



Dragon Crown Group Holdings Limited 龍翔集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 00935

2012 年度報告 Annual Report



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Financial and Operating Highlights

財務及營運摘要

		2012	2011	
		HK\$'000	HK\$'000	% Change
		千港元	千港元	變動%
Result	業績			
Revenue	收入	257,770	240,675	7.1
Profit attributable to owners of the Company	本公司擁有人應佔溢利	99,100	90,076	10.0
Basic earnings per share (HK cents)	基本每股盈利(港仙)	8.93	9.15	(2.4)
Proposed final dividend per share (HK cents)	建議每股末期股息(港仙)	5.5	5	10
Financial Position	財務狀況			
Net current assets	流動資產淨值	237,341	271,393	(12.6)
Total interest-bearing bank loans	計息銀行貸款總額	12,031	156,409	(92.3)
Key Financial Ratios	主要財務比率			
Gross profit margin	毛利率	59.5%	57.5%	2.0
Net profit margin	淨利率	44.2%	42.9%	1.3
Return on equity	股本回報率	11.0%	10.6%	0.4
Current ratio	流動比率	4.1	2.5	
Gearing ratio ⁽¹⁾	資產負債比率 ⁽¹⁾	1.2%	14.3%	(13.1)
Operating Statistics	營運數據			
Throughput (metric tonnes)	吞吐量(公噸)			
Nanjing terminal	南京碼頭	1,717,700	1,588,200	8.2
Ningbo terminal	寧波碼頭	329,300	479,000	(31.3)
Tianjin terminal	天津碼頭	67,100	222,300	(69.8)
Jetty utilisation rate ⁽²⁾	碼頭使用率 ⁽²⁾			
Nanjing terminal	南京碼頭	50.5%	48.8%	1.7
Ningbo terminal	寧波碼頭	33.0%	61.4%	(28.4)
Tianjin terminal	天津碼頭	22.4%	45.4%	(23.0)

Notes:

- (1) The calculation of the gearing ratio is based on the sum of non-current and current bank loans divided by total assets multiplied by 100%.
- (2) The utilisation rate is calculated by our record of the annual actual throughput via jetties divided by (i) the total annual designed throughput capacity of jetties for Nanjing terminal and Ningbo terminal in relation to the operating period; and (ii) the total annual adjusted designed throughput capacity of the jetty for the Tianjin terminal in relation to the operating period.

附註：

- (1) 資產負債比率乃以非流動及流動銀行貸款除以總資產再乘以100%計算。
- (2) 使用率以碼頭年度實際吞吐量記錄除以(i)南京碼頭及寧波碼頭有關營運期間的碼頭設計年總吞吐量；及(ii)天津碼頭有關營運期間的經調整碼頭設計年總吞吐量來計算。

Dear Shareholders,

On behalf of the Board of Directors (the "Board"), I am pleased to present the annual results of Dragon Crown Group Holdings Limited (the "Group" or "Dragon Crown") for the year ended 31 December 2012.

OVERCOMES CHALLENGES THROUGH OUTSTANDING RESULTS

During 2012, the global economic environment has continued to be challenging. Economic growth and confidence were buffeted by the slow growth in the US as well as debt crises in several European countries. Economic growth in China was slightly affected and slowed down, although there is still quite an encouraging GDP growth.

Despite the challenging economic environment, Dragon Crown recorded outstanding results for 2012 with revenue increased by 7.1% to HK\$257.8 million (2011: HK\$240.7 million), profit before tax increased by 28.9% to HK\$139.9 million (2011: HK\$108.6 million) and net profit up 10.4% to HK\$113.9 million (2011: HK\$103.2 million). The encouraging financial performance is an evidence of our strong operational performance and capabilities to meet the robust demand for our services. This success has been guided by the vision of our management and our unique business model, providing us sustained and predictable earnings. Also, the nature of the liquid chemicals that we handled, representing the basic ingredients in many products used in daily life including paints, textiles, adhesives, packaging and pharmaceuticals, enjoys a consistent demand in their own right.

Moreover, the expansion of our Phase III facilities in the Nanjing terminal has made good progress according to the plan during the year. We expect that when our new tanks commence operation in 2013, plus our second cryogenic ethylene tank start to be built in 2013 and commence operation in 2014, the accelerate expansion should support us to further capture the immense opportunities available within China's liquid chemical industry.

During the year, we have paid close attention to our cash flow and maintained a strong balance sheet and a solid liquidity position. As a result, we have sufficient capital resources to support the continued growth of the Group.

致列位股東：

本人謹代表董事會(「董事會」)欣然呈報龍翔集團控股有限公司(「本集團」或「龍翔」)截至2012年12月31日止年度之年度業績。

克服挑戰贏得驕人業績

於2012年，全球經濟環境仍然充滿挑戰。美國經濟增長緩慢，多個歐洲國家面臨債務危機，令經濟增長及消費者信心遭受雙重打擊。儘管中國經濟受到輕微影響並放慢步伐，中國國內生產總值增長仍然理想。

儘管經濟環境充滿挑戰，龍翔於2012年依然取得驕人業績，收入增長7.1%至2.578億港元(2011年：2.407億港元)，除稅前溢利增長28.9%至1.399億港元(2011年：1.086億港元)及淨溢利上升10.4%至1.139億港元(2011年：1.032億港元)。令人振奮的財務表現證明本集團擁有穩健的業務表現及執行能力，可滿足客戶對本集團服務的強勁需求。管理層的真知灼見及本集團獨特的業務模式，引領我們走向成功，並取得可持續及可預見的盈利。而且，本集團所處理的液體化學品性質特別，為多種日常生活用品的基本成份，包括需求殷切的油漆、紡織品、膠黏劑、包裝材料及醫藥品。

此外，於本年度，南京碼頭第三期設施拓展計劃進展順利。本集團預期，待新儲罐於2013年投入運營，加上2013年即將開始建造並計劃於2014年投入運營的第二個低溫乙烯儲罐，該加速拓展必定能推動本集團進一步把握中國液體化學品行業的無限機會。

於本年度，本集團密切關注現金流，保持著強勁的財政實力及充裕的流動資金。因此，本集團擁有足夠的資本資源支持本集團的長期發展。

Chairman's Statement

主席報告

DIVIDENDS

To acknowledge the support of our shareholders and to continue with the Group's dividend payout policy, the Board proposed a final dividend per ordinary share of HK5.5 cents (2011: HK5 cents), which represents 61.6% of the profit attributable to shareholders for the year.

SAFETY

The safety of people has continued to be our top priority over the years. For this reason, we provide regular training to all of our staff and develop and implement HSE (Health, Safety and Environment) policies in accordance with national and industry standards. In 2012, we did not experience any material incidents in our operations. We intend to strive for improvement with our ultimate goal being to provide safe and quality services to our customers.

PROMISING OUTLOOK TO SUPPORT INDUSTRIAL DEVELOPMENT

With new policies rolled out by the PRC Government recently to stimulate economic growth, it is expected that the Government will further advance reforms and optimize China's economic structure and growth pattern. Moreover, supported by the rapidly expanding consumer market in China, we are very optimistic about the prospects of the liquid chemical industry and believe demand for our services will remain high.

Leveraging our world-class expertise and excellence in our facilities and services, we see enormous opportunity to deliver cost-effective solutions to our customers. We have built a strong reputation with our quality service that has earned their trust, especially from renowned large scale multinational chemical enterprises. In this way, we are riding the global trend of outsource logistics arrangements, to help customers to reduce costs, increase flexibility in business and boost their logistic efficiency.

The 11 tanks at the Nanjing terminal are expected to commence operation in 2013, 4 of which have already secured long-term terminal service contracts with customers and will start to contribute profit to the Group.

股息

秉承本集團的股息派發政策，以及為感謝股東的支持，董事會建議派發末期股息每股普通股5.5港仙(2011年：5港仙)，相當於本年度股東應佔溢利的61.6%。

安全

本集團一向將工作人員安全置於首位。因此，本集團向所有員工提供定期培訓，並根據國家及行業標準制定及執行健康、安全及環保的政策。於2012年，本集團並未於經營過程中遭遇任何重大事故。本集團將繼續致力於改善及貫徹向客戶提供安全及優質服務的宗旨。

前景亮麗有助行業發展

隨著中國政府近期推出新政策刺激經濟增長，預期政府會進一步推進改革，優化中國經濟結構和增長模式。並且，得力於中國消費市場的快速發展，本集團對液體化學品行業的前景非常樂觀，相信對本集團服務的需求仍將高漲。

憑藉擁有達世界級水平的專業知識、高標準的設施及服務，本集團緊握商機，向客戶提供具成本效益的解決方案。本集團建立了良好聲譽，並且以優質服務贏得客戶，包括大型跨國化工企業的信任。藉此，本集團正順應外包物流業務成為全球趨勢的機會，為客戶降低成本、增加業務靈活性及提升物流效率。

於南京碼頭的11個儲罐預期將於2013年開始投入運營，其中四個已獲客戶簽訂長期倉儲及碼頭服務合同，將開始為本集團貢獻溢利。

Dragon Crown will continue its steady expansion of its facilities and services and work closely with its business partners in order to capture the increasing demand from current and potential customers.

CONCLUSION

On behalf of the Board, I would like to thank all our colleagues and staff for their dedication and hard work. I would also like to express my gratitude to all of our business partners, customers and shareholders for their resolute commitment and support of the Group. Moving forward, we are striving to sustain and create value for our shareholders. I look forward to pursuing this path of development and growth with you and greatly appreciate you putting your trust in Dragon Crown.

Ng Wai Man

Chairman

Dragon Crown Group Holdings Limited

12 March 2013

龍翔將繼續穩步拓展其設施及服務，與商業夥伴緊密合作，以把握現有及潛在客戶不斷增長的需求。

結語

本人謹代表董事會衷心感謝全體同仁及員工之辛勤工作，亦感謝本集團所有合作夥伴、客戶及股東之堅定承諾及支持。展望未來，我們將繼續致力於為股東提供及創造價值。本人謹期待與閣下謀發展，同增長，並謹此衷心感謝閣下對龍翔的信任。

吳惠民

主席

龍翔集團控股有限公司

2013年3月12日

Directors and Senior Management

董事及高級管理人員

EXECUTIVE DIRECTORS

Mr. NG, Wai Man, aged 56, is an executive Director and the chairman of the Company. Mr. NG is the founder of our Group and is principally responsible for operation of our Board and is the key decision-maker of our Group. He is responsible for formulating the overall business strategic development for our Group. Mr. NG has accumulated around 24 years of management and operation experience in the terminal and storage of liquid chemical products industry. Mr. NG is the founder of Dragon Source Industrial Limited and its invested entity, Ningbo Haixiang Liquid Chemical Store Co., Ltd. (the predecessor of Ningbo Xinxiang Liquid Chemical Store Co., Ltd. ("Ningbo Xinxiang")), and has managed its operation since 1988. Mr. NG was the president and legal representative of Nanjing Dragon Crown Liquid Chemicals Terminal Co., Ltd from April 2004 to 2007 responsible for overseeing strategic development and management of resources. From December 1993 to September 2004, Mr. NG was a director of Ningbo Huaxiang Inspection Co., Ltd, a company which provides inspection, certification and testing services. He served as the chairman and general manager from October 1997 to October 2006 and legal representative from October 1997 to October 2007 for Ningbo Free Trade Zone Dragon Crown Chemical International Trade Company Ltd., a trading company, responsible for strategic business management. Mr. NG was appointed as our Director on 16 July 2010 and was re-designated as our executive Director on 30 November 2010.

執行董事

吳惠民先生，56歲，本公司執行董事兼主席。吳先生為本集團的創始人，主要負責董事會運作，且為本集團主要決策者，負責制訂本集團整體業務策略發展。吳先生在碼頭和儲存液體化學品行業中擁有超過24年的管理和運作經驗。吳先生為龍翔化工有限公司及其投資企業—寧波海翔液體化工倉儲有限公司(寧波新翔液體化工倉儲有限公司(「寧波新翔」)前身)的創始人，並自1988年起管理其運作。吳先生自2004年4月至2007年間任南京龍翔液體化工儲運碼頭有限公司的總裁兼法人代表，負責監督策略制訂及資源管理。自1993年12月至2004年9月，吳先生擔任寧波華翔檢驗有限公司(一家提供檢測、認證及測試服務的公司)董事。彼自1997年10月至2006年10月間擔任寧波保稅區龍翔化工國際貿易有限公司(一家貿易公司)的董事長兼總經理負責策略業務管理及自1997年10月至2007年10月間出任該公司的法人代表。吳先生於2010年7月16日獲任命為本公司董事，並於2010年11月30日調任執行董事。

Directors and Senior Management 董事及高級管理人員

Mr. TING Yian Ann, aged 52, is an executive Director and the chief executive officer of the Company. Mr. TING is principally responsible for overall management and strategic development, major decision-making and communications with our key customers. Mr. TING joined our Group in 2003. Since 2007, Mr. TING has served as the president and legal representative of Nanjing Dragon Crown Liquid Chemicals Terminal Co., Ltd. He has accumulated around 24 years of management and operation experience in the terminal and storage of liquid chemical products industry. Prior to joining our Group, Mr. TING was a regional budget coordinator of Astra Asia Regional Office, a pharmaceutical company, in Singapore from 1986 to 1988, his major duties included coordinating and preparing budget for all regional offices within Asia and reporting to managing director. He served as an account executive from 1988 to 1990, a senior account manager, sales and marketing department from 1990 to 1992, an assistant vice president, sales and marketing department from 1992 to 1993, a vice president, regional development and marketing department from 1993 to 1995, a senior vice president, regional development and marketing from 1995 to 1997, and president and chief executive officer from 1997 to 2001 of GATX (Jurong) Terminals Pte Ltd., a company providing global networks in bulk liquid storage, packaging, distribution and logistic services in Singapore. His major duties at GATX (Jurong) Terminals Pte Ltd. covered overall planning and operation of the company in the region, formulating strategies, cultivating relationship with customers and authorities and developing internal controls system. Mr. TING was the deputy chairman of the Singapore Chemical Industry Council from 1997 to 2001 and also served as the chairman of the Logistics & Distribution Committee established under the Singapore Chemical Industry Council from 1997 to 2001. Mr. TING graduated from University of Southern California in 1985 with a Bachelor of Science degree in Business Administration. Mr. TING was appointed as an executive Director on 30 November 2010.

陳言安先生，52歲，本公司執行董事兼行政總裁。陳先生主要負責整體管理、策略制訂、主要決策及與主要的客戶聯絡。陳先生於2003年加盟本集團。自2007年起，陳先生擔任南京龍翔液體化工儲運碼頭有限公司的總裁及法人代表。彼在碼頭和儲存液體化學品行業中擁有超過24年的管理和運作經驗。在加入本集團前，陳先生於1986年至1988年間擔任新加坡Astra（一家藥品公司）亞洲地區辦事處的地區預算協調員，主要負責包括協調及編製所有亞洲地區辦事處的預算，並向董事總經理報告。彼並於1988年至1990年在新加坡GATX (Jurong) Terminals Pte Ltd.（一家提供批量液體儲存、包裝、分銷及物流服務全球網絡的公司）擔任客戶主任，於1990年至1992年擔任銷售及推廣部門的高級客戶經理；於1992年至1993年擔任銷售及市場推廣部門助理副總裁；於1993年至1995年擔任地區發展及市場推廣部門副總裁；於1995年至1997年擔任地區發展及市場推廣部門高級副總裁；以及於1997年至2001年擔任總裁及行政總裁。彼於GATX (Jurong) Terminals Pte Ltd.的主要職責包括該公司在區內的整體規劃及經營、制訂策略、改善與客戶及政府當局的關係以及制訂內部監控制度。陳先生自1997年至2001年擔任新加坡化學工業委員會副主席，並自1997年至2001年擔任新加坡化學工業委員會設立的物流及分銷委員會主席。陳先生於1985年畢業於南加州大學，取得工商管理學士學位。陳先生於2010年11月30日獲委任為執行董事。

Directors and Senior Management 董事及高級管理人員

Mr. CHONG Yat Chin, aged 51, is an executive Director. Mr. CHONG joined our Group in 1994. Mr. CHONG is principally responsible for business and strategic development, major decision-making and communications with major customers. He has accumulated around 18 years of experience in the liquid chemical products terminal and storage industry. Prior to joining our Group, Mr. CHONG worked for Mitsui & Company (Hong Kong) Limited, an international conglomerate engaging in various businesses, including worldwide logistics and financing, development of infrastructure, for over seven years. He was in the chemicals division and undertook business support centered around petrochemical products chain for logistics and distribution. He was also responsible for developing strategic partnerships and customer relations. Mr. CHONG graduated from The Chinese University of Hong Kong in 1986 with a Degree of Bachelor of Business Administration. Mr. CHONG was appointed as an executive Director on 30 November 2010.

Ms. CHAN Wan Ming, aged 47, is an executive Director. Ms. CHAN is responsible for our Group's day-to-day management, administration as well as human resources management. She joined our Group in 1988. Ms. CHAN has accumulated around 24 years of management and operation experience in the terminal and storage of liquid chemical products industry. Prior to joining our Group, Ms. CHAN worked for Wai Hing Company, a trading company, from November 1986 to July 1988 responsible for arrangements in trading of chemicals. Ms. CHAN was appointed as an executive Director on 30 November 2010.

莊日青先生，51歲，為執行董事。莊先生於1994年加入本集團。莊先生主要負責業務及策略制訂、主要決策及與主要的客戶聯絡。彼在液體化學品碼頭和儲存行業擁有超過18年的經驗。在加入本集團前，莊先生於三井物產(香港)有限公司(一家國際綜合企業，從事多種業務，包括全球物流及融資服務以及基礎設施建設)任職逾七年，主要負責化工業務。彼任職於化學品部門，為化工產品物流及分銷鏈提供業務支持。彼亦負責開發戰略夥伴及客戶關係。莊先生於1986年畢業於香港中文大學，獲頒工商管理學士學位。莊先生於2010年11月30日獲委任為執行董事。

陳芸鳴女士，47歲，為執行董事。陳女士負責本集團的日常管理、行政及人力資源管理。彼於1988年加入本集團。陳女士在液體化學品碼頭及儲存行業擁有超過24年的管理和運作經驗。在加入本集團前，陳女士自1986年11月至1988年7月任職於貿易公司Wai Hing Company，主要負責安排化學品貿易。陳女士於2010年11月30日獲委任為執行董事。

Directors and Senior Management

董事及高級管理人員

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LUO Shijie, aged 66, was appointed as an independent non-executive Director on 30 November 2010. Mr. LUO is also a member of the audit committee, remuneration committee and nomination committee of our Board. He was deputy factory director of SINOPEC Sichuan Vinylon Works from 1988 to 1996. Mr. LUO was deputy general manager of SINOPEC Sales Company from 1996 to 1999, deputy director of SINOPEC Chemical Department from 2000 to 2003, and director of SINOPEC Chemical Department from 2003 to 2006. From 2005 to 2006, he also was general manager of SINOPEC Chemical Products Sales Company. Mr. LUO graduated from Tianjin University in 1968, majored in Precision Instrument. He obtained the qualification as an engineer from Chongqing City Government in 1981. He was appointed as senior engineer by SINOPEC in 1987.

Mr. ZHU Wujun, aged 65, was appointed as an independent non-executive Director on 30 November 2010, Mr. ZHU is also a member of the audit committee, remuneration committee and nomination committee of our Board. Mr. ZHU was the deputy manager of Sinopec Yangzi Petrochemical Company from 1985 to 1998. From 1998 to 2005, Mr. ZHU was a director and deputy manager of Sinopec Yangzi Petrochemical Company Ltd. From 2005 to 2006, Mr. ZHU was the deputy manager of Sinopec Chemical Products Sales Company. Mr. ZHU was also the chairman of Yangyang Chemical logistics and Trading Company from 1995 to 2005. Mr. ZHU graduated from Zhejiang University in 1965 with a bachelor degree in chemical engineering. He has obtained the qualification as a senior economist from the assessment committee of China Petrochemical Company which assessed his qualification according to standards set by the State Council in 1995.

獨立非執行董事

駱世捷先生，66歲，於2010年11月30日獲委任為獨立非執行董事。駱先生亦為董事會審核委員會、薪酬委員會及提名委員會成員。彼於1988年至1996年間擔任中國石化四川維尼綸廠副廠長。駱先生自1996年至1999年間擔任中國石油化工總公司銷售公司副總經理，自2000年至2003年擔任中國石化股份有限公司化工事業部副主任；自2003至2006年間任中國石化股份有限公司化工事業部主任；自2005年至2006年，彼亦為中國石化股份有限公司化工產品銷售分公司總經理。駱先生於1968年畢業於天津大學，主修精密儀器專業。彼於1981年獲重慶市人民政府頒發工程師資格。彼於1987年獲委任中國石油化工總公司高級工程師。

朱武軍先生，65歲，於2010年11月30日獲委任為獨立非執行董事，朱先生亦為董事會審核委員會、薪酬委員會及提名委員會成員。朱先生自1985年至1998年為中國石化揚子石油化工公司副經理。自1998年至2005年，朱先生為中國石化揚子石油化工股份有限公司董事兼副經理。自2005年至2006年，朱先生為中石化化工銷售上海分公司副經理。朱先生自1995年至2005年亦擔任揚洋化工運輸貿易有限公司主席。朱先生於1965年畢業於浙江大學，並取得化學工程學士學位。於1995年，彼獲得中國石油化工股份有限公司評審委員會高級經濟師資格。

Directors and Senior Management 董事及高級管理人員

Mr. LAU Sik Yuen, aged 45, was appointed as an independent non-executive Director on 30 November 2010. Mr. LAU is also chairman of the audit committee, remuneration committee and nomination committee of our Board. Mr. LAU served as the financial controller of a subsidiary of NWS Holdings Limited, a company listed on the Main Board over 3 years and had worked with PricewaterhouseCoppers for over 5 years. Mr. LAU graduated from Oregon State University with a bachelor degree of science in Business Administration in 1989. Mr. LAU is a fellow member of the Hong Kong Institute of Certified Public Accountants as well as a member of the American Institute of Certified Public Accountants. Mr. LAU has been serving as the chief financial officer and company secretary of Xinyi Glass Holdings Limited, a company listed on the Main Board, since April 2003. Mr. LAU has served as an independent non-executive director of China Qinfra Group Limited, a company listed on the Main Board since June 2009.

SENIOR MANAGEMENT

Mr. CHONG Man Kit, aged 35, was appointed as the chief financial officer and company secretary of our Group on 17 July 2012. Mr. Chong has over 13 years of professional experience in auditing, accounting and corporate financial management. Prior to joining our Group, Mr. CHONG worked as an audit manager in KPMG with international work exposure in Hong Kong, mainland China and United Kingdom from 2001 to 2010. During his tenure with KPMG, he was experienced in providing audit and advisory services to clients listed in New York, London and Hong Kong. Mr. CHONG was the chief financial officer and deputy general manager of a subsidiary of an American listed company from 2010 to 2012. Mr. CHONG studied at Indiana University Bloomington in the United States and graduated from the City University of Hong Kong in 2001 with a Degree (Honors) of Bachelor of Business Administration. Mr. CHONG is a Fellow of the Hong Kong Institute of Certified Public Accountants and is an IFRS certificate holder of the Institute of Chartered Accountants in England and Wales.

劉錫源先生，45歲，於2010年11月30日獲委任為獨立非執行董事。劉先生亦為董事會審核委員會、薪酬委員會及提名委員會主席。劉先生曾於主板上市公司新創建集團有限公司一間附屬公司擔任財務總監逾三年，並於羅兵咸永道會計師事務所任職逾五年。劉先生於1989年畢業於俄勒岡州立大學，取得工商管理學士學位。劉先生為香港會計師公會資深會員，亦為美國註冊會計師公會會員。劉先生自2003年4月起一直於主板上市公司信義玻璃控股有限公司擔任財務總監兼公司秘書。劉先生自2009年6月起於主板上市公司中國秦發集團有限公司擔任獨立非執行董事。

高級管理人員

莊文傑先生，35歲，於2012年7月17日獲委任為本集團首席財務總監兼公司秘書。莊先生在審計、會計及企業財務管理方面擁有超過13年之專業經驗。加入本集團前，莊先生自2001年起至2010年在畢馬威會計師事務所任職，擔任審計經理，曾於香港、中國大陸及英國工作。於任職期間，為紐約、倫敦及香港等地上市之客戶提供審計及諮詢服務。莊先生於2010年至2012年間任職一間美國上市公司之子公司之財務總監和副總經理。莊先生大學時曾就讀於美國印第安納大學，並於2001年畢業於香港城市大學，獲頒授工商管理學士（榮譽）學位。莊先生為香港會計師公會資深會計師和英格蘭及威爾士特許會計師協會國際財務報告準則證書持證人。

Directors and Senior Management 董事及高級管理人員

Mr. ZOU Qing Long, aged 48, is a director and general manager of Nanjing Dragon Crown. Mr. ZOU has joined our Group since May 2004. Mr. ZOU is principally responsible for our Group's overall operational management in Nanjing. Mr. ZOU has accumulated around ten years of management and operation experience in the terminal and storage of liquid chemical products industry. Mr. Zou's major responsibility with the Group includes managing and coordinating operation workflow, recruitment and training of managers under his supervision, developing guidelines of operation and maintenance. He is overseeing operations in our terminals in Nanjing, Ningbo and Tianjin. Prior to joining the Group, he worked in the China Maritime Safety Administration for 16 years in which he gained valuable maritime logistics experience. Mr. ZOU graduated from Nanjing Political College of the Chinese People's Liberation Army with a bachelor degree in Economics Management in 2003.

Mr. LAU Chi Ming, Sammy, aged 55, is the deputy general manager of Nanjing Dragon Crown. Mr. LAU is principally responsible for our Group's business and new project development of petrochemical terminal in Nanjing. Mr. LAU has accumulated around 24 years of management and operation experience in the terminal and storage of liquid chemical products industry. Mr. LAU was an engineer of ExxonMobil Hong Kong Limited from 1988 to 2004 and he assumed management roles in HSE, logistics, operations and maintenance. Mr. LAU graduated from The University of Hong Kong with a degree of Bachelor of Science in Engineering in 1979. Mr. LAU was elected as a Graduate of the Institution of Engineers, Australia on 10 January 1985 and has been included in the list of competent persons for Class 2-inspection and certification of LPG compound and cylinder stores by Electrical & Mechanical Services Department, Government of Hong Kong since 6 November 1996. He joined our Group in April 2005 as a project manager.

鄒青龍先生，48歲，為南京龍翔董事及總經理。鄒先生自2004年5月起加入本集團。鄒先生主要負責本集團在南京的整體運作管理。鄒先生在液體化學品碼頭和儲存行業擁有超過十年的管理和運作經驗。鄒先生於本集團的主要職責包括管理及協調營運工作流程、招募及在其監督下培訓管理人員、制定營運及維護指引。彼現在負責監督南京、寧波及天津碼頭的營運。於加入本集團前，彼於中國海事局任職16年，獲得寶貴的海上物流經驗。鄒先生於2003年畢業於中國人民解放軍南京政治學院，獲頒經濟管理學士學位。

劉志明先生，55歲，為南京龍翔副總經理。劉先生主要負責本集團在南京的石化碼頭業務和新項目發展。劉先生在液體化學品碼頭和儲存行業擁有超過24年的管理和運作經驗。劉先生自1988年至2004年為埃克森美孚香港有限公司的工程師及擔任健康、安全和環境、物流、營運及維護管理職位。劉先生於1979年畢業於香港大學，獲頒工程學理學士學位。劉先生於1985年1月10日獲選為澳洲工程師研究所研究生，並自1996年11月6日起獲列入香港政府機電工程署第2類勝任人士—檢查石油氣庫及氣瓶儲存室和簽發證明書名單。彼於2005年4月加入本集團，擔任項目經理。

Directors and Senior Management

董事及高級管理人員

Mr. LI Lian Chun, aged 54, is the general manager of Tianjin Tianlong. Mr. LI has joined our Group since March 1994. Mr. LI is principally responsible for our Group's overall operational management in Tianjin including managing and coordinating workflow, setting up annual budget and fiscal plan, providing training and recruitment of managers. Mr. LI has accumulated around 18 years of management and operation experience in the terminal and storage of liquid chemical products industry since his joining our Group in 1994. Mr. LI graduated from Tianjin Normal University with a bachelor of Art degree in English in 1984 and completed Post Graduate Course for Further Study in business management in Nankai University.

Mr. XIANG Xiao Chu, aged 57, is the general manager of Ningbo Ninxiang and Ningbo Xinxiang. Mr. XIANG has joined our Group since November 1995. Mr. XIANG is principally responsible for our Group's overall operational management in Ningbo. Mr. XIANG has accumulated around 20 years of management and operation experience of which around 17 years are in the terminal and storage of liquid chemical products industry. Prior to joining our Group, Mr. XIANG served as deputy director the factory, division deputy chief of Human Resource and Security and an office administrator in Ningbo No.2 Pharmaceutical Factory of Zhejiang Province from February 1988 to October 1992. During the period from November 1992 to September 1995, Mr. XIANG served as an office administrator handling selection and recruitment of new staff, finance management and observing compliance of HSE policies of Zhejiang Chemicals Factory (Yongxin Company). Mr. XIANG has served as a deputy director and director of tank field, business manager and general manager assistant in Ningbo Ninxiang and Ningbo Xinxiang since October 1995. Mr. XIANG completed administration management course of Self-Study Examination of the Higher Education of Zhejiang Province in October 1990.

李連春先生，54歲，為天津天龍總經理。李先生自1994年3月加入本集團。李先生主要負責本集團在天津的整體運作管理，包括管理及協調工作流程、制定年度預算及財務計劃、提供培訓及招募管理人員。自李先生於1994年加入本集團以來，彼在液體化學品碼頭和儲存行業擁有累計超過18年的管理和運作經驗。李先生於1984年畢業於天津師範大學，獲頒英語文學學士學位，並在南開大學修畢商業管理研究生課程進修班。

項小初先生，57歲，為寧波寧翔及寧波新翔總經理。項先生自1995年11月起加入本集團。項先生主要負責本集團在寧波的整體營運管理。項先生擁有約20年的管理和運作經驗，其中約17年在液體化學品碼頭和儲存行業。在加入本集團前，項先生自1988年2月至1992年10月擔任浙江省寧波第二製藥廠車間副主任、人保副科長及辦公室主任。於1992年11月至1995年9月期間，項先生擔任浙江化工廠(永興公司)辦公室主任，負責挑選及招募新員工、財務管理及監察健康、安全和環境政策是否合規。項先生自1995年10月起歷任寧波寧翔及寧波新翔儲罐區副主任、主任、商務經理及總經理助理。項先生於1990年10月修畢浙江省高等教育自學考試的行政管理專業課程。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

Dragon Crown is a leading PRC integrated terminal service provider that specialises in the storage and handling of liquid chemical products through three terminals in Nanjing, Tianjin and Ningbo. Over the years, the Group has strategically set up jetties and tank farms (“Terminals”) along coastal areas to capture the immense demand from the petroleum and chemical industries in China. Dragon Crown offers comprehensive terminal and storage services, including loading and unloading facilities at its self-owned jetties, liquid chemical storage at its tank farms, and delivery to and from customer’s factories through dedicated chemical pipelines or other transportation methods.

During the year ended 31 December 2012, the throughput volume of liquid chemical products handled by the Nanjing, Tianjin and Ningbo terminals reached 1,717,700 metric tonnes, 67,100 metric tonnes and 329,300 metric tonnes (2011: 1,588,200 metric tonnes, 222,300 metric tonnes and 479,000 metric tonnes) respectively, with combined throughput volume amounting to 2,114,100 metric tonnes (2011: 2,289,500 metric tonnes). The following table provides an overview of the existing terminals and facilities as at 31 December 2012:

Existing Terminals and facilities		Nanjing	Ningbo	Tianjin	Total
現有碼頭及設施		南京	寧波	天津	總計
Number of tanks	儲罐數	20	12	15	47
Storage capacity (m ³)	儲存容量(立方米)	152,000	29,000	24,900	205,900
Number of berth	泊位數	2	1	1	4
Berthing capacity (dwt)	泊位能力(載重噸)	25,000*	3,000	3,000	
Jetty designed throughput capacity (metric tonnes)	碼頭設計吞吐量(公噸)	2,600,000	100,000	300,000	3,000,000

* Comprises two berths with capacity of 20,000 dwt and 5,000 dwt, respectively.

業務回顧

龍翔為中國一家領先的綜合碼頭服務供應商，主要在南京、天津及寧波的三個碼頭專注於儲存及處理液體化學品。多年來，本集團策略性地在沿海地區建立了碼頭及罐區（「碼頭」）以把握來自中國石油化工行業的巨大需求。龍翔提供綜合儲存及碼頭服務，包括於其自有碼頭提供裝卸設施、於其罐區提供液體化學品儲存及透過專用化工管道或其他運輸方法自客戶的工廠往來運送。

於截至2012年12月31日止年度，南京、天津及寧波碼頭處理的液體化學品吞吐量分別為1,717,700公噸、67,100公噸及329,300公噸（2011年：1,588,200公噸、222,300公噸及479,000公噸），合併吞吐量達2,114,100公噸（2011年：2,289,500公噸）。下表呈列於2012年12月31日的現有碼頭及設施概覽：

* 由兩個分別為20,000載重噸和5,000載重噸的泊位組成。

Management Discussion and Analysis

管理層討論與分析

The Group's flagship terminal is located in the Nanjing Chemical Industry Park and is also the primary source of revenue and profit, accounting for approximately 96.6% of the Group's total profit (2011: 92.7%). The Nanjing Chemical Industry Park is one of the world's leading production bases for a wide range of chemicals and home to some of the leading chemical producers and users. The Group's major customer, Celanese Corporation (NYSE:CE), a world leading producer of acetyl products, is also situated in the industrial park and accounted for 88.4% of the Group's total revenue during the year – equivalent to HK\$227.8 million (2011: HK\$236.0 million).

The construction of Nanjing terminal Phase III is on schedule, and will ultimately help further to expand the Group's throughput capacity to 4,400,000 metric tonnes per year. The Group has also signed a construction agreement on 6 February 2013 to build a new cryogenic ethylene tank for the storage and handling of deep cooled liquid at -104 degree Celsius and needs specific techniques to build and maintain the tank. The tank has a storage capacity of 20,000 m³, construction of which will commence in the first quarter of 2013 with operation expected to start by the third quarter of 2014.

The Ningbo terminal retained a stable profit during the year. For the Tianjin Terminal, business was temporarily affected earlier in the year by the construction works of the local government along the inner river of Tianjin Bin Hai Xin Qu. Construction work was completed in May 2012 and the Group considers the event as a one-off incident. Normal operation has resumed in the second half of 2012, and a volume rebound is expected in 2013.

Dragon Crown continued to maintain a healthy financial position, with total assets of HK\$1,042.0 million (2011: HK\$1,092.5 million) and total equity of HK\$958.6 million (2011: HK\$894.8 million). The Group is in a strong financial position with cash on hand of HK\$265.7 million (2011: HK\$403.2 million) and the gearing ratio decreased to 1.2% (2011: 14.3%) which was due to the repayment of bank loans in the year.

本集團旗艦碼頭位於南京化學工業園，亦為主要收益來源，佔本集團溢利總額約96.6%（2011年：92.7%）。南京化學工業園是世界多種化學品主要生產基地之一及主要化學品生產商及用戶的聚集地。本集團的主要客戶塞拉尼斯（紐約證券交易所：CE）為世界領先的乙酰產品生產商，亦位於該工業園，於本年度佔本集團總收入之88.4%—相當於2.278億港元（2011年：2.360億港元）。

南京碼頭第三期如期施工，最終將使本集團的吞吐量進一步擴大至每年4,400,000公噸。本集團亦已於2013年2月6日簽訂一份工程協議建設一個新低溫乙烯儲罐，可儲存及處理攝氏零下104度的低溫液體（深冷），並需要具備特殊建設及維護技術。該儲罐擁有儲存容量20,000立方米，將於2013年第一季度開工建造，並預期於2014年第三季度投入營運。

於本年度，寧波碼頭維持穩定溢利。至於天津碼頭，業務臨時受到當地政府在天津濱海新區的內河建設工程的影響。建設工程於2012年5月份竣工且本集團認為建設工程屬一次性事件。於2012年下半年，該碼頭已恢復正常經營，吞吐量預期將於2013年回升。

龍翔持續保持穩健的財務狀況，擁有總資產10.420億港元（2011年：10.925億港元）及總權益達9.586億港元（2011年：8.948億港元）。本集團財務狀況強勁，手頭現金為2.657億港元（2011年：4.032億港元）及資產負債率因本年度償還銀行貸款而下降至1.2%（2011年：14.3%）。

Management Discussion and Analysis

管理層討論與分析

The Group entered into a memorandum of understanding with Dow Chemical China Holdings Pte. Ltd. ("DOW") in 2011 to establish chemical terminal facilities in Tianjin Nangang Industry Park. During the year, Dragon Crown and DOW worked closely to gain approval from relevant Government authorities. It is expected the facilities will become a strategic distribution hub for DOW within the Bohai Bay region in Northeast China. The planned site covers a total land area of 50 hectares, providing a solid base for the business expansion of the Group in the foreseeable future.

FINANCIAL PERFORMANCE REVIEW

Revenue

For the year ended 31 December 2012, the revenue of the Group increased by 7.1% to HK\$257.8 million from HK\$240.7 million in 2011. The increase was due to the combined effects of the recognition of the currency gain of HK\$5.3 million as a result of the appreciation in Renminbi ("RMB") during the year and the revenue from new customers of HK\$20.7 million. However, the increase was in part offset by the decrease in jetty revenue from major customers of HK\$5.9 million. The total throughput volume handled by Nanjing terminal increased to 1,717,700 metric tonnes in 2012 from 1,588,200 metric tonnes in 2011.

Gross profit

For the year ended 31 December 2012, gross profit increased to HK\$153.4 million from HK\$138.3 million in 2011. Correspondingly, the gross profit margin increased to 59.5% in 2012 from 57.5% in 2011. The increase in gross profit was primarily due to the combined effects of the increase in total throughput fee, the recognition of exchange gain as mentioned above and the stable total operation costs during the year.

The cost of services provided slightly increased to HK\$104.4 million in 2012 compared with HK\$102.4 million in 2011, primarily due to the recognition of exchange loss of HK\$2.1 million as a result of the appreciation in RMB, the increase in diesel fuel cost of HK\$3.5 million and the decrease in port related costs of HK\$3.4 million.

本集團與陶氏化學控股有限公司(「陶氏」)於2011年訂立諒解備忘錄，共同在天津南港工業區建立液體化工品碼頭罐區儲存設施。於本年度，龍翔及陶氏密切合作，以獲取相關政府機構的批准。預期該等設施將成為陶氏於中國東北部渤海灣地區之策略分銷樞紐。計劃選址佔土地總面積50公頃，將為本集團在可見未來之業務擴展提供穩固基礎。

財務表現回顧

收入

於截至2012年12月31日止年度，本集團收入由2011年之2.407億港元增加7.1%至2.578億港元。此增幅主要由於確認因人民幣(「人民幣」)於本年度升值而產生之匯兌收益530萬港元及來自新客戶之收入2,070萬港元之共同影響所致。然而，該收入增幅部分被來自主要客戶之碼頭收入減少590萬港元所抵銷。南京碼頭處理之總吞吐量由2011年之1,588,200公噸增加至2012年之1,717,700公噸。

毛利

於截至2012年12月31日止年度，毛利由2011年之1.383億港元增至1.534億港元。同時，毛利率由2011年之57.5%升至2012年之59.5%。此增幅主要由吞吐量收費總額增加、確認上述匯兌收益及本年度穩定的營運成本之共同影響所致。

提供服務成本由2011年之1.024億港元輕微增加至2012年之1.044億港元，主要由於人民幣升值而確認匯兌虧損210萬港元、柴油燃料成本增加350萬港元及港口相關成本減少340萬港元所致。

Management Discussion and Analysis

管理層討論與分析

Other income

Other income increased to HK\$22.1 million in 2012 from HK\$2.4 million in 2011. The increase was mainly due to the recognition of the arbitration income from a debtor of HK\$16.7 million and the increase in bank interest income of HK\$2.4 million.

Administrative expenses

Administrative expenses amounted to HK\$34.0 million during the year, compared with HK\$32.0 million in 2011. The slight increase of HK\$2.0 million in the year was mainly attributed to the combined effects of the decrease in listing and professional fee by HK\$4.2 million, the decrease of exchange gain by HK\$2.9 million, and the increase of staff costs of HK\$3.3 million during the year.

Finance costs

Finance costs for the year dropped to HK\$5.7 million from HK\$8.2 million in last year. The decrease was due to the repayment of bank loans.

Share of profits of jointly-controlled entities and associates

The business of the jointly-controlled entities retained stable profits during the year while the business of the associates was affected by the temporary construction works of the local government along the inner river of Tianjin Bin Hai Xin Qu.

Tax expense

The tax expense for the year increased to HK\$26.0 million from HK\$5.3 million in the last year because the major subsidiary of the Group was only entitled to 50% deduction in the PRC Enterprise Income Tax ("EIT") since 1 January 2012 but was entitled to preferential tax treatment with full tax exemption from PRC EIT in 2011.

其他收入

其他收入由2011年之240萬港元增加至2012年之2,210萬港元。該增加主要由於確認來自一名債務人的仲裁收入1,670萬港元及銀行利息收入增加240萬港元所致。

行政開支

於本年度內的行政開支為3,400萬港元，而2011年則為3,200萬港元。該200萬港元的輕微增加乃主要由於本年度上市及專業費用減少420萬港元、匯兌收益減少290萬港元及員工成本增加330萬港元之共同影響所致。

融資成本

本年度融資成本由去年的820萬港元減少至570萬港元。減少的主因是償還銀行貸款所致。

應佔共同控制實體及聯營公司之溢利

共同控制實體之業務於本年度仍維持穩定溢利，而聯營公司之業務因當地政府在天津濱海新區的內河臨時建設工程而受到影響。

稅項開支

本年度稅項開支由去年的530萬港元增至2,600萬港元，因為本集團主要附屬公司自2012年1月1日起享有減免50%中國企業所得稅（「企業所得稅」），但於2011年享有豁免全部中國企業所得稅之優惠稅務待遇。

USE OF NET PROCEEDS FROM LISTING

The Group has received approximately HK\$281.1 million net proceeds, after deducting underwriting fee and other related expenses, from listing of the Company's shares in 2011. The net proceeds will continue to be used to develop Nanjing phase III facilities.

These net proceeds were applied up to the year ended 31 December 2012 in accordance with the proposed applications set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus dated 30 May 2011 (the "Prospectus") and the Announcement dated 6 February 2013 headed "Change of use of proceeds", as follows:

Construction of second cryogenic ethylene tank	建設第2個低溫 乙烯儲罐	133.1	–	133.1
Construction of our third jetty	建設第3座碼頭	46.6	20.8	25.8
Construction of our dedicated railway system	建設專用鐵路系統	40.0	–	40.0
Construction of nine general purpose storage tanks	建設9個一般用途 儲罐	33.3	33.3	–
General working capital	一般營運資金	28.1	28.1	–

The Group held the unutilised net proceeds in short-term deposits or time deposits with banks in Hong Kong as at 31 December 2012.

上市所得款項淨額之用途

於2011年，本集團自本公司股份上市獲得已扣除包銷費用及其他相關費用後之所得款項淨額約2.811億港元。該所得款項淨額將繼續用於發展南京第三期設施。

根據日期為2011年5月30日之招股章程(「招股章程」)「未來計劃及所得款項用途」一節及日期為2013年2月6日題為「變更所得款項用途」之公佈所載之建議用途，該等所得款項淨額截至2012年12月31日止年度運用如下：

Net proceeds (HK\$ million)		
所得款項淨額(百萬港元)		
Available	Utilised	Unutilised
可動用	已動用	未動用
133.1	–	133.1
46.6	20.8	25.8
40.0	–	40.0
33.3	33.3	–
28.1	28.1	–
281.1	82.2	198.9

於2012年12月31日，本集團將未動用所得款項淨額以短期存款或定期存款形式存於香港之銀行。

Management Discussion and Analysis

管理層討論與分析

CAPITAL STRUCTURE, LIQUIDITY AND GEARING

As at 31 December 2012, the Group's total bank loans amounted to HK\$12.0 million (2011: HK\$156.4 million), which included RMB bank loans of RMB9.7 million (2011: RMB85.7 million). The Group's gearing ratio (total bank loans to total assets) was 1.2% at 31 December 2012 (2011: 14.3%). The gearing structure was as follows:

Total bank loans	銀行貸款總額
Total assets	資產總值
Gearing ratio	資產負債率

As at 31 December 2012, the Group's current assets and current liabilities amounted to HK\$314.7 million (2011: HK\$451.5 million) and HK\$77.3 million (2011: HK\$180.1 million), respectively. As at 31 December 2012, the Group's current ratio increased to 4.1 (2011: 2.5).

The Group strives to efficiently use its financial resources and adopts a prudent financial policy in order to maintain a healthy capital ratio and support its business expansion requirements.

DEBT MATURITY PROFILE

The maturity profile of the Group's bank loans is set out below:

Repayable	應還款項
Within one year or on demand	一年內或按要求
In the second year	第二年

Note: All bank loans at 31 December 2012 are denominated in RMB currency.

股本結構、流動資金及資產負債率

於2012年12月31日，本集團銀行貸款總額為1,200萬港元(2011年：1.564億港元)，包括人民幣970萬元之人民幣銀行貸款(2011年：人民幣8,570萬元)。於2012年12月31日，本集團之資產負債率(銀行貸款總額除以資產總值)為1.2%(2011年：14.3%)。資產負債率如下：

2012	2011
HK\$'000	HK\$'000
千港元	千港元
12,031	156,409
1,042,014	1,092,511
1.2%	14.3%

於2012年12月31日，本集團流動資產及流動負債分別為3.147億港元(2011年：4.515億港元)及7,730萬港元(2011年：1.801億港元)。於2012年12月31日，本集團之流動比率上升至4.1(2011年：2.5)。

本集團爭取有效地運用其財務資源，採納謹慎之財務政策，以維持穩健的資本比率及支持本集團之業務擴展需求。

債務還款期概況

本集團銀行貸款的債務還款期概況載列如下：

2012	2011
HK\$'000	HK\$'000
千港元	千港元
12,031	144,474
-	11,935
12,031	156,409

附註：於2012年12月31日，本集團所有銀行貸款以人民幣計價。

Management Discussion and Analysis

管理層討論與分析

PLEDGED ASSETS

Details of pledged assets as at 31 December 2012 are set out in note 26 to the financial statements.

FOREIGN CURRENCY AND INTEREST RATE RISKS

The Group's cash and bank balances were primarily denominated in RMB and HK\$. Its operating cash inflows and outflows were primarily denominated in RMB and HK\$. During the year, the Group did not have any material foreign exchange exposure and had not used any financial instruments for hedging purpose.

As most of the Group's bank borrowings were denominated in RMB, the interest rates of these bank borrowings are calculated with reference to the benchmark interest rate amended by the People's Bank of China ("PBOC") from time to time. The Group will closely monitor the interest rate movements and regularly review its banking facilities so as to mitigate the expected interest rate risk.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

Details of capital commitments as at 31 December 2012 are set out in note 34 to the financial statements. As at 31 December 2012, the Group did not have any significant contingent liabilities.

EMPLOYEES AND REMUNERATION

As at 31 December 2012, the Group had a total of 255 full time employees (2011: 267). The Group provides competitive remuneration package to retain its employees including salaries, discretionary bonus, medical insurance, other allowance and benefits in kind as well as mandatory provident fund schemes for employees in Hong Kong and state-managed retirement benefit schemes for employees in the PRC.

MATERIAL ACQUISITIONS AND DISPOSALS

During the year, the Group made no material acquisitions or disposals of subsidiaries and associated companies.

抵押資產

有關於2012年12月31日抵押資產之詳情載列於財務報表附註26。

外匯風險及利率風險

本集團之現金及銀行結餘主要以人民幣及港元計價。其營運現金流入及流出主要以人民幣及港元計價。於本年度，本集團並無任何重大外匯風險且並無使用任何以對沖為目的金融工具。

本集團大部分銀行借款乃以人民幣計價，該等銀行借款之利率乃參照中國人民銀行（「中國人民銀行」）不時修訂之基準利率計算。本集團將密切監控利率波動及定期審查銀行融資以降低預期利率風險。

資本承擔及或然負債

有關於2012年12月31日資本承擔之詳情，載列於財務報表附註34。於2012年12月31日，本集團並無任何重大或然負債。

僱員及薪酬

於2012年12月31日，本集團僱用合共255名全職僱員（2011年：267名）。本集團提供具有競爭力的酬金組合以挽留其員工，包括薪金、酌情花紅、醫療保險、其他津貼及實物福利，以及有關香港員工的強制性公積金計劃及有關中國員工的國家管理退休福利計劃。

重大收購及出售

於本年度，本集團並無任何重大收購或出售附屬公司及聯營公司。

Management Discussion and Analysis

管理層討論與分析

BUSINESS OUTLOOK

While the global economy is still full of uncertainty, we believe that China's economic growth will continue to gain momentum in 2013, spurred by the favourable Government policies and strong consumption demand, providing impetus for the chemical industry. The demand for liquid chemicals will likely remain robust.

The Group is optimistic about the outlook of the chemical storage and terminal industry, and will persist with its growth strategy of expanding its existing terminal storage business and replicating its success to other coastal regions in China. The expansion plan of Phase III at the Nanjing Terminal is progressing well and will commence operation in 2013. Four general tanks with a total capacity of 24,000m³ will start operating in the second quarter of 2013 with long-term terminal services contracts already secured. Seven more tanks with a total capacity of 14,000m³ are expected to start operation in the second quarter of 2013. The following table provides an overview of the new terminal facilities constructed at the Nanjing terminal that will commence operation in 2013:

		Nanjing Phase III facilities 南京第三期 設施	New long term terminal service contract 新長期碼頭 服務合約	Total 總計
Number of tanks	儲罐數量	9	2	11
Storage capacity (m ³)	儲存容量(立方米)	18,000	20,000	38,000
Number of berth	泊位數	1	–	1
Berthing capacity (dwt)	泊位能力(載重噸)	20,000	–	20,000
Expected investment amount (approximately RMB'000)	預計投資金額 (約人民幣千元)	104,500	29,700	134,200
Investment amount up to 31 December 2012 (approximately RMB'000)	截至2012年12月31日 止之投資額 (約人民幣千元)	64,820	20,770	85,590

Apart from strengthening infrastructure, the Group will continue consolidating its presence along the coastal regions of China, with focus on our ongoing development in the Yangtze River Delta and Bohai Bay regions. Looking ahead, the Group will seek to expand and bolster its handling capabilities and customer base, aiming to become one of the country's leading integrated terminal service providers, and creating value for its shareholders.

業務展望

儘管全球經濟仍充滿不確定性，我們相信，受政府有利政策及強勁消費需求刺激，中國經濟將於2013年繼續保持增長勢頭，從而為化工行業提供動力。液體化學品的需求將仍然旺盛。

本集團對化學品儲存及碼頭行業的前景持樂觀態度，並將堅持其增長戰略，拓展現碼頭儲存業務及將成功模式推廣至中國其他沿海地區。南京碼頭第三期拓展計劃進展良好，並將於2013年開始營運。總儲存容量達24,000立方米的4個一般用途儲罐已獲簽長期碼頭服務合約，將於2013年第二季度開始營運。總儲存容量達14,000立方米的另外7個儲罐預期將於2013年第二季度開始營運。下表呈列將於2013年在南京碼頭即將投入營運之新碼頭設施概覽：

除加強基礎設施外，本集團將持續鞏固其於中國沿海地區的地位，專注於長三角及渤海灣地區之發展。展望未來，本集團將尋求強化及擴大處理能力和客戶基礎，致力成為國內領先綜合碼頭服務供應商，並為股東創造價值。

The board of directors (the “Board”) of the Company is pleased to present this Corporate Governance Report in the Annual Report for the year ended 31 December 2012.

CORPORATE GOVERNANCE PRACTICES

The Group is committed to achieving high standards of corporate governance to safeguard the interests of shareholders and to enhance corporate value and accountability.

The Company has applied the principles as set out in the Code on Corporate Governance Practices (effective until 31 March 2012) and the Corporate Governance Code (effective from 1 April 2012) (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”).

In the opinion of the directors, throughout the year, the Company has complied with all the code provisions as set out in the CG Code.

The Company regularly reviews its corporate governance practices to ensure compliance with the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made of all the directors and the directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2012.

The Company has also established written guidelines on no less exacting terms than the Model Code (the “Employees Written Guidelines”) for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company.

No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

本公司董事會(「董事會」)欣然提呈截至2012年12月31日止年度報告之企業管治報告。

企業管治常規

本集團致力達致高水平之企業管治，以保障股東權益及提升企業價值及問責性。

本公司已應用香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載企業管治常規守則(2012年3月31日止有效)及企業管治守則(2012年4月1日起生效)(「企業管治守則」)內之原則。

董事認為，本公司已於全年內遵守企業管治守則所載之守則條文。

本公司會定期檢討其企業管治常規以確保遵守企業管治守則。

證券交易之標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則(「標準守則」)。

本公司已向全體董事作出具體查詢，董事已確認於截至2012年12月31日止年度內已遵守標準守則。

本公司亦已就可能管有本公司未公佈股價敏感資料僱員進行之證券交易設定書面指引(「僱員書面指引」)，其條款並不寬鬆於標準守則。

據本公司所知，概無任何僱員違反僱員書面指引。

Corporate Governance Report

企業管治報告

THE BOARD

BOARD COMPOSITION

The Board currently comprises 7 members, consisting of 4 executive directors, and 3 independent non-executive directors.

The Board comprises the following directors:

Executive directors:

Mr. NG Wai Man (*Chairman*)
Mr. TING Yian Ann (*Chief Executive Officer*)
Mr. CHONG Yat Chin
Ms. CHAN Wan Ming

Independent non-executive directors:

Mr. LAU Sik Yuen
Mr. LUO Shijie
Mr. ZHU Wujun

The list of directors (by category) is also disclosed in all corporate communications issued by the Company from time to time pursuant to the Listing Rules. The independent non-executive directors are expressly identified in all corporate communications pursuant to the Listing Rules.

The biographical details of the directors of the Company are set out under “Directors and Senior Management” section in this annual report. None of the members of the Board is related to one another.

董事會

董事會組成

董事會目前共有七位成員，包括四位執行董事及三位獨立非執行董事。

董事會包括下列董事：

執行董事：

吳惠民先生 (*主席*)
陳言安先生 (*行政總裁*)
莊日青先生
陳芸鳴女士

獨立非執行董事：

劉錫源先生
駱世捷先生
朱武軍先生

董事名單(按類別劃分)亦已根據上市規則於本公司不時刊發之所有公司通訊中披露。所有公司通訊均已遵照上市規則明確說明獨立非執行董事身份。

本公司各董事履歷詳情載於本年報「董事及高級管理人員」一節。董事會成員之間並無任何關係。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Company fully supports the division of responsibility between the Chairman of the Board and the Chief Executive Officer to ensure a balance of power and authority. The positions of Chairman and Chief Executive Officer are held by Mr. NG Wai Man and Mr. TING Yian Ann respectively. Their respective responsibilities are clearly defined and set out in writing.

Currently, the Chairman provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice whereas the Chief Executive Officer focuses on implementing objectives, policies and strategies approved and delegated by the Board.

INDEPENDENT NON-EXECUTIVE DIRECTORS

During the year ended 31 December 2012, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors representing one-third of the Board with at least one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The independent non-executive directors bring a wide range of business and financial expertise, experience and independent judgement to the Board. Through active participation at Board meetings, taking the lead in managing issues involving potential conflict of interests, all independent non-executive directors have made various contributions to the effective direction of the Company.

The Company has received written annual confirmation from each independent non-executive director of his independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive directors to be independent in accordance with the independence guidelines as set out in the Listing Rules.

主席及行政總裁

本公司完全支持將董事會主席與行政總裁的職能分開，以達致權力和權限的平衡。主席職務由吳惠民先生擔任，而行政總裁職務則由陳言安先生擔任。彼等之職責已清晰界定並明文載列。

目前，董事會主席負責領導董事會，並負責董事會依照良好企業管治常規有效運作，而行政總裁專注於執行董事會批准並下達的目標、政策及策略。

獨立非執行董事

於截至2012年12月31日止年度，董事會一直符合上市規則有關委任至少三名獨立非執行董事（佔董事會成員人數三分之一及至少一名須擁有適當的專業資格或會計或相關財務管理專業知識）的規定。

獨立非執行董事為董事會帶來廣泛業務及財務專業知識、經驗及獨立判斷。透過積極參與董事會會議，於管理涉及潛在利益衝突之事宜方面起主導作用，所有獨立非執行董事對有效指導本公司作出不同貢獻。

本公司已根據上市規則規定獲各獨立非執行董事就其獨立性作出書面年度確認。本公司認為，按照上市規則的獨立性指引，全體獨立非執行董事均為獨立人士。

NON-EXECUTIVE DIRECTORS, APPOINTMENT AND RE-ELECTION OF DIRECTORS

The procedures and process of appointment, re-election and removal of directors are laid down in the Company's Articles of Association. The Nomination Committee is responsible for reviewing Board composition, monitoring the appointment of directors and assessing the independence of independent non-executive directors.

Code provision A.4.1 of the CG Code stipulates that non-executive directors shall be appointed for a specific term, subject to re-election, whereas code provision A.4.2 states that all directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Each of the independent non-executive directors of the Company is appointed for a specific term of one year and is subject to retirement by rotation once every three years.

In accordance with the Company's Articles of Association, all directors of the Company are subject to retirement by rotation at least once every three years and any new director appointed to fill a casual vacancy shall submit himself/herself for re-election by shareholders at the first general meeting after appointment.

At the forthcoming annual general meeting of the Company, Mr. Chong Yat Chin, Mr. Luo Shijie and Mr. Zhu Wujun shall retire by rotation and being eligible, offer themselves for re-election pursuant to the Company's Articles of Association.

非執行董事、董事之委任及重選

董事之委任、重選及罷免程序及步驟載列於本公司之組織章程細則內。提名委員會負責檢討董事會組成、監控董事之委任以及評估獨立非執行董事之獨立性。

企業管治守則之守則條文第A.4.1條規定，非執行董事須有指定任期，並須接受重選，而守則條文第A.4.2條訂明，所有獲委任填補臨時空缺之董事應在獲委任後之首次股東大會上由股東選任，且每位董事（包括按指定任期委任之董事）須至少每三年輪值告退一次。

本公司之各獨立非執行董事任期為一年且每三年輪值退任一次。

根據本公司之組織章程細則，本公司之全體董事須至少每三年輪值退任一次且獲委任填補臨時空缺之任何新董事應於委任後首個股東大會上由股東重選連任。

於本公司即將召開之股東週年大會上，莊日青先生、駱世捷先生及朱武軍先生應根據本公司之組織章程細則輪值退任且符合資格膺選連任。

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance. The Board has delegated to the Chief Executive Officer, and through him, to the senior management the authority and responsibility for the day-to-day management and operation of the Group.

All directors have carried out their duties in good faith, in compliance with applicable laws and regulations and in the interests of the Company and its shareholders at all times.

DELEGATION OF MANAGEMENT FUNCTIONS

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.

All directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, with a view to ensuring that Board procedures and all applicable laws and regulations are followed. Each director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

The day-to-day management, administration and operation of the Company are delegated to the Chief Executive Officer and the senior management. The delegated functions and responsibilities are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the aforesaid officers.

董事會及管理層的職能、責任及貢獻

董事會負責領導及監控本公司，並監察本集團之業務、策略方針及表現。董事會已授予行政總裁權力及責任，並透過授予高級管理人員權力及責任，以管理本集團的日常事務及經營業務。

全體董事真誠地按照適用法例及法規履行職責，亦一直以符合本公司及其股東利益行事。

管理職能授權

董事會負責就本公司所有重大事務作出決策，包括：批准及監控所有政策事務、整體策劃及預算、內部監控及風險管理系統、重大交易（尤其是可能涉及利益衝突者）、財務資料、委任董事及其他重大財務及營運事宜。

全體董事可全面及時取得全部有關資料，以及公司秘書之意見及服務，藉此確保遵守董事會程序及所有適用規則及規例。於適當情況下，各董事一般在向董事會提出要求後徵求獨立專業意見，費用由本公司支付。

本公司之日常管理、行政及營運已指派行政總裁及高級管理人員負責。本公司會定期檢討行政總裁及高級管理人員獲指派之職能及職責。上述高級職員訂立任何重大交易前，必須取得董事會之事先批准。

Corporate Governance Report

企業管治報告

INDUCTION AND CONTINUING PROFESSIONAL DEVELOPMENT OF DIRECTORS

Directors keep abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

Each newly appointed director receives formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Continuing briefing and professional development for directors will be arranged where necessary.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

During the year ended 31 December 2012, the following directors attended seminar(s) and training session(s) arranged by professional institution(s)/professional firm(s):

Directors	Topic
<i>Executive Directors</i>	
Mr. NG Wai Man	Corporate Governance/Updates on Laws, rules and regulations
Mr. TING Yian Ann	Corporate Governance/Updates on Laws, rules and regulations
Mr. CHONG Yat Chin	Corporate Governance/Updates on Laws, rules and regulations
Ms. CHAN Wan Ming	Corporate Governance/Updates on Laws, rules and regulations
Mr. KWAN Chun Yuen (resigned on 17 July 2012)	Accounting and Tax Updates

董事入職及持續專業發展

董事及時了解其作為本公司董事的職責及執行本公司事務、業務活動及發展。

每名新任董事均於首次獲委任時獲提供正式、全面及就其職位度身制訂的入職介紹，確保新任董事可適當掌握本公司業務及營運，並完全了解其根據上市規則以及相關法規之職責與責任。

於必要時，本公司亦會為董事安排持續簡介及專業發展。

董事應參與合適的持續專業發展以發展及提高彼等的專業知識及技能，確保彼等向董事會作出知情及恰當的貢獻。

截至2012年12月31日止年度，以下董事出席由專業機構／專業公司安排的研討會及培訓課程：

董事	主題
<i>執行董事</i>	
吳惠民先生	企業管治／法例、規則及法規更新
陳言安先生	企業管治／法例、規則及法規更新
莊日青先生	企業管治／法例、規則及法規更新
陳芸鳴女士	企業管治／法例、規則及法規更新
關振遠先生 (於2012年 7月17日辭任)	會計及稅務更新

Directors	Topic	董事	主題
<i>Independent</i> <i>Non-Executive Directors</i>		<i>獨立非執行董事</i>	
Mr. LAU Sik Yuen	Corporate Governance/Updates on Laws, rules and regulations	劉錫源先生	企業管治／法例、規則及法規更新
Mr. LUO Shijie	Corporate Governance/Updates on Laws, rules and regulations	駱世捷先生	企業管治／法例、規則及法規更新
Mr. ZHU Wujun	Corporate Governance/Updates on Laws, rules and regulations	朱武軍先生	企業管治／法例、規則及法規更新

In addition, relevant reading materials including legal and regulatory update/seminar handouts have been provided to the directors for their reference and studying.

此外，董事獲提供相關閱讀資料（包括法律及法規更新／研討會講義）以供參考及學習。

BOARD COMMITTEES

The Board has established three committees, namely, the Nomination Committee, Remuneration Committee and Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

董事委員會

董事會已成立三個委員會，即提名委員會、薪酬委員會及審核委員會，以監督本公司特定範疇事務。本公司全部董事委員會於成立時已書面界定職權範圍。董事委員會的職權範圍已於本公司及聯交所網站刊登及並應要求可供查閱。

The majority of the members of each Board committee are independent non-executive directors and the list of the chairman and members of each Board committee is set out under "Corporate Information" on page 139.

各董事委員會大部分成員均為獨立非執行董事，有關各董事委員會主席及成員之名單，載於第139頁「公司資料」。

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.

董事委員會獲提供充足資源以履行其職責，並可按合理要求於情況合適時徵求獨立專業意見，費用由本公司支付。

NOMINATION COMMITTEE

The Nomination Committee comprises five members, namely, Mr. LAU Sik Yuen (chairman), Mr. LUO Shijie, Mr. ZHU Wujun, Mr. NG Wai Man and Mr. TING Yian Ann, the majority of which are independent non-executive directors.

提名委員會

提名委員會包括五名成員，即劉錫源先生（主席）、駱世捷先生、朱武軍先生、吳惠民先生及陳言安先生，其中大部分為獨立非執行董事。

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The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of directors, making recommendations to the Board on the appointment and succession planning of directors, and assessing the independence of independent non-executive directors.

The Nomination Committee has adopted a set of nomination procedures for selection of candidates for directorship of the Company by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of such individuals, the Company's needs and other relevant statutory requirements and regulations.

The Nomination Committee met once during the year under review to review the structure, size and composition of the Board and the independence of the independent non-executive directors, and to consider the qualifications of the retiring directors standing for election at the Annual General Meeting.

REMUNERATION COMMITTEE

The Remuneration Committee comprises five members, namely, Mr. LAU Sik Yuen (chairman), Mr. LUO Shijie, Mr. ZHU Wujun, Mr. NG Wai Man and Mr. TING Yian Ann, the majority of which are independent non-executive directors.

The primary objectives of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of all directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

The Remuneration Committee met once during the year under review to review and make recommendation to the Board on the remuneration policy and structure of the Company, and the remuneration packages of the all directors and senior management and other related matters.

提名委員會之主要職責包括檢討董事會之組成，構思與制訂董事提名及委任之程序，就董事委任及繼任計劃向董事會提供意見，並評估獨立非執行董事之獨立性。

提名委員會已採納一套提名程序以選舉本公司董事職位候選人，當中會參考該人士的技能、經驗、專業知識、個人誠信及付出時間、本公司的需求以及其他相關法規要求及規例。

提名委員會在回顧年度內已舉行一次會議審閱董事會架構、規模及成員以及獨立非執行董事的獨立性，並考慮退任董事是否合資格於股東週年大會上重選。

薪酬委員會

薪酬委員會包括五名成員，即劉錫源先生（主席）、駱世捷先生、朱武軍先生、吳惠民先生及陳言安先生，其中大部分為獨立非執行董事。

薪酬委員會之主要目的包括批准薪酬政策、結構及所有董事及高級管理人員之薪酬組合並就此提出建議。薪酬委員會亦負責設立具透明度之程序，以推行有關薪酬政策及結構，確保董事或其任何聯繫人士將不會參與決定其本身之薪酬，且薪酬將會參照個人及本公司之表現，以及市場慣例及市況而釐定。

薪酬委員會在回顧年度內已舉行一次會議審閱薪酬政策及本公司架構以及執行董事及高級管理人員的薪酬及其他相關事宜，並就此向董事會提出建議。

AUDIT COMMITTEE

The Audit Committee comprises three independent non-executive directors, namely, Mr. LAU Sik Yuen (chairman), Mr. LUO Shijie and Mr. ZHU Wujun, (including one independent non-executive director with the appropriate professional qualifications). None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The main duties of the Audit Committee include the following:

- To review the financial statements and reports and consider any significant or unusual items raised by the external auditors before submission to the Board
- To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditors
- To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures

The Audit Committee held two meetings during the year under review to review interim and annual financial results and reports and significant issues on the financial reporting and compliance procedures, internal control and risk management systems, scope of work and appointment of external auditors, connected transactions and arrangements for employees to raise concerns about possible improprieties.

The Audit Committee also met the external auditors twice without the presence of the executive directors.

The Group's accounting principles and practices and the audited consolidated financial statements for the year ended 31 December 2012 have been reviewed by the Audit Committee.

審核委員會

審核委員會包括三名獨立非執行董事(包括一名具有合適專業資格之獨立非執行董事)，即劉錫源先生(主席)、駱世捷先生及朱武軍先生。審核委員會成員並非本公司現任外聘核數師之前合夥人。

審核委員會主要職責包括下列各項：

- 於提交董事會前，審閱財務報表及報告，並考慮外聘核數師提呈之任何重大或非經常項目
- 參考核數師履行之工作、委聘費用及條款，審閱與外聘核數師之關係，並就委聘、重新委任及罷免外聘核數師向董事會提出建議
- 審閱本公司財務申報系統、內部監控系統及風險管理系統和相關程序以決定是否足夠及有效

審核委員會於回顧年度內已舉行兩次會議以審閱中期報告及年度財務業績及報告以及有關重大事宜，當中涉及財務申報及合規程序、內部監控及風險管理制度、外部核數師的工作範圍及委任，關連交易及可使僱員以私秘方式關注可能不當行為之安排。

審核委員會亦與外部核數師舉行過兩次會議，而無執行董事出席。

審核委員會已審閱本集團採納的會計原則及慣例以及截至2012年12月31日止年度之經審核綜合財務報表。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Written Employee Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

The attendance record of each director at the Board and Board Committee meetings and the general meeting of the Company held during the year ended 31 December 2012 is set out in the table below:

Name of Director 董事姓名	Board 董事會	Attendance/Number of Meetings 出席/會議次數				Annual General Meeting 股東週年大會
		Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會		
Mr. Ng Wai Man 吳惠民先生	3/4	1/1	1/1		1/1	
Mr. Ting Yian Ann 陳言安先生	4/4	1/1	1/1		1/1	
Mr. Chong Yat Chin 莊日青先生	4/4				1/1	
Ms. Chan Wan Ming 陳芸鳴女士	4/4				1/1	
Mr. Kwan Chun Yuen (resigned on 17 July 2012) 關振遠先生(於2012年7月17日辭任)	2/2				1/1	
Mr. Lau Sik Yuen 劉錫源先生	3/4	1/1	1/1	2/2	1/1	
Mr. Luo Shijie 駱世捷先生	4/4	1/1	1/1	2/2	1/1	
Mr. Zhu Wujun 朱武軍先生	4/4	1/1	1/1	2/2	1/1	

企業管治職能

董事會負責履行企業管治守則守則條文第D.3.1條所載的職能。

董事會已檢討本公司之企業管治政策及常規、董事及高級管理人員之培訓及持續專業發展、本公司在遵守法律法規規定、遵守標準守則及僱員書面指引以及遵守企業管治守則及企業管治報告披露之政策及常規。

董事及委員會成員出席記錄

各董事出席截至2012年12月31日止年度舉行的董事會及董事委員會會議以及本公司股東大會的出席記錄載列如下：

Apart from regular Board meetings, the Chairman also held meetings with the independent non-executive directors without the presence of executive directors during the year.

Practices and Conduct of Board Meetings

Annual meeting schedules and draft agenda of each meeting are normally made available to directors in advance.

Notice of regular Board meetings is served to all directors at least 14 days before the meeting. For other Board meetings, reasonable notice is generally given.

Board papers together with all appropriate, complete and reliable information are sent to all directors at least 3 days before each Board meeting to keep directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each director also have separate and independent access to the senior management where necessary.

The Company Secretary is responsible for taking and keeping minutes of all Board meetings. Draft minutes are normally circulated to directors for comment within a reasonable time after each meeting and final versions are open for directors' inspection.

除定期董事會會議外，主席亦於年內與獨立非執行董事舉行會議，而無執行董事出席。

董事會議事常規及操守

董事一般可事先取得週年大會會期及各會議議程初稿。

定期董事會會議通知於會議前最少14日向全體董事發出，其他董事會會議則一般會發出合理通知。

董事會文件連同所有完備之合適可靠資料將於各董事會會議前最少3日向全體董事發出，以令董事得知本公司最新發展及財務狀況，並確保彼等作出知情決定。於必要時，董事會及各董事亦可個別獨立接觸高級管理人員。

公司秘書負責作出及保存所有董事會會議之會議記錄。會議記錄初稿一般將於各會議後一段合理時間內分發予董事，而定稿將可供董事查閱。

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企業管治報告

According to current Board practice, any material transaction, which involves a conflict of interests for a substantial shareholder or a director, will be considered and dealt with by the Board at a duly convened Board meeting. The Company's Articles of Association contain provisions requiring directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING

The directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2012.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other disclosures required under the Listing Rules and other statutory and regulatory requirements.

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 directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 53 to 54.

Where appropriate, a statement will be submitted by the Audit Committee explaining its recommendation regarding the selection, appointment, resignation or dismissal of external auditors and the reasons why the Board has taken a different view from that of the Audit Committee.

根據現行董事會常規，任何涉及主要股東或董事利益衝突之重大交易將由董事會於正式召開之董事會會議上考慮及處理。本公司之組織章程細則亦載有條文，規定董事就批准該等董事或彼等任何聯繫人士擁有重大利益之交易於會議上放棄投票，且不計入會議法定人數。

董事對財務報表所負之責任

董事確認彼等知悉編製本公司截至2012年12月31日止年度財務報表之責任。

董事會負責根據上市規則及其他監管規定，對年度及中期報告、股價敏感資料及其他披露事宜提供內容公正、清晰易明之評估。

管理層已向董事會提供必要說明及資料，以使董事會對本公司之財務報表達致知情評估，以供董事會批准。

董事並不知悉任何重大不確定因素涉及可能對本公司持續經營能力造成重大疑惑的事件或情況。

本公司獨立核數師有關彼等就財務報表所承擔之申報責任之聲明載於第53至54頁之獨立核數師報告內。

在適用情況下，審核委員會將遞交聲明，就甄選、委任、辭退或罷免外聘核數師闡述其建議，以及董事會就此持不同意見之原因。

EXTERNAL AUDITORS AND AUDITORS' REMUNERATION

外聘核數師及核數師薪酬

During the year ended 31 December 2012, the remuneration paid/payable to the Company's external auditors, Messrs Ernst & Young, in respect of audit services and non-audit services is set out below:

於截至2012年12月31日止年度，就核數服務及非核數服務已付／應付予本公司外聘核數師安永會計師事務所之薪酬載例如下：

Service Category		Fees Paid/Payable (HK\$)
服務類別		已付／應付費用(港幣)
Audit Services	核數服務	
– Annual audit	– 年度審核	1,030,000
– Independent auditors letter on continuing connected transactions	– 有關持續關聯交易的獨立核數師函件	40,000
Non-audit Services	非核數服務	
– Review of interim results	– 審閱中期業績	320,000
– Taxation services	– 稅務服務	90,000
		1,480,000

INTERNAL CONTROLS

內部監控

During the year under review, the Board, through the Audit Committee, conducted a review of the effectiveness of the internal control system of the Company, including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

於回顧年度內，董事會已透過審核委員會檢討本公司內部監控系統之成效，包括在會計及財務申報職能方面之資源充足性、員工資歷及經驗，以及員工培訓計劃及預算。

The Board is responsible for maintaining an adequate internal control system to safeguard shareholder investments and Company assets and reviewing the effectiveness of such on an annual basis through the Audit Committee.

董事會負責維持足夠之內部監控系統，以保障股東之投資及本公司之資產，並每年透過審核委員會就上述事宜進行檢討。

The Audit Committee oversees the internal control system of the Group, reports to the Board on any material issues and makes recommendations.

審核委員會監控本集團之內部監控系統，並就任何重大事宜向董事會報告及提出建議。

Corporate Governance Report

企業管治報告

The internal control system of the Group is designed to facilitate effective and efficient operations, to ensure reliability of financial reporting and compliance with applicable laws and regulations, to identify and manage potential risks, and to safeguard assets of the Group.

SHAREHOLDER RIGHTS

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at shareholder meetings, including the election of individual directors.

All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each shareholder meeting.

CONVENING AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

Pursuant to Article 58 of the Company's Articles of Association, an extraordinary general meeting shall be called by the Board on the written requisition of any one or more shareholders of the Company, provided that such shareholder(s) held 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. Such meeting shall be called for the transaction of any business specified in the written requisition to the Board or the Secretary of the Company; and shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

本集團之內部監控系統旨在促進有效營運，以確保財務申報之可靠性及遵守適用法律及規例，識別及管理潛在風險，並保障本集團之資產。

股東權利

為保障股東權益與權利，股東大會上會就各重大獨立事宜提出獨立決議案，包括選出個別董事。

於股東大會上提呈之所有決議案將根據上市規則以投票方式進行表決，而投票表決結果將於各股東大會後於本公司及聯交所網站公佈。

由股東召開股東特別大會

根據本公司組織章程細則第58條規定，股東特別大會須應本公司任何一名或數名股東的書面要求由董事會召開，惟該等股東於遞交請求當日所持股份不得少於附有本公司股東大會投票權的已繳足股本十分之一。該等會議須就向董事會或本公司秘書提交的書面要求中指明的任何事務召開；且須於遞呈該要求後兩個月內舉行。倘遞呈後二十一日內董事會未有召開該大會，則遞呈申請人士可按同樣方式作出此舉，而遞呈要求人士因董事會未有召開大會而合理產生開支將應由本公司向要求人作出償付。

PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS

There are no statutory provisions granting the right to shareholders to put forward or move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles of Association of the Company. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

PUTTING FORWARD ENQUIRIES TO THE BOARD

For putting forward any enquiries to the Board of the Company, shareholders may send written enquiries to the Company.

Note: The Company will not normally deal with verbal or anonymous enquiries.

CONTACT DETAILS

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Unit No. 3, 18th Floor
Convention Plaza, Office Tower
No. 1 Harbour Road
Hong Kong
(For the attention of the Board of Directors/Company Secretary)
Fax: 2587 1338
Email: myfarm@dragoncrown.com

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 above address, except for the registered office of 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.

於股東大會上提出議案

開曼群島公司法或本公司章程細則下，並無有關股東於股東大會授予股東權力提呈或動議新決議案的法定條文。有意動議決議案之股東可於依循上述程序要求本公司召開股東大會。

向董事會作出查詢

至於向本公司董事會作出任何查詢，股東可將書面查詢發送至本公司。

附註：本公司通常不會處理口頭或匿名的查詢。

聯絡詳情

股東可透過以下方式發送書面查詢或要求：

地址：香港
港灣道1號
會展廣場辦公大樓
18樓3室
(收件人為董事會/公司秘書)
傳真：2587 1338
電子郵件：myfarm@dragoncrown.com

為免生疑問，股東須提交及寄送正式簽署的書面要求原件、通告或聲明或查詢文件（視情況而定）至上述地址（本公司註冊辦事處除外），並須提供彼等全名、聯絡詳情及身份，以便回覆。股東資料可能根據法律規定而予以披露。

COMMUNICATION 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 will enable shareholders and investors to make the best investment decisions.

The general meetings of the Company provide a forum for communication between the Board and the shareholders. The Chairman of the Board as well as chairmen of the Nomination Committee, Remuneration Committee and Audit Committee or, in their absence, other members of the respective committees and, where applicable, the chairman of the independent Board committee, are available to answer questions at shareholder meetings.

To promote effective communication, the Company maintains a website at www.dragoncrown.com, where up-to-date information and updates on the Company's business operations and developments, financial information and other information are available for public access.

與股東及投資者之溝通

本公司認為，與股東有效溝通對加強投資者與本集團之關係及令投資者更能了解本集團之業務表現及策略而言至關重要。本公司亦明察到保持公司資料透明度及適時披露公司資料之重要性，此舉將使股東及投資者作出最佳投資決定。

本公司之股東大會提供一個平台，供董事會與股東進行溝通。董事會主席及提名委員會、薪酬委員會及審核委員會之主席或（缺席時）相關委員會其他成員及（如適用）獨立董事委員會主席會於股東大會上回應問題。

為促進有效溝通，本公司設有網站(www.dragoncrown.com)，提供有關本公司業務營運及發展之最新資料及更新、財務資料及其他資料供公眾人士查閱。

The directors have pleasure in presenting their report together with the audited financial statements of Dragon Crown Group Holdings Limited (the "Company") and its subsidiaries (the "Group") for the year ended 31 December 2012.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 19 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2012 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 55 to 137.

The Board has not recommended the payment of an interim dividend for the six months ended 30 June 2012.

The Board has recommended the payment of a final dividend of HK5.5 cents per share for the year ended 31 December 2012 to shareholders whose names appear on the register of members of the Company at the close of business on Tuesday, 21 May 2013. The proposed final dividend is subject to the approval of the shareholders at the forthcoming annual general meeting. This recommendation has been incorporated in the financial statements as an allocation of retained profits within the equity section of the statement of financial position.

FIVE YEAR FINANCIAL SUMMARY

A summary of the Group's results, assets and liabilities for the past five financial years, as extracted from audited financial statements, is set out on page 138. The summary does not form a part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the Group's property, plant and equipment during the year are set out in note 16 to the financial statements.

董事欣然呈報董事會報告以及龍翔集團控股有限公司(「本公司」)及其附屬公司(「本集團」)截至2012年12月31日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股。主要附屬公司之主要業務詳情載於財務報表附註19。年內，本集團主要業務性質概無出現任何重大變動。

業績及股息

本集團於截至2012年12月31日止年度之溢利以及本公司及本集團於該日之財務狀況載於第55至137頁之財務報表。

董事會不建議派付截至2012年6月30日止六個月之中期股息。

董事建議向於2013年5月21日(星期二)營業結束時名列本公司股東名冊之股東派付截至2012年12月31日止年度的末期股息每股股份5.5港仙，建議末期股息須待本公司股東於應屆股東週年大會上批准。是項建議已列入財務報表內，並由財務狀況表內權益中的保留溢利撥付。

五年財務概要

本集團過往五個財政年度之業績、資產與負債概要乃摘錄自經審核財務報表，並載於第138頁。此概要並不構成經審核財務報表之一部分。

物業、廠房及設備

本集團之物業、廠房及設備於年內之變動詳情載於財務報表附註16。

Directors' Report

董事會報告

BANK BORROWINGS

Particulars of the bank borrowings of the Group as at 31 December 2012 are set out in note 26 to the financial statements.

SHARE CAPITAL

Details of the movements in the Company's share capital during the year are set out in note 28 to the financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under 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 of the Company.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

RESERVES

Details of movements in reserves of the Company and the Group are set out in note 30 to the financial statements and the consolidated statement of changes in equity on pages 59 and 60, respectively.

銀行貸款

本集團於2012年12月31日之銀行貸款詳情載於財務報表附註26。

股本

本公司股本於年內之變動詳情載於財務報表附註28。

優先購買權

組織章程細則或開曼群島法律並無有關本公司須按比例向本公司現有股東提呈發售新股份之優先購買權規定。

購買、贖回或出售本公司之上市證券

於本年度，本公司或其任何附屬公司概無購買、贖回或出售本公司之任何上市證券。

儲備

本公司及本集團儲備之變動詳情分別載於財務報表附註30及第59頁及60頁綜合權益變動表中。

DISTRIBUTABLE RESERVES

At 31 December 2012, the Company's reserves available for distribution, calculated in accordance with the Companies Law of the Cayman Islands amounted to approximately HK\$582.3 million (2011:HK\$545.2 million), of which approximately HK\$61.0 million has been proposed as a final dividend for the year. In accordance with Section 34 of the Companies Law, dividend may be paid out of the amount of approximately HK\$431.5 million (2011:HK\$431.5 million) of the Company's share premium account subject to a solvency test and the provisions of the Company's memorandum and articles of association.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the total revenue to the Group's top five customers and largest customer accounted for 96.8% and 44.0% of the total revenue for the year. The cost of services provided by the Group's top five suppliers and largest supplier accounted for 50.7% and 26.2% of the total cost of services for the year.

None of the directors or any of their associates or any shareholder of the Company (which to the knowledge of the directors own more than 5% of the Company's issued share capital) had beneficial interests in the Group's top five suppliers or customers referred to above.

可供分派儲備

於2012年12月31日，本公司根據開曼群島公司法予以計算的可供分派之儲備達約5.823億港元(2011年：5.452億港元)，其中約6,100萬港元已被建議作為本年度末期股息。根據公司法第34條，股息可自本公司股份溢價賬約4.315億港元(2011年：4.315億港元)中派付，惟須受償付能力測試及本公司組織章程大綱及細則之條文所規限。

主要客戶及供應商

於本年度，來自本集團五大客戶及最大客戶之總收入佔本年總收入之96.8%及44.0%。來自本集團五大供應商及最大供應商之提供服務成本佔本年度總服務成本之50.7%及26.2%。

概無本公司董事或任何其聯繫人士或據董事會所知擁有本公司已發行股本5%以上之任何股東於上述本集團的五大供應商或客戶中擁有任何實益權益。

Directors' Report

董事會報告

DIRECTORS

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

Executive directors:

Mr. Ng Wai Man (Chairman)
Mr. Ting Yian Ann (Chief executive officer)
Mr. Chong Yat Chin
Ms. Chan Wan Ming
Mr. Kwan Chun Yuen (Resigned on 17 July 2012)

Independent non-executive directors:

Mr. Lau Sik Yuen
Mr. Luo Shijie
Mr. Zhu Wujun

Pursuant to Article 84(1) of the Articles of Association of the Company, Mr. Chong Yat Chin, Mr. Luo Shijie and Mr. Zhu Wujun are subject to retirement by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

The Company has received annual confirmations of independence from each of its independent non-executive directors and at the date of this report still considers them to be independent.

DIRECTORS' SERVICE CONTRACTS

Mr. Chong Yat Chin has entered into service contracts with the Company for a term of three years which commenced on 1 December 2010 and is subject to termination by either party giving not less than three months' written notice.

Mr. Luo Shijie and Mr. Zhu Wujun have renewed service contracts with the Company for a term of one year effective from 1 December 2011 and will continue thereafter for successive one-year terms until terminated by not less than one month's written notice.

No director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

董事

於本年度且直至本報告日期止，任職之本公司董事乃：

執行董事：

吳惠民先生(主席)
陳言安先生(行政總裁)
莊日青先生
陳芸鳴女士
關振遠先生(於2012年7月17日辭任)

獨立非執行董事：

劉錫源先生
駱世捷先生
朱武軍先生

根據本公司章程細則第84(1)條，莊日青先生、駱世捷先生及朱武軍先生須於應屆股東週年大會上輪席退任，惟符合資格可膺選連任。

本公司已收到各獨立非執行董事之年度獨立性確認，且於本報告日期仍認為彼等屬獨立。

董事之服務合約

莊日青先生已與本公司訂立自2010年12月1日起計，為期三年的服務合約，且任何一方均可透過發出不少於三個月之書面通知終止合約。

駱世捷先生及朱武軍先生已與本公司續訂服務合約，由2011年12月1日起為期一年，其後將繼續連任一年，直至任何一方向另一方發出不少於一個月的書面通知終止合約。

在應屆股東週年大會上獲提名連任之董事，概無訂立任何不可於一年內由本集團終止而毋須賠償(法定賠償除外)之服務合約。

DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Connected Transactions" in this report and note 35 (Related Party Transactions) to the financial statements, no director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party during the year.

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

As at 31 December 2012, the interests and short positions of the directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

董事於重大合約之權益

除本報告「關連交易」一節及財務報表附註35(關聯人士交易)所披露者外，董事概無於本公司、其控股公司或其任何附屬公司或同系附屬公司於年內訂定對本集團業務而言屬重大之合約中直接或間接擁有重大權益。

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於2012年12月31日，本公司之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(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有須根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉，或須記錄於根據證券及期貨條例第352條須予存置之登記冊內之權益及淡倉或根據聯交所證券上市規則(「上市規則」)附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)另行知會本公司及聯交所之權益及淡倉如下：

Directors' Report

董事會報告

(i) Interests in the shares of the Company

Name of directors	Personal Interests	Corporate Interests	Total	Approximate percentage of existing issued share capital of the Company
董事姓名	個人權益	公司權益	總計	佔本公司現有已發行股本概約百分比
Mr. Ng Wai Man ("Mr. NG") 吳惠民先生(「吳先生」)	852,000	778,902,000 ⁽²⁾	779,754,000	70.26%
Mr. Ting Yian Ann ("Mr. TING") 陳言安先生(「陳先生」)	-	33,380,000 ⁽³⁾	33,380,000	3.00%
Mr. Chong Yat Chin ("Mr. CHONG") 莊日青先生(「莊先生」)	762,000	15,950,000 ⁽⁴⁾	16,712,000	1.50%
Ms. Chan Wan Ming ("Ms. CHAN") 陳芸鳴女士(「陳女士」)	184,000	-	184,000	0.01%

Notes:

- All interests of the directors in the shares of the Company were long positions.
- Mr. NG is the beneficial owner of all the issued share capital of Lirun Limited ("Lirun") and Sure Port Investments Limited ("Sure Port") and therefore is deemed to be interested in a total of 778,902,000 shares of the Company held by Lirun and Sure Port.
- Mr. TING is the beneficial owner of all the issued share capital of Ansen International Limited ("Ansen") and therefore is deemed to be interested in 33,380,000 shares of the Company held by Ansen.
- Mr. CHONG is the beneficial owner of all issued share capital of Silver Coin International Limited ("Silver Coin") and therefore is deemed to be interested in 15,950,000 shares of the Company held by Silver Coin.

(i) 於本公司股份之權益

Name of directors	Personal Interests	Corporate Interests	Total	Approximate percentage of existing issued share capital of the Company
董事姓名	個人權益	公司權益	總計	佔本公司現有已發行股本概約百分比
Mr. Ng Wai Man ("Mr. NG") 吳惠民先生(「吳先生」)	852,000	778,902,000 ⁽²⁾	779,754,000	70.26%
Mr. Ting Yian Ann ("Mr. TING") 陳言安先生(「陳先生」)	-	33,380,000 ⁽³⁾	33,380,000	3.00%
Mr. Chong Yat Chin ("Mr. CHONG") 莊日青先生(「莊先生」)	762,000	15,950,000 ⁽⁴⁾	16,712,000	1.50%
Ms. Chan Wan Ming ("Ms. CHAN") 陳芸鳴女士(「陳女士」)	184,000	-	184,000	0.01%

附註：

- 董事於本公司股份之所有權益均為好倉。
- 吳先生乃力潤有限公司(「力潤」)及港順投資有限公司(「港順」)全部已發行股本之實益擁有人，因此被視為於力潤及港順持有本公司之合共778,902,000股股份中擁有權益。
- 陳先生乃Ansen International Limited(「Ansen」)全部已發行股本之實益擁有人，因此被視為於Ansen持有本公司之33,380,000股股份中擁有權益。
- 莊先生乃Silver Coin International Limited(「Silver Coin」)全部已發行股本之實益擁有人，因此被視為於Silver Coin持有之本公司15,950,000股股份中擁有權益。

(ii) Long positions in the shares of associated corporations of the Company

(ii) 於本公司關連法團股份之好倉

Name of directors	Name of associated corporation	Capacity	Number of shares held in associated corporation	Percentage of existing issued share capital of the associated corporations
董事姓名	關連法團名稱	身份	於關連法團所持股份	已發行股本百分比
Mr. NG 吳先生	Lirun 力潤	Beneficial owner 實益擁有人	40	100%
Mr. NG 吳先生	Sure Port 港順	Beneficial owner 實益擁有人	10	100%
Mr. TING 陳先生	Ansen	Beneficial owner 實益擁有人	20	100%
Mr. CHONG 莊先生	Silver Coin	Beneficial owner 實益擁有人	30	100%

Save as disclosed above, as at 31 December 2012, none of the directors nor chief executives of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations.

除上述披露者外，於2012年12月31日，本公司董事及主要行政人員並無於本公司或其相聯法團之任何股份、相關股份或債券中擁有任何權益或淡倉。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

主要股東之權益及淡倉

As at 31 December 2012, so far as is known to the directors of the Company, the following persons or corporations (other than directors or chief executives of the Company) who had interests and short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO or as otherwise notified to the Company were as follows:

於2012年12月31日，就本公司董事所知，下列人士或企業（並非本公司董事或主要行政人員）於本公司之股份及相關股份中擁有根據證券及期貨條例第336條須記錄於登記冊而須知會本公司之權益及淡倉如下：

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Name of shareholder	Capacity	Number of shares or underlying shares held in the Company 於本公司所持相關股份	Approximate percentage of existing issued share capital of the Company 佔本公司現有已發行股本概約百分比
股東姓名	身份		
Lirun 力潤	Beneficial owner ⁽²⁾ 實益擁有人 ⁽²⁾	762,402,000	68.70%

Notes:

- The interest of the substantial shareholder in the shares of the Company was long position.
- Mr. NG is the beneficial owner of all the issued share capital of Lirun and therefore is deemed to be interested in a total of 762,402,000 shares of the Company held by Lirun.

附註：

- 主要股東於本公司股份之權益均為好倉。
- 吳先生乃力潤全部已發行股本之實益擁有人，因此被視為於力潤持有本公司之762,402,000股股份中擁有權益。

Save as disclosed above, as at 31 December 2012, the Directors of the Company are not aware of any other persons (other than the directors of the Company whose interests are set out in the section "Directors' and chief executives' interests and short positions in shares, underlying shares and debentures" above) who held any interests or short positions in the shares, or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

除上述披露者外，於2012年12月31日，本公司董事概不知悉任何其他人士（除了載於上述「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」一節有關本公司董事之權益外）於本公司股份或相關股份中擁有須記入證券及期貨條例第336條規定須存置登記冊內之權益或淡倉。

SHARE OPTION SCHEME

A share option scheme was adopted on 23 May 2011 (the "Share Option Scheme") to provide incentives to eligible participants (including employees, executives or officers, directors including non-executive directors and independent non-executive directors, advisers, consultants, suppliers, customers and agents of the Company or any of its subsidiaries) for their contribution to the long term growth of the Group and to enable the Company to attract and retain high calibre employees. During the year, no share options were granted, exercised or cancelled by the Company under the Share Option Scheme. There were no outstanding share options under the Share Option Scheme as at 31 December 2012.

購股權計劃

本集團於2011年5月23日採納購股權計劃（「購股權計劃」），旨在獎勵合資格參加者（包括僱員、行政人員或高級職員、董事（包括非執行董事及獨立非執行董事）、本公司或任何附屬公司之顧問、諮詢者、供應商、客戶及代理），感謝其對本集團長期增長作出之貢獻，促使本集團聘請及保留有才幹之僱員。年內，本公司概無授出、行使或註銷購股權計劃項下的購股權。於2012年12月31日，購股權計劃並沒有未獲行使之購股權。

DEED OF NON-COMPETITION

Each of the executive directors (collectively the "Covenantors") have entered into a Deed of Non-Competition in favour of the Company (on behalf of itself and the Group) dated 23 May 2011 (the "Deed"). Pursuant to the Deed, each of the Covenantors shall procure that their respective associates shall not directly or indirectly engage in any business in competition with the existing business activity of the Group. Relevant information on the Deed was disclosed in the Prospectus in the section headed "Relationship with Controlling Shareholders".

The Company has received confirmations from the Covenantors of their compliance with the terms of the Deed. The Covenantors declared that they have fully complied with the Deed for the year ended 31 December 2012. The independent non-executive directors have reviewed on the confirmations from the Covenantors and concluded that the Deed has been complied with and has been effectively enforced.

CONNECTED TRANSACTIONS

The Group entered into the following non-exempt continuing connected transactions during the year. The Stock Exchange has granted to the Company a conditional waiver from strict compliance with the announcement and/or independent shareholders' approval requirement for the following transactions subject to (i) the directors confirming that those transactions have been entered into in the ordinary and usual course of business of the Group, on normal commercial terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole; and (ii) the proposed annual caps for those transactions are fair and reasonable and in the interests of the shareholders of the Company as a whole.

不競爭契據

本公司各執行董事(統稱為「契諾人」)已訂立以本公司(代表其本身及本集團)為受益人之日期為2011年5月23日之不競爭契據(「契據」)。根據契據,各契諾人將促使彼等各自之聯繫人士不會直接或間接參與與本集團現有業務活動構成競爭之任何業務。有關契據之相關資料於招股章程「與控股股東的關係」一節中披露。

本公司已收到契諾人就其遵守契據之條款而發出之確認。契諾人表明於截至2012年12月31日止年度內,彼等已完全遵守契據。獨立非執行董事已審核來自契諾人之確認並認為契據已獲遵守及有效執行。

關連交易

本集團於年內進行以下非豁免持續關連交易。聯交所已向本公司授予有條件豁免,豁免就以下交易嚴格遵守公告及/或獨立股東批准規定,惟須待以下條件達致後,方可作實:(i)董事確認該等交易乃於本集團日常及一般過程中且按屬公平合理及符合本公司股東整體利益之正常商業條款訂立;及(ii)該等交易之建議年度上限屬公平合理且符合本公司股東之整體利益。

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The table below sets out the annual caps and the actual transaction amounts of those non-exempt continuing transactions in 2012:

下表載列該等非豁免持續交易於2012年之年度上限及實際交易額：

Connected transactions 關連交易	Connected person 關連人士	Annual cap 年度上限	Actual transaction amount 實際交易額		
		(RMB'000) (人民幣千元)	Approx. 約數 (HK\$'000) (千港元)	Approx. 約數 (RMB'000) (人民幣千元)	Approx. 約數 (HK\$'000) (千港元)
(A) Related Party Terminal Service Agreements	關聯人士碼頭服務協議				
(i) Phenol Storage Agreement 苯酚儲存協議	DC Investments 龍翔化工國際	2,880	3,629	2,880	3,541
(ii) DC Investments Storage Agreement 龍翔化工國際儲存協議	DC Investments 龍翔化工國際	2,440	2,805	1,847	2,271
		5,320	6,434	4,727	5,812
(B) Pipe Racks Agreements	管架協議				
(i) Pipe Racks Services Agreements 管架服務協議	Nanjing Chemical Industry Park Company Limited ("Nanjing CIPC") 南京化學工業園有限公司 (「南京CIPC」)	8,400	9,655	7,791	9,578
(ii) Security Services Agreement 保安服務協議	Nanjing Chemical Industry Park Public Services Company Limited ("Nanjing CIPPS") 南京化學工業園公用事業有限責任公司(「南京CIPPS」)	799	919	778	957
		9,199	10,574	8,569	10,535
(C) Office Lease Agreement 辦公室租賃協議	DC Investments 龍翔化工國際		1,494		1,494

(A) Related Party Terminal Service Agreements

The Group entered into two related party terminal service agreements, namely Phenol Storage Agreement and DC Investments Storage Agreement (collectively the "Related Party Terminal Service Agreements"), which constitute continuing connected transactions under the Listing Rules. Pursuant to Listing Rules 14A.25 and 14A.26, the transactions under the Related Party Terminal Service Agreements and the annual cap amounts of the transactions thereunder have been aggregated. Details of the Related Party Terminal Service Agreements are as follows:

(a) Phenol Storage Agreement

On 19 April 2011, the Group and DC Investments entered into the Phenol storage agreement (the "Phenol Storage Agreement"), pursuant to which the Group agreed to provide DC Investments with terminal and storage services for Phenol at the Nanjing terminal. The term of the Phenol Storage Agreement is for the period from 1 January 2011 to 31 December 2012.

On 3 December 2012, Nanjing Dragon Crown and DC Investments entered into the Renewed Phenol Storage Agreement pursuant to which Nanjing Dragon Crown agreed to provide DC Investments with terminal and storage services for Phenol at the terminal of Nanjing Dragon Crown. The term of the Renewed Phenol Storage Agreement is for the period from 1 January 2013 to 31 December 2015.

The fees for the services provided are principally determined by (i) the storage capacity of the tank to be provided by the Group to DC Investments; and (ii) the duration for the storage of Phenol at the Group's terminal in Nanjing with reference to the market price. The terms offered by DC Investments to Nanjing Dragon Crown are no less favourable than those offered by other Independent Third Parties in the ordinary course of business.

(A) 關聯人士碼頭服務協議

本集團訂立兩份關聯人士碼頭服務協議，即苯酚儲存協議和龍翔化工國際儲存協議（統稱「關聯人士碼頭服務協議」），該等協議根據上市規則構成持續關連交易。根據上市規則第14A.25及14A.26條，於關聯人士碼頭服務協議下的交易和其項下交易的年度上限額已合併計算。關聯人士碼頭服務協議之詳情載列如下：

(a) 苯酚儲存協議

於2011年4月19日，本集團及龍翔化工國際訂立苯酚儲存協議（「苯酚儲存協議」），據此本集團同意在南京的碼頭為龍翔化工國際提供有關苯酚的碼頭及儲存服務。苯酚儲存協議的年期由2011年1月1日起至2012年12月31日止。

於2012年12月3日，南京龍翔與龍翔化工國際訂立經更新苯酚儲存協議，據此，南京龍翔同意在其碼頭為龍翔化工國際提供有關苯酚的碼頭及儲存服務。經更新苯酚儲存協議的年期由2013年1月1日起至2015年12月31日止。

提供服務的費用主要按(i)本集團向龍翔化工國際提供的儲罐儲量；及(ii)在本集團於南京的碼頭儲存苯酚的時間並參考市場價釐定。龍翔化工國際提供予南京龍翔的條款當不遜於其他獨立第三方於日常業務過程中所提供的條款。

(b) DC Investments Storage Agreement

On 1 January 2010, Ningbo Ningxiang and DC Investments entered into a storage agreement (the "DC Investments Storage Agreement"), pursuant to which the Ningbo Ningxiang agreed to provide DC Investments with terminal and storage services for Phenol at the Ningbo terminal. The term of the DC Investments Storage Agreement is for the period from 1 January 2010 to 31 December 2012.

On 3 December 2012, Ningbo Ningxiang and Ningbo DC, the wholly-owned subsidiary of DC Investments, entered into the Ningbo Storage Agreement, pursuant to which Ningbo Ningxiang agreed to provide Ningbo DC with terminal and storage services at the Group's terminal in Ningbo. The term of the Ningbo Storage Agreement is for the period of three years from 1 January 2013 to 31 December 2015.

The fees for the services provided are principally determined by (i) the quantity of the liquid chemical products handled by the Group; and (ii) the period for the storage of the liquid chemical products at the terminal with reference to the market price. The terms offered by Ningbo DC to Ningbo Ningxiang are no less favourable than those offered by other Independent Third Parties in the ordinary course of business.

(B) Pipe Racks Agreements

The Group entered into the Pipe Racks Services Agreements and the Security Services Agreement (collectively the "Pipe Racks Agreements"), which constitute continuing connected transactions under the Listing Rules. Pursuant to the Listing Rules 14A.25 and 14A.26, the transactions under the Pipe Racks Agreements and the annual cap amounts of the transactions thereunder have been aggregated.

(b) 龍翔化工國際儲存協議

於2010年1月1日，寧波寧翔與龍翔化工國際訂立一份儲存協議（「龍翔化工國際儲存協議」），據此，寧波寧翔同意於寧波的碼頭向龍翔化工國際提供有關苯酚的碼頭和儲存服務。龍翔化工國際儲存協議的期限自2010年1月1日至2012年12月31日。

於2012年12月3日，寧波寧翔與寧波龍翔（龍翔化工國際的全資附屬公司）訂立寧波儲存協議，據此寧波寧翔同意在本集團於寧波的碼頭為寧波龍翔提供碼頭及儲存服務。寧波儲存協議的年期為三年，由2013年1月1日起至2015年12月31日止。

提供服務的費用主要按照(i)本集團所處理液體化學品的數量；及(ii)在碼頭儲存液體化學品的期間並參考市場價釐定。寧波龍翔提供予寧波寧翔的條款當不遜於其他獨立第三方於日常業務過程中所提供的條款。

(B) 管架協議

本集團已訂立管架服務協議及保安服務協議（統稱為「管架協議」），根據上市規則，交易構成持續關連交易。根據上市規則14A.25及14A.26條，於管架協議下的交易和其項下交易的年度上限額已合併計算。

In March 2007, the Group and Nanjing CIPC entered into a pipe racks services agreement (the "Pipe Racks Services Agreement"), pursuant to which Nanjing CIPC agreed to lease to the Group the pipe racks for the Acetic Acid pipelines and Methanol pipelines at the Nanjing Chemical Industry Park. The Pipe Racks Services Agreement was supplemented by (i) a supplemental agreement dated 28 September 2007, pursuant to which Nanjing CIPC agreed to lease to the Group the pipe racks for the Vinyl Acetate and Acetic Anhydride pipelines at the Nanjing Chemical Industry Park; (ii) a supplemental agreement dated 12 October 2007, pursuant to which Nanjing CIPC agreed to lease to the Group the pipe racks for the Ethylene pipelines at the Nanjing Chemical Industry Park; (iii) a supplemental agreement dated June 2008, pursuant to which Nanjing CIPC agreed to lease to the Group the pipe racks for the sub-pipelines of the Group connecting to the pipelines of two customers of Celanese; and (iv) the Fourth Supplemental Pipe Racks Agreement entered into between the Group and Nanjing CIPC on 3 December 2012, pursuant to which Nanjing CIPC agreed to lease to the Group the pipe racks for the Ethyl Acetate and Ethanol pipelines at the Nanjing Chemical Industry Park. The Fourth Supplemental Pipe Racks Agreement shall be with effect from 1 March 2013. The Pipe Racks Services Agreements are for a period of 15 years from 15 March 2007 to 14 March 2022 and can be extended for a further five years upon expiry unless the parties thereto terminate the Pipe Racks Services Agreements. The fees payable for the pipe racks rental by the Group are principally determined by the occupied area of pipelines in the pipe racks rented to the Group by Nanjing CIPC subject to adjustment with reference to bank lending interest rate, consumer price index, inflation, etc.. The terms offered by Nanjing CIPC to the Group are no less favourable than those offered by other Independent Third Parties in the ordinary course of business.

於2007年3月，本集團與南京CIPC訂立管架服務協議（「管架服務協議」），據此，南京CIPC同意向本集團出租在南京化學工業園區的醋酸管道及甲醇管道。管架服務協議(i)經日期為2007年9月28日的補充協議所補充，據此，南京CIPC同意向本集團出租管架，供南京化學工業園區的醋酸乙酯及醋酐管道之用；(ii)經日期為2007年10月12日的補充協議所補充，據此，南京CIPC同意向本集團出租管架，供南京化學工業園區的乙烯管道之用；(iii)經日期為2008年6月的補充協議所補充，據此，南京CIPC同意向本集團出租管道，供與兩家塞拉尼斯客戶連接的本集團分管道之用；及(iv)本集團與南京CIPC於2012年12月3日訂立管架補充服務協議四，據此，南京CIPC同意向本集團出租管架，供南京化學工業園區的醋酸乙酯及乙醇管道之用。管架補充服務協議四由2013年3月1日起生效。管架服務協議自2007年3月15日至2022年3月14日止為期十五年，除非訂約各方終止該管架服務協議，否則可於到期後進一步延長五年。本集團就租賃管架而應付的費用主要按南京CIPC出租予本集團的管架佔用的管道面積釐定，並可按銀行貸款利率、消費價格指數及通貨膨脹率等予以調整。南京CIPC提供予本集團的條款不遜於其他獨立第三方於日常業務過程中所提供的條款。

In addition, in March 2007, the Group and Nanjing CIPPS, a wholly-owned subsidiary of Nanjing CIPC, entered into a security services agreement (the "Security Services Agreement"), pursuant to which Nanjing CIPPS agreed to provide security services for the pipe racks rented by the Group at the Nanjing Chemical Industry Park. Nanjing CIPPS shall provide security, patrol and monitor services of the Group's pipelines at the Nanjing Chemical Industry Park. The Security Services Agreement is for a period of 15 years from 15 March 2007 to 14 March 2022 and can be extended for a further five years upon expiry unless the parties thereto terminate the Security Services Agreements.

The fees payable for the security services by the Group under the Security Services Agreement are principally determined by the length of pipe racks at a maximum of 10 kilometres which requires the provision of security services by Nanjing CIPPS. The terms offered by Nanjing CIPPS to the Group are no less favourable than those offered by other Independent Third Parties in the ordinary course of business.

(C) Office Lease Agreement

On 12 November 2010, an office lease agreement (the "Office Lease Agreement") was entered into between DC Investments as landlord and the Group as tenant in respect of the premises located at Unit No. 3 on the 18th Floor of Convention Plaza, Office Tower, No. 1 Harbour Road, Hong Kong, with a gross floor area of approximately 2,227 square feet for a term commencing on 1 August 2010 and expiring on 31 December 2012. The property is currently occupied by the Group for office use.

The office Lease Agreement was renewed on 3 December 2012 for a fixed term of three years from 1 January 2013 to 31 December 2015.

The annual rent payable to DC Investments was determined at arm's length negotiation between the parties to the Renewed Office Lease Agreement with reference to the valuation made by the independent property valuer of the Company, Savills Valuation and Professional Services Limited, and the previous transaction between the parties.

此外，於2007年3月，本集團與南京CIPPS(南京CIPC的全資附屬公司)訂立保安服務協議(「保安服務協議」)，據此，南京CIPPS同意在南京化學工業園區為本集團租賃的管架提供保安服務。南京CIPPS將為本集團在南京化學工業園區的管道提供保安、巡邏及監察服務。保安服務協議的年期由2007年3月15日至2022年3月14日止，為期十五年，除非訂約各方終止保安服務協議，否則可於到期後進一步延長五年。

本集團根據保安服務協議就保安服務應付的費用主要按需要由南京CIPPS提供保安服務的管架長度釐定，最長為10公里，南京CIPPS提供予本集團的條款不遜於其他獨立第三方於日常業務過程中所提供的條款。

(C) 辦公室租賃協議

於2010年11月12日，龍翔化工國際(作為業主)與本集團(作為承租人)就位於香港灣道1號會展廣場辦公大樓18樓3室的物業訂立一份辦公室租賃協議(「辦公室租賃協議」)，總建築面積約為2,227平方呎，租期自2010年8月1日開始至2012年12月31日到期。該物業目前由本集團佔用作辦公用途。

本辦公室租賃協議於2012年12月3日經更新，固定年期為3年，由2013年1月1日起至2015年12月31日止。

應付予龍翔化工國際的年度租金乃由經更新辦公室租賃協議各方經公平磋商並參考本公司獨立物業估值師第一太平戴維斯估值及專業顧問有限公司的估值以及各方之間的交易而釐定。

The independent non-executive directors of the Company have, for the purpose of Rule 14A.37 of the Listing Rules, reviewed the continuing connected transactions set out above and have confirmed that these continuing connected transactions have been entered into by the Group (i) in the ordinary and usual course of its business; (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 terms of the agreements governing such transactions that are fair and reasonable and in the interests of the Company's shareholders as a whole.

Pursuant to Rule 14A.38 of the Listing Rules, the Company's auditors were 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 auditors have not qualified its report in respect of the continuing connected transactions disclosed above by the Group. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

RELATED PARTY TRANSACTIONS

The details of the related party transactions are set out in note 35 to the financial statements.

就上市規則第14A.37條而言，本公司獨立非執行董事已審核上述所載的持續關連交易，並確認該等持續關聯交易已由本集團於下列情況中訂立 (i) 屬本集團日常及一般業務；(ii) 按一般商業條款或對本集團而言不遜於獨立第三方所提供的條款；及 (iii) 根據規管該等交易的協議條款，而有關條款屬公平合理並符合股東的整體利益。

根據上市規則第14A.38條，本公司之核數師已獲聘依照香港會計師公會頒佈的《香港核證工作準則》第3000號「對過往財務資料進行審核或審閱以外的核證工作」及參照應用指引第740號「關於香港《上市規則》所述持續關連交易的核數師函件」報告本集團的持續關連交易。就本集團以上披露的持續關連交易，核數師於其報告內並未發出保留意見。核數師函件副本已由本公司提交予聯交所。

關聯人士交易

關聯人士交易詳情載於財務報表附註35中。

Directors' Report

董事會報告

PUBLIC FLOAT

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

AUDITORS

Ernst & Young will retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

By order of the Board

Ng Wai Man
Chairman

Hong Kong, 12 March 2013

公眾持股量

根據本公司已公佈資料及據董事所知，於發行本報告前的最後實際可行日期，本公司已維持上市規則規定的公眾持股量。

核數師

安永會計師事務所將於應屆股東週年大會上退任本公司的核數師，而該大會上將提呈重新聘任彼為本公司核數師的決議案。

承董事會命

主席
吳惠民

香港，2013年3月12日



TO THE SHAREHOLDERS OF DRAGON CROWN GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Dragon Crown Group Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 55 to 137, which comprise the consolidated and company statements of financial position as at 31 December 2012, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our 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.

致龍翔集團控股有限公司全體股東
(於開曼群島註冊成立的有限公司)

本核數師已審核龍翔集團控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）列載於第55至137頁的綜合財務報表，當中包括於2012年12月31日的綜合及貴公司財務狀況表以及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，以及主要會計政策之概要及其他說明資料。

董事就綜合財務報表所承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則以及香港公司條例的披露規定，編製表達真實且公平意見的綜合財務報表，以及維持董事認為必要的有關內部控制，以確保編製綜合財務報表時不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

本核數師的責任乃根據吾等的審核，對該等綜合財務報表發表意見。本核數師的報告僅向閣下整體作出，且並無其他目的。本核數師不會就本報告內容向任何其他人士負上或承擔責任。

本核數師按照香港會計師公會頒佈的香港核數準則進行審核。該等準則規定本核數師須遵守操守規範，並規劃及執行審核，以合理保證該等綜合財務報表不存在重大錯誤陳述。

Independent Auditors' Report

獨立核數師報告

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2012, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young

Certified Public Accountants

22/F CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

12 March 2013

核數師的責任(續)

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估綜合財務報表不論因欺詐或錯誤而導致存在重大錯誤陳述的風險。在作出該等風險評估時，核數師考慮與該公司編製表達真實且公平意見的綜合財務報表相關的內部監控，以設計適合於有關情況使用的審核程序，但並非為對公司的內部監控效能發表意見。審核亦包括評價所採用的會計政策是否合適及董事作出的會計估計是否合理，以及評價綜合財務報表的整體呈列方式。

本核數師相信吾等獲取的審核憑證為充足及適當，為本核數師的審核意見提供基礎。

意見

本核數師認為該等綜合財務報表真實及公平地反映貴公司及貴集團於2012年12月31日之財務狀況及貴集團截至該日止年度之溢利及現金流量，並已按照香港財務報告準則及香港公司條例之披露規定而妥為編製。

安永會計師事務所

執業會計師

香港中環
添美道1號
中信大廈22樓

2013年3月12日

Consolidated Income Statement

綜合收益表

Year ended 31 December 2012
截至2012年12月31日止年度

		Notes	2012 HK\$'000 千港元	2011 HK\$'000 千港元
		附註		
REVENUE	收入	6	257,770	240,675
Cost of services provided	提供服務成本		(104,361)	(102,399)
Gross profit	毛利		153,409	138,276
Other income	其他收入	7	22,057	2,351
Administrative expenses	行政開支		(33,977)	(31,988)
Finance costs	融資成本	8	(5,722)	(8,220)
Share of profits and losses of:	應佔溢利及虧損：			
Associates	聯營公司		(1,391)	2,177
Jointly-controlled entities	共同控制實體		5,555	5,961
PROFIT BEFORE TAX	除稅前溢利	9	139,931	108,557
Tax	稅項	12	(25,991)	(5,319)
PROFIT FOR THE YEAR	年內溢利		113,940	103,238
Attributable to:	以下人士應佔：			
Owners of the Company	本公司擁有人	13	99,100	90,076
Non-controlling interests	非控股權益		14,840	13,162
			113,940	103,238
EARNINGS PER SHARE	本公司擁有人			
ATTRIBUTABLE TO	應佔每股盈利(港仙)			
OWNERS OF THE COMPANY				
(HK cents)				
Basic	基本	15	8.93	9.15

Details of the dividends proposed for the year are disclosed in note 14 to the financial statements.

有關本年度建議股息的詳情披露於財務報表附註14。

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 31 December 2012

截至2012年12月31日止年度

		Note	2012 HK\$'000 千港元	2011 HK\$'000 千港元
PROFIT FOR THE YEAR	年內溢利		113,940	103,238
OTHER COMPREHENSIVE INCOME	其他全面收入			
Share of other comprehensive income of associates:	應佔聯營公司的其他全面收入：			
Changes in exchange reserve	匯兌儲備變動		149	1,191
Share of other comprehensive income of jointly-controlled entities:	應佔共同控制實體的其他全面收入：			
Changes in exchange reserve	匯兌儲備變動		201	959
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額		7,364	24,758
			7,714	26,908
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內全面收入總額		121,654	130,146
Attributable to:	以下人士應佔：			
Owners of the Company	本公司擁有人	13	106,200	114,411
Non-controlling interests	非控股權益		15,454	15,735
			121,654	130,146

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2012

2012年12月31日

			2012	2011
	Notes		HK\$'000	HK\$'000
	附註		千港元	千港元
NON-CURRENT ASSETS		非流動資產		
Property, plant and equipment	16	物業、廠房及設備	635,623	546,547
Prepaid land lease payments	17	預付土地租金	42,340	42,975
Goodwill	18	商譽	1,210	1,210
Investments in associates	20	於聯營公司的投資	19,423	22,973
Investments in jointly-controlled entities	21	於共同控制實體的投資	26,878	27,313
Prepayments	23	預付款	403	–
Deferred tax assets	27	遞延稅項資產	1,452	–
Total non-current assets		非流動資產總值	727,329	641,018
CURRENT ASSETS		流動資產		
Inventories		存貨	4,448	4,152
Accounts receivable	22	應收賬款	40,114	39,857
Prepayments, deposits and other receivables	23	預付款、按金及其他應收款項	4,408	4,241
Cash and cash equivalents	24	現金及現金等價物	265,715	403,243
Total current assets		流動資產總值	314,685	451,493
CURRENT LIABILITIES		流動負債		
Other payables and accruals	25	其他應付款項及應計費用	58,871	35,572
Interest-bearing bank loans	26	計息銀行貸款	12,031	144,474
Tax payable		應付稅項	6,442	54
Total current liabilities		流動負債總值	77,344	180,100
NET CURRENT ASSETS		流動資產淨值	237,341	271,393
TOTAL ASSETS LESS CURRENT LIABILITIES		總資產減流動負債	964,670	912,411
NON-CURRENT LIABILITIES		非流動負債		
Interest-bearing bank loans	26	計息銀行貸款	–	11,935
Deferred tax liabilities	27	遞延稅項負債	6,061	5,663
Total non-current liabilities		非流動負債總值	6,061	17,598
NET ASSETS		資產淨值	958,609	894,813

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2012
2012年12月31日

			2012	2011
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued share capital	已發行股本	28	110,966	110,966
Reserves	儲備	30	728,391	683,375
Proposed final dividends	建議末期股息	14	61,031	55,483
			900,388	849,824
Non-controlling interests	非控股權益		58,221	44,989
TOTAL EQUITY	權益總值		958,609	894,813

Ng Wai Man

吳惠民
Director
董事

Ting Yian Ann

陳言安
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2012
截至2012年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔權益								
		Issued capital 已發行 股本	Share premium 股份溢價	Reserve funds* 儲備 基金*	Capital reserve 資本儲備	Exchange fluctuation reserve 匯兌波動 儲備	Retained profits 保留溢利	Proposed final dividends 建議末期 股息	Non- controlling Total interests 非控股權益 總計	Total equity 權益總額
Note 附註		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		(note 30(a)(iii) (附註30(a)(iii))			(note 30(a)(i) (附註30(a)(i))		(note 30(a)(iii) (附註30(a)(iii))			
At 1 January 2012	於2012年1月1日	110,966	431,509	7,726	22,952	80,169	141,019	55,483	849,824	894,813
Profit for the year	年內溢利	-	-	-	-	-	99,100	-	99,100	113,940
Other comprehensive income for the year:	年內其他全面收入：									
Share of changes in exchange reserve of associates	應佔聯營公司的 匯兌儲備變動	-	-	-	-	149	-	-	149	149
Share of changes in exchange reserve of jointly-controlled entities	應佔共同控制實體 的匯兌儲備變動	-	-	-	-	201	-	-	201	201
Exchange differences on translation of foreign operations	換算海外業務的 匯兌差額	-	-	-	-	6,750	-	-	6,750	7,364
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	7,100	99,100	-	106,200	121,654
Appropriation to statutory reserve	撥至法定儲備	-	-	1,326	-	-	(1,479)	-	(153)	-
Final dividends paid	已付末期股息	-	-	-	-	-	-	(55,483)	(55,483)	(55,483)
Dividends declared to non-controlling interests	宣派至非控股權益之股息	-	-	-	-	-	-	-	(13,553)	(13,553)
Capital contribution from non-controlling interests	非控股權益出資	-	-	-	-	-	-	-	11,178	11,178
Proposed final dividends	建議末期股息	-	-	-	-	-	(61,031)	61,031	-	-
At 31 December 2012	於2012年12月31日	110,966	431,509**	9,052**	22,952**	87,269**	177,609**	61,031	900,388	958,609

* The reserve funds comprise the share of reserves of associates and jointly-controlled entities of HK\$4,090,000 (2011: HK\$3,958,000).

* 該等儲備基金包括應佔聯營公司及共同控制實體的儲備4,090,000港元(2011年：3,958,000港元)

** These reserve accounts comprise the consolidated reserves of HK\$728,391,000 (2011: HK\$683,375,000) in the consolidated statement of financial position.

** 該等儲備賬包括綜合財務狀況表內的綜合儲備728,391,000港元(2011年：683,375,000港元)

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2012

截至2012年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔權益									
		Issued capital 已發行 股本	Share premium 股份溢價	Reserve funds* 儲備 基金*	Capital reserve 資本儲備	Exchange fluctuation reserve 匯兌波動 儲備	Retained profits 保留溢利	Proposed final dividends 建議末期 股息	Non- controlling interests 非控股權益	Total equity 權益總額	
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		(note 30(a)(ii)) (附註30(a)(ii))			(note 30(a)(ii)) (附註30(a)(ii))	(note 30(a)(iii)) (附註30(a)(iii))					
At 1 January 2011	於2011年1月1日	83	244,767	6,436	22,952	55,834	107,850	-	437,922	45,404	483,326
Profit for the year	年內溢利	-	-	-	-	-	90,076	-	90,076	13,162	103,238
Other comprehensive income for the year:	年內其他全面收入：										
Share of changes in exchange reserve of associates	應佔聯營公司的 匯兌儲備變動	-	-	-	-	1,191	-	-	1,191	-	1,191
Share of changes in exchange reserve of jointly-controlled entities	應佔共同控制實體 的匯兌儲備變動	-	-	-	-	959	-	-	959	-	959
Exchange differences on translation of foreign operations	換算海外業務的 匯兌差額	-	-	-	-	22,185	-	-	22,185	2,573	24,758
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	24,335	90,076	-	114,411	15,735	130,146
Capitalisation issue	資本化發行	28(i)	82,417	(82,417)	-	-	-	-	-	-	-
Issue of shares	發行新股份	28(ii)	28,466	284,662	-	-	-	-	313,128	-	313,128
Share issue expenses	發行股份費用	-	(15,503)	-	-	-	-	-	(15,503)	-	(15,503)
Appropriation to statutory reserve	撥至法定儲備	-	-	1,290	-	-	(1,424)	-	(134)	134	-
Dividends declared to non-controlling interests	宣派至非控股權益之股息	-	-	-	-	-	-	-	-	(16,284)	(16,284)
Proposed final dividends	建議末期股息	14	-	-	-	-	(55,483)	55,483	-	-	-
At 31 December 2011	於2011年12月31日	110,966	431,509**	7,726**	22,952**	80,169**	141,019**	55,483	849,824	44,989	894,813

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2012
截至2012年12月31日止年度

	Notes	2012	2011
	附註	HK\$'000	HK\$'000
		千港元	千港元
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		139,931	108,557
Adjustments for:			
Finance costs	8	5,722	8,220
Bank interest income	7	(3,497)	(1,109)
Depreciation	9	35,317	34,203
Amortisation of prepaid land lease payments	9	972	952
Loss on disposal of items of property, plant and equipment	9	64	199
Share of profits and losses of:			
Associates		1,391	(2,177)
Jointly-controlled entities		(5,555)	(5,961)
		174,345	142,884
Increase in inventories		(259)	(1,580)
Decrease in accounts receivable		66	7,318
Decrease/(increase) in prepayments, deposits and other receivables		(554)	1,350
Increase/(decrease) in other payables and accruals		2,228	(5,700)
Cash generated from operations		175,826	144,272
Tax paid		(20,766)	(7,124)
Net cash flows from operating activities		155,060	137,148
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment		(95,794)	(5,908)
Interest received		3,497	1,109
Dividends received		8,499	8,961
Net cash flows from/(used in) investing activities		(83,798)	4,162

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2012
截至2012年12月31日止年度

	Note	2012 HK\$'000 千港元	2011 HK\$'000 千港元
CASH FLOWS FROM FINANCING ACTIVITIES			
Capital contribution from non-controlling interests		11,178	—
Arising from initial public offering and over-allotment		—	302,294
Decrease in an amount due to the former ultimate holding company		—	(249)
Repayment of bank loans		(144,132)	(85,817)
New bank loans		—	18,064
Dividends paid		(55,483)	—
Dividends paid to non-controlling interests		(16,225)	(11,630)
Interest paid		(5,722)	(8,220)
Net cash flows from/(used in) financing activities		(210,384)	214,442
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		(139,122)	355,752
Cash and cash equivalents at beginning of year		403,243	46,611
Effect of foreign exchange rate changes, net		1,594	880
CASH AND CASH EQUIVALENTS AT END OF YEAR		265,715	403,243
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and cash equivalents at end of year	24	265,715	403,243

Statement of Financial Position

財務狀況表

31 December 2012
2012年12月31日

	Notes	2012	2011
	附註	HK\$'000	HK\$'000
		千港元	千港元
NON-CURRENT ASSETS			
Investments in subsidiaries	19	339,251	256,423
Total non-current assets		339,251	256,423
CURRENT ASSETS			
Prepayments, deposits and other receivables	23	208,774	111,769
Cash and cash equivalents	24	158,114	293,980
Total current assets		366,888	405,749
CURRENT LIABILITIES			
Other payables and accruals	25	12,909	6,044
Total current liabilities		12,909	6,044
NET CURRENT ASSETS		353,979	399,705
NET ASSETS		693,230	656,128
EQUITY			
Issued share capital	28	110,966	110,966
Reserves	30(b)	521,233	489,679
Proposed final dividends	14	61,031	55,483
TOTAL EQUITY		693,230	656,128

Ng Wai Man

吳惠民

Director

董事

Ting Yian Ann

陳言安

Director

董事

Notes to Financial Statements

財務報表附註

1. CORPORATE INFORMATION

The Company was incorporated on 16 July 2010 as an exempted company with limited liability under Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principle place of business in Hong Kong is Unit No.3, 18th Floor, Convention Plaza, Office Tower, No.1 Harbour Road, Hong Kong. The Group is principally engaged in terminal storage and handling of liquid chemicals.

In the opinion of the directors of the Company, the ultimate holding company of the Company is Lirun Limited, which is a limited liability company incorporated in the British Virgin Islands (the "BVI").

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

1. 公司資料

本公司根據開曼群島公司法於2010年7月16日註冊成立為獲豁免有限公司。本公司註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司的主要經營地點位於香港港灣道1號會展廣場辦公大樓18樓3室。本集團主要從事液體化學品碼頭儲存及處理業務。

本公司董事認為，本公司最終控股公司為於英屬維爾京群島註冊成立之有限責任公司力潤有限公司。

2.1 編製基準

該等財務報表乃根據香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例之披露規定而編製。該等財務報表乃按歷史成本慣例編製。除另有指明外，財務報表以港元呈列，而所有金額均調整至最接近千港元。

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2012. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if it results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in the income statement. The Group’s share of components previously recognised in other comprehensive income is reclassified to the income statement or retained profits, as appropriate.

2.1 編製基準 (續)

綜合基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)於截至2012年12月31日止年度之財務報表。附屬公司之財務報表乃與本公司於相同申報期間內採納連貫一致之會計政策編製。附屬公司之業績乃自收購日期(即本集團獲取控制權之日)起予以綜合，且於該等控制權終止前持續綜合。所有集團內公司間結餘、交易以及因集團內公司間交易產生的未變現盈虧及股息均會於綜合賬目時悉數對銷。

即使會產生虧損結餘，附屬公司之全面收入總額仍會歸屬於非控股權益。

於附屬公司擁有權權益之變動(並無失去控制權)於入賬時列作權益交易。

倘本集團失去一間附屬公司之控制權，則會終止確認(i)該附屬公司之資產(包括商譽)及負債；(ii)任何非控股權益之賬面值；及(iii)於權益內入賬的累計匯兌差額；並確認(i)已收代價的公允值；(ii)任何獲保留投資的公允值；及(iii)計入收益表的任何相關盈餘或虧損。先前於其他全面收入已確認的本集團應佔部分，乃視乎情況重新分類至收益表或保留溢利。

Notes to Financial Statements

財務報表附註

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters</i>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Transfers of Financial Assets</i>
HKAS 12 Amendments	Amendments to HKAS 12 <i>Income Taxes – Deferred Tax: Recovery of Underlying Assets</i>

The adoption of the revised HKFRSs has had no significant financial effect on these financial statements.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

2.2 會計政策變動及披露

本集團已就本年度財務報表首次採納以下經修訂香港財務報告準則：

香港財務報告準則第1號 (修訂本)	香港財務報告準則第1號首次採納香港財務報告準則—嚴重高通脹及剔除首次採納者的固定日期之修訂
香港財務報告準則第7號 (修訂本)	香港財務報告準則第7號金融工具：披露—金融資產之轉撥之修訂
香港會計準則第12號 (修訂本)	香港會計準則第12號所得稅—遞延稅項：收回相關資產之修訂

採納經修訂香港財務報告準則並未對該等財務報表產生任何重大財務影響。

2.3 已頒佈但尚未生效的香港財務報告準則

本集團於該等財務報表中並無未應用以下已頒佈惟未生效的新訂及經修訂的香港財務報告準則：

Notes to Financial Statements 財務報表附註

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 1
Amendments
Amendments to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans*²

HKFRS 7
Amendments
Amendments to HKFRS 7 *Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities*²

HKFRS 9
*Financial Instruments*⁴

HKFRS 10
*Consolidated Financial Statements*²

HKFRS 11
*Joint Arrangements*²

HKFRS 12
*Disclosure of Interests in Other Entities*²

HKFRS 10,
HKFRS 11
and HKFRS 12
Amendments
Amendments to HKFRS 10,
HKFRS 11 and HKFRS 12 –
*Transition Guidance*²

HKFRS 10,
HKFRS 12 and
HKAS 27 (2011)
Amendments
Amendments to HKFRS 10,
HKFRS 12 and HKAS 27 (2011)
– *Investment Entities*³

2.3 已頒佈但尚未生效的香港財務報告 準則(續)

香港財務報告準則
第1號(修訂本)
香港財務報告準則
第1號首次採納
香港財務報告準
則—政府貸款之
修訂²

香港財務報告準則
第7號(修訂本)
香港財務報告準則
第7號金融工具：
披露—抵銷金融
資產及金融負債
之修訂²

香港財務報告準則
第9號
金融工具⁴

香港財務報告準則
第10號
綜合財務報表²

香港財務報告準則
第11號
共同安排²

香港財務報告準則
第12號
於其他實體之權益
之披露²

香港財務報告準則
第10號、香港財
務報告準則第11
號及香港財務報
告準則第12號(修
訂本)
香港財務報告準則
第10號、香港財
務報告準則第11
號及香港財務報
告準則第12號—
過渡指引之修訂²

香港財務報告準
則第10號、香
港財務報告準
則第12號及香
港會計準則第
27號(2011年)
(修訂本)
香港財務報告準
則第10號、香
港財務報告準
則第12號及
香港會計準則
第27號(2011
年)—投資實體
之修訂³

Notes to Financial Statements

財務報表附註

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 13	<i>Fair Value Measurement</i> ²
HKAS 1 Amendments	Amendments to HKAS 1 <i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i> ¹
HKAS 19 (2011)	<i>Employee Benefits</i> ²
HKAS 27 (2011)	<i>Separate Financial Statements</i> ²
HKAS 28 (2011)	<i>Investments in Associates and Joint Ventures</i> ²
HKAS 32 Amendments	Amendments to HKAS 32 <i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i> ³
HK(IFRIC)-Int 20	<i>Stripping Costs in the Production Phase of a Surface Mine</i> ²
<i>Annual Improvements 2009-2011 Cycle</i>	Amendments to a number of HKFRSs issued in June 2012 ²
1	Effective for annual periods beginning on or after 1 July 2012
2	Effective for annual periods beginning on or after 1 January 2013
3	Effective for annual periods beginning on or after 1 January 2014
4	Effective for annual periods beginning on or after 1 January 2015

2.3 已頒佈但尚未生效的香港財務報告準則 (續)

香港財務報告準則第13號	公允值計量 ²
香港會計準則第1號 (修訂本)	香港會計準則第1號財務報表之呈列—其他全面收入項目之呈列之修訂 ¹
香港會計準則第19號 (2011年)	僱員福利 ²
香港會計準則第27號 (2011年)	獨立財務報表 ²
香港會計準則第28號 (2011年)	於聯營公司及合營企業之投資 ²
香港會計準則第32號 (修訂本)	香港會計準則第32號金融工具：呈列—抵銷金融資產及金融負債之修訂 ³
香港 (國際財務報告詮釋委員會)—詮釋第20號	露天礦生產階段的剝採成本 ²
2009年至2011年週期之年度改進	於2012年6月頒佈對若干香港財務報告準則之修訂 ²
1	自2012年7月1日或之後開始之年度期間生效
2	自2013年1月1日或之後開始之年度期間生效
3	自2014年1月1日或之後開始之年度期間生效
4	自2015年1月1日或之後開始之年度期間生效

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. The Group is not yet in a position to state whether they would have a significant impact on the Group's results of operations and financial position.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

2.3 已頒佈但尚未生效的香港財務報告準則(續)

本集團現正評估該等新訂及經修訂香港財務報告準則對初步應用之影響。本集團尚未能指出該等財務報告準則會否對其經營業績及財務狀況有任何重大影響。

3. 主要會計政策概要

業務合併及商譽

業務合併乃以收購法入賬。已轉讓代價按收購日期之公允值計量，該公允值為本集團所轉讓資產於收購日期之公允值、本集團向被收購方前擁有人承擔的負債及本集團為換取被收購方控制權所發行之股本權益之總和。於各業務合併中，本集團選擇是否以公允值或被收購方可識別資產淨值的應佔比例，計量於被收購方屬現時擁有人權益的非控股權益，並賦予擁有人權利，於清盤時按比例分佔實體的淨資產。非控股權益之一切其他成分乃按公允值計量。收購相關成本於產生時列為開支。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關條件，評估將承接的金融資產及負債，以作出適合的分類及標示，其中包括將被收購方主合約中的嵌入式衍生工具進行分離。

Notes to Financial Statements

財務報表附註

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of HKAS 39 is measured at fair value with changes in fair value either recognised in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of HKAS 39, it is measured in accordance with the appropriate HKFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in the income statement as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

3. 主要會計政策概要 (續)

業務合併及商譽 (續)

倘企業合併分階段進行，先前持有的股權按於收購日期的公允值重新計量，而所產生之收益或虧損於損益中確認。

由收購方將予轉讓的任何或然代價將於收購日期按公允值確認。分類為資產或負債且屬金融工具並符合香港會計準則第39號範疇的或然代價按公允值計量，相關公允值變動則於損益確認或作為其他全面收入的變動。倘或然代價並不符合香港會計準則第39號範疇，則其按適當的香港財務報告準則計量。被分類為權益的或然代價不會重新計量，且其後結算於權益內入賬。

商譽起初按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前持有的被收購方股權的公允值總額，超逾與所收購可識別資產淨值及所承擔負債的差額。如代價及其他項目的金額低於所收購資產淨值的公允值，於評估後其差額將於收益表內確認為議價購買收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行檢討。本集團於12月31日進行商譽之年度減值測試。為進行減值測試，無論本集團其他資產或負債是否已分配予該等單位或單位組別，因業務合併而購入的商譽自購入之日被分配至預期可從合併產生的協同效益中獲益的本集團各個現金產生單位或現金產生單位組別。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Business combinations and goodwill *(continued)*

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed in these circumstances is measured based on the relative value of the disposed operation and the portion of the cash-generating unit retained.

Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in subsidiaries that are not classified as held for sale in accordance with HKFRS 5 are stated at cost less any impairment losses.

3. 主要會計政策概要 *(續)*

業務合併及商譽 *(續)*

減值乃通過評估與商譽有關的現金產生單位(或現金產生單位組別)的可收回金額釐定。當現金產生單位(或現金產生單位組別)的可收回金額低於賬面金額時，減值虧損便予以確認。已就商譽確認的減值虧損不得於未來期間撥回。

倘商譽已分配至現金產生單位(或現金產生單位組別)的一部分而該單位的部分業務已出售，則在釐定所出售業務的收益或虧損時，與所出售業務相關的商譽會計入該業務的賬面值。在該情況下出售的商譽，乃根據所出售業務的相對價值及現金產生單位的保留份額進行計量。

附屬公司

附屬公司乃本公司可直接或間接控制其財務及營運政策以從其業務活動中獲取利益的公司。

附屬公司之業績以已收及應收股息為限計入本公司之收益表。並無根據香港財務報準則第5號分類為持有作出售之本公司對附屬公司之投資，乃按成本減任何減值虧損入賬。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Joint ventures

A joint venture is an entity set up by contractual arrangement, whereby the Group and other parties undertake an economic activity. The joint venture operates as a separate entity in which the Group and the other parties have an interest.

The joint venture agreement between the venturers stipulates the capital contributions of the joint venture parties, the duration of the joint venture and the basis on which the assets are to be realised upon its dissolution. The profits or losses from the joint venture's operations and any distributions of surplus assets are shared by the venturers, either in proportion to their respective capital contributions, or in accordance with the terms of the joint venture agreement.

A joint venture is treated as:

- (a) a subsidiary, if the Group has unilateral control, directly or indirectly, over the joint venture;
- (b) a jointly-controlled entity, if the Group does not have unilateral control, but has joint control, directly or indirectly, over the joint venture;
- (c) an associate, if the Group does not have unilateral or joint control, but holds, directly or indirectly, generally not less than 20% of the joint venture's registered capital and is in a position to exercise significant influence over the joint venture; or
- (d) an equity investment accounted for in accordance with HKAS 39, if the Group holds, directly or indirectly, less than 20% of the joint venture's registered capital and has neither joint control of, nor is in a position to exercise significant influence over, the joint venture.

3. 主要會計政策概要 (續)

合營企業

合營公司為以合約安排成立的實體，本集團及其他人士可按照有關安排進行經濟活動。合營公司以獨立實體身分經營業務，當中本集團及其他人士擁有權益。

合營方訂立的合營協議訂明合營方注資、合營年期及於解散時變現資產之基準。合營公司自經營產生的溢利及虧損以及剩餘資產的任何分配則按照合營方各自的注資比例或按照合營協議的條款由合營方分攤。

合營公司被視為：

- (a) 一家附屬公司，倘本集團直接或間接對該合營公司擁有單方面的控制權；
- (b) 一個共同控制實體，倘本集團對該合營公司並無單方面的控制權，但可直接或間接共同控制該合營公司；
- (c) 一家聯營公司，倘本集團不可單方面或共同控制該合營公司，但一般直接或間接持有該合營公司不少於20%的註冊資本，且對該合營公司擁有重要的影響力；或
- (d) 根據香港會計準則第39號列賬的一項股本投資，倘本集團直接或間接持有該合營公司少於20%的註冊資本，且不能共同控制該合營公司，或對其並無重大的影響力。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Associates

An associate is an entity, not being a subsidiary or a jointly-controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. The Group's share of the post-acquisition results and reserves of associates is included in the consolidated income statement and consolidated reserves, respectively. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the asset transferred.

Jointly-controlled entities

A jointly-controlled entity is a joint venture that is subject to joint control, resulting in none of the participating parties having unilateral control over the economic activity of the jointly-controlled entity.

The Group's investments in jointly-controlled entities are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. The Group's share of the post-acquisition results and reserves of its jointly-controlled entities are included in the consolidated income statement and consolidated reserves, respectively. Unrealised gains and losses resulting from transactions between the Group and its jointly-controlled entities are eliminated to the extent of the Group's investments in the jointly-controlled entities, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of jointly-controlled entities is included as part of the Group's investments in jointly-controlled entities.

3. 主要會計政策概要(續)

聯營公司

聯營公司為非附屬公司或共同控制實體的實體，本集團於其中一般性持有股本投票權不少於20%的長期權益，並可對其構成重大影響。

本集團於聯營公司的投資於本集團綜合財務狀況表內按權益會計法計算本集團應佔資產淨值，並扣減任何減值虧損列賬。本集團應佔聯營公司收購後的業績及儲備分別於綜合收益表及綜合儲備內確認。本集團與其聯營公司之間交易所產生的未變現收益及虧損乃按本集團所佔聯營公司的權益比率抵銷，惟未變現虧損證明已轉讓的資產出現減值除外。

共同控制實體

共同控制實體指受共同控制的合營企業，因此，並無任何一個參與方對共同控制實體的經濟活動具有單方面控制權。

本集團於共同控制實體的投資於本集團綜合財務狀況表內按權益會計法計算本集團應佔資產淨值，並扣減任何減值虧損列賬。本集團應佔共同控制實體收購後的業績及儲備分別於綜合收益表及綜合儲備內確認。本集團與其共同控制實體進行交易所產生之未變現盈虧均以本集團所佔該等共同控制實體之投資為限予以對銷，惟未變現虧損證明所轉讓資產出現減值者除外。收購共同控制實體產生的商譽作為本集團於共同控制實體的投資的一部分列報。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises.

3. 主要會計政策概要 (續)

非金融資產減值

倘有跡象顯示出現減值或須就資產進行年度減值測試(金融資產除外)，則會估計資產的可收回數額。資產的可收回數額為資產或現金產生單位的使用價值以及公允值減銷售成本(以較高者為準)，並就個別資產而確定，除非有關資產並無產生現金流入，且在頗大程度上獨立於其他資產或資產類別。在此情況下，可收回數額就資產所屬的現金產生單位而確定。

只有當資產的賬面值超出其可收回值時，減值虧損才予以確認。在評估使用價值時，估計未來現金流量乃按稅前折現率折現至彼等的現值，而稅前折現率乃反映現時市場就金錢時間價值及資產特定風險的評估。減值虧損將計入其產生期間的收益表中。

在每個報告期末會評估有否於任何過往已確認的資產減值虧損可能不再存在或可能減少的跡象。倘出現任何該等跡象，會估計可收回數額。只有當用以確定資產可收回值的估計出現更改時，才可將以往確認的資產(商譽除外)減值虧損撥回，但有關價值並不可高於假設過往年度並無就該資產確認任何減值虧損的情況下，該資產本來確定的賬面值(經扣除任何折舊／攤銷)。減值虧損撥回至其產生期間的收益表中。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset or as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings and structures	3.17%-19%
Motor vehicles	19%
Office equipment	19%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

3. 主要會計政策概要(續)

物業、廠房及設備以及折舊

物業、廠房及設備(在建工程除外)乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及任何使資產達至營運狀況及地點作擬定用途的直接應佔成本。

物業、廠房及設備項目投入運作後所產生維修保養等支出,一般於其產生期間自收益表扣除。倘達到確認條件,則重大檢查的開支會於資產賬面值中資本化作為替換。倘物業、廠房及設備的重大部分須定期替換,則本集團會將該等部分確認為有特定可使用年期及折舊的個別資產。

折舊乃按直線法於其估計可用年期撇銷物業、廠房及設備各項目的成本至其剩餘價值計算。就此所採用的主要有關年率如下:

樓宇及建築物	3.17%-19%
汽車	19%
辦公室設備	19%

當一項物業、廠房及設備項目的其中部分擁有不同的可用年期,該部分的成本會以合理原則分攤並將各部分單獨計提折舊。剩餘價值、可用年期及折舊方法將至少於各財政年末檢討及按需要作出調整。

Notes to Financial Statements

財務報表附註

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the period the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents the infrastructure of a terminal under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction.

Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rental payables under operating leases net of any incentives received from the lessor are charged to the income statement on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

3. 主要會計政策概要 (續)

物業、廠房及設備以及折舊 (續)

物業、廠房及設備項目包括經首次確認的任何重要部分，乃於出售後或預期將來其用途或出售並無經濟利益時終止確認。於資產終止確認的期間內，於收益表中確認的出售或報廢的任何收益或虧損乃出售所得款項淨額與相關資產賬面值之差額。

在建工程指興建中的碼頭基礎設施，乃按成本減任何減值虧損列賬，但不會計提折舊。成本包括建造期間的直接建設成本及有關借貸資金的借貸成本資本化。

在建工程於完工且可供使用時將重新歸入物業、廠房及設備的適當類別。

經營租賃

資產所有權的絕大部分回報及風險由出租人保留的租賃乃列為經營租賃。倘本集團是出租人，由本集團以經營租賃出租的資產會在非流動資產內列賬，而經營租賃的應收租金按租約年期以直線法列入收益表內。倘本集團是承租人，經營租賃的應付租金扣除自出租人收取的任何優惠，按租約年期以直線法列支於收益表。

經營租賃項下的預付土地租金付款初步按成本列賬，隨後按租期以直線法確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (continued)

Investments and other financial assets

Financial assets of the Group in the scope of HKAS 39 are classified as loans and receivables. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the income statement. The loss arising from impairment is recognised in the income statement in finance costs for loans and in other operating expenses for receivables.

3. 主要會計政策概要 (續)

投資及其他金融資產

根據香港會計準則第39號所界定之本集團金融資產分類為貸款及應收賬款。本集團於首次確認金融資產後決定其分類。金融資產於首次確認時以公允值加上交易成本計算，惟透過按公允值計入損益之金融資產除外。

金融資產的一般買賣於交易當日確認，即本集團承諾購買或出售該資產當日。一般買賣指須按市場規定或慣例於一般指定期間內交付資產的買賣。

貸款及應收款項

貸款及應收款項乃按固定或可釐定款項計算且並無於活躍市場報價的非衍生金融資產。初步計算後該等資產隨後按實際利率法減去任何減值備用額以攤銷成本列賬。計算攤銷成本時會計及收購的任何折扣或溢價，並包括屬於實際利率完整部分的費用或成本。實際利率攤銷計入收益表的其他收入及收益內。貸款及應收款項之減值產生的虧損分別於收益表中之融資成本及其他營運開支確認。

Notes to Financial Statements

財務報表附註

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets

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

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

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

3. 主要會計政策概要 (續)

金融資產的減值

本集團於各報告期末評估有否客觀證據顯示一項金融資產或一組金融資產出現減值。一項或一組金融資產，只有於首次確認後發生一項或多項事件導致出現客觀減值證據（一項已發生的「虧損事件」），而該項虧損事件對該項或該組金融資產的估計未來現金流量所造成的影響乃能夠可靠地予以估計時，會被視作減值。

減值跡象可包括一名或一夥債務人正面臨重大財務困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察資料顯示估計未來現金流量出現可計量之減少，例如拖欠金額變動或出現與違約欠款相關的經濟狀況。

按攤銷成本列賬的金融資產

就按攤銷成本入賬的金融資產而言，本集團首先對有客觀減值證據的個別重大的金融資產，單獨進行減值測試，對個別不重大的金融資產，合併進行減值測試。倘本集團認定已單獨進行減值測試的金融資產（無論重大與否）並無客觀證據顯示出現減值，則該項資產會歸入一組具有相似信貸風險特性的金融資產內，合併進行減值測試。經單獨評估減值並已確認或繼續確認減值的資產，不會納入合併減值測試之內。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (that is, the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced either directly or through the use of an allowance account and the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or decreased by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the income statement.

3. 主要會計政策概要 (續)

金融資產的減值 (續)

按攤銷成本列賬的金融資產 (續)

倘有客觀證據顯示出現減值虧損，則該虧損金額按該資產賬面值及估計未來現金流量（不包括並未產生的未來信貸虧損）現值的差額計量。估計未來現金流量的現值以金融資產的原實際利率（即首次確認時計算的實際利率）折現。倘貸款的利率為浮動利率，則計量任何減值虧損的折現率為現行實際利率。

該資產的賬面值直接或透過使用撥備賬扣除，而虧損金額於收益表確認。利息收入於經扣減後的賬面值中持續產生，並採用就計量減值虧損時用以折現未來現金流量的利率計提。倘若現實上日後無望收回及所有抵押品已變現或已轉入本集團，則貸款及應收賬款連同任何其相關的撥備將予以撇銷。

倘若在其後期間估計減值虧損金額由於確認減值之後所發生之事件而增加或減少，則透過調整撥備金額，增加或減少已確認的減值虧損。倘於其後收回撇銷，該項收回將計入收益表。

Notes to Financial Statements

財務報表附註

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the assets. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group’s continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to pay.

3. 主要會計政策概要 (續)

取消確認金融資產

在下列情況下，將取消確認金融資產，或(如適當)一項金融資產的一部分或一組類似金融資產的一部分：

- 可獲取資產所得現金流量的權利期屆滿；或
- 本集團已轉讓其可獲取資產所得現金流量的權利，或根據「轉遞」安排須無重大遞延地向第三方清償；並(a)本集團已轉讓資產的一切回報及風險絕大部分，或(b)本集團既無轉讓亦無保留資產的絕大部分回報及風險，但已轉讓資產的控制權。

倘本集團已轉讓其可獲取資產所得現金流量的權利或訂立轉遞安排，會評估其有否保留該項資產擁有權風險及回報，以及其程度。倘本集團既無轉讓亦無保留資產的絕大部分回報及風險，亦無轉讓資產的控制權，則本集團將繼續確認該資產。在此情況下，本集團亦確認有關負債。已轉讓的資產及有關負債乃按可反映本集團已保留的權利及責任的基準計量。

持續涉及指本集團就已轉讓資產作出的保證，已轉讓資產乃以該項資產的原賬面值及本集團或須償還的代價數額上限(以較低者為準)計算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities at amortised cost

The Group's financial liabilities which include other payables and accruals, and interest-bearing bank loans are initially stated at fair value and net of directly attributable transaction costs. After initial recognition, financial liabilities are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost.

Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

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

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is currently an enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

3. 主要會計政策概要(續)

按攤銷成本計算的金融負債

本集團的金融負債(包括其他應付款項及應計費用及計息銀行貸款)初步按公允值及扣除直接交易成本列賬。於初步確認後，金融負債其後利用實際利率法按已攤銷成本計算，但若折現的影響不重要，則按成本列賬。

當負債取消確認及於實際利率攤銷的過程中，相關損益於收益表確認。

計算攤銷成本時會計及收購的任何折扣或溢價，並包括屬於實際利率完整部分的費用。實際利率攤銷計入收益表的融資成本內。

當相關負債的責任被解除或取消或屆滿時，金融負債將取消確認。

如現有金融負債由同一放債人以條款極為不同的負債所取代，或現有負債的條款作出重大修訂，此類替換或修訂將被視為取消確認原負債及確認新負債處理，有關賬面值的差額於收益表中確認。

金融工具的抵銷

倘於目前有可執行法定權利抵銷已確認金額並擬按淨額基準結算，或同時變賣資產及償還負債時，金融資產及金融負債才會互相抵銷，並在綜合財務狀況表內以淨額列示。

Notes to Financial Statements

財務報表附註

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Inventories

Inventories represent consumables, tools and parts for use in the operation, and are stated at cost. Cost is determined on the first-in, first-out basis.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside the income statement is recognised outside the income statement, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the regions in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of each reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

3. 主要會計政策概要 (續)

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時轉換為已知金額的現金、沒有涉及重大價值變動風險且一般自取得起計三個月內到期的短期高流通性投資，減須於要求時償還並構成本集團現金管理組成部分的銀行透支。

就財務狀況表而言，現金及現金等價物包括不受使用限制的手頭現金及銀行現金（包括定期存款）。

存貨

存貨指用於營運中使用的消耗品、工具及配件，並按成本列賬。成本按先進先出基準釐定。

所得稅

所得稅包括即期及遞延稅項。有關於收益表以外確認的項目的所得稅於收益表外確認為其他全面收入或直接確認為權益。

對於當期及以前期間的即期稅項資產及負債乃根據於報告期結束時已頒佈或實施的稅率（及稅法），經計及本集團營運的地區其現行的詮釋及慣例，預期自稅務機關收回或向稅務機關支付的款額計算。

遞延稅項以負債法就於各報告期末的資產及負債的稅務基礎及其用作財務申報的賬面值之間的所有暫時差額撥備。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and jointly-controlled entities, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

3. 主要會計政策概要 (續)

所得稅 (續)

所有應課稅暫時差異均會確認為遞延稅項負債，惟以下情況例外：

- 倘若有關遞延稅項負債是由並非業務合併的交易中初次確認資產或負債產生，且於進行交易時對會計溢利或應課稅溢利或虧損均無影響；及
- 就與附屬公司、聯營公司及共同控制實體投資有關的應課稅暫時差異而言，倘暫時差異撥回的時間可被控制，且暫時差異於可預見將來可能將不能撥回。

遞延稅項資產乃就所有可扣減暫時差異、未動用稅項抵免及任何未動用稅項虧損的轉結而確認，惟以可扣減暫時差異、未動用稅項抵免及未動用稅項虧損的轉結可獲動用作抵銷應課稅溢利為限，惟以下情況例外：

- 倘若有關可抵扣暫時性差額的遞延稅項資產是由並非業務合併的交易中初次確認資產或負債產生，且於進行交易時對會計溢利或應課稅溢利或虧損均無影響；及

Notes to Financial Statements

財務報表附註

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and a jointly-controlled entities, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

3. 主要會計政策概要 (續)

所得稅 (續)

- 就與附屬公司、聯營公司及共同控制實體投資有關的可抵扣暫時性差額而言，遞延稅項資產的確認僅以暫時差異於可預見將來可撥回及暫時差異可獲動用作抵銷應課稅溢利為限。

遞延稅項資產的賬面值於每個報告期末作出檢討，並扣減至應課稅溢利不再足以供所有或部分遞延資產可被動用。未被確認的遞延稅項資產乃於各報告期末重新評估，並於應課稅溢利足以供所有或部分遞延稅項資產可被動用時確認。

遞延稅項資產及負債乃按預期適用於變現資產或償還負債期間的稅率，按照於各報告期末已制定或實質制定的稅率(及稅法)計算。

倘存在法律上可強制執行的權利，令即期稅項資產及即期稅項負債可互相抵銷，而遞延稅項與同一應課稅實體及同一稅務機關有關，則遞延稅項資產及遞延稅項負債將會抵銷。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the rendering of services, when the services have been rendered;
- (b) rental income, on the straight-line basis over the lease terms;
- (c) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (d) income from arbitration, when the legal rights has been established and collectability is reasonably ascertained.

Employee benefits

Pension scheme

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

3. 主要會計政策概要 (續)

收入確認

如果有經濟利益可能會流入本集團，而收入又能夠根據下列基準可靠地計算，則會確認收入：

- (a) 提供服務，於服務已提供時確認；
- (b) 租金收入，在租約期間以直線法計算；
- (c) 利息收入，按實際利率法以累計基準計算，實際利率即將於金融工具估計可用年期或較短期內(如適用)所收取估計日後現金流量折算至該金融資產賬面淨值的利率；及
- (d) 仲裁收入，當合法權利已建立並確認可合理收回。

員工福利

退休金計劃

本集團根據強制性公積金計劃條例為合資格參與強制性公積金計劃(「強積金計劃」)的僱員經營一項界定供款的強積金計劃。供款根據僱員的基本薪金百分比計算，並於根據強積金計劃的規定予支付時在收益表內扣除。強積金計劃的資產與本集團資產分開，並由一個獨立管理的基金持有。本集團的僱員供款於向強積金計劃供款時悉數歸僱員所有。

Notes to Financial Statements

財務報表附註

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Pension scheme (continued)

The employees of the Group's subsidiary which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. The subsidiary is required to contribute certain percentage of its payroll costs to the central pension scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

Foreign currencies

The financial statements are presented in Hong Kong dollars, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of each reporting period. Differences arising on settlement or translation of monetary items are recognised in the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation differences on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

3. 主要會計政策概要 (續)

員工福利 (續)

退休金計劃 (續)

本集團於中國內地經營的附屬公司的僱員被要求參與地方市政府營辦的中央退休金計劃。附屬公司須將其一定比例的薪金成本向該中央退休金計劃供款。根據中央退休金計劃條例須支付的供款於收益表列賬。

外幣

財務報表以本公司的功能貨幣港元呈列。本集團屬下各實體自行決定功能貨幣，而各實體財務報表內的項目均以該功能貨幣計量。外幣交易由本集團內實體按交易日的功能貨幣匯率初步記錄。於各報告期末以外幣定值的貨幣資產及負債乃按報告期末的功能貨幣匯率換算。由結算或換算貨幣項目產生的差額均於收益表確認。

按外幣歷史成本計量的非貨幣項目乃於首次交易日期按匯率換算。按外幣公允值計量的非貨幣項目乃於公允值釐定當日按匯率換算。換算按公允值計量非貨幣項目而產生的收益或虧損，按確認該項目公允值變動的收益或虧損一致的方法處理（即公允值收益或虧損已於其他全面收入或損益內確認的項目產生的換算差額亦分別於其他全面收入或損益內確認）。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries, associates and jointly-controlled entities are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign entity, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

For the purpose of the consolidated statement of cash flows, the cash flows of those entities comprising the Group in which their functional currencies are currencies other than the Hong Kong dollar are translated into the presentation currency of the Company at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of those entities which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and 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 of a parent of the Group;

or

3. 主要會計政策概要 (續)

外幣 (續)

若干海外附屬公司、聯營公司及共同控制實體的功能貨幣並非港元。於報告期末，該等實體的資產及負債均已將按報告期末的匯率換算為本公司的呈列貨幣，且其收益表按年度的加權平均匯率換算為港元。因此產生的匯兌差額於其他全面收益確認並累計計入匯兌波動儲備。當出售海外實體時，有關特定海外業務權益的其他全面收益部分於收益表中確認。

就綜合現金流量表而言，以港元以外的功能貨幣記賬的本集團旗下實體的現金流量按現金流量產生當日的匯率兌換為本公司的呈報貨幣。海外附屬公司於整個報告期內產生的循環現金流量按報告期內加權平均匯率換算成港元。

關聯人士

在下列情況下，有關方將被視為本集團的關聯人士：

- (a) 有關方為一名人士或該人士之關係密切家庭成員，而該人士：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理人員。

或

Notes to Financial Statements

財務報表附註

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group 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 third entity;
 - (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); and
 - (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).

3. 主要會計政策概要 (續)

關聯人士 (續)

- (b) 有關方為實體，而符合以下條件：
- (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 該實體為另一實體的聯營公司或合營企業（或該實體的母公司、子公司或同集團附屬公司）；
 - (iii) 該實體及本集團均為同一第三方的合營企業；
 - (iv) 該實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為離職福利計劃，該計劃的受益人為本集團或與本集團有關的實體的僱員；
 - (vi) 該實體受(a)所識別人士控制或受共同控制；及
 - (vii) 於(a)(i)所識別人士對該實體有重大影響或屬該實體（或該實體母公司）主要管理人員的其中一名成員。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Borrowing costs

All borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting or in the case of subsidiaries in the People's Republic of China ("PRC"), by the board of directors. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

3. 主要會計政策概要 (續)

借貸成本

所有借貸成本於其產生期間支銷。借貸成本包括實體於借貸時產生的利息及其他成本。

股息

董事建議的末期股息將於財務狀況表股本項目下分類為獨立分配保留溢利，直至該等股息於股東大會上獲股東批准(或倘為中華人民共和國(「中國」)的附屬公司，則由董事會批准)。倘此等股息獲股東批准及宣派，將會確認為一項負債。

由於本公司組織章程大綱及細則授權董事宣派中期股息，故中期股息可同步建議及宣派。因此，中期股息在擬派及宣派時即時確認為負債。

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which has the most significant effect on the amounts recognised in the financial statements:

Impairment of accounts receivable

The Group assesses at the end of each reporting period whether there is any objective evidence that a receivable is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments. Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics.

The Group maintains an allowance for estimated impairment of accounts receivable arising from the inability of its debtors to make the required payments. The Group makes its estimates based on the ageing of its trade receivable balances, debtors' creditworthiness, past repayment history and historical write-off experience. If the financial condition of its debtors was to deteriorate so that the actual impairment loss might be higher than expected, the Group would be required to revise the basis of making the allowance.

4. 重大會計判斷及估計

本集團財務報表的編製要求管理層於各報告期末作出會影響所呈報收入、開支、資產及負債的金額，以及或然負債披露的判斷、估計及假設。該等假設及估計的不確定因素可能導致需要對未來受影響的資產或負債的賬面值作出重大調整。

判斷

應用本集團的會計政策時，除涉及有關估計者外，管理層曾作出下列對財務報表已確認金額具最大影響的判斷：

應收賬款減值

本集團於各報告期末評估應收賬款是否存在任何減值的客觀證據。為釐定是否存在減值的客觀證據，本集團考慮多項因素，如債務人很有可能破產或有重大財務困難及違約或付款嚴重延遲。倘存在減值的客觀證據，則未來現金流量的金額及時間會根據與該類資產具有類似信貸風險特徵資產的過往虧損情況一同評估減值。

本集團就債務人無能力支付須繳款項而導致的估計應收賬款減值作出撥備。本集團乃根據其貿易應收款項結餘的賬齡、債務人的信用可靠性、過往償還記錄及過往的撇銷情況作出估計。倘其債務人的財政狀況轉壞而導致實際減值虧損較預期為高，則本集團須修訂作出撥備的依據。

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period, are described below.

Useful lives of property, plant and equipment

The cost of property, plant and equipment is depreciated on the straight-line basis over the property, plant and equipment's estimated economic useful lives. Management estimates the useful lives of the property, plant and equipment to be five to thirty years. Changes in the expected level of usage and/or the period over which future economic benefits are generated could impact the economic useful lives of the assets and, therefore, future depreciation charges could be revised.

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

4. 重大會計判斷及估計(續)

估計的不確定性

涉及日後的主要假設及於各報告期末估計不確定性的其他主要來源(有導致下個財政期間的資產及負債的賬面值出現大幅調整的重大風險)討論如下。

物業、廠房及設備的可使用年期

物業、廠房及設備乃以直線法按物業、廠房及設備的估計經濟可使用年期折舊。管理層估計物業、廠房及設備的可使用年期為五至三十年。使用的預期水平及/或未來經濟收益產生期間的變動影響資產的經濟可使用年期，因此，未來折舊開支可予修訂。

非金融資產減值

本集團於每個報告期末評估全部非金融資產是否有任何減值跡象。無限年期的無形資產需每年及於存在該跡象之其他時間進行減值測試。其他非金融資產於有跡象顯示賬面值可能無法收回時測試減值。計算使用價值時，管理層需要估計資產或現金產生單位的預期未來現金流量，以及需要選用合適的折現率，以計算現金流量的現值。

Notes to Financial Statements

財務報表附註

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2012 was HK\$1,210,000 (2011: HK1,210,000). Further details are given in note 18 to the financial statements.

Income taxes

Significant management judgements on the future tax treatment of certain transactions are required in determining income tax provisions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation.

4. 重大會計判斷及估計 (續)

估計的不確定性 (續)

商譽減值

本集團至少每年評估商譽是否發生減值。這要求對分配了商譽之現金產出單元之使用價值進行估計。估計使用價值時，本集團需要估計未來來自現金產出單元之現金流量，同時選擇恰當之折現率計算那些現金流量之現值。商譽於2012年12月31日之賬面值為1,210,000港元(2011年：1,210,000港元)。詳見財務報表附註18。

所得稅

釐定所得稅撥備時，要求管理層對若干交易的日後稅務處理作出重大判斷。本集團謹慎評估交易的稅務影響及因而作出稅務撥備。有關交易的稅務處理會定期檢討，並計及所有稅法變動。

5. OPERATING SEGMENT INFORMATION

No separate analysis of segment information is presented by the Group as over 90% of the Group's revenue, results and assets are related to the terminal storage and handling of liquid chemicals business in Mainland China.

Revenue from major customers, each of whom amounted to 10% or more of the Group's revenue, is set out below:

Customer A	客戶 A
Customer B	客戶 B
Customer C	客戶 C

6. REVENUE

Revenue, which is also the Group's turnover, represents the net invoiced value of services rendered for terminal storage and the handling of liquid chemicals during the year, after business tax and value-added tax.

5. 經營分部資料

由於本集團超過90%的收入、業績及資產源自於中國內地液體化學品的碼頭儲存和處理相關業務，故本集團並無呈列分部資料的獨立分析。

來自佔本集團收入10%或以上的各主要客戶的收入載列如下：

	2012	2011
	HK\$'000	HK\$'000
	千港元	千港元
客戶 A	113,517	112,920
客戶 B	92,170	101,513
客戶 C	22,081	21,592

6. 收入

收入，即本集團的營業額，指就本年度內的液體化學品的碼頭儲存和處理提供服務的發票淨值（經扣除營業稅及增值稅後）。

Notes to Financial Statements

財務報表附註

7. OTHER INCOME

An analysis of the Group's other income is as follows:

Bank interest income	銀行利息收入
Gross rental income	租金收入總額
Income from arbitration*	來自仲裁的收入*
Others	其他

* The balance represented the amount received, net of expense, in relation to an arbitration case against a debtor during the year ended 31 December 2012. The total amount awarded was RMB18,583,000 (equivalent to HK\$22,846,000). The outstanding amount will be settled by 30 June 2013.

8. FINANCE COSTS

Interest on bank loans wholly repayable within five years	須於五年內悉數償還 銀行貸款的利息
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7. 其他收入

本集團其他收入分析如下：

2012 HK\$'000 千港元	2011 HK\$'000 千港元
3,497	1,109
501	470
16,659	—
1,400	772
22,057	2,351

* 該餘額指截至2012年12月31日止年度有關對債務人提起的仲裁案件的已收款項(扣除開支)。所判定的款項總額為人民幣18,583,000元(相等於22,846,000港元)。尚未支付款項將於2013年6月30日前償清。

8. 融資成本

Group 本集團	
2012 HK\$'000 千港元	2011 HK\$'000 千港元
5,722	8,220

Notes to Financial Statements 財務報表附註

9. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/
(crediting):

		Notes	2012 HK\$'000 千港元	2011 HK\$'000 千港元
		附註		
Depreciation	折舊	16	35,317	34,203
Amortisation of prepaid land lease payments	預付土地租金 的攤銷	17	972	952
Minimum lease payments under operating leases of office premises and pipe racks	辦公室物業及 管架經營租約 的最低租賃付款		11,096	11,281
Auditors' remuneration	核數師酬金		1,030	985
Directors' remuneration	董事酬金	10	7,560	8,015
Staff costs (excluding directors' remuneration):	員工成本(不包括 董事酬金):			
Wages, salaries and other benefits	工資、薪金及其他福利		17,027	13,207
Pension scheme contributions	退休金計劃供款		3,164	2,723
			20,191	15,930
Gross rental income	租金收入總額	7	(501)	(470)
Less: Outgoings	減: 支銷		25	23
			(476)	(447)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及 設備項目之虧損		64	199
Foreign exchange differences, net	匯兌差額, 淨額		(270)	(3,198)

9. 除稅前溢利

本集團的除稅前溢利已扣除/(計
入):

Notes to Financial Statements

財務報表附註

10. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and Section 161 of the Hong Kong Companies Ordinance, is as follows:

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Fees	袍金：		
– Executive directors	– 執行董事	–	–
– Independent non-executive directors	– 獨立非執行董事	540	540
Other emoluments of executive directors:	執行董事其他薪酬：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	6,985	7,439
Pension scheme contributions	退休金計劃供款	35	36
		7,560	8,015

10. 董事酬金

根據香港聯合交易所有限公司證券上市規則及香港公司條例第161條所披露的年內董事酬金如下：

	Fees HK\$'000 千港元	Salaries, allowances and benefits in kind 薪酬、津貼 及實物福利 HK\$'000 千港元	Pension scheme contributions 退休金 計劃供款 HK\$'000 千港元	Total remuneration 總薪酬 HK\$'000 千港元
2012				
Executive directors:				
Mr. Ng Wai Man	–	935	–	935
Mr. Ting Yan Ann	–	3,000	–	3,000
Mr. Chong Yat Chin	–	1,300	14	1,314
Ms. Chan Wan Ming	–	1,200	14	1,214
Mr. Kwan Chun Yuen (resigned on 17 July 2012)	–	550	7	557
	–	6,985	35	7,020

10. DIRECTORS' REMUNERATION (continued)

10. 董事酬金(續)

		Salaries, allowances and benefits Fees	Pension scheme contributions	Total remuneration	
		in kind	retirement contributions		
	袍金	薪酬、津貼 及實物福利	退休金 計劃供款	總薪酬	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	
2011					
Executive directors:	執行董事：				
Mr. Ng Wai Man	吳惠民先生	-	935	-	935
Mr. Ting Yan Ann	陳言安先生	-	3,002	-	3,002
Mr. Chong Yat Chin	莊日青先生	-	1,300	12	1,312
Ms. Chan Wan Ming	陳芸鳴女士	-	1,200	12	1,212
Mr. Kwan Chun Yuen	關振遠先生	-	1,002	12	1,014
		-	7,439	36	7,475

The fees paid to independent non-executive directors of the Company during the year were as follows:

年內向本公司獨立非執行董事支付之袍金如下：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Mr. Lau Sik Yuen	劉錫源先生	240	240
Mr. Luo Shijie	駱世捷先生	150	150
Mr. Zhu Wujun	朱武軍先生	150	150
		540	540

There were no other emoluments payable to the independent non-executive directors during the year (2011: Nil).

年內概無應付獨立非執行董事其他薪酬(2011年：零)

Save as disclosed above, no remuneration was paid or payable by the Group to other directors of the Company during the year (2011: Nil).

除上文所披露者外，本集團於年內並無任何已付或應付本公司其他董事的酬金(2011年：零)。

Notes to Financial Statements 財務報表附註

10. DIRECTORS' REMUNERATION (continued)

No remuneration was paid or payable by the Group to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2011: Nil).

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2011: Nil).

11. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four (2011: five) directors, details of whose remuneration are set out in note 10 above. Details of the remuneration for the year of the remaining one (2011: Nil) highest paid employee who is not a director of the Company, are as follows:

Salaries, allowances and benefits in kind	薪金、津貼及實物福利
Pension scheme contributions	退休金計劃供款

The number of non-director, highest paid employee whose remuneration fell within the following band is as follows:

HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元
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No remuneration was paid or payable by the Group to the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2011: Nil).

10. 董事酬金 (續)

年內，本集團並無任何已付或應付本公司董事的酬金，作為加入本集團或於加盟時的獎金或作為離職補償(2011年：零)。

於本年度內，概無董事放棄或同意放棄任何酬金的安排(2011年：零)。

11. 五名最高薪酬僱員

於本年度內五名最高薪酬僱員包括四名董事(2011年：五名)，其薪酬詳情載於上文附註10。餘下一名(2011年：零)並非本公司董事的最高薪酬僱員的薪酬詳情載列如下：

2012 HK\$'000 千港元	2011 HK\$'000 千港元
1,103	-
-	-
1,103	-

薪酬介乎下列範圍的非董事最高薪酬僱員的數目如下：

Number of employees 僱員的數目	
2012	2011
1	-

本集團於本年度內並無任何已付或應付五名最高薪酬僱員的酬金，作為加入或於加入本集團時的獎金或離職賠償(2011年：零)。

12. INCOME TAX

12. 所得稅

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Current - Hong Kong	即期－香港	14	–
Current - Elsewhere	即期－其他地方		
Charge for the year	本年度支出	21,154	755
Under/(over) provision in prior year	往年度撥備不足／(超額撥備)	228	(710)
Deferred - note 27	遞延－附註27	4,595	5,274
Total tax charge for the year	本年度稅項支出總額	25,991	5,319

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the year. No provision for Hong Kong profits tax has been made for the year ended 31 December 2011 as the Group did not generate any assessable profits arising in Hong Kong.

香港利得稅已按本年度內於香港產生的估計應課稅溢利以16.5%的稅率撥備。截至2011年12月31日止年度，因為本集團並無在香港產生任何應課稅溢利，故並無作出香港利得稅撥備。

Taxes on profits assessable in Mainland China have been calculated at the rates of tax prevailing in Mainland China in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

本集團在中國內地經營所得的應課稅溢利已根據現行法律、詮釋及慣例，按中國內地的現行稅率計算。

Under the new PRC Enterprise Income Tax Law and its Implementation Rules (effective from 1 January 2008), the PRC Enterprise Income Tax rates for domestic and foreign-invested enterprises are unified at 25%. The other major tax concessions applicable to the Group's Mainland China subsidiary are detailed below.

根據新中國企業所得稅法及其實施條例(自2008年1月1日起生效)，內資及外資企業的中國企業所得稅稅率統一為25%。適用於本集團中國內地附屬公司的其他主要稅項減免於下文詳述。

Notes to Financial Statements 財務報表附註

12. INCOME TAX (continued)

Pursuant to the tax document Guoshui Han 2007 No. 2 “Approval on Enterprise Income Tax” issued by the national tax authority of Nanjing City, Jiangsu Province, the PRC, Nanjing Dragon Crown Liquid Chemical Terminal Company Limited, a subsidiary of the Group, is entitled to preferential tax treatment with full tax exemption from PRC Enterprise Income Tax (“EIT”) for the first five profitable years, commencing from 1 January 2007, and thereafter is entitled to a 50% deduction in the EIT rate for the subsequent five years. The Group’s assessable income was subject to an EIT rate of 12.5% for the year ended 31 December 2012 (2011: 0%).

A reconciliation of the tax expense applicable to profit before tax using the statutory rates for the jurisdictions in which the Company and its subsidiaries are domiciled to the tax position at the Group’s effective tax rate is as follows:

Group – 2012

Profit/(loss) before tax	除稅前溢利／(虧損)
Tax at the applicable tax rates	按適用稅率計算的稅項
Lower tax rate due to concession	由於寬免令稅率下降
Income not subject to tax	毋須課稅收入
Expense not deductible for tax	不可扣稅的開支
Tax loss utilised	動用稅項虧損
Adjustment in respect of current tax of previous year	過往年間即期稅項之調整
Effect of withholding tax on the distributable profits of the Group’s Mainland China subsidiary, associates and jointly-controlled entities	本集團中國內地附屬公司、聯營公司及共同控制實體可分配溢利的預扣稅的影響
Tax	稅項

12. 所得稅 (續)

根據中國江蘇省南京市國稅局頒佈的稅務文件國稅函2007第2號「關於企業所得稅的審批」，本集團附屬公司，南京龍翔液體化工儲運碼頭有限公司享有優惠稅務待遇，於2007年1月1日起首五個盈利年度可豁免中國企業所得稅（「企業所得稅」），其後五年可享企業所得稅稅率減半。本集團截至2012年12月31日止年度的應課稅收入須按企業所得稅稅率12.5%（2011年：0%）納稅。

按本公司及其附屬公司所在司法權區的法定稅率計算且適用於除稅前溢利的稅項開支與按本集團實際稅率計算的納稅狀況的對賬如下：

本集團 – 2012年

	Hong Kong 香港 HK\$’000 千港元	Mainland China 中國大陸 HK\$’000 千港元	Total 總計 HK\$’000 千港元
Profit/(loss) before tax	(10,305)	150,236	139,931
Tax at the applicable tax rates	(1,700)	37,559	35,859
Lower tax rate due to concession	–	(16,405)	(16,405)
Income not subject to tax	(519)	(1,435)	(1,954)
Expense not deductible for tax	2,422	–	2,422
Tax loss utilised	(189)	–	(189)
Adjustment in respect of current tax of previous year	–	228	228
Effect of withholding tax on the distributable profits of the Group’s Mainland China subsidiary, associates and jointly-controlled entities	–	6,030	6,030
Tax	14	25,977	25,991

12. INCOME TAX (continued)

Group – 2011

Profit/(loss) before tax	除稅前溢利／(虧損)
Tax at the applicable tax rates	按適用稅率計算的稅項
Lower tax rate due to concession	由於寬免令稅率下降
Income not subject to tax	毋須課稅收入
Expense not deductible for tax	不可扣稅的開支
Adjustment in respect of current tax of previous year	過往年度即期稅項之調整
Effect of withholding tax on the distributable profits of the Group's Mainland China subsidiary, associates and jointly-controlled entities	本集團中國內地附屬公司、聯營公司及共同控制實體可分配溢利的預扣稅的影響
Tax	稅項

The shares of tax attributable to associates and jointly-controlled entities amounting to HK\$31,000 (2011: HK\$361,000) and HK\$2,042,000 (2011: HK\$2,242,000) are included in share of profits and losses of associates and jointly-controlled entities, respectively, in the consolidated income statement.

13. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated profit attributable to owners of the Company during the year ended 31 December 2012 included a loss of HK\$1,751,000 (2011: loss of HK\$6,389,000) which has been dealt with in the financial statements of the Company.

12. 所得稅 (續)

本集團 – 2011 年

	Hong Kong 香港	Mainland China 中國大陸	Total 總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Profit/(loss) before tax	(8,222)	116,779	108,557
Tax at the applicable tax rates	(1,357)	29,195	27,838
Lower tax rate due to concession	–	(28,440)	(28,440)
Income not subject to tax	(120)	–	(120)
Expense not deductible for tax	1,477	–	1,477
Adjustment in respect of current tax of previous year	–	(710)	(710)
Effect of withholding tax on the distributable profits of the Group's Mainland China subsidiary, associates and jointly-controlled entities	–	5,274	5,274
Tax	–	5,319	5,319

應佔聯營公司及共同控制實體稅項為31,000港元(2011年: 361,000港元)及2,042,000港元(2011年: 2,242,000港元), 已分別計入綜合收益表內「聯營公司及共同控制實體的應佔溢利及虧損」中。

13. 本公司擁有人應佔溢利

本公司擁有人於截至2012年12月31日止年度內應佔綜合溢利包括1,751,000港元的虧損(2011年: 6,389,000港元的虧損), 已於本公司財務報表中處理。

Notes to Financial Statements

財務報表附註

14. DIVIDENDS

Proposed final dividends – HK5.5 cents per ordinary share (2011: HK5 cents per ordinary share)	建議末期股息 – 每股普通股5.5港仙 (2011年：每股普通股5港仙)
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2012 HK\$'000 千港元	2011 HK\$'000 千港元
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61,031	55,483
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The proposed final dividends for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

本年度建議末期股息須於應屆股東週年大會上獲得本公司股東批准。

The proposed final dividends for the year ended 31 December 2011 was approved at the annual general meeting on 8 May 2012.

本公司於2012年5月8日召開的股東週年大會上批准派發截至2011年12月31日止年度的建議末期股息。

15. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculations of basic earnings per share are based on:

Earnings	盈利
Profit attributable to owners of the Company, used in the basic earnings per share calculation	本公司擁有人應佔溢利，用於計算每股基本盈利

每股基本盈利之計算基於：

2012 HK\$'000 千港元	2011 HK\$'000 千港元
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99,100	90,076
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Shares
Weighted average number of ordinary shares of the Company in issue used in the basic earnings per share calculation

股份
本公司已發行普通股股份加權平均數用於計算每股基本盈利

1,109,662,000	984,190,405
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Number of shares
股份數目

No diluted earnings per share is presented as there were no potentially dilutive ordinary shares in issue for both years.

由於兩年內並無潛在攤薄已發行普通股股份，故並無呈列每股攤薄盈利。

Notes to Financial Statements

財務報表附註

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

Group		本集團				
		Construction in progress	Buildings and structures	Motor vehicles	Office equipment	Total
		在建工程	樓宇及建築物	汽車	辦公室設備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Cost:	成本：					
At 1 January 2011	於2011年1月1日	3,390	636,643	2,737	1,272	644,042
Additions	添置	10,259	1,597	1,125	228	13,209
Transfers	轉撥	(8,651)	8,651	-	-	-
Disposals	出售	-	(304)	-	-	(304)
Exchange realignment	匯兌調整	204	31,429	142	64	31,839
At 31 December 2011 and 1 January 2012	於2011年12月31日 及2012年1月1日	5,202	678,016	4,004	1,564	688,786
Additions	添置	117,606	861	297	266	119,030
Transfers	轉撥	(1,463)	1,463	-	-	-
Disposals	出售	-	(18)	(109)	(250)	(377)
Exchange realignment	匯兌調整	1,413	5,540	28	10	6,991
At 31 December 2012	於2012年12月31日	122,758	685,862	4,220	1,590	814,430
Accumulated depreciation:	累計折舊：					
At 1 January 2011	於2011年1月1日	-	100,374	1,235	691	102,300
Provided for during the year – note 9	年內撥備 – 附註9	-	33,394	575	234	34,203
Disposals	出售	-	(105)	-	-	(105)
Exchange realignment	匯兌調整	-	5,716	74	51	5,841
At 31 December 2011 and 1 January 2012	於2011年12月31日 及2012年1月1日	-	139,379	1,884	976	142,239
Provided for during the year – note 9	年內撥備 – 附註9	-	34,386	723	208	35,317
Disposals	出售	-	(11)	(104)	(198)	(313)
Exchange realignment	匯兌調整	-	1,535	20	9	1,564
At 31 December 2012	於2012年12月31日	-	175,289	2,523	995	178,807
Net carrying amount:	賬面淨值：					
At 31 December 2012	於2012年12月31日	122,758	510,573	1,697	595	635,623
At 31 December 2011	於2011年12月31日	5,202	538,637	2,120	588	546,547

Notes to Financial Statements

財務報表附註

16. PROPERTY, PLANT AND EQUIPMENT (continued)

As at 31 December 2012, the Group's buildings and structures were free of any pledge and security. As at 31 December 2011, certain of the Group's buildings and structures with a net carrying amount of HK\$238,905,000 were pledged to banks to secure banking facilities granted to the Group (note 26).

17. PREPAID LAND LEASE PAYMENTS

Carrying amount at 1 January	於1月1日的賬面值	44,014	42,897
Amortised during the year – note 9	年內攤銷—附註9	(972)	(952)
Exchange realignment	匯兌調整	345	2,069
Carrying amount at 31 December	於12月31日的賬面值	43,387	44,014
Current portion included in prepayments, deposits and other receivables	計入預付款、按金及其他應收款項的流動部分	(1,047)	(1,039)
Non-current portion	非流動部分	42,340	42,975

All the Group's leasehold lands were held under long term leases and were situated in Mainland China.

As at 31 December 2012, the Group's leasehold lands were free of any pledge and security. As at 31 December 2011, certain of the Group's leasehold lands with a net carrying amount of HK\$13,159,000 were pledged to banks to secure banking facilities granted to the Group (note 26).

16. 物業、廠房及設備 (續)

於2012年12月31日，本集團的樓宇及建築物並沒有任何的抵押和擔保。於2011年12月31日，本集團賬面淨值為238,905,000港元的若干樓宇及建築物已抵押予銀行，作為向本集團授出銀行融資的擔保(附註26)。

17. 預付土地租金

Group 本集團		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
		44,014	42,897
		(972)	(952)
		345	2,069
		43,387	44,014
		(1,047)	(1,039)
		42,340	42,975

本集團全部租賃土地均按長期租約持有及位於中國內地。

於2012年12月31日，本集團的租賃土地並沒有任何的抵押和擔保。於2011年12月31日，本集團賬面淨值為13,159,000港元的若干租賃土地已抵押予銀行，作為向本集團授出銀行融資的擔保(附註26)。

18. GOODWILL

Cost and net carrying amount at the beginning and end of the year

年初及年末的成本及賬面淨值

Impairment testing of goodwill

Goodwill acquired through business combinations is related to the cash-generating unit of terminal storage and the handling of liquid chemicals. Its recoverable amount has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 10.1% (2011: 9.4%) and cash flows beyond the five-year period are extrapolated using an inflation rate of 5% (2011: 5%).

Assumptions were used in the value in use calculation of the cash-generating unit of terminal storage and the handling of liquid chemicals. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Discount rate – The discount rate used is before tax and reflects specific risks relating to the relevant units.

Inflation rate – The basis used to determine the value assigned to cost of sales and the revenue price are the forecast price indices during the budget year in the PRC.

18. 商譽

Group 本集團	
2012 HK\$'000 千港元	2011 HK\$'000 千港元

1,210	1,210
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商譽減值測試

透過業務合併產生之商譽涉及液體化學品的碼頭儲存及處理的現金產生單位，其可收回金額已按以現金流量預測而釐定之使用值計算。而現金流量預測乃按由高級管理層批准之五年財務預算而計算。現金流量預測適用之折現率為10.1%(2011年：9.4%)，而超過五年期間的現金流量則使用5%(2011年：5%)之通脹率推測。

計算現金產生單位液體化學品碼頭儲存及處理的使用價值時已引用假設。以下說明管理層據以計算現金流量預測以進行商譽減值測試之各項主要假設：

折現率—使用之折現率為除稅前，並反映出有關現金產出單位之特定風險。

通脹率—用於釐定分配價值至銷售成本及收入價格的基準為預算年度在中國之預測價格指數。

Notes to Financial Statements

財務報表附註

19. INVESTMENTS IN SUBSIDIARIES

19. 於附屬公司的投資

		Company 本公司	
		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Unlisted shares, at cost	未上市股份，按成本	1	1
Amounts due from subsidiaries	應收附屬公司款項	339,250	256,422
		339,251	256,423

The balances with subsidiaries are unsecured, interest-free and have no fixed terms of repayment. In the opinion of the directors, these advances are considered as quasi-equity loans to the subsidiaries.

於附屬公司的餘額為無抵押、免息且無固定還款期。董事認為，該等墊款視作向附屬公司提供准股權貸款。

Particulars of the principal subsidiaries are as follows:

主要附屬公司詳情如下：

Name 名稱	Place of incorporation/ registration 註冊成立／註冊地	Nominal value of issued ordinary share capital 已發行 普通股 本面值	Percentage of equity attributable to the Company 本公司 應佔股權 百分比		Principal activities 主營業務
			Direct 直接	Indirect 間接	
Ocean Ahead Limited	BVI 英屬維爾京群島	US\$100 100 美元	100	–	Investment holding 投資控股
Edford Investments Limited 埃孚投資有限公司	BVI 英屬維爾京群島	US\$1 1 美元	–	100	Dormant 不活動
Dragon Bussan International Limited (“Dragon Bussan”) 龍翔物產有限公司(「龍翔物產」)	Hong Kong 香港	Ordinary US\$600,000 Non-voting deferred US\$900,000 (note a) 普通股 600,000 美元 無投票權遞延 股 900,000 美元 (附註 a)	–	100	Investment holding and provision of marketing services 投資控股及 提供市場 推廣服務

Notes to Financial Statements

財務報表附註

19. INVESTMENTS IN SUBSIDIARIES (continued)

19. 於附屬公司的投資 (續)

Name 名稱	Place of incorporation/ registration 註冊成立/註冊地	Nominal value of issued ordinary share capital 已發行 普通股 本面值	Percentage of equity attributable to the Company 本公司 應佔股權 百分比		Principal activities 主營業務
			Direct 直接	Indirect 間接	
Dragon Crown Petrochemicals Terminal (Holdings) Limited 龍翔石化儲運(集團) 有限公司	Hong Kong 香港	Ordinary US\$26,600,000 Non-voting deferred US\$500,000 (note a) 普通股 26,600,000 美元 無投票權遞延 股 500,000 美元 (附註 a)	–	100	Investment holding and provision of finance and management services 投資控股及 提供財務和 管理服務
Dragon Source Industrial Limited 龍翔化工有限公司	Hong Kong 香港	Ordinary HK\$26,000,000 Non-voting deferred HK\$2,000,000 (note a) 普通股 26,000,000 港元 無投票權遞延 股 2,000,000 港元 (附註 a)	–	100	Investment holding and provision of accounting services 投資控股及提供 會計服務
Nanjing Dragon Crown Liquid Chemical Terminal Company Limited (“NJDC”) 南京龍翔液體化工儲運碼頭 有限公司(「南京龍翔」)	PRC 中國	US\$40,814,820 40,814,820 美元	–	88.61	Terminal storage and handling of liquid chemicals 液體化學品碼頭 儲存及處理
Ocean Access Investments Limited 海瀛國際有限公司	Hong Kong 香港	HK\$1 1 港元	–	100	Investment holding and provision of administrative and technical services 投資控股及提供 行政與技術服務

Notes to Financial Statements

財務報表附註

19. INVESTMENTS IN SUBSIDIARIES (continued)

Note:

- (a) The non-voting deferred shares do not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the respective companies. The holders of the non-voting deferred shares are not entitled to any dividends. On a winding-up, the holders of the non-voting deferred shares are entitled, out of the surplus assets of the respective companies, to a return of the capital paid up on the non-voting deferred shares held by them to one half of the balance after a total sum of HK\$100,000,000,000,000 has been distributed in such winding-up in respect of the ordinary shares of the respective companies.

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

20. INVESTMENTS IN ASSOCIATES

Share of net assets 應佔資產淨值

Particulars of the Group's principal associate is as follows:

Name 名稱	Particulars of issued shares held 持有已發行 股份詳情	Place of registration 註冊地	Percentage of equity interest attributable to the Group 本集團應佔 股權百分比	Principal activities 主要業務
Tianjin Tianlong Liquid Chemicals Storage and Transportation Co., Ltd.# (天津天龍液體化工儲運 有限公司)	Registered capital of US\$1,950,000 註冊資本 1,950,000 美元	PRC 中國	65	Terminal storage and handling of liquid chemicals 液體化學品 碼頭儲存及處理

Pursuant to the articles of association, the Group has significant influence but not unilateral control over this entity.

19. 於附屬公司的投資 (續)

附註：

- (a) 無投票權遞延股份並無賦予有關持有人權利收取股東大會通知或出席有關公司任何股東大會或於會上投票。無投票權遞延股份持有人無權收取任何股息。於清盤時，無投票權遞延股份持有人，有權從有關公司盈餘資產中，獲退還彼等就所持無投票權遞延股份繳足之股本，最多為清盤時就有關公司的普通股分派總額100,000,000,000,000港元後餘額的二分之一。

董事認為，上表載述之本公司附屬公司主要對本年度業績產生影響或構成本集團大部分資產淨值。董事認為，若詳述其他附屬公司將導致提供之資料過於冗長。

20. 於聯營公司的投資

	Group 本集團	
	2012 HK\$'000	2011 HK\$'000
Share of net assets 應佔資產淨值	19,423	22,973

本集團之主要聯營公司的詳情如下：

Percentage of equity interest attributable to the Group 本集團應佔 股權百分比	Principal activities 主要業務
65	Terminal storage and handling of liquid chemicals 液體化學品 碼頭儲存及處理

根據組織章程細則，本集團對該實體有重大影響，但無單一控制權。

Notes to Financial Statements 財務報表附註

20. INVESTMENTS IN ASSOCIATES (continued)

The above table lists the associate of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other associate would, in the opinion of the directors, result in particulars of excessive length.

The following table illustrates the financial information of the Group's associates extracted from their management accounts:

Assets	資產
Liabilities	負債
Revenue	收入
Profit/(loss)	溢利(虧損)

20. 於聯營公司的投資(續)

董事認為，上述附表載述本公司之聯營公司對本年度業績產生重要影響或構成本集團大部分之資產淨值。董事認為，若詳述其他聯營公司將導致提供之資料過於冗長。

下表說明本集團聯營公司的摘錄自其管理賬目的財務資料：

2012	2011
HK\$'000	HK\$'000
千港元	千港元

31,161	36,981
686	1,045
8,425	16,481
(2,140)	3,349

21. INVESTMENTS IN JOINTLY-CONTROLLED ENTITIES

Share of net assets	應佔資產淨值
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21. 於共同控制實體的投資

Group 本集團	
2012	2011
HK\$'000	HK\$'000
千港元	千港元

26,878	27,313
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Notes to Financial Statements

財務報表附註

21. INVESTMENTS IN JOINTLY-CONTROLLED ENTITIES (continued)

Particulars of the jointly-controlled entities are as follows:

Name 名稱	Particulars of issued shares held 持有已發行 股份詳情	Place of registration 註冊地	Percentage of 百分比			Principal activities 主要業務
			Ownership interest 擁有權權益	Voting power* 投票權*	Profit sharing 應佔溢利	
Ningbo Xinxiang Liquid Chemical Store Co., Ltd.* (寧波新翔液體化 工倉儲碼頭有限公司)	RMB4,200,000 4,200,000 人民幣	PRC 中國	60	60	60	Terminal storage and handling of liquid chemicals 液體化學品碼頭 儲存及處理
Ningbo Ningxiang Liquid Chemicals Terminal Co., Ltd.* (寧波寧翔液化儲運 碼頭有限公司)	RMB7,350,000 7,350,000 人民幣	PRC 中國	60	60	60	Terminal storage and handling of liquid chemicals 液體化學品碼頭 儲存及處理

The interests in the jointly-controlled entities are indirectly held by the Company.

* Pursuant to the articles of association, the Group has joint control of these entities with other joint venture partners.

21. 於共同控制實體的投資 (續)

主要共同控制實體的詳情如下：

本公司間接持有共同控制實體的權益。

* 根據組織章程，本集團與其他合營公司夥伴共同控制該等實體。

21. INVESTMENTS IN JOINTLY-CONTROLLED ENTITIES
(continued)

The following table illustrates the summarised financial information of the Group's jointly-controlled entities:

Share of the jointly-controlled entities' assets and liabilities:	應佔共同控制實體資產及負債：		
Current assets	流動資產	16,512	17,151
Non-current assets	非流動資產	11,909	12,775
Current liabilities	流動負債	(1,543)	(2,613)
Net assets	資產淨值	26,878	27,313
Share of the jointly-controlled entities' results:	應佔共同控制實體業績：		
Revenue	收入	18,748	17,969
Other income	其他收入	760	471
Total expenses	總開支	(11,911)	(10,237)
Tax	稅項	(2,042)	(2,242)
Profit after tax	除稅後溢利	5,555	5,961

21. 於共同控制實體的投資 (續)

本集團的共同控制實體的財務資料概要如下表所示：

	2012 HK\$'000 千港元	2011 HK\$'000 千港元
Share of the jointly-controlled entities' assets and liabilities:		
Current assets	16,512	17,151
Non-current assets	11,909	12,775
Current liabilities	(1,543)	(2,613)
Net assets	26,878	27,313
Share of the jointly-controlled entities' results:		
Revenue	18,748	17,969
Other income	760	471
Total expenses	(11,911)	(10,237)
Tax	(2,042)	(2,242)
Profit after tax	5,555	5,961

22. ACCOUNTS RECEIVABLE

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally 30 days, extending to up to 60 days for major customers. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. Accounts receivable are non-interest bearing. The carrying amounts of accounts receivable approximate to their fair values.

22. 應收賬款

除新客戶一般須預先付款外，本集團的客戶大多享有信用期。信用期一般為30天，主要客戶的繳款期限則可延長至60天。本集團嚴格控制其未清償應收賬款。高級管理層會定期檢討過期結欠。應收賬款屬無息款項。應收賬款的賬面值與其公允值相若。

Notes to Financial Statements 財務報表附註

22. ACCOUNTS RECEIVABLE (continued)

An aged analysis of the accounts receivable at the end of the reporting period, based on the invoice date, is as follows:

Current to 30 days	即期至30天
31 to 60 days	31至60天

An aged analysis of the accounts receivable that are not considered to be impaired is as follows:

Neither past due nor impaired	既未到期亦未減值
-------------------------------	----------

Receivables that were neither past due nor impaired relate to customers for which there was no recent history of default.

As at 31 December 2012, the Group's accounts receivable were free of any pledge and security. As at 31 December 2011, certain of the Group's accounts receivable with a net carrying amount of HK\$14,851,000 were pledged to banks to secure banking facilities granted to the Group (note 26).

22. 應收賬款(續)

於報告期末，根據發票日期而編制的應收賬款賬齡分析如下：

		Group 本集團	
		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Current to 30 days	即期至30天	31,115	35,899
31 to 60 days	31至60天	8,999	3,958
		40,114	39,857

未視作減值的應收賬款的賬齡分析如下：

		Group 本集團	
		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Neither past due nor impaired	既未到期亦未減值	40,114	39,857

既未到期亦未減值的應收款項乃與近期並無拖欠記錄的客戶有關。

於2012年12月31日，本集團的應收賬款沒有任何的抵押和擔保。於2011年12月31日，本集團賬面淨值為14,851,000港元的若干應收賬款已抵押予銀行，作為向本集團授出銀行融資的擔保(附註26)。

23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

23. 預付款、按金及其他應收款項

		Group 本集團		Company 本公司	
		2012 HK\$'000 千港元	2011 HK\$'000 千港元	2012 HK\$'000 千港元	2011 HK\$'000 千港元
Prepayments	預付款	3,471	3,381	378	172
Deposits and other receivables	按金及其他應收款項	1,340	860	208,396	111,597
		4,811	4,241	208,774	111,769
Portion classified as current assets	分類為流動資產的部分	(4,408)	(4,241)	(208,774)	(111,769)
Portion classified as non-current assets	分類為非流動資產的部分	403	-	-	-

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to deposits and receivables for which there was no recent history of default. The carrying amounts of these deposits and other receivables approximate to their fair values.

上述資產既未到期亦未減值。上述結餘中包括的金融資產與最近並無拖欠記錄的按金及應收款項有關。該等按金及其他應收款項的賬面值與其公允值相若。

Notes to Financial Statements

財務報表附註

24. CASH AND CASH EQUIVALENTS

Cash and bank balances	現金及銀行結餘
Time deposits	定期存款
Cash and cash equivalents	現金及現金等價物

At the end of the reporting period, the cash and cash equivalents of the Group denominated in Renminbi (“RMB”) amounted to HK\$235,553,000 (2011: HK\$251,987,000). The carrying amounts of cash and cash equivalents approximate to their fair values.

RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

24. 現金及現金等價物

Group		Company	
本集團		本公司	
2012	2011	2012	2011
HK\$’000	HK\$’000	HK\$’000	HK\$’000
千港元	千港元	千港元	千港元
64,101	123,274	32,513	14,011
201,614	279,969	125,601	279,969
265,715	403,243	158,114	293,980

於本報告期末，本集團以人民幣（「人民幣」）計值的現金及現金等價物達235,553,000港元（2011年：251,987,000港元）。現金及現金等價物的賬面值與其公允值相若。

人民幣不能自由兌換成其他貨幣。然而，根據中國內地的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過獲授權進行外匯業務的銀行，將人民幣兌換成其他貨幣。

存於銀行的現金按每日銀行存款利率的浮動息率賺取利息。短期定期存款期限從一天到三個月由本集團的現金需求而定，並以相應的短期定期存款利率獲得利息。銀行結餘儲存於近期無違約行為、信譽良好的銀行。

25. OTHER PAYABLES AND ACCRUALS

25. 其他應付款項及應計費用

		Group 本集團		Company 本公司	
		2012 HK\$'000 千港元	2011 HK\$'000 千港元	2012 HK\$'000 千港元	2011 HK\$'000 千港元
Other payables	其他應付款項	16,784	19,216	-	-
Accruals	應計費用	42,087	16,356	1,324	1,089
Amounts due to subsidiaries	應付附屬公司款項	-	-	11,585	4,955
		58,871	35,572	12,909	6,044

The balances with subsidiaries are unsecured, interest-free and repayable on demand.

與附屬公司的結餘為無抵押、不計息及按要求償還。

As at 31 December 2012, included in other payables of the Group was a payable of HK\$1,243,900 (2011: HK\$1,233,900) due to the Nanjing Chemical Industry Park Management Committee which is the parent company of Nanjing Chemical Industry Park Company Limited, a non-controlling interest of the Group, representing the remaining outstanding balance due to acquiring a prepaid land lease. Upon certain conditions being fulfilled by the Nanjing Chemical Industry Park Management Committee, such as land levelling, the amount will be settled.

於2012年12月31日，本集團其他應付款項內包括應付南京化學工業管理委員會（為本集團非控股公司南京化學工業園有限公司的母公司）的款項1,243,900港元（2011年：1,233,900港元），相當於因獲得預付土地租賃而應付的未償還款項餘額。待南京化學工業園管理委員會達成若干條件（如土地平整）後，該款項將予結算。

As at 31 December 2012, included in other payables of the Group was a dividend payable of HK\$13,674,000 (2011: HK\$16,284,000) due to Nanjing Chemical Industry Park Company Limited, a non-controlling interest of the Group. The amount is unsecured, interest-free and repayable on demand.

於2012年12月31日，本集團其他應付款項內包括應付本集團非控股公司南京化學工業園有限公司的股息13,674,000港元（2011年：16,284,000港元）。該款項為無抵押、免息及按要求償還。

Other than the balances mentioned above, other payables are non-interest-bearing and have an average term of one month. The carrying amounts of other payables and accruals approximate to their fair values.

除上文所述結餘外，其他應付款項為不計息且平均還款期為一個月。其他應付款項及應計費用的賬面值與其公允值相若。

Notes to Financial Statements

財務報表附註

26. INTEREST-BEARING BANK LOANS

26. 計息銀行貸款

	Effective interest rate (%) 實際利率(%)	Maturity 到期日	2012 HK\$'000 千港元	Group 本集團 2011 HK\$'000 千港元
Current				
流動部分				
Secured 有抵押	The People's Bank of China ("PBOC") base rate, plus 5%/PBOC base rate, discounted by 5%-10%/HIBOR+1% 中國人民銀行(「中國人民銀行」)基準利率，加5%/中國人民銀行基準利率，折讓5%-10%/香港銀行同業拆息利率+1%	(2011: 2012) (2011年：2012年)	-	144,474
Secured 有抵押	PBOC base rate, discounted by 5% 中國人民銀行基準利率，折讓5%	2013 2013年	12,031	-
Non-current				
非流動部分				
Secured 有抵押	PBOC base rate, discounted by 5% 中國人民銀行基準利率，折讓5%	(2011: 2013) (2011年：2013年)	-	11,935
			12,031	156,409
Analysed into:		分析：		
Bank loans repayable:		銀行貸款須於以下期間償還：		
Within one year or on demand		1年內或按要求	12,031	144,474
In the second year		第2年	-	11,935
			12,031	156,409

26. INTEREST-BEARING BANK LOANS (continued)

Notes:

- (a) The Group's bank loans as at 31 December 2012 were secured by corporate guarantees granted by the Company.
- (b) The Group's bank loans as at 31 December 2011 were secured by:
 - (i) corporate guarantees granted by the Company;
 - (ii) fixed charges over certain buildings and structures with a net carrying amount of HK\$238,905,000 as at 31 December 2011 (note 16);
 - (iii) fixed charges over certain leasehold land with a net carrying amount of HK\$13,159,000 as at 31 December 2011 (note 17); and
 - (iv) floating charges over certain accounts receivable with a net carrying amount of HK\$14,851,000 as at 31 December 2011 (note 22).
- (c) The carrying amounts of these bank loans approximate to their fair values at the end of the reporting period.

26. 計息銀行貸款(續)

附註：

- (a) 本集團於2012年12月31日的銀行貸款以本公司提供的企業擔保作抵押。
- (b) 本集團於2011年12月31日的銀行貸款乃以以下項目作抵押：
 - (i) 本公司提供的企業擔保；
 - (ii) 於2011年12月31日，對賬面淨值為238,905,000港元的若干樓宇及建築物的固定抵押(附註16)；
 - (iii) 於2011年12月31日，對賬面淨值為13,159,000港元的若干租賃土地的固定抵押(附註17)；及
 - (iv) 於2011年12月31日，對賬面淨值為14,851,000港元的若干應收賬款的浮動抵押(附註22)。
- (c) 於報告期末，該等銀行貸款的賬面值與其公允值相若。

Notes to Financial Statements

財務報表附註

27. DEFERRED TAX

The movements of deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

At 1 January 2011

Deferred tax charged to the income statement during the year - note 12

Withholding tax paid on repatriation of earnings from subsidiaries, jointly-controlled entities and associates

Exchange realignment

At 31 December 2011 and 1 January 2012

Deferred tax charged to the income statement during the year

Withholding tax paid on repatriation of earnings from subsidiaries, jointly-controlled entities and associates

Exchange realignment

At 31 December 2012

27. 遞延稅項

於本年度遞延稅項負債及資產變動詳情如下表所示：

遞延稅項負債

**Withholding
taxes**
預扣稅
HK\$'000
千港元

於2011年1月1日

自年內收益表扣除的遞延稅項－附註12

就附屬公司、共同控制實體及聯營公司匯出盈利而支付的預扣稅

匯兌調整

於2011年12月31日及2012年1月1日

自年內收益表扣除的遞延稅項

就附屬公司、共同控制實體及聯營公司匯出盈利而支付的預扣稅

匯兌調整

於2012年12月31日

6,730

5,274

(6,488)

147

5,663

6,030

(5,697)

65

6,061

27. DEFERRED TAX (continued)

Deferred tax assets

At 1 January 2011, 31 December 2011
and 1 January 2012
Deferred tax credited to the income
statement during the year
Exchange realignment
At 31 December 2012

於2011年1月1日、2011年12月31日
及2012年1月1日
計入本年度收益表內
的遞延稅項
匯兌調整
於2012年12月31日

Pursuant to the PRC Corporate Income Tax Law, a 5%-10% withholding tax rate is levied on dividends declared to foreign investors from foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings generated after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. The Group is therefore liable to withholding taxes on dividends distributed by the subsidiary, associates and jointly-controlled entities established in Mainland China in respect of earnings generated from 1 January 2008.

27. 遞延稅項(續)

遞延稅項資產

Timing difference on
revenue recognition
of taxable profit

應課稅溢利
收入確認的
時間差異
HK\$'000
千港元

—

1,435

17

1,452

根據中國企業所得稅法，向中國內地成立的外資企業的境外投資者宣派股息將被徵收5%-10%的預扣稅。該規定自2008年1月1日起生效，並適用於2007年12月31日之後產生的盈利。倘中國與境外投資者所屬司法權區間訂有稅務優惠協議，則可按較低預扣稅率繳稅。因此，本集團須就於中國內地成立的附屬公司、聯營公司及共同控制實體就於2008年1月1日起所得盈利派發股息繳納預扣稅。

Notes to Financial Statements

財務報表附註

28. SHARE CAPITAL

28. 股本

		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Authorised:	法定：		
4,000,000,000 (2011: 4,000,000,000)	4,000,000,000 股		
ordinary shares of HK\$0.10 each	(2011年：4,000,000,000 股)		
	每股面值0.1 港元之普通股	400,000	400,000
Issued and fully paid:	已發行及繳足：		
1,109,662,000 (2011: 1,109,662,000)	1,109,662,000 股		
ordinary shares of HK\$0.10 each	(2011年：1,109,662,000 股)		
	每股面值0.1 港元之普通股	110,966	110,966

Movements in the Company's issued share capital during the year were as follows:

於年內本公司已發行股本的變動如下：

			Number of	Issued
		Notes	shares in	capital
		附註	issue	capital
			已發行股份數目	已發行股本
				HK\$'000
				千港元
At 1 January 2011	於 2011 年 1 月 1 日		825,000	83
Capitalisation issue	資本化發行	(i)	824,175,000	82,417
Issue of new shares	發行新股份	(ii)	284,662,000	28,466
At 31 December 2011, 1 January 2012 and 31 December 2012	於 2011 年 12 月 31 日、 2012 年 1 月 1 日及 2012 年 12 月 31 日		1,109,662,000	110,966

28. SHARE CAPITAL (continued)

Notes:

- (i) Pursuant to the resolution passed on 23 May 2011, an aggregate of 824,175,000 ordinary shares of HK\$0.1 each of the Company were allotted and issued, credited as fully paid at par, to the then shareholders whose names appeared on the register of members of the Company at close of business on 23 May 2011 by way of capitalisation of the amount of HK\$82,417,500 from the amount standing to the credit of the share premium account of the Company in proportion to their existing shareholdings in the Company.
- (ii) On 10 June 2011, the Company issued 275,000,000 new shares at HK\$1.1 per share by way of a global offering for a total cash consideration before expenses of HK\$302,500,000.

On 2 July 2011, the over-allotment option was partially exercised by the stabilising manager on behalf of the underwriters in respect of 9,662,000 over-allotment shares to cover over-allocation conditional placing of the international placing shares at offer price to professional, institutional and private investors. The over-allotment shares were issued and allotted by the Company at HK\$1.10 per share, resulting in proceeds of approximately HK\$10,628,000 before expenses.

Details of the Company's share option scheme is included in note 29 to the financial statements.

29. SHARE OPTION SCHEME

A share option scheme was adopted on 23 May 2011 (the "Share Option Scheme") to provide incentives to eligible participants (including employees, executives or officers, directors including non-executive directors and independent non-executive directors, advisers, consultants, suppliers, customers and agents of the Company or any of its subsidiaries) for their contribution to the long term growth of the Group and to enable the Company to attract and retain high calibre employees. During the years ended 31 December 2012 and 2011, no share options were granted, exercised or cancelled by the Company under the Share Option Scheme. There were no outstanding share options under the Share Option Scheme as at 31 December 2012 (2011: Nil).

28. 股本 (續)

附註：

- (i) 根據於2011年5月23日通過的決議案，本公司透過將本公司股份溢價賬之進賬款額82,417,500港元按股東於本公司所持有之股權比例予以資本化，向於2011年5月23日營業結束時名列本公司股東名冊的股東配發及發行合共824,175,000股每股面值0.1港元的普通股，並按面值入賬列為繳足的普通股。
- (ii) 於2011年6月10日，本公司透過全球發售以每股1.1港元發行275,000,000股新股，獲得扣除開支前總現金代價為302,500,000港元。

於2011年7月2日，穩定價格經辦人代表包銷商部分行使涉及9,662,000股超額配發股份之超額配股權，以補足以發售價向專業、機構及私人投資者有條件超額配售國際配售股份。超額配發股份已由本公司以每股1.10港元發行及配發，獲得扣除開支前所得款項約10,628,000港元。

本公司購股權計劃詳情載於財務報表附註29。

29. 購股權計劃

本集團於2011年5月23日採納購股權計劃（「購股權計劃」），旨在獎勵合資格參與者（包括本公司或其任何附屬公司之僱員、行政人員或高級職員、董事（包括非執行董事及獨立非執行董事）、顧問、諮詢者、供應商、客戶及代理），感謝其對本集團長期增長作出之貢獻，促使本集團吸納及挽留高才幹之僱員。於截至2012年及2011年12月31日止年度內，本公司概無根據購股權計劃授出、行使或註銷購股權。於2012年12月31日，購股權計劃下並無未獲行使之購股權（2011年：零）。

Notes to Financial Statements

財務報表附註

30. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of changes in equity.

(i) Capital reserve

Capital reserve mainly represented the difference between the consideration and the book value of the share of the net assets acquired in respect of the acquisition of non-controlling interests.

(ii) Reserve funds

In accordance with the relevant regulations applicable in the PRC, the Group's subsidiary established in the PRC is required to transfer a certain percentage of its statutory annual profit after tax (after offsetting any prior year's losses), if any, to the reserve funds until the balance of the funds reaches 50% of its respective registered capital. Subject to certain restrictions as set out in the relevant PRC regulations, the statutory surplus fund may be used to offset against accumulated losses of the PRC subsidiary. The amount of the transfer is subject to the approval of the board of directors of the PRC subsidiary.

(iii) Exchange fluctuation reserve

The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations in the PRC which are dealt with in accordance with the accounting policy set out in note 3.

30. 儲備

(a) 本集團

本集團的儲備及相關變動呈列於綜合權益變動表。

(i) 資本儲備

資本儲備主要指有關收購非控股權益的代價與應佔所收購資產淨值之間的差額。

(ii) 儲備基金

根據中國適用的相關法規，本集團於中國成立的附屬公司須按若干百分比轉撥其除稅後（抵銷任何過往年度虧損後）法定年度溢利（如有）至儲備基金，直至基金結餘達到註冊資本的50%。在遵守有關中國法規所載的若干限制下，法定盈餘公積金可用於抵銷中國附屬公司的累積虧損。轉撥金額須經中國附屬公司董事會的批准。

(iii) 匯兌波動儲備

匯兌波動儲備包括換算中國業務財務報表時產生的所有外匯差額，並根據附註3所載的會計政策處理。

Notes to Financial Statements 財務報表附註

30. RESERVES (continued)

(b) Company

		Share premium 股份溢價 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Proposed final dividend 建議 末期股息 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2011	於2011年1月1日	244,767	18,207	–	262,974
Capitalisation issue	資本化發行	(82,417)	–	–	(82,417)
Issue of new shares	發行新股份	284,662	–	–	284,662
Share issue expenses	發行股份費用	(15,503)	–	–	(15,503)
Total comprehensive income for the year	年內全面收入總額	–	95,446	–	95,446
Proposed final dividends	建議末期股息	–	(55,483)	55,483	–
At 31 December 2011 and 1 January 2012	於2011年12月31日 及2012年1月1日	431,509*	58,170*	55,483	545,162
Total comprehensive income for the year	年內全面收入總額	–	92,585	–	92,585
Final dividends paid	已付末期股息	–	–	(55,483)	(55,483)
Proposed final dividends	建議末期股息	–	(61,031)	61,031	–
At 31 December 2012	於2012年12月31日	431,509*	89,724*	61,031	582,264

* These reserve accounts comprises the reserves of HK\$521,233,000 (2011: HK\$489,679,000) in the statement of financial position.

* 該等儲備賬包括財務狀況表內的儲備521,233,000港元(2011年: 489,679,000港元)。

Notes to Financial Statements

財務報表附註

31. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Major non-cash transactions

- (a) As at 31 December 2012, the Group recorded other payables and accruals in relation to addition of construction in progress of HK\$23,236,000. The additions have had no cash flow impact to the Group during the year ended 31 December 2012.
- (b) As disclosed in note 28(i) to the financial statements, during the year ended 31 December 2011, the Company capitalised HK\$82,417,500 from the amount standing to the credit of the share premium account of the Company by allotting and issuing an aggregate of 824,175,000 ordinary shares to the then shareholders of the Company whose names appeared on the register of members of the Company at close of business on 23 May 2011.
- (c) During the year ended 31 December 2011, HK\$7,301,000 in relation to purchase of items of property, plant and equipment was transferred from deposits paid for items of property, plant and equipment.

32. CONTINGENT LIABILITIES

At the end of the reporting period, the Group did not have any significant contingent liabilities.

At the end of the reporting period, the Company has provided a guarantee, amounting to approximately HK\$27,675,000 (2011: HK\$173,220,000), to banks in connection with loans granted to subsidiaries. As at 31 December 2012, the loan balance of subsidiaries subject to guarantees given to banks by the Company amounted to approximately HK\$12,031,000 (2011: HK\$156,409,000).

31. 綜合現金流量表附註

主要非現金交易

- (a) 於2012年12月31日，本集團錄得有關添加在建工程的其他應付款項及應計費用23,236,000港元。該添加對本集團於截至2012年12月31日止年度內並無現金流量影響。
- (b) 如財務報表附註28(i)所披露，於截至2011年12月31日止年度，本公司透過將股份溢價賬之進賬款額82,417,500港元予以資本化向於2011年5月23日營業結束時名列本公司股東名冊的股東配發及發行合共824,175,000股普通股。
- (c) 於截至2011年12月31日止年度，有關購買物業、廠房及設備項目7,301,000港元由已付按金轉撥至物業、廠房及設備項目。

32. 或然負債

於本報告期末，本集團並無任何重大或然負債。

於本報告期末，本公司就授予附屬公司之貸款向銀行提供一份金額達約27,675,000港元之擔保(2011年：173,220,000港元)。於2012年12月31日，根據本公司向銀行發出的擔保，附屬公司貸款餘額達約12,031,000港元(2011年：156,409,000港元)。

33. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases certain portion of its office building under an operating lease arrangement, with the lease negotiated for a term of five years.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenant falling due as follows:

Within one year	1 年內
In the second to fifth years, inclusive	第2至第5年內(包括首尾兩年)

(b) As lessees

The Group leases certain portion of its office premises and pipe racks under operating lease arrangements. The leases are negotiated for terms ranging from 1 to 15 years.

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year	1 年內
In the second to fifth years, inclusive	第2至5年(包括首尾兩年)
After five years	5 年以上

The Company had not entered into any operating lease arrangements as at 31 December 2012 (2011: Nil).

33. 經營租賃安排

(a) 作為出租人

本集團根據經營租賃安排租賃其寫字樓的若干部分，該租約協定為5年期。

於報告期末，本集團就不可撤銷經營租賃的未來最低租金總額須於下列年期向租戶收取：

2012 HK\$'000 千港元	2011 HK\$'000 千港元
483	—
1,611	—
2,094	—

(b) 作為承租人

本集團根據經營租賃安排租賃其若干辦公物業及管架。該等租約年期協定為1至15年。

於報告期末，本集團就不可撤銷經營租賃的未來最低租金總額須於下列年期向出租人支付：

2012 HK\$'000 千港元	2011 HK\$'000 千港元
12,939	11,596
50,605	38,452
50,098	50,068
113,642	100,116

於2012年12月31日，本公司並無訂立任何經營租賃安排(2011年：零)。

Notes to Financial Statements

財務報表附註

34. COMMITMENTS

In addition to the operating lease arrangements detailed in note 33 above, the Group had the following capital expenditure commitments at the end of the reporting period:

Contracted, but not provided for:	已訂約，但未撥備：
Buildings and structures	樓宇及建築物
Authorised, but not contracted for:	已授權，但未訂約：
Buildings and structures	樓宇及建築物

The Company did not have any commitments as at 31 December 2012 (2011: Nil).

35. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

34. 承擔

除上文附註33所詳述經營租賃安排之外，於報告期末，本集團有下列資本承擔：

Group	
本集團	
2012	2011
HK\$'000	HK\$'000
千港元	千港元
19,543	3,373
352,687	482,726

於2012年12月31日，本公司並無任何承擔(2011年：零)。

35. 關聯人士交易

(a) 除財務報表其他地方所詳述的交易外，本集團於年內曾與關聯人士進行以下交易：

Notes to Financial Statements

財務報表附註

35. RELATED PARTY TRANSACTIONS

(a) (continued)

		Group 本集團	
		2012 HK\$'000 千港元	2011 HK\$'000 千港元
		Notes 附註	
Terminal storage income:	碼頭儲存收入：		
Dragon Crown Investments Limited ("DC Investments")	龍翔化工國際有限公司 (「龍翔化工國際」)	(i)	3,468
Terminal service expenses:	碼頭服務支出：		
Nanjing Chemical Industry Park Public Services Company Ltd.	南京化學工業園 公用事業有限責任公司	(ii)	1,871
Nanjing Chemical Industry Park Management Committee	南京化學工業園 管理委員會	(ii)	546
Rental expenses:	租賃支出：		
Nanjing Chemical Industry Park Company Limited ("Nanjing CIPC")	南京化學工業園 有限公司 (「南京CIPC」)	(iii)	9,382
DC Investments	龍翔化工國際	(iv)	1,494

Notes:

- (i) Terminal storage income was charged in accordance with the terms mutually agreed between the Group and the related company in which one director of the Company is the ultimate controlling shareholder of this related company.
- (ii) Terminal service expenses were charged in accordance with the terms mutually agreed between the Group and the related companies which were the group companies of a non-controlling shareholder of NJDC.
- (iii) Rental expense was charged in accordance with the terms mutually agreed between the Group and a non-controlling shareholder of NJDC for the use of pipe racks.
- (iv) Rental expense was charged in accordance with the terms mutually agreed between the Group and the related company for the use of an office premise.

35. 關聯人士交易 (續)

(a) (續)

		Group 本集團	
		2012 HK\$'000 千港元	2011 HK\$'000 千港元
		Notes 附註	
Terminal storage income:	碼頭儲存收入：		
Dragon Crown Investments Limited ("DC Investments")	龍翔化工國際有限公司 (「龍翔化工國際」)	(i)	3,468
Terminal service expenses:	碼頭服務支出：		
Nanjing Chemical Industry Park Public Services Company Ltd.	南京化學工業園 公用事業有限責任公司	(ii)	1,871
Nanjing Chemical Industry Park Management Committee	南京化學工業園 管理委員會	(ii)	546
Rental expenses:	租賃支出：		
Nanjing Chemical Industry Park Company Limited ("Nanjing CIPC")	南京化學工業園 有限公司 (「南京CIPC」)	(iii)	9,382
DC Investments	龍翔化工國際	(iv)	1,494

附註：

- (i) 碼頭儲存收入乃根據本集團與關聯公司相互協定的條款收取，本公司一名董事為該關聯公司的最終控股股東。
- (ii) 碼頭服務支出乃根據本集團與關聯公司相互協定的條款支付。該關聯公司為南京龍翔非控股股東旗下的集團公司。
- (iii) 租賃支出乃根據本集團與南京龍翔的非控股股東就使用管架相互協定的條款支付。
- (iv) 租賃支出乃根據本集團與該關聯公司就使用辦公物業相互協定的條款支付。

Notes to Financial Statements

財務報表附註

35. RELATED PARTY TRANSACTIONS (continued)

(b) Commitments with related parties

- (i) On 3 December 2012, a subsidiary of the Group, as the lessor, entered into a three-year terminal storage agreement ending on 31 December 2015 with DC Investments. The total operating lease commitment fully due within one year and in the second to fifth years as at 31 December 2012 were approximately HK\$1,493,000 and HK\$2,985,000, respectively.

On 19 April 2011, a subsidiary of the Group, as the lessor, entered into a two-year terminal storage agreement that ended on 31 December 2012 with DC Investments. The total operating lease commitment fully due within one year as at 31 December 2011 was approximately HK\$3,554,000.

- (ii) On 3 December 2012, a subsidiary of the Group, as the lessee, entered into a three-year office lease agreement ending on 31 December 2015 with DC Investments. The total operating lease commitment fully due within one year and in the second to fifth years at 31 December 2012 were approximately HK\$1,494,000 and HK\$2,988,000, respectively.

On 12 November 2010, a subsidiary of the Group, as the lessee, entered into a twenty nine month office lease agreement that ended on 31 December 2012 with DC Investments. The total operating lease commitment fully due within one year as at 31 December 2011 was approximately HK\$1,494,000.

35. 關聯人士交易(續)

(b) 向關聯方作出之承擔

- (i) 於2012年12月3日，本集團之一間附屬公司作為出租人與龍翔化工國際訂立截至2015年12月31日止為期三年之碼頭儲存協議。截至2012年12月31日止年度，一年及第二至第五年內總經營租賃承擔分別為約1,493,000港元及2,985,000港元。

於2011年4月19日，本集團之一間附屬公司作為出租人與龍翔化工國際訂立截至2012年12月31日止為期兩年之碼頭儲存協議。截至2011年12月31日止年度，一年內總經營租賃承擔為約3,554,000港元。

- (ii) 於2012年12月3日，本集團之一間附屬公司作為承租人與龍翔化工國際訂立截至2015年12月31日止為期三年之辦公室租賃協議。截至2012年12月31日止年度，一年內及第二至第五年內總經營租賃承擔分別為約1,494,000港元及2,988,000港元。

於2010年11月12日，本集團之一間附屬公司作為承租人與龍翔化工國際訂立截至2012年12月31日止為期29個月之辦公室租賃協議。截至2011年12月31日止年度，一年內總經營租賃承擔為約1,494,000港元。

35. RELATED PARTY TRANSACTIONS (continued)

(b) Commitments with related parties (continued)

(iii) In March 2007, a subsidiary of the Group entered into a fifteen year lease agreement ending on 14 March 2022 with Nanjing CIPC for use of pipe racks. The total operating lease commitments fully due within one year, in the second to fifth years, and beyond the fifth year as at 31 December 2012 were approximately HK\$11,445,000 (2011: HK\$9,613,000), HK\$47,617,000 (2011: HK\$38,452,000) and HK\$50,097,000 (2011: HK\$50,068,000), respectively.

(c) Details of the outstanding balances with related parties are included in note 25 to the financial statements.

(d) Compensation of key management personnel of the Group

Short term employee benefits	短期僱員福利
Post-employment benefits	退休金福利
Total compensation paid to key management personnel	已付主要管理人員的薪酬總額

35. 關聯人士交易 (續)

(b) 向關聯方作出之承擔 (續)

(iii) 於2007年3月，本集團之一間附屬公司與南京CIPC就使用管架訂立截至2022年3月14日止為期15年之租賃協議。截至2012年12月31日止年度，一年內、第二年至第五年及五年以後之總經營租賃承擔分別約為11,445,000港元(2011年：9,613,000港元)、47,617,000港元(2011年：38,452,000港元)及50,097,000港元(2011年：50,068,000港元)。

(c) 有關關聯人士的未清償結欠詳情載於財務報表附註25。

(d) 本集團的主要管理人員薪酬

Group 本集團	
2012 HK\$'000 千港元	2011 HK\$'000 千港元
9,303	8,558
57	46
9,360	8,604

Notes to Financial Statements 財務報表附註

36. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the respective reporting period are as follows:

Financial assets – loans and receivables

Accounts receivable	應收賬款
Financial assets included in prepayments, deposits and other receivables (note 23)	計入預付款、按金及其他應收款項的金融資產(附註23)
Cash and cash equivalents	現金及現金等價物

Financial assets included in prepayments, deposits and other receivables (note 23)	計入預付款、按金及其他應收款項的金融資產(附註23)
Cash and cash equivalents	現金及現金等價物

36. 按類別劃分的金融工具

於各報告期末，各類金融工具的賬面值載列如下：

金融資產－貸款及應收款項

Group 本集團	
2012	2011
HK\$'000	HK\$'000
千港元	千港元

40,114	39,857
1,340	860
265,715	403,243
307,169	443,960

Company 本公司	
2012	2011
HK\$'000	HK\$'000
千港元	千港元

208,396	111,597
158,114	293,980
366,510	405,577

Notes to Financial Statements

財務報表附註

36. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

Financial liabilities – at amortised cost

Other payables and accruals
Interest-bearing bank loans

Other payables and accruals

36. 按類別劃分的金融工具(續)

金融負債－按攤銷成本列帳

Group
本集團

2012	2011
HK\$'000	HK\$'000
千港元	千港元

58,871 35,572

12,031 156,409

70,902 191,981

Company
本公司

2012	2011
HK\$'000	HK\$'000
千港元	千港元

12,909 6,044

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents and interest-bearing bank loans. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as accounts receivable, financial assets included in deposits and other receivables and other payables and accruals, which mainly arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's net debt obligations with floating interest rates. The majority of the bank borrowings bear interest at rates with reference to the PBOC base rate and HIBOR. The Group mitigates the risk by monitoring closely the movements in interest rates and reviewing its banking facilities and borrowings regularly. The Group has not used any interest rate swap to hedge its exposure to interest rate risk.

37. 財務風險管理目標及政策

本集團的主要金融工具包括現金及現金等價物以及計息銀行貸款。該等金融工具主要用於為本集團之經營籌集資金。本集團擁有其他多項金融資產及負債，例如主要直接從經營產生的應收賬款、計入按金及其他應收款項的金融資產以及其他應付款項及應計費用。

本集團金融工具所涉及的主要風險為利率風險、信貸風險及流動資金風險。董事會檢討並協定管理此等風險的政策，該等政策的概要如下。

利率風險

本集團面對的市場利率變動風險主要與本集團以浮動利率計息的淨債務負擔有關。大部分銀行借貸利息乃參照中國人民銀行基準利率及香港銀行同業拆息率計算，本集團透過加強利率變動的監控及定期檢討銀行融資及借貸等降低風險。本集團並未動用任何利率掉期對沖利率風險。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate risk (continued)

The following table demonstrates the sensitivity to a reasonably possible change in PBOC rates and HIBOR, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate bank borrowings).

31 December 2012	2012年12月31日
PBOC base rate	中國人民銀行基準利率
31 December 2011	2011年12月31日
PBOC base rate	中國人民銀行基準利率
HIBOR	香港銀行同業拆息率

Credit risk

The Group primarily provides services to recognised and creditworthy third parties. It is the Group's policy that advanced payments are generally required for new customers. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. Since the Group primarily provides services to recognised and creditworthy third parties, there is normally no requirement for collateral.

The credit risk of the Group's financial assets, which comprise cash and cash equivalents, accounts receivable and financial assets included in prepayments, deposits and other receivables, arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments. As at 31 December 2012, there is a concentration of credit risk as approximately of 61.7% (2011: 61.6%) of the Group's accounts receivable is due from one debtor. The Company is also exposed to credit risk through the granting of guarantee, further details of which are disclosed in note 32 to the financial statements.

37. 財務風險管理目標及政策 (續)

利率風險 (續)

下表顯示在其他因素不變情況下，中國人民銀行基準利率及香港銀行同業拆息率合理變動對本集團的除稅前溢利(透過對浮息銀行借貸的影響)的敏感度。

Change in basis points 基點變動	Change in profit before tax 除稅前 溢利變動 HK\$'000 千港元
-----------------------------------	---------------------------------------------------------------------

50	60
50	529
50	253

信貸風險

本集團主要向獲認可及信譽良好的第三方提供服務。本集團政策規定新客戶一般須支付預付款。此外，應收款項結餘均受到持續監測，本集團的壞賬風險並不重大。由於本集團主要向獲認可及信譽良好的第三方提供服務，因此一般毋須持有抵押品。

本集團的金融資產(包括現金及現金等價物、應收賬款、以及計入預付款、按金及其他應收款項的金融資產)的信貸風險乃因對方違約所致，其最大風險相等於該等工具的賬面值。於2012年12月31日，由於本集團應收賬款中有約61.7%(2011年：61.6%)來自一位債務人，故存在集中信貸風險問題。本公司的信用風險涉及作出擔保。有關詳情披露於財務報表附註32。

Notes to Financial Statements

財務報表附註

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Further quantitative data in respect of the Group's exposure to credit risk arising from accounts receivable, and financial assets included in prepayments, deposits and other receivables are disclosed in notes 22 and 23, respectively.

Liquidity risk

The Group monitors its risk to a shortage of funds by considering the maturity of both its financial liabilities and financial assets (for example, accounts receivable) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of internal funding and bank loans to meet its working capital requirements.

The maturity profile of the Group's financial liabilities as at the end of the respective reporting period, based on the contractual undiscounted payments, is as follows:

		2012				
		3 to				
		Less than	12 months	1 to 5		
		On demand	3 months	3 months to	years	Total
		按要求	少於3個月	12個月	1至5年	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Interest-bearing bank loans	計息銀行貸款	-	12,068	-	-	12,068
Other payables and accruals	其他應付款項及應計費用	14,918	43,953	-	-	58,871
		14,918	56,021	-	-	70,939

37. 財務風險管理目標及政策 (續)

信貸風險 (續)

有關本集團應收賬款及計入預付款、按金及其他應收款項的金融資產產生的信貸風險的進一步量化數據分別披露於附註22及23。

流動資金風險

本集團藉考慮金融負債及金融資產(例如應收賬款)以及預計經營業務現金流量的到期日來監察其資金短缺的風險。

本集團的目標為透過運用內部資金及銀行貸款，在資金持續性與靈活性之間取得平衡，以滿足其營運資金需求。

本集團於各報告期末基於合約未貼現付款的金融負債的到期情況如下：

Notes to Financial Statements 財務報表附註

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

		2011				
		Less than		12 months	1 to 5	
		3 months	3 months	3 months to	years	Total
		按	少	12	1	總
		要求	於	個月	至	計
		HK\$'000	3	個月	5	總
		千	個	至	年	計
		港	月	12	1	總
		元	月	個	至	計
		千	月	個	5	總
		港	月	個	年	計
		元	月	個	年	總
		千	月	個	年	計
		港	月	個	年	總
		元	月	個	年	計
Interest-bearing bank loans	計息銀行貸款	–	268	149,548	12,675	162,491
Other payables and accruals	其他應付款項及應計費用	17,518	18,054	–	–	35,572
		17,518	18,322	149,548	12,675	198,063

The maturity profile of the Company's financial liabilities as at the end of the respective reporting period, based on the contractual undiscounted payments, is as follows:

本公司於各報告期末的基於合約未貼現付款的金融負債的到期情況如下：

		2012		
		On demand	Less than	Total
		按	少	總
		要求	於	計
		償	3	總
		還	個	計
		HK\$'000	月	總
		千	月	計
		港	月	總
		元	月	計
		千	月	總
		港	月	計
		元	月	總
Other payables and accruals	其他應付款項及應計費用	11,585	1,324	12,909
Guarantee given to banks in connection with loans granted to subsidiaries utilised at the end of the reporting period	就向附屬公司提供於本報告期末使用的貸款而向銀行作出擔保	12,031	–	12,031
		23,616	1,324	24,940

Notes to Financial Statements 財務報表附註

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

Other payables and accruals	其他應付款項及應計費用
Guarantee given to banks in connection with loans granted to subsidiaries utilised at the end of the reporting period	就向附屬公司提供於本報告期末使用的貸款而向銀行作出擔保

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

37. 財務風險管理目標及政策 (續)

流動資金風險 (續)

On demand 按要求償還	2011		Total 總計
	Less than 3 months 少於3個月		
HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元
4,955	1,089		6,044
156,409	-		156,409
161,364	1,089		162,453

資本管理

本集團資本管理的主要目標為保障本集團有能力持續經營業務，並維持穩健的資本比率，從而支持其業務發展及最大限度地提升股東價值。

本集團管理其資本架構並根據經濟狀況變動及相關資產的風險特點對其加以調整。為維持或調整資本架構，本集團可調整向股東派付的股息，向股東退還資本或發行新股。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management (continued)

The Group monitors the capital ratio on the basis of the debt-to-adjusted capital ratio, which is calculated as the net debt divided by equity attributable to owners of the Company plus net debt. Net debt includes other payables and accruals and interest-bearing bank loans, less cash and cash equivalents. The debt-to-adjusted capital ratio as at the end of the respective reporting period was as follows:

Other payables and accruals	其他應付款項及應計費用
Interest-bearing bank loans	計息銀行貸款
Less: Cash and cash equivalents	減：現金及現金等價物
Net cash	現金淨額
Equity attributable to owners of the Company	本公司擁有人應佔權益
Capital and net debt	資本及負債淨額
Debt-to-adjusted capital ratio	負債與經調整資本比率

37. 財務風險管理目標及政策 (續)

資本管理(續)

本集團按負債與經調整資本比率監控資本比率，前述比率乃按負債淨額除以本公司擁有人應佔權益加負債淨額之和計算。負債淨額包括其他應付款項及應計費用以及計息銀行貸款，減現金及現金等價物。於各報告期末，負債與經調整資本比率如下：

	2012	2011
	HK\$'000	HK\$'000
	千港元	千港元
Other payables and accruals	58,871	35,572
Interest-bearing bank loans	12,031	156,409
Less: Cash and cash equivalents	(265,715)	(403,243)
Net cash	(194,813)	(211,262)
Equity attributable to owners of the Company	900,388	849,824
Capital and net debt	705,575	638,562
Debt-to-adjusted capital ratio	N/A	N/A

38. EVENTS AFTER THE REPORTING PERIOD

On 6 February 2013, the Group entered into a construction agreement with an independent third party to construct and build a cryogenic ethylene tank and other associated facility in Nanjing at a contract sum of RMB101,880,000 (equivalent to HK\$126,859,000). The contract sum will be fully funded by the Company's initial public offering proceeds. The construction is scheduled to be completed by the second quarter of 2014. Further details are set out in the Company's announcement dated 6 February 2013.

39. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 12 March 2013.

38. 報告期後事項

於2013年2月6日，本集團就於南京建設及建造一個低溫乙烯儲罐及其他相關設施與一家獨立第三方訂立工程協議，合同總額人民幣101,880,000元(相等於126,859,000港元)。合同總額將從本公司首次公開發售所得款項中悉數撥付。有關建設計劃於2014年第二季度完工。有關進一步詳情載於本公司日期為2013年2月6日的公佈。

39. 批准財務報表

董事會已於2013年3月12日通過及授權刊發財務報表。

Five Year Financial Summary 五年財務概要

		Year ended 31 December 截至 12 月 31 日止年度				
		2012	2011	2010	2009	2008
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
REVENUE	收入	257,770	240,675	233,024	198,547	150,095
PROFIT BEFORE TAX	除稅前溢利	139,931	108,557	125,193	107,979	75,664
Tax	稅項	(25,991)	(5,319)	(8,036)	(6,043)	(3,643)
PROFIT FOR THE YEAR	年內溢利	113,940	103,238	117,157	101,936	72,021
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	99,100	90,076	96,745	85,304	60,447
Non-controlling interests	非控股權益	14,840	13,162	20,412	16,632	11,574
		113,940	103,238	117,157	101,936	72,021
		At 31 December				
		於 12 月 31 日				
		2012	2011	2010	2009	2008
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
ASSETS	資產					
Non-current assets	非流動資產	727,329	641,018	640,918	626,071	640,380
Current assets	流動資產	314,685	451,493	104,187	62,673	65,273
Total assets	資產總值	1,042,014	1,092,511	745,105	688,744	705,653
LIABILITIES	負債					
Current liabilities	流動負債	77,344	180,100	92,861	117,182	158,351
Non-current liabilities	非流動負債	6,061	17,598	168,918	284,075	356,611
Total liabilities	負債總額	83,405	197,698	261,779	401,257	514,962
Net assets	資產淨值	958,609	894,813	483,326	287,487	190,691
Total equity	權益總值	958,609	894,813	483,326	287,487	190,691

The summary does not form a part of the audited financial statements.

該概要並不為審核財務報表的一部分。

EXECUTIVE DIRECTORS

Mr. NG Wai Man (*Chairman*)
Mr. TING Yian Ann (*Chief Executive Officer*)
Mr. CHONG Yat Chin
Ms. CHAN Wan Ming
Mr. KWAN Chun Yuen (Resigned on 17 July 2012)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LAU Sik Yuen
Mr. LUO Shijie
Mr. ZHU Wujun

AUDIT COMMITTEE

Mr. LAU Sik Yuen (*Chairman*)
Mr. LUO Shijie
Mr. ZHU Wujun

REMUNERATION COMMITTEE

Mr. LAU Sik Yuen (*Chairman*)
Mr. LUO Shijie
Mr. ZHU Wujun
Mr. NG Wai Man
Mr. TING Yian Ann

NOMINATION COMMITTEE

Mr. LAU Sik Yuen (*Chairman*)
Mr. LUO Shijie
Mr. ZHU Wujun
Mr. NG Wai Man
Mr. TING Yian Ann

AUTHORISED REPRESENTATIVES

Mr. CHONG Yat Chin
Ms. CHAN Wan Ming (Appointed on 17 July 2012)
Mr. KWAN Chun Yuen (Resigned on 17 July 2012)

COMPANY SECRETARY

Mr. CHONG Man Kit (Appointed on 17 July 2012)
Mr. KWAN Chun Yuen (Resigned on 17 July 2012)

COMPLIANCE ADVISER

China Everbright Capital Limited

AUDITOR

Ernst & Young
Certified Public Accountants

執行董事

吳惠民先生(*主席*)
陳言安先生(*行政總裁*)
莊日青先生
陳芸鳴女士
關振遠先生(於2012年7月17日辭任)

獨立非執行董事

劉錫源先生
駱世捷先生
朱武軍先生

審核委員會

劉錫源先生(*主席*)
駱世捷先生
朱武軍先生

薪酬委員會

劉錫源先生(*主席*)
駱世捷先生
朱武軍先生
吳惠民先生
陳言安先生

提名委員會

劉錫源先生(*主席*)
駱世捷先生
朱武軍先生
吳惠民先生
陳言安先生

授權代表

莊日青先生
陳芸鳴女士(於2012年7月17日獲委任)
關振遠先生(於2012年7月17日辭任)

公司秘書

莊文傑先生(於2012年7月17日獲委任)
關振遠先生(於2012年7月17日辭任)

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中國光大融資有限公司

核數師

安永會計師事務所
執業會計師

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