



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

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

Stock Code 股份代號 : 1636



Annual Report  
年報 **2015**



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# CORPORATE PROFILE

## 公司概況

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

We process recycled scrap copper and, to a lesser extent, electrolytic copper, to manufacture a range of copper products, including copper wire rods, copper wires, copper plates and copper granules. Beginning in 2013, we have also sold a range of communication cables and power transmission and distribution cables using copper wire rods that we produce as the principal raw material. We are increasing our production capacity and plan to broaden our product range and pursue opportunities for further vertical integration. Beginning in 2015, we have also extended our product range to aluminium products. In light of favourable development trends in China and our advantages in raw material supply, facility location and preferential governmental policies, we believe we are well positioned to become a leading integrated recycled copper product supplier in China covering the key value-creating activities in the industry chain.

We currently own and operate four production facilities for recycled copper products. The facilities of our subsidiaries Mianyang Jinxin Copper Co., Ltd. (“Jinxin”), Mianyang Tongxin Copper Co., Ltd. (“Tongxin”), Sichuan Baohe Xinshiji Cable Co., Ltd. (“Baohe Xinshiji”) and Mianyang Baohe Taiyue Communications Cable Co., Ltd. (“Baohe Taiyue”) are located in Mianyang, Sichuan Province and the facility of our subsidiary Hunan Yinlian Xiangbei Copper Co., Ltd. (“Xiangbei”) is located in Miluo, Hunan Province. We are also operating our trading business of aluminium products in Mianyang, Sichuan Province.

This annual report, in both English and Chinese versions, is available on the Company’s website at <http://www.cmru.com.cn/>.

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

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

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

本集團主要加工回收的廢銅，其次是電解銅，從而生產多種銅產品，包括銅線材、銅線、銅排和銅米。自2013年起，我們亦銷售多種通信電纜和送配電纜，這些電纜以我們生產的銅線材作為原材料。我們正提高產能，計劃擴大產品類型，並尋求機會進一步垂直整合。自2015年起，我們的產品範圍擴展至鋁製品。鑑於中國的有利發展趨勢及我們在原材料供應、設施所在地及利好的政府政策等方面的優勢，相信我們已具備條件成為中國領先的綜合再生銅產品供應商，涵蓋產業鏈內的主要價值創造活動。

本集團目前擁有及營運四個再生銅產品生產設施。我們的附屬公司綿陽金鑫銅業有限公司(「金鑫」)、綿陽銅鑫銅業有限公司(「銅鑫」)、四川保和新世紀線纜有限公司(「保和新世紀」)及綿陽保和泰越通信線纜有限公司(「保和泰越」)設施位於四川省綿陽市，而我們的附屬公司湖南銀聯湘北銅業有限公司(「湘北」)設施位於湖南省汨羅市。我們亦於四川省綿陽市經營買賣鋁製品業務。

本年報的中、英文本已登載於本公司網站 <http://www.cmru.com.cn/>。

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

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

# CHAIRMAN'S STATEMENT

## 主席報告

Dear Shareholders,

On behalf of the Board of Directors (the "Board") of China Metal Resources Utilization Limited ("CMRU" or the "Company"), I hereby present the audited consolidated annual results of the Company and its subsidiaries (collectively the "Group") for the twelve months ended 31 December 2015.

In 2015, the Group encountered a number of tough challenges amidst an uncertain global economy. The slowdown in the growth of the Chinese economy to its lowest level in the past 25 years, together with the fluctuation of copper prices during the year contributed to a decline in the overall demand for copper products in the market, presenting heavy pressure on the Group's sales and profit. However, despite the difficult business environment, the Company nonetheless enhanced its competitiveness during the year under review in order to mitigate the impact of the economy downturn.

During the year, in order to reduce costs and ensure a stable supply of raw materials, we completed the issuance of warrants to 10 suppliers of scrap copper so as to obtain a targeted volume of copper scrap raw materials at discount prices. This measure has helped to stabilise our business and maintain good cooperative relationships in the long run. Meanwhile, in order to raise funds for working capital and to finance future development and expansion, the Group has completed the issuance of convertible bonds equivalent to approximately RMB200 million to Huarong (HK) International Holdings Limited ("Huarong").

To facilitate growth and diversification of our business aimed at broadening our revenue stream, we have completed the acquisition of 30% interest in Sichuan Baohe Fushan Resources Recycling Development Co., Ltd. ("Baohe Fushan") and Mianyang Xinhuan Aluminium Company Limited ("Xinhuan Aluminium") respectively during the year. Both acquisitions can provide the Group a platform for potential vertical expansion into the upstream scrap metal business in the future. The Group has also entered into an equity transfer agreement to purchase an additional 70% equity interest in Xinhuan Aluminium. We believe that actively expanding into the aluminium product business can help boost the Group's sales volume, provide a wider product portfolio to further penetrate existing customers and attract potential new customers. Such expansion could also achieve synergies by more efficiently utilising our existing sources of raw materials, logistic systems and technical expertise.

各位股東：

本人謹此代表中國金屬資源利用有限公司(「中國金屬資源利用」或「本公司」)董事會(「董事會」)提呈本公司連同附屬公司(統稱為「本集團」)截至2015年12月31日止十二個月之經審核的綜合全年業績報告。

2015年，環球經濟不穩使集團面臨各種嚴峻的挑戰。中國經濟增長放緩至25年以來的最低水平，加上銅價格於年內出現波動導致市場對銅產品的整體需求下降，使集團的銷售及盈利備受壓力。然而，面對艱難的營商環境，本公司於回顧年內不斷提升競爭力，務求減低經濟下行所帶來的影響。

年內，為減低成本及保障集團取得穩定的原材料供應，我們完成向10名廢舊銅供應商發行認股權證，以折讓價格取得目標數量的廢舊銅原材料，不僅有助穩定業務並且維持雙方長遠良好的合作關係。同時，為了融資夯實流動資金及支持將來發展和擴充，本集團完成向華融(香港)國際控股有限公司(「華融」)發行本金相當於約人民幣200,000,000元的可換股債券。

為推動集團多元化拓展業務以擴大收入來源，我們於年內完成收購四川省保和富山再生資源開發有限公司(「保和富山」)及綿陽鑫環鋁業有限公司(「鑫環鋁業」)的各30%股本權益，提供潛在縱向擴張本集團平台，以便日後進軍上游廢金屬業務。更訂立了一份股權轉讓協議，以增購鑫環鋁業的70%股本權益。透過積極擴展鋁產品業務，我們相信此能擴大集團銷量，為現有及潛在客戶提供更全面的產品選擇及靈活利用現有原材料貨源、物流系統及技術專業知識，以達致協同效應。

## CHAIRMAN'S STATEMENT

### 主席報告

As the first year of the Thirteenth Five-year Plan commences, the environmental protection industry has been accorded priority as one of the nation's five major development principles. The Chinese government has stated clearly its emphasis on implementing energy-saving and environmental protection measures and fostering the energy-conservation and environmental protection industry to become a major pillar industry to support China's growth. Given these favourable factors, the Company will actively lay the business foundation in the coming year on which to realise its potential when market conditions stabilise and will continue expanding its share in the recycled scrap metal market.

In the government working report, the State Council of China emphasizes the promotion of the "One Belt, One Road" strategic direction, an important part of the regional coordinated development under China's Thirteenth Five-year Plan. The Group intends to capture the opportunities presented by the "One Road, One Belt" initiative and actively strive to participate in the related infrastructure projects where the scrap metal industry can contribute. The Group will closely monitor the demand for recycled copper and copper products and adjust its product mix according to market demand and the operating environment. We are confident that the Group can further consolidate its position as a leading recycled copper product manufacturer, maintain its business development momentum and sustain its revenue and profit growth so as to generate satisfactory returns for its shareholders.

Thanks to the outstanding leadership skills of our management team as well as our proven track record over the years, the Group is glad to have been selected as a constituent of five stock indexes managed by the Hang Seng Indexes Company Limited ("Hang Seng Indexes") in March 2016: the Hang Seng Global Composite Index and the Hang Seng Composite Index Series including the Hang Seng Composite Index, Hang Seng Composite Index — Materials, Hang Seng Composite MidCap & SmallCap Index and Hang Seng Composite SmallCap Index. We believe that having a constituent status in these indexes can further enhance our reputation and position in the international capital market and ultimately improve our investors' confidence in the Group's outlook.

Last but not least, on behalf of the Board and the management, I would like to thank our entire staff for their dedication and contribution to the Group during the year. I would also like to thank our shareholders, investors, customers, suppliers and business partners for their strong support.

*Chairman, Chief Executive Officer and Executive Director*  
**Mr. Yu Jianqiu**

31 March 2016

隨著「十三五」開局之年的到來，環保產業成為國家五大發展理念之一。中國政府明確提出要大力發展節能環保產業，把節能環保產業培育成中國發展的一大支柱產業。在此等有利的因素環境下，本公司來年將積極奠定業務根基，待市況回穩時釋放潛力，繼續拓展再生金屬市場佔有率。

中國國務院在政府工作報告中強調「一帶一路」戰略方針的推進，是中國「十三五」區域協調發展規劃的重要環節。集團將抓緊「一帶一路」戰略所帶來的機遇，積極爭取參與再生金屬行業相關的基建項目。本集團亦會密切注視再生銅及銅產品的需求，配合經營環境適當地調整我們的產品組合。我們有信心，集團能繼續鞏固自身再生銅產品製造商的領導地位，達致良好業務發展態勢，保持收入及盈利增長，為股東帶來理想的回報。

憑藉管理團隊出色的領導能力於多年來創立的表現成就，本集團很榮幸於2016年3月中獲恒生指數有限公司（「恒生指數」）納入五大指數，分別為恒生環球綜合指數及恒生綜合指數系列（恒生綜合指數、恒生綜合行業指數 — 原材料業、恒生綜合中小型股指數及恒生綜合小型股指數）。我們堅信這將進一步提升集團在國際資本市場的聲譽及地位，增強投資者對集團前景的信心。

最後，本人謹代表董事會及管理層衷心感謝全體員工於年內努力不懈，全心全意為本集團作出貢獻。在此謹向各股東、投資者、客戶、供應商及業務夥伴的鼎力支持致以衷心謝意。

*主席、行政總裁兼執行董事*  
**俞建秋先生**

2016年3月31日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

A review of the business of the Group during the year, a discussion on the Group's future business development, and the description of possible risks and uncertainties that the Group may be facing are set out in the Management Discussion and Analysis of this Annual Report. The financial risk management objectives and policies of the Group are set out in note 2 to the consolidated financial statements. An analysis of the Group's performance during the year using financial key performance indicators is set out on page 14 of this Annual Report. In addition, discussions on the Group's environmental policies, relationships with its key stakeholders, compliance with relevant laws and regulations which have a significant impact on the Group are set out in the Director's Report.

In 2015, the continued slowdown in China's economic growth has resulted in a drop in demand of copper products. In addition, there have been several instances of sharp movements in copper prices during this period which resulted in some of our customers shrinking their purchase order sizes. Furthermore, the weakened liquidity of our customers resulted in several cases of overdue trades balances, consequently we had to reduce sales to certain of our customers in order to minimise credit risks. As a result of these factors, the Group recorded a decrease in sales volume in 2015 as compared to 2014, which translated into a decrease in revenue by 53.6% as compared to 2014. Effective from July 2015, the Ministry of Finance and the State Administration of Taxation adjusted down the VAT refunds from 50% to 30% under the Comprehensive Utilisation of Resources Policy, adversely affecting the Company's profitability. Also taking into account a significant increase in finance costs, an impairment loss of trade debtors and bills receivable, an impairment loss of goodwill and an impairment loss of property, plant and equipment, the Company incurred a net loss attributable to shareholders of the Company of RMB499.0 million for 2015.

Notwithstanding the challenging operating environment, we continued to strive to build our business to meet our long term growth objectives. In April 2015, in order to raise funds to strengthen its working capital and to finance the Group's future development and expansion, the Company completed the issuance of convertible bonds equivalent to approximately RMB200 million to Huarong.

### 業務回顧

有關本集團年內業務的回顧、對本集團未來業務發展的討論，以及有關本集團可能面對的風險及不明朗因素的說明，載於本年報內的管理層討論及分析。本集團的財務風險管理目標及政策載於綜合財務報表附註2。使用財務關鍵表現指標對本集團年內表現的分析，見本年報第14頁。此外，關於本集團環保政策、其與主要利益相關者關係的討論及對本集團有重大影響的相關法律法規的遵守情況載於董事會報告內。

於2015年，中國經濟增長繼續放緩，導致對銅產品的需求下降。再者，銅價格在期內大幅波動，導致部分客戶縮減採購規模。另外，客戶流動資金緊絀導致多筆貿易結餘逾期，因此集團為減低信貸風險而須縮減向部分客戶的銷售。基於上述原因，本集團在2015年的銅產品銷售量比對2014年有所減少，而收益則較2014年減少53.6%。自2015年7月起，財政部及國家稅務總局將資源綜合利用政策項下增值稅退稅由50%下調至30%，對本公司的盈利能力構成不利影響。經考慮財務費用大幅上升，計提貿易賬款及應收票據減值虧損，商譽之減值虧損及物業、廠房及設備之減值虧損，導致本集團於2015年錄得本公司股東應佔虧損為人民幣499,000,000元。

縱使經營環境充滿挑戰，我們仍繼續努力建立業務，務求達到長遠增長目標。於2015年4月，為了融資以加強流動資金及支持集團將來發展和擴充，本公司完成向華融發行相當於約人民幣200,000,000元的可換股債券。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

In May 2015, the Company completed an acquisition of 30% equity interest in Baohe Fushan. The Company expects the acquisition to provide a platform for potential vertical expansion of the Group into the upstream scrap metal business in the future. The acquisition of Baohe Fushan, which operates the industrial park that accommodates the Group's key subsidiaries, is expected to benefit the Group by securing land in the industrial park for future expansion and diversifying its business to broaden its revenue sources.

In November 2015, the Company completed an acquisition of 30% equity interest in Xinhuan Aluminium. In December 2015, the Company entered into an equity transfer agreement to further acquire the 70% equity interest in Xinhuan Aluminium. By expanding into the aluminium business, the Company expects to enlarge its sales volume, provide a wider product portfolio to the existing and potential customers and leverage the synergies by making use of the Company's existing sources of raw materials, logistics system and technical know-how. As at the date of this report, the transaction has not been completed and is subject to the approval from Ministry of Commerce of the People's Republic of China.

### RECENT DEVELOPMENTS

On 22 January 2016, the Company and Jizhong Hongyuan International Trading Company Limited (冀中宏遠國際貿易有限公司) ("the Purchaser") entered into the subscription agreement, pursuant to which the Purchaser conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue 73,250,735 subscription shares to the Purchaser. The subscription price is HK\$2.41 per subscription share and the aggregate consideration for the subscription is approximately HK\$176,534,000. In view of the current market conditions at the time, the Directors considered that the subscription represents a good opportunity to raise funds for the Company for its operations. The subscription would provide immediate cash inflow into the Group without any interest burden. The proceed of the subscription will be used as general working capital of the Company. On the same day, the Purchaser also entered into a share sale agreement with Mr. Huang Weiping, a Director and a substantial shareholder of the Company pursuant to which Mr. Huang Weiping conditionally agreed to sell and the Purchaser conditionally agreed to further purchase 82,790,366 ordinary shares. If both transactions are completed, the Purchaser will hold approximately 7.16% of the Company's enlarged share capital. As at the date of this Report, the aforementioned transactions have not been completed. Please refer to the announcement of the Company dated 22 January 2016 for further details.

### 業務回顧(續)

於2015年5月，本公司完成收購保和富山的30%股本權益。本公司預期收購事項將為本集團提供潛在縱向擴張平台，以便日後進軍上游廢金屬業務。收購經營工業園(本集團主要附屬公司所在地)的保和富山預期有利本集團日後於工業園內覓地擴張，同時推動本集團多元化拓展業務以擴大收入來源。

於2015年11月，本公司完成收購鑫環鋁業的30%股本權益。於2015年12月，本公司訂立一份股權轉讓協議，以增購鑫環鋁業的70%股本權益。透過擴展鋁產品業務，本公司預期可擴大其銷量，為現有及潛在客戶提供更全面的產品選擇及利用本公司現有原材料貨源、物流系統及技術專業知識達致協同效應。於本報告日期，該交易尚未完成，有待取得中華人民共和國商務部批准。

### 近期發展

於2016年1月22日，本公司與冀中宏遠國際貿易有限公司(「買方」)訂立認購協議，據此，買方有條件同意認購而本公司有條件同意向買方配發及發行73,250,735股認購股份。認購價為每股認購股份2.41港元，即認購事項的總代價為約176,534,000港元。鑒於現時市況，董事認為，認購事項為本公司籌集資金以供其營運之良機。認購事項為本集團即時令現金流入，且概無利息負擔。認購事項的所得款項將用作本公司的一般營運資金。同一天，買方亦與本公司董事兼主要股東黃偉萍先生訂立售股協議，據此黃偉萍先生有條件同意出售而買方有條件同意進一步購買82,790,366股普通股。若兩宗交易均告完成，買方將持有本公司經擴大股本約7.16%。於本報告日期，上述交易尚未完成。請參閱本公司日期為2016年1月22日之公佈，了解進一步詳情。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### RECENT DEVELOPMENTS *(Continued)*

Further, the Company has been selected by Hang Seng Indexes Company Limited as a constituent of the following indexes, with effect from 14 March 2016: (1) Hang Seng Global Composite Index; (2) Hang Seng Composite Index; (3) Hang Seng Composite Industry Index — Materials; (4) Hang Seng Composite MidCap & SmallCap Index; and (5) Hang Seng Composite SmallCap Index.

### FUTURE PROSPECTS/OUTLOOK

Despite the various measures taken by the PRC Government to stimulate the Chinese economy over the past year, including the reduction of interest rates and bank reserve requirements and the increase in fiscal investments, the Chinese economy has not yet turned the corner. Demand for recycled copper and aluminium products remained sluggish and market liquidity continued to be tight. Under such present environment, we shall be operating cautiously in order to minimize business risks. However, in recent months, the housing market in major cities in China have started to improve and its activities have increased significantly. We are therefore hopeful that the housing market recovery will soon translate to improvements in demand of basic materials like copper and aluminium which will help improve our business. Meanwhile, we will be preparing ourselves to take full advantage of any improvements in the market environment to strengthen our business and increase profitability in that we will be preserving our financial strength and will continue to seek suitable acquisition opportunities which we believe are more available in the current environment.

### FINANCIAL REVIEW

#### Revenue

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

### 近期發展 *(續)*

此外，本公司獲選為恆生指數有限公司以下指數的成份股，自2016年3月14日起生效：(1) 恆生環球綜合指數；(2) 恆生綜合指數；(3) 恆生綜合行業指數 — 原材料業；(4) 恆生綜合中小型股指數；及(5) 恆生綜合小型股指數。

### 前景

雖然中國政府於去年已採取措施刺激中國經濟，包括降低利率及銀行儲備金要求，並增加財務投資，惟中國經濟未見明顯復甦。對再生銅及鋁產品的需求依然疲弱，加上市場流動性依然疲弱。在如此目前環境，我們將審慎經營，以將業務風險減至最低。然而，近月中國大城市的房屋市場開始改善，其活動亦大幅增加。我們因而有信心房屋市場的反彈，將很快轉化為對銅及鋁等基本原料的需求，推動我們的業務增長。與此同時，我們將做好準備，把握市場環境的任何改善，加強我們的業務，並提高利潤，使我們可保存財政實力，繼續物色適合收購機會，因為我們相信在目前環境有更多此等機會。

### 財務回顧

#### 收益

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



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Revenue (Continued)

The following table sets forth an analysis of our revenue:

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sales of recycled copper products	銷售再生銅產品	1,662,987	3,548,268
Sales of power transmission and distribution cables	銷售送配電纜	70,616	181,490
Sales of communication cables	銷售通信電纜	29,398	104,037
Sales of scrap materials	銷售廢棄材料	15,755	22,524
Sales of aluminium products	銷售鋁產品	10,834	–
Contract manufacturing income	合同製造收入	1,160	2,624
		<b>1,790,750</b>	<b>3,858,943</b>

Revenue for the year ended 31 December 2015 amounted to RMB1,790.8 million, representing a decrease of 53.6% from RMB3,858.9 million for the year ended 31 December 2014. The decrease in sales volume was principally due to the slowdown in economic growth in China, which resulted in a drop in the demand for the Group's copper products.

Revenue from recycled copper products amounted to RMB1,663.0 million for the year ended 31 December 2015, representing a decrease of 53.1% from RMB3,548.3 million for the year ended 31 December 2014, mainly reflecting a decrease of 44.2% in the sales volume of recycled copper products from 84,776 metric tons for the year ended 31 December 2014 to 47,283 metric tons for the year ended 31 December 2015. The overall average selling price of our recycled copper products decreased by 16.0% from RMB41,885 per metric ton for the year ended 31 December 2014 to RMB35,171 per metric ton for the year ended 31 December 2015.

Revenue from sales of power transmission and distribution cables amounted to RMB70.6 million for the year ended 31 December 2015, representing a decrease of 61.1% from RMB181.5 million for the year ended 31 December 2014, this reflected a decrease of 66.0% in sales volume from 5,276 metric tons for the year ended 31 December 2014 to 1,795 metric tons for the year ended 31 December 2015, and an increase of 14.3% in the average selling price of RMB34,401 per metric ton for the year ended 31 December 2014 to RMB39,334 per metric ton for the year ended 31 December 2015. The increase in the average selling price was primarily caused by changes in product mix.

### 財務回顧(續)

#### 收益(續)

下表載列我們的收益的細目分類：

截至2015年12月31日止年度的收益為人民幣1,790,800,000元，較截至2014年12月31日止年度的人民幣3,858,900,000元下跌53.6%。銷售量減少乃主要由於中國經濟增長放緩，致使本集團的銅產品需求下跌。

截至2015年12月31日止年度，再生銅產品業務的收益為人民幣1,663,000,000元，較截至2014年12月31日止年度的人民幣3,548,300,000元減少了53.1%，反映再生銅產品銷量的44.2%跌幅，其由截至2014年12月31日止年度的84,776公噸減少至截至2015年12月31日止年度的47,283公噸。再生銅產品的整體平均售價由截至2014年12月31日止年度的每公噸人民幣41,885元減少了16.0%至截至2015年12月31日止年度的每公噸人民幣35,171元。

截至2015年12月31日止年度，銷售送配電纜的收益為人民幣70,600,000元，較截至2014年12月31日止年度的人民幣181,500,000元減少了61.1%，反映銷量的66.0%減幅，其由截至2014年12月31日止年度的5,276公噸下降至截至2015年12月31日止年度的1,795公噸，及平均售價由截至2014年12月31日止年度的每公噸人民幣34,401元增加了14.3%至截至2015年12月31日止年度的每公噸人民幣39,334元。平均售價增加乃主要由於產品組合變化。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Revenue (Continued)

Revenue from sales of communication cables amounted to RMB29.4 million for the year ended 31 December 2015, representing a decrease of 71.7% from RMB104.0 million for the year ended 31 December 2014. This decrease was a result of a decrease of 42.9% in sales volume from 2,452 metric tons for the year ended 31 December 2014 to 1,400 metric tons for the year ended 31 December 2015, and a decrease of 50.5% in average selling price of RMB42,435 per metric ton for the year ended 31 December 2014 to RMB20,994 per metric ton for the year ended 31 December 2015. The decrease in the average selling price was primarily caused by changes in product mix.

#### Cost of sales

Cost of sales for the year ended 31 December 2015 totaled RMB1,930.2 million, representing a decrease of 49.4% from RMB3,817.2 million for the year ended 31 December 2014. The decrease was mainly due to the decrease of 44.2% in the sales volume of recycled copper products, the decrease of 66.0% in the sales volume of power transmission and distribution cables and 42.9% in the sales volume of communication cables.

The cost of raw materials decreased by 49.4% from RMB3,639.4 million for the year ended 31 December 2014 to RMB1,841.4 million for the year ended 31 December 2015. Direct materials cost was the largest component of the Company's cost of sales, accounting for approximately 95.4% and 95.4% of the total cost of sales for the years ended 31 December 2014 and 2015, respectively.

Cost of sales, other than raw materials and finished goods purchased, was RMB88.8 million for the year ended 31 December 2015, representing a decrease of 50.1% from RMB177.8 million for the year ended 31 December 2014. The decrease was mainly attributable to a decrease in VAT-surtax from RMB73.2 million to RMB22.6 million. The VAT-surtax is calculated with reference to the amounts of net VAT paid to the tax authorities and the net VAT amount was directly related to the revenue from sales of our products. Furthermore, certain production staff cost and depreciation and amortization totaling RMB23.7 million were reclassified to administrative expenses under IAS 2, *Inventories* as certain plants were operating at an abnormally low utilization rate.

### 財務回顧(續)

#### 收益(續)

截至2015年12月31日止年度，銷售通信電纜的收益為人民幣29,400,000元，較截至2014年12月31日止年度的人民幣104,000,000元減少了71.7%。該減幅由於銷量的42.9%減幅所致，其由截至2014年12月31日止年度的2,452公噸下降至截至2015年12月31日止年度的1,400公噸，及平均售價由截至2014年12月31日止年度的每公噸人民幣42,435元減少了50.5%至截至2015年12月31日止年度的每公噸人民幣20,994元。平均售價下降主要由於產品組合有所變動。

#### 銷售成本

截至2015年12月31日止年度的銷售成本總額為人民幣1,930,200,000元，較截至2014年12月31日止年度的人民幣3,817,200,000元減少49.4%。這一減幅主要由於再生銅產品銷量下跌44.2%，送配電纜銷量減少66.0%及通信電纜銷量減少42.9%。

截至2015年12月31日止年度的原材料成本總額為人民幣1,841,400,000元，較截至2014年12月31日止年度的人民幣3,639,400,000元減少49.4%。原材料成本一直是本公司的銷售成本中最大組成部份，分別佔截至2014年及2015年12月31日止年度的銷售成本的約95.4%及95.4%。

截至2015年12月31日止年度，除了原材料及購入製成品的成本以外的銷售成本為人民幣88,800,000元，較截至2014年12月31日止年度的人民幣177,800,000元減少50.1%。這一減幅主要由於增值稅附加稅由人民幣73,200,000元減少至人民幣22,600,000元所致。有關增值稅附加稅乃基於已付稅務機關的增值稅淨額而計算，而該等增值稅淨額與銷售產品的收益直接掛鈎。另外，若干生產員工成本及折舊及攤銷總額人民幣23,700,000元根據國際會計準則第2號存貨重新分類至行政開支，因為若干廠房按低於正常的使用率營運。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Gross (loss)/profit and gross (loss)/profit margin

Our gross loss was RMB139.4 million for the year ended 31 December 2015, as compared to a gross profit of RMB41.8 million for the year ended 31 December 2014. Our gross loss margin for the year ended 31 December 2015 was 7.8%, as compared to a gross profit margin of 1.1% for the year ended 31 December 2014. The deterioration in gross margin was mainly due to the decrease in average selling price of recycled copper products by 16.0% with a smaller decrease in average raw materials costs. Furthermore, the decrease in the Group's gross margin was also partly due to the decrease in the relative size of cable segments, as both communications cable segments and power cable segments command higher gross profit margin than those of recycled copper products.

#### Other revenue

Other revenue decreased significantly to RMB137.0 million for the year ended 31 December 2015 from RMB439.9 million for the year ended 31 December 2014. The decrease was mainly due to a decrease in VAT refunds under the Comprehensive Utilization of Resources Policy, the amount of which was directly related to the revenue from sales of our recycled copper products.

#### Other net loss

Our other net loss for the year ended 31 December 2015 was RMB254.9 million as compared to a net loss of RMB1.5 million for the year ended 31 December 2014. Our other net loss for the year ended 31 December 2015 mainly comprised a loss of RMB77.1 million as a result of change in fair value of the derivative component of convertible bonds, an impairment loss of goodwill amounting to RMB16.1 million, an impairment loss of property, plant and equipment amounting to RMB54.3 million and an impairment loss of trade debtors and bills receivable amounting to RMB112.8 million.

#### Selling and distribution expenses

Our selling and distribution expenses for the year ended 31 December 2015 were RMB8.2 million, representing a decrease of 63.7% from RMB22.6 million for the year ended 31 December 2014. The decrease was primarily due to the decrease in delivery expenses incurred, the amount of which was directly related to the revenue from sales of our products.

### 財務回顧(續)

#### 毛(損)利及毛(損)利率

我們於截至2015年12月31日止年度的毛損為人民幣139,400,000元，而截至2014年12月31日止年度則錄得毛利人民幣41,800,000元。截至2015年12月31日止年度的毛損率為7.8%，而截至2014年12月31日止年度的毛利率為1.1%。毛利率減少的主要原因是再生銅產品的平均售價下跌16.0%，而原材料的平均成本減幅較小。再者，本集團毛利率下降部分亦歸因於通信電纜和送配電纜的毛利率較該等再生銅產品的毛利率高，而電纜業務的相對規模比例下降。

#### 其他收益

截至2015年12月31日止年度的其他收益大幅減少至人民幣137,000,000元，而截至2014年12月31日止年度則為人民幣439,900,000元。減幅主要由於根據資源綜合利用政策收取增值稅退稅減少，有關金額與銷售再生銅產品的收益直接掛鉤。

#### 其他淨虧損

截至2015年12月31日止年度之其他淨虧損為人民幣254,900,000元，而截至2014年12月31日止年度則為淨虧損人民幣1,500,000元。截至2015年12月31日止年度之其他淨虧損主要包括可換股債券的衍生工具部分公平值變動做成之虧損人民幣77,100,000元、商譽之減值虧損人民幣16,100,000元、物業、廠房及設備之減值虧損人民幣54,300,000元及貿易賬款及應收票據減值虧損人民幣112,800,000元所致。

#### 銷售及分銷開支

截至2015年12月31日止年度，我們的銷售及分銷開支為人民幣8,200,000元，較截至2014年12月31日止年度之人民幣22,600,000元減少63.7%。該減幅主要由於所產生運輸費用減少，該金額與產品銷售收益直接掛鉤。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Administrative expenses

Our administrative expenses for the year ended 31 December 2015 were RMB161.1 million, representing an increase of 57.7% from RMB102.2 million for the year ended 31 December 2014. The increase was primarily due to, among other reasons, an increase in share-based compensation by RMB18.7 million as a result of more share options granted in 2015, an increase of salaries, wages and other benefits by RMB13.7 million and an increase in depreciation by RMB18.8 million, both primarily as a result of reclassification from certain cost of production under IAS 2, Inventories as certain plants were operating at an abnormally low utilization rate, and an increase in professional fees by RMB10.1 million.

#### Capital structure

As at 31 December 2015, the capital structure of the Group mainly consisted of shareholders' equity, bank and other borrowings and finance leases and convertible bonds. There is no material seasonality of borrowing requirements for the Group.

On 13 April 2015, the Company completed the issuance of convertible bonds to Huarong in an aggregate principal amount of USD32,610,000 (equivalent to approximately RMB200 million). The convertible bonds bear a fixed interest rate of 10% with interest to be paid on a quarterly basis. The convertible bonds will expire at the second anniversary of the issue date and are convertible into ordinary shares of HK\$0.10 each in the issued share capital of the Company at an initial conversion price of HK\$1.40 per share (subject to adjustment). The terms and conditions of the convertible bonds restrict the exercise of conversion right up to an aggregate principal amount of the convertible bonds of USD16,300,000, which is convertible to approximately 90,555,555 ordinary shares of the Company (based on a condition in the terms and conditions which provides that based on the agreed exchange rate, the principle amount of the convertible bond shall be deducted by USD0.18 upon the issue of one conversion share).

### 財務回顧(續)

#### 行政開支

截至2015年12月31日止年度，我們的行政開支為人民幣161,100,000元，較截至2014年12月31日止年度的人民幣102,200,000元增加57.7%。該增幅主要由於(其中包括)因2015年授出更多購股權而令以股份為基礎的補償增加人民幣18,700,000元，薪金、工資及其他福利增加達人民幣13,700,000元及折舊增加人民幣18,800,000元(兩者主要由於若干生產成本根據國際會計準則第2號存貨重新分類，因為若干廠房按低於平常的使用率營運)，以及專業費用增加人民幣10,100,000元。

#### 資本結構

於2015年12月31日，本集團的資本結構主要由股東權益、銀行及其他借款及融資租賃及可換股債券所組成。本集團並無重大季節性借款要求。

於2015年4月13日，本公司完成向華融發行本金額合共32,610,000美元(相當於約人民幣200,000,000元)的可換股債券。可換股債券按年利率10%計算，每季度支付。可換股債券的到期日為發行日期的第二週年，按初步兌換價每股1.40港元(可予調整)兌換為本公司已發行股本中每股面值0.10港元的普通股。可換股債券的條款及條件限制兌換權最多可行使至可換股債券的本金額16,300,000美元，可轉換為本公司大約90,555,555股普通股(根據可換股債券的條款及條件文件中的一項條件，以商定的匯率計算，每發行一股轉換股，可換股債券的本金應減少0.18美元)。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Capital structure (Continued)

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

### 財務回顧(續)

#### 資本結構(續)

下表載列本集團計息債項於所示日期的利率組合：

		As at 31 December 2015 於 2015 年 12 月 31 日		As at 31 December 2014 於 2014 年 12 月 31 日	
		Weighted average effective interest rate	Amount	Weighted average effective interest rate	Amount
		加權平均 實際利率	金額	加權平均 實際利率	金額
		%	RMB'000	%	RMB'000
			人民幣千元		人民幣千元
<b>Fixed rate borrowings:</b>	<b>定息借款：</b>				
Bank loans and other borrowings	銀行貸款及其他借款	9.40	661,510	9.49	690,670
Obligations under finance leases	融資租賃下責任	6.88	38,282	7.06	52,498
Liability component of convertible bonds	可換股債券的負債部份	34.35	166,488	-	-
Loan from a related party	關聯方貸款	5.00	83,780	-	-
Total fixed rate borrowings	定息借款總額		950,060		743,168

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

下表載列本集團計息債項於所示日期的到期情況：

		As at 31 December 2015 於 2015 年 12 月 31 日					As at 31 December 2014 於 2014 年 12 月 31 日		
		Bank and other borrowings	Obligations under finance leases	Liability component of convertible bonds	Loan from a related party	Total	Bank and other borrowings	Obligations under finance leases	Total
		銀行及其他借款	融資租賃下責任	債券的負債部份	關聯方貸款	總計	銀行及其他借款	融資租賃下責任	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Within one year or repayable on demand	一年內或應要求償還	661,510	15,192	-	83,780	760,482	390,670	16,471	407,141
After one year but within two years	一年以上但兩年以內	-	12,462	166,488	-	178,950	300,000	14,309	314,309
After two year but within five years	兩年以上但五年以內	-	10,628	-	-	10,628	-	21,718	21,718
More than five years	超過五年	-	-	-	-	-	-	-	-
		661,510	38,282	166,488	83,780	950,060	690,670	52,498	743,168

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Capital structure (Continued)

On 19 January 2015, the Company issued 133,650,000 warrants to seven subscribers at an issue price of HK\$0.001 per warrant. Each warrant entitles its holder to subscribe for one share of the Company at a subscription price of HK\$1.30 per share. The warrants are to be vested in phases according to the vesting conditions. The vesting condition is that the suppliers shall carry out the transactions under their respective annual procurement agreements, pursuant to which the suppliers, in aggregate, agree to supply 49,500 tons of copper scrap raw materials to the Group in 2015 at a fixed discount of RMB1,000 per ton. For the year ended 31 December 2015, the suppliers have delivered an aggregate of 7,180 tons of copper scrap raw materials to the Group, resulting in the vesting of 19,385,878 warrants accordingly.

On 24 February 2015, the Company issued 102,000,000 warrants to three subscribers at an issue price of HK\$0.001 per warrant. Each warrant entitles its holder to subscribe for one share of the Company at a subscription price of HK\$1.50 per share. The warrants are to be vested in phases according to the vesting conditions. The vesting condition is that the suppliers shall carry out the transactions under their respective annual procurement agreements, pursuant to which the suppliers, in aggregate, agree to supply 30,000 tons of copper scrap raw materials to the Group from 1 February 2015 to 31 January 2016 at a fixed discount of RMB2,000 per ton. For the year ended 31 December 2015, the suppliers have delivered an aggregate of 2,449 tons of copper scrap raw materials to the Group, resulting in the vesting of 8,328,072 warrants accordingly.

#### Liquidity and financial resources

As at 31 December 2015, the Group's bank and cash balances (excluding pledged deposits of RMB53.9 million) amounted to RMB82.6 million (as at 31 December 2014: RMB145.8 million).

The Group's inventories decreased by RMB212.7 million to RMB249.0 million as at 31 December 2015 (as at 31 December 2014: RMB461.7 million). The inventory turnover days were 67.2 days as compared to 28.8 days in 2014. The increase in inventory turnover days was mainly due to a decrease in the Group's revenue during the year. The decrease in the revenue was primarily attributable to a drop in demand for copper products as a result of the continued slowdown in China's economic growth and the deferral and contraction of customers' sales orders as a result of several sharp fluctuations in copper prices in 2015.

### 財務回顧(續)

#### 資本結構(續)

於2015年1月19日，本公司以發行價每一份認股權證0.001港元向七名認購方發行133,650,000份認股權證。每份認股權證將賦予持有人認購一股本公司股份的權利，認購價為每股股份1.30港元，按認股權證的歸屬條件分階段歸屬。歸屬條件為認購方（亦為本集團供應商）履行彼等各自於年度供應協議下的交易。根據年度供應協議，各供應商同意於2015年以固定折讓每噸人民幣1,000元，供應合計49,500噸的廢舊銅原材料予本集團。截至2015年12月31日止年度，該等供應商已付運了7,180噸的廢舊銅原材料予本集團，因此19,385,878份認股權證亦相應歸屬。

於2015年2月24日，本公司以發行價每一份認股權證0.001港元向三名認購方發行102,000,000份認股權證，每份認股權證將賦予持有人認購一股本公司股份的權利，認購價為每股股份1.50港元，按認股權證的歸屬條件分階段歸屬。歸屬條件為各供應商履行彼等各自於年度供應協議下的交易，據此各供應商同意從2015年2月1日至2016年1月31日期間以固定折讓每噸人民幣2,000元的價格，供應合計30,000噸廢舊銅原材料予本集團。截至2015年12月31日止年度，該等供應商已付運了2,449噸的廢舊銅原材料予本集團，因此8,328,072份認股權證亦相應歸屬。

#### 流動資金及財務資源

於2015年12月31日，本集團的銀行及現金結餘（不包括已抵押存款人民幣53,900,000元）為人民幣82,600,000元（於2014年12月31日：人民幣145,800,000元）。

於2015年12月31日，本集團的存貨減少人民幣212,700,000元至人民幣249,000,000元（於2014年12月31日：人民幣461,700,000元）。存貨周轉天數為67.2天，而2014年為28.8天。存貨周轉天數增加主要由於在年內本集團銷售金額下降。中國經濟下滑導致對銅產品的需求下降及銅價格大幅波動導致部分客戶延遲採購或甚至縮減在2015年採購規模都是本集團的銷售金額下降的主要原因。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Liquidity and financial resources (Continued)

Trade debtors and bills receivable decreased by RMB294.2 million to RMB452.9 million as at 31 December 2015 (as at 31 December 2014: RMB747.1 million). Trade debtors and bills receivable turnover days increased to 122.3 days as compared to 67.4 days in 2014. The increase in receivable turnover days reflected the fact that the liquidity in the banking and financial markets continued to be tight in 2015 which weakened the ability of our customers to settle trades balances within their credit periods.

Trade and bills payable increased by RMB24.7 million to RMB61.0 million as at 31 December 2015 (as at 31 December 2014: RMB36.3 million), the payable turnover days were 9.2 days, compared to 11.0 days in 2014. We endeavor to keep our trade and bills payable turnover days relatively low mainly because our prompt payment pattern enhances our suppliers' willingness to supply raw materials to us and therefore helps us secure raw materials.

The Group's total interest-bearing borrowings increased by RMB206.9 million to RMB950.1 million as at 31 December 2015 (as at 31 December 2014: RMB743.2 million). The increase was mainly due to the issuance of convertible bonds, its initial fair value of loan portion amounted to approximately RMB137.2 million. In respect of the Group's borrowings, the Group has to comply with certain restrictive financial covenants and certain assets were pledged as security. The covenants had not been breached as at 31 December 2015.

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

### 財務回顧(續)

#### 流動資金及財務資源(續)

於2015年12月31日，貿易應收款項及應收票據款項減少人民幣294,200,000元至人民幣452,900,000元(於2014年12月31日：人民幣747,100,000元)，貿易應收款項及應收票據款項周轉天數增至122.3天，而2014年則為67.4天。應收款項周轉天數增加反映在2015年中國的銀行及金融體系內的流動資金繼續緊絀，影響部分客戶在賬期內清還貸款的能力。

於2015年12月31日，貿易應付款項及應付票據款項增加人民幣24,700,000元至人民幣61,000,000元(於2014年12月31日：人民幣36,300,000元)，應付款項周轉天數為9.2天，而2014年則為11.0天。我們致力維持較低的貿易應付款項及應付票據款項周轉天數，主要由於我們習慣盡快付款，令供應商更樂意向我們供應原材料，因而有助我們取得原材料。

於2015年12月31日，本集團的計息債項總額增加人民幣206,900,000元至人民幣950,100,000元(於2014年12月31日：人民幣743,200,000元)。增長主要由於發行了可換股債券，其負債部分初始公允價值大約為人民幣137,200,000元。本集團須就其債項遵守若干財務限制條款及抵押若干資產作為擔保。於2015年12月31日，本集團並無違反有關條款。

下表載列於所示日期本集團的若干財務比率：

		As at 31 December	
		於 12 月 31 日	
		2015	2014
		2015 年	2014 年
Current ratio	流動比率	1.1	2.2
Quick ratio	速動比率	0.9	1.6
Debt to equity ratio*	債項權益比率*	126.0%	58.4%
Net debt to equity ratio#	淨債項權益比率#	115.0%	46.9%

\* Total interest-bearing debts/Total equity.

# (Total interest-bearing debts less cash and cash equivalents)/Total equity.

\* 計息債項總額／總權益。

# (計息債項總額減現金及現金等值項目)／總權益。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Liquidity and financial resources (Continued)

The deterioration of current ratio and quick ratio as at 31 December 2015 compared to 31 December 2014 were primarily attributable to (i) certain 2-year bank loans coming to be due within one year; (ii) the increase in VAT payable as a result of deferral payments of VAT by certain subsidiaries and (iii) the increase in bills payable following greater amount of available facilities granted by banks.

The increase in debt to equity ratio and net debt to equity ratio as at 31 December 2015 compared to 31 December 2014 were mainly because of (i) the increase in debt level as a result of the issuance of convertible bonds by the Company and the increase of loan from a related party during the period; and (ii) the net loss for the year ended 31 December 2015.

#### Charge on assets

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

		As at 31 December	
		於 12 月 31 日	
		2015	2014
		2015 年	2014 年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Property, plant and equipment	物業、廠房及設備	214,270	176,328
Lease prepayments	租賃預付款	53,390	38,269
Inventories	存貨	53,063	57,011
Bills receivable	應收票據	–	4,000
Government grants receivable	應收政府補助	8,550	35,015
Deposits with guarantee companies	於擔保公司的存款	30,900	27,100
Deposits with banks	於銀行的存款	22,982	13,022
Deposit with lessor of finance leases	於融資租賃公司的存款	5,320	5,320
Deposits with securities broker	於證券經紀的存款	4	10,663
		<b>388,479</b>	<b>366,728</b>

### 財務回顧(續)

#### 流動資金及財務資源(續)

於2015年12月31日，流動比率及速動比率相比2014年12月31日有所降低的主要因為(i)若干兩年期的銀行貸款將於一年內到期；(ii)因為若干子公司暫緩繳納增值稅，所以應付增值稅金額有所上升；及(iii)因為銀行加大可用授信金額，所以應付票據金額有所上升。

於2015年12月31日，債項權益比率及淨債項權益比率相比2014年12月31日有所上升的主要因為(i)期間內本公司發行可換股債券及來自關聯方的貸款，導致債項水平上升；及(ii)截至2015年12月31日止年度本公司錄得淨虧損。

#### 資產抵押

下表載列於所示日期本集團的資產賬面淨值已就若干銀行信貸、應付票據融資、融資租賃下的責任及未到期的期貨合約作出抵押：



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Commodity risk

The major raw materials used in the production of our recycled copper products are scrap copper. We are exposed to fluctuations in the prices of raw materials as well as finished goods which are influenced by global as well as regional supply and demand conditions. Fluctuations in the copper prices could adversely affect our financial performance. The Group uses copper futures contracts to mitigate part of its exposure against price fluctuations of copper. The market value of futures contracts is based on the quoted market price as at the date of consolidated statement of financial position. The Group did not have outstanding copper futures contracts as at 31 December 2015 (notional contract value of outstanding copper future contracts as at 31 December 2014: RMB62.0 million). Net gain of RMB6.1 million were recognized for the year ended 31 December 2015 (2014: net loss of RMB1.2 million).

#### Foreign currency risk

The functional currency of a majority of the entities within our Group is RMB and most of the transactions are settled in RMB. However, we are exposed to currency risk primarily related to the cash and cash equivalents and loans from a related party, both of which are denominated in HKD and the convertible bonds that are denominated in USD. The balance of cash and cash equivalents as at 31 December 2015 included HK\$36.5 million and USD105,000 (in total equivalent to approximately RMB31.3 million) were held in banks in Hong Kong.

As at 31 December 2015, the Group's bank loans and other borrowings and obligations under finance leases were denominated in RMB but the loan from a related party was denominated in HKD with a principal amount of HK\$100 million (equivalent to approximately RMB83.8 million) and the convertible bonds were denominated in USD, with an aggregate principal amount of USD32.6 million (equivalent to approximately RMB200 million). The Group did not commit to any financial instruments to hedge its foreign exchange exposure during the year ended 31 December 2015. During the year ended 31 December 2015, the Company incurred an exchange difference on translation of financial statements of non-PRC entities equivalent to RMB13.3 million, part of which was resulted from translating the convertible bonds from USD to RMB.

### 財務回顧(續)

#### 商品風險

我們生產再生銅產品所用主要原材料為廢銅。我們須承受因全球及地區供求狀況影響原材料及製成品價格波動的風險。銅價波動可能對我們的財務表現構成不利影響。本集團使用銅期貨合約減輕其部分所承受銅價波動的風險。期貨合約的市值是以綜合財務狀況表日期的市場報價為基準。本集團於2015年12月31日並無未平倉銅期貨合約(於2014年12月31日之未平倉銅期貨合約的名義合約價值：人民幣62,000,000元)。淨收益人民幣6,100,000元已於截至2015年12月31日止年度內確認(2014年：淨虧損人民幣1,200,000元)。

#### 匯率風險

本集團內大部分實體的功能貨幣為人民幣，大部分交易亦以人民幣結算。然而，我們須承受主要涉及以港元計值的現金及現金等值項目及關聯方貸款，以及以美元列值的可換股債券的貨幣風險。於2015年12月31日的現金及現金等值項目結餘包括存入香港銀行款項36,500,000港元及105,000美元(合共相當於約人民幣31,300,000元)。

於2015年12月31日，本集團所有銀行貸款及其他借款及融資租賃下責任均以人民幣列值，惟關聯方貸款以港元列值，本金額為100,000,000港元(相當於約人民幣83,800,000元)，而可換股債券則以美元列值，其本金總額為32,600,000美元(相當於約人民幣200,000,000元)。截至2015年12月31日止年度，本集團並無使用任何財務工具對沖外匯風險。截至2015年12月31日止年度，本公司就換算非中國實體財務報表產生匯兌差異，相當於人民幣13,300,000元，當中部分源於將可換股債券由美元換算為人民幣。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Significant investments held

Except for investments in subsidiaries and associates, the Group did not hold any significant investment in equity interest in any other company during the year ended 31 December 2015.

#### Material acquisitions and disposals of subsidiaries and affiliated companies

On 27 May 2015, the Company completed an acquisition of 30% interest in Baohe Fushan. The total consideration for the acquisition was approximately RMB135 million. Please refer to the announcement of the Company dated 22 April 2015 for further details.

On 12 November 2015, the Company completed an acquisition of 30% equity interest in Xinhuan Aluminium. The total consideration for the acquisition was approximately RMB1.5 million. Please refer to the announcement of the Company dated 5 August 2015 for further details.

On 31 December 2015, the Company entered into an equity transfer agreement to further acquire the 70% equity interest in Xinhuan Aluminium. The total consideration for the acquisition was approximately RMB3.1 million. Please refer to the announcement of the Company dated 31 December 2015 for further details.

During the year ended 31 December 2015, save as disclosed above, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

#### Capital expenditures

For the year ended 31 December 2015, our capital expenditures represent additions to property, plant and equipment (including construction in progress) and lease prepayments on lands of approximately RMB125.1 million for the year ended 31 December 2015 (2014: RMB184.0 million). The capital expenditures were partly paid out of the net proceeds from the listing ("Listing").

#### Capital commitments

As at 31 December 2015, the capital commitments in respect of the acquisition of property, plant and equipment and lease prepayments on lands contracted for but not provided in the consolidated financial statements amounted to RMB76.0 million (2014: RMB133.4 million). In addition, the Group had other capital commitment of approximately RMB3.1 million in respect of the acquisition of 70% equity interest in Xinhuan Aluminium. Please refer to the announcement of the Company dated 31 December 2015 for further details.

### 財務回顧(續)

#### 所持有重大投資

除於附屬公司及聯營公司的投資外，本集團於截至2015年12月31日止年度並無於任何其他公司股本權益中持有任何重大投資。

#### 重大收購及出售附屬公司及聯屬公司

於2015年5月27日，本公司完成收購保和富山的30%權益。收購的總代價約為人民幣135,000,000元。有關更多詳情，請參閱本公司日期為2015年4月22日之公佈。

於2015年11月12日，本公司完成收購鑫環鋁業的30%股本權益。收購事項之總代價為約人民幣1,500,000元。更多詳情請參閱本公司日期為2015年8月5日之公佈。

於2015年12月31日，本公司訂立一份股權轉讓協議，以增購鑫環鋁業的70%股本權益。收購事項之總代價為約人民幣3,100,000元。更多詳情請參閱本公司日期為2015年12月31日之公佈。

截至2015年12月31日止年度，除上文所披露者外，本集團並無有關附屬公司及聯屬公司的重大收購及出售。

#### 資本開支

截至2015年12月31日止年度，我們的資本開支是指物業、廠房及設備(包括在建工程)增加以及截至二零一五年十二月三十一日止年度土地的租賃預付款，有關金額大約為人民幣125,100,000元(2014年：人民幣184,000,000元)。資本開支部分以上市(「上市」)所得款項淨額支付。

#### 資本承擔

於2015年12月31日，就收購物業、廠房及設備及土地租賃預付款之已訂約但未於綜合財務報表撥備的資本承擔為人民幣76,000,000元(2014年：人民幣133,400,000元)。除此之外，本集團就有關收購鑫環鋁業的70%股本權益的其他資本承擔約為人民幣3,100,000元。更多詳情請參閱本公司日期為2015年12月31日之公佈。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Contingent liabilities

The Group had no material contingent liabilities as at 31 December 2015.

#### Use of proceeds from the listing

The Company was listed on the Main Board of the Stock Exchange on the Listing Date and issued 531,825,600 new shares (including issue of new shares upon the exercise of over-allotment option) at HK\$1.13 per share. The net proceeds from the Listing received by the Company were approximately RMB420.0 million (after taking into account of provisions for professional fees in relation to the Listing) as at 31 December 2015. These proceeds were intended to be applied in accordance with the business plan set out in the Prospectus. The business plan and schedule of use of proceeds disclosed in the Prospectus were based on the best estimate of future market conditions made by the Group at the time of preparing the Prospectus, while the proceeds were applied in accordance with the actual development of the market.

During the year ended 31 December 2014, a total of RMB297.6 million of the net proceeds from the Listing were applied for repaying loans from related parties, funding our planned capital expenditure in relation to additions to property, plant and equipment, land use rights, and research and development projects and repaying certain working capital loans.

During the year ended 31 December 2015, a total of RMB122.4 million of the net proceeds from the Listing were applied for funding our planned capital expenditure in relation to additions to property, plant and equipment, land use rights, and research and development projects.

Up to 31 December 2015, the net proceeds of the global offering had been fully used for the purposes described in the Prospectus.

#### Events after the Reporting Period

Save as disclosed in note 39 to the financial statements, there is no material subsequent event undertaken by the Company or by the Group after 31 December 2015 and up to the date of this annual report.

### 財務回顧(續)

#### 或然負債

於2015年12月31日，本集團並無任何重大或然負債。

#### 上市所得款項用途

本公司於上市日期在聯交所主板上市，並以每股1.13港元發行531,825,600股新股份(包括行使超額配股權時發行的新股份)。於2015年12月31日，本公司已收訖上市所得款項淨額約人民幣420,000,000元(扣除上市相關的專業費用後)。該等所得款項擬按照招股書所載業務計劃應用。招股書所披露業務計劃及所得款項使用時間表乃基於本集團在編製招股書時對未來市況的最佳估計作出，同時所得款項已根據市場的實際發展使用。

截至2014年12月31日止年度，上市所得款項淨額當中的人民幣297,600,000元已用作償還關聯方貸款、支付計劃中的資本開支如添置物業、廠房及設備、土地使用權以及研發項目，及償還若干營運資金貸款。

截至2015年12月31日止年度，上市所得款項淨額當中的人民幣122,400,000元已用作支付計劃中的資本開支如添置物業、廠房及設備、土地使用權以及研發項目。

截至2015年12月31日，全球發售所得款項淨額已經悉數用作招股書所述用途。

#### 報告期後事項

除刊載於財務報表附註39所披露外，本公司或本集團並無於2015年12月31日後至本年報日期為止進行任何重大的期後事項。

## DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

### EXECUTIVE DIRECTOR

**Mr. Yu Jianqiu (俞建秋)**, age 51, is the founder of the Group and the Chairman, Chief Executive Officer and an executive director of the Company. Mr. Yu is primarily responsible for the overall business and strategy of the Group. He also serves as a director in all of the subsidiaries of the Company except Fanmay Limited ("Fanmay") and China Recycling Aluminium Limited ("Recycling Aluminium"). Through his personal interests and holdings in Epoch Keen Limited ("Epoch Keen"), Mr. Yu is a major controlling shareholder of the Company. Mr. Yu has over 20 years of experience in corporate operations and management in the petrochemical, automobile and renewable energy sectors. He was the chairman and principal executive officer of Gushan Environmental Energy Limited ("Gushan"), a company whose American depositary shares were listed on the New York Stock Exchange from December 2007 to October 2012. Mr. Yu also founded a number of subsidiaries of the Gushan group between 1996 and 2008. Mr. Yu received his degree of Executive Master of Business Administration (EMBA) from Hautes Etudes Commerciales de Paris on 13 December, 2010. In 2002, he was elected as a member of the Fuzhou Committee of the 10th Chinese People's Political Consultative Committee and a member of the Santai County Committee of the 11th Chinese People's Political Consultative Committee. He was appointed as a director of the Company on 22 February 2013 and redesignated as an executive director on 16 August 2013.

### 執行董事

俞建秋先生，51歲，是本集團的創辦人，以及本公司主席、行政總裁兼執行董事。俞先生主要負責本集團的整體業務及策略。他亦擔任我們本公司所有附屬公司的董事，惟Fanmay Limited (「Fanmay」)及中國循環鋁業有限公司 (「循環鋁業」)除外。俞先生透過其個人權益及於時建有限公司 (「時建」)的股權而成為本公司的主要控股股東。俞先生於石油化工、汽車和可再生能源行業擁有逾20年的企業營運及管理經驗。他曾是古杉環境能源有限公司 (「古杉」)的主席兼首席行政總裁，該公司的美國預託股份由2007年12月至2012年10月於紐約證券交易所上市。俞先生於1996年至2008年間亦創辦古杉集團的若干附屬公司。俞先生於2010年12月13日獲巴黎高等商學院 (Hautes Etudes Commerciales de Paris) 頒授高級管理人員工商管理碩士學位。於2002年，他獲選為第10屆中國人民政治協商會議福州市委員會成員，以及第11屆中國人民政治協商會議三台縣委員會成員。他於2013年2月22日獲委任為本公司董事，並於2013年8月16日調任執行董事。

## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

#### EXECUTIVE DIRECTOR (Continued)

**Mr. Kwong Wai Sun, Wilson (鄺偉信)**, age 50, is an executive director of the Company. He is in charge of the corporate and strategic development of the Company. Mr. Kwong is also a director of our subsidiaries: Engen Investments Limited, Fanmay, True Excel Holdings Limited, Alpha Legend Holdings Limited, Alpha Business Investments Limited, Alpha Universe Group Limited and Recycling Aluminium, and a director of our associates companies: Deda Holdings Limited and Hongkong Fujian Investments Limited. Mr. Kwong was the president of Gushan. He is also an independent non-executive director of C.banner International Holdings Limited, the principal business of which is the manufacture and sale of branded fashion footwear, since 26 August 2011, China Outfitters Holdings Limited, the principal business of which is the design, manufacture, marketing and sale of apparel products and accessories in China with a focus on menswear, since 8 June 2011, and Shunfeng International Clean Energy Limited, the principal business of which is the manufacture and sale of solar wafers, solar cells, solar modules and related products as well as developing and operating solar power plants, since 16 July 2014, which are listed on the Stock Exchange since 23 September 2011, 9 December 2011 and 13 July 2011, respectively. Mr. Kwong has 12 years of experience in corporate finance and equity capital markets in Asia, having previously worked at a number of investment banks in Hong Kong. Prior to joining Gushan in 2006, he was the managing director of investment banking and he held the position as the head of Hong Kong and China equity capital markets at CLSA Equity Capital Markets Limited since March 2004. From 2002 to 2003, Mr. Kwong was a director and the head of equity capital markets for Cazenove Asia Limited, an investment bank. After graduating from University of Cambridge, England with a bachelor's degree in Arts in 1987, he qualified as a chartered accountant in the United Kingdom in 1991. Mr. Kwong is currently an associate member of the Institute of Chartered Accountant in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Chartered Secretaries. Mr. Kwong was appointed as an executive director of the Company on 16 August 2013.

#### 執行董事(續)

鄺偉信先生，50歲，是本公司的執行董事。他主管本公司企業及策略發展。鄺先生亦為本公司之附屬公司：恩金投資有限公司、Fanmay、京盛控股有限公司、盛際控股有限公司、得揚投資有限公司、勝誠集團有限公司及循環鋁業的董事以及本公司之聯營公司：德達控股有限公司及香港福艦投資有限公司的董事。鄺先生曾為古杉的總裁。他亦自2011年8月26日起為千百度國際控股有限公司(其主要業務是產銷品牌時尚鞋履)、2011年6月8日起為中國服飾控股有限公司(其主要業務是在中國設計、製造、營銷及銷售服裝產品及配飾，並以男士服飾為主)、2014年7月16日起為順風國際清潔能源有限公司(其主要業務是製造及銷售太陽能硅晶片、太陽能電池片、太陽能組件及相關產品，以及開發及經營太陽能發電站)的獨立非執行董事，該等公司分別自2011年9月23日、2011年12月9日及2011年7月13日起於聯交所上市。鄺先生於亞洲企業融資及股票資本市場擁有12年經驗，曾於香港多家投資銀行工作。於2006年加入古杉前，他於2004年3月起曾出任里昂證券資本市場有限公司投資銀行董事總經理，以及出任香港及中國股權資本市場主管。2002年至2003年，鄺先生為投資銀行嘉誠亞洲有限公司的董事及股票資本市場主管。他於1987年畢業於英國劍橋大學並獲頒授文學士學位後，於1991年在英國成為合資格的特許會計師。鄺先生現為英格蘭及威爾斯特許會計師協會、香港會計師公會及香港特許秘書公會會員。鄺先生於2013年8月16日獲委任為本公司執行董事。

## DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

### EXECUTIVE DIRECTOR (Continued)

**Mr. Huang Weiping (黃偉萍)**, age 55, is an executive director of the Company. Mr. Huang co-founded Xiangbei in 2010 and is currently a director and the general manager of Xiangbei, Jinxin, Tongxin, Baohe Xinshiji and Baohe Taiyue. Mr. Huang is in charge of the overall operation, production technology and engineering of the Group. Mr. Huang has more than 10 years of experience in the PRC metal material industry. Prior to the establishment of Xiangbei, Mr. Huang was a manager at Fujian Lingzhi Environmental Technology Co., Ltd. (福建凌志環保科技有限公司), the principal business of which is the design and construction of environmental projects, from 2009 to 2011, Fuzhou Kebi Chemical Materials Co., Limited (福州科比化工材料有限公司), the principal business of which is the manufacture and sale of synthetic wax, from 2006 to 2009 and Tricon Chemicals Inc., the principal business of which is the trade of chemicals and metal materials, from 2001 to 2005. He is a fellow member of the Investment Casting Institute and an executive member of China Precision Casting Branch Association of China Foundry Association (中國鑄造協會精密鑄造分會). Mr. Huang also serves as an executive member of the Chinese and Foreign Entrepreneurs' Club of Fujian Province (福建省中外企業家聯誼會) and the Association of Entrepreneurs of Private Companies of Fuzhou City (福州市私營企業家協會). Mr. Huang received his degree of Executive Master of Business Administration (EMBA) from Hautes Etudes Commerciales de Paris on 6 July 2015. Mr. Huang was appointed as an executive director of the Company on 16 August 2013.

**Ms. Zhu Yufen (朱玉芬)**, age 53, is an executive director of the Company. Ms. Zhu has over 20 years of experience in accounting and financial management. She is primarily responsible for the financial reporting and accounting affairs of the Company. Ms. Zhu is also the vice president in charge of the finance of Jinxin, since July 2009. Prior to joining Jinxin, she was a vice general manager and the head of finance department of Mianyang Santai Vise Co., Ltd. (綿陽三台縣台鉗有限公司), the principal business of which is the manufacture and sale of vises, from 1978 to 2009. Ms. Zhu was appointed as an executive director of the Company on 16 August 2013.

### 執行董事(續)

**黃偉萍先生**，55歲，是本公司的執行董事。黃先生於2010年共同創辦湘北，現為湘北、金鑫、銅鑫、保和新世紀及保和泰越的董事兼總經理。黃先生主管本集團的整體經營、生產技術及工程。黃先生於中國金屬材料行業擁有逾10年經驗。黃先生成立湘北前，於2009年至2011年間為福建凌志環保科技有限公司(其主要業務是環境項目的設計及建造)的經理，於2006年至2009年為福州科比化工材料有限公司(其主要業務是產銷合成蠟)的經理，以及於2001年至2005年為Tricon Chemicals Inc.(其主要業務是化學品及金屬材料貿易)的經理。他是精密鑄造協會的資深會員及中國鑄造協會精密鑄造分會的常務理事。黃先生亦是福建省中外企業家聯誼會及福州市私營企業家協會的常務理事。黃先生於2015年7月6日取得巴黎高商學院高層管理人員工商管理碩士學位。黃先生於2013年8月16日獲委任為本公司執行董事。

**朱玉芬女士**，53歲，是本公司的執行董事。朱女士於會計及財務管理方面擁有逾20年經驗。她主要負責本公司財務報告及會計事務。朱女士自2009年7月亦為金鑫的副總經理，主管財務。加入金鑫前，她自1978年至2009年曾為綿陽三台縣台鉗有限公司(其主要業務是產銷虎鉗)的副總經理及財務部主管。朱女士於2013年8月16日獲委任為本公司執行董事。

## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

#### EXECUTIVE DIRECTOR (Continued)

**Mr. Liu Hanjiu (劉漢玖)**, age 51, is an executive director of the Company. He co-founded Jinxin in February 2009 and currently serves as a director and the general manager of Jinxin and Tongxin. Mr. Liu is also a director of Mianyang Jin Xunhuan Metal Materials Co., Ltd. (綿陽金循環金屬材料有限公司) ("Jin Xunhuan"). Mr. Liu is primarily responsible for the overall operation of the Group. Mr. Liu has over 30 years of experience in the metal recycling sector in Mianyang City, Sichuan Province. In addition to Jinxin, he also founded Mianyang Changjiu Metal Processing Co., Ltd. (綿陽市長玖金屬加工有限公司), the principal business of which is the manufacture of copper granules, in 2003 and served as its general manager between 2003 and 2008. Between 2000 and 2003, Mr. Liu held the position as the general manager of Mianyang Longjiu Metal Recycling Co., Ltd. (綿陽市龍玖金屬回收有限公司), the principal business of which is the manufacture of copper granules, which was also established by him in 2000. Prior to establishing his own companies which specialized in scrap metal recycling and process, Mr. Liu was the factory chief of Mianyang Mianzhong Metal Processing and Smelting Factory (綿陽市綿中金屬加工冶煉廠), the principal business of which is the refining of copper slag, from 1990 to 2000 and Mianyang Fucheng District Jinfeng Smelting Factory (綿陽市涪城區金峰冶煉廠), the principal business of which is the refining of copper slag, from 1986 to 1990. Mr. Liu was a sole proprietor engaged in the recycling of waste and scrap materials between 1983 and 1986, after he had acquired the techniques for processing and smelting non-ferrous metal through his apprenticeship between 1979 and 1983. Mr. Liu currently serves as a people's representative to the People's Congress of Mianyang Nongke District Songya Town Committee. He was also elected as a people's representative to the People's Congress of Shitang Town, Fucheng District, Mianyang City in 2002 and 2005, respectively. Mr. Liu studied in middle school. Mr. Liu was appointed as an executive director of the Company on 16 August 2013. Mr. Liu resigned as an executive director of the Company on 30 November 2015 due to health reasons.

#### 執行董事(續)

劉漢玖先生，51歲，是本公司的執行董事。他於2009年2月共同創辦金鑫，現為金鑫及銅鑫的董事兼總經理。劉先生亦為綿陽金循環金屬材料有限公司(「金循環」)之董事。劉先生主要負責本集團的整體營運。劉先生於四川省綿陽市的金屬再生行業擁有逾30年經驗。除金鑫外，他於2003年亦創辦綿陽市長玖金屬加工有限公司(其主要業務是製造銅米)，並於2003年至2008年間擔任總經理。於2000年至2003年間，劉先生出任綿陽市龍玖金屬回收有限公司(其主要業務是製造銅米，亦由他於2000年成立)的總經理。劉先生在設立其若干專門回收及加工廢金屬的公司前，於1990年至2000年任職綿陽市綿中金屬加工冶煉廠(其主要業務是精煉銅渣)的廠長，以及於1986年至1990年任職綿陽市涪城區金峰冶煉廠(其主要業務是精煉銅渣)的廠長。劉先生於1979年至1983年間當學徒期間掌握了加工及冶煉有色金屬的技術後，於1983年至1986年間獨資經營廢碎材料回收。劉先生現為綿陽農科區松坡鎮委人大代表。他亦分別於2002年及2005年獲選為綿陽市涪城區石塘鎮人大代表。劉先生曾在中學就讀。劉先生於2013年8月16日獲委任為本公司執行董事。劉先生於2015年11月30日因健康理由辭任本公司執行董事。

## DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Mr. Lee Ting Bun Denny (李廷斌)**, age 48, is an independent non-executive director of the Company. He was an independent director of Gushan. He was the chief financial officer of NetEase.com, Inc., one of the China's leading internet and online game service providers from 2002 to 2007. Prior to joining NetEase.com, Inc., Mr. Lee worked in the Hong Kong office of KPMG for more than ten years specializing in auditing international clients. Mr. Lee currently serves as a director on the board of NetEase.com, Inc., which is listed on the NASDAQ Global Select Market. He also serves as an independent non-executive director of New Oriental Education & Technology Group Inc., the provider of private educational services in China, and Concord Medical Services Holdings Ltd., the principal business of which is the operation of a network of radiotherapy and diagnostic imaging centers in China, both of which are listed on the New York Stock Exchange. Mr. Lee was also an independent non-executive director and the chairman of the audit committee of Qunar Cayman Islands Limited, a Chinese search-based online travel company, which is listed on NASDAQ Global Market, between June 2012 and January 2016. Mr. Lee graduated from Hong Kong Polytechnic University and was awarded the Professional Diploma in Accounting in November 1990. He is a fellow of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Lee was appointed as an independent non-executive director of the Company on 16 August 2013.

### 獨立非執行董事

**李廷斌先生**，48歲，是本公司的獨立非執行董事。他曾為古杉的獨立董事。他自2002年至2007年曾為網易公司的財務總監，該公司是中國數一數二的互聯網及在線遊戲服務提供者。加入網易前，李先生於畢馬威會計師事務所的香港辦事處工作逾十年，專門為國際客戶進行審計。李先生現為網易公司（於納斯達克全球精選市場上市）董事會的董事。他亦是新東方教育科技集團（中國的私人教育服務提供商）及泰和誠醫療集團有限公司（其主要業務是在中國經營放射治療和影像診斷中心）的獨立非執行董事，兩家公司均於紐約證券交易所上市。於2012年6月至2016年1月間，李先生亦是Qunar Cayman Islands Limited（一家以搜尋為基礎的中國網上旅遊公司，於納斯達克全球市場上市）的獨立非執行董事及審核委員會主席。李先生於1990年11月於香港理工大學畢業，獲頒會計專業文憑。他是特許公認會計師公會資深會員及香港會計師公會會員。李先生於2013年8月16日獲委任為本公司獨立非執行董事。



# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層

### INDEPENDENT NON-EXECUTIVE DIRECTOR

(Continued)

**Mr. Pan Liansheng (潘連勝)**, age 51, is an independent non-executive director of the Company. Mr. Pan is engaged in non-ferrous metal and carbon fiber composite materials research and possesses rich knowledge on the non-ferrous metal industry. Mr. Pan also worked for the Third Research Institute of the then Ministry of Astronautics of the PRC (中國航太工業部第三研究院), which is involved in the research of aerospace metals and carbon fibre composite materials, between 1990 and 1993, focusing on research relating to non-ferrous metal and carbon fiber composite materials. From 1993 to 1994, Mr. Pan was seconded to Sanwa Machinery Trading Co., Ltd., the principal business of which is the design and manufacture of electrical machinery. From 1996 to 1998, Mr. Pan worked as an assistant professor at Waseda University. From 1998 to 2008, Mr. Pan worked as a chief researcher in the research and development center of Toshiba Ceramics Co., Ltd. (東芝陶瓷株式會社), the principal business of which is the research and production of high-end electronic ceramic and silicon semi-conductors. From 2008 to April 2013, Mr. Pan worked as the general manager at Toshiba Ceramics Co., Ltd. Currently, Mr. Pan is the Chairman of Thinkon Semiconductor Technology (Shanghai) Corporation (矽康半導體科技(上海)有限公司), the principal business of which is the supply of semiconductor material technology, a position which he has held since April 2013. Mr. Pan graduated with a bachelor's degree from Beijing University of Aeronautics and Astronautics where he focused on research relating to non-ferrous metal and carbon fiber reinforced composite in 1985. He further obtained his doctorate degree from Waseda University in 1998. Mr. Pan was appointed as an independent non-executive director of the Company on 16 August 2013.

**Ms. Ren Ruxian (任汝嫻)**, age 40, is an independent non-executive director of the Company. Ms. Ren is currently the senior finance director of Letv Holding Limited, an internet company based in Beijing China. Ms. Ren has over 15 years working experience in finance management and financial reporting, including in 2 international audit professional firms and in the internet industry, during which she acted as the acting chief financial officer of Changyou.com Limited, a NASDAQ listed company, in 2014. Ms. Ren was awarded a Master in Economics and Bachelor in Economics from the Finance School of Renmin University in 2001 and 1998, respectively. Ms. Ren is currently a member of each of The Chinese Institute of Certified Public Accountants and The Institute of Certified Management Accountants. Ms. Ren was appointed as an independent non-executive director of the Company on 30 November 2015.

### 獨立非執行董事(續)

**潘連勝先生**，51歲，是本公司的獨立非執行董事。潘先生從事有色金屬和碳纖維複合材料的研發，對有色金屬行業擁有豐富知識。潘先生亦於1990年至1993年間任職中國航太工業部第三研究院(其涉及航天金屬和碳纖維複合材料的研發)，專注有色金屬和碳纖維複合材料的相關研究。於1993年至1994年，潘先生派赴到日本三和工機株式會社(其主要業務是設計及製造電動機械)。於1996年至1998年，潘先生為早稻田大學的助理教授。於1998年至2008年，潘先生任職東芝陶瓷株式會社(其主要業務是研究及生產高端電子陶瓷和矽半導體)的首席研究員。於2008年至2013年4月，潘先生任職東芝陶瓷研究所的總經理。目前，潘先生是矽康半導體科技(上海)有限公司(其主要業務是供應半導體材料技術)的主席，他自2013年4月起一直擔任此職位。潘先生於1985年在北京航空航天大學本科畢業，期間他專注於有色金屬和碳纖維強化複合物的相關研究。他於1998年再取得早稻田大學的博士學位。潘先生於2013年8月16日獲委任為本公司獨立非執行董事。

**任汝嫻女士**，40歲，是本公司的獨立非執行董事。任女士現任樂視集團控股有限公司(一所設在中國北京的網絡公司)的高級財務總監。任女士累積15年豐富的財務專業經驗，其中包括於2家國際專業會計師事務所，及在互聯網公司的財務管理經驗，包括在2014年出任暢遊有限公司(一所在納斯達克上市的公司)的代理首席財務官。任女士分別於2001年及1998年獲中國人民大學財政金融學院經濟學碩士和經濟學學士學位。任女士是中國註冊會計師協會和美國註冊管理會計師的會員。任女士於2015年11月30日獲委任為本公司之獨立非執行董事。

## DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

### INDEPENDENT NON-EXECUTIVE DIRECTOR

*(Continued)*

**Ms. Liu Rong (劉蓉)**, age 51, is an independent non-executive director of the Company. Ms. Liu is currently dean of the School of Public Finance and Taxation of Southwest University of Finance and Economics in China, a position she has held since 2008. Ms. Liu devoted almost her entire 25-year career to the teaching and research on taxation and fiscal science at the School of Public Finance and Taxation of Southwest University of Finance and Economics. Ms. Liu has authored or co-authored more than 10 taxation textbooks and has published a number of articles and thesis regarding taxation policy and taxation system on various nation-wide journals and publications such as *Economic Perspective* (《經濟學動態》) and *Public Finance Research* (《財政研究》). Her academic achievement has won her the Outstanding Research Achievement Award (Band II) handed down by the State Administration of Taxation of the PRC and the Chinese Tax Institute (國家稅務總局、中國稅務學會優秀科研成果二等獎) in 2003. In recognition of her contribution, she was also selected as an academic and technical leader (reserve candidate) of Sichuan Province (四川省學術技術帶頭人後備人選) in 2004. She has also received the accolade as a Famous Teacher of Sichuan Province (四川省教學名師) and as an Expert With Extraordinary Contribution of Sichuan Province (四川省有突出貢獻專家). Ms. Liu is currently a chartered PRC tax accountant and a fellow member of the China Public Finance Society (中國財政學會), the Chinese Tax Institute (中國稅務學會) and Sichuan Association of Chartered Tax Accountants (四川註冊稅務師協會). She also serves as vice president of the International Taxation Association of Sichuan Province (四川省國際稅收協會) and the International Taxation Institute of Chengdu City (成都市國際稅收學會). Ms. Liu obtained her doctorate degree in fiscal science from Southwest University of Finance and Economics in 1999. Ms. Liu was appointed as an independent non-executive director of the Company on 16 August, 2013. Ms. Liu resigned as an independent non-executive director of the Company on 30 November 2015 in order to devote more time on her work at the Southwest University of Finance and Economics in China.

### 獨立非執行董事(續)

劉蓉女士，51歲，是本公司的獨立非執行董事。劉女士自2008年至今為中國西南財經大學財稅學院院長，奉獻將近25年於西南財經大學財稅學院的教學和稅收和財政學研究。劉女士著作或合著超過10本稅務的教科書，並於若干全國性期刊及出版物如《經濟學動態》和《財政研究》發表多份關於稅務政策和稅制的文章和論文。她的學術成就使她於2003年獲得國家稅務總局、中國稅務學會優秀科研成果二等獎。為表揚其貢獻，她於2004年亦獲選為四川省學術技術帶頭人後備人選。她亦獲得四川省教學名師及四川省有突出貢獻專家的榮譽。劉女士現為中國特許稅務會計師，並為中國財政學會、中國稅務學會及四川註冊稅務師協會的理事。她亦是四川省國際稅收協會及成都市國際稅收學會的副會長。劉女士於1999年取得西南財經大學財政學的博士學位。劉女士於2013年8月16日獲委任為本公司獨立非執行董事。劉女士於2015年11月30日辭任本公司獨立非執行董事，以投放更多時間於中國西南財經大學的工作。

# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層

### CHANGE IN DIRECTORS' BIOGRAPHIES

Pursuant to Rule 13.51B of the Listing Rules, the Company set out the changes in information about Directors during the year 2015.

1. Mr. Kwong Wai Sun Wilson is also a director of our associates companies: Deda Holdings Limited and Hongkong Fujian Investments Limited.
2. Mr. Huang Weiping received his degree of Executive Master of Business Administration (EMBA) from Hautes Etudes Commerciales de Paris on 6 July 2015.
3. Mr. Lee Ting Bun resigned as an independent non-executive director and the chairman of the audit committee of Qunar Cayman Islands Limited on 4 January 2016.
4. Mr. Liu Hanjiu has tendered his resignation as an executive director of the Company with effect from 30 November 2015 due to health reasons. Mr. Liu has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.
5. Ms. Liu Rong has tendered her resignation as an independent non-executive director, the chairman of the Nomination Committee and a member of each of the Audit and Corporate Governance Committee and the Remuneration Committee with effect from 30 November 2015 in order to devote more time on her work at the Southwest University of Finance and Economics in China. Ms. Liu confirmed that she has no disagreement with the Board and there are no other matters with respect to her resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

### 董事履歷之變更

根據上市規則第13.51B條，本公司載列2015年內之董事資料變動。

1. 鄺偉信先生亦為本公司之聯營公司：德達控股有限公司及香港福艦投資有限公司之董事。
2. 黃偉萍先生於2015年7月6日獲巴黎高等商學院高層管理人員工商管理碩士學位。
3. 李廷斌先生於2016年1月4日辭任Qunar Cayman Islands Limited之獨立非執行董事及審核委員會主席職務。
4. 劉漢玖先生因健康理由辭任本公司執行董事一職，自2015年11月30日起生效。劉先生確認與董事會之間並無意見分歧，亦無有關其辭任須知會本公司股東或聯交所之事宜。
5. 劉蓉女士為投入更多的時間和精力在西南財經大學的本職工作上，而辭任獨立非執行董事，提名委員會主席以及審核及企業管治委員會及薪酬委員會各自之成員，自二零一五年十一月三十日起生效。劉女士確認彼與董事會並無任何意見分歧，且彼並不知悉任何有關彼辭任之事宜須敦請本公司股東或聯交所垂注。

# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層

### SENIOR MANAGEMENT

**Mr. Chan Ngai Chi (陳毅馳)**, age 44, is the Chief Financial Officer of our Company since September 2013. Mr. Chan is responsible for our financial management. Mr. Chan has over 20 years of experience in financial management, compliance and auditing. Since August 2007, Mr. Chan was the principal financial officer and principal accounting officer of Gushan. Prior to joining Gushan, Mr. Chan worked in the audit division of PricewaterhouseCoopers Hong Kong from 1994 to 1999. He also served as financial controller and company secretary of Tong Ren Tang Technologies Co. Ltd., a company in the production and distribution of Chinese medicine, from 2004 to 2007 and TopSearch International (Holdings) Limited, a manufacturer of printed circuit boards, from 2000 to 2003, both of which are companies listed on the Main Board of the Stock Exchange since 9 July 2010 and 21 June 2002, respectively. He has served as an independent non-executive director of Beijing Tong Ren Tang Chinese Medicine Company Limited, a company in the retail and wholesale of China medicine products, since 15 April 2013, which is listed on the Growth Enterprise Market of the Stock Exchange since 7 May 2013. Mr. Chan graduated from The Hong Kong University of Science and Technologies with a bachelor's degree in business administration in 1994 and The Chinese University of Hong Kong with a master's degree in economics in 2003. Mr. Chan is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

### 高級管理層

陳毅馳先生，44歲，由2013年9月起擔任本公司的首席財務執行官。陳先生負責財務管理。陳先生於財務管理、合規和審計方面擁有逾20年經驗。自2007年8月起，陳先生是古杉的首席財務主任和首席會計主任。加入古杉前，陳先生於1994年至1999年任職於香港羅兵咸永道會計師事務所審計部。他亦自2004年至2007年擔任北京同仁堂科技發展股份有限公司（一家中成藥生產及分銷公司）的財務主管及公司秘書，以及自2000年至2003年擔任至卓國際（控股）有限公司（一家印刷電路板製造商）的財務總監及公司秘書，該兩家公司分別自2010年7月9日及2002年6月21日起於聯交所主板上市。他自2013年4月15日起為北京同仁堂國藥有限公司（一家中成藥產品零售及批發公司）的獨立非執行董事，該公司自2013年5月7日起於聯交所創業板上市。陳先生於1994年畢業於香港科技大學並獲授工商管理學士學位，並於2003年獲授香港中文大學的經濟碩士學位。陳先生是香港會計師公會和特許公認會計師公會的資深會員。

## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

#### SENIOR MANAGEMENT (Continued)

**Mr. Chen Wei (陳偉)**, age 36, is the Vice General Manager of our Company and a director of Tongxin, Jinxin, Xiangbei, Baohe Xinshiji, Baohe Taiyue and Jin Xunhuan, Xinhuan Aluminium and Shanghai Bujiang Metal Material Limited and the General Manager of Shanghai Epoch Keen Metal Trading Limited. Mr. Chen is in charge of business risk management. Mr. Chen has over 10 years of management experience in automobile, renewable energy and environmental protection sectors. Mr. Chen joined Gushan in 2008 and served as assistant to the chairman of the board and head of the group office from 2009 to 2012. Since January 2013, he has been the vice president of Gushan. Prior to joining Gushan in 2008, Mr. Chen worked for Handan Gushan Bio-sources Energy Co. Ltd., the principal business of which is the production and sale of bio-diesel products in China, as assistant to general manager from 2005 to 2008 and as acting general manager from 2008 to 2009. Between 2002 and 2005, he was a sales executive at Fuzhou CTE Co., Ltd (福州中端電器有限公司), the principal business of which is the production and sale of wire and harness and electronic parts of vehicles in China. Mr. Chen graduated with a bachelor's degree in management from Zhengzhou Institute of Technology (currently known as Henan University of Technology) in June 2002. He further obtained the qualification of assistant economist from the Fuzhou City Human Resources Bureau (福州市人事局) in January 2009.

**Ms. Luo Guidi (羅桂娣)**, age 41, is the controller of our Company. She is mainly responsible for financial risk management. She has also been appointed as the risk management officer of Company and is responsible for overseeing the Group's compliance with bank loan covenants. Ms. Luo has over 15 years of experience in accounting and internal audit. Since January 2013, Ms. Luo was the manager of the audit department of Gushan from 2008 to 2012 and has been a director of the risk management unit at Gushan. Prior to joining Gushan in 2008, she worked as an audit manager at Fujian Jianyou Certified Public Accountants Limited (福建建友會計師事務所有限公司) from 2007 to 2008. Ms. Luo was an audit assistant and audit project manager at Fujian Lixin Mindu Certified Public Accountants Limited (福建立信閩都會計師事務所有限公司) from 2003 to 2007. From 1997 to 2002, she worked as a cashier and accountant at Fuzhou Yaolong Chemical Group Co., Ltd (福州耀隆化工集團公司), a manufacture of chemicals. Ms. Luo obtained an undergraduate qualification in accounting from Fuzhou University through self-study in June 2009. Ms. Luo is a member of the Chinese Institute of Certified Public Accountants and China Institute of Internal Audit. She is also qualified as a land valuer and a Registered Real Estate Appraiser in the PRC.

#### 高級管理層(續)

**陳偉先生**，36歲，是本公司的副總經理同時也是銅鑫、金鑫、湘北、保和新世紀、保和泰越以及金循環、鑫環鋁業及上海步江金屬材料有限公司的董事以及上海時建金屬銷售有限公司之總經理。陳先生主營業務風險管理。陳先生於汽車、再生能源及環保行業擁有逾10年管理經驗。陳先生於2008年加入古杉，於2009年至2012年間擔任董事會主席助理及集團辦公室主任。他自2013年1月起為古杉的副總裁。於2008年加入古杉前，陳先生於2005年至2008年間任職邯鄲古杉生物能源有限公司(Handan Gushan Bio-sources Energy Co. Ltd.) (其主要業務是在中國產銷生物柴油產品)的總經理助理，並於2008年至2009年為代理總經理。在2002年至2005年間，他是福州中端電器有限公司(其主要業務是在中國產銷汽車電線和束線及電子部件)的銷售主任。陳先生於2002年6月在鄭州工程學院(現為河南工業大學)畢業，獲授管理學士學位。他於2009年1月再取得福州市人事局的助理經濟師資格。

**羅桂娣女士**，41歲，是本公司的總監。她主要負責財務風險管理。她亦獲委任為本公司的風險管理人員，負責監察本集團遵守銀行貸款契諾的情況。羅女士於會計及內部審計方面擁有逾15年經驗。羅女士曾於2008年至2012年期間擔任古杉審計部經理及自2013年1月起一直擔任古杉風險管理控制中心總監。於2008年加入古杉前，她於2007年至2008年擔任福建建友會計師事務所有限公司的審計經理。羅女士自2003年至2007年是福建立信閩都會計師事務所有限公司的審計助理及審計項目經理。於1997年至2002年間，她任職福州耀隆化工集團公司(一家化學品製造商)的出納員和會計師。羅女士於2009年6月透過自學取得福州大學的會計學士學歷。羅女士是中國註冊會計師協會和中國內部審計協會的會員。她亦是中國合資格的土地估價師和註冊房地產估價師。

## DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

### SENIOR MANAGEMENT (Continued)

**Mr. Fan Dunxian (范敦現)**, age 47, is the general manager of Baohe Taiyue, a subsidiary of our Company since November 2011. Mr. Fan is responsible for formulating, overseeing and executing the day-to-day management of the operation of Baohe Taiyue. Mr. Fan has over 5 years of experience in the cable industry. He currently serves as a director, the general manager and the legal representative of Baohe Taiyue. Mr. Fan was a founder of Guangzhou Taiyue, the principal business of which is the manufacture and sales of communication cables in China, and has been a director and the general manager of Guangzhou Taiyue since its establishment in 2007. Mr. Fan completed his junior college education with Fujian Agriculture University (currently known as Fujian Agriculture and Forestry University) in July 1996, majoring in phytomedicine and medical science.

**Mr. Zhang Huayi (張華義)**, age 41, is the vice manager of Xiangbei since 2011. Mr. Zhang is responsible for daily operation of Xiangbei. Mr. Zhang has over 20 years of experience in the logistics management and copper products manufacturing industries. Prior to joining Xiangbei, he worked as a general manager at Fuqing Nan Feng Logistics (Hunan) Company(福清南風物流(湖南)公司).

**Ms. Cai Jin, (蔡金)**, age 38, is the assistant to Chairman of the Company since September 2013. Ms. Cai is mainly responsible for the daily administrative management. Ms. Cai has over 15 years of experience in administrative management. Ms. Cai joined Gushan in 2001 and served as assistant to the Chairman of the board from 2001 to 2012. Ms. Cai graduated with a bachelor's degree in foreign language from University of Fuzhou in July 2001.

### 高級管理層(續)

范敦現先生，47歲，由2011年11月起擔任本公司附屬公司保和泰越的總經理。范先生負責制定、監督和執行保和泰越營運的日常管理。范先生於電纜行業擁有逾5年經驗。他現為保和泰越的董事、總經理及法定代表。范先生是廣州泰越(其主要業務是在中國產銷通信電纜)的創辦人，並且自2007年成立以來一直是廣州泰越的董事及總經理。范先生於1996年7月完成福建農業大學(現稱福建農林大學)的大專教育，主修植物藥學及醫學。

張華義先生，41歲，自2011年起為湘北的副經理。張先生負責湘北的日常營運。張先生於物流管理及銅產品製造行業擁有逾20年經驗。加入湘北之前，張先生曾出任福清南風物流(湖南)公司之總經理。

蔡金女士，38歲，自2013年9月起為本公司之主席助理。蔡女士主要負責日常行政管理。蔡女士於行政管理方面擁有逾15年經驗。蔡女士於2011年加入古杉並於2001年至2012年擔任董事會主席助理。蔡女士於2001年7月畢業於福州大學，持有外國語專業學士學位。

## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

#### COMPANY SECRETARY

**Mr. Cheung Ying Kwan**, age 56, is the company secretary of the Company. Mr. Cheung has over 21 years of experience in financial management. Mr. Cheung was the financial controller of Gushan since March 2006. Mr. Cheung also served from April 2001 to March 2006 as the qualified accountant and company secretary of Goldigit Atomtech Holdings Limited (currently known as Jinchuan Group International Resources Co. Ltd), a developer and producer of pesticides in China which is listed on the Stock Exchange since 23 October 2003. Mr. Cheung was an independent non-executive director of Auto Italia Holdings Limited, a company which has been listed on the Stock Exchange since 16 July 1991 and whose principal business is the import, marketing, distribution and after-sales services of high quality, branded products in Asia including cars, electronic appliances, fashion apparels and accessories, from November 2005 to May 2013, and has been an independent non-executive director of Tian Shan Development (Holding) Limited, a property developer in China, since 16 June 2010, Beijing Chunlizhengda Medical Instruments Co., Ltd., the principal business of which is the research and development, production and sales of implantable orthopedic medical devices, since 11 March 2015, Gold-Finance Holdings Limited (金誠控股有限公司, formerly known as Nga Chun Holdings Company Limited (雅駿控股有限公司), the principal business of which is the provision of building services in Hong Kong as a subcontractor, since 3 February 2016, which are listed on the Main Board of the Stock Exchange since 15 July 2010, 11 March 2015 and 16 October 2014. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheung obtained a diploma in fabric manufacturing from the Hong Kong Polytechnic in 1981. He was appointed as the company secretary on 8 March 2013.

#### 公司秘書

張應坤先生，56歲，是本公司的公司秘書。張先生於財務管理擁有逾21年經驗。張先生自2006年3月起擔任古杉的財務主管。張先生於2001年4月至2006年3月期間亦擔任金澤超分子科技控股有限公司(現稱金川集團國際資源有限公司，是中國的農藥開發商及生產商，自2003年10月23日起於聯交所上市)的合資格會計師及公司秘書。張先生曾於2005年11月至2013年5月為意達利股有限公司(自1991年7月16日起於聯交所上市的公司，其主要業務是在亞洲進口、營銷分銷優質品牌產品並提供售後服務，包括汽車、電器、時裝及配飾)的獨立非執行董事，以及自2010年6月16日起為天山發展(控股)有限公司(中國一家物業發展商)，及自2015年3月11日起為北京市春立正達醫療器械股份有限公司(其主要業務為研發、生產及銷售植入性骨科醫療器械)、及自2016年2月3日起為金誠控股有限公司(前稱雅駿控股有限公司，其主要業務乃作為承包商於香港提供建築服務)的獨立非執行董事，三間公司分別自2010年7月15日、2015年3月11日及2014年10月16日起於聯交所主板上市。他是特許公認會計師會的資深會員和香港會計師公會的會員。張先生於1981年取得香港理工學院的紡織物生產文憑。他於2013年3月8日獲委任為我們的公司秘書。

# REPORT OF THE DIRECTORS

## 董事會報告

The Board is pleased to present the audited consolidated results of the Company and the Group for the year ended 31 December 2015. Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principle risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the Management Discussion and Analysis section. The discussions forms part of this directors' report.

### PRINCIPAL ACTIVITIES

The Group is a manufacturer of recycled copper products, also known as copper semis, in Southwest China. Beginning in 2013, the Group started to sell a range of communication cables and power transmission and distribution cables using copper wire rods produced by the Group as the principal raw material. Beginning in 2015, the Group also extended its product range to aluminium products.

### DIRECTORS

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

Executive Directors	Appointed on
Mr. Yu Jianqiu ( <i>Chairman and chief executive officer</i> )	22 February 2013 and redesignated as an executive director on 16 August 2013 and reelected on 6 June 2014
Mr. Liu Hanjiu	16 August 2013, reelected on 6 June 2014 and resigned on 30 November 2015
Mr. Kwong Wai Sun Wilson	16 August 2013 and reelected on 6 June 2014
Mr. Huang Weiping	16 August 2013 and reelected on 9 June 2015
Ms. Zhu Yufen	16 August 2013 and reelected on 9 June 2015

### Independent Non-executive Directors

Mr. Pan Liansheng	16 August 2013 and reelected on 9 June 2015
Mr. Lee Ting Bun Denny	16 August 2013
Ms. Liu Rong	16 August 2013 and resigned on 30 November 2015
Ms. Ren Ruxian	30 November 2015

董事會欣然提呈本公司及本集團截至2015年12月31日止年度的經審核綜合業績。香港公司條例附表5規定對該等活動之進一步討論及分析，包括本集團面對之主要風險及不確定性之說明及本集團業務之可能未來發展之反映，載於管理層討論及分析一節。該等討論構成董事會報告一部分。

### 主要業務

本集團是中國西南部再生銅產品（亦稱為銅半製成品）製造商。自2013年起，本集團開始銷售多種以本集團自製的銅線材為主要原材料的通信電纜和送配電纜。自2015年起，本集團亦擴展產品範圍至鋁製品。

### 董事

於本年度及截至本年報日期，本公司董事如下：

執行董事	獲委任日期
俞建秋先生 ( <i>主席兼行政總裁</i> )	2013年2月22日及於2013年8月16日調任為執行董事及於2014年6月6日重選
劉漢玖先生	2013年8月16日、於2014年6月6日重選及於2015年11月30日辭任
鄭偉信先生	2013年8月16日及於2014年6月6日重選
黃偉萍先生	2013年8月16日及於2015年6月9日重選
朱玉芬女士	2013年8月16日及於2015年6月9日重選

### 獨立非執行董事

潘連勝先生	2013年8月16日及於2015年6月9日重選
李廷斌先生	2013年8月16日
劉蓉女士	2013年8月16日及於2015年11月30日辭任
任汝嫻女士	2015年11月30日



# REPORT OF THE DIRECTORS

## 董事會報告

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

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

### CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

### DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in notes 17, 24, 34 and 36 respectively to the financial statements and in this annual report, no director had a material interest in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

### DIRECTORS' SERVICE CONTRACTS

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

### CHANGES IN DIRECTORS AND SENIOR MANAGEMENT

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

### 董事及高級管理層履歷

本集團董事及高級管理層履歷詳情載於本年報「董事及高級管理層」一節。

### 獨立非執行董事的獨立性確認書

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

### 董事於合約的權益

除於財務報表附註17、24、34及36及本年報所分別披露者外，概無董事在本公司或其任何附屬公司於本年度訂立並對本集團業務有重大影響的任何交易、安排或合約中，擁有重大權益。

### 董事服務合約

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

### 董事及高級管理層變動

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

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

As at 31 December 2015, the interests and short positions of the directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were (i) recorded in the register required to be kept under section 352 of the SFO, or (ii) otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code") were as follows:

#### (1) Long position in the shares of the Company

### 董事及主要行政人員於本公司及其相聯法團的股份及相關股份的權益及淡倉

於2015年12月31日，本公司董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券擁有(i)根據證券及期貨條例第352條規定須予備存的登記冊所載，或(ii)根據上市規則附錄10所載關於上市發行人董事進行證券交易的標準守則（「標準守則」）須通知本公司及聯交所的權益及淡倉如下：

#### (1) 於本公司股份的好倉

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 所持股份數目	Approximate percentage of shareholding 概約持股百分比
Mr. Yu Jianqiu 俞建秋先生	Directly held interest 直接持有之權益	6,204,000	0.29%
	Interest in a controlled corporation <sup>(2)</sup> 受控制法團權益 <sup>(2)</sup>	993,570,400	47.20%
Mr. Huang Weiping 黃偉萍先生	Interest in controlled corporations <sup>(3)</sup> 受控制法團權益 <sup>(3)</sup>	413,522,200	19.64%
Mr. Kwong Wai Sun Wilson 鄺偉信先生	Beneficial owner 實益擁有人	4,772,600	0.23%

Notes:

- (1) The percentage represents the number of ordinary shares divided by the number of the Company's issued shares as at 31 December 2015.
- (2) The shares were held by Epoch Keen, a company wholly-owned by Mr. Yu Jianqiu.
- (3) 102,963,000 shares were held by Gold Wide Enterprises Limited, 167,952,400 shares were held by First Harvest Global Limited, 103,205,200 shares were held by Silver Harvest Holdings Limited and 39,401,600 shares were held by Ocean Through Limited. All these companies are wholly-owned by Mr. Huang Weiping.

附註：

- (1) 百分比代表普通股數目除以本公司於2015年12月31日已發行股份的數目。
- (2) 該等股份由時建持有，該公司由俞建秋先生全資擁有。
- (3) 102,963,000股股份由金博企業有限公司持有，167,952,400股股份由肇豐環球有限公司、103,205,200股股份由豐銀控股有限公司持有及39,401,600股股份由洋達有限公司持有。所有該等公司均由黃偉萍先生全資擁有。

# REPORT OF THE DIRECTORS

## 董事會報告

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

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

董事及主要行政人員於本公司及其相聯法團的股份及相關股份的權益及淡倉(續)

#### (2) 於本公司相關股份的好倉

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 所持股份數目	Approximate percentage of shareholding <sup>(1)</sup> 概約持股百分比 <sup>(1)</sup>
Mr. Huang Weiping 黃偉萍先生	Beneficial owner <sup>(4)</sup> 實益擁有人 <sup>(4)</sup>	2,000,000	0.10%
Ms. Zhu Yufen 朱玉芬女士	Beneficial owner <sup>(5)</sup> 實益擁有人 <sup>(5)</sup>	10,000,000	0.48%
Mr. Kwong Wai Sun Wilson 鄺偉信先生	Beneficial owner <sup>(6)</sup> 實益擁有人 <sup>(6)</sup>	5,000,000	0.24%
Mr. Pan Liansheng 潘連勝先生	Beneficial owner <sup>(7)</sup> 實益擁有人 <sup>(7)</sup>	1,000,000	0.05%
Mr. Lee Ting Bun Denny 李廷斌先生	Beneficial owner <sup>(8)</sup> 實益擁有人 <sup>(8)</sup>	1,000,000	0.05%

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

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

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

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

(6) These equity derivatives were share options granted to Mr. Kwong Wai Sun Wilson under the Share Option Scheme of the Company on 7 May 2015. Please see the section headed "Share Option Scheme" for further details.

(6) 該等股本衍生工具為根據本公司於2015年5月7日之購股權計劃授予鄺偉信先生之購股權。更多詳情請參見「購股權計劃」一節。

(7) These equity derivatives were share options granted to Mr. Pan Liansheng under the Share Option Scheme of the Company on 7 May 2015. Please see the section headed "Share Option Scheme" for further details.

(7) 該等股本衍生工具為根據本公司於2015年5月7日之購股權計劃授予潘連勝先生之購股權。更多詳情請參見「購股權計劃」一節。

(8) These equity derivatives were share options granted to Mr. Lee Ting Bun Denny under the Share Option Scheme of the Company on 7 May 2015. Please see the section headed "Share Option Scheme" for further details.

(8) 該等股本衍生工具為根據本公司於2015年5月7日之購股權計劃授予李廷斌先生之購股權。更多詳情請參見「購股權計劃」一節。

Save as disclosed above, as at 31 December 2015, so far as is known to any director or the chief executive of the Company, none of the directors or the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were (i) recorded in the register required to be kept under section 352 of the SFO, or (ii) otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於2015年12月31日，就本公司董事或主要行政人員所知，本公司董事或最高行政人員概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券中擁有(i)根據證券及期貨條例第352條規定須予備存的登記冊所載，或(ii)根據標準守則所載之規定須知會本公司及聯交所的權益或淡倉。

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Saved as otherwise disclosed in this annual report, no rights to acquire benefits by means of the acquisition of shares in or debentures of the Company were granted to any director or their respective spouse or children under 18 years of age, nor were any such rights exercised by them, nor was the Company or any of its subsidiaries a party to any arrangement to enable the directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate during the year ended 31 December 2015.

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

As at 31 December 2015, the following persons (not being a director or chief executive of the Company) had 5% or more interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

#### Long position in the shares of the Company

Name	Note	Capacity in which interests are held	Number of shares held	No. of share option held 持有購股權數目	Underlying shares 相關股份	Total	Percentage of shareholding <sup>(1)</sup> 持股百分比 <sup>(1)</sup>
姓名/名稱	附註	藉以持有權益的身份	持有股數			總計	
Mr. Zhang Huayi 張華義先生	2	Legal and beneficial owner 合法及實益擁有人	102,590,600	7,500,000	-	110,090,600	5.23%
China Huarong Asset Management Co., Ltd. 中國華融資產管理股份有限公司	3(i)	Persons having a security interests in shares 對股份有抵押權益之人士	-	-	362,000,000	362,000,000	17.19%
	3(ii)	Interests in a controlled corporations 受控制法團權益	-	-	180,519,643	180,519,643	8.58%
Mianyang Science Technology City Development Investment (Group) Co., Ltd. 綿陽科技城發展投資(集團)有限公司	4	Persons having a security interests in shares 對股份有抵押權益之人士	-	-	310,317,000	310,317,000	14.74%
Sichuan Changhong Electric Co., Ltd. 四川長虹電器股份有限公司	5	Persons having a security interests in shares 對股份有抵押權益之人士	-	-	147,000,000	147,000,000	6.98%

### 董事購買股份或債券的權利

除於本年報其他部分披露者外，於截至2015年12月31日止年度，概無授予任何董事或彼等各自之配偶或未滿18歲的子女通過購入本公司股份或債券的方式而獲益的權利或由彼等行使任何該等權利，亦無由本公司或其任何附屬公司作出安排以令董事或彼等各自之配偶或未滿18歲的子女於任何其他法人團體獲得該等權利。

### 主要股東於本公司股份及相關股份的權益及淡倉

於2015年12月31日按本公司根據證券及期貨條例第336條須予存置的登記冊所記錄，以下人士(並非本公司董事或最高行政人員)於本公司股份或相關股份中擁有5%或以上的權益或淡倉：

#### 於本公司股份的好倉

# REPORT OF THE DIRECTORS

## 董事會報告

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

#### Long position in the shares of the Company (Continued)

### 主要股東於本公司股份及相關股份的權益及淡倉(續)

#### 於本公司股份的好倉(續)

Notes:

(1) The percentage represents the number of ordinary shares divided by the number of the Company's issued shares as at 31 December 2015.

(2)

Name of shareholder	股東姓名/名稱	Interests in shares	Note
		股份權益	附註
Mr. Zhang Huayi	張華義先生	54,076,000	
Silvery Boom Limited	Silvery Boom Limited	48,514,600	

		Interests in underlying shares	Note
		相關股份權益	附註
Mr. Zhang Huayi 張華義	張華義先生	4,500,000	Share options granted on July, 2014, with exercise price at HK\$1.13
		3,000,000	份購股權於2014年7月授出，行使價為1.13港元
			Share options granted on 7 May 2015 exercise price at HK\$1.68
			份購股權於2015年5月7日授出，行使價為1.68港元

(3)(i) On 30 March 2015, Epoch Keen entered into a share charge with Huarong pursuant to which Epoch Keen agreed to charge by way of first fixed charge all its rights, title, interest and benefit in 362,000,000 ordinary shares in the Company in favour of Huarong as the secured party. Huarong is wholly controlled by China Huarong Asset Management Co., Ltd.

附註：

(1) 百分比代表於2015年12月31日的普通股數目除以本公司已發行股份數目。

(3)(i) 於2015年3月30日，時建與華融訂立一項股份押記，據此，時建同意以第一固定押記方式抵押其於本公司362,000,000股普通股之所有權利、所有權、權益及利益，以承押一方的華融作為受益人。華融由中國華融資產管理股份有限公司全權控制。

Chargor	質押人	Share charged
		質押股份
Epoch Keen	時建	362,000,000

# REPORT OF THE DIRECTORS

## 董事會報告

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

#### Long position in the shares of the Company (Continued)

Notes: (Continued)

- (3)(ii) Assuming full conversion of the convertible bonds at an initial conversion price of HK\$1.4 per share, the convertible bonds will be convertible into approximately 180,519,643 new shares (subject to adjustment).

According to the disclosure forms filed by China Huarong Asset Management Co., Ltd. on 27 March 2015, the following interests in shares of the Company were held as follows:

Name of controlled corporation	Name of controlling shareholder	% control	Direct interest (Y/N) 直接權益 (是/否)	Number of shares
受控法團的名稱	控權股東的姓名或名稱	控制百分率%		股份數目
Huarong Real Estate Co., Ltd. 華融置業有限責任公司	China Huarong Asset Management Co., Ltd. 中國華融資產管理股份有限公司	100	N 否	Long position 好倉 180,519,643
Huarong Zhiyuan Investment & Management Co., Ltd. 華融致遠投資管理有限責任公司	China Huarong Asset Management Co., Ltd. 中國華融資產管理股份有限公司	100	N 否	Long position 好倉 180,519,643
Huarong (HK) International Holdings Limited 華融(香港)國際控股有限公司	Huarong Real Estate Co., Ltd. 華融置業有限責任公司	88.1	Y 是	Long position 好倉 180,519,643
Huarong (HK) International Holdings Limited 華融(香港)國際控股有限公司	Huarong Zhiyuan Investment & Management Co., Ltd. 華融致遠投資管理有限責任公司	11.9	Y 是	Long position 好倉 180,519,643

- (4) On 15 August 2014, Silver Harvest Holdings Limited, Ocean Through Limited, First Harvest Global Limited and Gold Wide Enterprises Limited, shareholders of the Company, has each entered into share charges in respect of their respective shareholding of 103,205,200, 39,401,600, 167,952,400 and 102,963,000 shares in the Company in favour of Mianyang Science Technology City Development Investment (Group) Co., Ltd. ("Mianyang Development Group") as the secured party. On 10 November 2014, Epoch Keen entered into a share charge with Mianyang Development Group, pursuant to which Epoch Keen agreed to charge by way of first fixed charge all its rights, title, interest and benefit in 200,000,000 ordinary shares in the Company in favour of Mianyang Development Group as the secured party. On 31 December 2015, share charges were released for Silver Harvest Holdings Limited and Epoch Keen Limited in respect of 103,205,200 and 200,000,000 shares in the Company.

### 主要股東於本公司股份及相關股份的權益及淡倉(續)

#### 於本公司股份的好倉(續)

附註：(續)

- (3)(ii) 假設可轉換股債券按初步兌換價每股1.40港元悉數兌換，可轉換債券可兌換為約180,519,643股新股份(可予調整)。

根據中國華融資產管理股份有限公司於2015年3月27遞交的披露權益表，持有本公司權益如下：

- (4) 於2014年8月15日，豐銀控股有限公司、洋達有限公司、肇豐環球有限公司及金博企業有限公司(均為本公司股東)各自就彼等於本公司之103,205,200股、39,401,600股、167,952,400股及102,963,000股股份之股權，以承押一方的綿陽科技城發展投資(集團)有限公司(「綿陽發展集團」)作為受益人訂立股份押記。於2014年11月10日，時建與綿陽發展集團訂立股份押記，據此，時建同意以第一固定押記方式抵押其於本公司200,000,000股普通股之所有權利、所有權、權益及利益，以承押一方的綿陽發展集團為受益人。於2015年12月31日，豐銀控股有限公司及時建分別就本公司之103,205,200股及200,000,000股訂立的股份押記已獲解除。

Chargor	質押人	Share charged 質押股份
Ocean Through Limited	洋達有限公司	39,401,600
First Harvest Global Limited	肇豐環球有限公司	167,952,400
Gold Wide Enterprises Limited	金博企業有限公司	102,963,000

# REPORT OF THE DIRECTORS

## 董事會報告

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

#### Long position in the shares of the Company (Continued)

Notes: (Continued)

- (5) On 29 June 2015, Epoch Keen entered into a share charge with Changhong (Hong Kong) Trading Limited pursuant to which Epoch Keen agreed to charge by way of first fixed charge all its rights, title, interest and benefit in 147,000,000 ordinary shares in the Company in favour of Changhong (Hong Kong) Trading Limited as the secured party. Changhong (Hong Kong) Trading Limited is wholly controlled by Sichuan Changhong Electric Co., Ltd.

### 主要股東於本公司股份及相關股份的權益及淡倉(續)

#### 於本公司股份的好倉(續)

附註：(續)

- (5) 於2015年6月29日，時建與長虹(香港)貿易有限公司訂立股份押記，據此，時建同意以第一固定押記方式抵押其於本公司147,000,000股普通股之所有權利、所有權、權益及利益，以承押一方的長虹(香港)貿易有限公司為受益人。長虹(香港)貿易有限公司由四川長虹電器股份有限公司全資控制。

Chargor	質押人	Share charged 質押股份
Epoch Keen	時建	147,000,000

Other than as disclosed above, as at 31 December 2015, the directors have not been notified by any person (not being the directors or chief executive of the Company) who had 5% or more interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO.

### WARRANTS

Details of the warrants of the Company which were issued on 19 January 2015 and 24 February 2015 are set out in Management Discussion & Analysis, Equity Linked Agreements under this report and note 31(d)(vi) to the financial statements.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2015, none of the directors or their respective associates had any business or interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group.

除上文所披露者外，截至2015年12月31日，概無任何人士(並非本公司董事或最高行政人員)知會董事其根據證券及期貨條例第336條須予存置的登記冊所記錄於本公司股份或相關股份中擁有5%或以上的權益或淡倉。

### 認股權證

本公司於2015年1月19日和2015年2月24日發行的認股權證詳情載於管理層討論及分析、本報告中權益掛勾協議和財務報表附註31(d)(vi)。

### 董事於競爭業務的權益

於2015年12月31日，概無董事及彼等各自的聯繫人與本集團業務構成或可能構成直接或間接競爭之業務中擁有任何業務或權益。

### HUMAN RESOURCES

As at 31 December 2015, the Group had a total of 832 employees (2014: 864). The Group's staff costs for the year ended 31 December 2015 were approximately RMB79.4 million (2014: RMB57.0 million). The Group offers its staff competitive remuneration packages. In addition, discretionary bonuses and share options may also be granted to eligible staff based on individual and Group's performance. The Group is committed to nurturing a learning and sharing culture in the organization. Heavy emphasis is placed on the training and development of individual staff and team building, as the Group's success is dependent on the contribution of all functional divisions comprising skilled and motivated professionals. The Group is also committed to social responsibility as seen in its employment of disabled staff and providing appropriate working conditions and protection to them.

### DIVIDENDS

The Board does not recommend the payment of final dividend for the year ended 31 December 2015 (for the year ended 31 December 2014: HK3.0 cents per ordinary share).

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 2 June 2016 to 6 June 2016, both days inclusive, during which no transfer of shares can be registered. To qualify for the attendance and voting at the AGM, shareholders must ensure that all transfer documents accompanied by the relevant share certificates be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 1 June 2016.

### PRE-EMPTIVE RIGHTS

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

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2015 is set out in the consolidated statement of profit or loss and the consolidated statement of profit or loss and comprehensive income on pages 81 and 82 respectively of this annual report.

### 人力資源

於2015年12月31日，本集團員工合共832名（2014年：864名）。截至2015年12月31日止年度，本集團的員工成本大約為人民幣79,400,000元（2014年：人民幣57,000,000元）。本集團向其員工提供具競爭力的酬金計劃。此外，合資格員工亦可按其個人及本集團的表現獲授酌情花紅及購股權。本集團致力於組織內建立學習及分享文化。本集團的成功有賴由技巧純熟且士氣高昂的專業人員組成各職能部門，故此本集團重視員工的個人培訓及發展，以及建立團隊。本集團亦致力於承擔社會責任，可見於其聘用殘疾人士，並向他們提供適當的工作環境和保障。

### 股息

董事會不建議派發截至2015年12月31日止年度之末期股息（截至2014年12月31日止年度：每股普通股3.0港仙）。

### 暫停辦理股份過戶登記

本公司的股份過戶登記處將於2016年6月2日至2016年6月6日（首尾兩天包括在內）暫停辦理本公司的股份過戶登記手續。為確定符合出席股東週年大會並於會上投票的權利，所有股份過戶文件連同有關之股票必須於2016年6月1日下午四時三十分前送達本公司之股份過戶及登記處——中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖，辦理股份過戶登記手續。

### 優先購股權

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

### 業績及分配

本集團截至2015年12月31日止年度的業績分別載於本年報第81及第82頁的綜合損益表以及綜合損益及其他全面收益表



# REPORT OF THE DIRECTORS

## 董事會報告

### PROPERTY, PLANT AND EQUIPMENT

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

### SHARE CAPITAL

Movements of the share capital of the Company are set out in note 31 to the financial statements.

### BANK LOANS

Bank Loans and other borrowings of the Company and the Group as at 31 December 2015 are set out in note 28 to the financial statements.

### DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

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

### EMOLUMENT POLICY

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

### PENSION SCHEMES

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

### 物業、廠房及設備

本集團物業、廠房及設備的詳情載於財務報表附註13。

### 股本

本公司的股本變動載於財務報表附註31。

### 銀行貸款

本公司及本集團截至2015年12月31日的銀行貸款及其他借款載於財務報表附註28。

### 董事酬金及五名最高薪酬人士

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

### 薪酬政策

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

### 退休金計劃

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

### PENSION SCHEMES *(Continued)*

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

The Group's contributions to Retirement Benefit Schemes charged to the consolidated income statement for the year ended 31 December 2015 were RMB6,280,000 (2014: RMB3,289,000).

### MANAGEMENT CONTRACTS

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

### RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Company and the Group during the year ended 31 December 2015 are set out in note 31 to the financial statements and the consolidated statement of changes in equity respectively.

As at 31 December 2015, the Company's distributable reserves available for distribution amounted to RMB355,217,000, calculated in accordance with the provisions of the Companies Law (2012 Revision) of the Cayman Islands.

### 退休金計劃 *(續)*

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

本集團於截至2015年12月31日止年度計入綜合收益表的退休福利計劃供款為人民幣6,280,000元(2014年:人民幣3,289,000元)。

### 管理合約

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

### 儲備及可供分派儲備

本公司及本集團截至2015年12月31日止年度的儲備變動詳情分別載於財務報表附註31及綜合權益變動表。

於2015年12月31日,根據開曼群島公司法(2012年修訂版)的規定計算,本公司可供分派儲備為人民幣355,217,000元。

# REPORT OF THE DIRECTORS

## 董事會報告

### MAJOR CUSTOMERS AND SUPPLIERS

#### Suppliers

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

#### Purchases

- the largest supplier: 6% of cost of sales
- five largest suppliers combined: 23% of cost of sales

#### Sales

- the largest customer: 28% of revenue
- five largest customers combined: 63% of revenue

The scrap copper that we process comes from a variety of sources, including used household appliances, electrical equipment and transportation equipment, used cables and wires and scrap materials from certain industrial manufacturing processes. We purchase our scrap copper mainly from domestic suppliers located near our production facilities and elsewhere in other provinces of China. We conduct rigorous quality control tests at different stages of our production processes, including rigorous quality tests of our raw materials. Before entering into a business relationship with a new supplier, we conduct diligence on the supplier's background and reputation in the market to assess its suitability. In addition, we physically inspect each delivery of raw materials to ensure its compliance with contract specifications, including purity and copper content.

Maintaining strong relationships with our customers is important to us and we believe that our customers' willingness to work with us reflects, among others, our record of producing high quality products that meet industry standards and customer requirements.

None of the Directors of the Company or any of their associates or any shareholders (which to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and five largest suppliers.

### 主要客戶及供應商

#### 供應商

本集團主要供應商及客戶佔本年度之採購額及銷售額百分比如下：

#### 採購額

- 最大供應商：佔銷售成本6%
- 五位最大供應商合計：佔銷售成本23%

#### 銷售額

- 最大客戶：佔營業額28%
- 五位最大客戶合計：佔營業額63%

我們加工的廢銅是來自多個來源，包括舊家電、電氣設備及運輸設備、舊電纜電線，以及某些工業製造流程產生的廢料。本集團主要向位於名下生產設施附近及位於中國其他省份的國內供應商採購廢銅。本集團在生產流程的不同階段採取嚴格的質量控制檢測，包括對我們原材料的嚴格品質測試。與一家新供應商建立業務關係前，我們先行審慎調查供應商背景和於市場內的聲譽，以評估其合適性。此外，本集團亦對原材料的每次交貨進行實質檢查，以確保符合合同規格，包括純度和銅含量。

與客戶維持穩固的關係對本集團至關重要，我們認為，客戶願意與我們合作反映出(其中包括)我們有著生產符合行業標準和客戶要求的高品質產品的記錄。

本公司董事或彼等的任何聯繫人或任何股東(就董事所深知擁有本公司已發行股本5%以上的股東)概無於本集團五大客戶及五大供應商中擁有任何權益。

### CONNECTED TRANSACTIONS

During the year, the Group conducted the following transactions with certain connected persons of the Company which constitute connected transactions. There were no continuing connected transactions during the year ended 31 December 2015.

#### Connected transaction exempted from the independent shareholders' approval requirements

##### Acquisition of Baohe Fushan

On 22 April 2015, the Company agreed to enter into agreements to acquire a 30% interest in Baohe Fushan from Ms. Yu Yan Yan and Yu Jia Jia (the "Xijiulong Vendors") and certain independent third parties (the "Baohe Development Vendors") for a total consideration of approximately RMB 135.0 million (the "Baohe Fushan Agreements").

Pursuant to the Baohe Fushan Agreements, the Xijiulong Vendors and the Baohe Development Vendors will transfer 49% and 51%, respectively, of the equity interest of Baohe Fushan to Hong Kong Fujian Investments Limited ("HK Fujian Investments"), a company wholly-owned by Deda Holdings Limited ("Deda"), which is a wholly-owned subsidiary of the Company. Upon such equity transfer taking effect, Deda will issue to the Xijiulong Vendors and the Baohe Development Vendors (or their respective designated entities), who will subscribe for, 343 and 357 new shares, respectively, representing 34.3% and 35.7% of its issued share capital after the issue of the new shares in Deda.

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

On 27 May 2015, the Company completed the acquisition of 30% equity interest in Baohe Fushan through the holding of 30% of Deda which in turns hold the entire issued shares in HK Fujian Investments and Baohe Fushan. Deda ceased to be a subsidiary of the Company.

Ms. Yu Yanyan and Ms. Yu Jiajia, being the Xijiulong Vendors, are daughters and associates of Mr. Yu Jianqiu, our chairman, director and controlling shareholder, and are therefore connected persons of the Company. Under Chapter 14A of the Listing Rules, the acquisition constituted connected transaction of the Company.

### 關連交易

年內，本集團與本公司若干關連人士進行之以下交易構成關連交易。截至2015年12月31日止年度，並無持續關連交易。

#### 豁免獨立股東批准規定之關連交易

##### 收購保和富山

於2015年4月22日，本公司同意訂立多份協議，以向俞燕燕女士及俞佳佳女士（「西九龍賣方」）及若干獨立第三方（「保和發展賣方」）收購保和富山的30%權益，總代價約為人民幣135,000,000元（「保和富山協議」）。

根據保和富山協議，西九龍賣方及保和發展賣方將分別向香港福艦投資有限公司（「香港福艦投資」）轉讓保和富山的49%及51%權益，而香港福艦投資由本公司全資附屬公司德達控股有限公司（「德達」）全資擁有。於上述股權轉讓生效時，德達將分別向西九龍賣方及保和發展賣方（或彼等各自之指定實體）發行及彼等將分別認購343股及357股新股份（相當於其在發行德達新股份後的已發行股本的34.3%及35.7%）。

本公司預期收購事項提供潛在縱向擴張平台，以便本集團日後進軍上游廢金屬業務。收購經營工業園（本公司主要附屬公司所在地）的保和富山預期有利本集團日後於工業園內覓地擴張，同時推動本集團多元化拓展業務以擴大收入來源。

於2015年5月27日，本公司透過持有德達的30%而收購保和富山之30%股權，而德達則持有香港福艦投資及保和富山的全部已發行股份。德達不再為本公司的附屬公司。

西九龍賣方俞燕燕女士及俞佳佳女士為主席、董事及控股股東俞建秋先生的女兒及聯繫人，故屬本公司的關連人士。根據上市規則第14A章，收購事項構成本公司之關連交易。

# REPORT OF THE DIRECTORS

## 董事會報告

### CONNECTED TRANSACTIONS (Continued)

#### Connected transaction exempted from the independent shareholders' approval requirements (Continued)

##### Acquisition of Baohe Fushan (Continued)

As the applicable percentage ratios (as defined in the Listing Rules) in respect of the acquisition is more than 0.1% but less than 5%, the acquisition was subject to the reporting and announcement requirements, but was exempt from the circular and shareholders' approval requirements under Chapter 14A of the Listing Rules. Please refer to the announcement of the Company dated 22 April 2015 for further details.

##### Acquisition of Xinhuan Aluminium

On 5 August 2015, Recycling Aluminium, an indirect wholly-owned subsidiary of the Company, entered into an equity transfer agreement with Sichuan Jin Xunhuan E-commerce Trading Co., Ltd. (四川金循環電子商務有限公司), previously known as Mianyang Jin Xunhuan Electronic Trading Co., Ltd. (綿陽金循環電子商務有限公司) ("JX E-commerce") for an acquisition of 30% equity interest in Xinhuan Aluminium, for a cash consideration of RMB1,500,000 (the "April Xinhuan Aluminum Agreement").

According to Xinhuan Aluminium's Articles of Association, its registered capital has to be fully paid up by 30 July 2016. Recycling Aluminium and JX E-commerce, as equity holders of Xinhuan Aluminium, have agreed to inject an additional RMB25,000,000 as paid up capital to Xinhuan Aluminium before such date, of which Recycling Aluminium and JX E-commerce are required to contribute RMB7,500,000 and RMB17,500,000 respectively. Recycling Aluminium is also entitled to appoint two out of the three members of the board of directors of Xinhuan Aluminium.

The 30% acquisition of Xinhuan Aluminium was completed on 12 November 2015.

On 31 December 2015, Recycling Aluminum entered into an agreement with JX E-commerce to acquire the remaining 70% equity interest in Xinhuan Aluminum, for a cash consideration of RMB3,100,000 (the "December Xinhuan Aluminum Agreement"). In addition, Recycling Aluminum has an obligation, as the holder of the entire equity interest in Xinhuan Aluminum after completion, to inject an additional RMB25,000,000 as paid up capital to Xinhuan Aluminum before 31 July 2016.

### 關連交易 (續)

#### 豁免獨立股東批准規定之關連交易 (續)

##### 收購保和富山 (續)

由於收購事項的適用百分比率(定義見上市規則)高於0.1%但低於5%，根據上市規則第14A章，收購事項須遵守申報及公告規定，但獲豁免遵守通函及股東批准規定。進一步詳情請參閱本公司日期為2015年4月22日之公佈。

##### 收購鑫環鋁業

於2015年8月5日，本公司間接全資附屬公司循環鋁業與四川金循環電子商務有限公司(前稱綿陽金循環電子商務有限公司)(「金循環電子商務」)訂立股權轉讓協議，以收購鑫環鋁業的30%股本權益，現金代價為人民幣1,500,000元(「四月鑫環鋁業協議」)。

根據鑫環鋁業的章程，其註冊資本須於2016年7月30日之前全額繳付。循環鋁業及金循環電子商務作為鑫環鋁業之股份持有者，同意在該日期之前分別為鑫環鋁業注資人民幣7,500,000元及人民幣17,500,000元，總計出資人民幣25,000,000元。循環鋁業有權委任鑫環鋁業的三分之二的董事會成員。

收購鑫環鋁業30%股本權益已於2015年11月12日完成。

於2015年12月31日，循環鋁業與金循環電子商務訂立協議，以收購鑫環鋁業其餘70%股本權益，現金代價為人民幣3,100,000元(「十二月鑫環鋁業協議」)。此外，於交易完成後，循環鋁業作為鑫環鋁業全部股本權益的持份者，亦有責任在2016年7月31日之前再注入人民幣25,000,000元以繳足鑫環鋁業的出資額。

### CONNECTED TRANSACTIONS (Continued)

#### Connected transaction exempted from the independent shareholders' approval requirements (Continued)

##### Acquisition of Xinhuan Aluminium (Continued)

After completion, Xinhuan Aluminium will become an indirect non-wholly owned subsidiary of the Company. Xinhuan Aluminium will focus on the sales and production of standardized aluminium ingots from scrap aluminium as raw materials and trading standardized aluminium ingots. The Group plans to sell such products in the Shanghai Futures Exchange and other professional e-commerce platforms. By expanding into the aluminium business, the Company expects to (1) enlarge its sales volume; (2) provide a wider product portfolio to the existing and potential customers; and (3) capitalize the synergy effect by making use of the Company's existing sources of raw materials, logistic system and technical know-how.

JX E-commerce is an entity which is 90% and 10% held by Xijiulong and Baohe Fushan respectively. Xijiulong is an investment holding company incorporated in the PRC which is 95% and 5% controlled by Ms. Yu Yanyan and Ms. Yu Jiajia, respectively. Ms. Yu Yanyan and Ms. Yu Jiajia are daughters and associates of Mr. Yu Jianqiu, Chairman, director and controlling shareholder of the Company, and are therefore connected persons of the Company. Baohe Fushan is an associate company of the Company. It is an indirect wholly-owned subsidiary of Deda Holdings Limited, which is 35.7%, 34.3% and 30% held by Power Route Limited, Runwise Global Limited (which is 95% and 5% held by Ms. Yu Yanyan and Ms. Yu Jiajia respectively) and the Company respectively.

According to Rule 14A.81 of the Listing Rules, a series of connected transactions will be aggregated and treated as if they were one transaction if they were all completed within a 12-month period or were otherwise related. As the transactions under the Baohe Fushan Agreements, the April Xinhuan Aluminum Agreement and December Xinhuan Aluminum Agreement involved, directly or indirectly, the same subject matter, namely the equity interest in Xinhuan Aluminum, such transactions shall be aggregated in accordance with Rule 14A.81 of the Listing Rules.

As the highest applicable percentage ratios upon aggregation are all more than 0.1% but less than 5%, the transactions thereunder shall be subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement as set out in Chapter 14A of the Listing Rules.

Please refer to the announcements of the Company dated 5 August 2015 and 31 December 2015 for further details.

### 關連交易 (續)

#### 豁免獨立股東批准規定之關連交易 (續)

##### 收購鑫環鋁業 (續)

完成後，鑫環鋁業將成為本公司的間接非全資附屬公司。鑫環鋁業將專注利用廢鋁作為原材料，生產和銷售標準鋁錠及從事標準鋁錠貿易。本集團計劃在上海期貨交易所及其他專業的電子商務平台上銷售有關產品。透過擴展鋁產品業務，本公司預期可(1)擴大其銷量；(2)為現有及潛在客戶提供更全面的產品選擇；及(3)利用本公司現有原材料貨源、物流系統及技術專業知識達致協同效應。

金循環電子商務分別由西九龍及保和富山控制其90%及10%權益。西九龍為一間在中國註冊成立的投資控股公司，其95%及5%權益分別由俞燕燕女士及俞佳佳女士控制。俞燕燕女士及俞佳佳女士均為本公司主席、董事兼控股股東俞建秋先生的女兒及聯繫人士，故屬本公司的關連人士。保和富山為本公司之聯營公司，其為德達控股有限公司的間接全資附屬公司，德達控股有限公司由權通有限公司、宏智環球有限公司(其95%及5%權益分別由俞燕燕女士及俞佳佳女士控制)以及本公司分別持有其35.7%、34.3%及30%。

根據上市規則第14A.81條，如有連串關連交易全部在同一個12個月期內完成或有關交易互相關連，則該等交易須合併計算，並視作一項交易處理。因保和富山協議、四月鑫環鋁業協議及十二月鑫環鋁業協議皆直接或間接地與同一主體有關，即鑫環鋁業的股權，故此等交易根據上市規則第14A.81條應被合併計算。

由於合併計算後所適用的最高百分比率均超過0.1%，但低於5%，故其項下之交易須遵守上市規則第14A章的申報及公告規定，惟獲豁免遵守通函及股東批准規定。

更多詳情請參閱本公司日期為2015年8月5日及2015年12月31日之公佈。

# REPORT OF THE DIRECTORS

## 董事會報告

### CONNECTED TRANSACTIONS (Continued)

#### Connected transaction exempted from the independent shareholders' approval requirements (Continued)

##### Acquisition of Xinhuan Aluminium (Continued)

A summary of the significant related party transactions entered into by the Group during the year ended 31 December 2015 is contained in note 34 to the financial statements. None constitutes a nonexempt connected transaction under the Listing Rules. The Company has complied with the disclosure requirements set out in Chapter 14A of the Listing Rules relating to related party transactions.

### SHARE OPTION SCHEME

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

#### Purpose

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

#### Who may join

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

#### Further details of the Share Option Scheme

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

### 關連交易 (續)

#### 豁免獨立股東批准規定之關連交易 (續)

##### 收購鑫環鋁業 (續)

本集團於截至2015年12月31日止年度訂立的重重大關聯方交易概要載於財務報表附註34。根據上市規則概無交易構成非豁免關連交易。本公司已就關聯方交易遵守上市規則第14A章所載的披露規定。

### 購股權計劃

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

#### 目的

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

#### 可參與人士

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

#### 購股權計劃之更多詳情

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

### SHARE OPTION SCHEME (Continued)

#### Further details of the Share Option Scheme (Continued)

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

The Scheme Mandate Limit was refreshed by a resolution passed at the annual general meeting held on 9 June 2015. The maximum number of options that can be granted by the Company was refreshed to 210,514,560 share options.

The total number of shares available for issue under the Share Option Scheme of the Company in 2015 was 210,514,560 shares, which was approximately 10% of the issued share capital as at the date of this annual report.

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

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

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

### 購股權計劃(續)

#### 購股權計劃之更多詳情(續)

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

計劃授權限額透過於2015年6月9日舉行的股東週年大會上通過的決議案更新。本公司可授出的購股權數目上限已更新為210,514,560份購股權。

於2015年根據本公司購股權計劃可供發行之證券總數為210,514,560股，佔本年報日期已發行股本約10%。

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

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

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



# REPORT OF THE DIRECTORS

## 董事會報告

### SHARE OPTION SCHEME (Continued)

#### Further details of the Share Option Scheme (Continued)

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

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

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

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

The Share Option Scheme shall be valid and effective for a period of 10 years from the date of adoption of the Share Option Scheme (i.e. 28 January 2014), after which no further options will be granted or offered but the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any subsisting Options granted prior to the expiry of the 10-year period or otherwise as may be required in accordance with the provisions of the Share Option Scheme.

### 購股權計劃(續)

#### 購股權計劃之更多詳情(續)

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

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

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

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

購股權計劃由採納購股權計劃日期(即2014年1月28日)起計十年內有效,之後不會進一步授出或提呈授出購股權,惟購股權計劃之條文仍維持十足效力及生效,致使在十年期屆滿前或根據購股權計劃條文可能規定之其他方式授出的任何存續購股權可予行使。

# REPORT OF THE DIRECTORS

## 董事會報告

### SHARE OPTION SCHEME (Continued)

#### Further details of the Share Option Scheme (Continued)

Movements of the Share Option Scheme during the year ended 31 December 2015 are as follows:

### 購股權計劃(續)

#### 購股權計劃之更多詳情(續)

截至2015年12月31日止年度，購股權計劃之變動如下：

Category	Date of grant	Number of shares options held at 1 January 2015 於2015年1月1日持有之購股權數目	Granted during 2015 於2015年授出	Exercised during 2015 於2015年行使	Lapsed/ cancelled during 2015 於2015年失效/註銷	Number of shares options held at 31 December 2015 於2015年12月31日持有之購股權數目	Exercise period of share options 購股權行使期	Price of share of the Company 本公司股份價格		
								Exercise price of share options 購股權行使價 HK\$ 港元	at the grant date of share options 購股權授出日期 HK\$ 港元	at the exercise date of share options 購股權行使日期
<b>Directors</b>										
<b>董事</b>										
Mr. Liu Hanjiu 劉漢玖先生	2 July 2014 2014年7月2日	12,000,000	-	-	(12,000,000)	-	-	1.13	1.07	-
Mr. Kwong Wai Sun Wilson 鄭偉信先生	7 May 2015 2015年5月7日	-	5,000,000	-	-	5,000,000	7 May 2015 to 6 May 2025 2015年5月7日至 2025年5月6日	1.68	1.68	-
Mr. Huang Wai Ping 黃偉萍先生	2 July 2014 2014年7月2日	2,000,000	-	-	-	2,000,000	2 July 2014 to 1 July 2024 2014年7月2日至 2024年7月1日	1.13	1.07	-
Ms. Zhu Yufen 朱玉芬女士	2 July 2014 2014年7月2日	10,000,000	-	-	-	10,000,000	2 July 2014 to 1 July 2024 2014年7月2日至 2024年7月1日	1.13	1.07	-
Mr. Pan Liansheng 潘連勝先生	7 May 2015 2015年5月7日	-	1,000,000	-	-	1,000,000	7 May 2015 to 6 May 2025 2015年5月7日至 2025年5月6日	1.68	1.68	-
Mr. Lee Ting Bun Denny 李廷斌先生	7 May 2015 2015年5月7日	-	1,000,000	-	-	1,000,000	7 May 2015 to 6 May 2025 2015年5月7日至 2025年5月6日	1.68	1.68	-
Ms. Liu Rong 劉蓉女士	7 May 2015 2015年5月7日	-	1,000,000	-	(1,000,000)	-	-	1.68	1.68	-
<b>Eligible persons other than directors</b>										
<b>董事之外的合資格人士</b>										
Eligible persons other than directors 董事之外的合資格人士	2 July 2014 2014年7月2日	83,390,000	-	-	(3,940,000)	79,450,000	2 July 2014 to 1 July 2024 2014年7月2日至 2024年7月1日	1.13	1.07	-
Eligible persons other than directors 董事之外的合資格人士	7 May 2015 2015年5月7日	-	94,360,000	-	(1,610,000)	92,750,000	7 May 2015 to 6 May 2025 2015年5月7日至 2025年5月6日	1.68	1.68	-
Eligible persons other than directors 董事之外的合資格人士	23 July 2015 2015年7月23日	-	7,600,000	-	-	7,600,000	24 July 2016 to 23 January 2017 2016年7月24日至 2017年1月23日	2.16	1.67	-

# REPORT OF THE DIRECTORS

## 董事會報告

### SHARE OPTION SCHEME (Continued)

#### Further details of the Share Option Scheme (Continued)

The key terms and conditions related to the grants under the share option scheme are as follows; all options are to be settled by the physical delivery of shares.

### 購股權計劃(續)

#### 購股權計劃之更多詳情(續)

與根據購股權計劃授出購股權有關的主要條款及條件如下，所有購股權將透過實際交付股份結算。

Grant date/ employees entitled 授出日期／有權獲授之僱員	Number of instruments in thousands 工具數目(千份)	Vesting conditions 歸屬條件	Contractual life of options 購股權合約年期
<b>Options granted to directors</b> 授予董事的購股權			
— On 2 July 2014 — 於2014年7月2日	24,000	One third on the first anniversary, one third on the second anniversary, and the remaining on the third anniversary of the grant respectively 三分之一於授出的第一週年、三分之一於第二週年及其餘於第三週年	10 years 10年
— On 7 May 2015 — 於2015年5月7日	8,000	Same as above 同上	10 years 10年
<b>Options granted to employees</b> 授予僱員的購股權			
— On 2 July 2014 — 於2014年7月2日	89,000	Same as above 同上	10 years 10年
— On 7 May 2015 — 於2015年5月7日	94,360	Same as above 同上	10 years 10年

# REPORT OF THE DIRECTORS 董事會報告

## SHARE OPTION SCHEME (Continued) Further details of the Share Option Scheme (Continued)

## 購股權計劃(續) 購股權計劃之更多詳情(續)

Grant date/ employees entitled 授出日期／有權獲授之僱員	Number of instruments in thousands 工具數目(千份)	Vesting conditions 歸屬條件	Contractual life of options 購股權合約年期
Options granted to certain eligible participants 授予若干合資格參與人 的購股權			
— On 23 July 2015 — 於2015年7月23日	7,600	On the first anniversary of the date upon which the share options are accepted subject to the grantees remaining as eligible persons at the date of vesting 於購股權獲接納的第一週年當日，惟承授人於歸屬日期須仍為合資格人士	Six months commencing from the expiry of the first anniversary of the date of acceptance and expiring on the last day of the 6 month-period 接納日期起計第一週年屆滿開始直至六個月期間的最後一日為止之六個月
<b>Total share options granted</b> 已授出購股權總數	222,960		

The fair value of the Relevant Share Options granted were estimated as at the dates of grant using a binomial model, taking into account the terms and conditions upon which the Relevant Share Options were granted.

已授出之有關購股權之公平值於授出日期使用二項式模型估算，已考慮授出有關購股權之條款及條件。

# REPORT OF THE DIRECTORS

## 董事會報告

### SHARE OPTION SCHEME (Continued)

#### Further details of the Share Option Scheme (Continued)

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

### 購股權計劃(續)

#### 購股權計劃之更多詳情(續)

下表載列該模型使用之輸入數據：

Grant date 授出日期	2 July 2014 2014年7月2日 購股權授予		7 May 2015 2015年5月7日 購股權授予		23 July 2015* 2015年7月23日 購股權授予	
	Executive directors 執行董事	Other employees 其他僱員	Executive directors 執行董事	Other employees 其他僱員	Certain eligible participants 若干合資格參與者	
Fair value at measurement date (HK\$)	於計量日期之公平值(港元)	0.44	0.39	0.71	0.58	2.23
Share price (HK\$)	股價(港元)	1.07	1.07	1.68	1.68	1.67
Exercise price (HK\$)	行使價(港元)	1.13	1.13	1.68	1.68	2.16
Expected volatility	預期波幅	45.54%	45.54%	46.20%	46.20%	49.43%
Expected life	預期有效期	10 years 10年	10 years 10年	10 years 10年	10 years 10年	1.5 years 1.5年
Expected dividends	預期股息	3%	3%	3%	3%	3%
Risk-free interest rate (based on Hong Kong Exchange Fund Notes)	無風險利率(以香港外匯基金票據利率為基準)	2.059%	2.059%	1.745%	1.745%	0.239%
Exercise multiple	行使倍數	2.8	2.2	2.8	2.2	-
Post-vesting exit rate	歸屬後流失率	0%	5.44%	0%	16.12%	-

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

概無其他有關購股權之特點納入公平值計量。

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

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

Further details relating to the Share Option Scheme and share options granted thereunder are set out in note 2(t)(ii) and note 32 to the financial statements and the announcements of the Company dated 2 July 2014, 7 May 2015 and 23 July 2015.

更多關於購股權計劃及據此授出購股權之詳情載於財務報表附註2(t)(ii)及附註32及本公司日期為2014年7月2日、2015年5月7日及2015年7月23日之公佈。

### PLEDGE OF SHARES BY CONTROLLING SHAREHOLDER

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

The first drawdown of the Loan in a principal amount of RMB200,000,000 and the second drawdown of the Loan in a principal amount of RMB100,000,000 (the "Second Tranche Principal") had occurred. The entering into the 2014 Share Charge is a condition precedent to the drawdown of the Second Tranche Principal under the Loan. The 2014 Share Charge has been released on 31 December 2015.

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

The 2015 Share Charge has been entered into as security for the liabilities of the Company under a subscription agreement in relation to the issue of convertible bonds due 2017 entered in to between the Company and Huarong on 27 March 2015. As at the date of this annual report, the 2015 Share Charge has not been released.

### 控股股東質押股份

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

首批提取的貸款本金額人民幣200,000,000元及第二批提取的貸款本金額人民幣100,000,000元（「第二批本金」）已被提取。2014股份抵押之訂立為提取貸款項下第二批本金的先決條件。2014股份抵押已於2015年12月31日獲解除。

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

2015股份抵押乃作為本公司債務的抵押品，乃根據本公司與華融於2015年3月27日就發行於2017年到期的可換股債券所訂立的認購協議而訂立。於本年報日期，2015股份抵押未獲解除。

# REPORT OF THE DIRECTORS

## 董事會報告

### PLEDGE OF SHARES BY CONTROLLING SHAREHOLDER *(Continued)*

On 29 June 2015, Epoch Keen entered into a share charge with Changhong (Hong Kong) Trading Limited ("Changhong Share Charge") pursuant to which Epoch Keen agreed to charge by way of first fixed charge all its rights, title, interest and benefit in 147,000,000 ordinary shares in the Company (representing 6.98% of the issued share capital of the Company as at the date of Changhong Share Charge) in favour of Changhong (Hong Kong) Trading Limited as the secured party to secure, amongst others, the repayment of the prepayment amount from Sichuan Changhong Electric Co., Ltd ("Sichuan Changhong") to Tongxin under an annual sales contract entered into between Tongxin and Sichuan Changhong on 16 June 2015. Changhong (Hong Kong) Trading Limited is wholly controlled by Sichuan Changhong. As at the date of this annual report, this share charge has not been released.

### EQUITY LINKED AGREEMENTS

#### Share Option Scheme

Details of the Share Option Scheme of the Company are set out in the section above headed "SHARE OPTION SCHEMES"

#### Warrant Subscription Agreements

On 19 December 2014, the Company entered into a warrant subscription agreement with each of the 7 subscribers, pursuant to which the Company has agreed to issue and the subscribers have agreed to subscribe for an aggregate of 133,650,000 warrants at an issue price of HK\$0.001 per warrant. Obligations of the Company and each of the subscribers of the warrant subscription are conditional upon, among other matters, the fulfillment of the conditions stated in the Company's announcement dated 19 December 2014. The warrants will be vested in phases according to the vesting conditions. In the five years from the date of completion, after the warrants are being vested and become effective, each warrant will entitle its holder to subscribe for one share at a subscription price of HK\$1.30 per share (subject to adjustment). The vesting condition is that the suppliers shall carry out the transactions under their respective annual procurement agreements, pursuant to which the suppliers, in aggregate, agree to supply 49,500 tons of copper scrap raw materials to the Group in 2015 at a fixed discount of RMB1,000 per ton. Upon the full exercise of the subscription rights attaching to the warrants, an aggregate of up to 133,650,000 shares will be issued. The aggregate net proceeds in cash from the warrant subscription and the exercise of the subscription rights attaching to the warrants is approximately HK\$173,878,650.

### 控股股東質押股份(續)

於2015年6月29日，時建與長虹(香港)貿易有限公司訂立一項股份押記(「長虹股份押記」)，據此，時建同意以第一固定押記方式抵押其於本公司147,000,000股普通股(相當於長虹股份押記日期的本公司已發行股本6.98%)之所有權利、所有權、權益及利益，以承押一方的長虹(香港)貿易有限公司為受益人，藉此保證(其中包括)退還根據銅鑫與四川長虹電器股份有限公司(「四川長虹」)於2015年6月16日所訂立年度銷售合同由四川長虹向銅鑫支付的預付款。長虹(香港)貿易有限公司由四川長虹全權控制。截至本年報日期，此項股份押記仍未獲解除。

### 權益掛鈎協議

#### 購股權計劃

有關本公司購股權計劃的詳情載於上文「購股權計劃」一節。

#### 認股權證認購協議

於2014年12月19日，本公司與七名認購人分別訂立認股權證認購協議，據此，本公司同意發行及認購人同意認購合共133,650,000份認股權證，發行價為每份認股權證0.001港元。本公司及認股權證認購的每名認購人的義務須待(其中包括)達成本公司日期為2014年12月19日之公告所述的條件，方會生效。認股權證將根據歸屬條件分階段歸屬。自完成日期起計五年內，於認股權證歸屬及生效後，每份認股權證將賦予其持有人權利，可按認購價每股1.30港元(可予調整)認購一股股份。歸屬條件為供應商履行彼等各自於年度供應協議下的交易。根據年度供應協議，各供應商同意於2015年以固定折讓每噸人民幣1,000元，供應合計49,500噸的廢舊銅原材料予本集團。待認股權證所附之認購權獲悉數行使後，本公司將發行合共最多133,650,000股股份。自認股權證認購事項及行使認股權證所附之認購權產生的現金所得款項淨額合共約為173,878,650港元。

### **EQUITY LINKED AGREEMENTS** (Continued)

#### **Warrant Subscription Agreements** (Continued)

On 19 January 2015, the Company issued 133,650,000 warrants to seven subscribers. For the year ended 31 December 2015, the suppliers have delivered an aggregate of 7,180 tons of copper scrap raw materials to the Group, resulting in the vesting of 19,385,878 warrants accordingly. Please refer to the announcement dated 19 December 2014.

On 4 February 2015, the Company entered into a warrant subscription agreement with 3 subscribers pursuant to which the Company has agreed to issue and the subscribers have agreed to subscribe for an aggregate of 102,000,000 warrants at an issue price of HK\$0.001 per warrant. Obligations of the Company and each of the subscribers of the warrant subscription are conditional upon, among other matters, the fulfillment of the conditions stated in the Company's announcement dated 5 February 2015. The warrants are to be vested in phases according to the vesting conditions. In the five years from the date of completion, after the warrants are being vested and become effective, each warrant will entitle its holder to subscribe for one share at a subscription price of HK\$1.50 per share (subject to adjustment). The vesting condition is that the suppliers shall carry out the transactions under their respective annual procurement agreements, pursuant to which the suppliers, in aggregate, agree to supply 30,000 tons of copper scrap raw materials to the Group from 1 February 2015 to 31 January 2016 at a fixed discount of RMB2,000 per ton. Each warrant entitles its holder to subscribe for one share of the Company at a subscription price of HK\$1.50 per share. Upon the full exercise of the subscription rights attaching to the warrants, an aggregate of up to 102,000,000 Shares will be issued.

The aggregate net proceeds in cash from the warrant subscription and the exercise of the subscription rights attaching to the warrants is approximately HK\$153,102,000.

On 24 February 2015, the Company issued the 102,000,000 warrants to three subscribers. For the year ended 31 December 2015, the suppliers have delivered an aggregate of 2,449 tons of copper scrap raw materials to the Group, resulting in the vesting of 8,328,072 warrants accordingly. Please refer to the announcement dated 5 February 2015.

### **權益掛鈎協議** (續)

#### **認股權證認購協議** (續)

於2015年1月19日，本公司向七名認購人發行133,650,000份認股權證。截至2015年12月31日止年度，供應商已向本集團運送合共7,180噸的廢舊銅原材料，因而導致19,385,878份認股權證歸屬。請參閱日期為2014年12月19日之公告。

於2015年2月4日，本公司與三名認購人訂立認股權證認購協議，據此，本公司同意發行及認購人同意認購合共102,000,000份認股權證，發行價為每份認股權證0.001港元。本公司及認股權證認購的每名認購人的義務須待(其中包括)達成本公司日期為2015年2月5日之公告所述的條件，方會生效。認股權證將根據歸屬條件分階段歸屬。自完成日期起計五年內，於認股權證歸屬及生效後，每份認股權證將賦予其持有人權利，可按認購價每股1.50港元(可予調整)認購一股股份。歸屬條件為供應商履行彼等各自於年度供應協議下的交易。根據年度供應協議，各供應商同意於2015年2月1日起至2016年1月31日以固定折讓每噸人民幣2,000元，供應合計30,000噸的廢舊銅原材料予本集團。每份認股權證將賦予其持有人權利，可按認購價每股1.50港元認購一股本公司股份。待認股權證所附之認購權獲悉數行使後，將合共發行最多102,000,000股股份。

自認股權證認購事項及行使認股權證所附之認購權產生的現金所得款項淨額合共約為153,102,000港元。

於2015年2月24日，本公司向三名認購人發行102,000,000份認股權證。截至2015年12月31日止年度，供應商已向本集團運送合共2,449噸的廢舊銅原材料，因而導致8,328,072份認股權證歸屬。請參閱日期為2015年2月5日之公告。



# REPORT OF THE DIRECTORS

## 董事會報告

### **EQUITY LINKED AGREEMENTS** (Continued)

#### **Warrant Subscription Agreements** (Continued)

The above warrant subscriptions were entered into as both the total effective issue price and the subscription price are at a premium over the value of the warrants appraised by an independent valuer and the then recent trading prices of the Shares, respectively. Tongxin, a wholly-owned subsidiary of the Group, entered into one-year annual procurement agreements with each of the 10 suppliers as above, pursuant to which each of the suppliers has agreed to supply a targeted amount of copper scrap raw materials at a fixed discount as compared to the same-day average purchase price of the Group from other suppliers. The issue of the warrants is effectively in consideration of the discounts offered by the suppliers. In addition, the arrangements are expected to encourage such suppliers to achieve the targeted amount to supply raw material with a view to broaden the Group's supplier base to cater for the Group's production needs.

#### **Convertible Bonds Subscription Agreement**

On 27 March 2015, the Company entered into the subscription agreement with Huarong relating to the issuance of convertible bonds by the Company to Huarong in an aggregate principal amount of USD32,610,000 expiring at the second anniversary date of the issue date.

The obligations of Huarong to subscribe and pay for, and the obligations of the Company to issue, the convertible bonds are conditional upon, among other things, the fulfillment of certain conditions as stated in the announcement of the Company dated 27 March 2015.

On 13 April 2015, the Company completed the issuance of convertible bonds to Huarong in an aggregate principal amount of USD32,610,000. The convertible bonds bear a fixed interest rate of 10% with interest to be paid on a quarterly basis. The convertible bonds will expire at the second anniversary of the issue date and are convertible into ordinary shares of HK\$0.10 each in the issued share capital of the Company at an initial conversion price of HK\$1.40 per share (subject to adjustment). Subject as provided in the terms and conditions, the bondholder(s) shall be entitled to convert, in whole or in part, the convertible bonds into shares of the Company on any business day from the issue date up to and including the day preceding the maturity date. The terms and conditions of the convertible bonds restrict the exercise of conversion right up to an aggregate principal amount of the convertible bonds of USD16,300,000, which is convertible to approximately 90,555,555 ordinary shares of the Company (based on a condition in the terms and conditions which provides that based on the agreed exchange rate, the principle amount of the convertible bond shall be deducted by USD0.18 upon the issue of one conversion share).

### **權益掛鈎協議** (續)

#### **認股權證認購協議** (續)

由於實際總發行價及認購價分別較獨立估值師評估認股權證的價值及股份的當時近期成交價有溢價，故進行上述認股權證認購事項。本集團的全資附屬公司銅鑫與上述10名供應商各自訂立一年期的年度供應協議，據此各供應商同意以比本集團由其他供應商取得的同日平均採購價固定折讓的價格，供應目標數量的廢舊銅原材料予本集團。認股權證的發行實際上已考慮供應商所提供的折讓。此外，有關安排預期會鼓勵該等供應商供應原材料以實現目標額度，藉此擴闊本集團的供應商基礎，應付本集團的生產需要。

#### **可換股債券認購協議**

於2015年3月27日，本公司與華融訂立認購協議，內容關於本公司向華融發行本金額合共32,610,000美元的可換股債券，到期日為發行日期兩週年當日。

華融認購可換股債券及付款的責任以及本公司發行可換股債券的責任取決於本公司日期為2015年3月27日公告所述的若干條件能否達成。

於2015年4月13日，本公司完成向華融發行本金額合共32,610,000美元的可換股債券。可換股債券按固定利率10%計息，利息每季支付。可換股債券將於發行日期兩週年當日到期，並可按初步兌換價每股1.40港元(可予調整)兌換為本公司已發行股本中每股面值0.10港元的普通股。根據條款及條件所載，債券持有人有權於發行日期起直至到期日(包括該日)前任何營業日將可換股債券全部或部分轉換為本公司股份。可換股債券的條款及條件限定，行使兌換權最多只能達到可換股債券的總本金額即16,300,000美元，其可兌換為約90,555,555股本公司普通股(根據條款及條件內其中一項條件，其規定基於已協定兌換率，於發行一股兌換股份後可換股債券的本金額須減去0.18美元)。

### **EQUITY LINKED AGREEMENTS** (Continued)

#### **Convertible Bonds Subscription Agreement** (Continued)

The Directors are of the view that the convertible bonds issue represented a good opportunity for the Company to raise funds to strengthen its financial position and to finance the Group's future development and expansion, including the acquisition of interest in Baohe Fushan. The Directors consider that raising funds by way of issuing the convertible bonds would enable the Company to obtain funds with a lower financial cost considering the recent debt and equity market conditions. In addition, the Directors are of the view that an investment by Huarong and China Huarong Asset Management Co., Ltd., a reputable institutional investor, in convertible instrument of the Company represents a recognition in the investment value of the Company, and would contribute to building a long term relationship with the Investor group.

Details of the proposed issue of new shares under the general mandate of the Company and the disposal of shares by a substantial shareholder are set out in the note 39 to the financial statements.

### **PURCHASE, SALE OR REDEMPTION OF SHARES**

There was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the listed securities of the Company from the Listing Date up to 31 December 2015.

### **DEED OF NON-COMPETITION**

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

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

### **權益掛鈎協議** (續)

#### **可換股債券認購協議** (續)

董事認為發行可換股債券乃本公司籌集資金以加強其財務狀況及為本集團之未來發展及擴張(包括收購保和富山的權益)的良機。考慮到近期債務及股票市場情況後，董事認為透過發行可換股債券集資讓本公司能夠以較低的融資成本取得資金。此外，董事認為華融與中國華融資產管理股份有限公司(一著名機構投資者)對本公司之可換股工具作出投資，代表對本公司投資價值的認可，有助與投資者集團建立長期關係。

有關建議根據本公司一般授權發行新股份及一名主要股東出售股份的詳情，載於財務報表附註39。

### **購買、出售或贖回股份**

自上市日期起至2015年12月31日，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### **不競爭契約**

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

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

# REPORT OF THE DIRECTORS

## 董事會報告

### SUFFICIENCY OF PUBLIC FLOAT

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

### AUDITORS

KPMG has been appointed as auditor of the Company in 2015. KPMG shall retire in the forthcoming annual general meeting and, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditor of the Company will be proposed at the forthcoming annual general meeting.

### PROFESSIONAL TAX ADVICE RECOMMENDED

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

### PERMITTED INDEMNITY PROVISION

Pursuant to article 164 of the Articles, every Director is entitled to be indemnified and secured harmless out of assets of the Company from and against all actions, costs, charges, losses, damages and expenses which any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act, done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts (except such is incurred or sustained through his own fraud or dishonesty). Such provision is currently in force and was in force throughout the financial year ended 31 December 2015.

### ENVIRONMENTAL, SOCIAL AND CORPORATE RESPONSIBILITY

As a responsible corporation, the Group is committed to maintaining the highest environmental and social standards to ensure sustainable development of its business. To the best knowledge of the Directors, the Group has complied with all the relevant laws and regulations that have a significant impact on the Group in relation to its business including health and safety, workplace conditions, employment and the environment. The Group understands that a better future depends on everyone's participation and contribution. It has encouraged all employees to participate in environmental and social activities which benefit the community as a whole.

### 足夠公眾持股量

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

### 核數師

畢馬威會計師事務所已於2015年獲委任為本公司的核數師。畢馬威會計師事務所將於應屆股東週年大會上退任，惟其合資格並願意獲續聘連任。重選畢馬威會計師事務所為本公司核數師的決議案將於應屆股東週年大會上提呈。

### 建議諮詢專業稅務意見

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

### 准許彌償條款

根據章程細則第164條，每位董事均可從本公司的資產獲得彌償，就彼等的職務或信託執行其職責或假定職責時因所作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，可獲確保免就此受任何損害（除非此乃因其本身欺詐或違反誠信所引致或造成）。此條文現行有效並且於整個截至2015年12月31日止財政年度一直生效。

### 環境、社會及企業責任

作為一間具社會責任的企業，本集團致力維持最高要求之環境及社會標準，以確保其業務可持續發展。據董事所知本集團已遵守所有與其業務有關有重大影響的相關法例及法規，包括健康及安全、工作環境條件、就業及環境。本集團明白有賴所有人的參與及貢獻才能成就美好將來，亦因此鼓勵所有僱員參與環境及社會活動，惠及整個社區。

### ENVIRONMENTAL, SOCIAL AND CORPORATE RESPONSIBILITY *(Continued)*

The Group itself is operating in the environmental protection industry by virtue of recycling scrap metal materials in the society. Contributing to resolve a significant part of pollution problem in the vicinity of our plants, the Group was highly praised and encouraged by the local governments. The Group is also committed to social responsibility as seen in its employment of disabled staff and providing appropriate working conditions and protection to them. The Group also advocated conservation of resources in office and encouraged employees to develop good habits, conserve resources and energy to build a green and comfortable office environment.

During the year ended 31 December 2015, the Group donated RMB379,000 to charitable organization (2014: RMB333,000).

### CORPORATE GOVERNANCE

During the year ended 31 December 2015, the Company has applied the principles of and is in compliance with all code provisions of the Corporate Governance Code as set forth in Appendix 14 of the Listing Rules save as disclosed below.

Code Provision A.2.1 provides that the roles of Chairman and Chief Executive should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and Chief Executive should be clearly established and set out in writing. Currently, Mr. Yu Jianqiu is both the Chairman and Chief Executive Officer of the Company. As Mr. Yu is the founder of the Group and has extensive experience in operations and management, the Board believes that it is in the best interest of the Group to have Mr. Yu taking up both roles for continuous effective management and business development of the Group.

Code provision A.6.7 provides that the independent non-executive Directors and non-executive Directors should attend general meetings of the Company. Code provision E.1.2 provides that the chairman of the board should attend the annual general meeting and also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. In their absence, he should invite another member of the committee or failing this his duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting.

### 環境、社會及企業責任(續)

本集團本身從事環保行業，利用社會上的廢舊金屬循環再造，解決廠房周邊地區的大量污染問題，並得到地方政府高度認可及鼓勵。本集團亦致力於承擔社會責任，聘用殘疾人士，並向他們提供適當的工作環境和保障。本集團亦引導各項辦公室減耗措施，鼓勵員工養成良好習慣，節約資源和能源，建設綠色舒適的辦公環境。

於截至2015年12月31日止年度內，本集團捐了人民幣379,000元予慈善機構(2014年：人民幣333,000元)。

### 企業管治

於截至2015年12月31日止年度內，除下文所披露外，本公司已應用上市規則附錄十四所載企業管治守則的原則並遵守其所有守則條文。

守則條文第A.2.1條規定主席與行政總裁的角色應有區分及不應由一人同時兼任。主席與行政總裁之間的職責分配須清晰訂明並以書面形式列載。現時，俞建秋先生為本公司主席兼行政總裁。由於俞先生為本集團的創辦人並於營運及管理方面擁有豐富經驗，董事會認為，為了本集團的持續有效管理及業務發展而由俞先生擔任該兩個職位，符合本集團的最佳利益。

守則條文第A.6.7條規定，獨立非執行董事及非執行董事應出席本公司股東大會。守則條文第E.1.2條規定董事會主席應出席股東週年大會，以及亦邀請審核、薪酬、提名及任何其他委員會(如適用)之主席出席。倘彼等缺席，彼應該邀請委員會另一名成員，不然則其正式委任之代表出席。此等人士應在股東週年大會上回答的問題。

# REPORT OF THE DIRECTORS

## 董事會報告

### CORPORATE GOVERNANCE (Continued)

Due to other business engagements, the independent non-executive Directors were not able to attend the annual general meeting of the Company held on 9 June 2015. Nonetheless, certain executive Directors and senior management were present to answer questions from shareholders at the AGM. The Chairman of the board Mr. Yu Jianqiu attended the annual general meeting of the Company. To ensure compliance with the Corporate Governance Code in the future, the Company has arranged and will continue to arrange to furnish all Directors with appropriate information on all general meetings and take all reasonable measures to arrange the schedule in such a cautious way that all Directors can attend the general meetings.

### COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted a code of conduct regarding the directors' securities transactions on terms not less exacting than the required standard set out in the Model Code in Appendix 10 to the Listing Rules. After specific enquiry made by the Company, all directors confirmed that they had complied with the required standards set out in the Model Code and the code of conduct regarding the directors' securities transactions throughout 2015.

### ACKNOWLEDGEMENT

The Directors would like to take this opportunity to express our sincere thanks to all the shareholders and business associates for their continuous support and the entire staff for their dedication and contribution to the Group during the year.

By order of the Board

**China Metal Resources Utilization Limited**

Chairman

**Yu Jianqiu**

Hong Kong, 31 March 2016

### 企業管治(續)

獨立非執行董事因其他公務，未能出席本公司於2015年6月9日舉行之股東週年大會。儘管如此，若干其他執行董事及高級管理人員有出席股東週年大會及回答上股東問題。董事會主席俞建秋先生有出席本公司股東週年大會。為了確保日後遵守企業管治守則，本公司已安排及將繼續安排向全體董事提供關於所有股東大會的適當資料，並採取一切合理措施，以謹慎方式安排時間表，使全體董事能夠出席股東大會。

### 遵守上市發行人之董事買賣證券交易必守標準的情況

本公司已採納一套有關董事進行證券交易的行為守則，條款不遜於上市規則附錄十所載的標準守則的規定準則。經本公司作出具體查詢後，全體董事確認彼等於2015年整年一直遵守標準守則所載的規定準則及有關董事進行證券交易的行為守則。

### 鳴謝

董事藉此機會感謝全體股東及業務夥伴一直以來的鼎力支持，以及感謝本集團全體員工於年內為本集團付出的努力和貢獻。

承董事會命

**中國金屬資源利用有限公司**

主席

**俞建秋**

香港，2016年3月31日

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE REPORT

The Board is pleased to present this Corporate Governance Report in the Company's annual report for the year ended 31 December 2015.

### CORPORATE GOVERNANCE PRACTICES

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

Since the Listing Date, the Company has applied the principles of and is in compliance with all code provisions of the Corporate Governance Code as set forth in Appendix 14 of the Listing Rules save as disclosed below.

Code Provision A.2.1 provides that the roles of Chairman and Chief Executive should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and Chief Executive should be clearly established and set out in writing. Currently, Mr. Yu Jianqiu is both the Chairman and Chief Executive Officer of the Company. As Mr. Yu is the founder of the Group and has extensive experience in operations and management, the Board believes that it is in the best interest of the Group to have Mr. Yu taking up both roles for continuous effective management and business development of the Group.

Code provision A.6.7 provides that the independent non-executive Directors and non-executive Directors should attend general meetings of the Company. Code provision E.1.2 provides that the chairman of the board should attend the annual general meeting and also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. In their absence, he should invite another member of the committee or failing this his duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting.

### 企業管治報告

董事會欣然提呈本公司截至2015年12月31日止年度年報內的企業管治報告。

### 企業管治常規

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

自上市日期起，除下文所披露外，本公司已應用上市規則附錄十四所載企業管治守則的原則並遵守其所有守則條文。

守則條文第A.2.1條規定主席與行政總裁的角色應有區分及不應由一人同時兼任。主席與行政總裁之間的職責分配須清晰訂明並以書面形式列載。現時，俞建秋先生為本公司主席兼行政總裁。由於俞先生為本集團的創辦人並於營運及管理方面擁有豐富經驗，董事會認為，為了本集團的持續有效管理及業務發展而由俞先生擔任該兩個職位，符合本集團的最佳利益。

守則條文第A.6.7條規定，獨立非執行董事及非執行董事應出席本公司股東大會。守則條文第E.1.2條規定董事會主席應出席股東週年大會，以及亦邀請審核、薪酬、提名及任何其他委員會（如適用）之主席出席。倘彼等缺席，彼應該邀請委員會另一名成員，不然則其正式委任之代表出席。此等人士應在股東週年大會上回答提問。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES (Continued)

Due to other business engagements, the independent non-executive Directors were not able to attend the annual general meeting of the Company held on 9 June 2015. Nonetheless, certain executive Directors and senior management were present to answer questions from shareholders at the AGM. The Chairman of the board Mr. Yu Jianqiu attended the annual general meeting of the Company. To ensure compliance with the Corporate Governance Code in the future, the Company has arranged and will continue to arrange to furnish all Directors with appropriate information on all general meetings and take all reasonable measures to arrange the schedule in such a cautious way that all Directors can attend the general meetings.

Key corporate governance principles and practices of the Company as well as details relating to the foregoing deviation are summarized below.

### THE BOARD Responsibilities

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

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

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

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

### 企業管治常規(續)

獨立非執行董事因其他公務，未能出席本公司於2015年6月9日舉行之股東週年大會。儘管如此，若干其他執行董事及高級管理人員有出席股東週年大會及回答上股東問題。董事會主席俞建秋先生有出席本公司股東週年大會。為了確保日後遵守企業管治守則，本公司已安排及將繼續安排向全體董事提供關於所有股東大會的適當資料，並採取一切合理措施，以謹慎方式安排時間表，使全體董事能夠出席股東大會。

本公司主要企業管治原則及常規以及上述偏離詳情概述如下。

### 董事會 職責

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

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

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

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

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### THE BOARD (Continued)

#### Responsibilities (Continued)

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

### BOARD COMPOSITION

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

#### Executive Directors

Mr. Yu Jianqiu (*Chairman and chief executive officer*)  
Mr. Liu Hanjiu (resigned on 30 November 2015)  
Mr. Kwong Wai Sun Wilson  
Mr. Huang Weiping  
Ms. Zhu Yufen

#### Independent Non-executive Directors

Mr. Lee Ting Bun Denny  
Mr. Pan Liansheng  
Ms. Liu Rong (resigned on 30 November 2015)  
Ms. Ren Ruxian (appointed on 30 November 2015)

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

Mr. Liu Hanjiu has tendered his resignation as an executive director of the Company with effect from 30 November 2015 due to health reasons. Mr. Liu has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

### 董事會 (續)

#### 職責 (續)

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

### 董事會的組成

於本年報日期，本公司的董事為：

#### 執行董事

俞建秋先生 (*主席兼行政總裁*)  
劉漢玖先生 (於2015年11月30日辭任)  
鄺偉信先生  
黃偉萍先生  
朱玉芬女士

#### 獨立非執行董事

李廷斌先生  
潘連勝先生  
劉蓉女士 (於2015年11月30日辭任)  
任汝嫻女士 (於2015年11月30日獲委任)

董事及高級管理層的履歷詳情載於本年報「董事及高級管理層」一節。

劉漢玖先生因健康理由辭任本公司執行董事一職，自2015年11月30日起生效。劉先生確認與董事會之間並無意見分歧，亦無有關其辭任須知會本公司股東或聯交所之事宜。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD COMPOSITION (Continued)

Ms. Liu Rong has tendered her resignation as an independent non-executive director, the chairman of the Nomination Committee and a member of each of the Audit and Corporate Governance Committee and the Remuneration Committee with effect from 30 November 2015 in order to devote more time on her work at the Southwest University of Finance and Economics in China. Ms. Liu confirmed that she has no disagreement with the Board and there are no other matters with respect to her resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

Ms. Ren Ruxian was appointed as an independent non-executive director of the Company, the chairman of the Nomination Committee, and a member of each of the Audit and Corporate Governance Committee and the Remuneration Committee with effect from 30 November 2015.

During the year ended 31 December 2015, the Company has been in compliance with the requirements of Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications or accounting or related financial management expertise.

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

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

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

### 董事會的組成(續)

劉蓉女士為投入更多的時間和精力在西南財經大學的本職工作上，而辭任獨立非執行董事，提名委員會主席以及審核及企業管治委員會及薪酬委員會各自之成員，自二零一五年十一月三十日起生效。劉女士確認彼與董事會並無任何意見分歧，且彼並不知悉任何有關彼辭任之事宜須敦請本公司股東或聯交所垂注。

任汝嫻女士獲委任為本公司獨立非執行董事、提名委員會主席，以及審核及企業管治委員會及薪酬委員會委員，自2015年11月30日起生效。

於截至2015年12月31日止年度內，本公司一直遵守上市規則第3.10(1)及3.10(2)條有關委任最少三名獨立非執行董事，而其中最最少一名獨立非執行董事擁有適合的專業資格或會計或相關財務管理專業知識。

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

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

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

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

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

The attendance record of professional trainings received by the Directors is as follows:

Director	Date of attendance of director's training
Mr. Yu Jianqiu	8 December 2015
Mr. Liu Hanjiu	N/A as resigned
Mr. Kwong Wai Sun Wilson	8 December 2015
Mr. Huang Weiping	8 December 2015
Ms. Zhu Yufen	8 December 2015
Mr. Lee Ting Bun Denny	8 December 2015
Mr. Pan Liansheng	8 December 2015
Ms. Liu Rong	N/A as resigned
Ms. Ren Ruxian	8 December 2015

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

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

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

### 就職及持續專業發展

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

董事接受專業培訓的出席記錄如下：

董事	出席董事培訓的日期
俞建秋先生	2015年12月8日
劉漢玖先生	不適用，已辭任
鄺偉信先生	2015年12月8日
黃偉萍先生	2015年12月8日
朱玉芬女士	2015年12月8日
李廷斌先生	2015年12月8日
潘連勝先生	2015年12月8日
劉蓉女士	不適用，已辭任
任汝嫻女士	2015年12月8日

### 主席及行政總裁

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

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

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

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### INDEPENDENT NON-EXECUTIVE DIRECTORS

The appointment of independent non-executive directors, subject to re-nomination and re-election by the Company in general meeting, shall be for a term of two years unless previously terminated in accordance with the terms and conditions specified in their appointment. Ms. Ren Ruxian was appointed as an independent non-executive director of the Company for a term of two years commencing on 30 November 2015.

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

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

### APPOINTMENT AND RE-ELECTION OF DIRECTORS

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

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

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

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

### 獨立非執行董事

獨立非執行董事之委任可由本公司於股東大會上再提名及重選，任期應為兩年，除非根據彼等之委任指明之條款及條件提早終止。李廷斌先生及潘連勝先生自2014年2月21日起獲委任，為期兩年。任汝嫻女士獲委任為獨立非執行董事，自2015年11月30日起為期兩年。

獨立非執行董事各自的現有委任函指定的董事袍金均為每年200,000港元。

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

### 董事的委任及重選

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

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

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

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

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD MEETINGS

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

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

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

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

### 董事會會議

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

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

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

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

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### DIRECTORS' ATTENDANCE RECORDS AT MEETINGS

The annual general meeting was held on 9 June 2015 whilst 13 Board meetings were held during the year ended 31 December 2015 and the attendance of the individual directors at these meetings is set out below.

Name of director	Notes	Annual general meeting attendance	Board meeting attendance
Mr. Yu Jianqiu		1/1	9/13
Mr. Liu Hanjiu	1	0/1	7/8
Mr. Kwong Wai Sun Wilson		1/1	13/13
Mr. Huang Weiping		0/1	11/13
Ms. Zhu Yufen		0/1	11/13
Mr. Lee Ting Bun Denny		0/1	10/13
Mr. Pan Liansheng		0/1	10/13
Ms. Liu Rong	1	0/1	6/8
Ms. Ren Ruxian	2	0/1	3/5

Notes:

1. Resigned on 30 November 2015
2. Appointed on 30 November 2015

### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted its own Code for Securities Transactions by Officers on terms no less exacting than those set out in the Model Code as its code of conduct regarding directors' securities transactions. Specific enquiry has been made of the Company's directors and all the existing directors have confirmed that they have complied with the required standards set out in the Model Code throughout the period from 1 January 2015 to the date of this annual report.

### 董事於董事會會議的出席記錄

股東週年大會於二零一五年六月九日舉行，而於截至2015年12月31日止年度共舉行13次董事會會議，各董事於會議的出席記錄載列如下：

董事姓名	附註	股東週年大會出席率	董事會出席率
俞建秋先生		1/1	9/13
劉漢玖先生	1	0/1	7/8
鄺偉信先生		1/1	13/13
黃偉萍先生		0/1	11/13
朱玉芬女士		0/1	11/13
李廷斌先生		0/1	10/13
潘連勝先生		0/1	10/13
劉蓉女士	1	0/1	6/8
任汝嫻女士	2	0/1	3/5

附註：

1. 於2015年11月30日辭任
2. 於2015年11月30日獲委任

### 進行證券交易的標準守則

本公司已按董事進行證券交易的標準守則所載的操守守則相若的條款，採納其本身的高級職員進行證券交易的守則。經向本公司董事作出具有查詢後，全體現任董事確認彼等於2015年1月1日至本年報日期之期間已遵守標準守則所載之規定標準。

### BOARD COMMITTEES

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

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

### NOMINATION COMMITTEE

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

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

### 董事委員會

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

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

### 提名委員會

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

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

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### NOMINATION COMMITTEE (Continued)

The Nomination Committee held two meetings during the year ended 31 December 2015 to, inter alia, (i) review the size and composition of the Board; (ii) assess the independence of the independent non-executive directors and to review that re-appointment of directors; and (iii) discuss other matters related to the foregoing.

Two meetings of the Nomination Committee were held during the year ended 31 December 2015.

Name of director	Number of attendance/Eligible to attend
Mr. Lee Ting Bun Denny	2/2
Mr. Pan Liansheng	2/2
Ms. Liu Rong (resigned on 30 November 2015)	1/2
Ms. Ren Ruxian (appointed on 30 November 2015)	N/A

The Nomination Committee recommended Mr. Yu Jianqiu, Mr. Kwong Wai Sun Wilson as executive directors, and Mr. Lee Ting Bun Denny and Ms. Ren Ruxian as independent non-executive directors of the Company at the forthcoming annual general meeting.

### 提名委員會 (續)

於截至2015年12月31日止年度，提名委員會共舉行兩次會議以(其中包括)：(i) 審閱董事會規模及組成；(ii) 檢討獨立非執行董事之獨立性及檢討重新委任董事；及(iii) 與前述事項相關的其他事宜。

於截至2015年12月31日止年度，提名委員會舉行了兩次會議。

董事姓名	已出席次數/可出席次數
李廷斌先生	2/2
潘連勝先生	2/2
劉蓉女士 (於2015年11月30日辭任)	1/2
任汝嫻女士 (於2015年11月30日獲委任)	不適用

提名委員會建議於應屆股東週年大會上重新委任俞建秋先生、鄺偉信先生為本公司執行董事，以及李廷斌先生、任汝嫻女士為本公司獨立非執行董事。

### REMUNERATION COMMITTEE

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

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

Details of the remuneration of each Director for the year ended 31 December 2015 are set out in note 9 to the financial statements contained in this annual report.

### 薪酬委員會

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

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

各董事於截至2015年12月31日止年度的薪酬詳情載列於本年報財務報表附註9。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### REMUNERATION COMMITTEE (Continued)

Remuneration of senior management other than Directors for the year ended 31 December 2015 are as follow:

### 薪酬委員會(續)

截至2015年12月31日止年度非董事的高級管理層薪酬如下：

Total remuneration bands	總薪酬範圍	Number of executive administrative personnel	
		2015	2014
		2015年	2014年
RMB4,000,000-5,000,000	人民幣4,000,000元至5,000,000元	2	—
RMB3,000,000-4,000,000	人民幣3,000,000元至4,000,000元	2	—
RMB2,000,000-3,000,000	人民幣2,000,000元至3,000,000元	—	1

5 meetings of the Remuneration Committee were held during the year ended 31 December 2015 to review the existing remuneration packages of Directors and senior managements of the Company, to recommend the proposed grant of share option and to recommend the remuneration packages for Directors and senior managements of the Company. The recommended remuneration packages have been approved by the entire Board.

於截至2015年12月31日止年度，薪酬委員會舉行了五次會議，以審核本公司董事及高級管理層之薪酬福利組合，建議授出購股權以及建議本公司董事及高級管理層之薪酬福利組合。所建議之薪酬福利已獲全體董事會批准。

Name of director	Number of attendance/ Eligible to attend	Director's name	Number of attendance/ Eligible to attend
Mr. Lee Ting Bun Denny	4/5	李廷斌先生	4/5
Mr. Pan Liansheng	4/5	潘連勝先生	4/5
Ms. Liu Rong (resigned on 30 November 2015)	4/5	劉蓉女士(於2015年11月30日辭任)	4/5
Ms. Ren Ruxian (appointed on 30 November 2015)	Not applicable	任汝嫻女士(於2015年11月30日獲委任)	不適用

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### AUDIT AND CORPORATE GOVERNANCE COMMITTEE

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

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

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

### 審核及企業管治委員會

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

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

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

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### AUDIT AND CORPORATE GOVERNANCE COMMITTEE *(Continued)*

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

- reviewed the annual report and results announcement of the Company for the years ended 31 December 2014 and 2015;
- reviewed the interim report and interim results announcements of the Company for the six months ended 30 June 2015;
- reviewed the accounting principles and practices adopted by the Group and other financial reporting matters;
- reviewed the results of external audit and had discussion with external auditors on any significant findings and audit issues;
- reviewed the results of internal audit and had discussion with internal auditors on any significant findings and internal control issues;
- discussed with the external auditors before the audit commenced, the nature and scope of the audit and the respective relevant issues; and
- considered and approved the service contract of the auditors for the Year.

### 審核及企業管治委員會 (續)

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

- 審閱本公司截至2014年及2015年12月31日止年度的年報及業績公告；
- 審閱本公司截至2015年6月30日止六個月的中期報告及中期業績公告；
- 審閱本集團所採納的會計政策及慣例和其它財務申報事宜；
- 審閱外部審計結果，並就任何重大發現及審計事宜與外部核數師進行討論；
- 審閱內部審核的結果，並就任何重大發現及其他內部控制事宜與內部核數師進行討論；
- 於審核開始前與外聘核數師討論審核的性質及範圍以及各有關事宜；及
- 考慮及批准本年度的核數師服務合約。

Name of director	Number of attendance/ Eligible to attend
Mr. Lee Ting Bun Denny	3/3
Mr. Pan Liansheng	3/3
Ms. Liu Rong (resigned on 30 November 2015)	2/2
Ms. Ren Ruxian (appointed on 30 November 2015)	1/1

董事姓名	已出席次數 / 可出席次數
李廷斌先生	3/3
潘連勝先生	3/3
劉蓉女士 (於2015年11月30日辭任)	2/2
任汝嫻女士 (於2015年11月30日獲委任)	1/1

There had been no disagreement between the Board and the Audit and Corporate Governance Committee during the year ended 31 December 2015.

截至2015年12月31日止年度，董事會與審核及企業管治委員會之間並無分歧。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### AUDITOR'S REMUNERATION

KPMG was re-appointed as our external auditor by shareholders at the 2015 AGM until the conclusion of the 2016 AGM. It is primarily responsible for providing audit services in connection with the annual consolidated financial statements.

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

### 核數師酬金

畢馬威會計師事務所於2015年股東週年大會獲股東重選為外聘核數師，任期至2016年股東週年大會為止。其主要職責為就全年綜合財務報表提供審核服務。

支付或應付予畢馬威會計師事務所的酬金分析載列如下：

		Year ended 31 December 2015 截至2015年 12月31日 止年度 RMB'000 人民幣千元	Year ended 31 December 2014 截至2014年 12月31日 止年度 RMB'000 人民幣千元
Audit services (audit fee for the year ended 31 December 2015 and 2014)	審核服務(截至2015年及2014年12月31日止年度之審核服務)	2,496	2,646
Other services	其他服務	441	1,854

### DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2015 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

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

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

### 董事就財務報表中的財務報告責任

董事確認彼等編製本公司截至2015年12月31日止年度財務報表的責任，其真實公平地反映本公司及本集團的事務，以及本集團的業績及現金流。

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

並無任何事項或情況的重大不明朗因素可能會導致嚴重質疑本公司持續經營的能力。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### INTERNAL CONTROL

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

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

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

The Board has established an internal audit function, which reports directly to the Audit Committee to determine whether the internal control procedures are properly carried out throughout the year.

### UPDATES ON COMPLIANCE AND REGULATORY MATTERS DISCLOSED IN THE PROSPECTUS

As disclosed in the section headed “Business — Compliance” in the Prospectus and the annual report for the year ended 31 December 2014, during the period ended 31 December 2010, the two financial years ended 31 December 2011 and 2012 and the nine months ended 30 September 2013, there were certain incidents of the Group’s noncompliance with applicable regulations. As at 31 December 2015, all incidents of non-compliance have been rectified.

### COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

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

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

### 內部監控

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

董事會已審查本公司內部監控制度的有效性，並認為內部監控制度屬有效及充足。

本公司已為各董事安排適當的保險，使其面對訴訟時可獲得保障。

董事會已設立內部核數職能並直接向審核委員會匯報，以確定內部控制程序已於年內適當地予以執行。

### 有關於招股書披露的合規及監管事宜的最新資料

誠如招股書「業務 — 合規」一節及截至2014年12月31日止年度之年報所披露，於截至2010年12月31日止期間、截至2011年及2012年12月31日止兩個財政年度及截至2013年9月30日止九個月，本集團發生若干有關適用法規的不合規事件。於2015年12月31日，所有不合規事件已獲修正。

### 與股東及投資者溝通

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

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

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS *(Continued)*

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

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

Enquiries are dealt with in an informative and timely manner.

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

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

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

During the year ended 31 December 2015, there had been no change in the constitutional documents of the Company.

### COMPANY SECRETARY

The company secretary of the Company is Mr. Cheung Ying Kwan, whose biography details are set out in the section headed "Directors and senior management" in this annual report. Mr. Cheung has been informed of the requirement of the Rule 3.29 of the Listing Rules, and he confirmed that he had attained no less than 15 hours of relevant professional training during the year ended 31 December 2015.

### 與股東及投資者溝通(續)

股東及投資者可按以下方式將書面查詢或要求寄發至本公司：

地址： 香港上環干諾道中168–200號  
招商局大廈908室  
(抬頭請註明企業傳訊部)  
傳真： +85225877199  
電郵： ir@cmru.com.cn

本公司將盡快處理及詳細解答查詢。

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

本公司繼續加強與投資者的溝通及彼此之間的關係。

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

截至2015年12月31日止年度，本公司之憲章文件並無變動。

### 公司秘書

本公司之公司秘書為張應坤先生，其履歷詳情載於本年報「董事及高級管理層」一節。張先生已知悉上市規則第3.29條之規定，而彼確認於截至2015年12月31日止年度，已出席不少於15小時之相關專業培訓。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### SHAREHOLDERS' RIGHT

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

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

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

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

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

The Company has not made any changes to its Articles of Association throughout the year ended 31 December 2015. An up-to-date version of the Articles of Association is available on the Company's website and the Stock Exchange's website. Shareholders may refer to the Articles of Association for further details of their rights.

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

### 股東權利

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

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

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

有關提名人士參選董事的程序可於本公司及聯交所網站覽閱。

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

本公司於截至2015年12月31日止年度並無對其組織章程細則作出任何變動。組織章程細則的最新版本可在本公司網站及聯交所網站查閱。股東亦可參考組織章程細則以取得有關其權利的詳情。

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

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



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

(Incorporated in Cayman Islands with limited liability)

We have audited the consolidated financial statements of China Metal Resources Utilization Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 81 to 205, which comprise the consolidated statement of financial position as at 31 December 2015, the consolidated statements of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

### 致中國金屬資源利用有限公司股東的 獨立核數師報告

(根據開曼群島法律註冊成立的有限公司)

我們已完成審核中國金屬資源利用有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載於第81頁至第205頁的綜合財務報表，其中包括於2015年12月31日綜合財務狀況表，截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及重大會計政策概要及其他說明資料。

### 董事對綜合財務報表的責任

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

### 核數師責任

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

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



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### AUDITOR'S RESPONSIBILITY (Continued)

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

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

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2015 and of the Group's financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### KPMG

*Certified Public Accountants*

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

31 March 2016

### 核數師責任 (續)

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

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據國際財務報告準則真實而公平地反映 貴集團於2015年12月31日的財務狀況，及 貴集團截至該日止年度的財務表現及現金流量，並已按照香港公司條例的披露規定妥為編製。

### 畢馬威會計師事務所

*執業會計師*

香港中環  
遮打道十號  
太子大廈八樓

2016年3月31日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

For the year ended 31 December 2015 (Expressed in Renminbi)  
截至2015年12月31日止年度(以人民幣表述)

		Note	2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
		附註		
<b>Revenue</b>	<b>營業額</b>	4	<b>1,790,750</b>	3,858,943
Cost of sales	銷售成本		<b>(1,930,181)</b>	(3,817,158)
<b>Gross (loss)/profit</b>	<b>毛(損)/利</b>		<b>(139,431)</b>	41,785
Other revenue	其他收益	6(a)	<b>136,968</b>	439,898
Other net loss	其他淨虧損	6(b)	<b>(254,923)</b>	(1,543)
Selling and distribution expenses	銷售及分銷開支		<b>(8,223)</b>	(22,634)
Administrative expenses	行政開支		<b>(161,141)</b>	(102,179)
<b>(Loss)/profit from operations</b>	<b>經營(虧損)/溢利</b>		<b>(426,750)</b>	355,327
Finance costs	財務成本	7(a)	<b>(113,671)</b>	(57,630)
<b>(Loss)/profit before taxation</b>	<b>稅前(虧損)/溢利</b>	7	<b>(540,421)</b>	297,697
Income tax	所得稅	8(a)	<b>37,285</b>	(49,431)
<b>(Loss)/profit for the year</b>	<b>年內(虧損)/溢利</b>		<b>(503,136)</b>	248,266
<b>Attributable to:</b>	<b>以下人士應佔：</b>			
Equity shareholders of the Company	本公司權益股東		<b>(499,045)</b>	248,513
Non-controlling interests	非控股權益		<b>(4,091)</b>	(247)
<b>(Loss)/profit for the year</b>	<b>年內(虧損)/溢利</b>		<b>(503,136)</b>	248,266
<b>(Loss)/earnings per share</b>	<b>每股(虧損)/盈利</b>	12		
Basic (RMB)	基本(人民幣元)		<b>(0.24)</b>	0.12
Diluted (RMB)	攤薄(人民幣元)		<b>(0.24)</b>	0.12

The notes on pages 89 to 205 form part of these financial statements.

第89頁至第205頁的附註構成財務報表的一部分。

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 31 December 2015 (Expressed in Renminbi)  
截至2015年12月31日止年度(以人民幣表述)

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
<b>(Loss)/profit for the year</b>	年內(虧損)/溢利	<b>(503,136)</b>	248,266
<b>Other comprehensive income for the year</b>	年內其他全面收益		
<i>Item that may be reclassified subsequently to profit or loss:</i>	隨後可重新分類至損益的項目：		
Exchange differences on translation of financial statements of non-PRC entities	換算非中國實體財務報表的匯兌差異	<b>(13,280)</b>	2,952
<b>Total comprehensive income for the year</b>	年內全面收益總額	<b>(516,416)</b>	251,218
<b>Attributable to:</b>	以下人士應佔：		
Equity shareholders of the Company	本公司權益股東	<b>(512,325)</b>	251,465
Non-controlling interests	非控股權益	<b>(4,091)</b>	(247)
<b>Total comprehensive income for the year</b>	年內全面收益總額	<b>(516,416)</b>	251,218

The notes on pages 89 to 205 form part of these financial statements.

第89頁至第205頁的附註構成財務報表的一部分。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2015 (Expressed in Renminbi)  
於2015年12月31日(以人民幣表述)

			31 December 2015 2015年 12月31日 RMB'000 人民幣千元	31 December 2014 2014年 12月31日 RMB'000 人民幣千元
		Note 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	584,429	559,308
Lease prepayments	租賃預付款	14	99,916	85,618
Intangible assets	無形資產	16	-	3,656
Interest in associates	聯營公司權益	17	135,957	-
Goodwill	商譽	18	23,227	39,308
Pledged deposits	已抵押存款	19	5,320	12,820
Other non-current assets	其他非流動資產	20	26,424	34,134
Deferred tax assets	遞延稅項資產	21(b)	37,749	774
			<b>913,022</b>	735,618
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	22	249,002	461,699
Trade and other receivables	貿易及其他應收款項	23	1,033,039	1,021,829
Amounts due from associates	應收聯營公司款項	24(a)	458	-
Amounts due from related parties	應收關聯方款項	24(a)	3,345	-
Pledged deposits	已抵押存款	19	53,886	43,285
Cash and cash equivalents	現金及現金等值項目	25(a)	82,559	145,765
			<b>1,422,289</b>	1,672,578
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	26	474,799	339,216
Obligations under finance leases	融資租賃下的責任	27	15,192	16,471
Bank loans and other borrowings	銀行貸款及其他借款	28	661,510	390,670
Amounts due to associates	應付聯營公司款項	24(a)	6,520	-
Amounts due to related parties	應付關聯方款項	24(a)	6,098	-
Loan from a related party	關聯方貸款	24(b)	83,780	-
Current taxation	即期稅款	21(a)	9,662	19,988
			<b>1,257,561</b>	766,345
<b>Net current assets</b>	<b>淨流動資產</b>		<b>164,728</b>	906,233
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>1,077,750</b>	1,641,851

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2015 (Expressed in Renminbi)  
於2015年12月31日(以人民幣表述)

			31 December 2015 2015年 12月31日 RMB'000 人民幣千元	31 December 2014 2014年 12月31日 RMB'000 人民幣千元
		Note 附註		
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bank loans and other borrowings	銀行貸款及其他借款	28	–	300,000
Obligations under finance leases	融資租賃下的責任	27	<b>23,090</b>	36,027
Liability component of convertible bonds	可換股債券的負債部分	29	<b>166,488</b>	–
Derivative component of convertible bonds	可換股債券的衍生工具部分	29	<b>130,989</b>	–
Deferred government grants	遞延政府補助	30	<b>3,000</b>	31,048
Deferred tax liabilities	遞延稅項負債	21(b)	–	1,473
			<b>323,567</b>	368,548
<b>NET ASSETS</b>	<b>淨資產</b>		<b>754,183</b>	1,273,303
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	31	<b>166,075</b>	166,075
Reserves	儲備		<b>578,913</b>	1,096,991
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司權益股東應佔總權益</b>		<b>744,988</b>	1,263,066
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>9,195</b>	10,237
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>754,183</b>	1,273,303

Approved and authorised for issue by the board of directors on 31 March 2016.

於2016年3月31日經董事會批准及授權刊發。

**Yu Jianqiu**  
俞建秋  
Directors  
董事

**Kwong Wai Sun Wilson**  
鄺偉信  
Directors  
董事

The notes on pages 89 to 205 form part of these financial statements.

第89頁至第205頁的附註構成財務報表的一部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

At 31 December 2015 (Expressed in Renminbi)  
截至2015年12月31日止年度(以人民幣列值)

		Attributable to equity shareholders of the Company 本公司權益股東應佔										
		Share capital	Share premium	Exchange reserve	Capital reserve	Statutory reserves	Share-based payment reserve	Warrant reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本 (Note 31(c))	股份溢價 (Note 31(d)(iii))	匯兌儲備 (Note 31(d)(i))	資本儲備 (Note 31(d)(ii))	法定儲備 (Note 31(d)(iv))	以股份為基礎的付款儲備 (Note 31(d)(v))	認股權證儲備 (Note 31(d)(vi))	保留溢利	總計	非控股權益	總權益
Note 附註		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Balance at 1 January 2015</b>	2015年1月1日的結餘	166,075	294,842	15,322	132,055	76,142	10,365	-	568,265	1,263,066	10,237	1,273,303
<b>Changes in equity for 2015:</b>	2015年的股權變動：											
Loss for the year	年內虧損	-	-	-	-	-	-	-	(499,045)	(499,045)	(4,091)	(503,136)
Other comprehensive income	其他全面收益	-	-	(13,280)	-	-	-	-	-	(13,280)	-	(13,280)
Total comprehensive income for the year	年內全面收益總額	-	-	(13,280)	-	-	-	-	(499,045)	(512,325)	(4,091)	(516,416)
Issuance of warrants	發行認股權證	31(d)(vi)	186	-	-	-	-	12,079	-	12,265	-	12,265
Share-based compensation expenses	以股份為基礎酬償開支	31(d)(v)	-	-	-	-	31,874	-	-	31,874	-	31,874
Share options vested but lapsed	已歸屬但已失效之購股權	31(d)(v)	-	-	-	-	(1,539)	-	1,539	-	-	-
Dividend declared and paid in respect of prior year	就去年宣派之股息	31(b)	(49,892)	-	-	-	-	-	-	(49,892)	-	(49,892)
Non-controlling interest arising from acquisition of a subsidiary	收購一間附屬公司產生之非控股權益		-	-	-	-	-	-	-	-	3,049	3,049
<b>Balance at 31 December 2015</b>	2015年12月31日的結餘	166,075	245,136	2,042	132,055	76,142	40,700	12,079	70,759	744,988	9,195	754,183

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

At 31 December 2015 (Expressed in Renminbi)  
截至2015年12月31日止年度(以人民幣列值)

		Attributable to equity shareholders of the Company 本公司權益股東應佔									
		Share capital	Share premium	Exchange reserve	Capital reserve	Statutory reserves	Share-based payment reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本 (Note 31(c)) (附註 31(c))	股份溢價 (Note 31(d)) (iii) (附註 31(d)) (iii)	匯兌儲備 (Note 31(d)) (i) (附註 31(d)) (i)	資本儲備 (Note 31(d)) (ii) (附註 31(d)) (ii)	法定儲備 (Note 31(d)) (iv) (附註 31(d)) (iv)	以股份為基礎 的付款儲備 (Note 31(d)) (v) (附註 31(d)) (v)	保留溢利	總計	非控股權益	總權益
Note		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Balance at 1 January 2014</b>	<b>2014年1月1日的結餘</b>	907	71,579	12,370	132,055	49,406	-	346,488	612,805	-	612,805
<b>Changes in equity for 2014:</b>	<b>2014年的股權變動：</b>										
Profit for the year	年內溢利	-	-	-	-	-	-	248,513	248,513	(247)	248,266
Other comprehensive income	其他全面收益	-	-	2,952	-	-	-	-	2,952	-	2,952
Total comprehensive income for the year	年內全面收益總額	-	-	2,952	-	-	-	248,513	251,465	(247)	251,218
Capitalisation issue	資本化發行	31(c)(i)	123,215	(123,215)	-	-	-	-	-	-	-
Issue of new shares under the initial public offering ("IPO")	根據首次公開發售 (「首次公開發售」) 發行新股份	31(c)(ii)	41,414	391,063	-	-	-	-	432,477	-	432,477
Issue of new shares upon exercise of the over-allotment option under the IPO	根據首次公開發售行使 超額配股權時發行 新股份	31(c)(ii)	539	5,553	-	-	-	-	6,092	-	6,092
Share-based compensation expenses	以股份為基礎彌償開支 開支	31(d)(v)	-	-	-	-	10,365	-	10,365	-	10,365
Dividend declared in respect of the current year	就本年度宣派之股息	31(f)	-	(50,138)	-	-	-	-	(50,138)	-	(50,138)
Non-controlling interest arising from acquisition of a subsidiary	收購一間附屬公司產生 之非控股權益		-	-	-	-	-	-	-	10,484	10,484
Appropriations to statutory reserves	轉撥至法定儲備	31(d)(iv)	-	-	-	26,736	-	(26,736)	-	-	-
<b>Balance at 31 December 2014</b>	<b>2014年12月31日的結餘</b>	166,075	294,842	15,322	132,055	76,142	10,365	568,265	1,263,066	10,237	1,273,303

The notes on pages 89 to 205 form part of these financial statements.

第89頁至第205頁的附註構成財務報表的一部分。

# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

For the year ended 31 December 2015 (Expressed in Renminbi)  
截至2015年12月31日止年度(以人民幣列值)

	Note	2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
	附註		
<b>Operating activities</b>	<b>經營活動</b>		
Cash generated from/(used in) operations	25(b)	<b>83,555</b>	(123,864)
The People's Republic of China ("PRC") Corporate Income Tax paid	(「中國」)企業所得稅 21(a)	<b>(11,489)</b>	(58,645)
<b>Net cash generated from/(used in) operating activities</b>	<b>經營活動所得/(所用)淨現金</b>	<b>72,066</b>	(182,509)
<b>Investing activities</b>	<b>投資活動</b>		
Payment for the purchase of property, plant and equipment	13	<b>(108,863)</b>	(172,368)
Payment for lease prepayments	14	<b>(16,256)</b>	(11,595)
Proceeds from sale of property, plant and equipment	13	<b>1</b>	147
Cash inflow (outflow) arising on acquisitions of subsidiaries (net of cash and cash equivalents acquired)	36	<b>23</b>	(18,846)
Payment for investment in associates	17	<b>(134,929)</b>	–
Interest received	6(a)	<b>1,276</b>	1,150
Decrease in pledged deposits	19	<b>699</b>	3,026
<b>Net cash used in investing activities</b>	<b>投資活動所用淨現金</b>	<b>(258,049)</b>	(198,486)



# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

For the year ended 31 December 2015 (Expressed in Renminbi)  
截至2015年12月31日止年度(以人民幣列值)

		Note 附註	2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
<b>Financing activities</b>	<b>融資活動</b>			
Proceeds from new bank loans and other borrowings	新增銀行貸款及其他借款所得款項	28	287,900	850,670
Repayment of bank loans and other borrowings	償還銀行貸款及其他借款	28	(317,060)	(584,374)
Proceeds from sale of assets under sale and leaseback arrangement	銷售售後租回安排下資產所得款項		–	5,500
Repayment of sale and leaseback arrangement	償還出售及售後租回安排	27	(14,216)	(13,365)
Proceeds from advances from local governments	當地政府墊款所得款項		78,457	–
Repayment of advances from local governments	償還當地政府墊款		(45,802)	(1,000)
Increase in pledged deposits	抵押存款增加	19	(3,800)	(25,120)
Interest paid	已付利息		(93,213)	(56,379)
Dividend paid	已付股息	31(a)	(49,892)	(50,138)
Advance from/(repayment to) related parties	墊款/(償還)來自關聯方的貸款		11,280	(116,220)
Proceeds from loan from a related party	關聯方貸款之所得款項		79,990	–
Issuance of warrants	發行認股權證	31(a)	186	–
Net proceed from issuance of convertible bonds	發行可換股債券之所得款項淨額	29	187,814	–
Net proceeds from issue of shares	發行股份之所得款項淨額		–	438,569
<b>Net cash generated from financing activities</b>	<b>融資活動所得淨現金</b>		<b>121,644</b>	<b>448,143</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等值項目淨(減少)/增加</b>		<b>(64,339)</b>	<b>67,148</b>
<b>Cash and cash equivalents at 1 January</b>	<b>於一月一日的現金及現金等值項目</b>		<b>145,765</b>	<b>78,615</b>
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動影響</b>		<b>1,133</b>	<b>2</b>
<b>Cash and cash equivalents 31 December</b>	<b>於十二月三十一日的現金及現金等值項目</b>	25(a)	<b>82,559</b>	<b>145,765</b>

The notes on pages 89 to 205 form part of these financial statements.

第89頁至第205頁的附註構成財務報表的一部分。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 1 GENERAL INFORMATION

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

### 2 SIGNIFICANT ACCOUNTING POLICIES

#### (a) Statement of compliance

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

The IASB has issued a certain of new and revised IFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements. The Group has not applied any new or revised standard or interpretation that is not yet effective for the current accounting period. The revised and new accounting standards and interpretations issued but not yet effective for the accounting period beginning 1 January 2015 are set out in note 38.

### 1 一般資料

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

### 2 主要會計政策

#### (a) 合規聲明

該等財務報表已根據所有適用國際財務報告準則(「國際財務報告準則」)編製，其集合條款包括國際會計準則理事會(「國際會計準則理事會」)頒佈的國際會計準則(「國際會計準則」)及相關詮釋。財務資料亦符合香港公司條例的披露規定及香港聯合交易所有限公司證券上市規則(「上市規則」)的適用披露條文。本公司及本集團採納之主要會計政策概要載於下文。

國際會計準則理事會已頒佈若干新訂及經修訂國際財務報告準則，該等新準則及修訂本於集團及公司本會計期首次生效或可提早採納。附註2(c)所載資料乃關於初次應用該等發展(倘與本集團有關)導致該等財務報表所反映當前及過往會計期間之會計政策之任何變動。集團未有應用尚未在本會計期生效的新準則或詮釋。於2015年1月1日開始之會計期間已頒佈但尚未生效經修訂及新訂會計準則及詮釋載於附註38。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2015 comprise the Group and the Group's interest in associates.

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

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

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

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

### 2 主要會計政策(續)

#### (b) 編製財務報表的基準

截至2015年12月31日之財務報告包括本集團及其聯營公司投資。

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

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

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

管理層於應用國際財務報告準則時作出對財務報表有重大影響之判斷及估計不確定因素之主要來源於附註3討論。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (c) Changes in accounting policies

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

- Amendments to IAS 19, *Defined Benefit Plans: Employee Contributions (Amendments to IAS19)*
- *Annual Improvements to IFRSs 2010–2012 Cycle* — various standards
- *Annual Improvements to IFRSs 2011–2013 Cycle* — various standards

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

In addition, the requirements of Part 9, "Accounts and Audit", of the Hong Kong Companies Ordinance (Cap 622) came into operation at the start of the Company's current financial year. The adoption of the requirements has primarily impacted the presentation and disclosure of information in the consolidated financial statements. These changes mainly include the presentation of the Company's statement of financial position as a note disclosure instead of primary statement, updating any references to the Hong Kong Companies Ordinance to refer to the current Hong Kong Companies Ordinance and replacing certain terminology no longer used in the Hong Kong Companies Ordinance with terminology used in IFRS.

## 2 主要會計政策(續)

### (c) 會計政策變動

國際會計準則理事會已頒佈下列國際財務報告準則之修訂及一項新詮釋，其於本集團當前會計期間首次生效。其中以下發展與此等財務報表相關：

- 國際會計準則第19號之修訂，*界定福利計劃：僱員供款(國際會計準則第19號之修訂)*
- *國際財務報告準則2010至2012週期年度改進* — 各種準則
- *國際財務報告準則2011至2013週期年度改進* — 各種準則

上述發展對本集團於本期間或過往期間編製或呈列之業績及財務狀況概無造成重大影響。本集團並未應用於本會計期間尚未生效之任何新準則或詮釋。

此外，香港公司條例(第622章)第9部「帳目及審計」於本公司之本財政年度起生效。採納該等規定主要影響綜合財務報表之資料呈報及披露。該等變動主要包括本公司之財務狀況之呈報，作為附註披露而非主要報表、更新任何對香港公司條例之提述指現有香港公司條例，以及以國際財務報告準則使用之術語取代香港公司條例不再使用之若干術語。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (d) Subsidiaries and non-controlling interests

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

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

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

### 2 主要會計政策(續)

#### (d) 附屬公司及非控股權益

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

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

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

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (d) Subsidiaries and non-controlling interests

(Continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 2(p), (q), or (r) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate (see note 2(e)).

## 2 主要會計政策(續)

### (d) 附屬公司及非控股權益(續)

非控股權益與本公司股東應佔權益在綜合財務狀況表的權益項目中分別列示。於本集團業績中，非控股權益於綜合損益及綜合損益及其他全面收益表中呈報，作為年度損益總額及全面收入總額於本公司非控股權益與權益股東之間之分配。非控股股東權益持有人的貸款及對這些持有人的其他合約責任已依照該負債的性質根據附註2(p)、(q)或(r)在綜合財務狀況表呈列為金融負債。

不改變本集團對附屬公司控制權的權益變動，按權益交易確認，據此在綜合權益中進行控股與非控股股東權益的金額調整，以反映相關權益的變動，但不會對商譽進行調整，同時也不會確認損益。

當本集團喪失了對附屬公司的控制權，於該附屬公司的全部權益會被視為處置，其導致的收益或虧損於損益確認。任何保留在前附屬公司的權益於喪失控制權日以公平值確認，該金額為金融資產初始確認的公平值，或(如適合)於聯營公司之投資初始確認的成本(見附註2(e))

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (e) Associates

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(l)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes 2(f) and (l)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

## 2 主要會計政策(續)

### (e) 聯營公司

在本公司之財務狀況表內，於附屬公司之投資按成本減減值虧損列賬(見附註2(l))，除非該投資被分類為持作出售(或計入被分類為持作出售的出售組別)。

聯營公司乃指本集團或本公司可以對其管理層發揮重大影響力之實體(包括參與其財務及經營決策)，惟並非控制或共同控制其管理層。

於聯營公司之投資按權益法計入綜合財務報表，惟分類為持作出售(或計入分類為持作出售之出售組別)則除外。根據權益法，投資初步按成本計值，並就本集團分佔聯營公司可識別資產淨值之收購日期之公平值超出投資成本(如有)之任何差額作出調整。其後，投資就本集團分佔被投資方資產淨值及任何有關投資減值虧損之收購後變動作出調整(見附註2(f)及(l))。任何於收購日期超出成本之金額、本集團應佔被投資方收購後與除稅後之業績以及年內任何減值虧損均於綜合損益表內確認，而本集團分佔被投資方收購後與除稅後之其他全面收益項目則在綜合損益及其他全面收益表內確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (e) Associates (Continued)

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

In the Company's statement of financial position, investments in associates are stated at cost less impairment losses (see note 2(l)), unless classified as held for sale (or included in a disposal group that is classified as held for sale).

## 2 主要會計政策(續)

### (e) 聯營公司(續)

當本集團於聯營公司分佔虧損額超過其權益時，本集團之權益會減少至零，並且不再確認額外虧損，惟本集團須履行法定或推定責任，或代被投資方支付款項則除外。就此，本集團權益是以按照權益法計算投資之賬面值，以及實質上構成本集團在聯營公司投資淨額一部分之長期權益為準。

本集團與其聯營公司間交易產生之未變現損益，均按本集團於被投資方所佔之權益比率對銷；惟倘未變現虧損顯示已轉讓資產出現減值，則該等未變現虧損會即時在損益確認。

就所有其他情況而言，當本集團對聯營公司不再具有重大影響力時，則會按出售於該被投資方之全部權益列賬，而所產生之收益或虧損於損益內確認。在失去重大影響力當日於前被投資方保留之任何權益，乃按公平值確認，且該數額乃被視為於初始確認金融資產時之公平值。

在本公司之財務狀況表內，於聯營公司之投資按成本減減值虧損列賬(見附註2(l))，除非被分類為持作出售(或計入分類為持作出售的出售組別)。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (f) Goodwill

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

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

Goodwill represents the excess of

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

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

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

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

#### (g) Derivative financial instruments

Derivative financial instruments are recognised initially at fair value. At the end of reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss, except where the derivatives qualify for cash flow hedge accounting or hedge the net investment in a foreign operation, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged.

### 2 主要會計政策(續)

#### (f) 商譽

業務合併於收購日期(即控制權轉移至本集團當日)採用收購法入賬。

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

商譽指下列兩者的差額

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

當(ii)較(i)為大，則該超出數額即時在損益表內確認為廉價收購的收益。

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

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

#### (g) 衍生金融工具

衍生金融工具最初乃按公平值確認，並於報告期末重新計量其公平值。重新計量公平值的盈虧乃即時於損益中確認，惟倘衍生工具符合資格使用現金流量對沖會計或對沖於海外業務的淨投資除外，在該情況下所產生之收益或虧損確認取決於被對沖項目的性質。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (h) Property, plant and equipment

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

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal. Any related revaluation surplus is transferred from the revaluation reserve to retained profits and is not reclassified to profit and loss.

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

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

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

## 2 主要會計政策(續)

### (h) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損列賬(見附註2(l))。

報廢或出售物業、廠房及設備項目所產生的收益或虧損按出售所得款項淨額與該項目賬面值之間的差額釐定，並於報廢或出售日期在損益表內確認。任何相關重估盈餘會由重估儲備轉撥至保留溢利，且不會重新分類至損益。

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

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

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

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (i) Construction in progress

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

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

### (j) Intangible assets (other than goodwill)

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the costs of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable (see note 2(y)). Capitalised development costs are stated at cost less accumulated amortisation and impairment losses (see note 2(l)). Other development expenditure is recognised as an expense in the period in which it is incurred.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 2(l)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

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

## 2 主要會計政策(續)

### (i) 在建工程

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

於在建工程大致完成及可投入作擬定用途前，不會就有關在建工程作出折舊撥備。

### (j) 無形資產(商譽除外)

研究活動產生的成本在產生時確認為當期費用。開發活動產生的成本僅於證明有關產品或程序在技術上及商業上是可行的及本集團有足夠資源及意願完成開發的情況下才會被資本化。資本化的成本包括原材料成本、直接人工成本及適當比例的間接成本及借貸成本(如適用)(見附註2(v))。資本化的開發成本以成本減累計攤銷及減值虧損列賬(見附註2(l))。其他開發成本在產生時確認為當期費用。

本集團所收購的其他無形資產按成本減累計攤銷(倘估計可使用年期為有限)及減值虧損列賬(見附註2(l))。就內部產生之商譽及品牌之開支於產生期間確認為開支。

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

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (k) Leased assets

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

#### (i) Classification of assets leased to the Group

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

- property held under operating leases that would otherwise meet the definition of an investment property is classified as investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease; and
- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

## 2 主要會計政策(續)

### (k) 租賃資產

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

#### (i) 出租予本集團的資產的分類

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

- 根據經營租賃持有並符合投資物業定義之物業按個別物業基準分類為投資物業，倘獲分類為投資物業，將按根據融資租賃持有之方式入賬；及
- 根據經營租賃持作自用且於租賃開始時公平值無法與建於其上之樓宇公平值分開計量之土地，入賬為根據融資租賃持有，除非樓宇清楚地根據經營租賃持有則另作別論。就此等目的而言，租賃開始指本集團最初訂立或自前承租人接管租賃之時間。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (k) Leased assets (Continued)

##### (ii) Assets acquired under finance leases

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

##### (iii) Sales and leaseback arrangement resulting in finance lease

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

### 2 主要會計政策(續)

#### (k) 租賃資產(續)

##### (ii) 以融資租賃收購的資產

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

##### (iii) 形成融資租賃的售後租回交易

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

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (k) Leased assets (Continued)

#### (iv) Operating lease charges

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

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property or is held for development for sale.

### (l) Impairment of assets

#### (i) Impairment of investments in debt and equity securities and other receivables

Investments in debt and equity securities and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;

## 2 主要會計政策(續)

### (k) 租賃資產(續)

#### (iv) 經營租賃開支

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

購入根據經營租賃持有土地的成本乃於租賃期間按直線基準攤銷，惟倘物業被分類為投資物業或持作待售發展則除外。

### (l) 資產減值

#### (i) 於債務及股本證券之投資及其他應收款項的減值

按成本或攤銷成本列賬或被分類為可供出售證券的於債務及股本證券之投資及流動及非流動應收款項乃於各報告期末檢討，以確定是否有減值的客觀證據。減值的客觀證據包括本集團注意到有關下列一項或多項損失事件的可觀察證據：

- 債務人的重大財務困難；
- 違約，如拖欠或無法如期償還利息或本金；
- 債務人可能破產或進行其他財務重組；

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (I) Impairment of assets (Continued)

##### (i) Impairment of investments in debt and equity securities and other receivables (Continued)

- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
  
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

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

- For investments in associates accounted for under the equity method in the consolidated financial statements (see note 2(e)), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 2(l)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 2(l)(ii).
  
- For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities carried at cost are not reversed.

### 2 主要會計政策(續)

#### (I) 資產減值(續)

##### (i) 於債務及股本證券之投資及其他應收款項的減值(續)

- 科技、市場、經濟或法律環境出現重大變化對債務人造成不利影響；及
  
- 於股本工具之投資之公平值大幅或持續跌至低於其成本。

倘出現任何該等證據，則任何減值虧損會按以下方式釐定及確認：

- 就使用權益法確認於聯營公司之投資(見附註2(e))而言，減值虧損乃根據附註2(l)(ii)透過比較投資之可收回金額與其賬面值計量。倘按附註2(l)(ii)用作釐定可收回金額之估計出現有利變動時，則撥回減值虧損。
  
- 就按成本列賬之非上市股本證券而言，減值虧損按金融資產賬面值與估計未來現金流量間之差額計量，倘折現影響重大，則按同類金融資產之現行市場回報率計算折現。按成本計值之股本證券之減值虧損不會撥回。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (I) Impairment of assets (Continued)

#### (i) Impairment of investments in debt and equity securities and other receivables (Continued)

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

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

## 2 主要會計政策(續)

### (I) 資產減值(續)

#### (i) 於債務及股本證券之投資及其他應收款項的減值(續)

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

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



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (I) Impairment of assets (Continued)

#### (i) Impairment of investments in debt and equity securities and other receivables (Continued)

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

#### (ii) Impairment of other assets

Internal and external sources of information are reviewed at each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- pre-paid interests in leasehold land classified as being held under an operating lease;
- intangible assets;
- goodwill; and
- investments in subsidiaries, associates in the Company's statement of financial position.

## 2 主要會計政策(續)

### (I) 資產減值(續)

#### (i) 於債務及股本證券之投資及其他應收款項的減值(續)

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

#### (ii) 其他資產的減值

內部及外間資料來源乃於各報告期評估，以識別有否跡象顯示下列資產可能出現減值，或（就商譽除外）先前已確認的減值虧損已不存在或可能已減少：

- 物業、廠房及設備；
- 於分類為根據經營租賃持有的租賃土地的預付權益；
- 無形資產；
- 商譽；及
- 載入本公司財務狀況表的於附屬公司、聯營公司的投資。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (I) Impairment of assets (Continued)

#### (ii) Impairment of other assets (Continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount of goodwill is estimated annually whether or not there is any indication of impairment.

#### — Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

#### — Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce below its individual fair value less costs of disposal (if measurable), or value in use (if determinable).

## 2 主要會計政策(續)

### (I) 資產減值(續)

#### (ii) 其他資產的減值(續)

倘出現任何該等跡象，則會估計資產的可收回金額。此外，就商譽、未可供使用的無形資產及擁有無限可使用年期的無形資產而言，不論是否存在任何減值跡象，商譽的可收回金額乃每年進行估計。

#### — 計算可收回金額

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

#### — 確認減值虧損

倘資產或其所屬現金產生單位的賬面值超過其可收回金額時，則於損益表中確認減值虧損。就現金產生單位確認的減值虧損予以分配，以減少分配至該現金產生單位(或單位組別)的任何商譽的賬面值，然後減少至低於其個別公平值減去處置成本(如能計量)或使用價值(如能釐定)的金額。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (I) Impairment of assets (Continued)

#### (ii) Impairment of other assets (Continued)

- Reversals of impairment losses

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

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

#### (iii) Interim financial reporting and impairment

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

## 2 主要會計政策(續)

### (I) 資產減值(續)

#### (ii) 其他資產的減值(續)

- 撥回減值虧損

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

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

#### (iii) 中期財務報告及減值

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

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (m) Warrant granted to suppliers

Warrant issued in exchange for goods or services are measured at the fair values of the goods or service received, unless that fair value cannot be reliably measured, in which case the goods or services received are measured by reference to the fair value of the warrants granted. The fair values of the goods or services received are recognised as expenses, with a corresponding increase in equity (warrant reserve), when the Group obtains the goods or when the counterparties render services, unless the goods or services qualify for recognition as assets.

### (n) Inventories

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

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

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

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

## 2 主要會計政策(續)

### (m) 授予供應商的認股權證

就交換貨品或服務而發行的認股權證按已收貨品或服務的公平值計量，除非該公平值未能可靠地計量，在該情況下已收貨品或服務參考已授出認股權證的公平值計量。當本集團取得貨品或當對手方提供服務時，已收貨品或服務的公平值確認為開支，而權益（認股權證儲備）會相應地有所增加，除非已收貨品或服務符合資格確認為資產。

### (n) 存貨

存貨乃按成本及可變現淨值的較低者列賬。

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

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

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

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (o) Trade and other receivables

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

### (p) Interest-bearing borrowings

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

### (q) Trade and other payables

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

## 2 主要會計政策(續)

### (o) 貿易及其他應收款項

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

### (p) 計息借款

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

### (q) 貿易及其他應付款項

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

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (r) Convertible bonds

#### (i) Convertible bonds that contain an equity component

Convertible bonds that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

At initial recognition the liability component of the convertible bonds is measured as the present value of the future interest and principal payments, discounted at the market rate of interest applicable at the time of initial recognition to similar liabilities that do not have a conversion option. Any excess of proceeds over the amount initially recognised as the liability component is recognised as the equity component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method. The equity component is recognised in the capital reserve until either the note is converted or redeemed.

If the bond is converted, the capital reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the note is redeemed, the capital reserve is released directly to retained profits.

## 2 主要會計政策(續)

### (r) 可換股債券

#### (i) 包含權益部分的可換股債券

持有人可選擇將其轉換為權益股本，發行的股份數量和代價將不改變的可換股債券，入賬為混合金融工具包含了負債部分和權益部分。

初步確認為可換股債券負債部分為計量未來利息和本金的現值，以適用於初始確認為不具有轉換選擇權的類似債務的市場利率折現。所得款項超過初始確認為負債部分的金額，會被確認為權益部分。有關發行複合金融工具的交易費用是按照負債和權益部分，按比例進行分配。

負債部分隨後以攤銷成本計量。負債部分的利息支出，按有效利率法計入當期損益。權益部分計入股本儲備，直到債券被轉換或贖回。

如果債券被轉換，股本儲備，加上在轉換時負債部分的賬面價值，將被轉入股本和股份溢價以作為發行股份之代價。如果票據被贖回，股本儲備直接釋放於保留溢利。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (r) Convertible bonds (Continued)

#### (ii) Other convertible bonds

Convertible bonds which do not contain an equity component are accounted for as follows:

At initial recognition the derivative component of the convertible bonds is measured at fair value and presented as part of derivative financial instruments (see note 2(g)). Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs that relate to the issue of the convertible bond are allocated to the liability and derivative components in proportion to the allocation of proceeds. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in profit or loss.

The derivative component is subsequently remeasured in accordance with note 2(g). The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method.

If the bond is converted, the carrying amounts of the derivative and liability components are transferred to share capital and share premium as consideration for the shares issued. If the bond is redeemed, any difference between the amount paid and the carrying amounts of both components is recognised in profit or loss.

## 2 主要會計政策(續)

### (r) 可換股債券(續)

#### (ii) 其他可換股債券

並無包含權益部份之可換股債券按以下方式入賬：

於初始確認時，可換股債券之衍生工具部份乃按公平值計量，並呈報為部份衍生金融工具(見附註2(g))。倘所得款項高於初始確認為衍生工具部份之金額，則差額確認為負債部份。與發行可換股債券有關之交易成本按所得款項之分配比例分配至負債及衍生工具部份。與負債部份相關之交易成本於初始確認時確認為負債之一部份。與衍生工具部份有關之部份即時於損益中確認。

衍生工具部份其後按附註2(g)重新計量。負債部份其後按攤銷成本列賬。於損益中確認之負債部份的利息開支使用實際利率法計算。

倘債券獲轉換，則衍生工具及負債部份之賬面值會一併轉撥至股本及股份溢價，作為已發行股份之代價。倘債券獲贖回，則已付金額與兩個部份之賬面值間之任何差額於損益中確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (s) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

### (t) Employee benefits

#### (i) Short term employee benefits and contributions to defined contribution retirement plans

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

#### (ii) Share-based payments

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

## 2 主要會計政策(續)

### (s) 現金及現金等值項目

現金及現金等值項目包括銀行存款及手頭現金、於銀行及其他金融機構的活期存款，以及可隨時兌換為已知金額現金且承受的價值變動風險並不重大的短期、高流動性投資（在購入時距離到期日不超過三個月）。須按要求償還且構成本集團現金管理的完整部分的銀行透支就綜合現金流量表而言亦計入現金及現金等值項目的組成部分。

### (t) 僱員福利

#### (i) 短期僱員福利及界定供款退休計劃的供款

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

#### (ii) 以股份為基礎的付款

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



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (t) Employee benefits (Continued)

#### (ii) Share-based payments (Continued)

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

### (u) Income tax

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

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

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

## 2 主要會計政策(續)

### (t) 僱員福利(續)

#### (ii) 以股份為基礎的付款(續)

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

### (u) 所得稅

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

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

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

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (u) Income tax (Continued)

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

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

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

## 2 主要會計政策(續)

### (u) 所得稅(續)

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

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

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

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (u) Income tax (Continued)

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

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

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

### 2 主要會計政策(續)

#### (u) 所得稅(續)

股息分派所產生的額外所得稅會在確認支付相關股息的負債時確認。

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

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

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (v) Financial guarantees issued, provisions and contingent liabilities

#### (i) Financial guarantees issued

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

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

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

## 2 主要會計政策(續)

### (v) 已發出的財務擔保、撥備及或然負債

#### (i) 已發出的財務擔保

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

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

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

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (v) Financial guarantees issued, provisions and contingent liabilities (Continued)

##### (ii) Contingent liabilities assumed in business combinations

Contingent liabilities assumed in a business combination which are present obligations at the date of acquisition are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 2(v)(iii). Contingent liabilities assumed in a business combination that cannot be reliably fair valued or were not present obligations at the date of acquisition are disclosed in accordance with note 2(v)(iii).

##### (iii) Other provisions and contingent liabilities

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

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

### 2 主要會計政策(續)

#### (v) 已發出的財務擔保、撥備及或然負債(續)

##### (ii) 於業務合併中承擔的或然負債

於業務合併中承擔的或然負債於收購日期為現有責任，初步按公平值確認，惟前提是公平值能夠可靠地計量。按公平值初步確認後，有關或然負債按初步已確認的金額減累計攤銷(倘適合)與根據附註2(v)(iii)所釐定的金額的較高者確認。未能可靠地計量公平值或於收購日期並非現有責任的於業務合併中承擔的或然負債於附註2(v)(iii)披露。

##### (iii) 其他撥備及或然負債

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

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

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (w) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable.

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

#### (i) Sale of goods

Revenue is recognised when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

#### (ii) Contract manufacturing income

Contract manufacturing income is recognised when the contract manufacturing services are rendered.

#### (iii) Interest income

Interest income is recognised as it accrues using the effective interest method.

## 2 主要會計政策(續)

### (w) 收益確認

收益是按已收或應收代價的公平值計量。

倘有經濟利益可能流入本集團，而收益及成本(如適用)能可靠地計量時，則收入會根據下列方法於損益表中確認：

#### (i) 銷售貨品

收益是在客戶接收貨品及與其擁有權相關的風險及回報之時確認。收益不包括增值稅或其他銷售稅，並已扣除任何貿易折扣。

#### (ii) 合同製造收入

合同製造收入是在提供合同製造服務時確認。

#### (iii) 利息收入

利息收入是在產生時按實際利率法確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (w) Revenue recognition (Continued)

##### (iv) Government grants

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

#### (x) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss, except those arising from foreign currency borrowings used to hedge a net investment in a foreign operation which are recognised in other comprehensive income.

### 2 主要會計政策(續)

#### (w) 收益確認(續)

##### (iv) 政府補助

倘可合理確定能夠收取政府補助金，且本集團能符合政府補助金所附帶之條件，則政府補助金將初步在財務狀況表中確認。補償本集團所產生開支之補助金於產生開支之同一期間有系統地於損益表中確認為收入。補償本集團資產成本之補助金則從該資產的賬面值中扣除，其後以扣減折舊開支之方式於資產的可使用年期內在損益實際確認。當可收取政府補助時，則於損益表確認無條件政府補助為其他收益。當可以合理確定本集團將會收到政府補助並會遵守其附帶條件時，其他政府補助會初步於資產負債表內予以確認。用作補償本集團所產生的開支的補助於產生開支之同一期間有系統地於損益內確認為收入。補償本集團資產成本的補助在相關資產賬面值中扣除，其後於該項資產的可使用年期以減少折舊開支方式於損益表內實際確認。

#### (x) 換算外幣

年內的外幣交易乃按於交易日期適用的外幣匯率換算。以外幣計值的貨幣資產及負債乃按於報告期末的外幣匯率換算。匯兌收益及虧損乃於損益表內確認，惟來自外幣借款用作對沖於海外業務的淨投資者於其他全面收益確認除外。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (x) Translation of foreign currencies (Continued)

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

The results of foreign operations are translated into Renminbi at the exchange rates approximating the foreign exchange rates ruling at the dates of transactions. Statement of financial position items, including goodwill arising on consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve. Goodwill arising on consolidation of a foreign operation acquired before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation. Balance sheet items are translated into Renminbi at the closing foreign exchange rates at the balance sheet date. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

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

## 2 主要會計政策(續)

### (x) 換算外幣(續)

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

海外業務的業績乃按與於交易日期適用的外幣匯率相若的匯率換算為人民幣元。財務狀況表項目(包括因合併2005年1月1日或之後購入之外國業務之賬目所產生之商譽)則按報告期末之收市匯率換算為港幣。匯兌差額於其他全面收入中確認，並單項累計呈列於權益中之匯兌儲備。因合併2005年1月1日之前購入之外國業務之賬目所產生之商譽則按收購外國業務當日之適用匯率兌換。資產負債表項目乃按於結算日的收市外幣匯率換算為人民幣元。所產生的匯兌差額乃於其他全面收益內確認，並獨立於權益的匯兌儲備內累計。

於出售海外業務時，與該海外業務有關的累計匯兌差額於確認出售損益時由權益重列至損益賬。就以人民幣以外貨幣為功能貨幣的業務，與以人民幣以外貨幣為功能貨幣的業務有關的累計匯兌差額於確認出售損益時由權益重列至損益賬。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (y) Borrowing costs

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

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

#### (z) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.

### 2 主要會計政策(續)

#### (v) 借貸成本

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

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

#### (z) 關連人士

- (a) 在以下情況下，某人士或其近親家庭成員與本集團有關聯：
- (i) 可控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 是本集團或本集團母公司的主要管理人員的成員。
- (b) 在以下任何情況下，某實體與本集團有關聯：
- (i) 該實體及本集團均是同一集團的成員公司(即母公司、附屬公司及同系附屬公司各自與其他有關聯)。
  - (ii) 某實體是另一實體的聯營公司或合營公司(或另一實體為成員公司的某集團的成員公司的聯營公司或合營公司)。
  - (iii) 兩家實體均是同一第三方的合營公司。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

## 2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### (z) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies: (Continued)
- (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).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

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

### (aa) Segment reporting

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

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

## 2 主要會計政策(續)

### (z) 關連人士(續)

- (b) 在以下任何情況下，某實體與本集團有關聯：(續)
- (iv) 某實體是第三方實體的合營公司而另一實體則是該第三方實體的聯營公司。
  - (v) 該實體是旨在提供福利予本集團或與本集團有關聯的實體的僱員的離職後福利計劃。
  - (vi) 該實體受(a)項中所辨別的人士控制或共同控制。
  - (vii) 在(a)(i)項中所辨別的人士對該實體有重大影響力，或該人士是該實體(或是該實體的母公司)的主要管理人員的成員。

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

### (aa) 分部報告

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

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

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 3 ACCOUNTING JUDGEMENTS AND ESTIMATES

#### (a) Key sources of estimation uncertainty

Note 35 contains information about the assumptions and their risk factors relating to the fair value of financial instruments.

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

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

##### (i) Impairment

Notes 18 and 35(a) contain information about the assumptions and risk factors relating to the impairment of goodwill and trade debtors. Other key sources of estimation uncertainty are as follows:

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

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

### 3 會計判斷及估計

#### (a) 估計不確定性的主要來源

附註35載有關於該等金融工具的公平值的假設及風險因素的資料。

#### (b) 於應用本集團財務報表時之重要會計判斷

於應用本集團會計政策時，管理層作出下列會計判斷：

##### (i) 減值

附註18及35(a)載有關於商譽及貿易賬款減值的假設及風險因素的資料。以下為估計不確定性的其他主要來源：

當考慮對本集團若干資產計提減值虧損時，需要釐定資產的可收回金額。可收回金額為公平值減去處置成本與使用價值兩者中的較高者。由於該等資產可能缺乏現成的市場報價，因此難以準確地估計公平值。在釐定使用價值時，資產預計產生的預期現金流量會折現至現值，而這需要就收益和經營成本等項目作出重大判斷。本集團利用所有可獲得的信息來釐定可收回金額的合理近似金額，包括根據對收益和經營成本等項目的合理和有證據支持的假設及預測進行估計。

呆賬減值虧損乃根據管理層定期審閱賬齡分析及可收回程度評估來作出評估及計提撥備。管理層評估各個別客戶的信譽度及過往收賬記錄時，會作出很大程度的判斷。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 3 ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

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

##### (ii) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price less estimated costs of completion and distribution expenses. These estimates are based on the current market condition and historical experience of selling products of similar nature. It could change significantly as a result of competitor actions in response to severe industry cycles or changes in market conditions. Management reassesses these estimations at the balance sheet date to ensure inventories are shown at the lower of cost and net realisable value.

##### (iii) Depreciation

Items of property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value. Management reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives of the assets are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

##### (iv) Income tax

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. Management carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of these transactions is reconsidered periodically by taking into account all changes in tax legislations. Deferred tax assets are recognised for deductible temporary differences. As deferred tax assets can only be recognised to the extent that it is probable that future taxable profit will be available, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets, if any, are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

### 3 會計判斷及估計(續)

#### (b) 於應用本集團財務報表時之重要會計判斷(續)

##### (ii) 存貨可變現淨值

存貨可變現淨值指估計售價減估計完成成本及分銷開支後的金額。該等估計乃根據當前市況以及銷售同類性質產品的過往經驗作出。該等估計可能因競爭對手為應對嚴峻行業週期所採取的行動或市況變動而發生重大變動。管理層於結算日重新評估該等估計，以確保存貨是以成本和可變現淨值的較低者呈列。

##### (iii) 折舊

物業、廠房及設備項目在考慮估計剩餘價值後，於資產的估計可使用年期內按直線法計提折舊。管理層定期檢討資產的估計可使用年期以釐定在任何報告期內須入賬的折舊開支數額。資產的可使用年期乃本集團根據類似資產的過往經驗並計入預期的技術變更得出。倘過往估計發生重大變化，則會在未來期間對折舊開支進行調整。

##### (iv) 所得稅

釐定所得稅撥備涉及對若干交易的未來稅務待遇的判斷。管理層審慎評估交易的稅務影響，並作出相應稅務撥備。該等交易的稅務待遇會定期重新檢討，以計入稅務法規的所有變動。遞延稅項資產會就可扣稅暫時差額予以確認。由於該等遞延稅項資產僅於未來應課稅溢利可供動用時方會確認，故須管理層作出判斷以評估未來應課稅溢利的可能性。倘很可能未來有應課稅溢利而得以取用遞延稅務資產，則會持續檢討管理層的評估及確認額外遞延稅項資產(如有)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 4 REVENUE

The principal activities of the Group are manufacturing and sales of copper and related products, sales of aluminium products, and provision of contract manufacturing services in the PRC.

Revenue represents the sales value of goods sold to customers less returns, discounts, and value added taxes and other sales tax, and contract manufacturing income which is analysed as follows:

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Sales of recycled copper products	銷售再生銅產品	1,662,987	3,548,268
Sales of power transmission and distribution cables	銷售送配電纜	70,616	181,490
Sales of communication cables	銷售通信電纜	29,398	104,037
Sales of scrap materials	銷售廢棄材料	15,755	22,524
Sales of aluminium products	銷售鋁產品	10,834	–
Contract manufacturing income	合同製造收入	1,160	2,624
		<b>1,790,750</b>	3,858,943

Two customers (2014: one customer) of the Group represents more than 10% of the Group's total revenue for the year ended 31 December 2015. For the year ended 31 December 2015, the revenue from these two major customers (2014: one major customer) amounted to RMB738,862,000 (2014: RMB391,846,000). Further details of concentrations of credit risk arising from customers are set out in note 35(a).

### 4 營業額

本集團的主要業務是在中國生產及銷售銅及相關產品、銷售鋁產品和提供合同製造服務。

營業額指售予客戶的貨品的銷售價值減退貨、折扣、增值稅和其他銷售稅，以及合同製造收入，其分析如下：

截至2015年12月31日止年度，兩名(2014年：一名)本集團客戶的營業額佔本集團總營業額10%以上。截至2015年12月31日止年度，來自該兩名主要客戶(2014年：一名主要客戶)的收益為人民幣738,862,000元(2014年：人民幣391,846,000元)。有關源自該等客戶的信貸集中風險的進一步詳情載於附註35(a)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 5 SEGMENT REPORTING

The Group manages its businesses by business operations. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following four reportable segments, namely recycled copper products segment, power transmission and distribution cables segment, communication cables segment and aluminium products segment as at 31 December 2015.

- (i) Recycled copper products segment: use of scrap copper and electrolytic copper for the manufacturing of recycled copper products;
- (ii) Power transmission and distribution cables segment: manufacturing sales of power transmission and distribution cables;
- (iii) Communication cables segment: manufacturing and sales of communication cables; and
- (iv) Aluminium products segment: sales of aluminium products.

#### (a) Segment results

For the purposes of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the results attributable to each reportable segment on the following bases:

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment (loss)/profit is "(loss)/profit after taxation". To arrive at reportable segment (loss)/profit, the Group's (loss)/profit is further adjusted for items not specially attributed to individual segments, such as head office or corporate administrative costs.

A measurement of segment assets and liabilities is not provided regularly to the Group's most senior executive management and accordingly, no segment assets or liabilities information is presented.

### 5 分部報告

本集團按業務營運管理其業務。與就分配資源及評估表現而向本集團的最高執行管理層作內部呈報資料的方式一致，於2015年12月31日，本集團呈列以下四個可報告分部，即再生銅產品分部、送配電纜分部、通信電纜分部及鋁產品分部。

- (i) 再生銅產品分部：使用廢銅及電解銅製造再生銅產品；
- (ii) 送配電纜分部：生產及銷售送配電纜；
- (iii) 通信電纜分部：生產及銷售通信電纜；及
- (iv) 鋁產品分部：銷售鋁產品。

#### (a) 分部業績

就評估分部表現及各分部間之資源分配而言，本集團最高級行政管理層按下列基準監控各個可報告分部的業績：

收入及開支乃參考可報告分部產生的銷售及開支或參考有關分部應佔資產折舊或攤銷所產生的開支而分配至可報告分部。

用於衡量呈報分部(虧損)/溢利的指標為「稅後(虧損)/溢利」。為計算可呈報分部(虧損)/溢利，本集團的溢利進一步就並非明確歸於個別分部的項目，總部或企業行政成本，作出調整。

由於分部資產和負債的計量結果沒有定期呈報給本集團最高級行政管理層，因此分部資產和負債不予呈列。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 5 SEGMENT REPORTING (Continued)

#### (a) Segment results (Continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the year ended 31 December 2015 and 2014 is set out below:

### 5 分部報告(續)

#### (a) 分部業績(續)

本集團於截至2015年及2014年12月31日止年度以資源分配及評估分部業績為目的而呈報本集團最高級行政管理層的可呈報分部資料載列如下：

		2015 2015年				
		Recycled copper products 再生銅產品 RMB'000 人民幣千元	Power transmission and distribution cables 送配電纜 RMB'000 人民幣千元	Communication cables 通信電纜 RMB'000 人民幣千元	Aluminium products 鋁產品 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Revenue from external customers	來自外部客戶的收益	1,679,878	70,616	29,422	10,834	1,790,750
Inter-segment revenue	分部間收益	137,478	441	726	-	138,645
<b>Reportable segment revenue</b>	<b>可報告分部收益</b>	<b>1,817,356</b>	<b>71,057</b>	<b>30,148</b>	<b>10,834</b>	<b>1,929,395</b>
Reportable segment (loss)/profit	可報告分部(虧損)/溢利	(296,031)	(18,506)	(26,873)	101	(341,309)
Interest income	利息收入	716	146	405	-	1,267
Finance costs	財務成本	65,346	4,181	2,537	1	72,065
Depreciation and amortisation for the year	年內折舊及攤銷	29,921	10,654	2,364	15	42,954
VAT refunds, government grants and subsidies	增值稅退稅及政府補助及補貼	134,728	666	298	-	135,692
Impairment loss of goodwill	商譽之減值虧損	16,081	-	-	-	16,081
Impairment loss of property, plant and equipment	物業、廠房及設備之減值虧損	54,313	-	-	-	54,313
Impairment loss of trade debtors and bills receivable	貿易賬款及應收票據減值虧損	80,374	14,907	17,549	-	112,830
Warrant expenses	認股權證開支	12,079	-	-	-	12,079

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 5 SEGMENT REPORTING (Continued)

#### (a) Segment results (Continued)

### 5 分部報告 (續)

#### (a) 分部業績 (續)

		2014 2014年			
		Recycled copper products 再生銅產品 RMB'000 人民幣千元	Power transmission and distribution cables 送配電纜 RMB'000 人民幣千元	Communication cables 通信電纜 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Revenue from external customers	來自外部客戶的收益	3,573,416	181,490	104,037	3,858,943
Inter-segment revenue	分部間收益	296,521	7,060	4,465	308,046
<b>Reportable segment revenue</b>	<b>可報告分部收益</b>	<b>3,869,937</b>	<b>188,550</b>	<b>108,502</b>	<b>4,166,989</b>
Reportable segment profit	可報告分部溢利	249,861	20,594	23,872	294,327
Interest income	利息收入	561	17	205	783
Finance costs	財務成本	52,489	1,790	2,878	57,157
Depreciation and amortisation for the year	年內折舊及攤銷	25,930	4,861	1,694	32,485
VAT refunds, government grants and subsidies	增值稅退稅及政府補助及補貼	426,767	7,591	4,390	438,748



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 5 SEGMENT REPORTING (Continued)

#### (b) Reconciliations of reportable segment revenue and profit or loss

### 5 分部報告(續)

#### (b) 可報告分部收益與損益的對賬

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收益</b>		
Reportable segment revenue	可報告分部收益	<b>1,929,395</b>	4,166,989
Elimination of inter-segment revenue	對銷分部間收益	<b>(138,645)</b>	(308,046)
Consolidated revenue (see note 4)	綜合收益(見附註4)	<b>1,790,750</b>	3,858,943
<b>(Loss)/Profit</b>	<b>(虧損)/溢利</b>		
Reportable segment (loss)/profit derived from the Group's external customers	來自本集團外部客戶的可報告分部(虧損)/溢利	<b>(341,309)</b>	294,327
Unallocated head office and corporate expenses	未分配總辦事處及企業開支	<b>(162,855)</b>	(46,061)
Share of profit of associates	應佔聯營公司溢利	<b>1,028</b>	-
Consolidated (loss)/profit for the year	年內綜合(虧損)/溢利	<b>(503,136)</b>	248,266

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 5 SEGMENT REPORTING (Continued)

#### (c) Geographic information

The Group carried out its business operations in the PRC, thus no separate geographical segment analysis based on the location of assets is presented.

The following table sets out information about the geographical location of the Group's revenue from external customers. The geographical location of customers is based on the location at which the goods are delivered.

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Mainland China	中國內地	1,790,750	3,832,104
Other countries	其他國家	—	26,839
		<b>1,790,750</b>	<b>3,858,943</b>

### 5 分部報告(續)

#### (c) 地理資料

本集團於中國經營業務，因此並無呈述按資產所在地劃分的獨立地區分部分析。

下表載列有關本集團於有關期間來自外部客戶的收益的地區位置的資料。客戶地區位置乃按交貨的地點劃分。

### 6 OTHER REVENUE AND OTHER NET LOSS

#### (a) Other revenue

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
VAT refunds	增值稅退稅		
— Employment of disabled staff (note (i))	— 僱用殘疾員工 (附註(i))	—	7,679
— Comprehensive utilisation of resources (note (ii))	— 綜合利用資源 (附註(ii))	96,681	311,578
Government grants (note (iii))	政府補助(附註(iii))	20,141	85,400
Government subsidies (note (iv))	政府補貼(附註(iv))	18,870	34,091
Interest income	利息收入	1,276	1,150
		<b>136,968</b>	<b>439,898</b>

### 6 其他收益及其他淨虧損

#### (a) 其他收益

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 6 OTHER REVENUE AND OTHER NET LOSS

(Continued)

#### (a) Other revenue (Continued)

- (i) The Group is entitled to government grants for value added tax ("VAT") refunds in connection with the employment of disabled people under Cai Shui [2007] No. 67 issued by the PRC State Administration of Taxation.

During the year ended 31 December 2015, the Group has transferred the disabled staff from Mianyang Jinxin Copper Co., Ltd. ("Jinxin") to Mianyang Tongxin Copper Co., Ltd. ("Tongxin"). As at 31 December 2015, the Group was awaiting the approval from the authorities for the above VAT refund to Tongxin and accordingly, no VAT refund has been recognised during the year.

- (ii) The Group is entitled to government grants for refunds of 50% for the six months period ended 30 June 2015 (2014:50%) of the net VAT paid/payable under the Adjustment and Improvement of VAT Policies for Products and Labour Services Relating to Comprehensive Utilisation of Resources (Cai Shui [2011] No. 115 (the "Former VAT Policy")) jointly issued by the PRC State Administration of Taxation and Ministry of Finance.

The Ministry of Finance and the State Administration of Taxation jointly issued a notice concerning the "Catalogue on Products and Labour Services relating to Comprehensive Utilisation of Resources Eligible for Concessions of Value-added Tax" (Cai Shui [2015] (No. 78)) (the "New VAT Policy") on 12 June 2015, which replaced, amongst others, the Former VAT Policy. The New VAT Policy took effect on 1 July 2015. Under the Former VAT Policy, certain subsidiaries of the Company are entitled to government grants for refunds of 50% of the net VAT paid/payable. According to the New VAT Policy, the applicable VAT refund for such subsidiaries are reduced to 30%.

### 6 其他收益及其他淨虧損(續)

#### (a) 其他收益(續)

- (i) 本集團符合資格根據國家稅務總局頒佈的財稅[2007]67號就僱用殘疾人士獲得增值稅(「增值稅」)退稅的政府補助。

於截至2015年12月31日止年度，本集團已將殘疾員工由綿陽金鑫銅業有限公司(「金鑫」)轉移至錦陽銅鑫銅業有限公司(「銅鑫」)。於2015年12月31日，本集團有待當局批准上述銅鑫增值稅退稅，因此，年內概無確認增值稅退稅。

- (ii) 本集團符合資格根據國家稅務總局和財政部聯合頒佈的《關於調整完善資源綜合利用產品及勞務增值稅政策的通知》(財稅[2011]115號)(「前增值稅政策」)於2015年6月30日前獲得相等於50%已付/應付增值稅淨額的退稅作為政府補助。

於2015年6月12日財政部及國家稅務總局聯合發出「關於印發《資源綜合利用產品和勞務增值稅優惠目錄》的通知」(財稅[2015](78號))(「新增增值稅政策」)，其已取代(其中包括)前增值稅政策。新增增值稅政策於2015年7月1日生效。根據前增值稅政策，本公司若干附屬公司獲得相等於50%已付/應付增值稅淨額的退稅作為政府補貼。根據新增增值稅政策，該等附屬公司適用增值稅退稅比例會減至30%。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 6 OTHER REVENUE AND OTHER NET LOSS

(Continued)

#### (a) Other revenue (Continued)

- (iii) The amounts represent local government grants received by operating subsidiaries of the Group in the PRC for the purpose of providing immediate financial support to those subsidiaries for general operating use with no future related costs. No specific conditions are required to meet in connection with the grants.
- (iv) In 2015, the Group was granted unconditional government subsidies of RMB18,870,000 (2014: RMB34,091,000) from Youxian District Finance Bureau, Mianyang City, Sichuan Province. The subsidies were received through Sichuan Baohe Fushan Resources Recycling Development Co., Ltd. ("Baohe Fushan"), an associate of the Group. Baohe Fushan is principally engaged in the operation and the development of an industrial park in Mianyang City, Sichuan Province, where most of the Group's subsidiaries are located.

#### (b) Other net loss

### 6 其他收益及其他淨虧損(續)

#### (a) 其他收益(續)

- (iii) 該等金額指本集團於中國營運的附屬公司所收取的地方政府補助，作為對該等附屬公司的即時財政援助，以供用於一般營運，而不會產生日後相關成本。毋須就補助符合特殊條件。
- (iv) 於2015年，本集團獲四川省綿陽市游仙區財政局無條件授予政府補貼人民幣18,870,000元(2014年：人民幣34,091,000元)。該等補貼已透過四川省保和富山再生資源開發有限公司(「保和富山」，本集團之聯營公司)收取。保和富山主從事營運及發展四川省綿陽市之工業園，而本集團大部分附屬公司均位於該處。

#### (b) 其他淨虧損

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Net gain/(loss) on copper futures contracts upon settlement	銅期貨合約交割後淨收益/(虧損)	6,111	(670)
Changes in fair value of copper futures contracts	銅期貨合約之公平值變動	-	(525)
Net foreign exchange (loss)/gain	淨匯兌(虧損)/收益	(34)	362
Net loss on sale of property, plant and equipment	出售物業、廠房及設備的淨虧損	(116)	(690)
Change in fair value of derivative component of convertible bonds (note 29)	可換股債券的衍生工具部分的公平值變動(附註29)	(77,091)	-
Impairment loss of goodwill (note 18)	商譽之減值虧損(附註18)	(16,081)	-
Impairment loss of property, plant and equipment (note 13)	物業、廠房及設備之減值虧損(附註13)	(54,313)	-
Share of profit of associates	應佔聯營公司溢利	1,028	-
Impairment loss of trade debtors and bills receivable (note 23)	賬款及應收票據之減值虧損(附註23)	(112,830)	-
Others	其他	(1,597)	(20)
		<b>(254,923)</b>	(1,543)

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 7 (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation is arrived at after charging:

### 7 稅前(虧損)/溢利

稅前(虧損)/溢利乃扣除以下各項後得出：

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
<b>(a) Finance costs</b>	<b>(a) 財務成本</b>		
Interest on bank loans and other borrowings wholly repayable within five years	須於五年內悉數償還的銀行貸款及其他借款的利息	67,431	46,199
Finance charges on obligation under finance lease	融資租賃下責任之融資開支	3,460	5,403
Interest on loans from related parties	來自關聯方的貸款的利息	68	458
Interest on convertible bonds	可換股債券之利息	35,114	–
Guarantee fees and other charges	擔保費用及其他收費	7,598	5,570
		<b>113,671</b>	57,630
<b>(b) Staff costs</b>	<b>(b) 員工成本</b>		
Salaries, wages and other benefits	薪金、工資及其他福利	41,295	43,305
Contributions to defined contribution retirement schemes	界定供款退休計劃的供款	6,280	3,289
Share-based payment expenses	以股份為基礎的付款開支	31,874	10,365
		<b>79,449</b>	56,959

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 7 (LOSS)/PROFIT BEFORE TAXATION (Continued)

#### (b) Staff costs (Continued)

Pursuant to the relevant labour rules and regulations in the PRC, the Group's subsidiaries in the PRC participate in defined contribution retirement benefit schemes (the "Schemes") organised by the local authorities whereby the subsidiaries are required to make contributions to the Schemes based on a percentage of the eligible employees' salaries for the year. Contributions to the Schemes vest immediately and therefore no contributions can be forfeited. Under the Schemes, retirement benefits of existing and retired employees are payable by the relevant scheme administrators and the Group has no further obligations beyond the annual contributions. The forfeited contributions of the Scheme cannot be used to reduce existing levels of contribution for the Company.

### 7 稅前(虧損)/溢利(續)

#### (b) 員工成本(續)

根據中國相關勞動規則及法規，本集團於中國的附屬公司參與由各地地方機關組織的界定供款退休福利計劃(「計劃」)，據此，附屬公司於年內須按合資格僱員薪金的某百分比向計劃作出供款。計劃的供款會即時歸屬，所以供款不能沒收。根據計劃，相關計劃管理機構須為現有及退休僱員支付退休福利，而本集團除每年供款外，毋須承擔其他責任。已沒收之計劃供款不可用於削減本公司之現有供款水平。

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>(c) Other items</b>	<b>(c) 其他項目</b>		
Cost of inventories (note (i))	存貨成本(附註(i))	<b>1,930,181</b>	3,817,158
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	<b>37,340</b>	27,076
Amortisation of lease prepayments	租賃預付款的攤銷	<b>1,958</b>	1,753
Amortisation of intangible assets	無形資產的攤銷	<b>3,656</b>	3,656
Auditor's remuneration	核數師酬金		
— Audit service	— 審核服務	<b>2,707</b>	2,454
— Other service	— 其他服務	<b>441</b>	428
Listing expenses	上市開支	—	14,658
Research and development costs	研發成本	<b>1,637</b>	1,623

(i) Cost of inventories includes RMB20,101,000 (2014: RMB35,766,000) relating to staff costs, depreciation and amortisation, which amount is also included in the respective total amounts disclosed separately above or in note 7(b) for each of these types of expenses, and RMB12,079,000 (2014: nil) relating to warrant expense, which is also included in the respective amount disclosed above or in note 5(a).

(i) 存貨成本包括與員工成本、折舊及攤銷有關的人民幣20,101,000元(2014年：人民幣35,766,000元)，就該等開支每項而言，有關金額亦會計入上文或附註7(b)披露的有關總額內，以及有關認股權證開支人民幣12,079,000元(2014年：無)，該款項亦計入上文或附註5(a)披露之金額。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(a) Taxation in the consolidated statement of profit or loss represents:

### 8 綜合損益表內的所得稅

(a) 綜合損益表內的稅項指：

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
<b>Current tax — PRC Corporate Income Tax</b>	<b>即期稅項 — 中國企業所得稅</b>		
Provision for the year	年內撥備	218	60,660
Adjustment for prior year	過往年度調整	945	—
Effect of reduction in tax rate for prior year (note (i))	過往年度稅率下調的影響 (附註(i))	—	(10,344)
		<b>1,163</b>	50,316
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences	暫時差額的產生及撥回	<b>(38,448)</b>	(885)
		<b>(37,285)</b>	49,431

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (“BVI”), the Group is not subject to any income tax in the Cayman Islands and the BVI.

No provision has been made for Hong Kong Profits Tax as the Group did not earn any assessable profit subject to Hong Kong Profits Tax during the current and prior years. The payment of dividends by Hong Kong incorporated subsidiaries are not subject to any Hong Kong withholding tax.

根據開曼群島及英屬處女群島(「英屬處女群島」)的規則及規例，本集團毋須在開曼群島及英屬處女群島繳納任何所得稅。

由於本集團於有關期間並無賺取須繳納香港利得稅的任何應課稅溢利，故並無就香港利得稅作出撥備。香港註冊成立的附屬公司派付股息毋須繳納任何香港預扣稅。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Continued)

#### (a) Taxation in the consolidated statement of profit or loss represents: (Continued)

- (i) In April 2014, the Company's subsidiaries, Sichuan Baohe Xinshiji Cable Co., Ltd. ("Baohe Xinshiji") and Mianyang Baohe Taiyue Communications Cable Co., Ltd. ("Baohe Taiyue") also obtained the approval from local tax authority and became entitled to a preferential income tax rate of 15% from 1 January 2013 to 31 December 2020 under the Western Development Strategy. Tax credits of RMB10,344,000 related to the preferential tax treatment for 2013 are recognised in profit or loss for the year ended 31 December 2014.

#### (b) Reconciliation between tax (credit)/expense and accounting (loss)/profit at applicable tax rates:

### 8 綜合損益表內的所得稅(續)

#### (a) 綜合損益表內的稅項指：(續)

- (i) 於2014年4月，本公司附屬公司四川保和新世紀線纜有限公司(「保和新世紀」)及綿陽保和泰越通信線纜有限公司(「保和泰越」)亦取得當地稅局的批准，有權根據「西部大開發戰略」於2013年1月1日至2020年12月31日期間享有15%的優惠所得稅稅率。有關2013年優惠稅務待遇的稅務抵免額人民幣10,344,000元已於截至2014年12月31日止年度的損益中確認。

#### (b) 稅務(抵免)/開支與按適用稅率計算的會計(虧損)/溢利的對賬：

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
(Loss)/Profit before taxation	稅前(虧損)/溢利	(540,421)	297,697
Notional tax on (loss)/profit before taxation, calculated at the rates applicable in the tax jurisdictions concerned	按相關稅務司法權區所用稅率計算的稅前(虧損)/溢利的推算稅項	(57,145)	61,029
Tax effect of non-deductible expenses	不可扣稅開支的稅務影響	2,128	454
Tax effect of non-taxable income	非課稅收入的稅務影響	(238)	(3,265)
Tax effect of unused tax losses and deductible temporary not recognised	未動用稅務虧損及未確認可扣稅暫時差額的稅務影響	16,974	-
Adjustment for prior year	過往年度的調整	945	-
Effect of reduction in tax rate for prior year	過往年度稅率下調的影響	-	(10,344)
PRC withholding tax on interest income among entities within the Group	本集團內實體之間有關利息收入的中國預扣稅	218	451
Others	其他	(167)	1,106
Actual tax (credit)/expense	實際稅務(抵免)/開支	(37,285)	49,431



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 9 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

### 9 董事酬金

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第二部披露之董事酬金如下：

		2015 2015年						
Note	Directors' fee	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contribution	Sub-total	Share-based payments	Total	
附註	董事袍金 (f)	薪金、津貼 及實物利益 (g)	酌情花紅	退休 計劃供款 (g)	小計	以股份為 基礎的付款 (note 32) (附註32)	總計	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
<b>Executive directors</b>	<b>執行董事</b>							
Mr. Yu Jianqiu	俞建秋先生	-	2,553	-	14	2,567	2,567	
Mr. Kwong Wai Sun Wilson	鄺偉信先生	-	1,435	-	14	1,449	2,578	
Mr. Liu Hanju	劉漢玖先生	c	146	131	-	11	288	988
Mr. Huang Weiping	黃偉萍先生		160	175	1,520	-	1,855	2,166
Ms. Zhu Yufen	朱玉芬女士		160	121	1,280	-	1,561	3,114
			466	4,415	2,800	39	7,720	11,413
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>							
Mr. Lee Ting Bun Denny	李廷斌先生		160	-	-	-	160	386
Ms. Liu Rong	劉蓉女士	d	146	-	-	-	146	146
Ms. Ren Ruxian	任汝嫻女士	b	14	-	-	-	14	14
Mr. Pan Liansheng	潘連勝先生		160	-	-	-	160	386
			480	-	-	-	480	932
			946	4,415	2,800	39	8,200	12,345

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 9 DIRECTORS' EMOLUMENTS (Continued)

### 9 董事酬金 (續)

		2014 2014年						
		Directors' fee	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contribution	Sub-total	Share-based payments	Total
		(f)	(g)	酌情花紅	退休計劃供款	小計	以股份為基礎的付款	總計
		(f)	(g)	(g)	(g)	(附註32)	(附註32)	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors</b>	<b>執行董事</b>							
Mr. Yu Jianqiu	俞建秋先生	-	2,361	825	13	3,199	-	3,199
Mr. Kwong Wai Sun Wilson	鄺偉信先生	-	1,421	-	13	1,434	-	1,434
Mr. Liu Hanjiu	劉漢玖先生	136	94	2,892	4	3,126	1,264	4,390
Mr. Huang Weiping	黃偉萍先生	136	141	2,892	-	3,169	211	3,380
Ms. Zhu Yufen	朱玉芬女士	136	83	150	-	369	1,053	1,422
		408	4,100	6,759	30	11,297	2,528	13,825
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>							
Mr. Lee Ting Bun Denny	李廷斌先生	136	-	-	-	136	-	136
Ms. Liu Rong	劉蓉女士	136	-	-	-	136	-	136
Mr. Pan Liansheng	潘連勝先生	136	-	-	-	136	-	136
		408	-	-	-	408	-	408
		816	4,100	6,759	30	11,705	2,528	14,233

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 9 DIRECTORS' EMOLUMENTS (Continued)

- (a) These represent the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 2(t)(ii). The details of these benefits in kind, including the principal terms and number of options granted, are disclosed in note 32.
- (b) Ms. Ren Ruxian has been appointed as the Company's independent non-executive director effective from 30 November 2015.
- (c) Mr. Liu Hanjiu has resigned as an executive director effective from 30 November 2015.
- (d) Mr. Liu Rong has resigned as an independent non-executive director of the Company from 30 November 2015.
- (e) No emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office for the current or prior years. No director has waived or agreed to waive any emoluments for the current or prior years.
- (f) The amount represents the emoluments paid in respect of service from the directors.
- (g) The amount represents the emoluments/retirement benefits paid in respect of the services in connection with the management of the affairs of the Company or its subsidiary undertaking.

### 9 董事酬金 (續)

- (a) 該等數額指董事根據本公司購股權計劃獲授購股權的估計價值。該等購股權的價值乃根據附註2(t)(ii)所載本集團有關以股份為基礎的付款交易的會計政策計量。該等實物利益的詳情(包括已授出購股權的主要條款及數目)於附註32中披露。
- (b) 任汝嫻女士於2015年11月30日起獲委任為本公司獨立非執行董事。
- (c) 劉漢玖先生於2015年11月30日起辭任本公司執行董事。
- (d) 劉蓉女士於2015年11月30日起辭任本公司獨立非執行董事。
- (e) 於本年度或過往年度，本集團並無向董事支付任何酬金作為加盟本集團或加入本集團後的獎金或作為離職補償。概無董事放棄或同意放棄本年度或過往年度的任何酬金。
- (f) 該款項指就董事服務支付之酬金。
- (g) 該款項指就管理本公司或其附屬公司事務的服務支付的酬金／退休福利。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 10 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, One (2014: four) is director whose emoluments are disclosed in note 9. The aggregate of the emoluments in respect of the other four (2014: one) individuals are as follows:

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries and other emoluments	薪金及其他報酬	514	101
Discretionary bonuses	酌情花紅	4,879	220
Share-based payments	以股份為基礎的付款	7,273	1,598
Retirement scheme contributions	退休計劃供款	36	32
		<b>12,702</b>	<b>1,951</b>

The above individuals' emoluments are within the following bands:

		2015	2014
		2015年	2014年
HK\$2,000,001 to HK\$3,000,000	2,000,001 港元至 3,000,000 港元	–	1
HK\$3,000,001 to HK\$4,000,000	3,000,001 港元至 4,000,000 港元	2	–
HK\$4,000,001 to HK\$5,000,000	4,000,001 港元至 5,000,000 港元	2	–

### 11 LOSS ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The consolidated loss attributable to the equity shareholders of the Company includes a loss of RMB177,086,000 (2014: loss of RMB44,608,000) which has been dealt with in the financial statements of the Company.

### 10 最高薪酬人士

五名最高薪酬人士當中有1名(2014年：4名)董事，其薪酬於附註9披露。其餘4名(2014年：1名)人士的薪酬總額如下：

以上人士的薪酬介乎以下範圍：

### 11 本公司權益股東應佔虧損

本公司權益股東應佔綜合虧損包括虧損人民幣177,086,000元(2014年：虧損人民幣44,608,000元)，已計入本公司財務報表。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 12 (LOSS)/EARNINGS PER SHARE

#### (a) Basic (Loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the (loss)/profit attributable to ordinary shareholders of the Company of RMB499,045,000 (2014: profit of RMB248,513,000) and the weighted average number of ordinary shares in issue during the year.

### 12 每股(虧損)/盈利

#### (a) 每股基本(虧損)/盈利

每股基本(虧損)/盈利乃根據本公司普通股股東應佔(虧損)/溢利人民幣499,045,000元(2014年：溢利人民幣248,513,000元)及年內已發行普通股的加權平均數目而計算。

		2015 2015年	2014 2014年
(Loss)/profit attributable to equity shareholders of the Company (RMB'000)	本公司權益股東應佔(虧損)/溢利(人民幣千元)	(499,045)	248,513
Issued ordinary shares at 1 January	於1月1日的已發行普通股	2,105,145,600	11,238,000
Effect of issue of new shares under the IPO (note 31(c)(ii))	根據首次公開發售發行新股份的影響(附註31(c)(ii))	-	451,645,212
Effect of exercise of the over-allotment option (note 31(c)(ii))	行使超額配股權的影響(附註31(c)(ii))	-	5,477,896
Effect of capitalisation issue	資本化發行的影響	-	1,562,082,000
Weighted average number of ordinary shares in issue	已發行普通股的加權平均數目	2,105,145,600	2,030,443,108
Basic (loss)/earnings per share (RMB)	每股基本(虧損)/盈利(人民幣元)	(0.24)	0.12

#### (b) Diluted (loss)/earnings per share

Diluted (loss)/earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. Diluted (loss)/earnings per share is the same as basic (loss)/earnings per share for both years as all potentially dilutive potential ordinary shares were anti-dilutive.

#### (b) 每股攤薄(虧損)/盈利

每股攤薄(虧損)/盈利按假設兌換所有潛在攤薄普通股而調整發行在外普通股之加權平均數計算。於有關兩個年度內，每股攤薄(虧損)/盈利等同於每股基本(虧損)/盈利，因為所有潛在攤薄的潛在普通股均具反攤薄作用。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 13 PROPERTY, PLANT AND EQUIPMENT

### 13 物業、廠房及設備

		Buildings	Plant and machinery	Furniture, fittings and equipment 傢俱、裝置及設備	Motor vehicles	Construction in progress	Total
		建築物	廠房及機器	及設備	汽車	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Cost:</b>	成本：						
At 1 January 2015	於2015年1月1日	284,301	219,527	4,989	5,309	101,753	615,879
Additions	添置						
— through business combinations	— 透過企業合併	—	—	35	416	—	451
— others	— 其他	906	3,123	303	46	112,125	116,503
Transfers	轉移	2,714	7,695	—	—	(10,409)	—
Reclassification	重新分類	(1,500)	1,408	(6)	98	—	—
Disposals	處置	—	(70)	(69)	(58)	—	(197)
At 31 December 2015	於2015年12月31日	286,421	231,683	5,252	5,811	203,469	732,636
<b>Accumulated depreciation and impairment losses:</b>	累計折舊及減值虧損：						
At 1 January 2015	於2015年1月1日	20,911	30,966	1,560	3,134	—	56,571
Charge for the year	年內扣除	14,100	21,580	973	687	—	37,340
Additions through business combinations	透過業務合併添置	—	—	4	59	—	63
Impairment loss	減值虧損	23,993	29,336	146	215	623	54,313
Written back on disposals	處置時撥回	—	(11)	(43)	(26)	—	(80)
At 31 December 2015	於2015年12月31日	59,004	81,871	2,640	4,069	623	148,207
<b>Net book value:</b>	賬面淨值：						
At 31 December 2015	於2015年12月31日	227,417	149,812	2,612	1,742	202,846	584,429

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 13 PROPERTY, PLANT AND EQUIPMENT (Continued) 13 物業、廠房及設備(續)

		Buildings	Plant and machinery	Furniture, fittings and equipment 傢俱、裝置及設備	Motor vehicles	Construction in progress	Total
		建築物	廠房及機器	及設備	汽車	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Cost:</b>	<b>成本：</b>						
At 1 January 2014	於2014年1月1日	174,752	135,736	4,324	4,845	115,369	435,026
Additions	添置						
— through business combinations	— 透過企業合併	—	—	—	—	79	79
— others	— 其他	21,222	31,942	670	1,012	127,590	182,436
Transfers	轉移	88,327	52,958	—	—	(141,285)	—
Disposals	處置	—	(1,109)	(5)	(548)	—	(1,662)
At 31 December 2014	於2014年12月31日	284,301	219,527	4,989	5,309	101,753	615,879
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>						
At 1 January 2014	於2014年1月1日	11,553	15,441	763	2,563	—	30,320
Charge for the year	年內扣除	9,358	15,898	798	1,022	—	27,076
Written back on disposals	處置時撥回	—	(373)	(1)	(451)	—	(825)
At 31 December 2014	於2014年12月31日	20,911	30,966	1,560	3,134	—	56,571
<b>Net book value:</b>	<b>賬面淨值：</b>						
At 31 December 2014	於2014年12月31日	263,390	188,561	3,429	2,175	101,753	559,308

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 13 PROPERTY, PLANT AND EQUIPMENT (Continued)

- (a) All of the Group's property, plant and equipment are located in the PRC. At 31 December 2015, property, plant and equipment with net book value of RMB214,270,000 (2014: RMB176,328,000) were pledged for certain banking facilities granted to the Group (see note 28(b)).
- (b) At 31 December 2015, the Group has yet to obtain property ownership certificates for certain Xiangbei's buildings with an aggregate net book value of RMB2,605,000 (2014: RMB134,406,000). The directors of the Company are of the opinion that the Group owned the beneficial title to these buildings as at 31 December 2015 and 2014.
- (c) During 2015, due to operating loss in the Group's business, the Group tested related cash generating units ("CGUs") for impairment. An impairment loss of RMB54,313,000 was recognised in "other net loss" for property, plant and equipment in CGU Jinxin. Considering Jinxin has suspended its production activities since September 2015, and there is no market price of similar assets, its value-in-use and the fair value less cost of disposal is nil. Thus, the carrying amount of Jinxin's property, plant and equipment was written down to its recoverable amount of nil. Except for Jinxin, no impairment loss on any other CGUs has been recognised in the consolidated statement of profit or loss.

### 13 物業、廠房及設備(續)

- (a) 本集團的所有物業、廠房及設備均位於中國。於2015年12月31日，賬面淨值為人民幣214,270,000元(2014年：人民幣176,328,000元)的物業、廠房及設備已予抵押，作為本集團獲授若干銀行融資的擔保(見附註28(b))。
- (b) 2015年12月31日，本集團尚未就賬面淨值總額人民幣2,605,000元(2014年：人民幣134,406,000元)的若干湖北建築物取得房產證。本公司董事認為本集團於2015年及2014年12月31日擁有該等建築物的實益業權。
- (c) 於2015年，由於本集團業務錄得經營虧損，本集團測試相關現金產生單位(「現金產生單位」)是否有減值。就現金產生單位金鑫之物業、廠房及設備於「其他虧損淨額」確認減值虧損人民幣54,313,000元。基於金鑫由2015年9月起已暫停其生產活動，而且難以獲取類似資產的市價，其使用價值及公平值減出售成本為零。因此，金鑫之物業、廠房及設備之賬面值已撇減至其可收回金額，即零。除金鑫外，概無任何其他現金產生單位之減值虧損已於綜合損益表確認。



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## 財務報表附註

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### 14 LEASE PREPAYMENTS

### 14 租賃預付款

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>		
At 1 January	於1月1日	<b>88,631</b>	88,631
Additions	添置	<b>16,256</b>	–
At 31 December	於12月31日	<b>104,887</b>	88,631
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>		
At 1 January	於1月1日	<b>3,013</b>	1,260
Charge for the year	年內扣除	<b>1,958</b>	1,753
At 31 December	於12月31日	<b>4,971</b>	3,013
<b>Net book value:</b>	<b>賬面淨值：</b>		
At 31 December	於12月31日	<b>99,916</b>	85,618

The lease prepayments represent costs of the land use rights in respect of land located in the PRC, on which the Group built its production premises and buildings. The land use rights expire in 2056 to 2085.

At 31 December 2015, land use rights with an aggregate carrying amount of RMB53,390,000 (2014: RMB38,269,000) were pledged for certain banking facilities granted to the Group (see note 28(b)).

租賃預付款指有關位於中國的土地(本集團在有關土地上興建生產基地及建築物)的土地使用權成本。土地使用權於2056年至2085年間到期。

於2015年12月31日，賬面值合共為人民幣53,390,000元(2014年：人民幣38,269,000元)的土地使用權已就授予本集團的若干銀行信貸作出抵押(見附註28(b))。

### 15 INVESTMENTS IN SUBSIDIARIES

### 15 於附屬公司的投資

		The Company 本公司	
		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Unlisted shares, at cost	非上市股份，按成本	<b>298,322</b>	298,322

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 15 INVESTMENTS IN SUBSIDIARIES (Continued)

At 31 December 2015, the Company had direct or indirect interests in the following subsidiaries, all of which are private companies:

### 15 於附屬公司的投資(續)

於2015年12月31日，本公司於下列附屬公司擁有直接或間接權益，該等附屬公司均為私人公司：

Name of company 公司名稱	Place of incorporation/ and business and kind of legal entity 註冊成立/及營業 地點以及法團類別	Particulars of issued and paid-up capital 已發行及實收 資本詳情	Attributable equity interest held by the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Engen Investments Limited ("Engen")	The British Virgin Islands ("BVI"), limited liability company	United States dollars ("USD") 10,225	100%	-	Investment holding
恩金投資有限公司(「恩金」)	英屬處女群島 (「英屬處女群島」， 有限公司)	10,225 美元(「美元」)			投資控股
True Excel Holdings Limited ("True Excel")	Hong Kong, limited liability company	1 ordinary share	-	100%	Investment holding
京盛控股有限公司(「京盛」)	香港，有限公司	1 股普通股			投資控股
Alpha Legend Holdings Limited ("Alpha Legend")	Hong Kong, limited liability company	1 ordinary share	-	100%	Investment holding
盛際控股有限公司(「盛際」)	香港，有限公司	1 股普通股			投資控股
Alpha Business Investments Limited ("Alpha Business")	Hong Kong, limited liability company	1 ordinary share	-	100%	Investment holding
得揚投資有限公司(「得揚」)	香港，有限公司	1 股普通股			投資控股
Alpha Universe Group Limited("Alpha Universe")	Hong Kong, limited liability company	1 ordinary share	-	100%	Investment holding
勝誠集團有限公司(「勝誠」)	香港，有限公司	1 股普通股			投資控股
Fanmay Limited ("Fanmay")	BVI, limited liability company	HK\$1	100%	-	Investment holding
繁美有限公司	英屬處女群島， 有限公司	1 港元			投資控股
China Recycling Aluminium Limited ("Recycling Aluminium")	Hong Kong, limited liability company	HK\$1	-	100%	Investment holding
中國循環鋁業有限公司(「循環鋁業」)	香港，有限公司	1 港元			投資控股
Mianyang Jinxin Copper Co., Ltd. ("Jinxin")*	The PRC, limited liability company	Renminbi ("RMB") 100,000,000	-	100%	Recycling of scrap copper for the manufacturing of recycled copper products
綿陽金鑫銅業有限公司(「金鑫」)	中國，有限公司	人民幣(「人民幣」) 100,000,000 元			回收生產再生銅產品 所用的廢銅

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 15 INVESTMENTS IN SUBSIDIARIES (Continued)

### 15 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation/ and business and kind of legal entity 註冊成立/及營業 地點以及法團類別	Particulars of issued and paid-up capital 已發行及實收 資本詳情	Attributable equity interest held by the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Hunan Yinlian Xiangbei Copper Co., Ltd. ("Xiangbei")*	The PRC, limited liability company	RMB80,000,000	-	100%	Processing of scrap copper and electrolytic copper for the manufacturing of copper related products
湖南銀聯湘北銅業有限公司(「湘北」)	中國，有限公司	人民幣 80,000,000 元			加工生產銅相關產品所用的 廢銅及電解銅
Mianyang Tongxin Copper Co., Ltd. ("Tongxin")*	The PRC, limited liability company	RMB50,000,000	-	100%	Recycling of scrap copper for the manufacturing of recycled copper products
綿陽銅鑫銅業有限公司(「銅鑫」)	中國，有限公司	人民幣 50,000,000 元			回收生產再生銅產品所用的廢銅
Sichuan Baohe Xinshiji Cable Co., Ltd. ("Baohe Xinshiji")*	The PRC, limited liability company	RMB150,000,000	-	100%	Manufacturing and sale of power transmission and distribution cables
四川保和新世紀線纜有限公司(「保和新世紀」)	中國，有限公司	人民幣 150,000,000 元			生產及銷售送配電纜
Mianyang Baohe Taiyue Communications Cable Co., Ltd. ("Baohe Taiyue")*	The PRC, limited liability company	RMB80,000,000	-	100%	Manufacturing and sale of communication cables
綿陽保和泰越通信線纜有限公司(「保和泰越」)	中國，有限公司	人民幣 80,000,000 元			生產及銷售通信電纜
Mianyang Jin Xunhuan Metal Materials Co., Ltd. ("Jin Xunhuan") *	The PRC, limited liability company	RMB30,000,000	-	65%	Manufacturing and sale of anodic copper and trading of electrolytic copper
綿陽金循環金屬材料有限公司(「金循環」)	中國，有限公司	人民幣 30,000,000 元			生產和銷售陽極銅和買賣電解銅
Shanghai Epoch Keen Metal Trading Limited ("Shijian")*	The PRC, limited liability company	HK\$60,000,000	-	100%	Trading of copper related products
上海時建金屬銷售有限公司(「時建」)	中國，有限公司	60,000,000 港元			買賣銅相關產品
Mianyang Xinhuan Aluminium Company Limited ("Xinhuan Aluminium")*	The PRC, limited liability company	RMB5,000,000	-	30%	Trading of aluminium related products
綿陽鑫環鋁業有限公司(「鑫環鋁業」)	中國，有限公司	人民幣 5,000,000 元			買賣鋁相關產品
Shanghai Bujiang Metal Material Limited ("Bujiang")*	The PRC, limited liability company	-	-	30%	Inactive*
上海步江金屬材料有限公司(「步江」)	中國，有限公司				暫無業務*

\* The English translation of the name is for reference only. The official names of these companies are in Chinese.

\* 英文本的英譯名稱僅供參考。該等公司的官方名稱以中文為準。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 16 INTANGIBLE ASSETS

### 16 無形資產

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Cost:</b>	<b>成本：</b>		
At 1 January and 31 December 2015	於2015年1月1日及12月31日	<b>10,968</b>	10,968
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>		
At 1 January 2015	於2015年1月1日	<b>7,312</b>	3,656
Charge for the year	年內扣除	<b>3,656</b>	3,656
At 31 December 2015	於2015年12月31日	<b>10,968</b>	7,312
<b>Net book value:</b>	<b>賬面淨值：</b>		
At 31 December 2015	於2015年12月31日	—	3,656

Intangible assets represent customer relationships acquired by the Group in connection with the acquisitions of Baohe Xinshiji and Baohe Taiyue completed on 31 December 2012. The amortisation charge for the year is included in "administrative expenses" in the consolidated statement of profit or loss.

無形資產指本集團就收購保和新世紀及保和泰越（於2012年12月31日完成）所獲得的客戶關係。年內的攤銷支出計入綜合損益表內的「行政開支」。

### 17 INTEREST IN ASSOCIATES

### 17 聯營公司權益

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Interest in associates</b>	<b>聯營公司權益</b>		
Share of net assets	應佔淨資產	<b>35,642</b>	—
Goodwill	商譽	<b>100,315</b>	—
		<b>135,957</b>	—

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 17 INTEREST IN ASSOCIATES (Continued)

(a) Particulars of the associates are as follows:

### 17 聯營公司權益(續)

(a) 聯營公司的詳情如下：

Name of associate 聯營公司名稱	Particulars of registered share capital/ issued and paid in capital 註冊資本/已發行及繳足資本詳情	Place of incorporation and business 註冊及成立經營地點	Proportion of ownership interest attributable to the Group		Principal activities 主要業務
			本集團應佔所持股權比例 Direct 直接	Indirect 間接	
Deda Holdings Limited 德達控股有限公司	Issued and paid in capital of USD1,000 已發行及繳足資本1,000美元	BVI 英屬處女群島	30%	-	Investment holding 投資控股
Hong Kong Fujian Investments Limited 香港福艦投資有限公司	Issued and paid in capital of HK\$1.0 已發行及繳足資本1.0港元	Hong Kong 香港	-	30%	Investment holding 投資控股
Sichuan Baohe Fushan Resources Recycling Development Co., Ltd. 四川省保和富山再生資源開發有限公司	Registered capital of RMB100 million 註冊資本 人民幣100,000,000元	The PRC 中國	-	30%	Industrial park operation and development 經營及發展工業園

On 22 April 2015, the Group entered into an agreement, pursuant to which the vendors of Baohe Fushan agreed to transfer 100% equity interest in Baohe Fushan to Hong Kong Fujian Investments Limited ("Fujian"), a company wholly-owned by Deda Holdings Limited ("Deda") which, in turn, was then a wholly-owned subsidiary of the Company.

Upon the above equity transfer taking effect, Deda issued to the vendors 700 new ordinary shares at a nominal value of USD1.0 per share, representing 70% of Deda's issued share capital after the issue of the new ordinary shares.

Upon completion on 27 May 2015, Deda ceased to be a subsidiary of the Company. Since then, the Company holds 30% of the entire issued shares of Deda, which in turn indirectly holds 100% equity interest in Baohe Fushan.

The reduction of the Company's shareholding in Deda from 100% to 30% has been accounted for as a deemed disposal of the Group's equity interest in Deda and a gain of RMB6,000 was recognised as a result of the net liability position of Deda immediately before the completion of the transaction.

於2015年4月22日，本公司訂立一份協議，據此，保和富山賣方同意轉讓保和富山的100%權益予香港福艦投資有限公司(「福艦」)，福艦是德達控股有限公司(「德達」)的全資附屬公司，而德達在當時是本公司的全資附屬公司。

於上述股權轉讓生效時，德達向賣方發行700股面值每股1.0美元的新普通股份(相當於其在發行德達新普通股後的已發行股本70%)。

於2015年5月27日完成時，德達不再為本公司的附屬公司。從當時起，本公司持有德達全部已發行股份的30%，而後者間接持有保和富山的100%權益。

本公司於德達的股權由100%減至30%已入賬為視作出售本集團於德達的股權，並因德達緊接交易完成前的淨負債狀況而確認收益人民幣6,000元。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 17 INTEREST IN ASSOCIATES (Continued)

#### (a) Particulars of the associates are as follows:

(Continued)

The consideration paid by the Group to the vendors for the above transactions was RMB134,929,000, which was determined with reference to the valuation of Baohe Fushan as at 30 September 2014 performed by an external valuer.

Summarised financial information of Baohe Fushan, adjusted for fair value adjustments at acquisition and differences in accounting policies and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

### 17 聯營公司權益(續)

#### (a) 聯營公司的詳情如下：(續)

本集團為上述收購事項已支付的總代價為人民幣134,929,000元，此乃經參考外聘估值師對保和富山於2014年9月30日的估值而釐定。

就收購時的公平值調整及會計政策差異而調整及與綜合財務報表內的賬面值對賬的保和富山財務資料概要披露如下：

		Baohe Fushan 保和富山 2015 2015年 RMB'000 人民幣千元
Non-current assets	非流動資產	192,529
Current assets	流動資產	81,217
Non-current liabilities	非流動負債	(120,680)
Current liabilities	流動負債	(34,242)
Net assets (100%)	淨資產(100%)	118,824
Group's share of net assets (30%)	本集團應佔淨資產(30%)	35,647
Goodwill	商譽	100,315
<b>Carrying amount of interest in associate</b>	<b>聯營公司權益的賬面值</b>	<b>135,962</b>
Revenue* (100%)	營業額*(100%)	1,980
Profit* (100%)	溢利*(100%)	3,442
Other comprehensive income* (100%)	其他全面收益*(100%)	-
Total comprehensive income* (100%)	全面收益總額*(100%)	3,442
Total comprehensive income* (30%)	全面收益總額*(30%)	1,033
Elimination of unrealised profit on downstream sales	對銷下游銷售的未變現溢利	-
<b>Group's share of total comprehensive income</b>	<b>本集團應佔全面收益總額</b>	<b>1,033</b>

\* For the period from 23 April 2015 to 31 December 2015

\* 於2015年4月23日至2015年12月31日

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 17 INTEREST IN ASSOCIATES (Continued)

#### (a) Particulars of the associates are as follows:

(Continued)

Aggregate information of associates that are not individually material:

### 17 聯營公司權益(續)

#### (a) 聯營公司的詳情如下：(續)

並非個別屬重大的聯營公司資料彙總：

		2015 2015年 RMB'000 人民幣千元
Carrying amount of interest in associates	聯營公司權益的賬面值	(5)
Share of:	應佔：	
— Loss	— 虧損	(5)
— Other comprehensive income	— 其他全面收益	—
		(5)

### 18 GOODWILL

### 18 商譽

		RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>	
At 1 January 2014, 31 December 2014, 1 January 2015 and 31 December 2015	於2014年1月1日、2014年 12月31日、2015年1月1日 及2015年12月31日	39,308
<b>Accumulated impairment losses:</b>	<b>累計減值虧損：</b>	
At 1 January 2014, 31 December 2014 and 1 January 2015	於2014年1月1日、2014年 12月31日及2015年1月1日	—
Impairment loss	減值虧損	16,081
At 31 December 2015	於2015年12月31日	16,081
<b>Carrying amount:</b>	<b>賬面值：</b>	
At 31 December 2015	於2015年12月31日	23,227
At 31 December 2014	於2014年12月31日	39,308

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 18 GOODWILL (Continued)

#### Impairment tests for CGUs containing goodwill

Goodwill is allocated to the CGUs identified according to country of operation and operating segment as follows:

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Jinxin	金鑫	–	16,081
Xiangbei	湘北	22,766	22,766
Baohe Xinshiji	保和新世紀	213	213
Baohe Taiyue	保和泰越	248	248
		<b>23,227</b>	39,308

The recoverable amount of the CGUs is determined based on value in use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using a zero growth rate. The growth rate used do not exceed the long-term average growth rates for the business in which the CGU operates. The cash flows are discounted using pre-tax discount rates of 14% (2014: 15%) at 31 December 2015. Key assumptions used for the value in use calculations are the gross margins, growth rates and the availability of VAT refunds. Management determined the budgeted gross margins and growth rates based on past performance and its expectation for market development. When preparing the financial budgets, management assumed that there would be no changes to the existing government policies in respect of the VAT refunds in connection with the employment of disabled staff and under the Policies for Products Generated from Comprehensive Utilisation of Resources (see note 6(a)). No other government grants are assumed to be received in the value in use calculations.

### 18 商譽(續)

包含商譽的現金產生單位的減值測試  
商譽乃分配予根據經營所在國家及經營  
分部識別的現金產生單位：

現金產生單位的可收回金額是基於使用價值計算模式釐定。該等計算模式使用已被管理層核准的五年期財務預算中的現金流量預算。超過五年期之現金流量乃使用零增長率推算。所用增長率不超過現金產生單位經營所在業務的長期平均增長率。於2015年12月31日，現金流量乃使用為14% (2014年：15%) 的稅前貼現率貼現。使用價值計算模式的主要假設為毛利率及增長率以及增值稅退稅的可行性。管理層按照過往表現及其對市場發展的預期釐定預算毛利率和增長率。當編製財務預算時，管理層假設與聘用殘疾員工有關的以及資源綜合利用產生產品政策 (見附註6(a)) 下的增值稅退稅的現有政府政策概無變動。假設不會以使用價值計算模式收取任何其他政府補助。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 18 GOODWILL (Continued)

#### Impairment tests for CGUs containing goodwill (Continued)

Based on the results of the valuation, the recoverable amount of Jinxin has been assessed as being lower than the carrying amount. Accordingly, an impairment loss of RMB16,081,000 (2014: nil) has been recognised in "other net loss". Except for Jinxin, the recoverable amount of other CGUs based on the value in use calculations is higher than its carrying amount as at 31 December 2015 and 2014. Accordingly, no impairment loss on goodwill regarding those CGUs has been recognised in the consolidated statement of profit or loss.

After the impairment loss recognised for the year, the management believes that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the revised carrying amount to exceed its recoverable amount.

### 18 商譽(續)

#### 包含商譽的現金產生單位的減值測試 (續)

根據估值結果，金鑫的可收回金額評為低於賬面值，因此已於其他淨虧損確認減值虧損人民幣16,081,000元(2014年：無)。除金鑫外，於2015年及2014年12月31日，按照使用價值計算模式得出的其他現金產生單位的可收回金額高於其賬面值。故此，概無在綜合損益表內就該等現金產生單位確認商譽的減值虧損。

於年內確認減值虧損後，管理層認為，可收回金額所根據的主要假設如有任何合理變動，將不會導致修訂賬面值超出其可收回金額。

### 19 PLEDGED DEPOSITS

### 19 已抵押存款

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Deposits with guarantee companies	於擔保公司的存款	8,000	7,500
Deposits with banks	於銀行的存款	22,982	13,022
Deposits with lessors of finance leases	於融資租賃公司的存款	5,320	5,320
Deposits with securities broker	於證券經紀的存款	4	10,663
Deposit with other company	於其他公司的存款	22,900	19,600
		<b>59,206</b>	56,105
<b>Represented by:</b>	<b>即：</b>		
Current	即期	53,886	43,285
Non-current	非即期	5,320	12,820
		<b>59,206</b>	56,105

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 19 PLEDGED DEPOSITS (Continued)

Pledged deposits were placed with guarantee companies for the purpose of obtaining bank loans of RMB53,800,000 (2014: RMB40,000,000), which were guaranteed by the guarantee companies (see note 28(b)).

Pledged deposits with banks were mainly placed as security for bills payable of the Group (see note 26(a)).

Pledged deposits of RMB 5,320,000 (2014: RMB5,320,000) were placed as security for the obligations under finance leases as at 31 December 2015.

Pledged deposits with securities broker were pledged as deposits for outstanding copper futures contracts as at 31 December 2015.

Pledged deposit of RMB22,900,000 (2014: RMB19,600,000) was paid to a third party for the purpose of obtaining bank loans of RMB70,000,000 (2014: RMB70,000,000), which were secured by the property, plant and equipment of that third party (see note 28(b)).

### 19 已抵押存款(續)

就取得銀行貸款人民幣53,800,000元(2014年：人民幣40,000,000元)而於擔保公司存放已抵押存款，有關銀行貸款由擔保公司擔保(見附註28(b))。

於銀行的已抵押存款主要為就本集團的應付票據存放作抵押品(見附註26(a))。

於2015年12月31日，人民幣5,320,000元(2014年：人民幣5,320,000元)的已抵押存款已就融資租賃下的責任存放作抵押品。

於2015年12月31日，於證券經紀的已抵押存款已就未到期的銅期貨合約抵押作保證金。

人民幣22,900,000元(2014年：人民幣19,600,000元)的已抵押存款已支付予第三方，以取得銀行貸款人民幣70,000,000元(2014年：人民幣70,000,000元)，其由該名第三方的物業、廠房及設備作抵押(見附註28(b))。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 20 OTHER NON-CURRENT ASSETS

### 20 其他非流動資產

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Prepayments for property, plant and equipment and land use rights	物業、廠房及設備和土地使用權的預付款	24,512	31,178
Deferred differences arising from a sales and leaseback transaction (Note)	售後租回交易產生的遞延差額(附註)	1,912	2,956
		<b>26,424</b>	<b>34,134</b>

Note: Deferred differences arising from a sales and leaseback transaction represent the deficit of sale proceeds over the net book value of the assets disposed of under the sales and leaseback transaction which resulted in a finance lease. The differences are deferred and amortised as adjustments to the depreciation of the assets over their estimated useful lives.

附註：售後租回交易產生的遞延差額為由於融資租賃的售後租回交易導致其出售資產的所得款項低於其賬面淨值所產生的差異。上述差額作為對資產折舊的調整在資產的預計可使用年內予以遞延及攤銷。

### 21 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### 21 綜合財務狀況表內的所得稅

(a) Current taxation in the consolidated statement of financial position represents:

(a) 綜合財務狀況表內的即期稅項指：

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January	於1月1日	19,988	28,317
Provision for PRC corporate income tax for the year	年內中國企業所得稅撥備	218	60,660
Adjustment for prior year	過往年度的調整	945	-
Reduction in tax rate for prior year	過往年度的稅率下調	-	(10,344)
PRC Corporate Income Tax paid	已付中國企業所得稅	(11,489)	(58,645)
At 31 December	於12月31日	<b>9,662</b>	<b>19,988</b>

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 21 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Continued)

#### (b) Deferred tax assets/(liabilities) recognised

##### (i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

### 21 綜合財務狀況表內的所得稅(續)

#### (b) 已確認遞延稅項資產/(負債)

##### (i) 遞延稅項資產及負債各部分之變動

於綜合財務狀況表中確認的遞延稅項資產/(負債)的組成部分及於年內的變動如下：

Deferred tax arising from:		Depreciation/ amortisation allowances in excess of the related depreciation/ amortisation	Provisions and accruals	Deductible losses	Total
遞延稅項來源：		超出有關折舊折舊/攤銷額的折舊/攤銷撥備	撥備及應計費用	可扣稅虧損	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2014	於2014年1月1日	(2,396)	812	-	(1,584)
(Charged)/credited to profit or loss	(扣除)/計入損益於	(512)	1,397	-	885
At 31 December 2014	2014年12月31日	(2,908)	2,209	-	(699)
At 1 January 2015	於2015年1月1日	(2,908)	2,209	-	(699)
Credited to profit or loss	計入損益	679	21,108	16,661	38,448
At 31 December 2015	於2015年12月31日	(2,229)	23,317	16,661	37,749

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 21 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Continued)

#### (b) Deferred tax assets/(liabilities) recognised

(Continued)

#### (ii) Reconciliation to the consolidated statement of financial position:

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表 確認的淨遞延稅項資產	37,749	774
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表 確認的淨遞延稅項負債	-	(1,473)
		<b>37,749</b>	<b>(699)</b>

#### (c) Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Group can use the benefits therefrom.

#### (c) 未確認遞延稅項資產

尚未就以下項目確認遞延稅項資產，因為不大可能有未來應課稅溢利而本集團可對其使用其產生之利益。

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Deductible temporary differences (will never expire)	可扣稅暫時差額(永不屆滿)	73,404	-
Tax losses (will expire in year 2020)	稅項虧損(將於2020年屆滿)	27,076	-
		<b>100,480</b>	<b>-</b>

### 21 綜合財務狀況表內的所得稅(續)

#### (b) 已確認遞延稅項資產/(負債) (續)

#### (ii) 與綜合財務狀況表對賬：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 21 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Continued)

#### (d) Deferred tax liabilities not recognised

At 31 December 2015, temporary differences relating to the undistributed profits of the Group's PRC subsidiaries amounted to RMB374,875,000 (2014: RMB688,008,000). No deferred tax liabilities in respect of these undistributed profits have been recognised as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

### 22 INVENTORIES

#### (a) Inventories in the consolidated statement of financial position comprise:

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Raw materials	原材料	40,742	239,450
Work in progress	在製品	14,798	32,146
Finished goods	製成品	71,314	75,292
Goods in transit	付運中之貨品	122,148	114,811
		<b>249,002</b>	461,699

At 31 December 2015, inventories of RMB53,063,000 (2014: RMB57,011,000) were pledged for banking facilities granted to the Group (see note 28(b)).

於2015年12月31日，為數人民幣53,063,000元(2014年：人民幣57,011,000元)的存貨已予抵押，作為本集團獲授銀行融資的擔保(附註28(b))。

### 21 綜合財務狀況表內的所得稅(續)

#### (d) 未確認的遞延稅項負債

於2015年12月31日，與本集團的中國附屬公司的未分配溢利有關的臨時差額為人民幣374,875,000元(2014年：人民幣688,008,000元)。概無就該等未分配溢利確認遞延稅項負債，原因是本公司控制該等附屬公司的股息政策，而且本公司董事決定該等溢利很可能不會在可預見的未來分派。

### 22 存貨

#### (a) 綜合財務狀況表內的存貨包括：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 22 INVENTORIES (Continued)

(b) The analysis of the amount of inventories recognised as an expense and included in the profit or loss is as follows:

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Carrying amount of inventories sold	已售存貨的賬面值	1,887,716	3,812,215
Write down of inventories	撇減存貨	42,465	4,943
		<b>1,930,181</b>	3,817,158

### 23 TRADE AND OTHER RECEIVABLES

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Trade debtors and bills receivable	貿易賬款及應收票據	565,742	747,122
Less: Allowance for impairment loss	減：減值虧損撥備	(112,830)	-
		<b>452,912</b>	747,122
Advance payments to suppliers	墊付供應商款項	402,531	141,993
Government grants receivable	應收政府補助	111,055	108,540
Other deposits, prepayments and receivables	其他按金、預付款及應收款項	66,541	24,174
		<b>1,033,039</b>	1,021,829

All of the trade and other receivables are expected to be recovered or recognised as expense within one year.

(a) At 31 December 2015, government grants receivable of RMB8,550,000 (2014: RMB35,015,000) was pledged for certain banking facilities granted to the Group (see note 28(b)).

### 22 存貨(續)

(b) 確認為開支並計入損益的存貨金額分析如下：

### 23 貿易及其他應收款項

所有貿易及其他應收款項預期於一年內收回或確認為開支。

(a) 於2015年12月31日，金額為人民幣8,550,000元(2014年：人民幣35,015,000元)的應收政府補助已就授予本集團的若干銀行信貸作出抵押(見附註28(b))。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 23 TRADE AND OTHER RECEIVABLES (Continued)

#### (b) Trade debtors and bills receivable included amounts due from related parties as follows:

	2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Guangzhou Taiyue Communications Cable Co., Ltd. ("Guangzhou Taiyue") 廣州市泰越通信線纜有限公司 (「廣州泰越」)	4,730	8,104
Sichuan Xijiulong Investment Co, Ltd. ("Xijiulong")* 四川省西九龍投資有限公司 (「西九龍」)	171	-
	<b>4,901</b>	8,104

\* Xijiulong is a company wholly owned by Ms. Yu Yanyan and Ms. Yu Jiajia, daughters and associates of Mr. Yu Jianqiu.

### 23 貿易及其他應收款項(續)

#### (b) 貿易賬款及應收票據包括應收關聯方款項如下：

\* 西九龍為俞燕燕女士及俞佳佳女士全資擁有的公司，彼等為俞建秋先生的女兒及聯繫人。

#### (c) Ageing analysis

As of the end of the reporting period, the ageing analysis of trade debtors and bills receivable (which are included in trade and other receivables), based on the invoice date and net of allowance for impairment loss, is as follows:

	2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Within 30 days 30天內	64,139	296,703
31 to 60 days 31至60天	4,931	161,238
61 to 180 days 61至180天	39,752	201,761
Over 180 days 超過180天	344,090	87,420
	<b>452,912</b>	747,122

Trade debtors and bills receivable are normally due within 90 days from the date of billing. Further details on the Group's credit policy are set out in note 35(a).

#### (c) 賬齡分析

於報告期末，貿易賬款及應收票據(計入貿易及其他應收款項)的賬齡分析(以發票日期及扣除減值虧損撥備為基準)如下：

貿易賬款及應收票據通常於出票日期起計90天內到期。本集團的信貸政策的進一步詳情載於附註35(a)。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 23 TRADE AND OTHER RECEIVABLES (Continued)

#### (d) Impairment loss of trade debtors and bills receivable

The movement in the allowance for impairment loss during the year, including both specific and collective loss components, is as follows:

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
At 1 January	於1月1日	—	—
Impairment loss recognised	已確認減值虧損	112,830	—
At 31 December	於12月31日	112,830	—

At 31 December 2015 trade debtors and bills receivable before allowances for impairment loss with a carrying amount of RMB91,324,000 were individually determined to be assessed for impairment. The individually impaired receivables related to customers that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered. Consequently, specific allowances for impairment loss of RMB49,773,000 were recognised.

於2015年12月31日，人民幣91,324,000元的減值前貿易賬款及應收票據將個別作減值評估。個別減值應收款項涉及處於財政困難的客戶，而管理層評定預期僅能收回應收款項的一部分，因此已確認個別減值虧損撥備人民幣49,773,000元。

### 23 貿易及其他應收款項(續)

#### (d) 貿易賬款及應收票據減值虧損

年內的減值虧損撥備變動(包括個別及共同虧損部份)如下所示：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 23 TRADE AND OTHER RECEIVABLES (Continued)

#### (e) Trade debtors and bills receivable that are not impaired

The ageing analysis of trade debtors and bills receivable that are neither individually nor collectively considered to be impaired are as follows:

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Current	即期	51,159	208,479
Less than 30 days past due	逾期少於30天	18,619	220,081
31 to 60 days past due	逾期31至60天	7,958	91,202
61 to 180 days past due	逾期61至180天	314,439	200,522
Over 180 days past due	逾期超過180天	60,737	26,838
Amounts past due	逾期款項	401,753	538,643
		452,912	747,122

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

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

### 23 貿易及其他應收款項(續)

#### (e) 並無減值的貿易賬款及應收票據

未被個別或共同視為減值的貿易賬款及應收票據的賬齡分析如下：

未逾期及未減值的應收款項與近期並無拖欠記錄的客戶有關。

已逾期但尚未減值的應收款項與在本集團保持良好過往記錄的若干獨立客戶有關。根據過往經驗，管理層認為毋須就該等結餘作出減值撥備，因為信貸質素並無出現重大變化，而有關結餘仍被視為可全數收回。本集團並無就該等結餘持有任何抵押品。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 24 AMOUNTS DUE FROM/TO RELATED PARTIES/ ASSOCIATES

#### (a) Amounts due from/to related parties/associates

The amounts due from/to related parties/associates are unsecured, interest free and repayable on demand at 31 December 2015.

#### (b) Loan from a related party

The loan from a related party is unsecured, at 5% annual interest rate and repayable within 12 months.

### 25 CASH AND CASH EQUIVALENTS

#### (a) Cash and cash equivalents comprise:

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Deposits with banks	於銀行的存款	33,000	68,000
Cash at bank and on hand	銀行存款及手頭現金	49,559	77,765
Cash and cash equivalents in the consolidated statement of financial position	綜合財務狀況表內的現金及現金等值項目	82,559	145,765

At 31 December 2015, cash and cash equivalents of the Group in the amount of RMB51,130,000 (2014: RMB127,479,000) are denominated in RMB and are deposited in banks in the PRC. RMB is not a freely convertible currency and the remittance of funds out of the PRC is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

於2015年12月31日，本集團金額為人民幣51,130,000元(2014年：人民幣127,479,000元)的現金及現金等值項目乃以人民幣計值，並存放在中國的銀行。人民幣乃不可自由兌換的貨幣，資金匯出中國須受中國政府頒佈的相關外匯管制規則及規例所規限。

### 24 應收／應付關聯方／聯營公司款項

(a) 應收／應付關聯方／聯營公司款項於2015年12月31日，應收／應付關聯方／聯繫人款項為無抵押、不計息及須按要求償還。

#### (b) 來自關聯方的貸款

來自關聯方的貸款為無抵押、年利率為5%及須於12個月內償還。

### 25 現金及現金等值項目

#### (a) 現金及現金等值項目包括：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 25 CASH AND CASH EQUIVALENTS (Continued)

#### (b) Reconciliation of (loss)/profit before taxation to cash generated from operations:

### 25 現金及現金等值項目 (續)

#### (b) 稅前(虧損)/溢利與營運所得現金的對賬：

			2015	2014
		Note	2015年	2014年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
(Loss)/profit before taxation	稅前(虧損)/溢利		(540,421)	297,697
Adjustments for:	經以下項目調整：			
Finance costs	財務成本	7(a)	113,671	57,630
Share-based payment expenses	以股份為基礎的付款開支	7(b)	31,874	10,365
Warrant expense	認股權證開支	5(a)	12,079	–
Depreciation	折舊	7(c)	37,340	27,076
Deferred expense	延遲開支	20	1,044	1,044
Amortisation of lease prepayments	租賃預付款的攤銷	7(c)	1,958	1,753
Amortisation of intangible assets	無形資產的攤銷	7(c)	3,656	3,656
Interest income	利息收入	6(a)	(1,276)	(1,150)
Share of profit of associates	應佔聯營公司溢利	6(b)	(1,028)	–
Net loss on sale of property, plant and equipment	出售物業、廠房及設備之淨虧損	6(b)	116	690
Foreign exchange loss	匯兌虧損		1,492	4,528
Change in fair value of derivative instrument	衍生工具的公平值變動	29	77,091	–
Impairment loss of trade debtors and bills receivable	賬款及應收票據之減值虧損	23	112,830	–
Impairment loss of goodwill	商譽之減值虧損	6(b)	16,081	–
Impairment loss of property, plant and equipment	物業、廠房及設備之減值虧損	6(b)	54,313	–
Write down of inventories	存貨撇減	22(b)	37,522	4,943
Changes in working capital:	營運資金變動：			
Decrease/(Increase) in inventories	存貨減少/(增加)		175,175	(326,482)
Increase in trade and other receivables	貿易及其他應收款項增加		(123,801)	(173,142)
Increase/(decrease) in trade and other payables	貿易及其他應付款項增加/(減少)		73,839	(32,472)
Cash generated from/(used in) operations	營運所得/(所用)現金		83,555	(123,864)

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 26 TRADE AND OTHER PAYABLES

### 26 貿易及其他應付款項

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade payables	貿易應付款項	15,176	10,494
Bills payable	應付票據	45,800	25,800
Receipts in advance	預收款項	41,299	23,025
Accrued expenses and other payables	其他應付款項及應計費用	372,524	279,897
		<b>474,799</b>	339,216

All of the trade and other payables are expected to be settled or recognised as income within one year or repayable on demand.

所有貿易及其他應付款項預期於一年內支付或確認為收入，或須按的要求償還。

**(a) Bills payable are normally issued with a maturity of not more than six months.**

At 31 December 2015, bills payable were secured by pledged deposits of RMB22,900,000 (2014: RMB12,900,000) placed with banks (see note 28).

**(a) 應付票據的到期日一般不會超過六個月。**

於2015年12月31日，應付票據由存於銀行的已抵押存款人民幣22,900,000元(2014年：人民幣12,900,000元)作擔保(見附註28)。

**(b) At the end of the reporting period, the ageing analysis of the trade and bills payable, based on transaction date, is as follows:**

**(b) 於報告期末，貿易及其他應付款項的賬齡分析(以發票日期及扣除撥備為基準)如下：**

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 30 days	30天內	2,846	4,386
31 to 60 days	31至60天	52,948	1,280
61 to 180 days	61至180天	1,335	27,615
Over 180 days	超過180天	3,847	3,013
		<b>60,976</b>	36,294

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 26 TRADE AND OTHER PAYABLES (Continued)

(c) An analysis of accrued expenses and other payables is analysed as follows:

### 26 貿易及其他應付款項(續)

(c) 應計開支及其他應付款項的分析如下：

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, wages, bonus and other accrued benefits	薪金、工資、花紅及其他應計福利	10,293	5,300
Payables for the purchase of property, plant and equipment and intangible assets	購買物業、廠房及設備和無形資產的應付款項	42,487	41,513
VAT payable	應付增值稅	188,360	163,342
Unearned government grants (i)	預收的政府補助(i)	50,565	21,460
Derivative financial instruments	衍生金融工具	–	525
Other taxes payable	其他應付稅項	22,357	24,846
Advances from government authorities (ii)	政府部門墊款(ii)	17,960	–
Advances from a government controlled entity (iii)	政府控制機構墊款(iii)	22,000	–
Others	其他	18,502	22,911
		<b>372,524</b>	<b>279,897</b>

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(除另有註明者外，以人民幣列值)

### 26 TRADE AND OTHER PAYABLES (Continued)

#### (c) An analysis of accrued expenses and other payables is analysed as follows: (Continued)

- (i) The amount represented conditional government grants received from various government authorities including Youxian District Finance Bureau and Mianyang Municipal Government, Sichuan Province, and the Finance Department, Hunan Province. The government grants from Youxian District Finance Bureau are conditional to meeting certain tax payment thresholds by the Group for the three years ended 31 December 2015. The government grants from the Mianyang Municipal Government are conditional to utilising the funds for the designated purpose of development of scientific knowledge and technology. The government grants from the Finance Department, Hunan Province are conditional to utilising the funds for the designated purpose of procurement of fixed assets. Should the conditions not be met by the Group, the government grants are repayable to the various government authorities within 2016.
- (ii) Advances from government authorities represents an advance of RMB17,960,000 received from Finance Bureau, Miluo City, Hunan Province to the Group. The amount is interest free and repayable on demand.
- (iii) Advances from a government controlled entity represents an advance of RMB22,000,000 received from Mianyang Fule Investment Limited to the Group for purchase of property, plant and equipment. The amount is interest free and repayable on demand.

### 26 貿易及其他應付款項(續)

#### (c) 應計開支及其他應付款項的分析如下：(續)

- (i) 該金額指自各個政府機構獲得的有條件政府補助，包括游仙區財政局及四川省綿陽市政府及湖南省財政部。游仙區財政局的政府補助以本集團於截至2015年12月31日止三個年度達成若干繳稅門檻為條件。綿陽市政府的政府補助以將資金用作發展科學知識及技術的指定用途為條件。湖南省財政部的政府補助以將資金用作採購固定資產的指定用途為條件。倘本集團未能符合條件，則政府補助須於2016年內償還予各個政府機構。
- (ii) 該政府部門墊款指湖南省汨羅市財政局向本集團墊款人民幣17,960,000元。該金額為免息及按要求償還。
- (iii) 該政府控制實體墊款指Mianyang Fule Investment Limited向本集團墊款人民幣22,000,000元，以購買物業、廠房及設備。該金額為免息及按要求償還。

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### 27 OBLIGATIONS UNDER FINANCE LEASES

At 31 December 2015, the Group had obligations under finance leases repayable as follows:

### 27 融資租賃下的責任

於2015年12月31日，本集團擁有以下應償還融資租賃下的責任：

		2015 2015年		2014 2014年	
		Present value of the minimum lease payments 最低租賃款項 的現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃 款項總額 RMB'000 人民幣千元	Present value of the minimum lease payments 最低租賃款項 的現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃 款項總額 RMB'000 人民幣千元
Within 1 year	1年內	15,192	15,986	16,471	17,676
After 1 year but within 2 years	1年後但2年內	12,462	13,956	14,309	15,986
After 2 years but within 5 years	2年後但5年內	10,628	12,679	21,718	26,635
		23,090	26,635	36,027	42,621
		38,282	42,621	52,498	60,297
Less: total future interest expenses	減：未來利息開支總額		(4,339)		(7,799)
Present value of finance lease obligations	融資租賃責任的現值		38,282		52,498

Pledged deposit of RMB5,320,000 (2014: RMB5,320,000) was placed as security for the obligations under finance leases as at 31 December 2015.

於2015年12月31日，已抵押存款人民幣5,320,000元(2014年：人民幣5,320,000元)已存放作為融資租賃下的責任的抵押。

On 27 December 2013, the Group entered into an agreement with a leasing company to sell certain of the Group's plant and equipment to the leasing company at RMB60,000,000 and leaseback the plant and equipment for a five-year period. The Group has the option to purchase the plant and equipment at a nominal price of RMB10,000 at the end of the lease period.

於2013年12月27日，本集團與一間租賃公司簽訂一份為期五年的售後租回協議，以人民幣60,000,000元向該租賃公司出售本集團若干廠房及設備後再租回該等廠房及設備。於租賃期末，本集團有權選擇以名義價人民幣10,000元購買該等廠房及設備。



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### 27 OBLIGATIONS UNDER FINANCE LEASES

(Continued)

On 23 January 2014 and 27 February 2014, the Group entered into agreements with a leasing company to sell certain of Group's plant and equipment to the leasing company at a total of RMB5,500,000 and leaseback the plant and equipment for a three-year period. The Group has the option to purchase the plant and equipment at a nominal price of nil at the end of the leasing period.

At 31 December 2015, the net book value of plant and equipment under finance leases included in property, plant and equipment amounted to RMB55,575,000 (2014: RMB61,655,000).

### 27 融資租賃下的責任(續)

於2014年1月23日及2014年2月27日，本集團與一間租賃公司簽訂為期三年的售後租回協議，以合共人民幣5,500,000元向該租賃公司出售本集團若干廠房及設備後再租回該等廠房及設備。於租賃期末，本集團有權選擇以零名義價購買該等廠房及設備。

於2015年12月31日，根據融資租賃持有的物業、廠房及設備賬面淨值包括人民幣55,575,000元(2014年：人民幣61,655,000元)的物業、廠房及設備。

### 28 BANK LOANS AND OTHER BORROWINGS

(a) At 31 December 2015, the analysis of the carrying amount of borrowings is as follows:

### 28 銀行貸款及其他借款

(a) 於2015年12月31日，借款的賬面值分析如下：

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank loans	銀行貸款		
— secured	— 已擔保	312,050	313,970
— unsecured	— 無擔保	—	20,000
		312,050	333,970
Entrusted loans	委託貸款		
— secured	— 已擔保	300,000	300,000
— unsecured	— 無擔保	49,460	56,700
		349,460	356,700
		661,510	690,670
<b>Represented by:</b>	<b>即：</b>		
Current	即期	661,510	390,670
Non-current	非即期	—	300,000
		661,510	690,670

# NOTES TO THE FINANCIAL STATEMENTS

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### 28 BANK LOANS AND OTHER BORROWINGS

(Continued)

(b) The amounts of banking facilities and the utilisation at 31 December 2015 are set out as follows:

### 28 銀行貸款及其他借款(續)

(b) 於2015年12月31日的銀行信貸額及使用情況載於下文：

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Banking facilities available	可用銀行信貸額		
— secured	— 已擔保	<b>369,640</b>	351,270
— unsecured	— 無擔保	—	20,000
		<b>369,640</b>	371,270
Amounts utilised	已動用款項		
— bills payable	— 應付票據	<b>45,800</b>	25,800
— bank loans	— 銀行貸款	<b>312,050</b>	333,970
		<b>357,850</b>	359,770

There are cross default provisions in certain banking facilities, the default on a loan by the Group would then cause a default on other loans which have cross default provisions.

若干銀行信貸額附有交叉違約條文，本集團違反一項貸款將會繼而違反附有交叉違約條文的其他貸款。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 28 BANK LOANS AND OTHER BORROWINGS

(Continued)

(b) The amounts of banking facilities and the utilisation at 31 December 2015 are set out as follows: (Continued)

The banking facilities were secured by the following assets:

	2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Property, plant and equipment (note 13(a)) 物業、廠房及設備 (附註 13(a))	214,270	176,328
Lease prepayments (note 14) 租賃預付款(附註 14)	53,390	38,269
Inventories (note 22) 存貨(附註 22)	53,063	57,011
Government grants receivable (note 23) 應收政府補助(附註 23)	8,550	35,015
Pledged deposits (note 19)* 已抵押存款(附註 19)*	53,800	40,000
Bills receivable 應收票據	—	4,000
	<b>383,073</b>	<b>350,623</b>

At 31 December 2015, bank loans of RMB10,000,000 (2014: nil) was secured by property, plant and equipment of Sichuan Gushan Vegetable Fat Chemical Co., Ltd. ("Gushan Vegetable"), a private company controlled by Mr. Yu Jianqiu.

At 31 December 2015, bank loans of RMB35,000,000 (2014: nil) were secured by prepayment for land use right of Baohe Fushan.

\* Pledged deposits included RMB22,900,000 (2014: RMB19,600,000) paid to a third party. At 31 December 2015, bank loans of RMB70,000,000 (2014: RMB70,000,000) were secured by property, plant and equipment of this third party; also included was RMB8,000,000 (2014: RMB7,500,000) paid to independent guarantee companies. At 31 December 2015, bank loans of RMB41,000,000 (2014: RMB30,000,000) were guaranteed by these independent guarantee companies to which the Group was charged a total of non-recoverable guarantee fees of RMB1,639,000 (2014: RMB1,170,000) during the year ended 31 December 2015.

### 28 銀行貸款及其他借款(續)

(b) 於2015年12月31日的銀行信貸額及使用情況載於下文：(續)  
已抵押銀行融資額由以下資產抵押：

於2015年12月31日，金額為人民幣10,000,000元(2014年：無)的銀行貸款由俞建秋先生控制的私人公司四川古杉油脂化學有限公司(「古杉油脂」)的物業、廠房及設備抵押。

於2015年12月31日，人民幣35,000,000元(2014年：無)之銀行貸款由保和富山的土地使用權預付款項為抵押。

\* 已抵押存款包括已付第三方的人民幣22,900,000元(2014年：人民幣19,600,000元)。於2015年12月31日，銀行貸款人民幣70,000,000元(2014年：人民幣70,000,000元)乃以該第三方的物業、廠房及設備為抵押；已抵押存款亦包括已付獨立擔保公司的人民幣8,000,000元(2014年：人民幣7,500,000元)。於2015年12月31日，本集團總額為人民幣41,000,000元(2014年：人民幣30,000,000元)的銀行貸款由該等獨立擔保公司提供抵押，而本集團於截至2015年12月31日止年度對該等公司支付了不可收回擔保費合共人民幣1,639,000元(2014年：人民幣1,170,000元)。

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### 28 BANK LOANS AND OTHER BORROWINGS

(Continued)

(c) At the end of reporting date, bank loans were repayable as follows:

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Within 1 year or on demand	1年內或按要求	312,050	333,970
After 1 year but within 2 years	1年後但2年內	-	-
		<b>312,050</b>	<b>333,970</b>

### 28 銀行貸款及其他借款(續)

(c) 於結算日，銀行貸款的還款情況如下：

#### (d) Significant terms and repayment schedule of entrusted loans

At 31 December 2015, entrusted loans are repayable as follows:

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Within 1 year or on demand	1年內或按要求	349,460	56,700
After 1 year but within 2 years	1年後但2年內	-	300,000
		<b>349,460</b>	<b>356,700</b>

#### (d) 委託貸款的重大條款及還款期

於2015年12月31日，委託貸款的還款情況如下：

At 31 December 2015, the entrusted loans were interest-bearing at 10.0% to 12.0% per annum. Among the entrusted loans, RMB300,000,000 were secured by 413,522,200 and 200,000,000 ordinary shares in the Company held by Mr. Huang Weiping, key management personnel of the Group, and Mr. Yu Jianqiu, respectively. The aggregate amount of shares charged in respect of this loan represents 29.1% of the issued share capital of the Company.

於2015年12月31日，委託貸款按年利率10.0%至12.0%計息。其中人民幣300,000,000元之委託貸款以本集團主要管理人員黃偉萍先生及俞建秋先生分別持有的413,522,200股及200,000,000股本公司普通股作為抵押。就該筆貸款抵押的股份總值佔本公司已發行股本29.1%。

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### 29 CONVERTIBLE BONDS

The movements of the components of the convertible bonds during current period are set out below:

		Liability component (at amortised cost) 負債部分 (按攤銷成本) RMB'000 人民幣千元	Derivative component (at fair value) 衍生工具部分 (按公平值) RMB'000 人民幣千元
At issue date	於發行日	137,164	50,767
Interest charge	— 利息開支	35,114	—
Interest paid	— 支付利息	(14,657)	—
Changes in fair value	— 公平值變動	—	77,091
Exchange realignment	— 匯兌調整	8,867	3,131
At 31 December 2015	於2015年12月31日	166,488	130,989

On 13 April 2015, the Company issued convertible bonds with a principal amount of USD32,610,000 (equivalent to approximately RMB200,208,000). The Company incurred transactions cost of approximately HK\$15,497,000 (equivalent to approximately RMB12,277,000) for the issue of the convertible bonds. Major terms of the convertible bonds are as below:

- (a) The convertible bonds carry 10% coupon interest per annum payable in arrears quarterly. Unless previously converted, the convertible bonds will be fully redeemed by the Company at its principal amount upon maturity at the second anniversary from the date of issuance. If the convertible bonds is not fully redeemed or converted before the first anniversary from the date of issuance, the Company has to pay additional 3% of the outstanding or unconverted principal amount to the bondholder. If the average closing share price of the Company during any six consecutive months within the period commencing from issuance date on 13 April 2015 to the maturity date has never, at any point of time, reached or exceeded the conversion price, the Company shall, upon redemption of the convertible bonds, compensate the bondholder in cash so that the bondholder is guaranteed an annualised return of 13% for the period commencing from issuance date to the first anniversary of issuance date and an annualised return of 16% for the period commencing from the day following the first anniversary of issuance date to the date of redemption.

### 29 可換股債券

本期間內可換股債券之組成部分之變動載列如下：

於2015年4月13日，本公司發行本金額合共32,610,000美元(相當於約人民幣200,208,000元)的可換股債券。因發行可換股債券，本公司產生港幣15,497,000(相當於約人民幣12,277,000)的交易成本。可換股債券的主要條款如下：

- (a) 可換股債券按年利率10%計算，每季度支付。除非可換股債券於到期日前兌換，於到期日(即發行日期二周年當日)本公司須以面額贖回全部可換股債券。如可換股債券於發行日期一週年仍未全部兌換或贖回，本公司須額外向債券持有人支付金額為未償還或未被兌換本金金額的3%。若本公司股價在發行日期至到期日期間未曾在任何一段連續六個月的期間內任何時間的平均收市價格保持在兌換價或以上，本公司在贖回該等可換股債券時，須以現金形式補償並支付債券持有人，以保證該債券持有人從發行日期至發行日期一周年之日止有年化13%的回報及從發行日期一周年翌日至贖回日止有年化16%的回報(該年化回報包含該部分可換股債券支付票面利息)。

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### 29 CONVERTIBLE BONDS (Continued)

- (b) From issuance date to the first anniversary, the Company may with the consent from the bondholder, at sole discretion, request for early redemption of all, but not in part, the outstanding convertible bonds.
- (c) The convertible bonds are secured by 362,000,000 ordinary shares of the Company held by Epoch Keen Limited, a company wholly owned by Mr. Yu Jianqiu. If the aggregate shareholding of the senior management of the Company and their associates in Company is less than 50% of the entire share capital of the Company or the collateral ratio of the security falls below the specific ratio prescribed in the agreement and the Company has failed to provide additional collateral, the bondholder may request early redemption.
- (d) The bondholder has the right to convert the principal amount of the convertible bonds into ordinary shares of HK\$0.1 each of the Company at an initial conversion price of HK\$1.4 per share but subject to adjustments at any time during the term of the convertible bonds, subject to the minimum public float requirement. At the date of conversion, the exchange rate between the principal amount of the convertible bonds and the conversion price is fixed at USD0.18. Aggregate amount of principal converted into shares should not exceed USD16,300,000.

The convertible bonds contained two components, liability and derivative component. The initial fair value of the both components combined was determined based on gross proceeds at issuance. The initial fair value of the derivative component was estimated to be approximately RMB50,767,000 as at the issuance date of using the Monte Carlo Model and Binomial Option Pricing Model, taking into account the terms and conditions of the convertible bonds. In subsequent periods, derivative component is measured at fair value with changes in fair value recognized in profit or loss. The residual amount, representing the value of the liability component at approximately RMB137,164,000, was subsequently measured at amortized cost using effective interest rate method. The effective interest rate of the liability component of the convertible bonds is 34.35% per annum.

### 29 可換股債券(續)

- (b) 從發行日期至發行日期一周年止，本公司可在獲債券持有人全權酌情同意下要求提前贖回全部(但非部分)尚未兌換的可換股債券。
- (c) 可換股債券以時建有限公司擁有的362,000,000股本公司股份作為抵押品，時建有限公司是俞建秋先生的全資擁有公司。若因任何原因本公司的管理層人員及其各自的聯繫人士持有的股份合共佔本公司總股本低於50%，或抵押的擔保比率低於認購協議指定的比例而本公司未能提供額外抵押，債券持有人可要求提前贖回。
- (d) 於可換股債券有效期內，債券持有人有權以初步兌換價每股1.40港元(可予調整)將可換股債券的本金兌換為本公司每股面值0.10港元的普通股，惟公眾持股量不可低於最低要求。於兌換日，可換股債券的本金與兌換價之間的匯率釐定在0.18美元。可換股債券的本金額最多只可行使16,300,000美元兌換為股份。

可換股債券包括負債及衍生工具兩部分。負債部分及衍生工具部分之合共初始公允價值乃按發行時的所得款項總額釐定。衍生工具部分之初始公允價值乃於發行日期根據蒙特卡羅定價模式及二項模式模型估算為約人民幣50,767,000，已考慮授出有關購股權之條款及條件。於其後期間，衍生工具部分按公允價值計量，並於損益確認公允價值變動。剩餘金額代表負債部分之價值，約人民幣137,164,000，隨後採用實際利率法按攤銷成本列賬。可換股債券之實際利率為每年34.35%。

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### 29 CONVERTIBLE BONDS (Continued)

The fair value of the derivative component was determined using the Monte Carlo Model and Binomial Option Pricing Model and the major inputs into the model are as follows:

		At issue date	At 31 December 2015 於2015年 12月31日
		於發行日	
Stock price	股份價格	HK\$1.64 港元	<b>HK\$2.86 港元</b>
Exercise price	行使價	HK\$1.40 港元	<b>HK\$1.40 港元</b>
Expected volatility	預期波幅	42%	<b>55%</b>
Dividend yield	預期孳息率	3%	<b>3%</b>
		24 months	<b>15.5 months</b>
Option life	換股權預計年期	個月	個月
Risk free rate	無風險息率	0.46%	<b>0.15%</b>

Up to 31 December 2015, no conversion of the convertible bonds have taken place since the issuance date.

自發行日到2015年12月31日，沒有可換股債券兌換發生。

### 30 DEFERRED GOVERNMENT GRANTS

In August 2012, the Provincial Finance Bureau, Hunan Province provided government grants of RMB4,000,000 to the Group. Such government grants are assets-related and are amortized over ten years since July 2014.

### 30 遞延政府補貼

於2012年8月，湖南省財政局向本集團提供的政府補貼人民幣4,000,000元。該筆政府補貼乃資產相關及於2014年7月起計10年內攤銷。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 31 CAPITAL, RESERVES AND DIVIDEND

#### (a) Movement in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

#### The Company

### 31 資本、儲備及股息

#### (a) 權益部分變動

本集團綜合權益的各部分期初及期末之間結餘的對賬載於綜合權益變動表。本公司個別權益部分於年初及年末的變動載列如下：

#### 本公司

		Share capital (Note 31(c))	Share premium (Note 31(d)(iii))	Exchange reserve (Note 31(d)(i))	Capital reserve (Note 31(d)(ii))	Share-based payment reserve (Note 31(d)(v)) 以股份為基礎的付款儲備	Warrant reserve (Note 31(d)(vi)) 認股權證儲備	Accumulated losses	Total
		股本 (附註 31(c))	股份溢價 (附註 31(d)(iii))	匯兌儲備 (附註 31(d)(i))	資本儲備 (附註 31(d)(ii))	以股份為基礎的付款儲備 (附註 31(d)(v))	認股權證儲備 (附註 31(d)(vi))	累計虧損	總計
Note		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2015	於 2015 年 1 月 1 日的結餘	166,075	294,842	639	289,836	10,365	-	(68,431)	693,326
Changes in equity for 2015:	2015 年的權益變動								
Loss for the year	年內虧損	-	-	-	-	-	-	(177,086)	(177,086)
Other comprehensive income	其他全面收益	-	-	10,805	-	-	-	-	10,805
Total comprehensive income	全面收益總額	-	-	10,805	-	-	-	(177,086)	(166,281)
Issuance of warrants	發行認股權證	-	186	-	-	-	12,079	-	12,265
Share-based compensation expenses	以股份為基礎彌償開支	-	-	-	-	31,874	-	-	31,874
Share options vested but lapsed	已歸屬但失效的購股權	-	-	-	-	(1,539)	-	1,539	-
Dividend declared and paid in respect of prior year	就過往年度宣派及已付之股息	-	(49,892)	-	-	-	-	-	(49,892)
Balance at 31 December 2015	於 2015 年 12 月 31 日的結餘	166,075	245,136	11,444	289,836	40,700	12,079	(243,978)	521,292



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 31 CAPITAL, RESERVES AND DIVIDEND (Continued)

#### (a) Movement in components of equity (Continued)

### 31 資本、儲備及股息(續)

#### (a) 權益部分變動(續)

		Share capital	Share premium	Exchange reserve	Capital reserve	Share-based payment reserve	Accumulated losses	Total
	Note	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2014	於2014年1月1日的結餘	907	71,579	(97)	289,836	-	(23,823)	338,402
Changes in equity for 2014:	2014年的權益變動							
Loss for the year	年內虧損	-	-	-	-	-	(44,608)	(44,608)
Other comprehensive income	其他全面收益	-	-	736	-	-	-	736
<b>Total comprehensive income</b>	<b>全面收益總額</b>	<b>-</b>	<b>-</b>	<b>736</b>	<b>-</b>	<b>-</b>	<b>(44,608)</b>	<b>(43,872)</b>
Issue of new shares under the initial public offering ("IPO"), net of listing expenses	根據首次公開發售(「首次公開發售」)發行新股份，扣除上市開支	31(c)(ii)	41,414	391,063	-	-	-	432,477
Capitalisation issue	資本化發行	31(c)(i)	123,215	(123,215)	-	-	-	-
Issue of new shares upon exercise of the over-allotment option under the IPO	根據首次公開發售行使超額配股權時發行新股份	31(c)(ii)	539	5,553	-	-	-	6,092
Share-based compensation expenses	以股份為基礎彌償開支	31(d)(v)	-	-	-	10,365	-	10,365
Dividend declared in respect of the current year	就本年度宣派之股息	31(b)	-	(50,138)	-	-	-	(50,138)
Balance at 31 December 2014	於2014年12月31日的結餘	166,075	294,842	639	289,836	10,365	(68,431)	693,326

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 31 CAPITAL, RESERVES AND DIVIDEND (Continued)

#### (b) Dividend

Dividends payable to equity shareholders of the Company attributable to the year

### 31 資本、儲備及股息(續)

#### (b) 股息

年內本公司權益股東應佔應付股息

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interim dividend declared and paid of nil (2014: HK3.0 cents) per ordinary share	已宣派及支付中期股息：零(2014年：3.0港仙)	—	50,138
Final dividend proposed after the end of the reporting period of nil (2014: HK3.0 cents) per ordinary share	於報告期結束後擬派末期股息：零(2014年：3.0港仙)	—	50,008
		—	100,146

The board of directors does not recommend the payment of dividend for the year ended 31 December 2015 (2014: HK3.0 cents per ordinary share).

董事會不建議派發截至2015年12月31日止年度的股息(2014年：每股普通股3.0港仙)。

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

於報告期結束後擬派的末期股息於報告期末並未確認為負債。

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Dividend in respect of the year of 2014 paid during the year	年內就2014年度支付的股息	49,892	50,138

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 31 CAPITAL, RESERVES AND DIVIDEND (Continued)

#### (c) Share capital

##### Authorised and issued share capital

### 31 資本、儲備及股息(續)

#### (c) 股本

##### 法定及已發行股本

		Par value 面值 HK\$ 港元	No. of shares 股份數目	HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>			
At 31 December 2014, 1 January 2015 and 31 December 2015	於 2014 年 12 月 31 日， 2015 年 1 月 1 日及 2015 年 12 月 31 日	0.10	100,000,000,000	10,000,000
			(equivalent to RMB8,071,000,000) 相當於人民幣 8,071,000,000 元	

		No. of shares 股份數目	HK\$'000 千港元	RMB'000 人民幣千元
<b>Issued and fully paid:</b>	<b>已發行及已繳足：</b>			
At 1 January 2014	於 2014 年 1 月 1 日	11,238,000	1,123	907
Issue of shares under the IPO	根據首次公開發售 發行股份	525,001,600	52,500	41,414
Capitalisation issue	資本化發行	1,562,082,000	156,208	123,215
Issue of shares upon exercise of the over-allotment option under the IPO	根據首次公開發 售行使超額配 股權時發行股份	6,824,000	683	539
At 31 December 2014	於 2014 年 12 月 31 日	2,105,145,600	210,514	166,075
At 1 January 2015 and 31 December 2015	於 2015 年 1 月 1 日及 2015 年 12 月 31 日	2,105,145,600	210,514	166,075

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 31 CAPITAL, RESERVES AND DIVIDEND (Continued)

#### (c) Share capital (Continued)

##### Authorised and issued share capital (Continued)

- (i) On 21 February 2014, the Company capitalised an amount of HK\$156,208,000 (equivalent to RMB123,215,000) standing to the credit of the share premium account of the Company by applying such sum in paying up in full at par of 1,562,082,000 shares, each of which to be allotted and issued to the shareholders of the Company appearing on the register of members of the Company on 28 January 2014 in proportion to their respective shareholding.
- (ii) On 21 February 2014, the shares of the Company became listed on the Main Board of the Stock Exchange, pursuant to which 525,001,600 ordinary shares of HK\$0.1 each were issued at a price of HK\$1.13 per share by the Company. The total gross proceeds from the issue of these shares amounted to HK\$593,252,000 (equivalent to RMB467,954,000). Proceeds of HK\$52,500,000 (equivalent to RMB41,414,000), representing the par value of the shares issued, were credited to the Company's share capital. The remaining proceeds of HK\$495,895,000 (equivalent to RMB391,063,000 after deducting listing expenses of RMB35,477,000), were credited to the share premium account.

On 18 March 2014, 6,824,000 ordinary shares of HK\$0.1 each were issued at a price of HK\$1.13 per share by the Company pursuant to the partial exercise of the over-allotment option by the sole global coordinator. The total gross proceeds from the issue of these shares amounted to HK\$7,711,000 (equivalent to RMB6,092,000). Proceeds of HK\$683,000 (equivalent to RMB539,000), representing the par value of the shares issued, were credited to the Company's share capital. The remaining proceeds of HK\$7,028,000 (equivalent to RMB5,553,000) were credited to the share premium account.

### 31 資本、儲備及股息(續)

#### (c) 股本(續)

##### 法定及已發行股本(續)

- (i) 於2014年2月21日，本公司將股份溢價賬的進賬額156,208,000港元(相當於人民幣123,215,000元)撥充資本，並將有關款項用以按面值全數繳足1,562,082,000股股份，該等股份將按本公司股東各自的股權比例配發及發行予於2014年1月28日名列本公司股東名冊的股東。
- (ii) 於2014年2月21日，本公司股份於聯交所主板上市，據此，本公司按每股股價1.13港元發行525,001,600股每股面值0.1港元的普通股。經由發行該等股份所得款項總額為593,252,000港元(相當於人民幣467,954,000元)。所得款項52,500,000港元(相當於人民幣41,414,000元)代表已發行股份之面值，已計入本公司之股本。所得款項餘額495,895,000港元(相當於人民幣391,063,000元，已扣除上市開支人民幣35,477,000元)，已計入股份溢價賬。

於2014年3月18日，根據獨家全球協調人部分行使的超額配股權，本公司按每股股價1.13港元發行6,824,000股每股面值0.1港元的普通股。經由發行該等股份所得款項總額為7,711,000港元(相當於人民幣6,092,000元)。所得款項683,000港元(相當於人民幣539,000元)代表已發行股份之面值，已計入本公司股本。所得款項餘額7,028,000港元(相當於人民幣5,553,000元)已計入股份溢價賬。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 31 CAPITAL, RESERVES AND DIVIDEND (Continued)

#### (d) Nature and purpose of reserves

##### (i) Exchange reserve

The exchange reserve comprises all foreign currency differences arising from the translation of the financial statements of subsidiaries with functional currency other than Renminbi. The reserve is dealt with in accordance with the accounting policy set out in note 2(x).

##### (ii) Capital reserve

The capital reserve comprises mainly capital contributions from shareholder in respect of the contingent considerations for the acquisition of Jinxin and Xiangbei in November 2010 and August 2011 amounted to RMB33,226,000 and RMB11,555,000 respectively borne by the shareholder and deemed capital contribution of RMB77,700,000 amount due to shareholder waived by the shareholder on 31 December 2012.

##### (iii) Share premium

The application of the share premium account is governed by the Companies Law of the Cayman Islands. Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of the business.

##### (iv) Statutory reserves

According to the PRC rules and regulations, the Company's operating subsidiaries are required to transfer 10% of the net income after tax, as determined in accordance with general accepted accounting principle in the PRC, to a general reserve fund and an enterprise expansion fund until the reserve balance reaches 50% of the registered capital of the respective companies. The transfer to the reserves must be made before distribution of dividends to shareholders can be made. These amounts are not available for distribution to shareholders, except upon liquidation.

### 31 資本、儲備及股息(續)

#### (d) 儲備的性質及用途

##### (i) 匯兌儲備

匯兌儲備包括換算並非以人民幣為功能貨幣的附屬公司的財務報表所產生的所有外幣差額。該儲備根據附註2(x)所載的會計政策處理。

##### (ii) 資本儲備

資本儲備主要包括股東就於2010年11月及2011年8月收購金鑫及湘北的或然代價(分別為人民幣33,226,000元及人民幣11,555,000元，由股東承擔)注資，以及股東於2012年12月31日豁免應付股東款項人民幣77,700,000元，已確為視作注資。

##### (iii) 股份溢價

股份溢價賬的應用受開曼群島公司法管轄。根據開曼群島公司法，股份溢價賬的資金可分派予本公司股東，惟緊隨建議分派股息之日後，本公司須有能力於日常業務過程中清償到期債務。

##### (iv) 法定儲備

根據中國規則及規例，本公司的營運附屬公司須將其10%的稅後淨收入(根據中國公認會計原則釐定)撥入一般儲備金及企業發展基金，直至儲備結餘達到有關公司的註冊資本的50%。轉撥入儲備必須在向股東派付股息前作出。除清盤外，該等金額不可分配予股東。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 31 CAPITAL, RESERVES AND DIVIDEND (Continued)

#### (d) Nature and purpose of reserves (Continued)

##### (iv) Statutory reserves (Continued)

No transfer to the reserves were made for the year ended 31 December 2015 (2014: RMB26,736,000) as all the PRC subsidiaries of the Group were loss making for the year.

##### (v) Share-based payment reserve

Share-based payment reserve represents the portion of the fair value of unexercised share options granted to employees of the Group at grant date that has been recognised in accordance with the accounting policy adopted for share-based payments in note 2(t)(ii).

The amount will either be transferred to the share premium account when the option is exercised, or be released directly to retained profits if the option is lapsed or forfeited.

##### (vi) Warrant reserve

Warrant reserve arises from the issue of warrants less the expenses incurred pertaining to the warrants issue. Upon the exercise of the warrants, the warrant reserve will be transferred to share capital and share premium.

On 19 January 2015, the Company issued 133,650,000 warrants to 7 subscribers at an issue price of HK\$0.001 per warrant. Each warrant will entitle its holder to subscribe for one share of the Company at a subscription price of HK\$1.30 per share. The warrants will be vested in phases according to the vesting conditions. The vesting condition is that the suppliers shall carry out the transactions under their respective annual procurement agreements, pursuant to which the suppliers in aggregate, agree to supply 49,500 tons of copper scrap raw materials to the Group in 2015 at a fixed discount of RMB1,000 per ton.

### 31 資本、儲備及股息(續)

#### (d) 儲備的性質及用途(續)

##### (iv) 法定儲備(續)

由於本集團所有中國附屬公司於年內均錄得虧損，截至2015年12月31日止年度概無轉撥至儲備(2014年：人民幣26,736,000元)。

##### (v) 以股份為基礎的付款儲備

以股份為基礎的付款儲備指已授予本集團僱員而未行使購股權於授出日期的公平值的部份，該公平值已按照就附註2(t)(ii)的以股份為基礎的付款所採用的會計政策確認。

該金額將於購股權獲行使時轉撥至股份溢價賬，或倘購股權失效或被充公，則直接轉撥至保留溢利。

##### (vi) 認股權證儲備

認股權證儲備源自發行認股權證減認股權證發行所產生的開支。認股權證獲行使後，認股權證儲備將轉撥至股本及股份溢價。

於2015年1月19日，本公司以發行價每一份認股權證0.001港元向七名認購方發行133,650,000份認股權證。每份認股權證將賦予持有人認購一股本公司股份的權利，認購價為每股股份1.30港元，按認股權證的歸屬條件分階段歸屬。歸屬條件為認購方(亦為本集團供應商)履行彼等各自於年度供應協議下的交易。根據年度供應協議，各供應商同意於2015年以固定折讓每噸人民幣1,000元，供應合計49,500噸的廢舊銅原材料予本集團。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 31 CAPITAL, RESERVES AND DIVIDEND (Continued)

#### (d) Nature and purpose of reserves (Continued)

##### (vi) Warrant reserve (Continued)

On 24 February 2015, the Company issued 102,000,000 warrants to 3 subscribers at an issue price of HK\$0.001 per warrant. Each warrant will entitle its holder to subscribe for one share of the Company at a subscription price of HK\$1.50 per share. The warrants will be vested in phases according to the vesting conditions. The vesting condition is that the suppliers shall carry out the transactions under their respective annual procurement agreements, pursuant to which the suppliers, in aggregate, agree to supply 30,000 tons of copper scrap raw materials to the Group from 1 February 2015 to 31 January 2016 at a fixed discount of RMB2,000 per ton.

The total discount on the raw materials purchased for the year ended 31 December 2015 amounted to approximately RMB12,079,000 that had been recognised in warrant reserve.

#### (e) Distributable reserves

At 31 December 2015, the aggregate amount of reserves available for distribution to equity shareholders of the Company amounted to RMB355,217,000 (2014: RMB527,251,000).

### 31 資本、儲備及股息(續)

#### (d) 儲備的性質及用途(續)

##### (vi) 認股權證儲備(續)

於2015年2月24日，本公司以發行價每一份認股權證0.001港元向三名認購方發行102,000,000份認股權證，每份認股權證將賦予持有人認購一股本公司股份的權利，認購價為每股股份1.50港元，按認股權證的歸屬條件分階段歸屬。歸屬條件為各供應商履行彼等各自於年度供應協議下的交易，據此各供應商同意從2015年2月1日至2016年1月31日期間以固定折讓每噸人民幣2,000元的價格，供應合計30,000噸廢舊銅原材料予本集團。

就截至2015年12月31日止年度採購的原材料的總折讓約為人民幣12,079,000元，已於認股權證儲備中確認。

#### (e) 可供分派儲備

於2015年12月31日，可供分派給本公司股東的儲備總額為人民幣355,217,000元(2014年：人民幣527,251,000元)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 31 CAPITAL, RESERVES AND DIVIDEND (Continued)

#### (f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to financing at a reasonable cost.

The Group manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions affecting the Group.

The Group monitors its capital structure on the basis of a net debt-to-capital ratio. For this purpose, the Group defines net debt as total interest bearing borrowings less cash and cash equivalents. The Group defines "capital" as all components of equity.

The net debt-to-capital ratio was as follows:

	Note	2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Bank loans and other borrowings	28	661,510	690,670
Loan from a related party	24(b)	83,780	–
Obligations under finance leases	27	38,282	52,498
Convertible bonds	29	166,488	–
Less: Cash and cash equivalents	25	(82,559)	(145,765)
<b>Net debt</b>		<b>867,501</b>	597,403
<b>Total equity</b>		<b>754,183</b>	1,273,303
<b>Net debt-to-capital ratio</b>		<b>115.0%</b>	46.9%

Except for the banking facilities which require the fulfilment of certain covenants, neither the Company nor any of the subsidiaries are subject to externally imposed capital requirements.

### 31 資本、儲備及股息(續)

#### (f) 資本管理

本集團管理資本的主要目標為確保本集團持續經營的能力，根據風險大小來對產品和服務定價並按合理的成本獲得融資，繼續為股東及其他利益相關者帶來回報和利益。

本集團管理其資本結構，以維持股東的較高回報(可透過較高借貸水準達致)與穩健資本狀況所帶來的優勢及保障的平衡，並因應影響本集團的經濟狀況變動調整資本結構。

本集團按淨債務資本比率為基準監督資本結構。就此而言，本集團將淨債務定義為計息借款總額減去現金及現金等值項目。本集團將「資本」定義為所有權益組成部分。

淨債務資本比率如下：

除需要履行若干契諾的銀行融資外，本公司及任何附屬公司概無受到外來施加的資本規定所規限。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 32 EQUITY SETTLED SHARE-BASED TRANSACTIONS Share option scheme

The Company has a share option scheme which was adopted on 28 January 2014 and has come into effect upon the Company's listing on 21 February 2014 whereby the directors of the Company, are authorised, at their discretion, to invite any director or employee of the Group and any other person who in the sole discretion of the directors has contributed or will contribute to the Group to take up options to subscribe for shares of the Company.

- (a) The key terms and conditions related to the grants under the share option scheme are as follows; all options are to be settled by the physical delivery of shares.

### 32 以股權結算以股份為基礎的交易 購股權計劃

本公司設有購股權計劃，其於2014年1月28日採納及本公司於2014年2月21日上市後生效，據此，本公司董事獲得授權，可酌情邀請其全權認為已或將對本集團作出貢獻的任何董事或僱員承購購股權，以認購本公司股份。

- (a) 與根據購股權計劃授出購股權有關的主要條款及條件如下，所有購股權將透過實際交付股份結算。

Grant date/ employees entitled 授出日期／有權獲授之僱員	Number of instruments in thousands 工具數目 (千份)	Vesting conditions 歸屬條件	Contractual life of options 購股權合約年期
<b>Options granted to executive directors 授予執行董事的購股權</b>			
— On 2 July 2014 — 於2014年7月2日	24,000	One third on the first anniversary, one third on the second anniversary, and the remaining on the third anniversary of the grant respectively 三分之一於授出的第一週年、三分之一於第二週年及其餘於第三週年	10 years 10年
— On 7 May 2015 — 於2015年5月7日	8,000	Same as above 同上	10 years 10年
<b>Options granted to employees 授予僱員的購股權</b>			
— On 2 July 2014 — 於2014年7月2日	89,000	Same as above 同上	10 years 10年
— On 7 May 2015 — 於2015年5月7日	94,360	Same as above 同上	10 years 10年
<b>Options granted to certain eligible participants 授予若干合資格參與人的購股權</b>			
— On 23 July 2015 — 於2015年7月23日	7,600	On the first anniversary of the date upon which the share options are accepted subject to the grantees remaining as eligible persons at the date of vesting 於購股權獲接納的第一週年當日，惟承授人於歸屬日期須仍為合資格人士	Six months commencing from the expiry of the first anniversary of the date of acceptance and expiring on the last day of the 6 month-period 接納日期起計第一週年屆滿開始直至六個月期間的最後一日為止之六個月
<b>Total share options granted 已授出購股權總數</b>	<b>222,960</b>		

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 32 EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

#### (a) (Continued)

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on the Binomial Option Pricing Model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the Binomial Option Pricing Model.

#### (b) Fair value of share options and assumptions

### 32 以股權結算以股份為基礎的交易(續)

#### (a) (續)

就授出之購股權收取之回報服務之公平值乃參考已授出購股權之公平值計量。已授出購股權之公平值乃根據二項式期權定價模式計量。購股權之合約有效乃用作該模式之輸入數據。提早行使之預期已納入二項式期權定價模式。

#### (b) 購股權之公平值及假設

Grant date 授出日期	2 July 2014 2014年7月2日 購股權授予		7 May 2015 2015年5月7日 購股權授予		23 July 2015* Share options granted to 2015年7月31日 購股權授予		
	Executive directors 執行董事	Other employees 其他僱員	Executive directors 執行董事	Other employees 其他僱員	Certain eligible participants 若干合資格參與者		
Fair value at measurement date (HK\$)	於計量日期之公平值 (港元)		0.44	0.39	0.71	0.58	2.23
Share price (HK\$)	股價(港元)		1.07	1.07	1.68	1.68	1.67
Exercise price (HK\$)	行使價(港元)		1.13	1.13	1.68	1.68	2.16
Expected volatility	預期波幅		45.54%	45.54%	46.20%	46.20%	49.43%
Expected life	預期有效期		10 years年	10 years年	10 years年	10 years年	1.5 years年
Expected dividends	預期股息		3%	3%	3%	3%	3%
Risk-free interest rate (based on Hong Kong Exchange Fund Notes)	無風險利率 (以香港外匯基金 票據利率為基準)		2.059%	2.059%	1.745%	1.745%	0.239%
Exercise multiple	行使倍數		2.8	2.2	2.8	2.2	-
Post-vesting exit rate	歸屬後流失率		0%	5.44%	0%	16.12%	-

\* On 23 July 2015, the Company granted 10,000,000 share options to certain eligible participants, in which 7,600,000 share options were accepted.

\* 於2015年7月23日，本公司向若干合資格參與人授出10,000,000份購股權，其中7,600,000份購股權已被接納。

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are determined by the management. Changes in the subjective input assumptions could materially affect the fair value estimate.

預期波幅是根據過往波幅計算(根據購股權之加權平均剩餘年期計算)，並根據公開可得資料就未來波幅的預期變動調整。預期股息由管理層釐定。主觀輸入假設之改變對公平值的估計有重大的影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 32 EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

#### (b) Fair value of share options and assumptions (Continued)

Share options were granted under a service condition. There were no market conditions associated with the share option grants.

#### Reconciliation of outstanding share options

The number and weighted-average exercise prices of share options under the share option scheme were as follows.

In thousands of options 購股權千份		Number of options 2015 2015年 購股權數目	Weighted-average exercise price 2015 2015年 加權平均行使價	Number of options 2014 2014年 購股權數目	Weighted-average exercise price 2014 2014年 加權平均行使價
Outstanding at 1 January	於一月一日尚未行使	107,390	1.13	-	-
Forfeited during the year	年內充公	(18,550)	(1.21)	(5,610)	(1.13)
Exercised during the year	年內行使	-	-	-	-
Granted during the year	年內授出	109,960	1.71	113,000	1.13
<b>Outstanding at 31 December</b>	<b>於十二月三十一日 尚未行使</b>	<b>198,800</b>	<b>1.45</b>	<b>107,390</b>	<b>1.13</b>
Exercisable at 31 December	於十二月三十一日 可予行使	30,483	1.13	-	-

The options outstanding at 31 December 2015 had an exercise price in the range of HK\$1.13 to HK\$2.16 (2014: HK\$1.13) and a weighted-average contractual life of 9.68 years (2014: 10 years).

No share options were exercised in 2015 and 2014.

#### Expense recognised in profit or loss

For details on the related share-based compensation expenses, see note 7(b).

### 32 以股權結算以股份為基礎的交易 (續)

#### (b) 購股權之公平值及假設 (續)

購股權乃按服務條件授出。授予購股權與市況無關。

#### 未行使購股權之對賬

購股權計劃項下購股權的數目及加權平均行使價如下：

於2015年12月31日未行使購股權的行使價介乎1.13港元至2.16港元(2014年：1.13港元)及加權平均合約年期為9.68年(2014年：10年)。

於2015年及2014年概無行使購股權。

#### 於損益確認之開支

有關以股份為基礎的補償開支詳情，見附註7(b)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 33 COMMITMENTS

(a) Capital commitments outstanding at 31 December 2015 not provided for in the financial statements were as follows:

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contracted for	已訂約		
— property, plant and equipment	— 物業、廠房及設備	62,010	114,084
— land use rights	— 土地使用權	13,956	19,326
Authorised but not contracted for	已授權但未訂約	71,193	94,783
		<b>147,159</b>	<b>228,193</b>

(b) At 31 December 2015, the total future minimum lease payments under non-cancellable operating leases in respect of staff quarters and office premises are payable as follows:

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year	1年內	1,493	858
After 1 year but within 5 years	1年後但5年內	397	1,138
		<b>1,890</b>	<b>1,996</b>

(c) At 31 December 2015, the Group had outstanding purchase agreements with some of its suppliers and was required to purchase from the suppliers an aggregate of 30,238 metric tons (2014: 131,324 metric tons) of scrap copper with the price to be determined at the time of purchases based on market price.

(d) At 31 December 2015, the Group had other capital commitment of approximately RMB3,100,000 in respect of the proposed acquisition of 70% equity interest in Xinhuan Aluminium (see note 36).

### 33 承擔

(a) 於2015年12月31日未償付而又沒有在本財務報表內撥備的資本承擔如下：

(b) 於2015年12月31日，有關員工宿舍及辦事處的不可撤銷經營租賃項下的未來最低租賃款項總額應付如下：

(c) 於2015年12月31日，本集團與其部份供應商有仍然生效的購買協議，須向供應商購買合共30,238公噸(2014年：131,324公噸)的廢銅，價格將於購買時按照市價釐定。

(d) 於2015年12月31日，本集團就建議收購鑫環鋁業70%股權的其他資本承擔約為人民幣3,100,000元(見附註36)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 34 RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in these financial statements, the Group entered into the following significant related party transactions during the current and prior years.

#### (a) Significant related party transactions

##### (i) Financing arrangements

### 34 關聯方交易

除於該等財務報表其他部分披露的關聯方資料外，本集團於本年度及過往年度訂立以下重大關聯方交易。

#### (a) 重大關聯方交易

##### (i) 融資安排

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest expense on loan from Gushan Environment Energy Limited, a private company controlled by Mr. Yu Jianqiu	來自俞建秋先生所控制的私人公司古杉環境能源有限公司的貸款的利息開支	—	446
Interest expense on loan from Silver Harvest Holdings Limited, a private company controlled by Mr. Liu Hanjiu, director of the Company until 30 November	來自劉漢玖先生(本公司董事，直至十一月三十日為止)所控制的私人公司豐銀控股有限公司的貸款的利息開支	—	12
Interest expense on loan from Epoch Keen Limited, a private company controlled by Mr. Yu Jianqiu	來自俞建秋先生所控制的私人公司時建有限公司的貸款的利息開支	68	—
		<b>68</b>	458

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 34 RELATED PARTY TRANSACTIONS (Continued)

#### (a) Significant related party transactions (Continued)

##### (ii) Other related parties transactions

### 34 關聯方交易 (續)

#### (a) 重大關聯方交易 (續)

##### (ii) 其他關聯方交易

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
<b>Sale of goods</b>	<b>銷售貨品</b>		
Sale of recycled copper products to Guangzhou Taiyue, a private company which is 40% owned by Mr. Fan Dunxian, a key management personnel and beneficial minority shareholder of the Company	銷售再生銅產品予廣州泰越(由主要管理人員范敦現先生及本公司之實益少數股東擁有40%的私營公司)	—	1,746
Sales of power transmission and distribution cables to Xijiulong	銷售送配電纜予西九龍	149	—
<b>Others</b>	<b>其他</b>		
Guarantee provided by Baohe Fushan (note 28(b))	由保和富山提供的擔保(附註28(b))	35,000	—
Guarantee provided by Gushan Vegetable (note 28(b))	由古杉提供的擔保(附註28(b))	10,000	—
Delivery cost charged by Mianyang Jin Xunhuan Finance Storage Limited	綿陽金循環金融倉儲有限公司徵收的交付成本	656	—
Administrative fee and consultancy fee paid to Baohe Fushan*	已付保和富山的行政費及諮詢費*	160	150

\* In September 2012, each of Tongxin, Baohe Xinshiji and Baohe Taiyue had a Management Consultancy Agreement with Baohe Fushan (collectively the "Management Consultancy Agreements"), pursuant to which Baohe Fushan agreed to provide various services to Tongxin, Baohe Xinshiji and Baohe Taiyue. In return, each of Tongxin, Baohe Xinshiji and Baohe Taiyue is committed to pay Baohe Fushan an administrative fee and a consultancy fee which amounts to 20% and 30%, respectively, of all government grants and subsidies obtained in connection with the facility of each of Tongxin, Baohe Xinshiji and Baohe Taiyue (excluding any government subsidies received through Baohe Fushan amounted to RMB18,870,000 (2014: RMB34,091,000) for the year ended 31 December 2015 (Note 6(a)). The Management Consultancy Agreements expired in September 2015.

\* 於2012年9月，銅鑫、保和新世紀和保和泰越各自與保和富山訂立一份管理顧問協議(統稱「該等管理顧問協議」)，據此，保和富山同意向銅鑫、保和新世紀和保和泰越提供多項服務。作為交換條件，銅鑫、保和新世紀和保和泰越各自承諾向保和富山支付行政費及顧問費，款額分別為個別就銅鑫、保和新世紀和保和泰越的設施所得政府補貼及補助的20%及30%(不包括截至2015年12月31日止年度透過保和富山獲得人民幣18,870,000元(2014年：人民幣34,091,000元)之任何政府補貼(附註6(a))。該等管理顧問協議已在2015年9月屆滿。

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## 財務報表附註

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### 34 RELATED PARTY TRANSACTIONS (Continued)

#### (b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the directors of the Company as disclosed in note 9 and certain of the highest paid employees as disclosed in note 10, is as follows:

		2015 2015年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員利益	15,271	15,115
Retirement scheme contributions	退休計劃供款	122	129
Share-based payments	以股份為基礎的付款	15,074	5,723
		<b>30,467</b>	20,967

Total remuneration was included in "staff costs" (see note 7(b)).

總薪酬已包括在「員工成本」內(見附註7(b))。

### 35 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and commodity price risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables.

Management has a credit policy in place and the exposure to these credit risks are monitored on an ongoing basis.

### 34 關聯方交易(續)

#### (b) 主要管理人員的薪酬

本集團主要管理人員的薪酬(包括於附註9所披露支付予本公司董事的款項，以及於附註10所披露支付予若干最高薪酬僱員的款項)載列如下：

### 35 財務風險管理及金融工具的公平值

本集團於日常業務過程中會產生信貸、流動資金、利率及商品價格風險。

本集團所面對的該等風險及本集團用以管理該等風險的財務風險管理政策及慣例載述如下。

#### (a) 信貸風險

本集團信貸風險主要來自貿易及其他應收款項。

管理層設有信貸政策，確保所承受的該等信貸風險會受到持續監控。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 35 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

#### (a) Credit risk (Continued)

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customers' past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade debtors are normally due within 90 days from the date of transaction. The Group also offers revolving credit to its customers. The revolving credit, which provides for a maximum credit limit that may be outstanding at any one time, is determined based on such factors as current market conditions and the customers' credit history and current ability to pay. Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At 31 December 2015, nil (2014: 2.9%) and 71.6% (2014: 23.9%) of the total trade debtors and bills receivable was due from the Group's largest customer and the five largest customers, respectively.

The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset in the balance sheet after deducting any impairment allowance.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and bills receivable are set out in note 23.

### 35 財務風險管理及金融工具的公平值(續)

#### (a) 信貸風險(續)

就貿易及其他應收款項而言，本集團會對於所有要求授予一定金額信貸的客戶進行個別信貸評估。此等評估著重客戶的過去到期還款紀錄以及目前的還款能力，並會考慮關於客戶以及客戶經營所在經濟環境的特定資料。貿易賬款一般自交易日期起計90天內到期。本集團亦向客戶提供循環信貸(其提供可於任何一次借取的最高信貸額)，此乃根據現時市況及客戶的信貸紀錄和現時還款能力等因素釐定。一般而言，本集團不會要求客戶提供抵押品。

本集團承受的信貸風險主要受客戶(而不是客戶營運所屬行業或國家)各自的別情況的影響，因此重大信貸集中風險主要在本集團承受重大個別客戶風險時產生。於2015年12月31日，貿易賬款及應收票據總額中並無任何部分(2014年：2.9%)及有71.6%(2014年：23.9%)應分別由本集團的最大客戶及五大客戶支付。

倘不考慮任何所持抵押品，最高信貸風險額指綜合資產負債表中各金融資產經扣除任何減值撥備後的賬面值。

有關本集團所承受因貿易應收款項及應收票據而產生的信貸風險的進一步定量披露載於附註23。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 35 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

#### (b) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table shows the remaining contractual maturities at the end of reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of reporting period) and the earliest date the Group can be required to pay.

### 35 財務風險管理及金融工具的公平值(續)

#### (b) 流動資金風險

本集團的政策是定期監察其流動資金需求及遵守借貸契約的情況，藉以確保其維持充足現金儲備和可隨時套現的有價證券及獲主要金融機構提供充足資金額度，以應付其短期及長期流動資金需求。

下表列示本集團的非衍生金融負債於報告期末的餘下合同到期情況，該等數據乃基於合同未折現現金流（包括使用合同利率或（倘屬浮動）於報告期末的利率計算的利息付款）及本集團被要求付款的最早日期：

		2015 2015年			Contractual undiscounted cash flow 合同未折現現金流	
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	Balance sheet carrying amount 資產負債表 賬面值	
Within 1 year or on demand 一年內 或按要 RMB'000 人民幣千元		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Trade and other payables	貿易及其他應付款項	474,799	-	474,799	474,799	
Obligations under finance leases	融資租賃下的責任	15,986	13,956	42,621	38,282	
Bank loans and other borrowings	銀行貸款及其他借款	696,073	-	696,073	661,510	
Loan from a related party	來自一名關聯方的貸款	87,900	-	87,900	83,780	
Amounts due to related parties	應付關聯方款項	6,098	-	6,098	6,098	
Convertible Bonds	可換股債券	15,352	21,117	254,107	166,488	
		1,296,208	35,073	1,561,598	1,430,957	

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(除另有註明者外，以人民幣列值)

### 35 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

#### (b) Liquidity risk (Continued)

### 35 財務風險管理及金融工具的公平值 (續)

#### (b) 流動資金風險 (續)

		2014 2014年				Balance sheet carrying amount 資產負債表 賬面值 RMB'000 人民幣千元
		Contractual undiscounted cash flow 合同未折現現金流				
	Within 1 year or on demand 一年內或 按要求 RMB'000 人民幣千元	More than 1 year but less than 2 years 一年以上 兩年以內 RMB'000 人民幣千元	More than 2 years but less than 5 years 兩年以上 五年以內 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元		
Trade and other payables 貿易及其他應付款項	339,216	-	-	339,216	339,216	
Obligations under finance leases 融資租賃下的責任	17,676	15,986	26,635	60,297	52,498	
Bank loans and other borrowings 銀行貸款及其他借款	437,378	322,740	-	760,118	690,670	
	794,270	338,726	26,635	1,159,631	1,082,384	

As at 31 December 2015 and 2014, all of the Group's trade and other payables are repayable within one year.

於2015年及2014年12月31日，本集團所有貿易及其他應付款項須於一年內支付。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 35 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

#### (c) Interest rate risk

The Group's interest rate risk arises primarily from interest bearing borrowings. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's interest rate profile as monitored by management is set out in (i) below.

#### (i) Interest rate profile

The following table details the interest rate profile of the Group's total interest bearing borrowings at the end of reporting period:

		2015 2015年		2014 2014年	
		Effective interest rate	Amount	Effective interest rate	Amount
		實際利率 %	金額 RMB'000 人民幣千元	實際利率 %	金額 RMB'000 人民幣千元
<b>Fixed rate borrowings:</b>	<b>定息借款：</b>				
Bank loans and other borrowings	銀行貸款及其他借款	9.40	661,510	9.49	690,670
Loan from a related party	來自一名關聯方的貸款	5.00	83,780	-	-
Obligations under finance leases	融資租賃下的責任	6.88	38,282	7.06	52,498
Liability component of Convertible bonds	可換股債券的負債部分	34.35	166,488	-	-
Total fixed rate borrowings	定息借款總額		950,060		743,168

### 35 財務風險管理及金融工具的公平值(續)

#### (c) 利率風險

本集團的利率風險主要源於計息借款。以浮息及定息放出的借款分別令本集團須承受現金流量利率風險及公平值利率風險。本集團由管理層監察的利率組合載於下文(i)。

#### (i) 利率組合

下表詳述本集團的總計息借款於報告期末的利率組合：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 35 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

#### (c) Interest rate risk (Continued)

##### (ii) Sensitivity analysis

At 31 December 2015 and 2014, all of the Group's interest bearing borrowings are fixed rate borrowings, no sensitivity analysis on interest rate risk is presented.

#### (d) Currency risk

The Group is exposed to currency risk primarily related to receivables, payables and cash balances that are denominated in United States dollars, currencies other than the functional currency of the operations to which the transactions relate.

##### (i) Exposure to currency risk

The following table details the Group's exposure at the end of reporting period to currency risk arising from recognised assets or liabilities denominated in United States dollars ("USD") in connection with entities with functional currency in Hong Kong dollars ("HKD"). For presentation purposes, the amounts of the exposure are shown in Renminbi, translated using the spot rate at the year end date. Differences resulting from the translation of the financial statements of the subsidiaries with functional currency other than RMB into the Group's presentation currency are excluded.

		2015	2014
		2015年	2014年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>United States dollars</b>	<b>美元</b>		
Cash and cash equivalents	現金及現金等值項目	684	88
Net exposure arising from recognised assets and liabilities	已確認資產及負債所產生的淨風險	684	88

##### (ii) Sensitivity analysis

As HKD is pegged to the USD, the Group considers the risk of movements in exchange rates between the HKD and the USD to be insignificant.

### 35 財務風險管理及金融工具的公平值(續)

#### (c) 利率風險(續)

##### (ii) 敏感度分析

於2015年及2014年12月31日，本集團的所有計息借款均為定息借款，故並無呈列利率風險敏感度分析。

#### (d) 貨幣風險

本集團須承受主要與以美元(該等交易相關的業務的功能貨幣以外的貨幣)計值的應收款項、應付款項及現金結餘有關的貨幣風險。

##### (i) 所承受的貨幣風險

下表詳列本集團於報告期末所承受的貨幣風險，該等貨幣風險乃因就以港元(「港元」)為功能貨幣的實體按美元(「美元」)計值的已確認資產或負債而產生。就呈報目的而言，風險額以人民幣元列示，並以年結日的即期匯率換算。換算並非以人民幣元為功能貨幣的附屬公司財務報表為本集團呈報貨幣所產生的差額並無計算在內。

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## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 35 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

#### (e) Commodity price risk

The major raw material used in the production of the Group's products is scrap copper. The Group is exposed to fluctuations in the price of copper which are influenced by global as well as regional supply and demand conditions. Fluctuations in the prices of raw materials could adversely affect the Group's financial performance. The Group uses copper futures contracts to mitigate its exposure against price fluctuations of copper raw materials. The market value of futures contracts is based on quoted market price at settlement or balance sheet date. As at 31 December 2015, the Group did not have outstanding copper futures contracts. At 31 December 2014, the Group had outstanding copper futures contracts with a notional amount of RMB62,043,000.

#### (f) Fair value measurement

##### (i) Financial assets and liabilities measured at fair value

###### *Fair value hierarchy*

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

There were no transfers between levels 1, 2 and 3 during the current and prior years.

### 35 財務風險管理及金融工具的公平值(續)

#### (e) 商品價格風險

生產本集團產品所用的主要原材料為廢銅。本集團須承受因全球及地區性供求狀況而導致的原材料價格波動的風險。原材料價格波動可能對本集團的財務表現構成不利影響。本集團使用銅期貨合約減輕其所承受銅原材料價格波動的風險。期貨合約的市值是以結算或資產負債表日的市場報價為基準。於2015年12月31日，本集團並無任何未平倉的銅期貨合約。於2014年12月31日，本集團有未平倉的銅期貨合約，推算金額為人民幣62,043,000元。

#### (f) 公平值計量

##### (i) 按公平值計量的金融資產及負債

###### *公平值架構*

下表呈列本集團金融工具的公平值，該等工具於報告期末按經常性基準計量，並分類為國際財務報告準則第13號公平值計量定義的三級公平值架構。將公平值計量分類的等級乃經參考以下估值方法所用輸入數據的可觀察性及重要性後釐定：

- 第1級估值：僅使用第1級輸入數據(即於計量日期同類資產或負債於活躍市場的未經調整報價)計量的公平值。
- 第2級估值：使用第2級輸入數據(即未能達到第1級的可觀察輸入數據)且並非使用重大不可觀察輸入數據計量的公平值。不可觀察輸入數據為無市場數據的輸入數據。
- 第3級估值：使用重大不可觀察輸入數據計量的公平值。

於本年度及過往年度，第1、2及3級之間並無轉撥。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 35 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

#### (f) Fair value measurement (Continued)

##### (i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

The financial assets and liabilities measured at fair value in the consolidated statement of financial position as at 31 December 2015 are grouped into the fair value hierarchy as follows.

		Level 1 第1級 RMB'000 人民幣千元	Level 2 第2級 RMB'000 人民幣千元	Level 3 第3級 RMB'000 人民幣千元 (note (a)) (註(a))	Total 總計 RMB'000 人民幣千元
<b>At 31 December 2015</b>	<b>於2015年12月31日</b>				
Financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債				
— Derivative component of convertible bonds	可換股債券的衍生工具部分	—	—	130,989	130,989
— Unlisted warrant	非上市認股權證	—	12,079	—	12,079
		—	12,079	130,989	143,068
<b>At 31 December 2014</b>	<b>於2014年12月31日</b>				
Derivative financial liabilities	衍生金融負債				
— Copper futures contracts	一銅期貨合約	525	—	—	525
		525	—	—	525

(a) Information about level 3 fair value measurements

(a) 第三級公平值計量的資料

Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察的輸入數據	Range 範圍
Derivative component of convertible bonds 可換股債券的衍生工具部分	Monte Carlo Model and Binomial Option Pricing Model 蒙特卡羅定價模式及二項式期權定價模型	Expected volatility 42% to 55% 預期波幅 42%至55%

# NOTES TO THE FINANCIAL STATEMENTS

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(除另有註明者外，以人民幣列值)

### 35 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

#### (f) Fair value measurement (Continued)

##### (i) Financial assets and liabilities measured at fair value (Continued)

*Fair value hierarchy (Continued)*

The fair value of derivative component of the convertible bonds is determined using Monte Carlo Model and Binomial Option Pricing Model and the significant unobservable input used in the fair value measurement is expected volatility. The fair value measurement is positively correlated to the expected volatility.

The movement during the period in the balance of level 3 fair value measurements is as follows:

		RMB'000 人民幣千元
Derivative component of convertible bonds at the date of issue	於發行日的可換股債券衍生工具部分	50,767
Changes in fair value recognised in the profit or loss during the year	年內於損益表確認的公平值變動	77,091
Exchange realignment	匯兌調整	3,131
At 31 December 2015	於2015年12月31日	130,989

The losses arising from the remeasurement of the derivative component of the convertible bonds are presented in "other net loss".

### 35 財務風險管理及金融工具的公平值(續)

#### (f) 公平值計量(續)

##### (i) 按公平值計量的金融資產及負債(續)

*公平值架構(續)*

可換股債券的衍生工具部分公平值乃使用蒙特卡羅定價模式及二項式期權定價模型釐定，計量公平值所採用的重大不可觀察輸入數據乃預期波幅。公平值計量與預期波幅有正向相聯關係。

本期間第三級公平值計量的結餘變動如下：

因可換股債券的衍生工具部分的重新評估而產生的虧損在「其他淨虧損」內呈列。

# NOTES TO THE FINANCIAL STATEMENTS

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### 35 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

(Continued)

#### (f) Fair value measurement (Continued)

##### (ii) Fair value of financial instruments carried at other than fair values

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2015 and 31 December 2014 except as follows:

		31 December 2015 2015年12月31日		31 December 2014 2014年12月31日	
		Carrying amount	Fair Value	Carrying amount	Fair Value
		賬面值	公平值	賬面值	公平值
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Liability component of convertible bonds	可換股債券的負債部分	166,488	174,308	-	-

#### (g) Estimation of fair values

##### (i) Interest-bearing loans and borrowings

The fair value is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments at the balance sheet dates.

##### (ii) Derivatives

Copper futures contracts are measured using quoted prices in active markets for identical financial instruments.

### 35 財務風險管理及金融工具的公平值(續)

#### (f) 公平值計量(續)

##### (ii) 按公平值以外數據列賬的金融工具的公平值

於2015年及2014年12月31日，按成本或攤銷成本列賬的金融工具賬面值均與其公平值並無重大差別，惟下列項目除外：

#### (g) 公平值的估算

##### (i) 計息貸款及借款

公平值是所估計的未來現金流量現值(按類似金融工具於結算日的現行市場利率折現計算)。

##### (ii) 衍生工具

銅期貨合約利用在活躍市場中相同金融工具的報價計量。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 36 ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY Acquisition of 30% equity interest in Xinhuan Aluminium

On 5 August 2015, Recycling Aluminium, an indirect wholly-owned subsidiary of the Group, entered into an Equity Transfer Agreement with Sichuan Jin Xunhuan E-commerce Trading Co., Ltd. ("JX E-commerce") (previously known as "JX Electronic"), pursuant to which Recycling Aluminium agreed to acquire and JX E-commerce agreed to sell 30% equity interest in Xinhuan Aluminium, for a cash consideration of RMB1,500,000. Upon completion on 12 November 2015, Recycling Aluminium legally and beneficially held 30% equity interest of Xinhuan Aluminium, with the right to appoint two out of the three members of the board of directors of Xinhuan Aluminium. Accordingly, Xinhuan Aluminium became an indirect non-wholly owned subsidiary of the Company.

JX E-commerce is a company controlled by Ms. Yu Yanyan and Ms. Yu Jiajia, daughters of Mr. Yu Jianqiu, Chairman and controlling shareholder of the Company.

This transaction had been accounted for as an acquisition of assets as the acquisition does not meet the definition of a business combination.

### 36 透過收購附屬公司收購資產

#### 收購鑫環鋁業的30%股本權益

於2015年8月5日，本公司間接全資附屬公司中國循環鋁業有限公司(「循環鋁業」)與四川金循環電子商務有限公司(「金循環電商」)(前稱「金循環電子」)訂立股權轉讓協議，據此，循環鋁業同意收購而金循環電商同意出售鑫環鋁業的30%股本權益，現金代價為人民幣1,500,000元。於2015年11月12日完成交易後，循環鋁業已合法實益持有鑫環鋁業的30%股權，並有權委任鑫環鋁業董事會三名成員的其中兩人。據此，鑫環鋁業已成為本公司的間接非全資附屬公司。

金循環電商為一家由本公司主席兼控股股東俞建秋先生的女兒俞燕燕女士和俞佳佳女士控制的公司。

交易已入賬為收購資產，因為該收購不符合業務合併的定義。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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(除另有註明者外，以人民幣列值)

### 36 ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY (Continued) Acquisition of 30% equity interest in Xinhuan Aluminium (Continued)

The assets acquired in the transaction were as follows:

### 36 透過收購附屬公司收購資產(續)

收購鑫環鋁業的30%股本權益(續)

透過交易收購的資產如下：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	388
Inventory	存貨	2
Amount due from related parties	應收關聯方款項	4,071
Other receivables	其他應收款項	236
Other payables	其他應付款項	(35)
Amount due to related parties	應付關聯方款項	(105)
Accrued payroll	應計薪資	(31)
Cash at bank	銀行存款	23
Assets acquired		4,549
Less: Non-controlling interest		(3,049)
Total consideration satisfied by:		
— Consideration to be paid during the year ending 31 December 2016	按以下方式結付總代價 — 將於截至2016年12月31日止年度支付的代價	1,500
Net cash inflow arising on acquisition during the year ended 31 December 2015		
— Cash and bank balances acquired in 2015	於截至2015年12月31日止年度 收購所產生的現金流入淨額 — 於2015年所收購現金及銀行結餘	23

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 36 ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY (Continued) Acquisition of 70% equity interest in Xinhuan Aluminium

On 31 December 2015, Recycling Aluminium entered into the Equity Transfer Agreement with JX E-commerce, pursuant to which Recycling Aluminium agreed to acquire and JX E-commerce agreed to sell its remaining 70% equity interest in Xinhuan Aluminium, for a cash consideration of RMB3,100,000.

Upon completion, Recycling Aluminium will legally and beneficially hold 100% equity interest in Xinhuan Aluminium, with the right to appoint all members of the board of directors of Xinhuan Aluminium. Accordingly, Xinhuan Aluminium will become an indirect wholly-owned subsidiary of the Company.

As of 31 March 2016, the acquisition of 70% equity interest in Xinhuan Aluminium has not been approved by Ministry of Commerce of the People's Republic of China.

### 36 透過收購附屬公司收購資產(續)

#### 收購鑫環鋁業的70%股本權益

於2015年12月31日，循環鋁業與金循環電商訂立股權轉讓協議，據此，循環鋁業同意收購而金循環電商同意出售其於鑫環鋁業的餘下70%股本權益，現金代價為人民幣3,100,000元。

待完成交易後，循環鋁業將合法實益持有鑫環鋁業的100%股本權益，並有權委任鑫環鋁業董事會所有成員。據此，鑫環鋁業將成為本公司的間接全資附屬公司。

截至2016年3月31日，收購鑫環鋁業70%股本權益的交易尚未取得中華人民共和國商務部的批准。

### 37 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

### 37 公司層面的財務狀況表

			31 December 2015 2015年 12月31日 RMB'000 人民幣千元	31 December 2014 2014年 12月31日 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司的投資	15	298,322	298,322
Interest in associates	附屬公司權益	17	135,957	-
			<b>434,279</b>	298,322
<b>Current assets</b>	<b>流動資產</b>			
Amounts due from subsidiaries	應收附屬公司的款項		466,808	384,731
Amount due from a related party	應收一名關聯方款項		444	-
Other receivables	其他應收款項		-	228
Cash and cash equivalents	現金及現金等值項目		13,786	16,577
			<b>481,038</b>	401,536

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 37 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION (Continued)

### 37 公司層面的財務狀況表(續)

			31 December 2015 2015年 12月31日 RMB'000 人民幣千元	31 December 2014 2014年 12月31日 RMB'000 人民幣千元
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項		12,762	6,532
Amounts due to a related party	應付一名關聯方款項		6	-
Loan from a related party	來自一名關聯方的貸款	24(b)	83,780	-
			<b>96,548</b>	6,532
<b>Net current assets</b>	<b>淨流動資產</b>		<b>384,490</b>	395,004
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>818,769</b>	693,326
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Liability component of convertible bonds	可換股債券的負債部分	29	166,488	-
Derivative component of convertible bonds	可換股債券的衍生工具部分	29	130,989	-
			<b>297,477</b>	-
<b>NET ASSETS</b>	<b>淨資產</b>		<b>521,292</b>	693,326
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	31	166,075	166,075
Reserves	儲備	31	355,217	527,251
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>521,292</b>	693,326

Approved and authorised for issue by the board of directors on 31 March 2016.

於2016年3月31日經董事會批准及授權刊發。

Yu Jianqiu  
俞建秋  
Directors  
董事

Kwong Wai Sun Wilson  
鄺偉信  
Directors  
董事

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 38 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2015

Up to the date of issue of these financial statements, the IASB has issued a few amendments and new standards which are not yet effective for the year ended 31 December 2015 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

### 38 已頒佈但尚未於截至2015年12月31日止年度生效的修訂、新準則及詮釋可能產生的影響

截至本財務報表刊發日期，國際會計準則理事會已頒佈數項於截至2015年12月31日止年度尚未生效且本財務報表中並無採納的修訂及新準則，其中包括以下或會與本集團有關的修訂及新準則。

		Effective for accounting periods beginning on or after 於下列日期或之後開始的會計期間生效
Annual Improvements to IFRSs 2012–2014 cycle	國際財務報告準則年度改進2012至2014週期	1 January 2016 2016年1月1日
Amendments to IFRS 10 and IAS 28, <i>Sale or contribution of assets between an investor and its associate or joint venture</i>	國際財務報告準則第10號及國際會計準則第28號之修訂，投資者與其聯營或合營企業之間的資產出售或注資	1 January 2016 2016年1月1日
Amendments to IFRS 11, <i>Accounting for acquisitions of interests in joint operations</i>	國際財務報告準則第11號之修訂，收購於共同營運權益之會計處理	1 January 2016 2016年1月1日
Amendments to IAS 1, <i>Disclosure initiative</i>	國際會計準則第1號之修訂，披露計劃	1 January 2016 2016年1月1日
Amendments to IAS 16 and IAS 38, <i>Clarification of acceptable methods of depreciation and amortisation</i>	國際會計準則第16號及國際會計準則第38號之修訂，折舊及攤銷之可接受方法之澄清	1 January 2016 2016年1月1日
IFRS 15, <i>Revenue from contracts with customers</i>	國際財務報告準則第15號，客戶合約收入	1 January 2017 2017年1月1日
IFRS 9, <i>Financial instruments</i>	國際財務報告準則第9號，金融工具	1 January 2018 2018年1月1日
IFRS 16, <i>Leases</i>	國際財務報告準則第16號，租約	1 January 2019 2019年1月1日

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far it is unable to disclose the impact that adopting the amendments, and new standards and interpretations will have on its financial position and the results of operations when such amendments, new standards and interpretations are adopted.

本集團正在評估該等修訂於初次應用期間預期產生的影響。迄今為止，本集團尚未能夠公佈當採納該等修訂、新準則和詮釋時，該等修訂及新準則和詮釋會對其財務狀況及經營業績造成何種影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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

### 39 SUBSEQUENT EVENTS

The following significant events took place subsequent to 31 December 2015:

#### **Proposed issue of new shares under general mandate and disposal of shares by substantial shareholder**

On 22 January 2016, the Company and Jizhong Hongyuan International Trading Company Limited (冀中宏遠國際貿易有限公司) ("the Purchaser") entered into the subscription agreement, pursuant to which the Purchaser conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, 73,250,735 subscription shares to the Purchaser. The subscription price is HK\$2.41 per subscription share and the aggregate consideration for the subscription is approximately HK\$176,534,000. On the same day, the Purchaser also entered into a share sale agreement with Mr. Huang Weiping, a director and a substantial shareholder of the Company pursuant to which Mr. Huang Weiping conditionally agreed to sell and the Purchaser conditionally agreed to purchase further 82,790,366 ordinary shares. If both transactions are completed, the Purchaser will hold approximately 7.16% of the Company's enlarged share capital.

### 39 結算日後事件

下列重大事件於2015年12月31日後發生：

#### **建議根據一般授權發行新股份及主要股東出售股份**

於2016年1月22日，本公司與冀中宏遠國際貿易有限公司（「買方」）訂立認購協議，據此，買方有條件同意認購而本公司有條件同意向買方配發及發行73,250,735股認購股份。認購價為每股認購股份2.41港元，即認購事項的總代價為約176,534,000港元。同日，買方亦與本公司董事及主要股東黃偉萍先生訂立售股協議，據此，黃偉萍先生有條件同意出售而買方有條件同意購買82,790,366股普通股。倘兩項交易均完成，買方將持有本公司之經擴大股本約7.16%。

# FIVE YEAR FINANCIAL SUMMARY

## 五年財務概要

### ASSETS AND LIABILITIES

### 資產及負債

		At 31 December				
		於 12 月 31 日				
		2015	2014	2013	2012	2011
		2015 年	2014 年	2013 年	2012 年	2011 年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Total assets</b>	總資產	<b>2,335,311</b>	2,408,196	1,694,092	993,035	598,576
<b>Total liabilities</b>	總負債	<b>(1,581,128)</b>	(1,134,893)	(1,081,287)	(694,713)	(476,912)
<b>Net assets</b>	淨資產	<b>754,183</b>	1,273,303	612,805	298,322	121,664

Notes:

- The financial information of the Group for the years ended 31 December 2011 and 31 December 2012 are extracted from the accountants' report of the Group as set out on Appendix I to the Prospectus.

附註：

- 本集團截至 2011 年 12 月 31 日及 2012 年 12 月 31 日止年度的財務資料乃摘錄自招股書附錄一所載的本集團會計師報告。

## **DIRECTORS**

### **Executive Directors**

Yu Jianqiu  
Liu Hanjiu (resigned on 30 November 2015)  
Kwong Wai Sun Wilson  
Huang Weiping  
Zhu Yufen

### **Independent Non-executive Directors**

Lee Ting Bun Denny  
Pan Liansheng  
Liu Rong (resigned on 30 November 2015)  
Ren Ruxian (appointed on 30 November 2015)

## **REGISTERED OFFICE**

Cricket Square, Hutchins Drive PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

## **HEAD OFFICE IN THE PRC**

She Nos 1, 3 and 8  
Shunhe Village Xiaojiangou Town Youxian District Mianyang  
Sichuan Province  
China

## **PLACE OF BUSINESS IN HONG KONG**

Unit 908, China Merchants Tower  
168-200 Connaught Road Central  
Sheung Wan  
Hong Kong

## **COMPANY SECRETARY**

Cheung Ying Kwan, FCCA

## **AUDITORS**

KPMG  
*Certified Public Accountants*

## **LEGAL ADVISORS**

*As to Hong Kong law*  
Herbert Smith Freehills  
*As to PRC law*  
Chen & Co Law Firm

## **董事**

### **執行董事**

俞建秋  
劉漢玖 (於2015年11月30日辭任)  
鄺偉信  
黃偉萍  
朱玉芬

### **獨立非執行董事**

李廷斌  
潘連勝  
劉蓉 (於2015年11月30日辭任)  
任汝嫻 (於2015年11月30日獲委任)

## **註冊辦事處**

Cricket Square, Hutchins Drive PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

## **中國總辦事處**

中國四川省  
綿陽市游仙區  
小觀溝鎮順河村1、3及8社

## **香港營業地點**

香港上環  
干諾道中168-200號  
招商局大廈908室

## **公司秘書**

張應坤 · FCCA

## **核數師**

畢馬威會計師事務所  
執業會計師

## **法律顧問**

*有關香港法律*  
史密夫斐爾律師事務所  
*有關中國法律*  
瑛明律師事務所



# CORPORATE INFORMATION

## 公司資料

### AUDIT AND CORPORATE GOVERNANCE COMMITTEE

Lee Ting Bun Denny (*Chairperson*)  
Pan Liansheng  
Liu Rong (resigned on 30 November 2015)  
Ren Ruxian (appointed on 30 November 2015)

### REMUNERATION COMMITTEE

Pan Liangsheng (*Chairperson*)  
Lee Ting Bun Denny  
Liu Rong (resigned on 30 November 2015)  
Ren Ruxian (appointed on 30 November 2015)

### NOMINATION COMMITTEE

Lee Ting Bun Denny  
Pan Liansheng  
Liu Rong (*Chairperson*) (resigned on 30 November 2015)  
Ren Ruxian (*Chairperson*) (appointed on 30 November 2015)

### AUTHORIZED REPRESENTATIVES PURSUANT TO THE LISTING RULES

Kwong Wai Sun Wilson  
Cheung Ying Kwan, FCCA

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17th Floor, Hopewell Centre  
183 Queen's Road East, Wanchai  
Hong Kong

### COMPLIANCE ADVISER

Fortune Financial Capital Limited

### PRINCIPAL BANKERS

The Hong Kong and Shanghai Banking Corporation Limited  
Standard Chartered Bank (Hong Kong) Limited  
Industrial and Commercial Bank of China  
Mianyang Commercial Bank  
Huarong Xiangjiang Bank

### COMPANY WEBSITE

<http://www.cmru.com.cn>

### STOCK CODE

1636

### 審核及企業管治委員會

李廷斌 (主席)  
潘連勝  
劉蓉 (於 2015 年 11 月 30 日辭任)  
任汝嫻 (於 2015 年 11 月 30 日獲委任)

### 薪酬委員會

潘連勝 (主席)  
李廷斌  
劉蓉 (於 2015 年 11 月 30 日辭任)  
任汝嫻 (於 2015 年 11 月 30 日獲委任)

### 提名委員會

李廷斌  
潘連勝  
劉蓉 (主席) (於 2015 年 11 月 30 日辭任)  
任汝嫻 (主席) (於 2015 年 11 月 30 日獲委任)

### 根據上市規則的授權代表

鄭偉信  
張應坤 · FCCA

### 股份過戶登記總處

Codan Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### 香港股份過戶登記分處

香港中央證券登記有限公司  
香港  
灣仔皇后大道東 183 號  
合和中心 17 樓 1712 至 1716 室

### 合規顧問

富強金融資本有限公司

### 主要往來銀行

香港上海滙豐銀行有限公司  
渣打銀行 (香港) 有限公司  
中國工商銀行  
綿陽市商業銀行  
華融湘江銀行

### 公司網站

<http://www.cmru.com.cn>

### 股份代號

1636



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