experience in chlor-alkali industries. He is responsible for the production and general management of Jiangsu Lee & Man Chemical Ltd.

**Dr. TSE Man Kin**, aged 42, Director of Research & Development of the Group. He joined the Group in 2008 and has 19 years of experience in chemical research and research management. He holds a Ph.D in Chemistry from the Chinese University of Hong Kong and is a member of the American Chemical Society. He is responsible for the research and development of Jiangsu Lee & Man Chemical Ltd.

**Mr. WU Zeng Long**, aged 44, Director of Sales of Jiangsu Lee & Man Chemical Limited. He joined the Group in 2007 and has 21 years of experience in sales, marketing and business development. He holds a bachelor's degree in applied chemistry. He is responsible for sales and logistics activities of Jiangsu Lee & Man Chemical Ltd.

**Mr. CHEAH Ming Huat**, aged 41, Financial Controller of Jiangxi Lee & Man Chemical Limited. He joined the Group in 2011 and has 16 years of experience in financial management. He is a fellow member of the Association of Chartered Certified Accountants and chartered accountant of Malaysian Institute of Accountants. He is responsible for the supervision on the financial matters, treasure management, internal control, tax issues and general management of Jiangxi Lee & Man Chemical Limited.

**高級管理層**

**林曉峰先生**，43歲，本集團副財務總監。彼於2005年加入本集團，擁有20年財務管理經驗。彼持有香港城市理工大學會計學學士及香港中文大學國際商業碩士學位。彼為英國特許公認會計師公會之資深會員，亦為香港會計師公會會員。彼負責江蘇理文化工有限公司之財務監督，稅務及日常管理。

**許俊先生**，59歲，本集團銷售總監。彼於2005年加入本集團，曾任職於海外及國內多家企業，擁有逾32年之銷售，市場推廣及業務發展工作經驗。彼負責江蘇理文化工有限公司之銷售策略，業務拓展及物流管理工作。

**夏旭東先生**，39歲，江蘇理文化工生產總監。彼於2006年加入本集團，擁有17年氯鹼行業生產技術之經驗。彼負責江蘇理文化工有限公司之生產及日常管理工作。

**謝文健博士**，42歲，研發部總監。彼於2008年加入本集團，擁有19年化學研究及研發管理經驗。彼持有香港中文大學化學博士學位及為美國化學學會成員。彼負責江蘇理文化工有限公司之研發工作。

**吳增龍先生**，44歲，江蘇理文化工銷售總監。彼於2007年加入本集團，擁有近21年銷售管理、市場推廣、業務發展工作經驗。彼持有應用化學學士學位。彼負責江蘇理文化工有限公司之銷售及物流工作。

**謝銘軒先生**，41歲，江西理文化工財務總監。彼於2011年加入本集團，擁有16年財務管理經驗。彼為英國特許會計師公會之資深會員及馬來西亞會計師公會之註冊會計師資格。彼負責江西理文化工有限公司之財務監督，資金管理，內部監控，稅務及日常工作。

# Directors' Report

## 董事會報告

The directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2013.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company and the Group is principally engaged in the manufacture and sale of chemical products.

The activities of its principal subsidiaries are set out in note 35 to the consolidated financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2013 are set out in the consolidated statement of profit or loss and other comprehensive income on page 29.

An interim dividend of HK7 cents per share amounting to HK\$57,750,000 in aggregate was paid to the shareholders during the year.

The directors now recommend the payment of a final dividend of HK7 cents per share to the shareholders on the register of members on 23 May 2014, amounting to HK\$57,750,000 in total, and the retention of the remaining profit for the year of HK\$193,232,000.

### PROPERTY, PLANT AND EQUIPMENT

During the year, the Group acquired property, plant and equipment at a cost of approximately HK\$980,907,000 for the purpose of expanding its business. Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 14 to the consolidated financial statements.

董事會謹此提呈截至2013年12月31日止年度之董事會報告及經審核綜合財務報表。

### 主要業務

本公司為一間投資控股公司及集團主要從事生產及銷售化工產品。

其主要附屬公司之業務概況載於財務報表附註35。

### 業績及分派

本集團截至2013年12月31日止年度之業績載於第29頁之綜合損益及其他全面收益表。

年內已向股東派發中期股息每股7港仙總額57,750,000港元。

董事建議派發末期股息每股7港仙予於2014年5月23日名列股東名冊之股東，總額為57,750,000港元，年內保留溢利之保留額為193,232,000港元。

### 物業、廠房及設備

年內本集團添置約980,907,000港元之物業、廠房及設備主要為擴充本集團之業務。上述及本集團物業、廠房及設備於年內變動之詳情載於綜合財務報表附註14。

## DIRECTORS

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

### Executive directors

Ms. Wai Siu Kee (*Chairman*)  
Mr. Lee Man Yan  
Mr. Yang Zuo Ning  
Ms. Wong Yuet Ming

### Independent non-executive directors

Mr. Wong Kai Tung, Tony  
Mr. Wan Chi Keung, Aaron *BBS JP*  
Mr. Heng Victor Ja Wei

In accordance with the provisions of the Company's Articles of Association, Mr. Wan Chi Keung, Aaron and Mr. Heng Victor Ja Wei will retire at the forthcoming annual general meeting and being eligible, will offer themselves for re-election.

The term of office of each of the other independent non-executive directors is the period up to his retirement as required by the Company's Articles of Association.

## DIRECTORS' SERVICE CONTRACTS

Ms. Wai Siu Kee has entered into a service agreement with the Company on 1 September 2011 for a period of 3 years, which will continue thereafter unless and until terminated by either party by three months' prior written notice.

Mr. Lee Man Yan has entered into a service agreement with the Company for an initial period of three years commencing 16 August 2013, which will continue thereafter unless and until terminated by either party by three months' prior written notice.

Mr. Yang Zuo Ning and Ms. Wong Yuet Ming have each renewed into a service agreement with the Company for a fixed term of one year commencing 27 June 2013, which will be terminated by either party by three months' prior written notice.

## 董事

於本年度及截至本報告日止，本公司之董事為：

### 執行董事

衛少琦女士(主席)  
李文恩先生  
楊作寧先生  
王月明女士

### 獨立非執行董事

王啟東先生  
尹志強先生*BBS太平紳士*  
邢家維先生

根據本公司組織章程細則，尹志強先生及邢家維先生須於應屆之股東週年大會告退，惟彼等均有資格並願意膺選連任。

獨立非執行董事之任期，直至其須根據本公司組織章程細則之規定退任為止。

## 董事之服務合約

衛少琦女士於2011年9月1日與本公司訂立服務協議，為期3年，此後一直存續，除非及直至任何一方向另一方發出三個月事前書面通知予以終止為止。

李文恩先生已與本公司訂立服務協議，年期由2013年8月16日起計為期3年，此後一直存續，除非及直至任何一方向另一方發出三個月事前書面通知予以終止為止。

楊作寧先生及王月明女士各自於2013年6月27日與本公司重新訂立服務協議，為期1年，而任何一方向另一方發出三個月事前書面通知可予以終止。

# Directors' Report

## 董事會報告

### DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

### 董事於股份及相關股份中之權益

At 31 December 2013, the interests and short positions of directors and chief executives of the Company and their associates in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (the "SFO") which have been notified of the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

於2013年12月31日,本公司各董事及最高行政人員及彼等之聯繫人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)的股份及相關股份中,擁有並須根據證券及期貨條例第XV部第7及8分部已知會本公司及香港聯合交易所有限公司(「聯交所」)的有關權益或淡倉,或已記錄於證券及期貨條例第352條須存置之登記冊,或已根據聯交所證券上市規則(「上市規則」)之上市公司董事進行證券交易之標準守則(「標準守則」)知會本公司及聯交所之權益及淡倉如下:

#### (a) Long positions in shares of the Company

#### (a) 於本公司股份之好倉

Ordinary shares of HK\$0.10 each of the Company

本公司每股0.1港元之普通股

Name of director 董事姓名	Capacity 身份	Number of issued ordinary shares held 普通股數目	Percentage of the issued share capital of the Company 佔已發行股本百分比
Lee Man Yan 李文恩	Held by controlled corporation 由受控法團持有	618,750,000 (note) (附註)	75%

note: These shares are held by Fortune Star Tradings Ltd. ("Fortune Star").

附註:上述股份乃由 Fortune Star Tradings Ltd. (「Fortune Star」)持有。

#### (b) Share options

#### (b) 購股權

Name of director 董事姓名	Capacity 身份	Number of ordinary shares subject to options granted 已授出購股權之普通股數目	Percentage of the issued share capital of the Company 佔已發行股本百分比
Lee Man Yan 李文恩	Beneficial Owner 實益擁有人	82,500,000	10%

**DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES (CONTINUED)****董事於股份及相關股份中之權益(續)****(c) Long positions in shares of the associated corporations of the Company****(c) 於本公司相聯法團之股份好倉**

Name of Director	Capacity	Name of associated company	Number of issued ordinary shares held	Percentage of the issued shares of the associated company
董事姓名	身份	相聯法團名稱	所持已發行普通股數目	佔相聯法團已發行股本百分比
Lee Man Yan 李文恩	Beneficial owner 實益擁有人	Fortune Star	45 (note) (附註)	45%

note: As Fortune Star owns more than 50% of the Company, Fortune Star is an associated corporation of the Company under the SFO. The entire issued share capital of Fortune Star is owned by Mr. Lee Man Yan, a Director, as to 45% and Mr. Lee Wan Keung as to the remaining 55%. Ms. Wai Siu Kee is a director of Fortune Star.

附註：由於Fortune Star擁有本公司50%以上權益，根據證券及期貨條例，Fortune Star為本公司之相聯法團。Fortune Star之全部已發行股本由董事李文恩先生持有45%及李運強先生持有餘下之55%，衛少琦女士為Fortune Star之董事。

Other than disclosed above, none of the directors or the chief executive, or any of their associates, had any interests or short positions in any shares and underlying shares of the Company or any of its associated corporations, which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

除上文所披露，概無本公司董事或最高行政人員或彼等之聯繫人於本公司或其任何相聯法團之股份、相關股份或債權證中，擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所、或根據證券及期貨條例第352條須記錄於該條例所指之登記冊、或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

**SHARE OPTIONS**

A share option scheme was adopted by the Company on 14 December 2001, under which the directors or the chief executive of the Company or their associates may be granted options to subscribe for shares in the Company.

**購股權**

本公司於2001年12月14日採納一項購股權計劃，據此本公司之董事或最高行政人員或彼等之聯繫人可獲授予購股權以認購本公司股份。

Details of the share option scheme and movement of the share options during the year are set out in note 28 to the consolidated financial statements.

於年內本公司購股權計劃及購股權變動之詳情載於綜合財務報表附註28。

**ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES**

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

**購買股份或債券之安排**

除上文購股權權益所披露外，本公司、其控股公司、或其任何附屬公司或同系集團附屬公司於本期間任何時間內，概無參與任何安排，使本公司董事藉購入本公司或任何其他法人團體之股份或債券而獲得利益。



# Directors' Report

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS

At 31 December 2013, shareholders (other than directors and chief executive 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 Division 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

Ordinary shares of HK\$0.10 each of the Company

Name of shareholders 股東姓名	Capacity 身份	Number of issued ordinary shares held 普通股數目	Percentage of the issued share capital of the Company 佔已發行股本百分比
Fortune Star	Beneficial owner 實益擁有人	618,750,000	75%

Other than disclosed above, as at 31 December 2013, the Company has not been notified by any persons (other than directors and chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provision 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.

### CONNECTED TRANSACTIONS

Details of the related party transactions for the year are set out in note 33 to the consolidated financial statements which are also the discloseable connected transaction pursuant to Listing Rules. In the opinion of the independent non-executive directors, these transactions entered into by the Group were:

- (i) in the ordinary and usual course of business of the Group;
- (ii) either (a) on normal commercial terms; or (b) where there was no available comparison, on terms that were fair and reasonable so far as the shareholders of the Company were concerned;
- (iii) either (a) in accordance with the terms of the agreements; or (b) where there were no such agreements, on terms no less favourable than those available to or from independent third parties; and
- (iv) within the relevant cap amounts as agreed by the Stock Exchange.

Save as disclosed above, there were no other transactions which need to be disclosed as connected transactions in accordance with the requirements of the Listing Rules.

### 主要股東

於2013年12月31日，股東(本公司董事或最高行政人員除外)於本公司之股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部已向本公司披露、或已記錄於根據證券及期貨條例第336條須由本公司存置之登記冊之權益及淡倉如下：

#### 好倉

本公司每股0.1港元之普通股

除上文所披露，於2013年12月31日，概無任何其他人士(本公司董事或最高行政人員除外)通知本公司，指其在本公司之股份或相關股份中，擁有任何根據證券及期貨條例第XV部第2及3分部須向本公司披露、或已記錄於根據證券及期貨條例第336條須由本公司存置之登記冊之權益及淡倉。

### 關連交易

根據上市規則，有關本年度須予披露之關連交易之詳情載於綜合財務報表附註33。各獨立非執行董事認為，本集團進行該等交易乃：

- (i) 在本集團日常及一般業務中進行；
- (ii) 按(a)正常商業條款；或(b)當無可比較例子，其條款對本公司股東而言乃屬公平合理；
- (iii) 按(a)協議條款；或(b)當無此等協議時，不遜於給予或自獨立第三者所得之條款；及
- (iv) 所涉及金額不超逾與聯交所議定之有關最高限額。

除上文所披露外，並無任何其它交易須按上市規則之要求須予披露為關連交易。

**DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE**

Other than as disclosed under the heading "Connected transactions", no contracts of significance to which the Company, its holding company or any of its fellow subsidiaries and subsidiaries was a party and in which a director of the Company had a material interest, whether directly and indirectly, subsisted at the end of the year or at any time during the year.

**MAJOR CUSTOMERS AND SUPPLIERS**

During the year, the aggregate sales attributable to the Group's five largest customers were less than 30% of total revenue.

The aggregate purchases during the year attributable to the Group's five largest suppliers were approximately 54% of the Group's total purchases and the purchases attributable to the Group's largest supplier were approximately 19% of the Group's total purchases.

None of the directors, their associates or any shareholders which, to the knowledge of the directors, owned more than 5% of the Company's issued share capital had any interest in the share capital of any of the five largest customers of the Group.

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

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

**PRE-EMPTIVE RIGHTS**

There are no provision 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.

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

**董事於重大合約中之權益**

除「關連交易」一段所披露外，本公司、其控股公司或其任何同系集團附屬公司於年終或年內任何時間概無參與訂立與本公司董事有直接或間接重大權益之重要合約。

**主要客戶及供應商**

年內本集團五大客戶之累計銷貨少於本集團之總營業額30%。

年內本集團之五大供應商之累計購貨約佔本集團總購貨額54%，而本集團最大供應商之購貨佔本集團總購貨約19%。

概無董事、彼等之聯繫人或董事所知擁有本公司已發行股本5%以上之任何股東，擁有本集團五大客戶任何股本權益。

**購買、出售或贖回本公司之上市證券**

本公司及其任何附屬公司於年內概無購買、出售或贖回本公司之上市證券。

**優先購股權**

本公司之組織章程細則或開曼群島法例均無有關優先購股權之條文，規定本公司須按持股比例向現有股東發售新股份。

**獨立非執行董事**

根據上市規則第3.13條之指引，每名獨立非執行董事已向本公司確認其年度之獨立性，本公司認為所有獨立非執行董事確屬獨立人士。

# Directors' Report

## 董事會報告

### EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to directors and eligible employees. Details of the scheme are set out in note 28 to the consolidated financial statements.

### SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2013.

### AUDITOR

A resolution will be submitted to the annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

**Wai Siu Kee**

CHAIRMAN

Hong Kong, 17 March 2014

### 酬金政策

本集團僱員之酬金政策由薪酬委員會設立，乃按僱員之功績、專業資格及才能而釐定。

本公司董事之酬金由薪酬委員會按本公司之經營業績、其個人之工作表現及相對之市場狀況而釐定。

本公司已採納一項購股權計劃，作為對董事及合資格僱員之獎勵，計劃詳情載於綜合財報表附註28。

### 足夠公眾持股量

本公司於截至2013年12月31日止整個年度內皆保持足夠公眾持股量。

### 核數師

有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於股東週年大會上提呈。

代表董事會

主席

衛少琦

香港，2014年3月17日

# Independent Auditor's Report

## 獨立核數師報告

# Deloitte.

## 德勤

**TO THE MEMBERS OF LEE & MAN CHEMICAL COMPANY LIMITED**  
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Lee & Man Chemical Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 29 to 113, which comprise the consolidated statement of financial position as at 31 December 2013, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

### **AUDITOR'S RESPONSIBILITY**

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

致理文化有限公司股東  
(於開群島註冊成立之有限公司)

本核數師行已審核載於第29頁至第113頁理文化有限公司(「貴公司」)及其附屬公司(「統稱為「貴集團」)之綜合財務報表，此等財務報表包括於2013年12月31日之綜合財務狀況表，與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

### **董事就綜合財務報表須承擔之責任**

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定編制真實及公平之綜合財務報表，及落實其認為編制綜合財務報表所必要之有關內部監控，以使綜合財務報表並無因欺詐或錯誤而導致之重大錯誤陳述。

### **核數師之責任**

本核數師行之責任是根據本行之審核結果，對該等綜合財務報表作出意見，並根據雙方協議條款，僅向整體股東報告，而不作其他用途。本核數師行概不就本報告之內容向任何其他人士負責或承擔任何責任。本核數師行已根據香港會計師公會頒佈的香港審計準則進行審核工作。該等準則要求我們遵守道德規範並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

# Independent Auditor's Report

## 獨立核數師報告

### AUDITOR'S RESPONSIBILITY (CONTINUED)

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

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

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2013, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*

Hong Kong 17 March 2014

### 核數師之責任(續)

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編制真實及公平之綜合財務報表相關的內部監控，以因應不同情況設計適當之審核程序，但並非為對公司之內部監控是否有效而作出意見。審核工作亦包括評價董事所採用之會計政策之合適性及所作出之會計評估之合理性，以及評價綜合財務報表之整體呈報方式。

本核數師行相信，本行所獲得之審核憑證是充足和適當地為本行之審核意見提供基礎。

### 意見

本核數師行認為，本綜合財務報表足以真實並公平地反映 貴集團於2013年12月31日之財務狀況及 貴集團截至該日止年度之溢利及現金流量，並已根據香港財務報告準則及香港公司條例之披露規定而妥善編制。

**德勤 • 關黃陳方會計師行**  
*執業會計師*

香港，2014年3月17日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

		Notes 附註	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Revenue	收入	5 & 6	<b>1,329,131</b>	1,520,512
Cost of sales	銷售成本		<b>(855,224)</b>	(998,257)
Gross profit	毛利		<b>473,907</b>	522,255
Other income	其他收入	7	<b>177,449</b>	144,630
Net gain from fair value changes on derivative financial instruments	衍生金融工具淨收益		<b>13,967</b>	6,970
Selling and distribution costs	銷售及分銷成本		<b>(60,954)</b>	(58,312)
General and administrative expenses	行政費用		<b>(104,120)</b>	(106,788)
Research and development cost	研發費用		<b>(77,393)</b>	(51,433)
Finance costs	融資成本	9	<b>(48,359)</b>	(38,046)
Share of profit (loss) of joint ventures	應佔合營運作溢利(虧損)		<b>460</b>	(325)
Profit before taxation	除稅前溢利		<b>374,957</b>	418,951
Income tax expense	所得稅支出	8	<b>(66,225)</b>	(57,014)
Profit for the year	年內溢利	9	<b>308,732</b>	361,937
<b>Other comprehensive income (expense)</b>	<b>其他全面收益(支出)</b>			
<i>Items that will not be reclassified to profit or loss:</i>	<i>其後不會重新分類至損益之項目：</i>			
Exchange differences arising on translation	因換算而產生的匯兌差額		<b>41,273</b>	(2,116)
Net gain (loss) on hedging instruments in cash flow hedges	現金流對沖工具之 收益(虧損)		<b>4,514</b>	(4,503)
Other comprehensive income (expense) for the year	年內其他全面收益(支出)		<b>45,787</b>	(6,619)
Total comprehensive income for the year	年內全面收益總額		<b>354,519</b>	355,318
Earnings per share:	每股盈利：	10		
– Basic (HK cents)	– 基本(港仙)		<b>37.4</b>	43.9
– Diluted (HK cents)	– 攤薄(港仙)		<b>37.4</b>	43.9

## Consolidated Statement of Financial Position

## 綜合財務狀況表

(At 31 December 2013) (於2013年12月31日)

		Notes 附註	2013 HK\$'000 千港元	2012 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	2,251,570	1,346,493
Prepaid lease payments	預付租賃款項	15	82,109	63,291
Investment property	投資物業	16	48,470	–
Intangible assets	無形資產	17	6,282	7,337
Deposits paid for the acquisition of property, plant and equipment	購置物業、廠房及設備之已付訂金		178,326	205,970
Deposit paid for land use right	土地使用權之已付訂金		–	9,046
Interests in joint ventures	合營運作之權益	18	27,338	25,047
Loan to a joint venture	合營運作之貸款	21	–	64,390
Other deposit	其他訂金		2,038	–
Derivative financial instruments	衍生金融工具	22	360	–
Deferred tax asset	遞延稅項資產	8	26,372	–
			<b>2,622,865</b>	<b>1,721,574</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	19	116,578	76,253
Prepaid lease payments	預付租賃款項	15	1,913	941
Trade and other receivables	應收貿易及其他款項	20	270,470	160,038
Loan to a joint venture	合營運作之貸款	21	83,353	–
Amount due from a joint venture	合營運作之應收款項	21	15,927	6,211
Derivative financial instruments	衍生金融工具	22	2,024	6,941
Bank balances and cash	銀行結餘及現金	23	1,061,504	1,520,219
			<b>1,551,769</b>	<b>1,770,603</b>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and other payables	應付貿易及其他款項	24	327,799	152,025
Amount due to a related company	應付關連公司款項	25	2,938	6,989
Taxation payable	應付稅項		38,289	12,629
Derivative financial instruments	衍生金融工具	22	502	–
Bank borrowings – due within 1 year	銀行借款 – 1年內到期	26	581,414	218,826
			<b>950,942</b>	<b>390,469</b>
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>600,827</b>	<b>1,380,134</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>3,223,692</b>	<b>3,101,708</b>

		Notes 附註	2013 HK\$'000 千港元	2012 HK\$'000 千港元
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Bank borrowings – due after 1 year	銀行借款—1年後到期	26	<b>1,090,273</b>	1,198,130
Derivative financial instruments	衍生金融工具	22	<b>2,811</b>	9,739
			<b>1,093,084</b>	1,207,869
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>2,130,608</b>	1,893,839
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	27	<b>82,500</b>	82,500
Reserves	儲備		<b>2,048,108</b>	1,811,339
			<b>2,130,608</b>	1,893,839

The consolidated financial statements on pages 29 to 113 were approved and authorised for issue by the Board of Directors on 17 March 2014 and are signed on its behalf by:

第29頁至第113頁所載之綜合財務報表已於2014年3月17日經董事會通過及授權刊發並由下列董事代表簽署：

**Wai Siu Kee**  
衛少琦  
Chairman  
主席

**Lee Man Yan**  
李文恩  
Director  
董事



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

		Share capital	Share premium	Non-distributable reserve	Safety fund reserve	Translation reserve	Hedging reserve	Share options reserve	Special reserve	Accumulated profits	Total
		股本	股份溢價	不可分派儲備	基本儲備	匯兌儲備	對沖儲備	購股權儲備	特別儲備	累計溢利	合計
		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
				(note i) (附註i)					(note ii) (附註ii)		
At 1 January 2012	於2012年1月1日	82,500	20,307	126,937	-	141,965	(2,963)	129,174	(97,362)	1,258,063	1,658,621
Exchange differences arising from translation	因換算而產生的滙兌差額	-	-	-	-	(2,116)	-	-	-	-	(2,116)
Net adjustment on cash flow hedges	現金流對沖之調整淨額	-	-	-	-	-	(4,503)	-	-	-	(4,503)
Other comprehensive expense for the year	年內其他全面支出總額	-	-	-	-	(2,116)	(4,503)	-	-	-	(6,619)
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	361,937	361,937
Total comprehensive (expense) income for the year	年內全面(支出)收益	-	-	-	-	(2,116)	(4,503)	-	-	361,937	355,318
Recognition of equity-settled share-based payments	確認以股本結算為基礎之支出	-	-	-	-	-	-	28,256	-	-	28,256
Cash dividends recognised as distribution (Note 11)	已確認分派之現金股息(附註11)	-	-	-	-	-	-	-	-	(165,000)	(165,000)
Transfer to non-distributable reserve fund	轉入不可分派儲備基金	-	-	39,703	-	-	-	-	-	(39,703)	-
Recognition of safety fund reserve	安全基金儲備之確認	-	-	-	16,644	-	-	-	-	-	16,644
At 31 December 2012	於2012年12月31日	82,500	20,307	166,640	16,644	139,849	(7,466)	157,430	(97,362)	1,415,297	1,893,839
Exchange differences arising from translation	因換算而產生的滙兌差額	-	-	-	-	41,273	-	-	-	-	41,273
Net adjustment on cash flow hedges	現金流對沖之調整淨額	-	-	-	-	-	4,514	-	-	-	4,514
Other comprehensive income for the year	年內其他全面收益總額	-	-	-	-	41,273	4,514	-	-	-	45,787
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	308,732	308,732
Total comprehensive income for the year	年內全面收益	-	-	-	-	41,273	4,514	-	-	308,732	354,519
Recognition of equity-settled share-based payments	確認以股本結算為基礎之支出	-	-	-	-	-	-	6,000	-	-	6,000
Cash dividends recognised as distribution (Note 11)	已確認分派之現金股息(附註11)	-	-	-	-	-	-	-	-	(123,750)	(123,750)
Transfer to non-distributable reserve fund	轉入不可分派儲備基金	-	-	37,701	-	-	-	-	-	(37,701)	-
Transfer from safety fund reserve	安全基金儲備之確認	-	-	-	(833)	-	-	-	-	833	-
At 31 December 2013	於2013年12月31日	82,500	20,307	204,341	15,811	181,122	(2,952)	163,430	(97,362)	1,563,411	2,130,608

## notes:

## 附註:

- (i) According to the relevant laws in the People's Republic of China ("PRC"), wholly foreign-owned enterprises in the PRC are required to transfer at least 10% of their net profits after taxation, as determined under the PRC accounting regulations, to a non-distributable reserve fund until the reserve balance reaches 50% of their registered capital. The transfer to this reserve must be made before the distribution of a dividend to equity owners. The non-distributable reserve fund can be used to offset the previous years' losses, if any. The non-distributable reserve fund is non-distributable other than upon liquidation.
- (ii) The special reserve of the Group represents the difference between the nominal value of the share capital issued by the Company and the nominal value of the share capital of the subsidiaries acquired pursuant to a group reorganisation in December 2001.

- (i) 根據中華人民共和國(「中國」)相關法律，在中國的外資企業須結轉最少10%除稅後溢利(根據中國會計規定釐定)至不可分派儲備，直至儲備結餘達到註冊資本50%。結轉該儲備必須在分派股息給股東前。不可分派儲備可用作抵消過往年度虧損(如有)。除清盤外，不可分派儲備是不得分派。
- (ii) 本集團之特別儲備乃本公司透過2001年12月之集團重組所收購之附屬公司之股本面值與本公司已發行股本面值之差額。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>OPERATING ACTIVITIES</b>	<b>經營業務</b>		
Profit before tax	除稅前溢利	<b>374,957</b>	418,951
Adjustments for:	調整：		
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	<b>119,381</b>	110,823
Share-based payment expense	股份支付開支	<b>6,000</b>	28,256
Finance costs	融資成本	<b>48,359</b>	38,046
Release of prepaid lease payments	釋出預付租賃款	<b>1,790</b>	929
Amortisation of intangible assets	無形資產攤銷	<b>1,227</b>	1,196
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	<b>169</b>	16
Net gain from fair value changes on derivative financial instruments	衍生金融工具公平值變動所產生之淨收益	<b>(13,967)</b>	(6,970)
Interest income	利息收入	<b>(64,012)</b>	(64,378)
Share of (profit) loss of joint ventures	應佔合營運作(利潤)虧損	<b>(460)</b>	325
Operating cash flows before movements in working capital	營運資金變動前之經營業務現金流量	<b>473,444</b>	527,194
(Increase) decrease in inventories	存貨(增加)減少	<b>(40,325)</b>	19,367
(Increase) decrease in trade and other receivables	應收貿易及其他款項(增加)減少	<b>(106,355)</b>	137,208
Increase (decrease) in trade and other payables	應付貿易及其他款項增加(減少)	<b>28,166</b>	(25,101)
Increase in derivative financial instruments	衍生金融工具增加	<b>16,612</b>	2,125
(Decrease) increase in amount due to a related company	應付關連公司款項(減少)增加	<b>(4,051)</b>	6,788
Cash generated from operations	經營業務所得現金	<b>367,491</b>	667,581
Income tax paid	已付所得稅金	<b>(67,422)</b>	(59,761)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>經營業務所得現金淨額</b>	<b>300,069</b>	607,820

## Consolidated Statement of Cash Flows

## 綜合現金流量表

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Deposits paid for acquisition of property, plant and equipment	購置物業、廠房及設備之已付訂金	<b>(377,056)</b>	(437,428)
Purchase of investment property	購置投資物業	<b>(48,470)</b>	-
Purchase of property, plant and equipment	購置物業、廠房及設備	<b>(569,641)</b>	(71,091)
Loan to a joint venture	合營運作之貸款	<b>(18,963)</b>	(54,873)
Advance to a joint venture	合營運作之借款	<b>(9,716)</b>	(6,211)
Payment for prepaid lease payments	預付租賃款項支出	<b>(60,612)</b>	(72,304)
Deposit paid for land use right	土地使用權所付訂金	-	(5,963)
Other deposit paid	其他已付訂金	<b>(2,038)</b>	-
Interest received	已收利息	<b>64,012</b>	64,378
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	<b>160</b>	7
Further capital injection in a joint venture	合營運作的進一步注資	-	(19,632)
Government grants received	已收政府補貼	<b>51,097</b>	55,334
Increase in other payables	其他款項增加	<b>143,735</b>	1,261
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動所耗現金淨額</b>	<b>(827,492)</b>	(546,522)
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Bank borrowings raised	新籌集銀行借款	<b>534,510</b>	562,195
Repayment of bank borrowings	償還銀行借款	<b>(330,229)</b>	(146,827)
Dividends paid	已付股息	<b>(123,750)</b>	(165,000)
Interest paid	已付利息	<b>(42,946)</b>	(33,962)
Settlement of derivative financial instruments under hedge accounting	衍生金融工具於對沖會計法下結算	<b>(5,413)</b>	(4,084)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金淨額</b>	<b>32,172</b>	212,322
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及等同現金項目(減少)增加淨額</b>	<b>(495,251)</b>	273,620
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>於年初之現金及等同現金項目</b>	<b>1,520,219</b>	1,233,108
<b>EFFECT OF CHANGES IN EXCHANGE RATE</b>	<b>匯率變動之影響</b>	<b>36,536</b>	13,491
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>	<b>於年末之現金及等同現金項目</b>	<b>1,061,504</b>	1,520,219

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 1. GENERAL

The Company is a public limited company incorporated in the Cayman Islands under the Companies Law (Revised) Chapter 22 of the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its ultimate holding company and immediate parent is Fortune Star Tradings Limited ("Fortune Star"), a company which is incorporated in the British Virgin Islands. Its ultimate controlling party is Mr. Lee Wan Keung. The address of the registered office of the Company is disclosed in the section "Corporate Information" to the annual report.

The functional currency of the Company is Renminbi ("RMB"), while the consolidated financial statements are presented in Hong Kong dollars ("HK dollars") as the Company is listed in Hong Kong.

The Company acts as an investment holding company and the principal activities of its principal subsidiaries are set out in note 35.

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS")

The Group has applied the following new and revised HKFRSS issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time in the current year:

Amendments to HKFRSs	Annual Improvements to HKFRSs 2009–2011 Cycle
Amendments to HKFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangements
HKFRS 12	Disclosure of Interests in Other Entities
HKFRS 13	Fair Value Measurement
HKAS 19 (as revised in 2011)	Employee Benefits
HKAS 27 (as revised in 2011)	Separate Financial Statements
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures
Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine

### 1. 一般資料

本公司根據開曼群島公司法(經修訂)第22章於開曼群島註冊成立為一家上市有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。其最終及直屬控股公司為Fortune Star Tradings Ltd.，一間於英屬維爾京群島註冊成立之公司。其最終控股方為李連強先生。本公司註冊辦事處地點於本年報「公司資料」中披露。

本公司的功能貨幣為人民幣。由於本公司股份在聯交所上市，故綜合財務報表乃以港元呈列。

本公司為一間投資控股公司。其主要附屬公司之主要業務載於年報中附註35。

### 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度，本集團首次應用以下由香港會計師公會(「香港會計師公會」)頒佈之新訂及經修訂香港財務報告準則。

香港財務報告準則(修訂本)	2009年至2011年週期之香港財務報告準則年度改進
香港財務報告準則第7號(修訂本)	披露 – 抵銷金融資產及金融負債
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號(修訂本)	綜合財務報表、合營安排及披露於其他實體之權益：過渡指引
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	合營安排
香港財務報告準則第12號	披露於其他實體之權益
香港財務報告準則第13號	公平值計量
香港會計準則第19號(2011年經修訂)	僱員福利
香港會計準則第27號(2011年經修訂)	獨立財務報表
香港會計準則第28號(2011年經修訂)	於聯營公司及合營運作之投資
香港會計準則第1號(修訂本)	其他全面收益項目之呈列
香港(IFRIC) – 詮釋第20號	露天礦場生產階段之剝採成本

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS") (CONTINUED)

Except as described below, the application of the new and revised HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

#### Amendments to HKFRS 7 Disclosures – Offsetting Financial Assets and Financial Liabilities

The Group has applied the amendments to HKFRS 7 Disclosures – Offsetting Financial Assets and Financial Liabilities for the first time in the current year. The amendments to HKFRS 7 require entities to disclose information about:

- a) recognised financial instruments that are set off in accordance with HKAS 32 *Financial Instruments: Presentation*; and
- b) recognised financial instruments that are subject to an enforceable master netting agreement or similar agreement, irrespective of whether the financial instruments are set off in accordance with HKAS 32.

The amendments to HKFRS 7 have been applied retrospectively. The application of the amendments has had no material impact on the amounts reported in the Group's consolidated financial statements but has resulted in more disclosures relating to the Group's structured foreign currency forward contract and interest rate swaps. Detailed disclosures are set out in note 22.

#### New and revised Standards on consolidation, joint arrangements, associates and disclosures

In the current year, the Group has applied for the first time the package of five standards on consolidation, joint arrangements, associates and disclosures comprising HKFRS 10 *Consolidated Financial Statements*, HKFRS 11 *Joint Arrangements*, HKFRS 12 *Disclosure of Interests in Other Entities*, HKAS 27 (as revised in 2011) *Separate Financial Statements* and HKAS 28 (as revised in 2011) *Investments in Associates and Joint Ventures*, together with the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 regarding transitional guidance. HKAS 27 (as revised in 2011) is not applicable to the Group as it deals only with separate financial statements. The impact of the application of these standards is set out below.

### 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

除下述者外，於本年度應用新訂及經修訂香港財務報告準則對今年及去年之集團財務表現及狀況於綜合財務報表所載之披露事項並無重大影響。

#### 香港財務報告準則第7號之修訂本「披露－抵銷金融資產及金融負債」

於本年度，本集團首次應用香港財務報告準則第7號之修訂本「披露－抵銷金融資產及金融負債」。香港財務報告準則第7號之修訂本規定實體須披露有關下列各項之資料：

- (a) 根據香港會計準則第32號「金融工具：呈列」抵銷之已確認金融工具；及
- (b) 受限於可執行之總淨額結算協議或同類安排之已確認金融工具，不論有關金融工具是否根據香港會計準則第32號予以抵銷。

香港財務報告準則第7號之修訂本已追溯應用。應用有關修訂對本集團綜合財務報表之已呈報數額並無構成重大影響，惟須就本集團之結構性外幣遠期合約及利率掉期安排作出更多披露。詳細披露於年報第22附註。

#### 合併、共同安排、聯營公司及披露之新訂及經修訂準則

於本年度，本集團首次應用有關合併、共同安排、聯營公司及披露之五項準則組合，包括香港財務報告準則第10號「合併財務報表」、香港財務報告準則第11號「共同安排」、香港財務報告準則第12號「披露於其他實體之權益」、香港會計準則第27號(於2011年經修訂)「獨立財務報表」及香港會計準則第28號(於2011年經修訂)「於聯營公司及合營企業之投資」，連同關於過渡指引之香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂。香港會計準則第27號(於2011年經修訂)並不適用於本集團，因其僅涉及獨立財務報表。應用該等準則之影響載列如下。

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (CONTINUED)

### Impact of the application of HKFRS 11

HKFRS 11 replaces HKAS 31 *Interests in Joint Ventures*, and the guidance contained in a related interpretation, HK(SIC) – Int 13 *Jointly Controlled Entities – Non-Monetary Contributions by Venturers*, has been incorporated in HKAS 28 (as revised in 2011). HKFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified and accounted for. Under HKFRS 11, there are only two types of joint arrangements – joint operations and joint ventures. The classification of joint arrangements under HKFRS 11 is determined based on the rights and obligations of parties to the joint arrangements by considering the structure, the legal form of the arrangements, the contractual terms agreed by the parties to the arrangement, and, when relevant, other facts and circumstances. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint operators) have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint venturers) have rights to the net assets of the arrangement. Previously, HKAS 31 contemplated three types of joint arrangements – jointly controlled entities, jointly controlled operations and jointly controlled assets. The classification of joint arrangements under HKAS 31 was primarily determined based on the legal form of the arrangement (e.g. a joint arrangement that was established through a separate entity was accounted for as a jointly controlled entity). The initial and subsequent accounting of joint ventures and joint operations is different. Investments in joint ventures are accounted for using the equity method (proportionate consolidation is no longer allowed). Investments in joint operations are accounted for such that each joint operator recognises its assets (including its share of any assets jointly held), its liabilities (including its share of any liabilities incurred jointly), its revenue (including its share of revenue from the sale of the output by the joint operation) and its expenses (including its share of any expenses incurred jointly). Each joint operator accounts for the assets and liabilities, as well as revenues and expenses, relating to its interest in the joint operation in accordance with the applicable Standards. The directors of the Company reviewed and assessed the classification of the Group’s investments in joint arrangements in accordance with the requirements of HKFRS 11. The directors concluded that the Group’s investments in Southern Hill Company Limited and 常熟東港置業有限公司, which were classified as jointly controlled entities under HKAS 31 should be classified as joint ventures under HKFRS 11.

## 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

### 應用香港財務報告準則第11號之影響

香港財務報告準則第11號取代香港會計準則第31號「於合營企業之權益」，而相關詮釋香港(常設詮釋委員會)–詮釋第13號「共同控制個體–企業投資者之非貨幣性投入」所載之指引已納入香港會計準則第28號(2011年修訂)。香港財務報告準則第11號闡述由兩個或以上合作方擁有共同控制權之合營安排應如何分類及入賬。按照香港財務報告準則第11號，合營安排僅分兩類–合營運作及合營企業。香港財務報告準則第11號有關合營安排之分類，乃經考慮合營安排之架構及法律形式、安排各方協定之合約條款及(如適用)其他事實及情況後，根據各方於該等安排下之權利及責任而釐定。合營運作是指對安排擁有共同控制權之各方(即合營運作方)對安排所涉及之資產及負債分別享有權利及負有責任之合營安排。合營企業是指對安排擁有共同控制權之各方(即合營企業方)對安排所涉及之淨資產享有權利之合營安排。以往，香港會計準則第31號有三類合營安排–共同控制個體、共同控制運作及共同控制資產。合營安排於香港會計準則第31號之分類主要基於安排之法律形式而釐定(例如：透過成立獨立實體的合營安排被分類為共同控制個體)。合營企業及合營運作之最初及其後之會計處理有所不同。於合營企業之權益以權益法入賬(比例綜合法已不再容許)。於合營運作之權益入賬時，各合營運作方確認其資產(包括其攤佔之任何共同持有資產)、其負債(包括其攤佔之任何共同產生負債)、其收入(包括其攤佔合營運作銷售產品之收入)及其支出(包括其攤佔之任何共同產生費用)入賬。各合營運作方根據適用準則，按其於合營運作之權益，將相關資產及負債，以及收入及費用入賬。本公司董事根據香港財務報告準則第11號檢討及評估本集團之合營安排之分類。董事斷定Southern Hill Company Limited及常熟東港置業有限公司之集團投資以往按香港會計準則第31號分類為共同控制個體，現須按香港財務報告準則第11號分類為合營運作。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS") (CONTINUED)

#### HKFRS 13 Fair Value Measurement

The Group has applied HKFRS 13 for the first time in the current year. HKFRS 13 establishes a single source of guidance for, and disclosures about, fair value measurements. The scope of HKFRS 13 is broad: the fair value measurement requirements of HKFRS 13 apply to both financial instrument items and nonfinancial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are within the scope of HKAS 17 *Leases*, and measurements that have some similarities to fair value but are not fair value (e.g. net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes). HKFRS 13 defines the fair value of an asset as the price that would be received to sell an asset (or paid to transfer a liability, in the case of determining the fair value of a liability) in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements. HKFRS 13 requires prospective application. In accordance with the transitional provisions of HKFRS 13, the Group has not made any new disclosures required by HKFRS 13 for the 2012 comparative period (please see note 16 and 37c for the 2013 disclosures). Other than the additional disclosures, the application of HKFRS 13 has not had any material impact on the amounts recognised in the consolidated financial statements.

### 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

#### 香港財務報告準則第13號公平值計量

本集團已於本年度首次應用香港財務報告準則第13號。香港財務報告準則第13號為有關公平值計量及披露之指引提供單一來源。香港財務報告準則第13號範圍廣泛：香港財務報告準則第13號之公平值計量規定適用於其他香港財務報告準則要求或允許作出公平值計量及作出有關公平值計量之披露之金融工具項目及非金融工具項目，惟香港財務報告準則第2號以股份支付範圍內以股份支付之交易、香港會計準則第17號租賃範圍內之租賃交易及與公平值類似但並非公平值之計量(如就計量存貨而言之可變現淨值或就減值評估而言之使用價值)除外。香港財務報告準則第13號將一項資產之公平值界定為於現行市況下於計量日期在主要市場(或最有利之市場)進行之有序交易所出售資產可收取(或倘釐定一項負債之公平值，則轉讓該負債須支付者)之價格。香港財務報告準則第13號項下之公平值指為平倉價，不論該價格是否直接觀察或使用另一估值技術估計得出。此外，香港財務報告準則第13號包括作出廣泛披露之規定。香港財務報告準則第13號須前瞻性地應用。根據香港財務報告準則第13號之過渡條文，本集團並無就2012年同期作出任何香港財務報告準則第13號所規定之新披露(有關2013之披露，請參閱年報中附註16及37c)。除額外披露外，應用香港財務報告準則第13號並無對綜合財務報表已確認之金額構成任何重大影響。



## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (CONTINUED)

### Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income

The Group has applied the amendments to HKAS 1 *Presentation of Items of Other Comprehensive Income*. Upon the adoption of the amendments to HKAS 1, the Group’s “statement of comprehensive income” is renamed as the “statement of profit or loss and other comprehensive income”. Furthermore, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned presentation changes, the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

## 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

### 香港會計準則第1號其他全面收益項目之呈列(修訂本)

本公司已應用香港會計準則第1號《其他全面收益項目之呈列》(修訂本)。於採納香港會計準則第1號(修訂本)後，本集團之「全面收益表」更名為「損益及其他全面收益表」。此外，香港會計準則第1號(修訂本)規定須於其他全面收益部分中作出額外披露，致使其他全面收益項目分成兩個類別：(a)其後將不會重新分類至損益之項目；及(b)當符合特定條件時，其後可能會重新分類至損益之項目。其他全面收益項目之所得稅須按相同基準分配 – 該等修訂本並無更改以除稅前或扣除稅項後之方式呈列其他全面收益項目之選擇。此等修訂本已追溯應用，故其他全面收益項目之呈列乃經修訂以反映變動。除上述呈列方式之變動外，應用香港會計準則第1號(修訂本)並無對損益、其他全面收益及全面收益總額構成任何影響。



## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

**2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS”) (CONTINUED)**

The Company has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

Amendments to HKFRSs	Annual improvements to HKFRSs 2010–2012 cycle <sup>2</sup>
Amendments to HKFRSs	Annual improvements to HKFRSs 2011–2013 cycle <sup>2</sup>
HKFRS 9	Financial Instruments <sup>3</sup>
HKFRS 14	Regulatory Deferral Accounts <sup>4</sup>
Amendments to HKFRS 9 and HKFRS 7	Mandatory Effective Date of HKFRS 9 and Transition Disclosures <sup>3</sup>
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities <sup>1</sup>
Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions <sup>2</sup>
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities <sup>1</sup>
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-Financial Assets <sup>1</sup>
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting <sup>1</sup>
HK(IFRIC) – Int 21	Levies <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2014, with earlier application permitted.

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2014. Early application is permitted.

<sup>3</sup> Available for application – the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised.

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2016.

The directors anticipate that the application of the new and revised standards will have no material impact on the results and the financial position of the Company.

**2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)**

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則 (修訂本)	2010年至2012年週期之香港財務報告準則年度改進 <sup>2</sup>
香港財務報告準則 (修訂本)	2011年至2013年週期之香港財務報告準則年度改進 <sup>2</sup>
香港財務報告準則第9號	金融工具 <sup>3</sup>
香港財務報告準則第14號	管制遞延賬戶 <sup>4</sup>
香港財務報告準則第9號及香港財務報告準則第7號(修訂本)	香港財務報告準則第9號之強制生效日期及過渡披露 <sup>3</sup>
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(修訂本)	投資實體 <sup>1</sup>
香港會計準則第19號(修訂本)	界定福利計劃：僱員供款 <sup>2</sup>
香港會計準則第32號(修訂本)	抵銷金融資產及金融負債 <sup>1</sup>
香港會計準則第36號(修訂本)	非金融資產之可收回金額披露 <sup>1</sup>
香港會計準則第39號(修訂本)	衍生工具更替及對沖會計法之延續 <sup>1</sup>
香港(IFRIC) – 詮釋第21號	徵費 <sup>1</sup>

<sup>1</sup> 於2014年1月1日或之後開始之年度期間生效，可提早應用。

<sup>2</sup> 於2014年7月1日或之後開始之年度期間生效，可提早應用。

<sup>3</sup> 可供應用 – 強制生效日期將於落實香港財務報告準則第9號之未完階段後釐定。

<sup>4</sup> 於2016年1月1日或之後開始之年度期間生效。

董事預期應用新訂及經修訂香港財務報告準則對公司之業績及綜合財務狀況表並無重大影響。

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (CONTINUED)

### HKFRS 9 Financial Instruments

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 was subsequently amended in 2010 to include the requirements for the classification and measurement of financial liabilities and for derecognition, and further amended in 2013 to include the new requirements for hedge accounting. Key requirements of HKFRS 9 are described as follows:

- All recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

## 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

### 香港財務報告準則第9號金融工具

於2009年頒佈之香港財務報告準則第9號引入金融資產分類及計量之新規定。香港財務報告準則第9號其後於2010年經修訂，以包括有關分類及計量金融負債及取消確認之規定，其亦進一步於2013年經修訂，以包括有關對沖會計法之新規定。香港財務報告準則第9號之主要規定載述如下：

- 所有屬香港會計準則第39號「金融工具：確認及計量」範圍內之已確認金融資產其後均須按攤銷成本或公平值計量。具體而言，目的是收取合約現金流量之業務模式內持有之債務投資，及合約現金流量僅為償還本金及尚未償還本金利息之債務投資，一般於其後會計期間結算日按攤銷成本計量。所有其他債務投資及權益投資均於其後報告期末按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回之選擇，以於其他全面收益呈列權益投資(並非持作買賣者)公平值之其後變動，只有股息收入一般於損益賬確認。
- 就指定為透過損益賬按公平值處理之金融負債之計量而言，香港財務報告準則第9號規定該金融負債之信貸風險變動以致該負債公平值變動之金額於其他全面收益內呈列，除非於其他全面收益中確認該負債信貸風險變動影響會導致或擴大損益上之會計錯配。金融負債之信貸風險引致之金融負債公平值變動其後不會重新分類至損益賬。根據香港會計準則第39號，指定為透過損益賬按公平值處理之金融負債之整筆公平值變動金額於損益賬呈列。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (CONTINUED)

#### HKFRS 9 Financial Instruments (Continued)

The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an ‘economic relationship’. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity’s risk management activities have also been introduced.

The directors anticipate that the adoption of HKFRS 9 in the future may have a significant impact on the amounts reported in respect of the Group’s financial assets and financial liabilities. Regarding the Group’s financial assets, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

#### Amendments to HKAS 32 Offsetting Financial Assets and Financial Liabilities

The amendments to HKAS 32 clarify existing application issues relating to the offset of financial assets and financial liabilities requirements. Specifically, the amendments clarify the meaning of ‘currently has a legally enforceable right of set-off’ and ‘simultaneous realisation and settlement’. The directors of the Company do not anticipate that the application of these amendments to HKAS 32 will have a significant impact on the Group’s consolidated financial statements as the Group does not have significant financial assets and financial liabilities for offset.

### 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

#### 香港財務報告準則第9號金融工具(續)

新一般對沖會計法規定保留三類對沖會計法。然而，該會計法向可作對沖會計之交易類別引入更大靈活性，尤其是擴闊合資格作為對沖工具之工具類別及可作對沖會計之非金融項目之風險分部之類別。此外，效用測試已獲重整及取代「經濟關係」之原則，且毋須追溯評估對沖效用，亦已引入有關實體風險管理活動之披露規定。

董事預計，採納香港財務報告準則第9號會對其他金融資產及負債構成重大影響。關於集團金融資產，在詳細檢討完成前對該影響作出合理估計並不可行。

#### 香港會計準則第32號之修訂本「抵銷金融資產及金融負債」

香港會計準則第32號之修訂本釐清有關抵銷金融資產及金融負債規定之現有應用問題。特別是，該等修訂釐清「目前擁有在法律上可強制執行之權利可抵銷」及「同時變現及清償」之涵義。因本集團沒有重大金融資產及金融負債抵銷，本公司董事預期應用該等香港會計準則第32號之修訂本不會對本集團之綜合財務報表構成重大影響。

### 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36. In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

### 3. 主要會計政策

綜合財務報表乃根據會計師公會頒佈之香港財務報告準則編製。同時，綜合財務報表載有聯交所證券上市規則(「上市規則」)及香港公司條例規定之適用披露事項。

綜合財務報表乃按歷史成本基準編製，惟若干按各報告期末之公平值計算之投資物業及金融工具則除外，其會計政策於下文解釋。歷史成本均按交易貨品時之代價公平值。

公平值乃市場參與者間於計量日期進行之有序交易中，出售資產所收取或轉讓負債所支付之價格，不論該價格乃可直接觀察或以其他估值技術估計。於估計一項資產或負債之公平值時，本集團考慮市場參與者於計量日期為該資產或負債進行定價時將會考慮之特徵。在該等綜合財務報表中計量及／或披露之公平值均在此基礎上予以確定，惟香港財務報告準則第2號範圍內之以股份為基礎之支付交易、香港會計準則第17號範圍內之租賃交易、以及與公平值類似惟並非公平值之計量(例如香港會計準則第2號內之可變現淨值或香港會計準則第36號內之使用價值)除外。此外，就財務報告而言，公平值計量根據公平值計量之輸入數據可觀察程度及公平值計量之輸入數據對其整體之重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據為實體於計量日期可取得之相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據為就資產或負債直接或間接可觀察之輸入數據，包括於第一級內之報價除外；及
- 第三級輸入數據為資產或負債之不可觀察輸入數據。

主要會計政策載列於下文。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved where the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

### 3. 主要會計政策(續)

#### 綜合基準

本綜合財務報表包含本公司以及由本公司及其附屬公司控制之實體之財務報表。取得控制權指本公司：

- 對被投資方行使權力；
- 因參與被投資方之業務而獲得或有權獲得可變回報；及
- 有能力行使其權力以影響該等回報。

倘事實及情況反映上文所列三項控制因素其中一項或多項改變，則本公司將重估是否仍然控制被投資方。

當本集團取得附屬公司之控制權，便將該附屬公司綜合入賬；當本集團失去附屬公司之控制權，便停止將該附屬公司綜合入賬。具體而言，年內收購或出售之附屬公司之收入及支出會於本集團取得控制權當日起計入綜合損益及其他全面收益表，直至本集團對該附屬公司之控制權終止當日為止。

如有需要，附屬公司之財務報表將作出調整，以使其會計政策與本集團之會計政策一致。

所有集團內成員間有關資產及負債、權益、收入、支出及現金流之交易均於綜合入賬時全數對銷。

**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****Investments in jointly ventures**

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in joint venture), the Group discontinues recognizing its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture. An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

**3. 主要會計政策(續)****於合營運作之投資**

合營運作指一項聯合安排，對安排擁有共同控制權之訂約方據此對聯合安排之淨資產擁有權利。共同控制是指按照合約約定對某項安排所共有之控制，共同控制僅於相關活動要求共同享有控制權之各方作出一致同意之決定時存在。

合營運作之業績及資產與負債以權益會計法計入該等綜合財務報表。作權益會計法用途之合營運作財務報表乃按與本集團就同類交易及同類情況下事項之劃一會計政策編製。根據權益法，合營運作之投資在綜合財務狀況表中初步確認為成本，隨後調整以確認本集團攤分之合營運作損益及其他全面收益。當本集團攤分之合營運作損失超出其於該合營運作之權益(包括實質上構成本集團在合營運作投資淨額部分之任何長期權益)，本集團則終止確認其攤分之損失。其他損失以本集團代表合營運作承擔法律或推定義務或作出付款之數額為限。於合營運作之投資於被投資方成為合營運作當日採用權益法入賬。於收購一間合營運作之投資時，投資成本超過本集團分佔該被投資方可識別資產及負債公平淨值之任何部份乃確認為商譽，並計入投資之賬面值。倘本集團所佔可識別資產及負債於重新評估後之公平淨值高於收購成本，則會即時於進行該投資之期間內在損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Investments in jointly ventures (Continued)

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be a joint venture, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains an interest in the former joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKAS 39. The difference between the carrying amount of the joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the joint venture is included in the determination of the gain or loss on disposal of the joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that joint venture on the same basis as would be required if that joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

When a group entity transacts with a joint venture of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the joint venture that are not related to the Group.

### 3. 主要會計政策(續)

#### 於合營運作之投資(續)

香港會計準則第39號已獲應用，以釐定是否需要確認有關本集團投資於合營運作之任何減值虧損。於有需要時，投資之全部賬面值(包括商譽)將會根據香港會計準則第36號「資產減值」作為單一資產進行減值測試，方法為比較其可收回金額(使用價值及公平值減銷售成本之較高者)與其賬面值。被確認之任何減值虧損均形成投資賬面值之一部份。該減值虧損之任何撥回根據香港會計準則第36號確認，惟受隨後增加之可收回投資金額規限。

當投資不再為合營運作，或於投資(或其中一部份)分類為持作出售當日起，本集團終止使用權益法。當本集團保留於前合營運作之權益，且保留權益為金融資產時，則本集團於該日按公平值計量保留權益，而公平值則被視為其根據香港會計準則第39號首次確認時之公平值。合營運作於終止使用權益法當日之賬面值與任何保留權益之公平值及任何自出售合營運作部份權益之所得款項差額將計入釐定出售合營運作之收益或虧損。此外，倘該合營運作已直接出售相關資產或負債，則本集團可能須按相同基準將有關該合營運作先前於其他全面收益中確認之所有金額入賬。因此，倘合營運作先前於其他全面收益確認之收益或虧損重新分類至出售相關資產或負債之損益，則本集團於終止使用權益法時將收益或虧損由權益重新分類至損益(列作重新分類調整)。

當集團實體與本集團之合營運作進行交易時，則與合營運作交易所產生損益僅於與本集團無關之合營運作權益，方於本集團之綜合財務報表確認。

**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Revenue from the sales of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Deposits and instalments received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

**3. 主要會計政策(續)****收入確認**

收入按已收或應收代價之公平值計量，即日常業務過程中已提供貨物或服務扣除折扣及銷售有關稅項後之應收款項。

貨物銷售於貨物付運及擁有權轉移後，並同時符合以下條件時確認：

- 本集團將商品所有重大風險及回報之擁有權已轉移給買方；
- 本集團既沒有保留通常與所有權相聯系的繼續管理權，也沒有對已出售商品實施有效控制；
- 收入金額能夠可靠地計量；
- 與交易相關的經濟利益很可能流入本集團；及
- 有關交易所產生或將予產生的成本能夠可靠地計量。

符合以上收入確認要求前之已向買家收取的存款及分期付款於綜合財務狀況表之流動負債已呈現。

當經濟利益流入本集團及收益金額可靠地計量時，有關金融資產之利息收入予以確認。利息收入乃以時間為基準按未償還本金及適用實際利率累計，而實際利率為透過金融資產之預期可用年期將估計日後所收現金實際折讓至該資產之賬面淨值之比率。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Property, plant and equipment

Property, plant and equipment, including buildings held for use in the production of goods or for administrative purposes (other than construction in progress) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Properties, plant and machinery in the course of construction for production or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such assets are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets other than construction in progress less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

#### Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

### 3. 主要會計政策(續)

#### 物業、廠房及設備

除在建工程外，物業、廠房及設備(包括持有作貨物生產或行政用途的樓宇)乃按成本減累計折舊及累計減值虧損入賬(如有)。

用作生產或行政用途之在建中物業、廠房及設備，按成本減任何已確認之減值虧損列賬。成本收入專業費用及借貸成本(合資格資產)根據本集團的會計政策進行資本化。該等資產完工並可投入擬定用途時，則會分類至合適的物業、廠房及設備類別。該等資產計提折舊的基準與其他物業資產相同，即在資產可投入擬定用途時開始計提折舊。

除在建工程外，物業、廠房及設備按其估計可使用年期，以其估計餘值按直線法計算，確認折舊並撇銷成本。估計可使用年期、餘值及折舊方法於每一報告期間審閱，任何估計變動的影響按前瞻基準入賬。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟效益時取消確認。任何一項物業、廠房及設備資產之出售及報廢，按該項目之出售所得款與賬面值間之差額計算盈虧，並計入損益。

#### 租賃

凡租賃之條款規定擁有權所附帶之一切風險及回報實質上轉移至承租人者，該租賃即歸類為融資租賃。其他租賃全部列作經營租賃。

#### 集團作為承租人

經營租賃款項乃按租賃年期以直線法確認。

當訂立經營租賃時收到租賃優惠，該等優惠被確認為負債。各項優惠以直線法確認為遞減租金開支。

**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****Leasing (Continued)****Leasehold land and building**

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

**Investment property**

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes). Investment properties include land held for undetermined future use, which is regarded as held for capital appreciation purpose.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method. Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

**3. 主要會計政策(續)****租賃(續)****租賃土地及樓宇**

租賃土地及樓宇當租賃包括土地及樓宇部份時，本集團以評估與各部份擁有權有關的絕大部份風險及回報是否已轉移至本集團為基礎，評估如何將各部份分類為融資或經營租賃，除非肯定兩部分均為經營租賃，則於該情況下，整項租賃乃分類為經營租賃。尤其，最低租賃款項(包括任何一次性預付款項)乃以租約開始時，於土地及樓宇部份之間進行分配，比例為以租賃權益於土地部份及樓宇部份的相對公平值而定。

倘租賃款項能夠可靠分配時，則入賬列作經營租賃的租賃土地權益乃於綜合財務狀況表列作「預付租賃款項」，並以直線法於租期內攤銷。當租賃款項無法於土地及樓宇部份之間可靠分配時，則整份租賃一般分類為融資租賃及入賬列作物業、廠房及設備。

**投資物業**

投資物業乃持有作賺取租金及／或尋求資本增值之物業(包括作該等用途之在建物業)。投資物業包括持有作為決定未來用途之土地，被視為持有作尋求資本增值用途。

投資物業初步按成本(包括任何直接支出)計量。在初步確認後，投資物業按成本減去其後之累計折舊及累計減值虧損列示。折舊乃按投資物業之估計可使用年期並計及其估計剩餘價值後以直線法確認。建投資物業產生之興建成本資本化為在建投資物業賬面值之一部份。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Leasing (Continued)

#### Investment property (Continued)

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

#### Intangible assets

#### Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

#### Retirement benefit costs

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme (the "MPF scheme"), which are defined contribution plans, are recognised as an expense when employees have rendered service entitling them to the contributions.

### 3. 主要會計政策(續)

#### 租賃(續)

#### 投資物業(續)

當投資物業出售或永久停止使用及預計不會從該物業出售中獲得未來經濟利益時，即取消確認該項投資物業。取消確認物業所產生之任何收益或虧損(按出售所得款項淨額與該資產賬面值之差額計算)於取消確認該物業之期間計入損益賬內。

#### 無形資產

#### 獨立收購之無形資產

獨立收購及有限使用年限之無形資產，按成本減任何累計攤銷及任何累計減損列賬，使用年期有限之無形資產會於估計使用年限內，按直線法作攤銷撥備。估計使用年期及攤銷方法於各報告期間結算日審閱，估計變動之影響按前瞻性基準列賬。

無形資產於出售時或當預期再使用或出售時也沒有產生經濟效益，則可取消確認。出售無形資產時，按其出售所得淨額與該資產賬面值間之差額計算盈虧，並於該資產取消確認時計入損益。

#### 存貨

存貨乃按成本或可變現淨值兩者之較低者入賬。成本乃按先入先出平均法計算。可變現淨值指存貨之估計售價減所有估計完成及銷售之所需估計費用。

#### 退休福利成本

根據香港強制性公積金計劃條例規定之強制性公積金計劃(「強積金計劃」)及國家管理退休福利計劃之付款於僱員提供服務使其可享有供款時計入為開支。

**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****Foreign currencies**

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks (see the accounting policies below); and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operation are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

**3. 主要會計政策(續)****外幣**

編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易按其各自之功能貨幣於交易日期之適用匯率入賬。於報告期末，以外幣計值之貨幣項目按該日期之適用匯率重新換算。以外幣計值並按公平值列賬之非貨幣項目乃按釐定公平值當日之適用匯率重新換算。以外幣歷史成本計量之非貨幣項目不會重新換算。

貨幣項目之匯兌差額於產生期間之損益賬內確認，惟以下情況除外：

- 用於未來生產用途，且有關建設中資產之外幣借款匯兌差額，當該等資產被視為對該等外幣借款利息成本之調整，其匯兌差額計入該等資產之成本；
- 為對沖若干外幣風險(見下文會計政策)訂立的交易之匯兌差額；及
- 應收或應付海外業務之貨幣項目匯兌差額，其結算並無計劃及不大可能出現(因此組成部份海外業務之投資淨值)，該差額初步於其他全面收入確認及按貨幣項目之還款由權益重新分類至損益。

就呈列綜合財務報表而言，本集團海外經營業務之資產及負債乃按於報告期末之適用匯率換算為本公司之列賬貨幣(即港元)，而其他收入及支出乃按該年度之平均匯率進行換算，除非匯率於該期間內出現大幅波動則作別論。於此情況下，則採用於換算當日之適用匯率。所產生之匯兌差額(如有)於匯兌儲備項下為其他全面收益及累計於權益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Foreign currencies (Continued)

On the disposal of a foreign operation (i.e. 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 partial disposal of an interest in a joint arrangement that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of joint arrangements that do not result in the Group losing joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

#### Borrowing costs

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

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

### 3. 主要會計政策(續)

#### 外幣(續)

由出售海外業務時(出售集團整份海外業務投資或失去控制權之出售附屬公司，並包括海外業務，出售共同合作公司之部分權益且保留權益為財務資產並包括海外業務)，所有累計於權益之匯兌差額且與本公司擁有人應佔權益有關會轉入收益表。

此外，有關出售部份附屬公司且不會引致集團失去附屬公司控制權，按比例份額之累計匯兌差額會再分配到非控股權益及不會於收益表中確認。於其他部分出售(共同合作公司之部份出售且不引致集團失去合營運作控制)，按比例份額之累計匯兌差額會重新分類至收益表。

#### 借貸成本

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

所有借貸成本均於產生期間在綜合全面收益表確認並計入融資成本。

**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****Government grants**

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as a deduction from the carrying amount of the relevant asset in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

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

**Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

**3. 主要會計政策(續)****政府補貼**

在合理地保證本集團會遵守政府補助的附帶條件以及將會得到補助後，政府補助方會予以確認。

政府補貼於本集團確認有關成本為開支期間有系統地於損益內確認，該補貼擬用於補償相關成本。尤其是政府補貼之基本條件是指集團購買、建設或收購非流動資產已確認為相關資產之賬面值抵扣及按有關資產之使用期限有系統及理性地轉移至損益內。

作為補償已產生開支或虧損或旨在為本集團提供實時財務資助(而無未來相關成本)之應收政府補貼，乃於應收期間確認為損益。

**稅項**

所得稅開支指即期應付稅項及遞延稅項的總和。

即期應付稅項根據該年度的應課稅溢利計算。應課稅溢利有別於綜合全面收益表內所呈報的(「除稅前溢利」)，此乃由於其並無計入其他年度的應課稅或可扣稅收支項目，亦無計入日後的毋須課稅及不可扣稅的項目。本集團的即期稅項負債乃按已於各報告期末訂定或大致訂定的稅率計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Taxation (Continued)

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

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interest in a joint arrangements, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interest are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### 3. 主要會計政策(續)

#### 稅項(續)

遞延稅項乃就綜合財務報表內的資產與負債賬面值與計算應課稅溢利所採用的相應稅基間的差額確認。遞延稅項負債一般就所有應課稅暫時性差額予以確認，而遞延稅項資產則於可能動用應課稅溢利以抵銷可扣稅的暫時性差額予以確認。倘因初步確認一項既不影響應課稅溢利亦不影響會計溢利的交易的商譽或其他資產與負債而產生暫時性差額(業務合併除外)，則有關資產與負債不予確認。

遞延稅項負債乃就於附屬公司及共同合作公司的投資所產生的應課稅暫時性差額確認，惟倘本集團能控制暫時性差額的撥回以及暫時性差額有機會不會於可見將來撥回除外。與該等投資及權益相關之可扣稅暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額之益處且預計於可見將來可以撥回時確認。

遞延稅項資產的賬面值乃於各報告期末進行檢討，並於不大可能動用足夠應課稅溢利以收回全部或部分資產時予以扣減。

遞延稅項按預期於清償負債或變現資產的期間內應用的稅率，以報告期末已生效或實質上已生效之稅率(及稅法)為基準計算。

遞延稅項負債及資產的計算，反映了本集團於報告期末所預期對收回或償還其資產及負債之賬面值的方式所產生的稅務結果。

現時及遞延稅項於損益內確認，惟倘遞延稅項涉及於其他全面收益或直接在股本權益確認項目，則現時及遞延稅項亦會分別於其他全面收益或直接於股本權益內確認。

**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****Share-based payment transactions***Equity-settled share-based payment transactions*

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve). Service and non-market base performance conditions are not taken in account when estimating the fair value at measurement date.

Instead, service and non-market base performance conditions are taken in consideration to determine the number of share options that are expected to ultimately vest.

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

When the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated profits.

**Financial instruments**

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

**3. 主要會計政策(續)****以股份為基礎的付款交易***以股本結算以股份為基礎的付款交易*

所獲服務之公平值乃參考購股權於授出日期之公平值釐定，在購股權歸屬期以直線法作開支，並於權益(購股權儲備)作相應增加。於計量日估計公平值時，並不計及服務及非市場基礎表現條件。

此外最終歸屬購股權數目的估算也會考慮服務及非市場基礎表現條件。

於呈報期末，本集團修訂其對預期最終歸屬購股權數目的估算。期內修訂原先估算之影響(如有)於損益內確認，令累計支出反映修訂結算，並對購股權儲備相應作出調整。

購股權獲行使時，先前於購股權儲備中確認之款項將撥入股份溢價。倘購股權於歸屬日期後被沒收或於屆滿日仍未行使，則先前於購股權儲備中確認之款項將撥入累計溢利。

**金融工具**

金融資產及金融負債乃當某集團實體成為工具合同條文之訂約方時確認。

金融資產及金融負債按公平值初步計量。收購或發行金融資產及金融負債直接應佔之交易成本(於損益表按公平值計算之金融資產及金融負債除外)乃於初步確認時加入金融資產或金融負債之公平值或自金融資產或金融負債之公平值內增加或扣除(倘適用)。收購按公平值計算之金融資產或金融負債直接應佔之交易成本即時於損益表內確認。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial assets

Financial assets are classified into the following specified categories: loans and receivables and financial assets at FVTPL. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

##### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, loan to a joint venture, amount due from a joint venture and bank balances and cash) are measured at amortised cost using the effective interest method, less any identified impairment (see accounting policy on impairment loss on financial assets below).

##### Financial assets at fair value through profit loss

Financial assets classified as at FVTPL when the financial asset is either held for trading or it is designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產

金融資產分為以下指定類別：貸款及應收賬款和按公平值列賬及計入損益之金融資產。分類視乎金融資產性質及目的而定，在初始確定時釐定。

##### 實際利率法

實際利率法乃計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將估計日後現金收入(包括所有支付或收取構成整體實際利率之費用及利率差價、交易成本及其他所有溢價或折價)按金融資產之預期使用年期，或較短期間(倘合適)實際貼現之利率。

債務工具按實際利率基準確認利息收入。

##### 貸款及應收款項

貸款及應收款項為附帶固定或可釐定付款的非衍生性質金融資產，而其在活動市場並無報價。於初步確認後的每個報告期末，貸款及應收款項(包括應收貿易賬款及其他款項，合營運作之貸款、合營運作之應收款項及銀行結餘)採用實際利息法按攤銷成本減任何已識別減值虧損入賬(請參閱下文的金融資產減值虧損會計政策)。

##### 按公平值計入損益的金融資產

金融資產分類為按公平值計入損益的金融資產，為持作出售或非指定為按公平值入損益的金融資產。

按公平值計入損益的金融資產按公平值計量，任何溢利或虧損於重新計量時在損益中確認。

**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****Financial instruments (Continued)****Financial assets (Continued)**

## Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For loans and receivables, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period ranged 7 to 60 days and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all loans and receivables with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

**3. 主要會計政策(續)****金融工具(續)****金融資產(續)**

## 金融資產減值

金融資產(按公平值列賬及計入損益之金融資產除外)於報告期末評估是否有減值跡象。倘出現客觀證據，即金融資產初步確認後產生之一項或多項事件令金融資產之估計未來現金流量之金融資產受到影響，則金融資產被視為減值。

就貸款及應收款而言，減值之客觀證據可包括：

- 發行人或對手方出現重大財政困難；或
- 違約，如未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組。

就若干類別的金融資產款項(如應收貿易賬款)評估為不會個別減值的資產，會於其後彙集一併接受減值評估。應收款項組合出現的客觀減值證據，可能包括本集團過往的付款記錄、組合內超過信貸期7-60日逾期還款數目上升，以及國家或地方經濟狀況出現明顯變動導致拖欠應收款項。

就按攤銷成本計值之金融資產而言，減值虧損金額乃按資產賬面值與按原有實際利率貼現之估計未來現金流量現值之差額確認。

所有貸款及應收款項的減值虧損會直接於金融資產的賬面值中作出扣減，惟貿易應收賬款除外，其賬面值會透過撥備賬作出扣減。撥備賬內的賬面值變動會於損益中確認。當貿易應收賬款被視為不可收回時，其將於撥備賬內撇銷。於其後收回先前已撇銷的款項將計入損益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Impairment of financial assets (Continued)

For financial assets measured at amortised cost, 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, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

##### Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis other than those financial liabilities at FVTPL, of which the interest expense is included in net gains or losses.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值(續)

就以攤銷成本計值的金融資產而言，倘於隨後期間減值虧損的數額減少，而此項減少可客觀地與確認減值虧損後的某一事件聯繫，則先前確認的減值虧損於損益中予以撥回，惟於撥回減值當日的資產賬面值不得超逾未確認減值時的攤銷成本。

##### 金融負債及權益

集團實體發行之金融負債及股本工具乃根據合同安排之性質與金融負債及股本工具之定義分類。

##### 股本工具

股本權益工具為帶有集團資產剩餘權益(經扣除其所有負債)之任何合約。集團發行之股本權益工具(扣除直接發行成本)乃按所得款項確認入賬。

##### 實際利率法

實際利率法乃計算金融負債之攤銷成本及按有關期間攤分利息開支之方法。實際利率為透過金融負債之預測使用年期，或較短期間(如適用)將估計日後現金支出(包括所有已付或已收構成整體實際利率之費用及點子、交易成本及其他溢價或折讓)實際貼現至初步確認之賬面淨值利率。

利率開支按實際利率基準確認。按公平值計入損益資產除外，其利息支出計入淨收益或虧損中。

**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****Financial instruments (Continued)****Financial liabilities and equity instruments (Continued)**

## Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liabilities are derivatives that are not designated and effective as a hedging instrument.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss.

## Other financial liabilities

Other financial liabilities including trade and other payables, amount due to a related company and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

**Derivative financial instruments and hedging**

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which case the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

## Hedge accounting

The Group designates certain derivatives as hedging instruments for cash flow hedges.

At the inception of the hedging relationship the Group documents the relationship between the hedging instrument and hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in cash flows of the hedged item attributable to the hedged risk.

**3. 主要會計政策(續)****金融工具(續)****金融負債及權益(續)**

## 按公平值於損益列賬之金融負債

本集團之金融負債分類為按公平值列賬及計入損益之金融負債，為一種並不能作為指定對沖工具之衍生工具。

按公平值列賬及計入損益之金融負債以公平值計量，因重新計量之公平值變動於產生期間直接在損益表內確認。

## 其他金融負債

本集團其他金融負債主要包括應付貿易賬款及其他應付款項，應付關連公司款項及銀行借款。其後採用實際利息法按攤銷成本計量。

**衍生財務工具及對沖**

衍生工具於衍生合約訂立日期初步按公平值確認，其後於報告期末重新計量至其公平值。所產生之盈虧即時於損益中確認，除非衍生工具是作為指定及對沖工具，則於損益確認的時間視乎對沖關係的性質而定。

## 對沖會計法

本集團指定某些衍生工具為對沖工具，用作現金流量對沖。

於對沖關係之開始，實體記錄對沖工具和被對沖項目的關係，及進行各類對沖交易之風險管理目標及其策略。此外，於對沖開始和按持續基準進行期間，本集團記錄用於對沖關係之對沖工具是否能高度有效地抵銷被對沖項目的現金流量變動。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (Continued)

##### Derivative financial instruments and hedging (Continued)

##### Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in other comprehensive income and accumulated under the heading of hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity (hedging reserve) are reclassified to profit or loss in the periods when the hedged item is recognised in profit or loss, in the same line of the consolidated statement of profit or loss and other comprehensive income as the recognised hedged item.

Hedge accounting is discontinued when the Group revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in hedging reserve at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in profit or loss.

##### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 衍生財務工具及對沖(續)

##### 現金流量對沖

指定和符合資格作現金流量對沖之衍生工具公平值變動，其有效部分於其他綜合收益內確認並累計於對沖儲備內，其無效部分之盈虧即時於損益內確認。

當被對沖項目於損益內被確認後，其之前確認於其他全面收益及累計於權益下(對沖儲備)之金額將重新撥回損益，一併列於綜合損益及其他全面收益表確認的對沖項目內。

當本集團解除對沖關係、對沖工具已屆滿、售出、終止、行使或不再符合對沖會計法，對沖會計法將被終止。當時確認於其他全面收益及累計於對沖儲備之任何盈虧將保留於權益內，並在預測交易最終於損益內確認。倘預測交易預期不再進行，於權益之累計盈虧即時於損益內立即確認。

##### 取消確認

倘總資產收取現金流的合約權利已屆滿，則金融資產將終止確認。

於取消確認金融資產時，該項資產的賬面值與已收及應收代價以及於其他全面收益確認並於權益累計之累計收益或虧損之總和差額於損益確認。

倘於本集團之責任獲解除、取消或屆滿時，本集團則取消確認金融負債。已取消確認金融負債之賬面值與已付及應付代價之差額於損益內確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Impairment losses on tangible and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make various estimates based on past experience and expectations of the future and other information. The key sources of estimation uncertainty that can significantly affect the carrying amounts of assets and liabilities recognised in the consolidated financial statements within the next financial year are disclosed below.

### 3. 主要會計政策(續)

#### 有形及無形資產減值

本集團於每個報告期末審閱其有形及無形資產之賬面值，判斷是否有任何跡象顯示該等資產蒙受任何減值虧損。倘存在任何該等跡象，將估計資產之可收回價值，以釐定減值虧損之程度(如有)。當無法估計一項個別資產之可回收金額時，本集團將估計資產所屬現金產生單位之可回收金額。於可確定分配基準屬合理及貫徹一致時，企業資產亦分配至個別現金產生單位，或另行分配該等資產至可確定分配基準屬合理及貫徹一致之最小組別現金產生單位。

可收回金額指公平值減出售成本與使用價值之較高者。於評估使用價值時，估計日後現金流量按反映貨幣時間價值之當前市場評估及未調整日後現金流量估計之特定資產風險稅前貼現率貼現至現值。

倘估計資產(或現金產生單位)之可收回價值低於其賬面值，則該資產(或現金產生單位)之賬面值須減低至其可收回價值。減值虧損會即時確認於損益內。

倘減值虧損其後撥回，則該資產之賬面值須增加至其經修訂之估計可收回價值，惟所增加之賬面值不得超過於過往年度並無就該資產確認任何減值虧損下而釐定之賬面值。減值虧損撥回會即時確認為收入。

### 4. 估計不確定性之主要來源

於應用本集團之會計政策(如附註3所述)時，本公司董事須根據過往經驗、預期未來狀況及其他資料作出各方面之估計。主要於下一個財務年度內可影響綜合財務報表內的資產及負債的確認數額之估計不確定性之主要來源概述如下。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

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

#### Impairment loss on trade receivables

The assessment of the impairment loss on trade receivables of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgment. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness of each customer. If the financial conditions of the Group's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. Impairment is made based on the estimation of the future cash flow discounted at the original effective rate to calculate the present value. As at 31 December 2013, the carrying value of trade receivables (net of impairment loss) was approximately HK\$37,324,000 (2012: HK\$15,302,000).

#### Write-down of inventories

Management reviews the inventories listing at the end of each reporting period, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for use in operation. Estimation of net realisable value are based on the most reliable evidence available at the time the estimates are made, of the amount the inventories are expected to realise. Where the net realisable value is less than the cost, a material write down may arise. As at 31 December 2013, the carrying amount of inventories (net of allowances) was approximately HK\$116,578,000 (2012: HK\$76,253,000).

#### Income taxes

As at 31 December 2013, a deferred tax asset in relation to unused tax losses of approximately HK\$65,815,000 (2012: approximately HK\$8,379,000) was not recognised in the consolidated statement of financial position due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the expectation for future profit streams changes, a recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a recognition takes place.

### 4. 估計不確定性之主要來源(續)

#### 應收貿易款項之減值虧損

本集團應收貿易款項之減值虧損之評估以可收回性、賬齡分析及管理層判斷為基礎。評估該等應收款項之最終變現能力需要進行大量判斷，包括各客戶之現時信譽。倘本集團客戶財務狀況日趨惡化，削弱其付款能力，則須提撥額外準備。減值乃按估計日後現金流量以原來實際利率貼現以計算現值。於2013年12月31日，應收貿易款項之賬面值(扣除減值虧損後)約37,324,000港元(2012：約15,302,000港元)。

#### 存貨跌價準備

本集團管理層於各個報告期末審閱存貨清單，並對確認為不再適用於生產之過時及滯銷庫存品進行撥備。撥備乃參照最近期之市場價值就該等已識別存貨計提準備。當市場價值淨額少於賬面值時，將會產生重大撥備。於2013年12月31日，存貨之賬面值(扣除準備後)約116,578,000港元(2012：約76,253,000港元)。

#### 所得稅

由於未來溢利之流入不可預測，於2013年12月31日，有關未動用稅項虧損之遞延稅項資產約65,815,000港元(2012：約8,379,000港元)並無在本集團之財務狀況表中確認。遞延稅項資產之變現主要有賴於是否有足夠未來溢利或將來可供利用之應課稅暫時差額而定。倘產生之未來實際溢利乃多於預期溢利，遞延稅項資產可能會予以實質撥回，而該未來溢利會於有關撥回發生期間之綜合收益表內確認。

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

##### Fair value measurements and valuation processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The board of directors of the Company determines the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The directors work closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model and to understand the cause of fluctuations in the fair value of the assets and liabilities.

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments. Notes 16 and 37c provide detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets and liabilities.

#### 5. REVENUE

An analysis of the Group's revenue for the year is as follows:

Manufacture and sales of chemical products      制造及銷售化工產品

#### 6. SEGMENT INFORMATION

##### (a) Operating segments

HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision makers ("CODMs"), being the Chairman of the Company, in order to allocate resources to segments and to assess their performance. The CODMs review the Group's profit as a whole, which is generated solely from the manufacture and sale of chemical products and determined in accordance with the Group's accounting policies, for performance assessment. Therefore no separate segment information is prepared by the Group.

#### 4. 估計不確定性之主要來源(續)

##### 公平值計量及估值過程

就財務呈報而言，部份本集團資產及負債乃按公平值計量。本公司董事會就公平值計量釐定合適之估值技術。

於估計資產或負債之公平值時，本集團盡可能使用可觀察市場數據。在並無第一級輸入數據之情況下，本集團委聘第三方合資格估值師進行估值。管理層與合資格外聘估值師緊密合作設立模式所適用之估值技術及輸入數據，並了解導致資產及負債公平值波動之原因。

本集團採用包括並非根據可觀察市場數據之輸入數據之估值技術估計若干類別之金融工具之公平值。附註16及37c提供有關釐定不同資產及負債之公平值所用之估值技術、輸入數據及主要假設之詳細資料。

#### 5. 收入

本集團年內收入分析如下：

	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Manufacture and sales of chemical products      制造及銷售化工產品	<b>1,329,131</b>	1,520,512

#### 6. 分部資料

##### (a) 經營分部

香港財務報告準則第8號規定經營分部應以內部報告有關本集團的構成要素作分類，而本集團主要營運決策人（「主要營運決策人」），即本公司主席定期檢閱內部報告，以作出資源分配及評核分部表現。主要營運決策人檢討本集團的整體溢利，而本集團溢利僅來自生產及銷售化工產品，並按照本集團的會計政策評估表現。因此，本集團並無編製任何單獨的分部資料。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 6. SEGMENT INFORMATION (CONTINUED)

#### (b) Geographical information

The Group's operations are located in the PRC. Its non-current assets, other than loan to a joint venture, are located in the PRC.

The Group's revenue from external customers by geographical location of the operations are detailed below:

		Revenue from external customers	
		來自外部客戶的收入	
		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
PRC	中國	1,327,225	1,469,726
India	印度	1,906	—
The United States of America	美國	—	48,555
Korea	韓國	—	2,231
		<b>1,329,131</b>	<b>1,520,512</b>

#### (c) Revenue from major products

The following is an analysis of the Group's revenue from its major products:

		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
Caustic soda	燒碱	578,503	663,532
Chloromethane products	甲烷氯化物	543,472	576,684
Hydrogen peroxide	過氧化氫	147,584	113,579
Others	其他	59,572	166,717
		<b>1,329,131</b>	<b>1,520,512</b>

#### (d) Information about major customers

No customer contributed over 10% of the total sale of the Group in both years.

### 6. 分部資料(續)

#### (b) 地區資料

本集團持續經營業務位於中國。除合營運作之貸款外，非流動資產位於中國。

本集團業務來自外部客戶之收入劃分詳情如下：

#### (c) 主要產品收入

本集團的主要產品收入分析如下：

#### (d) 主要客戶資料

兩個期間均無化工產品銷售客戶的相應收入超過本集團總銷售額的10%。



## 7. OTHER INCOME

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Bank interest income	銀行利息收入	64,012	64,378
Net exchange gain	淨匯兌收益	50,625	36,669
Government grants (note)	政府補助(附註)	37,279	34,980
Scrap sales	廢品收入	9,137	7,257
Others	其他	16,396	1,346
		<b>177,449</b>	<b>144,630</b>

note: The Group recognises these grants as other income upon receipt.

附註：集團於收到該等補貼時予以入賬。

## 8. INCOME TAX EXPENSE

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
The charge comprises:	支出包括：		
Current tax:	本期稅項：		
PRC Enterprise Income Tax ("EIT")	中國企業所得稅	92,383	56,963
Other jurisdiction	其他司法地區	47	51
Deferred tax:	遞延稅項：		
Current year	本期遞延稅	<b>(26,205)</b>	—
		<b>66,225</b>	<b>57,014</b>

The Group's major business is in the PRC. Under the Law of the PRC on EIT and its Implementation Regulation, the tax rate of the PRC subsidiaries is 25%.

本集團的主要業務位於中國。根據中國企業所得稅法及企業所得稅法實施條例，中國附屬公司之稅率為25%。

Pursuant to the relevant laws and regulations in the PRC, Jiangsu L&M (as defined in Note 35) is exempted from PRC income tax for two years starting from 2008, followed by a 50% reduction for the next three years. These tax holidays expired in 2012. For the year 2013, Jiangsu L&M was entitled to a reduced EIT rate of 15% as it has been qualified as a High and New-Tech Enterprise.

根據中國相關法律及條例，江蘇理文(定議於附註35)自2008年起豁免兩年中國企業所得稅，而隨後三年則享有減半稅優惠。此稅務優惠待遇有效至2012年止。於2013年，因江蘇理文符合高新科技企業資格，所以獲得較低之15%企業所得稅率。

Taxation arising in other jurisdiction is calculated at the rate prevailing in the relevant jurisdiction.

其他司法權區之稅項乃按有關司法權區之課稅率而計算。

No provision for Hong Kong Profits Tax is made for both years since there is no assessable profit for both years.

由於該兩個年度並無應評稅利潤，故無提撥香港利得稅。

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## 8. INCOME TAX EXPENSE (CONTINUED)

## 8. 所得稅支出(續)

The tax charge for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

年內稅項開支與綜合損益及其他全面收益表所列除稅前利潤對賬如下：

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Profit before tax	除稅前溢利	<b>374,957</b>	418,951
Tax at the domestic income tax rate of 25% (2012: 25%)	按本地所得稅率25%之稅項 (2012: 25%)	<b>93,739</b>	104,738
Tax effect of expenses not deductible in determining taxable profit	釐定應課稅溢利時不可扣稅支出之稅務影響	<b>11,738</b>	19,182
Tax effect of income not taxable in determining taxable profit	釐定應課稅溢利時毋須應課稅收入之稅務影響	<b>(11,779)</b>	(7,914)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	<b>14,359</b>	57
Effect of concessionary rate granted to a PRC subsidiary	中國附屬公司獲優惠稅率之影響	<b>(41,010)</b>	(57,347)
Effect of different tax rate of a subsidiary operating in other jurisdiction	其他司法權區的稅率差異之影響	<b>(822)</b>	(1,702)
Income tax expense for the year	年內所得稅支出	<b>66,225</b>	57,014



## 8. INCOME TAX EXPENSE (CONTINUED)

At the end of the reporting period, the Group has unutilised tax losses of two (2012: one) PRC subsidiaries of HK\$65,815,000 (2012: HK\$8,379,000) available to offset against future profits. These tax losses will expire at various dates up to and including 2018 (2012: 2017). No deferred tax asset has been recognised on the tax losses due to the unpredictability of future profit streams.

The following are the major deferred tax assets recognised and movement thereon during the current and prior reporting period:

## 8. 所得稅支出(續)

於報告期末，本集團還有兩間(2012：一間)中國附屬公司之未用的稅務虧損65,815,000港元(2012：8,379,000港元)以抵沖未來溢利。稅務損失將於2018年(2012：2017年)之前的不同日子屆滿。由於未來溢利之流入不可預測，故沒有稅務損失在遞延稅項資產中確認。

以下為主要遞延稅資產於年內及去年同期確認及變動：

		Deferred income in respect of subsidy received for acquisition of prepaid lease payments 因收購租賃 款項支出 而收取補貼 之遞延收入 HK\$'000 千港元
At 1 January 2012 and 31 December 2012	於2012年1月1日及2012年12月31日	–
Credit to profit or loss	貸入損益	(26,205)
Exchange realignment	滙對調整	(167)
		<u>(26,372)</u>
At 31 December 2013	於2013年12月31日	<u>(26,372)</u>

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(For the year ended 31 December 2013) (截至2013年12月31日止年度)

## 9. PROFIT FOR THE YEAR

## 9. 年內溢利

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Profit for the year has been arrived at after charging:	年內溢利已扣除：		
Directors' emoluments (note 12)	董事薪酬(附註12)	<b>15,434</b>	38,651
Other staff costs:	其他職員成本：		
Salaries and other benefits (excluding directors)	薪金及其他福利 (董事除外)	<b>82,168</b>	52,765
Retirement benefit schemes contributions (excluding directors)	退休福利計劃供款 (董事除外)	<b>6,079</b>	3,907
Total staff costs	員工成本總額	<b>103,681</b>	95,323
Finance costs	融資成本		
Interest on bank borrowings wholly repayable within five years	利息支出—須於五年內全部償還之銀行借款	<b>42,946</b>	33,962
Net adjustment on interest rate swaps designated as cash flow hedges of floating rate debt	作浮息借款現金流對沖之利息掉期合約之調整淨額	<b>5,413</b>	4,084
		<b>48,359</b>	38,046
Release of prepaid lease payments	預付租賃款項攤銷	<b>1,790</b>	929
Amortisation of intangible assets	無形資產攤銷	<b>1,227</b>	1,196
Auditors' remuneration	核數師酬金	<b>1,305</b>	1,714
Cost of inventories recognised as expenses	已確認為支出的存貨成本	<b>855,224</b>	998,257
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	<b>119,381</b>	110,823
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	<b>169</b>	16

**10. EARNINGS PER SHARE**

The calculation of the basic earnings per share is based on the profit for the year of HK\$308,732,000 (2012: HK\$361,937,000) and 825,000,000 (2012: 825,000,000) shares in issue during the year.

The computation of diluted earnings per share for 2013 did not assume the exercise of the Company's options because the exercise price of those options was higher than the average market price for shares in 2013.

**11. DIVIDENDS**

Dividends recognised as distributions during the year:

Final dividend of HK8 cents per share for the year ended 31 December 2012

Interim dividend of HK7 cents per share for the year ended 31 December 2013

Final dividend of HK12 cents per share for the year ended 31 December 2011

Interim dividend of HK8 cents per share for the year ended 31 December 2012

A final dividend of HK7 cents (2012: HK8 cents) per share amounting to HK\$57,750,000 (2012: HK\$66,000,000) in respect of the year ended 31 December 2013 has been proposed by the directors and is subject to approval by the shareholders in annual general meeting.

**10. 每股盈利**

每股基本盈利乃按年內溢利308,732,000港元(2012: 361,937,000港元)及825,000,000股(2012: 825,000,000股)作計算。

由於2013年度認股權之行使價高於年度內平均市價，因此，2013年每股攤薄盈利計算假設不會行使公司認股權。

**11. 股息**

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Dividends recognised as distributions during the year:	年內已確認分派之股息：		
Final dividend of HK8 cents per share for the year ended 31 December 2012	截至2012年12月31日止年度末期股息每股8港仙	<b>66,000</b>	—
Interim dividend of HK7 cents per share for the year ended 31 December 2013	截至2013年12月31日止年度中期股息每股7港仙	<b>57,750</b>	—
Final dividend of HK12 cents per share for the year ended 31 December 2011	截至2011年12月31日止年度末期股息每股12港仙	—	99,000
Interim dividend of HK8 cents per share for the year ended 31 December 2012	截至2012年12月31日止年度中期股息每股8港仙	—	66,000
		<b>123,750</b>	165,000

董事會建議派發截至2013年12月31日止年度之末期股息每股7港仙(2012: 8港仙)共57,750,000港元(2012: 66,000,000港元)，惟須待股東於週年大會上批准。

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(For the year ended 31 December 2013) (截至2013年12月31日止年度)

## 12. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the 7 (2012: 7) directors were as follows:

## 12. 董事酬金

已付或應付予7位(2012: 7位)董事之酬金如下:

	Other emoluments					Total
	其他酬金					
	Salaries and other benefits	Contributions to retirement benefit schemes	Share-based performance related incentive	Discretionary bonus payments		
	薪金及其他福利	退休福利計劃供款	以股份為基礎之相關表現獎金	其他表現相關獎金		合計
	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
<b>Year ended 31.12.2013</b>	<b>截至2013年12月31日止年度</b>					
<i>Executive directors</i>	<i>執行董事</i>					
Wai Siu Kee	960	1,200	-	-	3,000	5,160
Lee Man Yan	960	1,214	-	6,000	-	8,174
Yang Zuo Ning	-	945	-	-	-	945
Wong Yuet Ming	-	780	15	-	-	795
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>					
Wong Kai Tung, Tony	120	-	-	-	-	120
Wan Chi Keung, Aaron JP	120	-	-	-	-	120
Heng Victor Ja Wei	120	-	-	-	-	120
	<b>2,280</b>	<b>4,139</b>	<b>15</b>	<b>6,000</b>	<b>3,000</b>	<b>15,434</b>

## 12. DIRECTORS' EMOLUMENTS (CONTINUED)

## 12. 董事酬金(續)

		Other emoluments 其他酬金					Total 合計
		Salaries and other benefits	Contributions to retirement benefit schemes	Share-based performance related incentive 以股份為 基礎之相關 表現獎金	Discretionary bonus payments 其他表現 相關獎金		
Fees 袍金		薪金及 其他福利	退休福利 計劃供款				
HK\$'000 千港元		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
<b>Year ended 31.12.2012</b>	<b>截至2012年12月31日止年度</b>						
<i>Executive directors</i>	<i>執行董事</i>						
Wai Siu Kee	衛少琦	960	1,200	–	–	4,000	6,160
Lee Man Yan	李文恩	960	1,184	–	28,256	–	30,400
Yang Zuo Ning	楊作寧	–	937	–	–	–	937
Wong Yuet Ming	王月明	–	780	14	–	–	794
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>						
Wong Kai Tung, Tony	王啟東	120	–	–	–	–	120
Wan Chi Keung, Aaron JP	尹志強	120	–	–	–	–	120
Heng Victor Ja Wei	邢家維	120	–	–	–	–	120
		<u>2,280</u>	<u>4,101</u>	<u>14</u>	<u>28,256</u>	<u>4,000</u>	<u>38,651</u>

*note:* The share-based performance related incentive was determined in recognition of the director's outstanding performance in development and management of the chemical products business which has contributed a significant growth in the Group's profit and as an incentive for his continuing commitment and contribution to the Group in future. Other performance related incentive payments were determined with regards to individual performance. No directors waived any emoluments in both years.

*附註:* 以股份為基礎之相關表現獎金乃按董事在發展及管理化工產品業務的出色表現，以致本集團利潤大幅上升及作為對他將來為集團持續作出貢獻的獎勵。其他表現相關獎金乃按個人表現而釐定。於該兩個年度內並無董事放棄任何酬金。



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## 13. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, three (2012: three) were directors of the Company whose emoluments are disclosed in note 12 above. The emoluments of the remaining two (2012: two) individuals were as follows:

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Salaries and other benefits	薪金及其他福利	<b>1,895</b>	1,768
Contributions to retirement benefits schemes	退休福利計劃供款	<b>15</b>	10
		<b>1,910</b>	1,778

The emoluments were within the following band:

		<b>2013</b>	2012
		<b>Number of employees</b>	Number of employees
		僱員數目	僱員數目
Not exceeding HK\$1,000,000	不超過1,000,000港元	<b>1</b>	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	<b>1</b>	-
		<b>2</b>	2

## 13. 僱員酬金

在本集團5位最高薪酬之人士中，包括3位(2012：3位)本公司董事，其薪酬已載於上文附註12。而其餘2位(2012：2位)之酬金如下：

酬金介乎下列幅度：

## 14. PROPERTY, PLANT AND EQUIPMENT

## 14. 物業、廠房及設備

		Buildings 樓宇 HK\$'000 千港元	Furniture fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>COST</b>	<b>成本</b>						
At 1 January 2012	於2012年1月1日	55,795	3,459	3,591	1,328,650	960	1,392,455
Exchange realignment	匯兌調整	694	48	140	16,639	135	17,656
Additions	添置	-	1,518	6,676	7,463	304,185	319,842
Disposals	出售	-	(129)	-	(31)	-	(160)
Transfer	轉撥	75	-	-	4,797	(4,872)	-
At 31 December 2012	於2012年12月31日	56,564	4,896	10,407	1,357,518	300,408	1,729,793
Exchange realignment	匯兌調整	2,798	171	311	37,657	14,167	55,104
Additions	添置	11	2,456	1,632	22,849	953,959	980,907
Disposals	出售	-	(154)	(1,317)	(359)	-	(1,830)
Transfer	轉撥	204,872	4,180	1,364	451,100	(661,516)	-
At 31 December 2013	於2013年12月31日	264,245	11,549	12,397	1,868,765	607,018	2,763,974
<b>DEPRECIATION</b>	<b>折舊</b>						
At 1 January 2012	於2012年1月1日	7,699	1,407	1,631	257,183	-	267,920
Provided for the year	本年撥備	2,529	609	968	106,717	-	110,823
Exchange realignment	匯兌調整	127	23	29	4,515	-	4,694
Elimination on disposal	出售時對銷	-	(109)	-	(28)	-	(137)
At 31 December 2012	於2012年12月31日	10,355	1,930	2,628	368,387	-	383,300
Provided for the year	本年撥備	3,370	869	1,931	113,211	-	119,381
Exchange realignment	匯兌調整	297	57	86	10,784	-	11,224
Elimination on disposal	出售時對銷	-	(138)	(1,185)	(178)	-	(1,501)
At 31 December 2013	於2013年12月31日	14,022	2,718	3,460	492,204	-	512,404
<b>CARRYING VALUE</b>	<b>賬面值</b>						
At 31 December 2013	於2013年12月31日	250,223	8,831	8,937	1,376,561	607,018	2,251,570
At 31 December 2012	於2012年12月31日	46,209	2,966	7,779	989,131	300,408	1,346,493

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(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Buildings	5%
Furniture, fixtures and equipment	20%
Motor vehicles	20%
Plant and machinery	5% – 20%

The carrying values of the Group's property interests comprises buildings on land under medium-term land use rights in the PRC.

### 15. PREPAID LEASE PAYMENTS

The Group's prepaid lease payments comprise leasehold land in the PRC under medium-term lease.

### 14. 物業、廠房及設備(續)

上述物業、廠房及設備項目乃以直線法按下列年率折舊：

樓宇	5%
傢俬、裝置及設備	20%
汽車	20%
廠房及機器	5% – 20%

本集團物業權益的賬面值指在中國境內享有中期土地使用權土地上的建築物。

### 15. 預付租賃款項

本集團之預付租賃款項是指中國境內之中期租賃土地。

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Analysed for reporting purposes as:	分析呈報如下：		
Non-current asset	非流動資產	<b>82,109</b>	63,291
Current asset	流動資產	<b>1,913</b>	941
		<b>84,022</b>	64,232

Note: As at 31 December 2013, government grants in respect of acquisition of prepaid lease payments with an aggregate amount of HK\$104,128,000 (2012: HK\$53,457,000) was deducted from the carrying amount of prepaid lease payments.

附註：於2013年12月31日，政府補貼有關收購之預付租賃款項為104,128,000港元(2012年：53,457,000)已由預付租賃賬面值中扣除。

## 16. INVESTMENT PROPERTY

## 16. 投資物業

		HK\$'000 千港元
<b>COST</b>	<b>成本</b>	
At 1 January 2012 and 31 December 2012	於2012年1月1日及2012年12月31日	–
Additions	添置	48,470
At 31 December 2013	於2013年12月31日	48,470

The investment property represented a piece of land acquired in late November 2013 held for a currently undetermined future use. The fair value of the Group's investment properties at 31 December 2013 was HK\$48,470,000 (2012: nil). The fair value was determined by directors based on the market approach. The market approach uses prices and other relevant information generated by market transactions involving comparable properties. In estimating the fair value of the property, the highest and best use of the properties is their current use. One of the key inputs used in valuing the investment property was the sales prices of properties nearby the Group's investment property which ranged from RMB2,265/M<sup>2</sup> to RMB2,620/M<sup>2</sup> which the estimated price of the Group's investment property is RMB2,225/M<sup>2</sup>. An increase in the sales prices would result in an increase in fair value measurement of the investment property and vice versa.

Details of the Group's investment property and information about the fair value hierarchy as at 31 December 2013 are as follows:

投資物業指於2013年11月底收購之一幅土地，持有作現時未決定之將來用途。於2013年12月31日，本集團投資物業之公平值為48,470,000港元(2012年：零)。公平值乃經董事按市場法釐定。市場法使用涉及類似物業之市場交易產生之價格及其他相關資料。於估計物業之公平值時，有關物業之最高及最佳用途為其目前用途。於為投資物業估值時所使用之其中一個重要輸入數據為鄰近本集團投資物業之物業售價，金額介乎每平方米人民幣2,265元至每平方米人民幣2,620元，而本集團投資物業之估計價格則為每平方米人民幣2,225元。售價上升可能導致投資物業公平值上升，反之亦然。

本集團投資物業於2013年12月31日之詳情及有關公平值等級之資料如下：

		Fair value as at 31 December 2013 於2013年 12月31日 之公平值 HK\$'000 千港元
	Level 2 第2級 HK\$'000 千港元	
Property with undetermined use located in the PRC	位於中國之未決定用途物業	48,470
		<b>48,470</b>

The above investment property is depreciated on a straight-line basis over the lease term of 40 years.

以上投資物業乃按40年之租賃年期以直線法折舊。

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## 17. INTANGIBLE ASSETS

## 17. 無形資產

		Technical knowhow 技術知識 HK\$'000 千港元
<b>THE GROUP</b>	<b>本集團</b>	
<b>COST</b>	<b>成本</b>	
At 1 January 2012	於2012年1月1日	11,962
Currency realignment	滙兌調整	150
At 31 December 2012	於2012年12月31日	12,112
Currency realignment	滙兌調整	309
At 31 December 2013	於2013年12月31日	12,421
<b>AMORTISATION</b>	<b>攤銷</b>	
At 1 January 2012	於2012年1月1日	3,519
Provided for the year	本年度攤銷	1,196
Currency realignment	滙兌調整	60
At 31 December 2012	於2012年12月31日	4,775
Provided for the year	本年度攤銷	1,227
Currency realignment	滙兌調整	137
At 31 December 2013	於2013年12月31日	6,139
<b>CARRYING VALUE</b>	<b>賬面值</b>	
At 31 December 2013	於2013年12月31日	6,282
At 31 December 2012	於2012年12月31日	7,337

The technical knowhow was acquired from third parties. It is amortised on a straight-line basis over its estimated useful life of ten years.

有關技術知識乃購自第三方。其於十年之估計使用年限內，按直線法攤銷。

## 18. INTERESTS IN JOINT VENTURES

## 18. 合營運作之權益

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Cost of unlisted investments in joint ventures	非上市合營運作之投資成本	<b>24,177</b>	24,177
Exchange realignment	滙對調整	<b>2,999</b>	1,168
Share of profit (loss) and other comprehensive income (expense)	應佔溢利(虧損)及其他全面收益(支出)	<b>162</b>	(298)
		<b>27,338</b>	25,047

Details of each of the Group's joint ventures at the end of the reporting period are as follows:

詳細每間集團合營運作於報告期末如下：

Name of entity	Form of entity ventures	Place of establishment/ incorporation	Class of shares held	Proportion of issued and fully paid up capital indirectly held by the Group		Principal activity
				2013	2012	
個體名稱	合營運作 個體之形式	成立地點	所持 股票類型	本集團 間接持有的 已發行及繳足資本比例		主要業務
常熟東港置業有限公司	Limited incorporated 有限公司成立	PRC 中國	Ordinary 普通股	<b>40%</b>	40%	Provision of port facilities 提供港口設施
Southern Hill Company Limited 南峰有限公司	Limited incorporated 有限公司成立	Hong Kong 香港	Ordinary 普通股	<b>50%</b>	50%	Investment holding incorporated 投資投股

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(For the year ended 31 December 2013) (截至2013年12月31日止年度)

## 18. INTERESTS IN JOINT VENTURES (CONTINUED)

Summarised financial information in respect of each of the Group's material joint ventures is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with HKFRSs.

The joint ventures are accounted for using the equity method in these consolidated financial statements.

## 常熟東港置業有限公司

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Current assets	流動資產	<b>22,916</b>	69,093
Non-current assets	非流動資產	<b>73,684</b>	6,305
Current liabilities	流動負債	<b>(32,906)</b>	(13,287)

The above amounts of assets and liabilities include the following:

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Cash and cash equivalents	現金及等同現金項目	<b>22,532</b>	619,093
Current financial liabilities (excluding trade and other payables and provisions)	流動財務負債 (不包括應付貿易及 其他款項)	<b>(31,847)</b>	(12,422)

Reconciliation of the above summarised financial information to the carrying amount of the interest in 常熟東港置業有限公司 recognised in the consolidated financial statements:

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Net assets of 常熟東港置業有限公司	常熟東港置業有限公司之淨資產	<b>63,694</b>	62,111
Proportion of the Group's ownership interest in 常熟東港置業有限公司	集團持有常熟東港置業有限公司 擁有權之部份	<b>40%</b>	40%
Carrying amount of the Group's interest in 常熟東港置業有限公司	集團投資於常熟東港置業 有限公司之賬面值	<b>25,478</b>	24,844

## 18. 合營運作之權益(續)

有關本集團投資合營運作之財務資料，概述如下。以下財務資料代表合營運作財務報表之金額是按香港財務準則準備。

合營運作是用權益會計法於綜合財務報表表達。

## 常熟東港置業有限公司

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Current assets	流動資產	<b>22,916</b>	69,093
Non-current assets	非流動資產	<b>73,684</b>	6,305
Current liabilities	流動負債	<b>(32,906)</b>	(13,287)

以上資產及負債金額包括以下：

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Cash and cash equivalents	現金及等同現金項目	<b>22,532</b>	619,093
Current financial liabilities (excluding trade and other payables and provisions)	流動財務負債 (不包括應付貿易及 其他款項)	<b>(31,847)</b>	(12,422)

以上有關財務資料轉換至投資於常熟東港置業有限公司之賬面值確認於綜合財務報表：

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Net assets of 常熟東港置業有限公司	常熟東港置業有限公司之淨資產	<b>63,694</b>	62,111
Proportion of the Group's ownership interest in 常熟東港置業有限公司	集團持有常熟東港置業有限公司 擁有權之部份	<b>40%</b>	40%
Carrying amount of the Group's interest in 常熟東港置業有限公司	集團投資於常熟東港置業 有限公司之賬面值	<b>25,478</b>	24,844



## 18. INTERESTS IN JOINT VENTURES (CONTINUED)

## 18. 合營運作之權益(續)

## Southern Hill Company Limited

## 南峰有限公司

		<b>2013</b> <b>HK\$'000</b> 千港元	2012 HK\$'000 千港元
Current assets	流動資產	<b>1,583</b>	10,416
Non-current assets	非流動資產	<b>183,634</b>	119,568
Current liabilities	流動負債	<b>(181,497)</b>	(799)
Non-current liabilities	非流動負債	<b>-</b>	(128,780)

The above amounts of assets and liabilities include the following:

以上資產及負債金額包括以下：

		<b>2013</b> <b>HK\$'000</b> 千港元	2012 HK\$'000 千港元
Cash and cash equivalents	現金及等同現金項目	<b>1,583</b>	10,364
Non-current financial liabilities (excluding trade and other payables and provisions)	流動財務負債 (不包括應付貿易及 其他款項)	<b>-</b>	(119,121)
		<b>2013</b> <b>HK\$'000</b> 千港元	2012 HK\$'000 千港元
Revenue	收入	<b>-</b>	-
Profit (loss) and total comprehensive income (expense) for the year	年內溢利(虧損)及全面收益 (支出)總額	<b>919</b>	(650)



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## 18. INTERESTS IN JOINT VENTURES (CONTINUED)

## Southern Hill Company Limited (Continued)

The above profit (loss) for the year include the following:

		<b>2013</b> <b>HK\$'000</b> 千港元	2012 HK\$'000 千港元
Depreciation and amortisation	折舊及攤銷	<b>(40)</b>	(18)
Interest income	利息收入	<b>3</b>	—

Reconciliation of the above summarised financial information to the carrying amount of the interest in Southern Hill Company Limited recognised in the consolidated financial statements:

		<b>2013</b> <b>HK\$'000</b> 千港元	2012 HK\$'000 千港元
Net assets of Southern Hill Company Limited	南峰有限公司之淨資產	<b>3,720</b>	405
Proportion of the Group's ownership interest in Southern Hill Company Limited	集團持有南峰有限公司擁有權之部份	<b>50%</b>	50%
Carrying amount of the Group's interest in Southern Hill Company Limited	集團投資於南峰有限公司之賬面值	<b>1,860</b>	203

## 18. 合營運作之權益(續)

## 南峰有限公司(續)

以上期內溢利(虧損)金額包括以下：

	<b>2013</b> <b>HK\$'000</b> 千港元	2012 HK\$'000 千港元
Depreciation and amortisation	<b>(40)</b>	(18)
Interest income	<b>3</b>	—

以上有關財務資料轉換至投資於南峰有限公司之賬面值確認於綜合財務報表：

	<b>2013</b> <b>HK\$'000</b> 千港元	2012 HK\$'000 千港元
Net assets of Southern Hill Company Limited	<b>3,720</b>	405
Proportion of the Group's ownership interest in Southern Hill Company Limited	<b>50%</b>	50%
Carrying amount of the Group's interest in Southern Hill Company Limited	<b>1,860</b>	203

**19. INVENTORIES****19. 存貨**

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Raw materials and consumables	原材料及耗用品	<b>91,808</b>	44,811
Work in progress	在制品	<b>8,790</b>	7,048
Finished goods	製成品	<b>15,980</b>	24,394
		<b>116,578</b>	76,253

**20. TRADE AND OTHER RECEIVABLES****20. 應收貿易及其他款項**

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Trade receivables	應收貿易賬款	<b>37,324</b>	15,302
Bills receivables	應收票據	<b>68,399</b>	60,467
		<b>105,723</b>	75,769
Prepayments	預付款	<b>46,569</b>	28,546
Deposits to suppliers	付供應商訂金	<b>13,690</b>	32,733
Value-added tax receivables	應收增值稅項	<b>103,454</b>	19,128
Other receivables	其他應收款項	<b>1,034</b>	3,862
Total trade and other receivables	應收貿易及其他款項	<b>270,470</b>	160,038

The aged analysis of trade and bills receivables based on the invoice date at the end of the reporting period is as follows:

應收貿易及票據款項於報告期末按發票日期之賬齡如下：

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Not exceeding 30 days	不超過30日	<b>98,161</b>	72,307
31–60 days	31至60天	<b>5,202</b>	2,665
61–90 days	61至90天	<b>1,723</b>	797
91–120 days	91至120天	<b>637</b>	–
		<b>105,723</b>	75,769

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### 20. TRADE AND OTHER RECEIVABLES (CONTINUED)

Before accepting any new customer, the Group assesses the potential customer's credit quality by investigating its historical credit record and then defines its credit limit. Trade receivables that are neither past due nor impaired are considered to be recovered based on historical experience.

The Group generally allows its trade customers a credit period ranged from 7 to 60 days. During the years ended 31 December 2013 and 31 December 2012, no allowance for doubtful debts was provided. The Group generally makes provision against debts which are considered as not recoverable. At 31 December 2013, trade receivables of approximately HK\$2,360,000 (2012: HK\$797,000) was past due. The Group does not hold any collateral over the overdue balance.

Ageing of trade receivables which are past due but not impaired:

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
61–90 days	61至90日	<b>2,360</b>	797

### 21. LOAN TO A JOINT VENTURE/AMOUNT DUE FROM A JOINT VENTURE

The loan to a joint venture represented shareholder's loan to Southern Hill Company Limited. As at 31 December 2013, the amount is unsecured, interest-free and repayable on demand. The directors expect the amount to be repaid within one year after the reporting period. As at 31 December 2012, the amount was unsecured, interest-free and repayable on demand. The directors did not expect the amount to be repaid within one year after the end of the reporting period. The loan is denominated in US dollars which is a currency other than the functional currency of the relevant group entity.

As at 31 December 2013, the amount due from a joint venture represented the loan to 常熟東港置業有限公司 for construction of a pier. The amount is unsecured, interest-free and repayable in October 2014.

### 20. 應收貿易及其他款項(續)

於接納任何新客戶前，本集團透過調查客戶之過往信貸記錄評估其潛在信貸質量並隨後界定其信貸額度。按過往經驗，既無過期亦無減值之應收貿易賬款會被視作可收回。

本集團給予貿易客戶之信貸期限一般介乎7至60日。於2013年12月31日及2012年12月31日年度，並無作出呆賬撥備。本集團一般對認為不能收回之債項計提撥備。於2013年12月31日，應收貿易賬款已到期約為2,360,000港元（2012年：797,000港元）。本集團並無就該等結餘持有任何抵押品。

已過期而未減值的應收貿易款項賬齡如下：

### 21. 合營運作之貸款／合營運作之應收款項

合營運作之貸款指股東給予Southern Hill Company Limited之貸款。於2013年12月31日，有關款項為無抵押、不計息及須應要求償還。於該等日期，董事預期有關款項可於報告期末後一年內償還。於2012年12月31日，有關款項為無抵押、不計息及須應要求償還。於該等日期，董事並不預期有關款項可於報告期末後一年內償還。本集團以有關集團實體功能貨幣以外之貨幣美元計值。

於2013年12月31日，該等款項指股東給予常熟東港置業有限公司貸款作興建碼頭之用。有關款項為無抵押、不計息及須於2014年10月償還。

## 22. DERIVATIVE FINANCIAL INSTRUMENTS

## 22. 衍生金融工具

		Current 流動		Non-current 非流動	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Derivative financial assets – net settlement	衍生金融資產 – 淨額結算				
<b>Derivative under hedge accounting</b>	按對沖會計法入賬之 衍生工具				
Interest rate swap (Note ii)	利率掉期(附註ii)	–	–	360	–
<b>Derivatives not under hedge accounting</b>	衍生工具(並非按對沖 會計法入賬)				
Foreign currency forward contracts (Note i)	外幣遠期合約(附註i)	–	6,941	–	–
Structured foreign currency forward contract (Note ii)	結構性外幣遠期合約 (附註ii)	2,024	–	–	–
		<b>2,024</b>	6,941	<b>360</b>	–
Derivative financial liabilities – net settlement	衍生金融資產 – 淨額結算				
<b>Derivatives under hedge accounting</b>	按對沖會計法入賬之 衍生工具				
Interest rate swaps (Note ii)	利率掉期(附註ii)	(502)	–	(2,811)	(7,466)
<b>Derivatives not under hedge accounting</b>	衍生工具(並非按對沖 會計法入賬)				
Structured foreign currency forward contract (Note iii)	結構性外幣遠期合約 (附註iii)	–	–	–	(2,273)
		<b>(502)</b>	–	<b>(2,811)</b>	(9,739)

The fair values of the derivative financial instruments are calculated using discounted cash flow analysis based on the applicable yield curves of interest rates and forward rates.

衍生金融工具之公平值乃根據貼現現金流量分析，以適用的回報曲線及遠期匯率作基礎而計算。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

## 22. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

## 22. 衍生金融工具(續)

The derivative financial instruments are denominated in US and HK dollars which are not the functional currency of the relevant group entity.

衍生金融工具是以有關集團實體之非功能貨幣美元及港元計值。

Notes:

附註：

## (i) Foreign currency forward contracts – not under hedge accounting

## (i) 外幣遠期合約 – 非對沖會計法下

All foreign currency forward contracts have matured on or before 31 December 2013.

所有外幣遠期合約已於2013年12月31日或前到期。

As at 31 December 2012, the amount represented the fair value of foreign currency forward contracts held by the Group with terms stated as follows:

於2012年12月31日該金額指本集團持有之外幣遠期合約之公平值及條款載列如下：

**Notional amount**  
概念金額

**Currency conversion**  
貨幣兌換

8 contracts to sell US\$64,000,000 in total  
8份總沽出64,000,000美元合約

US\$1: RMB6.344 to 6.363  
美元1: 人民幣6.344 to 6.363

During the year ended 31 December 2012, there was a fair value gain of HK\$6,941,000.

於2012年12月31日內，年內有公平值溢利6,941,000港元。

## (ii) Interest rate swaps – under hedging accounting

## (ii) 利率掉期 – 於對沖會計法下

The Group uses interest rate swaps to minimise its exposure to cash flow interest rate risk of certain of its variable-rate US dollars and HK dollars bank borrowings (see note 26) by swapping a proportion of the variable-rate bank borrowings from variable interest rates to fixed interest rates. The interest rate swaps and the corresponding bank borrowings have substantially the same terms and the directors of the Company consider that the interest rate swaps are highly effective hedging instruments. Major terms of the interest rate swaps outstanding at 31 December 2013 are set out below:

本集團採用利率掉期，通過將部分浮息銀行借貸由浮息利率換轉成固定利率，藉此盡量減低浮息美元及港元銀行借款所承擔之現金流量利率風險(見附註26)。利率掉期及相應之銀行借貸大部份具有相同條款，董事認為利率掉期乃非常有效之對沖工具。於2013年12月31日利率掉期的主要條款載列如下：

**Notional amount**  
概念金額

**Interest rate swap**  
利率掉期

1 contract with HK\$300,000,000  
1份300,000,000美元合約  
1 contract with US\$38,000,000  
1份38,000,000美元合約  
1 contract with US\$22,000,000  
1份22,000,000美元合約  
1 contract with US\$15,000,000  
1份15,000,000美元合約  
1 contract with HK\$200,000,000  
1份200,000,000港元合約

From LIBOR + 2.7% to fixed rate of 3.4%  
由倫敦銀行同業拆息+2.7%掉期至定息3.4%  
From LIBOR + 2% to fixed rate of 2.93%  
由倫敦銀行同業拆息+2%掉期至定息2.93%  
From LIBOR to fixed rate of 1.68%  
由倫敦銀行同業拆息掉期至定息1.68%  
From LIBOR + 1.75% to fixed rate of 2.83%  
由倫敦銀行同業拆息+1.75%掉期至定息2.83%  
From HIBOR to fixed rate of 0.8%  
由香港銀行同業拆息掉期至定息0.8%

## 22. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

Notes: (Continued)

## (ii) Interest rate swaps – under hedging accounting (Continued)

Major terms of the interest rate swaps outstanding at 31 December 2012 are as below:

Notional amount 概念金額	Interest rate swap 利率掉期
1 contract with US\$38,000,000 1份38,000,000美元合約	From LIBOR + 2% to fixed rate of 2.93% 由倫敦銀行同業拆息+2%掉期至定息2.93%
1 contract with US\$22,000,000 1份22,000,000美元合約	From LIBOR to fixed rate of 1.68% 由倫敦銀行同業拆息掉期至定息1.68%
1 contract with US\$15,000,000 1份15,000,000美元合約	From LIBOR + 1.75% to fixed rate of 2.83% 由倫敦銀行同業拆息+1.75%掉期至定息2.83%
1 contract with HK\$200,000,000 1份200,000,000港元合約	From HIBOR to fixed rate of 0.8% 由香港銀行同業拆息掉期至定息0.8%

The above contracts will mature within one to four (2012: two to four) years from the end of the reporting period which match with the tenor of the corresponding bank borrowings.

During the year ended 31 December 2013, net adjustment of HK\$4,514,000 (2012: HK\$4,503,000) was credited (2012: debited) in other comprehensive income and accumulated in equity and is expected to be released to the consolidated statement of profit or loss and other comprehensive income at various dates in line with the interest schedule of the corresponding bank borrowings in the coming one to four (2012: two to four) years. A loss from fair value changes of HK\$5,413,000 (2012: HK\$4,084,000) relating to interest incurred was recognised in profit or loss (note 9).

## (iii) Structured foreign currency forward contract – not under hedge accounting

At 31 December 2013, the notional amount of a structured foreign currency forward contract amounted to US\$5,000,000 with 24 valuation dates from 3 January 2013 to 3 December 2014 with settlement dates from 7 January 2013 to 5 December 2014. The expiry date of the contract is 3 December 2014.

On each of the 24 valuation dates, if the US\$/RMB spot rate with reference to Reuters page CNHFIX01 as determined by a pre-agreed calculation agent (the "Spot Rate") pursuant to the structured foreign currency forward contract, is higher than a strike rate at US\$1:RMB6.5 (the "Strike Rate"), the Group will be obligated to sell the notional amount of US\$5,000,000 at the Strike Rate and thus the Group may suffer a loss. If the Spot Rate is less than the Strike Rate, the Group will receive a pre-determined rebate amount of RMB144,000. There is a fair value gain of HK\$2,024,000 (2012: loss of HK\$2,273,000) during the year.

## 22. 衍生金融工具(續)

附註：(續)

## (ii) 利率掉期－於對沖會計法下(續)

於2012年12月31日利率掉期的主要條款如下：

Notional amount 概念金額	Interest rate swap 利率掉期
1 contract with US\$38,000,000 1份38,000,000美元合約	From LIBOR + 2% to fixed rate of 2.93% 由倫敦銀行同業拆息+2%掉期至定息2.93%
1 contract with US\$22,000,000 1份22,000,000美元合約	From LIBOR to fixed rate of 1.68% 由倫敦銀行同業拆息掉期至定息1.68%
1 contract with US\$15,000,000 1份15,000,000美元合約	From LIBOR + 1.75% to fixed rate of 2.83% 由倫敦銀行同業拆息+1.75%掉期至定息2.83%
1 contract with HK\$200,000,000 1份200,000,000港元合約	From HIBOR to fixed rate of 0.8% 由香港銀行同業拆息掉期至定息0.8%

上述合約將於報告期末1至4(2012年：2至4)年內到期，並附合相關銀行借款內容。

2013年12月31日年內，調整淨額4,514,000港元(2012年：4,503,000港元)已於其他全面收益內確認及於權益中累計處理，預期將於未來一至四年(2012年：二至四年)配合相應銀行借貸之利率支付期於不同日子轉回綜合收益表。與所產生利息有關之公平值變動產生之虧損5,413,000港元(2012年：4,084,000港元)已於損益表中確認有關利息(附註9)。

## (iii) 結構性外幣遠期合約－非對沖會計法下

於2013年12月31日，自2013年1月3日至2014年12月3日止24個估值日計，結構性外幣遠期合約之概念金額為5,000,000美元，結算日期為2013年1月7日至2014年12月5日。合約將於2014年12月3日屆滿。

於各24個估值日，根據結構性外幣遠期合約，倘美元兌人民幣由預先協定之計算代理參照路透社頁面(Reuters page) CNHFIX01釐定的(「現貨匯率」)，高於行使匯率(「行使匯率」)美元兌人民幣1：6.5，本集團將須以行使匯率出售概念金額5,000,000美元，因此本集團可能遭受損失。倘現貨匯率低於行使匯率，本集團將收取預先釐定退款金額人民幣144,000元。於本年度，產生公平值溢利2,024,000港元(2012年：虧損2,273,000港元)。

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**23. BANK BALANCES AND CASH**

Bank balances and cash comprise cash held by the Group and short term bank deposits with an original maturity of three months or less. The deposits carry prevailing market interest rates which range from 0.35% to 6.80% (2012: 0.35% to 5.80%) per annum.

The following amounts of bank and cash are denominated in the foreign currencies other than the functional currency of the relevant group entities.

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
HK dollars	港元	<b>1,576</b>	3,248
US dollars	美元	<b>9,880</b>	82,838
		<b>11,456</b>	86,086

**24. TRADE AND OTHER PAYABLES**

Trade and other payables principally comprise amounts outstanding for trade purchases and ongoing costs. The credit period obtained for trade purchases is 7 to 45 days.

Included in trade and other payables is trade payable of HK\$73,862,000 (2012: HK\$43,970,000). The aged analysis of trade payable based on the invoice date at the end of the reporting period is as follows:

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Not exceeding 30 days	不超過30天	<b>51,522</b>	32,286
31–60 days	31至60天	<b>9,050</b>	2,374
61–90 days	61至90天	<b>2,219</b>	2,534
Over 90 days	90天以上	<b>11,071</b>	6,776
		<b>73,862</b>	43,970
Receipt in advance	預收款	<b>19,887</b>	26,472
Construction costs payable and accruals	應付工程款及應計費用	<b>169,296</b>	24,926
Value-added tax accruals	應付增值稅項	<b>27,595</b>	21,559
Other payables	其他應付款	<b>26,951</b>	9,267
Other accruals	其他預提費用	<b>10,208</b>	25,831
		<b>327,799</b>	152,025
Total trade and other payables	應付收貿易及其他款項合計	<b>327,799</b>	152,025

**23. 銀行結餘及現金**

銀行結餘及現金包括本集團持有之現金及原本為3個月或少於3個月到期之短期銀行存款。該等存款按市場平均年息率0.35%至6.80% (2012: 0.35%至5.80%) 計息。

以下銀行及現金結餘均以相關集團實體之功能貨幣以外的貨幣記賬。

**24. 應付貿易及其他款項**

應付貿易及其他款項主要包括貿易購貨及持續開支成本之未付款項。貿易購貨之平均除賬期為7至45天。

應付貿易及其他款項包括應付賬款及票據約73,862,000港元(2012: 43,970,000港元)，應付賬款於報告期末按發票日之賬齡分析如下：



## 24. TRADE AND OTHER PAYABLES (CONTINUED)

The following amounts of trade and other payables are denominated in currencies other than the functional currency of the relevant group entities.

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
HK dollars	港元	<b>104</b>	99

## 25. AMOUNT DUE TO A RELATED COMPANY

Lee & Man Paper Manufacturing Limited ("Lee & Man Paper")	理文造紙有限公司 ("理文造紙")		
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Lee & Man Paper is beneficially owned and controlled by Mr. Lee Wan Keung, the controlling shareholder of the Company's ultimate holding company, Fortune Star.

The amount is unsecured, non-interest bearing, repayable on demand and aged within 90 days.

## 24. 應付貿易及其他款項(續)

以下應付貿易賬款及其他款項均以相關集團個體的功能貨幣以外的貨幣記賬。

## 25. 應付關連公司款項

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>2,938</b>	6,989

理文造紙是由本公司最終控股公司 Fortune Star 之控股股東李運強先生實益擁有。

有關款項為無抵押、不計息、需應要求償還及賬齡為90天內。



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## 26. BANK BORROWINGS

## 26. 銀行借款

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Unsecured bank loans	無抵押銀行借款	<b>1,671,687</b>	1,416,956
Carrying amount repayable:	需償還賬面值：		
Within one year	一年內	<b>559,197</b>	180,130
More than one year, but not exceeding two years	超出一年但不超出二年	<b>694,827</b>	486,038
More than two years but not more than five years	超出二年但不超出五年	<b>395,446</b>	712,092
		<b>1,649,470</b>	1,378,260
Carrying amount of bank loans that are repayable within one year from the end of the reporting period and contain a repayment on demand clause	於報告期末起須一年內償還及 具有可隨時要求償還條文之 銀行借款賬面值	<b>16,598</b>	16,320
Carrying amount of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	於報告期末起毋須一年內償還 但具有可隨時要求償還條文之 銀行借款賬面值 (於流動負債下列示)	<b>5,619</b>	22,376
		<b>1,671,687</b>	1,416,956
Less: Amounts due within one year shown under current liabilities	減：一年內到期的金額於 流動負債下列示	<b>(581,414)</b>	(218,826)
Amounts shown under non-current liabilities	於非流動負債下列示	<b>1,090,273</b>	1,198,130

As at 31 December 2013, the Group had available banking facilities of approximately HK\$1,919,201,000 (2012: HK\$2,718,105,000) of which HK\$1,671,687,000 (2012: HK\$1,416,956,000) was utilised.

於2013年12月31日，本集團可用之銀行備用信貸額約1,919,201,000港元(2012: 2,718,105,000港元)，其中1,671,687,000港元(2012: 1,416,956,000港元)已被動用。

**26. BANK BORROWINGS (CONTINUED)**

The exposure of the Group's fixed-rate borrowings and the contractual maturity dates are as follows:

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Fixed-rate borrowings:	固定利率借款：		
Within one year	一年內	<b>79,487</b>	–
In more than one year but not more than two years	超出一年但不超出二年	<b>95,385</b>	79,487
In more than two years but not more than five years	超出二年但不超出五年	<b>25,128</b>	120,513
		<b>200,000</b>	200,000

本集團之固定利率借款及合約到期日如下：

At the end of the reporting period, all of the Group's remaining borrowings carried variable-rate interest.

於報告期末，集團所有餘下銀行借款均附帶浮息。

The ranges of effective interest rates per annum on the Group's borrowings are as follows:

本集團借款之實際年利率範圍如下：

		<b>2013</b>	2012
Effective interest rate:	實際利率：		
Fixed-rate borrowings	固定利率借款	<b>3.68%</b>	3.68%
Variable-rate borrowings	浮動利率借款	<b>1.75% to 2.7% over HIBOR or LIBOR</b>	1.6% to 3% over HIBOR or LIBOR
		香港銀行同業拆息或倫敦銀行同業拆息加 <b>1.75%</b> 至 <b>2.7%</b>	香港銀行同業拆息或倫敦銀行同業拆息加1.6%至3%

The following amounts of bank borrowings are denominated in currencies other than the functional currency of the relevant group entities.

本集團除去以相關實體功能貨幣列值外之銀行借款呈列如下：

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
US dollars	美元	<b>722,217</b>	966,956
HK dollars	港元	<b>949,470</b>	450,000
		<b>1,671,687</b>	1,416,956

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### 27. SHARE CAPITAL

### 27. 股本

		Number of ordinary shares 普通股數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.10 each:	每股面值0.1港元之普通股：		
Authorised:	法定：		
At 1 January 2012, 31 December 2012 and 31 December 2013	於2012年1月1日、2012年 12月31日及2013年12月31日	5,000,000,000	500,000
Issued and fully paid:	發行及繳足：		
At 1 January 2012, 31 December 2012 and 31 December 2013	於2012年1月1日、2012年 12月31日及2013年12月31日	825,000,000	82,500

There was no movement in the Company's share capital for both years.

本公司之股本於該兩個年度內並無變動。

### 28. SHARE OPTION SCHEME

### 28. 購股權計劃

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 14 December 2001 for the purpose of providing incentives to directors and eligible persons. The Scheme had a term of 10 years from its adoption and therefore it expired on 13 December 2010. On 23 April 2010, share options with a market value of HK\$163,430,000 were granted and the provision of the Scheme shall remain in full force and the holder of all options granted under the Scheme prior to such termination shall be entitled to exercise the outstanding options pursuant to the terms of the Scheme until expiry of the said options.

Under the Scheme, the Company's board of directors could at their discretion grant options to (i) any director, employee or consultant of the Company or a company in which the Company holds an equity interest or a subsidiary of such company ("Affiliate"); or (ii) any discretionary trust whose discretionary objects include any director, employee or consultant of the Company or an Affiliate; or (iii) a company beneficially owned by any director, employee or consultant of the Company or an Affiliate; or (iv) any customer, supplier or adviser as may be determined by the directors of the Company from time to time to subscribe for the shares of the Company.

本公司根據一項於2001年12月14日通過之決議案，已採納購股權計劃（「計劃」），以獎勵董事及合適人士。計劃從採納後10年內有效，並於2010年12月13日屆滿。於2010年4月23日，已批的購股權市值為163,430,000港元及提供的計劃仍然生效，而所有獲批的購股權持有人須根據計劃條款在購股權計劃到期日及終止前有權行使相關購股權。

根據計劃，本公司董事會（「董事會」）可酌情向(i)本集團、本集團擁有股本權益之公司或該公司之附屬公司（「附屬公司」）之任何董事、僱員或顧問；或(ii)受益人包括本集團或其附屬公司之任何董事、僱員或顧問之任何全權信託；或(iii)由本集團或其附屬公司之任何董事、僱員或顧問實益擁有之公司；或(iv)由董事會於不時決定之任何客戶、供應商或顧問授予購股權以認購本公司股份。

**28. SHARE OPTION SCHEME (CONTINUED)**

Options granted must be taken up within 21 days of the date of grant. The maximum number of shares of the Company in respect of which options might be granted under the Scheme was not to exceed 10% of the issued share capital of the Company any point in time. The maximum number of shares of the Company in respect of which options might be granted to any individual in any 12-month period was not to exceed 1% of shares of the Company in issue on the last date of such 12-month period unless approval of the shareholders of the Company was obtained in accordance with the Listing Rules.

Options could be exercised during such period (including the minimum period, if any, for which an option must be held before it could be exercised) as determined by the directors of the Company (which shall be less than ten years from the date of issue of the relevant option). Options could be granted without initial payment. The exercise price was equal to the highest of (i) nominal value of the shares of the Company; (ii) the closing price per share as stated in the Stock Exchange's daily quotations sheets on the date of the grant of the options; and (iii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant of the options.

The following table discloses movements of the Company's share options during the year ended 31 December, 2013:

Director	Date of grant	Exercise price	Exercisable period	Number of share options 購股權數目				
				Outstanding at 1.1.2012 於2012年1月1日 尚未行使	Granted/exercised/lapsed/cancelled during the year 授出/行使/到期/取消	Outstanding at 1.1.2013 於2013年1月1日 尚未行使	Granted/exercised/lapsed/cancelled during the year 授出/行使/到期/取消	Outstanding at 31.12.2013 於2013年12月31日 尚未行使
Lee Man Yan	23.4.2010	6.69	23.4.2011–22.4.2015	27,500,000	–	27,500,000	–	27,500,000
	23.4.2010	6.69	23.4.2012–22.4.2015	27,500,000	–	27,500,000	–	27,500,000
	23.4.2010	6.69	23.4.2013–22.4.2015	27,500,000	–	27,500,000	–	27,500,000
Total	總數			82,500,000	–	82,500,000	–	82,500,000
Exercisable at the end of the year	於年終可行使 股權數					55,000,000		82,500,000

**28. 購股權計劃(續)**

獲授予之購股權必須於獲授日起計21天內接納。有關根據計劃所授出之購股權所涉及之股份數目，在任何時候最高不得超過本公司已發行股本之10%。除非根據上市規則獲得本公司股東批准，否則於任何12個月期間授予任何個別人士之購股權之最高股份數目，不得超過於該12個月期間之最後一日已發行股份之1%。

購股權可於董事會釐定之有關期間(該期間將由發行有關購股權起計10年內，並包括購股權可予行使前必須持有之最短期限(如有))內行使。購股權可在毋須作出初期付款之情況下授出，並可按下述三項中之最高者作為行使價格(i)股份之面值；(ii)股份於授出購股權當日聯交所每日報價表所列之每股收市價；及(iii)股份於緊貼授出日期前5個交易日在聯交所之每日報價表所列之平均每股收市價。

截至2013年12月31日止年度，本公司購股權變動呈列如下：

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(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 28. SHARE OPTION SCHEME (CONTINUED)

The options granted on 23 April 2010 may be exercised in accordance with the following terms:

- (i) up to one-third of the options (i.e. options for an aggregate of 27,500,000 shares) will be exercisable from 23 April 2011 to 22 April 2015 (both dates inclusive) if the consolidated net profit after taxation of the Group ("Net Profit") for the financial year ended 31 December 2010 equals or exceeds 115% of the Net Profit for the financial year ended 31 December 2009;
- (ii) up to two-thirds of the options (i.e. options for an aggregate of 55,000,000 shares) will be exercisable from 23 April 2012 to 22 April 2015 (both dates inclusive) if the Net Profit for the financial year ended 31 December 2011 equals or exceeds 130% of the Net Profit for the financial year ended 31 December 2009;
- (iii) all of the options (i.e. options for an aggregate of 82,500,000 shares) will be exercisable from 23 April 2013 to 22 April 2015 (both dates inclusive) if the Net Profit for the financial year ended 31 December 2012 equals or exceeds 145% of the Net Profit for the financial year ended 31 December 2009;
- (iv) to the extent any options have not become exercisable by 23 April 2014 (i.e. options for an aggregate of 82,500,000 shares), they will be exercisable from 23 April 2014 to 22 April 2015 (both dates inclusive) if the Net Profit for the financial year ended 31 December 2013 equals or exceeds 160% of the Net Profit for the financial year ended 31 December 2009.

The option shall lapse if the options holder by reason of voluntary resignation or by termination of his employment in accordance with the termination provisions of his contract of employment.

At 31 December 2013, the number of shares in respect of which options had been granted and remained outstanding under the Scheme represented 10% (2012: 10%) of the issued share capital at that date.

### 28. 購股權計劃(續)

於2010年4月23日授出股權可根據以下購股權計劃之條款行使：

- (i) 如截至2010年12月31日止財政年度之淨利潤相等於或超過截至2009年12月31日止財政年度之淨利潤115%，則最多三分之一的購股權(即累計共27,500,000股購股權)將可於2011年4月23日至2015年4月22日(包括首尾兩天)內行使；
- (ii) 如截至2011年12月31日止財政年度之淨利潤相等於或超過截至2009年12月31日止財政年度之淨利潤130%，則最多三分之二的購股權(即累計55,000,000股購股權)將可於2012年4月23日至2015年4月22日(包括首尾兩天)內行使；
- (iii) 如截至2012年12月31日止財政年度之淨利潤相等於或超過截至2009年12月31日止財政年度之淨利潤145%，則全部購股權(即累計共82,500,000股購股權)將可於2013年4月23日至2015年4月22日(包括首尾兩天)內行使；
- (iv) 倘若任何購股權(即累計共82,500,000股購股權)直至2014年4月23日並未能獲得行使權，如截至2013年12月31日止財政年度之淨利潤相等於或超過截至2009年12月31日止財政年度之淨利潤160%，則全部購股權將可於2014年4月23日至2015年4月22日(包括首尾兩天)內行使。

倘購股權持有人因自願離職或根據其僱傭合約之終止條文被終止聘用，購股權將失效。

於2013年12月31日，有關已授出購股權的股份數目及在計劃下尚未行使代表10%(2012: 10%)在此日期已發行股本。

**28. SHARE OPTION SCHEME (CONTINUED)**

The total fair value of the share options granted under the Scheme on 23 April 2010 is approximately HK\$163,430,000, calculated using the Binomial Model (the "Model"). The inputs into the Model and the estimated fair value of the share options are as follows:

		<b>Share options with an exercisable period from 購股權之行使期由 23.4.2011 to 22.4.2015</b>	<b>Share options with an exercisable period from 購股權之行使期由 23.4.2012 to 22.4.2015</b>	<b>Share options with an exercisable period from 購股權之行使期由 23.4.2013 to 22.4.2015</b>
Share price at date of grant	於授出日期之股價	HK\$6.69	HK\$6.69	HK\$6.69
Exercise price	行使價	HK\$6.69	HK\$6.69	HK\$6.69
Expected volatility	預期波幅	53.62%	53.62%	53.62%
		per annum	per annum	per annum
Expected life of share options	購股權預期年期	5 years	5 years	5 years
Expected dividend yield	預期股息率	4.75%	4.75%	4.75%
Risk-free rate	無風險年利率	2.03%	2.03%	2.03%
Fair value of share option	購股權之公平價值	HK\$1.78	HK\$2.02	HK\$2.15

Expected volatility was determined by using the historical volatility of share price over the previous five years. The expected life used in the Model has been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioural considerations.

The risk free interest rate was estimated based on the yield of the 5-year exchange fund note issued by the Hong Kong Monetary Authority as of the grant date.

The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

Share option expense of approximately HK\$6,000,000 (2012: HK\$28,256,000) was recognised in the general and administrative expenses in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2013, calculated with reference to the vesting period.

**28. 購股權計劃(續)**

於2010年4月23日所授出購股權之公平價值為約163,430,000港元，採用二項式模型(「模型」)釐定。模型內容及購股權之估計公平價值呈列如下：

		<b>Share options with an exercisable period from 購股權之行使期由 23.4.2011 to 22.4.2015</b>	<b>Share options with an exercisable period from 購股權之行使期由 23.4.2012 to 22.4.2015</b>	<b>Share options with an exercisable period from 購股權之行使期由 23.4.2013 to 22.4.2015</b>
Share price at date of grant	於授出日期之股價	HK\$6.69	HK\$6.69	HK\$6.69
Exercise price	行使價	HK\$6.69	HK\$6.69	HK\$6.69
Expected volatility	預期波幅	53.62%	53.62%	53.62%
		per annum	per annum	per annum
Expected life of share options	購股權預期年期	5 years	5 years	5 years
Expected dividend yield	預期股息率	4.75%	4.75%	4.75%
Risk-free rate	無風險年利率	2.03%	2.03%	2.03%
Fair value of share option	購股權之公平價值	HK\$1.78	HK\$2.02	HK\$2.15

預期波幅按本公司過去五年公司股價之歷史波幅釐定。模式所採用預期年期已就不可轉讓、行使限制及行為考慮之影響按管理層最佳估計調整。

無風險利率按香港金融管理局之五年期外匯基金債券率於授出日期估計。

變數及假設用作計算購股權之公平價值乃按董事最佳估計。購股權價值由主觀假設之不同變數而變更。

購股權支出約6,000,000港元(2012: 28,256,000港元)已於截至2013年12月31日止年度之綜合全面收益表的行政費用中確認，並以歸屬期間參考計算。

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## 29. OPERATING LEASES

## 29. 經營租約

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Minimum lease payments paid under operating leases in respect of office premises during the year	年內有關辦公室物業經營租約之最低租賃付款	96	155

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of office premises and machinery HK\$92,000 (2012: HK\$2,131,000) which fall due as follows:

於報告期末，本集團承諾不可撤銷的辦公室物業及機器之未來最低租賃付款額為92,000港元(2012年：2,131,000港元)，其到期日如下：

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Within one year	一年內	92	2,042
In the second to fifth years inclusive	於第二至第五年內	-	89
		<b>92</b>	<b>2,131</b>

Included in the commitments above, the following is related to commitments for future minimum lease payments under non-cancellable operating leases with Lee & Man Paper (note 33).

在上述承諾中，以下與理文造紙所訂立不可撤銷經營租約之未來最低租賃付款承諾有關(附註33)。

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Within one year	一年內	92	90
In the second to fifth year inclusive	於第二至第五年內	-	89
		<b>92</b>	<b>179</b>

The commitments for operating lease payments represent rentals payable by the Group for office properties. Leases are negotiated for an average term of two years (2012: two years). Rentals are based on the terms specified in the lease agreements.

經營租賃付款承擔指本集團就其辦公室物業應付之租金。租賃之平均租期為兩年(2012年：兩年)，租金乃根據租賃協議內之指定條款釐定。



### 30. CAPITAL COMMITMENTS

Capital expenditure contracted for but not provided in the consolidated financial statements in respect of the acquisition of property, plant and equipment

已訂約但未於綜合財務報表中撥備之資本性支出用作購置物業、廠房及設備

<b>2013</b>	2012
<b>HK\$'000</b>	HK\$'000
千港元	千港元

<b>557,620</b>	423,558
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### 31. OTHER COMMITMENT

At the end of the reporting period, the Group had contractual commitments for acquisition of land use rights of HK\$41,128,000 (2012: HK\$33,400,000). It also had commitments for granting shareholder's loan of HK\$40,468,000 (2012: HK\$60,410,000) to Southern Hill Company Limited to cover the initial costs and expenses of undertaking the pier construction in Jiangxi to date.

### 32. RETIREMENT BENEFIT SCHEMES

#### Defined contribution scheme

The Group operates the Mandatory Provided Fund Scheme ("MPF Scheme") for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes monthly the lower of HK\$1,250 or 5% of the relevant monthly payroll costs to the MPF Scheme, which contribution is matched by employees.

The employees of the Group's subsidiaries in the PRC are members of state-managed retirement benefit schemes operated by the government of the PRC. The PRC subsidiaries are required to contribute certain percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the specified contributions.

The total cost charged to profit or loss of HK\$6,094,000 (2012: HK\$3,921,000) represents contributions payable to these schemes by the Group in respect of the current accounting period.

### 30. 資本承擔

### 31. 其他承擔

此外，於報告期末，集團已訂約以41,128,000港元(2012年：33,400,000港元)購入土地使用權。彼亦承諾給予40,468,000港元(2012年：60,410,000港元)的股東貸款予南峰有限公司用作承擔興建江西碼頭至今之最初成本及支出。

### 32. 退休福利計劃

#### 界定供款計劃

本集團為所有合資格的僱員設立一項強積金計劃(「強積金計劃」)。強積金計劃之資產與本集團之資產分開持有，並由受託人控制。本集團向強積金計劃供款1,250港元或有關每月薪酬成本之5%(以較低者為準)，而僱員之供款比率相同。

本集團之中國附屬公司之僱員均為中國政府管理之國營退休福利計劃之成員，該等中國附屬公司須按薪酬開支之若干百分比向退休福利計劃供款，本集團對有關退休福利計劃之責任是作出指定之供款。

於會計年度內，本集團在這些計劃中的應付供款額為6,094,000港元(2012年：3,921,000港元)，總費用已在損益中列賬。



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(For the year ended 31 December 2013) (截至2013年12月31日止年度)

## 33. RELATED PARTY TRANSACTIONS AND BALANCES

## 33. 關連交易及結餘

Apart from the balances with related parties as set out in notes 21 and 25, the Group had significant transactions with related parties during the year as follows:

本集團與關連人士於年內所進行之重大交易及於報告期末之結餘(附註21及25)如下：

Name of related party 關連方名稱	Relationship 關係	Nature of transactions 交易性質	2013 HK\$'000 千港元	2012 HK\$'000 千港元		
<b>Connected parties</b> 關連人士						
Lee & Man Paper 理文造紙	A company beneficially owned and controlled by Mr. Lee Wan Keung 由李運強先生實益擁有及控制之公司	Electricity and steam fee paid 已付發電及蒸氣費	<b>76,275</b>	73,340		
		Fuel expense paid 已付燃料費	<b>396</b>	425		
		Rental expense paid 已付租金	<b>1,705</b>	1,553		
		Sales of chemical products 銷售化工產品	<b>4,792</b>	4,760		
		Electricity and steam fee received 已收發電及蒸氣費	<b>17,819</b>	—		
		Fuel expense paid 已付燃料費	<b>74</b>	—		
		Rental income received 已收租金	<b>829</b>	—		
		Utility expense paid 已付公用費用	<b>145</b>	—		
		Lee & Man Management Company Limited 理文管理有限公司	A company beneficially owned and controlled by Mr. Lee Wan Keung 由李運強先生實益擁有及控制之公司	Management consultant fee paid 已付管理顧問費	<b>535</b>	16

Except for the related party transactions and balances described above, the Group has entered into a joint venture arrangement with Lee & Man Paper. Details of the joint venture and the other commitment to the joint venture are set out in notes 21 and 30 respectively.

除上文所述關連人士交易及結餘外，本集團與理文造紙訂立合營運作安排。合營運作及對合營運作之其他資本承擔詳情分別載於綜合財務報表附註21及30。



### 33. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

The remuneration of directors and other members of key management during the year was as follows:

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Short-term employee benefits	短期員工福利	<b>13,433</b>	14,175
Post-employment benefits	退休福利	<b>30</b>	24
Share-based payment performance related incentive	以股份為基礎之相關表現獎金	<b>6,000</b>	28,256
		<b>19,463</b>	42,455

董事及其他主要管理層成員於年內之酬金如下：

### 34. MAJOR NON-CASH TRANSACTIONS

During the year, purchases of property, plant and equipment of HK\$411,266,000 (2012: HK\$240,751,000) and prepaid lease payments of HK\$9,046,000 (2012: nil), respectively, were settled through transfer of deposits paid.

### 34. 非貨幣性交易

年內，購置物業、廠房及設備資產的411,266,000港元（2012年：240,751,000港元）及預付租賃款項的9,046,000港元（2012年：無）是由往年度的已付訂金轉入。

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## 35. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

## 35. 主要附屬公司

Particulars of the Company's principal subsidiaries at 31 December 2013 and 2012 are as follows:

於2013年及2012年12月31日本公司之主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Nominal value of issued and fully paid share capital/paid-in capital 已發行及繳足股本面值/ 實繳股本	Attributable equity interest 所佔權益		Principal activities# 主要業務#
			2013	2012	
Changshu Yunhong Realty Limited (note 1) 常熟運鴻房地產公司有限公司	PRC 中國	Paid-in capital – RMB120,000,000 實繳股本 – 人民幣120,000,000元	100%	–	Property development 物業發展
Guangdong Lee & Man Chemical R&D Limited (note) 廣東理文化工研發有限公司(附註)	PRC 中國	Paid-in capital – US\$2,020,000 實繳股本 – 2,020,000美元	100%	100%	Research and development of chemical products 研發化工產品
High Sky Chemicals Limited	Labuan, Malaysia 納閩島，馬來西亞	Ordinary share – US\$10,000 普通股份 – 10,000美元	100%	100%	Trading of chemical products 化工產品貿易
Jiangsu Lee & Man Chemical Limited ("Jiangsu L&M") (note) 江蘇理文化工有限公司 (「江蘇理文」)(附註)	PRC 中國	Paid-in capital – US\$78,750,000 實繳股本 – 78,750,000美元	100%	100%	Manufacture and sales of chloromethane products and caustic soda 生產及銷售甲烷氯化物， 燒碱及過氧化氫
Jiangxi Lee & Man Chemical Limited (note) 江西理文化工有限公司(附註)	PRC 中國	Paid-in capital – US\$52,500,000 實繳股本 – 52,500,000美元	100%	100%	Manufacture and sales of fluorochemical products 生產及銷售氟化工產品
Lee & Man (International) Investment Limited 理文(國際)投資有限公司	Hong Kong 香港	Ordinary shares – HK\$100 普通股份 – 100港元	100%	100%	Investment holding 投資控股
Lee & Man Chemical Investment Limited 理文化工投資有限公司	British Virgin Islands 英屬處女群島	Shares – US\$1 股份 – 1美元	100%	100%	Investment holding 投資控股

\* The principal activities were carried out in the PRC and Hong Kong.

\* 主要業務均在中國及香港。

note: These companies are registered in the form of wholly-owned foreign investment enterprise.

附註：該等公司均以外商獨資企業形式註冊。

note 1: The entity was established during the year.

附註1：該個體於年內成立。



### 35. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

Only Lee & Man Chemical Investment Limited was directly held by the Company.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had any debt securities outstanding at the end of the year, or at any time during the year.

### 36. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure the entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the bank loans disclosed in note 26, net of bank balances and cash, and equity attributable to owners of the Company, comprising issued share capital and various reserves.

The directors of the Company review the capital structure periodically. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as issue of new debts.

### 35. 主要附屬公司(續)

只有理文化工投資有限公司由本公司直接持有。

董事認為上表載列之本公司附屬公司，乃主要影響本集團之業績或資產之公司。董事認為若提供其他附屬公司之詳情將導致篇幅冗長。

附屬公司於年終或年內任何時間概無任何未贖回之債務證券。

### 36. 資本風險管理

本集團進行資本管理，以確保本集團旗下各實體能夠持續經營業務，同時透過優化債務及股本結餘爭取股東回報最大化。本集團的整體策略自上年度保持不變。

本集團的資本結構包括淨負債(載於在附註26中已扣除銀行結餘及現金後的銀行借款)本公司權益持有人應佔權益(包含已發行股本及各項儲備)。

本公司董事按持續基準審閱資本架構。作為是項審閱的部分，董事會考慮資本成本及各類資本的相關風險。根據董事的建議，本集團將透過派付股息、發行新股以及發行新債以平衡其整體資本架構。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

## 37. FINANCIAL INSTRUMENTS

## 37. 金融工具

## 37a. Categories of financial instruments

## 37a. 金融工具之類別

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
<i>Financial assets</i>			
Loans and receivables (including cash and cash equivalents)	金融資產 貸款及應收款項(包括現金及現金等值項目)	1,271,951	1,670,289
Fair value through profit or loss	公平值計入損益		
– derivative financial instruments	– 衍生金融工具	2,024	6,941
Derivative under hedge accounting	按對沖會計法的衍生金融工具	360	–
<i>Financial liabilities</i>			
Financial liabilities at amortised cost	金融負債 按攤銷成本的金融負債	1,894,108	1,502,108
Fair value through profit or loss	公平值計入損益		
– derivative financial instruments	– 衍生金融工具	–	2,273
Derivatives under hedge accounting	按對沖會計法的衍生金融工具	3,313	7,466

## 37b. Financial risk management objectives and policies

## 37b. 財務風險管理目標及政策

The Group's major financial instruments include trade and other receivables, loans to joint ventures, amount due from a joint venture, bank balances and cash, trade and other payables, bank borrowings, amount due to a related company and derivative financial instruments. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

本集團之主要金融工具包括應收貿易及其他款項、合營運作貸款、合營運作之應收款項、銀行結餘及現金、應付貿易及其他款項、銀行借款、應付關連公司款項及金融衍生工具。該等金融工具詳情於相關附註披露。該等金融工具的相關風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時及有效地採取適當之措施。

**37. FINANCIAL INSTRUMENTS (CONTINUED)****37b. Financial risk management objectives and policies – continued (Continued)***Market risk*

## (i) Currency risk

The Group mainly operated in the PRC and the exposure in exchange rate risks mainly arose from fluctuations of foreign currencies, including HK dollars and US dollars against the functional currency of the relevant group entities. Material transactions and balances that are not denominated in the functional currency of the relevant entities give rise to foreign currency exposure as follows:

- (i) US dollars – in terms of loan to a joint venture, bank balances and cash, bank borrowings and derivative financial instruments.
- (ii) HK dollars – in terms of bank balances and cash, trade and other payables, bank borrowings and derivative financial instruments.

Exchange rate fluctuations and market trend have always been the concern of the Group. Management will monitor the foreign currency exposure closely and consider the use of hedging instruments when the need arises.

***Non-derivative foreign currency monetary assets and monetary liabilities***

At the end of the reporting period, the carrying amount of the Group's monetary assets and monetary liabilities denominated in currencies other than the functional currency of the relevant group entities are as follows:

		<b>2013</b>	2012
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>Assets</b>	<b>資產</b>		
HK dollars	港元	<b>1,565</b>	3,248
US dollars	美元	<b>91,400</b>	147,228
<b>Liabilities</b>	<b>負債</b>		
HK dollars	港元	<b>700,104</b>	450,099
US dollars	美元	<b>971,687</b>	966,956

**37. 金融工具(續)****37b. 財務風險管理目標及政策(續)***市場風險*

## (i) 貨幣風險

本集團主要於中國經營業務，匯率風險主要由外幣(包括美元及港元)兌換相關集團實體功能貨幣波動時所產生。並非以相關實體功能貨幣列值之重大交易及結餘產生之外幣風險如下：

- (i) 美元 – 於合營運作之貸款，銀行結餘及現金，銀行借款及衍生金融工具。
- (ii) 港元 – 於銀行結餘及現金，應付貿易及其他款項，銀行借款及衍生金融工具。

本集團一向關注匯率波動及市場趨勢。管理層會密切監控外匯風險並適時採用對沖工具。

***非衍生外幣金融資產及金融負債***

於報告期末，本集團除去以相關實體功能貨幣列值外之貨幣金融資產及金融負債，其賬面值如下：

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## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

## 37. FINANCIAL INSTRUMENTS (CONTINUED)

## 37. 金融工具(續)

## 37b. Financial risk management objectives and policies

(Continued)

## Market risk (Continued)

## (i) Currency risk (Continued)

Non-derivative foreign currency monetary assets and monetary liabilities (Continued)

## Sensitivity analysis

The following table details the Group's sensitivity to a 5% appreciation and depreciation in the functional currency of the relevant group entities (i.e. RMB and HK dollars) against the above foreign currencies. 5% is the sensitivity rate and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis adjusts their translation at the period end for a 5% change in foreign currency rates. A strengthening of the functional currency of the relevant group entities against the above foreign currencies would give rise to the following impact to post-tax profit for the year and vice versa.

Monetary assets and liabilities:	貨幣性資產及負債：
Increase on post-tax profit for the year	年度除稅後溢利增加
– HK dollars	– 港元
– US dollars	– 美元

## Derivative financial instruments

During the year, the Group entered into a structured foreign currency forward contract and several foreign currency forward contracts with banks to reduce its exposure to currency risk of US\$ against RMB. The structured foreign currency forward contract and foreign currency forward contracts are not accounted for under hedge accounting. The Group is required to estimate the fair value of the derivative financial statements at the end of the reporting period, which therefore exposed the Group to foreign currency risk.

## 37b. 財務風險管理目標及政策(續)

## 市場風險(續)

## (i) 貨幣風險(續)

非衍生外幣金融資產及金融負債(續)

## 敏感性分析

下表詳細載列就本集團內相關集團實體功能貨幣(包括人民幣及港元)兌換上述外幣時上升及下降5%之敏感度。5%的敏感度亦代表高級管理人員評估外幣匯率的合理可能變化。在期末時5%的外幣匯率轉變，有關的匯兌差額將在敏感性分析中作出調整。當相關集團實體之功能貨幣兌換上述外幣處強勢時，將令年度除稅後溢利有所影響，反之亦然。

2013 HK\$'000 千港元	2012 HK\$'000 千港元
<b>34,927</b>	22,343
<b>39,497</b>	40,987

## 衍生金融工具

本集團年內已與銀行訂立多份外幣遠期合約及一份結構性外幣遠期合約，以減低其美元兌人民幣的貨幣波動風險。該等結構性外幣遠期合約及外幣遠期合約概無按對沖會計法列賬。本集團須於報告期末估計該等衍生金融工具的公平值，因此將使本集團面臨外幣風險。

**37. FINANCIAL INSTRUMENTS (CONTINUED)****37b. Financial risk management objectives and policies**  
(Continued)**Market risk (Continued)**

## (i) Currency risk (Continued)

*Derivative financial instruments (Continued)*Sensitivity analysis

Structured foreign currency forward contracts and foreign currency forward contracts – not under hedge accounting

If the exchange rate of US\$ against RMB had been 5% higher/lower while all other input variables of the valuation models were held constant, the Group's post-tax profit would increase (decrease) as follows:

Higher by 5%	增加5%
Derivative financial instruments	衍生金融工具
Lower by 5%	減少5%
Derivative financial instrument	衍生金融工具

## (ii) Interest rate risk

*Non-derivative financial assets and liabilities*

The Group's cash flow interest rate risks mainly relate to its variable rate borrowings (see note 26 for details of these borrowings). It is the Group's policy to keep its borrowings at fixed interest rate so as to minimise the cash flow interest rate risk. The Group's bank balances also have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR and LIBOR arising from the Group's HK dollars and US dollars denominated borrowings.

**37. 金融工具(續)****37b. 財務風險管理目標及政策(續)****市場風險(續)**

## (i) 貨幣風險(續)

*衍生金融工具(續)*敏感性分析

結構性外幣遠期合約及外幣遠期合約－非對沖會計

倘若美元兌人民幣的遠期匯率上升／下降5%，而估值模型之所有其他可變輸入值維持不變，則本集團之年度除稅後溢利增加(減少)如下：

**Increase (decrease)  
in post-tax profit**  
除稅後溢利增加(減少)

<b>2013</b>	2012
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>4,225</b>	(25,841)
<b>4,225</b>	33,244

## (ii) 利率風險管理

*非衍生金融資產及負債*

本集團之現金流利率風險主要與其浮息借款有關(該等借款詳情見附註26)。本集團之政策是維持借款的固定利率，以將現金流利率風險減至最少。本集團的銀行結餘亦因應現行市場銀行結餘利率波動，而須面對現金流利率風險。

本集團須面對之金融負債利率詳列於附註中的流動資金風險管理部份。本集團現金流利率風險主要集中在本集團以港元及美元幣別借款中因應香港銀行同業拆息及倫敦銀行同業拆息變動而產生。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 37. FINANCIAL INSTRUMENTS (CONTINUED)

#### 37b. Financial risk management objectives and policies

(Continued)

##### Market risk (Continued)

##### (ii) Interest rate risk (Continued)

##### *Non-derivative financial assets and liabilities (Continued)*

##### Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates for non-derivative financial instruments at the end of the reporting period. For variable rate bank borrowings, to the extent that they are not hedged by effective instruments, and bank balances, the analysis is prepared assuming the stipulated change taking place at the beginning of the financial year and held constant throughout both years in the case of instruments that have floating rates. 10 (2012: 10) basis point and 50 (2012: 50) basis point increase or decrease are used by the management for the assessment of the possible change in interest rates of variable rate bank balances and variable rate borrowings, respectively.

If interest rates had been 10 basis point higher or lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2013 would increase or decrease by HK\$867,000 (2012: HK\$891,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate bank balances.

If interest rates had been 50 basis point higher or lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2013 would decrease or increase by HK\$3,758,000 (2012: HK\$2,446,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

### 37. 金融工具(續)

#### 37b. 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (ii) 利率風險管理(續)

##### *非衍生金融資產及負債(續)*

##### 敏感性分析

以下敏感性分析是根據非衍生及衍生工具於本報告期末之利率風險釐定。就浮息銀行借款而言，倘並無透過有效工具及銀行結餘進行對沖，分析將按假設於財務年度開始時已出現所訂明之變動並於兩年內維持不變（如屬以浮動利率計息之工具）而編製。10（2012年：10）基點及50（2012年：50）基點的增減是管理層作分別對浮動利率的銀行存款及借款有關利率變動可能性的評估時使用。

倘利率增加或減少10個基點且所有其他可變因素維持不變，則本集團截至2013年12月31日止年度之除稅後溢利將增加或減少867,000港元（2012年：891,000港元），此乃由於附帶浮動利息銀行結餘而令本集團面對利率風險。

倘利率增加或減少50個基點且所有其他可變因素維持不變，則本集團截至2013年12月31日止年度之除稅後溢利將減少或增加3,758,000港元（2012年：2,446,000港元）。此乃由於銀行借款附帶浮動利息而令本集團面對利率風險。

**37. FINANCIAL INSTRUMENTS (CONTINUED)****37b. Financial risk management objectives and policies***(Continued)***Market risk (Continued)****(ii) Interest rate risk (Continued)***Derivative financial instruments*

During the year, the Group entered into several interest rate swap contracts with banks to reduce its exposure to interest rate risk in relation to variable rate borrowings (see note 26 for details of these borrowings). All outstanding interest rate swaps are accounted for under hedge accounting. The Group is required to estimate the fair value of the interest rate swap contracts at the end of the reporting period, which therefore exposed the Group to interest rate risk.

Interest rate sensitivity

If forward interest rates had been 50 (2012: 50) basis points higher and all other variable were held constant, the Group's post-tax profit and equity would increase as follows and vice versa:

		<b>Increase in profit</b>	<b>Increase in equity</b>
		利潤增加	權益增加
		HK\$'000	HK\$'000
		千港元	千港元
At 31 December 2013	於2013年12月31日	—	10,181
At 31 December 2012	於2012年12月31日	—	7,900

**37. 金融工具(續)****37b. 財務風險管理目標及政策(續)****市場風險(續)****(ii) 利率風險管理(續)***衍生金融工具*

本集團年內已與銀行訂立多份利率掉期合約及，以減低因借款利率變動而產生之利率風險(此些借款資料可參閱附註26)，所有未付利率掉期會於對沖會計中列賬，本集團須於報告期末時對本集團須面對之利息風險相應於這些利率掉期合約之公平值作出估計。

利率敏感性

倘遠期利率增加50(2012年：50)個基數點且所有其他可變因素維持不變，則本集團之除稅後溢利及權益將增加如下，反之亦然：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

### 37. FINANCIAL INSTRUMENTS (CONTINUED)

#### 37b. Financial risk management objectives and policies

(Continued)

##### Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. The Group is also exposed to concentration of credit risk as a substantial portion of its sales is generated from a limited number of customers. At 31 December 2013, the top five customers of the Group accounted for about 24% (2012: 21%) of the Group's trade receivables. The Group also granted loan and advance to joint ventures (note 21). In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the management reviews the recoverable amount of each individual trade debt and loan/advance to joint venture at the end of reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on bank deposits is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

### 37. 金融工具(續)

#### 37b. 財務風險管理目標及政策(續)

##### 信貸風險

本集團所面對的可導致本集團綜合財務報表的每類金融資產賬值產生財務虧損之最大信貸風險乃是交易對方或債務人未能履行責任。由於本集團大部份銷售收入由有限客戶產生，本集團須面對信貸集中之風險。於2013年12月31日，集團首五位客戶佔應收賬款總額約24% (2012年：21%)。本集團亦授予貸款及借款給合營運作(附註21)。為將信貸風險降至最低，本集團管理層已委任一組人員負責釐定信貸額度、信貸批核及其他監察程序以確保已採取適當跟進行動收回過期債務。此外，本集團於各個報告期末檢討各項個別貿易債項貸款和貸款及借款給合營運作之可收回金額，以確保就不可收回金額作出足夠減值虧損。就此而言，本公司董事認為本公司之信貸風險已大幅降低。

本集團之銀行存款之信貸風險有限，由於對方均是國際信貸評級機構評定為高信貸評級之銀行。

**37. FINANCIAL INSTRUMENTS (CONTINUED)****37b. Financial risk management objectives and policies***(Continued)***Liquidity risk**

In the management of the Group's liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuation in cash flows. The Group also has unutilised banking facilities (note 26) of approximately HK\$247,514,000 (2012: HK\$1,301,149,000) to meet its short-term working capital requirements. The management monitors the utilisation of bank borrowings and ensure compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows. To the extent the interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

In addition, the following table details the Group's liquidity analysis for its derivative financial instruments. The tables have been drawn up based on the undiscounted contractual net cash (inflows) and outflows on derivative financial instruments that settle on a net basis. When the amount payable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the end of the reporting period. The liquidity analysis for the Group's derivative financial instruments are prepared based on the contractual maturities as the management consider that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

**37. 金融工具(續)****37b. 財務風險管理目標及政策(續)****流動資金風險**

在管理流動資金風險時，本集團監控及保持管理層認為足夠的現金及現金等值項目水平，為本集團的業務營運提供資金並減輕現金流量波動的影響。本集團亦有可動用之銀行備用信貸額(附註26)約247,514,000港元(2012年：1,301,149,000港元)，以應付短期營運資金需求。管理層監控銀行借款的使用狀況及確保遵守貸款契約。

下表詳列本集團金融負債的合約到期日，乃根據本集團可能被要求還款的最早日期金融負債的未貼現現金流量編製。具體而言，載有按要求償還條文之銀行貸款，被包括在最早時限之內，不論銀行是否選擇行使其權利。其他非衍生金融負債之到期日根據商定的還款日期計算。該表列有利息及本金之現金流量。於報告期末，某程度上其利息流為浮動利率，而其未貼現金額則根據利率曲線計算。

此外，下表詳列本集團衍生金融工具之流動資金分析。該表乃根據按淨額計算之衍生金融工具之未貼現合約現金(流入)及流出淨額編製。當應付款項並未釐定，所披露款項已參照報告期末現有收益率曲線所示之預計利率釐定。由於管理層認為合約到期日對理解衍生工具之現金流量之期限至關重要，本集團衍生金融工具之流動資金分析乃根據合約到期日編製。

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(For the year ended 31 December 2013) (截至2013年12月31日止年度)

## 37. FINANCIAL INSTRUMENTS (CONTINUED)

## 37. 金融工具(續)

## 37b. Financial risk management objectives and policies

## 37b. 財務風險管理目標及政策(續)

(Continued)

## Liquidity risk (Continued)

## 流動資金風險(續)

	Weighted average effective interest rate	On demand or 0-30 days	31-60 days	61-90 days	91-365 days	Over 365 days	Total undiscounted cash flows	Carrying amount
	實際利率	應要求或 0-30天	31-60天	61-90天	91-365天	365天	現金流量總計	賬面值
	加權平均數	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	%	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>As at 31 December 2013</b>								
<i>Non-derivative financial liabilities</i>								
Non-interest bearing	-	140,543	25,505	7,215	46,632	3,526	223,421	223,421
Fixed interest rate instruments	3.68	-	19,992	-	61,809	124,948	206,749	200,000
Variable interest rate instruments	2.65	22,994	-	136,616	349,973	997,796	1,507,379	1,471,687
		<u>163,537</u>	<u>45,497</u>	<u>143,831</u>	<u>458,414</u>	<u>1,126,270</u>	<u>1,937,549</u>	<u>1,895,108</u>
<i>Derivative financial instruments</i>								
- net settlement								
Interest rate swaps		1,008	-	708	914	729	3,359	3,313
		<u>1,008</u>	<u>-</u>	<u>708</u>	<u>914</u>	<u>729</u>	<u>3,359</u>	<u>3,313</u>
<b>As at 31 December 2012</b>								
<i>Non-derivative financial liabilities</i>								
Non-interest bearing	-	69,441	5,833	2,805	7,073	-	85,152	85,152
Fixed interest rate instruments	3.68	-	-	-	-	207,360	207,360	200,000
Variable interest rate instruments	2.58	38,696	-	92,285	90,716	1,023,936	1,245,633	1,216,956
		<u>108,137</u>	<u>5,833</u>	<u>95,090</u>	<u>97,789</u>	<u>1,231,296</u>	<u>1,538,145</u>	<u>1,502,108</u>
<i>Derivative financial instruments</i>								
- net settlement								
Interest rate swaps		1,816	88	88	1,111	4,482	7,585	7,466
Structured foreign currency forward contract		181	180	180	811	926	2,278	2,273
		<u>1,997</u>	<u>268</u>	<u>268</u>	<u>1,922</u>	<u>5,408</u>	<u>9,863</u>	<u>9,739</u>

**37. FINANCIAL INSTRUMENTS (CONTINUED)****37. 金融工具(續)****37b. Financial risk management objectives and policies**  
(Continued)**37b. 財務風險管理目標及政策(續)***Liquidity risk (Continued)**流動資金風險(續)*

Bank loans with a repayment on demand clause are included in the "on demand or 0-30 days" time band in the above maturity analysis. As at 31 December 2013, the aggregate carrying amounts of these bank loans amounted to HK\$22,217,000 (2012: HK\$38,696,000). Taking into account the Group's financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank loans will be repaid within one to five years after the reporting date of 31 December 2013 in accordance with the scheduled repayment dates set out in the loan agreements. The following table summarises the maturity analysis of bank loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements.

具有可隨時要求償還條文之銀行借款在上述日期分析計入「應要求或0-30天」之時間範圍內。於2013年12月31日，該等銀行借貸之賬面值金額合共為22,217,000港元(2012年：38,696,000港元)。計及本集團之財務狀況後，董事不相信銀行可能行使其要求即時還款之酌情權。董事相信，該等銀行借貸將於2013年12月31日報告日期後一年至五年內根據貸款協議所載預定還款日期償還。下表總括具有可隨時要求償還條文之銀行借貸，按貸款協議所載同意還款日期之到期分析。

		Weighted average effective interest rate 實際利率 加權平均數	0-30 days	31-60 days	61-90 days	91-365 days	Total		Carrying amount
							Over 365 days 超過 365天	undiscounted cash flows 未折現 現金流量總計	
		%	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		%	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>As at 31 December 2013</b>	<b>於2013年12月31日</b>								
Bank loans	銀行借款	2.21	1,368	1,378	1,382	12,752	5,740	22,620	22,217
<b>As at 31 December 2012</b>	<b>於2012年12月31日</b>								
Bank loans	銀行借款	2.21	1,346	1,353	1,351	12,281	22,378	38,709	38,696

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

以上金額包括非衍生金融負債之浮動利率工具有可能會變動，倘浮動利率變動與在報告期末估計的利率有所不同。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

## 37. FINANCIAL INSTRUMENTS (CONTINUED)

## 37. 金融工具(續)

## 37c. Fair value measurements of financial instruments

## 37c. 金融工具之公平值計量

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

本附註提供有關本集團多項金融資產及金融負債公平值之釐定方式。

(i) *Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis*

(i) *根據經常性基準按公平值計量之本集團金融資產及金融負債之公平值*

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

本集團部分金融資產及金融負債於各報告期末按公平值計量。下表所載資料說明該等金融資產及金融負債公平值之釐定方式(尤其是所用之估值方法及輸入數據)。

Financial assets/ financial liabilities 金融資產/金融負債	Fair value as at 於以下日期之公平值		Fair value hierarchy 公平值	Valuation technique(s) and key input(s) 估值技術及重要輸入數據
	31/12/2013	31/12/2012		
1) Foreign currency forward contracts classified as derivative financial instruments in the consolidated statement of financial position 1) 於綜合財務狀況報表分類為衍生金融工具之外幣遠期合約	Nil 零	Assets – HK\$6,941,000 資產 – 6,941,000 港元	Level 2 第2級	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of various counterparties. 貼現現金流。根據遠期外幣兌換率(於報告期末可觀察的遠期外幣兌換率)及已訂約的遠期比率來估計未來現金流，並採用一個能夠反映各對手信貸風險的比率將之貼現。
2) Interest rate swaps classified as derivative financial instruments in the consolidated statement of financial position 2) 於綜合財務狀況報表分類為衍生金融工具之利率掉期	Assets – HK\$360,000 資產 – 360,000 港元  Liabilities – HK\$3,313,000 負債 – 3,313,000 港元	Liabilities – HK\$7,466,000 資產 – 7,466,000 港元	Level 2 第2級	Discounted cash flow. Future cash flows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contracted interest rates, discounted at a rate that reflects the credit risk of various counterparties. 貼現現金流。根據遠期利率(於報告期末可觀察的收益率曲線)及已訂約的利率來估計未來現金流，並採用一個能夠反映各對手信貸風險的比率將之貼現。

## 37. FINANCIAL INSTRUMENTS (CONTINUED)

## 37. 金融工具(續)

37c. Fair value measurements of financial instruments  
(Continued)

## 37c. 金融工具之公平值計量(續)

- (i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

- (i) 根據經常性基準按公平值計量之本集團金融資產及金融負債之公平值(續)

Financial assets/ financial liabilities 金融資產/金融負債	Fair value as at 於以下日期之公平值		Fair value hierarchy 公平值	Valuation technique(s) and key input(s) 估值技術及重要輸入數據
	31/12/2013	31/12/2012		
3) Structured foreign currency forward contract classified as derivative financial instruments in the consolidated statement of financial position 3) 於綜合財務狀況報表分類為衍生金融工具之結構性外幣遠期合約	<b>Assets – HK\$2,024,000 資產 – 2,024,000港元</b>	Liabilities – HK\$2,273,000 負債 – 2,273,000港元	Level 2 第2級	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of various counterparties. 貼現現金流。根據遠期外幣兌換率(於報告期末可觀察的遠期外幣兌換率)及已訂約的遠期比率來估計未來現金流，並採用一個能夠反映各對手信貸風險的比率將之貼現。

There were no transfers between 3 Levels in both years.

於兩個年度內，三個級別之間並無轉移。

- (ii) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)

- (ii) 並非根據經常性基準按公平值計量之本集團金融資產及金融負債之公平值(但須披露公平值)

The directors consider that the carrying amounts of financial assets and financial liabilities (excluding derivative instruments) recognised in the consolidated financial statements approximate their fair values.

本集團董事認為，於綜合財務報表內確認之金融資產及金融負債(不包括衍生工具)的賬面值與其公平值相若。

As at 31 December 2013 and 31 December 2012, the fair value measurements of all derivative financial instruments of the Group are categorised into Level 2. The fair values of the financial assets and financial liabilities included in the Level 2 category have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

於2013年12月31日及2012年12月31日，本集團所有衍生金融工具公平值計量均分類為第2級。列入第2級之金融資產及金融負債已根據公認定價模式按貼現現金流分析釐定，當中最重要之輸入數據為反映各對手信貸風險之貼現率。



## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(For the year ended 31 December 2013) (截至2013年12月31日止年度)

## 37. FINANCIAL INSTRUMENTS (CONTINUED)

## 37. 金融工具(續)

**37d. Financial assets and financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements**

The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments, irrespective of whether they are offset in the Group's consolidated statement of financial position.

*Financial assets subject to offsetting, enforceable master netting arrangements and similar agreements*

As at 31 December 2013

Description	Description	Gross amounts of recognised consolidated financial assets	Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position	Net amounts of financial assets presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		Net amount
					Financial instruments	Cash collateral received	
		已確認綜合金融資產總額 HK\$'000 千港元	綜合財務狀況表內可被抵銷之金融負債 HK\$'000 千港元	綜合財務狀況表內呈列之金融資產淨額 HK\$'000 千港元	金融工具 HK\$'000 千港元	已收取現金抵押品 HK\$'000 千港元	淨額 HK\$'000 千港元
Bank balances	銀行結餘	2,257	-	2,257	(1,077)	-	1,180
Derivatives	衍生工具	2,384	-	2,384	(360)	-	2,024
		<b>4,641</b>	<b>-</b>	<b>4,641</b>	<b>(1,437)</b>	<b>-</b>	<b>3,204</b>

As at 31 December 2012

於2012年12月31日

Description	Description	Gross amounts of recognised consolidated financial assets	Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position	Net amounts of financial assets presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		Net amount
					Financial instruments	Cash collateral received	
		已確認綜合金融資產總額 HK\$'000 千港元	綜合財務狀況表內可被抵銷之金融負債 HK\$'000 千港元	綜合財務狀況表內呈列之金融資產淨額 HK\$'000 千港元	金融工具 HK\$'000 千港元	已收取現金抵押品 HK\$'000 千港元	淨額 HK\$'000 千港元
Bank balances	銀行結餘	487	-	487	(480)	-	7
Derivatives	衍生工具	6,941	-	6,941	(3,341)	-	3,600
		<b>7,428</b>	<b>-</b>	<b>7,428</b>	<b>(3,821)</b>	<b>-</b>	<b>3,607</b>

## 37. FINANCIAL INSTRUMENTS (CONTINUED)

## 37d. Financial assets and financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements (Continued)

Financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements

As at 31 December 2013

Description	Description	Gross amounts of recognised financial liabilities	Gross amounts of recognised financial assets set off in the statement of financial position	Net amounts of financial liabilities presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		Net amount
					Financial instruments	Cash collateral received	
		綜合財務狀況表內可被抵銷之金融負債總額	綜合財務狀況表內可被抵銷之金融資產	綜合財務狀況表內呈列之金融負債淨額	金融工具	已收取現金抵押品	淨額
		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
Derivatives	衍生工具	(3,313)	-	(3,313)	1,437	-	(1,876)

As at 31 December 2012

Description	Description	Gross amounts of recognised financial liabilities	Gross amounts of recognised financial assets set off in the statement of financial position	Net amounts of financial liabilities presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		Net amount
					Financial instruments	Cash collateral received	
		綜合財務狀況表內可被抵銷之金融負債總額	綜合財務狀況表內可被抵銷之金融資產	綜合財務狀況表內呈列之金融負債淨額	金融工具	已收取現金抵押品	淨額
		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
Derivatives	衍生工具	(9,739)	-	(9,739)	3,821	-	(5,918)

The disclosures set out in the tables above include derivative contracts through the banks. The related collaterals are included in bank balances. If a default occurs, the banks are able to exercise the right to offset against any favourable derivative contracts and/or the collaterals placed.

## 37. 金融工具(續)

## 37d. 涉及抵銷、可執行總互抵銷安排及類似協議之金融資產及金融負債(續)

涉及抵銷、可執行總互抵銷安排及類似協議之金融負債

於2013年12月31日

於2012年12月31日

下表所載之披露包括透過銀行訂立之衍生合約。有關抵押品已包括在銀行結餘中。如違約發生，銀行能行使其權力與任何對銀行優惠之衍生合約及／或已存放抵押品作抵銷。

## Financial Summary

## 財務概要

		Year ended 31 December 截至十二月三十一日止年度				2013
		2009	2010	2011	2012	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
<b>RESULTS</b>	<b>業績</b>					
Revenue	營業額	1,403,428	2,138,808	2,155,710	1,520,512	<b>1,329,131</b>
Profit before taxation	除稅前溢利	249,725	537,786	726,964	418,951	<b>374,957</b>
Income tax expenses	所得稅支出	(10,488)	(71,969)	(50,584)	(57,014)	<b>(66,225)</b>
Profit for the year	年內溢利	239,237	465,817	676,380	361,937	<b>308,732</b>

		At 31 December 於十二月三十一日				2013
		2009	2010	2011	2012	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
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Total assets	資產總額	1,539,059	2,170,164	2,833,682	3,492,177	<b>4,174,634</b>
Total liabilities	負債總額	(681,210)	(870,866)	(1,175,061)	(1,598,338)	<b>(2,044,026)</b>
Net assets	資產淨額	857,849	1,299,298	1,658,621	1,893,839	<b>2,130,608</b>

## Statement of Financial Position of the Company

## 本公司財務狀況表

A summarised information statement of financial position of the Company as at 31 December 2013 and 31 December 2012 is as follows:

本公司於2013年12月31日及2012年12月31日之財務狀況表概述如下：

		2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) 重列
<b>ASSETS</b>	<b>資產</b>		
Investments in a subsidiary (note 1)	附屬公司投資(附註1)	226,685	254,318
Amount due from a subsidiary	附屬公司欠款	13,962	117,806
Prepayments	預付款項	172	172
Bank balances	銀行結餘	248	230
		<b>241,067</b>	<b>372,526</b>
<b>LIABILITIES</b>	<b>負債</b>		
Other payables	其他應付款	3,715	4,700
Bank borrowings	銀行借款	22,217	38,696
		<b>25,932</b>	<b>43,396</b>
		<b>215,135</b>	<b>329,130</b>
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>		
Share capital	資本	82,500	82,500
Reserves (note 2)	儲備(附註2)	132,635	246,630
		<b>215,135</b>	<b>329,130</b>

notes 1: In preparing the Company's financial statements, the directors have identified the following prior year adjustment in the financial statements for the year ended 31 December 2012:

"Its imputed interest income from the subsidiary amounting to HK\$94,130,000 was erroneously debited into "amount due from a subsidiary" instead of "investment in a subsidiary". The Company has restated the "amount due from a subsidiary" and "investment in a subsidiary" in the financial statements retrospectively. The above prior year adjustment has no effects on the statements of comprehensive income for the year ended 31 December 2012."

附註 1：於編制公司財務報表，董事們確定截至2012年12月31日的年度財務報表中有以下前年度調整：

「附屬公司之估算利息收入合共港幣94,130,000被錯誤記入「附屬公司欠款」而不是「附屬公司投資」。本公司已在財務報表追溯重列「附屬公司欠款」及「附屬公司投資」的金額。以上之前年度調整對截至2012年12月31日之全面收益報表並無影響。」

notes 2: Reserves

附註 2：儲備

		Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元	Translation reserve 滙兌儲備 HK\$'000 千港元	Share options reserve 購股權儲備 HK\$'000 千港元	Accumulated profits 累計溢利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2012	於2012年1月1日	20,307	(102,808)	-	129,174	314,617	361,290
Profit for the year	年內溢利	-	-	-	-	16,330	16,330
Recognition of equity-settled share-based payments	確認以股本結算以股份為基礎之付款	-	-	-	28,256	-	28,256
Dividends	股息	-	-	-	-	(165,000)	(165,000)
Exchange differences arising from translation	因轉換而產生之匯兌差額	-	-	5,754	-	-	5,754
At 31 December 2012	於2012年12月31日	20,307	(102,808)	5,754	157,430	165,947	246,630
Loss for the year	年內虧損	-	-	-	-	(3,226)	(3,226)
Recognition of equity-settled share-based payments	確認以股本結算以股份為基礎之付款	-	-	-	6,000	-	6,000
Dividends	股息	-	-	-	-	(123,750)	(123,750)
Exchange differences arising from translation	因轉換而產生之匯兌差額	-	-	6,981	-	-	6,981
At 31 December 2013	於2013年12月31日	20,307	(102,808)	12,735	163,430	38,971	132,635

The contributed surplus of the Company represents the difference between the aggregate net tangible assets of the subsidiaries acquired by the Company pursuant to a group reorganisation in December 2001 and the nominal value of the Company's shares issued for the acquisition.

本公司之實繳盈餘乃本公司過2001年12月之集團重組所收購之附屬公司之有形資產淨值總和與本公司因該收購而發行股本面值之差額。

# Schedule of Property

## 物業資料

### INVESTMENT PROPERTY

### 投資物業

Location 地點	Area 面積	Use 用途	Stage of completion 完成階段	Group's ownership 集團擁有權	Expected date of completion 預期完成日
中國江蘇沿江開發區 江南大道以東， 金茂路以南， 金港路以西	16,606M <sup>2</sup>	Undetermined 未確定	Not yet commenced construction 尚未開始建設	100%	Undetermined 未確定

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