



China Metal Resources Utilization Limited 中國金屬資源利用有限公司

(a company incorporated under the laws of Cayman Islands with limited liability)
(根據開曼群島法律註冊成立的有限公司)

Stock Code 股份代號 : 1636



年報

2014
Annual Report

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CORPORATE PROFILE

公司概況

China Metal Resources Utilization Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability on 22 February 2013. The Company and its subsidiaries (the “Group”) are a fast-growing manufacturer of recycled copper products, also known as copper semis, in Southwest China. The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 21 February 2014 (the “Listing Date”).

We process recycled scrap copper and, to a lesser extent, electrolytic copper, to manufacture a range of copper products, including copper wire rods, copper wires, copper plates and copper granules. Beginning in 2013, we also sell a range of communication cables and power transmission and distribution cables using copper wire rods that we produce as the principal raw material. We are increasing our production capacity and plan to broaden our product range and pursue opportunities for further vertical integration. In light of favourable development trends in China and our advantages in raw material supply, facility location and preferential governmental policies, we believe we are well positioned to become a leading integrated recycled copper product supplier in China covering the key value-creating activities in the industry chain.

We currently own and operate three production facilities for recycled copper products. The facilities of our subsidiaries Mianyang Jinxin Copper Co., Ltd. (“Jinxin”), Mianyang Tongxin Copper Co., Ltd. (“Tongxin”), Sichuan Baohe Xinshiji Cable Co., Ltd. (“Baohe Xinshiji”) and Mianyang Baohe Taiyue Communications Cable Co., Ltd. (“Baohe Taiyue”) are located in Mianyang, Sichuan Province and the facility of our subsidiary Hunan Yinlian Xiangbei Copper Co., Ltd. (“Xiangbei”) is located in Miluo, Hunan Province. The production facility of Baohe Xinshiji was completed and production commenced during the second quarter of the year. The production facility of Baohe Taiyue was also completed and production commenced in the fourth quarter of 2014. Our Jinxin, Tongxin, Baohe Xinshiji, Baohe Taiyue and Xiangbei facilities are currently in commercial production.

中國金屬資源利用有限公司(「本公司」)為一家於2013年2月22日在開曼群島註冊成立的獲豁免有限公司。本公司及其附屬公司(「本集團」)是中國西南部增長迅速的再生銅產品(亦稱為銅半製成品)製造商。本公司股份於2014年2月21日(「上市日期」)在香港聯合交易所有限公司(「聯交所」)主板上市。

本集團主要加工回收的廢銅，其次是電解銅，從而生產多種銅產品，包括銅線材、銅線、銅排和銅米。自2013年起，我們亦銷售多種通信電纜和送配電纜，這些電纜以我們生產的銅線材作為原材料。我們正提高產能，計劃擴大產品類型，並尋求機會進一步垂直整合。鑑於中國的可利發展趨勢及我們在原材料供應、設施所在地及利好的政府政策等方面的優勢，相信我們已具備條件成為中國領先的綜合再生銅產品供應商，涵蓋產業鏈內的主要價值創造活動。

本集團目前擁有及營運三個再生銅產品生產設施。我們的附屬公司綿陽金鑫銅業有限公司(「金鑫」)、綿陽銅鑫銅業有限公司(「銅鑫」)、四川保和新世紀線纜有限公司(「保和新世紀」)及綿陽保和泰越通信線纜有限公司(「保和泰越」)設施位於四川省綿陽市，而我們的附屬公司湖南銀聯湖北銅業有限公司(「湖北」)設施位於湖南省汨羅市。保和新世紀的生產設施已竣工並於本年度第二季開始投產。保和泰越的生產設施已竣工並於2014年第四季開始投產。我們的金鑫、銅鑫、保和新世紀、保和泰越及湖北設施現正投入商業生產。

CORPORATE PROFILE

公司概況

This annual report, in both English and Chinese versions, is available on the Company's website at <http://www.cmru.com.cn/>. Shareholders who have chosen to receive the corporate communications of the Company (the "Corporate Communications") in either the English version or the Chinese version may request for a copy in the other language. The annual report in the requested language will be sent free of charge by the Company upon request.

Shareholders may at any time change their choice of language(s) (either English only or Chinese only or both languages) of Corporate Communications.

Shareholders may send their request to change their choice of language(s) of Corporate Communications by notice in writing to the Hong Kong Branch Share Registrar of the Company with Computershare Hong Kong Investor Services Ltd. at 17M Floor Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

本年報的中、英文本已登載於本公司網站 <http://www.cmru.com.cn/>。已選擇收取本公司的公司通訊(「公司通訊」)的英文本或中文本的股東，可要求收取另一語言版本。只要提出要求，本公司將免費發送本年報的要求語言版本。

股東可隨時更改收取公司通訊的語言版本的選擇(即英文本或中文本或中、英文本)。

股東可以書面通知本公司在香港的股份過戶登記分處，香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17M樓，提出更改收取公司通訊的語言版本的選擇。

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the Board of Directors (the "Board") of China Metal Resources Utilization Limited ("CMRU" or the "Company"), I hereby present the audited consolidated annual results of the Company and its subsidiaries (collectively the "Group") for the twelve months ended 31 December 2014.

Last year, the industry faced challenges in light of the weakened economic growth in China and the tightening of liquidity in financial markets. Fortunately, the Central People's Government of the People's Republic of China still attached high degree of importance to the scrap metal recycling industry and supported its development by launching favorable policies and other initiatives such as VAT refunds, government grants and subsidies. Our versatile and flexible integrated business model and the capabilities and efforts of our management team enabled the Group to grow steadily despite the uncertain economic environment.

During the year, the Group has expanded its production facilities, seeking to broaden its product range. The expansion of annual production capacity of Xiangbei by 30,000 metric tons was completed during the second quarter of 2014. Its enameled wires production facility at Tongxin was also completed during the second quarter. The production facility of Baohe Xinshiji was completed and production commenced during the second quarter. The production facility of Baohe Taiyue was also completed and production commenced in the fourth quarter of 2014.

As liquidity was tightened in the Chinese banking system last year, to lower its credit risk exposure, the Group has strategically increased the sales of upstream recycled copper products and reduced the sales of mid-down-stream power transmission and distribution cable as well as communication cable products, which effectively shortened the receivables turnover days. An analysis of the business segment revenue breakdown shows that recycled copper products still accounted for the largest proportion of the Group's total turnover in 2014 at 91.9%, with revenue of RMB3,548.3 million, a substantial growth of 65.5% from 2013. Sales volume of recycled copper products also surged by 79.3% to 84,776 metric tons as the Group used the increased working capital to expand production capacity.

各位股東：

本人謹此代表中國金屬資源利用有限公司(「中國金屬資源利用」或「本公司」)董事會(「董事會」)提呈本公司連同附屬公司(統稱「本集團」)截至2014年12月31日止十二個月之經審核的綜合全年業績報告。

去年，中國經濟增長疲弱，金融市場資金收緊，對行業構成重重挑戰。幸而，中華人民共和國中央人民政府仍高度重視廢金屬回收行業，推出各項利好政策及其他措施支持發展，例如增值稅退稅、政府補貼及津貼等。我們的經營模式多元靈活，加上管理層的才幹和努力，本集團仍然在不明朗的經濟環境下穩步增長。

年內，本集團擴建生產設施，以擴大其產品種類。湘北新增年產能30,000公噸，已於2014年第二季竣工。銅鑫的漆包線生產設施亦於第二季竣工。保和新世紀的生產設施於第二季竣工及開始投產。保和泰越的生產設施亦於2014年第四季竣工及開始投產。

去年，中國銀行體系收緊流動資金，以降低其信貸風險，故此本集團有策略地增加上游再生銅產品的銷售，而減少中下游送配電纜和通信電纜的銷售，有效縮短應收款項週轉天數。按業務分部收益明細分析，再生銅產品繼續佔本集團2014年總營業額的最高份額達91.9%，收益為人民幣3,548,300,000元，較2013年大幅增長65.5%。再生銅產品的銷量亦急升79.3%至84,776公噸，因為本集團增加營運開支擴大產能所致。

CHAIRMAN'S STATEMENT

主席報告

As for mid-down-stream businesses, turnover from sales of power transmission and distribution cable products amounted to RMB181.5 million with a decrease of 65.7% from 2013, as affected by the 60.6% decrease in sales volume. Turnover from sales of communication cable products amounted to RMB104.0 million with a decrease of 58.5% from 2013, as affected by the 21.1% decrease in sales volume.

The trend towards consolidation and M&A in the industry has added momentum to drive the Group's rapid growth. Tongxin, a subsidiary of the Group, has completed the acquisition of a 65% equity interest in Mianyang Jin Xunhuan Metal Materials Co., Ltd. ("Jin Xunhuan"). Jin Xunhuan focuses on the sales and production of anodic copper using scrap copper as raw materials as well as trading electrolytic copper. The Group plans to sell these products in the Shanghai Futures Exchange and other professional e-commerce platforms. By trading its products in such innovative platforms, the Group expects to enlarge its sales volume, strengthen its liquidity and create synergies through utilising the Group's existing resources in raw materials, logistics and technical know-how.

The Chinese government has implemented a series of measures to sustain economic growth, and an improvement in the operating environment can be seen by the more favourable liquidity conditions in the financial market since the fourth quarter last year. At the same time, new infrastructure projects have been announced by the China government, including investment in the power grid etc.. These policies are expected to boost the mid-to-long-term domestic copper demand. Therefore, we remain cautiously optimistic of the business environment this year. Currently, we are seeking acquisition opportunities along the supply chain, such that we can further integrate and enhance our operations, boost business growth and generate satisfactory returns for our shareholders.

Mr. Yu Jianqiu

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 25 March 2015

就中低游業務而言，銷售送配電纜之營業額為人民幣181,500,000元，受銷量下跌60.6%所影響，較2013年減少65.7%。銷售通信電纜的營業額為人民幣104,000,000元，受銷量下跌21.1%所影響，較2013年減少58.5%。

行業整合及併購趨勢進一步推動本集團快速增長。本集團附屬公司銅鑫完成收購綿陽金循環金屬材料有限公司(「金循環」)65%股權。金循環專注於利用廢雜銅作為原材料，生產和銷售陽極銅和銷售電解銅。本集團計劃於上海期貨交易所及其他專業的電子商務平台出售該等產品。透過在該等創新平台交易，本公司預期可擴大其銷量，增加其流動資金及利用本集團現有原材料貨源、物流系統及技術專業知識達致協同效應。

中國政府已落實一系列維持經濟增長的措施，自去年第四季開始金融市場的流動資金狀況越見明朗，反映經營環境好轉。同時，中國政府宣佈新基建項目，包括投資電網等。此等政策預期增加國內銅產品的中長期需求，因此，我們對來年的經營環境抱持審慎樂觀態度。目前，我們正循供應鏈方面尋求收購機會，以進一步整合及提升營運，加強業務增長及為股東創造理想回報。

主席、行政總裁兼執行董事

俞建秋先生

香港，2015年3月25日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

We are a fast-growing manufacturer of recycled copper products, also known as copper semis, in Southwest China. We process recycled scrap copper and, to a lesser extent, electrolytic copper, to manufacture a range of copper products, including copper wire rods, copper wires, copper plates and copper granules. Beginning in 2013, we have also been selling a range of communication cables and power transmission and distribution cables using copper wire rods that we produce as the principal raw materials. We have constructed our own production facilities, seeking to broaden our product range and pursue opportunities for further vertical integration. In light of the favorable development trends in China and our advantages in raw materials supply, facility location and preferential governmental policies, we believe that we are well positioned to become a leading integrated recycled copper product supplier in China covering the key value-creating activities in the industry chain.

Our financial performance in 2014 was strong with the turnover increased by 30.4% from 2013. Net profit attributable to the shareholders of the Company amounted to RMB248.5 million, remaining stable as compared to 2013. The fact that it was achieved on the back of a difficult operating environment during the second quarter when liquidity significantly tightened in the financial markets in China demonstrated the strengths of our business model and the capability and dedication of our management team. In particular, our integrated business model enabled us to efficiently alter our product mix and minimize any adverse impact on our overall business from reduced liquidity in the market environment. The growth in turnover was principally due to the greater production capacity at our Tongxin and Xiangbei facilities and was also the main driver for the increase in net profit.

Moreover, with all of our copper semis production facilities enjoying the benefits of VAT refunds, we continued our strategy to conduct our operations in order to fully utilize such benefits. Our VAT refunds under the Adjustment and Improvement of VAT Policies for Products and Labor Services Relating to Comprehensive Utilization of Resources (Cai Shui [2011] No. 115) jointly issued by the PRC State Administration of Taxation and Ministry of Finance in 2014 amounted to RMB311.6 million, representing a significant increase of 67.7% from 2013.

Xiangbei's annual production capacity expansion of 30,000 metric tons was completed during the second quarter of 2014. The production facility of Baohe Xinshiji was completed and production commenced during the second quarter of the year. The production facility of Baohe Taiyue was also completed and production commenced in the fourth quarter of 2014.

業務回顧

本集團是中國西南部增長迅速的再生銅產品(亦稱為銅半製成品)製造商。本集團主要加工回收的廢銅，其次是電解銅，從而生產多種銅產品，包括銅線材、銅線、銅排和銅米。自2013年起，我們亦銷售多種以我們自製的銅線材為主要原材料的通信電纜和送配電纜。我們已興建自家生產設施，致力擴大產品類型，並尋求機會進一步垂直整合。鑑於中國的有利發展趨勢及我們在原材料供應、設施所在地及利好的政府政策等方面的優勢，相信我們已具備條件成為中國領先的綜合再生銅產品供應商，涵蓋產業鏈內的主要價值創造活動。

於2014年，本集團財務表現強勁，營業額較2013年增加30.4%。本公司股東應佔純利達人民幣248,500,000元，與2013年相比維持穩定。中國金融市場大幅收緊流動資金導致第二季經營環境困難，但我們仍能錄得有關增長，顯示我們業務模式的優勢，亦展現管理團隊的實力及努力成果。特別是，我們的整合業務模式讓我們有效改變產品組合，從而減低市場上流動資金縮減對我們的整體業務所帶來的任何負面影響。營業額增長主要由於銅鑫及湘北設施擴大產能所致，產能增加亦為帶動純利上升的主要動力。

此外，由於所有銅半製成品的生產設施亦享有增值稅退稅優惠，故我們繼續採取現行策略經營業務，以充分善用有關優惠。本集團於2014年根據國家稅務總局及財政部聯合頒佈的《關於調整完善資源綜合利用產品及勞務增值稅政策的通知》(財稅[2011]115號)獲得的增值稅退稅為人民幣311,600,000元，較2013年大幅增長67.7%。

湘北於2014年第二季完成30,000公噸年產能擴產項目。保和新世紀的生產設施已於本年度第二季落成及投產。保和泰越的生產設施亦於2014年第四季落成及投產。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

RECENT DEVELOPMENT

On 25 September 2014, Tongxin completed an acquisition of 51% and 14% equity interest in Mianyang Jin Xunhuan Metal Materials Co., Ltd. (綿陽金循環金屬材料有限公司) (“Jin Xunhuan”) from Shenzhen YinTai Copper Co., Limited (深圳銀泰銅業有限公司) (“Shenzhen YinTai”) and Tianjin Jili Recycling of Renewable Resources Co., Limited (天津市潔利再生資源回收利用有限公司) (“Tianjin Jili”) respectively, in which a cash consideration of approximately RMB15,300,000 and RMB4,200,000 was paid respectively. Jin Xunhuan will focus on the sales and production of anodic copper from scrap copper as raw materials and trading electrolytic copper. The Group plans to sell these products through Jin Xunhuan in the Shanghai Futures Exchange and other professional e-commerce platforms. By trading its products in such innovative platforms, the Group expects to (1) enlarge its sales volume; (2) strengthen its liquidity by shortening the overall trade receivable turnover days; and (3) capture the synergy effect by making use of the Group’s existing sources of raw materials, logistic system and technical know-how. Jin Xunhuan was still under construction at the end of 2014 and it is expected to commence operations in the third quarter of 2015. Please refer to the announcement of the Company dated 15 September 2014 for further details.

On 19 December 2014, the Company, Shanghai Baohe Properties Development Co., Ltd. (上海保和置業發展有限公司) (“Baohe Development”) and Sichuan Xijiulong Investment Co., Ltd. (四川省西九龍投資有限公司) (“Xijiulong”) entered into a non-legally binding letter of intent in relation to the possible acquisition by the Company of 15.3% and 14.7% of the equity interest of Sichuan Baohe Fushan Resources Recycling Development Co., Ltd. (四川省保和富山再生資源開發有限公司) (“Baohe Fushan”) from Baohe Development and Xijiulong, respectively. Baohe Fushan is principally engaged in the operation and the development of an industrial park in the PRC, which currently accommodates Tongxin, Baohe Xinshiji and Baohe Taiyue, all of which are wholly-owned subsidiaries of the Company, and other metal recycling related companies. Please refer to the announcements of the Company dated 19 December 2014 and 22 April 2015 for further details. Subsequently, the Company, Baohe Development and Xijiulong and their respective ultimate owners entered into the agreements on 22 April 2015 to acquire in aggregate 30% interest in Baohe Fushan.

近期發展

於2014年9月25日，銅鑫完成向深圳銀泰銅業有限公司(「深圳銀泰」)及天津市潔利再生資源回收利用有限公司(「天津市潔利」)分別收購綿陽金循環金屬材料有限公司(「金循環」)的51%及14%股權，當中已支付現金代價分別約人民幣15,300,000元及人民幣4,200,000元。金循環將專注利用廢雜銅作為原材料，生產和銷售陽極銅和銷售電解銅。本集團計劃透過金循環將有關產品在上海期貨交易所及其他專業的電子商務平台上銷售。透過在該等創新平台交易，本集團預期可(1)擴大其銷量；(2)縮短整體貿易應收款項周轉天數以增加其流動資金；及(3)利用本集團現有原材料貨源、物流系統及技術專業知識達致協同效應。於2014年年底，金循環仍然處於建設階段，預計將於2015年第3季度開始營運。有關更多詳情，請參閱本公司日期為2014年9月15日之公佈。

於2014年12月19日，本公司、上海保和置業發展有限公司(「保和發展」)及四川省西九龍投資有限公司(「西九龍」)訂立無法律約束力的意向書，內容有關本公司可能向保和發展及西九龍分別收購四川省保和富山再生資源開發有限公司(「保和富山」)的15.3%及14.7%股權。保和富山主要於中國從事經營及發展一個工業園，目前國內容納銅鑫、保和新世紀及保和泰越(全部均為本公司之全資附屬公司)及其他金屬回收相關公司。其後，本公司、保和發展及西九龍及其最終擁有人於2015年4月22日簽訂協議，收購保和富山合共30%權益。有關更多詳情，請參閱本公司日期為2014年12月19日及2015年4月22日之公佈。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FUTURE PROSPECTS/OUTLOOK

Recently, the PRC government has adopted a series of policies, striving to maintain its targeted economic growth rate. Since the fourth quarter of 2014, liquidity in the financial markets in China improved as a result of interest rate cuts and reduction of bank reserve requirements. On the fiscal front, the PRC government also announced a spate of new infrastructure projects which includes, among others, further investments in the power grid network. Such measures are expected to provide additional support to the demand of copper in China in the near to medium term.

As such, we are cautiously optimistic that our business environment will continue to improve in the coming year. Meanwhile, we are actively seeking acquisition opportunities for further integration along our industry supply chain, seeking to achieve good growth in our business and to provide attractive returns to our shareholders.

FINANCIAL REVIEW

Turnover

Our turnover represents the fair value of consideration received or receivable for sales of goods and services in the ordinary course of business. Turnover is shown net-of-VAT and other taxes, returns and discounts after eliminating sales within our Group.

The following table sets forth an analysis of our turnover:

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sales of recycled copper products	銷售再生銅產品	3,548,268	2,144,429
Sales of power transmission and distribution cables	銷售送配電纜	181,490	528,629
Sales of communication cables	銷售通信電纜	104,037	250,776
Sales of scrap materials	銷售廢棄材料	22,524	31,177
Contract manufacturing income	合同製造收入	2,624	3,993
		3,858,943	2,959,004

Turnover for the year ended 31 December 2014 amounted to RMB3,858.9 million, representing an increase of 30.4% from RMB2,959.0 million for the year ended 31 December 2013. This increase was mainly due to the increase in the sales volume of recycled copper products, though it has partially offset by a decrease in the average selling price for recycled copper products.

業務前景／展望

近期，中國政府採納一系列政策，致力於維持經濟增長目標。自2014年第4季度起，中國的金融市場的流動資金狀況因下調利率及削減銀行儲備的規定而有所改善。在財政方面，中國政府接連公佈新的基建項目，其中包括(但不限於)進一步投資電網。該等措施預期將於中短期內為中國銅需求提供額外支持。

因此，我們對營商環境將於來年好轉抱持審慎樂觀態度。此外，我們正積極尋求機會收購所屬行業的供應鏈業務，以達致良好業務增長，為股東帶來具吸引力的回報。

財務回顧

營業額

我們的營業額指於日常業務過程中就銷售貨物及服務已收或應收代價的公平值。營業額(經扣除增值稅及其他稅項、退貨及折扣)亦已對集團內部間的銷售進行對消。

下表載列我們的營業額的細目分類：

截至2014年12月31日止年度的營業額為人民幣3,858,900,000元，較截至2013年12月31日止年度的人民幣2,959,000,000元上升30.4%。這升幅主要由於再生銅產品的銷量上升，惟有關金額被再生銅產品的平均售價減少部份抵銷。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Turnover (Continued)

Turnover from recycled copper products amounted to RMB3,548.3 million for the year ended 31 December 2014, representing an increase of 65.5% from RMB2,144.4 million for the year ended 31 December 2013, reflecting mainly an increase of 79.3% in the sales volume of recycled copper products from 47,293 metric tons for the year ended 31 December 2013 to 84,776 metric tons for the year ended 31 December 2014. The increase in sales volume was mainly generated by an increase in our production as a result of the availability of more working capital. The overall average selling price of our recycled copper products decreased by 7.7% from RMB45,344 per metric ton for the year ended 31 December 2013 to RMB41,855 per metric ton for the year ended 31 December 2014.

Turnover from sales of power transmission and distribution cables amounted to RMB181.5 million for the year ended 31 December 2014, representing a decrease of 65.7% from RMB528.6 million for the year ended 31 December 2013, reflecting a decrease of 60.6% in sales volume from 13,404 metric tons for the year ended 31 December 2013 to 5,276 metric tons for the year ended 31 December 2014, and a decrease of 12.8% in average selling price of RMB39,438 per metric ton for the year ended 31 December 2013 to RMB34,401 per metric ton for the year ended 31 December 2014.

Turnover from sales of communication cables amounted to RMB104.0 million for the year ended 31 December 2014, representing a decrease of 58.5% from RMB250.8 million for the year ended 31 December 2013, which was a result of a decrease of 21.1% in sales volume from 3,106 metric tons for the year ended 31 December 2013 to 2,452 metric tons for the year ended 31 December 2014, and a decrease of 47.4% in average selling price of RMB80,739 per metric ton for the year ended 31 December 2013 to RMB42,435 per metric ton for the year ended 31 December 2014. The decrease in the average selling price was primarily caused by changes in product mix.

The decreases in sales of power transmission and distribution cables and communication cables were due to the Group's strategy to focus on recycled copper products, in which its receivables turnover days are shorter than those of power transmission and distribution cables and communication cables in order to minimize credit risk exposure amid the tightening of liquidity in the banking system in China during 2014.

財務回顧(續)

營業額(續)

截至2014年12月31日止年度，再生銅產品業務的營業額為人民幣3,548,300,000元，較截至2013年12月31日止年度的人民幣2,144,400,000元增加了65.5%，反映再生銅產品銷量的79.3%升幅，其由截至2013年12月31日止年度的47,293公噸上升至截至2014年12月31日止年度的84,776公噸。銷量上升的主要原因是我們有增加的營運資金，因而能夠增加生產。再生銅產品的整體平均售價由截至2013年12月31日止年度的每公噸人民幣45,344元減少了7.7%至截至2014年12月31日止年度的每公噸人民幣41,855元。

截至2014年12月31日止年度，銷售送配電纜的營業額為人民幣181,500,000元，較截至2013年12月31日止年度的人民幣528,600,000元減少了65.7%，反映銷量的60.6%減幅，其由截至2013年12月31日止年度的13,404公噸下降至截至2014年12月31日止年度的5,276公噸，及平均售價由截至2013年12月31日止年度的每公噸人民幣39,438元減少了12.8%至截至2014年12月31日止年度的每公噸人民幣34,401元。

截至2014年12月31日止年度，銷售通信電纜的營業額為人民幣104,000,000元，較截至2013年12月31日止年度的人民幣250,800,000元減少了58.5%，乃由於銷量的21.1%減幅所致，其由截至2013年12月31日止年度的3,106公噸下降至截至2014年12月31日止年度的2,452公噸，及平均售價由截至2013年12月31日止年度的每公噸人民幣80,739元減少了47.4%至截至2014年12月31日止年度的每公噸人民幣42,435元。平均售價下降主要由於產品組合有所變動。

銷售送配電纜及通信電纜的跌幅乃由於本集團的策略集中在再生銅產品，其應收款項周轉天數較送配電纜及通信電纜的應收款項周轉天數為短，從而減低在2014年中國銀行體系收緊流動資金下所面對的信貸風險。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Cost of sales

Cost of sales for the year ended 31 December 2014 totaled RMB3,817.2 million, representing an increase of 34.9% from RMB2,828.9 million for the year ended 31 December 2013. The increase was mainly due to the increase of 79.3% in the sales volume of recycled copper products, though partly offset by the decrease of 60.6% and 21.1% in the sales volume of power transmission and distribution cables and communication cables, respectively.

The cost of raw materials increased by 35.9% from RMB2,678.0 million for the year ended 31 December 2013 to RMB3,639.4 million for the year ended 31 December 2014. Direct materials cost was the largest component of the Company's cost of sales, accounting for approximately 94.7% and 95.4% of the total cost of sales for the years ended 31 December 2013 and 2014, respectively.

Cost of sales, other than raw materials and finished goods purchased, was RMB177.8 million for the year ended 31 December 2014, representing an increase of 17.8% from RMB150.9 million for the year ended 31 December 2013. The increase was mainly attributable to an increase in VAT-surtax from RMB45.7 million to RMB73.2 million. Such VAT-surtax is calculated with reference to the amounts of net VAT paid to the tax authorities and such net VAT amount was directly related to the turnover from sales of our products.

Gross profit and gross profit margin

Our gross profit was RMB41.8 million for the year ended 31 December 2014, representing a decrease of 67.9% from RMB130.1 million for the year ended 31 December 2013. Our gross profit margin for the year ended 31 December 2014 decreased to 1.1% from 4.4% for the year ended 31 December 2013. The deterioration in gross profit margin was mainly due to the decrease in average selling price of recycled copper products by 7.7% without a comparable decrease in the average raw materials costs. Furthermore, the decrease in the Group's gross profit margin was also partly due to the decrease in the relative size of cable segments, both communication cable segment and power cable segment commands higher gross profit margin than that of recycled copper products.

財務回顧(續)

銷售成本

截至2014年12月31日止年度的銷售成本總額為人民幣3,817,200,000元，較截至2013年12月31日止年度的人民幣2,828,900,000元增加34.9%。這一升幅主要由於再生銅產品銷量上升79.3%，惟有關金額被送配電纜銷量的60.6%減幅及通信電纜銷量的21.1%減幅部份抵銷。

截至2014年12月31日止年度的原材料成本總額為人民幣3,639,400,000元，較截至2013年12月31日止年度的人民幣2,678,000,000元增加35.9%。原材料成本一直是本公司的銷售成本中最大組成部份，分別佔截至2013年及2014年12月31日止年度的銷售成本的約94.7%及95.4%。

截至2014年12月31日止年度，除了原材料及購入製成品的成本以外的銷售成本為人民幣177,800,000元，較截至2013年12月31日止年度的人民幣150,900,000元增加17.8%。這一升幅主要由於增值稅附加稅由人民幣45,700,000元增加至人民幣73,200,000元所致。有關增值稅附加稅乃基於已付稅務機關的增值稅淨額而計算，而該等增值稅淨額與銷售產品的營業額直接掛鉤。

毛利及毛利率

我們於截至2014年12月31日止年度的毛利為人民幣41,800,000元，較截至2013年12月31日止年度的人民幣130,100,000元減少67.9%。毛利率由截至2013年12月31日止年度的4.4%減少至截至2014年12月31日止年度的1.1%。毛利率減少的主要原因是再生銅產品的平均售價下跌7.7%，而原材料的平均成本並沒有同等減幅。再者，本集團毛利率下降部分亦歸因於通信電纜和送配電纜的毛利率較再生銅產品的毛利率高，而電纜業務的相對規模比例下降。

MANAGEMENT DISCUSSION AND ANALYSIS

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FINANCIAL REVIEW (Continued)

Other revenue

Other revenue increased significantly to RMB439.9 million for the year ended 31 December 2014 from RMB280.6 million for the year ended 31 December 2013. The increase was mainly due to VAT refunds under the Comprehensive Utilization of Resources Policy, the amount of which was directly related to the turnover from sales of our recycled copper products.

Other net (loss)/income

Our other net loss for the year ended 31 December 2014 was RMB1.5 million as compared to a net income of RMB0.4 million for the year ended 31 December 2013. Our other net loss for the year ended 31 December 2014 mainly comprised a realized loss of RMB0.7 million and an unrealized loss of RMB0.5 million on copper futures contracts trading on the Shanghai Futures Exchange, and a loss of RMB0.7 million from disposal of property, plant and equipment. Our other net income for the year ended 31 December 2013 mainly comprised a realized gain of RMB2.4 million on copper futures contracts trading on the Shanghai Futures Exchange and a loss of RMB1.2 million from disposal of property, plant and equipment.

Selling and distribution expenses

Our selling and distribution expenses for the year ended 31 December 2014 were RMB22.6 million, representing an increase of 148.5% from RMB9.1 million for the year ended 31 December 2013. The increase was primarily due to the increase in transportation expenses incurred since the Company diversified its market by increasing sales of recycled copper products to customers located in, among others, Shandong, Anhui, Zhejiang and Guizhou, on top of Sichuan and Hunan where the Company's production facilities are located.

Administrative expenses

Our administrative expenses for the year ended 31 December 2014 were RMB102.2 million, representing an increase of 60.6% from RMB63.6 million for the year ended 31 December 2013. The increase was primarily due to, among others, the recognition of share-based compensation of RMB10.4 million as a result of the grant of share options on 2 July 2014, the increase of salaries, wages and other benefits by RMB19.3 million as a result of high expenditure on human resources in areas such as compliance, finance and internal controls, and the increase by RMB9.6 million in professional fees.

財務回顧(續)

其他收益

截至2014年12月31日止年度的其他收益大幅上升至人民幣439,900,000元，而截至2013年12月31日止年度則為人民幣280,600,000元。增幅主要由於根據資源綜合利用政策收取增值稅退稅，有關金額與銷售再生銅產品的營業額直接掛鉤。

其他淨(虧損)/收入

截至2014年12月31日止年度之其他淨虧損為人民幣1,500,000元，而截至2013年12月31日止年度則為淨收入人民幣400,000元。截至2014年12月31日止年度之其他淨虧損主要包括於上海期貨交易所買賣的銅期貨合約所產生已實現虧損額人民幣700,000元及未實現虧損額人民幣500,000元，及出售物業、廠房及設備的虧損人民幣700,000元。截至2013年12月31日止年度的其他淨收入主要包括於上海期貨交易所買賣的銅期貨合約所得已實現收益為人民幣2,400,000元及出售物業、廠房及設備的虧損人民幣1,200,000元。

銷售及分銷開支

截至2014年12月31日止年度，我們的銷售及分銷開支為人民幣22,600,000元，較截至2013年12月31日止年度的人民幣9,100,000元增加148.5%。該增幅主要由於運輸費用增加，其源自本公司除了向其生產設施所在地四川及湖南的客戶銷售再生銅產品外，亦增加向位於(其中包括)山東、安徽、浙江及貴州等地客戶的銷售，藉此開拓更大市場。

行政開支

截至2014年12月31日止年度，我們的行政開支為人民幣102,200,000元，較截至2013年12月31日止年度的人民幣63,600,000元增加60.6%。該增幅主要由於(其中包括)因2014年7月2日授出購股權而確認以股份為基礎的補償人民幣10,400,000元，因合規、財務及內部監控等方面的人力資源開支增加而導致薪金、工資及其他福利增加達人民幣19,300,000元，以及專業費用增加人民幣9,600,000元。

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管理層討論及分析

FINANCIAL REVIEW (Continued)

Capital structure

As at 31 December 2014, the capital structure of the Group mainly consisted of shareholders' equity, bank and other borrowings and obligations under finance leases. There are no material seasonality of borrowing requirements for the Group.

The following table sets forth the interest rate profile of the Group's interest-bearing borrowings at the dates indicated:

財務回顧(續)

資本結構

於2014年12月31日，本集團的資本結構主要由股東權益、銀行及其他借款以及融資租賃下之責任所組成。本集團並無重大季節性借款要求。

下表載列本集團計息借款於所示日期的利率組合：

		As at 31 December 2014 於2014年12月31日		As at 31 December 2013 於2013年12月31日	
		Weighted average effective interest rate 加權平均 實際利率 %	Amount 金額 RMB'000 人民幣千元	Weighted average effective interest rate 加權平均 實際利率 %	Amount 金額 RMB'000 人民幣千元
Fixed rate borrowings:	定息借款：				
Bank loans and other borrowings	銀行貸款及其他借款	9.49	690,670	9.87	424,374
Loans from related parties	關聯方貸款	–	–	6.54	84,948
Obligations under finance leases	融資租賃下責任	7.06	52,498	6.66	60,000
Total fixed rate borrowings	定息借款總額		743,168		569,322

The following table sets forth the maturity profile of the Group's interest-bearing borrowings at the dates indicated:

下表載列本集團計息借款於所示日期的到期情況：

		As at 31 December 2014 於2014年12月31日				As at 31 December 2013 於2013年12月31日			
		Bank and other borrowings 銀行及 其他借款 RMB'000 人民幣千元	Loans from related parties 關聯方貸款 RMB'000 人民幣千元	Obligations under finance leases 融資租賃下 責任 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Bank and other borrowings 銀行及 其他借款 RMB'000 人民幣千元	Loans from related parties 關聯方貸款 RMB'000 人民幣千元	Obligations under finance leases 融資租賃下 責任 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Within one year or repayable on demand	一年內或 應要求償還	390,670	–	16,471	407,141	304,374	84,948	12,000	401,322
After one year but within two years	一年以上 但兩年以內	300,000	–	14,309	314,309	120,000	–	12,000	132,000
After two year but within five years	兩年以上 但五年以內	–	–	21,718	21,718	–	–	36,000	36,000
		690,670	–	52,498	743,168	424,374	84,948	60,000	569,322

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Liquidity and financial resources

As at 31 December 2014, the Group's bank and cash balances (excluding pledged deposits of RMB56.1 million) amounted to RMB145.8 million (as at 31 December 2013: RMB78.6 million).

The Group's inventories increased by RMB321.5 million to RMB461.7 million as at 31 December 2014 (as at 31 December 2013: RMB140.2 million). The inventory turnover days was 28.8 days as compared to 16.4 days in 2013. Increase in inventory turnover days was mainly due to a significant increase in inventory level as at 31 December 2014 in preparation for fulfilling expected huge sales orders that are usually squeezed before Chinese new year holiday.

Trade and bills receivables increased by RMB70.0 million to RMB747.1 million as at 31 December 2014 (as at 31 December 2013: RMB677.1 million). Trade and bills receivable turnover days increased slightly to 67.4 days as compared to 62.1 days in 2013.

Trade and bills payables decreased by RMB156.8 million to RMB36.3 million as at 31 December 2014 (as at 31 December 2013: RMB193.1 million), the payable turnover days was 11.0 days, compared to 20.0 days in 2013. Decrease in the payable turnover days was due to an increase in our advance payments to suppliers which were used to offset the payment for goods upon suppliers' delivery of goods. We believe such advance payments help us secure raw materials. We endeavor to keep our trade and bills payable turnover days relatively low mainly because our prompt payment pattern enhances our suppliers' willingness to supply raw materials to us and therefore helps us secure raw materials.

The Group's total interest-bearing borrowings (including obligations under finance leases) increased by RMB173.9 million to RMB743.2 million as at 31 December 2014 (as at 31 December 2013: RMB569.3 million). The increase mainly represented long term loans of RMB300.0 million from Mianyang Science Technology City Development Investment (Group) Co., Ltd. ("Mian-yang Development Group"), a state owned enterprise. In respect of the Group's borrowings, the Group has to comply with certain restrictive financial covenants and certain assets were pledged as security.

財務回顧(續)

流動資金及資本資源

於2014年12月31日，本集團的銀行及現金結餘(不包括抵押存款人民幣56,100,000元)為人民幣145,800,000元(於2013年12月31日：人民幣78,600,000元)。

於2014年12月31日，本集團的存貨增加了人民幣321,500,000元至人民幣461,700,000元(於2013年12月31日：人民幣140,200,000元)。存貨周轉天數為28.8天，而2013年則為16.4天。存貨周轉天數增加主要是因為於2014年12月31日的存貨水平顯著上升，此乃因為預備應付預計大量擠壓在農曆新年前的銷售訂單。

於2014年12月31日，貿易應收款項及應收票據增加了人民幣70,000,000元至人民幣747,100,000元(於2013年12月31日：人民幣677,100,000元)。貿易應收款項及應收票據周轉天數則由2013年的62.1天稍微上升到67.4天。

於2014年12月31日，貿易應付款項及應付票據減少了人民幣156,800,000元至人民幣36,300,000元(於2013年12月31日：人民幣193,100,000元)，其應付款項周轉天數為11.0日，而2013年則為20.0日。應付款項周轉天數下降乃由於我們預付供應商的款項增加，有關款項用於抵銷在供應商交付貨品時支付的貨款。我們認為，該等預付款有助我們保證取得原材料。我們致力保持較低的貿易應付款項及應付票據周轉天數，主要由於我們迅速付款的模式令供應商更願意向我們供應原材料，故有助我們確保取得原材料。

於2014年12月31日，本集團的計息借款總額(包括融資租賃下的責任)增加了人民幣173,900,000元至人民幣743,200,000元(於2013年12月31日：人民幣569,300,000元)。增幅主要為來自國有企業綿陽科技城發展投資(集團)有限公司(「綿陽發展集團」)的長期貸款人民幣300,000,000元。本集團須就其借款遵守若干財務限制條款及抵押若干資產。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Liquidity and financial resources (Continued)

In February 2014, the Group had obtained bridge loans to repay in full the loans from Gushan Environmental Energy Limited (“Gushan”) and amounts due to Gushan, Carling Technology Limited (“Carling”) and Mr. Yu Jianqiu prior to the listing of the Company’s shares on 21 February, 2014. Such bridge loans had already been fully repaid before 30 June 2014. Furthermore, loans from and amounts due to other related parties had also been fully repaid during the six months ended 30 June 2014.

On 21 February 2014 (the “Listing Date”), the shares of the Company were listed on the Main Board of the Stock Exchange, pursuant to which 525,001,600 ordinary shares of HK\$0.10 each were issued at a price of HK\$1.13 per share by the Company, and the total gross proceeds amounted to approximately HK\$593.3 million (equivalent to RMB468.0 million). On 14 March 2014, the over-allotment option described in the prospectus was partially exercised by the sole global coordinator (on behalf of the international underwriters) in respect of an aggregate of 6,824,000 shares, representing approximately 1.1% of the offer shares initially available under the global offering. The 6,824,000 shares were issued and allotted by the Company at HK\$1.13 per share, and the total gross proceeds amounted to approximately HK\$7.7 million.

The following table sets forth certain financial ratios of our Group as of the dates indicated:

		As at 31 December	
		於 12 月 31 日	
		2014	2013
		2014 年	2013 年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current ratio	流動比率	2.2	1.2
Quick ratio	速動比率	1.6	1.1
Debt to equity ratio*	債項權益比率*	58.4%	97.8%
Net debt to equity ratio#	淨債項權益比率#	46.9%	85.0%

* (Total interest-bearing debts plus amounts due to related parties)/Total equity.

(Total interest-bearing debts plus amounts due to related parties less cash and cash equivalents)/Total equity.

財務回顧(續)

流動資金及資本資源(續)

於2014年2月，本集團獲得過渡貸款，並已於2014年2月21日本公司股份上市前用作悉數償還來自古杉環境能源有限公司(「古杉」)的貸款及應付古杉、加寧科技有限公司(「加寧」)及俞建秋先生款項。該等過渡貸款已於2014年6月30日前悉數償還。此外，其他關聯方貸款及應付其他關聯方款項亦已於截至2014年6月30日止六個月內悉數償還。

於2014年2月21日(「上市日期」)，本公司股份於聯交所主板上市，據此，本公司以每股1.13港元的價格發行525,001,600股每股面值0.10港元的普通股，籌集所得款項總額約為593,300,000港元(相當於人民幣468,000,000元)。於2014年3月14日，獨家全球協調人(代表國際包銷商)部分行使招股書所載超額配股權，當中涉及合共6,824,000股股份(佔全球發售項下初步發售股份數目約1.1%)。本公司已按每股1.13港元發行及配發6,824,000股股份，籌集所得款項總額約為7,700,000港元。

下表載列於所示日期本集團的若干財務比率：

* (計息債項及應付關連方款項總額)/總權益。

(計息債項及應付關連方款項總額減現金及現金等值項目)/總權益。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Liquidity and financial resources (Continued)

The improvements of current ratio and quick ratio as at 31 December 2014 compared to 31 December 2013 were primarily attributable to (i) the repayments of certain loans from related parties and amounts due to related parties by using bridge loans and the subsequent repayments of such bridge loans by using part of the proceeds from the global offering; (ii) the repayments of certain loans from related parties and amounts due to related parties by using part of the proceeds from the global offering; (iii) the increase in cash and cash equivalents as a result of the unused proceeds from the global offering; and (iv) the increase in inventory and the decrease in trade payables by using operating cash inflows and proceeds from new long-term bank loans during the year ended 31 December 2014.

The improvements in debt to equity ratio and net debt to equity ratio as at 31 December 2014 compared to 31 December 2013 were mainly because of (i) the increase in equity as a result of the global offering; and (ii) the net profit attributable to the shareholders of the Company for the year ended 31 December 2014.

Charge on assets

The following table sets forth the net book value of assets under pledge for certain banking facilities, bills payable facilities, obligations under finance leases and outstanding futures contracts as of the dates indicated:

		As at 31 December	
		於 12 月 31 日	
		2014	2013
		2014 年	2013 年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Inventories	存貨	57,011	78,612
Property, plant and equipment	物業、廠房及設備	176,328	127,688
Lease prepayments	租賃預付款	38,269	35,071
Government grants receivable	應收政府補助	35,015	12,766
Deposits with guarantee companies	於擔保公司的存款	27,100	2,500
Deposits with banks	於銀行的存款	13,022	26,711
Deposit with lessor of finance leases	於融資租賃公司的存款	5,320	4,800
Deposits with securities broker	於證券經紀的存款	10,663	–
Bills receivables	應收票據	4,000	–
		366,728	288,148

財務回顧(續)

流動資金及資本資源(續)

於 2014 年 12 月 31 日，流動比率及速動比率相比 2013 年 12 月 31 日有所改善的主要因為截至 2014 年 12 月 31 日止年度 (i) 使用過渡貸款償還若干關聯方貸款及應付關聯方款項，以及其後使用全球發售部分所得款項償還該等過渡貸款；(ii) 使用全球發售部分所得款項償還若干關聯方貸款及應付關聯方款項；(iii) 全球發售的未動用所得款項導致現金及現金等值項目增加；及 (iv) 使用經營現金流入及新造長期銀行貸款所得款項導致存貨增加及貿易應付款項減少。

截至 2014 年 12 月 31 日止年度，債項權益比率及淨債項權益比率對比於 2013 年 12 月 31 日有所改善的主要因為 (i) 全球發售導致權益增加；(ii) 截至 2014 年 12 月 31 日止年度錄得本公司股東應佔淨利潤。

抵押資產

下表載列於所示日期本集團的資產已就授若干銀行信貸，融資租賃及未到期的銅期貨合同作出抵押：

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Commodity risk

The major raw materials used in the production of our recycled copper products and cable products are scrap copper. We are exposed to fluctuations in the prices of raw materials as well as finished goods which are influenced by global as well as regional supply and demand conditions. Fluctuations in the copper prices could adversely affect our financial performance. The Group uses copper futures contracts to mitigate part of its exposure against price fluctuations of copper. The market value of futures contracts is based on quoted market price at settlement or balance sheet date. The Group's outstanding copper futures contracts had a notional contract value of RMB62.0 million as at 31 December 2014 (as at 31 December 2013: Nil). Net loss of RMB1.2 million were recognized for the year ended 31 December 2014 (2013: net gain of RMB2.4 million).

Foreign currency risk

The functional currency of a majority of the entities within our Group is RMB and most of the transactions are settled in RMB. However, we are exposed to currency risk primarily related to the cash and cash equivalents that are denominated in Hong Kong dollars. The balance of cash and cash equivalents as at 31 December 2014 included HK\$23.1 million and USD14,000 (in total equivalent to approximately RMB18.3 million) were held in banks in Hong Kong. During the year ended 31 December 2014, there was no material impact to the Group arising from the fluctuation in the exchange rates of these currencies. As at 31 December 2014, all the Group's borrowings were denominated in RMB. The Group did not commit to any financial instruments to hedge its foreign exchange exposure during the year ended 31 December 2014.

However, with the closing of the subscription agreement for the issue of convertible bond due 2017 (for further information, please refer to "Issue of Convertible Bonds Due 2017" under "Events after the Reporting Period"), we will be exposed to currency risk related to such loans/financial instruments that are denominated in US dollars.

Significant investments held

Except for investments in subsidiaries, the Group did not hold any significant investment in equity interest in any other company during the year ended 31 December 2014.

Material acquisitions and disposals of subsidiaries and affiliated companies

During the year ended 31 December 2014, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

財務回顧(續)

商品風險

我們生產再生銅產品及電纜產品所用的主要原材料為廢銅。我們須承受因全球及地區性供求狀況而導致的原材料及製成品價格波動的風險。銅價波動可能對我們的財務表現構成不利影響。我們利用商品銅期貨合同對沖部份所承受的銅價波動風險。期貨合同的市場價值是以報告日期的市場報價為基礎。於2014年12月31日，本集團未平倉商品銅期貨合同的名義合約價值金額為人民幣62,000,000元(於2013年12月31日：無)。淨虧損人民幣1,200,000元已於截至2014年12月31日止年度確認(2013年：淨收益人民幣2,400,000元)。

匯率風險

本集團內大部分實體的功能貨幣為人民幣，大部分交易亦以人民幣結算。然而，我們須承受主要涉及以港元計值的現金及現金等值項目的貨幣風險。於2014年12月31日的現金及現金等值項目結餘包括存入香港銀行款項23,100,000港元及14,000美元(合共相當於約人民幣18,300,000元)。截至2014年12月31日止年度，該等貨幣的匯率變動並無對本集團構成重大影響。於2014年12月31日，本集團所有借款均以人民幣列值。截至2014年12月31日止年度，本集團並無使用任何財務工具對沖外匯風險。

然而，隨着有關發行於2017年到期之可換股債券的認購協議(詳情請參閱「報告期後事項」[發行於2017年到期之可轉換股債券])已經交割，本集團將就此等貸款/財務工具結欠之款項(以美元計值)而承受貨幣風險。

所持有重大投資

除於附屬公司的投資外，本集團於截至2014年12月31日止年度並無於任何其他公司股本權益中持有任何重大投資。

重大收購及出售附屬公司及聯屬公司

截至2014年12月31日止年度，本集團並無任何有關附屬公司及聯屬公司的重大收購及出售。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Capital expenditures

Our planned future capital expenditures mainly include the purchase of additional plant, machinery and land which we believe would facilitate the growth of our business. Our capital expenditures represent additions to property, plant and equipment (including construction in progress) and lease prepayments on lands of approximately RMB184.0 million for the year ended 31 December 2014 (2013: RMB230.0 million).

Capital commitments

As at 31 December 2014, the capital commitments in respect of the acquisition of property, plant and equipment and lease prepayments on lands contracted for but not provided in the consolidated financial statements amounted to RMB133.4 million (2013: RMB81.4 million).

Contingent liabilities

The Group had no material contingent liabilities as at 31 December 2014.

Use of proceeds from the listing

The Company was listed on the Main Board of the Stock Exchange on the Listing Date and issued 531,825,600 new shares (including issue of new shares upon the exercise of overallotment option) at HK\$1.13 per share. The net proceeds from the listing received by the Company are approximately RMB420.0 million (after taking into account of provisions for professional fees in relation to the listing) as at 31 December 2014. These proceeds were intended to be applied in accordance with the business plan set out in the Prospectus. The business plan and schedule of use of proceeds disclosed in the Prospectus were based on the best estimation of future market conditions made by the Group at the time of preparing the Prospectus, while the proceeds were applied in accordance with the actual development of the market.

During the year ended 31 December 2014, the net proceeds from the listing were applied as follows:

- (i) RMB116.2 million for repaying the bridge loan which were obtained for the purpose of repaying in full the loans from Gushan and amounts due to Gushan, Carling and Mr. Yu prior to listing and on repaying other loans from related parties and amounts due to related parties;
- (ii) RMB151.9 million for funding a portion of our planned capital expenditure in relation to additions to property, plant and equipment, land use rights, and research and development projects of Tongxin, Xiangbei, Baohe Xinshiji and Baohe Taiyue; and

財務回顧(續)

資本開支

我們已計劃的未來資本開支主要包括購買額外廠房、機器及土地，我們認為此舉有助業務增長。截至2014年12月31日止年度，我們的資本開支是指物業、廠房及設備(包括在建工程)增加以及土地的租賃預付款，有關金額大約為人民幣184,000,000元(2013年：人民幣230,000,000元)。

資本承擔

於2014年12月31日，就收購物業、廠房及設備及土地租賃預付款之已訂約但未於綜合財務報表撥備的資本承擔為人民幣133,400,000元(2013年：人民幣81,400,000元)。

或然負債

於2014年12月31日，本集團並無任何重大或然負債。

上市所得款項用途

本公司於上市日期在聯交所主板上市，並以每股1.13港元發行531,825,600股新股份(包括行使超額配股權時發行的新股份)。於2014年12月31日，本公司已收訖上市所得款項淨額約人民幣420,000,000元(扣除上市相關的專業費用後)。該等所得款項擬按照招股書所載業務計劃應用。招股書所披露業務計劃及所得款項使用時間表乃基於本集團在編製招股書時對未來市況的最佳估計作出，同時所得款項已根據市場的實際發展使用。

截至2014年12月31日止年度，上市所得款項淨額已用於以下用途：

- (i) 人民幣116,200,000元乃用作償還過渡貸款(取得過渡貸款的目的為於上市前悉數償還來自古杉的貸款以及應付古杉、加寧及俞先生款項)，並償還其他關聯方貸款及應付關聯方款項；
- (ii) 人民幣151,900,000元乃用作添置物業、廠房及設備、土地使用權以及銅鑫、湘北、保和新世紀及保和泰越的研發項目所涉及計劃資本開支的部分資金；及

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Use of proceeds from the listing (Continued)

- (iii) RMB29.5 million for repaying certain outstanding bank loans, all of which are working capital loans.

Certain amounts of net proceeds of the global offering had not been immediately used for the purposes described in the Prospectus, these proceeds were placed as deposits with banks (pledged and unpledged) and other financial institutions as at 31 December 2014.

Human resources

As at 31 December 2014, the Group had a total of 864 employees (2013: 621). The Group's staff costs for the year ended 31 December 2014 were approximately RMB57.0 million (2013: RMB17.6 million). The Group offers its staff competitive remuneration packages. In addition, discretionary bonuses and share options may also be granted to eligible staff based on individual and Group's performance. The Group is committed to nurturing a learning and sharing culture in the organization. Heavy emphasis is placed on the training and development of individual staff and team building, as the Group's success is dependent on the contribution of all functional divisions comprising skilled and motivated professionals. The Group is also committed to social responsibility by employing disabled staff and providing appropriate working conditions and protection to them.

Events after the Reporting Period

Issue of Warrants

On 19 January 2015, the Company issued 133,650,000 warrants to 7 subscribers. Each warrant will entitle its holder to subscribe for one share of the Company at a subscription price of HK\$1.30 per share. The warrants will be vested in phases according to the vesting conditions. The vesting condition is that the subscribers, who are also the Group's suppliers, shall carry out the transactions under their respective annual procurement agreements, pursuant to which the suppliers, in aggregate, agree to supply 49,500 tons of copper scrap raw materials to the Group in 2015 at a fixed discount of RMB1,000 per ton. The arrangements are expected to encourage such suppliers to achieve the targeted amount to supply raw material and to maintain continued cooperative relationship with the Group. Please refer to the announcement of the Company dated 19 December 2014 for further details.

財務回顧(續)

上市所得款項用途(續)

- (iii) 人民幣29,500,000元乃用作償還若干未償還銀行貸款，所有銀行貸款均為營運資金貸款。

於2014年12月31日，若干全球發售所得款項淨額仍未即時用作招股書所述用途，有關所得款項已存入銀行(已抵押或無抵押)及其他金融機構作為存款。

人力資源

於2014年12月31日，本集團員工合共864名(2013年：621名)。截至2014年12月31日止年度，本集團的員工成本大約為人民幣57,000,000元(2013年：人民幣17,600,000元)。本集團向其員工提供具競爭力的酬金計劃。此外，合資格員工亦可按其個人及本集團的表現獲授酌情花紅及購股權。本集團致力於組織內建立學習及分享文化。本集團的成功有賴由技巧純熟且士氣高昂的專業人員組成各職能部門，故此本集團重視員工的個人培訓及發展，以及建立團隊。本集團亦致力於承擔社會責任，聘用殘疾人士，並向他們提供適當的工作環境和保障。

報告期後事項

發行認股權證

於2015年1月19日，本公司向7名認購方發行133,650,000份認股權證。每份認股權證將賦予持有人認購一股本公司股份的權利，認購價為每股股份1.30港元，按認股權證的歸屬條件分階段歸屬。歸屬條件為認購方(也是本集團供應商)履行彼等各自於年度供應協議下的交易。根據年度供應協議，各供應商同意於2015年以固定折讓每噸人民幣1,000元，供應合計49,500噸的廢舊銅原材料予本集團。預期有關安排將鼓勵該等供應商達到供應原材料的目標數量，及繼續與本集團維持合作關係。有關更多詳情，請參閱本公司日期為2014年12月19日之公佈。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Events after the Reporting Period (Continued)

Issue of Warrants (Continued)

On 24 February 2015, the Company issued 102,000,000 warrants to 3 subscribers, each warrant will entitle its holder to subscribe for one share of the Company at a subscription price of HK\$1.50 per share. The warrants will be vested in phases according to the vesting conditions. The vesting condition is that the subscribers, who are also the Group's suppliers, shall carry out the transactions under their respective annual procurement agreements, pursuant to which the suppliers, in aggregate, agree to supply 30,000 tons of copper scrap raw materials to the Group from 1 February 2015 to 31 January 2016 at a fixed discount of RMB2,000 per ton. The arrangements are expected to encourage such suppliers to achieve the targeted amount to supply raw material and to expand the Group's sources of raw materials. Please refer to the announcement of the Company dated 5 February 2015 for further details.

Issue of Convertible Bonds Due 2017

On 27 March 2015 (after trading hours), the Company entered into the Subscription Agreement with Huarong (HK) International Holdings Limited ("Huarong") the ("Subscription Agreement") pursuant to which Huarong agreed to subscribe and pay for convertible bonds due 2017 to be issued by the Company in an aggregate principal amount of USD32,610,000 (equivalent to approximately RMB200 million) (the "Convertible Bonds"). The Convertible Bonds are convertible in the circumstances set out in the Terms and Conditions into ordinary shares of HK\$0.10 each in the issued share capital of the Company at an initial Conversion Price of HK\$1.40 per Share or the average closing price of the 10 consecutive trading days prior to the signing of the Subscription Agreement plus a 20% premium (whichever is lower).

Assuming full conversion of the Convertible Bonds at the initial Conversion Price of HK\$1.40 per Share, the Convertible Bonds will be convertible into approximately 90,555,555 new shares which are to be allotted and issued by the Company upon conversion of the Convertible Bonds ("New Shares") (based on a condition in the Terms and Conditions of the Convertible Bonds which provides that based on the agreed exchange rate, the principle amount of the Convertible Bond shall be deducted by USD0.18 upon the issue of one Conversion Share), representing approximately 4.30% of the issued share capital of the Company as at the date of this report and approximately 4.12% of the issued share capital of the Company as enlarged by the issue of the New Shares. The conversion rights attaching to the Convertible Bonds may only be exercised (in whole or in part) if after the exercise of conversion rights: (i) the aggregate principal amount of the Convertible Bonds already converted into Shares does not exceed USD16,300,000; and (ii) the public float will be not less than 25% of the issued share capital of the Company as enlarged by the issue of the New Shares. As a term of the Convertible Bonds, the shareholding of Mr. Yu Jianqiu (and his associates falling below 30% of the issued share capital of the Company) would trigger an event of default, pursuant to which the Convertible Bonds will become due upon the Bondholders' notice.

財務回顧(續)

報告期後事項(續)

發行認股權證(續)

於2015年2月24日，本公司向3名認購方發行102,000,000份認股權證，每份認股權證將賦予持有人認購一股本公司股份的權利，認購價為每股股份1.50港元，按認股權證的歸屬條件分階段歸屬。歸屬條件為認購方（亦為本集團供應商）履行彼等各自於年度供應協議下的交易，據此各供應商同意從2015年2月1日至2016年1月31日期間以固定折讓每噸人民幣2,000元的價格，供應合計30,000噸廢舊銅原材料予本集團。預期有關安排將鼓勵該等供應商達到供應原材料的目標數量，以及擴大本集團的原材料供應來源。更多詳情請參閱本公司日期為2015年2月5日之公佈。

發行於2017年到期之可轉換股債券

根據一般授權建議發行可換股債券，於2015年3月27日（交易時段後），本公司與華融（香港）國際控股有限公司（「華融」）訂立認購協議（「認購協議」），據此，華融同意認購本公司將予發行本金額合共32,610,000美元（相當於約人民幣200,000,000元）的於2017年到期可轉換股債券（「可轉換股債券」）並支付所需款項。可轉換股債券可在條款及條件所載的情況下，按初步兌換價每股1.40港元或簽訂認購協議前10個連續交易日的平均收市價另加20%溢價（以較低者為準）兌換為本公司已發行股本中每股面值0.10港元的普通股。

假設可轉換股債券按初步兌換價每股1.40港元悉數兌換，可轉換股債券約可兌換為90,555,555股於兌換可轉換股債券時本公司將予配發及發行的股份（「新股份」）（根據可換股債券之條款及條件其中一項條件規定，按照協定匯率，可換股債券本金額須於發行一股轉換股份後扣減0.18美元），相當於本公司於本報告日期的已發行股本約4.30%及因發行新股份而擴大的已發行股本約4.12%。可轉換股債券附帶的兌換權僅在行使兌換權後出現以下情況時方可行使（全部或部分）：(i) 已兌換成股份的可轉換股債券本金總金額不超過16,300,000美元；及(ii) 公眾持股量不低於因發行新股份而擴大的本公司已發行股本25%。作為可轉換股債券條款之一，俞建秋先生（及其聯繫人士）的股權跌到低於本公司的已發行股本30%將會觸發違約事件，據此，債券持有人可通知可轉換股債券立即到期。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Events after the Reporting Period (Continued)

Issue of Convertible Bonds Due 2017 (Continued)

On 13 April 2015, all conditions precedent to the closing as set out in the Subscription Agreement had been fulfilled or waived (as applicable) and closing has taken place pursuant to the terms of the Subscription Agreement.

The New Shares to be issued upon conversion of the Convertible Bonds will rank pari-passu in all respects with the shares then in issue on the relevant conversion date.

No listing of the Convertible Bonds will be sought in any jurisdiction. An application will be made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New Shares.

Please refer to the announcement of the Company dated 27 March 2015 and 9 April 2015 for further details.

Acquisition of 30% Equity Interest in Baohe Fushan

On 22 April 2015, the Company entered into the agreements to acquire a 30% interest in Baohe Fushan (the "Acquisition") from the shareholders of Xijiulong (the "Xijiulong Vendors") and the shareholders of Baohe Development (the "Baohe Development Vendors"). The total consideration for the Acquisition was approximately RMB135 million. Completion of the agreements is conditional upon the fulfilment of the certain conditions, including that, among others, the relevant agreement, foreign registration document and other related legal documents are approved by the relevant authority and necessary approvals or certificates are obtained.

Further, the Company has agreed to procure Deda Holdings Limited ("Deda"), a wholly owned subsidiary, to issue to the Xijiulong Vendors and the Baohe Development Vendors (or their respective designated entities) 343 and 357 new shares respectively at a nominal value of USD1.0 per share (the "Deemed Disposal"). Consequently, upon completion of the Acquisition, Deda will cease to be a subsidiary of the Company. The Company will legally and beneficially hold 30% of the entire issued shares of Deda, which will in turn hold the entire issued shares in Hongkong Fujian Investments Limited ("Fujian Investments") and Baohe Fushan.

財務回顧(續)

報告期後事項(續)

發行於2017年到期之可轉換股債券(續)

於2015年4月13日，認購協議所載有關交割的全部先決條件已達成或獲豁免(倘適用)，故交割已根據認購協議條款落實。

因兌換可轉換股債券而將予發行的新股份將在各方面與於相關兌換日期的已發行股份享有同等地位。

可轉換股債券不會尋求在任何司法權區上市。本公司將向聯交所申請批准新股份上市買賣。

更多詳情請參閱本公司日期為2015年3月27日及2015年4月9日之公佈。

收購保和富山的30%股權

於2015年4月22日，本公司訂立收購協議，藉此向西九龍的股東(「西九龍賣方」)和保和發展的股東(「保和發展賣方」)收購保和富山的30%權益(「收購事項」)。收購的總代價約為人民幣135,000,000元。該等協議須待達成某些條件方告完成，其中包括相關協議、外資登記文件以及其他相關法律文件獲相關機構批准，並取得所需批文或證書。

此外，本公司同意促使其全資附屬公司德達控股有限公司(「德達」)向西九龍賣方及保和發展賣方(或彼等各自指定的實體)按面值每股1.0美元分別發行343股及357股新股份(「視作出售事項」)。是以，待收購事項完成，德達將不再為本公司的附屬公司。本公司將合法及實益持有德達全部已發行股份的30%，而後者將持有香港福艦投資有限公司(「香港福艦」)及保和富山的全部已發行股份。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Events after the Reporting Period (Continued)

Acquisition of 30% Equity Interest in Baohe Fushan (Continued)

Xijiulong is an investment holding company incorporated in the PRC which is 95% and 5% controlled by Ms. Yu Yanyan and Ms. Yu Jiajia, respectively. Ms. Yu Yanyan and Ms. Yu Jiajia are daughters and associates of Mr. Yu Jianqiu, the Company's chairman, director and controlling shareholder, and are therefore connected persons of the Company. Under Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), the Acquisition and the Deemed Disposal constitute connected transactions of the Company. As the applicable percentage ratios (as defined in the Listing Rules) in respect of the Acquisition and the Deemed Disposal are more than 0.1% but less than 5%, the Acquisition and the Deemed Disposal are subject to the reporting and announcement requirements, but are exempted from the circular and shareholders' approval requirements under Chapter 14A of the Listing Rules.

Baohe Fushan is principally engaged in the operation and the development of Baohe Fushan Recycling Resources Industrial Park, an industrial park in Youxian Economic Development Zone, Mianyang City, Sichuan Province, the PRC, which currently accommodates Tongxin, Baohe Xinshiji and Baohe Taiyue, Taiyue, all of which are wholly-owned subsidiaries of the Company, and other metal recycling related companies. The industrial park was listed as one of the fourth phase of "Model Urban Mining Center" designated by China's National Development and Reform Commission in 2013. Baohe Fushan is also licensed to operate in the collection, processing and sale of scrap materials.

The Company expects that the Acquisition would provide a platform for potential vertical expansion of the Group into the upstream scrap metal business in the future. The Acquisition is expected to benefit the Group by securing land in the industrial park for future expansion and diversifying the Group's business to broaden its revenue sources.

As at the date of this report, the Acquisition has not been completed.

Please refer to the announcement of the Company dated 22 April 2015 for further details.

財務回顧(續)

報告期後事項(續)

收購保和富山的30%股權(續)

西九龍為一間在中國註冊成立的控股投資公司，其95%及5%權益分別由俞燕燕女士及俞佳佳女士控制。俞燕燕女士及俞佳佳女士均為本公司主席、董事兼控股股東俞建秋先生的女兒及聯繫人士，故屬本公司的關連人士，而收購事項及視作出售事項構成聯交所證券上市規則（「上市規則」）第14A章項下本公司的關連交易。由於收購事項及視作出售事項的適用百分比率（定義見上市規則）高於0.1%但低於5%，根據上市規則第14A章，收購事項及視作出售事項須遵守申報及公告規定，但獲豁免遵守通函及股東批准規定。

保和富山主要從事經營及發展四川保和富山再生資源工業園（一個位於中國四川省綿陽市游仙經濟開發區內的工業園），目前園內容納銅鑫、保和新世紀及保和泰越（全部均為本公司之全資附屬公司）以及其他金屬回收相關公司。該工業園於2013年獲中國國家發展和改革委員會納入為第四批「城市礦產示範基地」之一。保和富山亦獲准經營廢料收集、加工及銷售業務。

本公司預期收購事項將為本集團提供潛在縱向擴張平台，以便日後進軍上游廢金屬業務。收購事項預期有利本集團日後於工業園內覓地擴張，同時推動本集團多元化拓展業務以擴大收入來源。

截至本報告日，此收購事項仍未完成。

更多詳情請參閱本公司日期為2015年4月22日之公佈。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

EXECUTIVE DIRECTORS

Mr. Yu Jianqiu (俞建秋), age 50, is the founder of the Group and the Chairman, Chief Executive Officer and an executive director of the Company. Mr. Yu is primarily responsible for the overall business and strategy of the Group. He also serves as a director in all of the subsidiaries of the Company except Deda and Fujian Investments. Through his holdings in Epoch Keen Limited, Mr. Yu is a major controlling shareholder of the Company. Mr. Yu has over 20 years of experience in corporate operations and management in the petrochemical, automobile and renewable energy sectors. He was the chairman and principal executive officer of Gushan, a company whose American depositary shares were listed on the New York Stock Exchange from December 2007 to October 2012. Mr. Yu also founded a number of subsidiaries of the Gushan group between 1996 and 2008. Mr. Yu received his degree of Executive Master of Business Administration (EMBA) from Hautes Etudes Commerciales de Paris on 13 December, 2010. In 2002, he was elected as a member of the Fuzhou Committee of the 10th Chinese People's Political Consultative Committee and a member of the Santai County Committee of the 11th Chinese People's Political Consultative Committee. He was appointed as a director of the Company on 22 February, 2013 and redesignated as an executive director on 16 August 2013.

執行董事

俞建秋先生，50歲，是本集團的創辦人，以及本公司主席、行政總裁兼執行董事。俞先生主要負責本集團的整體業務及策略。他亦擔任我們本公司所有附屬公司的董事，惟德達及福艦投資除外。俞先生透過於時建有限公司的股權而成為本公司的主要控股股東。俞先生於石油化工、汽車和可再生能源行業擁有逾20年的企業營運及管理經驗。他曾是古杉的主席兼首席行政總裁，該公司的美國預託股份由2007年12月至2012年10月於紐約證券交易所上市。俞先生於1996年至2008年間亦創辦古杉集團的若干附屬公司。俞先生於2010年12月13日獲巴黎高等商學院(Hautes Etudes Commerciales de Paris)頒授高級管理人員工商管理碩士學位。於2002年，他獲選為第10屆中國人民政治協商會議福州市委員會成員，以及第11屆中國人民政治協商會議三台縣委員會成員。他於2013年2月22日獲委任為本公司董事，並於2013年8月16日調任執行董事。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

EXECUTIVE DIRECTORS (Continued)

Mr. Liu Hanjiu (劉漢玖), age 50, is an executive director of the Company. He co-founded Jinxin in February 2009 and currently serves as a director and the general manager of Jinxin and Tongxin. Mr. Liu is also a director of Mianyang Jin Xunhuan Metal Materials Co., Ltd. (綿陽金循環金屬材料有限公司) ("Jin Xunhuan"). Mr. Liu is primarily responsible for the overall operation of the Group. Mr. Liu has over 30 years of experience in the metal recycling sector in Mianyang City, Sichuan Province. In addition to Jinxin, he also founded Mianyang Changjiu Metal Processing Co., Ltd. (綿陽市長玖金屬加工有限公司), the principal business of which is the manufacture of copper granules, in 2003 and served as its general manager between 2003 and 2008. Between 2000 and 2003, Mr. Liu held the position as the general manager of Mianyang Longjiu Metal Recycling Co., Ltd. (綿陽市龍玖金屬回收有限公司), the principal business of which is the manufacture of copper granules, which was also established by him in 2000. Prior to establishing his own companies which specialized in scrap metal recycling and process, Mr. Liu was the factory chief of Mianyang Mianzhong Metal Processing and Smelting Factory (綿陽市綿中金屬加工冶煉廠), the principal business of which is the refining of copper slag, from 1990 to 2000 and Mianyang Fucheng District Jinfeng Smelting Factory (綿陽市涪城區金峰冶煉廠), the principal business of which is the refining of copper slag, from 1986 to 1990. Mr. Liu was a sole proprietor engaged in the recycling of waste and scrap materials between 1983 and 1986, after he had acquired the techniques for processing and smelting non-ferrous metal through his apprenticeship between 1979 and 1983. Mr. Liu currently serves as a people's representative to the People's Congress of Mianyang Nongke District Songya Town Committee. He was also elected as a people's representative to the People's Congress of Shitang Town, Fucheng District, Mianyang City in 2002 and 2005, respectively. Mr. Liu studied in middle school. Mr. Liu was appointed as an executive director of the Company on 16 August 2013.

執行董事(續)

劉漢玖先生，50歲，是本公司的執行董事。他於2009年2月共同創辦金鑫，現為金鑫及銅鑫的董事兼總經理。劉先生亦為綿陽金循環金屬材料有限公司(「金循環」)之董事。劉先生主要負責本集團的整體營運。劉先生於四川省綿陽市的金屬再生行業擁有逾30年經驗。除金鑫外，他於2003年亦創辦綿陽市長玖金屬加工有限公司(其主要業務是製造銅米)，並於2003年至2008年間擔任總經理。於2000年至2003年間，劉先生出任綿陽市龍玖金屬回收有限公司(其主要業務是製造銅米，亦由他於2000年成立)的總經理。劉先生在設立其若干專門回收及加工廢金屬的公司前，於1990年至2000年任職綿陽市綿中金屬加工冶煉廠(其主要業務是精煉銅渣)的廠長，以及於1986年至1990年任職綿陽市涪城區金峰冶煉廠(其主要業務是精煉銅渣)的廠長。劉先生於1979年至1983年間當學徒期間掌握了加工及冶煉有色金屬的技術後，於1983年至1986年間獨資經營廢碎材料回收。劉先生現為綿陽農科區松垵鎮委人大代表。他亦分別於2002年及2005年獲選為綿陽市涪城區石塘鎮人大代表。劉先生曾在中學就讀。劉先生於2013年8月16日獲委任為本公司執行董事。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

EXECUTIVE DIRECTORS (Continued)

Mr. Kwong Wai Sun Wilson (鄺偉信), 49, is an executive director of the Company. He is in charge of the corporate and strategic development of the Company. Mr. Kwong is also a director of Engen Investments Limited (“Engen”), Deda, True Excel Holdings Limited, Alpha Legend Holdings Limited, Alpha Business Investments Limited, Alpha Universe Group Limited and Fujian Investments. Mr. Kwong was the President of Gushan. He is also an independent non-executive director of C.banner International Holdings Limited, the principal business of which is the manufacture and sale of branded fashion footwear, since 26 August, 2011, China Outfitters Holdings Limited, the principal business of which is the design, manufacture, marketing and sale of apparel products and accessories in China with a focus on menswear, since 8 June, 2011, and Shunfeng International Clean Energy Limited, the principal business of which is the manufacture and sale of solar wafers, solar cells, solar modules and related products as well as developing and operating solar power plants, since 16 July 2014, which are listed on the Stock Exchange since 23 September 2011, 9 December 2011 and 13 July 2011, respectively. Mr. Kwong has 12 years of experience in corporate finance and equity capital markets in Asia, having previously worked at a number of investment banks in Hong Kong. Prior to joining Gushan in 2006, he was the managing director of investment banking and he held the position as the head of Hong Kong and China equity capital markets at CLSA Equity Capital Markets Limited since March 2004. From 2002 to 2003, Mr. Kwong was a director and the head of equity capital markets for Cazenove Asia Limited, an investment bank. After graduating from University of Cambridge, England with a bachelor’s degree in Arts in 1987, he qualified as a chartered accountant in the United Kingdom in 1991. Mr. Kwong is currently an associate member of the Institute of Chartered Accountant in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Chartered Secretaries. Mr. Kwong was appointed as an executive director of the Company on 16 August 2013.

執行董事(續)

鄺偉信先生，49歲，是本公司的執行董事。他主管本公司企業及策略發展。鄺先生亦為恩金投資有限公司(「恩金」)、德達、京盛控股有限公司、盛際控股有限公司、得揚投資有限公司、勝誠集團有限公司及福艦投資的董事。鄺先生曾為古杉的總裁。他亦自2011年8月26日起為千百度國際控股有限公司(其主要業務是產銷品牌時尚鞋履)、2011年6月8日起為中國服飾控股有限公司(其主要業務是在中國設計、製造、營銷及銷售服裝產品及配飾，並以男士服飾為主)、2014年7月16日起為順風國際清潔能源有限公司(其主要業務是製造及銷售太陽能硅晶片、太陽能電池片、太陽能組件及相關產品，以及開發及經營太陽能發電站)的獨立非執行董事，該等公司分別自2011年9月23日、2011年12月9日及2011年7月13日起於聯交所上市。鄺先生於亞洲企業融資及股票資本市場擁有12年經驗，曾於香港多家投資銀行工作。於2006年加入古杉前，他於2004年3月起曾出任里昂證券資本市場有限公司投資銀行董事總經理，以及出任香港及中國股權資本市場主管。2002年至2003年，鄺先生為投資銀行嘉誠亞洲有限公司的董事及股票資本市場主管。他於1987年畢業於英國劍橋大學並獲頒授文學士學位後，於1991年在英國成為合資格的特許會計師。鄺先生現為英格蘭及威爾士特許會計師協會、香港會計師公會及香港特許秘書公會會員。鄺先生於2013年8月16日獲委任為本公司執行董事。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

EXECUTIVE DIRECTORS (Continued)

Mr. Huang Weiping (黃偉萍), age 54, is an executive director of the Company. Mr. Huang co-founded Xiangbei in 2010 and is currently a director and the general manager of Xiangbei. Mr. Huang is in charge of production technology and engineering of the Group. Mr. Huang has more than 10 years of experience in the PRC metal material industry. Prior to the establishment of Xiangbei, Mr. Huang was a manager at Fujian Lingzhi Environmental Technology Co., Ltd. (福建凌志環保科技有限公司), the principal business of which is the design and construction of environmental projects, from 2009 to 2011, Fuzhou Kebi Chemical Materials Co., Limited (福州科比化工材料有限公司), the principal business of which is the manufacture and sale of synthetic wax, from 2006 to 2009 and Tricon Chemicals Inc., the principal business of which is the trade of chemicals and metal materials, from 2001 to 2005. He is a fellow member of the Investment Casting Institute and an executive member of China Precision Casting Branch Association of China Foundry Association (中國鑄造協會精密鑄造分會). Mr. Huang also serves as an executive member of the Chinese and Foreign Entrepreneurs' Club of Fujian Province (福建省中外企業家聯誼會) and the Association of Entrepreneurs of Private Companies of Fuzhou City (福州市私營企業家協會). Mr. Huang was appointed as an executive director of the Company on 16 August 2013.

Ms. Zhu Yufen (朱玉芬), age 52, is an executive director of the Company. Ms. Zhu has over 20 years of experience in accounting and financial management. She is primarily responsible for the financial reporting and accounting affairs of the Company. Ms. Zhu is also vice president in charge of the finance of Jinxin, since July 2009. Prior to joining Jinxin, she was a vice general manager and the head of finance department of Mianyang Santai Vise Co., Ltd. (綿陽三台縣台鉗有限公司), the principal business of which is the manufacture and sale of vises, from 1978 to 2009. Ms. Zhu was appointed as an executive director of the Company on 16 August 2013.

執行董事(續)

黃偉萍先生，54歲，是本公司的執行董事。黃先生於2010年共同創辦湘北，現為湘北的董事兼總經理。黃先生主管本集團的生產技術及工程。黃先生於中國金屬材料行業擁有逾10年經驗。黃先生成立湘北前，於2009年至2011年間為福建凌志環保科技有限公司(其主要業務是環境項目的設計及建造)的經理，於2006年至2009年為福州科比化工材料有限公司(其主要業務是產銷合成蠟)的經理，以及於2001年至2005年為Tricon Chemicals Inc.(其主要業務是化學品及金屬材料貿易)的經理。他是精密鑄造協會的資深會員及中國鑄造協會精密鑄造分會的常務理事。黃先生亦是福建省中外企業家聯誼會及福州市私營企業家協會的常務理事。黃先生於2013年8月16日獲委任為本公司執行董事。

朱玉芬女士，52歲，是本公司的執行董事。朱女士於會計及財務管理方面擁有逾20年經驗。她主要負責本公司財務報告及會計事務。朱女士自2009年7月亦為金鑫的副總經理，主管財務。加入金鑫前，她自1978年至2009年曾為綿陽三台縣台鉗有限公司(其主要業務是產銷虎鉗)的副總經理及財務部主管。朱女士於2013年8月16日獲委任為本公司執行董事。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Pan Liansheng (潘連勝), age 50, is an independent non-executive director of the Company. Mr. Pan is engaged in non-ferrous metal and carbon fiber composite materials research and possesses rich knowledge on the non-ferrous metal industry. Mr. Pan also worked for the Third Research Institute of the then Ministry of Astronautics of the PRC (中國航天工業部第三研究院), which is involved in the research of aerospace metals and carbon fibre composite materials, between 1990 and 1993, focusing on research relating to non-ferrous metal and carbon fiber composite materials. From 1993 to 1994, Mr. Pan was seconded to Sanwa Machinery Trading Co., Ltd., the principal business of which is the design and manufacture of electrical machinery. From 1996 to 1998, Mr. Pan worked as an assistant professor at Waseda University. From 1998 to 2008, Mr. Pan worked as a chief researcher in the research and development center of Toshiba Ceramics Co., Ltd. (東芝陶瓷株式會社), the principal business of which is the research and production of high-end electronic ceramic and silicon semi-conductors. From 2008 to April 2013, Mr. Pan worked as the general manager at Toshiba Ceramics Co., Ltd. Currently, Mr. Pan is the Chairman of Thinkon Semiconductor Technology (Shanghai) Corporation (矽康半導體科技(上海)有限公司), the principal business of which is the supply of semiconductor material technology, a position which he has held since April 2013. Mr. Pan graduated with a bachelor's degree from Beijing University of Aeronautics and Astronautics where he focused on research relating to non-ferrous metal and carbon fiber reinforced composite in 1985. He further obtained his doctorate degree from Waseda University in 1998. Mr. Pan was appointed as an independent non-executive director of the Company on 16 August 2013.

Mr. Lee Ting Bun Denny (李廷斌), age 47, is an independent non-executive director of the Company. He was an independent director of Gushan. He was the chief financial officer of NetEase.com, Inc., one of the China's leading internet and online game service providers from 2002 to 2007. Prior to joining NetEase.com, Inc., Mr. Lee worked in the Hong Kong office of KPMG for more than ten years specializing in auditing international clients. Mr. Lee currently serves as a director on the board of NetEase.com, Inc., which is listed on the NASDAQ Global Select Market and as an independent non-executive director and the chairman of the audit committee of Qunar Cayman Islands Limited, a Chinese search-based online travel company, which is listed on NASDAQ Global Market. He also serves as an independent non-executive director of New Oriental Education & Technology Group Inc., the provider of private educational services in China, and Concord Medical Services Holdings Ltd., the principal business of which is the operation of a network of radiotherapy and diagnostic imaging centers in China, both of which are listed on the New York Stock Exchange. Mr. Lee was also an independent non-executive director of Acorn International Inc., a media and branding company in China which is listed on the New York Stock Exchange, between 2007 and 2010. Mr. Lee graduated from Hong Kong Polytechnic University and was awarded the Professional Diploma in Accounting in November 1990. He is a fellow of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Lee was appointed as an independent non-executive director of the Company on 16 August 2013.

獨立非執行董事

潘連勝先生，50歲，是本公司的獨立非執行董事。潘先生從事有色金屬和碳纖維複合材料的研發，對有色金屬行業擁有豐富知識。潘先生亦於1990年至1993年間任職中國航天工業部第三研究院(其涉及航天金屬和碳纖維複合材料的研發)，專注於有色金屬和碳纖維複合材料的相關研究。於1993年至1994年，潘先生派赴到日本三和工機株式會社(其主要業務是設計及製造電動機械)。於1996年至1998年，潘先生為早稻田大學的助理教授。於1998年至2008年，潘先生任職東芝陶瓷株式會社(其主要業務是研究及生產高端電子陶瓷和矽半導體)的首席研究員。於2008年至2013年4月，潘先生任職東芝陶瓷研究所的總經理。目前，潘先生是矽康半導體科技(上海)有限公司(其主要業務是供應半導體材料技術)的主席，他自2013年4月起一直擔任此職位。潘先生於1985年在北京航空航天大學本科畢業，期間他專注於有色金屬和碳纖維強化複合物的相關研究。他於1998年再取得早稻田大學的博士學位。潘先生於2013年8月16日獲委任為本公司獨立非執行董事。

李廷斌先生，47歲，是本公司的獨立非執行董事。他曾為古杉的獨立董事。他自2002年至2007年曾為網易公司的財務總監，該公司是中國數一數二的互聯網及在線遊戲服務提供者。加入網易前，李先生於畢馬威會計師事務所的香港辦事處工作逾十年，專門為國際客戶進行審計。李先生現為網易公司(於納斯達克全球精選市場上市)董事會的董事，以及是Qunar Cayman Islands Limited(一家以搜尋為基礎的中國網上旅遊公司，目前於納斯達克全球市場上市)的獨立非執行董事及審核委員會主席。他亦是新東方教育科技集團(中國的私人教育服務提供商)及泰和誠醫療集團有限公司(其主要業務是在中國經營放射治療和影像診斷中心)的獨立非執行董事，兩家公司均於紐約證券交易所上市。於2007年至2010年，李先生亦是橡果國際(中國一家媒體和品牌形象公司，於紐約證券交易所上市)的獨立非執行董事。李先生於1990年11月於香港理工大學畢業，獲頒會計專業文憑。他是特許公認會計師公會資深會員及香港會計師公會會員。李先生於2013年8月16日獲委任為本公司獨立非執行董事。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

INDEPENDENT NON-EXECUTIVE DIRECTOR (Continued)

Ms. Liu Rong (劉蓉), age 50, is an independent non-executive director of the Company. Ms. Liu is currently dean of the School of Public Finance and Taxation of Southwest University of Finance and Economics in China, a position she has held since 2008. Ms. Liu devoted almost her entire 25-year career to the teaching and research on taxation and fiscal science at the School of Public Finance and Taxation of Southwest University of Finance and Economics. Ms. Liu has authored or co-authored more than 10 taxation textbooks and has published a number of articles and thesis regarding taxation policy and taxation system on various nation-wide journals and publications such as Economic Perspective (《經濟學動態》) and Public Finance Research (《財政研究》). Her academic achievement has won her the Outstanding Research Achievement Award (Band II) handed down by the State Administration of Taxation of the PRC and the Chinese Tax Institute (國家稅務總局、中國稅務學會優秀科研成果二等獎) in 2003. In recognition of her contribution, she was also selected as an academic and technical leader (reserve candidate) of Sichuan Province (四川省學術技術帶頭人後備人選) in 2004. She has also received the accolade as a Famous Teacher of Sichuan Province (四川省教學名師) and as an Expert With Extraordinary Contribution of Sichuan Province (四川省有突出貢獻專家). Ms. Liu is currently a chartered PRC tax accountant and a fellow member of the China Public Finance Society (中國財政學會), the Chinese Tax Institute (中國稅務學會) and Sichuan Association of Chartered Tax Accountants (四川註冊稅務師協會). She also serves as vice president of the International Taxation Association of Sichuan Province (四川省國際稅收協會) and the International Taxation Association of Chengdu City (成都市國際稅收學會). Ms. Liu obtained her doctorate degree in fiscal science from Southwest University of Finance and Economics in 1999. Ms. Liu was appointed as an independent non-executive director the Company on 16 August, 2013.

獨立非執行董事(續)

劉蓉女士，50歲，是本公司的獨立非執行董事。劉女士自2008年至今為中國西南財經大學財稅學院院長，奉獻將近25年於西南財經大學財稅學院的教學和稅收和財政學研究。劉女士著作或合著超過10本稅務的教科書，並於若干全國性期刊及出版物如《經濟學動態》和《財政研究》發表多份關於稅務政策和稅制的文章和論文。她的學術成就使她於2003年獲得國家稅務總局、中國稅務學會優秀科研成果二等獎。為表揚其貢獻，她於2004年亦獲選為四川省學術技術帶頭人後備人選。她亦獲得四川省教學名師及四川省有突出貢獻專家的榮譽。劉女士現為中國特許稅務會計師，並為中國財政學會、中國稅務學會及四川註冊稅務師協會的理事。她亦是四川省國際稅收協會及成都市國際稅收學會的副會長。劉女士於1999年取得西南財經大學財政學的博士學位。劉女士於2013年8月16日獲委任為本公司獨立非執行董事。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

SENIOR MANAGEMENT

Mr. Chan Ngai Chi (陳毅馳), age 43, is the Chief Financial Officer of our Company since September 2013. Mr. Chan is responsible for our financial management. Mr. Chan has over 19 years of experience in financial management, compliance and auditing. Since August 2007, Mr. Chan was the principal financial officer and principal accounting officer of Gushan. Prior to joining Gushan, Mr. Chan worked in the audit division of PricewaterhouseCoopers Hong Kong from 1994 to 1999. He also served as financial controller and company secretary of Tong Ren Tang Technologies Co. Ltd., a company in the production and distribution of Chinese medicine, from 2004 to 2007 and TopSearch International (Holdings) Limited, a manufacturer of printed circuit boards, from 2000 to 2003, both of which are companies listed on the Main Board of the Stock Exchange since 9 July, 2010 and 21 June, 2002, respectively. He has served as an independent non-executive director of Beijing Tong Ren Tang Chinese Medicine Company Limited, a company in the retail and wholesale of China medicine products, since 15 April, 2013, which is listed on the Growth Enterprise Market of the Stock Exchange since 7 May, 2013. Mr. Chan graduated from The Hong Kong University of Science and Technologies with a bachelor's degree in business administration in 1994 and The Chinese University of Hong Kong with a master's degree in economics in 2003. Mr. Chan is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

Mr. Chen Wei (陳偉), age 35, is the Vice General Manager of our Company and a director of Tongxin, Jinxin, Xiangbei, Baohe Xinshiji, Baohe Taiyue and Jin Xunhuan. Mr. Chen is in charge of business risk management. Mr. Chen has over 10 years of management experience in automobile, renewable energy and environmental protection sectors. Mr. Chen joined Gushan in 2008 and served as assistant to the chairman of the board and head of the group office from 2009 to 2012. Since January 2013, he has been the vice president of Gushan. Prior to joining Gushan in 2008, Mr. Chen worked for Handan Gushan Bio-sources Energy Co. Ltd., the principal business of which is the production and sale of bio-diesel products in China, as assistant to general manager from 2005 to 2008 and as acting general manager from 2008 to 2009. Between 2002 and 2005, he was a sales executive at Fuzhou CTE Co., Ltd (福州中端電器有限公司), the principal business of which is the production and sale of wire and harness and electronic parts of vehicles in China. Mr. Chen graduated with a bachelor's degree in management from Zhengzhou Institute of Technology (currently known as Henan University of Technology) in June 2002. He further obtained the qualification of assistant economist from the Fuzhou City Human Resources Bureau (福州市人事局) in January 2009.

高級管理層

陳毅馳先生，43歲，由2013年9月起擔任本公司的首席財務執行官。陳先生負責財務管理。陳先生於財務管理、合規和審計方面擁有逾19年經驗。自2007年8月起，陳先生是古杉的首席財務主任和首席會計主任。加入古杉前，陳先生於1994年至1999年任職於香港羅兵咸永道會計師事務所審計部。他亦自2004年至2007年擔任北京同仁堂科技發展股份有限公司(一家中成藥生產及分銷公司)的財務主管及公司秘書，以及自2000年至2003年擔任至卓國際(控股)有限公司(一家印刷電路板製造商)的財務總監及公司秘書，該兩家公司分別自2010年7月9日及2002年6月21日起於聯交所主板上市。他自2013年4月15日起為北京同仁堂國藥有限公司(一家中成藥產品零售及批發公司)的獨立非執行董事，該公司自2013年5月7日起於聯交所創業板上市。陳先生於1994年畢業於香港科技大學並獲授工商管理學士學位，並於2003年獲授香港中文大學的經濟碩士學位。陳先生是香港會計師公會和特許公認會計師公會的資深會員。

陳偉先生，35歲，是本公司的副總經理同時也是銅鑫、金鑫、湘北、保和新世紀、保和泰越以及金循環的董事。陳先生主管業務風險管理。陳先生於汽車、再生能源及環保行業擁有逾10年管理經驗。陳先生於2008年加入古杉，於2009年至2012年間擔任董事會主席助理及集團辦公室主任。他自2013年1月起為古杉的副總裁。於2008年加入古杉前，陳先生於2005年至2008年間任職邯鄲古杉生物能源有限公司 (Handan Gushan Bio-sources Energy Co. Ltd.) (其主要業務是在中國產銷生物柴油產品)的總經理助理，並於2008年至2009年為代理總經理。在2002年至2005年間，他是福州中端電器有限公司(其主要業務是在中國產銷汽車電線和束線及電子部件)的銷售主任。陳先生於2002年6月在鄭州工程學院(現為河南工業大學)畢業，獲授管理學士學位。他於2009年1月再取得福州市人事局的助理經濟師資格。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

SENIOR MANAGEMENT (Continued)

Ms. Luo Guidi (羅桂娣), age 40, is the controller of our Company. She is mainly responsible for financial risk management. She has also been appointed as the risk management officer of Company and is responsible for overseeing the Group's compliance with bank loan covenants. Ms. Luo has over 15 years of experience in accounting and internal audit. Since January 2013, Ms. Luo was the manager of the audit department of Gushan from 2008 to 2012 and has been a director of the risk management unit at Gushan. Prior to joining Gushan in 2008, she worked as an audit manager at Fujian Jianyou Certified Public Accountants Limited (福建建友會計師事務所有限公司) from 2007 to 2008. Ms. Luo was an audit assistant and audit project manager at Fujian Lixin Mindu Certified Public Accountants Limited (福建立信閩都會計師事務所有限公司) from 2003 to 2007. From 1997 to 2002, she worked as a cashier and accountant at Fuzhou Yaolong Chemical Group Co., Ltd (福州耀隆化工集團公司), a manufacture of chemicals. Ms. Luo obtained an undergraduate qualification in accounting from Fuzhou University through self-study in June 2009. Ms. Luo is a member of the Chinese Institute of Certified Public Accountants and China Institute of Internal Audit. She is also qualified as a land valuer and a Registered Real Estate Appraiser in the PRC.

Mr. Wang Jun (王俊), age 40, is the general manager and director of Baohe Xinshiji, a subsidiary of our Company since June 2014. Mr. Wang is responsible for formulating, overseeing and executing the day-to-day management of the operation of Baohe Xinshiji. Mr. Wang has over 15 years of experience in the mechanical and electronic industry. Mr. Wang currently serves as a director, the general manager and the legal representative of Baohe Xinshiji. Prior to joining Baohe Xinshiji, Mr. Wang worked at Sichuan Mianyang Huachi Direction Instrument Co., Ltd. (四川綿陽華馳方向機有限公司) (formerly known as The People's Liberation Army 9780 Factory) in various roles as a technical center product development engineer and production department supervisor from 1998 to 2014. Mr. Wang was appointed as the Chairman Secretary in July 2005 and Sales Manager in December 2005. Since 2008, Mr. Wang served as a general manager of the Company and the party committee secretary until 2014. Mr. Wang graduated from Sichuan Industrial Institute (now known as Xihua University) in 1998 in automotive design and manufacturing and was awarded engineer at of intermediate level.

高級管理層(續)

羅桂娣女士，40歲，是本公司的總監。她主要負責財務風險管理。她亦獲委任為本公司的風險管理人員，負責監察本集團遵守銀行貸款契約的情況。羅女士於會計及內部審計方面擁有逾15年經驗。羅女士曾於2008年至2012年期間擔任古杉審計部經理及自2013年1月起一直擔任古杉風險管理控制中心總監。於2008年加入古杉前，她於2007年至2008年擔任福建建友會計師事務所有限公司的審計經理。羅女士自2003年至2007年是福建立信閩都會計師事務所有限公司的審計助理及審計項目經理。於1997年至2002年間，她任職福州耀隆化工集團公司(一家化學品製造商)的出納員和會計師。羅女士於2009年6月透過自學取得福州大學的會計學士學歷。羅女士是中國註冊會計師協會和中國內部審計協會的會員。她亦是中國合資資格的土地估價師和註冊房地產估價師。

王俊先生，40歲，由2014年6月起擔任本公司附屬公司保和新世紀的總經理及董事。王先生負責制定、監督和執行保和新世紀營運的日常管理。王先生於電機行業擁有逾15年經驗。王先生現為保和新世紀的董事、總經理及法定代表。於加入保和新世紀前，於1998年至2014年王先生於四川綿陽華馳方向機有限公司(前稱為四川綿陽汽車方向機總廠)擔任技術中心產品開發工程師及生產部門主管等不同職位。於2005年7月，王先生獲委任為主席秘書及於2005年12月獲委任為銷售經理。自2008年起，王先生擔任本公司總經理及截至2014年一直為黨委書記。王先生於1998年畢業於四川工業學院(現為西華大學)，專業汽車設計及製造，亦獲得中級工程師資格。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

SENIOR MANAGEMENT (Continued)

Mr. Fan Dunxian (范敦現), age 46, is the general manager and director of Baohe Taiyue, a subsidiary of our Company since November 2011. Mr. Fan is responsible for formulating, overseeing and executing the day-to-day management of the operation of Baohe Taiyue. Mr. Fan has over 5 years of experience in the cable industry. He currently serves as a director, the general manager and the legal representative of Baohe Taiyue. Mr. Fan was a founder of Guangzhou Taiyue, the principal business of which is the manufacturing and sales of communication cables in China, and has been a director and the general manager of Guangzhou Taiyue since its establishment in 2007. Mr. Fan completed his junior college education with Fujian Agriculture University (currently known as Fujian Agriculture and Forestry University) in July 1996, majoring in phytomedicine and medical science.

COMPANY SECRETARY

Mr. Cheung Ying Kwan (張應坤), age 55, is the company secretary of the Company. Mr. Cheung has over 21 years of experience in financial management. Mr. Cheung was the financial controller of Gushan since March 2006. Mr. Cheung also served from April 2001 to March 2006 as the qualified accountant and company secretary of Goldigit Atomtech Holdings Limited (currently known as Jinchuan Group International Resources Co. Ltd), a developer and producer of pesticides in China which is listed on the Stock Exchange since 23 October 2003. Mr. Cheung was an independent non-executive director of Auto Italia Holdings Limited, a company which has been listed on the Stock Exchange since 16 July 1991 and whose principal business is the import, marketing, distribution and after-sales services of high quality, branded products in Asia including cars, electronic appliances, fashion apparels and accessories, from November 2005 to May 2013, and has been an independent non-executive director of Tian Shan Development (Holding) Limited, a property developer in China, since 16 June 2010, Beijing Chunlizhengda Medical Instruments Co., Ltd., the principal business of which is the research and development, production and sales of implantable orthopedic medical devices, effective 11 March 2015, which are listed on the Main Board of the Stock Exchange since 15 July 2010 and 11 March 2015. 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. Mr. Cheung obtained a diploma in fabric manufacturing from the Hong Kong Polytechnic in 1981. He was appointed as the company secretary on 8 March 2013.

高級管理層(續)

范敦現先生，46歲，由2011年11月起擔任本公司附屬公司保和泰越的總經理及董事。范先生負責制定、監督和執行保和泰越營運的日常管理。范先生於電纜行業擁有逾5年經驗。他現為保和泰越的董事、總經理及法定代表。范先生是廣州泰越(其主要業務是在中國產銷通信電纜)的創辦人，並且自2007年成立以來一直是廣州泰越的董事及總經理。范先生於1996年7月完成福建農業大學(現稱福建農林大學)的大專教育，主修植物藥學及醫學。

公司秘書

張應坤先生，55歲，是本公司的公司秘書。張先生於財務管理擁有逾21年經驗。張先生自2006年3月起擔任古杉的財務主管。張先生於2001年4月至2006年3月期間亦擔任金澤超分子科技控股有限公司(現稱金川集團國際資源有限公司，是中國的農藥開發商及生產商，自2003年10月23日起於聯交所上市)的合資格會計師及公司秘書。張先生曾於2005年11月至2013年5月為意達利股有限公司(自1991年7月16日起於聯交所上市的公司，其主要業務是在亞洲進口、營銷分銷優質品牌產品並提供售後服務，包括汽車、電器、時裝及配飾)的獨立非執行董事，以及自2010年6月16日起為天山發展(控股)有限公司(中國一家物業發展商)及自2015年3月11日起為北京市春立正達醫療器械股份有限公司(其主要業務為研發、生產及銷售植入性骨科醫療器械)的獨立非執行董事，兩間公司自2010年7月15日及自2015年3月11日起於聯交所主板上市。他是特許公認會計師公會的資深會員和香港會計師公會的會員。張先生於1981年取得香港理工學院的紡織物生產文憑。他於2013年3月8日獲委任為我們的公司秘書。

REPORT OF THE DIRECTORS

董事會報告

The Board is pleased to present the audited consolidated results of the Company and the Group for the year ended 31 December 2014.

董事會欣然提呈本公司及本集團截至2014年12月31日止年度的經審核綜合業績。

PRINCIPAL ACTIVITIES

The Group is a manufacturer of recycled copper products, also known as copper semis, in Southwest China. Beginning in 2013, the Group started to sell a range of communication cables and power transmission and distribution cables using copper wire rods produced by the Group as the principal raw material.

主要業務

本集團是中國西南部再生銅產品(亦稱為銅半製成品)製造商。自2013年起，本集團開始銷售多種以本集團自製的銅線材為主要原材料的通信電纜和送配電纜。

DIRECTORS

During the year and up to the date of this annual report, the directors of the Company were as follows:

董事

於本年度及截至本年報日期，本公司董事如下：

Executive Directors

Mr. Yu Jianqiu (*Chairman and chief executive officer*)

Mr. Liu Hanjiu

Mr. Kwong Wai Sun Wilson

Mr. Huang Weiping

Ms. Zhu Yufen

Appointed on

22 February 2013 and redesignated as an executive director on 16 August 2013 and reelected on 9 June 2014

16 August 2013 and reelected on 9 June 2014

16 August 2013 and reelected on 9 June 2014

16 August 2013

16 August 2013

執行董事

俞建秋先生
(*主席兼行政總裁*)

劉漢玖先生

鄺偉信先生

黃偉萍先生

朱玉芬女士

獲委任日期

2013年2月22日及於2013年8月16日調任為執行董事及於2014年6月9日重選

2013年8月16日及於2014年6月9日重選

2013年8月16日及於2014年6月9日重選

2013年8月16日

2013年8月16日

Independent Non-executive Directors

Mr. Pan Liansheng

Mr. Lee Ting Bun Denny

Ms. Liu Rong

16 August 2013

16 August 2013

16 August 2013

獨立非執行董事

潘連勝先生

李廷斌先生

劉蓉女士

2013年8月16日

2013年8月16日

2013年8月16日

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors and senior management of the Group are set out in the section headed "Directors and Senior Management" in this annual report.

董事及高級管理層履歷

本集團董事及高級管理層履歷詳情載於本年報「董事及高級管理層」一節。

REPORT OF THE DIRECTORS

董事會報告

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Each of the independent non-executive directors has confirmed his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors to be independent in accordance with Rule 3.13 of the Listing Rules.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in notes 23, 33 and 35 respectively to the financial statements, no director had a significant beneficial interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

DIRECTORS' SERVICE CONTRACTS

None of the directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable within one year without payment of compensation other than statutory compensation.

CHANGES IN DIRECTORS AND SENIOR MANAGEMENT

Save as disclosed in the section headed "Directors and Senior Management", there was no change to any of the information required to be disclosed in relation to any director pursuant to paragraphs (a) to (e) and (g) of rule 13.51(2) of the Listing Rules since the Listing Date.

獨立非執行董事的獨立性確認書

各獨立非執行董事已根據上市規則第3.13條確認其獨立性。根據上市規則第3.13條，本公司認為所有獨立非執行董事均為獨立人士。

董事於合約的權益

除於財務報表附註23、33及35所分別披露者外，概無董事在本公司或其任何附屬公司於本年度訂立並對本集團業務有重大影響的任何合約中，擁有重大實益。

董事服務合約

於應屆股東週年大會上獲膺選連任的董事中，概無與本公司或其任何附屬公司訂立不可在一年內終止而無須作出賠償(法定賠償外)的服務合約。

董事及高級管理層變動

除「董事及高級管理層」一節所披露者外，自上市日期起，概無任何有關董事的資料出現變動而須根據上市規則第13.51(2)條第(a)至(e)及(g)段作出披露。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2014, the interests and short positions of the directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were (i) recorded in the register required to be kept under section 352 of the SFO, or (ii) otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code") were as follows:

(1) Long position in the shares of the Company

董事及主要行政人員於本公司及其相聯法團的股份及相關股份的權益及淡倉

於2014年12月31日，本公司董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券擁有(i)根據證券及期貨條例第352條規定須予備存的登記冊所載；或(ii)根據上市規則附錄10所載關於上市發行人董事進行證券交易的標準守則(「標準守則」)須通知本公司及聯交所的權益及淡倉如下：

(1) 於本公司股份的好倉

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 所持股份數目	Approximate percentage of shareholding ⁽¹⁾ 概約持股百分比 ⁽¹⁾
Mr. Yu Jianqiu 俞建秋先生	Interest in a controlled corporation ⁽²⁾ 受控制法團權益 ⁽²⁾	958,574,400	45.53%
Mr. Huang Weiping 黃偉萍先生	Interest in a controlled corporation ⁽³⁾ 受控制法團權益 ⁽³⁾	270,915,400	12.87%
Mr. Liu Hanjiu 劉漢玖先生	Interest in a controlled corporation ⁽⁴⁾ 受控制法團權益 ⁽⁴⁾	142,606,800	6.77%
Mr. Kwong Wai Sun Wilson 鄭偉信先生	Beneficial owner 實益擁有人	4,772,600	0.23%

Notes:

- (1) The percentage represents the number of ordinary shares divided by the number of the Company's issued shares as at 31 December 2014.
- (2) The shares were held by Epoch Keen Limited, a company wholly-owned by Mr. Yu Jianqiu.
- (3) 102,963,000 shares were held by Gold Wide Enterprises Limited and 167,952,400 shares were held by First Harvest Global Limited. Both companies are wholly-owned by Mr. Huang Weiping.
- (4) 103,205,200 shares were held by Silver Harvest Holdings Limited and 39,401,600 shares were held by Ocean Through Limited. Both companies are wholly-owned by Mr. Liu Hanjiu.

附註：

- (1) 百分比代表普通股數目除以本公司於2014年12月31日已發行股份的數目。
- (2) 該等股份由時建有限公司持有，該公司由俞建秋先生全資擁有。
- (3) 102,963,000股股份由金博企業有限公司持有及167,952,400股股份由肇豐環球有限公司持有，該等公司均由黃偉萍先生全資擁有。
- (4) 103,205,200股股份由豐銀控股有限公司持有及39,401,600股股份由Ocean Through Limited持有，該等公司均由劉漢玖先生全資擁有。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

(2) Long Position in the underlying shares of the Company

董事及主要行政人員於本公司及其相聯法團的股份及相關股份的權益及淡倉(續)

(2) 於本公司相關股份的好倉

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 所持股份數目	Approximate percentage of shareholding ⁽¹⁾ 概約持股百分比 ⁽¹⁾
Mr. Huang Weiping 黃偉萍先生	Beneficial owner ⁽⁵⁾ 受控制法團權益 ⁽⁵⁾	2,000,000	0.10%
Mr. Liu Hanjiu 劉漢玖先生	Beneficial owner ⁽⁶⁾ 受控制法團權益 ⁽⁶⁾	12,000,000	0.57%
Ms. Zhu Yufen 朱玉芬女士	Beneficial owner ⁽⁷⁾ 實益擁有人 ⁽⁷⁾	10,000,000	0.48%

(5) These equity derivatives were share options granted to Mr. Huang Weiping under the Share Option Scheme of the Company on 2 July 2014. Please see the section headed "Share Option Scheme" for further details.

(5) 該等股本衍生工具為根據本公司購股權計劃於2014年7月2日授予黃偉萍先生之購股權。更多詳情請參閱「購股權計劃」一節。

(6) These equity derivatives were share options granted to Mr. Liu Hanjiu under the Share Option Scheme of the Company on 2 July 2014. Please see the section headed "Share Option Scheme" for further details.

(6) 該等股本衍生工具為根據本公司購股權計劃於2014年7月2日授予劉漢玖先生之購股權。更多詳情請參閱「購股權計劃」一節。

(7) These equity derivatives were share options granted to Ms. Zhu Yufen under the Share Option Scheme of the Company on 2 July 2014. Please see the section headed "Share Option Scheme" for further details.

(7) 該等股本衍生工具為根據本公司購股權計劃於2014年7月2日授予朱玉芬女士之購股權。更多詳情請參閱「購股權計劃」一節。

Save as disclosed above, as at 31 December 2014, so far as is known to any director or the chief executive of the Company, none of the directors or the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were (i) recorded in the register required to be kept under section 352 of the SFO, or (ii) otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於2014年12月31日，就本公司董事或主要行政人員所知，本公司董事或最高行政人員概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券中擁有(i)根據證券及期貨條例第352條規定須予備存的登記冊所載；或(ii)根據標準守則所載之規定須知會本公司及聯交所的權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Saved as otherwise disclosed in this annual report, no rights to acquire benefits by means of the acquisition of shares in or debentures of the Company were granted to any director or their respective spouse or children under 18 years of age, nor were any such rights exercised by them, nor was the Company or any of its subsidiaries a party to any arrangement to enable the directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate during the year ended 31 December 2014.

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

As at 31 December 2014, the following persons (not being a director or chief executive of the Company) had 5% or more interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Long position in the shares of the Company

董事購買股份或債券的權利

除於本年報其他部分披露者外，於截至2014年12月31日止年度，概無授予任何董事或彼等各自之配偶或未滿18歲的子女通過購入本公司股份或債券的方式而獲益的權利或由彼等行使任何該等權利；亦無由本公司或其任何附屬公司作出安排以令董事或彼等各自之配偶或未滿18歲的子女於任何其他法人團體獲得該等權利。

主要股東於本公司股份及相關股份的權益及淡倉

於2014年12月31日按本公司根據證券及期貨條例第336條須予存置的登記冊所記錄，以下人士（並非本公司董事或最高行政人員）於本公司股份或相關股份中擁有5%或以上的權益或淡倉：

於本公司股份的好倉

Name 姓名／名稱	Capacity in which interests are held 持有權益的身份	Number of shares 股份數目	Percentage of shareholding ⁽¹⁾ 股權百分比 ⁽¹⁾
Mianyang Science Technology City Development Investment (Group) Co., Ltd. ⁽²⁾ 綿陽科技城發展投資(集團) 有限公司 ⁽²⁾	Person having a security interest in shares 於股份擁有抵押權益之人士	613,522,200	29.14%
Madam Mak Siu Hang Viola ⁽³⁾ 麥少嫻女士 ⁽³⁾	Interest in a controlled corporation 受控制法團權益	122,492,000	5.81%
VMS Holdings Ltd. ⁽³⁾ 鼎珮投資控股有限公司 ⁽³⁾	Interest in a controlled corporation 受控制法團權益	122,492,000	5.81%
VMS Investment Group Ltd. ⁽³⁾ 鼎珮投資集團有限公司 ⁽³⁾	Beneficial owner 實益擁有人	122,492,000	5.81%

REPORT OF THE DIRECTORS

董事會報告

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

Long position in the shares of the Company (Continued)

Notes:

- (1) The percentage represents the number of ordinary shares divided by the number of the Company's issued shares as at 31 December 2014.
- (2) On 15 August 2014, Silver Harvest Holdings Limited, Ocean Through Limited, First Harvest Global Limited and Gold Wide Enterprises Limited, shareholders of the Company, has each entered into share charges in respect of their respective shareholding of 103,205,200, 39,401,600, 167,952,400 and 102,963,000 shares in the Company in favour of Mianyang Science Technology City Development Investment (Group) Co., Ltd. ("Mianyang Development Group") as the secured party. On 10 November 2014, Epoch Keen entered into a share charge with Mianyang Development Group, pursuant to which Epoch Keen agreed to charge by way of first fixed charge all its rights, title, interest and benefit in 200,000,000 ordinary shares in the Company in favour of Mianyang Development Group as the secured party.
- (3) VMS Investment Group Limited is wholly owned by VMS Holdings Ltd., which is in turn wholly-owned by Madam Mak Siu Hang Viola. Madam Mak Siu Hang Viola is deemed to be interested in the shares held by VMS Investment Group Ltd.

Other than as disclosed above, as at 31 December 2014, the directors have not been notified by any person (not being the directors or chief executive of the Company) who had 5% or more interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO.

WARRANTS

Details of the warrants of the Company which were issued on 19 January 2015 and 24 February 2015 are set out in Management Discussion & Analysis and note 37 to the financial statements.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2014, none of the directors or their respective associates had any business or interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group.

主要股東於本公司股份及相關股份的權益及淡倉(續)

於本公司股份的好倉(續)

附註：

- (1) 百分比代表普通股數目除以本公司於2014年12月31日已發行股份的數目。
- (2) 於2014年8月15日，豐銀控股有限公司、Ocean Through Limited、肇豐環球有限公司及金博企業有限公司(均為本公司股東)各自就彼等於本公司之103,205,200股、39,401,600股、167,952,400股及102,963,000股股份之股權以綿陽科技城發展投資(集團)有限公司(「綿陽發展集團」)(為抵押方)為受益人訂立股份押記。於2014年11月10日，時建與綿陽發展集團訂立股份押記，據此，時建同意以第一固定押記方式抵押其於本公司200,000,000股普通股之所有權利、所有權、權益及利益，以綿陽發展集團(為抵押方)為受益人。
- (3) 鼎珮投資集團有限公司由鼎珮投資控股有限公司全資擁有。鼎珮投資控股有限公司則由麥少嫻女士全資擁有。麥少嫻女士被視為於鼎珮投資集團有限公司的股份中擁有權益。

除上文所披露者外，於2014年12月31日，概無任何人士(並非本公司董事或最高行政人員)知會董事其根據證券及期貨條例第336條須予存置的登記冊所記錄於本公司股份或相關股份中擁有5%或以上的權益或淡倉。

認股權證

本公司於2015年1月19日和2015年2月24日發行的認股權證詳情載於管理層討論及分析和財務報表附註37。

董事於競爭業務的權益

於2014年12月31日，概無董事及彼等各自的聯繫人與本集團業務構成或可能構成直接或間接競爭之業務中擁有任何業務或權益。

REPORT OF THE DIRECTORS

董事會報告

PROPOSED FINAL DIVIDEND

The proposed final dividend is subject to the passing of an ordinary resolution by the Company's shareholders at the AGM. The record date for entitlement to the proposed final dividend is 18 June 2015. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from 16 June 2015 to 18 June 2015, both days inclusive, during which no transfer of shares can be registered. In order to qualify for the proposed final dividend mentioned above, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 15 June 2015.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the articles of association of the Company (the "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.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2014 is set out in the consolidated income statement and the consolidated statement of comprehensive income on pages 71 and 72 respectively of this annual report.

CLOSURE OF REGISTER OF MEMBERS

The Company's Register of Members will be closed from 5 June 2015 to 9 June 2015 (both days inclusive), during such period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the forthcoming annual general meeting, unregistered holders of shares of the Company should ensure all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Computershare Hong Kong Investor Services Ltd., at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on 4 June 2015.

PROPERTY, PLANT AND EQUIPMENT

Details of the property, plant and equipment of the Group are set out in note 13 to the financial statements.

SHARE CAPITAL

Movements of the share capital of the Company are set out in note 30 to the financial statements.

擬派末期股息

擬派末期股息須待公司股東於股東週年大會通過普通決議案後方可作實。釐定收取擬派末期股息之記錄日期定於2015年6月18日。為釐定收取擬派末期股息之資格，本公司股東名冊將於2015年6月16日至2015年6月18日（包括首尾兩天）暫停登記，期間不會辦理股份過戶登記手續。為符合資格收取上述擬派末期股息，所有過戶表格連同有關股票必須於最遲2015年6月15日下午4時30分前遞交予本公司股份過戶登記分處香港中央證券登記有限公司登記，地址位於香港灣仔皇后大道東183號合和中心17樓1712-1716室。

優先購股權

根據本公司組織章程細則（「組織章程細則」）或開曼群島法例並無有關優先購股權的規定，致使本公司須按比例基準向現有股東發售新股份。

業績及分配

本集團截至2014年12月31日止年度的業績分別載於本年報第71頁至第72頁的綜合收益表及綜合全面收益表。

暫停辦理股份過戶登記手續

本公司股東名冊將於2015年6月5日至2015年6月9日（包括首尾兩天）暫停登記，期間不會辦理本公司股份過戶登記手續。為取得出席應屆股東週年大會並於會上投票的資格，本公司的未登記股東應確保所有過戶表格連同有關股票必須於最遲2015年6月4日下午4時30分前遞交予本公司股份過戶登記分處香港中央證券登記有限公司登記，地址位於香港灣仔皇后大道東183號合和中心17樓1712-1716室。

物業、廠房及設備

本集團物業、廠房及設備的詳情載於財務報表附註13。

股本

本公司的股本變動載於財務報表附註30。

REPORT OF THE DIRECTORS

董事會報告

BANK LOANS

Bank Loans and other borrowings of the Company and the Group as at 31 December 2014 are set out in note 28 to the financial statements.

DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

The directors' emoluments are determined by the Board with reference to their duties, responsibilities and performance and the results of the Group. Details of the directors' emoluments and the five highest paid individuals are set out in notes 9 and 10 to the financial statements respectively.

EMOLUMENT POLICY

A remuneration committee was set up to develop the Group's emolument policy and structure for remuneration of the directors and senior management of the Group, having regard to the Group's operating results, individual performance of the directors and senior management and comparable market practices.

PENSION SCHEMES

Pursuant to the relevant labour rules and regulations in the PRC, the Group's subsidiaries in the PRC participate in defined contribution retirement benefit schemes (the "PRC Schemes") organized by the local authorities whereby the subsidiaries are required to make contributions to the PRC Schemes based on a percentage of the eligible employees' salaries. Contributions to the PRC Schemes vest immediately. Under the PRC Scheme, retirement benefits of existing and retired employees are payable by the relevant scheme administrators and the Group has no further obligations beyond the annual contributions.

The Group enrolled all employees in Hong Kong in the Mandatory Provident Fund Scheme ("MPF") (together with the PRC Schemes, the "Retirement Benefit Schemes"), which is a defined contribution retirement benefit scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated income statement as they become payable in accordance with the rules of the MPF. The Group contributes 5% of the relevant payroll costs to the MPF subject to a cap of monthly relevant income of HK\$25,000, and which contribution is matched by the employees. The assets of the MPF are held separately from those of the Group, in funds under the control of trustees. Contributions from the employer are 100% vested in the employees as soon as they are paid to the MPF and subject to certain conditions being met, all benefits derived from the mandatory contributions must be preserved until the employee either reaches the normal retirement age of 65 or meets certain specified conditions whichever is earlier.

銀行貸款

本公司及本集團於2014年12月31日的銀行貸款及其他借款載於財務報表附註28。

董事酬金及五名最高薪酬人士

董事薪酬乃由董事會經參考彼等的職責、責任及表現以及本集團的業績而釐定。董事及五名最高薪酬人士的薪酬詳情分別載於財務報表附註9及10。

薪酬政策

本集團成立薪酬委員會以發展有關本集團董事及高級管理層之薪酬政策及架構，該等薪酬政策及架構已參考本集團的經營業績、董事及高級管理層的個人表現及可資比較市場常規。

退休金計劃

根據中國相關勞動規則及法規，本集團於中國的附屬公司參與由各地方機關組織的界定供款退休福利計劃（「中國計劃」），據此，附屬公司須按合資格僱員薪金的某百分比向中國計劃作出供款。中國計劃的供款會即時歸屬。根據中國計劃，相關計劃管理機構須為現有及退休僱員支付退休福利，而本集團除每年供款外，毋須承擔其他責任。

本集團已為香港的全體僱員參加了強制性公積金計劃（「強積金」）（連同中國計劃，統稱為「退休福利計劃」），為界定供款退休福利計劃。供款乃按僱員基本薪金的百分比計算，並於根據強積金之規則於須予支付時於綜合收益表扣除。本集團向強積金所作的供款為有關工資成本之5%（受每月相關收入上限25,000港元所限），而僱員的供率比率亦相同。強積金的資產與本集團的資產分開持有，以基金形式由信託人控管。僱主的供款投入強積金後，即全數歸僱員所有，除滿足若干條件的情況外，強制性供款涉及的利益須保留至僱員年屆六十五歲退休時或達成若干特定條件（以較早者為準）才予以發還。

REPORT OF THE DIRECTORS

董事會報告

PENSION SCHEMES (Continued)

The Group's contributions to Retirement Benefit Schemes charged to the consolidated income statement for the year ended 31 December 2014 were RMB3,289,000 (2013: RMB2,378,000).

MANAGEMENT CONTRACTS

No contract for the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Company and the Group during the year ended 31 December 2014 are set out in note 30 to the financial statements and the consolidated statement of changes in equity respectively.

As at 31 December 2014, the Company's distributable reserves available for distribution amounted to RMB527,251,000, calculated in accordance with the provisions of the Companies Law (2012 Revision) of the Cayman Islands.

MAJOR CUSTOMERS AND SUPPLIERS

Suppliers

For the year ended 31 December 2014, the aggregate purchases attributable to our five largest suppliers accounted for less than 30% of our total cost of purchases.

Customers

For the year ended 31 December 2014, the five largest customers were customers of our recycled copper products, which included power transmission and distribution cable manufacturers, copper processing companies and trading companies. For the year ended 31 December 2014, the aggregate turnover of sales attributable to our five largest customers contributed 32% of our consolidated turnover and the turnover of sales attributable to our single largest customer is 10%. None of the Directors of the Company or any of their associates or any Shareholders (which to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers.

退休金計劃(續)

本集團於截至2014年12月31日止年度計入綜合收益表的退休福利計劃供款為人民幣3,289,000元(2013年：人民幣2,378,000元)。

管理合約

於本年度，本公司並無就本公司全部或任何主要部份業務訂立或現存任何管理及行政合約。

儲備及可供分派儲備

本公司及本集團截至2014年12月31日止年度的儲備變動詳情分別載於財務報表附註30及綜合權益變動表。

於2014年12月31日，根據開曼群島公司法(2012年修訂版)的規定計算，本公司可供分派儲備為人民幣527,251,000元。

主要客戶及供應商

供應商

截至2014年12月31日止年度，五大供應商合計所佔本集團的購貨額百分比少於30%。

客戶

截至2014年12月31日止年度，五大客戶為我們的再生銅產品客戶，包括送配電纜製造商、銅加工公司及貿易公司。截至2014年12月31日止年度，五大客戶合計佔營業額或銷售額32%及單一最大客戶應佔銷售收入為10%。本公司董事或彼等的任何聯繫人或任何股東(就董事所深知擁有本公司已發行股本5%以上的股東)概無於本集團五大客戶中擁有任何權益。

REPORT OF THE DIRECTORS

董事會報告

CONNECTED TRANSACTIONS

During the year, the Group conducted the following transaction with certain connected persons of the Company which constitute connected transaction.

Connected transaction exempted from the independent shareholders' approval requirements

On 25 September 2014, Tongxin completed an acquisition of 51% and 14% equity interest in Jin Xunhuan from Shenzhen YinTai and Tianjin Jili respectively, in which a cash consideration of approximately RMB15,300,000 and RMB4,200,000 was paid respectively (the "Jin Xunhuan Acquisition"). Jin Xunhuan focuses on the sales and production of anodic copper from scrap copper as raw materials and trading electrolytic copper. The Group plans to sell these products through Jin Xunhuan in the Shanghai Futures Exchange and other professional e-commerce platforms. By trading its products in such innovative platforms, the Group expects to (1) enlarge its sales volume; (2) strengthen its liquidity by shortening the overall trade receivable turnover days; and (3) capture the synergy effect by making use of the Group's existing sources of raw materials, logistic system and technical know-how. Jin Xunhuan was still under construction at the end of 2014 and it is expected to commence operations in the third quarter of 2015.

In light of the proximity in timing between the Jin Xunhuan Acquisition and the acquisition of Jin Xunhuan by Shenzhen YinTai and Tianjin Jili from Jin Xunhuan Electronic Trading Co., Ltd. (金循環電子商務有限公司), a company controlled by Ms. Yu Yanyan and Ms. Yu Jiajia, associates of Mr. Yu Jianqiu, our chairman and controlling shareholder, and connected persons of the Company, Shenzhen YinTai and Tianjin Jili are deemed connected persons of the Company under Chapter 14A of the Listing Rules in the circumstances, and the entering into the Jin Xunhuan Acquisition constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios (as defined in the Listing Rules) in respect of the Jinxunhuan Acquisition are more than 0.1% but less than 5%, the Jinxunhuan Acquisition is subject to the reporting and announcement requirements, but is exempt from the circular and shareholders' approval requirements under Chapter 14A of the Listing Rules.

Please refer to the announcement of the Company dated 15 September 2014 for further details.

關連交易

年內，本集團與本公司若干關連人士進行下列交易，其構成關連交易。

獲豁免遵守獨立股東批准規定的關連交易

於2014年9月25日，銅鑫完成向深圳銀及天津市潔利分別收購金循環的51%及14%股權，當中已支付現金代價分別約人民幣15,300,000元及人民幣4,200,000元（「金循環收購事項」）。金循環專注利用廢雜銅作為原材料，生產和銷售陽極銅和銷售電解銅。本集團計劃透過金循環將有關產品在上海期貨交易所及其他專業的電子商務平台上銷售。透過在該等創新平台交易，本集團預期可(1)擴大其銷量；(2)縮短整體貿易應收款項周轉天數以增加其流動資金；及(3)利用本集團現有原材料貨源、物流系統及技術專業知識達致協同效應。於2014年年底，金循環仍然處於建設階段，預計將於2015年第3季度開始營運。

由於金循環收購事項以及深圳銀泰及天津潔利向金循環電子商務有限公司收購金循環的時間相近，而金循環電子商務有限公司為由本公司主席兼控股股東俞建秋先生的聯繫人士及本公司關連人士（俞燕燕女士和俞佳佳女士）控制的公司，故在此情況下，深圳銀泰及天津潔利根據上市規則第14A章被視為本公司的關連人士，而訂立金循環收購事項根據上市規則第14A章構成本公司的關連交易。

由於金循環收購事項的適用百分比率（定義見上市規則）超過0.1%但少於5%，故金循環收購事項須遵守上市規則第14A章的申報及公告規定，惟獲豁免遵守函詢及股東批准規定。

有關更多詳情，請參閱本公司日期為2014年9月15日之公佈。

REPORT OF THE DIRECTORS

董事會報告

CONNECTED TRANSACTIONS (Continued)

Following the listing of the shares of the Company on the Stock Exchange on the Listing Date, the transactions between the Group and certain connected persons of the Group became continuing connected transactions. The Company has applied for and the Stock Exchange has granted a waiver from, among others, strict compliance with the announcement requirements in respect of certain continuing connected transactions of the Group. Details of the continuing connected transactions of the Group are as follows:

Continuing connected transactions exempt from the independent shareholders' approval requirements

Master Production Agreement with Guangzhou Taiyue

On 6 February 2014, we entered into the Taiyue Master Production Agreement dated 6 February 2014 to govern the terms and conditions of the transactions between our Group and Guangzhou Taiyue in connection with the provision of production and processing services for our communication cable products. As Guangzhou Taiyue is 40% held by Mr. Fan Dunxian, a director of Baohe Taiyue, the production and processing arrangement between our Group and Guangzhou Taiyue constitute continuing connected transactions of our Company.

The Taiyue Master Production Agreement took effect upon listing and continued until 31 December 2014.

The Taiyue Master Production Agreement is subject to an annual cap of RMB5.0 million for the financial year ending 31 December 2014. In arriving at the annual cap, our Directors considered the following factors:

- the monthly average of the historical transaction values and volume of the production and processing service provided by Guangzhou Taiyue for the nine months ended 30 September 2013; and
- the expected termination of the production and processing arrangement with Guangzhou Taiyue after the new production facility of Baohe Taiyue commences commercial production, which is currently expected to be in the second or third quarter of 2014.

Taking into account such factors, the annual cap has been primarily calculated by multiplying the monthly average of the historical transaction values for the nine months ended 30 September 2013 by four, and adding a buffer to provide the Company with some flexibility to cater for any unexpected increase in transactions.

The amount paid/payable by the Group to Guangzhou Taiyue for the provision of production and processing services for the year ended 31 December 2014 was nil.

The Taiyue Master Production Agreement expired on 31 December 2014.

關連交易 (續)

本公司股份於上市日期在聯交所上市後，本集團與本集團若干關連人士的交易構成持續關連交易。本公司已就本集團若干持續關連交易申請豁免(其中包括)嚴格遵守有關公告的規定，而聯交所亦已授出有關豁免。本集團持續關連交易的詳情如下：

獲豁免遵守獨立股東批准規定的持續關連交易

與廣州泰越的總生產協議

於2014年2月6日，我們訂立日期為2014年2月6日的泰越總生產協議，以監管本集團與廣州泰越之間就為我們的通信電纜產品提供生產及加工服務而進行的交易的條款及條件。由於廣州泰越的40%股權由保和泰越的董事范敦現先生持有，本集團與廣州泰越之間的生產及加工安排會構成本公司的持續關連交易。

泰越總生產協議於上市時生效，並繼續有效直至2014年12月31日。

泰越總生產協議須於截至2014年12月31日止財政年度遵守年度上限人民幣5,000,000元。在釐定該等年度上限時，董事考慮到下列因素：

- 截至2013年9月30日止九個月廣州泰越提供的生產及加工服務的歷史交易價值及交易量每月平均數；及
- 與廣州泰越的生產及加工安排預期於保和泰越新生產設施開始商業生產(目前預期於2014年第二或三季度投產)後終止。

計及這些因素，年度上限主要是將截至2013年9月30日止九個月的歷史交易價值的每月平均數乘以四計算，並加入緩衝值，從而為本公司提供一些靈活性以應付任何無法預期的交易增長。

於截至2014年12月31日止年度，本集團就提供生產及加工服務向廣州泰越已付/應付的金額為人民幣0元。

泰越總生產協議於2014年12月31日屆滿。

REPORT OF THE DIRECTORS

董事會報告

CONNECTED TRANSACTIONS (Continued)

Continuing connected transactions exempt from the independent shareholders' approval requirements (Continued)

Master Production Agreement with Sichuan Xinshiji

On 6 February 2014, we entered into the Xinshiji Master Production Agreement dated 6 February 2014 to govern the terms and conditions of the transactions between our Group and Sichuan Xinshiji in connection with the provision of production and processing services for our power transmission and distribution cable products. As Mr. Chen Hai, a director of Baohe Xinshiji, has de facto control over Sichuan Xinshiji, the production and processing arrangement between our Group and Sichuan Xinshiji constitute continuing connected transactions of our Company.

The Xinshiji Master Production Agreement took effect upon listing and continued until 31 December 2014. The Xinshiji Master Production Agreement is subject to an annual cap of RMB30.0 million for the financial year ending 31 December 2014. In arriving at the annual cap, our Directors considered the following factors:

- the continuous increase in the historical transaction values and volume of the production and processing service provided by Sichuan Xinshiji in the nine months ended 30 September 2013;
- the actual sales of Baohe Xinshiji for the nine months ended 30 September 2013 and the expected continuing growth of our power transmission and distribution cable business; and
- the expected termination of the production and processing arrangement with Sichuan Xinshiji after the new production facility of Baohe Xinshiji commenced commercial production, which commenced in the second quarter of 2014.

Taking into account such factors, the annual cap has been primarily calculated by multiplying the monthly average of the historical transaction value for October and November 2013, which amount to RMB7.8 million and RMB8.8 million, respectively, by three and adding a buffer to the product to provide the Company with some flexibility to cater for any unexpected increase in transactions. We believe that the monthly average of the transaction values for October and November 2013 is a more appropriate basis for determining the annual cap for the Xinshiji Master Production Agreement as we expected the level of transaction in October and November 2013, which is higher than the level in the previous months in 2013, would continue in 2014.

關連交易 (續)

獲豁免遵守獨立股東批准規定的持續關連交易 (續)

與四川新世紀的總生產協議

於2014年2月6日，我們訂立日期為2014年2月6日的新世紀總生產協議，以監管本集團與四川新世紀之間就為我們的送配電纜產品提供生產及加工服務而進行交易的條款及條件。由於保和新世紀的董事陳海先生擁有四川新世紀的實際控制權，本集團與四川新世紀之間的生產及加工安排會構成本公司的持續關連交易。

新世紀總生產協議於上市時生效，並繼續有效直至2014年12月31日。新世紀總生產協議須於截至2014年12月31日止財政年度遵守年度上限人民幣30,000,000元。在釐定該等年度上限時，董事考慮到下列因素：

- 截至2013年9月30日止九個月四川新世紀提供的生產及加工服務的歷史交易價值及交易量持續增長；
- 截至2013年9月30日止九個月保和新世紀的實際銷售額，以及本集團送配電纜業務的預期持續增長；及
- 與四川新世紀的生產及加工安排預期於保和新世紀新生產設施開始商業生產（目前預期於2014年第二季度）後終止。

計及這些因素，年度上限主要是將2013年10月及11月的歷史交易價值的每月平均數（為人民幣7,800,000元及人民幣8,800,000元）分別乘以三計算，並為乘積加入緩衝值，從而為本公司提供一些靈活性以應付任何無法預期的交易增長。我們相信，2013年10月及11月的交易價值的每月平均數更適合作為釐定新世紀總生產協議年度上限的基準，因為我們預期2013年10月及11月的交易水平（高於2013年過往月份的水平）將延續至2014年。

REPORT OF THE DIRECTORS

董事會報告

CONNECTED TRANSACTIONS (Continued)

Continuing connected transactions exempt from the independent shareholders' approval requirements (Continued)

Master Production Agreement with Sichuan Xinshiji (Continued)

The amount paid/payable by the Group to Sichuan Xinshiji for the provision of production and processing services for the year ended 31 December 2014 was nil.

The Xinshiji Master Production Agreement expired on 31 December 2014.

Master Sale Agreement with Guangzhou Taiyue

On 6 February 2014, we entered into the Taiyue Master Sale Agreement to govern the terms and conditions of the transactions between our Group and Guangzhou Taiyue in connection with the sale of copper products (mainly copper wires). The Taiyue Master Sale Agreement took effect upon listing and continued until 31 December 2014. As Guangzhou Taiyue is 40% held by Mr. Fan Dunxian, a director of Baohe Taiyue, the sale of copper products by our Group to Guangzhou Taiyue constitute continuing connected transactions of our Company.

The Taiyue Master Sale Agreement is subject to an annual cap of RMB17.0 million for the financial year ending 31 December, 2014. The annual cap has been determined with reference to the market rates for copper products which our Group sells to persons or companies which are not connected persons of our Group or any of their associates under the Listing Rules ("Independent Third Parties"). In arriving at the annual cap, our directors have considered the following factors:

- the monthly average of the historical transaction values and volume of the sale of products to Guangzhou Taiyue for the nine months ended 30 September 2013; and
- the expected decrease in sales to Guangzhou Taiyue after the new facility of Baohe Taiyue commenced commercial production, which commenced in the fourth quarter of 2014.

Taking into account such factors, the annual cap has been calculated by multiplying the monthly average of the historical transaction value for the nine months ended 30 September, 2013 by four, and adding a buffer to the product to provide the Company with some flexibility to cater for any unexpected increase in transactions.

The amount paid/payable by the Guangzhou Taiyue to the Group for the purchase of copper products for the year ended 31 December 2014 was approximately RMB1.7 million.

The Taiyue Master Sale Agreement expired on 31 December 2014.

關連交易 (續)

獲豁免遵守獨立股東批准規定的持續關連交易 (續)

與四川新世紀的總生產協議 (續)

於截至2014年12月31日止年度，本集團就提供生產及加工服務向四川新世紀已付／應付的金額約為人民幣0元。

新世紀總生產協議已於2014年12月31日屆滿。

與廣州泰越的總銷售協議

於2014年2月6日，我們訂立泰越總銷售協議，以監督本集團與廣州泰越之間就銷售銅產品(主要是銅線)而進行交易的條款及條件。泰越總銷售協議於上市時生效，並繼續有效直至2014年12月31日。由於廣州泰越的40%股權由保和泰越的董事范敦現先生持有，本集團向廣州泰越銷售銅產品構成本公司的持續關連交易。

泰越總銷售協議須於截至2014年12月31日止財政年度遵守年度上限人民幣17,000,000元。年度上限乃參照本集團向上市規則項下並非本集團關連人士或其任何聯繫人的人士或公司(「獨立第三方」)出售銅產品的市場比率釐定。在釐定該等年度上限時，董事考慮到下列因素：

- 截至2013年9月30日止九個月向廣州泰越銷售產品的歷史交易價值及交易量每月平均數；及
- 在保和泰越新設施開始商業生產(已於2014年第四季度投產)後，向廣州泰越的銷售預期減少。

計及這些因素，年度上限是將截至2013年9月30日止九個月的歷史交易價值的每月平均數乘以四計算，並為乘積加入緩衝值，從而為本公司提供一些靈活性以應付任何無法預期的交易增長。

於截至2014年12月31日止年度，廣州泰越就採購銅產品向本集團已付／應付的金額約為人民幣1,700,000元。

泰越總銷售協議已於2014年12月31日屆滿。

REPORT OF THE DIRECTORS

董事會報告

CONNECTED TRANSACTIONS (Continued)

Continuing connected transactions exempt from the independent shareholders' approval requirements (Continued)

Master Sale Agreement with Sichuan Xinshiji

On 6 February 2014, we entered into the Xinshiji Master Sale Agreement to govern the terms and conditions of the transactions between our Group and Sichuan Xinshiji in connection with the sale of copper products including copper wire rods and copper wires. The Xinshiji Master Sale Agreement took effect upon listing and continued until 31 December 2014. As Mr. Chen Hai, a director of Baohe Xinshiji, has de facto control over Sichuan Xinshiji, the sale of copper products by our Group to Sichuan Xinshiji constitute continuing connected transactions of our Company.

The Xinshiji Master Sale Agreement is subject to an annual cap of RMB50.0 million for the financial year ending 31 December 2014. The annual cap has been determined with reference to the market rates for copper products which our Group sells to Independent Third Parties. In arriving at the annual cap, our directors have considered the following factors:

- the monthly average of the historical transaction values and volume of the sale of products to Sichuan Xinshiji for the nine months ended 30 September 2013; and
- the expected decrease in sales to Sichuan Xinshiji after the new facility of Baohe Xinshiji commenced commercial production, which commenced in the second quarter of 2014.

Taking into account such factors, the annual cap has been calculated by multiplying the monthly average of the historical transaction value for the nine months ended 30 September 2013 by three, and adding a buffer to the product to provide the Company with some flexibility to cater for any unexpected increase in transactions.

The amount paid/payable by the Sichuan Xinshiji to the Group for the purchase of copper products for the year ended 31 December 2014 was approximately RMB28.8 million.

The Xinshiji Master Sale Agreement expired on 31 December 2014.

關連交易 (續)

獲豁免遵守獨立股東批准規定的持續關連交易 (續)

與四川新世紀的總銷售協議

於2014年2月6日，我們訂立新世紀總銷售協議，以監督本集團與四川新世紀之間就銷售銅產品（包括銅線材及銅線）而進行交易的條款及條件。新世紀總銷售協議於上市時生效，並繼續有效直至2014年12月31日。由於保和新世紀的董事陳海先生擁有四川新世紀的實際控制權，本集團向四川新世紀銷售銅產品構成本公司的持續關連交易。

新世紀總銷售協議須於截至2014年12月31日止財政年度遵守年度上限人民幣50,000,000元。年度上限乃參照本集團向獨立第三方出售銅產品的市場比率釐定。在釐定該等年度上限時，董事考慮到下列因素：

- 截至2013年9月30日止九個月向四川新世紀銷售產品的歷史交易價值及交易量每月平均數；及
- 在保和新世紀新設施開始商業生產（已於2014年第二季度投產）後，向四川新世紀的銷售預期減少。

計及這些因素，年度上限是將截至2013年9月30日止九個月的歷史交易價值的每月平均數乘以三計算，並為乘積加入緩衝值，從而為本公司提供一些靈活性以應付任何無法預期的交易增長。

於截至2014年12月31日止年度，四川新世紀就採購銅產品向本集團已付／應付的金額約為人民幣28,800,000元。

新世紀總銷售協議已於2014年12月31日屆滿。

REPORT OF THE DIRECTORS

董事會報告

CONNECTED TRANSACTIONS (Continued)

Continuing connected transactions exempt from the independent shareholders' approval requirements (Continued)

Master Purchase Agreement with Sichuan Xinshiji

On 6 February 2014, we entered into the Xinshiji Master Purchase Agreement to govern the terms and conditions of the transactions between our Group and Sichuan Xinshiji in connection with the purchase of certain cable products including power transmission and distribution cables. The Xinshiji Master Purchase Agreement took effect upon listing and continued until 31 December 2014. As Mr. Chen Hai, a director of Baohe Xinshiji, has de facto control over Sichuan Xinshiji, the purchase of copper products by our Group from Sichuan Xinshiji constitute continuing connected transactions of our Company upon listing.

The Xinshiji Master Purchase Agreement is subject to an annual cap of RMB55.0 million for the financial year ending 31 December 2014. In arriving at the annual cap, our directors have considered the following factors:

- the monthly average of the historical transaction values and volume of the purchase of products from Sichuan Xinshiji for the nine months ended 30 September 2013; and
- the expected decrease in purchases from Sichuan Xinshiji after the new facility of Baohe Xinshiji commenced commercial production, which commenced in the second quarter of 2014.

Taking into account such factors, the annual cap is calculated by multiplying the monthly average of the historical transaction value for the nine months ended 30 September 2013 by three, and adding a buffer to the product to provide the Company with some flexibility to cater for any unexpected increase in transactions.

The amount paid/payable by the Group to Sichuan Xinshiji for the purchase of power transmission and distribution cables for the year ended 31 December 2014 was approximately RMB35.3 million.

The Xinshiji Master Purchase Agreement expired on 31 December 2014.

A summary of the related party transactions entered into by the Group during the year ended 31 December 2014 is contained in note 33 to the financial statements. Except as disclosed above, related party transactions that did not constitute connected transactions or continuing connected transactions of the group made during the year are disclosed in note 33(a)(ii) to the financial statements.

關連交易 (續)

獲豁免遵守獨立股東批准規定的持續關連交易 (續)

與四川新世紀的總採購協議

於2014年2月6日，我們訂立新世紀總採購協議，以監督本集團與四川新世紀之間就採購若干電纜產品(包括送配電纜)而進行交易的條款及條件。新世紀總採購協議於上市後生效，並繼續有效直至2014年12月31日。由於保和新世紀的董事陳海先生擁有四川新世紀的實際控制權，本集團向四川新世紀採購銅產品於上市後會構成本公司的持續關連交易。

新世紀總採購協議須於截至2014年12月31日止財政年度遵守年度上限人民幣55,000,000元。在釐定該等年度上限時，董事考慮到下列因素：

- 截至2013年9月30日止九個月向四川新世紀採購產品的歷史交易價值及交易量每月平均數；及
- 在保和新世紀新設施開始商業生產(已於2014年第二季度投產)後，向四川新世紀的採購預期減少。

計及這些因素，年度上限是將截至2013年9月30日止九個月的歷史交易價值的每月平均數乘以三個月計算，並為乘積加入緩衝值，從而為本公司提供一些靈活性以應付任何無法預期的交易增長。

於截至2014年12月31日止年度，本集團就採購送配電纜分向四川新世紀已付／應付的金額約為人民幣35,300,000元。

新世紀總採購協議已於2014年12月31日屆滿。

本集團於截至2014年12月31日止年度訂立的關連方交易概要載於財務報表附註33。除上文所披露者外，年內並無構成本集團關連交易或持續關連交易的關聯方交易於財務報表附註33(a)(ii)披露。

REPORT OF THE DIRECTORS

董事會報告

CONNECTED TRANSACTIONS (Continued)

The independent non-executive Directors have reviewed the above continuing connected transactions for the year ended 31 December 2014 and have confirmed that the transactions have been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor issued an unqualified letter containing findings and conclusions in respect of the continuing connected transactions disclosed by the Group in the annual report in accordance with Rule 14A.38 of the Listing Rules and confirmed the following:

1. nothing has come to the auditor's attention that causes the auditor to believe that the disclosed continuing connected transactions have not been approved by the Company's board of directors;
2. for transactions involving the provision of goods or services by the Group, nothing has come to the auditor's attention that causes the auditor to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
3. nothing has come to the auditor's attention that causes the auditor to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions;
4. with respect to the aggregate amount of each of the continuing connected transactions, nothing has come to the auditor's attention that causes the auditor to believe that the disclosed continuing connected transactions have exceeded the maximum aggregate annual value disclosed in the Company's prospectus dated 11 February 2014 in respect of each of the disclosed continuing connected transactions.

關連交易 (續)

獨立非執行董事已審閱上述截至2014年12月31日止年度的持續關連交易，並已確認該等交易乃按照以下基準訂立(i)於本集團的日常及一般業務過程中進行；(ii)按正常商業條款或對本集團而言不遜於提供予獨立第三方或獨立第三方所提供的條款進行；及(iii)根據有關協議所訂定之公平及合理條款，並在整體上顧及本公司股東的利益。

本公司核數師獲委聘根據香港核證聘用準則第3000號「審核或審閱歷史財務信息以外的核證工作」及參考香港會計師公會頒佈的實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團持續關連交易作出報告。根據上市規則第14A.38條，核數師已就年報所載本集團披露的持續關連交易的審核結果及結論，發出無保留意見的函件及確認以下事項：

1. 並無導致核數師相信已披露持續關連交易並未獲本公司董事會批准的事宜須核數師垂注；
2. 就涉及本集團提供貨品或服務之交易而言，並無導致核數師相信該等交易在各重大方面並無遵照本集團的定價政策之事宜須核數師垂注；
3. 並無導致核數師相信該等交易在各重大方面並無遵照規定該等交易的相關協議之事宜須核數師垂注；
4. 就各持續關連交易總額而言，核數師並無發現任何導致其相信已披露持續關連交易超出本公司於日期為2014年2月11日就各已披露持續關連交易所披露之年度價值總額上限之事宜。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME

The Company operates a share option scheme (the “Share Option Scheme”) to provide incentive and/or reward to eligible persons for their contribution to, and continuing efforts to promote the interests of, our Company. The Share Option Scheme was conditionally approved by a written resolution of the then shareholders of the Company on 28 January 2014 and has come into effect upon the Company’s listing on 21 February 2014.

Purpose

The purpose of the Share Option Scheme is to provide incentive and/or reward to Eligible Persons for their contribution to, and continuing efforts to promote the interests of, our Company.

Who may join

The Board may, at its absolute discretion, offer options (“Options”) to subscribe for such number of Shares in accordance with the terms set out in the Share Option Scheme to any director or employee of the Group and any other person (including a consultant or advisor) who in the sole discretion of the Board has contributed or will contribute to the Group (“Eligible Persons”).

Further Details of the Share Option Scheme

The maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of our Group shall not in aggregate exceed 10% of the shares in issue as at the Listing Date (i.e. 209,832,160 shares) (the “Scheme Mandate Limit”). Our Company may at any time as the Board may think fit seek approval from our shareholders to refresh the Scheme Mandate Limit, save that the maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of our Company shall not exceed 10% of the shares in issue as at the date of approval by shareholders in general meeting where the Scheme Mandate Limit is refreshed.

Our Company may seek separate approval from our shareholders in general meeting for granting Options beyond the Scheme Mandate Limit, provided that the Options in excess of the Scheme Mandate Limit are granted only to the Eligible Person specified by our Company before such approval is obtained. The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other options granted and yet to be exercised under any other scheme shall not exceed 30% of our Company’s issued share capital from time to time. No options may be granted under the Share Option Scheme and any other share option scheme of our Company if this will result in such limit being exceeded.

購股權計劃

本公司設有購股權計劃(「購股權計劃」)，旨在對合資格人士提供獎勵及／或獎賞，以肯定彼等對本公司的貢獻，以及鼓勵彼等繼續致力提升本公司的利益。於2014年1月28日，購股權計劃由本公司當時的股東經書面決議案有條件批准，並自本公司於2014年2月21日上市後生效。

目的

購股權計劃旨在對合資格人士提供獎勵及／或獎賞，以肯定彼等對本公司的貢獻，以及鼓勵彼等繼續致力提升本公司的利益。

可參與人士

董事會可按其絕對酌情向本集團任何董事或僱員及董事會全權認為已或將會對本集團有貢獻的任何其他人士(包括顧問或諮詢人)(「合資格人士」)授予可根據購股權計劃所載條款可認購該等數目股份的購股權(「購股權」)。

購股權計劃之更多詳情

根據購股權計劃及本集團任何其他計劃將予授出之購股權獲悉數行使後而可能發行之股份數目上限合共不得超過上市日期已發行股份之10%(即209,832,160股)(「計劃授權上限」)。本公司可隨時於董事會認為合適時尋求股東批准更新計劃授權上限，惟根據購股權計劃及本公司任何其他計劃將予授出之購股權獲悉數行使後而可能發行之股份數目上限不得超過股東於股東大會批准更新計劃授權上限當日已發行股份之10%。

本公司可於股東大會尋求股東獨立批准授出超過計劃授權上限之購股權，前提是超過計劃授權上限之購股權僅授予取得有關批准前本公司指定之合資格人士。因行使根據購股權計劃及任何其他計劃授出所有尚未行使惟將予行使之購股權而可能發行之股份數目上限不得超過本公司不時已發行股本之30%。倘根據購股權計劃及本公司任何其他購股權計劃授出購股權將導致超過有關限額，則不會如此行事。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME (Continued)

Further Details of the Share Option Scheme (Continued)

The total number of securities available for issue under the Share Option Scheme of the Company in 2014 was 209,832,160 shares, which was approximately 9.97% of the issued share capital as at the date of this annual report.

No Option may be granted to any one person such that the total number of shares issued and to be issued upon exercise of Options granted and to be granted to that person in any 12-month period up to the date of the latest grant exceeds 1% of our Company's issued share capital from time to time.

Subject to the terms of the Share Option Scheme, the Board shall be entitled at any time within 10 years after the date of adoption of the Share Option Scheme to offer the grant of an Option to any Eligible Person as the Board may in its absolute discretion select to subscribe at the subscription price for such number of shares as the Board may (subject to the terms of the Share Option Scheme) determine (provided the same shall be a board lot for dealing in the shares on the Stock Exchange or an integral multiple thereof).

Subject to the terms of the Scheme, the Board may in its absolute discretion when offering the grant of an Option specify such conditions, restrictions or limitations in relation thereto in addition to those set forth in the Share Option Scheme as the Board may think fit when making an offer to an Eligible Person (including, without limitation, as to any performance criteria which must be satisfied by the Eligible Person and/or the Company and/or its Subsidiaries, and any minimum period for which an Option must be held, before an Option may be exercised, if any), provided that such conditions shall not be inconsistent with any other terms or conditions of the Share Option Scheme.

An Option shall be deemed to have been granted and accepted by the Eligible Person and to have taken effect when the duplicate offer letter comprising acceptance of the offer of the Option duly signed by the grantee together with a remittance in favor of our Company of HK\$1.00 by way of consideration for the grant thereof is received by our Company on or before 30 days after the offer date. To the extent that an offer is not accepted within the time stated in the offer for that purpose, it shall be deemed to have been irrevocably declined and shall immediately lapse.

購股權計劃 (續)

購股權計劃之更多詳情 (續)

於2014年根據本公司購股權計劃可供發行之證券總數為209,832,160股，佔本年報日期已發行股本約9.97%。

於截至最近授出日期之任何十二個月期間內，概無向任何人士授出購股權，致使因行使已授予或將授予該人士之購股權而發行及將予發行之股份總數超過本公司不時之已發行股本1%。

根據購股權計劃之條款，董事會有權於採納購股權計劃日期後十年內隨時向任何董事會酌情選擇之合資格人士作出授出購股權要約，可按認購價認購董事會可能（根據購股權計劃之條款）釐定之有關數目之股份（惟有關數目須為股份於聯交所買賣之每手買賣單位或其完整倍數）。

根據計劃之條款，董事會可全權酌情於作出授出購股權要約時在購股權計劃所載以外列入其認為於向合資格人士作出授出要約時屬合適之有關計劃條件、限制或規限（包括但不限於合資格人士及／或本公司及／或其附屬公司須達致表現標準，及於行使購股權（如有）前須持有購股權之最少期限），惟有關條件須與購股權計劃任何其他條款或條件一致。

當本公司於要約日期後30日或之前收到由承授人正式簽署的購股權要約函件副本（包括購股權要約的接納書），連同為數1港元以本公司為收款人作為獲授購股權之匯款，購股權應被視作已授出及獲合資格人士接納並已生效。倘要約於要約所述時間內未獲接納，即有關要約被視為不可撤回地拒絕並即時失效。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME (Continued)

Further Details of the Share Option Scheme (Continued)

The subscription price in respect of any particular Option shall be such price as the Board may in its absolute discretion determine at the time of grant of the relevant Option (and shall be stated in the letter containing the offer of the grant of the Option) but the subscription price shall be at least the highest of:

- (a) the closing price of a share as stated in the Stock Exchange's daily quotations sheet on the offer date, which must be a business day;
- (b) the average closing price of a share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; and
- (c) the nominal value of a share.

An Option shall be exercised in whole or in part within the option period which is the period to be determined and notified by the Board to the grantee during which period the Option may be exercised and in any event shall not exceed ten years commencing from the date on which the offer in relation to such Option is accepted.

The Share Option Scheme shall be valid and effective for a period of 10 years from the date of adoption of the Share Option Scheme, after which no further options will be granted or offered but the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any subsisting Options granted prior to the expiry of the 10-year period or otherwise as may be required in accordance with the provisions of the Share Option Scheme.

購股權計劃(續)

購股權計劃之更多詳情(續)

任何特定購股權之認購價應由董事會於授出相關購股權時酌情決定(並應於載有授出購股權要約函件列明)，惟認購價不得低於下列最高者：

- (a) 股份於要約日期(必須為營業日)在聯交所每日報價表上所載之收市價；
- (b) 股份於緊接要約日期前五個營業日在聯交所每日報價表上所載之平均收市價；及
- (c) 股份面值。

購股權可於購股權期內行使全部或部分，行使期由董事會決定並通知承授人，期內，購股權可予行使，且在任何情況下，由接納有關購股權要約當日起計不得超過十年。

購股權計劃由採納購股權計劃日期起計十年內有效，之後不會進一步授出或提呈授出購股權，惟購股權計劃之條文仍維持十足效力及生效，致使在十年期屆滿前或根據購股權計劃條文可能規定之其他方式授出的任何存續購股權可予行使。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME (Continued)

Further Details of the Share Option Scheme (Continued)

Movements of the Share Option Scheme during the year ended 31 December 2014 are as follows:

購股權計劃(續)

購股權計劃之更多詳情(續)

截至2014年12月31日止年度，購股權計劃之變動如下：

Category	Date of grant	Number of share options			Lapsed/ cancelled during 2014	Number of share options		Exercise period of share options	Price of share of the Company	
		held at 1 January 2014 於2014年 1月1日 持有之 購股權數目	Granted during 2014 於2014年 授出	Exercised during 2014 於2014年 行使		held at 31 December 2014 於2014年 12月31日 持有之 購股權數目	Exercise price of share options		at the grant date of share options	at the exercise date of share options
類別	授出日期	購股權數目	授出	行使	失效/註銷	購股權數目	購股權行使期	購股權 行使價 HK\$ 港元	購股權 授出日期 HK\$ 港元	購股權 行使日期
Director										
董事										
Mr. Liu Hanju	2 July 2014	-					3 July 2015 to 2 July 2025			
劉漢玖先生	2014年7月2日	-	12,000,000	-	-	12,000,000	2015年7月3日至 2025年7月2日	1.13	1.07	-
Mr. Huang Weiping	2 July 2014	-					3 July 2015 to 2 July 2025			
黃偉萍先生	2014年7月2日	-	2,000,000	-	-	2,000,000	2015年7月3日至 2025年7月2日	1.13	1.07	-
Ms. Zhu Yufen	2 July 2014	-					3 July 2015 to 2 July 2025			
朱玉芬女士	2014年7月2日	-	10,000,000	-	-	10,000,000	2015年7月3日至 2025年7月2日	1.13	1.07	-
Employees in aggregate	2 July 2014	-					3 July 2015 to 2 July 2025			
僱員合計	2014年7月2日	-	89,000,000	-	5,610,000	83,390,000	2015年7月3日至 2025年7月2日	1.13	1.07	-
Total		-	113,000,000	-	5,610,000	107,390,000				-
總計		-	113,000,000	-	5,610,000	107,390,000				-

Notes:

- The option period of the share options shall be 10 years from the date of grant.
- The share options granted have a vesting period of 3 years, i.e. one-third of the share options shall be vested on the 1st anniversary (round down to the nearest share option); one-third of the share options shall be vested on the 2nd anniversary (round down to the nearest share option); and the remaining share options shall be vested on the 3rd anniversary of the Date of Grant respectively.

附註：

- 購股權之期限由授出日期起計為期十年。
- 已授出之購股權之歸屬期為三年，即三分之一的購股權於授出日期之第一週年（約整至最接近的購股權）歸屬，另外三分之一的購股權於授出日期之第二週年（約整至最接近的購股權）歸屬，及餘下購股權於授出日期之第三週年歸屬。

REPORT OF THE DIRECTORS

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SHARE OPTION SCHEME (Continued)

Further Details of the Share Option Scheme (Continued)

Notes: (Continued)

- (3) The closing prices of the shares of the Company on the date of grant (i.e. 2 July 2014) was HK\$1.07 per share.
- (4) On 2 July 2014, a total of 113,000,000 share options were granted to 3 directors of the Company and certain employees of the Group at an exercise price of HK\$1.13 per share pursuant to the Share Option Scheme (the "Relevant Share Options"). The fair value of the Relevant Share Options was HK\$10.5 million (HK\$0.44 each, equivalent to RMB0.35), and HK\$35,078,000 (HK\$0.39 each, equivalent to RMB0.31) for executive directors and grantees other than executive directors respectively as at 2 July 2014.

The fair value of the Relevant Share Options granted during the year was estimated as at the date of grant (i.e., 2 July 2014) using a binomial model, taking into account the terms and conditions upon which the Relevant Share Options were granted.

The following table sets out the inputs to the model used:

Share price: HK\$1.07
Exercise price: HK\$1.13
Risk-free interest rate (based on Hong Kong Exchange Fund Notes)(%): 2.059%
Expected life of options (year): 10 years
Expected volatility (%): 45.54%
Dividend yield (%): 3%
Early exercise behaviour: 280% for executive directors 220% for grantees other than executive directors
Post-vesting exit rate: 0% for executive directors 5.44% for grantees other than executive directors

購股權計劃(續)

購股權計劃之更多詳情(續)

附註：(續)

- (3) 本公司股份於授出日期(即2014年7月2日)之收市價為每股1.07港元。
- (4) 於2014年7月2日，合共113,000,000份購股權已根據購股權計劃授予3名本公司董事及本集團若干僱員，行使價為每股1.13港元(「有關購股權」)。就執行董事及執行董事以外之承授人之有關購股權於2014年7月2日之公平值分別為10,500,000港元(每股0.44港元，相當於人民幣0.35元)及35,078,000港元(每股0.39港元，相當於人民幣0.31元)。

年內已授出之有關購股權之公平值於授出日期(即2014年7月2日)使用二項式模型估算，已考慮授出有關購股權之條款及條件。

下表載列該模型使用之輸入數據：

股價： 1.07 港元
行使價： 1.13 港元
無風險利率(根據香港外匯基金債券)(%)： 2.059%
購股權預計年期(年)： 10 年
預計波幅(%)： 45.54%
孳息率(%)： 3%
提早行使： 280%(執行董事) 220%(執行董事以外之承授人)
歸屬後流失率： 0%(執行董事) 5.44%(執行董事以外之承授人)

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME (Continued)

Further Details of the Share Option Scheme (Continued)

No other feature of the Relevant Share Options was incorporated into the measurement of fair value.

The value of the Relevant Share Options is subject to the limitations of the binomial model and a number of assumptions which are subjective and difficult to ascertain. Changes in the subjective input assumptions could materially affect the fair value estimate.

No share options have been cancelled during the year ended 31 December 2014. Further details relating to the Share Option Scheme and share options granted thereunder are set out in note 2(q)(ii) and note 31 to the financial statements and the announcement of the Company dated 2 July 2014.

PLEDGE OF SHARES BY CONTROLLING SHAREHOLDER

As disclosed in the announcement of the Company dated 10 November 2014, on 10 November 2014, Epoch Keen entered into a share charge with Mianyang Development Group, pursuant to which Epoch Keen agreed to charge by way of first fixed charge all its rights, title, interest and benefit in 200,000,000 ordinary shares in the Company (representing 9.50% of the issued share capital of the Company as at the date of the 2014 Share Charge) in favour of Mianyang Development Group as the secured party (the "2014 Share Charge") as security for the liabilities of Tongxin for the second tranche of an entrusted loan of an aggregate principal amount of up to RMB600,000,000 entered into by and among Tongxin (as borrower) and Mianyang Development Group (as the lender by way of entrusted loan) by way of a co-operation agreement dated 29 July 2014 (the "Loan").

The first drawdown of the Loan in a principal amount of RMB200,000,000 has occurred and the second drawdown of the Loan shall be in a principal amount of RMB100,000,000 (the "Second Tranche Principal"). The entering into the 2014 Share Charge is a condition precedent to the drawdown of the Second Tranche Principal under the Loan. As at the date of this annual report, the 2014 Share Charge has not been released.

As disclosed in the announcement of the Company dated 30 March 2015, on 30 March 2015, Epoch Keen entered into a share charge ("2015 Share Charge") with Huarong, pursuant to which Epoch Keen agreed to charge by way of first fixed charge all its rights, title and interest in 362,000,000 ordinary shares in the Company (representing 17.20% of the issued share capital of the Company as at the date of the 2015 Share Charge) in favour of Huarong as the secured party.

購股權計劃 (續)

購股權計劃之更多詳情 (續)

概無其他有關購股權之特點納入公平值計量。

有關購股權之價值受限於二項式模型的限制及多項假設，上述因素均屬主觀因素且難以確定。主觀輸入假設如有變動將對公平值估值造成重大影響。

截至2014年12月31日止年度，概無購股權被註銷。更多關於購股權計劃及據此授出購股權之詳情載於財務報表附註2(q)(ii)及附註31及本公司日期為2014年7月2日之公佈。

控股股東質押股份

誠如本公司日期為2014年11月10日之公佈所披露，於2014年11月10日，時建與綿陽發展集團訂立股份抵押（「2014股份抵押」），據此，時建同意以第一固定押記方式，向綿陽發展集團（作為獲擔保方）抵押其持有的200,000,000股本公司普通股（相當於本公司於2014股份抵押日期已發行股本的9.50%）的所有權利、所有權、權益及利益，作為銅鑫就第二批委託貸款所涉及負債的抵押品，有關委託貸款（「貸款」）本金總額為最多人民幣600,000,000元，乃由銅鑫（作為借款人）與綿陽發展集團（作為經由委託貸款貸款人）透過合作協議方式於2014年7月29日訂立。

首批提取的貸款本金額為人民幣200,000,000元已被提取，而第二批提取的貸款本金額將為人民幣100,000,000元（「第二批本金」）。2014股份抵押之訂立為提取貸款項下第二批本金的先決條件。於本年報日期，2014股份抵押未獲解除。

誠如本公司日期為2015年3月30日之公佈所披露，於2015年3月30日，時建與華融訂立股份抵押（「2015股份抵押」），據此，時建同意以第一固定押記方式，將其持有的362,000,000股本公司普通股（相當於本公司於2015股份抵押日期已發行股本的17.20%）的所有權利、所有權及權益抵押予華融（作為獲擔保方）。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME (Continued)

PLEDGE OF SHARES BY CONTROLLING SHAREHOLDER (Continued)

The 2015 Share Charge has been entered into as security for the liabilities of the Company under a subscription agreement in relation to the issue of convertible bonds due 2017 entered in to between the Company and Huarong on 27 March 2015. For details of the convertible bonds, please refer to the announcement of the Company dated 27 March 2015 and page 19 of this annual report.

As at the date of this annual report, the 2015 Share Charge has not been released.

PURCHASE, SALE OR REDEMPTION OF LISTED SHARES OF THE COMPANY

There was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the listed securities of the Company from the Listing Date up to 31 December 2014.

DEED OF NON-COMPETITION

Mr. Yu Jianqiu and Epoch Keen Limited, being controlling shareholders of the Company, entered into a deed of non-competition (“Deed of Non-Competition”) dated 6 February 2014, details of which have been set out in the paragraph headed “Non-Competition Undertaking” in the section headed “Relationship with Controlling Shareholders” of the Prospectus.

The Company has reviewed the annual declaration from the Parties on compliance with their undertaking under the Deed of Non-Competition. The independent non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-Competition have been complied with by the Parties.

CONTINGENT LIABILITIES

As at 31 December 2014, the Group had no material contingent liabilities.

POST BALANCE SHEET EVENTS

Details of the post balance sheet events are set out in note 37 to the financial statements.

購股權計劃(續)

控股股東質押股份(續)

2015 股份抵押乃作為本公司債務的抵押品，乃根據本公司與華融於 2015 年 3 月 27 日就發行於 2017 年到期的可轉換股債券所訂立的認購協議而訂立。有關可轉換股債券的詳情請參閱本公司日期為 2015 年 3 月 27 日的公告及本年報第 19 頁。

於本年報日期，2015 股份抵押未獲解除。

購買、銷售或贖回本公司上市股份

由上市日期起至 2014 年 12 月 31 日止，本公司或其任何附屬公司概無購買、銷售或贖回本公司上市證券。

不競爭契約

本公司控股股東俞建秋先生與時建有限公司於 2014 年 2 月 6 日訂立不競爭契約（「不競爭契約」），有關詳情載於招股書「與控股股東的關係」一節下「不競爭承諾」一段。

本公司已根據訂約方於不競爭契約下的承諾審閱彼等的年度聲明。獨立非執行董事已審閱合規情況，並確定訂約方已遵守不競爭契約下的所有承諾。

或然負債

於 2014 年 12 月 31 日，本集團並無重大或然負債。

結算日後事項

結算日後事項的詳情載於財務報表附註 37。

REPORT OF THE DIRECTORS

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this annual report, the directors of the Company confirmed that based on information that is publicly available to the Company and within the knowledge of the directors, the Company had maintained sufficient amount of public float as required under the Listing Rules and agreed by the Stock Exchange.

AUDITORS

KPMG has been appointed as auditor of the Company in 2014. KPMG shall retire in the forthcoming annual general meeting and, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditor of the Company will be proposed at the forthcoming annual general meeting.

PROFESSIONAL TAX ADVICE RECOMMENDED

If any shareholder is unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or the exercise of any rights in relation to the Shares, it is advised to consult an expert.

By order of the Board

China Metal Resources Utilization Limited
Yu Jianqiu
Chairman

Hong Kong, 25 March 2015

足夠公眾持股量

於本年報日期，根據本公司從公開途徑所得的資料及據董事所知，本公司董事確認其一直維持上市規則所規定及聯交所同意的足夠公眾持股量。

核數師

畢馬威會計師事務所已於2014年獲委任為本公司的核數師。畢馬威會計師事務所將於應屆股東週年大會上退任，惟其合資格並願意獲續聘連任。重選畢馬威會計師事務所為本公司核數師的決議案將於應屆股東週年大會上提呈。

建議諮詢專業稅務意見

倘任何股東對購買、持有、處置、買賣或行使有關股份的任何權利之稅務涵義有任何疑問，應諮詢專業顧問的意見。

承董事會命

中國金屬資源利用有限公司
主席
俞建秋

香港，2015年3月25日

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE REPORT

The Board is pleased to present this Corporate Governance Report in the Company's annual report for the year ended 31 December 2014.

CORPORATE GOVERNANCE PRACTICES

The Group recognizes the vital importance of good corporate governance to the Group's success and sustainability. We are committed to achieving a high standard of corporate governance as an essential component of quality and have introduced corporate governance practices appropriate to the conduct and growth of our business.

The Company has applied the principles set out in the Corporate Governance Code (the "CG Code") as contained in Appendix 14 to the Listing Rules. In the opinion of the Board, the Company has been in compliance with the mandatory code provisions of the CG Code throughout 31 December 2014, save as to the deviation from the code provision A.2.1 which requires that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and Chief Executive should be clearly established and set out in writing. Currently, Mr. Yu Jianqiu is both the Chairman and Chief Executive Officer of the Company. As Mr. Yu is the founder of the Group and has extensive experience in operations and management, the Board believes that it is in the best interest of the Group to have Mr. Yu taking up both roles for continuous effective management and business development of the Group. Key corporate governance principles and practices of the Company as well as details relating to the foregoing deviation are summarized below.

THE BOARD Responsibilities

The Board is responsible for overall management and control of the Company. The Board's main roles are to provide leadership and to approve strategic policies and plans with a view to enhancing shareholder value. All directors carry out their duties in good faith and in compliance with applicable laws and regulations, taking decisions objectively, and acting in the interests of the Company and its shareholders at all times.

All directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary and senior management, with a view to ensuring that Board procedures and all applicable laws and regulations are followed.

企業管治報告

董事會欣然提呈本公司截至2014年12月31日止年度年報內的企業管治報告。

企業管治常規

本集團認為良好的企業管治對本集團的成功及持續發展至為重要。本公司致力於維持高水準的企業管治，作為高質素的重要元素，並引入適合集團業務運作及發展的企業管治常規。

本公司已應用上市規則附錄14所載之企業管治守則（「企業管治守則」）之原則。董事會認為，本公司於2014年12月31日整個年度內一直遵守企業管治守則之強制性守則條文，惟守則條文第A.2.1條有所偏離除外。該條規定主席與行政總裁之角色應予區分，不應由同一人士兼任。主席與行政總裁之職責有明確分工，並有書面規定。目前，俞建秋先生兼任本公司主席及行政總裁。由於俞先生為本集團創辦人，對營運及管理有豐富經驗，董事會深信由俞先生同時兼任兩職能繼續有效管理及發展本集團業務，符合本集團最佳利益。本公司主要企業管治原則及常規以及上述偏離詳情概述如下。

董事會 職責

本公司的整體管理及控制由董事會負責。其主要職責為批准策略政策與計劃，並領導本公司提升股東價值。全體董事忠實地執行職務，並須遵守適用法例及法規，客觀地作出決定以及無時無刻為本公司及其股東的利益行事。

所有董事均可全面及時地取得所有相關資料，以及獲得公司秘書與高級管理層的意見及服務，以確保遵守董事會程序及所有適用法例及法規。

CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD (Continued)

Responsibilities (Continued)

The Board reserves for its decision all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

Directors have full and timely access to consult with the Company's senior management independently. Any director and Board Committee may request independent professional advice in appropriate circumstances at the Company's expense, upon making reasonable request to the Board.

The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the Board has established three Board committees, namely the audit and corporate governance committee (the "Audit and Corporate Governance Committee"), the remuneration committee (the "Remuneration Committee"), the nomination committee (the "Nomination Committee") (together, the "Board Committees"). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

BOARD COMPOSITION

As at the date of this annual report, the directors of the Company were as follows:

Executive Directors

Mr. Yu Jianqiu (*Chairman and chief executive officer*)
 Mr. Liu Hanjiu
 Mr. Kwong Wai Sun Wilson
 Mr. Huang Weiping
 Ms. Zhu Yufen

Independent Non-executive Directors

Mr. Lee Ting Bun Denny
 Mr. Pan Liansheng
 Ms. Liu Rong

Biographical details of the directors and senior management of the Group are set out in the section headed "Directors and Senior Management" in this annual report.

董事會 (續)

職責 (續)

董事會有權就本公司所有重大事項作出決定，包括批准及監察所有政策事宜、整體策略及預算、內部監控及風險管理系統、主要交易(特別是涉及利益衝突者)、財務資料、委任董事及其他重大財務及營運事宜。

董事可全面及時地個別諮詢本公司的高級管理層。任何董事及董事委員會可於適當情況下，向董事會作出合理要求以尋求獨立專業意見，費用由本公司支付。

董事會已將本集團日常管理及經營的權力及責任轉授予本集團的高級管理層。為監督本集團特定範疇的事項，董事會已成立三個董事委員會，即審核及企業管治委員會(「審核及企業管治委員會」)、薪酬委員會(「薪酬委員會」)及提名委員會(「提名委員會」)(統稱「董事委員會」)。董事會已根據其各自的職權範圍向董事委員會轉授責任。

董事會的組成

於本年報日期，本公司的董事為：

執行董事

俞建秋先生(主席兼行政總裁)
 劉漢玖先生
 鄺偉信先生
 黃偉萍先生
 朱玉芬女士

獨立非執行董事

李廷斌先生
 潘連勝先生
 劉蓉女士

董事及高級管理層的履歷詳情載於本年報「董事及高級管理層」一節。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMPOSITION (Continued)

During the year ended 31 December 2014, the Company has been in compliance with the requirements of Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has also complied with the requirement of Rule 3.10A of the Listing Rules relating to the appointment of independent non-executive directors representing at least one-third of the Board.

Each of the Independent Non-executive Director has confirmed his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

All directors have brought a wide range of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Moreover, through active participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all independent non-executive directors make various contributions to the effective direction of the Company.

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

The directors have been provided with the relevant training to ensure that they have a proper understanding of the business and operations of the Company and that they are fully aware of their responsibilities and obligations as a director of a listed company as well as the compliance practice under the Listing Rules.

The attendance record of professional training received by the directors is as follows:

Director	Date of attendance of director's training
Mr. Yu Jianqiu	23/12/2014
Mr. Liu Hanju	23/12/2014
Mr. Kwong Wai Sun Wilson	23/12/2014
Mr. Huang Weiping	23/12/2014
Ms. Zhu Yufen	23/12/2014
Mr. Lee Ting Bun Denny	23/12/2014
Mr. Pan Liansheng	23/12/2014
Ms. Liu Rong	23/12/2014

董事會的組成(續)

於截至2014年12月31日止年度內，本公司一直遵守上市規則第3.10(1)及3.10(2)條有關委任最少三名獨立非執行董事，而其中最少一名獨立非執行董事擁有適合的專業資格或會計或相關財務管理專業知識。

本公司亦遵守上市規則第3.10A條有關獲委任的獨立非執行董事佔董事會最少三分之一席位。

各獨立非執行董事已根據上市規則第3.13條確認彼之獨立性，而本公司亦認為彼等各人均屬獨立人士。

全體董事為董事會投入寶貴的業務經驗、知識及專業水平，使董事會有效率及效益地運作。此外，透過積極參與董事會會議、帶領管理涉及潛在利益衝突的事宜及為董事委員會服務，全體獨立非執行董事對本公司的有效業務方針作出多項貢獻。

就職及持續專業發展

董事已獲提供相關培訓，以確保彼等適當瞭解本公司業務營運以及充份認識到彼等作為上市公司董事的職責及責任以及上市規則項下的合規事項。

董事接受專業培訓的出席記錄如下：

董事	出席董事培訓的日期
俞建秋先生	23/12/2014
劉漢玖先生	23/12/2014
鄺偉信先生	23/12/2014
黃偉萍先生	23/12/2014
朱玉芬女士	23/12/2014
李廷斌先生	23/12/2014
潘連勝先生	23/12/2014
劉蓉女士	23/12/2014

CORPORATE GOVERNANCE REPORT

企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual.

Mr. Yu Jianqiu is Chairman of the Board and Chief Executive Officer of the Company. As Mr. Yu is the founder of the Group and has extensive experience in corporate operations and management, the Board believes that it is in the best interest of the Group to have Mr. Yu taking up both roles for continuous effective management and business development of the Group.

The Board considers that the current structure of vesting the roles of Chairman and Chief Executive Officer in the same person will not impair the balance of power and authority between the Board and the management of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors have been appointed for a term of two years commencing on 21 February 2014.

The director's fee specified in the letter of appointment of each of independent non-executive Directors are HK\$200,000.

All independent non-executive Directors possess extensive academic, professional and/or industry expertise and management experience and have provided their professional advice to the Board.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

None of the directors who is proposed for re-election at the forthcoming annual general meeting has any service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

The rules and procedures governing the appointment, retirement, re-election and removal of directors are set out in the Articles of Association of the Company. The Nomination Committee is responsible for reviewing the Board structure, size and composition and making recommendations to the Board on the appointment and re-appointment of directors and succession planning for directors.

主席及行政總裁

根據企業管治守則守則條文第A.2.1條之規定，主席及行政總裁角色應予以區分及由不同人士擔任。

俞建秋先生為本公司董事會主席及本公司行政總裁。由於俞先生為本集團的創辦人並於企業營運及管理擁有豐富經驗，董事會認為，為了本集團的持續有效管理及業務發展而由俞先生擔任兩個角色，符合本集團的最佳利益。

董事會認為現時由同一人士擔任主席及行政總裁的架構，不會影響本公司董事會與管理層之間的權力平衡。

獨立非執行董事

獨立非執行董事的任期均為兩年，由2014年2月21日起計。

獨立非執行董事各自的現有委任函指定的董事袍金均為200,000港元。

全體獨立非執行董事均擁有廣泛的學術、專業及／或行業專長以及管理經驗，向董事會提供專業意見。

董事的委任及重選

建議於應屆股東週年大會重選的董事概無與本集團訂立本集團未支付補償(法定補償除外)則不可於一年內終止之服務合約。

董事之委任、退任、重選及罷免之規則及程序乃載於本公司組織章程細則。提名委員會負責檢討董事會架構、規模及組成及就董事之委任及連任以及繼任計劃向董事會提供建議。

CORPORATE GOVERNANCE REPORT

企業管治報告

APPOINTMENT AND RE-ELECTION OF DIRECTORS *(Continued)*

Independent non-executive directors are appointed for a specific term, subject to re-election. In accordance with the Articles of Association, at each annual general meeting of the Company ("AGM"), at least one third of the directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one third) shall retire from office by rotation, provided that each director shall be subject to retirement at an AGM at least once every three years.

Any new director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall be subject to re-election at the next AGM after his appointment.

BOARD MEETINGS

The Board intends to hold board meetings regularly at least four times a year at approximately quarterly intervals. Notices of not less than fourteen days will be given for all regular board meetings to provide all directors with an opportunity to attend and include matters in the agenda for regular board meetings.

For other Board and Board committee meetings, reasonable notice will generally be given. The agenda and accompanying board papers are dispatched to the directors or Board committee members at least three days before the meetings to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings. When directors or Board committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the chairman prior to the meeting.

Minutes of the Board meetings and Board committee meetings are/will be recorded in sufficient detail to include the matters considered by the Board and the Board committee and the decisions reached, including any concerns raised by the directors. Draft minutes of each Board meeting and Board committee meeting will be sent to the directors for comments within a reasonable time after the date on which the meeting is held.

According to the Articles of Association, a director shall not vote nor be counted in the quorum on any resolution of the Board approving any contract or arrangement in which he or his associates is materially interested.

董事的委任及重選 (續)

獨立非執行董事根據特定的任期獲委任並可予重選。根據組織章程細則，於本公司各股東週年大會（「股東週年大會」）上，當時為數至少三分之一的董事（或如董事人數並非三或三的倍數，則須為最接近但不少於三分之一的董事人數）須輪流退任，惟各董事須最少每三年輪流退任一次。

任何因填補臨時職位空缺而獲委任或現時董事會增補的新任董事須在接受委任後之下屆股東週年大會上進行重選。

董事會會議

董事會擬定期舉行董事會會議，即每年至少舉行四次會議及大致按季度舉行會議。所有例行董事會會議通知將於會議舉行前至少14日送呈全體董事，讓其安排出席會議，並於例行董事會會議議程內載入所要討論的事宜。

就其他董事會及董事委員會會議而言，本公司一般會發出適當通知。議程及相關董事會文件將於會議召開前至少3日寄予董事或董事委員會成員，以確保彼等有充足時間審閱有關文件及就會議作充分準備。倘董事或董事委員會成員未能出席會議，則彼等會獲悉將予討論的事宜及於會議召開前有機會知會主席彼等之意見。

董事會會議及董事委員會會議之會議記錄會／將會詳盡記錄，以載入董事會及董事委員會所考慮的事宜及所達致的決定，包括董事提出的任何問題。各董事會會議及董事委員會會議之會議記錄草擬本將於會議舉行當日後之合理時間內寄送至各董事，以供彼等提出意見。

根據組織章程細則，任何董事不得就批准彼或彼之任何聯繫人於其中擁有重大權益的任何合約或安排的任何董事會決議案投票（亦不得計入法定人數內）。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' ATTENDANCE RECORDS AT BOARD MEETINGS

6 Board meetings were held during the year ended 31 December 2014 and the attendance of the individual directors at these meetings is set out below.

Name of director	Category	Attended/ Eligible to attend
Mr. Yu Jianqiu	Board meeting	6/6
Mr. Liu Hanjiu	Board meeting	6/6
Mr. Kwong Wai Sun Wilson	Board meeting	6/6
Mr. Huang Weiping	Board meeting	6/6
Ms. Zhu Yufen	Board meeting	6/6
Mr. Lee Ting Bun Denny	Board meeting	6/6
Mr. Pan Liansheng	Board meeting	6/6
Ms. Liu Rong	Board meeting	6/6

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted its own Code for Securities Transactions by Officers on terms no less exacting than those set out in the Model Code as its code of conduct regarding directors' securities transactions. Specific enquiry has been made of the Company's directors and all the existing directors have confirmed that they have complied with the required standards set out in the Model Code throughout the period from 1 January 2014 to the date of this annual report.

BOARD COMMITTEES

The Board has established the Nomination Committee, the Remuneration Committee and the Audit and Corporate Governance Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference, which are posted on the Company's website "http://www.cmru.com.cn" and are available to shareholders upon request. All Board committees report to the Board on their decisions or recommendations.

All Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

董事於董事會會議的出席記錄

於截至2014年12月31日止年度共舉行六次董事會會議，各董事於會議的出席記錄載列如下：

董事姓名	類別	已出席次數/ 可出席次數
俞建秋先生	董事會會議	6/6
劉漢玖先生	董事會會議	6/6
鄺偉信先生	董事會會議	6/6
黃偉萍先生	董事會會議	6/6
朱玉芬女士	董事會會議	6/6
李廷斌先生	董事會會議	6/6
潘連勝先生	董事會會議	6/6
劉蓉女士	董事會會議	6/6

進行證券交易的標準守則

本公司已按董事進行證券交易的標準守則所載的操守守則相若的條款，採納其本身的高級職員進行證券交易的守則。經向本公司董事作出具有查詢後，全體現任董事確認彼等於2014年1月1日至本年報日期之期間已遵守標準守則所載之規定標準。

董事委員會

董事會已成立提名委員會、薪酬委員會及審核及企業管治委員會，以監督本公司特定範疇的事項。所有董事委員會已制訂其書面職權範圍，載於本公司網站「http://www.cmru.com.cn」，並可按要求讓股東查閱。所有董事委員會其作出的決策或建議向董事會匯報。

所有董事委員會獲提供足夠資源履行職務，並可於適當情況下，作出合理要求以尋求獨立專業意見，費用由本公司支付。

CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION COMMITTEE

The Nomination Committee comprises of Mr. Lee Ting Bun Denny, Mr. Pan Liansheng and Ms. Liu Rong (Chairperson) who are all independent non-executive directors. The functions of the Nomination Committee primarily are to: (i) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; (iii) assess the independence of independent non-executive directors; (iv) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive; and to (v) determine the policy for the nomination of directors, the nomination procedures and the process and criteria adopted to select and recommend candidates for directorship.

On 16 April 2014 the Nomination Committee adopted a board diversity policy in compliance with code provision A.5.6 (the "Board Diversity Policy"). The Board Diversity Policy applies to the Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage. The Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy, and will make recommendation to the Board on the measurable objectives for achieving board diversity. The Company aims to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company business growth.

The Nomination Committee held two meetings during the year ended 31 December 2014 to, inter alia, (i) review the size and composition of the Board; (ii) assess the independence of the independent non-executive directors and to review that re-appointment of directors; and (iii) discuss other matters related to the foregoing.

Two meetings of the Nomination Committee were held during the year ended 31 December 2014.

Name of director	Number of attendance
Mr. Lee Ting Bun Denny	2/2
Mr. Pan Liansheng	2/2
Ms. Liu Rong	2/2

提名委員會

提名委員會包括李廷斌先生、潘連勝先生及劉蓉女士(主席)，全部均為獨立非執行董事。提名委員會的主要職責包括：(i)最少每年檢討董事會的架構、規模及組成(包括其技能、知識及經驗)，並就任何建議變動提出推薦意見，以配合本公司的企業策略；(ii)辨識具有合適資格成為董事會成員的人士，並就提名出任董事人士的選擇為董事會作出選擇或推薦；(iii)評核獨立非執行董事的獨立性；(iv)就董事的委任及重新委任及董事的繼任計劃，尤其是董事會主席及行政總裁，向董事會作出推薦；及(v)釐定提名董事的政策，以及選擇及推薦出任董事人士的程序及標準。

於2014年4月16日，提名委員會根據守則條文A.5.6條採納董事會成員多元化政策(「董事會成員多元化政策」)。董事會成員多元化政策適用於董事會，並視董事會層面日益多元化為保持本公司的競爭優勢之關鍵元素。提名委員會將每年審核董事會的架構、規模及組成以及在適當時候就配合本公司的企業策略提供有關董事會變更的推薦建議，並將就達致董事會成員多元化向董事會提出有關可計量目標的推薦建議。本公司致力維持具有與本公司業務增長相關的適當多元性。

於截至2014年12月31日止年度，提名委員會共舉行兩次會議以(其中包括)：(i)審閱董事會規模及組成；(ii)檢討獨立非執行董事之獨立性及檢討重新委任董事；及(iii)與前述事項相關的其他事宜。

於截至2014年12月31日止年度，提名委員會舉行了兩次會議。

董事姓名	出席次數
李廷斌先生	2/2
潘連勝先生	2/2
劉蓉女士	2/2

CORPORATE GOVERNANCE REPORT

企業管治報告

The Nomination Committee recommended the re-appointment of Mr. Huang Weiping, Ms. Zhu Yufen as executive directors, and Mr. Pan Liansheng as independent non-executive director of the Company at the forthcoming annual general meeting.

REMUNERATION COMMITTEE

The Remuneration Committee comprises of Mr. Lee Ting Bun Denny, Mr. Pan Liansheng (Chairperson) and Ms. Liu Rong who are all independent non-executive directors.

The duties of the Remuneration Committee include the following: (i) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (ii) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; (iii) either to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management, or to make recommendations to the Board on the remuneration packages of individual executive directors and senior management; (iv) to make recommendations to the Board on the remuneration of non-executive directors; (v) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries; (vi) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; (vii) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; (viii) to ensure that no director or any of his associates is involved in deciding his own remuneration; and (ix) to determine the policy for the remuneration of executive directors, assess performance of executive directors and approve the terms of executive directors' service contracts.

提名委員會建議於應屆股東週年大會上重新委任黃偉萍先生及朱玉芬女士為本公司執行董事，以及潘連勝先生為本公司獨立非執行董事。

薪酬委員會

薪酬委員會包括李廷斌先生、潘連勝先生(主席)及劉蓉女士，全部均為獨立非執行董事。

薪酬委員會的職責包括(i)就本公司所有董事及高級管理層的薪酬政策及架構向董事會提供建議，以及制訂發展薪酬政策的正式及具透明度的程序；(ii)經參考董事會的企業目標及意向後，審閱及批准管理層的薪酬建議書；(iii)獲轉授責任釐定個別執行董事及高級管理層的薪酬待遇或就個別執行董事及高級管理層的薪酬待遇作出推薦；(iv)就非執行董事的薪酬向董事會作出推薦；(v)考慮同類公司支付的薪酬、付出的時間及職責、以及本公司及其附屬公司內其他職位的僱用條件；(vi)檢討及批准向執行董事及高級管理層就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；(vii)檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；(viii)確保任何董事或其任何連繫人不得自行參與釐訂其薪酬；及(ix)釐定執行董事的薪酬政策、評核執行董事的表現及批准執行董事服務合約的條款。

CORPORATE GOVERNANCE REPORT

企業管治報告

REMUNERATION COMMITTEE (Continued)

Details of the remuneration of each Director for the year ended 31 December 2014 are set out in note 9 to the financial statements contained in this annual report.

Remuneration of senior management other than Directors for the year ended 31 December 2014 are as follow:

薪酬委員會(續)

各董事於截至2014年12月31日止年度的薪酬詳情載列於本年報財務報表附註9。

截至2014年12月31日止年度非董事的高級管理層薪酬如下：

Total remuneration bands	總薪酬範圍	Number of executive 行政人員數目	
		2014 2014年	2013 2013年
RMB1,000,000–2,000,000	人民幣 1,000,000 元至 2,000,000 元	2	–
Below RMB1,000,000	人民幣 1,000,000 元以下	4	6

Three meetings of the Remuneration Committee were held during the year ended 31 December 2014 to review the existing remuneration packages of Directors and senior managements of the Company, to recommend the proposed grant of share option and to recommend the remuneration packages for Directors and senior managements of the Company. The recommended remuneration packages have been approved by the entire Board.

於截至2014年12月31日止年度，薪酬委員會舉行了三次會議，以審核本公司董事及高級管理層之薪酬福利組合，建議授出購股權以及建議本公司董事及高級管理層之薪酬福利組合。所建議之薪酬福利已獲全體董事會批准。

Name of director	Number of attendance	董事姓名	出席次數
Mr. Lee Ting Bun Denny	3/3	李廷斌先生	3/3
Mr. Pan Liansheng	3/3	潘連勝先生	3/3
Ms. Liu Rong	3/3	劉蓉女士	3/3

AUDIT AND CORPORATE GOVERNANCE COMMITTEE

The Audit and Corporate Governance Committee comprises of Mr. Lee Ting Bun Denny (Chairperson), Mr. Pan Liansheng and Ms. Liu Rong who are all independent non-executive directors.

審核及企業管治委員會

審核及企業管治委員會李廷斌先生(主席)、潘連勝先生及劉蓉女士，全部均為獨立非執行董事。

In relation to reviewing the Company's financial information, the Audit and Corporate Governance Committee's duties mainly are to (i) review the financial statements and reports and consider any significant or unusual items raised by the financial officers of the Group or external auditors before submission to the Board; (ii) review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process; (iii) make recommendation to the Board on the appointment, re-appointment and removal of external auditors; and (iv) review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system.

就審閱本公司的財務資料而言，審核及企業管治委員會的主要職責包括：(i)於呈交董事會前，審閱本集團財務報表及報告，並考慮本集團財務人員或外聘核數師提出之任何重大或非經常項目；(ii)檢討並監控外聘核數師之獨立性、客觀性及審核過程之效率；(iii)就委任、續聘及罷免外聘核數師向董事會提出建議；及(iv)檢討本公司財務報告制度、內部監控制度、風險管理制度是否足夠及有效。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDIT AND CORPORATE GOVERNANCE COMMITTEE (Continued)

In relation to its corporate governance functions, the Audit and Corporate Governance Committee's responsibilities are (i) to develop, review and update the Company's corporate governance policies and practices and to make recommendations to the Board, (ii) to review and monitor the training and continuous professional development of directors and senior management, (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements, (iv) to develop, review and monitor the code of conduct and compliance manual applicable to employees and directors, and (v) to review the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

Three meetings of the Audit and Corporate Governance Committee were held during the Year. The work performed by the Audit and Corporate Governance Committee during the Year included the following:

- reviewed the annual report and results announcement of the Company for the year ended 31 December 2013;
- reviewed the interim report and interim results announcements of the Company for the six months ended 30 June 2014;
- reviewed the accounting principles and practices adopted by the Group and other financial reporting matters;
- reviewed the results of external audit and had discussion with external auditors on any significant findings and audit issues;
- reviewed the results of internal audit and had discussion with internal auditors on any significant findings and internal control issues;
- discussed with the external auditors before the audit commenced, the nature and scope of the audit and the respective relevant issues; and
- considered and approved the service contract of the auditors for the Year.

審核及企業管治委員會(續)

就其企業管治職能而言，審核及企業管治委員會的職責為：(i) 制訂、檢討及更新本公司的企業管治政策及常規並向董事會作出建議；(ii) 檢討及監察董事及高級管理層的培訓及持續專業發展；(iii) 檢討及監察本公司就遵守法律及法規規定的政策及常規；(iv) 制訂、檢討及監察適用於員工及董事及操守守則及合規手冊；及(v) 檢討本公司是否遵守企業管治常規及於本企業管治報告的披露。

年內審核及企業管治委員會共舉行三次會議。審核及企業管治委員會於本年度進行的工作包括以下各項：

- 審閱本公司截至2013年12月31日止年度的年報及業績公告；
- 審閱本公司截至2014年6月30日止六個月的中期報告及中期業績公告；
- 審閱本集團所採納的會計政策及慣例和其它財務申報事宜；
- 審閱外部審計結果，並就任何重大發現及審計事宜與外部核數師進行討論；
- 審閱內部審核的結果，並就任何重大發現及其他內部控制事宜與內部核數師進行討論；
- 於審核開始前與外聘核數師討論審核的性質及範圍以及各有關事宜；及
- 考慮及批准本年度的核數師服務合約。

Name of director	Number of attendance
Mr. Lee Ting Bun Denny	3/3
Mr. Pan Liansheng	3/3
Ms. Liu Rong	3/3

董事姓名	出席次數
李廷斌先生	3/3
潘連勝先生	3/3
劉蓉女士	3/3

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDITOR'S REMUNERATION

KPMG was re-appointed as our external auditor by shareholders at the 2014 AGM until the conclusion of the 2015 AGM. It is primarily responsible for providing audit services in connection with the annual consolidated financial statements.

An analysis of the remuneration paid or payable to KPMG is set out below:

核數師酬金

畢馬威會計師事務所於2014年股東週年大會獲股東重選為外聘核數師，任期至2015年股東週年大會為止。其主要職責為就全年綜合財務報表提供審核服務。

支付或應付予畢馬威會計師事務所的酬金分析載列如下：

		Year ended 31 December, 2014 截至2014年 12月31日 止年度 RMB'000 人民幣千元	Year ended 31 December, 2013 截至2013年 12月31日 止年度 RMB'000 人民幣千元
Audit services (audit fee for the year ended 31 December 2014 and 2013)	審核服務(截至2014年及2013年12月31日止年度之審核服務)	2,646	1,437
Other services	其他服務	1,854	4,471

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2014 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on the Company's performance, positions and prospects.

There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

董事就財務報表中的財務報告責任

董事確認彼等編製本公司截至2014年12月31日止年度財務報表的責任，其真實公平地反映本公司及本集團的事務，以及本集團的業績及現金流。

管理層已向董事會提供所需的解釋及資料，使董事會能夠就提呈董事會批准的本公司財務報表作出知情的評估。本公司就其表現、狀況及前景向董事會所有成員提供每月更新。

並無任何事項或情況的重大不明朗因素可能會導致嚴重質疑本公司持續經營的能力。

CORPORATE GOVERNANCE REPORT

企業管治報告

INTERNAL CONTROL

The Board acknowledges that it is the responsibility of the Board to maintain an adequate internal control system to safeguard shareholder investments and Company assets and review the effectiveness of such system on an annual basis.

The Board has conducted a review of the effectiveness of the internal control system of the Company and considers the internal control system to be effective and adequate.

The Company has arranged appropriate insurance cover in respect of legal action against its directors.

UPDATES ON COMPLIANCE AND REGULATORY MATTERS DISCLOSED IN THE PROSPECTUS

As disclosed in the section headed "Business — Compliance" in the Prospectus and the annual report for the year ended 31 December 2013, during the period ended 31 December 2010, the two financial years ended 31 December 2011 and 2012 and the nine months ended 30 September 2013, there were certain incidents of the Group's non-compliance with applicable regulations. As at 31 December 2014, all incidents of non-compliance have been rectified.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company also recognizes the importance of transparency and timely disclosure of corporate information, which enables shareholders and investors to make the best investment decisions.

To promote effective communication, the Company maintains a website at "<http://www.cmru.com.cn>", where extensive information and updates on the Group's business developments and operations, financial information, corporate governance practices and other information are available for public access.

內部監控

董事會確認，董事會須負責維持充分的內部監控制度，以保障股東的投資及本公司的資產，並每年審閱該制度之有效性。

董事會已審查本公司內部監控制度的有效性，並認為內部監控制度屬有效及充足。

本公司已為各董事安排適當的保險，使其面對訴訟時可獲得保障。

有關於招股書披露的合規及監管事宜的最新資料

誠如招股書「業務 — 合規」一節及截至2013年12月31日止年度之年報所披露，於截至2010年12月31日止期間、截至2011年及2012年12月31日止兩個財政年度及截至2013年9月30日止九個月，本集團發生若干有關適用法規的不合規事件。於2014年12月31日，所有不合規事件已獲修正。

與股東及投資者溝通

本公司認為，與股東保持有效溝通，對促進投資者關係及深投資者對本集團業務表現及策略了解至為重要。本公司亦明白保持透明度和適時披露公司資料的重要性，因其有利於股東及投資者作出最佳投資決策。

為進行有效溝通，本公司設有網站「<http://www.cmru.com.cn>」，本集團業務發展及運作、財務資料、企業管治常規及其他資料及其最新情況均載於該網站供公眾查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS *(Continued)*

Shareholders and investors may send written enquiries or requests to the Company as follows:

Address: Unit 908, China Merchants Tower,
168–200 Connaught Road Central, Sheung Wan, Hong Kong
(For the attention of Corporate Communications Department)
Fax: +852 2587 7199
Email: ir@cmru.com.cn

Enquiries are dealt with in an informative and timely manner.

The Board welcomes views of shareholders and encourages them to attend general meetings to raise any concerns they might have with the Board or the management directly. Board members and appropriate senior staff of the Group are available at the meetings to answer any questions raised by shareholders.

The Company continues to enhance communication and relationship with its investors.

Designated senior management maintains regular dialogue with institutional investors and analysts to keep them informed of the Group's developments.

SHAREHOLDERS' RIGHT

To safeguard shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting.

Under article 58 of the Articles of Association, the Company's shareholders may convene an extraordinary general meeting or put forward proposals at shareholders' meetings pursuant to the Articles of Association. Any one or more shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall, by written requisition to the Board or the Secretary of the Company, require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

與股東及投資者溝通(續)

股東及投資者可按以下方式將書面查詢或要求寄發至本公司：

地址： 香港上環干諾道中168–200號
招商局大廈908室
(抬頭請註明企業傳訊部)
傳真： +852 2587 7199
電郵： ir@cmru.com.cn

本公司將盡快處理及詳細解答查詢。

董事會歡迎股東提出意見，並鼓勵彼等出席股東大會以直接就其對董事會或管理層的任何存疑作出提問。董事會成員及本集團相關高級職員會出席大會，解答股東的任何提問。

本公司繼續加強與投資者的溝通及彼此之間的關係。

本公司指定高級管理層會定期與機構投資者及分析員會談，以知會彼等本集團的發展。

股東權利

為了保障股東權益及權利，股東大會上會就各重大事項(包括選舉個別董事)提呈獨立決議案，供股東考慮及投票。

根據組織章程細則第58條，本公司股東可召開股東特別大會或根據組織章程細則於股東大會上提呈建議書。任何一位或以上於遞呈要求日期持有不少於本公司繳足股本(賦有於本公司股東大會上投票權)十分之一的股東於任何時候有權透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何業務；且該大會應於遞呈該要求後兩個月內舉行。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHT (Continued)

Shareholders may put forward proposals for consideration at a general meeting in accordance with the Companies Law of the Cayman Islands and the Articles of Association.

As regards proposing a person for election as a director, the procedures are available on the websites of the Company and the Stock Exchange.

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the Company and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

The Company has not made any changes to its Articles of Association throughout the year ended 31 December 2014. An up-to-date version of the Articles of Association is available on the Company's website and the Stock Exchange's website. Shareholders may refer to the Articles of Association for further details of their rights.

All resolutions put forward at shareholders' meetings will be voted by poll pursuant to the Listing Rules and the poll voting results will be posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.cmru.com.cn>) immediately after the relevant general meetings.

股東權利(續)

股東可根據開曼群島公司法及組織章程細則於股東大會上提呈建議書，以供股東大會考慮。

有關提名人士參選董事的程序可於本公司及聯交所網站覽閱。

為免生疑問，股東須將妥為簽署的書面要求、通知或聲明或查詢(視情況而定)的正本存放於及寄發至上述地址，並提供彼等的全名、聯絡詳情及身份，以便本公司回覆。股東資料可能根據法律規定而予以披露。

本公司於截至2014年12月31日止年度並無對其組織章程細則作出任何變動。組織章程細則的最新版本可在本公司網站及聯交所網站查閱。股東亦可參考組織章程細則以取得有關其權利的詳情。

根據上市規則，所有在股東大會提呈的決議案均將以投票方式表決，且投票表決結果將緊隨有關股東大會召開後於聯交所網站(www.hkexnews.hk)及本公司網站(<http://www.cmru.com.cn>)刊登。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CHINA METAL RESOURCES UTILIZATION LIMITED

(Incorporated in Cayman Islands with limited liability)

We have audited the consolidated financial statements of China Metal Resources Utilization Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 71 to 172, which comprise the consolidated and company balance sheets as at 31 December 2014, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board 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. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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.

致中國金屬資源利用有限公司股東的獨立核數師報告

(根據開曼群島法律註冊成立的有限公司)

我們已完成審核中國金屬資源利用有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載於第71頁至第172頁的綜合財務報表，其中包括於2014年12月31日綜合及公司資產負債表，截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表以及重大會計政策概要及其他說明資料。

董事對綜合財務報表的責任

本公司董事須負責根據國際會計準則理事會頒佈的國際財務報告準則及香港公司條例的披露規定，編製真實而公允的綜合財務報表，以及就董事釐定就編製並無重大錯誤陳述(無論因欺詐或錯誤)的綜合財務報表而言屬必要的有關內部監控負責。

核數師責任

我們的責任是根據我們的審計對該等綜合財務報表發表意見。本報告僅向整體股東報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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

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 judgement, including the assessment of the risks of material misstatement of the 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 Company and of the Group as at 31 December 2014 and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

25 March 2015

核數師責任 (續)

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

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等綜合財務報表已根據國際財務報告準則真實而公平地反映 貴公司及 貴集團於2014年12月31日的經營狀況，及 貴集團截至該日止年度的溢利及現金流量，並已按照香港公司條例的披露規定妥為編製。

畢馬威會計師事務所

執業會計師

香港中環
遮打道十號
太子大廈八樓

2015年3月25日

CONSOLIDATED INCOME STATEMENT**綜合收益表**For the year ended 31 December 2014 (Expressed in Renminbi)
截至2014年12月31日止年度(以人民幣列值)

		Notes 附註	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Turnover	營業額	4	3,858,943	2,959,004
Cost of sales	銷售成本		(3,817,158)	(2,828,880)
Gross profit	毛利		41,785	130,124
Other revenue	其他收益	6(a)	439,898	280,565
Other net (loss)/income	其他淨(虧損)/收入	6(b)	(1,543)	428
Selling and distribution expenses	銷售及分銷開支		(22,634)	(9,107)
Administrative expenses	行政開支		(102,179)	(63,640)
Profit from operations	經營溢利		355,327	338,370
Finance costs	財務成本	7(a)	(57,630)	(33,330)
Profit before taxation	稅前溢利	7	297,697	305,040
Income tax	所得稅	8(a)	(49,431)	(59,492)
Profit for the year	年內溢利		248,266	245,548
Attributable to:	以下人士應佔：			
Equity shareholders of the Company	本公司權益股東		248,513	245,548
Non-controlling interests	非控股權益		(247)	-
Profit for the year	年內溢利		248,266	245,548
Earnings per share	每股盈利	12		
Basic (RMB)	基本(人民幣元)		0.12	0.17
Diluted (RMB)	攤薄(人民幣元)		0.12	0.17

The notes on pages 80 to 172 form part of these financial statements.

第80頁至第172頁的附註構成財務報表的一部分。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**綜合全面收益表**

For the year ended 31 December 2014 (Expressed in Renminbi)
截至2014年12月31日止年度(以人民幣列值)

		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Profit for the year	年內溢利	248,266	245,548
Other comprehensive income for the year	年內其他全面收益		
<i>Item that may be reclassified subsequently to profit or loss:</i>	隨後可重新分類至損益的項目：		
Exchange differences on translation of financial statements of non-PRC entities	換算非中國實體財務報表的匯兌差異	2,952	4,935
Total comprehensive income for the year, net of nil tax	年內全面收益總額 (無稅項之淨額)	251,218	250,483
Attributable to:	以下人士應佔：		
Equity shareholders of the Company	本公司權益股東	251,465	250,483
Non-controlling interests	非控股權益	(247)	-
Total comprehensive income for the year	年內全面收益總額	251,218	250,483

The notes on pages 80 to 172 form part of these financial statements.

第80頁至第172頁的附註構成財務報表的一部分。

CONSOLIDATED BALANCE SHEET**綜合資產負債表**At 31 December 2014 (Expressed in Renminbi)
於2014年12月31日(以人民幣列值)

			2014	2013
		Notes	2014年	2013年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	559,308	404,706
Lease prepayments	租賃預付款	14	85,618	87,371
Intangible assets	無形資產	16	3,656	7,312
Goodwill	商譽	17	39,308	39,308
Pledged deposits	已抵押存款	18	12,820	6,300
Other non-current assets	其他非流動資產	19	34,134	52,834
Deferred tax assets	遞延稅項資產	20(b)	774	145
			735,618	597,976
Current assets	流動資產			
Inventories	存貨	21	461,699	140,160
Trade and other receivables	貿易及其他應收款項	22	1,021,829	848,666
Amounts due from related parties	應收關聯方款項	23	-	964
Pledged deposits	已抵押存款	18	43,285	27,711
Cash and cash equivalents	現金及現金等值項目	25(a)	145,765	78,615
			1,672,578	1,096,116
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	26	339,216	420,671
Obligations under finance leases	融資租賃下的責任	27	16,471	12,000
Bank loans and other borrowings	銀行貸款及其他借款	28	390,670	304,374
Amounts due to related parties	應付關聯方款項	23	-	30,200
Loans from related parties	關聯方貸款	24	-	84,948
Current taxation	即期稅款	20(a)	19,988	28,317
			766,345	880,510
Net current assets	淨流動資產		906,233	215,606
Total assets less current liabilities	總資產減流動負債		1,641,851	813,582

CONSOLIDATED BALANCE SHEET**綜合資產負債表**At 31 December 2014 (Expressed in Renminbi)
於2014年12月31日(以人民幣列值)

			2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Bank loans and other borrowings	銀行貸款及其他借款	28	300,000	120,000
Obligations under finance leases	融資租賃下的責任	27	36,027	48,000
Deferred government grants	遞延政府補助	29	31,048	31,048
Deferred tax liabilities	遞延稅項負債	20(b)	1,473	1,729
			368,548	200,777
NET ASSETS	淨資產		1,273,303	612,805
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	30(c)	166,075	907
Reserves	儲備	30(d)	1,096,991	611,898
TOTAL EQUITY ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY	本公司權益股東應佔總權益		1,263,066	612,805
Non-controlling interests	非控股權益		10,237	—
TOTAL EQUITY	總權益		1,273,303	612,805

Approved and authorised for issue by the board of directors on 25 March 2015.

於2015年3月25日經董事會批准及授權刊發。

Yu Jianqiu
俞建秋
Directors
董事Kwong Wai Sun Wilson
鄺偉信
Directors
董事

The notes on pages 80 to 172 form part of these financial statements.

第80頁至第172頁的附註構成財務報表的一部分。

BALANCE SHEET

資產負債表

At 31 December 2014 (Expressed in Renminbi)
於2014年12月31日(以人民幣列值)

			2014	2013
		Notes	2014年	2013年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司的投資	15	298,322	298,322
Current assets	流動資產			
Amounts due from subsidiaries	應收附屬公司的款項	23(a)	384,731	61,609
Other receivables	其他應收款項	22	228	–
Cash and cash equivalents	現金及現金等值項目	25(a)	16,577	453
			401,536	62,062
Current liabilities	流動負債			
Accrued expenses and other payables	應計開支及其他應付款項	26	6,532	3,907
Amount due to a director	應付一位董事的款項	23(b)	–	18,075
			6,532	21,982
Net current assets	淨流動資產		395,004	40,080
NET ASSETS	淨資產		693,326	338,402
CAPITAL AND RESERVES	資本及儲備	30(a)		
Share capital	股本		166,075	907
Reserves	儲備		527,251	337,495
TOTAL EQUITY	總權益		693,326	338,402

Approved and authorised for issue by the board of directors on 25 March 2015.

於2015年3月25日經董事會批准及授權刊發。

Yu Jianqiu
俞建秋
Directors
董事

Kwong Wai Sun Wilson
鄺偉信
Directors
董事

The notes on pages 80 to 172 form part of these financial statements.

第80頁至第172頁的附註構成財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2014 (Expressed in Renminbi)

截至2014年12月31日止年度(以人民幣列值)

		Attributable to equity shareholders of the Company 本公司權益股東應佔									
		Share capital	Share premium	Exchange reserve	Capital reserve	Statutory reserves	Share-based payment reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	匯兌儲備	資本儲備	法定儲備	以股份為基礎的 付款儲備	保留溢利	總計	非控股權益	總權益
		(Note 30(c))	(Note 30(d)(iii))	(Note 30(d)(i))	(Note 30(d)(ii))	(Note 30(d)(iv))	(Note 30(d)(v))				
		(附註30(c))	(附註30(d)(iii))	(附註30(d)(i))	(附註30(d)(ii))	(附註30(d)(iv))	(附註30(d)(v))				
Note		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2013	2013年1月1日的結餘	68	-	7,435	132,814	20,158	7,659	130,188	298,322	-	298,322
Changes in equity for 2013: 2013年的股權變動：											
Profit for the year	年內溢利	-	-	-	-	-	-	245,548	245,548	-	245,548
Other comprehensive income	其他全面收益	-	-	4,935	-	-	-	-	4,935	-	4,935
Total comprehensive income	其他全面收益總額	-	-	4,935	-	-	-	245,548	250,483	-	250,483
Arising from corporate reorganisation	企業重組時產生	759	-	-	(759)	-	-	-	-	-	-
Appropriations to statutory reserves	轉撥至法定儲備	-	-	-	-	29,248	-	(29,248)	-	-	-
Shares issued under share option scheme	根據購股權發行股份	80	71,579	-	-	-	(7,659)	-	64,000	-	64,000
Balance at 31 December 2013	2013年12月31日的結餘	907	71,579	12,370	132,055	49,406	-	346,488	612,805	-	612,805

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2014 (Expressed in Renminbi)
截至2014年12月31日止年度(以人民幣列值)

		Attributable to equity shareholders of the Company 本公司權益股東應佔									
		Share capital	Share premium	Exchange reserve	Capital reserve	Statutory reserves	Share-based payment reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	匯兌儲備	資本儲備	法定儲備	付款儲備	保留溢利	總計	非控股權益	總權益
		(Note 30(c))	(Note 30(d)(iii))	(Note 30(d)(i))	(Note 30(d)(ii))	(Note 30(d)(iv))	(Note 30(d)(v))				
		(附註30(c))	(附註30(d)(iii))	(附註30(d)(i))	(附註30(d)(ii))	(附註30(d)(iv))	(附註30(d)(v))				
Note		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2014	2014年1月1日的結餘	907	71,579	12,370	132,055	49,406	-	346,488	612,805	-	612,805
Changes in equity for 2014:	2014年的股權變動：										
Profit for the year	年內溢利	-	-	-	-	-	-	248,513	248,513	(247)	248,266
Other comprehensive income	其他全面收益	-	-	2,952	-	-	-	-	2,952	-	2,952
Total comprehensive income	其他全面收益總額	-	-	2,952	-	-	-	248,513	251,465	(247)	251,218
Capitalisation issue	資本化發行										
Issue of new shares under the initial public offering ("IPO")	根據首次公開發售(「首次公開發售」)發行新股份	30(c)(iii)	123,215	(123,215)	-	-	-	-	-	-	-
Issue of new shares upon exercise of the over-allotment option under the IPO	根據首次公開發售行使超額配股權時發行新股份	30(c)(iv)	41,414	391,063	-	-	-	-	432,477	-	432,477
Share based compensation expenses	以股份為基礎彌償開支	30(d)(v)	-	-	-	-	-	10,365	10,365	-	10,365
Dividend declared in respect of the current year	就本年度宣派之股息	30(c)	-	(50,138)	-	-	-	-	(50,138)	-	(50,138)
Non-controlling interest arising from acquisition of a subsidiary	收購一間附屬公司產生之非控股權益產生		-	-	-	-	-	-	-	10,484	10,484
Appropriations to statutory reserves	轉撥至法定儲備	30(d)(iv)	-	-	-	26,736	-	(26,736)	-	-	-
Balance at 31 December 2014	2014年12月31日的結餘	166,075	294,842	15,322	132,055	76,142	10,365	568,265	1,263,066	10,237	1,273,303

The notes on pages 80 to 172 form part of these financial statements.

第80頁至第172頁的附註構成財務報表的一部分。

CONSOLIDATED CASH FLOW STATEMENT**綜合現金流量表**For the year ended 31 December 2014 (Expressed in Renminbi)
截至2014年12月31日止年度(以人民幣列值)

			2014	2013
		Notes	2014年	2013年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Operating activities	經營活動			
Cash (used in)/generated from operations	營運(所用)/所得現金	25(b)	(123,864)	95,849
The People's Republic of China ("PRC")	已付中華人民共和國			
Corporate Income Tax paid	(「中國」)企業所得稅		(58,645)	(55,166)
Net cash (used in)/generated from operating activities	經營活動(所用)/所得淨現金		(182,509)	40,683
Investing activities	投資活動			
Payment for the purchase of property, plant and equipment	購買物業、廠房及設備的款項		(172,368)	(189,670)
Payment for lease prepayments	支付租賃預付款		(11,595)	(40,418)
Proceeds from disposal of property, plant and equipment	處置物業、廠房及設備所得款項		147	35
Payment for acquisitions of subsidiaries (net of cash and cash equivalents acquired)	支付收購附屬公司的款項(扣除已收購的現金及現金等值項目)		(18,846)	-
Interest received	已收利息		1,150	1,647
Decrease/(increase) in pledged deposits	抵押存款減少/(增加)		3,026	(14,666)
Net cash used in investing activities	投資活動所用淨現金		(198,486)	(243,072)

CONSOLIDATED CASH FLOW STATEMENT**綜合現金流量表**For the year ended 31 December 2014 (Expressed in Renminbi)
截至2014年12月31日止年度(以人民幣列值)

		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
	Notes 附註		
Financing activities	融資活動		
Proceeds from new bank loans and other borrowings	新增銀行貸款及其他借款所得款項	850,670	478,880
Repayment of bank loans and other borrowings	償還銀行貸款及其他借款	(584,374)	(236,000)
Proceeds from sale of assets under sale and leaseback arrangement	銷售售後租回安排下資產所得款項	5,500	60,000
Repayment of sale and leaseback arrangement	償還出售及售後租回安排	(13,365)	-
Proceeds from advances from local governments	當地政府墊款所得款項	-	50,000
Repayment of advances from local governments	償還當地政府墊款	(1,000)	(7,640)
Increase in pledged deposits	抵押存款增加	(25,120)	(4,726)
Interest paid	已付利息	(56,379)	(27,122)
Dividend paid	已付股息	(50,138)	-
Repayment to related parties	償還來自關聯方的貸款	(116,220)	(51,899)
Net proceeds from issue of shares	發行股份之所得款項淨額	438,569	-
Net cash generated from financing activities	融資活動所得淨現金	448,143	261,493
Net increase in cash and cash equivalents	現金及現金等值項目淨增加	67,148	59,104
Cash and cash equivalents at the beginning of the year	年初的現金及現金等值項目	78,615	19,609
Effect of foreign exchange rate changes	匯率變動影響	2	(98)
Cash and cash equivalents at the end of the year	年末的現金及現金等值項目	145,765	78,615
	25(a)		

The notes on pages 80 to 172 form part of these financial statements.

第80頁至第172頁的附註構成財務報表的一部分。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

1 GENERAL INFORMATION

China Metal Resources Utilization Limited (“the Company”) was incorporated in the Cayman Islands on 22 February 2013. The Company and its subsidiaries (together referred to as “the Group”) are principally engaged in the manufacturing and sales of copper and related products and the provision of contract manufacturing in the PRC. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) since 21 February 2014.

Pursuant to the corporate reorganisation of the Group (“the Corporate Reorganisation”), the Company became the holding company of the Group on 19 March 2013.

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards (“IAS”) and Interpretations issued by the International Accounting Standards Board (“IASB”). These financial statements also comply with the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”). A summary of the significant accounting policies adopted by the Company and the Group is set out below.

The IASB has issued a number of new and revised IFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements. The Group has not applied any new or revised standard or interpretation that is not yet effective for the current accounting period. The revised and new accounting standards and interpretations issued but not yet effective for the accounting period beginning 1 January 2014 are set out in note 36.

1 一般資料

中國金屬資源利用有限公司(「本公司」)於2013年2月22日在開曼群島註冊成立。本公司及其附屬公司(統稱「本集團」)從事主要於中國從事銅及相關產品的製造及銷售及提供合同製造服務。自從2014年2月21日起，本公司股份已經在香港聯合交易所有限公司(「聯交所」)主板上市。

於2013年3月19日完成企業重組(「企業重組」)後，本公司成為本集團的控股公司。

2 主要會計政策

(a) 合規聲明

該等財務報表已根據國際財務報告準則(「國際財務報告準則」)編製，其集合條款包括國際會計準則理事會(「國際會計準則理事會」)頒佈的國際會計準則(「國際會計準則」)及相關詮釋。財務資料亦符合香港公司條例的披露規定及聯交所證券上市規則(「上市規則」)的適用披露條文。本公司及本集團採納之主要會計政策概要於下文列載。

國際會計準則理事會已頒佈多項新訂及經修訂國際財務報告準則，該等新準則及修訂本於集團及公司本會計期首次生效或可提早採納。附註2(c)列載於當前及過往會計期間因初次應用該等與本集團有關之會計準則而產生之任何會計政策變動之資料，其反映於該等財務報表內。集團未有應用尚未在本會計期生效的新準則或詮釋。已頒佈但於2014年1月1日開始之會計期間尚未生效之經修訂及新訂會計準則及詮釋載於附註36。

NOTES TO THE FINANCIAL STATEMENTS**財務報表附註***(Expressed in Renminbi unless otherwise indicated)*
(除另有註明者外，以人民幣列值)**2 SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(b) Basis of preparation of the financial statements**

Engen Investments Limited (“Engen”) was incorporated on 6 August 2010 with the view of becoming the holding company of the copper business of the Group when Engen acquired Mianyang Jinxin Copper Co., Ltd. (“Jinxin”) in November 2010.

The Company, Engen and its subsidiaries that took part in the Corporate Reorganisation were controlled by the same ultimate equity shareholder, Mr. Yu Jianqiu both before and after the Corporate Reorganisation and there were no changes in the business and operations of Engen and its subsidiaries. The Corporate Reorganisation only involved incorporating the Company with no prior substantive operations as the holding company of Engen and the holding company of the Group. Accordingly, the Corporate Reorganisation has been accounted for using a principle similar to that for a reverse acquisition as set out in IFRS 3 “Business combinations” with Engen treated as the acquirer for accounting purposes. The financial statements have been prepared and presented as a continuation of the consolidated financial statements of Engen and its subsidiaries, with the assets and liabilities of the Group recognised and measured at their historical carrying amounts prior to the Corporate Reorganisation.

The consolidated financial statements for the year ended 31 December 2014 comprise the Company and its subsidiaries.

The measurement basis used in the preparation of the financial statements is the historical cost basis except for derivative financial instruments (see note 2(f)) that are stated at their fair values.

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

2 主要會計政策**(b) 編製財務報表的基準**

恩金投資有限公司(「恩金」)於2010年8月6日註冊成立，而於2010年11月，當恩金收購綿陽金鑫銅業有限公司(「金鑫」)時，成為本集團的銅業務的控股公司。

於企業重組前後，參與企業重組的公司(包括本公司、恩金及其附屬公司)受同一的最終權益股東俞建秋先生控制，而恩金及其附屬公司的業務及營運並無變動。企業重組僅涉及註冊成立並無實質業務的本公司作為恩金的控股公司及本集團的控股公司。故此，企業重組採用的入賬原則與國際財務報告準則第3號「業務合併」所載反向收購所採用的原則相似，就會計目的而言，恩金被當作收購方處理。財務資料的編製及呈列方式是作為恩金及其附屬公司的綜合財務報表的延續，本集團的資產及負債按其於企業重組前的歷史賬面值確認入賬及計量。

截至2014年12月31日之財務報告包括本公司及其附屬公司。

財務資料乃按歷史成本基準編製，惟衍生金融工具乃按其公平值列賬(見附註2(f))。

按照國際財務報告準則編製財務資料需要管理層作出判斷、估計及假設，該等判斷、估計及假設會影響政策應用以及所呈報的資產、負債、收益及開支金額。該等估計及相關假設乃基於過往經驗及在有關情況下相信為合理的各項其他因素，而所得結果構成用作判斷顯然無法透過其他來源獲得有關資產與負債賬面值的依據。實際結果或有別於該等估計。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Basis of preparation of the financial statements

(Continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 3.

(c) Changes in accounting policies

The IASB has issued a number of amendments to IFRSs and one new Interpretation that were effective for the current accounting period of the Group. Of these, the following developments are relevant to these financial statements:

- Amendments to IAS 32, *Offsetting financial assets and financial liabilities*
- Amendments to IAS 36, *Recoverable amount disclosures for non-financial assets*
- Amendments to IAS 39, *Novation of derivatives and continuation of hedge accounting*

Amendments to IAS 32, *Offsetting financial assets and financial liabilities*

The amendments to IAS 32 clarify the offsetting criteria in IAS 32. The amendments do not have an impact on these financial statements as they are consistent with the policies already adopted by the Group.

Amendments to IAS 36, *Recoverable amount disclosures for non-financial assets*

The amendments to IAS 36 modify the disclosure requirements for impaired non-financial assets. Among them, the amendments expand the disclosures required for an impaired asset or cash generating unit whose recoverable amount is based on fair value less costs of disposal. The Group adopted the amendments to IAS 36 in 2014 which has no impact on these financial statements.

2 主要會計政策(續)

(b) 編製財務報表的基準(續)

該等估計及相關假設會持續審閱。倘會計估計的修訂僅對作出修訂的期間產生影響，則有關修訂只會在該期間內確認；倘會計估計的修訂對現時及未來期間均產生影響，則會在作出該修訂期間及未來期間內確認。

管理層應用國際財務報告準則時所作出的判斷以及估計對財務資料有重大影響，該等判斷及主要不穩定因素來源於附註3列述。

(c) 會計政策變動

國際會計準則委員會已頒佈於本集團的本會計期間內首次生效的多項國際財務報告準則修訂本以及一項新詮釋。其中以下發展與本集團的此等財務報表有關：

- 國際會計準則第32號修訂本，*金融資產及金融負債的抵銷*
- 國際會計準則第36號修訂本，*非金融資產的可收回金額披露*
- 國際會計準則第39號修訂本，*衍生工具的約務更替及對沖會計的延續*

國際會計準則第32號修訂本，*金融資產及金融負債的抵銷*

國際會計準則第32號修訂本釐清國際會計準則第32號的抵銷標準。由於該修訂本與本集團已採納政策一致，故對本集團的此等財務報表並無影響。

國際會計準則第36號修訂本，*非金融資產的可收回金額披露*

國際會計準則第36號修訂本修改已減值非金融資產的披露規定。其中，修訂本擴大對可收回金額按公平值減出售成本計算的已減值資產或現金產生單位的披露規定。本集團已於2014年採納國際會計準則第36號修訂本，對此等財務報表並無影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Changes in accounting policies (Continued)

Amendments to IAS 39, Novation of derivatives and continuation of hedge accounting

The amendments to IAS 39 provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria. The amendments do not have an impact on these financial statements as the Group has not novated any of its derivatives.

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and cash flow and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

2 主要會計政策(續)

(c) 會計政策變動(續)

國際會計準則第39號修訂本，衍生工具的約務更替及對沖會計的延續

國際會計準則第39號修訂本放寬為符合若干標準並指定作為對沖工具的衍生工具更替時的終止對沖會計規定。由於本集團並無更替其任何衍生工具，故該修訂本對本集團的此等財務報表並無影響。

(d) 附屬公司及非控股權益

附屬公司為由本集團控制的實體。倘本集團須承受其於實體的參與所產生的可變回報的風險，或於該等可變回報中享有權利，並有能力通過其對該實體的權力而影響該等回報，即本集團控制該實體。在評估本集團是否擁有權力時，僅考慮實質的權利(由本集團及其他人士持有)。

於附屬公司的投資自控制開始當日綜合列入綜合財務報表，直至控制結束當日為止。集團間結餘及交易及現金流量與集團間交易所產生的任何未變現溢利於編製綜合財務報表時悉數對銷。集團間交易所產生的未變現虧損的抵銷方法與未變現收益相同，惟僅以無減值證據者為限。

非控股權益是指並非由本公司直接或間接擁有附屬公司的權益，而本集團並沒有同意與這些權益的持有人訂立任何額外條款，可導致本集團整體就這些權益而承擔符合金融負債定義的合同義務。就每項業務合併，本集團可選擇以公平值或按非控股權益佔附屬公司的可予識別資產淨值的份額以計量非控股權益。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Subsidiaries and non-controlling interests

(Continued)

Non-controlling interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the equity shareholders of the company. Non-controlling interests in the results of the group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the company.

In the Company's balance sheet, an investment in subsidiary is stated at cost less impairment losses (see note 2(k)).

(e) Business combinations

Business combinations are accounted for using the acquisition method as at the acquisition date — i.e. when control is transferred to the Group.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

2 主要會計政策(續)

(d) 附屬公司及非控股權益(續)

非控股權益與本公司股東應佔權益在資產負債表的權益項目中分別列示。於本集團業績中，非控股權益於綜合收益及綜合全面收益表中呈報，作為年度損益總額及全面收入總額於本公司非控股權益與權益股東之間之分配。

於本公司資產負債表，於附屬公司的投資是按成本減減值虧損列賬(見附註2(k))。

(e) 業務合併

業務合併於收購日期(即控制權轉移至本集團當日)採用收購法入賬。

本集團就業務合併產生的交易成本(與發行債務或股本證券有關者除外)乃於產生時列為支銷。

商譽指下列兩者的差額

- (i) 所轉讓代價的公平值、於被收購者的非控股權益金額及本集團先前於被收購者持有的權益公平值的總和；
- (ii) 被收購者的可識別資產及負債於收購當日計量的公平淨值。

當(ii)較(i)為大，則該超出數額即時在損益表內確認為廉價收購的收益。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Business combinations (Continued)

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or group of cash-generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 2(k)).

On disposal of a cash-generating unit, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

(f) Derivative financial instruments

Derivative financial instruments are recognised initially at fair value. At each balance sheet date the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

(g) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 2(k)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over the estimated useful lives as follows:

— Buildings	The shorter of the unexpired term of lease and their estimated useful lives, being no more than 20 years after the date of completion
— Plant and machinery	5 to 10 years
— Furniture, fittings and equipment	3 to 10 years
— Motor vehicles	4 to 10 years

2 主要會計政策(續)

(e) 業務合併(續)

商譽是按成本減累計減值虧損列賬。來自業務合併商譽將分配至預期可受惠於合併協同效益的各現金生產單位或現金生產單位組合，並會每年進行減值測試(見附註2(k))。

當出售現金生產單位，任何屬於所涉及的收購商譽的金額將被計入出售項目的收益或虧損之內。

(f) 衍生金融工具

衍生金融工具最初乃按公平值確認，並於每個結算日重新計量其公平值。重新計量公平值的盈虧乃即時於損益中確認。

(g) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損列賬(見附註2(k))。

報廢或出售物業、廠房及設備項目所產生的收益或虧損按出售所得款項淨額與該項目賬面值之間的差額釐定，並於報廢或出售日期在損益表內確認。

折舊按下列物業、廠房及設備的預計可使用年期，以直線法撇銷該等項目的成本(減去其估計殘值(如有))計算：

— 建築物	租賃尚餘年期與其預計可使用年期(不多於竣工日期後20年)的較短者
— 廠房及機器	5至10年
— 傢俱、裝置及設備	3至10年
— 汽車	4至10年

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Property, plant and equipment (Continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

(h) Construction in progress

Construction in progress represents property, plant and equipment under construction and equipment pending installation, and is stated at cost less impairment losses (see note 2(k)). The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 2(v)). Capitalisation of these costs ceases and the construction in progress is transferred to property, plant and equipment when the asset is substantially ready for its intended use.

No depreciation is provided in respect of the construction in progress until it is substantially completed and ready for its intended use.

(i) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 2(k)).

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. Customer relationships are amortised from the date they are available for use and their estimated useful lives are three years.

2 主要會計政策(續)

(g) 物業、廠房及設備(續)

倘物業、廠房及設備項目各部分的可使用年期不同，則該項目的成本按合理基準於各部分之間分配，每部分分開折舊。資產的可使用年期及其殘值(如有)將每年檢討。

(h) 在建工程

在建工程指建造中的物業、廠房及設備以及待安裝的設備，乃按成本減減值虧損(見附註2(k))列賬。自建物業、廠房及設備項目的成本包括材料成本、直接勞工成本、拆卸及搬遷項目以及恢復項目所在地原貌的初步估計成本(如相關)，以及適當比例的生產成本及借貸成本(見附註2(v))。當資產大致可投入作擬定用途時，會終止將該等成本資本化及在建工程會轉入物業、廠房及設備。

於在建工程大致完成及可投入作擬定用途前，不會就有關在建工程作出折舊撥備。

(i) 無形資產(商譽除外)

本集團所收購的無形資產按成本減累計攤銷(倘估計可使用年期為有限)及減值虧損列賬(見附註2(k))。

具有有限可使用年期的無形資產的攤銷是於資產估計可使用年期內以直線法在損益中扣除。客戶關係由可供使用當日起攤銷，其估計可使用年期為三年。

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(除另有註明者外，以人民幣列值)**2 SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(j) Leased assets**

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

(ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments of such assets are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 2(g). Impairment losses are accounted for in accordance with the accounting policy as set out in note 2(k). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

2 主要會計政策(續)**(j) 租賃資產**

倘本集團釐定安排附帶權利於協定期間使用一項或多項特定資產以換取付款或一系列付款，則該項安排（包括一項交易或一系列交易）屬於或包含租賃。有關釐定按對安排本質的評估進行，而不論該項安排是否具有租賃的法律形式。

(i) 出租予本集團的資產的分類

由本集團根據租賃持有而向本集團轉讓擁有權的絕大部分風險及回報的資產乃分類為根據財務租賃持有。並無轉讓擁有權的絕大部分風險及回報予本集團的租賃乃分類為經營租賃。

(ii) 以融資租賃收購的資產

若本集團以融資租賃收購資產使用權，租賃資產的公平值數額或最低租賃金額的現值的較低者，將列入物業、廠房及設備及相關負債（扣除融資費用）並列作融資租賃下的責任。折舊為於相關租賃有效期間或資產可用期限的期間（若本集團將取得資產所有權），按撇銷資產成本或估值的比率計算（見附註2(g)）。減值虧損按附註2(k)所載的會計政策計算。租賃金額所包含的融資費用將於租賃期間計入損益表，使各會計期間對責任結餘以相若的固定期間比率扣減。或然租金將於產生的會計期間計入損益表。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Leased assets (Continued)

(iii) Sales and leaseback arrangement resulting in finance lease

A sales and leaseback arrangement which results in a finance lease is a means whereby the lessor provides finance to the lessee with the asset as security. To reflect the substance of the transaction, any excess of sales proceeds over the carrying amount of the asset, or any deficit of sales proceeds lower than the carrying amount of the asset, is deferred and amortised as an adjustment to the depreciation of the asset.

(iv) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal installments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term.

(k) Impairment of assets

(i) Impairment of trade and other receivables

Current and non-current trade and other receivables that are stated at cost or amortised cost are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;

2 主要會計政策(續)

(j) 租賃資產(續)

(iii) 形成融資租賃的售後租回交易

形成融資租賃的售後租回交易實質上是出租人以資產作為抵押向承租人提供融資的交易。為反映該交易實質，該資產銷售所得款項超逾其賬面的任何金額，或其銷售所得款項低於賬面值的任何不足數額會被遞延，並作為對資產折舊的調整予以攤銷。

(iv) 經營租賃開支

倘本集團使用根據經營租賃持有的資產，根據租賃作出的付款乃於租賃年期所涵蓋的會計期間內按等額於損益表扣除，惟倘有更能代表從租賃資產所得的利益模式的其他基準除外。已收取的租賃獎勵乃於損益表確認為已支付淨租金總額的完整部分。或然租金乃於其產生的會計期間於損益表扣除。

購入根據經營租賃持有土地的成本乃於租賃期間按直線基準攤銷。

(k) 資產減值

(i) 貿易及其他應收款項的減值

於按成本或攤銷成本列賬的流動及非流動貿易及其他應收款項乃於各結算日檢討，以確定是否有減值的客觀證據。減值的客觀證據包括本集團注意到有關下列一項或多項損失事件的可觀察證據：

- 債務人的重大財務困難；

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Impairment of assets (Continued)

(i) Impairment of trade and other receivables

(Continued)

- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

2 主要會計政策(續)

(k) 資產減值(續)

(i) 貿易及其他應收款項的減值(續)

- 違約，如拖欠或無法如期償還利息或本金；
- 債務人可能破產或進行其他財務重組；及
- 科技、市場、經濟或法律環境出現重大變化對債務人造成不利影響。

倘出現任何該等證據，則任何減值虧損會按以下方式釐定及確認：

- 就貿易應收款項及其他流動應收款項和以攤銷成本列賬的其他金融資產而言，減值虧損乃根據資產的賬面值與估計未來現金流量現值兩者間的差額計量，如折現影響屬重大，則按金融資產原實際利率(即初始確認該等資產時計算的實際利率)折現。倘以攤銷成本列賬的金融資產具備類似風險特徵(如類似的逾期情況)及並未單獨評估為已減值，則有關評估會一同進行。集合評估減值的金融資產的未來現金流量乃根據與該類資產具有類似信貸風險特徵的資產的過往虧損經驗計算。

倘若其後減值虧損金額減少，而有關減少與確認減值虧損後發生的事件可客觀地聯繫，則有關減值虧損透過損益表撥回。減值虧損的撥回不應導致資產的賬面值超過倘在過往年度沒有確認任何減值虧損而應釐定的金額。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Impairment of assets (Continued)

(i) Impairment of trade and other receivables

(Continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors and bills receivable included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors and bills receivable directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- lease prepayments;
- non-current prepayments for property, plant and equipment;
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's balance sheet.

2 主要會計政策(續)

(k) 資產減值(續)

(i) 貿易及其他應收款項的減值(續)

減值虧損從相應的資產中直接撤銷，惟若對可收回的可能性有疑問但未至於可能性極低的貿易賬款及其他應收款項中的貿易賬款及應收票據的已確認減值虧損則例外。在此情況下，應使用撥備賬記錄呆賬的減值虧損。倘本集團信納收回應收款項的可能性極低，則被視為不可收回的金額並從貿易賬款及應收票據中直接撤銷，而在撥備賬中持有有關該債務的任何金額將會撥回。其後收回之前從撥備賬中扣除的款項自相關撥備賬撥回。撥備賬的其他變動及之前直接撤銷的其後收回款項，均在損益表中確認。

(ii) 其他資產的減值

內部及外間資料來源乃於各結算日評估，以識別有否跡象顯示下列資產可能出現減值，或先前已確認的減值虧損已不存在或可能已減少：

- 物業、廠房及設備；
- 租賃預付款；
- 物業、廠房及設備的非即期預付款；
- 無形資產；
- 商譽；及
- 載入本公司資產負債表的於附屬公司的投資。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Impairment of assets (Continued)

(ii) Impairment of other assets (Continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, the recoverable amount of goodwill is estimated annually whether or not there is any indication of impairment.

— *Calculation of recoverable amount*

The recoverable amount of an asset is the greater of its 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 time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

— *Recognition of impairment losses*

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable), or value in use (if determinable).

2 主要會計政策(續)

(k) 資產減值(續)

(ii) 其他資產的減值(續)

倘出現任何該等跡象，則會估計資產的可收回金額。此外，不論是否存在任何減值跡象，商譽的可收回金額乃每年進行估計。

— *計算可收回金額*

資產的可收回金額為公平值減處置成本以及使用價值兩者間的較高者。在評估使用價值時，會按反映當時市場對貨幣時間價值及資產特定風險評估的稅前折現率，將估計未來現金流量折現至其現值。倘資產並無產生大致獨立於其他資產的現金流入，則以能獨立產生現金流入的最小資產組別(即現金產生單位)釐定可收回金額。

— *確認減值虧損*

倘資產或其所屬現金產生單位的賬面值超過其可收回金額時，則於損益表中確認減值虧損。就現金產生單位確認的減值虧損予以分配，以按比例減少該單位(或單位組別)內其他資產的賬面值，惟某資產的賬面值不會減至低於其個別公平值減去處置成本(如能計量)或使用價值(如能釐定)的金額。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Impairment of assets (Continued)

(ii) Impairment of other assets (Continued)

– Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with IAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 2(k)(i) and (ii)).

2 主要會計政策(續)

(k) 資產減值(續)

(ii) 其他資產的減值(續)

— 撥回減值虧損

就商譽以外的資產而言，倘用於釐定可收回金額的估計出現有利變動，則撥回減值虧損。商譽的減值虧損不會撥回。

減值虧損撥回僅限於若在過往年度並未確認減值虧損時原應釐定的資產賬面值。減值虧損撥回在確認撥回的年度計入損益表。

(iii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須按照根據國際會計準則第34號中期財務報告，為財政年度首六個月編製中期財務報告。於中期期末，本集團應用之減值測試、確認及撥回準則與在財政年度末應用者相同(附註2(k)(i)及(ii))。

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(除另有註明者外，以人民幣列值)**2 SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(l) Inventories**

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(m) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 2(k)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

(n) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using an effective interest method.

2 主要會計政策(續)**(l) 存貨**

存貨乃按成本及可變現淨值的較低者列賬。

成本乃按加權平均成本法計算，並包括所有採購成本、轉換成本及將存貨保存於現時所在地點及保持現有狀況所產生的其他成本。

可變現淨值是在日常業務過程中的估計售價減估計完成成本及作出銷售的估計所需成本。

在售出存貨時，該等存貨的賬面值是在確認相關收入的期內確認為開支。將存貨撇減至可變現淨值的數額和所有存貨虧損均在出現撇減或虧損的期內確認為開支。任何存貨撇減撥回金額乃確認為存貨金額減少，並於撥回發生期間確認為開支。

(m) 貿易及其他應收款項

貿易應收款項及其他應收款項初步按公平值確認，其後使用實際利率法按攤銷成本減呆賬減值撥備列賬（見附註2(k)），惟倘應收款項乃向關聯方提供的免息貸款且並無任何固定還款期或貼現的影響並不重大則屬例外。在該等情況下，應收款項乃按成本減呆賬減值撥備列賬。

(n) 計息借款

計息借款初步按公平值減應佔交易成本確認。於初步確認後，計息借款乃按攤銷成本及初步確認金額與按借款期於損益表內確認的贖回價值之間的任何差額，連同任何應付利息及費用，使用實際利率法列賬。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(o) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 2(s)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(q) Employee benefits

(i) Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a share-based payment reserve within equity. The fair value is measured at grant date using the Binomial Option Pricing Model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

2 主要會計政策(續)

(o) 貿易及其他應付款項

除根據附註2(s)(i)計量的財務擔保負債外，貿易及其他應付款項初步按公平值確認，而其後則按攤銷成本列賬，除非貼現的影響並不重大，在該情況下則按成本列賬。

(p) 現金及現金等值項目

現金及現金等值項目包括銀行存款及手頭現金、於銀行及其他金融機構的活期存款，以及可隨時兌換為已知金額現金且承受的價值變動風險並不重大的短期、高流動性投資（在購入時距離到期日不超過三個月）。

(q) 僱員福利

(i) 薪金、年度花紅、有薪年假、向界定供款退休計劃供款及非貨幣利益的成本乃於僱員提供相關服務的年度內應計。倘延期付款或結算而影響屬重大，則該等金額乃按其現值列賬。

(ii) 以股份為基礎的付款

授予僱員的購股權的公平值確認為一項僱員成本，而權益內的以股份為基礎的付款儲備會相應增加。公平值乃於授出日期經計及購股權授出時的條款及條件後以二項式購股權定價模式計量。倘該等僱員須於無條件享有購股權之前符合歸屬條件，則購股權的估計公平值總額乃經計及購股權將予歸屬的可能性後，於歸屬期予以分攤。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(q) Employee benefits (Continued)

(ii) Share-based payments (Continued)

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share-based payment reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share-based payment reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share-based payment reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

(r) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

2 主要會計政策(續)

(q) 僱員福利(續)

(ii) 以股份為基礎的付款(續)

於歸屬期內，預期歸屬的購股權數目會予以檢討。於過往年度確認的累計公平值的任何調整乃扣自／計入有關檢討年度的損益，除非原有的僱員支出符合確認為資產的資格而以以股份為基礎的付款儲備作出相應調整則作別論。於歸屬日，確認為一項支出的款額會予以調整，以反映歸屬的實際購股權數目(連同以股份為基礎的付款儲備的相應調整)，惟倘沒收僅因未達致與本公司股份的市價有關的歸屬條件則除外。股權款額乃於以股份為基礎的付款儲備中確認，直至購股權獲行使(當其轉撥至股份溢價賬時)或購股權屆滿(當其直接轉出至保留盈利時)為止。

(r) 所得稅

年內所得稅包括即期稅項及遞延稅項資產與負債的變動。即期稅項及遞延稅項資產與負債的變動均於損益表內確認，惟與於其他全面收益或直接於權益內確認的項目有關者則除外，在此情況下有關稅項金額分別於其他全面收益或直接於權益內確認。

即期稅項為就年內應課稅收入採用於結算日已生效或實質已生效的稅率計算的預期應付稅項，並就過往年度的應付稅項作出調整。

遞延稅項資產及負債分別自可扣稅及應課稅的暫時差額產生，即就財務報告而言資產和負債的賬面值與其稅基之間的差額。遞延稅項資產亦自未動用稅項虧損及未動用稅項抵免產生。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(r) Income tax (Continued)

Apart from certain limited exceptions, all deferred tax liabilities and all deferred tax assets, to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purpose, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided that they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

2 主要會計政策(續)

(r) 所得稅(續)

除若干有限的例外情況外，所有遞延稅項負債及所有遞延稅項資產(以未來可能有應課稅溢利致使可動用該等資產作抵扣為限)均會予以確認。可支持確認自可扣稅暫時差額所產生的遞延稅項資產的未來應課稅利潤包括因撥回現有應課稅暫時差額而產生的金額；惟此等差額必須與同一稅務機關及同一應課稅實體有關，並預期在可扣稅暫時差額預計撥回的同一期間或遞延稅項資產所產生稅項虧損可承後或承前結轉的期間內撥回。在釐定現有應課稅暫時差額是否支持確認自未動用稅項虧損和抵免產生的遞延稅項資產時，亦會採用同一準則，即該等差額若與同一稅務機關及同一應課稅實體有關，並預期在稅項虧損或抵免可動用的期間內撥回，則予以考慮。

確認遞延稅項資產和負債的有限例外情況，為就稅務而言不可扣減的產生自商譽的暫時差額、不影響會計或應課稅溢利的資產或負債的初步確認(前提是其並不屬業務合併的一部分)，以及有關於附屬公司的投資的暫時差額(如屬應課稅差額，則只限於本集團可控制撥回的時間，而且在可見將來不大可能撥回的差額；或如屬可扣稅差額，則只限於很可能在將來撥回的差額)。

已確認的遞延稅項金額按照資產與負債賬面值的預期變現或清償方式，使用結算日已生效或實質已生效的稅率計算。遞延稅項資產與負債均不作貼現。

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(除另有註明者外，以人民幣列值)**2 SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(r) Income tax** *(Continued)*

The carrying amount of a deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

2 主要會計政策(續)**(r) 所得稅(續)**

本集團會在各結算日檢討遞延稅項資產的賬面值，並在不可能再獲得足夠的應課稅溢利可抵扣相關稅項利益時予以扣減。倘有可能獲得足夠的應課稅溢利，則扣減金額予以撥回。

即期稅項結餘及遞延稅項結餘及其變動額均各自分開呈報且不予抵銷。倘本公司或本集團有法定強制執行權利以即期稅項資產抵銷即期稅項負債，並且符合以下附加條件下，則即期稅項資產可抵銷即期稅項負債，以及遞延稅項資產可抵銷遞延稅項負債：

- 倘為即期稅項資產與負債，本公司或本集團擬按淨額基準結算，或同時變現該資產及清償該負債；或
- 倘為遞延稅項資產及負債，而此等資產及負債與同一稅務機關就以下其中一項徵收的所得稅有關：
 - 同一應課稅實體；或
 - 不同的應課稅實體，此等實體計劃在日後每個預期有大額遞延稅項負債需要清償或大額遞延稅項資產可以收回的期間內，按淨額基準變現即期稅項資產及清償即期稅項負債，或同時變現該資產及清償該負債。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(s) Financial guarantees issued, provisions and contingent liabilities

(i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 2(s)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

2 主要會計政策(續)

(s) 已發出的財務擔保、撥備及或然負債

(i) 已發出的財務擔保

財務擔保指要求發行人(即擔保人)於特定債務人未能依照債務工具條款於到期時付款時，作出特定付款以彌償擔保受益人(「持有人」)因此招致的損失的合約。

倘本集團發出財務擔保，該擔保的公平值初步確認為貿易及其他應付款項的遞延收入。所出具財務擔保於發出時的公平值，是以參考在相若服務的公平交易中所徵收費用的可取得相關資料而釐定；有關的資料也可參考利率差價而估計，亦可以就貸款機構對發出擔保所實際徵收的息率，與在沒有取得擔保的情況下而貸款機構將可能徵收的估計息率作出比較，並在當中取用較可靠的相關資料以釐定公平值。倘在作出該擔保時已收或應收代價，則該代價根據適用於該類資產的本集團政策確認。倘並無已收或應收代價，則於初步確認任何遞延收入時，即時於損益內確認開支。

初步確認為遞延收入的擔保款額，在擔保年期內作為已發出財務擔保的收入於損益內攤銷。此外，倘及當(i)擔保持有人可能將根據擔保向本集團發出催繳通知；及(ii)向本集團提出的申索款額預期超過現時就該擔保入賬貿易及其他應付款項的金額(即初步確認的金額)減累計攤銷，則根據附註2(s)(ii)確認撥備。

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(除另有註明者外，以人民幣列值)**2 SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(s) Financial guarantees issued, provisions and contingent liabilities** *(Continued)***(ii) Other provisions and contingent liabilities**

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(t) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

- (i) **Sale of goods**
Revenue is recognised when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.
- (ii) **Contract manufacturing income**
Contract manufacturing income is recognised when the contract manufacturing services are rendered.

2 主要會計政策(續)**(s) 已發出的財務擔保、撥備及或然負債(續)****(ii) 其他撥備及或然負債**

撥備乃於本集團或本公司因過往事件而產生法律或推定責任，而可能需要經濟利益流出以清償責任及能作出可靠估計時，就不確定時間或金額的其他負債確認。倘金錢的時間值屬重大時，撥備乃按預期清償責任的開支的現值列賬。

當需要經濟利益流出的可能性較低或當金額不能可靠估計時，責任會作為或然負債披露，除非經濟利益流出的可能性極低。可能的責任(其存在將僅由一項或以上未來事件的出現或不出現確認)亦作為或然負債披露，除非經濟利益流出的可能性極低者，則另當別論。

(t) 收益確認

收益是按已收或應收代價的公平值計量。倘有經濟利益可能流入本集團，而收益及成本(如適用)能可靠地計量時，則收入會根據下列方法於損益表中確認：

- (i) **銷售貨品**
收益是在客戶接收貨品及與其擁有權相關的風險及回報之時確認。收益不包括增值稅或其他銷售稅，並已扣除任何貿易折扣。
- (ii) **合同製造收入**
合同製造收入是在提供合同製造服務時確認。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(t) Revenue recognition (Continued)

- (iii) Interest income
Interest income is recognised as it accrues using the effective interest method.
- (iv) Government grants
An unconditional government grant is recognised in profit or loss as other revenue when the grant becomes receivable, other government grants are recognised in the balance sheet initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attached to them. Grants that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

(u) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of operations with functional currency other than Renminbi are translated into Renminbi at the exchange rates approximating the foreign exchange rates ruling at the dates of transactions. Balance sheet items are translated into Renminbi at the closing foreign exchange rates at the balance sheet date. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

2 主要會計政策(續)

(t) 收益確認(續)

- (iii) 利息收入
利息收入是在產生時按實際利率法確認。
- (iv) 政府補助
當可收取政府補助時，則於損益表確認無條件政府補助為其他收益。當可以合理確定本集團將會收到政府補助並會遵守其附帶條件時，其他政府補助會初步於資產負債表內予以確認。用作補償本集團所產生的開支的補助於產生開支的同一期間有系統地於損益內確認為收入。補償本集團資產成本的補助在相關資產賬面值中扣除，其後於該項資產的可使用年期以減少折舊開支方式於損益表內實際確認。

(u) 換算外幣

年內的外幣交易乃按於交易日期適用的外幣匯率換算。以外幣計值的貨幣資產及負債乃按於結算日的外幣匯率換算。匯兌收益及虧損乃於損益表內確認。

以外幣的歷史成本計量的非貨幣資產及負債乃使用於交易日期適用的外幣匯率換算。按公平值列賬的以外幣計值非貨幣資產及負債乃使用於計量公平值當日適用的外幣匯率換算。

具有人民幣元以外的功能貨幣的經營業績乃按與於交易日期適用的外幣匯率相若的匯率換算為人民幣元。資產負債表項目乃按於結算日的收市外幣匯率換算為人民幣元。所產生的匯兌差額乃於其他全面收益內確認，並獨立於權益的匯兌儲備內累計。

NOTES TO THE FINANCIAL STATEMENTS**財務報表附註***(Expressed in Renminbi unless otherwise indicated)*
(除另有註明者外，以人民幣列值)**2 SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(u) Translation of foreign currencies** *(Continued)*

On disposal of an operation with functional currency other than Renminbi, the cumulative amount of the exchange differences relating to that operation with functional currency other than Renminbi is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(v) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(w) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.

2 主要會計政策 (續)**(u) 換算外幣 (續)**

於出售具有人民幣元以外的功能貨幣的業務時，有關該具有人民幣元以外功能貨幣的業務的匯兌差額的累計金額乃於確認出售的損益時自權益重新分類至損益。

(v) 借貸成本

收購、興建或生產需長時間方可達致其擬定用途或出售的資產的直接應佔借貸成本乃作為該資產的成本一部分予以資本化。其他借貸成本乃於其產生期間支銷。

資本化借貸成本作為合資格資產的成本的一部分於資產產生開支、產生借貸成本及進行使資產達致其擬定用途或出售的必需準備工作期間開始。借貸成本的資本化於使合資格資產達致其擬定用途或出售的絕大部分活動中止或完成時暫停或不再進行。

(w) 關連人士

- (a) 在以下情況下，某人士或其近親家庭成員與本集團有關聯：
- (i) 可控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 是本集團或本集團母公司的主要管理人員的成員。

NOTES TO THE FINANCIAL STATEMENTS

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(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(w) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the same third entity, or vice versa.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

2 主要會計政策(續)

(w) 關連人士(續)

- (b) 在以下任何情況下，某實體與本集團有關聯：
- (i) 該實體及本集團均是同一集團的成員公司(即母公司、附屬公司及同系附屬公司各自與其他有關聯)。
 - (ii) 某實體是另一實體的聯營公司或合營公司(或另一實體為成員公司的某集團的成員公司的聯營公司或合營公司)。
 - (iii) 兩家實體均是同一第三方的合營公司。
 - (iv) 某實體是第三方實體的合營公司而另一實體則是該第三方實體的聯營公司，反之亦然。
 - (v) 該實體是旨在提供福利予本集團或與本集團有關聯的實體的僱員的離職後福利計劃。
 - (vi) 該實體受(a)項中所辨別的人士控制或共同控制。
 - (vii) 在(a)(i)項中所辨別的人士對該實體有重大影響力，或該人士是該實體(或是該實體的母公司)的主要管理人員的成員。

某人士的近親家庭成員為在與實體交易時預期會影響該名人士或受到該名人士影響的家庭成員。

NOTES TO THE FINANCIAL STATEMENTS**財務報表附註***(Expressed in Renminbi unless otherwise indicated)*
(除另有註明者外，以人民幣列值)**2 SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(x) Segment reporting**

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial statements provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

3 ACCOUNTING JUDGEMENTS AND ESTIMATES**(a) Key sources of estimation uncertainty**

Note 34 contains information about the assumptions and their risk factors relating to the fair value of financial instruments.

2 主要會計政策(續)**(x) 分部報告**

經營分部及於財務報表內所申報的各分部項目的金額乃從定期向本集團最高級行政管理人員提供以就本集團業務及地理區域進行資源分配及表現評估的財務報表中識別。

就財務報告而言，個別重大的經營分部並不予以合算，除非該等分部具有相似經濟特性，以及就產品及服務性質、生產程序性質、客戶類別或種類、用以分銷產品或提供服務的方式及監管環境的性質方面相似，則另當別論。倘其符合該大部分有關條件，並非個別重大的經營分部可予以合算。

3 會計判斷及估計**(a) 估計不確定性的主要來源**

附註34載有關於該等金融工具的公平值的假設及風險因素的資料。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

3 ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

(b) Critical accounting judgements in applying the Group's financial statements

In the process of applying the Group's accounting policies, management has made the following accounting judgements:

(i) Impairment

Notes 17 and 34(a) contain information about the assumptions and risk factors relating to the impairment of goodwill and trade debtors. Other key sources of estimation uncertainty are as follows:

In considering the impairment losses that may be required for certain assets of the Group, the recoverable amount of the asset needs to be determined. The recoverable amount is the greater of its fair value less cost of disposal and value in use. It is difficult to precisely estimate fair value because quoted market prices for these assets may not be readily available. In determining the value in use, expected cash flows generated by the asset are discounted to its present value, which requires significant judgement relating to items such as level of turnover and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of items such as turnover and operating costs.

Impairment losses for doubtful debts are assessed and provided based on the regular review of ageing analysis and evaluation of collectability by the management. A considerable level of judgement is exercised by the management when assessing the credit worthiness and past collection history of each individual customer.

3 會計判斷及估計(續)

(b) 於應用本集團財務報表時之重要會計判斷

於應用本集團會計政策時，管理層作出下列會計判斷：

(i) 減值

附註17及34(a)載有關於商譽及貿易賬款減值的假設及風險因素的資料。以下為估計不確定性的其他主要來源：

當考慮對本集團若干資產計提減值虧損時，需要釐定資產的可收回金額。可收回金額為公平值減去處置成本與使用價值兩者中的較高者。由於該等資產可能缺乏現成的市場報價，因此難以準確地估計公平值。在釐定使用價值時，資產預計產生的預期現金流量會折現至現值，而這需要就營業額和經營成本等項目作出重大判斷。本集團利用所有可獲得的信息來釐定可收回金額的合理近似金額，包括根據對營業額和經營成本等項目的合理和有證據支持的假設及預測進行估計。

呆賬減值虧損乃根據管理層定期審閱賬齡分析及可收回程度評估來作出評估及計提撥備。管理層評估各個別客戶的信譽度及過往收賬記錄時，會作出很大程度的判斷。

NOTES TO THE FINANCIAL STATEMENTS

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(除另有註明者外，以人民幣列值)

3 ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

(b) Critical accounting judgements in applying the Group's financial statements (Continued)

- (ii) Net realisable value of inventories
Net realisable value of inventories is the estimated selling price less estimated costs of completion and distribution expenses. These estimates are based on the current market condition and historical experience of selling products of similar nature. It could change significantly as a result of competitor actions in response to severe industry cycles or changes in market conditions. Management reassesses these estimations at the balance sheet date to ensure inventories are shown at the lower of cost and net realisable value.
- (iii) Depreciation
Items of property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value. Management reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives of the assets are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.
- (iv) Income tax
Determining income tax provisions involves judgement on the future tax treatment of certain transactions. Management carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of these transactions is reconsidered periodically by taking into account all changes in tax legislations. Deferred tax assets are recognised for deductible temporary differences. As deferred tax assets can only be recognised to the extent that it is probable that future taxable profit will be available, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets, if any, are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

3 會計判斷及估計(續)

(b) 於應用本集團財務報表時之重要會計判斷(續)

- (ii) 存貨可變現淨值
存貨可變現淨值指估計售價減估計完成成本及分銷開支後的金額。該等估計乃根據當前市況以及銷售同類性質產品的過往經驗作出。該等估計可能因競爭對手為應對嚴峻行業週期所採取的行動或市況變動而發生重大變動。管理層於結算日重新評估該等估計，以確保存貨是以成本和可變現淨值的較低者呈列。
- (iii) 折舊
物業、廠房及設備項目在考慮估計剩餘價值後，於資產的估計可使用年內按直線法計提折舊。管理層定期檢討資產的估計可使用年期以釐定在任何報告期內須入賬的折舊開支數額。資產的可使用年期乃本集團根據類似資產的過往經驗並計入預期的技術變更得出。倘過往估計發生重大變化，則會在未來期間對折舊開支進行調整。
- (iv) 所得稅
釐定所得稅撥備涉及對若干交易的未來稅務待遇的判斷。管理層審慎評估交易的稅務影響，並作出相應稅務撥備。該等交易的稅務待遇會定期重新檢討，以計入稅務法規的所有變動。遞延稅項資產會就可扣稅暫時差額予以確認。由於該等遞延稅項資產僅於未來應課稅溢利可供動用時方會確認，故須管理層作出判斷以評估未來應課稅溢利的可能性。倘很可能未來有應課稅溢利而得以取用遞延稅務資產，則會持續檢討管理層的評估及確認額外遞延稅項資產(如有)。

NOTES TO THE FINANCIAL STATEMENTS

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4 TURNOVER

The principal activities of the Group are manufacturing and sales of copper and related products and provision of contract manufacturing services in the PRC.

Turnover represents the sales value of goods sold to customers less returns, discounts, and value added taxes and other sales tax, and contract manufacturing income which is analysed as follows:

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sales of recycled copper products	銷售再生銅產品	3,548,268	2,144,429
Sales of power transmission and distribution cables	銷售送配電纜	181,490	528,629
Sales of communication cables	銷售通信電纜	104,037	250,776
Sales of scrap materials	銷售廢棄材料	22,524	31,177
Contract manufacturing income	合同製造收入	2,624	3,993
		3,858,943	2,959,004

One customer (2013: one customer) of the Group represents more than 10% of the Group's total turnover for the year ended 31 December 2014. For the year ended 31 December 2014, the turnover from the major customer amounted to RMB391,846,000 (2013: RMB304,351,000). Further details of concentrations of credit risk arising from customers are set out in note 34(a).

4 營業額

本集團的主要業務是在中國產銷銅及相關產品和提供合同製造服務。

營業額指售予客戶的貨品的銷售價值減退貨、折扣、增值稅和其他銷售稅以及合同製造收入，分析如下：

截至2014年12月31日止年度，向本集團一名(2013年：一名)客戶銷售再生銅產品佔本集團總營業額10%以上。截至2014年12月31日止年度，來自主要客戶的營業額為人民幣391,846,000元(2013年：人民幣304,351,000元)。有關源自該等客戶的信貸集中風險的進一步詳情載於附註34(a)。

NOTES TO THE FINANCIAL STATEMENTS**財務報表附註***(Expressed in Renminbi unless otherwise indicated)*
(除另有註明者外，以人民幣列值)**5 SEGMENT REPORTING**

The Group manages its businesses by business operations. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified three reportable segments, namely recycled copper products segment, power transmission and distribution cables segment and communication cables segment.

- (i) Recycled copper products segment: use of scrap copper and electrolytic copper for the manufacturing of recycled copper products;
- (ii) Power transmission and distribution cables segment: sales of power transmission and distribution cables; and
- (iii) Communication cables segment: manufacturing and sales of communication cables.

(a) Segment results

For the purposes of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the results attributable to each reportable segment on the following bases:

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit is "profit after taxation". To arrive at reportable segment profit, the Group's profit is further adjusted for items not specially attributed to individual segments, such as head office or corporate administrative costs.

A measurement of segment assets and liabilities is not provided regularly to the Group's most senior executive management and accordingly, no segment assets or liabilities information is presented.

5 分部報告

本集團按業務營運管理其業務。與就分配資源及評估表現而向本集團的最高執行管理層作內部呈報資料的方式一致，本集團識別三個可報告分部，即再生銅產品分部、送配電纜分部及通信電纜分部。

- (i) 再生銅產品分部：使用廢銅及電解銅製造再生銅產品；
- (ii) 送配電纜分部：銷售送配電纜；及
- (iii) 通信電纜分部：生產及銷售通信電纜。

(a) 分部業績

就評估分部表現及各分部間之資源分配而言，本集團最高級行政管理層按下列基準監控各個可報告分部的業績：

收入及開支乃參考可報告分部產生的銷售及開支或參考有關分部應佔資產折舊或攤銷所產生的開支而分配至可報告分部。

用於衡量呈報分部業績的指標為「稅後溢利」。為計算可呈報分部溢利，本集團的溢利進一步就並非明確歸於個別分部的項目，例如其他總部或企業行政成本，作出調整。

由於分部資產和負債的計量結果沒有定期呈報給本集團最高級行政管理層，因此分部資產和負債不予呈列。

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(除另有註明者外，以人民幣列值)

5 SEGMENT REPORTING (Continued)

(a) Segment results (Continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the current and prior years is set out below:

5 分部報告 (續)

(a) 分部業績 (續)

本集團於有關期間以資源分配及評估分部業績為目的而呈報本集團最高級行政管理層的可呈報分部資料載列如下：

		2014 2014年			
		Recycled copper products 再生銅產品 RMB'000 人民幣千元	Power transmission and distribution cables 送配電纜 RMB'000 人民幣千元	Communication cables 通信電纜 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Revenue from external customers	來自外部客戶的收益	3,573,416	181,490	104,037	3,858,943
Inter-segment revenue	分部間收益	296,521	7,060	4,465	308,046
Reportable segment revenue	可報告分部收益	3,869,937	188,550	108,502	4,166,989
Reportable segment profit	可報告分部溢利	249,861	20,594	23,872	294,327
Interest income	利息收入	561	17	205	783
Finance costs	財務成本	52,489	1,790	2,878	57,157
Depreciation and amortisation	折舊及攤銷	25,930	4,861	1,694	32,485
VAT refunds, government grants and subsidies	增值稅退稅及政府 補助及補貼	426,767	7,591	4,390	438,748

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(除另有註明者外，以人民幣列值)

5 SEGMENT REPORTING (Continued)

(a) Segment results (Continued)

5 分部報告 (續)

(a) 分部業績 (續)

		2013 2013年			
		Recycled copper products 再生銅產品 RMB'000 人民幣千元	Power transmission and distribution cables 送配電纜 RMB'000 人民幣千元	Communication cables 通信電纜 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Revenue from external customers	來自外部客戶的收益	2,162,531	528,629	267,844	2,959,004
Inter-segment revenue	分部間收益	588,426	1,176	3,653	593,255
Reportable segment revenue	可報告分部收益	2,750,957	529,805	271,497	3,552,259
Reportable segment profit	可報告分部溢利	201,313	32,725	40,792	274,830
Interest income	利息收入	1,636	11	-	1,647
Finance costs	財務成本	27,226	38	452	27,716
Depreciation and amortisation	折舊及攤銷	20,157	2,801	1,582	24,540
VAT refunds, government grants and subsidies	增值稅退稅及政府 補助及補貼	272,636	4,222	2,060	278,918

NOTES TO THE FINANCIAL STATEMENTS**財務報表附註**(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)**5 SEGMENT REPORTING (Continued)****(b) Reconciliations of reportable segment revenue and profit or loss****5 分部報告(續)****(b) 可報告分部收益與損益的對賬**

		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Revenue	收益		
Reportable segment revenue	可報告分部收益	4,166,989	3,552,259
Elimination of inter-segment revenue	對銷分部間收益	(308,046)	(593,255)
Consolidated turnover (see note 4)	綜合營業額(見附註4)	3,858,943	2,959,004
Profit	溢利		
Reportable segment profit derived from the Group's external customers	來自本集團外部客戶的可報告分部溢利	294,327	274,830
Unallocated head office and corporate expenses	未分配總辦事處及企業開支	(46,061)	(29,282)
Consolidated profit for the year	年內綜合溢利	248,266	245,548

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5 SEGMENT REPORTING (Continued)

(c) Geographic information

The Group carried out its business operations in the PRC, no separate geographical segment analysis based on the location of assets is presented.

The following table sets out information about the geographical location of the Group's revenue from external customers. The geographical location of customers is based on the location at which the goods are delivered.

		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
PRC	中國	3,832,104	2,907,115
Other countries	其他國家	26,839	51,889
		3,858,943	2,959,004

5 分部報告(續)

(c) 地理資料

本集團於中國經營業務，因此並無呈述按資產所在地劃分的獨立地區分部分析。

下表載列有關本集團於有關期間來自外部客戶的收益的地區位置的資料。客戶地區位置乃按交貨的地點劃分。

6 OTHER REVENUE AND OTHER NET INCOME

(a) Other revenue

		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
VAT refunds	增值稅退稅		
— Employment of disabled staff (note (i))	— 僱用殘疾員工(附註(i))	7,679	13,472
— Comprehensive utilisation of resources (note (ii))	— 綜合利用資源(附註(ii))	311,578	185,742
Government grants (note (iii))	政府補助(附註(iii))	85,400	36,452
Government subsidies (note (iv))	政府補貼(附註(iv))	34,091	43,252
Interest income	利息收入	1,150	1,647
		439,898	280,565

6 其他收益及其他淨收入

(a) 其他收益

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(除另有註明者外，以人民幣列值)

6 OTHER REVENUE AND OTHER NET INCOME

(Continued)

(a) Other revenue (Continued)

Notes:

- (i) The Group is entitled to government grants for value added tax ("VAT") refunds in connection with the employment of disabled people under Cai Shui [2007] No. 67 issued by the PRC State Administration of Taxation.
- (ii) The Group is entitled to government grants for refunds of 50% of the net VAT paid/payable under the Adjustment and Improvement of VAT Policies for Products and Labour Services Relating to Comprehensive Utilisation of Resources (Cai Shui [2011] No. 115) jointly issued by the PRC State Administration of Taxation and Ministry of Finance.
- (iii) The amounts represent local government grants received by operating subsidiaries of the Group in the PRC for the purpose of providing immediate financial support to those subsidiaries for general operating use with no future related costs. No specific conditions are required to meet in connection with the grants.
- (iv) In 2014, the Group was granted unconditional government subsidies of RMB34,091,000 from Youxian District Finance Bureau, Mianyang City, Sichuan Province. The subsidies were received through Sichuan Baohe Fushan Resources Recycling Development Co., Ltd. ("Baohe Fushan"), a private company owned as to 49% by the daughters of Mr. Yu Jianqiu, the controlling shareholder and key management personnel of the Group. Baohe Fushan is principally engaged in the operation and the development of an industrial park in Mianyang City, Sichuan Province, where most of the Group's subsidiaries are located.

In 2013, the Group was granted government subsidies of RMB43,252,000 from Youxian District Finance Bureau, Mianyang City, Sichuan Province in connection with meeting tax payment thresholds. RMB33,000,000 of the subsidies were settled by offsetting against the advances from the local government during the year ended 31 December 2013.

6 其他收益及其他淨收入(續)

(a) 其他收益(續)

附註：

- (i) 本集團符合資格根據國家稅務總局頒佈的財稅[2007]67號就僱用殘疾人士獲得增值稅(「增值稅」)退稅的政府補助。
- (ii) 本集團符合資格根據國家稅務總局和財政部聯合頒佈的關於調整完善資源綜合利用產品及勞務增值稅政策的通知(財稅[2011]115號)獲得相等於50%已付/應付增值稅淨額的退稅作為政府補助。
- (iii) 該等金額指本集團於中國營運的附屬公司所收取的地方政府補助，作為對該等附屬公司的即時財政援助，以供用於一般營運，而不會產生日後相關成本。毋須就補助符合特殊條件。
- (iv) 於2014年，本集團獲四川省綿陽市游仙區財政局無條件授予政府補貼人民幣34,091,000元。該等補貼已透過四川省保和富山再生資源開發有限公司(「保和富山」，本集團控股股東及管理人員的其中一名主要成員俞建秋先生之女兒擁有49%股權之私人公司)收取。保和富山主要從事於四川省綿陽市經營及開發工業園，而本集團的附屬公司大部分位處該工業園。

於2013年，本集團因達到納稅門檻而獲四川省綿陽市游仙區財政局授予政府補貼人民幣43,252,000元。截至2013年12月31日止年度，人民幣33,000,000元的補貼被當地政府墊款所抵銷。

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6 OTHER REVENUE AND OTHER NET INCOME

(Continued)

(b) Other net (loss)/income

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net (loss)/gain on copper futures contracts upon settlement	銅期貨合約交割後淨(虧損)/收益	(670)	2,367
Changes in fair value of copper futures contracts	銅期貨合約之公平值變動	(525)	-
Net foreign exchange gain/(loss)	淨匯兌收益/(虧損)	362	(672)
Loss on disposal of property, plant and equipment	處置物業、廠房及設備的虧損	(690)	(1,184)
Others	其他	(20)	(83)
		(1,543)	428

6 其他收益及其他淨收入(續)

(b) 其他淨(虧損)/收入

7 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

7 稅前溢利

稅前溢利乃扣除以下各項後得出：

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
(a) Finance costs	(a) 財務成本		
Interest on bank loans and other borrowings wholly repayable within five years	須於五年內悉數償還的銀行貸款及其他借款的利息	46,199	24,306
Interest on finance lease	融資租賃利息	5,403	-
Interest on loans from related parties	來自關聯方的貸款的利息	458	6,270
Guarantee fees and other charges	擔保費用及其他收費	5,570	2,754
		57,630	33,330
(b) Staff costs	(b) 員工成本		
Salaries, wages and other benefits	薪金、工資及其他福利	43,305	15,239
Contributions to defined contribution retirement schemes	界定供款退休計劃的供款	3,289	2,378
Share-based payment expenses	以股份為基礎的付款開支	10,365	-
		56,959	17,617

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7 PROFIT BEFORE TAXATION (Continued)

Pursuant to the relevant labour rules and regulations in the PRC, the Group's subsidiaries in the PRC participate in defined contribution retirement benefit schemes (the "Schemes") organised by the local authorities whereby the subsidiaries are required to make contributions to the Schemes based on a percentage of the eligible employees' salaries for the year. Contributions to the Schemes vest immediately. Under the Schemes, retirement benefits of existing and retired employees are payable by the relevant scheme administrators and the Group has no further obligations beyond the annual contributions.

7 稅前溢利(續)

根據中國相關勞動規則及法規，本集團於中國的附屬公司參與由各地方機關組織的界定供款退休福利計劃(「計劃」)，據此，附屬公司於年內須按合資格僱員薪金的某百分比向計劃作出供款。計劃的供款會即時歸屬。根據計劃，相關計劃管理機構須為現有及退休僱員支付退休福利，而本集團除每年供款外，毋須承擔其他責任。

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
(c) Other items	(c) 其他項目		
Cost of inventories# (note 21(b))	存貨成本# (附註21(b))	3,817,158	2,828,880
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	27,076	20,000
Amortisation of lease prepayments	租賃預付款的攤銷	1,753	884
Amortisation of intangible assets	無形資產的攤銷	3,656	3,656
Auditor's remuneration	核數師酬金		
— Audit service	— 審核服務	2,454	1,575
— Other service	— 其他服務	428	—
Listing expenses*	上市開支*	14,658	22,313
Research and development costs	研發成本	1,623	2,751

Cost of inventories includes RMB35,766,000 (2013: RMB21,421,000) relating to staff costs, depreciation and amortisation, which amount is also included in the respective total amounts disclosed separately above or in note 7(b) for each of these types of expenses.

* The total listing expenses amounted to RMB56,888,000 (excluding underwriting commissions). Of this amount, RMB14,658,000 (2013: RMB22,313,000) was charged to the consolidated income statement for the year ended 31 December 2014. The balance of RMB19,917,000, together with the underwriting commissions were deducted from the share premium account.

存貨成本包括與員工成本、折舊及攤銷有關的人民幣35,766,000元(2013年：人民幣21,421,000元)，就該等開支每項而言，有關金額亦會計入上文或附註7(b)披露的有關總額內。

* 上市開支總額為人民幣56,888,000元(不包括包銷商佣金)。此金額中的人民幣14,658,000元(2013年：人民幣22,313,000元)於截至2014年12月31日止年度的綜合收益表中列賬。餘額的人民幣19,917,000元及包銷商佣金已於股份溢價賬中扣除。

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8 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT

(a) Taxation in the consolidated income statement represents:

8 綜合收益表內的所得稅

(a) 綜合收益表內的稅項指：

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current tax — PRC Corporate Income Tax	即期稅項 — 中國企業所得稅		
Provision for the year	年內撥備	60,660	67,650
Effect of reduction in tax rate for prior year (note (iii))	過往年度稅率下調的影響 (附註 (iii))	(10,344)	(8,030)
		50,316	59,620
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	暫時差額的產生及撥回	(885)	(128)
		49,431	59,492

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.
- (ii) No provision has been made for Hong Kong Profits Tax as the Group did not earn any assessable profit subject to Hong Kong Profits Tax during the current and prior years. The payment of dividends by Hong Kong incorporated subsidiaries are not subject to any Hong Kong withholding tax.

附註：

- (i) 根據開曼群島及英屬處女群島(「英屬處女群島」)的規則及規例，本集團毋須在開曼群島及英屬處女群島繳納任何所得稅。
- (ii) 由於本集團於有關期間並無賺取須繳納香港利得稅的任何應課稅溢利，故並無就香港利得稅作出撥備。香港註冊成立的附屬公司派付股息毋須繳納任何香港預扣稅。

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8 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (Continued)

(a) Taxation in the consolidated income statement represents: (Continued)

Notes: (Continued)

- (iii) The Company's PRC subsidiaries are subject to PRC Corporate Income Tax at the statutory rate of 25%. In 2013, the Company's subsidiaries, Jinxin and Mianyang Tongxin Copper Co., Ltd. ("Tongxin") applied for preferential income tax treatment under the Notice on Taxation Policy Issues concerning the In-depth Implementation of the Western Development Strategy (Cai Shui [2011] No. 58) ("Western Development Strategy"). In May 2013, each of the Company's subsidiaries, Jinxin and Tongxin obtained the approval from local tax authority and became entitled to a preferential income tax rate of 15% from 1 January 2012 to 31 December 2020. Tax credits of RMB8,030,000 related to the preferential tax treatment for 2012 were recognised in profit or loss for the year ended 31 December 2013.

In April 2014, the Company's subsidiaries, Sichuan Baohe Xinshiji Cable Co., Ltd. ("Baohe Xinshiji") and Mianyang Baohe Taiyue Communications Cable Co., Ltd. ("Baohe Taiyue") also obtained the approval from local tax authority and became entitled to a preferential income tax rate of 15% from 1 January 2013 to 31 December 2020 under the Western Development Strategy. Tax credits of RMB10,344,000 related to the preferential tax treatment for 2013 are recognised in profit or loss for the year ended 31 December 2014.

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

8 綜合收益表內的所得稅(續)

(a) 綜合收益表內的稅項指：(續)

附註：(續)

- (iii) 本集團的中國附屬公司須按照法定稅率25%繳納中國企業所得稅。於2013年，本公司附屬公司金鑫及錦陽銅鑫銅業有限公司(「銅鑫」)根據關於深入實施西部大開發戰略有關稅收問題的通知(財稅[2011]第58號)(「西部大開發戰略」)申請優惠所得稅待遇。於2013年5月，本公司附屬公司金鑫及銅鑫各自取得當地稅務機關批准，有權於2012年1月1日至2020年12月31日期間享有15%的優惠所得稅稅率。2012年優惠稅務待遇的相關稅務抵免人民幣8,030,000元確認為截至2013年12月31日止年度的損益。

於2014年4月，本公司附屬公司四川保和新世紀線纜有限公司(「保和新世紀」)及綿陽保和泰越通信線纜有限公司(「保和泰越」)亦取得當地稅局的批准，有權根據「西部大開發戰略」於2013年1月1日至2020年12月31日期間享有15%的優惠所得稅稅率。有關2013年優惠稅務待遇的稅務抵免額人民幣10,344,000元已於截至2014年12月31日止年度的損益中確認。

(b) 稅務開支與按適用稅率計算的會計溢利的對賬：

		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Profit before taxation	稅前溢利	297,697	305,040
Notional tax on profit before taxation, calculated at the rates applicable in the tax jurisdictions concerned	按相關稅務司法權區所用稅率計算的稅前溢利的推算稅項	61,029	65,483
Effect of non-deductible expenses	不可扣稅開支的影響	454	1,173
Effect of non-taxable income	非課稅收入的影響	(3,265)	(2,635)
Effect of reduction in tax rate	稅率下調的影響	(10,344)	(8,030)
PRC withholding tax on interest income among entities within the Group	本集團內實體之間有關利息收入的中國預扣稅	451	633
PRC withholding tax on re-investment of retained earnings to increase registered capital of a subsidiary	有關保留盈利再投資以增加一家附屬公司的註冊資本的中國預扣稅	-	2,500
Others	其他	1,106	368
Actual tax expense	實際稅務開支	49,431	59,492

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9 DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to Section 78 of Schedule 11 to the new Hong Kong Companies Ordinance (Cap. 622), with reference to section 161 of the predecessor Hong Kong Companies Ordinance (Cap. 32), is as follows:

9 董事酬金

根據香港法例第622章新香港公司條例附表11第78條及參考香港法例第32章前公司條例第161條披露的董事酬金如下：

		2014 2014年						
		Directors' fee	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contribution	Share-based payments	Total	
		董事袍金	薪金、津貼及實物利益	酌情花紅	退休計劃供款	以股份為基礎的付款 (note 9(a)) (附註9(a))	總計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Executive directors	執行董事							
Mr. Yu Jianqiu	俞建秋先生	-	2,361	825	13	3,199	3,199	
Mr. Kwong Wai Sun Wilson	鄺偉信先生	-	1,421	-	13	1,434	1,434	
Mr. Liu Hanju	劉漢玖先生	136	94	2,892	4	3,126	4,390	
Mr. Huang Weiping	黃偉萍先生	136	141	2,892	-	3,169	3,380	
Ms. Zhu Yufen	朱玉芬女士	136	83	150	-	369	1,422	
		408	4,100	6,759	30	11,297	13,825	
Independent non-executive directors	獨立非執行董事							
Mr. Lee Ting Bun Denny	李廷斌先生	136	-	-	-	136	136	
Ms. Liu Rong	劉蓉女士	136	-	-	-	136	136	
Mr. Pan Liansheng	潘連勝先生	136	-	-	-	136	136	
		408	-	-	-	408	408	
		816	4,100	6,759	30	11,705	14,233	

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9 DIRECTORS' REMUNERATION (Continued)

9 董事酬金 (續)

		2013 2013年						
		Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contribution	Share-based payments	Total		
		Directors' fee			Sub-total	Share-based payments (note 9(a))	Total	
		薪金、津貼及 實物利益	酌情花紅	退休計劃 供款	小計	以股份為 基礎的付款 (附註9(a))	總計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Executive directors	執行董事							
Mr. Yu Jianqiu	俞建秋先生	-	511	-	4	515	-	515
Mr. Kwong Wai Sun Wilson	鄺偉信先生	-	477	-	4	481	-	481
Mr. Liu Hanjiu	劉漢玖先生	-	64	-	5	69	-	69
Mr. Huang Weiping	黃偉萍先生	-	113	-	-	113	-	113
Ms. Zhu Yufen	朱玉芬女士	-	55	-	-	55	-	55
		-	1,220	-	13	1,233	-	1,233
Independent non-executive directors	獨立非執行董事							
Mr. Lee Ting Bun Denny	李廷斌先生	-	-	-	-	-	-	-
Ms. Liu Rong	劉蓉女士	-	-	-	-	-	-	-
Mr. Pan Liansheng	潘連勝先生	-	-	-	-	-	-	-
		-	-	-	-	-	-	-
		-	1,220	-	13	1,233	-	1,233

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(除另有註明者外，以人民幣列值)**9 DIRECTORS' REMUNERATION** *(Continued)*

- (a) These represent the estimated value of share options granted to the directors. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 2(q)(ii). The details of these benefits in kind, including the principal terms and number of options granted, are disclosed in note 31.
- (b) Mr. Yu Jianqiu received total remuneration of RMB1,033,000 from Gushan Environmental Energy Limited ("Gushan"), the holding company of Engen before the Corporate Reorganisation, in his capacity as principal executive officer of Gushan for the year ended 31 December 2013.
- (c) Mr. Kwong Wai Sun Wilson received total remuneration of RMB966,000 from Gushan in his capacity as president of Gushan for the year ended 31 December 2013.
- (d) In connection with the listing of the Company's shares on the Stock Exchange, Mr. Lee Ting Bun Denny, Ms. Liu Rong and Mr. Pan Liansheng have been appointed as the Company's independent non-executive directors effective from 13 August 2013.

9 董事酬金 *(續)*

- (a) 該等數額指董事獲授購股權的估計價值。該等購股權的價值乃根據附註2(q)(ii)所載本集團有關以股份為基礎的付款交易的會計政策計量。該等實物利益的詳情(包括已授出購股權的主要條款及數目)於附註31中披露。
- (b) 截至2013年12月31日止年度，俞建秋先生以彼作為古杉環境能源有限公司(「古杉」，於企業重組前為恩金的控股公司)首席行席總裁的身份，向古杉收取薪酬總額人民幣1,033,000元。
- (c) 截至2013年12月31日止年度，鄺偉信先生以彼作為古杉總裁的身份，向古杉收取薪酬總額人民幣966,000元。
- (d) 本公司股份於聯交所上市，據此，李廷斌先生、劉蓉女士及潘連勝先生於2013年8月13日獲委任為本公司獨立非執行董事。

NOTES TO THE FINANCIAL STATEMENTS

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(除另有註明者外，以人民幣列值)

10 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, four (2013: three) are directors whose emoluments are disclosed in note 9. The aggregate of the emoluments in respect of the other one (2013: two) individuals are as follows:

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries and other emoluments	薪金及其他報酬	101	514
Discretionary bonuses	酌情花紅	220	–
Share-based payments	以股份為基礎的付款	1,598	–
Retirement scheme contributions	退休計劃供款	32	8
		1,951	522

The above individuals' emoluments are within the following band:

以上人士的薪酬介乎以下範圍：

		2014	2013
		2014年	2013年
Nil to HK\$1,000,000	零至1,000,000港元	–	2
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	–

11 PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The consolidated profit attributable to the equity shareholders of the Company includes a loss of RMB44,608,000 (2013: RMB23,823,000) which has been dealt with in the financial statements of the Company.

11 本公司權益股東應佔溢利

本公司權益股東應佔綜合溢利包括虧損人民幣44,608,000元(2013年：人民幣23,823,000元)，已計入本公司財務報表。

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(除另有註明者外，以人民幣列值)

12 EARNINGS PER SHARE

(a) Basic

The calculation of basic earnings per share is based on the profit attributable to the equity shareholders of the Company of RMB248,513,000 (2013: RMB245,548,000) and the weighted average number of ordinary shares in issue during the year. For the purpose of calculating basic and diluted earnings per share, the number of ordinary shares used in the calculation reflected (i) the effects of the share sub-division of Engen in February 2013; (ii) share exchange in connection with the Corporate Reorganisation in March 2013 and (iii) the capitalisation issue which took place on 21 February 2014 in connection with the listing of the Company's shares on a retrospective basis as if the events had occurred on 1 January 2013.

12 每股盈利

(a) 基本

每股基本盈利乃根據本公司權益股東應佔溢利人民幣248,513,000元(2013年：人民幣245,548,000元)及年內已發行普通股的加權平均數目而計算。就計算每股基本及攤薄盈利而言，計算所用的普通股數目反映了(i)於2013年2月恩金股份分拆；(ii)於2013年3月之企業重組而換股以及(iii)於本公司股份於2014年2月21日上市時進行的資本化發行(按追溯基準)，有關事件猶如已於2013年1月1日時已經發生。

		2014 2014年	2013 2013年
Profit attributable to equity shareholders of the Company (RMB'000)	本公司權益股東應佔溢利 (人民幣千元)	248,513	245,548
Issued ordinary shares at the beginning of the year	年初的已發行普通股	11,238,000	10,225
Effect of share sub-division of Engen in February 2013 (note 30(c)(i))	於2013年2月拆分恩金股份的影響(附註30(c)(i))	–	1,012,275
Effect of share options exercised (note 30(c)(ii))	行使認股權的影響 (附註30(c)(ii))	–	210,926
Effect of issue of new shares under the IPO (note 30(c)(iv))	根據首次公開發售發行新股份的影響(附註30(c)(iv))	451,645,212	–
Effect of exercise of the over-allotment option (note 30(c)(iv))	行使超額配股權的影響 (附註30(c)(iv))	5,477,896	–
		468,361,108	1,233,426
Effect of share exchange in connection with the Corporate Reorganisation (note 30(c)(i))	就企業重組交換股份的影響 (附註30(c)(i))	–	9,202,500
Effect of capitalisation issue (note 30(c)(iii))	資本化發行的影響 (附註30(c)(iii))	1,562,082,000	1,450,593,714
Weighted average number of ordinary shares in issue	已發行普通股的加權平均數目	2,030,443,108	1,461,029,640
Basic earnings per share (RMB)	每股基本盈利(人民幣元)	0.12	0.17

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12 EARNINGS PER SHARE (Continued)

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. Diluted earnings per share is the same as basic earnings per share for both years as all potentially dilutive potential ordinary shares were anti-dilutive.

12 每股盈利(續)

(b) 攤薄

每股攤薄盈利按假設兌換所有潛在攤薄普通股而調整發行在外普通股之加權平均數計算。於有關兩個年度內，每股攤薄盈利等同於每股基本盈利，因為所有潛在攤薄的潛在普通股均具反攤薄作用。

13 PROPERTY, PLANT AND EQUIPMENT

The Group

13 物業、廠房及設備

本集團

		Buildings	Plant and machinery	Furniture, fittings and equipment 傢俱、裝置及設備	Motor vehicles	Construction in progress	Total
		建築物	廠房及機器	設備	汽車	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cost:	成本：						
At 1 January 2014	於2014年1月1日	174,752	135,736	4,324	4,845	115,369	435,026
Additions	添置						
— through business combinations	— 透過企業合併	—	—	—	—	79	79
— others	— 其他	21,222	31,942	670	1,012	127,590	182,436
Transfers	轉移	88,327	52,958	—	—	(141,285)	—
Disposals	處置	—	(1,109)	(5)	(548)	—	(1,662)
		284,301	219,527	4,989	5,309	101,753	615,879
At 31 December 2014	於2014年12月31日						
Accumulated depreciation:	累計折舊：						
At 1 January 2014	於2014年1月1日	11,553	15,441	763	2,563	—	30,320
Charge for the year	年內扣除	9,358	15,898	798	1,022	—	27,076
Written back on disposals	處置時撥回	—	(373)	(1)	(451)	—	(825)
		20,911	30,966	1,560	3,134	—	56,571
At 31 December 2014	於2014年12月31日						
Net book value:	賬面淨值：						
At 31 December 2014	於2014年12月31日	263,390	188,561	3,429	2,175	101,753	559,308

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財務報表附註

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13 PROPERTY, PLANT AND EQUIPMENT (Continued) 13 物業、廠房及設備(續)
The Group (Continued) 本集團(續)

		Buildings	Plant and machinery	Furniture, fittings and equipment 傢俱、裝置及設備	Motor vehicles	Construction in progress	Total
		建築物	廠房及機器	設備	汽車	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cost:	成本：						
At 1 January 2013	於2013年1月1日	53,188	67,199	951	4,670	162,030	288,038
Additions	添置						
— through business combinations	— 透過企業合併	—	—	—	—	—	—
— others	— 其他	6,608	8,179	3,450	296	139,587	158,120
Transfers	轉移	114,956	71,292	—	—	(186,248)	—
Net decrease arising from sales and leaseback transaction	出售及售後租回產生之減少	—	(9,338)	—	—	—	(9,338)
Disposals	處置	—	(1,596)	(77)	(121)	—	(1,794)
At 31 December 2013	於2013年12月31日	174,752	135,736	4,324	4,845	115,369	435,026
Accumulated depreciation:	累計折舊：						
At 1 January 2013	於2013年1月1日	4,302	8,887	427	1,573	—	15,189
Charge for the year	年內扣除	7,251	11,320	394	1,035	—	20,000
Written back on sales and leaseback transaction	就出售及售後租回交易撥回	—	(4,294)	—	—	—	(4,294)
Written back on disposals	處置時撥回	—	(472)	(58)	(45)	—	(575)
At 31 December 2013	於2013年12月31日	11,553	15,441	763	2,563	—	30,320
Net book value:	賬面淨值：						
At 31 December 2013	於2013年12月31日	163,199	120,295	3,561	2,282	115,369	404,706

(a) All of the Group's property, plant and equipment are located in the PRC. At 31 December 2014, property, plant and equipment with net book value of RMB176,328,000 (2013: RMB127,688,000) were pledged for certain banking facilities granted to the Group (see note 28(b)).

(a) 本集團的所有物業、廠房及設備均位於中國。於2014年12月31日，賬面淨值為人民幣176,328,000元(2013年：人民幣127,688,000元)的物業、廠房及設備已就授予本集團的若干銀行信貸作出抵押(見附註28(b))。

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13 PROPERTY, PLANT AND EQUIPMENT (Continued)

(b) At 31 December 2014, the Group has yet to obtain property ownership certificates for certain buildings with an aggregate net book value of RMB134,406,000 (2013: RMB28,469,000). The amount of RMB134,406,000 (2013: RMB28,469,000) as at 31 December 2014 mainly represented Jinxin's and Baohe Xinshiji's buildings with net book values of RMB25,869,000 (2013: RMB27,743,000) and RMB97,451,000 (2013: RMB Nil) respectively. The directors of the Company are of the opinion that the Group owned the beneficial title to these buildings as at 31 December 2014 and 2013.

13 物業、廠房及設備(續)

(b) 2014年12月31日，本集團尚未就賬面淨值總額人民幣134,406,000元(2013年：人民幣28,469,000元)的若干建築物取得房產證。於2014年12月31日的金額人民幣134,406,000元(2013年：人民幣28,469,000元)主要指金鑫及保和新世紀的建築物的賬面淨值分別為人民幣25,869,000元(2013年：人民幣27,743,000元)及人民幣97,451,000元(2013年：人民幣零元)。本公司董事認為本集團於2014年及2013年12月31日擁有該等建築物的實益業權。

14 LEASE PREPAYMENTS

14 租賃預付款

		The Group 本集團	
		2014 2014年	2013 2013年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Cost:	成本：		
At 1 January	於1月1日	88,631	9,708
Additions	添置	–	78,923
At 31 December	於12月31日	88,631	88,631
Accumulated amortisation:	累計攤銷：		
At 1 January	於1月1日	1,260	376
Charge for the year	年內扣除	1,753	884
At 31 December	於12月31日	3,013	1,260
Net book value:	賬面淨值：		
At 31 December	於12月31日	85,618	87,371

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14 LEASE PREPAYMENTS (Continued)

The lease prepayments represent costs of the land use rights in respect of land located in the PRC, on which the Group built its production premises and buildings. The land use rights expire in 2056 to 2063.

At 31 December 2014, land use rights with an aggregate carrying amount of RMB38,269,000 (2013: RMB35,071,000) were pledged for certain banking facilities granted to the Group (see note 28(b)).

14 租賃預付款(續)

租賃預付款指有關位於中國的土地(本集團在有關土地上興建生產基地及建築物)的土地使用權成本。土地使用權於2056年至2063年間到期。

於2014年12月31日，賬面值合共為人民幣38,269,000元(2013年：人民幣35,071,000元)的土地使用權已就授予本集團的若干銀行信貸作出抵押(見附註28(b))。

15 INVESTMENTS IN SUBSIDIARIES

15 於附屬公司的投資

		The Company 本公司	
		2014 2014年	2013 2013年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Unlisted shares, at cost	非上市股份，按成本	298,322	298,322

At 31 December 2014, the Company had direct or indirect interests in the following subsidiaries, all of which are private companies:

於2014年12月31日，本公司於下列附屬公司擁有直接或間接權益，該等附屬公司均為私人公司：

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/成立地點	Particulars of issued and paid-up capital 已發行及實收資本詳情	Attributable equity interest held by the Company 應佔本公司所持股權		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Engen Investments Limited 恩金投資有限公司	The British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	United States dollars ("US\$") 10,225 10,225美元	100%	–	Investment holding 投資控股
True Excel Holdings Limited 京盛控股有限公司	Hong Kong 香港	1 ordinary share 1股普通股	–	100%	Investment holding 投資控股
Alpha Legend Holdings Limited 盛際控股有限公司	Hong Kong 香港	1 ordinary share 1股普通股	–	100%	Investment holding 投資控股

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15 INVESTMENTS IN SUBSIDIARIES (Continued)

15 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/成立地點	Particulars of issued and paid-up capital 已發行及實收資本詳情	Attributable equity interest held by the Company 應佔本公司所持股權		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Alpha Business Investments Limited 得揚投資有限公司	Hong Kong 香港	1 ordinary share 1股普通股	-	100%	Investment holding 投資控股
Alpha Universe Group Limited 勝誠集團有限公司	Hong Kong 香港	1 ordinary share 1股普通股	-	100%	Inactive 暫無業務
Deda Holdings Limited 德達控股有限公司	BVI 英屬處女群島	HK\$1 1港元	-	100%	Inactive 暫無業務
Mianyang Jinxin Copper Co., Ltd.* 綿陽金鑫銅業有限公司	The PRC 中國	Renminbi ("RMB") 100,000,000 人民幣(「人民幣」) 100,000,000元	-	100%	Recycling of scrap copper for the manufacturing of recycled copper products 回收生產再生銅產品所用的廢銅
Hunan Yinlian Xiangbei Copper Co., Ltd. ("Xiangbei")* 湖南銀聯湘北銅業有限公司 (「湘北」)	The PRC 中國	RMB80,000,000 人民幣 80,000,000元	-	100%	Processing of scrap copper and electrolytic copper for the manufacturing of copper related products 加工生產銅相關產品所用的廢銅及電解銅
Mianyang Tongxin Copper Co., Ltd.* 綿陽銅鑫銅業有限公司	The PRC 中國	RMB50,000,000 人民幣 50,000,000元	-	100%	Recycling of scrap copper for the manufacturing of recycled copper products 回收生產再生銅產品所用的廢銅
Sichuan Baohe Xinshiji Cable Co., Ltd.* 四川保和新世紀線纜有限公司	The PRC 中國	RMB150,000,000 人民幣 150,000,000元	-	100%	Manufacture and sale of power transmission and distribution cables 生產及銷售送配電纜

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15 INVESTMENTS IN SUBSIDIARIES (Continued)

15 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/成立地點	Particulars of issued and paid-up capital 已發行及實收資本詳情	Attributable equity interest held by the Company 應佔本公司所持股權		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Mianyang Baohe Taiyue Communications Cable Co., Ltd.*	The PRC	RMB80,000,000	–	100%	Manufacturing and sale of communication cables
綿陽保和泰越通信線纜有限公司	中國	人民幣 80,000,000元			生產及銷售通信電纜
Mianyang Jin Xunhuan Metal Materials Co., Ltd. ("Jin Xunhuan") *	The PRC	RMB30,000,000	–	65%	Manufacturing and sale of anodic copper and trading of electrolytic copper (not yet commenced operations)
綿陽金循環金屬材料有限公司 (「金循環」)	中國	人民幣 30,000,000元			生產和銷售陽極銅和買賣電解銅 (尚未展開業務)

* The English translation of the name is for reference only. The official names of these companies are in Chinese.

* 英文本的英譯名稱僅供參考。該等公司的官方名稱以中文為準。

NOTES TO THE FINANCIAL STATEMENTS**財務報表附註**(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)**16 INTANGIBLE ASSETS**
Customer relationships**16 無形資產**
客戶關係

		The Group	
		本集團	
		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cost:	成本：		
At 1 January and 31 December	於1月1日及12月31日	10,968	10,968
Accumulated amortisation:	累計攤銷：		
At 1 January	於1月1日	3,656	-
Charge for the year	年內扣除	3,656	3,656
At 31 December	於12月31日	7,312	3,656
Net book value:	賬面淨值：		
At 31 December	於12月31日	3,656	7,312

Intangible assets represent customer relationships acquired by the Group in connection with the acquisitions of Baohe Xinshiji and Baohe Taiyue completed on 31 December 2012. The amortisation charge for the year is included in "administrative expenses" in the consolidated income statement.

無形資產指本集團就收購保和新世紀及保和泰越(於2012年12月31日完成)所獲得的客戶關係。年內的攤銷支出計入綜合收益表內的「行政開支」。

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17 GOODWILL

17 商譽

		The Group 本集團	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Cost and carrying amounts:	成本與賬面值：		
At 1 January and 31 December	於1月1日及12月31日	39,308	39,308

Impairment tests for cash-generating units containing goodwill

Goodwill is allocated to the Group's cash-generating units (CGUs) as follows:

包含商譽的現金產生單位的減值測試

商譽乃分配予本集團下列的現金產生單位：

		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Jinxin	金鑫	16,081	16,081
Xiangbei	湘北	22,766	22,766
Baohe Xinshiji	保和新世紀	213	213
Baohe Taiyue	保和泰越	248	248
		39,308	39,308

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(除另有註明者外，以人民幣列值)

17 GOODWILL (Continued)

The recoverable amount of the CGUs is determined based on value in use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using a zero growth rate. The growth rates do not exceed the long-term average growth rates for the business in which the CGU operates. The cash flows are discounted using pre-tax discount rates of 15% (2013: 15%) at 31 December 2014. Key assumptions used for the value in use calculations are the gross margins, growth rates and the availability of VAT refunds. Management determined the budgeted gross margins and growth rates based on past performance and its expectation for market development. When preparing the financial budgets, management assumed that there would be no changes to the existing government policies in respect of the VAT refunds in connection with the employment of disabled staff and under the Policies for Products Generated from Comprehensive Utilisation of Resources (see note 6(a)). No other government grants are assumed to be received in the value in use calculations.

The recoverable amount of the CGUs based on the value-in-use calculations is higher than its carrying amount as at 31 December 2014 and 2013. Accordingly, no impairment loss on goodwill has been recognised in the consolidated income statement.

17 商譽(續)

現金產生單位的可收回金額是基於使用價值計算模式釐定。該等計算模式使用已被管理層核准的五年期財務預算中的現金流量預算。超過五年期之現金流量乃使用零增長率推算。增長率不超過現金產生單位經營所在業務的長期平均增長率。於2014年12月31日，現金流量乃使用為15% (2013年：15%) 的稅前貼現率貼現。使用價值計算模式的主要假設為毛利率及增長率以及增值稅退稅的可行性。管理層按照過往表現及其對市場發展的預期釐定預算毛利率和增長率。當編製財務預算時，管理層假設與聘用殘疾員工有關的以及資源綜合利用產生產品政策(見附註6(a))下的增值稅退稅的現有政府政策概無變動。假設不會以使用價值計算模式收取任何其他政府補助。

於2014年及2013年12月31日，按照使用價值計算模式得出的現金產生單位的可收回金額高於其賬面值。故此，概無在綜合收益表內確認商譽的減值虧損。

NOTES TO THE FINANCIAL STATEMENTS

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18 PLEDGED DEPOSITS

18 已抵押存款

		The Group 本集團	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Deposits with guarantee companies	於擔保公司的存款	7,500	2,500
Deposits with banks	於銀行的存款	13,022	26,711
Deposits with lessors of finance leases	於融資租賃公司的存款	5,320	4,800
Deposits with securities broker	於證券經紀的存款	10,663	–
Deposit with other company	於其他公司的存款	19,600	–
		56,105	34,011
Represented by:		即：	
Current	即期	43,285	27,711
Non-current	非即期	12,820	6,300
		56,105	34,011

Pledged deposits were placed with guarantee companies for the purpose of obtaining bank loans of RMB40,000,000 (2013: RMB20,000,000), which were guaranteed by the guarantee companies.

Pledged deposits with banks were mainly placed as security for bills payable of the Group (see note 26(b)).

Pledged deposit of RMB5,320,000 (2013: RMB4,800,000) was placed as security for the obligations under finance leases as at 31 December 2014.

Pledged deposits with securities broker were pledged as deposits for outstanding copper futures contracts as at 31 December 2014.

Pledged deposit of RMB19,600,000 was paid to a third party for the purpose of obtaining bank loans of RMB70,000,000, which were secured by the property, plant and equipment of that third party.

就取得銀行貸款人民幣40,000,000元(2013年：人民幣20,000,000元)而於擔保公司存放已抵押存款，有關銀行貸款由擔保公司擔保。

於銀行的已抵押存款主要為就本集團的應付票據存放作抵押品(見附註26(b))。

於2014年12月31日，人民幣5,320,000元(2013年：人民幣4,800,000元)的已抵押存款已就融資租賃下的責任存放作抵押品。

於2014年12月31日，於證券經紀的已抵押存款已就未到期的銅期貨合約抵押作保證金。

人民幣19,600,000元的已抵押存款已支付予第三方，以取得銀行貸款人民幣70,000,000元，其由該名第三方的物業、廠房及設備作抵押。

NOTES TO THE FINANCIAL STATEMENTS**財務報表附註**(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)**19 OTHER NON-CURRENT ASSETS****19 其他非流動資產**

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Prepayments for property, plant and equipment and land use rights	物業、廠房及設備和土地使用權的預付款	31,178	48,834
Deferred differences arising from a sales and leaseback transaction (Note)	售後租回交易產生的遞延差額(附註)	2,956	4,000
		34,134	52,834

Note: Deferred differences arising from a sales and leaseback transaction represent the deficit of sale proceeds over the net book value of the assets disposed of under the sales and leaseback transaction which resulted in a finance lease. The differences are deferred and amortised as adjustments to the depreciation of the assets over their estimated useful lives.

附註：售後租回交易產生的遞延差額為由於融資租賃的售後租回交易導致其出售資產的所得款項低於其賬面淨值所產生的差異。上述差額作為對資產折舊的調整在資產的預計可使用年內予以遞延及攤銷。

20 INCOME TAX IN THE CONSOLIDATED BALANCE SHEET**20 綜合資產負債表內的所得稅****(a) Current taxation in the consolidated balance sheet represents:****(a) 綜合資產負債表內的即期稅項指：**

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January	於1月1日	28,317	23,863
Provision for PRC Corporate Income Tax for the year	年內中國企業所得稅撥備	60,660	67,650
Reduction in tax rate for prior year	過往年度的稅率下調	(10,344)	(8,030)
PRC Corporate Income Tax paid	已付中國企業所得稅	(58,645)	(55,166)
At 31 December	於12月31日	19,988	28,317

NOTES TO THE FINANCIAL STATEMENTS

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(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)20 INCOME TAX IN THE CONSOLIDATED
BALANCE SHEET (Continued)

(b) Deferred tax (assets)/liabilities recognised

The components of deferred tax (assets)/liabilities recognised in the consolidated balance sheet and the movements during the year are as follows:

20 綜合資產負債表內的所得稅(續)

(b) 已確認遞延稅項(資產)/負債

於綜合資產負債表中確認的遞延稅項(資產)/負債的組成部分及於年內的變動如下：

		Depreciation/ amortisation allowances in excess of the related depreciation/ amortisation 超出有關 折舊額/ 攤銷額的 折舊/ 攤銷撥備 RMB'000 人民幣千元	Provisions and accruals 撥備及 應計費用 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2013	於2013年1月1日	2,468	(756)	1,712
Credited to profit or loss	計入損益	(72)	(56)	(128)
At 31 December 2013	於2013年12月31日	2,396	(812)	1,584
At 1 January 2014	於2014年1月1日	2,396	(812)	1,584
Charged/(credited) to profit or loss	扣除/(計入)損益	512	(1,397)	(885)
At 31 December 2014	於2014年12月31日	2,908	(2,209)	699

	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
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Reconciliation to the consolidated balance sheet: 綜合資產負債表調整：

Net deferred tax assets recognised in the balance sheet	於資產負債表確認的 淨遞延稅項資產	(774)	(145)
Net deferred tax liabilities recognised in the balance sheet	於資產負債表確認的 淨遞延稅項負債	1,473	1,729
		699	1,584

NOTES TO THE FINANCIAL STATEMENTS**財務報表附註**

(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

20 INCOME TAX IN THE CONSOLIDATED BALANCE SHEET (Continued)**(c) Deferred tax liabilities not recognised**

At 31 December 2014, temporary differences relating to the undistributed profits of the Group's PRC subsidiaries amounted to RMB688,008,000 (2013: RMB419,654,000). No deferred tax liabilities in respect of these undistributed profits have been recognised as the Company controls the dividend policy of these subsidiaries and it has been determined that these profits will not be distributed in the foreseeable future.

21 INVENTORIES**(a) Inventories in the consolidated balance sheet comprise:**

		The Group 本集團	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Raw materials	原材料	239,450	64,201
Work in progress	在製品	32,146	13,597
Finished goods	製成品	75,292	24,256
Goods in transit	付運中之貨品	114,811	38,106
		461,699	140,160

At 31 December 2014, inventories of RMB57,011,000 (2013: RMB78,612,000) were pledged for banking facilities granted to the Group (see note 28(b)).

於2014年12月31日，金額為人民幣57,011,000元(2013年：人民幣78,612,000元)的存貨已就授予本集團的銀行信貸(見附註28(b))作出抵押。

20 綜合資產負債表內的所得稅(續)**(c) 未確認的遞延稅項負債**

於2014年12月31日，與本集團的中國附屬公司的未分配溢利有關的臨時差額為人民幣688,008,000元(2013年：人民幣419,654,000元)。概無就該等未分配溢利確認遞延稅項負債，原因是本公司控制該等附屬公司的股息政策，而且本公司董事決定該等溢利將不會在可預見的未來分派。

21 存貨**(a) 綜合資產負債表內的存貨包括：**

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(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

21 INVENTORIES (Continued)

(b) The analysis of the amount of inventories recognised as an expense and included in the consolidated income statement is as follows:

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Carrying amount of inventories sold	已售存貨的賬面值	3,812,215	2,828,880
Write down of inventories	撇減存貨	4,943	—
		3,817,158	2,828,880

21 存貨(續)

(b) 確認為開支並計入綜合收益表的存貨金額分析如下：

22 TRADE AND OTHER RECEIVABLES

		The Group		The Company	
		本集團		本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade debtors and bills receivable	貿易賬款及應收票據	747,122	677,102	—	—
Advance payments to suppliers	墊付供應商款項	141,993	74,755	—	—
Government grants receivable	應收政府補助	108,540	85,953	—	—
Other deposits, prepayments and receivables	其他按金、預付款及應收款項	24,174	10,856	228	—
		1,021,829	848,666	228	—

22 貿易及其他應收款項

All of the trade and other receivables are expected to be recovered or recognised as expense within one year.

所有貿易及其他應收款項預期於一年內收回或確認為開支。

(a) At 31 December 2014, government grants receivable of RMB35,015,000 (2013: RMB12,766,000) was pledged for certain banking facilities granted to the Group (see note 28(b)).

(a) 於2014年12月31日，金額為人民幣35,015,000元(2013年：人民幣12,766,000元)的應收政府補助已就授予本集團的若干銀行信貸作出抵押(見附註28(b))。

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財務報表附註

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(除另有註明者外，以人民幣列值)

22 TRADE AND OTHER RECEIVABLES (Continued)

- (b) Trade debtors and bills receivable included amounts due from related parties as follows:

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Guangzhou Taiyue Communications Cable Co., Ltd. ("Guangzhou Taiyue")	廣州市泰越通信線纜有限公司 (「廣州泰越」)	8,104	5,958
Sichuan Xinshiji Cable Co., Ltd. ("Sichuan Xinshiji")	四川新世紀線纜有限公司 (「四川新世紀」)	–	35,736
		8,104	41,694

(c) Ageing analysis

At the balance sheet date, the ageing analysis of trade debtors and bills receivable, based on transaction date is, as follows:

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 30 days	30天內	296,703	312,971
31 to 60 days	31至60天	161,238	270,981
61 to 180 days	61至180天	201,761	91,871
Over 180 days	超過180天	87,420	1,279
		747,122	677,102

Trade debtors and bills receivable are normally due within 90 days from the date of transaction. Further details of the Group's credit policy are set out in note 34(a).

22 貿易及其他應收款項(續)

- (b) 貿易賬款及應收票據包括應收關聯方款項如下：

(c) 賬齡分析

於結算日，貿易賬款及應收票據的賬齡分析(以交易日期為基準)如下：

貿易賬款及應收票據一般於交易日期起計90天內到期。本集團的信貸政策的進一步詳情載於附註34(a)。

NOTES TO THE FINANCIAL STATEMENTS

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22 TRADE AND OTHER RECEIVABLES (Continued)

(d) Trade debtors and bills receivable that are not impaired

The ageing analysis of trade debtors and bills receivable that are neither individually nor collectively considered to be impaired are as follows:

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current	即期	208,479	236,153
Less than 30 days past due	逾期少於30天	220,081	262,744
31 to 60 days past due	逾期31至60天	91,202	164,050
61 to 180 days past due	逾期61至180天	200,522	14,006
Over 180 days past due	逾期超過180天	26,838	149
Amounts past due	逾期款項	538,643	440,949
		747,122	677,102

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances. No impairment loss on trade debtors and bills receivable was made during the current and prior years.

22 貿易及其他應收款項(續)

(d) 並無減值的貿易賬款及應收票據

未被個別或共同視為減值的貿易賬款及應收票據的賬齡分析如下：

未逾期及未減值的應收款項與近期並無拖欠記錄的大量客戶有關。

已逾期但尚未減值的應收款項與在本集團保持良好過往記錄的若干獨立客戶有關。根據過往經驗，管理層認為毋須就該等結餘作出減值撥備，因為信貸質素並無出現重大變化，而有關結餘仍被視為可全數收回。本集團並無就該等結餘持有任何抵押品。概無於本年度及過往年度確認任何貿易賬款及應收票據的減值虧損。

NOTES TO THE FINANCIAL STATEMENTS

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23 AMOUNTS DUE FROM/TO RELATED PARTIES

(a) Amounts due from/to related parties

The amounts due from/to related parties are unsecured, interest free and repayable on demand at 31 December 2013.

The amounts due from/to related parties were settled after the successful listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited on 21 February 2014.

The amounts due from subsidiaries are unsecured, interest-free and repayable on demand.

(b) Amount due to a director

The amount due to a director is unsecured, interest-free and repayable on demand.

24 LOANS FROM RELATED PARTIES

23 應收／應付關聯方款項

(a) 應收／應付關聯方款項

於2013年12月31日，應收／應付關聯方款項為無抵押、不計息及須按要償還。

於2014年2月21日，本公司股份在香港聯合交易所有限公司主板成功上市後，應收／應付關聯方款項已經結付。

應收附屬公司的款項均為無抵押、免息及須按要償還。

(b) 應付一位董事的款項

應付一位董事的款項為無抵押、免息及須按要償還。

24 來自關聯方的貸款

			2014	2013
		Note	2014年	2013年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Loans from Gushan	來自古杉的貸款	(i)	–	79,515
Loan from Silver Harvest Holdings Limited	來自豐銀控股有限公司的貸款	(ii)	–	5,433
			–	84,948

Notes:

- (i) At 31 December 2013, the loans from Gushan are unsecured, interest bearing at 6.56% per annum and repayable within one year. The loan was repaid in 2014.
- (ii) Silver Harvest Holdings Limited ("Silver Harvest") is controlled by Mr. Liu Hanjiu, a key management personnel of the Company. At 31 December 2013, the loan from Silver Harvest is unsecured, interest bearing at 6.06% per annum and repayable within one year. The loan was repaid in 2014.

附註：

- (i) 來自古杉的貸款為無抵押，於2013年12月31日按年利率6.56%（計息，以及須於一年內償還。該貸款已於2014年償還。
- (ii) 豐銀控股有限公司（「豐銀」）由本公司主要管理人員劉漢玖先生控制。來自豐銀的貸款為無抵押，於2013年12月31日按年利率6.06%計息，以及須於一年內償還。該貸款已於2014年償還。

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25 CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents in the consolidated balance sheet and consolidated cash flow statement represent:

25 現金及現金等值項目

(a) 綜合資產負債表及綜合現金流量表內的現金及現金等值項目指：

		The Group 本集團		The Company 本公司	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Deposits with banks	於銀行的存款	68,000	-	-	-
Cash at bank and in hand	銀行存款及手頭現金	77,765	78,615	16,577	453
Cash and cash equivalents	現金及現金等值項目	145,765	78,615	16,577	453

At 31 December 2014, cash and cash equivalents of the Group in the amount of RMB127,479,000 (2013: RMB77,887,000) are denominated in RMB and are deposited in banks in the PRC. RMB is not a freely convertible currency and the remittance of funds out of the PRC is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

於2014年12月31日，本集團金額為人民幣127,479,000元(2013年：人民幣77,887,000元)的現金及現金等值項目乃以人民幣計值，並存放在中國的銀行。人民幣乃不可自由兌換的貨幣，資金匯出中國須受中國政府頒佈的相關外匯管制規則及規例所規限。

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25 CASH AND CASH EQUIVALENTS (Continued)

(b) Reconciliation of profit before taxation to cash generated from operations:

25 現金及現金等值項目 (續)

(b) 稅前溢利與營運所得現金的對賬：

			2014	2013
		Note	2014 年	2013 年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Profit before taxation	稅前溢利		297,697	305,040
Adjustments for:	經以下項目調整：			
Finance costs	財務成本	7(a)	57,630	33,330
Share-based compensation	以股份為基礎的補償	7(b)	10,365	–
Depreciation	折舊	7(c)	27,076	20,000
Deferred expense	延遲開支		1,044	–
Amortisation of lease prepayments	租賃預付款的攤銷	7(c)	1,753	884
Amortisation of intangible assets	無形資產的攤銷	7(c)	3,656	3,656
Interest income	利息收入	6(a)	(1,150)	(1,647)
Loss on disposal of property, plant and equipment	處置物業、廠房及設備的虧損	6(b)	690	1,184
Exchange differences	匯兌差異		4,528	1,510
Write down of inventories	存貨撇減		4,943	–
Changes in working capital:	營運資金變動：			
Increase in inventories	存貨增加		(326,482)	(26,436)
Increase in trade and other receivables	貿易及其他應收款項增加		(173,142)	(382,550)
(Decrease)/increase in trade and other payables	貿易及其他應付款項 (減少)/增加		(32,472)	140,878
Cash (used in)/generated from operations	營運(所用)/所得現金		(123,864)	95,849

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26 TRADE AND OTHER PAYABLES

26 貿易及其他應付款項

		The Group 本集團		The Company 本公司	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Trade payables	貿易應付款項	10,494	166,706	-	-
Bills payable	應付票據	25,800	26,400	-	-
Receipts in advance	預收款項	23,025	22,758	-	-
Accrued expenses and other payables	其他應付款項及應計費用	279,897	204,807	6,532	3,907
		339,216	420,671	6,532	3,907

All of the trade and other payables are expected to be settled or recognised as income within one year or repayable on demand.

所有貿易及其他應付款項預期於一年內支付或確認為收入，或須按要求償還。

(a) Trade payables included amount due to a related party as follows:

(a) 貿易應付款項包括以下應付關聯方的款項：

		The Group 本集團	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Sichuan Xinshiji	四川新世紀	2,517	-

Sichuan Xinshiji is a private company which is 19.5% owned by Mr. Chen Hai, a key management personnel and a beneficial minority shareholder of the Company who has de facto control of the board of directors of Sichuan Xinshiji.

四川新世紀為本公司主要管理人員及實益少數股東陳海先生擁有19.5%權益的私營公司，彼對四川新世紀的董事會擁有實質控制權。

(b) Bills payable are normally issued with a maturity of not more than six months.

(b) 應付票據的到期日一般不會超過六個月。

At 31 December 2014, bills payable were secured by pledged deposits of RMB12,900,000 (2013: RMB26,606,000) placed with banks (see note 28).

於2014年12月31日，應付票據由存於銀行的已抵押存款人民幣12,900,000元(2013年：人民幣26,606,000元)作擔保(見附註28)。

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26 TRADE AND OTHER PAYABLES (Continued)

(c) At the balance sheet date, the ageing analysis of the trade and bills payable, based on transaction date, is as follows:

		The Group 本集團	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Within 30 days	30天內	4,386	102,572
31 to 60 days	31至60天	1,280	35,395
61 to 180 days	61至180天	27,615	33,739
Over 180 days	超過180天	3,013	21,400
		36,294	193,106

(d) An analysis of accrued expenses and other payables is analysed as follows:

		The Group 本集團		The Company 本公司	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Salaries, wages, bonus and other accrued benefits	薪金、工資、花紅及其他應計福利	5,300	3,977	3,870	8
Payables for the purchase of property, plant and equipment and intangible assets	購買物業、廠房及設備和無形資產的應付款項	41,513	78,331	-	-
Payables for land use rights	土地使用權應付款項	-	11,595	-	-
VAT payable	應付增值稅	163,342	63,138	-	-
Unearned government grants	預收的政府補助	21,460	19,860	-	-
Derivative financial instruments	衍生金融工具	525	-	-	-
Other taxes payable	其他應付稅項	24,846	18,414	-	-
Others	其他	22,911	9,492	2,662	3,899
		279,897	204,807	6,532	3,907

At 31 December 2013, payables for land use rights of RMB11,595,000 were repayable to Baohe Fushan within one year.

於2014年12月31日，土地使用權的應付款項人民幣11,595,000元須於一年內償還予保和富山。

26 貿易及其他應付款項(續)

(c) 於結算日，貿易及其他應付款項的賬齡分析(以交易日期為基準)如下：

(d) 應計開支及其他應付款項的分析如下：

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27 OBLIGATIONS UNDER FINANCE LEASES

At 31 December 2014, the Group had obligations under finance leases repayable as follows:

27 融資租賃下的責任

於2014年12月31日，本集團擁有以下應償還融資租賃下的責任：

		The Group 本集團			
		2014 2014年		2013 2013年	
		Present value of the minimum lease payments 最低租賃 款項的現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃 款項總額 RMB'000 人民幣千元	Present value of the minimum lease payments 最低租賃 款項的現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃 款項總額 RMB'000 人民幣千元
Within 1 year	1年內	16,471	17,676	12,000	15,187
After 1 year but within 2 years	1年後但2年內	14,309	15,986	12,000	15,398
After 2 years but within 5 years	2年後但5年內	21,718	26,635	36,000	40,222
		36,027	42,621	48,000	55,620
		52,498	60,297	60,000	70,807
Less: total future interest expenses	減：未來利息開支總額		(7,799)		(10,807)
Present value of finance lease obligations	融資租賃責任的現值		52,498		60,000

On 27 December 2013, the Group entered into an agreement with a leasing company to sell certain of the Group's plant and equipment to the leasing company at RMB60,000,000 and leaseback the plant and equipment for a five year period. The Group has the option to purchase the plant and equipment at a nominal price of RMB10,000 at the end of the lease period.

於2013年12月27日，本集團與一間租賃公司簽訂一份為期五年的售後租回協議，以人民幣60,000,000元向該租賃公司出售本集團若干廠房及設備後再租回該等廠房及設備。於租賃期末，本集團有權選擇以名義價人民幣10,000元購買該等廠房及設備。

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(除另有註明者外，以人民幣列值)

27 OBLIGATIONS UNDER FINANCE LEASES

(Continued)

On 23 January 2014 and 27 February 2014, the Group entered into agreements with a leasing company to sell certain of Group's plant and equipment to the leasing company at a total of RMB5,500,000 and leaseback the plant and equipment for a three year period. The Group has the option to purchase the plant and equipment at a nominal price of nil at the end of the leasing period.

At 31 December 2014, the net book value of plant and equipment under finance leases included in property, plant and equipment amounted to RMB61,655,000 (2013: RMB60,000,000).

27 融資租賃下的責任(續)

於2014年1月23日及2014年2月27日，本集團與一間租賃公司簽訂為期三年的售後租回協議，以合共人民幣5,500,000元向該租賃公司出售本集團若干廠房及設備後再租回該等廠房及設備。於租賃期末，本集團有權選擇以零名義價購買該等廠房及設備。

於2014年12月31日，根據融資租賃持有的物業、廠房及設備賬面淨值包括人民幣61,655,000元(2013年：人民幣60,000,000元)的物業、廠房及設備。

28 BANK LOANS AND OTHER BORROWINGS

(a) At 31 December 2014, the analysis of the carrying amount of borrowings is as follows:

28 銀行貸款及其他借款

(a) 於2014年12月31日，借款的賬面值分析如下：

		The Group 本集團	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Bank loans	銀行貸款		
— secured	— 已擔保	313,970	207,380
— unsecured	— 無擔保	20,000	60,000
		333,970	267,380
Entrusted loans	委託貸款		
— secured	— 已擔保	300,000	—
— unsecured	— 無擔保	56,700	90,500
		356,700	90,500
Other borrowings	其他借款		
— unsecured	— 無擔保	—	66,494
		690,670	424,374
Represented by:	即：		
Current	即期	390,670	304,374
Non-current	非即期	300,000	120,000
		690,670	424,374

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28 BANK LOANS AND OTHER BORROWINGS

(Continued)

(b) The amounts of banking facilities and the utilisation at 31 December 2014 are set out as follows:

28 銀行貸款及其他借款(續)

(b) 於2014年12月31日的銀行信貸額及使用情況載於下文：

		The Group 本集團	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Banking facilities available	可用銀行信貸額		
— secured	— 已擔保	351,270	253,780
— unsecured	— 無擔保	20,000	60,000
		371,270	313,780
Amounts utilised	已動用款項		
— bills payable	— 應付票據	25,800	26,400
— bank loans	— 銀行貸款	333,970	267,380
		359,770	293,780

There are cross default provisions in certain banking facilities, the default on a loan by the Group would then cause a default on other loans which have cross default provisions.

若干銀行信貸額附有交叉違約條文，本集團違反一項貸款將會繼而違反附有交叉違約條文的其他貸款。

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28 BANK LOANS AND OTHER BORROWINGS

(Continued)

(b) The amounts of banking facilities and the utilisation at 31 December 2014 are set out as follows: (Continued)

The banking facilities were secured by the following assets:

		The Group 本集團	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Property, plant and equipment (note 13(a))	物業、廠房及設備(附註13(a))	176,328	127,688
Lease prepayments (note 14)	租賃預付款(附註14)	38,269	35,071
Inventories (note 21)	存貨(附註21)	57,011	78,612
Government grants receivable (note 22)	應收政府補助(附註22)	35,015	12,766
Pledged deposits (note 18)	已抵押存款(附註18)	40,000	29,106
Bills receivables	應收票據	4,000	–
		350,623	283,243

(c) At the balance sheet date, bank loans were repayable as follows:

		The Group 本集團	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
With 1 year or on demand	1年內或按要求	333,970	257,380
After 1 year but within 2 years	1年後但2年內	–	10,000
		333,970	267,380

At 31 December 2013, bank loans of RMB40,000,000 were secured by the lease prepayments and property, plant and equipment of Sichuan Gushan Vegetable Fat Chemistry Co., Ltd., a private company controlled by Mr. Yu Jianqiu. The loans were repaid during 2014.

於2013年12月31日，金額為人民幣40,000,000元的銀行貸款由俞建秋先生控制的私人公司四川古杉油脂化學有限公司的租賃預付款和物業、廠房及設備抵押。貸款已於2014年償還。

28 銀行貸款及其他借款(續)

(b) 於2014年12月31日的銀行信貸額及使用情況載於下文：(續)

已抵押銀行融資額由以下資產抵押：

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(除另有註明者外，以人民幣列值)**28 BANK LOANS AND OTHER BORROWINGS***(Continued)***(c) At the balance sheet date, bank loans were repayable as follows : (Continued)**

At 31 December 2014, bank loans of RMB20,000,000 was secured by property, plant and equipment of Fujian Gushan Biodiesel Co., Ltd., a private company controlled by Mr. Yu Jianqiu.

During the year ended 31 December 2013, the Group obtained bank loans totaling RMB50,000,000 secured by certain trade receivables of RMB66,802,000. Prior to the maturity of the loans, the Group had collected the full amount of the pledged trade receivables but did not comply with the loan covenants which required the Group to obtain written consents from the bank prior to using the funds for its operations. In August 2013, the Group received waivers from the banks in respect of noncompliance of the loan covenants for these bank loans and the loans of RMB50,000,000 were fully repaid at maturity by December 2013.

At 31 December 2014, bank loans of RMB70,000,000 was secured by property, plant and equipment of a third party. The Group paid RMB19,600,000 pledged deposit to this third party in respect of such security.

At 31 December 2014, bank loans totaling RMB30,000,000 (2013: RMB10,000,000) were guaranteed by independent guarantee companies to which the Group was charged a total of non-recoverable guarantee fees of RMB1,170,000 (2013: RMB520,000) during the year ended 31 December 2014.

28 銀行貸款及其他借款(續)**(c) 於結算日，銀行貸款的還款情況如下：(續)**

於2014年12月31日，人民幣20,000,000元之銀行貸款由俞建秋先生控制的私人公司福建古杉生物柴油有限公司的物業、廠房及設備為抵押。

截至2013年12月31日止年度，本集團取得銀行貸款總額人民幣50,000,000元，以若干貿易應收款項人民幣66,802,000元作為抵押。於貸款到期前，本集團已全額收取已抵押貿易應收款項，但並無遵守貸款契諾規定，在本集團動用該等資金作其營運用途前，事先取得銀行書面同意。於2013年8月，本集團就不遵守該等銀行貸款的貸款契諾取得銀行豁免，而該人民幣50,000,000元貸款已於2013年12月到期時悉數償還。

於2014年12月31日，人民幣70,000,000元的銀行貸款由第三方的物業、廠房及設備抵押。本集團就有關抵押支付人民幣19,600,000元的已抵押存款予該名第三方。

於2014年12月31日，本集團總額為人民幣30,000,000元(2013年：人民幣10,000,000元)的銀行貸款由獨立擔保公司提供抵押，而本集團於截至2014年12月31日止年度對該等公司支付了不可收回擔保費合共人民幣1,170,000元(2013年：人民幣520,000元)。

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28 BANK LOANS AND OTHER BORROWINGS

(Continued)

(d) Significant terms and repayment schedule of entrusted loans

At 31 December 2014, entrusted loans are repayable as follows:

		The Group 本集團	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Within 1 year or on demand	1年內或按要求	56,700	40,500
After 1 year but within 2 years	1年後但2年內	300,000	50,000
		356,700	90,500

At 31 December 2013, the entrusted loans were unsecured and interest-bearing at 5.6% to 12% per annum.

At 31 December 2014, the entrusted loans were interest-bearing at 10% to 12.0% per annum. Entrusted loans of RMB56,700,000 were unsecured. During the current year, the Group entered into an agreement with a state-owned enterprise, pursuant to which the state-owned enterprise agreed to provide a term loan in the aggregate principal of up to RMB600,000,000 to the Group. The loan was drawn-down by the Group in two tranches with the first tranche of RMB200,000,000 and the second tranche of RMB100,000,000 and the repayment term is two years from the date of drawdown. This entrusted loan was secured by 142,606,800 and 270,915,400 ordinary shares in the Company held by Mr. Liu Hanjiu and Mr Huang Weiping, both are key management personnel of the Group, respectively. The second tranche of this entrusted loan was further secured by 200,000,000 ordinary shares in the Company held by Mr. Yu Jianqiu. Pursuant to the agreement, the draw-down date was expired as at 31 December 2014 and the remaining facility of RMB300,000,000 was no longer available to the Group. The aggregate amount of shares charged in respect of the above entrusted loan represent 29.1% of the issued share capital of the Company.

28 銀行貸款及其他借款(續)

(d) 委託貸款的重大條款及還款期

於2014年12月31日，委託貸款的還款情況如下：

於2013年12月31日，委託貸款為無抵押及按年利率5.6%至12%計息。

於2014年12月31日，委託貸款按年利率10%至12.0%計息。人民幣56,700,000元之委託貸款為無抵押。於本年度，本集團與一間國營企業訂立協議，據此，該國營企業同意提供有期貸款予本集團，本金總額最多為人民幣600,000,000元。本集團分兩筆提取貸款，第一筆為人民幣200,000,000元，第二筆為人民幣100,000,000元，還款期為提取日期起計兩年。委託貸款以本集團主要管理人員劉漢玖先生及黃偉萍先生分別持有的142,606,800股及270,915,400股本公司普通股作為抵押。第二筆委託貸款進一步以俞建秋先生持有的200,000,000股本公司普通股作抵押。根據該協議，提取日期已於2014年12月31日到期，而餘下額度人民幣300,000,000元不再提供予本集團。就上述委託貸款質押的股份總數佔本集團已發行股本29.1%。

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(除另有註明者外，以人民幣列值)**28 BANK LOANS AND OTHER BORROWINGS***(Continued)***(e) Significant terms and repayment schedule of other borrowings**

As at 31 December 2013, a loan of RMB60,000,000 was unsecured, interest bearing at 12% per annum and repayable in February 2015. The amount was early repaid during the year ended 31 December 2014.

As at 31 December 2013, a loan of RMB6,494,000 from Gold Hero Holdings Limited was unsecured, interest bearing at 6.06% per annum and repayable within one year. The amount was repaid during the year ended 31 December 2014.

29 DEFERRED GOVERNMENT GRANTS

In December 2013, the Youxian District Finance Bureau, Mianyang City, Sichuan Province provided conditional government grants of RMB31,048,000 to the Group. Such government grants are conditional to meeting certain tax payment thresholds by the Group for the three years ending 31 December 2015. Should the tax payment thresholds not be met by the Group, the government grants are repayable to Youxian District Finance Bureau, Mianyang City, Sichuan Province by August 2016.

28 銀行貸款及其他借款(續)**(e) 其他借款的重大條款及還款期**

於2013年12月31日，一筆人民幣60,000,000元的貸款為無抵押，按年利率12%計息及須於2015年2月償還。該款項已於截至2014年12月31日止年度提早償還。

於2013年12月31日，一筆來自金豪控股有限公司的人民幣6,494,000元的貸款為無抵押，按年利率6.06%計息及須於一年內償還。該款項已於截至2014年12月31日止年度償還。

29 遞延政府補貼

於2013年12月，四川省綿陽市游仙區財政局向本集團提供有條件的政府補貼人民幣31,048,000元。提供該筆政府補貼須待本集團截至2015年12月31日止三個年度達到若干納稅門檻後，方可作實。倘本集團未能達到該等納稅門檻，本集團須於2016年8月前將該筆政府補貼償還予四川省綿陽市游仙區財政局。

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30 CAPITAL, RESERVES AND DIVIDEND

(a) Movement in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the date of incorporation and the end of the year are set out below:

The Company

		Share capital	Share premium	Exchange reserve	Capital reserve	Share-based payment reserve	Accumulated losses	Total
		股本	股份溢價	匯兌儲備	資本儲備	以股份為基礎的 付款儲備	累計虧損	總計
	Note	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 22 February 2013 (date of incorporation)	於2013年 2月22日 (註冊成立日期)	-	-	-	-	-	-	-
Total comprehensive income	全面收益總額	-	-	(97)	-	-	(23,823)	(23,920)
Transfer from Engen upon replacement of share option scheme	替代購股構計劃後 轉撥自恩金	31	-	-	(7,659)	7,659	-	-
Issue of shares upon the Corporate Reorganisation	於企業重組後 發行股份	30(c)(i)	827	-	297,495	-	-	298,322
Shares issued under share option scheme	根據購股權計劃 發行的股份	30(c)(ii)	80	71,579	-	(7,659)	-	64,000
At 31 December 2013	於2013年 12月31日	907	71,579	(97)	289,836	-	(23,823)	338,402

30 資本、儲備及股息

(a) 權益部分變動

本集團綜合權益的各部分期初及期末之間結餘的對賬載於綜合權益變動表。本公司個別權益部分於註冊成立日期及年末的變動載列如下：

本公司

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30 CAPITAL, RESERVES AND DIVIDEND (Continued)

(a) Movement in components of equity (Continued)

The Company (Continued)

30 資本、儲備及股息(續)

(a) 權益部分變動(續)

本公司(續)

		Share capital	Share premium	Exchange reserve	Capital reserve	Share-based payment reserve	Accumulated losses	Total
	Note	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2014	於2014年1月1日	907	71,579	(97)	289,836	-	(23,823)	338,402
Total comprehensive income	全面收益總額	-	-	736	-	-	(44,608)	(43,872)
Issue of new shares under the initial public offering ("IPO"), net of listing expenses	根據首次公開發售(「首次公開發售」)發行新股份，扣除上市開支	30(c)(iv)	30(c)(iv)	-	-	-	-	432,477
Capitalisation issue	資本化發行	30(c)(iii)	30(c)(iii)	-	-	-	-	-
Issue of new shares upon exercise of the over-allotment option under the IPO	根據首次公開發售行使超額配股權時發行新股份	30(c)(iv)	30(c)(iv)	-	-	-	-	6,092
Share based compensation expenses	以股份為基礎彌償開支	30(d)(v)	30(d)(v)	-	-	10,365	-	10,365
Dividend declared in respect of the current year	就本年度宣派之股息	30(b)	30(b)	-	-	-	-	(50,138)
At 31 December 2014	於2014年12月31日	166,075	294,842	639	289,836	10,365	(68,431)	693,326

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30 CAPITAL, RESERVES AND DIVIDEND (Continued)

(b) Dividend

Dividends payable to equity shareholders of the Company attributable to the year

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interim dividend declared and paid of HK3.0 cents (2013: HK nil cents) per ordinary share	已派中期股息每股普通股0.03港元 (2013年：零港元)	50,138	-
Final dividend proposed after the end of the reporting period of HK3.0 cents (2013: HK nil cents) per ordinary share	擬派末期股息每股普通股0.03港元 (2013年：零港元)	50,008	-
		100,146	-

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

於報告期末之後建議末期股息並無於報告期末確認為負債。

(c) Share capital

Authorised and issued share capital

(c) 股本

法定及已發行股本

		Par value	No. of shares	Nominal value of ordinary shares
		面值	股份數目	普通股面值
		HK\$		HK\$'000
		港元		千港元
Authorised:	法定：			
At 22 February 2013 (date of incorporation)	於 2013年 2月 22日 (註冊成立日期)	0.10	3,000,000	300
Increase in share capital on 19 March 2013	於 2013年 3月 19日 增加股本	0.10	99,997,000,000	9,999,700
At 31 December 2013, 1 January 2014 and 31 December 2014	於 2013年 12月 31日、2014年 1月 1日及 2014年 12月 31日		100,000,000,000	10,000,000
				(equivalent to RMB8,071,000) 相當於人民幣 8,071,000 元

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30 CAPITAL, RESERVES AND DIVIDEND (Continued)

(c) Share capital (Continued)

Authorised and issued share capital (Continued)

30 資本、儲備及股息(續)

(c) 股本(續)

法定及已發行股本(續)

		No. of shares 股份數目	HK\$'000 人民幣千元	RMB'000 人民幣千元
Issued and fully paid:	已發行及已繳足：			
At 22 February 2013 (date of incorporation)	於2013年2月22日 (註冊成立日期)	1	–	–
Issue of shares upon the Corporate Reorganisation	於企業重組後 發行股份	10,224,999	1,022	827
Issue of shares under share option scheme	根據購股權計劃 發行股份	1,013,000	101	80
At 31 December 2013	於2013年12月31日	11,238,000	1,123	907
At 1 January 2014	於2014年1月1日	11,238,000	1,123	907
Issue of shares under the IPO	根據首次公開發售 發行股份	525,001,600	52,500	41,414
Capitalisation issue	資本化發行	1,562,082,000	156,208	123,215
Issue of shares upon exercise of the over-allotment option under the IPO	行使超額配股權時 發行股份	6,824,000	683	539
At 31 December 2014	於2014年12月31日	2,105,145,600	210,514	166,075

(i) The Company was incorporated on 22 February 2013 with an authorised share capital of HK\$300,000 divided into 3,000,000 shares of HK\$0.1 each. On the same date, one share of HK\$0.1 was allotted and issued at par. As part of the Corporate Reorganisation, all shareholders of Engen transferred their holdings in the issued share capital of Engen to the Company in consideration for the shares allotted and issued by the Company. Upon completion of the Corporate Reorganisation on 19 March 2013, the Company became the holding company of the Group. On 19 March 2013, the authorised share capital of the Company increased to HK\$10,000,000,000 by the creation of additional 99,997,000,000 shares of HK\$0.1 each, rank pari passu with the existing ordinary shares of the Company in all respects. On the same date, a total of 10,224,999 shares of HK\$0.1 each were allotted and issued at par.

(ii) 本公司於2013年2月22日註冊成立，法定股本為300,000港元，分為3,000,000股每股面值為0.1港元的股份。同日，一股面值為0.1港元的股份按面值配發及發行。作為企業重組的一部分，恩金全體股東將彼等於恩金已發行股本的股權轉讓予本公司，本公司以配發和發行股份作為代價。在2013年3月19日企業重組完成後，本公司成為本集團的控股公司。於2013年3月19日，本公司藉增設99,997,000,000股每股面值0.1港元的股份，將法定股本增加至10,000,000,000港元，該等股份於各方面均與本公司現有普通股享有同等地位。同日，合共10,224,999股每股面值0.1港元的股份已按面值分配及發行。

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30 CAPITAL, RESERVES AND DIVIDEND (Continued)

(c) Share capital (Continued)

(i) (Continued)

At 1 January 2013, the share capital in the consolidated statement of changes in equity represented the share capital of Engen.

- (ii) On 16 October 2013, the Chairman of the Group, Mr. Yu Jianqiu exercised the share options of the Company to subscribe for 1,013,000 shares in the Company at a consideration of RMB64,000,000 of which RMB80,000 was credited to share capital and the balance of RMB63,020,000 was credited to the share premium account.

RMB7,659,000 has been transferred from the share-based payment reserve to the share premium account in accordance with policy set out in note 2(q)(ii).

- (iii) On 21 February 2014, the Company capitalised an amount of HK\$156,208,000 (equivalent to RMB123,215,000) standing to the credit of the share premium account of the Company by applying such sum in paying up in full at par of 1,562,082,000 shares, each of which to be allotted and issued to the shareholders of the Company appearing on the register of members of the Company on 28 January 2014 in proportion to their respective shareholding.
- (iv) On 21 February 2014, the shares of the Company became listed on the Main Board of the Stock Exchange, pursuant to which 525,001,600 ordinary shares of HK\$0.1 each were issued at a price of HK\$1.13 per share by the Company. The total gross proceeds from the issue of these shares amounted to HK\$593,252,000 (equivalent to RMB467,954,000). Proceeds of HK\$52,500,000 (equivalent to RMB41,414,000), representing the par value of the shares issued, were credited to the Company's share capital. The remaining proceeds of HK\$495,895,000 (equivalent to RMB391,063,000 after deducting listing expenses of RMB35,477,000), were credited to the share premium account.

30 資本、儲備及股息(續)

(c) 股本(續)

(i) (續)

於2013年1月1日，綜合權益變動表內的股本指恩金的股本。

- (ii) 於2013年10月16日，本集團主席俞建秋先生行使本公司購股權以認購本公司1,013,000股股份，代價為人民幣64,000,000元，其中人民幣80,000元已記入股本及餘額人民幣63,020,000元已記入股份溢價賬。

人民幣7,659,000元已按照附註2(q)(ii)所載的政策由以股份為基礎的付款儲備撥入至股份溢價賬。

- (iii) 於2014年2月21日，本公司將股份溢價賬的進賬額156,208,000港元(相當於人民幣123,215,000元)撥充資本，並將有關款項用以按面值全數繳足1,562,082,000股股份，該等股份將按本公司股東各自的股權比例配發及發行予於2014年1月28日名列本公司股東名冊的股東。
- (iv) 於2014年2月21日，本公司股份於聯交所主板上市，據此，本公司按每股股價1.13港元發行525,001,600股每股面值0.1港元的普通股。經由發行該等股份所得款項總額為593,252,000港元(相當於人民幣467,954,000元)。所得款項52,500,000港元(相當於人民幣41,414,000元)代表已發行股份之面值，已計入本公司之股本。所得款項餘額495,895,000港元(相當於人民幣391,063,000元，已扣除上市開支人民幣35,477,000元)，已計入股份溢價賬。

NOTES TO THE FINANCIAL STATEMENTS**財務報表附註**(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)**30 CAPITAL, RESERVES AND DIVIDEND (Continued)****(c) Share capital (Continued)****(iv) (Continued)**

On 18 March 2014, 6,824,000 ordinary shares of HK\$0.1 each were issued at a price of HK\$1.13 per share by the Company pursuant to the partial exercise of the over-allotment option by the sole global coordinator. The total gross proceeds from the issue of these shares amounted to HK\$7,711,000 (equivalent to RMB6,092,000). Proceeds of HK\$683,000 (equivalent to RMB539,000), representing the par value of the shares issued, were credited to the Company's share capital. The remaining proceeds of HK\$7,028,000 (equivalent to RMB5,553,000) were credited to the share premium account.

(d) Nature and purpose of reserves**(i) Exchange reserve**

The exchange reserve comprises all foreign currency differences arising from the translation of the financial statements of subsidiaries with functional currency other than Renminbi. The reserve is dealt with in accordance with the accounting policy set out in note 2(u).

(ii) Capital reserve

The capital reserve comprises mainly capital contributions from shareholder in respect of the contingent considerations for the acquisition of Jinxin and Xiangbei in November 2010 and August 2011 amounted to RMB33,226,000 and RMB11,555,000 respectively borne by the shareholder and the amount due to shareholder of RMB77,700,000 waived by the shareholder on 31 December 2012 which was recognised as deemed capital contribution.

30 資本、儲備及股息(續)**(c) 股本(續)****(iv) (續)**

於2014年3月18日，根據獨家全球協調人部分行使的超額配股權，本公司按每股股價1.13港元發行6,824,000股每股面值0.1港元的普通股。經由發行該等股份所得款項總額為7,711,000港元(相當於人民幣6,092,000元)。所得款項683,000港元(相當於人民幣539,000元)代表已發行股份之面值，已計入本公司股本。所得款項餘額7,028,000港元(相當於人民幣5,553,000元)已計入股份溢價賬。

(d) 儲備的性質及用途**(i) 匯兌儲備**

匯兌儲備包括換算並非以人民幣為功能貨幣的附屬公司的財務報表所產生的所有外幣差額。該儲備根據附註2(u)所載的會計政策處理。

(ii) 資本儲備

資本儲備主要包括股東就於2010年11月及2011年8月收購金鑫及湘北的或然代價(分別為人民幣33,226,000元及人民幣11,555,000元，由股東承擔)注資，以及股東於2012年12月31日豁免應付股東款項人民幣77,700,000元，已確為視作股東注資。

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30 CAPITAL, RESERVES AND DIVIDEND (Continued)

(d) Nature and purpose of reserves (Continued)

(iii) Share premium

The application of the share premium account is governed by the Companies Law of the Cayman Islands. Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of the business.

(iv) Statutory reserves

According to the PRC rules and regulations, the Company's operating subsidiaries are required to transfer 10% of the net income after tax, as determined in accordance with general accepted accounting principle in the PRC, to a general reserve fund and an enterprise expansion fund until the reserve balance reaches 50% of the registered capital of the respective companies. The transfer to the reserves must be made before distribution of dividends to shareholders can be made. These amounts are not available for distribution to shareholders, except upon liquidation.

(v) Share-based payment reserve

Share-based payment reserve represents the portion of the fair value of unexercised share options granted to employees of the Group at grant date that has been recognised in accordance with the accounting policy adopted for share-based payments in note 2(q)(ii).

(e) Distributable reserves

At 31 December 2014, the aggregate amount of reserves available for distribution to equity shareholders of the Company amounted to RMB527,251,000 (2013: RMB337,495,000).

30 資本、儲備及股息(續)

(d) 儲備的性質及用途(續)

(iii) 股份溢價

股份溢價賬的應用受開曼群島公司法管轄。根據開曼群島公司法，股份溢價賬的資金可分派予本公司股東，惟緊隨建議分派股息之日後，本公司須有能力於日常業務過程中清償到期債務。

(iv) 法定儲備

根據中國規則及規例，本公司的營運附屬公司須將其10%的稅後淨收入(根據中國公認會計原則釐定)撥入一般儲備金及企業發展基金，直至儲備結餘達到有關公司的註冊資本的50%。轉撥入儲備必須在向股東派付股息前作出。除清盤外，該等金額不可分配予股東。

(v) 以股份為基礎的付款儲備

以股份為基礎的付款儲備指已授予本集團僱員而未行使購股權於授出日期的公平值的部份，該公平值已按照就附註2(q)(ii)的以股份為基礎的付款所採用的會計政策確認。

(e) 可供分派儲備

於2014年12月31日，可供分派給本公司股東的儲備總額為人民幣527,251,000元(2013年：人民幣337,495,000元)。

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30 CAPITAL, RESERVES AND DIVIDEND (Continued)

(f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurate with the level of risk and by securing access to financing at a reasonable cost.

The Group manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions affecting the Group.

The Group monitors its capital structure on the basis of a net debt-to-capital ratio. For this purpose, the Group defines net debt as total interest bearing borrowings less cash and cash equivalents. The Group defines "capital" as all components of equity.

The net debt-to-capital ratio was as follows:

			2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
		Note 附註		
Bank loans and other borrowings	銀行貸款及其他借款	28	690,670	424,374
Loans from related parties	關聯方貸款	24	—	84,948
Obligations under finance leases	融資租賃下的責任	27	52,498	60,000
Less: Cash and cash equivalents	減：現金及現金等值項目	25	(145,765)	(78,615)
Net debt	淨債務		597,403	490,707
Total equity	總權益		1,273,303	612,805
Net debt-to-capital ratio	淨債務資本比率		46.9%	80.1%

Except for the banking facilities which require the fulfilment of certain covenants, neither the Company nor any of the subsidiaries are subject to externally imposed capital requirements.

30 資本、儲備及股息(續)

(f) 資本管理

本集團管理資本的主要目標為確保本集團持續經營的能力，根據風險大小來對產品和服務定價並按合理的成本獲得融資，繼續為股東及其他利益相關者帶來回報和利益。

本集團管理其資本結構，以維持股東的較高回報(可透過較高借貸水準達致)與穩健資本狀況所帶來的優勢及保障的平衡，並因應影響本集團的經濟狀況變動調整資本結構。

本集團按淨債務資本比率為基準監督資本結構。就此而言，本集團將淨債務定義為計息借款總額減去現金及現金等值項目。本集團將「資本」定義為所有權益組成部分。

淨債務資本比率如下：

除需要履行若干契諾的銀行融資外，本公司及任何附屬公司概無受到外來施加的資本規定所規限。

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31 EQUITY SETTLED SHARE-BASED TRANSACTIONS

Share option scheme

The Company has a share option scheme which was adopted on 28 January 2014 and has come into effect upon the Company's listing on 21 February 2014 whereby the directors of the Company, are authorised, at their discretion, to invite any director or employee of the Group and any other person who in the sole discretion of the directors has contributed or will contribute to the Group to take up options to subscribe for shares of the Company.

Share options granted on 2 July 2014

On 2 July 2014, the Company granted 24,000,000 and 89,000,000 share options to three executive directors of the Company and certain employees of the Group respectively under the share option scheme adopted by the Company on 28 January 2014. The grantees are entitled, subject to the terms and conditions of the grant and upon exercise, to subscribe for an aggregate of 113,000,000 shares of the Company with nominal value of HK\$0.10 per share at an exercise price of HK\$1.13 per share. The share options granted have a vesting period of 3 years, i.e. one-third of the share options shall be vested on the first anniversary; one-third of share options shall be vested on the second anniversary; and the remaining share options shall be vested on the third anniversary of the date of grant respectively. No share options were exercisable as at 31 December 2014.

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on the Binomial Option Pricing Model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the Binomial Option Pricing Model.

31 以股權結算以股份為基礎的交易

購股權計劃

本公司設有購股權計劃，其於2014年1月28日採納及本公司於2014年2月21日上市後生效，據此，本公司董事獲得授權，可酌情邀請其全權認為已或將對本集團作出貢獻的任何董事或僱員承購購股權，以認購本公司股份。

於2014年7月2日授出購股權

於2014年7月2日，本公司根據本公司於2014年1月28日採納的購股權計劃，向本公司三名執行董事及若干本集團僱員分別授出24,000,000份及89,000,000份購股權。承授人有權按照授出條款及條件行使購股權，以認購本公司股本中合共113,000,000股每股面值0.10港元股份，行使價為每股1.13港元。所授出購股權的歸屬期為3年，即三分之一購股權須於第一週年歸屬；三分之一購股權須於第二週年歸屬；餘下購股權須分別於授出日期的第三週年歸屬。於2014年12月31日，概無購股權可予行使。

就授出之購股權收取之回報服務之公平值乃參考已授出購股權之公平值計量。已授出購股權之公平值乃根據二項式期權定價模式計量。購股權之合約有效乃用作該模式之輸入數據。提早行使之預期已納入二項式期權定價模式。

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(除另有註明者外，以人民幣列值)31 EQUITY SETTLED SHARE-BASED
TRANSACTIONS (Continued)

Fair value of share options and assumptions

31 以股權結算以股份為基礎的
交易(續)

購股權之公平值及假設

		Share options granted to 購股權授予	
		Executive directors 執行董事	Other employees 其他僱員
Fair value at measurement date (HK\$)	於計量日期之公平值(港元)	0.44	0.39
Share price (HK\$)	股價(港元)	1.07	1.07
Exercise price (HK\$)	行使價(港元)	1.13	1.13
Expected volatility	預期波幅	45.54%	45.54%
Expected life	預期有效期	10 years	10 years
Expected dividends	預期股息	3%	3%
Risk-free interest rate (based on Hong Kong Exchange Fund Notes)	無風險利率(以香港外匯基金 票據利率為基準)	2.059%	2.059%
Exercise multiple	行使倍數	2.8	2.2
Post-vesting exit rate	歸屬後流失率	0%	5.44%

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are determined by the management. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. There were no market conditions associated with the share option grants.

預期波幅是根據過往波幅計算(根據購股權之加權平均剩餘年期計算)，並根據公開可得資料就未來波幅的預期變動調整。預期股息由管理層釐定。主觀輸入假設之改變對公平值的估計有重大的影響。

購股權乃按服務條件授出。授予購股權與市況無關。

32 COMMITMENTS

(a) Capital commitments outstanding at 31
December 2014 not provided for in the financial
statements were as follows:

32 承擔

(a) 於2014年12月31日未償付而
又沒有在本財務報表內撥備的
資本承擔如下：

		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Contracted for	已訂約		
— property, plant and equipment	— 物業、廠房及設備	114,084	67,387
— land use rights	— 土地使用權	19,326	14,000
Authorised but not contracted for	已授權但未訂約	94,783	120,698
		228,193	202,085

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32 COMMITMENTS (Continued)

(b) At 31 December 2014, the total future minimum lease payments under non-cancellable operating leases in respect of staff quarters and office premises are payable as follows:

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year	1年內	858	438
After 1 year but within 5 years	1年後但5年內	1,138	5
		1,996	443

(c) At 31 December 2014, the Group had outstanding purchase agreements with some of its suppliers and was required to purchase from the suppliers an aggregate of 131,324 metric tons (2013: 60,410) of scrap copper with the price to be determined at the time of purchases based on market price.

33 RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in these financial statements, the Group entered into the following significant related party transactions during the current and prior years.

(a) Significant related party transactions

(i) Financing arrangements

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest expense on loan from Gushan	古杉貸款的利息開支	446	5,297
Interest expense on loan from Silver Harvest	豐銀貸款的利息開支	12	143
		458	5,440

32 承擔(續)

(b) 於2014年12月31日，有關員工宿舍及辦事處的不可撤銷經營租賃項下的未來最低租賃款項總額應付如下：

(c) 於2014年12月31日，本集團與其部份供應商有仍然生效的購買協議，須向供應商購買合共131,324公噸(2013年：60,410公噸)的廢銅，價格將於購買時按照市價釐定。

33 關聯方交易

除於該等財務報表其他部分披露的關聯方資料外，本集團於本年度及過往年度訂立以下重大關聯方交易。

(a) 重大關聯方交易

(i) 融資安排

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(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

33 RELATED PARTY TRANSACTIONS (Continued)

(a) Significant related party transactions (Continued)

(ii) Other related parties transactions

33 關聯方交易 (續)

(a) 重大關聯方交易 (續)

(ii) 其他關聯方交易

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sale of recycled copper products to Guangzhou Taiyue Communications Cable Co., Ltd., ("Guangzhou Taiyue") a private company which is 40% owned by Mr. Fan Dunxian, a key management personnel and beneficial minority shareholder of the Company	銷售再生銅產品予廣州市泰越通信線纜有限公司(「廣州泰越」，由主要管理人員范敦現先生及本公司之實益少數股東擁有40%的私營公司)	1,746	44,202
Sale of recycled copper products to Sichuan Xinshiji#	銷售再生銅產品予四川新世紀#	28,843	170,247
Purchase of power transmission and distribution cables from Sichuan Xinshiji#	向四川新世紀購買送配電纜#	35,296	195,817
Purchase of recycled copper products from Sichuan Xinshiji	向四川新世紀購買再生銅產品	–	5,353
Purchase of Rubber Composites from Sichuan Xinshiji	向四川新世紀購買塑料	2,018	–
Processing fee charged by Guangzhou Taiyue	廣州泰越收取的加工費	–	9,350
Processing fee charged by Sichuan Xinshiji	四川新世紀收取的加工費	–	51,174
Administrative fee and consultancy fee paid to Baohe Fushan*	已付保和富山的行政費及諮詢費*	150	2,725

During the year ended 31 December 2014, the Group sold recycled copper products in the amount of RMB28,843,000 (2013: RMB170,247,000) to Sichuan Xinshiji and purchased from Sichuan Xinshiji power transmission and distribution cables in the amount of RMB35,296,000 (2013: RMB195,817,000). As the recycled copper products sold by the Group to Sichuan Xinshiji were used or were expected to be used by Sichuan Xinshiji as raw materials for its production of power transmission and distribution cable products, for financial reporting purposes, the RMB28,843,000 (2013: RMB170,247,000) sales of recycled copper products by the Group have not been recognised as revenue in the consolidated income statement of the Group for the year ended 31 December 2014 but as a reduction of the cost of the Group's purchases of power transmission and distribution cables.

截至2014年12月31日止年度，本集團銷售為數人民幣28,843,000元(2013年：人民幣170,247,000元)的再生銅產品予四川新世紀，並向四川新世紀採購為數人民幣35,296,000元(2013年：人民幣195,817,000元)的送配電纜。由於本集團售予四川新世紀的再生銅產品已經或預期由四川新世紀用作原材料以生產送配電纜產品，就財務報告而言，本集團銷售再生銅產品的銷售額人民幣28,843,000元(2013年：人民幣170,247,000元)並無於本集團截至2014年12月31日止年度的綜合收益表確認為收入，但確認為本集團採購送配電纜的成本減少。

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33 RELATED PARTY TRANSACTIONS (Continued)

(a) Significant related party transactions (Continued)

(ii) Other related parties transactions (Continued)

- * As at 31 December 2014 and 2013, each of Tongxin, Baohe Xinshiji and Baohe Taiyue had a Management Consultancy Agreement with Baohe Fushan (collectively (the "Management Consultancy Agreements"), pursuant to which Baohe Fushan agreed to provide various services to Tongxin, Baohe Xinshiji and Baohe Taiyue. In return, each of Tongxin, Baohe Xinshiji and Baohe Taiyue is committed to pay Baohe Fushan an administrative fee and a consultancy fee which amounts to 20% and 30%, respectively, of all government grants and subsidies obtained in connection with the facility of each of Tongxin, Baohe Xinshiji and Baohe Taiyue (excluding any government subsidiaries received through Baohe Fushan amounted to RMB34,091,000 for the year ended 31 December 2014 (Note 6(a)). The Management Consultancy Agreements remain in force till 2015.

(b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the directors of the Company as disclosed in note 9 and certain of the highest paid individuals as disclosed in note 10, is as follows:

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Short-term employee benefits	短期僱員利益	15,115	1,920
Retirement scheme contributions	退休計劃供款	129	39
Share-based payments	以股份為基礎的付款	5,723	-
		20,967	1,959

Total remuneration was included in "staff costs" (see note 7(b)).

33 關聯方交易 (續)

(a) 重大關聯方交易 (續)

(ii) 其他關聯方交易 (續)

- * 於2014年及2013年12月31日，銅鑫、保和新世紀和保和泰越各自與保和富山訂立一份管理顧問協議(統稱「該等管理顧問協議」)。據此，保和富山同意向銅鑫、保和新世紀和保和泰越提供多項服務。作為交換條件，銅鑫、保和新世紀和保和泰越各自承諾向保和富山支付行政費及顧問費，款額分別為個別就銅鑫、保和新世紀和保和泰越的設施所得政府補貼及補助的20%及30%(不包括截至2014年12月31日止年度透過保和富山獲得人民幣34,091,000元之任何政府補貼(附註6(a))。該等管理顧問協議將在2015年前一直有效。

(b) 主要管理人員的薪酬

本集團主要管理人員的薪酬(包括於附註9所披露支付予本公司董事的款項，以及於附註10所披露支付予若干最高薪酬人士的款項)載列如下：

總薪酬已包括在「員工成本」內(見附註7(b))。

NOTES TO THE FINANCIAL STATEMENTS**財務報表附註***(Expressed in Renminbi unless otherwise indicated)*
(除另有註明者外，以人民幣列值)**34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS**

Exposure to credit, liquidity, interest rate, currency and commodity price risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables.

Management has a credit policy in place and the exposure to these credit risks is monitored on an ongoing basis.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customers' past history of making payments when due and current ability to pay, and may take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade debtors are normally due within 90 days from the date of transaction. The Group also offers revolving credit to its customers. The revolving credit, which provides for a maximum credit limit that may be outstanding at any one time, is determined based on such factors as current market conditions and the customers' credit history and current ability to pay. Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At 31 December 2014, 2.9% (2013: 10.3%) and 23.9% (2013: 22.1%) of the total trade debtors and bills receivable was due from the Group's largest customer and the five largest customers, respectively.

The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset in the balance sheet after deducting any impairment allowance.

34 財務風險管理及金融工具的公平值

本集團於日常業務過程中會產生信貸、流動資金、利率、貨幣及商品價格風險。

本集團所面對的該等風險及本集團用以管理該等風險的財務風險管理政策及慣例載述如下。

(a) 信貸風險

本集團信貸風險主要來自貿易及其他應收款項。

管理層設有信貸政策，確保所承受的該等信貸風險會受到持續監控。

就貿易及其他應收款項而言，本集團會對於所有要求授予一定金額信貸的客戶進行個別信貸評估。此等評估著重客戶的過去到期還款紀錄以及目前的還款能力，並會考慮關於客戶以及客戶經營所在經濟環境的特定資料。貿易賬款一般自交易日期起計90天內到期。本集團亦向客戶提供循環信貸（其提供可於任何一次借取的最高信貸額），此乃根據現時市況及客戶的信貸紀錄和現時還款能力等因素釐定。一般而言，本集團不會要求客戶提供抵押品。

本集團承受的信貸風險主要受客戶（而不是客戶營運所屬行業）各自的個別情況的影響，因此重大信貸集中風險主要在本集團承受重大個別客戶風險時產生。於2014年12月31日，貿易賬款及應收票據總額中有2.9%（2013年：10.3%）及23.9%（2013年：22.1%）應分別由本集團的最大客戶及五大客戶支付。

倘不考慮任何所持抵押品，最高信貸風險額指綜合資產負債表中各金融資產經扣除任何減值撥備後的賬面值。

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(a) Credit risk (Continued)

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade debtors and bills receivable are set out in note 22.

(b) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at the balance sheet date of the Group's derivative and non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the balance sheet date) and the earliest date the Group can be required to pay.

34 財務風險管理及金融工具的公平值(續)

(a) 信貸風險(續)

有關本集團所承受因貿易賬款及應收票據而產生的信貸風險的進一步定量披露載於附註22。

(b) 流動資金風險

本集團的政策是定期監察其流動資金需求，藉以確保其維持充足現金儲備及獲主要金融機構提供充足資金額度，以應付其短期及長期流動資金需求。

下表詳述本集團衍生及非衍生金融負債於結算日的餘下合同到期情況，該等數據乃基於合同未折現現金流(包括使用合同利率或(倘屬浮動)結算日的利率計算的利息付款)及本集團被要求付款的最早日期：

		2014 2014年				
		Contractual undiscounted cash flow 合同未折現現金流				
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years or as required	Total	Balance sheet carrying amount
		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	Balance sheet carrying amount
		兩年以上 五年以內	一年以上 兩年以內	一年內或 按要 求	總計	資產負債表 賬面值
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and other payables	貿易及其他應付款項	339,216	-	-	339,216	339,216
Obligations under finance leases	融資租賃下的責任	17,676	15,986	26,635	60,297	52,498
Bank loans and other borrowings	銀行貸款及其他借款	437,378	322,740	-	760,118	690,670
		794,270	338,726	26,635	1,159,631	1,082,384

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(b) Liquidity risk (Continued)

34 財務風險管理及金融工具的公平值(續)

(b) 流動資金風險(續)

		2013 2013年				Balance sheet carrying amount 資產負債表賬面值 RMB'000 人民幣千元
		Contractual undiscounted cash flow 合同未折現現金流			Total 總計 RMB'000 人民幣千元	
		More than 1 year but less than 2 years 一年以上 五年以內 RMB'000 人民幣千元	More than 2 years but less than 5 years 一年以上 兩年以內 RMB'000 人民幣千元	More than 5 years 一年內或 按要 RMB'000 人民幣千元		
Trade and other payables	貿易及其他應付款項	420,671	-	-	420,671	420,671
Obligations under finance leases	融資租賃下的責任	15,187	15,398	40,222	70,807	60,000
Bank loans and other borrowings	銀行貸款及其他借款	330,830	124,407	-	455,237	424,374
Amounts due to related parties	應付關聯方款項	30,200	-	-	30,200	30,200
Loans from related parties	來自關聯方的貸款	90,391	-	-	90,391	84,948
		887,279	139,805	40,222	1,067,306	1,020,193

As at 31 December 2014 and 2013, all of the Company's accrued expenses and other payables are repayable within one year.

(c) Interest rate risk

The Group's interest rate risk arises primarily from interest bearing borrowings. Borrowings at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's interest rate profile as monitored by management is set out in (i) below.

於2014年及2013年12月31日，本公司所有應計開支及其他應付款項須於一年內支付。

(c) 利率風險

本集團的利率風險主要源於計息借款。浮息及定息借款分別令本集團須承受現金流量利率風險及公平值利率風險。本集團由管理層監察的利率組合載於下文(i)。

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34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(c) Interest rate risk (Continued)

(i) Interest rate profile

The following table details the interest rate profile of the Group's total interest bearing borrowings at the balance sheet date:

		2014 2014年		2013 2013年	
		Effective interest rate	Amount	Effective interest rate	Amount
		實際利率 %	金額 RMB'000 人民幣千元	實際利率 %	金額 RMB'000 人民幣千元
Fixed rate borrowings:	定息借款：				
Bank loans and other borrowings	銀行貸款及其他借款	9.49%	690,670	9.87	424,374
Loans from related parties	來自關聯方的貸款	-	-	6.54	84,948
Obligations under finance leases	融資租賃下的責任	7.06%	52,498	6.66	60,000
Total fixed rate borrowings	定息借款總額		743,168		569,322

(ii) Sensitivity analysis

At 31 December 2014 and 2013, all of the Group's interest bearing borrowings are fixed rate borrowings, no sensitivity analysis on interest rate risk is presented.

(d) Currency risk

The Group is exposed to currency risk primarily related to receivables, payables and cash balances that are denominated in United States dollars, currencies other than the functional currency of the operations to which the transactions relate.

34 財務風險管理及金融工具的公平值(續)

(c) 利率風險(續)

(i) 利率組合

下表詳述本集團的總計息借款於結算日的利率組合：

(ii) 敏感度分析

於2014年及2013年12月31日，本集團的所有計息借款均為定息借款，故並無呈列利率風險敏感度分析。

(d) 貨幣風險

本集團須承受主要與以美元(該等交易相關的業務的功能貨幣以外的貨幣)計值的應收款項、應付款項及現金結餘有關的貨幣風險。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(d) Currency risk (Continued)

(i) Exposure to currency risk

The following table details the Group's exposure at the balance sheet date to currency risk arising from recognised assets or liabilities denominated in United States dollars ("USD") in connection with entities with functional currency in Hong Kong dollars ("HKD"). For presentation purposes, the amounts of the exposure are shown in Renminbi, translated using the spot rate at the balance sheet date. Differences resulting from the translation of the financial statements of the subsidiaries with functional currency other than RMB into the Group's presentation currency are excluded.

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
United States dollars	美元		
Cash and cash equivalents	現金及現金等值項目	88	58
Loans from related parties	來自關聯方的貸款	-	(84,948)
Amounts due to related parties	應付關聯方款項	-	(14,877)
Net exposure arising from recognised assets and liabilities	已確認資產及負債所產生的淨風險	88	(99,767)

(ii) Sensitivity analysis

As HKD is pegged to the USD, the Group considers the risk of movements in exchange rates between the HKD and the USD to be insignificant.

34 財務風險管理及金融工具的公平值(續)

(d) 貨幣風險(續)

(i) 所承受的貨幣風險

下表詳列本集團於結算日所承受的貨幣風險，該等貨幣風險乃因就以港元(「港元」)為功能貨幣的實體按美元(「美元」)計值的已確認資產或負債而產生。就呈報目的而言，風險額以人民幣元列示，並以結算日的即期匯率換算。換算並非以人民幣元為功能貨幣的附屬公司財務報表為本集團呈報貨幣所產生的差額並無計算在內。

(ii) 敏感度分析

由於港元與美元掛鈎，本集團認為港元與美元之間匯率變動的風險不會太大。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(e) Commodity price risk

The major raw materials used in the production of the Group's products are scrap copper. The Group is exposed to fluctuations in the price of copper which are influenced by global as well as regional supply and demand conditions. Fluctuations in the prices of raw materials could adversely affect the Group's financial performance. The Group uses copper futures contracts to mitigate its exposure against price fluctuations of copper raw materials. The market value of futures contracts is based on quoted market price at settlement or balance sheet date. At 31 December 2014, the Group had outstanding copper futures contracts with a notional amount of RMB62,043,000. The Group does not have significant outstanding copper futures contracts as at 31 December 2013.

(f) Fair value measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

34 財務風險管理及金融工具的公平值(續)

(e) 商品價格風險

生產本集團產品所用的主要原材料為廢銅。本集團須承受因全球及地區性供求狀況而導致的原材料價格波動的風險。原材料價格波動可能對本集團的財務表現構成不利影響。本集團使用銅期貨合約減輕其所承受銅原材料價格波動的風險。期貨合約的市值是以結算或資產負債表日的市場報價為基準。於2014年12月31日，本集團有未平倉的銅期貨合約，推算金額為人民幣62,043,000元。本集團於2013年12月31日並無任何未平倉的重大銅期貨合約。

(f) 公平值計量

(i) 按公平值計量的金融資產及負債

公平值架構

下表呈列本集團金融工具的公平值，該等工具於報告期末按經常性基準計量，並分類為國際財務報告準則第13號公平值計量定義的三級公平值架構。將公平值計量分類的等級乃經參考以下估值方法所用輸入數據的可觀察性及重要性後釐定：

- 第1級估值：僅使用第1級輸入數據(即於計量日期同類資產或負債於活躍市場的未經調整報價)計量的公平值。
- 第2級估值：使用第2級輸入數據(即未能達到第1級的可觀察輸入數據)且並非使用重大不可觀察輸入數據計量的公平值。不可觀察輸入數據為無市場數據的輸入數據。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

(f) Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

- Level 3 valuations: Fair value measured using significant unobservable inputs.

There were no transfers between levels 1, 2 and 3 during the current and prior years.

34 財務風險管理及金融工具的公平值(續)

(f) 公平值計量(續)

(i) 按公平值計量的金融資產及負債(續)

公平值架構(續)

- 第3級估值：使用重大不可觀察輸入數據計量的公平值。

於本年度及過往年度，第1、2及3級之間並無轉撥。

		The Group 本集團	
		2014 2014年	2013 2013年
		Level 1 第1級	Level 1 第1級
		RMB'000 人民幣千元	RMB'000 人民幣千元
Derivative financial liabilities — Copper futures contracts	衍生金融工具 — 銅期貨合約	525	—

(ii) Fair values of financial instruments carried at other than fair values

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2014 and 2013.

(ii) 按公平值以外數據列賬的金融工具的公平值

於2014年及2013年12月31日，按成本或攤銷成本列賬的金融工具賬面值均與其公平值並無重大差別。

(g) Estimation of fair values

(i) Interest-bearing loans and borrowings

The fair value is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments at the balance sheet dates.

(g) 公平值的估算

(i) 計息貸款及借款

公平值是所估計的未來現金流量現值(按類似金融工具於結算日的現行市場利率折現計算)。

(ii) Derivatives

Copper futures contracts are measured using quoted prices in active markets for identical financial instruments.

(ii) 衍生工具

銅期貨合約利用在活躍市場中相同金融工具的報價計量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

35 ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY

On 15 September 2014, the Group entered into a sale and purchase agreement to acquire 65% equity interest of Jin Xunhuan at a cash consideration of RMB19,500,000 from Shenzhen YinTai Copper Co., Limited ("Shenzhen Yintai") and Tianjin Jili Recycling of Renewable Resources Co., Limited ("Tianjin Jili"). Shenzhen Yintai and Tianjin Jili acquired Jin Xunhuan from Jin Xunchuan Electronic Trading Co., Ltd., a private company controlled by the daughters of Mr. Yu Jianqiu on 16 June 2014. The transaction is considered by the Company's directors to be a connected transaction under the Listing Rules. The acquisition of Jin Xunhuan was completed on 15 September 2014.

This transaction had been accounted for as an acquisition of assets as the acquisition does not meet the definition of a business combination.

The assets acquired in the transaction were as follows:

35 透過收購附屬公司收購資產

於2014年9月15日，本公司訂立買賣協議，以現金代價人民幣19,500,000元向深圳銀泰銅業有限公司（「深圳銀泰」）及天津市潔利再生資源回收利用有限公司（「天津潔利」）收購金循環之65%股本權益。於2014年6月16日，深圳銀泰及天津潔利向俞先生的女兒控制的私營公司金循環電子商務有限公司收購金循環。本公司董事認為交易屬於上市規則項下的關連交易。收購金循環於2014年9月15日完成。

交易已入賬為收購資產，因為該收購不符合業務合併的定義。

透過交易收購的資產如下：

		RMB'000 人民幣千元
Prepayment for property, plant and equipment	物業、廠房及設備的預付款	29,230
Construction in progress	在建工程	79
Other receivables	其他應收款項	21
Cash at bank	銀行存款	654
Assets acquired	已收購資產	29,984
Less: Non-controlling interest	減：非控股權益	(10,484)
Total consideration satisfied by:	按以下方式結付總代價	
— Cash paid during the year ended 31 December 2014	— 於截至2014年12月31日止年度 支付現金	19,500
Net cash outflow arising on acquisition during the year ended 31 December 2014	於截至2014年12月31日止年度 收購所產生的現金流出淨額	
— Cash paid during the year ended 31 December 2014	— 於截至2014年12月31日止年度 支付現金	19,500
— Cash and bank balances acquired	— 所收購現金及銀行結餘	(654)
		18,846

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)**36 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2014**

Up to the date of issue of these financial statements, the IASB has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2014 and which have not been adopted in the financial statements. These include the following which may be relevant to the Group.

36 已頒佈但尚未於截至2014年12月31日止年度生效的修訂、新準則及詮釋可能產生的影響

截至本財務報表刊發日期，國際會計準則理事會已頒佈多項於截至2014年12月31日止年度尚未生效且本財務報表中並無採納的修訂、新準則及詮釋。該等包括以下或會與本集團有關的修訂、準則及詮釋。

		Effective for accounting periods beginning on or after 於下列日期 或之後開始的 會計期間生效
<i>Annual improvements to HKFRSs 2010–2012 cycle</i>	香港財務報告準則年度改進 2010至2012週期	1 July 2014 2014年7月1日
<i>Annual improvements to HKFRSs 2011–2013 cycle</i>	香港財務報告準則年度改進 2011至2013週期	1 July 2014 2014年7月1日
<i>Amendments to HKAS 16 and HKAS 38, Clarification of acceptable methods of depreciation and amortisation</i>	香港會計準則第16號及香港會計準則 第38號之修訂，折舊及攤銷之 可接受方法之澄清	1 January 2016 2016年1月1日
<i>HKFRS 15, Revenue from contracts with customers</i>	香港財務報告準則第15號， 客戶合約收入	1 January 2017 2017年1月1日
<i>HKFRS 9, Financial instruments</i>	香港財務報告準則第9號， 金融工具	1 January 2018 2018年1月1日

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application but is not yet in a position to state whether these amendments would have a significant impact on the consolidated financial statements.

本集團正在評估該等修訂、新準則及新詮釋於初次應用期間預期產生的影響，惟尚未能斷定該等修訂會否對綜合財務報表構成重大影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有註明者外，以人民幣列值)

37 SUBSEQUENT EVENTS

The following significant events took place subsequent to 31 December 2014:

Warrants granted on 19 January 2015

On 19 December 2014, Tongxin entered into the one-year annual procurement agreement with seven of its suppliers, pursuant to which each of the suppliers agrees to supply a targeted amount of copper scrap raw materials to the Group from 1 January 2015 to 31 December 2015 at a fixed discount of RMB1,000 per ton as compared to the same-day average purchase price of the Group from other suppliers. The annual supply target of the three suppliers under the agreements is 49,500 tonnes in aggregate.

The Company entered into a warrant subscription agreement with each of the suppliers on 19 December 2014, pursuant to which the Company has agreed to issue and the suppliers have agreed to subscribe for an aggregate of 133,650,000 warrants at an issue price of HK\$0.001 per warrant. The warrants were granted on 19 January 2015. In the five years from the grant date, after the warrants are being vested and become effective, each warrant will entitle its holder to subscribe for one share at a subscription price of HK\$1.30 per share (subject to adjustment). The warrants will become vested and exercisable when the relevant suppliers supply raw materials to the Group.

Warrants granted on 24 February 2015

On 1 February 2015, Tongxin entered into the one-year annual procurement agreement with three of its suppliers, pursuant to which each of the suppliers agrees to supply a targeted amount of copper scrap raw materials to the Group from 1 February 2015 to 31 January 2016 at a fixed discount of RMB2,000 per ton as compared to the same-day average purchase price of the Group from other suppliers (excluding the seven suppliers who entered into the annual procurement agreements and warrant subscription agreements with the Group on 19 December 2014). The annual supply target of the three suppliers under the agreements is 30,000 tonnes in aggregate.

The Company entered into a warrant subscription agreement with each of the suppliers on 4 February 2015, pursuant to which the Company has agreed to issue and the suppliers have agreed to subscribe for an aggregate of 102,000,000 warrants at an issue price of HK\$0.001 per warrant. The warrants were granted on 24 February 2015. In the five years from the grant date, after the warrants are being vested and become effective, each warrant will entitle its holder to subscribe for one share at a subscription price of HK\$1.50 per share (subject to adjustment). The warrants will become vested and exercisable when the relevant suppliers supply raw materials to the Group.

37 後續事件

下列重大事件於2014年12月31日後發生：

於2015年1月19日授出認股權證

於2014年12月19日，銅鑫與七名供應商訂立一年期年度供應協議，據此，各供應商同意從2015年1月1日到2015年12月31日以比本集團由其他供應商取得的同日平均採購價固定折讓每噸人民幣1,000元的價格，供應目標數量的廢舊銅原材料予本集團。於該等協議下三名供應商之年度供應目標合共為49,500噸。

於2014年12月19日，本公司與各供應商訂立認股權證認購協議，據此，本公司同意發行及供應商同意認購合共133,650,000份認股權證，發行價為每份認股權證0.001港元。認股權證於2015年1月19日授出。自授出日期起計五年內，在認股權證歸屬及生效後，各份認股權證將賦予持有人權力，可按認購價每股1.30港元(可予調整)認購一股股份。認股權證將於相關供應商向本集團供應原材料時歸屬及可予行使。

於2015年2月24日授出認股權證

2015年2月1日，銅鑫與三名供應商訂立一年期的年度供應協議，據此，各供應商同意從2015年2月1日到2016年1月31日按本集團由其他供應商(除於2014年12月19日與本集團訂立年度供應協議和認股權證認購協議的七名供應商外)取得的同日平均採購價固定折讓每噸人民幣2,000元，供應目標數量的廢舊銅原材料予本集團。於該等協議下三名供應商之年度供應目標合共為30,000噸。

本公司與3名供應商於2015年2月4日各自訂立認股權證認購協議，據此，本公司已同意發行及供應商已同意認購合共102,000,000份認股權證，發行價為每份認股權證0.001港元。認股權證已於2015年2月24日授出。在授出日期起計5年期間內，在認股權證已歸屬並生效後，每份認股權證將賦予持有人認購一股股份的權利，認購價為每股股份1.50港元(可予調整)。認股權證將於有關供應商提供原材料予本集團後歸屬及可予行使。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

A summary of the audited consolidated results and assets and liabilities of the Group for the last four years is set out below

本集團過往四個年度的經審核綜合業績及資產及負債概要載列如下

RESULTS

業績

		Years ended 31 December 截至12月31日止年度				Period from 6 August 2010 to 31 December 2010 2010年8月6日 至2010年 12月31日期間
		2014	2013	2012	2011	2010
		2014年 RMB'000 人民幣千元	2013年 RMB'000 人民幣千元	2012年 RMB'000 人民幣千元	2011年 RMB'000 人民幣千元	2010年 RMB'000 人民幣千元
Turnover	營業額	3,858,943	2,959,004	1,513,133	1,396,375	205,059
Cost of sales	銷售成本	(3,817,158)	(2,828,880)	(1,401,445)	(1,321,586)	(191,697)
Gross profit	毛利	41,785	130,124	111,688	74,789	13,362
Other revenue	其他收益	439,898	280,565	55,886	28,575	2,276
Other net (loss)/income	其他淨(虧損)/收入	(1,543)	428	(1,509)	2,412	26
Selling and distribution expenses	銷售及分銷開支	(22,634)	(9,107)	(5,927)	(4,227)	(1,311)
Administrative expenses	行政開支	(102,179)	(63,640)	(20,413)	(22,553)	(1,360)
Profit from operations	經營溢利	355,327	338,370	139,725	78,996	12,993
Finance costs	財務成本	(57,630)	(33,330)	(16,850)	(11,920)	(720)
Profit before taxation	稅前溢利	297,697	305,040	122,875	67,076	12,273
Income tax	所得稅	(49,431)	(59,492)	(30,583)	(18,396)	(2,899)
Profit for the period/year	期/年內溢利	248,266	245,548	92,292	48,680	9,374
Exchange differences on translation of financial statements of non-PRC entities	換算非中國實體財務報表的匯兌差異	2,952	4,935	(72)	7,222	285
Total comprehensive income for the period/year	期/年內全面收益總額	251,218	250,483	92,220	55,902	9,659

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

ASSETS AND LIABILITIES

資產及負債

		At 31 December				
		於 12 月 31 日				
		2014	2013	2012	2011	2010
		2014 年	2013 年	2012 年	2011 年	2010 年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Total assets	總資產	2,408,196	1,694,092	993,035	598,576	312,610
Total liabilities	總負債	(1,134,893)	(1,081,287)	(694,713)	(476,912)	(269,658)
Net assets	淨資產	1,273,303	612,805	298,322	121,664	42,952

Notes:

附註：

- The financial information of the Group for the period ended 31 December 2010, and years ended 31 December 2011 and 31 December 2012 are extracted from the accountants' report of the Group as set out on Appendix I to the Prospectus.

- 本集團截至 2010 年 12 月 31 日止期間及截至 2011 年 12 月 31 日及 2012 年 12 月 31 日止年度的財務資料乃摘錄自招股書附錄一所載的本集團的會計師報告。

CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Yu Jianqiu
Liu Hanjiu
Kwong Wai Sun Wilson
Huang Weiping
Zhu Yufen

Independent Non-executive Directors

Lee Ting Bun Denny
Pan Liansheng
Liu Rong

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Cheung Ying Kwan, FCCA

AUDITORS

KPMG
Certified Public Accountants

LEGAL ADVISORS

As to Hong Kong law
Herbert Smith Freehills
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Pan Liansheng
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