

TCC International Holdings Limited 台泥國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 1136



2013

Annual Report

年報

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Corporate Information and Key Dates 公司資料及重要日期

BOARD OF DIRECTORS

Chairman and Executive Director

Koo, Cheng-Yun, Leslie

Managing Director and Executive Director

Wu Yih Chin

Non-Executive Directors

Shan Weijian

Chang, An-Ping, Nelson

Chang, Kang-Lung, Jason

Wang, Lishin, Elizabeth

Independent Non-Executive Directors

Liao Poon Huai, Donald

Chih Ching Kang, Kenneth

Shieh, Jen-Chung, Roger

AUDIT COMMITTEE

Liao Poon Huai, Donald (*Chairman*)

Chih Ching Kang, Kenneth

Shieh, Jen-Chung, Roger

Wang, Lishin, Elizabeth

REMUNERATION COMMITTEE

Liao Poon Huai, Donald (*Chairman*)

Koo, Cheng-Yun, Leslie

Wu Yih Chin

Chih Ching Kang, Kenneth

Shieh, Jen-Chung, Roger

NOMINATION COMMITTEE

Koo, Cheng-Yun, Leslie (*Chairman*)

Wu Yih Chin

Liao Poon Huai, Donald

Chih Ching Kang, Kenneth

Shieh, Jen-Chung, Roger

COMPANY SECRETARY

Cheung Chi Wah, Patrick

董事會

主席及執行董事

辜成允

董事總經理及執行董事

吳義欽

非執行董事

單偉建

張安平

張剛綸

王立心

獨立非執行董事

廖本懷

池慶康

謝禎忠

審核委員會

廖本懷 (*主席*)

池慶康

謝禎忠

王立心

薪酬委員會

廖本懷 (*主席*)

辜成允

吳義欽

池慶康

謝禎忠

提名委員會

辜成允 (*主席*)

吳義欽

廖本懷

池慶康

謝禎忠

公司秘書

張志華

Corporate Information and Key Dates
公司資料及重要日期

REGISTERED OFFICE

P.O. Box 309, Ugland House
Grand Cayman
KY1-1104
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

16th Floor
Hong Kong Diamond Exchange Building
8-10 Duddell Street
Central
Hong Kong

LEGAL ADVISER

Linklaters LLP

AUDITOR

Deloitte Touche Tohmatsu

STOCK CODE

The Stock Exchange of Hong Kong Limited: 1136

COMPANY WEBSITE

<http://www.tcchk.com>

SHARE REGISTRARS

Principal share registrar

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

Branch share registrar

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

註冊辦事處

P.O. Box 309, Ugland House
Grand Cayman
KY1-1104
Cayman Islands

總辦事處及主要營業地點

香港
中環
都爹利街8-10號
香港鑽石會大廈
16樓

法律顧問

年利達律師事務所

核數師

德勤•關黃陳方會計師行

股份代號

香港聯合交易所有限公司：1136

本公司網站

<http://www.tcchk.com>

股份過戶登記處

主要股份過戶登記處

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

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1712-1716號舖

Corporate Information and Key Dates

公司資料及重要日期

PRINCIPAL BANKERS

Australia & New Zealand Banking Group Ltd.
Bank of China Limited
Bank of Taiwan
Bank Sinopac
BNP Paribas China
Cathay United Bank Company, Ltd.
Citibank, N.A.
CTBC Bank Co., Ltd.
E. Sun Commercial Bank
First Commercial Bank, Ltd
Guangxi Beibu Gulf Bank Co., Ltd.
Hua Nan Commercial Bank, Ltd.
Mega International Commercial Bank Co., Ltd.
Mizuho Corporate Bank Ltd.
Standard Chartered Bank (Taiwan) Limited
Ta Chong Bank Ltd
Taipei Fubon Commercial Bank Co. Ltd.
Taishin International Bank Co. Ltd.
Taiwan Business Bank
Taiwan Cooperative Bank, Ltd.
Taiwan Shin Kong Commercial Bank Co., Ltd.
The Shanghai Commercial & Savings Bank, Ltd.
Yuanta Commercial Bank Co. Ltd

主要往來銀行

澳新銀行集團有限公司
中國銀行股份有限公司
臺灣銀行股份有限公司
永豐商業銀行股份有限公司
法國巴黎銀行(中國)有限公司
國泰世華商業銀行股份有限公司
花旗銀行
中國信託商業銀行股份有限公司
玉山商業銀行股份有限公司
第一商業銀行股份有限公司
廣西北部灣銀行股份有限公司
華南商業銀行股份有限公司
兆豐國際商業銀行股份有限公司
瑞穗實業銀行
渣打銀行(台灣)有限公司
大眾銀行
台北富邦商業銀行股份有限公司
台新國際商業銀行股份有限公司
臺灣中小企業銀行
合作金庫商業銀行股份有限公司
臺灣新光商業銀行股份有限公司
上海商業儲蓄銀行股份有限公司
元大商業銀行股份有限公司

Corporate Information and Key Dates
公司資料及重要日期

KEY DATES

KEY DATES		重要日期	
Annual Results Announcement	5 March 2014	全年業績公佈	二零一四年三月五日
Annual Report send to Shareholders	28 March 2014	向股東寄發年報	二零一四年三月二十八日
Latest time to lodge transfers (for attending and vote at Annual General Meeting)	4:30 p.m. on 25 April 2014	截止辦理股份過戶 (就出席股東週年大會 及於會上投票而言)	二零一四年四月二十五日 下午四時三十分
Closure of Register of Members (for attending and vote at Annual General Meeting)	28-30 April 2014	暫停辦理股份過戶 登記手續(就出席 股東週年大會及 於會上投票而言)	二零一四年 四月二十八日至三十日
Annual General Meeting	30 April 2014	股東週年大會	二零一四年四月三十日
Shares trade ex-dividend	5 May 2014	股份除息買賣	二零一四年五月五日
Latest time to lodge transfers (for final dividend)	4:30 p.m. on 7 May 2014	截止辦理股份過戶 (就末期股息而言)	二零一四年五月七日 下午四時三十分
Record Date of Final Dividend	7 May 2014	末期股息記錄日期	二零一四年五月七日
Payment of Final Dividend	On or about 23 May 2014	派付末期股息	於二零一四年五月二十三日 或前後

Definitions 釋義

In this annual report, unless the context otherwise requires, the following expressions shall have the following meanings:

於本年報內，除文義另有所指外，以下詞彙具有下列涵義：

“associate(s)”	has the same meaning as ascribed to it under the Listing Rules	「聯繫人」	指	具有上市規則所賦予之涵義
“Board”	the board of Directors	「董事會」	指	董事會
“Chia Hsin Cement”	Chia Hsin Cement Corporation, a parent company of a substantial shareholder of the Company, CHPL	「嘉新水泥」	指	嘉新水泥股份有限公司，本公司之主要股東CHPL之母公司
“CHPL”	Chia Hsin Pacific Limited, a company incorporated in the Cayman Islands and a substantial shareholder of the Company	「CHPL」	指	Chia Hsin Pacific Limited，一家於開曼群島註冊成立之公司，並為本公司之主要股東
“Company”	TCC International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Ordinary Shares of which are listed on the Stock Exchange	「本公司」	指	台泥國際集團有限公司，一家於開曼群島註冊成立之有限公司，其普通股於聯交所上市
“Director(s)”	the director(s) of the Company	「董事」	指	本公司董事
“Group”	the Company and its subsidiaries	「本集團」	指	本公司及其附屬公司

Definitions
釋義

“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong	「港元」	指	港元，香港法定貨幣
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC	「香港」	指	中國香港特別行政區
“Independent Third Party(ies)”	person(s) or company(ies) which is (are) independent of the directors, supervisors, controlling shareholder, substantial shareholder and the chief executive (such terms as defined in the Listing Rules) of the Company or any of its subsidiaries or an associate of any of them	「獨立 第三方」	指	獨立於本公司或其任何附屬公司之董事、監事、控股股東、主要股東及主要行政人員（該等詞彙之定義見上市規則）或任何彼等之聯繫人士之人士或公司
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange	「上市規則」	指	聯交所證券上市規則
“Convertible Preference Shares”	the restricted voting convertible preference shares of HK\$0.10 each in the share capital of the Company	「可轉換 優先股」	指	本公司股本中每股面值0.10港元之有限制投票之可轉換優先股
“Ordinary Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company	「普通股」	指	本公司股本中每股面值0.10港元之普通股

Definitions

釋義

“PRC”	the People’s Republic of China, which for the purposes of this annual report excludes Hong Kong, the Macao Special Administration Region and Taiwan	「中國」	指	中華人民共和國，就本年報而言，不包括香港、澳門特別行政區及台灣
“RMB”	Renminbi Yuan, the lawful currency of PRC	「人民幣」	指	人民幣元，中國法定貨幣
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)	「證券及期貨條例」	指	香港法例第571章證券及期貨條例
“Shareholder(s)”	a registered holder(s) of Ordinary Shares	「股東」	指	普通股之登記持有人
“Stock Exchange”	The Stock Exchange of Hong Kong Limited	「聯交所」	指	香港聯合交易所有限公司
“subsidiary”	has the meaning ascribed to that term in the Companies Ordinance (Cap. 32 of the laws of Hong Kong) and “subsidiaries” shall be construed accordingly	「附屬公司」	指	具有公司條例（香港法例第32章）賦予該詞之涵義，而「該等附屬公司」須據此詮釋

Definitions
釋義

“substantial shareholders”	has the same meaning ascribed thereto in the Listing Rules	「主要股東」	指	具有上市規則賦予該詞之相同涵義
“T’Cement”	Taiwan Cement Corporation, a company incorporated in Taiwan, the shares of which are listed on the Taiwan Stock Exchange and which, through its wholly owned subsidiary, is holding approximately 56.5% of the issued share capital of the Company	「T’Cement」	指	台灣水泥股份有限公司，一家於台灣註冊成立之公司，其股份於台灣證券交易所上市，並透過其全資附屬公司持有本公司已發行股本約56.5%
“TCCI”	TCC International Limited, a company incorporated in the British Virgin Islands and a substantial shareholder of the Company	「TCCI」	指	TCC International Limited，一家於英屬處女群島註冊成立之公司並為本公司之主要股東
“US\$”	United States Dollars, the lawful currency of the United States of America	「美元」	指	美元，美國法定貨幣
“%”	per cent	「%」	指	百分比

Chairman's Statement

主席報告書



The Group enjoyed favourable results for the year 2013 after consolidating its interests in Southwestern regions and turning it into a significant profit centre. The Group's other regions also performed satisfactorily with strengthened ASP and revived demand, compounded by the Group's improved operation efficiency.

Being a corporation with a long-term vision, we should not be overwhelmed by periodical success or drawback. The Group has been emphasising on operation efficiency and cost-effectiveness in administering its activities. Our constant investment in technology and facility enhancement, and our effort in fine-tuning production process and management systems, contribute to a formidable foundation for us to remain agile and highly competitive, as well as to move further ahead.

本集團於二零一三年度錄得可觀業績，年度內本集團通過整合西南地區業務權益，並扭轉該地區虧損局面，轉而為本集團提供重要盈利貢獻。其他地區業務亦隨著產品平均售價改善、需求恢復和營運效率有所提升，而錄得理想的表現。

作為一間目光遠大的企業，我們不會過於在意一時的 success 或挫敗，本集團一直注重經營業務的營運效率和成本效益，不斷在提升技術和設備上進行投資。此外，我們亦致力完善生產工藝和管理系統；這一切不單讓本集團保持經營靈活性和優越競爭力，同時，亦為其進一步發展奠下堅實的基礎。

Chairman's Statement 主席報告書

The Group began its aggressive penetration of the Mainland China market about 10 years ago. During the “Golden Decade” of the Mainland’s cement industry, the Group managed to establish a prominent market presence in the Southern and Southwestern regions in Mainland China and has emerged as one of the country’s leader players. During the past decade, the Group had navigated through a number of industry cycles and had grown even stronger in terms of operation scale and geographical exposure.

The cement industry in Mainland China is undergoing a transformation into a higher efficient and more environmental friendly sector. Expedited elimination of obsolete facilities and the introduction of stringent environmental protection regulations are expected to accelerate the industry’s restructuring.

On the other hand, the State’s promotion of industry consolidation under a handful of massive regional cement conglomerates and leading players with nationwide market coverage is expected to bring along better regulated operating environment and more efficient utilisation of resources.

The State’s policy of creating a cleaner and healthier environment has raised the barrier for survival in the sector. Smaller operators are unlikely to afford the resources required for compliance with the State’s strict environmental requirement.

Enormous capital and sophisticated technology required for the possession of limestone resources, the installation of energy saving residual heat power generation unit, the stepping up of emission control and application of know-how for intensified denitration in cement production are expected to expedite the industry’s consolidation process. Smaller operators under mounting financial pressure are either going to be target of merger and acquisition by leading players, or forced to be phased out.

本集團約十年前開始積極開拓中國市場，並在中國水泥業的「黃金十年」期間，成功在華南及西南地區建立了領先的市場地位，同時成為中國水泥市場領導者之一。在過去的十年，本集團經歷了多個行業週期，經營規模和市場覆蓋範圍亦愈見壯大。

中國內地水泥業正處於轉型過程，向著更高效及更環保的目標邁進，而加快淘汰落後產能及引入嚴格環保法規將有利加速行業整合。

另一方面，國家鼓勵少數大型地區性水泥企業，和具全國市場覆蓋的龍頭企業參與行業整合，經營環境有望趨向更加規範，資源將可獲更有效配置。

國家致力締造更清潔和健康環境的政策，提高了業內企業的基本生存門檻，規模較小的生產商將難以負擔符合國家嚴格環保要求所需投放的資源。

對水泥企業要求擁有石灰石資源、安裝節能餘熱發電設備、加強排污管理及在水泥生產中採用強化脫硝技術等均需要龐大資金及精細技術，預計這些要求將加快行業整合的過程。而規模相對較小的生產商在財政壓力下，將成為領先水泥企業的併購目標，或被迫淘汰。

Chairman's Statement 主席報告書

Such a development presents the Group with the opportunities for extending its market influence by filling in the vacuum left by evacuation of incompetent operators. The Group will be able to utilize its expertise in applying energy saving and emission reduction technologies in cement manufacturing to contribute to the upgrading of the industry. Our state-of-the-art know-how in employing cement production plant for urban waste treatment will make us a preferred partner of municipal governments seeking "healthy" economic growth.

有關態勢正為本集團提供機遇，讓我們可透過填補實力不足經營者撤出市場的空間來擴大市場影響力。本集團亦將發揮其於生產水泥過程中應用節能減排技術的專長，促進產業的升級換代。我們通過水泥生產廠房處理城市垃圾的先進技術，亦使我們成為地方政府，尋求「健康」經濟增長的首選合作夥伴。



Being a corporation with a respectable market presence and a vision for long-term development, the Group is pursuing an elevation of corporate status by intensifying its contribution to technology and environment improvement.

作為一家具備可觀市場份額，放眼長期發展的企業，本集團矢志通過深化技術提升和環境改善等貢獻以提高企業地位。

We are adhering to our objective of building up a capacity that enlisting us in the forefront of the industry. Apart from organic growth through expansion of facilities with approval, we are actively seeking merger and acquisition opportunities that can complement our strategy of entrenching our regional dominance.

我們堅持將產能規模建設至位列全國行業前列的目標。除了建設已獲批擴建生產設施的內涵增長外，我們亦積極物色能配合本集團鞏固區域主導優勢策略的併購機遇。

Chairman's Statement 主席報告書

Many are expecting a relatively favourable year of 2014 for the cement industry as ASP continues to stabilise against a backdrop of strong consumption from both the public and private sectors.

The Group realises that one could only survive the industry's consolidation with an enormous capacity build-up and significant regional market dominance. To maintain the Group's forefront position in the sector, it needs to keep up with its commitment in technology enhancement and capacity enlargement. A strong cash flow and a healthy balance sheet are, thus, necessary for the Group to stay on track of its corporate expansion.

Leveraging our edges in scale of operation as well as state-of-the-art production and environmental protections technologies, we strive to broaden our market influence on the cement sector. We are confident that the Group will be able to further benefit from the industry's steady development, given our improved operation efficiency.

很多人預期二零一四年對水泥行業而言將是相對利好的一年，在公、私營部門消費強勁的支持下，產品平均售價將趨於平穩。

本集團意識到，只有具備龐大產能及顯著區域市場地位的水泥生產商才能在行業整合過程中脫穎而出。為了維持於行業的領先地位，本集團必須繼續其技術提升和產能擴張。為支持本集團的發展，我們需要維持強勁的現金流和穩健的財務狀況。

我們致力發揮在業務規模和先進生產及環保技術方面的優勢，擴大我們於水泥行業中的市場影響力。我們深信，憑藉集團有效提升經營效益，我們可因行業穩定發展而進一步受惠。



Management Discussion and Analysis 管理層討論及分析

MARKET OVERVIEW

The resumption of massive infrastructure development and smooth progress in the construction of affordable housing during the year ended 31 December 2013 created substantial cement consumption in the public sector. A favourable sentiment in the property market, on the other hand, served to sustain strong private sector demand for cement.

Mainland China cement output increased by 9.6 per cent, year-on-year, to 2.41 billion metric tons during 2013. A substantial portion of the additional capacity of 95 million metric tons of clinker was released in the Northwestern region. In the Eastern and Southwestern regions, additional capacities were largely absorbed by the strong demand in the regions, particularly during the second half of the year.

Total fixed asset investment (excluding agricultural investment) in 2013 amounted to RMB43 trillion, while investment in property development reached RMB8.6 trillion. The figures represented a nominal growth of 19.6 per cent and 19.8 per cent respectively when compared with those of the previous year. Substantial capital outlay in the public and private sectors had fuelled the gradual recovery of cement average selling price (“ASP”) in many parts of the country since the second quarter of the year. Although the overall cement ASP declined by 3 per cent in 2013, price in Southwestern and Eastern regions remained strong, and reported a 9 per cent improvement and 1 per cent downward adjustment respectively.

Coal prices, on the other hand, stayed at a low level and contributed to reduced production costs in cement manufacturing. As a result, profit margins of most leading cement producers had been widened during the year under review.

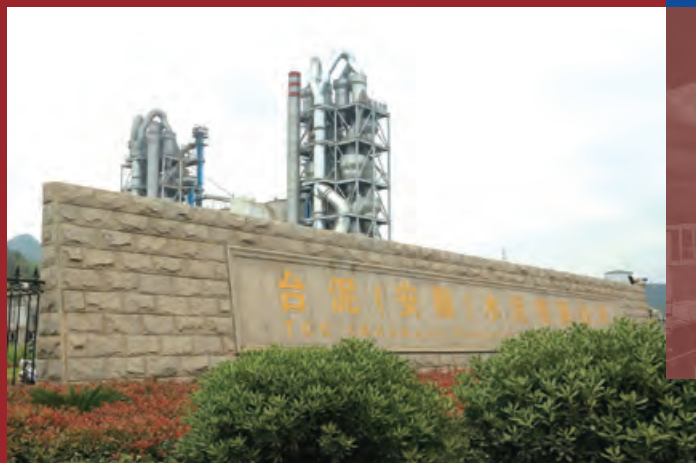
市場概況

截至二零一三年十二月三十一日止年度，國內大規模基建項目重新啟動、保障性住房建設如期推進，促成公營部門龐大水泥消耗。同時，房地產市場景氣亦有利維持私營部門對水泥的強大需求。

中國大陸於二零一三年的水泥產量按年增長9.6%至2,410,000,000公噸，新增熟料產能達95,000,000公噸，其中相當部份分佈於西北地區，華東及西南地區大部分新增產能被區內強勁需求所消化抵銷了，有關情況於下半年度尤為明顯。

二零一三年國內固定資產投資總額（不含農業投資）為人民幣43萬億元，而房地產開發投資則達人民幣8.6萬億元，與上年度相比，分別錄得19.6%及19.8%的名義增長。自回顧年度內第二季度開始，龐大的公、私營部門資本支出帶動國內多個地區的水泥平均售價（「平均售價」）逐漸復甦。儘管二零一三年的整體水泥平均售價下降了3%，但西南地區及華東地區的價格仍保持強勢，分別上升9%及僅下調1%。

另一方面，煤炭價格維持於較低水平，有助降低水泥生產的成本，主要水泥生產商的毛利率因此於回顧年度內均有所改善。



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REVIEW OF OPERATION

A broadened geographical coverage and enhanced capacity resulted from recent acquisition and organic expansion offered the Group room for further exploitation of economies of scale. In addition, continued improvement in operation efficiency in the Group's facilities and lower fuel costs had brought along a favourable performance for the Group's 2013 results.

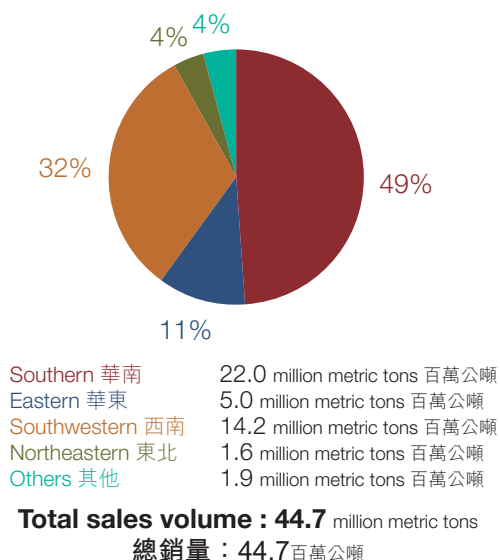
Optimum utilisation of fully operational facilities in Southwestern region had begun to generate significant profit contribution from the territory where ASP stood at a relatively high level. The turnaround of the Southwestern region and improvement in the performance of Southern and Eastern regions had led to improvement in the Group's sales volume and gross profit.

業務回顧

本集團近年的對外併購及內涵式擴展讓其擴展市場覆蓋地域，並提升整體產能，亦為本集團提供進一步體現規模經濟的空間。上述因素加上生產設施營運效率持續改善及能源成本下調，為本集團帶來理想的二零一三年度業績。

本集團西南地區的生產設施產能得到充份利用，加上區內平均售價持續高企，該區於年度內開始產生可觀盈利貢獻。西南地區的業績轉虧為盈，及華南和華東地區的業務表現改善，帶動本集團的銷量及毛利提升。

SALES VOLUME IN 2013 BY REGION 二零一三年按地區劃分之銷量分析



The Group reported a total sales volume of 44.7 million metric tons, which was 11.2 per cent higher than that of the previous year. Although the Group's overall product ASP only improved by 3.2 per cent during the year, the Group registered a 14.7 per cent surge in full year revenue to HK\$12,970.8 million due to enlarged sales volume. Gross profit margin had been lifted

CEMENT AND CLINKER ASP BY REGION 按地區劃分之水泥及熟料平均售價



本集團於回顧年度錄得總銷量44,700,000公噸，較上年度增加11.2%。雖然於年度內本集團的整體產品平均售價僅較上年度增長3.2%，但由於銷量增加，本集團全年收益較上年度躍升14.7%，錄得12,970,800,000港元。本集團的毛利率按年增加8.9個百分點至27.5%。西南、

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by 8.9 percentage points to 27.5 per cent year-on-year. Robust performance in its major markets in Southwestern, Southern and Eastern regions had brought along a 174.5 per cent leap in profit attributable to owners of the Company to HK\$1,674.6 million for the year ended 31 December 2013.

華南及華東地區等主要市場表現強勁，帶動本集團截至二零一三年十二月三十一日止年度內之本公司擁有人應佔溢利飆升174.5%至1,674,600,000港元。



Southern Region

Sales volume generated from the Group's Southern region operations amounted to 22.0 million metric tons, representing a 8.9 per cent upsurge from that of the previous year. The Southern region remained the Group's largest market, contributing about half of the overall sales volume.

During the year under review, the Group's two plants in Yingde, Guangdong province together sold 13.3 million metric tons (excluding 520,000 metric tons of clinker supplied to Fuzhou grinding mills) of cement and clinker, which was 9.9 per cent higher than that of the previous year. Moreover, rebound in ASP in Guangdong during the second half of the year and resumption of full operation of the Yingde Dragon Mountain Cement Co., Ltd.'s production plant since March 2013 had significantly enhanced the operating profit of the province.

In Guangxi, the Group's plant in Guigang reported a sales volume of 8.7 million metric tons (excluding 220,000 metric tons of clinker supplied to Fuzhou grinding mills), which was 6.1 per cent higher than that of the previous year. About half of the output from the Guigang plant was shipped to Guangdong during the year.

華南地區

本集團之華南地區的銷量達22,000,000公噸，較上年度上升8.9%。華南地區仍然是本集團最大的市場，約佔整體銷量的一半。

於回顧年度內，本集團於廣東省英德的兩家廠房合計銷售13,300,000公噸水泥及熟料（不含供應到福州粉磨廠的520,000公噸熟料），較上年度增長9.9%。此外，隨著廣東省之平均售價於下半年度反彈，及英德龍山水泥有限責任公司之廠房自二零一三年三月恢復全面生產，本集團來自該省的經營溢利得以顯著提高。

本集團在廣西貴港的廠房錄得銷量約8,700,000公噸（不含供應到福州粉磨廠的220,000公噸熟料），較去年上升6.1%。年內，貴港廠房近半的產出均運往廣東。廣西省穩健的需求及廣東市況於本年度下半年好轉，令廣西平均售價強勁。

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Healthy demand in the Guangxi province and recovery of the Guangdong market in the second half of the year had supported a strong ASP in Guangxi. Compounded by reduced coal costs, the Group's Guigang plant enjoyed substantial improvement in operating profit during the year.

The Group's 25 per cent interests in the associate, Prosperity Conch Cement Company Limited, continued to generate favourable earnings during the year.

Southwestern Region

The Southwestern region had become a major profit contributor to the Group during the year under review. The total sales volume amounted to 14.2 million metric tons, which was 29.1 per cent higher than that of the previous year. Enhanced operation efficiency derived from optimum utilisation of facilities had contributed to a satisfactory performance of the Group's Southwestern region operations.

The Group's Chongqing plant, and Guangan plant in the Sichuan province had both operated above their rated capacity and together reported a sales volume of 7.1 million metric tons. Although the sales volume only reflected a 6.0 per cent increase from that of the previous year, significantly reduced production costs had widened the gross profit margins of these facilities and led to noticeable improvement in operating profits.

由於煤炭成本進一步下降，本集團貴港廠房的經營溢利於年內大幅改善。

本集團於英德海螺水泥有限責任公司的25%聯營公司權益於年內繼續為本集團提供可觀盈利。

西南地區

於回顧年度內，西南地區已成為本集團其中一個主要利潤貢獻來源。總銷量較去年增加29.1%至14,200,000公噸。設施產能充份發揮令經營效率得以提升，致使本集團西南地區業務有驕人的表現。

本集團位於重慶的廠房及位於四川省廣安的廠房年內均超產能生產，銷量共7,100,000公噸。雖然銷量較去年僅上升6.0%，但生產成本大幅下調令該等設施毛利率提升，致使經營溢利有明顯改善。



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Following the completion of the acquisition of Scitus Cement (China) Holdings Ltd. ("Scitus Cement") and taking effective control over the Scitus Cement plants in Sichuan, the Group began to incorporate the results of these plants during the year under review and had, thus, further strengthened the Group's market position in the Southwestern Region.

The cement and clinker production line in Xuyong, Luzhou under Scitus Cement only commenced production in the second half of the year and registered a sales volume of 230,000 metric tons, in addition to 330,000 metric tons of clinker supplied to the Group's grinding mills in Naxi and Hejiang. Operation below optimum utilisation and the booking of start-up costs had led to loss for the Luzhou plant.

The two grinding mills in Naxi, Luzhou under Scitus Cement, generated a sales volume of 620,000 metric tons during the year. A third grinding mill under Scitus Cement, of a smaller scale, in Hejiang generated an insignificant sales volume of 120,000 metric tons during the year. Since the Scitus Cement grinding mills were running below their rated capacity and had yet to meet required efficiency, they suffered from operating losses during the year under review.

The Group's two production lines in Anshun, Guizhou Province were in full operation throughout 2013. The two production lines in Kong On and Kaili respectively were both running at optimum utilisation. Favourable market environment and high operation efficiency had generated for the Group a sales volume of 6.1 million metric tons from Guizhou in the year 2013.

Massive infrastructure development and heavy property construction in Guizhou sustained a strong ASP in the Province during 2013. The favourable effect was multiplied by low coal costs and improvement in operation efficiency. As a result, the Group's Guizhou plants had turned around and provided an enormous operating profit with substantial improvement in gross profit margin.

隨著完成收購賽德水泥(中國)控股有限公司(「賽德水泥」)及取得位於四川的賽德水泥廠之實際控權後，本集團於回顧年度內開始把四川的賽德廠房業績入賬，本集團在西南地區的市場地位因而得以進一步增強。

賽德水泥在瀘州敘永的水泥及熟料生產線於回顧年度下半年才開始投產，錄得230,000公噸銷量，此外該廠還向本集團納溪和合江粉磨廠供應了330,000公噸熟料。瀘州廠房由於產能未能充份利用，加上起始成本入賬，導致錄得虧損。

年內，賽德水泥兩條位於瀘州納溪的粉磨生產線共錄得620,000公噸銷量。賽德的第三條粉磨生產線設於合江，規模較小，銷量並不顯著，於年內售出120,000公噸產品。由於賽德粉磨生產線的生產尚未能達致其額定產能，且仍未能發揮應有效率，故於回顧年度內錄得經營虧損。

本集團於貴州省安順的兩條生產線於二零一三整年全面運作，港安及凱里的兩條生產線產能也得到充份發揮；在有利的市場環境，配合高效的營運，二零一三年度本集團於貴州共錄得6,100,000公噸的銷量。

於二零一三年，貴州的大規模基礎建設發展及大型房地產建設令省內的产品平均售價趨強，煤炭成本低企及經營效率提升為該省業務帶來更有利的經營效益。隨著毛利率大幅改善，本集團的貴州廠房扭虧為盈，且錄得可觀的經營溢利。

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Eastern Region

The Group's Eastern region operations reported a noticeable leap in operating profit despite mild retreat in sales volume, when compared with those in the previous year. Less additional capacity launched in Eastern China and restriction on utilisation of high energy consumption production facilities had resulted in tightened supply in Eastern China and a stable ASP throughout the year.

In Jurong, the Group's cement and clinker production plant achieved a sales volume of 3.6 million metric tons (excluding 325,000 metric tons of clinker supplied to Fuzhou grinding mills) and a substantial operating profit, as compared to a mere break-even position in the previous year. Gross profit margin of the Jurong plant was further enhanced by dipped coal costs.

In Fuzhou, Fujian Province, the Group's grinding mills sold a total of 1.4 million metric tons of cement. About 1.1 million metric tons of the clinker processed by Fuzhou plant were supplied internally from the Group's production lines in Yingde, Guigang and Jurong. Significant supply of raw material from internal sources allowed the Fuzhou grinding mills to achieve higher cost-efficiency and report an improved full-year operating profit when compared with that of the previous year.

華東地區

儘管銷量輕微下調，本集團於華東地區業務的經營溢利與去年相比大幅增加。較少新增產能於華東地區投產及國家對耗電量高的生產設施限產，使年度內華東地區供應收緊，平均售價趨穩。

本集團在句容的水泥及熟料生產廠房銷量達 3,600,000 公噸（不含供應到福州粉磨廠的 325,000 公噸熟料），相對去年僅收支平衡，句容廠房年內錄得可觀的經營溢利，毛利率亦因煤炭成本下降而進一步提高。

本集團於福建省福州的粉磨廠共售出水泥 1,400,000 公噸產品。福州廠房用於加工的熟料中有 1,100,000 公噸是由本集團於英德、貴港及句容的生產線內部提供。本集團內部提供相當數量的原材料供應，使福州粉磨廠能實現更高的成本效益，全年經營溢利亦較上年有所提升。



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Northeastern Region

Sales volume of the Group's Liaoning plant declined by 15.8 per cent from that of 2012, to 1.6 million metric tons. This was due partly to slowdown in construction during the first and fourth quarters as a result of extreme weather in the Northeastern region. A down-scaled sales volume and lower ASP led to a retreat in operating profit.

東北地區

本集團遼寧廠房的銷量為1,600,000公噸，較二零一二年下跌15.8%，部分原因是年度內由於第一及第四季度東北地區天氣嚴峻，建設項目受阻；銷量減少及平均售價下調亦導致經營利潤倒退。



Others

The Group's two slag powder non-wholly owned subsidiaries in Wuhu, Anhui Province and Liuzhou, Guangxi Province, together reported a sales volume of 1.3 million metric tons, which was basically the same as that of the previous year. However, the two subsidiaries resumed their profitability as gross profit margins were widened by reduced production costs.

其他

本集團的兩家非全資附屬公司分別於安徽省蕪湖及廣西省柳州的礦渣粉之銷量基本上與去年持平，合共1,300,000公噸。成本下降令毛利率提升，兩家附屬公司於回顧年內已扭虧為盈。

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Hong Kong

The Group's cement trading operations in Hong Kong enjoyed a remarkable improvement in operating profit due to a 19.6 per cent upsurge in sales volume to 550,000 metric tons with ASP remaining stable.

OTHER SIGNIFICANT INVESTMENTS HELD

During the year under review, there was a gain on disposal of available-for-sale investments amounting to approximately HK\$136.1 million (2012: Nil). In 2012, there was a gain on disposal of the Group's entire interests in a joint venture amounting to approximately HK\$116.6 million (2013: Nil). As at 31 December 2013, a net increase in fair value of approximately HK\$0.6 million (2012: increase in fair value of approximately HK\$7.5 million) was recognised for held-for-trading investments upon stating them at market prices. As at 31 December 2013, the carrying amount of held-for-trading investments was approximately HK\$49.3 million (2012: HK\$49.1 million).

香港

受惠於銷量上升19.6%至550,000公噸及平均售價保持穩定，本集團於香港的水泥貿易業務的經營溢利得到顯著提升。

其他所持重大投資

於回顧年度，本集團因出售可供出售投資產生之收益約為136,100,000港元（二零一二年：無）。於二零一二年本集團因出售其於一間合營公司之全部權益而產生之收益約為116,600,000港元（二零一三年：無）。於二零一三年十二月三十一日，按市場價格呈列後，已確認持作交易用途投資之公平值淨增加約600,000港元（二零一二年：公平值增加約7,500,000港元）。於二零一三年十二月三十一日，持作交易用途投資之賬面值約為49,300,000港元（二零一二年：49,100,000港元）。

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LIQUIDITY, FINANCIAL RESOURCES, CAPITAL STRUCTURE AND NET GEARING RATIO

The Group adopts prudent treasury policies in managing cash resources and bank borrowings.

The current ratio of the Group as at 31 December 2013 are as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Current assets	流動資產	9,919,201	9,327,449
Current liabilities	流動負債	9,013,728	7,562,724
Current ratio	流動比率	1.10	1.23

The Group's current ratio as at 31 December 2013 was 1.10 (2012: 1.23). The change in current ratio in 2013 was mainly attributable to the cash outflow for the capital expenditure during the year and the change in maturity profile of the Group's bank loans as at the financial year end. The liquidity position is still maintained at a healthy level.

Total cash and bank balances of the Group as at 31 December 2013 amounted to HK\$3,087.6 million (2012: HK\$3,075.9 million), of which HK\$20.7 million (2012: HK\$180.6 million) was pledged for general banking facilities or as performance guarantee in relation to certain sales or purchases contracts. Highly liquid short term investments, classified as held-for-trading investments, with a market value of HK\$49.3 million as at 31 December 2013 (2012: HK\$49.1 million), were also held by the Group.

流動資金、財務資源、資本架構及淨 資產負債比率

本集團採用審慎之庫務政策以管理現金資源及銀行借貸。

本集團於二零一三年十二月三十一日之流動比率如下：

本集團於二零一三年十二月三十一日之流動比率為1.10(二零一二年：1.23)。於二零一三年之流動比率變動主要由於在年內資本開支之現金流出及於財政年度末本集團銀行貸款之到期還款概況變動所致。流動資金狀況仍維持於穩健水平。

於二零一三年十二月三十一日，本集團之現金及銀行結餘總額為3,087,600,000港元(二零一二年：3,075,900,000港元)，其中20,700,000港元(二零一二年：180,600,000港元)已為一般銀行融資作抵押或為若干銷售或採購合約之履約保證。於二零一三年十二月三十一日，本集團亦持有市值為49,300,000港元(二零一二年：49,100,000港元)之分類為持作交易用途投資之高流動性短期投資。

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The maturity profile of the Group's bank loans as at 31 December 2013 are repayable as follows:

於二零一三年十二月三十一日，本集團銀行貸款之到期還款概況如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within one year	於一年內	5,752,612	4,924,279
More than one year but not exceeding two years	超過一年但不超過兩年	4,158,255	3,483,441
More than two years but not exceeding five years	超過兩年但不超過五年	2,841,863	5,885,371
Total bank loans	銀行貸款總計	12,752,730	14,293,091

There was no material effect of seasonality on the Group's borrowing requirement. As at 31 December 2013, HK\$6,347.3 million of the bank loans was denominated in HK\$, HK\$5,845.1 million in US\$ and HK\$560.3 million in RMB. All of the bank loans are of floating rate structures.

本集團之借貸需要並未受到重大季節性影響。於二零一三年十二月三十一日，銀行貸款中6,347,300,000港元以港元為貨幣單位、5,845,100,000港元以美元為貨幣單位及560,300,000港元以人民幣為貨幣單位。所有銀行貸款均為浮動利率模式。

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The net gearing ratio of the Group as at 31 December 2013 are as follows:

本集團於二零一三年十二月三十一日之淨資產負債比率如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Total bank loans	銀行貸款總額	12,752,730	14,293,091
Less: Cash and bank balances, time deposits and pledged bank deposits	減：現金及銀行結餘、 定期存款及 已抵押銀行存款	(3,087,607)	(3,075,946)
Net borrowings	借貸淨額	9,665,123	11,217,145
Equity attributable to owners of the Company	本公司擁有人應佔權益	17,405,067	15,413,360
Net gearing ratio	淨資產負債比率	55.5%	72.8%

As at 31 December 2013, the Group's net gearing ratio, expressed as the ratio of net borrowings divided by equity attributable to owners of the Company, was 55.5% (2012: 72.8%). The change in the Group's net gearing ratio was mainly attributable to the significant decrease in net borrowings due to the substantial net repayments of bank loans during the year and the increase in equity attributable to owners of the Company as a result of the significant increase in profit for the year. The net gearing ratio as at 31 December 2013 maintained at a healthy level.

於二零一三年十二月三十一日，本集團之淨資產負債比率（以借貸淨額除以本公司擁有人應佔權益表示）為55.5%（二零一二年：72.8%）。本集團之淨資產負債比率變動乃主要由於年內借貸淨額因巨額銀行貸款還款淨額而大幅減少及本公司擁有人應佔權益因年內溢利大幅增加而增加所致。於二零一三年十二月三十一日，淨資產負債比率維持在穩健水平。

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SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS OR DISPOSALS

During the year, the Group acquired property, plant and equipment of approximately HK\$1,447.0 million.

As at 31 March 2013, the Group has completed all the regulatory registration procedures for the acquisition of the majority 90%/75% equity interests of and has obtained effective control over the Luzhou Companies. Since then, the financial results of Luzhou Companies were consolidated into the Group's consolidated financial statements.

On 26 August 2013, the Group has completed all the regulatory registration procedures to acquire the remaining 16.11% non-controlling interests of TCC Liaoning Cement Company Limited ("TCC Liaoning" the Group's 83.89% owned subsidiary), at a consideration of RMB144.5 million (equivalent to approximately HK\$181.3 million). As a result, TCC Liaoning became the indirect wholly-owned subsidiary of the Company.

In December 2013, the Group has completed to acquire the remaining 2.06% non-controlling interests of Scitus Cement and the remaining 10%/25% non-controlling interests in the Luzhou Companies at a consideration of RMB19.5 million (equivalent to approximately HK\$24.7 million) and RMB53.0 million (equivalent to approximately HK\$67.0 million) respectively.

During the year ended 31 December 2013, the Group has disposed the Group's entire equity interests in the Guizhou Companies to Southwest Cement together with the assignment of the shareholder's loans at a total consideration of approximately RMB813.8 million (equivalent to approximately HK\$1,009.1 million). Accordingly, a gain on disposal of these equity interests which are accounted for as available-for-sale investments to the Group amounting to approximately HK\$136.1 million was recognised in profit or loss during the year ended 31 December 2013.

重大投資、重大收購或出售事項

年內，本集團收購物業、廠房及設備約1,447,000,000港元。

於二零一三年三月三十一日，本集團已完成有關收購瀘州公司90%/75%多數股權之所有法定登記手續及取得瀘州公司之實際控制權。自此，瀘州公司之財務業績已綜合計入本集團之綜合財務報表。

於二零一三年八月二十六日，本集團已完成所有法定登記手續以按代價人民幣144,500,000元（相等於約181,300,000港元）收購台泥（遼寧）水泥有限公司（「台泥遼寧」，本集團擁有83.89%權益之附屬公司）之餘下16.11%非控股權益。因此，台泥遼寧成為本公司之間接全資附屬公司。

於二零一三年十二月，本集團已完成收購賽德水泥之餘下2.06%非控股權益及瀘州公司之餘下10%/25%非控股權益，代價分別為人民幣19,500,000元（相等於約24,700,000港元）及人民幣53,000,000元（相等於約67,000,000港元）。

於截至二零一三年十二月三十一日止年度內，本集團已出售本集團於貴州公司之全部股權予西南水泥連同轉讓股東貸款，總代價約為人民幣813,800,000元（相等於約1,009,100,000港元）。因此，入賬列作本集團可供出售投資之出售該等股權之收益約136,100,000港元已於截至二零一三年十二月三十一日止年度之損益內確認。

Management Discussion and Analysis

管理層討論及分析

Save for aforesaid, the Group had no other significant investment, material acquisitions or disposal.

CHARGE ON ASSETS

As at 31 December 2013, bank deposits amounting to HK\$20.7 million have been pledged by the Group as security for the letters of credit and similar obligations provided by banks in regard to the Group's purchase of plant equipment and as performance guarantee in relation to certain sales or purchases contracts.

As at 31 December 2013, certain property, plant and equipment, prepaid lease payments and mining rights have been pledged to secure bank loans of the Group with the carrying amount of approximately HK\$1,572.3 million, HK\$140.7 million and HK\$101.6 million respectively.

FOREIGN CURRENCY EXPOSURES

The Group utilised various methods to mitigate foreign currency exposures arising from the currency mismatch of construction material purchases and sales. To protect the benefits of the Shareholders, cost-efficient hedging methods will be considered in future foreign currency transactions.

No foreign exchange contracts were outstanding as at 31 December 2013.

MAJOR CAPITAL COMMITMENTS

As at 31 December 2013, the Group's capital expenditure in respect to the acquisition of property, plant and equipment contracted but not provided for in the consolidated financial statements amounted to approximately HK\$1,252.6 million. The Group anticipates funding those commitments from its internal resources and bank borrowings.

除上文所述者外，本集團概無其他重大投資、重大收購或出售事項。

質押資產

於二零一三年十二月三十一日，20,700,000港元之銀行存款已由本集團抵押作為就本集團購置廠房設備之信用證及銀行提供類似責任之抵押及作為就若干銷售或採購合約之履約保證。

於二零一三年十二月三十一日，賬面金額分別約為1,572,300,000港元、140,700,000港元及101,600,000港元之若干物業、廠房及設備、預付租賃款項及採礦權已作抵押，以為本集團取得銀行貸款。

外幣風險

本集團運用不同方法以減低因買賣建材之貨幣錯配所產生之外幣風險。為保障股東利益，於日後進行外幣交易時將考慮具有成本效益之對沖方法。

於二零一三年十二月三十一日，並無任何未完成之外匯兌換合約。

主要資本承擔

於二零一三年十二月三十一日，本集團之已訂約但未於綜合財務報表撥備之購買物業、廠房及設備資本支出約為1,252,600,000港元。本集團預期以其內部資源及銀行借貸撥付該等承擔。

Management Discussion and Analysis 管理層討論及分析

CONTINGENT LIABILITIES

As at 31 December 2013, the Group provided a corporate guarantee jointly with other shareholders of an associate to a bank in respect of banking facilities granted to that associate in aggregate amounted to RMB400,000,000 (equivalent to approximately HK\$512,000,000), of which RMB246,158,000 (equivalent to approximately HK\$315,082,000) has been utilised by the associate. Pursuant to the corporate guarantee agreement, the Group has provided the guarantee amount proportioned to its equity interest in the associate, which represents RMB120,000,000 (equivalent to approximately HK\$153,600,000).

Save as disclosed above, the Group had no other material contingent liabilities as at the end of the reporting period.

EMPLOYEES

As at 31 December 2013, the Group had 9,009 full-time employees. Total expenses in wages and salaries of the Group for the year ended 31 December 2013 amounted to HK\$650.6 million. Discretionary bonuses, recommended by management and reviewed by the remuneration committee, are payable to employees in Hong Kong and senior management of subsidiaries based on performance. In addition, the Directors may invite employees, including executive Directors (in which case approval of independent non-executive Directors is required), of the Company or any of its subsidiaries and associates to take up options to subscribe for shares of the Company. During the year, no share options were granted to Directors or employees. As at 31 December 2013, 30,940,000 share options were outstanding.

或然負債

於二零一三年十二月三十一日，本集團連同一間聯營公司之其他股東就該聯營公司獲授之總額為人民幣400,000,000元（相等於約512,000,000港元）之銀行融資（其中人民幣246,158,000元（相等於約315,082,000港元）已獲該聯營公司動用）而向一家銀行提供企業擔保。根據企業擔保協議，本集團已按其於該聯營公司之股權比例提供擔保金額，即為人民幣120,000,000元（相等於約153,600,000港元）。

除上述披露者外，於報告期末，本集團概無其他重大或然負債。

僱員

於二零一三年十二月三十一日，本集團共有9,009名全職僱員。本集團於截至二零一三年十二月三十一日止年度之工資及薪金開支總額達650,600,000港元。管理層可按香港僱員及附屬公司之高級管理層之表現建議向彼等發放酌情花紅，並由薪酬委員會進行審閱。此外，董事可邀請本公司或其任何附屬公司及聯營公司之僱員，包括執行董事（在此情況下須由獨立非執行董事批准），接納可認購本公司股份之購股權。年內，董事或僱員並無獲授任何購股權。於二零一三年十二月三十一日，30,940,000份購股權尚未行使。

Prospects and Future Plans 展望及未來計劃

The State government is determined to restructure Mainland China's cement industry, with an aim to transform the sector into an environmental-friendly and high-efficient industry. This is being attained by stringent control of new capacity development, ruthless elimination of obsolete capacity and lifting overall cement output quality standards.

According to China Cement Association's estimation, a total of 65 million metric tons of clinker capacity will be added in 2014. The figure reflected a 30 per cent downward adjustment from that of 2013. The decline in amount of additional capacity and a relatively stable market demand are expected to sustain healthy product ASP in 2014.

As a further step to upgrade the Mainland cement industry, the State government is expected to issue a directive on the abolishment of the category of PC 32.5 grade cement in mid 2014. Such a development would not only expedite the phasing out of low-technology facility, but also accelerate the consumption of clinker due to the requirement of a higher clinker to cement ratio.

Fixed asset investment, which is considered as a reliable indicator of cement consumption, is expected to maintain its momentum. According to various sources, fixed asset investment for infrastructure and property development are expected to increase by 20 and 18 per cent respectively in 2014. Such capital commitment should serve to sustain stable demand for construction material in the current year.

中央政府決心改革內地水泥行業，正透過嚴格控制發展新產能、堅決淘汰落後產能及提升整體水泥品質，將水泥行業打造成一個環保、高效的產業。

根據中國水泥協會估計，二零一四年的新增熟料產能約65,000,000公噸，較二零一三年的數字下調約30%。而新增產能減少及市場需求相對穩定料可令二零一四年的產品平均售價保持健康勢頭。

為進一步提升內地水泥行業，中央政府預計於二零一四年年中將有政策出台，取消32.5複合水泥級別。此發展不僅會加快淘汰生產技術低的工廠，由於較高標號水泥需要更高熟料對水泥比例，也會增加對熟料的消耗。

固定資產投資作為水泥消耗一個可靠指標，有望可保持增長。根據不同資料來源顯示，二零一四年基礎設施和房地產開發的固定資產投資預期分別上升20%及18%。這樣規模的資本投入應有助維持今年建材的穩定需求。

Prospects and Future Plans 展望及未來計劃

Although there is no sign of the State government's loosening its austerity measures aiming at curbing the property market, property development in most cities are commencing construction and market launch according to schedule. Property developers' more aggressive approach in replenishing their land bank is also indicating a relatively optimistic market sentiment.

In the public sector, the railway department has earmarked a RMB630 billion budget for fixed asset investment for the current year. The State's commitment to affordable housing and squatter settlement redevelopment will continue to complement the government's accelerated urbanisation plan. The State Council's plan to escalate urbanisation rate in China is expected to further drive cement demand in 2014.

With less additional capacity released and favourable economic development, cement players in Southern and Eastern China regions are expected to enjoy robust growth in the current year.

The Group has begun to realise its strategy of establishing silos and distribution facilities in proximity to its key markets in its Southern region. A series of silos in the Pearl River Delta have been developed to strengthen the Group's distribution network in the area.

To extend its market reach to the northern part of Guangdong Province, the Group is in the process of satisfying the Shaoguan government's requirement for applying the development of a new cement production base in the city.

To capture the booming market in Guizhou, the Group's second production line in Kaili is under development and is scheduled for operation in the last quarter of 2014.

In addition, the Group's overall capacity would be further elevated with the full year operation of Xuyong, Luzhou's production line, which was only inaugurated in the third quarter of 2013.

雖然無跡象顯示中央政府會放鬆其壓抑房地產市場的措施，但大部份城市的房地產開工及推售均如期開展。另一方面，地產發展商更加積極地補充其土地儲備，也反映出市場氣氛相對樂觀。

在公營部門，鐵路部已公布約人民幣6,300億元預算作為本年度的固定資產投資。而中央政府致力推動經濟適用房建設及棚戶改造，將可繼續配合政府加速城鎮化發展計劃。國務院部署提升中國的城鎮化率，預計進一步推動二零一四年的水泥需求。

華南及華東地區於二零一四年的新增產能較少釋放，加上經濟發展向好，該等區域內水泥生產商有望在現年度錄得強勁增長。

本集團正在華南地區落實在主要市場附近興建倉貯及分銷設施的策略。在珠江三角洲開發的一系列倉貯設施已進一步加強本集團在區內的分銷網絡。

為了擴大市場覆蓋至粵北，本集團正根據韶關政府要求，辦理在市內興建新水泥生產基地的申請程序。

為把握貴州市場的蓬勃發展，本集團正在興建凱里的第二條生產線，預計於二零一四年最後一季投產。

另外，瀘州敘永的生產線剛於二零一三年第三季度投產，於現年度實現全年營運將進一步提高本集團的整體產能。

Prospects and Future Plans

展望及未來計劃

The State, as well as, the general public's growing concern over Mainland China's environment has pressed for intensified measures on pollution control and energy saving for the cement industry. The requirement for improved denitration, and reduced waste emission and energy consumption in cement production, has forced market players to invest further in their manufacturing equipment and technology. All these would mean higher barrier for smaller manufacturers to remain competitive in the market. Leading players, on the other hand, would be able to capitalise on their niches in technology and capital resources for compliance of the latest statutory requirement.

In addition to the standard provision of energy saving residual heat generation units to all of its production plants, the Group also stepped up its investment in more environmental-friendly production processes. Furthermore, the Group has been actively negotiating with local governments on introduction of urban waste treatment in the process of cement manufacturing.

The Group considers its input in environmental protection not only a corporation's fulfilment of its social commitment, but also an investment in a better future for the generations to come.

With a formidable scale of operation and broadened geographical scope with further entrenched regional dominance, the Group is staying on track to elevate its competitiveness through enhancing its operation efficiency, capacity, as well as market coverage.

國家乃至社會公眾對中國大陸的環境日益關注，促使政府深化針對水泥行業的控制污染和節能措施要求。水泥生產需提高脫硝、節能減排等的要求迫使水泥生產商加大對生產設備和技術的投資，對規模較小的生產商而言，要維持市場競爭力的門檻變得更高，另一方面，領先的生產商將能夠利用他們的技術和資本優勢，以滿足最新的法規要求。

本集團除在屬下所有廠房均設有節能的餘熱發電設備作為標準配置，也加大對環保生產工序的投資，同時本集團正積極與地方政府洽談在水泥生產過程中引進處理城市生活垃圾的設施。

本集團認為，對環保投入不僅是履行其社會責任，更是對更美好未來所作出的貢獻。

憑藉強大的營運規模、廣闊的市場覆蓋、鞏固的地區市場領導地位，本集團將透過提升營運效率、產能、以及市場覆蓋，進一步提升競爭力。

Biographical Details of Directors and Senior Management 董事及高級管理層簡歷

DIRECTORS

Executive Directors

Mr. Koo, Cheng-Yun, Leslie

Mr. Koo, aged 59, is the Chairman and an executive Director. Mr. Koo is responsible for the overall policy and direction of the Group. He became a director of Hong Kong Cement Manufacturing Company Limited (which carried on the Group's cement business in Hong Kong prior to the Group's re-organisation in September 1997) in July 1991. He is also the vice-chairman of Quon Hing Concrete Company Limited ("Quon Hing") and director of Hong Kong Concrete Company Limited ("Hong Kong Concrete"), both being associated companies of the Group. He holds a Bachelor Degree in Accounting from the University of Washington and a Master Degree in Business Administration from the Wharton School of the University of Pennsylvania, USA. He is currently the Chairman and president of T'Cement, the ultimate holding company of the Company. Mr. Koo also serves as the Chairman of China Synthetic Rubber Corporation, Chairman of Taiwan Prosperity Chemical Corporation, a director of China Steel Chemical Co., Ltd., a director of CTCI Corporation, the Chairman of Synpac (N.C.) Limited, USA and the Chairman of Continental Carbon Company, USA. T'Cement, China Synthetic Rubber Corporation, Taiwan Prosperity Chemical Corporation, CTCI Corporation and China Steel Chemical Co., Ltd. are companies listed on the Taiwan Stock Exchange.

Mr. Wu Yih Chin

Mr. Wu, aged 59, is the Managing Director and executive Director, the deputy managing director of Hong Kong Concrete and a director of Quon Hing and Yargoan Company Limited. He joined the Group in November 1993. Mr. Wu is responsible for the overall management, strategic planning and business development for the Group. He holds a Bachelor Degree in Accounting from National Chengchi University, Taiwan and a Master Degree in Business Administration from the Wharton School of the University of Pennsylvania, USA. He has more than 30 years of experience in cement-related businesses.

董事

執行董事

辜成允先生

辜先生現年59歲，為主席兼執行董事。辜先生負責制訂本集團之整體策略與方向。彼於一九九一年七月成為香港水泥有限公司董事，該公司為本集團於一九九七年九月重組前經營本集團之香港水泥業務。辜先生亦為港興混凝土有限公司（「港興」）之副主席及港九混凝土有限公司（「港九混凝土」）之董事，該兩間公司均為本集團之聯營公司。彼持有美國華盛頓大學之會計學學士學位與賓夕凡尼亞大學華頓學院之工商管理碩士學位。彼現任本公司之最終控股公司T'Cement董事長兼總經理。辜先生亦為中國合成橡膠股份有限公司董事長、信昌化學工業股份有限公司董事長、中鋼碳素化學股份有限公司董事、中鼎工程股份有限公司董事、美國Synpac (N.C.) Limited主席及美國大陸碳煙股份有限公司主席。T'Cement、中國合成橡膠股份有限公司、信昌化學工業股份有限公司、中鼎工程股份有限公司及中鋼碳素化學股份有限公司均為於台灣證券交易所上市之股份有限公司。

吳義欽先生

吳先生現年59歲，為董事總經理兼執行董事、港九混凝土副董事總經理及港興與翼冠有限公司董事。彼於一九九三年十一月加入本集團，負責本集團之整體管理、策略規劃及業務發展。彼持有台灣國立政治大學之會計學學士學位與美國賓夕凡尼亞大學華頓學院之工商管理碩士學位。吳先生在水泥相關業務擁有逾三十年經驗。

Biographical Details of Directors and Senior Management 董事及高級管理層簡歷

Non-executive Directors

Dr. Shan Weijian

Dr. Shan, aged 60, chairman and chief executive officer of PAG, an investment firm. He is also a director of a number of companies including T'Cement, Bank of China (Hong Kong) Limited, BOC Hong Kong (Holdings) Limited and Taishin Financial Holdings Co., Ltd. He was a senior partner of TPG, co-managing partner of Newbridge Capital, managing director of J.P. Morgan, an assistant professor at the Wharton School of the University of Pennsylvania and an investment officer at the World Bank in Washington DC. Dr. Shan graduated from the Beijing Institute of Foreign Trade with a major in English in 1979. He obtained a Master Degree in Business Administration from the University of San Francisco in 1981, and received a Masters of Arts in Economics and a PhD Degree in Business Administration from the University of California at Berkeley in 1984 and 1987 respectively.

Mr. Chang, An-Ping, Nelson

Mr. Chang, aged 61, is the brother-in-law of Mr. Koo, Cheng-Yun, Leslie who is the Chairman and an executive Director. Mr. Nelson Chang is also the uncle of two non-executive Directors, Mr. Chang, Kang-Lung, Jason and Ms. Wang, Lishin, Elizabeth. Mr. Nelson Chang graduated from New York University with a Master Degree in Business Administration. Mr. Nelson Chang is a director of T'Cement, a director and vice chairman of Chia Hsin Cement and a director of CHPL. In addition, Mr. Nelson Chang is directors of China Synthetic Rubber Corporation and Taiwan Prosperity Chemical Corporation. T'Cement, Chia Hsin Cement, China Synthetic Rubber Corporation and Taiwan Prosperity Chemical Corporation are companies listed on the Taiwan Stock Exchange.

非執行董事

單偉建博士

單博士現年60歲，現任太盟投資集團（一間投資公司）之主席兼首席執行官，且為多家公司包括T'Cement、中國銀行（香港）有限公司、中銀香港（控股）有限公司及台新金融控股股份有限公司之董事。彼曾為TPG資深合夥人、美國新橋投資公司聯席執行合夥人、J.P. Morgan之董事總經理、美國賓夕凡尼亞大學華頓學院助理教授及於華盛頓之世界銀行之投資管理人員。單博士於一九七九年畢業於北京對外貿易學院，主修英語。彼於一九八一年取得三藩市大學工商管理碩士學位，並分別於一九八四年及一九八七年取得美國加州大學（柏克萊）經濟學文學碩士學位及工商管理博士學位。

張安平先生

張先生現年61歲，為主席兼執行董事辜成允先生之妹夫，亦為兩名非執行董事張剛綸先生之叔父及王立心女士之舅父。張安平先生畢業於紐約大學，持有工商管理碩士學位。張安平先生現時為T'Cement之董事、嘉新水泥之董事及副主席及CHPL之董事。此外，張安平先生為中國合成橡膠股份有限公司及信昌化學工業股份有限公司之董事。T'Cement、嘉新水泥、中國合成橡膠股份有限公司及信昌化學工業股份有限公司均為於台灣證券交易所上市之股份有限公司。

Biographical Details of Directors and Senior Management 董事及高級管理層簡歷

Mr. Chang, Kang-Lung, Jason

Mr. Chang, aged 42, is the nephew of Mr. Chang, An-Ping, Nelson, a non-executive Director and the cousin of Ms. Wang, Lishin, Elizabeth, also a non-executive Director. Mr. Jason Chang graduated from the Massachusetts Institute of Technology, Boston, U.S.A. with a Master Degree in Management of Technology. He also holds a Bachelor Degree of Arts from Carroll College, Helena, U.S.A. Mr. Jason Chang is a director of Chia Hsin Cement, a company listed on the Taiwan Stock Exchange.

Ms. Wang, Lishin, Elizabeth

Ms. Wang, aged 40, is the niece of Mr. Chang, An-Ping, Nelson, a non-executive Director and the cousin of Mr. Chang, Kang-Lung, Jason, also a non-executive Director. Ms. Wang graduated from the Waseda University, Tokyo, Japan with a Master Degree in Organization Restructuring. She also holds a Bachelor Degree of Science in Finance from Boston College, Boston, U.S.A. Ms. Wang is a director of Chia Hsin Cement, a company listed on the Taiwan Stock Exchange.

Independent non-executive Directors

Dr. Liao Poon Huai, Donald C.B.E., J.P.

Dr. Liao, aged 84, has been an independent non-executive Director since August 1997. He was educated at The University of Hong Kong and the University of Durham, the United Kingdom. He received a degree of Doctor of Science from the University of Durham, the United Kingdom, in 2011. He is a senior advisor to Mitsui & Co (HK) Limited. He retired from the Hong Kong civil service in 1989 and was the former Secretary for District Administration and the Secretary for Home Affairs. He served as a non-executive director for The Hong Kong and Shanghai Banking Corporation Limited and The HSBC China Fund Limited. He has served on the Council of the Stock Exchange between 1991 and 1995. Dr. Liao was also appointed as an Official Member of the Hong Kong Legislative Council in 1980 and of the Hong Kong Executive Council in 1985.

張剛綸先生

張先生現年42歲，為非執行董事張安平先生之侄兒及亦為非執行董事王立心女士之表哥。張剛綸先生畢業於美國波士頓麻省理工學院，持有技術管理碩士學位。彼亦持有美國海倫娜市卡洛學院之文學學士學位。張剛綸先生為於台灣證券交易所上市之公司嘉新水泥之董事。

王立心女士

王女士現年40歲，為非執行董事張安平先生之外甥女及亦為非執行董事張剛綸先生之表妹。王女士畢業於日本東京早稻田大學，持有組織架構重組碩士學位。彼亦持有美國波士頓波士頓學院金融理學學士學位。王女士為於台灣證券交易所上市之公司嘉新水泥之董事。

獨立非執行董事

廖本懷博士 C.B.E., J.P.

廖博士現年84歲，自一九九七年八月起為獨立非執行董事，肄業於香港大學及英國達勒姆大學。彼於二零一一年獲得英國達勒姆大學之理學博士學位。廖博士現任Mitsui & Co (HK) Limited之高級顧問。彼於一九八九年退任香港公務員官職，並為前政務司及民政事務司。他曾出任香港上海滙豐銀行有限公司及滙豐中國基金有限公司之非執行董事。彼亦於一九九一年至一九九五年間服務於聯交所理事會。廖博士亦於一九八零年獲委任為香港立法局之官守議員及於一九八五年獲委任為香港行政局官守議員。

Biographical Details of Directors and Senior Management 董事及高級管理層簡歷

Dr. Chih Ching Kang, Kenneth

Dr. Chih, aged 59, has been a Chief Architect Global Purchasing and Supply Chain of General Motors Corporation (“GM”) in Detroit US from 2007 to 2009. Before joining GM in 2007, Dr. Chih was the director and Chief Information Officer of Orient Overseas Container Line Ltd., a subsidiary of Orient Overseas (International) Limited (“OOCL”) which is a company listed on the main board of the Stock Exchange. He also served as executive committee member of the board of OOCL and was globally responsible for IT strategy, information systems development, information technology infrastructure, business process and ISO9000 facilitation. Dr. Chih also served as director of several OOCL subsidiary companies such as Cargo Smart Limited and IRIS Systems Limited. Before joining OOCL in 1993, Dr. Chih was the Senior Principal at American Airlines Decision Technologies. Dr. Chih also had extensive consulting experience in the US railroad transportation industry. Dr. Chih received an M.A. and a Ph.D. from Princeton University, an M.S. from the University of Texas at Austin and a B.S. from National Taiwan University.

Mr. Shieh, Jen-Chung, Roger

Mr. Shieh, aged 56, started his career with Ogilvy & Mather Advertising Taiwan since 1982. In 1999, he became managing director of Enterprise IG, a consultancy company and a subsidiary of one of the world’s largest communications groups, WPP Group plc. In 2001, Mr. Shieh was relocated to Shanghai to set up Enterprise IG China and further develop its business and operations in the Greater China Region. He retired from WPP Group plc in 2005. Mr. Shieh has over 20 years of experience in advertising, public relations, corporate image and identity management.

池慶康博士

池博士現年59歲，於二零零七年至二零零九年間曾任職於美國底特律之通用汽車公司（「通用汽車」）之全球採購以及供應鏈管理之總建築師。池博士於二零零七年加盟通用汽車之前，曾為東方海外貨櫃航運有限公司董事兼資訊總裁，該公司為聯交所主板上市公司東方海外（國際）有限公司（「東方海外」）之附屬公司。彼亦曾擔任東方海外董事會執行委員會成員，並整體負責資訊科技策略、資訊系統發展、資訊科技基礎建設、業務流程及促成獲取ISO9000認證。池博士亦曾擔任東方海外多間附屬公司之董事，包括貨訊通有限公司及IRIS Systems Limited。池博士於一九九三年加盟東方海外之前，曾為American Airlines Decision Technologies之高級主管。池博士亦於美國鐵路運輸業擁有豐富諮詢經驗。池博士持有普林斯頓大學碩士及博士學位、奧斯汀德州大學理科碩士學位及國立台灣大學理科學士學位。

謝禎忠先生

謝先生現年56歲，於一九八二年加入台灣奧美廣告公司，並於一九九九年出任全球最大行銷傳播集團之一WPP Group plc旗下顧問附屬公司Enterprise IG之董事總經理。謝先生於二零零一年調任往上海成立Enterprise IG China，以進一步發展該公司在中華地區之業務及營運。彼於二零零五年自WPP Group plc退休。謝先生於廣告、公共關係、企業形象及身份識別管理方面擁有逾二十年經驗。

Biographical Details of Directors and Senior Management 董事及高級管理層簡歷

SENIOR MANAGEMENT

Mr. Mao, Deng-Fa

President of TCC Yingde Cement Co., Ltd

Mr. Mao, aged 51, holds a College Degree from Huainan Mining Institute. He has nearly thirty years of cement engineering and production management experience. He joined the Group at the beginning of 2011.

Mr. Liu, Chih-Jen

President of Jurong TCC Cement Co., Ltd.

Mr. Liu, aged 42, holds a Master Degree in the Department of Chemical Engineering from Yuan Ze University in Taiwan, and joined T'Cement in 1999. He has more than 15 years of experience in cement-related engineering. He joined the Group in May 2011.

Mr. Huang, Yi-Meng

President of TCC (Guigang) Cement Ltd.

Mr. Huang, aged 46, holds an Associate Degree in Electrical Engineering from National Taipei Institute of Technology in Taiwan, and joined T'Cement in 1991. He has over 20 years of experience in electrical and automation engineering businesses in cement industry. Between 2002 and April 2008, he had joined the Group as a leader of electrical sect in construction department in TCC Yingde Cement Co., Ltd and TCC Fuzhou Cement Co., Ltd. and was responsible for electrical and automation related fields during plants construction phase. He serviced in TCC (DongGuan) Cement Company Limited since November 2009. Mr. Huang then joined TCC (Guigang) Cement Ltd. as a leader of electrical department in September 2010 and was appointed as President of the plant in July 2011.

Mr. Lin, Miin-Shyong

President of TCC Fuzhou Cement Co., Ltd.

Mr. Lin, aged 42, was graduated from the Mechanical Engineering department of Hwa Hsia Institute of Technology in Taiwan, and joined Koos Group in 1997. He has more than 10 years of relevant experience in marketing and management. He joined the Group in October 2009.

高級管理層

毛登發先生

台泥(英德)水泥有限公司總經理

毛先生現年51歲，持有淮南礦業學院大專學歷。彼擁有近三十年的水泥相關工程和生產管理經驗。彼於二零一一年年初加入本集團。

劉志仁先生

句容台泥水泥有限公司總經理

劉先生現年42歲，持有台灣元智大學化學工程碩士學位。彼於一九九九年加入T'Cement，擁有逾十五年水泥相關工程經驗。彼於二零一一年五月加入本集團。

黃義孟先生

台泥(貴港)水泥有限公司總經理

黃先生現年46歲，持有台灣台北工業專科學校電機電力組大專學歷。彼於一九九一年加入T'Cement，在水泥業之電氣及自動化業務方面擁有逾二十年經驗，及於二零零二年至二零零八年四月加入本集團，期間擔任台泥(英德)水泥有限公司及福州台泥水泥有限公司之擴建處電務組主管，負責該等廠籌建電氣及自動化業務工作。後於二零零九年十一月加入台泥(東莞)水泥有限公司，於二零一零年九月加入台泥(貴港)水泥有限公司擔任電務處長，二零一一年七月升任該廠總經理。

林敏雄先生

福州台泥水泥有限公司總經理

林先生現年42歲，畢業於台灣華夏技術學院機械工程系，彼於一九九七年加入和信企業集團，擁有逾十年市場銷售與管理相關經驗。彼於二零零九年十月加入本集團。

Biographical Details of Directors and Senior Management 董事及高級管理層簡歷

Mr. Zhang Peng Xiang

President of Anhui King Bridge Cement Ltd.

Mr. Zhang, aged 41, graduated from the Anhui Building Materials Industrial School. He has joined a large-scale cement group since 1991 and has more than 20 years of relevant experience in cement manufacturing. He joined the Group in September 2012.

Mr. Wu, Chih-Feng

President of TCC Liuzhou Construction Materials Company Limited

Mr. Wu, aged 55, graduated in Marine Engineering from National Taiwan Ocean University. Mr. Wu has joined T'Cement since 1988. He has acquired practical experience through holding various posts responsible for plant construction planning, product dispatching management, storage and transportation management, standardized plant operation and advanced plant management. He joined the Group in October 2007.

Mr. Tzou, Din-Ji

President of TCC (DongGuan) Cement Company Limited

Mr. Tzou, aged 43, holds a Bachelor Degree in Agricultural Engineering, an on-the-job education program in the Institute of Economics and a Master Degree in the Institute of Applied Mechanics from National Taiwan University, and takes an advanced study in Anam/AMKOR Semiconductor in South Korea. He joined the Group in September 2013.

Mr. Zhan Jiagan

President of Yingde Dragon Mountain Cement Co, Ltd

Mr. Zhan, aged 38, graduated from Tongji University in Shanghai. He has joined a large-scale cement group since 1998, and has many years of expertise in planning, design and construction of cement projects. He has been working as a general manager and a director in various cement companies in the PRC, and was responsible for the expansion work for overseas projects. Mr. Zhan has extensive experience in the construction, production, operation and management of the cement industry. He joined the Group in October 2012.

張鵬翔先生

安徽朱家橋水泥有限公司總經理

張先生現年41歲，畢業於安徽建材工業學校。自一九九一年起加入一間大型水泥集團工作，彼在水泥製造方面擁有逾二十年相關經驗。彼於二零一二年九月加入本集團。

吳志峰先生

柳州台泥新型建材有限公司總經理

吳先生現年55歲，畢業於國立台灣海洋大學輪機工程學系專業。吳先生自一九八八年起加入T'Cement。彼通過擔任多項職務（負責工廠建設規劃、發貨管理、儲運管理、標準化工廠運作及先進工廠管理等工作）而獲得實際工作經驗。彼於二零零七年十月加入本集團。

鄒定基先生

台泥（東莞）水泥有限公司總經理

鄒先生現年43歲，持有國立台灣大學農業工程學系學士學位、經濟研究所在職專班及應用力學研究所碩士學位，並於韓國亞南半導體研修。彼於二零一三年九月加入本集團。

詹家干先生

英德龍山水泥有限責任公司總經理

詹先生現年38歲，畢業於上海同濟大學，自一九九八年起加入一間大型水泥集團工作，有多年水泥項目規劃、設計及建設專長，在多家中國水泥公司擔任總經理及董事，並曾負責海外項目拓展工作。詹先生在水泥行業的建設、生產、經營、管理方面擁有豐富的經驗。彼於二零一二年十月加入本集團。

Biographical Details of Directors and Senior Management 董事及高級管理層簡歷

Mr. Yao Chengfu

President of TCC New (Hangzhou) Management Company Limited

Mr. Yao, aged 43, graduated from Xiangtan Mining Institute in Hunan Province specialized in Mining Engineering. Mr. Yao had held senior management positions in large-scale cement companies in the PRC and has extensive experience in the planning and engineering construction, production operation management and mine management of large cement clinker production lines. He joined the Group in April 2008.

Mr. Nie Dalin

Assistant President of TCC New (Hangzhou) Management Company Limited

Mr. Nie, aged 45, graduated from Anhui University of Technology specialized in Program Statistics. Mr. Nie had held senior management positions in large-scale cement groups in the PRC and has extensive experience in operation management and marketing management of cement enterprise. He joined the Group in August 2010.

Mr. Shen Dingbao

President of TCC Liaoning Cement Company Limited

Mr. Shen, aged 49, graduated from Chaohu Teachers' College (巢湖市師範高等專科學校). Mr. Shen had held technical and management positions in large-scale cement groups in the PRC and has more than ten years of experience in equipment management, engineering construction, cement manufacturing and production management. He joined the Group in June 2008.

Mr. Yang Zhonghoug

President of TCC Chongqing Cement Company Limited

Mr. Yang, aged 42, graduated from Huaibei Coal Industry Teachers College specialized in Foreign Language, and holds an university diploma qualification. Mr. Yang had held management positions in large-scale cement groups in the PRC and has more than ten years of experience in cement manufacturing and production operation. He joined the Group in September 2013.

姚成府先生

新台泥(杭州)企業運營管理有限公司總經理

姚先生現年43歲，畢業於湖南省湘潭礦業學院採礦工程專業。姚先生曾在中國大型水泥公司擔任高級管理職務，在大型水泥熟料生產線規劃與工程建設、生產經營管理、礦山管理等方面擁有豐富的經驗。彼於二零零八年四月加入本集團。

聶大林先生

新台泥(杭州)企業運營管理有限公司總經理助理

聶先生現年45歲，畢業於安徽工業大學計劃統計專業，聶先生曾在中國大型水泥集團擔任高級管理職務，在水泥企業經營管理及營銷管理等方面具有豐富經驗。彼於二零一零年八月加入本集團。

沈鼎寶先生

台泥(遼寧)水泥有限公司總經理

沈先生現年49歲，畢業於巢湖市師範高等專科學校。沈先生曾在中國大型水泥集團擔任技術及管理職務，在設備管理、工程建設、水泥製造及生產管理等方面擁有十多年的經驗。彼於二零零八年六月加入本集團。

楊中紅先生

台泥(重慶)水泥有限公司總經理

楊先生現年42歲，畢業於淮北煤炭師範學院外語專業，本科學歷。楊先生曾在中國大型水泥集團擔任管理職務，在水泥製造及生產經營等方面擁有十多年的經驗。彼於二零一三年九月加入本集團。

Biographical Details of Directors and Senior Management 董事及高級管理層簡歷

Mr. Zhang Luping

President of TCC Guangan Cement Company Limited

Mr. Zhang, aged 41, graduated from University of Science and Technology of China specialized in Business Administration, and from Anhui Polytechnic University specialized in Textile Machinery successively and obtained a MBA degree in business administration. Mr. Zhang had held senior management positions in large-scale cement enterprises in the PRC and has extensive experience in corporate operation management, administration and human resources management. He joined the Group in December 2010.

Mr. Wang Bing

President of TCC Anshun Cement Company Limited

Mr. Wang, aged 45, graduated from Ningguo Radio and TV University specialized in Law. Mr. Wang has held management positions in large-scale cement companies in the PRC. He has more than 20 years of experience in corporate planning, engineering construction, cement manufacturing and operation management. He joined the Group in April 2010.

Mr. Zhang Wenchao

President of Guizhou Kong On Cement Company Limited

Mr. Zhang, aged 35, graduated from Anhui Commercial College (安徽商業高等專科學校) specialized in Marketing. Mr. Zhang had worked in market development in large-scale cement groups in the PRC and has more than ten years of experience in corporate management and market planning. He joined the Group in February 2008.

Mr. Tian Xiaojun

President of Guizhou Kaili Rui An Jian Cai Co., Ltd.

Mr. Tian, aged 36, graduated from Hefei University of Technology specialized in Civil Construction. Mr. Tian had held management positions in large-scale cement companies in the PRC and has more than ten years of experience in engineering construction, cement manufacturing and operation management. He joined the Group in September 2007.

張路平先生

台泥(廣安)水泥有限公司總經理

張先生現年41歲，先後畢業於中國科技大學工商管理專業和安徽工程大學紡織機械專業，工商管理MBA學位。張先生曾在中國大型水泥企業從事高級管理職務，在企業經營管理、行政管理、人力資源管理等方面具有豐富的經驗。彼於二零一零年十二月加入本集團。

王兵先生

台泥(安順)水泥有限公司總經理

王先生現年45歲，畢業於寧國廣播電視大學法律專業。王先生曾在中國大型水泥公司擔任管理職務，在企業規劃、工程建設、水泥製造及經營管理等方面擁有二十多年的經驗。彼於二零一零年四月加入本集團。

張文朝先生

貴州港安水泥有限公司總經理

張先生現年35歲，畢業於安徽商業高等專科學校市場營銷專業。張先生曾在中國大型水泥集團從事市場開發工作，在企業管理、市場策劃等方面擁有十多年的經驗。彼於二零零八年二月加入本集團。

田小軍先生

貴州凱里瑞安建材有限公司總經理

田先生現年36歲，畢業於合肥工業大學土建專業。田先生曾在中國大型水泥公司擔任管理職務，在工程建設、水泥製造及經營管理等方面擁有十多年的經驗。彼於二零零七年九月加入本集團。

Biographical Details of Directors and Senior Management 董事及高級管理層簡歷

Mr. Gao Qiyin

Executive Vice President of Scitus Hejiang Cement Co., Ltd.

Mr. Gao, aged 36, graduated from Anhui University of Technology specialized in Accounting. Mr. Gao had held management positions in large-scale cement companies in the PRC and has more than ten years of experience in production, operation, management and cement manufacturing. He joined the Group in December 2010.

Mr. Xie Yubing

President of Scitus Luzhou Cement Co., Ltd., Scitus Naxi Cement Co., Ltd. and Scitus Luzhou Concrete Co., Ltd.

Mr. Xie, aged 45, graduated from Anhui Building Materials Industrial School specialized in Cement Technology. Mr. Xie had held technical management positions in large-scale cement companies in the PRC and has more than ten years of experience in cement manufacturing, production operation and engineering construction. He joined the Group in September 2012.

Mr. Cheung Chi Wah, Patrick

Financial Controller and Company Secretary of the Group

Mr. Cheung, aged 43, joined the Group in September 2010 and is mainly responsible for the accounting and financial management and company secretarial matters of the Group. He holds an Honours Degree in Accountancy from The Hong Kong Polytechnic University and a Master Degree in Information Technology Management from The Chinese University of Hong Kong. He is an associate of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Group, he had worked at a leading international accounting firm for about 5 years and had served senior management position in a listed company for over 10 years. He has over 15 years of professional experience in corporate finance, financial management, accounting and auditing.

高啟銀先生

合江賽德水泥有限公司常務副總經理

高先生現年36歲，畢業於安徽工業大學會計學專業。高先生曾在中國大型水泥公司擔任管理職務，在生產經營管理、水泥製造等方面有十多年的經驗。彼於二零一零年十二月加入本集團。

謝玉兵先生

瀘州賽德水泥有限公司、瀘州納溪賽德水泥有限公司及瀘州賽德混凝土有限公司總經理

謝先生現年45歲，畢業於安徽省建材工業學校水泥工藝專業。謝先生曾在中國大型水泥公司擔任技術管理職務，在水泥製造、生產經營及工程建設等方面擁有十多年的經驗。彼於二零一二年九月加入本集團。

張志華先生

本集團財務總監及公司秘書

張先生現年43歲，於二零一零年九月加入本集團，主要負責本集團之會計及財務管理以及公司秘書事務。彼持有香港理工大學之會計榮譽學士學位及香港中文大學之資訊科技管理碩士學位。彼為香港會計師公會之會員。加入本集團之前，他曾於一家著名國際會計師事務所任職約五年，並於一間上市公司出任高級管理職務逾十年。張先生於企業融資、財務管理、會計及審計方面擁有逾十五年專業經驗。

Corporate Governance Report 企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company recognises the value and importance of achieving good corporate governance standards to enhance corporate performance, sound internal control, transparency and accountability to the Shareholders. The Board and the management of the Company are committed to adhere to the principles of corporate governance and adopt good corporate governance practices and procedures to meet the legal and commercial standards by focusing on areas such as internal control, fair disclosure and accountability to all Shareholders.

Save as disclosed below, the Company has complied with all code provisions in the Corporate Governance Code ("CG Code") as set out in the Appendix 14 to the Listing Rules on the Stock Exchange throughout the year ended 31 December 2013. In respect of code provision A6.7 of the CG Code, three non-executive Directors and two independent non-executive Directors were not in a position to attend the annual general meeting of the Company held on 24 May 2013 due to other overseas commitments. In respect of code provision A4.1 stipulate that non-executive directors should be appointed for a specific term and directors should have formal letters of appointment. The non-executive Directors are not appointed for a specific term and do have a formal letter of appointment but they are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provision to the Company's Articles of Association, and their appointment will be reviewed when they are due for re-election.

企業管治常規

本公司認同實現高標準的企業管治以提高企業業績、健全之內部監控、以及對股東之透明度及問責性的價值及重要性。本公司董事會及管理層致力於遵守企業管治原則及採納有效的企業管治常規及程序，如專注於內部監控、公平的披露及對全體股東的問責性等範疇，以達到法律上及商業上的標準。

除下文所披露者外，截至二零一三年十二月三十一日止年度，本公司一直遵守聯交所上市規則附錄十四所載之企業管治守則（「企業管治守則」）內所有守則條文。就企業管治守則之守則條文第A6.7條而言，三名非執行董事及兩名獨立非執行董事因其他海外事務未克出席於二零一三年五月二十四日舉行之本公司股東週年大會。就守則條文第A4.1條而言，規定非執行董事的委任應有指定任期，並應有正式的董事委任書。非執行董事無特定任期，但有正式的董事委任書，惟須根據本公司的組織章程細則條文於本公司股東週年大會上輪值告退及重選連任，且彼等到期重選連任時將檢討其委任。

CODES OF CONDUCT ON DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct for securities transactions and dealings (the "Code of Conduct") based on the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules. The terms of the Code of Conduct are no less exacting than the standards in the Model Code, and the Code of Conduct applies to all the relevant persons as defined in the Model Code, including the Directors, any employee of the Company, or a director or employee of a subsidiary or holding company of the Company who, because of such office or employment, are likely to be in possession of unpublished price sensitive information in relation to the Company or its securities. Having made specific enquiry, all Directors confirmed that they had complied with the required standard set out in the Model Code throughout the year of 2013.

BOARD OF DIRECTORS

Responsibilities

The Board is responsible for the leadership and control of the Company and oversees the Group's business, strategic decisions and performances and is responsible for promoting the success of the Company by directing and supervising its affairs. In practice, the Board takes responsibilities for decision making in all major matters of the Company include approving and monitoring of all policy matters, setting of objectives, annual budgets and overall strategies, material transaction, appointment of Directors and other significant financial and operational matters. The Board delegates its authority and responsibilities to the senior management for the day-to-day management, administration and operation of the Group. These responsibilities include the implementation of decisions of the Board, the co-ordination and direction of day-to-day operation and management of the Company in accordance with the management strategies and plans approved by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by these senior executives and the Board has the full support of them to discharge its responsibilities.

董事進行證券交易之操守守則

本公司已根據上市規則附錄十所載之上市發行人董事進行證券交易之標準守則（「標準守則」）採納一套證券交易及買賣操守守則（「操守守則」）。操守守則之條款不遜於標準守則之標準，而操守守則適用於標準守則所界定之所有相關人士，包括董事、本公司任何僱員，或本公司之附屬公司或控股公司之董事或僱員，而彼等因其職務或受聘可能獲得有關本公司或其證券之未公佈股價敏感資料。經作出特定查詢後，全體董事確認於二零一三年全年已遵守標準守則所載之規定標準。

董事會

職責

董事會負責領導及監控本公司以及監管本集團之業務、策略決定及表現，並透過指導及監督本公司事務，負責引領本公司邁向成功。實質上，董事會負責本公司所有主要事務之決策，包括批准及監察所有政策事項、設定目標、年度預算及整體策略、重大交易、董事委任及其他重要財務及營運事宜。董事會授予高級管理層執行本集團日常管理、行政及營運之權力及責任。此等職責包括實行董事會決策、根據董事會審批之管理層策略及計劃協調及指引本公司日常營運及管理。此等高級行政人員於訂立任何重要交易前均將獲得董事會之批准，而董事會於履行其職責時亦獲彼等之全力支持。

Corporate Governance Report 企業管治報告

Corporate Governance Functions

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance and continuous training and development of directors and senior management etc.

Board Composition

As at 31 December 2013 and up to the date of this report, the Board comprised two executive and seven non-executive Directors of whom three are independent as defined by the Stock Exchange. The number of independent non-executive Directors and the non-executive Directors represents 33% and 44% of the Board respectively. To enhance independence and accountability, the role and responsibility of the Group Chairman, Mr. Koo, Cheng-Yun, Leslie and the Group Managing Director, Mr. Wu Yih Chin, is separated. The Directors, including the independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective delivery of the Board functions. All Directors have given sufficient time and attention to the Company's affairs. The Board believes that the ratio of executive Directors to non-executive Directors is reasonable and adequate to provide checks and balances that safeguard the interests of the Shareholders and the Company as a whole. The profiles of each Director are set out in the "Biographical Details of Directors and Senior Management" section in this annual report.

企業管治職能

並無設立企業管治委員會，而董事會負責履行企業管治職能，例如制定及檢討本公司之政策、企業管治常規以及董事及高級管理人員之持續培訓及發展等。

董事會組成

於二零一三年十二月三十一日及直至本報告日期，董事會由兩名執行董事及七名非執行董事組成，其中三名具有聯交所定義之獨立性。獨立非執行董事及非執行董事之數目分別佔董事會之33%及44%。為加強獨立性及問責性，集團主席辜成允先生與集團董事總經理吳義欽先生之角色及職責已作區分。董事（包括獨立非執行董事）所具備廣泛而寶貴之業務經驗、知識及專業精神，有助董事會有效及高效地履行其職責。全體董事均付出充足時間及精力處理本公司事務。董事會相信，執行董事對非執行董事之比例誠屬合理，並足以發揮互相監察及制衡之作用，以保障股東及本公司之整體利益。各董事之履歷載於本年報「董事及高級管理層簡歷」一節。

Corporate Governance Report
企業管治報告

Throughout the year and up to the date of this report, the Company had three independent non-executive Directors representing not less than one-third of the Board. One of the three independent non-executive Directors have the appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. The Board has received from each independent non-executive Director an annual confirmation of his independence and considers that all the independent non-executive Directors are independent under the guidelines set out in Rule 3.13 of the Listing Rules.

The family relationships among the board members, if any, have been disclosed under “Biographical Details of Directors and Senior Management” section in this annual report.

Through the insurance plan of the Company’s parent company, T’Cement, the Company has arranged appropriate Directors’ and Officers’ Liability Insurance for the directors and officers of the Company for indemnifying their liabilities arising from corporate activities.

Appointments, re-election and removal

According to the Articles of the Company, the Board has the power from time to time and at any time to appoint any person as a Director either to fill a causal vacancy or as an addition to the Board. The nomination should be taken into consideration of the nominee’s qualification, ability and potential contributions to the Company.

In accordance with the Articles, all Directors appointed to fill a causal vacancy should be subject to election by Shareholders at the first general meeting after their appointment. At every annual general meeting, 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.

於全年及截至本報告日期，本公司有三名獨立非執行董事，不少於董事會之三分之一。根據上市規則第3.10條，三名獨立非執行董事當中一名具有適當專業資格或會計或相關財務管理專才。董事會已接獲各獨立非執行董事之年度獨立性確認書，並認為根據上市規則第3.13條所載之指引，所有獨立非執行董事均屬獨立。

董事會各成員之間之家族關係（如有）已於本年報「董事及高級管理層簡歷」一節披露。

透過本公司之母公司T’Cement之保險計劃，本公司已為本公司董事及高級人員安排合適之責任保險以保障因企業活動產生之責任。

委任、重選連任及罷免

根據本公司之細則，董事會有權不時及隨時委任任何人士為董事以填補臨時空缺或增加董事會人數。提名應考慮獲提名人士之資格、能力及對本公司之潛在貢獻。

根據細則，所有獲委任以填補臨時空缺之董事須於獲委任後之首次股東大會上由股東選任。於每屆股東週年大會上，三分之一之董事（倘人數並非三或三之倍數，則以最接近但不少於三分之一之人數為準）須輪值告退。

Corporate Governance Report 企業管治報告

Board Meetings

The Board meets in person or through other electronic means of communication at least four times every year. The Board is responsible for overseeing the Group's businesses and development, formulating long term strategies and policies. The Board also monitors and controls operating and financial performance in pursuit of the Group's strategic objectives. At least 14 business days' notice of regular Board meeting are given to all Directors, who are all given an opportunity to attend and include matters in the agenda for discussion. Apart from regular meetings, senior management from time to time provides Directors information on activities and development of the businesses of the Group. The company secretary takes detailed minutes of the meetings and keeps records of matters discussed and decision resolved at the meetings. Individual attendance records of each Directors at the respective Board and committee meetings are set out in the table on page 46 of this annual report. All Directors and Board committees have recourse to external legal counsel and other professionals for independent advice at the Group's expense if they require it. The Board has delegated the day-to-day management and operation of the Group's businesses to management.

Directors' Continuous Training and Development Programme

Pursuant to the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. The Company has provided timely regulatory and technical updates to the Directors.

董事會會議

董事會每年至少舉行四次會議，董事可親身出席或透過其他電子通訊途徑參與。董事會負責監督本集團之業務及發展，制定長遠策略及政策。董事會亦監察及控制營運及財務表現，務求達至本集團之策略性目標。如召開董事會例會則會向全體董事發出最少14個營業日之通知，讓彼等藉此機會出席及提出事項加入討論議程中。除例會外，高級管理層亦不時向董事提供有關本集團業務活動及發展之資料。公司秘書會就會議作出詳盡會議記錄，並就會上之討論事項及議決決定保留記錄。各董事於有關董事會及委員會會議之個人出席記錄載於本年報第46頁之表格內。全體董事及董事委員會均可在彼等有需要時尋求外聘法律顧問及其他專業人士之獨立意見，費用由本集團承擔。董事會已將本集團業務之日常管理及營運交予管理層處理。

董事之持續培訓及發展計劃

根據企業管治守則，全體董事應參加持續專業發展以發展及更新其知識及技能，以確保彼等向董事會作出知情及相關之貢獻。董事持續獲提供法定及監管制度及營商環境方面之更新發展資料以促進履行其職責。本公司已及時向董事提供監管及技術更新資料。

Corporate Governance Report 企業管治報告

Board Diversity Policy

The Board has adopted a board diversity policy effective on 1 September 2013. The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. Selection of candidates will be based on merit and contribution which the selected candidates will bring to the Board with the consideration of the above diversity attributes.

As at the date of this report, the Board comprises 9 directors of which one is a woman. The Board is characterized by significant diversity, whether considered in terms of gender, nationality, professional experience, skills and knowledge.

Pursuant to the requirements of the CG Code, three Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, were established to oversee particular aspects of the Group's affairs.

董事會多元化政策

董事會已採納董事會多元化政策，於二零一三年九月一日生效。本公司尋求透過考慮多項因素（包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務期限）達致董事會多元化。對候選人之挑選將在考慮上述多元化屬性情況下，根據所選定候選人將為董事會帶來之價值及貢獻作出。

於本報告日期，董事會包括九名董事，其中一名為女性。董事會不論於考慮性別、國籍、專業經驗、技能及知識方面均相當多元化。

根據企業管治守則之規定，本公司已成立三個董事委員會（即審核委員會、薪酬委員會及提名委員會），負責監督本集團事務之特定範疇。

Corporate Governance Report 企業管治報告

Directors' Attendance Record at Meetings

Details of the attendance of individual Directors at the Board meetings and the three Committees meetings during the year are set out in the table below:

		Meetings Attended/Held 出席／舉行會議			
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Executive Directors		執行董事			
Mr. Koo, Cheng-Yun, Leslie	辜成允先生	4/4	N/A 不適用	1/1	1/1
Mr. Wu Yih Chin	吳義欽先生	4/4	2/2*	1/1	1/1
Non-executive Directors		非執行董事			
Dr. Shan Weijian	單偉建博士	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Chang, An-Ping, Nelson	張安平先生	2/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Chang, Kang-Lung, Jason	張剛綸先生	4/4	1/2*	N/A 不適用	N/A 不適用
Ms. Wang, Lishin, Elizabeth	王立心女士	4/4	2/2	N/A 不適用	N/A 不適用
Independent non-executive Directors		獨立非執行董事			
Dr. Liao Poon Huai, Donald	廖本懷博士	3/4	2/2	1/1	1/1
Dr. Chih Ching Kang, Kenneth	池慶康博士	2/4	1/2	1/1	1/1
Mr. Shieh, Jen-Chung, Roger	謝禎忠先生	4/4	2/2	1/1	1/1

* The Director is not a member of the committee at the relevant time but attended the meetings by invitation.

董事出席會議記錄

各董事於年內於董事會會議及三個委員會會議之出席率詳情載於下表：

* 該董事於有關時間並非委員會成員但應邀出席有關會議。

BOARD COMMITTEES

To oversee particular aspects of the Company's affairs and to assist in the execution of its responsibilities, the Board has established three Board Committees, namely Audit Committee, Remuneration Committee and Nomination Committee. Independent non-executive Directors play an important role in these committees to ensure independent and objective views are expressed and to promote critical review and control.

董事委員會

為監察本公司各範疇之整體事務及協助履行職責，董事會已設立三個董事委員會，分別為審核委員會、薪酬委員會及提名委員會。獨立非執行董事在該等委員會中發揮重要作用，以確保獨立及客觀意見得到充分表達，並擔當審查及監控角色。

Corporate Governance Report 企業管治報告

Audit Committee

The Audit Committee was established in 1999 and its members comprise three independent non-executive Directors and a non-executive Director:

Dr. Liao Poon Huai, Donald (Chairman of the Committee)
Dr. Chih Ching Kang, Kenneth
Mr. Shieh, Jen-Chung, Roger
Ms. Wang, Lishin, Elizabeth

All committee members possess diversified industry experiences and appropriate professional qualifications as required under the Listing Rules.

The Audit Committee held two meetings during the year. Their major duties and responsibilities are set out in the terms of reference and the work conducted by the Audit Committee included the following matters:

1. Reviewed the Group's 2012 annual and 2013 interim reports, internal controls and corporate governance issues, financial and accounting policies and practices and made recommendations to the Board;
2. Recommended to the Board on the re-appointment of Deloitte Touche Tohmatsu as auditor and to develop policy on the engagement of an external auditor to supply non-audit services;
3. Discussed with the external auditor their independence and the nature and scope of the audit; and
4. Discussed with the external auditor any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control and management's response.

審核委員會

審核委員會於一九九九年成立，成員為三名獨立非執行董事及一名非執行董事，包括：

廖本懷博士 (委員會主席)
池慶康博士
謝禎忠先生
王立心女士

所有委員會成員均擁有各種行業經驗及上市規則所要求之適當專業資格。

審核委員會於年內舉行兩次會議。其主要責任及職責載於職權範圍，而審核委員會之工作包括以下事宜：

1. 審閱本集團之二零一二年年報及二零一三年中期報告、內部監控及企業管治事項、財務及會計政策與常規以及向董事會作出建議；
2. 就續聘德勤•關黃陳方會計師行為核數師向董事會提出建議，並制定委聘外聘核數師以提供非審計服務之政策；
3. 與外聘核數師討論其獨立性及核數之性質及範圍；及
4. 與外聘核數師討論其就有關會計記錄、財務賬目或監控系統及管理層回應而向管理層作出之任何重大查詢。

Corporate Governance Report 企業管治報告

The Committee reviewed the Group's internal control based on the information obtained from the external auditor and Company's management and was of the opinion that there are adequate internal controls in place in the Group.

To comply with the requirement under the CG Code in respect of the responsibilities for performing the corporate governance duties, the Board has delegated its responsibilities to the Audit Committee to develop and review the policies and practices of the Company on corporate governance and make recommendations to the Board; to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; to develop, review and monitor the code of conduct applicable to the Directors and employees; to review and monitor the training and continuous professional development of Directors and senior management and to review the Company's compliance with the code provisions set out in the CG Code contained in the Listing Rules and disclosures in the corporate governance report.

Remuneration Committee

The Remuneration Committee consists of three independent non-executive Directors and two executive Directors:

Dr. Liao Poon Huai, Donald (Chairman of the Committee)
Mr. Koo, Cheng-Yun, Leslie
Mr. Wu Yih Chin
Dr. Chih Ching Kang, Kenneth
Mr. Shieh, Jen-Chung, Roger

Its major terms of reference are summarized as follows:

1. To formulate and recommend to the Board the policy for the remuneration of the executive Directors and other senior executives as designated by the Board;
2. To determine the individual remuneration package of each executive Director including basic salary, annual bonus plans and allocation of share options;

委員會根據自外聘核數師及本公司管理層獲取之資料檢討本集團之內部監控，並認為本集團已設有足夠之內部監控。

為符合企業管治守則有關履行企業管治責任之規定，董事會已委派其職能予審核委員會，以制定及檢討本公司之企業管治政策及常規，並向董事會提出建議；檢討及監察本公司遵守法律及監管規定之政策及常規；制定、檢討及監察適用於董事及僱員之操守準則；檢討及監察董事及高級管理人員之培訓及持續專業發展，及檢討本公司遵守上市規則所載企業管治守則之守則條文之情況及企業管治報告之披露。

薪酬委員會

薪酬委員會包括三名獨立非執行董事及兩名執行董事：

廖本懷博士 (委員會主席)
辜成允先生
吳義欽先生
池慶康博士
謝禎忠先生

其主要職權範圍概述如下：

1. 制定及向董事會建議由董事會指定之執行董事及其他高級行政人員之薪酬政策；
2. 釐定各執行董事之個別薪酬組合，包括基本薪金、年度花紅計劃及分配購股權；

Corporate Governance Report
企業管治報告

3. To consider and recommend to the Board any payment or compensation commitment to be made to an executive Director on termination of his contract;
 4. In formulating its policy, the Committee shall give due regard to the contents of the Listing Rules and shall also consider market forces and compare between different remuneration packages paid to directors of other companies of a similar size in comparable industries. The executive Directors may attend meetings of the Remuneration Committee when invited to do so, but not when their own remuneration is being discussed; and
 5. To determine any performance related remuneration schemes and executive share option schemes.
3. 考慮及向董事會建議就終止合約向執行董事支付之任何付款或補償性承擔；
 4. 在制定其政策時，委員會應充分考慮上市規則之內容，亦應考慮市場力量及比較可資比較行業類似規模之其他公司支付予其董事之不同薪酬組合。執行董事可在獲邀時出席薪酬委員會會議，惟於討論其本身薪酬之時除外；及
 5. 釐定任何與表現掛鈎之薪酬計劃及行政人員購股權計劃。

The Remuneration Committee is authorized by the Board to seek any information it requires from any employee of the Company in order to perform its duties.

薪酬委員會獲董事會授權向本公司任何僱員索取任何所需資料，以履行其職責。

In connection with its duties, the Remuneration Committee is required by the Board to select, set terms of reference for and appoint remuneration consultants, at the Company's expense as the Remuneration Committee deems necessary in order to perform its duties.

就其職責而言，薪酬委員會須於其認為履行其職責必須時按董事會要求選擇、制定職權範圍及委任薪酬顧問，費用由本公司承擔。

The Remuneration Committee sets the remuneration policy for the executive Directors and senior management. Specifically, the Remuneration Committee agrees their service contracts, salaries, other benefits, including bonuses and other terms and conditions of employment. It also agrees terms for their cessation of employment.

薪酬委員會制定執行董事及高級管理層之薪酬政策。尤其是薪酬委員會同意彼等之服務合約、薪金、其他福利，包括花紅及其他聘任之條款及條件。其亦同意彼等終止聘任之條款。

One meeting was held in 2013, with the attendance rate of 100%. No executive Director takes part in any discussion about his own remuneration. During the meeting, remuneration of the Directors has been discussed and no significant change has been proposed to the remuneration policy and the directors' remuneration.

薪酬委員會於二零一三年已經召開一次會議，出席率為100%。概無執行董事參與任何有關其本身薪酬之討論。於會議期間，董事薪酬已予討論，而並不建議對薪酬政策及董事薪酬作出重大變動。

Corporate Governance Report 企業管治報告

Nomination Committee

The Nomination Committee was established in 2012 and its members comprise three independent non-executive Directors and two executive Directors:

Mr. Koo, Cheng-Yun, Leslie (Chairman of the Committee)
Mr. Wu Yih Chin
Dr. Liao Poon Huai, Donald
Dr. Chih Ching Kang, Kenneth
Mr. Shieh, Jen-Chung, Roger

Its major terms of reference are summarized as follows:

1. To 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;
2. To identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
3. To assess the independence of independent non-executive Directors; and
4. To make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive.

The Nomination Committee is authorized by the Board to seek any information it requires from any employee of the Company in order to perform its duties.

提名委員會

提名委員會於二零一二年成立，成員為三名獨立非執行董事及兩名執行董事，包括：

辜成允先生 (委員會主席)
吳義欽先生
廖本懷博士
池慶康博士
謝禎忠先生

其主要職權範圍概述如下：

1. 至少每年審閱董事會之架構、規模及組成（包括技能、知識及經驗）並就董事會之任何建議變更作出推薦建議以補充本公司之公司策略；
2. 物色具備合適資格成為董事會成員之個人，並選擇或就選擇提名為董事之個人向董事會作出推薦建議；
3. 評核獨立非執行董事之獨立性；及
4. 就委任或續聘董事及董事（尤其是主席及行政總裁）之繼任計劃向董事會作出推薦建議。

提名委員會獲董事會授權向本公司任何僱員索取任何所需資料，以履行其職責。

Corporate Governance Report 企業管治報告

The Nomination Committee shall have the authority delegated by the Board to engage independent professional advisors, at the Company's expense, to assist the Nomination Committee in order to perform its duties.

Member of Nomination Committee can call for a meeting anytime when it is necessary. One meeting was held in 2013, with the attendance rate of 100%. Issues concerning the structure, size and composition of the Board were discussed and no change has been proposed to the structure, size and composition.

AUDITOR'S REMUNERATION

During the year, the fees charged to the accounts of the Company and its subsidiaries for the non-statutory audit services amounted to HK\$833,000. The non-statutory audit services consist of financial due diligence, tax compliance and the interim review. The cost of statutory audit services provided by external auditor was HK\$7,387,000. The responsibilities of the external auditor with respect to financial reporting are set out in the section of "Independent Auditor's Report" on pages 71 to 73.

FINANCIAL REPORTING

Pursuant to the code provision C.1.2 of the CG Code, it stipulates that management should provide all members of the Board with monthly updates giving balances and understandable assessment of the Company's performance, position and prospects in sufficient details.

During the year ended 31 December 2013, the management of the Company has provided to all Directors (including non-executive Directors and independent non-executive Directors) monthly reports which provided sufficient details in relation to the Company's performance, position and prospects. In addition, the management has also provided all Directors, in a timely manner, updates on any material changes to the performance, position and prospects of the Company and sufficient information for matters brought before the Board.

提名委員會獲董事會授權以委聘獨立專業顧問，以協助提名委員會履行其職責，而費用由本公司承擔。

提名委員會成員可於必要時隨時召集會議。本公司於二零一三年已經召開一次會議，出席率為100%。涉及董事會架構、規模及組成之事宜已予以討論，而並不建議對有關架構、規模及組成作出變動。

核數師酬金

年內，本公司及其附屬公司賬目內就非法定核數服務扣除之費用為833,000港元。非法定核數服務包括財務盡職審查、稅務遵規及中期審閱。外聘核數師提供之法定核數服務費用為7,387,000港元。外聘核數師有關財務申報之責任載於第71至73頁「獨立核數師報告書」一節。

財務申報

根據企業管治守則之守則條文第C.1.2條，其規定管理層應每月向所有董事會成員提供更新資料，載列有關本公司之表現、狀況及前景詳情之公正及易於理解之評估。

於截至二零一三年十二月三十一日止年度，本公司管理層已向所有董事（包括非執行董事及獨立非執行董事）提供載列有關本公司之表現、狀況及前景詳情之每月報告。此外，管理層亦適時地向所有董事提供有關本公司表現、狀況及前景之任何重大變動之更新資料並就向董事會匯報之事項提供足夠資料。

Corporate Governance Report 企業管治報告

The Board recognizes its responsibility to prepare the Company's accounts which give a true and fair view and are in accordance with generally accepted accounting standards published by the Hong Kong Institute of Certified Public Accountants. Appropriate accounting policies are selected and applied consistently; judgments and estimates made are prudent and reasonable.

INTERNAL CONTROL

The Board is entrusted with the overall responsibility for maintaining an adequate internal control system and reviewing its effectiveness through the Audit Committee. The Company management maintains and monitors the systems of controls on an ongoing basis.

Based on the assessment made by the Company's management and external auditor during its statutory audit, the Audit Committee satisfied that the internal control system is sufficient to provide reasonable assurances that the Group's assets are safeguarded against loss from unauthorized use or disposition, transactions are properly authorized and proper accounting records are maintained. In addition, the Board considered that the resources, qualifications and experience of the staff responsible for the Company's accounting and financial reporting function, their training and budget are adequate. The system is designed to provide reasonable, but not absolute assurance against material misstatement or loss, and to manage rather than eliminate risks of failure in the Group's operational system.

COMPANY SECRETARY

Mr. Cheung Chi Wah, Patrick was appointed as the company secretary of the Company since 27 September 2010. He is responsible to the Board for ensuring the board procedures are followed and that the Board is fully briefed on all legislative, regulatory and corporate governance developments. Mr. Cheung is also responsible for the Group's compliance with the continuing obligation of the Listing Rules and other applicable laws, rules and regulations.

董事會確認其有責任根據香港會計師公會頒佈之公認會計準則編製真實公平之本公司賬目。於編製過程中已選用適當會計政策並貫徹應用；作出之判斷及估計乃審慎合理。

內部監控

董事會之整體責任為維持充足之內部監控系統，並透過審核委員會檢討其成效。本公司管理層按持續基準維持及監察控制系統。

根據本公司管理層及外聘核數師於進行法定審核時作出之評估，審核委員會信納內部監控系統足以提供合理保證，確保本集團之資產受到保障，以防遭受未經授權使用或處置之損失；確保交易獲適當授權及保存適當之會計紀錄。此外，董事會認為，負責本公司會計及財務申報職能之員工有足夠之資源、資歷及經驗，彼等之培訓及預算亦充足。有關系統旨在提供合理但非絕對保障以防出現重大錯誤陳述或損失，及管理而非消除本集團營運系統失效之風險。

公司秘書

自二零一零年九月二十七日起，張志華先生獲委任為本公司之公司秘書。彼乃對董事會負責以確保已遵守董事會程序，並保證董事會獲得有關全部立法、監管及企業管治發展之全面簡報。張先生亦負責本集團遵守上市規則及其他適用法律、規則及法規之持續義務。

Corporate Governance Report 企業管治報告

The biographical details of Mr. Cheung is set out in the section of “Biographical Details of Directors and Senior Management” on page 39 of this annual report. Up to the date of this annual report, Mr. Cheung has undertaken not less than 15 hours of relevant professional training.

SHAREHOLDERS’ RIGHTS

Pursuant to the Articles, any one or more Shareholders 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 meeting of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. The requisition must be lodged with Company’s principal place of business in Hong Kong.

Shareholders may at any time send their enquiries and concerns to the Board in writing to the company secretary at the Company’s office in Hong Kong at 16/F., Hong Kong Diamond Exchange Building, 8-10 Duddell Street, Central, Hong Kong.

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2013, there is no change in the Company’s constitutional documents.

INVESTOR RELATIONS

The Company has established a wide range of communication channels between itself and its shareholders, investors and other stakeholders. These include the annual general meeting, the annual and interim reports, notices, announcements and circulars and the Company’s website at www.tcchk.com.

張先生之簡歷載於本年報第39頁「董事及高級管理層簡歷」一節。截至本年報日期，張先生已接受不少於十五小時之相關專業培訓。

股東權利

根據細則，於遞呈要求日期持有不少於本公司繳足股本（賦予本公司股東大會之投票權）十分之一之任何一名或多名股東隨時有權透過向董事會或本公司公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項。該等要求須遞交至本公司之香港主要營業地點。

股東可隨時以書面形式將向董事會提出之查詢及關注之事項郵寄至本公司香港辦事處，地址為香港中環都爹利街8-10號香港鑽石會大廈16樓，請註明收件人為公司秘書。

公司組織章程文件

於截至二零一三年十二月三十一日止年度，本公司的公司組織章程文件概無變動。

投資者關係

本公司已在本身與其股東、投資者及其他持份者之間建立廣泛溝通渠道。該等渠道包括股東週年大會、年度及中期報告、通告、公佈及通函以及本公司網站(www.tcchk.com)。

Report of the Directors 董事會報告書

The Directors are pleased to present their annual report together with the audited financial statements of the Group for the year ended 31 December 2013.

PRINCIPAL ACTIVITIES

The principal activities of the Group consist of the import and distribution of cement in Hong Kong and the manufacture and distribution of cement, clinker and slag powder in other areas of the PRC. Through its associates, the Group is also engaged in the production and distribution of ready-mixed concrete in Hong Kong. There were no significant changes in the nature of the Group's principal activities during the year.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2013 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 74 to 75. The Directors now recommend the payment of a final dividend of HK11.5 cents per ordinary and preference share to the shareholders whose names appear on the register of members of ordinary shares or the register of members of preference shares of the Company on 7 May 2014, estimated to be HK\$435,847,000.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in Note 15 to the consolidated financial statements.

SHARE CAPITAL

Details of movements during the year in the ordinary share capital and non-redeemable convertible preference share of the Company are set out in Note 39 and Note 40 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

董事謹此欣然呈報本集團截至二零一三年十二月三十一日止年度之年報以及經審核財務報表。

主要業務

本集團之主要業務包括在香港經營水泥進口及分銷業務及在中國其他地區經營水泥、熟料及礦渣粉製造及分銷業務。本集團亦透過其聯營公司在香港從事生產及分銷預拌混凝土。本集團於本年度之主要業務性質並無任何重大變動。

業績及股息

本集團截至二零一三年十二月三十一日止年度之業績載於第74頁至75頁之綜合損益及其他全面收益表。董事現建議向於二零一四年五月七日名列本公司普通股股東名冊或優先股股東名冊之股東派付末期股息每股普通股及優先股11.5港仙，預計將為435,847,000港元。

物業、廠房及設備

本集團於本年度之物業、廠房及設備變動詳情載於綜合財務報表附註15。

股本

本公司於本年度之普通股股本及不可贖回可轉換優先股之變動詳情載於綜合財務報表附註39及附註40。

優先購股權

本公司之公司組織章程細則或開曼群島法例並無載有本公司須按比例向現有股東發售新股份之優先購股權規定。

Report of the Directors
董事會報告書

RESERVES

Details of the movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 78.

At 31 December 2013, the Company's reserve, including the share premium and contributed surplus accounts, available for cash distribution and/or distribution in specie, computed in accordance with the Companies Law (2004 Revision) of the Cayman Islands, amounted to HK\$14,609,889,000. Under the laws of the Cayman Islands, a company may make distributions to its members from the share premium and contributed surplus accounts under certain circumstances.

DIRECTORS

The Directors of the Company during the year and up to the date of this report are:

Executive Directors:

KOO, Cheng-Yun, Leslie (*Chairman*)

WU Yih Chin (*Managing Director*)

Non-executive Directors:

SHAN Weijian

CHANG, An-Ping, Nelson

CHANG, Kang-Lung, Jason

WANG, Lishin, Elizabeth

Independent non-executive Directors:

LIAO Poon Huai, Donald

CHIH Ching Kang, Kenneth

SHIEH, Jen-Chung, Roger

儲備

本集團於本年度之儲備變動詳情載於第78頁之綜合權益變動表內。

於二零一三年十二月三十一日，本公司可供現金分派及／或實物分派之儲備（包括股份溢價及繳入盈餘賬），根據開曼群島公司法（二零零四年修訂本）計算，達14,609,889,000港元。根據開曼群島法例，在若干情況下，公司可動用股份溢價及繳入盈餘賬向股東作出分派。

董事

於本年度及截至本報告日期止任職本公司之董事如下：

執行董事：

辜成允（主席）

吳義欽（董事總經理）

非執行董事：

單偉建

張安平

張剛綸

王立心

獨立非執行董事：

廖本懷

池慶康

謝禎忠

Report of the Directors 董事會報告書

The Company has received annual confirmation from each of the independent non-executive Directors as regards their independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Company considers that each of the independent non-executive Directors is independent to the Company.

In accordance with Article 114 of the Articles of Association, Mr. Wu Yih Chin, Ms. Wang Lishin, Elizabeth and Dr. Liao Poon Huai, Donald shall retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 31 to 39.

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 by the employing company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

There were no contracts of significance to which the Company, its holding companies, any of its fellow subsidiaries or subsidiaries was a party and in which a Director had a material interest, either directly or indirectly, subsisted at the end of the year or at any time during the year.

SHARE OPTION SCHEME

Pursuant to a share option scheme adopted by the Company on 23 May 2006 (the "Scheme"), the Company had on 27 May 2011 granted to certain Directors the rights to subscribe for shares at an exercise price of HK\$4.42 per share exercisable during the period from 27 February 2012 to 26 May 2014 (both days inclusive).

根據上市規則第3.13條，本公司已取得所有獨立非執行董事之年度獨立確認書。本公司據此確認各獨立非執行董事皆與本公司概無關連。

根據組織章程細則第114條，吳義欽先生、王立心女士及廖本懷博士須輪職告退，惟彼等合資格且願意於即將召開之股東週年大會膺選連任。

董事及高級管理層之履歷

董事及本集團高級管理層之詳細履歷載於第31至39頁。

董事之服務合約

擬於即將召開之股東週年大會膺選連任之董事概無與本公司或其任何附屬公司訂立不可由委聘公司在一年內毋須補償（法定補償除外）而予以終止之服務合約。

董事於合約之權益

於年末或於年內任何時間，本公司、其控股公司、其任何同系附屬公司或附屬公司概無訂立或存在重大合約，而董事於其中擁有直接或間接重大權益。

購股權計劃

根據本公司於二零零六年五月二十三日採納之購股權計劃（「該計劃」），本公司於二零一一年五月二十七日授予若干董事可於二零一二年二月二十七日至二零一四年五月二十六日（包括首尾兩日）期間行使按每股股份行使價4.42港元認購股份之權利。

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A summary of movement of the share options granted to Directors during the year is as follows: 年內授予董事之購股權之變動概要如下：

Name of Directors	Date of grant	Exercise price	Exercise period	Number of share options		
				Outstanding at 1 January 2013	Exercised during the year	Outstanding at 31 December 2013
董事姓名	授出日期	行使價 HK\$ 港元	行使期 (note) (附註)	於二零一三年一月一日 尚未行使	年內已行使	於二零一三年十二月三十一日 尚未行使
KOO, Cheng-Yun, Leslie 辜成允	27 May 2011 二零一一年 五月二十七日	4.42	27 February 2012 to 26 May 2014 二零一二年 二月二十七日至 二零一四年 五月二十六日	10,450,000	-	10,450,000
WU Yih Chin 吳義欽	27 May 2011 二零一一年 五月二十七日	4.42	27 February 2012 to 26 May 2014 二零一二年 二月二十七日至 二零一四年 五月二十六日	2,000,000	-	2,000,000
				12,450,000	-	12,450,000

note: The exercisable period of an option granted under the Scheme commences on the date falling nine months after the date of grant of an option and expiring at the close of business on the day falling immediately prior to the third anniversary of the date of grant in respect of such option. Special restriction apply to the exercise period of these options: up to 20% of the share option held by each Director/employee may be exercised from 27 February 2012, a further 30% from 27 February 2013 and the entire balance from 27 February 2014 onwards. These share options will not lapse when the Director leaves the Group and returns to his original employment with T'Cement; their termination is determined by reference to the date when the Director subsequently ceases to be employed by T'Cement.

附註: 根據該計劃授出之購股權之行使期自授出購股權日期後滿九個月當日起開始至緊接授出該購股權日期滿三週年日期前一日辦公時間結束時屆滿。該等購股權之行使期須受特別限制：各董事／僱員可自二零一二年二月二十七日起行使其所持有之購股權最多20%，於二零一三年二月二十七日起可行使另外30%，由二零一四年二月二十七日起則可行使全部餘額。該等購股權將不會因董事離任本集團並返回T'Cement之原工作崗位而失效；其終止乃按董事其後於T'Cement終止受僱之日期釐定。

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

As at 31 December 2013, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under the provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which had otherwise been notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

(i) Long positions in the Ordinary Shares as at 31 December 2013

Name of Directors 董事姓名	Capacity and nature of interest 身份及權益性質	Number of Ordinary Shares held 所持普通股數目	Approximate percentage of shareholding 股權概約百分比
KOO, Cheng-Yun, Leslie 辜成允	Directly beneficially owned 直接實益擁有	66,061,019 <i>(note 1)</i> <i>(附註1)</i>	2.00%
WU Yih Chin 吳義欽	Directly beneficially owned 直接實益擁有	5,650,000	0.17%
CHANG, Kang-Lung, Jason 張剛綸	Directly beneficially owned 直接實益擁有	3,000,000	0.09%
		74,711,019	2.26%

董事及行政總裁於股份、相關股份及債券之權益及淡倉

於二零一三年十二月三十一日，董事及本公司行政總裁於本公司或任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉（包括其根據證券及期貨條例條文被當作或視為擁有之權益及淡倉），或根據證券及期貨條例第352條須載入該條所述之登記冊之權益及淡倉，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

(i) 於二零一三年十二月三十一日，於普通股之好倉

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note:

(1) 40,215,000 Ordinary Shares were directly beneficially owned by Mr. Koo. An additional 17,828,019 and 8,018,000 Ordinary Shares were also held by two corporations which are 49.85% and 49.44% beneficially owned by Mr. Koo respectively.

The interests of the Directors in the share options of the Company are separately disclosed in Note 41 to the consolidated financial statements.

(ii) Long positions in shares and underlying shares of associated corporations as at 31 December 2013

T'Cement

附註：

(1) 辜先生直接實益擁有40,215,000股普通股。同時，辜先生分別實益擁有49.85%及49.44%權益之兩間公司分別持有額外17,828,019股及8,018,000股普通股。

董事於本公司購股權之權益分別披露於綜合財務報表附註41內。

(ii) 於二零一三年十二月三十一日，於相聯法團股份及相關股份之好倉

T'Cement

Name of Directors 董事姓名	Number of shares held, capacity and nature of interest 所持之股份數目、身份及權益性質			Total 總計	Approximately percentage of shareholding 股權概約 百分比
	Directly beneficially owned 直接實益擁有	Through spouse or minor children 透過配偶或 未成年子女	Through controlled corporation 透過 受控制法團		
KOO, Cheng-Yun, Leslie 辜成允	42,827,543	91 <i>(note 1)</i> <i>(附註1)</i>	183,538,052 <i>(note 2)</i> <i>(附註2)</i>	226,365,686	6.13%
CHANG, An-Ping, Nelson 張安平	156,573	3,059,817 <i>(note 1)</i> <i>(附註1)</i>	7,155,821 <i>(note 3)</i> <i>(附註3)</i>	10,372,211	0.28%
LIAO Poon Huai, Donald 廖本懷	12,616	789,293 <i>(note 1)</i> <i>(附註1)</i>	-	801,909	0.02%
CHANG, Kang-Lung, Jason 張剛綸	190,000	-	-	190,000	0.01%

notes:

(1) The shares are held by the respective Directors' spouses as the registered and beneficial shareholder.

附註：

(1) 股份由各董事之配偶作為登記及實益股東持有。

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- (2) Koo, Cheng-Yun, Lesile, is interested in companies controlled by him, which held an aggregate of 183,538,052 shares of T'Cement.
- (3) Chang, An-Ping, Nelson, is interested in companies controlled by him, which held an aggregate of 7,155,821 shares of T'Cement.

- (2) 辜成允於彼所控制之公司中擁有權益，而有關公司合共持有T'Cement之183,538,052股股份。
- (3) 張安平於彼所控制之公司中擁有權益，而有關公司合共持有T'Cement之7,155,821股股份。

Save as disclosed above, as at 31 December 2013, no person (not being a Director or chief executive of the Company) had any interest or short position in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which had otherwise been notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一三年十二月三十一日，概無人士（並非董事或本公司行政總裁）於本公司或任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉（包括其根據證券及期貨條例有關條文被當作或視為擁有之權益及淡倉），或根據證券及期貨條例第352條須載入該條所述之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from the details as disclosed under the share option scheme disclosure in Note 41 to the consolidated financial statements, at no time during the year, there were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by the Directors; or was the Company, or any of its holding companies, fellow subsidiaries and subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

董事收購股份或債券之權利

除根據綜合財務報表附註41之購股權計劃披露所披露之詳情外，本年度內任何董事或彼等各自之配偶或未成年子女概未獲授權透過購入本公司股份或債券而得益，亦無董事行使該等權利；本公司或其任何控股公司、同系附屬公司及附屬公司概無參與任何安排，致使董事可收購任何其他法團之該等權利。

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SHAREHOLDERS WITH NOTIFIABLE INTERESTS

As at 31 December 2013, according to the register kept by the Company pursuant to Section 336 of the SFO and, so far as was known to the Directors or chief executive of the Company, the persons or entities, other than a Director or chief executive of the Company, who had an interest or a short position in the shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other company which is a subsidiary of the Company, or in any options in respect of such share capital were as follows:

(i) Long positions in the Ordinary Shares as at 31 December 2013

Name of Shareholders 股東名稱	Capacity and nature of interest 身份及權益性質	Number of Ordinary Shares held 所持普通股數目	Approximate percentage of shareholding 股權概約百分比
TCCI	Directly beneficially owned 直接實益擁有	1,861,802,000	56.49%
T'Cement (note 1) T'Cement (附註1)	Through a controlled corporation 透過受控制法團	1,861,802,000	56.49%
CHPL	Directly beneficially owned 直接實益擁有	521,899,500	15.84%
Chia Hsin Cement (note 2) 嘉新水泥 (附註2)	Through a controlled corporation 透過受控制法團	521,899,500	15.84%

notes:

- (1) T'Cement is interested in the shares of the Company by virtue of its beneficial ownership of the entire issued share capital of TCCI.
- (2) Chia Hsin Cement is interested in the shares of the Company held by its subsidiary, CHPL.

擁有須申報權益之股東

於二零一三年十二月三十一日，根據本公司根據證券及期貨條例第336條所存置之登記冊及據董事或本公司行政總裁所知，下列人士或實體（董事或本公司行政總裁除外）於本公司之股份或相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部之條文規定向本公司披露之權益或淡倉，或直接或間接擁有附帶權利可於任何情況下在本公司或為本公司附屬公司之任何其他公司之股東大會上投票之任何類別股本面值5%或以上或擁有涉及有關股本之任何購股權之權益：

(i) 於二零一三年十二月三十一日，於普通股之好倉

Name of Shareholders 股東名稱	Capacity and nature of interest 身份及權益性質	Number of Ordinary Shares held 所持普通股數目	Approximate percentage of shareholding 股權概約百分比
TCCI	Directly beneficially owned 直接實益擁有	1,861,802,000	56.49%
T'Cement (note 1) T'Cement (附註1)	Through a controlled corporation 透過受控制法團	1,861,802,000	56.49%
CHPL	Directly beneficially owned 直接實益擁有	521,899,500	15.84%
Chia Hsin Cement (note 2) 嘉新水泥 (附註2)	Through a controlled corporation 透過受控制法團	521,899,500	15.84%

附註：

- (1) T'Cement因實益擁有TCCI全部已發行股本而擁有本公司股份之權益。
- (2) 嘉新水泥於其附屬公司CHPL持有之本公司股份中擁有權益。

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(ii) Long positions in the underlying shares of the Convertible Preference Shares as at 31 December 2013

Name of Shareholders	Number of the underlying Ordinary Shares held	Percentage of the Company's total issued Ordinary Share capital 佔本公司已發行普通股股本總額之百分比
股東名稱	所持相關普通股數目	之百分比
TCCI	494,251,511	15.0%
T'Cement (<i>note 1</i>) T'Cement (附註1)	494,251,511	15.0%

note:

- (1) T'Cement is deemed to be interested in the underlying shares of the Convertible Preference Shares held by TCCI as TCCI is wholly-owned by T'Cement.

Save as disclosed above, as at 31 December 2013, no person (not being a Director or chief executive of the Company) had an interest or a short position in the shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other company which is a subsidiary of the Company, or in any options in respect of such share capital.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for less than 30% of the Group's total sales revenue. Purchases from the Group's five largest suppliers accounted for less than 30% of the Group's total purchases.

(ii) 於二零一三年十二月三十一日，於可轉換優先股之相關股份之好倉

Name of Shareholders	Number of the underlying Ordinary Shares held	Percentage of the Company's total issued Ordinary Share capital 佔本公司已發行普通股股本總額之百分比
股東名稱	所持相關普通股數目	之百分比
TCCI	494,251,511	15.0%
T'Cement (<i>note 1</i>) T'Cement (附註1)	494,251,511	15.0%

附註:

- (1) T'Cement因全資擁有TCCI而被視為擁有TCCI所持有之可轉換優先股之相關股份之權益。

除上文所披露者外，於二零一三年十二月三十一日，概無人士（並非董事或本公司行政總裁）於本公司之股份或相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部之條文規定向本公司披露之權益或淡倉，或直接或間接擁有附帶權利可於任何情況下在本公司或為本公司附屬公司之任何其他公司之股東大會上投票之任何類別股本面值5%或以上或擁有涉及有關股本之任何購股權之權益。

主要客戶及供應商

於回顧年度內，向本集團五大客戶作出之銷售額佔本集團銷售收益總額30%以下。向本集團五大供應商作出之採購額佔本集團總採購額30%以下。

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

本年度內，董事或彼等之任何聯繫人士或據董事所深知擁有本公司股本5%以上之任何股東，概無於本集團任何五大客戶及供應商中擁有任何權益。

RELATED PARTIES AND CONTINUING CONNECTED TRANSACTIONS

Related party transactions, which fall within the definition stipulated in the Hong Kong Accounting Standard 24 "Related Party Disclosures", undertaken by the Group during the year are set out in Note 50 to the consolidated financial statements. The transactions included in Note 50 items (i) to (iv) to the consolidated financial statements also constitute continuing connected transactions as defined under Chapter 14A of the Listing Rules. Details of such transactions conducted by certain subsidiaries of the Company with connected parties during the year are summarized below:

關連人士及持續關連交易

本集團於本年度內進行之屬於香港會計準則第24號「關連人士披露」訂明之定義之關連人士交易載列於綜合財務報表附註50。綜合財務報表附註50第(i)至(iv)項所載之交易亦同時構成上市規則第14A章所界定之持續關連交易。年內，本公司若干附屬公司與關連人士進行的有關交易的詳情概述如下：

		Annual cap under the waiver granted by the Stock Exchange 根據聯交所 所授豁免之年度上限	Annual cap under the waiver granted by the Stock Exchange 根據聯交所 所授豁免之年度上限
		Amount 金額 HK\$'000 千港元	Amount 金額 HK\$'000 千港元
1. Leasing of a site on Tsing Yi Island, Hong Kong, from a fellow subsidiary of the Company	向本公司一間同系附屬公司租賃香港青衣島一塊地皮	4,968	4,968
2. Leasing of a site in Tondo, Manila, the Philippines, from a fellow subsidiary of the Company	向本公司一間同系附屬公司租賃菲律賓馬尼拉Tondo一塊地皮	1,221	1,221

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		Annual cap under the waiver granted by the Stock Exchange 根據聯交所 所授豁免之年度上限	Annual cap under the waiver granted by the Stock Exchange 根據聯交所 所授豁免之年度上限
		Amount 金額 HK\$'000 千港元	Amount 金額 HK\$'000 千港元
3. Purchase of cement in Hong Kong from the Company's ultimate holding company and its subsidiaries	向本公司之最終控股公司及其附屬公司在香港購入水泥	70,826	100,000
4. Purchase of cement and/or clinker in the PRC from the Company's ultimate holding company and its subsidiaries	向本公司之最終控股公司及其附屬公司在中國購入水泥及／或熟料	-	10,000
5. Receive of transportation and management services from fellow subsidiaries of the Company	收取由本公司之同系附屬公司提供之運輸及管理服務	285,235	475,000
6. Receive of maintenance service and one-off implementation service of a computer software system from fellow subsidiaries of the Company	收取由本公司之同系附屬公司提供之電腦軟件系統維護服務及一次性導入服務	34,863	143,200

1. Leasing of a site on Tsing Yi Island, Hong Kong

On 11 September 1997, the Company entered into a lease agreement with TCC Development Limited, a fellow subsidiary of the Company, under which the Company agreed to lease that part of the property known as Tsing Yi Town Lot No. 119 on which the cement operation facilities of the Group in Hong Kong are located for a term of 30 years with effect from 11 September 1997. The rent payable was negotiated on an arm's length basis between the parties with reference to the agreements signed. Details of the continuing connected transaction is set out in greater details in the prospectus of the Company dated 23 September 1997.

1. 租賃香港青衣島一塊地皮

於一九九七年九月十一日，本公司與本公司一間同系附屬公司TCC Development Limited訂立一份租賃協議，據此，本公司同意租賃本集團於香港之水泥生產設施所在地青衣市地段第119號之部分物業，年期30年，自一九九七年九月十一日起生效。應付租金乃由訂約方經參考已簽訂之協議按公平原則磋商後釐定。持續關連交易更詳盡之詳情載於本公司日期為一九九七年九月二十三日之章程內。

Report of the Directors
董事會報告書

2. Leasing of a site in Tondo, Manila, the Philippines

On 1 September 1997, TCC Cement Corporation (“TCCP”), a wholly-owned subsidiary of the Company, entered into a contract of lease with Taicorn Minerals Corporation, a fellow subsidiary of the Company, under which TCCP agreed to lease a site in Tondo, Manila for a term of 25 years with effect from 1 September 1997. The rent payable was negotiated on an arm’s length basis between the parties with reference to the agreements signed. Details of the continuing connected transaction is set out in greater details in the prospectus of the Company dated 23 September 1997.

3. Purchase of cement in Hong Kong

On 15 November 2012, the Company, on behalf of itself and its subsidiaries, entered into a purchase agreement with T’Cement, on behalf of itself and its subsidiaries, for the purchase of cement in Hong Kong. The agreement has a term commencing from 1 January 2013 to 31 December 2015. The price of the transaction was determined between the parties with reference to the agreements signed. Details of the continuing connected transaction is set out in greater details in the announcement to the Shareholders of the Company dated 15 November 2012.

4. Purchase of cement in and/or clinker in the PRC

On 15 November 2012, the Company, on behalf of itself and its subsidiaries, entered into a purchase agreement with T’Cement, on behalf of itself and its subsidiaries, for the purchase of cement and/or clinker in the PRC. The agreement has a term commencing from 1 January 2013 to 31 December 2015. The price of the transaction was determined by reference to the prevailing market prices, and no less favourable than those available to the Group from Independent Third Parties. Details of the continuing connected transaction is set out in greater details in the announcement to the Shareholders of the Company dated 15 November 2012.

2. 租賃菲律賓馬尼拉Tondo一塊地皮

於一九九七年九月一日，本公司全資附屬公司TCC Cement Corporation（「TCCP」）與本公司一間同系附屬公司Taicorn Minerals Corporation訂立一份租賃合約，據此，TCCP同意租賃馬尼拉Tondo之一塊地皮，年期25年，自一九九七年九月一日起生效。應付租金乃由訂約方經參考已簽訂之協議按公平原則磋商後釐定。持續關連交易更詳盡之詳情載於本公司日期為一九九七年九月二十三日之章程內。

3. 於香港購入水泥

於二零一二年十一月十五日，本公司（代表其本身及其附屬公司）與T’Cement（代表其本身及其附屬公司）訂立一份採購協議，以於香港購入水泥。協議之期限由二零一三年一月一日起至二零一五年十二月三十一日止。交易之價格乃由訂約方經參考已簽訂之協議而釐定。持續關連交易更詳盡之詳情載於本公司致股東之日期為二零一二年十一月十五日之公佈內。

4. 於中國購入水泥及／或熟料

於二零一二年十一月十五日，本公司（代表其本身及其附屬公司）與T’Cement（代表其本身及其附屬公司）訂立一份採購協議，以於中國購入水泥及／或熟料。協議之期限由二零一三年一月一日起至二零一五年十二月三十一日止。交易之價格乃經參考現行市價而釐定，且不遜於本集團可自獨立第三方取得之價格。持續關連交易更詳盡之詳情載於本公司致股東之日期為二零一二年十一月十五日之公佈內。

Report of the Directors 董事會報告書

5. Receive of transportation and management services

On 15 November 2012, the Company, on behalf of itself and its subsidiaries, entered into a transportation and management service agreement with Ta-Ho Maritime Corporation, on behalf of itself and its subsidiaries, for the transportation of cement, clinker, coal and/or gypsum and for the transportation-related services provided. The agreement has a term commencing from 1 January 2013 to 31 December 2015. The price of the transaction was determined by reference to the prevailing open market prices of road transportation and shipping services. Details of the continuing connected transaction is set out in greater details in the circular to the Shareholders of the Company dated 6 December 2012.

6. Receive of maintenance service and one -off implementation service of a computer software system

On 30 December 2011, the Company, on behalf of itself and its subsidiaries, entered into a master agreement with TCC Information Systems Corporation ("TCC Info Systems"), on behalf of itself and its subsidiaries, a fellow subsidiaries of the Company, (i) for the provision of general management information system support, network and software consultation and hardware maintenance services, the payment agency services, the system virtualization and data disaster recovery services and other related services as may be agreed upon by the Company and TCC Info Systems from time to time for the operations of the Group's business; and (ii) for the one-off installation and/or integration of the information systems for the new production facilities and the newly acquired subsidiaries of the Group. The agreement has a term commencing from 1 January 2012 to 31 December 2014. The price of the transaction was determined between the parties with reference to the agreements signed. Details of the continuing connected transaction is set out in greater details in the announcement to the Shareholders of the Company dated 30 December 2011.

5. 收取運輸及管理服務

於二零一二年十一月十五日，本公司（代表其本身及其附屬公司）與達和航運公司（代表其本身及其附屬公司）訂立一份運輸及管理服務協議，以提供有關運輸水泥、熟料、煤炭及／或石膏及提供運輸相關服務。協議之期限自二零一三年一月一日起至二零一五年十二月三十一日止。交易之價格乃經參考公路運輸及船務服務之現行公開市價釐定。持續關連交易更詳盡之詳情載於本公司致股東之日期為二零一二年十二月六日之通函內。

6. 收取電腦軟件系統之維護服務及一次性導入服務

於二零一一年十二月三十日，本公司（代表其本身及其附屬公司）與本公司之同系附屬公司台泥資訊股份有限公司（「台泥資訊」，代表其本身及其附屬公司）(i)就為本集團之業務營運提供一般管理資訊系統支持、網絡及軟件諮詢及硬件維護服務、支付代理服務、系統虛擬化及數據緊急復原服務及本公司與台泥資訊可能不時協定之其他相關服務；及(ii)就一次性安裝及／或整合本集團之新生產設施及新收購之附屬公司之資訊系統而訂立一份主協議。協議之期限自二零一二年一月一日起至二零一四年十二月三十一日止。交易之價格乃由訂約方經參考已簽訂之協議而釐定。持續關連交易更詳盡之詳情載於本公司致股東之日期為二零一一年十二月三十日之公佈內。

Report of the Directors
董事會報告書

Pursuant to Rule 14A.37 of the Listing Rules, the independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable than those available to or from Independent Third Parties; and
- (iii) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.

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

- (i) the transactions have received the approval of the Board;
- (ii) the transactions were in accordance with the pricing policies of the Group if the transactions involve provision of goods or services by the Group;
- (iii) the transactions have been entered into in accordance with the relevant agreements governing the transactions; and
- (iv) the transactions have not exceeded the cap disclosed in previous announcements.

根據上市規則第14A.37條，獨立非執行董事已審閱上述持續關連交易並確認該等交易：

- (i) 於本集團之一般及日常業務過程中訂立；
- (ii) 按照一般商業條款訂立或（倘無足夠可比較之交易作判斷是否按一般商業條款訂立）不遜於給予或自獨立第三方獲得之條款訂立；及
- (iii) 根據有關交易之協議條款進行，而交易條款屬公平合理，並符合本公司股東之整體利益。

根據上市規則第14A.38條，本公司已聘用其核數師，遵照香港會計師公會頒佈之香港保證委聘準則第3000號「對過往財務資料進行審核或審閱以外之保證委聘」及參考實務附註第740號「關於香港上市規則所述持續關連交易的核數師函件」，就本集團持續關連交易作出報告。核數師已根據上市規則第14A.38條發出無保留意見函件，當中闡述其就持續關連交易之下列調查結果及結論：

- (i) 該等交易已獲董事會批准；
- (ii) 倘該等交易涉及由本集團提供物品或服務，則該等交易乃根據本集團之定價政策而進行；
- (iii) 該等交易已根據規管該等交易之有關協議訂立；及
- (iv) 該等交易並無超過先前公佈所披露之上限。

Report of the Directors 董事會報告書

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

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

THE OFFER

On 26 November 2013, the Company received a letter from TCC International Limited (the "Offeror") in relation to a pre-conditional voluntary cash offer to acquire all the issued ordinary shares and issued preference shares of the Company (other than those already held by the Offeror) and to cancel outstanding options and warrants of the Company (the "Proposed Offers") which Standard Chartered (Hong Kong) Limited will be making on behalf of the Offeror. Details of the Proposed Offers is set out in further details in the composite offer and response document dated 21 March 2014.

DISCLOSURES PURSUANT TO RULE 13.21 OF THE LISTING RULES

In accordance with the disclosure requirements of Rule 13.21 of the Listing Rules, the following disclosures are included in respect of the Company's loan agreements, which contain covenants requiring performance obligations of the controlling Shareholder of the Company.

Pursuant to a loan agreement and an amendment to loan agreement dated 30 July 2009 and 30 June 2010, respectively, between the Company and certain banks relating to a three-year term loan facility of HK\$750,000,000 and further extended for another two years, a loan agreement dated 3 September 2010 between the Company and certain banks relating to a three-year term loan facility of HK\$1,920,000,000, and a loan agreement dated 14 December 2011 between the Company and certain banks relating to a five-year term loan facility of US\$550,000,000, a termination event would arise if (i) T'Cement ceases to own legally and beneficially, at least 30% of the shares in the Company's capital or (ii) the Group fails to meet the financial covenants stipulated in the loan facility.

購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司概無於年內購買、出售或贖回本公司之任何上市證券。

要約

於二零一三年十一月二十六日，本公司接獲一份來自TCC International Limited（「要約人」）之函件，內容有關收購本公司之所有已發行普通股及已發行優先股（已由要約人持有者除外）以及註銷本公司尚未行使購股權及認股權證之具先決條件之自願現金要約（「建議要約」），而此將由渣打銀行（香港）有限公司代表要約人作出。建議要約之進一步詳情載於日期為二零一四年三月二十一日之綜合要約及回應文件內。

根據上市規則第13.21條之規定作出披露

根據上市規則第13.21條之披露規定，以下披露有關本公司簽訂之貸款協議，其中載有本公司控股股東須予履行之責任之條款。

根據本公司與若干銀行分別在二零零九年七月三十日及二零一零年六月三十日訂立有關750,000,000港元之三年期貸款融資及其後進一步再延期兩年之貸款協議及貸款協議修訂、本公司與若干銀行在二零一零年九月三日訂立有關1,920,000,000港元之三年期貸款融資之貸款協議，以及本公司與若干銀行在二零一一年十二月十四日訂立有關550,000,000美元之五年期貸款融資之貸款協議，如(i)T'Cement終止合法及實益擁有本公司股本中至少30%股份或(ii)本集團不能符合該等貸款融資所指定之財務契約，該等貸款協議將被視為發生終止事件。

Report of the Directors 董事會報告書

Pursuant to a loan agreement dated 27 December 2013 between the Company and a bank relating to a two-year loan facility of HK\$128,000,000, and a loan agreement dated 22 June 2011 and further extended for another two years between the Company and a bank relating to a three-year loan facility of US\$40,000,000, a termination event would arise if (i) T'Cement ceases to own legally and beneficially, at least 30% of the shares in the Company's capital or (ii) the Group fails to meet the financial covenants stipulated in the loan facility.

Pursuant to a loan agreement dated 8 May 2013 between the Company and a bank relating to a one-year loan facility of HK\$40,000,000, a loan agreement dated 23 July 2012 and further extended for one year between the Company and a bank relating to a one-year loan facility of HK\$40,000,000, and a loan agreement dated 17 June 2013 between the Company and a bank relating to a one-year loan facility of US\$15,000,000, a termination event would arise if T'Cement ceases to own legally and beneficially, at least 30% of the shares in the Company's capital.

CORPORATE GOVERNANCE

Principal corporate governance practices as adopted by the Company are set out in the Corporate Governance Report on pages 40 to 53.

EMOLUMENT POLICY

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

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

根據本公司與一間銀行在二零一三年十二月二十七日訂立有關128,000,000港元之兩年期貸款融資之貸款協議及本公司與一間銀行在二零一一年六月二十二日訂立有關40,000,000美元之三年期貸款融資及其後進一步再延期兩年之貸款協議，如(i)T'Cement終止合法及實益擁有本公司股本中至少30%股份或(ii)本集團不能符合該等貸款融資所指定之財務契約，該等貸款協議將被視為發生終止事件。

根據本公司與一間銀行在二零一三年五月八日訂立有關40,000,000港元之一年期貸款融資之貸款協議，本公司與一間銀行在二零一二年七月二十三日訂立有關40,000,000港元之一年期貸款融資及其後進一步延期一年之貸款協議及本公司與一間銀行在二零一三年六月十七日訂立有關15,000,000美元之一年期貸款融資之貸款協議，如T'Cement終止合法及實益擁有本公司股本中至少30%股份，該等貸款協議將被視為發生終止事件。

企業管治

本公司採納之主要企業管治常規載於第40至53頁之企業管治報告內。

酬金政策

本集團之僱員酬金政策由薪酬委員會按僱員之表現、資格及能力而訂立。

董事酬金由薪酬委員會參照本公司之經營業績、個別表現及可供比較之市場統計數字釐定。

Report of the Directors 董事會報告書

AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

Details of the Company's Audit Committee, Remuneration Committee and Nomination Committee are set out in the Corporate Governance Report on pages 40 to 53.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules throughout the year ended 31 December 2013.

FINANCIAL SUMMARY

A summary of the Group's results and its assets and liabilities for the past five years is set out on page 216.

AUDITOR

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

By order of the Board

KOO, Cheng-Yun, Leslie
CHAIRMAN

Hong Kong
5 March 2014

審核委員會、薪酬委員會及提名委員會

本公司之審核委員會、薪酬委員會及提名委員會詳情載於第40至53頁之企業管治報告內。

足夠公眾持股量

根據本公司所得之公開資料，並就董事所知，於截至二零一三年十二月三十一日止整個年度內，本公司符合上市規則之足夠公眾持股量規定，即本公司已發行股份不少於25%須由公眾持有。

財務摘要

本集團過往五年之業績、資產及負債摘要載於第216頁。

核數師

本公司將於即將召開之股東週年大會上提呈續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

承董事會命

主席
辜成允

香港
二零一四年三月五日

Independent Auditor's Report 獨立核數師報告書

Deloitte. 德勤

TO THE MEMBERS OF TCC INTERNATIONAL HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of TCC International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 74 to 215, which comprise the consolidated statement of financial position as at 31 December 2013, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

致台泥國際集團有限公司各股東

(於開曼群島註冊成立之有限公司)

吾等已審核列載於第74至215頁台泥國際集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。綜合財務報表包括於二零一三年十二月三十一日之綜合財務狀況表，以及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表連同主要會計政策摘要及其他解釋資料。

董事就綜合財務報表之責任

貴公司之董事須根據由香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實與公平之綜合財務報表，並負責採取董事認為必要之有關內部監控，以使該等綜合財務報表不存在重大失實陳述(不論是因欺詐或錯誤導致)。

Independent Auditor's Report 獨立核數師報告書

AUDITOR'S RESPONSIBILITY

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

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

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

核數師之責任

吾等之責任是根據吾等之審核，對該等綜合財務報表提出意見，並根據吾等協定之委聘條款，僅向全體股東報告本行之意見，除此以外，本報告不可用作其他用途。吾等概不就本報告內容向任何其他人士承擔或負上任何責任。吾等乃根據香港會計師公會頒佈之香港審計準則進行審核工作。該等準則要求吾等遵守道德規範，並策劃及執行審核，以合理確定該等綜合財務報表是否不存在任何重大錯誤陳述。

審核涉及執行程序以取得與該等綜合財務報表所載數額及披露事項有關之審核憑證。所選用之程序由核數師作判斷，包括評估由於欺詐或錯誤而導致該等綜合財務報表存有重大錯誤陳述之風險。當核數師作出該等風險評估時，會考慮與該實體編製真實與公平之綜合財務報表相關之內部監控，以設計適合當時情況之審核程序，但並非就實體之內部控制之成效發表意見。審核亦包括評價董事所採用之會計政策是否合適，及所作出之會計估計是否合理，以及評價綜合財務報表之整體呈列方式。

吾等相信吾等已得到足夠及適當之審核憑證以作為提供該審核意見之基礎。

Independent Auditor's Report
獨立核數師報告書

OPINION

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

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
5 March 2014

意見

吾等認為，該等綜合財務報表已根據香港財務報告準則真實與公平地反映 貴集團於二零一三年十二月三十一日之財務狀況及 貴集團於截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露規定妥為編製。

德勤•關黃陳方會計師行
執業會計師
香港
二零一四年三月五日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

		NOTES	2013	2012
		附註	二零一三年	二零一二年
			HK\$'000	HK\$'000
			千港元	千港元
Revenue	收益	6	12,970,794	11,304,232
Cost of sales	銷售成本		(9,406,920)	(9,199,250)
Gross profit	毛利		3,563,874	2,104,982
Investment income	投資收入	7	38,977	26,185
Other income, gains and losses	其他收入、收益及虧損	8	223,463	283,006
Selling and distribution expenses	銷售及分銷開支		(638,985)	(599,358)
General and administrative expenses	一般及行政開支		(771,726)	(717,651)
Finance costs	融資成本	9	(316,638)	(485,325)
			2,098,965	611,839
Share of profits of associates	應佔聯營公司之溢利		91,612	154,910
Share of losses of joint ventures	應佔合營公司之虧損		(261)	–
Profit before tax	除稅前溢利	10	2,190,316	766,749
Income tax expense	所得稅支出	12	(475,675)	(152,141)
Profit for the year	本年度溢利		1,714,641	614,608
Other comprehensive income, net of income tax	其他全面收益，扣除所得稅			
Items that will not be reclassified to profit or loss:	不會重新分類至損益之項目：			
Exchange differences arising on translation to presentation currency	換算為呈列貨幣產生之匯兌差額		673,028	137,705
Gain on revaluation of property	重估物業收益		2,770	7,434
Income tax relating to revaluation of property	有關重估物業之所得稅		(356)	1,293
Share of other comprehensive (expense) income of associates	應佔聯營公司之其他全面(開支)收益		(477)	12,301
Other comprehensive income for the year, net of income tax	本年度其他全面收益，扣除所得稅		674,965	158,733
Total comprehensive income for the year	本年度全面收益總額		2,389,606	773,341

Consolidated Statement of Profit or Loss and Other Comprehensive Income
綜合損益及其他全面收益表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

		NOTES 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit for the year attributable to:				
	應佔本年度溢利：			
Owners of the Company	本公司擁有人		1,674,569	610,000
Non-controlling interests	非控股權益		40,072	4,608
			1,714,641	614,608
Total comprehensive income attributable to:				
	應佔全面收益總額：			
Owners of the Company	本公司擁有人		2,336,008	765,636
Non-controlling interests	非控股權益		53,598	7,705
			2,389,606	773,341
Earnings per share			2013 二零一三年	2012 二零一二年
	每股盈利	14		
- Basic	— 基本		HK43.5 cents港仙	HK14.8 cents港仙
- Diluted	— 攤薄		HK43.5 cents港仙	HK14.8 cents港仙

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2013 於二零一三年十二月三十一日

		NOTES 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	17,045,737	16,193,824
Prepaid lease payments	預付租賃款項	16	1,882,811	1,817,385
Intangible assets	無形資產	17	3,179,788	2,898,405
Mining rights	採礦權	19	441,630	401,163
Interests in associates	聯營公司權益	20	1,711,627	1,537,007
Interests in joint ventures	合營公司權益	21	12,800	21,700
Other financial assets	其他金融資產	22	105,798	88,203
Deposits paid for acquisition of property, plant and equipment and other assets	就收購物業、廠房及設備及其他資產支付之訂金		312,376	291,637
Deposits paid for acquisition of subsidiaries	就收購附屬公司支付之訂金		–	74,400
Available-for-sale investments	可供出售投資	23	45,193	614,167
Amounts due from investee companies	應收被投資公司款項	24	–	144,075
Pledged bank deposits	已抵押銀行存款	25	10,217	4,578
Deferred tax assets	遞延稅項資產	26	39,547	866
			24,787,524	24,087,410
Current assets	流動資產			
Inventories	存貨	27	1,285,513	1,198,413
Prepaid lease payments	預付租賃款項	16	51,998	49,365
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	28	1,422,821	1,920,626
Trade receivables	應收貿易賬款	29	4,025,362	2,380,070
Tax recoverables	可收回稅項		6,830	19,013
Available-for-sale investments	可供出售投資	23	–	599,361
Held-for-trading investments	持作交易用途之投資	30	49,287	49,137
Pledged bank deposits	已抵押銀行存款	25	10,436	175,990
Time deposits	定期存款	25	–	18,600
Cash and bank balances	現金及銀行結餘	25	3,066,954	2,876,778
Assets classified as held for sale	分類為持作出售之資產	31	9,919,201	9,287,353
			–	40,096
			9,919,201	9,327,449
Current liabilities	流動負債			
Trade payables	應付貿易賬款	32	1,274,580	971,208
Other payables and accrued liabilities	其他應付款項及應計負債	33	1,756,492	1,603,697
Tax payables	應付稅項		230,044	49,810
Bank loans	銀行貸款	34	5,752,612	4,924,279
Amount due to a non-controlling shareholder	應付一位非控股股東款項	35	–	13,730
			9,013,728	7,562,724
Net current assets	流動資產淨值		905,473	1,764,725
Total assets less current liabilities	總資產減流動負債		25,692,997	25,852,135

Consolidated Statement of Financial Position
綜合財務狀況表

At 31 December 2013 於二零一三年十二月三十一日

		NOTES 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Bank loans	銀行貸款	34	7,000,118	9,368,812
Amount due to immediate holding company	應付直屬控股公司款項	36	635,500	325,500
Long term payable	長期應付款項		–	11,755
Derivative financial instruments – warrants	衍生金融工具 – 認股權證	37	5,780	6,669
Deferred tax liabilities	遞延稅項負債	26	365,298	354,812
			8,006,696	10,067,548
			17,686,301	15,784,587
Capital and reserves	股本及儲備			
Share capital – ordinary shares	股本 – 普通股	39	329,565	329,565
Share capital – non-redeemable convertible preference shares	股本 – 不可贖回可轉換優先股	40	49,433	49,433
Reserves	儲備		17,026,069	15,034,362
Equity attributable to owners of the Company	本公司擁有人應佔權益		17,405,067	15,413,360
Non-controlling interests	非控股權益		281,234	371,227
			17,686,301	15,784,587

The consolidated financial statements on pages 74 to 215 were approved and authorised for issue by the board of Directors on 5 March 2014 and are signed on its behalf by:

第74至215頁之綜合財務報表已於二零一四年三月五日獲董事會批准及授權發表，並由以下人士代為簽署：

KOO, CHENG-YUN, LESLIE

辜成允

CHAIRMAN

主席

WU YIH CHIN

吳義欽

MANAGING DIRECTOR

董事總經理

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔													
		Share capital - ordinary shares 股本 千港元	Share capital - convertible preference shares 一可轉換 優先股 千港元	Share premium 股份溢價 千港元	Share option reserve 購股權儲備 千港元	Contributed surplus 繳入盈餘 千港元 (附註42)	Capital redemption reserve 資本贖回儲備 千港元	Land and building revaluation reserve 土地及樓宇 重估儲備 千港元	Exchange fluctuation reserve 外匯 浮動儲備 千港元	Statutory reserve fund 法定 儲備基金 千港元 (附註42)	Other reserve 其他儲備 千港元	Retained earnings 保留盈利 千港元	Total 總計 千港元	Non-controlling interests 非控股權益 千港元	Total equity 權益總額 千港元
At 1 January 2012	於二零一二年一月一日	329,564	49,434	10,548,093	15,975	209,263	5,130	49,110	1,335,718	110,097	729	2,290,840	14,943,953	354,854	15,297,807
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	-	610,000	610,000	4,608	614,608
Exchange differences arising on translation to presentation currency	換算為呈列貨幣產生之匯兌差額	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Gain on revaluation of property	重估物業收益	-	-	-	-	-	-	134,038	-	-	-	-	134,038	3,097	137,705
Income tax relating to revaluation of property	有關重估物業之所得稅	-	-	-	-	-	-	7,434	-	-	-	-	7,434	-	7,434
Share of other comprehensive income of associates	應佔聯營公司之其他全面收益	-	-	-	-	-	-	1,293	-	-	-	-	1,293	-	1,293
Total comprehensive income for the year, net of tax	本年度全面收益總額，扣除稅項	-	-	-	-	-	-	8,727	144,462	-	2,457	610,000	765,636	7,705	773,341
Capital contributed by a non-controlling shareholder of a subsidiary	一間附屬公司之非控股股東出資	-	-	-	-	-	-	-	-	-	-	-	-	8,160	8,160
Conversion of convertible preference shares	轉換可轉換優先股	1	(1)	-	-	-	-	-	-	-	-	-	-	-	-
Recognition of equity settled share-based payment	確認以股本結算以股份支付款項	-	-	-	13,363	-	-	-	-	-	-	-	13,363	-	13,363
Transaction costs attributable to issue of ordinary shares	發行普通股應佔交易成本	-	-	-	-	-	-	-	-	-	-	-	(122)	-	(122)
Payment of dividends	支付股息	-	-	(122)	-	-	-	-	-	-	-	(284,246)	(284,246)	-	(284,246)
Preferred distribution to convertible preference shareholders	優先分派予可轉換優先股股東	-	-	-	-	-	-	-	-	-	(24,222)	(24,222)	-	-	(24,222)
Dividends paid to non-controlling shareholders	派付非控股股東股息	-	-	-	-	-	-	-	-	-	-	-	-	(21,200)	(21,200)
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	-	-	-	21,708	21,708
Transfer to statutory reserve fund	轉撥至法定儲備基金	-	-	-	-	-	-	-	-	53,266	(53,266)	-	-	-	-
At 31 December 2012	於二零一二年十二月三十一日	329,565	49,433	10,547,971	29,338	209,263	5,130	57,837	1,480,170	163,363	3,186	2,539,104	15,413,360	371,227	15,784,587
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	-	1,674,559	1,674,559	40,072	1,714,641
Exchange differences arising on translation to presentation currency	換算為呈列貨幣產生之匯兌差額	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Gain on revaluation of property	重估物業收益	-	-	-	-	-	-	2,770	659,502	-	-	-	659,502	13,526	673,028
Income tax relating to revaluation of property	有關重估物業之所得稅	-	-	-	-	-	-	(356)	-	-	-	-	2,770	-	2,770
Share of other comprehensive income (expense) of associates	應佔聯營公司之其他全面 收益(開支)	-	-	-	-	-	-	621	-	(1,038)	-	(356)	(477)	-	(356)
Total comprehensive income (expense) for the year, net of tax	本年度全面收益(開支)總額， 扣除稅項	-	-	-	-	-	-	2,414	660,123	(1,036)	1,674,559	2,336,008	53,598	2,389,606	
Recognition of equity settled share-based payment	確認以股本結算以股份支付款項	-	-	-	5,465	-	-	-	-	-	-	-	5,465	-	5,465
Payment of dividends	支付股息	-	-	-	-	-	-	-	-	-	(231,188)	(231,188)	-	(231,188)	
Preferred distribution to convertible preference shareholders	優先分派予可轉換優先股股東	-	-	-	-	-	-	-	-	-	(24,256)	(24,256)	-	(24,256)	
Dividends paid to non-controlling shareholders	派付非控股股東股息	-	-	-	-	-	-	-	-	-	-	-	-	(12,150)	(12,150)
Acquisition of additional interests in subsidiaries	收購附屬公司之額外權益	-	-	-	-	-	-	11,963	-	(106,265)	-	(94,322)	(94,322)	(178,764)	(273,086)
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	-	-	-	47,323	47,323
Transfer to statutory reserve fund	轉撥至法定儲備基金	-	-	-	-	-	-	-	-	13,928	(13,928)	-	-	-	-
At 31 December 2013	於二零一三年十二月三十一日	329,565	49,433	10,547,971	34,803	209,263	5,130	60,251	2,152,256	177,291	(104,197)	3,944,301	17,405,067	281,234	17,686,301

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cash flows from operating activities	經營活動之現金流量		
Profit before tax	除稅前溢利	2,190,316	766,749
Adjustments for:	經以下調整：		
Interest expenses	利息開支	316,638	485,325
Interest income	利息收入	(38,545)	(25,599)
Dividend income from listed equity investments	上市股本投資股息收入	(432)	(586)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,060,216	1,003,290
Amortisation of prepaid lease payments	預付租賃款項攤銷	57,456	49,542
Amortisation of intangible assets	無形資產攤銷	11,263	21,790
Amortisation of mining rights	採礦權攤銷	30,713	24,004
Allowance for doubtful debts of trade receivables	應收貿易賬款之呆壞賬撥備	7,514	-
Equity settled share-based payment expenses	以股本結算以股份支付開支	5,465	13,363
Impairment losses of available-for-sale investments	可供出售投資減值虧損	13,072	-
Impairment losses of property, plant and equipment	物業、廠房及設備之減值虧損	58,819	-
Impairment losses recognised in respect of loan and other receivables	有關應收貸款及其他應收款項之已確認減值虧損	103,517	-
Written off of deposits paid for acquisition of property, plant and equipment	撇銷就收購物業、廠房及設備支付之訂金	38,005	-
Written off of intangible assets	撇銷無形資產	-	8
Written off/loss on disposal of property, plant and equipment	撇銷/出售物業、廠房及設備之虧損	2,901	10,541
Change in fair value of derivative financial instruments – warrants	衍生金融工具－認股權證之公平值變動	(889)	(13,680)
Gain on disposal of assets held for sale	出售持作出售資產之收益	(69,291)	-
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	(136,051)	-
Gain on disposal of a joint venture	出售一間合營公司之收益	-	(116,576)
Share of profits of associates	應佔聯營公司之溢利	(91,612)	(154,910)
Share of losses of joint ventures	應佔合營公司之虧損	261	-
Written off of amount due to a non-controlling shareholder	撇銷應付一位非控股股東款項	(13,730)	(53,362)
Exchange adjustments	匯兌調整	(25,266)	20,387
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	3,520,340	2,030,286
(Increase) decrease in inventories	存貨(增加)減少	(65,973)	309,977
(Increase) decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項(增加)減少	(58,697)	80,351
Increase in trade receivables	應收貿易賬款增加	(1,634,351)	(131,979)
(Increase) decrease in held-for-trading investments	持作交易用途之投資(增加)減少	(150)	35,749
Increase (decrease) in trade payables	應付貿易賬款增加(減少)	254,986	(305,686)
Increase in other payables and accrued liabilities	其他應付款項及應計負債增加	156,832	241,456

Consolidated Statement of Cash Flows**綜合現金流量表**

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
	NOTES 附註		
Cash generated from operations	經營所得現金	2,172,987	2,260,154
Income taxes paid	已付所得稅	(300,707)	(221,478)
Withholding tax paid on dividends/interest received from associates/subsidiaries	就收取聯營公司／附屬公司股息／利息所付之預扣稅	(14,762)	(2,347)
Net cash generated from operating activities	經營活動所得之現金淨額	1,857,518	2,036,329
Cash flows from investing activities	投資活動之現金流量		
Interest received	已收利息	43,938	20,555
Dividends received from associates	已收聯營公司股息	246,143	20,970
Dividends received from listed equity investments	已收上市股本投資股息	432	586
Purchase of property, plant and equipment	購買物業、廠房及設備	(616,963)	(1,049,116)
Payment for prepaid lease payments	支付預付租賃款項	(33,103)	(105,423)
Purchase of intangible assets	購買無形資產	(19,116)	(6,508)
Purchase of mining rights	購買採礦權	(61,961)	(18,472)
Payment for acquisition of associates	支付收購聯營公司款項	(14,497)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	534	3,025
Proceeds from disposal of available-for-sale investments	出售可供出售投資之所得款項	807,311	-
Proceeds from disposal of a joint venture	出售一間合營公司之所得款項	-	116,576
Proceeds from disposal of assets held for sale	出售持作出售資產之所得款項	54,194	-
Deposits received for assets held for sale	持作出售資產之已收訂金	-	51,767
Capital injections in joint ventures	合營公司之資本注入	-	(21,700)
Capital injections in an associate	一間聯營公司之資本注入	(35,835)	-
Advance to an associate	墊支一間聯營公司	(57,696)	(685)
Advance to joint ventures	墊支合營公司	(3,463)	(9,920)
Advance to investee companies	墊支被投資公司	(483,854)	(24,000)
Advance to loan receivables	墊支應收貸款	(19,103)	(37,799)
Repayment of loan receivables	償還應收貸款	298,825	9,840
Repayment of advance to an associate	一間聯營公司償還墊款	82,600	-
Placement of pledged bank deposits	存置已抵押銀行存款	(8,135)	(113,523)
Withdrawal of pledged bank deposits	提取已抵押銀行存款	171,208	68,758
Withdrawal of time deposits	提取定期存款	18,600	9,690
Net cash outflows from acquisition of Scitus Cement as defined in Note 23	收購賽德水泥(定義見附註23)之現金流出淨額	-	(1,276,530)
Net cash inflows (outflows) from acquisition of subsidiaries	收購附屬公司之現金流入(流出)淨額	29,154	(67,435)
Net cash generated from (used in) investing activities	投資活動所得(所用)之現金淨額	399,213	(2,429,344)

Consolidated Statement of Cash Flows
綜合現金流量表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cash flows from financing activities	融資活動之現金流量		
Interest paid	已付利息	(315,657)	(496,486)
New bank loans raised	新增銀行貸款	2,885,756	4,307,643
Capital contributed by a non-controlling shareholder of a subsidiary	一間附屬公司之一位非控股股東出資	-	8,160
Repayment of bank loans	償還銀行貸款	(4,492,334)	(3,254,234)
Repayment to a non-controlling shareholder	向非控股股東還款	-	(7,001)
Repayment to immediate holding company	向直屬控股公司還款	(325,500)	(933,600)
Advance from immediate holding company	直屬控股公司墊款	635,500	325,500
Payment for transaction costs attributable to issue of ordinary shares/convertible preference shares	支付發行普通股／可轉換優先股應佔之交易成本	-	(122)
Dividends paid to owners of the Company	已付本公司擁有人股息	(231,188)	(284,248)
Dividends paid to non-controlling shareholders	已付非控股股東股息	(12,150)	(21,200)
Preferred distribution paid to convertible preference shareholders	已付可轉換優先股股東優先分派	(24,222)	(12,111)
Payment for acquisition of additional interests in subsidiaries	支付收購於附屬公司之額外權益款項	(246,737)	-
Net cash used in financing activities	融資活動所用之現金淨額	(2,126,532)	(367,699)
Net increase (decrease) in cash and cash equivalents for the year	年內現金及現金等值增加(減少)淨額	130,199	(760,714)
Cash and cash equivalents at beginning of year	年初之現金及現金等值	2,876,778	3,620,077
Effect of foreign exchange rate changes	外匯匯率變動之影響	59,977	17,415
Cash and cash equivalents at end of year, represented by Cash and bank balances	年末之現金及現金等值，即現金及銀行結餘	3,066,954	2,876,778

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

1. GENERAL INFORMATION

The Company is a public limited company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activities of the Company and its subsidiaries (the “Group”) consist of the import and distribution of cement in Hong Kong and the manufacture and distribution of cement, clinker and slag powder in other areas of the People’s Republic of China (the “PRC”). Through its associates, the Group is also engaged in the production and distribution of ready-mixed concrete in Hong Kong. There were no significant changes in the nature of the Group’s principal activities during the year.

The addresses of the registered office and principal place of business of the Company are disclosed in the “Corporate Information and Key Dates” section to the Annual Report.

The parent company of the Company is TCC International Limited (incorporated in the British Virgin Islands and a wholly-owned subsidiary of Taiwan Cement Corporation). In the opinion of the directors of the Company (the “Directors”), Taiwan Cement Corporation (“T’Cement”), a company incorporated and whose shares are listed in Taiwan, is the Company’s ultimate holding company.

The functional currency of the Company and its major subsidiaries and associates is Renminbi (“RMB”). However, the consolidated financial statements of the Group are presented in Hong Kong Dollars as the Directors consider this presentation is more useful for its current and potential investors.

1. 一般資料

本公司為一家於開曼群島註冊成立之公眾有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。

本公司及其附屬公司（「本集團」）之主要業務包括在香港經營水泥進口及分銷業務及在中華人民共和國（「中國」）其他地區經營水泥、熟料及礦渣粉製造及分銷業務。本集團亦透過其聯營公司在香港從事生產及分銷預拌混凝土。年內本集團主要業務性質概無重大變動。

本公司之註冊辦事處及主要營業地點已於本年報「公司資料及重要日期」一節披露。

本公司之母公司為TCC International Limited（於英屬處女群島註冊成立並為台灣水泥股份有限公司之全資附屬公司）。本公司之董事（「董事」）認為，在台灣註冊成立及其股份在台灣上市之台灣水泥股份有限公司（「T’Cement」）為本公司之最終控股公司。

本公司及其主要附屬公司及聯營公司之功能貨幣為人民幣（「人民幣」）。然而本集團之綜合財務報表以港元呈列，是因為董事認為此等呈列對現有及潛在之投資者更為適用。

Notes to the Consolidated Financial Statements
綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

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

Application of new and revised HKFRSs

In the current year, the Group has applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

Amendments to HKAS 1	Presentation of items of other comprehensive income
Amendments to HKAS 36	Recoverable amount disclosures for non-financial assets
Amendments to HKFRSs	Annual improvements to HKFRSs 2009 – 2011 cycle
Amendments to HKFRS 7	Disclosures – Offsetting financial assets and financial liabilities
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated financial statements, joint arrangements and disclosure of interests in other entities: Transition guidance
HKAS 19 (as revised in 2011)	Employee benefits
HKAS 27 (as revised in 2011)	Separate financial statements
HKAS 28 (as revised in 2011)	Investments in associates and joint ventures
HKFRS 10	Consolidated financial statements
HKFRS 11	Joint arrangements

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

應用新訂及經修訂香港財務報告準則

於本年度，本集團已應用由香港會計師公會（「香港會計師公會」）頒佈之以下新訂及經修訂香港財務報告準則。

香港會計準則第1號（修訂本）	呈列其他全面收益項目
香港會計準則第36號（修訂本）	非金融資產之可收回金額披露
香港財務報告準則（修訂本）	香港財務報告準則二零零九年至二零一一年週期的年度改進
香港財務報告準則第7號（修訂本）	披露－抵銷金融資產及金融負債
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號（修訂本）	綜合財務報表、共同安排及披露於其他實體的權益：過渡性指引
香港會計準則第19號（於二零一一年經修訂）	僱員福利
香港會計準則第27號（於二零一一年經修訂）	獨立財務報表
香港會計準則第28號（於二零一一年經修訂）	於聯營公司及合營公司之投資
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	共同安排

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Application of new and revised HKFRSs (Continued)

HKFRS 12	Disclosure of interests in other entities
HKFRS 13	Fair value measurement
HK(IFRIC) – INT 20	Stripping costs in the production phase of a surface mine

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

In the current year, the Group has applied for the first time the package of five standards on consolidation, joint arrangements, associates and disclosures comprising HKFRS 10 “Consolidated financial statements”, HKFRS 11 “Joint arrangements”, HKFRS 12 “Disclosure of interests in other entities”, HKAS 27 (as revised in 2011) “Separate financial statements” and HKAS 28 (as revised in 2011) “Investments in associates and joint ventures”, together with the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 regarding transitional guidance.

HKAS 27 (as revised in 2011) is not applicable to the Group as it deals only with separate financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

應用新訂及經修訂香港財務報告準則（續）

香港財務報告準則 第12號	披露於其他實體的 權益
香港財務報告準則 第13號	公平值計量
香港（國際財務報告 詮釋委員會） — 詮釋第20號	露天採礦場生產階段 之剝採成本

有關綜合、共同安排、聯營公司及披露之新訂及經修訂準則

於本年度，本集團已首次應用有關綜合、共同安排、聯營公司及披露之五項準則組合，包括香港財務報告準則第10號「綜合財務報表」、香港財務報告準則第11號「共同安排」、香港財務報告準則第12號「披露於其他實體的權益」、香港會計準則第27號（於二零一一年經修訂）「獨立財務報表」及香港會計準則第28號（於二零一一年經修訂）「於聯營公司及合營公司之投資」，連同關於過渡性指引之香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂。

香港會計準則第27號（於二零一一年經修訂）並不適用於本集團，原因為其僅處理獨立財務報表。

Notes to the Consolidated Financial Statements
綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised Standards on consolidation, joint arrangements, associates and disclosures (Continued)

HKFRS 10 replaces the parts of HKAS 27 “Consolidated and separate financial statements” that deal with consolidated financial statements and HK(SIC)-INT 12 “Consolidation – Special purpose entities”. HKFRS 10 changes the definition of control such that an investor has control over an investee when (a) it has power over the investee, (b) it is exposed, or has rights, to variable returns from its involvement with the investee and (c) has the ability to use its power to affect its returns. All three of these criteria must be met for an investor to have control over an investee. Previously, control was defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Additional guidance has been included in HKFRS 10 to explain when an investor has control over an investee.

The Directors has made an assessment as at the date of initial application of these standards (i.e. 1 January 2013) and concluded that the Group exercised control over its non-wholly owned subsidiary and its investments in joint arrangements are classified as joint ventures. As a result, the Directors adopt these new and revised Standards on consolidation, joint arrangements, associates in its accounting policy and concluded that these standards had no material effect on the consolidated financial statements of the Group for the current or prior accounting period except that the application of HKFRS 12 will result in disclosures in the consolidated financial statements as set out in Notes 20, 21 and 51.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

有關綜合、共同安排、聯營公司及披露之新訂及經修訂準則（續）

香港財務報告準則第10號取代有關編製綜合財務報表的香港會計準則第27號「綜合及獨立財務報表」之部份以及香港（常設詮釋委員會）一詮釋第12號「綜合—特殊目的實體」的規定。香港財務報告準則第10號更改控制權的定義，即倘投資者(a)可對被投資方行使權力；(b)因參與被投資方業務而承擔浮動回報的風險或享有權利；及(c)有能力使用其權力影響其回報，則對被投資方具有控制權。投資者必須符合上述所有三項標準，方對被投資方具有控制權。過往，控制權被界定為有權力規管實體之財務及經營政策，以自其經營活動中獲取利益。香港財務報告準則第10號已加入額外指引，以解釋投資者於何時對被投資方具有控制權。

董事已於初步應用該等準則日期（即二零一三年一月一日）作出評估並得出結論，本集團可對其非全資附屬公司行使控制權，而其於共同安排之投資獲分類為合營公司。因此，董事於其會計政策中採納有關綜合賬目、共同安排、聯營公司之該等新訂及經修訂準則，並得出結論，該等準則對本集團於本會計期間或上一會計期間之綜合財務報表概無重大影響，惟應用香港財務報告準則第12號將導致須於綜合財務報表作出披露，詳情載於附註20、21及51。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Amendments to HKAS 1 “Presentation of items of other comprehensive income”

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

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第1號（修訂本）「呈列其他全面收益項目」

香港會計準則第1號（修訂本）引入全面收益表及收益表之新術語。於應用香港會計準則第1號（修訂本）後，本集團之「全面收益表」更名為「損益及其他全面收益表」。香港會計準則第1號（修訂本）保留可以單一報表或以兩個分開但連續的報表呈列損益及其他全面收益之選擇。然而，香港會計準則第1號（修訂本）要求在其他全面收益一節內作出額外披露，將其他全面收益項目分為兩類：(a)其後將不會重新分類至損益的項目；及(b)於符合特定條件後可重新分類至損益的項目。其他全面收益項目之所得稅須按相同基準分配，惟有關修訂不會影響呈列其他全面收益項目（無論為除稅前項目或除稅後項目）之現有選擇。該等修訂已追溯應用，因此，其他全面收益項目之呈列方式已作出修改，以反映有關變動。除上述呈列方式變動外，應用香港會計準則第1號（修訂本）對損益、其他全面收益及全面收益總額並無任何影響。

Notes to the Consolidated Financial Statements
綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 13 “Fair value measurement”

The Group has applied HKFRS 13 for the first time in the current year. HKFRS 13 establishes a single source of guidance for, and disclosures about, fair value measurements, and replaces those requirements previously included in various HKFRSs. The scope of HKFRS 13 is broad, and applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, subject to a few exceptions. HKFRS 13 contains a new definition for ‘fair value’ and defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

In accordance with the transitional provisions of HKFRS 13, the Group has applied the new fair value measurement and disclosure requirements prospectively. Other than the additional disclosures, the application of HKFRS 13 has not had any material impact on the amounts recognised in the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第13號「公平值計量」

於本年度，本集團已首次應用香港財務報告準則第13號。香港財務報告準則第13號設立公平值計量之單一指引及其有關披露，並取代先前各項香港財務報告準則所載之該等規定。香港財務報告準則第13號之範圍廣泛，其應用於其他香港財務報告準則規定或允許公平值計量及有關公平值計量披露之金融工具項目及非金融工具項目，惟若干例外情況除外。香港財務報告準則第13號載有「公平值」之新定義，其將公平值界定為在現時市況下於計量日期在一個主要（或最有利的）市場按有秩交易出售一項資產將收取之價格或轉讓負債時將支付之價格。根據香港財務報告準則第13號，不論該價格是否直接可觀察或使用另一項估值技術作出估計，公平值為平倉價格。非金融資產之公平值之計量會考慮市場參與者透過最大限度及最好地使用該資產或透過將其出售予將最大限度及最好地使用該資產之另一市場參與者從而獲取經濟利益之能力。

根據香港財務報告準則第13號之過渡條文，本集團已預期應用新公平值計量及披露規定。除其他披露外，應用香港財務報告準則第13號並無對綜合財務報表內所確認之金額造成任何重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Amendments to HKAS 36 “Recoverable amount disclosures for non-financial assets”

The Group has early applied amendments to HKAS 36 “Recoverable amount disclosures for non-financial assets” in advance to its effective date (i.e. 1 January 2014). The amendments to HKAS 36 remove the requirement to disclose the recoverable amount of a cash-generating unit (“CGU”) to which goodwill or other intangible assets with indefinite useful lives had been allocated when there has been no impairment or reversal of impairment of the related CGU. Furthermore, the amendments introduce additional disclosure requirements regarding the fair value hierarchy, key assumptions and valuation techniques used when the recoverable amount of an asset or CGU was determined based on its fair value less costs of disposal. Accordingly, the Group has not disclosed the recoverable amounts of the Group’s CGUs to which goodwill had been allocated. There is no other impact to the consolidated financial statements of the Group.

Except described above, the application of these new and revised HKFRSs has had no material effect on the consolidated financial statements of the Group for the current or prior accounting period.

The Group has not early applied other new or revised HKFRSs that have been issued but are not yet effective for the current accounting period.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第36號（修訂本）「非金融資產之可收回金額披露」

本集團已於其生效日期（即二零一四年一月一日）前提早應用香港會計準則第36號（修訂本）「非金融資產之可收回金額披露」。香港會計準則第36號（修訂本）剔除在已獲分配商譽或其他擁有無限可使用年期之無形資產之現金產生單位（「現金產生單位」）並無出現減值或減值撥回時，披露相關現金產生單位之可收回金額之規定。此外，該等修訂引入有關在根據其公平值減出售成本釐定資產或現金產生單位之可收回金額時所使用之公平值等級架構、主要假設及估值技術之額外披露規定。因此，本集團並無披露獲分配商譽之本集團之現金產生單位之可收回金額，對本集團之綜合財務報表概無其他影響。

除上文所述者外，應用該等新訂及經修訂香港財務報告準則對本集團於本會計期間或上一會計期間之綜合財務報表概無重大影響。

本集團並無提早應用於本會計期間已頒佈但仍未生效之其他新訂或經修訂香港財務報告準則。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs issued but not yet effective

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

Amendments to HKFRSs	Annual improvements to HKFRSs 2010-2012 cycle ¹
Amendments to HKFRSs	Annual improvements to HKFRSs 2011-2013 cycle ²
Amendments to HKFRS 9 and HKFRS 7	Mandatory effective date of HKFRS 9 and transition disclosures ³
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment entities ⁴
HKFRS 9	Financial instruments ³
Amendments to HKAS 19	Defined benefit plans: Employee contributions ²
Amendments to HKAS 32	Offsetting financial assets and financial liabilities ⁴
Amendments to HKAS 39	Novation of derivatives and continuation of hedge accounting ⁴
HK(IFRIC) – INT 21	Levies ⁴

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則（修訂本）	香港財務報告準則二零一零年至二零一二年週期的年度改進 ¹
香港財務報告準則（修訂本）	香港財務報告準則二零一一年至二零一三年週期的年度改進 ²
香港財務報告準則第9號及香港財務報告準則第7號（修訂本）	香港財務報告準則第9號的強制生效日期及過渡披露 ³
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號（修訂本）	投資實體 ⁴
香港財務報告準則第9號	金融工具 ³
香港會計準則第19號（修訂本）	界定福利計劃：僱員供款 ²
香港會計準則第32號（修訂本）	抵銷金融資產及金融負債 ⁴
香港會計準則第39號（修訂本）	衍生工具之更替及對沖會計之延續 ⁴
香港（國際財務報告詮釋委員會）— 詮釋第21號	徵費 ⁴

Notes to the Consolidated Financial Statements**綜合財務報表附註**

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)**New and revised HKFRSs issued but not yet effective***(Continued)*

- ¹ *Effective for annual periods beginning on or after 1 July 2014, with limited exceptions.*
- ² *Effective for annual periods beginning on or after 1 July 2014.*
- ³ *Available for application – the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised.*
- ⁴ *Effective for annual periods beginning on or after 1 January 2014.*

HKFRS 9 “Financial instruments”

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 amended in 2010 includes the requirements for the classification and measurement of financial liabilities and for derecognition, and further amended in 2013 to include the new requirements for hedge accounting.

Key requirements of HKFRS 9 are described as follows:

- All recognised financial assets that are within the scope of HKAS 39 “Financial instruments: recognition and measurement” are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

**2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）
（續）****已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）**

- ¹ 於二零一四年七月一日或之後開始之年度期間生效，並具有少數例外情況。
- ² 於二零一四年七月一日或之後開始之年度期間生效。
- ³ 可供申請一強制生效日期將於落實香港財務報告準則第9號之未生效階段時釐定。
- ⁴ 於二零一四年一月一日或之後開始之年度期間生效。

香港財務報告準則第9號「金融工具」

香港財務報告準則第9號（於二零零九年頒佈）引入金融資產分類及計量之新規定。香港財務報告準則第9號（於二零一零年經修訂）包括有關金融負債分類及計量及終止確認之規定，並於二零一三年獲進一步修訂以包括對沖會計之新規定。

香港財務報告準則第9號之主要規定乃詳述如下：

- 香港會計準則第39號「金融工具：確認及計量」範圍內之所有已確認金融資產其後按攤銷成本或公平值計量。尤其是，目的是收取合約現金流之業務模式內所持有及純粹為支付本金及未償還本金之利息而擁有合約現金流之債務投資，一般於其後會計期間結束時按攤銷成本計量。所有其他債務投資及股本投資於其後報告期結束時均按公平值計量。此外，根據香港財務報告準則第9號，實體可以作出不可撤回的選擇於其他全面收益呈列股本投資（並非持作買賣）之其後公平值變動，而一般僅於損益內確認股息收入。

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綜合財務報表附註

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 9 “Financial instruments” (Continued)

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities’ credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

HKFRS 9 is available for earlier application and the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised. The Directors anticipate that the adoption of HKFRS 9 in the future may have impact on classification and measurement of available-for-sale investments reported in respect of the Group’s financial assets but not on the Group’s financial liabilities. Upon the adoption of HKFRS 9, available-for-sale investments as at the date of initial application are required to be measured at fair value, with fair value changes either accounted in profit or loss or other comprehensive income. The new requirements for hedge accounting are not expected to have material impact to the Group.

The Directors anticipate that the application of the other new and revised HKFRSs will have no material impact on the financial performance and financial position of the Group.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號「金融工具」（續）

- 就指定為按公平值計入損益之金融負債之計量而言，香港財務報告準則第9號規定，因金融負債信貸風險有變而導致其公平值變動之款額乃於其他全面收益呈列，除非於其他全面收益確認負債之信貸風險變動影響會導致或擴大於損益之會計錯配。金融負債信貸風險變動應佔之金融負債公平值變動其後不會重新分類至損益。根據香港會計準則第39號，指定為按公平值計入損益之金融負債公平值變動之全部金額於損益內呈列。

香港財務報告準則第9號可供提早應用，強制生效日期將於香港財務報告準則第9號的尚待確實階段落實後釐定。董事預期於未來採納香港財務報告準則第9號可能對本集團之金融資產報告之可供出售投資之分類及計量構成影響，但對本集團之金融負債並無影響。於採納香港財務報告準則第9號後，於初步應用日期之可供出售投資須按公平值計量，而公平值變動於損益或其他全面收益入賬。對沖會計之新規定預期不會對本集團產生重大影響。

董事預期，應用其他新訂及經修訂香港財務報告準則將不會對本集團之財務表現及財務狀況造成任何重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

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

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

3. 主要會計政策

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表已載入聯交所證券上市規則及香港公司條例規定之適用披露。

該等綜合財務報表乃按過往成本法編製，惟若干物業及金融工具如下文所載主要會計政策所述乃於各報告期末按重估金額或公平值計算。歷史成本一般根據貨物交換代價之公平值而釐定。

公平值指於計量日期之市場參與者之間之有序交易中，就出售資產所收取之價格或轉讓負債所支付之價格，不論該價格是否可直接觀察或採用另一項估值技術作出估計。於估計一項資產或負債之公平值時，本集團會考慮市場參與者於計量日期對資產或負債定價時所考慮之該資產或負債之特性。非金融資產之公平值計量計及市場參與者通過最大化使用有關資產及最佳使用或向可最大化及最佳使用有關資產之另一市場參與者出售有關資產而產生經濟利益之能力。於該等綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟香港財務報告準則第2號範圍內之以股份支付款項之交易、香港會計準則第17號範圍內之租賃交易、以及與公平值存在若干相似之處但並非公平值（例如香港會計準則第2號內之可變現淨值或香港會計準則第36號內之使用價值）之計量除外。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

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

The principal accounting policies are set out below.

Basis of consolidation

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

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

3. 主要會計政策 (續)

此外，就財務報告目的而言，公平值計量根據公平值計量之輸入資料可觀察程度及公平值計量之輸入資料對其整體之重要性分類為第一、二或三級，詳情如下：

- 第一級輸入數據為該實體於計量日期可獲得之相同資產或負債在活躍市場之報價（未經調整）；
- 第二級輸入數據為第一級所包括之報價以外而就資產或負債而言屬可直接或間接觀察之輸入數據；及
- 第三級輸入數據為資產或負債之不可觀察輸入數據。

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司及本公司及其附屬公司控制之實體之財務報表。當本公司符合以下各項時，即取得控制權：

- 擁有對被投資方之權力；
- 因其參與被投資方而承擔可變回報之風險或享有權利；及
- 有能力行使其權力以影響其回報。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation (Continued)

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

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

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

3. 主要會計政策 (續)

綜合基準 (續)

倘有事實及情況顯示上述三項控制權因素中有一項或以上出現變化，本集團會重新評估其是否對被投資方擁有控制權。

綜合一間附屬公司於本集團取得附屬公司之控制權時開始，並於本集團失去該附屬公司之控制權時終止。具體而言，於本年度內收購或出售之附屬公司之收入及開支，自本集團取得控制權之日起至本集團失去控制之日計入綜合損益及其他全面收益表。

損益及其他全面收益之各個組成部份歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益呈現虧絀結餘。

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

與本集團旗下成員公司之間之交易有關之所有集團內部資產、負債、權益、收入、開支及現金流量，將於綜合賬目時悉數對銷。

於附屬公司之非控股權益與本集團之權益分開呈列。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation *(Continued)*

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group. The amounts previously recognised in the other comprehensive income and accumulated in equity in relation to that subsidiary are accounted for as if the Group had directly disposal of the related assets or liabilities, i.e. are reclassified to profit or loss or transferred directly to retained earnings as specified by applicable HKFRSs.

3. 主要會計政策 (續)

綜合基準 (續)

本集團於現有附屬公司的所有權權益的變動

本集團於現有附屬公司的所有權權益的變動如不導致本集團對其喪失控制權，將列作權益交易核算。本集團的權益與非控股權益的賬面金額應予調整以反映彼等於附屬公司的相關權益的變動。調整非控股權益的金額與所付或所收代價的公平值之間的任何差額直接於權益確認並歸屬於本公司的擁有人。

倘本集團失去一間附屬公司之控制權，則其(i)於失去控制權當日取消按賬面值確認該附屬公司之資產(包括任何商譽)及負債，(ii)於失去控制權當日取消確認前附屬公司任何非控股權益(包括彼等應佔之其他全面收益之任何組成部份)之賬面值，(iii)確認所收取代價之公平值及任何保留權益之公平值之總額，所產生之差額於本集團應佔之損益內確認為收益或虧損。先前於其他全面收益確認並累計入與該附屬公司有關之權益之款項將假設本集團已直接出售有關資產或負債而予以入賬，即按適用香港財務報告準則之規定重新分類至損益或直接轉撥至保留溢利。

Notes to the Consolidated Financial Statements**綜合財務報表附註**

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities, and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 "Income taxes" and HKAS 19 "Employee benefits", respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or the share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 "Share-based payment" at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 "Non-current assets held for sale and discontinued operations" are measured in accordance with that standard.

3. 主要會計政策 (續)**業務合併**

收購業務以收購法入賬。業務合併所轉讓之代價乃按計算為本集團轉讓資產收購日期的公平值、本集團轉嫁予被收購方前擁有人之負債與本集團為換取被收購方控制權而發行之股本權益總和之公平值計值。收購相關成本一般於產生時在損益中確認。

於收購日期，所收購可識別資產及所承擔負債乃按其於收購日期之公平值確認，惟以下情況除外：

- 遞延稅項資產或負債及與僱員福利安排有關之負債或資產分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購方以股份支付款項之安排有關或為取代收購之以股份支付款項之安排而訂立之本集團以股份支付款項之安排有關之負債或權益工具，乃於收購日期按香港財務報告準則第2號「以股份支付款項」計量；及
- 根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」分類為持作出售之資產（或出售組別）根據該準則計量。

Notes to the Consolidated Financial Statements
綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business combinations *(Continued)*

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation is initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

Business combinations achieved in stages

When a business combination is achieved without the transfer of consideration, the Group determines the amount of goodwill using the acquisition date fair value of the Group's interest in the acquiree in place of the acquisition date fair value of the consideration transferred, and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

3. 主要會計政策 (續)

業務合併 (續)

商譽是以所轉讓之代價、非控股權益於被收購方中所佔金額、及收購方以往持有之被收購方股權之公平值(如有)之總和,減所收購可識別資產及所承擔負債於收購日期之淨值後,所超出之差額計值。倘經過重新評估後,所收購可識別資產與所承擔負債於收購日期之淨額高於轉讓之代價、任何非控股權益於被收購方中所佔金額以及收購方以往持有之被收購方權益之公平值(如有)之總和,則差額即時於損益內確認為議價收購收益。

屬現時擁有權權益並賦予其持有人權利,於清盤時按比例分佔實體之淨資產的非控股權益,可初步按非控股權益應佔被收購方可識別資產淨值已確認金額的比例計量。

分階段實現之業務合併

倘所進行之業務合併並無轉讓代價,則本集團使用本集團於被收購方之權益之收購日期公平值取代已轉讓代價之收購日期公平值以釐定商譽金額,所產生之盈虧(如有)在損益中確認。先前在其他全面收益中確認之於收購日期前從被收購方權益產生之款項會重新分類至損益(該處理方法在出售該權益時亦適用)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business combinations (Continued)

Business combinations achieved in stages (Continued)

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised at that date.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less any accumulated impairment losses and is presented as an intangible asset.

For the purposes of impairment testing, goodwill is allocated to each of the Group's CGUs (or groups of CGUs) that are expected to benefit from the synergies of the combination.

3. 主要會計政策 (續)

業務合併 (續)

分階段實現之業務合併 (續)

當業務合併分階段實現，本集團過往持有之被收購方股權須按於收購日期（即本集團取得控制權當日）之公平值重新計量，而由此產生之收益或虧損（如有）須於損益中確認。於收購日期前自被收購方權益產生且過往已於其他全面收益中確認之金額，均重新分類至損益（該處理方法在出售該權益時亦適用）。

倘業務合併之初步會計處理於合併發生之報告期末前尚未完成，則本集團報告未完會計處理之項目臨時數額。該等臨時數額會於計量期間予以調整，及確認額外資產或負債，以反映於收購日期已存在而據所知可能影響該日已確認金額之事實與情況所取得之新資訊。

商譽

收購一項業務所產生之商譽按於業務收購日期確立之成本減任何累計減值虧損入賬並列作無形資產。

就減值測試而言，商譽乃被分配到預期從合併之協同效應中受益之本集團各現金產生單位（或現金產生單位組別）。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Goodwill (Continued)

A CGU to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGU is less than the carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

The Group's policy of goodwill arising on the acquisition of an associate is described below.

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

3. 主要會計政策 (續)

商譽 (續)

已獲分配商譽之現金產生單位每年或當單位有可能出現減值之跡象時更頻繁地進行減值測試。就於某個報告期間之收購所產生之商譽而言，已獲分配商譽之現金產生單位於該報告期末前進行減值測試。當現金產生單位之可收回數額少於賬面值，則減值虧損將先削減任何分配到該單位之商譽之賬面值，及其後以單位各資產之賬面值為基準按比例分配到該單位之其他資產。商譽之任何減值虧損乃直接於損益內確認。商譽之減值虧損不可於往後期間撥回。

於出售有關現金產生單位時，釐定出售損益時會計入商譽應佔金額。

本集團有關收購聯營公司產生之商譽之政策詳述於下文。

於聯營公司及合營公司之投資

聯營公司是指本集團對其有重大影響之實體。重大影響乃指擁有參與該投資對象之財務及經營決策之能力，惟並不控制或共同控制該等政策。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investments in associates and joint ventures (Continued)

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

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

3. 主要會計政策 (續)

於聯營公司及合營公司之投資 (續)

合資公司指一項合營安排，對安排擁有共同控制權之訂約方據此對合營安排之資產淨值擁有權利。共同控制是指按照合約約定對某項安排所共有之控制，共同控制僅在當相關活動要求共同享有控制權之各方作出一致同意之決定時存在。

聯營公司及合營公司之業績及資產與負債以權益會計法計入此等綜合財務報表內。就類似情況下之交易及事件而言，用作權益會計目的之聯營公司及合營公司財務報表乃按與本集團會計政策一致者編製。根據權益法，於聯營公司或合營公司之投資初步在綜合財務狀況表按成本確認，並於其後就確認本集團應佔該聯營公司或合營公司之損益及其他全面收入而作出調整。當本集團應佔一間聯營公司或合營公司之虧損超越本集團於該聯營公司或合營公司之權益（包括任何實質上構成本集團於該聯營公司或合營公司之投資淨額之長期權益）時，本集團終止確認其應佔之進一步虧損。當本集團產生法定或推定責任或代表該聯營公司或合營公司付款時，方會確認額外虧損。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investments in associates and joint ventures *(Continued)*

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

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

3. 主要會計政策 (續)

於聯營公司及合營公司之投資 (續)

於被投資方成為一間聯營公司或合營公司當日，於聯營公司或合營公司之投資採用權益法入賬。於收購一間聯營公司或合營公司之投資時，投資成本超過本集團分佔該被投資方可識別資產及負債公平淨值之任何部份乃確認為商譽，並計入該投資之賬面值。倘本集團所佔可識別資產及負債於重新評估後之公平淨值高於投資成本，則會於投資被收購期間即時在損益確認。

香港會計準則第39號的規定被應用以釐定是否需要就本集團於聯營公司或合營公司的投資確認任何減值虧損。於需要時，該項投資的全部賬面值（包括商譽）會根據香港會計準則第36號「資產減值」以單一資產的方式進行減值測試，方法是比較其可收回金額（即使用價值與公平值減出售成本的較高者）與其賬面值。任何已確認的減值虧損構成該項投資的賬面值的一部份，有關減值虧損的任何撥回乃於該項投資的可收回金額其後增加的情況下根據香港會計準則第36號確認。

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綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investments in associates and joint ventures (Continued)

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

3. 主要會計政策 (續)

於聯營公司及合營公司之投資 (續)

於投資不再作為聯營公司或合營公司或投資(或其部份)分類為持作出售當日, 本集團終止使用權益法。當本集團保留於前聯營公司或合營公司之權益, 且保留權益為香港會計準則第39號範圍內之金融資產時, 則本集團於本集團失去重大影響或共同控制權當日按公平值計量保留權益, 而公平值則被視為首次確認時之公平值。於出售或部份出售聯營公司或合營公司而導致終止使用權益法時, 聯營公司或合營公司於本集團失去重大影響或共同控制權當日之賬面值與任何保留權益之公平值及出售聯營公司或合營公司部份權益之任何所得款項之間的差額, 乃計入釐定出售聯營公司或合營公司之損益。此外, 倘該聯營公司或合營公司直接出售相關資產或負債, 則本集團可能需要按相同基準計入有關該聯營公司或合營公司的以往於其他全面收益確認的所有金額。因此, 倘聯營公司或合營公司以往於其他全面收益確認之損益重新分類為出售相關資產或負債之損益賬, 則本集團將於出售或部份出售時將盈虧自權益重新分類至損益(列作重新分類調整)。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investments in associates and joint ventures *(Continued)*

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

Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable.

Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs of disposal.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts, returns and sales related taxes.

3. 主要會計政策 (續)

於聯營公司及合營公司之投資 (續)

倘一間集團實體與本集團的聯營公司或合營公司交易 (如出售或貢獻資產), 與該聯營公司或合營公司交易所產生的損益僅會在有關聯營公司或合營公司的權益與本集團無關的情況下, 才會在本集團的綜合財務報表確認。

持作出售之非流動資產

如其賬面金額將主要透過出售交易 (而非透過持續使用) 收回, 則此非流動資產分類為持作出售。在資產按現況並僅須遵守出售相關資產之一般及慣常條款可供即時出售, 且出售資產之可能性很大, 此條件才被視作達成論。

管理層必須致力於銷售, 應預期限定在從分類日起一年內確認為完成銷售。

分類為持作出售之非流動資產按資產過往賬面金額及公平值減銷售成本之較低者入賬。

收益確認

收益按已收或應收代價的公平值計算, 即日常業務中所售出貨品及所提供服務之應收款項減折扣、退貨及銷售相關稅項之數額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition (Continued)

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

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

Service income is recognised when services are provided.

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

3. 主要會計政策 (續)

收益確認 (續)

銷售貨物的收益於貨物運送及所有權移交時確認，即於達成所有下列條件時確認：

- 本集團已將貨物擁有權之重大風險及回報轉移予買方；
- 本集團並無保留一般與擁有權有關之銷售貨物持續管理權或實際控制權；
- 收益金額能夠可靠地計量；
- 與交易相關之經濟利益將很可能流入本集團；及
- 有關交易產生或將產生之成本能夠可靠地計量。

服務收入於提供服務時確認。

來自金融資產的利息收入於經濟利益將可能流入本集團及收入金額能夠可靠計量時予以確認。利息收入乃參考尚未償還之本金及當時適用之實際利率按時間基準累計，實際利率指將估計日後所得現金按金融資產估計可使用年期折讓至於初步確認時之資產賬面淨值之利率。

Notes to the Consolidated Financial Statements
綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition *(Continued)*

Dividend income from investments is recognised when the Group's rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably).

Property, plant and equipment

Leasehold land and office buildings held for use in the production or for administrative purposes, are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation less any subsequent accumulated depreciation and any subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that would be determined using fair values at the end of the reporting period.

Any revaluation increase arising on revaluation of land and buildings is recognised in other comprehensive income and accumulated in the land and building revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss, in which case the increase is credited to the profit or loss to the extent of the decrease previously charged. A decrease in carrying amount arising on revaluation of such land and buildings is recognised in profit or loss to the extent that it exceeds the balance, if any, held in the land and building revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus remaining in the land and building revaluation reserve is transferred directly to retained earnings.

3. 主要會計政策 (續)

收益確認 (續)

投資股息收入於本集團獲派股息之權利確立時確認 (倘經濟利益可能流入本集團及收益金額能可靠計量)。

物業、廠房及設備

持作生產或行政用途之租賃土地及辦公室樓宇按其重估金額 (即於重估日期之公平值減其後任何累計折舊及其後任何累計減值虧損) 於綜合財務狀況表中列賬。重估將會定期進行, 以使賬面值不會與於報告期末採用之公平值所釐定之金額相差過大。

任何重估該等土地及樓宇所產生之重估增值均於其他全面收益確認並於土地及樓宇重估儲備累計, 惟其撥回該資產先前於損益賬確認之重估減值除外, 在此情況下, 重估增值按先前已扣除之重估減值計入損益賬。重估該等土地及樓宇所產生之賬面值減少若超過該項資產於先前之有關重估土地及樓宇重估儲備之餘額 (如有), 則於損益賬確認。其後出售或棄用一項重估資產時, 土地及樓宇重估儲備內餘下之應佔重估盈餘將直接撥入保留盈利中。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Property, plant and equipment (Continued)

Property, plant and equipment (other than leasehold land and office building and construction in progress) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

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

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

3. 主要會計政策 (續)

物業、廠房及設備 (續)

物業、廠房及設備(租賃土地及辦公室樓宇以及在建工程除外)乃按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。

在建中以供生產、供應或管理之物業乃按成本減任何已確認減值虧損列賬。成本包括專業費用及按本集團會計政策於合資格資產被資本化借貸成本。該等物業於竣工及可作擬定用途時分類為適當之物業、廠房及設備類別。該等資產於可作擬定用途時，按與其他資產之相同基準作出折舊。

除在建工程外，折舊乃按資產之估計可用年期減其殘值後以直線法撇銷其成本或公平值。估計可使用年期、殘值及折舊方法於各報告期末審查，而任何變動之影響以預期基準列賬。

物業、廠房及設備項目於出售或當預期持續使用該資產將不會產生未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目所產生之任何收益或虧損乃按銷售所得款項與該資產賬面值之差額釐定，並於損益確認。

Notes to the Consolidated Financial Statements
綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasing

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

The Group as lessee

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

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

Leasehold land and building

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

3. 主要會計政策 (續)

租約

當租約之條款實質上將擁有權之絕大部分風險及回報轉移至承租人，租約被分類為融資租約。所有其他租約被分類為經營租約。

本集團作為承租人

經營租賃款項按直線基準在各租賃期間確認為費用。

倘訂立經營租約可獲得租賃優惠，則有關優惠確認為負債。優惠的利益總額按直線基準確認為租金支出減少。

租賃土地和樓宇

倘租約包括土地及樓宇部份，則本集團根據對各部份的擁有權所附帶的絕大部份風險及回報是否已轉讓予本集團的評估，獨立將各部份分類評估為融資或經營租約，除非兩部份明顯為經營租約，在該情況下，則整份租約分類為經營租約。具體而言，最低租賃付款（包括任何一次性預付款項）乃按租賃土地部份及樓宇部份於租約開始時的租賃權益相對公平值比例於土地及樓宇部份之間分配。

Notes to the Consolidated Financial Statements**綜合財務報表附註**

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasing (Continued)**Leasehold land and building (Continued)**

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

Foreign currencies

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

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

3. 主要會計政策 (續)**租約 (續)****租賃土地和樓宇 (續)**

倘能可靠分配租賃款項，作為經營租約入賬的租賃土地權益於綜合財務狀況表內呈列為「預付租賃款項」並按直線法於租賃期內攤銷。當租賃款項未能於土地及樓宇部份之間可靠分配時，整份租約一般分類為融資租約並作為物業、廠房及設備入賬。

外幣

於編製各個別集團實體之財務報表時，以該實體之功能貨幣以外貨幣（外幣）進行之交易乃按交易日期之適用匯率記錄。於報告期末，以外幣列值之貨幣項目按該日之適用匯率重新換算。按公平值入賬及以外幣列值之非貨幣項目按公平值釐定當日之適用匯率重新換算。以外幣及按過往成本計算之非貨幣項目不進行重新換算。

貨幣項目之匯兌差額於該等差額產生期間之損益內確認。

Notes to the Consolidated Financial Statements
綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies *(Continued)*

For the purpose of presenting the consolidated financial statements, the assets and liabilities of the Group are translated into the presentation currency of the Group (i.e. Hong Kong Dollars) using exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that year, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (exchange fluctuation reserve). Exchange differences resulting from translation of non-foreign operations to the Group's presentation currency accumulated in equity is reclassified to retained earnings upon disposal of relevant group entity.

Borrowing costs

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

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

Government grants

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

3. 主要會計政策 (續)

外幣 (續)

就綜合財務報表呈列而言，本集團之資產及負債乃按於報告期末之適用匯率換算為本集團之呈列貨幣（即港元）。收入及開支項目按該期間之平均匯率換算，除非於該年度之匯率大幅波動則除外，於此情況下，則按交易日之匯率換算。產生之匯兌差額（如有）乃於其他全面收益內確認及於權益（外匯浮動儲備）內累計。換算非海外業務為本集團之呈列貨幣所產生並累計入權益之匯兌差額於出售有關集團實體時重新分類至保留盈利。

借貸成本

收購、興建或生產合資格資產之直接應佔借貸成本，乃撥充該等資產之成本，直至有關資產大致上可作擬定用途或銷售為止，而合資格資產為需較長時間預備以用於擬定用途或銷售之資產。借貸擬應用於合資格資產之短期投資所賺取之投資收入自合資格資本化之借貸成本中扣除。

所有其他借貸成本於發生期間在損益內確認。

政府補助

政府補助乃當可合理保證本集團將符合其附帶之條件且該等補助將收取時方予確認。

Notes to the Consolidated Financial Statements**綜合財務報表附註**

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

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

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

Retirement benefit costs

Payments to defined contribution retirement benefits scheme including Mandatory Provident Fund Scheme and the employee's pension schemes of the respective municipal government in various places in the PRC where the Group operates are recognised as an expense when employees have rendered service entitling them to the contributions.

Taxation

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

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

3. 主要會計政策 (續)**政府補助 (續)**

用作補償本集團已產生開支或虧損或旨在為本集團提供即時財務資助(而無未來相關成本)的應收政府補助,乃於應收期間於損益賬確認。

退休福利成本

界定供款退休福利計劃付款包括強制性公積金計劃及本集團經營所在之中國各地市政府之僱員退休金計劃,於僱員提供服務而享有有關供款時確認為開支。

稅項

所得稅支出指現時應付稅項及遞延稅項之總額。

現時應付稅項乃按本年度應課稅溢利計算。由於在其他年度應課稅或可扣稅收入或開支及不能課稅或不可扣稅之項目,應課稅溢利與綜合損益及其他全面收益表中所報「除稅前溢利」不同。本集團之當期稅項負債採用於報告期末已頒佈或實質頒佈之稅率計算。

Notes to the Consolidated Financial Statements
綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

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

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

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

3. 主要會計政策 (續)

稅項 (續)

遞延稅項為於綜合財務報表資產及負債賬面值與用以計算應課稅溢利相應稅基之臨時差額而確認之稅項。遞延稅項負債通常會就所有應課稅臨時差額確認。遞延稅項資產通常會在應課稅溢利足以用作抵扣該等臨時差額的限度內，才予以確認。若於一項交易中，因商譽或因業務合併以外原因初次確認其他資產及負債而引致之臨時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。

遞延稅項負債就於與附屬公司、聯營公司及合營公司之投資有關之應課稅臨時差額予以確認，惟本集團有能力控制臨時差額撥回之情況除外，而臨時差額很可能不會於可見將來撥回。與該等投資及權益相關之可扣減臨時差額所產生之遞延稅項資產，僅在可能出現可利用臨時差額扣稅之足夠應課稅溢利時，並預期於可見將來撥回時確認。

遞延稅項資產之賬面值於報告期末作檢討，並在沒可能會有足夠應課稅溢利恢復全部或部分資產價值時作調減。

Notes to the Consolidated Financial Statements**綜合財務報表附註**

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Taxation (Continued)**

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

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

Current and deferred tax is recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for business combination.

Intangible assets***Intangible assets acquired separately***

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

3. 主要會計政策 (續)**稅項 (續)**

遞延稅項資產及負債乃按預期於負債獲償還或資產變現期間的適用稅率(以報告期末已生效或實質上已生效的稅率(及稅法)為基準)計算。

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

即期及遞延稅項於損益確認，惟當其與於其他全面收益確認或直接於權益確認的項目相關(於該情況下，即期及遞延稅項亦分別於其他全面收益確認或直接於權益確認)時除外。就業務合併初步會計處理所產生即期稅項或遞延稅項之稅務影響已計入業務合併之會計處理內。

無形資產***獨立收購之無形資產***

獨立收購而擁有有限使用年期之無形資產按成本減累計攤銷及任何累計減值虧損呈列。擁有有限使用年期之無形資產以直線法於估計可使用年期內確認。估計可使用年期及攤銷法會於各報告末檢討，並按未來應用基準就任何估計變動之影響入賬。

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綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Intangible assets *(Continued)*

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised of their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives.

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and the costs necessary to make the sale.

3. 主要會計政策 (續)

無形資產 (續)

於業務合併中所收購之無形資產

於業務合併中所收購之無形資產乃自商譽分開確認，並初步確認彼等於收購日期之公平值（視為彼等之成本）。

初步確認後，擁有有限使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬，基準與獨立收購之無形資產相同。擁有有限使用年期之無形資產以直線法於其估計可使用年期內確認攤銷。

無形資產於出售或當預期使用或出售時不會帶來未來經濟利益時終止確認。因終止確認無形資產而產生之損益按出售所得款項淨額與資產賬面值之差額計量，並於終止確認資產時於損益賬確認。

存貨

存貨乃按成本及可變現淨值之較低者列賬。存貨成本包括直接材料與（倘適用）直接勞工成本及將存貨運往現有地點及達致現有狀況所涉及開支。成本按加權平均法計算。可變現淨值是根據存貨之估計售價減所有預期完工成本及作出銷售所需之成本後之價值。

Notes to the Consolidated Financial Statements**綜合財務報表附註**

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

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

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

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

Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

3. 主要會計政策 (續)**金融工具**

倘集團實體成為工具合約條文之訂約方，則確認金融資產及金融負債。

金融資產及金融負債初步按公平值計算。因收購或發行金融資產及金融負債（不包括按公平值計入損益之金融資產及金融負債）而直接產生之交易成本，於初次確認時加入金融資產之公平值或自金融負債之公平值扣除（如適用）。因收購按公平值計入損益之金融資產或金融負債而直接產生之交易成本即時於損益確認。

金融資產

本集團之金融資產分類至以下三種分類之一，包括按公平值計入損益（「按公平值計入損益」）之金融資產、貸款及應收款項及可供出售金融資產。分類基於金融資產之性質及用途並於首次確認時釐定。所有一般性購買或銷售金融資產按交易日期基準確認或終止確認。一般性購買或銷售為按於市場規定或慣例確立之時間期限內交付資產之金融資產之購買或銷售。

Notes to the Consolidated Financial Statements
綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments *(Continued)*

Financial assets *(Continued)*

Effective interest method

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

Income is recognised on an effective interest basis for debt instruments.

Financial assets at FVTPL

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

實際利率法

實際利率法乃計算債務工具之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將估計日後現金收入(包括所有支付或收取構成整體實際利率之費用及利率差價、交易成本及其他所有溢價或折價)按債務工具之預期使用年期,或較短期間(倘適用)實際折現至於初步確認時之賬面淨值之利率。

就債務工具而言,收入按實際利率基準確認。

按公平值計入損益之金融資產

金融資產在以下情況分類為持作買賣:

- 其主要為於不久將來出售而購買;或
- 其為本集團共同管理之已辨認金融工具組合之一部分,且最近有短期獲利之實際模式;或
- 其為衍生工具,但並非為指定及有效之對沖工具。

Notes to the Consolidated Financial Statements**綜合財務報表附註**

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

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

Held for trading investments are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend earned on the financial assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables, other receivables, loan receivables, amounts due from investee companies, time deposits, cash and bank balances and pledged bank deposits) are carried at amortised cost using the effective interest method, less any identified impairment losses.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at the end of each reporting period.

3. 主要會計政策 (續)**金融工具 (續)****金融資產 (續)****按公平值計入損益之金融資產 (續)**

持作買賣投資乃以公平值計量，因重新計量而產生之任何收益或虧損於出現期間直接在損益賬確認。在損益賬確認之淨損益不包括金融資產所賺取之任何股息。

貸款及應收款項

貸款及應收款項為附帶固定或可釐定付款之非衍生性質金融資產，且並無在活躍市場報價。於首次確認後，貸款及應收款項（包括應收貿易賬款、其他應收款項、應收貸款、應收被投資公司款項、定期存款、現金及銀行結餘及已抵押銀行存款）採用實際利率法按攤銷成本，減任何已識別減值虧損列賬。

利息收入乃使用實際利率確認，惟確認利息影響不大的短期應收款項除外。

可供出售金融資產

可供出售金融資產為指定或劃分為按公平值計入損益之金融資產、貸款及應收款項或持至到期投資之非衍生工具。

就可供出售之股本投資而言，倘並無活躍市場之市價報價，而其公平值未能可靠計算，則可供出售之股本投資於各報告期末按成本值減任何已識別減值虧損計量。

Notes to the Consolidated Financial Statements
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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets

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

Objective evidence of impairment could include:

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

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period of 90 – 180 days, observable changes in national or local economic conditions that correlate with default on receivables.

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值

在各報告期末會評估金融資產(按公平值計入損益之金融資產除外)是否有任何減值跡象。倘若有任何客觀證據表明,由於一個或多個於初始確認金融資產後發生之事項,金融資產之估計未來現金流受到影響,則金融資產被視為減值。

減值之客觀證據可能包括:

- 發行人或交易對方出現嚴重財務困難;或
- 違反合約,如逾期或拖欠利息或本金還款;或
- 借款人很有可能將宣告破產或進行財務重組。

此外,對於若干種類之金融資產,例如應收貿易賬款,資產不會被單個評估減值而是隨後作為一個整體評估減值。應收賬款組合減值之客觀證據可能包括本集團之過往收款經驗,組合內延遲還款至超逾90至180天之信貸期之次數增加,以及與應收賬款逾期有關之全國或地方經濟狀況明顯改變。

就以攤銷成本列值之金融資產而言,已確認減值虧損金額為資產賬面值與按金融資產之原實際利率對估計未來現金流量進行折現後之現值兩者之間之差額。

Notes to the Consolidated Financial Statements**綜合財務報表附註**

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3. SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Financial instruments (Continued)****Financial assets (Continued)****Impairment of financial assets (Continued)**

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

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

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity instruments

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

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

有關以成本列值之金融資產，減值虧損按資產賬面值與按類似金融資產當時之市場回報率對估計未來現金流量進行折現後之現值兩者之間之差額計量。有關減值虧損不會在其後期間轉回。

對於所有金融資產，金融資產賬面值會直接因減值虧損而減少，但應收貿易賬款及其他應收款項除外，在此情況下，賬面值通過採用備抵賬減少。備抵賬賬面值之變動在損益中確認。當應收貿易賬款及其他應收款項視為不可收回，則會與備抵賬撇銷。以前撇銷而其後收回之款項，會計入損益。

有關以已攤銷成本計量之金融資產，在後續期間，如果減值虧損金額減少，而有關減少客觀上與確認減值虧損之後發生之事項有聯繫，則以前確認之減值虧損會透過損益轉回，但該轉回不應導致該資產在減值轉回日期之賬面值超過不確認減值情況下之已攤銷成本。

金融負債及股本工具

由集團實體發行之債務及股本工具按合約安排性質，以及金融負債及股本工具之定義分類為金融負債或股本。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments *(Continued)*

Financial liabilities and equity instruments *(Continued)*

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Other financial liabilities

Other financial liabilities including trade payables, other payables, bank loans, amount due to a non-controlling shareholder, long term payable and amount due to immediate holding company are subsequently measured at amortised cost, using the effective interest method.

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Warrants

Warrants that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instrument are accounted as derivatives. The warrants are initially recognised at fair value and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

股本工具

股本工具為證明本集團資產剩餘權益(經扣除其所有負債)之任何合約。由本公司發行之股本工具按收取之款項扣除直接發行成本確認。

購回本公司自身之股本工具直接在權益中確認及扣除。購買、出售、發行或註銷本公司自身之股本工具不在損益中確認收益或虧損。

其他金融負債

其他金融負債包括應付貿易賬款、其他應付款項、銀行貸款、應付一位非控股股東款項、長期應付款項及應付直屬控股公司款項，其後採用實際利率法按攤銷成本計量。

實際利率法

實際利率法乃計算金融負債之攤銷成本及按有關期間攤分利息開支之方法。實際利率乃將估計日後現金付款(包括所有支付或收取構成整體實際利率之費用及利率差價、交易成本及溢價或折價)按金融負債之預期使用年期，或較短期間(倘適用)實際折現至於初步確認時之賬面淨值之利率。

利息支出按實際利率基準確認。

認股權證

並非按以定額現金或另一項金融資產作交易換取固定數目之本公司自身股本工具方式結算之認股權證以衍生工具列賬。此等認股權證初步按公平值確認，其後重新計量至彼等於報告期末之公平值。所產生之收益或虧損即時於損益確認。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Financial instruments** *(Continued)***Financial liabilities and equity instruments** *(Continued)***Non-redeemable convertible preference shares**

Non-redeemable convertible preference shares in which the Group has no contractual obligation to redeem and will be only settled by the exchange of fixed number of the Group's own equity instruments is classified as equity instruments.

The balance will be transferred to share capital and share premium once preference shares are converted. Any excess of par value of issued ordinary shares will be transferred to share premium.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at fair value through profit or loss, are subsequently measured at the higher of: (i) the amount of obligation under the contract, as determined in accordance with HKAS 37 "Provisions, contingent liabilities and contingent assets"; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the revenue recognition policy.

3. 主要會計政策 (續)**金融工具 (續)****金融負債及股本工具 (續)****不可贖回可轉換優先股**

本集團並無合約責任贖回並將僅透過交換固定數目之本集團自身股本工具結算之不可贖回可轉換優先股分類為股本工具。

一旦轉換優先股，餘額將轉撥至股本及股份溢價。超過已發行普通股面值之部分將轉至股份溢價。

財務擔保合約

財務擔保合約乃規定發出人向持有人支付指定金額，以補償持有人由於指定欠債人未能根據債務工具原始或經修訂條款於到期時付款而蒙受之損失。

由本集團發出之並非指定為按公平值透過損益列賬之財務擔保合約初步按公平值計量，其後按以下各項較高者計量：(i)合約責任金額（根據香港會計準則第37號「撥備、或然負債及或然資產」釐定）；及(ii)初步確認金額減（如適當）根據收益確認政策確認之累計攤銷。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments *(Continued)*

Derecognition

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

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

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

Share-based payment transactions

Share options granted to employees

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share option reserve).

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

3. 主要會計政策 (續)

金融工具 (續)

終止確認

本集團僅當於金融資產之現金流量合約權利屆滿時終止確認該資產。

終止確認金融資產時，資產賬面值與已收及應收代價總和之間之差額於損益確認。

本集團僅於其責任已被解除、注銷或屆滿時方會終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之間之差額於損益確認。

以股份支付款項之交易

授予僱員之購股權

就達成特定歸屬條件方可授出購股權而言，所獲服務之公平值參考購股權於授出日期之公平值釐定，且於歸屬期內以直線法支銷，並相應增加股本（購股權儲備）。

本集團於報告期末修訂其對預期最終歸屬之購股權數目之估計。歸屬期內修訂該等估計之影響（如有）於損益中確認，而因此累計開支反映經修訂估計，並對購股權儲備作出相應調整。

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3. SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Share-based payment transactions (Continued)****Share options granted to employees (Continued)**

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

Impairment losses on tangible and intangible assets other than goodwill

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

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

3. 主要會計政策 (續)**以股份支付款項之交易 (續)****授予僱員之購股權 (續)**

購股權獲行使時，過往於購股權儲備確認之數額將轉撥至股份溢價。當購股權於歸屬日期後遭沒收或於屆滿日期仍未獲行使，則過往於購股權儲備確認之數額將轉撥至保留盈利。

有形資產及無形資產 (商譽除外) 之減值虧損

本集團於報告期末審閱其擁有有限使用年期之有形資產及無形資產之賬面值，以釐定是否有跡象顯示該等資產已出現減值虧損。如有跡象顯示該等資產出現減值虧損，則估算其可收回金額以釐定減值虧損之限額，如有。倘無法估計單個資產之可收回金額，本集團會估計該資產所屬之現金產生單位之可收回金額。如果可以識別一個合理及一致之分配基礎，公司資產也應分配至單個現金產生單位，若不能分配至單個現金產生單位，則應將公司資產按可識別、合理且一致之基礎分配至最小之現金產生單位組合。

可收回金額是指公平值減去銷售費用與使用價值兩者中之較高者。在評估使用價值時，預計未來現金流量會採用稅前折現率折現至其現值，該稅前折現率應反映對貨幣時間價值之當前市場評價及該資產特有之風險 (未針對該風險調整估計未來現金流量)。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

**Impairment losses on tangible and intangible assets
other than goodwill** *(Continued)*

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a CGU) in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

**4. KEY SOURCES OF ESTIMATION
UNCERTAINTIES**

In the application of the Group's accounting policies, which are described in Note 3, the Directors are required to make estimates based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates are reviewed on an on-going 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.

3. 主要會計政策 (續)

有形資產及無形資產 (商譽除外) 之減值虧損 (續)

如估計資產 (或現金產生單位) 之可收回數額低於其賬面值, 則該資產 (或現金產生單位) 之賬面值削減至其可收回收額。減值虧損即時於損益確認, 除非有關資產根據另一準則按重估金額列賬, 在此情況下, 減值虧損則根據該準則作為重估減少處理。

如其後減值虧損情況逆轉, 則該資產 (或現金產生單位) 之賬面值增加至其可收回數額之經修訂估計價值, 惟如於過往年度並無就該資產 (或現金產生單位) 確認任何減值虧損, 則賬面值之增幅不得超逾已釐定之賬面值。除非有關資產根據另一準則入賬列為重估款項 (在此情況下, 減值虧損之撥回視為該準則項下之一項重估增加), 否則減值虧損之撥回隨即確認為收入。

4. 不確定估計之主要來源

於應用本集團載於附註3之會計政策時, 董事須基於過往經驗及其認為相關之其他因素作出估計。實際結果與該等估計可能存在差異。估計乃以持續基準審閱。倘對會計估計之修訂只對該期間有影響, 有關修訂乃於修訂有關估計之期間確認, 或倘有關修訂對本期間及未來期間均有影響, 則於修訂期間及未來期間確認。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTIES (Continued)

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

Impairment of goodwill

Determining whether goodwill is impaired required the Group to assess the recoverable amount of the CGU. The recoverable amount is the higher of fair value less costs to sell and the value in use. It is determined by an estimation of the value in use of the CGUs to which goodwill has been allocated. The value in use calculation required the Group to estimate future cash flows expected to arise from the CGUs and a suitable discount rate in order to calculate the present values. Where the actual future cash flows are less than expected or when there is a revision to the estimated future cash flows due to changes in facts and circumstances, a material impairment loss may arise. As at 31 December 2013, the carrying amount of goodwill is approximately HK\$3,146,449,000 (2012: HK\$2,875,125,000). No impairment loss has been recognised. Details of the value in use calculation are disclosed in Note 18.

4. 不確定估計之主要來源 (續)

以下為於報告期末所作出有關未來之主要假設及估計不確定因素之其它主要來源，並具有相當風險而可能導致須於下個財政年度就資產之賬面值作出重大調整。

商譽減值

釐定商譽是否減值需要本集團評估現金產生單位之可收回金額。可收回金額為公平值減銷售成本與使用價值之較高者。其透過對商譽被分配至其中之現金產生單位之使用價值作出估計而釐定。於計算使用價值時，須本集團估計現金產生單位所產生預期未來現金流量及合適折現率以計算現值。倘實際未來現金流量少於預期值或倘估計現金流量於日後因事實及情況變動而作出修訂，則可能產生重大減值虧損。於二零一三年十二月三十一日，商譽之賬面值約為3,146,449,000港元（二零一二年：2,875,125,000港元）。概無已確認減值虧損。使用價值計算之詳情乃於附註18披露。

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**4. KEY SOURCES OF ESTIMATION
UNCERTAINTIES** (Continued)

**Estimated impairment of trade receivables, loan and
other receivables**

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows from the trade receivables, loan and other receivables. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2013, the carrying amount of (i) trade receivables is HK\$4,025,362,000 (2012: HK\$2,380,070,000) (net of allowance for doubtful debts of HK\$7,514,000 (2012: nil)); (ii) loan and other receivables is HK\$182,588,000 (2012: HK\$659,057,000) (net of accumulated impairment of HK\$103,517,000 (2012: nil)).

4. 不確定估計之主要來源 (續)

**應收貿易賬款、貸款及其他應收款項之估
計減值**

於存在減值虧損之客觀證據時，本集團考慮應收貿易賬款、貸款及其他應收款項之估計未來現金流量。減值虧損之金額為乃以資產賬面值與按金融資產之原實際利率（即於初始確認時所計算實際利率）對估計未來現金流量（不包括尚未產生之未來信貸虧損）進行折現後之現值兩者之間之差額計量。倘實際未來現金流量乃少於預期，則可能產生重大價值虧損。於二零一三年十二月三十一日，(i)應收貿易賬款之賬面值為4,025,362,000港元（二零一二年：2,380,070,000港元）（扣除呆賬撥備7,514,000港元（二零一二年：無））；(ii)貸款及其他應收款項之賬面值為182,588,000港元（二零一二年：659,057,000港元）（扣除累計減值103,517,000港元（二零一二年：無））。

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5. SEGMENT INFORMATION

The Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's operating segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other operating segments. Summary details of the reportable segments are as follows:

- (i) the import, distribution and handling of cement segment which is the import, distribution and handling of cement in Hong Kong;
- (ii) the manufacture and distribution of cement, clinker and slag powder segment which is the manufacture and distribution of cement, clinker and slag powder in the PRC; and
- (iii) the investment holding segment which invests in listed and unlisted equity securities.

5. 分部資料

本集團之經營業務乃按業務之性質及該等業務所提供之產品及服務作出分類安排及管理。本集團各經營分部為一策略業務單位，所提供產品及服務之風險與回報均與其他經營分部有所不同。可呈報分部之詳情概要如下：

- (i) 進口、分銷及處理水泥分部（即於香港進口、分銷及處理水泥）；
- (ii) 製造及分銷水泥、熟料及礦渣粉分部（即於中國製造及分銷水泥、熟料及礦渣粉）；及
- (iii) 投資控股分部（即投資於上市及非上市股本證券）。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

5. SEGMENT INFORMATION (Continued)

Segment revenue and results

The following table presents revenue and results by reportable segments.

5. 分部資料 (續)

分部收益及業績

下表呈列按可呈報分部劃分之收益及業績。

		Import, distribution and handling of cement 進口、分銷及 處理水泥		Manufacture and distribution of cement, clinker and slag powder 製造及分銷水泥、 熟料及礦渣粉		Investment holding 投資控股		Consolidated 綜合	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Segment revenue	分部收益								
Sales to customers	銷售予客戶	355,378	292,339	12,615,416	11,011,893	-	-	12,970,794	11,304,232
Segment profit (loss)	分部溢利(虧損)	58,773	42,706	1,921,747	804,833	(13,277)	41,216	1,967,243	888,755
Gain on disposal of available-for-sale investments	出售可供出售投資之收益							136,051	-
Gain on disposal of a joint venture	出售一間合營公司之收益							-	116,576
Unallocated central administration costs	未分配中央行政成本							(17,936)	(32,422)
Unallocated other income and gains	未分配其他收入及收益							330,245	124,255
								2,415,603	1,097,164
Finance costs	融資成本							(316,638)	(485,325)
Share of profits of associates	應佔聯營公司之溢利							91,612	154,910
Share of losses of joint ventures	應佔合營公司之虧損							(261)	-
Profit before tax	除稅前溢利							2,190,316	766,749

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment profit represents the profit earned by each segment without allocation of central administration costs (including Directors' salaries), certain other income and gains, gain on disposal of available-for-sale investments, gain on disposal of a joint venture, finance costs, share of profits of associates and share of losses of joint ventures. This is the measure reported to the executive Directors, being the chief operating decision makers, for the purposes of resource allocation and performance assessment.

經營分部之會計政策與本集團於附註3所載會計政策相同。分部溢利乃指在未分配中央行政成本(包括董事薪金)、若干其他收入及收益、出售可供出售投資之收益、出售一間合營公司之收益、融資成本、應佔聯營公司之溢利及應佔合營公司之虧損之情況下,各分部所賺取之溢利。此為向執行董事(即主要經營決策者)報告以作資源分配及表現評估之方式。

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5. SEGMENT INFORMATION (Continued)**Segment revenue and results (Continued)**

There are no inter-segment sales for both years.

The Group has no customers that contributed over 10% of the total revenue of the Group for both years.

No analysis of the Group's assets and liabilities by operating segments is disclosed as it is not regularly provided to the executive Directors for review.

Geographical information

The Group operates in two principal geographical areas – Hong Kong and the PRC. The following table provides an analysis of the Group's revenue by location of customers, irrespective of the origin of the goods and services:

		Hong Kong 香港		The PRC 中國		Consolidated 綜合	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue	分部收益						
Sales to customers	銷售予客戶	355,378	292,339	12,615,416	11,011,893	12,970,794	11,304,232

Analysis of the Group's non-current assets by geographical location of the assets are detailed below:

		Hong Kong 香港		The PRC 中國		Consolidated 綜合	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產	62,602	62,715	22,799,740	21,614,099	22,862,342	21,676,814

note: Non-current assets excluded interests in associates, interests in joint ventures, other financial assets, available-for-sale investments, amounts due from investee companies, pledged bank deposits and deferred tax assets.

5. 分部資料 (續)**分部收益及業績 (續)**

兩個年度均無分部間銷售。

兩個年度本集團均無為本集團總收益貢獻10%以上之客戶。

本集團並無作出按經營分部劃分之資產及負債之分析披露，乃因其並無定期提供予執行董事以供審閱。

地區資料

本集團於兩個主要地區－香港及中國經營。下表為按客戶所在地分析之本集團之收益（不論商品及服務之原產地）：

本集團按資產所在地區劃分之非流動資產分析如下：

附註： 非流動資產不包括聯營公司權益、合營公司權益、其他金融資產、可供出售投資、應收被投資公司款項、已抵押銀行存款及遞延稅項資產。

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5. SEGMENT INFORMATION (Continued)

Other segment information

5. 分部資料 (續)

其他分部資料

		Import, distribution and handling of cement 進口、分銷及 處理水泥		Manufacture and distribution of cement, clinker and slag powder 製造及分銷水泥、 熟料及礦渣粉		Investment holding 投資控股		Consolidated 綜合	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Amounts included in the measure of segment profit:	計量分部溢利時所計入之金額：								
Allowance for doubtful debts of trade receivables	應收貿易賬款之呆壞賬撥備	-	-	7,514	-	-	-	7,514	-
Change in fair value of held-for-trading investments	持作交易用途之投資公平值變動	-	-	-	-	(552)	(7,522)	(552)	(7,522)
Depreciation and amortisation	折舊及攤銷	1,985	4,246	1,156,618	1,093,738	1,045	642	1,159,648	1,098,626
Dividends income from listed equity investments	上市股本投資股息收入	-	-	-	-	(432)	(586)	(432)	(586)
Loss (gain) on disposal of held-for-trading investments	出售持作交易用途之投資之虧損(收益)	-	-	-	-	7	(4,474)	7	(4,474)
Impairment losses of available-for-sale investments	可供出售投資之減值虧損	-	-	-	-	13,072	-	13,072	-
Impairment losses of property, plant and equipment	物業、廠房及設備之減值虧損	-	-	58,819	-	-	-	58,819	-
Impairment losses recognised in respect of loan and other receivables	有關應收貸款及其他應收款項之已確認減值虧損	-	-	103,517	-	-	-	103,517	-
Written off of amount due to a non-controlling shareholder	撇銷應付一位非控股股東款項	-	-	-	-	(13,730)	(53,362)	(13,730)	(53,362)
Written off of deposits paid for acquisition of property, plant and equipment	撇銷就收購物業、廠房及設備支付之訂金	-	-	38,005	-	-	-	38,005	-
Written off/loss on disposal of property, plant and equipment	撇銷/出售物業、廠房及設備之虧損	9	3	2,892	10,515	-	23	2,901	10,541
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit:	定期提供予主要經營決策者但未於計量分部溢利時計入之金額：								
Bank interest income	銀行利息收入	(1,439)	(746)	(31,569)	(16,831)	(405)	(2,236)	(33,413)	(19,813)
Change in fair value of derivative financial instruments – warrants	衍生金融工具—認股權證之公平值變動	-	-	-	-	(889)	(13,680)	(889)	(13,680)
Finance costs	融資成本	3	2	204,436	381,240	112,199	104,083	316,638	485,325
Gain on disposal of a joint venture	出售一間合營公司之收益	-	-	-	-	-	(116,576)	-	(116,576)
Share of profits of associates	應佔聯營公司之溢利	-	-	-	-	(91,612)	(154,910)	(91,612)	(154,910)
Share of losses of joint ventures	應佔合營公司之虧損	-	-	-	-	261	-	261	-
Income tax expense	所得稅支出	25,366	8,090	432,967	125,159	17,342	18,892	475,675	152,141

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6. REVENUE

Revenue represents invoiced amount of sales of cement, clinker and slag powder, net of discounts, returns and sales related taxes.

7. INVESTMENT INCOME**6. 收益**

收益指扣除折扣、退貨及相關銷售稅後之水泥、熟料及礦渣粉銷售發票額。

7. 投資收入

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Dividends income from listed equity investments	上市股本投資股息收入	432	586
Interest income from an associate	來自一間聯營公司之利息收入	5,132	5,786
Bank interest income	銀行利息收入	33,413	19,813
		38,977	26,185

Investment income earned from financial assets, analysed by category of assets, is as follows:

金融資產所賺取之投資收入按資產類別之分析如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Held-for-trading investments	持作交易用途之投資	432	586
Loans and receivables (including cash and bank deposits)	貸款及應收款項 (包括現金及銀行存款)	38,545	25,599
		38,977	26,185

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8. OTHER INCOME, GAINS AND LOSSES

8. 其他收入、收益及虧損

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Change in fair value of derivative financial instruments – warrants	衍生金融工具－認股權證之公平值變動	889	13,680
Change in fair value of held-for-trading investments	持作交易用途之投資公平值變動	552	7,522
Gain on disposal of assets held for sale	出售持作出售資產之收益	69,291	–
Gain on disposal of available-for-sale investments (Note 23)	出售可供出售投資之收益 (附註23)	136,051	–
Gain on disposal of a joint venture (note a)	出售一間合營公司之收益 (附註a)	–	116,576
Government grants (note b)	政府補貼 (附註b)	27,623	46,134
Handling charges	手續費用	2,364	2,416
(Loss) gain on disposal of held-for-trading investments	出售持作交易用途之投資之(虧損)收益	(7)	4,474
Management fee income	管理費收入	1,251	1,201
Net exchange gain	匯兌淨收益	151,252	3,366
Rental income	租金收入	1,688	1,264
Written off of amount due to a non-controlling shareholder (Note 35)	撇銷應付一位非控股股東款項 (附註35)	13,730	53,362
Allowance for doubtful debts of trade receivables	應收貿易賬款之呆壞賬撥備	(7,514)	–
Impairment losses of available-for-sale investments (Note 23)	可供出售投資之減值虧損 (附註23)	(13,072)	–
Impairment losses recognised in respect of loan and other receivables (Note 28)	有關應收貸款及其他應收款項之已確認減值虧損 (附註28)	(103,517)	–
Impairment losses of property, plant and equipment (Note 15)	物業、廠房及設備之減值虧損 (附註15)	(58,819)	–
Written off of deposits paid for acquisition of property, plant and equipment (Note 15)	撇銷就收購物業、廠房及設備支付之訂金 (附註15)	(38,005)	–
Others	其他	39,706	33,011
		223,463	283,006

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8. OTHER INCOME, GAINS AND LOSSES*(Continued)*

notes:

- (a) The Group's joint venture, Guangzhou K. Wah Nanfang Cement Limited ("Guangzhou Nanfang") remained inactive since date of acquisition. As Guangzhou Nanfang made recurring losses and resulted in net liabilities in prior years, the carrying amount of the interest in Guangzhou Nanfang amounted to zero on the date of disposal. Due to the change of business plan of the Guangzhou Nanfang and which is not align with the principal activities of the Group, the Group disposed of its entire equity interest to a wholly-owned subsidiary of another joint venturer. Major assets of Guangzhou Nanfang included leasehold land and buildings located in the PRC.

During the year ended 31 December 2012, the Group disposed of its entire equity interest in joint venture, Guangzhou Nanfang, to a wholly-owned subsidiary of another joint venturer at a consideration of RMB95,000,000 (equivalent to HK\$116,576,000). Upon the disposal of the joint venture, a gain on disposal of a joint venture amounted to HK\$116,576,000 is recognised in profit or loss.

- (b) The amount represents the incentive subsidies provided by the PRC local authorities to the Group to encourage investments in certain specific locations. There is no specific conditions attached to the grants, the Group recognised the grants upon receipts.

8. 其他收入、收益及虧損 (續)

附註：

- (a) 本集團之合營公司廣州市嘉華南方水泥有限公司(「廣州南方」)自收購日期起暫無業務。由於廣州南方於過往年度經常虧損並導致淨負債，於廣州南方之權益之賬面值於出售日期為零。由於廣州南方之業務計劃變動且與本集團主要業務活動不一致，本集團將其全部股權出售予另一間合營公司之全資附屬公司。廣州南方之主要資產包括位於中國之租賃土地及樓宇。

截至二零一二年十二月三十一日止年度，本集團將其於合營公司廣州南方之全部股權出售予另一間合營公司之全資附屬公司，代價為人民幣95,000,000元(相當於116,576,000港元)。於出售該合營公司時，出售一間合營公司之收益116,576,000港元乃於損益內確認。

- (b) 該金額指中國地方機關向本集團提供之獎勵補貼，藉以鼓勵若干特別地區之投資。補貼概無附帶特別條件，本集團於收到補貼時予以確認。

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9. FINANCE COSTS

9. 融資成本

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Interest on:	以下之利息：		
Bank loans wholly repayable within five years	須於五年內全數償還之 銀行貸款	311,822	478,461
Loan from immediate holding company	應付直屬控股公司之貸款	4,816	12,188
Total borrowing costs	總借貸成本	316,638	490,649
Less: Amounts capitalised in construction in progress	減：於在建工程中資本化 金額	-	(5,324)
		316,638	485,325

Borrowing costs capitalised arose on specific borrowings to finance the construction in progress during the year ended 31 December 2012.

於截至二零一二年十二月三十一日止年度資本化之借貸成本均源自為在建工程提供資金之特定借貸。

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10. PROFIT BEFORE TAX**10. 除稅前溢利**

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit before tax has been arrived at after charging the following:	除稅前溢利已扣除下列各項：		
Director's remuneration (Note 11)	董事酬金 (附註11)	7,176	9,809
Other staff cost	其他員工成本		
Salaries and other benefits	薪金及其他津貼	584,274	493,415
Other pension costs and mandatory provident fund contributions	其他退休金成本及強積金供款	56,661	45,960
Equity settled share-based payment expenses	以股本結算以股份支付開支	2,469	7,684
Total staff costs	總員工成本	650,580	556,868
Depreciation of property, plant and equipment (note)	物業、廠房及設備折舊 (附註)	1,060,216	1,003,290
Amortisation of prepaid lease payments	預付租賃款項攤銷	57,456	49,542
Amortisation of intangible assets (included in cost of sales and general and administrative expenses)	無形資產攤銷 (已計入銷售成本及一般行政開支)	11,263	21,790
Amortisation of mining rights (included in cost of sales)	採礦權攤銷 (已計入銷售成本)	30,713	24,004
Auditor's remuneration	核數師酬金	7,387	6,708
Operating lease payments in respect of rented premises	租賃物業之經營租賃租金	12,885	13,558
Written off/loss on disposal of property, plant and equipment	撇銷/出售物業、廠房及設備之虧損	2,901	10,541
Written off of intangible assets	撇銷無形資產	-	8

The Group has no forfeited contributions from the retirement benefit scheme for both years.

note: Depreciation charge of approximately HK\$959,000 (2012: HK\$2,288,000) relating to plant and machinery used in buildings under construction was capitalised under construction in progress.

本集團於該兩個年度並無退休福利計劃之已沒收供款。

附註：與在建樓宇所使用廠房及機器有關之折舊費用約959,000港元(二零一二年：2,288,000港元)已於在建工程項下予以資本化。

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11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

Directors' emoluments

The emoluments paid or payable to each of the Directors are as follows:

11. 董事及僱員酬金

董事酬金

已付或應付予各董事之酬金如下：

		KOO, Cheng-Yun, Leslie 辜成允 HK\$'000 千港元	WU Yih Chin 吳義欽 HK\$'000 千港元	SHAN Weijian 單偉建 HK\$'000 千港元	CHANG, An-Ping, Nelson 張安平 HK\$'000 千港元	CHANG, Kang-Lung, Jason 張剛倫 HK\$'000 千港元	WANG, Lishin, Elizabeth 王立心 HK\$'000 千港元	LIAO Poon Huai, Donald 廖本懷 HK\$'000 千港元	CHIH Ching Kang, Kenneth 池慶康 HK\$'000 千港元	SHIEH, Jen-Chung, Roger 謝禎忠 HK\$'000 千港元	Total 總計 HK\$'000 千港元
2013	二零一三年										
Fees	袍金	220	-	220	220	220	220	220	220	220	1,760
Other emoluments	其他酬金										
Salaries and other benefits	薪金及其他津貼	-	1,360	-	-	-	-	-	-	-	1,360
Performance related incentive bonus	與表現掛鈎之獎勵花紅	660	400	-	-	-	-	-	-	-	1,060
Equity settled share-based payment expenses	以股本結算以股份支付開支	2,515	481	-	-	-	-	-	-	-	2,996
Total emoluments	總酬金	3,395	2,241	220	220	220	220	220	220	220	7,176
2012	二零一二年										
Fees	袍金	220	-	220	220	220	220	220	220	220	1,760
Other emoluments	其他酬金										
Salaries and other benefits	薪金及其他津貼	-	1,360	-	-	-	-	-	-	-	1,360
Performance related incentive bonus	與表現掛鈎之獎勵花紅	660	350	-	-	-	-	-	-	-	1,010
Equity settled share-based payment expenses	以股本結算以股份支付開支	4,767	912	-	-	-	-	-	-	-	5,679
Total emoluments	總酬金	5,647	2,622	220	220	220	220	220	220	220	9,809

The performance related incentive bonus is determined with reference to the performance of the Group's operation.

與表現掛鈎之獎勵花紅乃根據本集團營運表現而釐定。

The remunerations of Directors is determined by the remuneration committee having regard to the performance of individuals and market trends.

董事薪酬乃經薪酬委員會參考個人表現及市場趨勢後而釐定。

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11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)**Employees' emoluments**

During the year, the five highest paid individuals included two (2012: two) Directors, details of whose emoluments are set out above. The emoluments of the remaining three (2012: three) highest paid individuals are as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Salaries and other benefits	薪金及其他津貼	2,213	3,327
Retirement benefits scheme contributions	退休福利計劃供款	76	81
Performance related incentive bonus	與表現掛鈎之獎勵花紅	759	997
Equity settled share-based payment expenses	以股本結算以股份支付開支	132	251
		3,180	4,656

Their emoluments were within the following bands:

		Number of employee 僱員人數	
		2013 二零一三年	2012 二零一二年
Up to HK\$1,000,000	不多於1,000,000港元	2	-
HK\$1,000,001 – HK\$1,500,000	1,000,001港元 – 1,500,000港元	1	2
HK\$1,500,001 – HK\$2,000,000	1,500,001港元 – 2,000,000港元	-	-
HK\$2,000,001 – HK\$2,500,000	2,000,001港元 – 2,500,000港元	-	1

During the year, no remuneration was paid by the Group to the Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2012: nil). None of the Directors has waived or agreed to waive any remuneration during the year (2012: nil).

11. 董事及僱員酬金 (續)**僱員酬金**

本年內五名最高薪酬人士包括兩名(二零一二年: 兩名)董事, 其薪酬詳情已載列於上文。其餘三名(二零一二年: 三名)最高薪酬人士之薪酬載列如下:

其薪金介乎下列範圍:

於本年內, 本集團並無向任何董事或五名最高薪酬人士支付酬金, 以作彼等加入或加盟本集團之獎勵或作為離職之補償(二零一二年: 無)。概無董事於本年內放棄或同意放棄任何酬金(二零一二年: 無)。

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12. INCOME TAX EXPENSE

12. 所得稅支出

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Current tax:	當期稅項：		
Hong Kong	香港	10,654	8,220
PRC Enterprise Income Tax	中國企業所得稅	456,616	159,319
Other jurisdictions	其他司法權區	14,911	25
Withholding tax	預扣稅	69	10,634
		482,250	178,198
Under(over)provision in prior years:	過往年度撥備不足(超額)：		
Hong Kong	香港	(120)	(259)
PRC Enterprise Income Tax	中國企業所得稅	7,097	(19,565)
Withholding tax	預扣稅	224	(58)
		7,201	(19,882)
Deferred tax (Note 26)	遞延稅項(附註26)	(13,776)	(6,175)
		475,675	152,141

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both years.

香港利得稅乃根據兩個年度之估計應課稅溢利按16.5%之稅率計算。

Under the Law of People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施規則，中國附屬公司之稅率由二零零八年一月一日起為25%。

During the year ended 31 December 2012, the Group has paid a withholding tax of HK\$10,314,000 (2013: nil) regarding the dividend received from a Taiwan subsidiary. Under the Rule of Law of Taiwan, a 20% withholding tax is imposed on dividends paid to a non-resident.

截至二零一二年十二月三十一日止年度，本集團就收取自台灣附屬公司之股息繳納預扣稅10,314,000港元(二零一三年：無)。根據台灣法律，已付非居民股息須繳納20%之預扣稅。

Pursuant to the relevant laws and regulations in the PRC, certain PRC subsidiaries of the Company are exempted from PRC Enterprise Income Tax for two years starting from their first profit-making year, followed by a 50% reduction for the next three years. The preferential tax exemptions and reduction were expired in December 2012.

根據中國有關法律及法規，本公司之若干中國附屬公司自首個獲利年度起連續兩年豁免繳納中國企業所得稅，而隨後三年獲減半寬免。稅項減免優惠已於二零一二年十二月到期。

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12. INCOME TAX EXPENSE (Continued)

Certain PRC subsidiaries of the Company are entitled to the preferential tax treatment for Western Development Policy (the "WDP Policy"). The applicable reduced preferential Enterprise Income Tax rate under the WDP Policy is 15% for an effective period up to 2020.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

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

12. 所得稅支出 (續)

本公司之若干中國附屬公司有權就西部大開發政策(「西部大開發政策」)享有稅收優惠。於截至二零二零年止有效期間，根據西部大開發政策適用之經削減優惠企業所得稅率為15%。

其他司法權區之稅項乃根據相關司法權區之現行稅率計算。

年內之稅項開支與綜合損益及其他全面收益表內除稅前溢利之對賬如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit before tax	除稅前溢利	2,190,316	766,749
Tax at PRC Enterprise Income Tax rate of 25% (2012: 25%) (note)	以中國企業所得稅率25% (二零一二年: 25%) 計算之稅項(附註)	547,579	191,687
Tax effect of share of profits of associates	應佔聯營公司溢利之稅務影響	(22,903)	(38,728)
Tax effect of share of losses of joint ventures	應佔合營公司虧損之稅務影響	65	-
Tax effect of expenses that are not deductible in determining taxable profit	於釐定應課稅溢利時不可扣稅之支出之稅務影響	80,114	48,615
Tax effect of income that are not taxable in determining taxable profit	於釐定應課稅溢利時毋須課稅之收入之稅務影響	(56,052)	(50,260)
Under(over)provision in prior years	過往年度撥備不足(超額)	7,201	(19,882)
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	28,306	40,302
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	(32,534)	(310)
Income tax on concessionary rate	按優惠稅率計算之所得稅	(98,519)	(19,888)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司不同稅率之影響	(2,220)	(6,800)
Withholding tax on undistributed earnings	未分配盈利之預扣稅	22,194	5,078
Others	其他	2,444	2,327
Tax expense for the year	本年度稅項支出	475,675	152,141

note: The Group's major operating subsidiaries are located in the PRC and accordingly, income tax rate of 25% is adopted.

附註：本集團之主要經營附屬公司均位於中國，因此採用25%之所得稅率。

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13. DIVIDENDS

The 2013 final dividend of HK11.5 cents (2012: HK4.5 cents) per ordinary and preference share, totalling approximately HK\$435,847,000 (2012: HK\$170,549,000) has been proposed by the Directors to be payable to ordinary and preference shareholders and is subject to approval by the ordinary shareholders in the forthcoming annual general meeting.

The 2012 final dividend of HK4.5 cents (2012: 2011 final dividend of HK7.5 cents) and 2013 interim dividend of HK1.6 cents (2012: nil) per ordinary and preference share, totalling approximately HK\$231,188,000 (2012: HK\$284,248,000) was recognised as distribution during the year ended 31 December 2013.

The 2013 preferred distribution to convertible preference shareholders totalling approximately HK\$24,256,000 (2012: HK\$24,222,000) was also recognised as distribution during the year ended 31 December 2013.

13. 股息

董事已建議向普通股股東及優先股股東派發二零一三年末期股息每股普通股及優先股11.5港仙(二零一二年: 4.5港仙), 總額約為435,847,000港元(二零一二年: 170,549,000港元), 惟須待普通股股東於應屆股東週年大會上批准後, 方可作實。

於截至二零一三年十二月三十一日止年度, 本公司已確認分派二零一二年末期股息每股普通股及優先股4.5港仙(二零一二年: 二零一一年末期股息7.5港仙)及二零一三年中期股息每股普通股及優先股1.6港仙(二零一二年: 無), 總額約為231,188,000港元(二零一二年: 284,248,000港元)。

於截至二零一三年十二月三十一日止年度, 本公司亦已確認二零一三年優先分派予可轉換優先股股東總額約24,256,000港元(二零一二年: 24,222,000港元)。

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14. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

Earnings for the purposes of basic and diluted earnings per share

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度溢利	1,674,569	610,000
Less: Preferred distribution to convertible preference shareholders	減：優先分派予可轉換優先股股東	(24,256)	(24,222)
Undistributed earnings attributed to convertible preference shares	可轉換優先股應佔之未分派盈利	(215,253)	(97,468)
		1,435,060	488,310

14. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算：

用以計算每股基本及攤薄盈利之盈利**Number of shares****股份數目**

		2013 二零一三年 '000 千股	2012 二零一二年 '000 千股
Weighted average number of ordinary shares in issue for the purposes of basic and diluted earnings per share	計算每股基本及攤薄盈利所用之已發行普通股加權平均數	3,295,643	3,295,641

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14. EARNINGS PER SHARE *(Continued)*

The computation of diluted earnings per share does not assume the following:

- (i) the exercise of the Company's outstanding options because the exercise price of those options was higher than the average market price for the corresponding year;
- (ii) the exercise of the outstanding warrants because the exercise price of those warrants was higher than the average market price for the corresponding year; and
- (iii) the conversion of the outstanding convertible preference shares because their exercise would result in an increase in earnings per share.

14. 每股盈利 (續)

計算每股攤薄盈利時並無以下假設：

- (i) 行使本公司尚未行使之購股權（由於相關年度內該等購股權之行使價高於平均市價）；
- (ii) 行使尚未行使之認股權證（由於相關年度內該等認股權證之行使價高於平均市價）；及
- (iii) 兌換尚未行使之可轉換優先股（由於其行使將導致每股盈利增加）。

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Cement plant and facilities	Leasehold land and office building	Plant and machinery	Furniture, fixtures and office equipment 傢俬、裝置 及辦公室 設備	Motor vehicles	Lighters	Construction in progress	Total
		水泥廠 及設備	租賃土地 及辦公室樓宇	廠房及 機器	傢俬、裝置 及辦公室 設備	汽車	燈籠	在建工程	總數
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
COST OR VALUATION	成本或估值								
At 1 January 2012	於二零一二年一月一日	5,933,917	39,000	11,355,521	82,986	204,800	7,731	961,383	18,585,338
Additions	添置	9,404	-	32,434	4,352	15,073	-	1,032,767	1,094,030
Arising on acquisition of subsidiaries	收購附屬公司時產生	17,551	-	132,297	1,892	3,585	-	-	155,325
Reclassified as assets held for sale (Note 31)	重新分類為持作出售之資產 (附註31)	(51,040)	-	(35,911)	(1,156)	-	-	-	(88,107)
Written off/disposals	撇銷/出售	(2,539)	-	(15,658)	(2,590)	(10,039)	-	(81)	(30,907)
Transfers	轉撥	630,061	-	789,573	3,896	19,329	-	(1,442,859)	-
Surplus on revaluation	重估盈餘	-	7,000	-	-	-	-	-	7,000
Exchange adjustments	匯兌調整	56,094	-	104,891	972	2,278	-	4,447	168,682
At 31 December 2012	於二零一二年十二月三十一日	6,593,448	46,000	12,363,147	90,352	235,026	7,731	555,657	19,891,361
Additions	添置	60,508	-	31,288	5,562	9,918	-	302,229	409,505
Arising on acquisition of subsidiaries	收購附屬公司時產生	219,426	-	153,840	1,051	7,919	-	655,257	1,037,493
Written off/disposals	撇銷/出售	(1,008)	-	(7,317)	(4,074)	(1,488)	-	-	(13,887)
Transfers	轉撥	612,417	-	358,119	10,216	10,825	-	(991,577)	-
Surplus on revaluation	重估盈餘	-	2,000	-	-	-	-	-	2,000
Exchange adjustments	匯兌調整	228,560	-	416,827	3,586	8,295	-	23,202	680,470
At 31 December 2013	於二零一三年十二月三十一日	7,713,351	48,000	13,315,904	106,693	270,495	7,731	544,768	22,006,942
Comprising:	包括:								
At cost	成本值	7,713,351	-	13,315,904	106,693	270,495	7,731	544,768	21,958,942
At valuation 2013	於二零一三年估值	-	48,000	-	-	-	-	-	48,000
		7,713,351	48,000	13,315,904	106,693	270,495	7,731	544,768	22,006,942
ACCUMULATED DEPRECIATION AND IMPAIRMENT	累計折舊及減值								
At 1 January 2012	於二零一二年一月一日	561,706	-	2,060,980	37,430	52,616	7,653	-	2,720,385
Provided for the year	本年度提撥	199,502	434	752,342	10,142	43,158	-	-	1,005,578
Elimination on revaluation	重估沖銷	-	(434)	-	-	-	-	-	(434)
Reclassified as assets held for sale (Note 31)	重新分類為持作出售之資產 (附註31)	(29,071)	-	(17,784)	(1,156)	-	-	-	(48,011)
Elimination on written off/disposals	撇銷/出售沖銷	(616)	-	(6,013)	(2,152)	(8,560)	-	-	(17,341)
Exchange adjustments	匯兌調整	8,745	-	26,903	613	1,099	-	-	37,360
At 31 December 2012	於二零一二年十二月三十一日	740,266	-	2,816,428	44,877	88,313	7,653	-	3,697,537
Provided for the year	本年度提撥	221,385	770	784,805	14,827	39,388	-	-	1,061,175
Elimination on revaluation	重估沖銷	-	(770)	-	-	-	-	-	(770)
Impairment loss recognised in the year	本年度減值虧損確認	46,137	-	7,560	-	-	-	5,122	58,819
Elimination on written off/disposals	撇銷/出售沖銷	(1,008)	-	(4,216)	(3,748)	(1,480)	-	-	(10,452)
Exchange adjustments	匯兌調整	32,590	-	116,412	2,366	3,444	-	84	154,896
At 31 December 2013	於二零一三年十二月三十一日	1,039,370	-	3,720,989	58,322	129,665	7,653	5,206	4,961,205
CARRYING VALUES	賬面值								
At 31 December 2013	於二零一三年十二月三十一日	6,673,981	48,000	9,594,915	48,371	140,830	78	539,562	17,045,737
At 31 December 2012	於二零一二年十二月三十一日	5,853,182	46,000	9,546,719	45,475	146,713	78	555,657	16,193,824

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15. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Depreciation is calculated to write off the cost or fair value of items of property, plant and equipment (other than construction in progress), less their estimated residual values, if any, using the straight-line method over their estimated useful lives as follows:

Cement plant and facilities	30 years
Leasehold land and office building	Over the unexpired term of lease
Plant and machinery	15 years
Furniture, fixtures and office equipment	5 years
Motor vehicles	5 – 10 years
Lighters	10 years

The leasehold land and office building is situated in Hong Kong under long term leases and was revalued on 31 December 2013 at HK\$48,000,000 (2012: HK\$46,000,000) by Grant Sherman Appraisal Limited, an independent firm of qualified professional valuers, at open market value on existing use basis. The resulting surplus arising from the revaluation at 31 December 2013 of HK\$2,770,000 (2012: HK\$7,434,000) was dealt with in the land and building revaluation reserve. Had there not been any revaluation of this property, its carrying amount at cost less accumulated depreciation at 31 December 2013 would be HK\$1,370,000 (2012: HK\$1,406,000).

15. 物業、廠房及設備 (續)

折舊是按各物業、廠房及設備（在建工程除外）項目的預計可用年限，在扣除估計殘值（如有）後，使用直線法計算以撇銷其成本或公平值。所採用的預計可用年限如下：

水泥廠及設備	30年
租賃土地及辦公室樓宇	按租約未屆滿年期
廠房及機器	15年
傢俬、裝置及辦公室設備	5年
汽車	5至10年
躉船	10年

獨立合資格專業估值師行中證評估有限公司於二零一三年十二月三十一日對本集團根據長期租約位於香港之租賃土地及辦公室樓宇，按其現有用途之公開市值重估為48,000,000港元（二零一二年：46,000,000港元）。於二零一三年十二月三十一日之重估盈餘為2,770,000港元（二零一二年：7,434,000港元），已於土地及樓宇重估儲備內處理。倘並無對此物業作出任何重估，於二零一三年十二月三十一日之成本賬面值減累計折舊後將為1,370,000港元（二零一二年：1,406,000港元）。

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15. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The fair value of the leasehold land and office building was determined on the direct comparison approach. There had been no change from the valuation technique used in prior year. The fair value is assessed by reference to the recent transactions of similar properties in the neighbourhood with no significant adjustments to the observable inputs (i.e. recent transaction price) and the fair value measurement is categorised in Level 2. In estimating the fair value of the properties, their current use equates to the highest and best use. There have been no transfers into or out of Level 3 during the year.

The management reviews the valuations performed by the independent valuers for financial reporting purposes and reports to the audit committee the valuation process and result of the valuation at least every six months, in line with the Group's interim and annual reporting dates. The management will also verify all major inputs to the independent valuation report, assess the property valuation movements when compared to the prior year valuation report and hold discussions with the independent valuers.

During the year, the management conducted a review of the Group's property, plant and equipment and determined that a number of those assets were impaired, due to the management's plan to suspend the usage and continuous development of these assets. In particular, the management determined to discontinue the use of certain port facilities located in one of its cement manufacturing plants at Jurong in the PRC and the suspension of the construction project of a railway line adjacent to one of the Group's cement manufacturing plants located at Yingde in the PRC. These assets are used in the Group's manufacture and distribution of cement, clinker and slag powder segment. Full impairment loss of HK\$58,819,000 (2012: nil) has been recognised for these assets as the estimated recoverable amounts of these assets, if any, are minimal. The impairment losses have been included in profit or loss in the "other income, gains and losses" line item.

15. 物業、廠房及設備 (續)

租賃土地及辦公樓宇之公平值乃按直接比較法釐定。於上一年度採用之估值技術並無任何變動。公平值乃參考附近區域內類似物業之近期交易予以評估且並無對可觀察輸入數據(即近期交易價)作出重大調整,而公平值計量分類為第二級。於估計該等物業之公平值時,物業之現有用途即最高及最佳用途。於本年度內並無轉入或轉出第三級。

管理層審閱獨立估值師就財務申報而進行之估值,並至少每六個月(符合本集團之中期及年度報告日期)向審核委員會報告估值過程及估值結果。管理層亦將核實獨立估值報告之所有重大輸入資料、評估與去年之估值報告相比之物業估值變動及與獨立估值師進行討論。

本年度內,管理層對本集團物業、廠房及設備進行檢討,釐定若干資產已因管理層之計劃暫停使用及繼續發展該等資產而減值。尤其,管理層決定停用位於中國句容其中一間水泥製造廠房之若干港口設施及暫停一鄰近位於中國英德本集團其中一間水泥製造廠房之鐵路線項目建造。該等資產用於製造及分銷本集團之水泥、熟料及礦渣粉分部業務。由於該等資產之估計可收回金額(如有)甚微,已為該等資產確認全部減值虧損58,819,000港元(二零一二年:無)。該減值虧損已包括在「其他收入、收益及虧損」一項之損益內。

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15. PROPERTY, PLANT AND EQUIPMENT

(Continued)

In addition, as a result of the suspension of a construction project of a railway line adjacent to one of the Group's cement manufacturing plants located at Yingde in the PRC, the Group wrote off the corresponding non-refundable deposits paid for acquisition of property, plant and equipment for that project amounting to HK\$38,005,000 (2012:nil) during the year.

15. 物業、廠房及設備 (續)

此外，由於暫停一條鄰近本集團其中一間位於中國英德水泥製造廠房之鐵路線建設項目，本集團已在本年度內撇銷就收購相關項目之物業、廠房及設備支付之不可退還按金金額38,005,000港元(二零一二年：無)。

16. PREPAID LEASE PAYMENTS

16. 預付租賃款項

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Leasehold land in the PRC	位於中國以中期租約		
Medium-term leases	租賃之土地	1,934,809	1,866,750
Analysed for reporting purposes as:			
Non-current portion	分析作呈報用途： 非流動部份	1,882,811	1,817,385
Current portion	流動部份	51,998	49,365
		1,934,809	1,866,750

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17. INTANGIBLE ASSETS**17. 無形資產**

		Goodwill 商譽 HK\$'000 千港元	Customer base 客戶基礎 HK\$'000 千港元	Computer software 電腦軟件 HK\$'000 千港元	Total 總數 HK\$'000 千港元
COST		成本			
At 1 January 2012	於二零一二年一月一日	6,332,792	83,886	26,526	6,443,204
Arising on acquisition of subsidiaries	收購附屬公司時產生	264,972	–	1,016	265,988
Additions	添置	–	–	6,508	6,508
Written off	撇銷	–	–	(24)	(24)
Exchange adjustments	匯兌調整	–	–	286	286
At 31 December 2012	於二零一二年十二月三十一日	6,597,764	83,886	34,312	6,715,962
Arising on acquisition of subsidiaries	收購附屬公司時產生	166,436	–	816	167,252
Additions	添置	–	–	19,691	19,691
Written off	撇銷	–	–	(202)	(202)
Exchange adjustments	匯兌調整	263,298	–	1,441	264,739
At 31 December 2013	於二零一三年十二月三十一日	7,027,498	83,886	56,058	7,167,442
AMORTISATION AND IMPAIRMENT		攤銷及減值			
At 1 January 2012	於二零一二年一月一日	3,722,639	60,781	12,219	3,795,639
Charge for the year	本年度攤銷	–	17,329	4,461	21,790
Elimination on written off	撇銷沖銷	–	–	(16)	(16)
Exchange adjustments	匯兌調整	–	–	144	144
At 31 December 2012	於二零一二年十二月三十一日	3,722,639	78,110	16,808	3,817,557
Charge for the year	本年度攤銷	–	5,776	5,487	11,263
Elimination on written off	撇銷沖銷	–	–	(202)	(202)
Exchange adjustments	匯兌調整	158,410	–	626	159,036
At 31 December 2013	於二零一三年十二月三十一日	3,881,049	83,886	22,719	3,987,654
CARRYING VALUES		賬面值			
At 31 December 2013	於二零一三年十二月三十一日	3,146,449	–	33,339	3,179,788
At 31 December 2012	於二零一二年十二月三十一日	2,875,125	5,776	17,504	2,898,405

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

17. INTANGIBLE ASSETS (Continued)

Goodwill is tested for impairment annually. Particulars regarding its impairment testing are disclosed in Note 18. All other intangible assets are amortised over their estimated useful lives, using the straight-line method, at the following rates per annum:

Customer base	33.3%
Computer software	20%

17. 無形資產 (續)

商譽於每年進行減值測試。有關其減值測試詳情已於附註18披露。所有其他無形資產於其估計可用年期內以直線法按以下年率攤銷：

客戶基礎	33.3%
電腦軟件	20%

18. IMPAIRMENT TESTING ON INTANGIBLE ASSETS

For the purpose of impairment testing, goodwill arising from business combinations has been allocated to the following CGUs or groups of CGUs:

18. 無形資產減值測試

就減值測試而言，業務合併所產生之商譽已獲分配至下列現金產生單位或現金產生單位組別：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Upper Value Investments Limited	Upper Value Investments Limited	1,861,287	1,797,652
TCC (Guigang) Cement Ltd.	台泥(貴港)水泥有限公司	822,160	794,052
Kong On Cement Holdings Limited	港安水泥控股有限公司	19,066	18,449
Mining Industrial Companies (note)	礦業工程公司(附註)	273,589	264,972
Luzhou Companies (as defined in Note 23)	瀘州公司 (定義如附註23)	165,183	—
Anshun Xin Tai Construction Materials Company Limited* (“Anshun Xin Tai”)	安順鑫台建材骨料有限公司(「安順鑫台」)	5,164	—
		3,146,449	2,875,125

* For identification purpose

* 僅供識別

note: During the year ended 31 December 2012, the Group acquired the entire equity interest of TCC Jiangsu Mining Industrial Company Limited, TCC Guigang Mining Industrial Company Limited and TCC Yingde Mining Industrial Company Limited which locate in Jiangsu, Guigang and Yingde respectively (collectively referred to as “Chien Kuo”). The goodwill arising from acquisition of Chien Kuo is allocated to each of the other three subsidiaries engaged in the manufacture and distribution of cement and clinker and slag powder (“Mining Industrial Companies”).

附註: 截至二零一二年十二月三十一日止年度，本集團已收購分別位於江蘇、貴港及英德之江蘇台泥礦業工程有限公司、貴港台泥礦業工程有限公司及英港台泥礦業工程有限公司(統稱「建國」)之全部股權。收購建國產生之商譽被分配至其他三間從事製造及分銷水泥、熟料及礦渣粉之各間附屬公司(「礦業工程公司」)。

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18. IMPAIRMENT TESTING ON INTANGIBLE ASSETS (Continued)

All of these CGUs or groups of CGUs are operating under the segment "Manufacturing and distribution of cement, clinker and slag powder". During the year ended 31 December 2013, management of the Group determines that there is no impairment of any of its CGUs or groups of CGUs containing goodwill.

The basis of the recoverable amount of the above CGUs or groups of CGUs and its major underlying assumptions are summarised below:

The recoverable amount of these CGUs or groups of CGUs have been determined based on a value in use calculation. That calculation uses cash flow projections covering a 5-year period, based on financial budgets approved by management and a discount rate of 8.22% – 13.07% (2012: 9.12%) per annum. Cash flows beyond the 5-year period are extrapolated with zero growth rate. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development.

18. 無形資產減值測試 (續)

所有該等現金產生單位或現金產生單位組別皆於「製造及分銷水泥、熟料及礦渣粉」分部下經營。截至二零一三年十二月三十一日止年度，本集團管理層認為，概無任何含有商譽之現金產生單位或現金產生單位組別出現減值。

上述現金產生單位或現金產生單位組別之可收回數額之基準及其主要相關假設概述如下：

該等現金產生單位或現金產生單位組別之可收回數額乃根據使用價值計算方法釐定。該計算方法使用根據管理層所批准涵蓋期達五年之財務預算以及每年8.22%至13.07%（二零一二年：9.12%）之折現率估計現金流量預測。於五年期之後之現金流量乃按零增長率推斷。其他與估計現金流入／流出相關之使用價值計算方法之主要假設包括預算銷售及毛利，該等估計乃根據該單位之過往表現及管理層對市場發展之期望而作出。

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19. MINING RIGHTS

19. 採礦權

		HK\$'000 千港元
COST	成本	
At 1 January 2012	於二零一二年一月一日	454,465
Additions	添置	15,298
Exchange adjustments	匯兌調整	3,819
At 31 December 2012	於二零一二年十二月三十一日	473,582
Arising on acquisition of subsidiaries	收購附屬公司時產生	13,350
Additions	添置	44,300
Exchange adjustments	匯兌調整	16,370
At 31 December 2013	於二零一三年十二月三十一日	547,602
AMORTISATION AND IMPAIRMENT	攤銷及減值	
At 1 January 2012	於二零一二年一月一日	47,832
Charge for the year	本年度攤銷	24,004
Exchange adjustments	匯兌調整	583
At 31 December 2012	於二零一二年十二月三十一日	72,419
Charge for the year	本年度攤銷	30,713
Exchange adjustments	匯兌調整	2,840
At 31 December 2013	於二零一三年十二月三十一日	105,972
CARRYING VALUES	賬面值	
At 31 December 2013	於二零一三年十二月三十一日	441,630
At 31 December 2012	於二零一二年十二月三十一日	401,163

The mining rights are amortised using the straight-line method to allocate their cost over their estimated useful lives ranging from 3 to 30 years.

採礦權乃以直線法於其估計可使用年期介乎3至30年內將其成本攤銷。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

20. INTERESTS IN ASSOCIATES**20. 聯營公司權益**

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cost of investments in unlisted associates	非上市聯營公司之 投資成本	1,268,977	1,142,821
Share of post-acquisition profits, and other comprehensive income, net of dividend income	應佔收購後之溢利及 其他全面收益 (扣除股息收入)	442,650	394,186
		1,711,627	1,537,007

These associates are strategic partnership for the Group, providing access to new customers and markets in Hong Kong and specific region in the PRC.

該等聯營公司為本集團獲得香港及中國特定地區之新客戶及進入該等地區市場之策略合作夥伴。

Details of the Group's principal associates at 31 December 2013 and 2012 are as follows:

於二零一三年及二零一二年十二月三十一日，本集團之主要聯營公司詳情載列如下：

Name of associate 聯營公司名稱	Place of incorporation and operation 註冊成立及 營運地點	Proportion of ownership interest and voting power held 擁有權益及 所持投票權比例		Principal activity 主要業務
		2013 二零一三年	2012 二零一二年	
Baoshan Kungang & K. Wah Cement Construction Materials Co. Ltd. 保山昆鋼嘉華水泥 建材有限公司	The PRC 中國	30%	30%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
Hong Kong Concrete Company Limited 港九混凝土有限公司	Hong Kong 香港	31.5%	31.5%	Production and distribution of ready-mixed concrete 生產及分銷預拌混凝土

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

20. INTERESTS IN ASSOCIATES (Continued)

20. 聯營公司權益 (續)

Name of associate 聯營公司名稱	Place of incorporation and operation 註冊成立及 營運地點	Proportion of ownership interest and voting power held 擁有權益及 所持投票權比例		Principal activity 主要業務
		2013 二零一三年	2012 二零一二年	
Prosperity Conch Cement Company Limited ("Prosperity Conch") 英德海螺水泥有限責任 公司(「英德海螺」)	The PRC 中國	25%	25%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
Quon Hing Concrete Company Limited 港興混凝土有限公司	Hong Kong 香港	50%	50%	Production and distribution of ready-mixed concrete 生產及分銷預拌混凝土
Yunnan Kungang & K. Wah Cement Construction Materials Co. Ltd. 雲南昆鋼嘉華水泥 建材有限公司	The PRC 中國	30%	30%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
Sichuan Taichang Building Material Group Company Limited* 四川泰昌建材集團 有限公司	The PRC 中國	30%	—	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料

* For identification purpose

* 僅供識別

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20. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information in respect of the Group's material associate is set out below. The summarised financial information below represents amounts shown in the associate's financial statements, after taking into account the fair value adjustments upon acquisition, prepared in accordance with HKFRSs.

All of these associates are accounted for using the equity method in these consolidated financial statements.

Prosperity Conch

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Current assets	流動資產	2,142,808	2,116,652
Non-current assets	非流動資產	2,193,350	2,167,424
Current liabilities	流動負債	(476,133)	(822,784)
Non-current liabilities	非流動負債	(192,000)	(248,000)
Revenue	收益	2,200,597	1,980,087
Profit and total comprehensive income for the year	本年度溢利及 全面收益總額	360,466	295,246
Dividends received from the associate during the year	本年度收取 聯營公司股息	122,020	-

Exchange differences of HK\$94,267,000 (2012: HK\$22,067,000) arising on translation of interests in Prosperity Conch to presentation currency of the Group for the year is recognised in other comprehensive income of the Group.

20. 聯營公司權益 (續)

本集團主要之聯營公司之財務資料摘要載列如下。下列財務資料摘要乃按照香港財務報告準則編製之聯營公司財務報表所示金額，乃經計及於收購時之公平值調整。

所有該等聯營公司均在綜合財務報表以權益法入賬。

英德海螺

於本年度換算英德海螺之權益為本集團呈列貨幣產生之匯兌差額94,267,000港元(二零一二年: 22,067,000港元)於本集團之其他全面收益內確認。

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20. INTERESTS IN ASSOCIATES (Continued)

Prosperity Conch (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Net assets of the Prosperity Conch	英德海螺之資產淨額	3,668,025	3,213,292
Proportion of the Group's ownership interest in Prosperity Conch	本集團於英德海螺擁有權益之比例	25%	25%
Carrying amount of the Group's interest in Prosperity Conch	本集團於英德海螺之權益之賬面金額	917,006	803,323

Aggregate information of associates that are not individually material

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
The Group's share of profit for the year	本集團佔本年度溢利	1,496	81,098
The Group's share of other comprehensive income	本集團佔其他全面收益	(477)	6,784
The Group's share of total comprehensive income	本集團佔全面收益總額	1,019	87,882
Aggregate carrying amount of the Group's interests in these associates	本集團於該些聯營公司之權益總計賬面金額	794,621	733,684

Exchange differences of HK\$19,846,000 (2012: HK\$4,469,000) arising on translation of interests in associates, that are not individually material, to presentation currency of the Group for the year is recognised in other comprehensive income of the Group.

20. 聯營公司權益 (續)

英德海螺 (續)

上列財務資料摘要與綜合財務報表內確認之聯營公司權益賬面金額對賬如下:

非個別重大聯營公司之總計資料

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
The Group's share of profit for the year	本集團佔本年度溢利	1,496	81,098
The Group's share of other comprehensive income	本集團佔其他全面收益	(477)	6,784
The Group's share of total comprehensive income	本集團佔全面收益總額	1,019	87,882
Aggregate carrying amount of the Group's interests in these associates	本集團於該些聯營公司之權益總計賬面金額	794,621	733,684

於本年度換算該等非個別重大之聯營公司之權益為本集團呈列貨幣產生之匯兌差額19,846,000港元(二零一二年:4,469,000港元)於本集團之其他全面收益內確認。

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21. INTERESTS IN JOINT VENTURES**21. 合營公司權益**

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cost of investments in unlisted joint ventures	非上市合營公司之投資成本	12,400	21,700
Share of other comprehensive income	應佔其他全面收益	400	-
		12,800	21,700

Details of the Group's joint ventures at 31 December 2013 and 2012 are as follows:

於二零一三年及二零一二年十二月三十一日，本集團合營公司之詳情載列如下：

Name of joint venture 合營公司名稱	Place of incorporation and operation 註冊成立及營運地點	Proportion of ownership interest and voting power held 擁有的權益及所持投票權比例		Principal activity 主要業務
		2013 二零一三年	2012 二零一二年	
Anshun Xin Tai 安順鑫台	The PRC 中國	*	50%	Manufacture and distribution of sand and gravel aggregate products 製造及分銷砂石骨料產品
廣安鑫台建材有限公司	The PRC 中國	50%	50%	Manufacture and distribution of sand and gravel aggregate products (not yet commenced business) 製造及分銷砂石骨料產品（尚未開展業務）

* During the year ended 31 December 2013, the Group has further acquired 50% interest in Anshun Xin Tai and Anshun Xin Tai became the wholly-owned subsidiary upon completion of the acquisition. Details are disclosed in Note 38.

* 截至二零一三年十二月三十一日止年度內，本集團增購安順鑫台50%權益，而安順鑫台已在收購完成後成為全資附屬公司。詳情於附註38披露。

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21. INTERESTS IN JOINT VENTURES (Continued)

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

Aggregate information of joint ventures that are not individually material

21. 合營公司權益 (續)

所有該等合營公司均在綜合財務報表以權益法入賬。

非個別重大之合營公司之匯總資料

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
The Group's share of loss and total comprehensive expenses of the year	本集團應佔年度虧損及全面開支總額	(261)	-

Exchange differences of HK\$621,000 (2012: nil) arising on translation of interests in joint ventures, that are not individually material, to presentation currency of the Group for the year is recognised in other comprehensive income of the Group.

於本年度換算該等非個別重大之合營公司之權益為本集團呈列貨幣產生之匯兌差額621,000港元(二零一二年:無)於本集團之其他全面收益內確認。

22. OTHER FINANCIAL ASSETS

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Long term deposits	長期存款	828	828
Refundable deposits from PRC government sectors	來自中國政府部門之可退還按金	104,970	87,375
		105,798	88,203

22. 其他金融資產

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22. OTHER FINANCIAL ASSETS (Continued)

Refundable deposits from PRC government sectors of RMB82,008,000 (2012: RMB70,464,000) (equivalent to HK\$104,970,000 (2012: HK\$87,375,000)) which are unsecured, will mature in 2014 to 2018 and carry variable interest rate with reference to the benchmark loan rates of financial institutions set by the People's Bank of China. Long term deposits are non-interest bearing.

22. 其他金融資產 (續)

來自中國政府部門之可退還按金人民幣82,008,000元(二零一二年:人民幣70,464,000元)(相當於104,970,000港元(二零一二年:87,375,000港元))為無抵押,將於二零一四年至二零一八年到期,並參考中國人民銀行所制定之金融機構基準貸款利率按浮動利率計息。長期存款為免息。

23. AVAILABLE-FOR-SALE INVESTMENTS**23. 可供出售投資**

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Unlisted equity securities, at cost	非上市股本證券·按成本	58,265	1,213,528
Less: Impairment losses recognised	減: 已確認之減值虧損	(13,072)	-
		45,193	1,213,528
Non-current portion	非流動部分	45,193	614,167
Current portion	流動部分	-	599,361
		45,193	1,213,528

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23. AVAILABLE-FOR-SALE INVESTMENTS

(Continued)

The above unlisted investments represent investments in unlisted equity securities issued by private entities incorporated in Hong Kong and Taiwan (2012: Hong Kong, the PRC and Taiwan). They are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the Directors are of the opinion that their fair values cannot be measured reliably. As at 31 December 2013, accumulated impairment losses of available-for-sale investments related to unlisted investments in Taiwan is HK\$13,072,000 (2012: nil), which is recognised to the extent that the carrying amount exceeded the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset.

As at 31 December 2012, included in the available-for-sale investments are HK\$1,153,777,000 (2013: nil) being the carrying amount of the investments in majority interests in several cement, clinker and concrete manufacturing companies in the southwestern region of the PRC (collectively as the "Manufacturing Companies") under Scitus Cement (China) Holdings Limited ("Scitus Cement"). The acquisition of approximately 97.94% of the issued share capital of Scitus Cement was satisfied by a cash consideration of US\$130,210,000 (equivalent to approximately HK\$1,011,732,000) together with the assignment of shareholders' loan of HK\$541,283,000 and by the Company's issuance of 45,000,000 unlisted warrants. The Group acquired assets and liabilities of HK\$1,573,364,000 and the net cash outflow arising on the acquisition of Scitus Cement is HK\$1,276,530,000.

23. 可供出售投資 (續)

上述非上市投資為投資於香港及台灣(二零一二年:香港、中國及台灣)註冊成立之私人實體所發行之非上市股本證券。彼等於報告期末按成本扣除減值計量,因合理之公平值估計範圍很大,故董事認為其公平值不能可靠計量。於二零一三年十二月三十一日,有關於台灣之非上市投資之可供出售投資之累計減值虧損為13,072,000港元(二零一二年:無),此乃按賬面值超出按類似金融資產之現時市場回報率折現之估計未來現金流之現值之金額予以確認。

於二零一二年十二月三十一日,可供出售投資包括於賽德水泥(中國)控股有限公司(「賽德水泥」)名下持有數間於中國西南地區之水泥、熟料及混凝土製造公司(統稱為「製造公司」)之大多數權益之投資之賬面值1,153,777,000港元(二零一三年:無)。收購賽德水泥約97.94%之已發行股本乃透過現金代價130,210,000美元(相等於約1,011,732,000港元)連同轉讓股東貸款541,283,000港元及由本公司發行45,000,000份非上市認股權證支付。本集團收購之資產及負債為1,573,364,000港元及收購賽德水泥所產生之現金流出淨額為1,276,530,000港元。

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23. AVAILABLE-FOR-SALE INVESTMENTS

(Continued)

On 13 February 2012, the Group received copies of arbitration notices issued by China International Economic and Trade Arbitration Commission dated 10 February 2012 together with the relevant arbitration applications in respect of certain pre-emptive rights held by non-controlling shareholders in the Manufacturing Companies under the relevant joint venture agreements (the "Arbitration"). The Group had obtained legal advice on completion of the acquisition and its legal ownership of Scitus Cement and its direct and indirect investee companies.

Since the completion of the acquisition of Scitus Cement on 6 January 2012 and till 31 December 2012, the Group has not yet obtained effective control over the Manufacturing Companies as the non-controlling shareholders and management of the Manufacturing Companies have not yet allowed the representatives of the Group to access the office of the Manufacturing Companies, and have not yet handed over the company chops, the books and records as well as other relevant documents of the Manufacturing Companies. Without such access of the company chops and the books and records, the Group has not yet effectively obtained control of the Manufacturing Companies. Hence, the Manufacturing Companies were not considered to be subsidiaries of the Company and therefore they were accounted for as available-for-sale investments as at 31 December 2012. Accordingly, the financial statements of the Manufacturing Companies had not been consolidated into the Group's consolidated financial statements for the year ended 31 December 2012.

23. 可供出售投資 (續)

於二零一二年二月十三日，本集團收到中國國際經濟貿易仲裁委員會於二零一二年二月十日出具之仲裁通知文本，連同就非控股股東根據相關合資協議於製造公司持有之若干優先購買權之相關仲裁申請（「仲裁」）。本集團已就完成收購賽德水泥及其直接及間接被投資公司以及其法定擁有權取得法律意見。

自於二零一二年一月六日完成收購賽德水泥起直至二零一二年十二月三十一日，本集團尚未取得製造公司之實際控制權，原因為製造公司之非控股股東及管理層拒絕讓本集團代表進入製造公司之辦事處，亦無交出製造公司之公司印鑑、賬簿及記錄以及其他相關文件。在並無公司印鑑、賬簿及記錄之情況下，本集團未能實際取得製造公司之控制權。故此，本公司未能將製造公司納入為本公司之附屬公司而於二零一二年十二月三十一日，只將其列作可供出售投資處理。因此，製造公司之財務報表並無綜合計入本集團截至二零一二年十二月三十一日止年度之綜合財務報表。

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23. AVAILABLE-FOR-SALE INVESTMENTS

(Continued)

During the year, the following events have taken place:

On 3 January 2013, the Company entered into a framework agreement with Southwest Cement Company Limited ("Southwest Cement"), an independent third party, and further entered into certain definitive agreements between the subsidiaries of the Company and subsidiaries of Southwest Cement in February 2013, under which the subsidiaries of the Company have agreed to:

- (i) sale of the Group's entire equity interests in six Manufacturing Companies, including 100% equity interests in Scitus Cement (Guizhou) Operating Co., Ltd, 90% equity interests in each of Zunyi Scitus Cement Co., Ltd, Scitus Xishui Cement Co., Ltd, and Scitus Bijie Cement Co., Ltd., 75% equity interest in Guizhou Zunyi Ken On Concrete Co., Ltd. and 70% equity interests in Scitus Bijie Concrete Ltd. (collectively "Guizhou Companies"), to a subsidiary of Southwest Cement together with the assignment of the shareholder's loans of approximately HK\$273.6 million at a total consideration of RMB813.8 million (equivalent to approximately HK\$1,009.1 million); and
- (ii) purchase of remaining interests in four Manufacturing Companies, including 10% equity interests in each of Scitus Naxi Cement Co., Ltd., Scitus Luzhou Cement Co., Ltd. and Scitus Hejiang Cement Co., Ltd. and 25% equity interests in Scitus Luzhou Concrete Co., Ltd. (collectively "Luzhou Companies"), from a subsidiary of Southwest Cement at a consideration of RMB53.0 million (equivalent to approximately HK\$67.0 million).

23. 可供出售投資 (續)

於年內，已發生以下事項：

於二零一三年一月三日，本公司與獨立第三方西南水泥有限公司（「西南水泥」）訂立一份框架協議，及本公司之附屬公司與西南水泥之附屬公司於二零一三年二月進一步訂立若干最終協議，據此，本公司之附屬公司已同意：

- (i) 向西南水泥之一間附屬公司出售本集團於六間製造公司之全部股權，包括於賽德水泥（貴州）管理有限公司之100%股權以及於遵義賽德水泥有限公司、習水賽德水泥有限公司及畢節賽德水泥有限公司各自之90%股權、於貴州遵義建安混凝土有限公司之75%股權及於畢節賽德混凝土有限公司之70%股權（該等公司統稱為「貴州公司」），連同轉讓約273,600,000港元之股東貸款，總代價為人民幣813,800,000元（相等於約1,009,100,000港元）；及
- (ii) 自西南水泥之一間附屬公司收購於四間製造公司之剩餘權益，包括於瀘洲納溪賽德水泥有限公司、瀘州賽德水泥有限公司及合江賽德水泥有限公司各自之10%股權及於瀘州賽德混凝土有限公司之25%股權（該等公司統稱為「瀘州公司」），代價為人民幣53,000,000元（相等於約67,000,000港元）。

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23. AVAILABLE-FOR-SALE INVESTMENTS

(Continued)

At the end of March 2013, the Group and non-controlling shareholders of the Manufacturing Companies have agreed to withdraw the Arbitration and the representatives of the Group were allowed to access the office and the factories of the Luzhou Companies, and have obtained the company chops, the books and records as well as the relevant documents of the Luzhou Companies. Also, the Group has completed all the regulatory registration procedures and obtained effective control over the Luzhou Companies. Upon exercise of control over the Luzhou Companies, the Group has accounted for such transaction using acquisition method in accordance with HKFRS 3. The financial results of Luzhou Companies have been consolidated in the Group's consolidated financial statements since the date the Group obtained effective control. The assets and liabilities of Luzhou Companies the date of acquisition have been disclosed in Note 38.

In addition, subsequent to obtaining control over Luzhou Companies, the Group has further acquired the remaining interests of each of the Luzhou Companies from a subsidiary of Southwest Cement at a consideration of RMB53.0 million (equivalent to approximately HK\$67.0 million) during the year ended 31 December 2013. The Group has completed all the regulatory registration procedures for these transactions, and as a result, these Luzhou Companies became the indirect wholly-owned subsidiaries of the Company. The difference between the consideration and the carrying value of non-controlling interests in Luzhou Companies attributable to the additional interests acquired amounting to approximately HK\$22.1 million was recognised directly in equity and attributable to the owners of the Company. As at 31 December 2013, the remaining balance of consideration payable of RMB8.0 million (equivalent to approximately HK\$10.2 million) is included in other payables and accrued liabilities.

23. 可供出售投資 (續)

於二零一三年三月底，本集團及製造公司之非控股股東已同意撤銷仲裁及本集團之代表獲准進入瀘州公司辦公室及工廠，並已取得瀘州公司之公司印鑑、賬簿及記錄以及相關文件。本集團亦已完成所有法定登記手續及取得瀘州公司之實際控制權。於取得瀘州公司之控制權後，本集團已根據香港財務報告準則第3號就有關交易採用收購法入賬。自本集團取得瀘州公司之實際控制權當日起，其財務業績已被綜合計入本集團之綜合財務報表內。瀘州公司於收購日期之資產及負債已於附註38披露。

此外，於取得瀘州公司之控制權後，於截至二零一三年十二月三十一日止年度內，本集團已進一步向西南水泥之一間附屬公司收購各瀘州公司之剩餘權益，代價為人民幣53,000,000元（相等於約67,000,000港元）。本集團已完成該等交易之所有法定登記手續，因此，該等瀘州公司成為本公司之間接全資附屬公司。代價與所收購額外權益所佔瀘州公司非控股權益之賬面值之間之差額約22,100,000港元已直接於本公司擁有人應佔權益確認。於二零一三年十二月三十一日，應付代價之剩餘餘額人民幣8,000,000元（相等於約10,200,000港元）已計入其他應付款項及應計負債。

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23. AVAILABLE-FOR-SALE INVESTMENTS

(Continued)

During the year ended 31 December 2013, the Group sold its entire equity interests in Guizhou Companies with carrying amount of HK\$599.4 million at the date of disposal, to a subsidiary of Southwest Cement together with the assignment of the shareholder loans of approximately HK\$273.6 million at a total consideration of RMB813.8 million (equivalent to approximately HK\$1,009.1 million). Accordingly, a gain on disposal of these available-for-sale investments amounting to approximately HK\$136.1 million was recognised in profit or loss during the year ended 31 December 2013. As at 31 December 2013, the remaining balance of consideration receivable of HK\$201.8 million is included in prepayment, deposits and other receivables.

In addition, on 3 January 2013, the Company entered into a framework agreement with Southwest Cement, under which a subsidiary of the Company has agreed to purchase 2.06% of the issued share capital of Scitus Cement at a consideration of RMB19.5 million (equivalent to approximately HK\$24.7 million) from an independent third party. This transaction was completed in December 2013 and as a result, Scitus Cement became the indirect wholly-owned subsidiary of the Company. The difference between the consideration and the carrying value of non-controlling interest of Scitus Cement attributable to the additional interest acquired amounting to approximately HK\$2.8 million was recognised directly in equity and attributable to the owners of the Company. As at 31 December 2013, the remaining balance of consideration payable of RMB6.0 million (equivalent to approximately HK\$7.6 million) is included in other payables and accrued liabilities.

23. 可供出售投資 (續)

於截至二零一三年十二月三十一日止年度內，本集團於出售日期向西南水泥之一間附屬公司出售其於貴州公司之賬面值為599,400,000港元之全部股權，連同轉讓約273,600,000港元之股東貸款，總代價為人民幣813,800,000元（相等於約1,009,100,000港元）。因此，於截至二零一三年十二月三十一日止年度內，出售此等可供出售投資之收益金額約為136,100,000港元於損益中確認。於二零一三年十二月三十一日，應收代價之剩餘餘額201,800,000港元已計入預付款項、按金及其他應收款項。

此外，於二零一三年一月三日，本公司與西南水泥訂立框架協議，據此，本公司之一間附屬公司已同意以代價人民幣19,500,000元（相等於約24,700,000港元）向一名獨立第三方購買賽德水泥已發行股本之2.06%。該交易已於二零一三年十二月完成，及因此賽德水泥成為本公司之間接全資附屬公司。代價與所收購額外權益所佔賽德水泥非控股權益之賬面值之間之差額約2,800,000港元已直接於本公司擁有人應佔權益確認。於二零一三年十二月三十一日，應付代價之剩餘餘額人民幣6,000,000元（相等於約7,600,000港元）已計入其他應付款項及應計負債。

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24. AMOUNTS DUE FROM INVESTEE COMPANIES**24. 應收被投資公司款項**

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Non-current portion	非流動部份	-	144,075
Current portion (Note 28)	流動部份 (附註28)	-	271,991
		-	416,066

Amounts due from investee companies were amounts due from the Manufacturing Companies, which were unsecured, repayable on demand and carries interest at the range of 7%-8.76% per annum.

As disclosed in Note 23, during the year, the Group had entered into a framework agreement with an independent third party to sell the equity interest in Guizhou Companies. Pursuant to the framework agreement, amounts due from these Guizhou Companies were also assigned to the relevant buyer upon the completion of the transaction.

應收被投資公司款項為應收製造公司款項，該款項為無抵押、於要求時償還及按年利率7%-8.76%計息。

誠如附註23所披露，於年內，本集團已與一名獨立第三方訂立一份框架協議，以出售於貴州公司之股權。根據框架協議，應收該等貴州公司之款項亦已於交易完成時轉讓予相關買方。

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25. PLEDGED BANK DEPOSITS/TIME DEPOSITS/CASH AND BANK BALANCES

Cash and bank balances comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less, which carry interest at market interest rates.

Bank balances carry interest at prevailing market rates which range from 0.01% to 3.05% (2012: 0.01% to 4.75%) per annum. The pledged bank deposits and time deposits carry interest at fixed rate ranging from 0.15% to 3.85% (2012: 0.01% to 3.85%) per annum. Pledged bank deposits represented deposits made to banks for general banking facilities or as performance guarantee in relation to certain sales or purchases contracts. The pledged bank deposits will be released upon the settlement of relevant bank loans or the completion of relevant sales and purchase contracts.

Majority of the cash and bank balances were denominated in RMB which is not a freely convertible currency in the international market. The RMB exchange rate is determined by the Government of the PRC and the remittance of these funds out of the PRC is subject to exchange restrictions imposed by the Government of the PRC.

25. 已抵押銀行存款／定期存款／現金及銀行結餘

現金及銀行結餘包括本集團持有之現金及原為三個月或少於三個月到期並按市場利率計息之短期銀行存款。

銀行結餘按當時市場利率介乎每年0.01%至3.05%（二零一二年：0.01%至4.75%）計息。已抵押銀行存款及定期存款按固定利率介乎每年0.15%至3.85%（二零一二年：0.01%至3.85%）計息。已抵押銀行存款為一般銀行融資作抵押或就有關若干買賣合約之履約擔保而向銀行作出之存款。已抵押銀行存款將於結算有關銀行貸款或完成有關買賣合約後獲解除。

大部份之現金及銀行結餘均以人民幣計值，而人民幣不可於國際市場上自由兌換。人民幣匯率由中國政府釐定，而該等款項匯出中國境外須受中國政府實施之外匯限制所規限。

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26. DEFERRED TAX ASSETS/LIABILITIES

The following are the major deferred tax assets (liabilities) recognised by the Group and the movements thereon during the year.

26. 遞延稅項資產／負債

以下為本集團所確認之主要遞延稅項資產（負債）及於本年度內的變動。

		Fair value adjustments on business combinations 有關業務合併 之公平值調整	Accelerated tax depreciation 加速 稅項折舊	Revaluation of land and buildings 土地及 樓宇重估	Revaluation of mining rights 採礦權重估	Withholding tax on undistributed earnings 未分配盈利 之預扣稅	Others 其他	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2012	於二零一二年一月一日	(290,743)	(84)	(17,645)	(4,302)	(44,332)	(159)	(357,265)
Credit (charge) to profit or loss for the year (Note 12)	於年內損益計入（扣除） （附註12）	12,202	(39)	743	359	(5,078)	(2,012)	6,175
Withholding tax paid	已付預扣稅	-	-	-	-	2,000	347	2,347
Arising on acquisition of subsidiaries	收購附屬公司時產生	(3,926)	-	-	-	-	(2,468)	(6,394)
Charge to other comprehensive income	於其他全面收益扣除	-	-	1,293	-	-	-	1,293
Exchange adjustments	匯兌調整	-	-	(64)	(34)	-	(4)	(102)
At 31 December 2012	於二零一二年十二月三十一日	(282,467)	(123)	(15,673)	(3,977)	(47,410)	(4,296)	(353,946)
Credit (charge) to profit or loss for the year (Note 12)	於年內損益計入（扣除） （附註12）	9,033	28,669	744	367	(22,194)	(2,843)	13,776
Withholding tax paid	已付預扣稅	-	-	-	-	14,037	725	14,762
Arising on acquisition of subsidiaries	收購附屬公司時產生	8,644	-	-	-	-	-	8,644
Credit to other comprehensive income	於其他全面收益計入	-	-	(356)	-	-	-	(356)
Exchange adjustments	匯兌調整	(8,734)	469	(247)	(122)	-	3	(8,631)
At 31 December 2013	於二零一三年十二月三十一日	(273,524)	29,015	(15,532)	(3,732)	(55,567)	(6,411)	(325,751)

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26. DEFERRED TAX ASSETS/LIABILITIES

(Continued)

The analysis of the deferred tax balances for financial reporting purposes is as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Deferred tax liabilities	遞延稅項負債	(365,298)	(354,812)
Deferred tax assets	遞延稅項資產	39,547	866
		(325,751)	(353,946)

The Group has tax losses of approximately HK\$240,924,000 (2012: HK\$240,678,000) available for offset against future taxable profits. Deferred tax assets have not been recognised in respect of these losses due to the unpredictability of future profit streams. As at 31 December 2012, tax losses brought forward from prior years of approximately HK\$4,555,000 (2013:nil) had been expired in that year. The unrecognised tax losses may be carried forward indefinitely except the losses of approximately HK\$174,381,000 (2012: HK\$172,983,000) that will expire at various dates up to 2018.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC companies from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to approximately HK\$4,454,686,000 (2012: HK\$2,620,781,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

26. 遞延稅項資產／負債 (續)

作財務呈報用途之遞延稅項結餘分析如下：

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Deferred tax liabilities	(365,298)	(354,812)
Deferred tax assets	39,547	866
	(325,751)	(353,946)

本集團之稅項虧損約為240,924,000港元(二零一二年: 240,678,000港元)，可用於抵銷未來應課稅溢利。由於未來溢利來源難以預測，因此並無就該等虧損確認遞延稅項資產。於二零一二年十二月三十一日，以過往年度結轉之稅項虧損約4,555,000港元(二零一三年: 無)已於該年度屆滿。除約174,381,000港元(二零一二年: 172,983,000港元)之虧損將於直至二零一八年前之多個日期屆滿外，未確認稅項虧損可無限期結轉。

根據中國企業所得稅法，將對中國公司自二零零八年一月一日起所獲溢利而宣派之股息徵收預扣稅。由於本集團有能力控制暫時差額撥回，而暫時差額很可能不會於可見將來撥回，故中國附屬公司之累計溢利應佔之暫時差額約4,454,686,000港元(二零一二年: 2,620,781,000港元)並無於綜合財務報表內作出遞延稅項撥備。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

27. INVENTORIES**27. 存貨**

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Raw materials and consumables	原材料及易耗品	839,005	725,967
Work in progress	在製品	183,850	228,409
Finished goods	製成品	262,658	244,037
		1,285,513	1,198,413

28. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES**28. 預付款項、按金及其他應收款項**

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Prepayments	預付款項	662,938	332,117
Deposits	按金	180,937	174,606
Loan receivables (note a)	應收貸款 (附註a)	27,541	409,408
Amount due from an associate (note b)	應收一間聯營公司款項 (附註b)	58,001	84,132
Amounts due from investee companies (Note 24)	應收被投資公司款項 (附註24)	-	271,991
Dividend receivables from associates	應收聯營公司股息	41,975	206,785
Value-added tax recoverable	可收回增值稅	85,914	182,018
Amounts due from joint ventures (note c)	應收合營公司款項 (附註c)	8,640	9,920
Consideration receivable for disposal of available-for-sale investments (Note 23)	就出售可供出售投資而 應收之代價 (附註23)	201,828	-
Other receivables (note d)	其他應收款項 (附註d)	155,047	249,649
		1,422,821	1,920,626

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

28. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

notes:

- (a) Loan receivables are non-interest bearing, unsecured and repayable within one year based on agreed repayment terms.

Included in the carrying amount of loan receivables as at 31 December 2013 is accumulated impairment loss of HK\$94,455,000 (2012:nil). The management has monitored the repayment of these loan receivables and assessed the recoverability of these balances regularly to determine the impairment losses. The management determined that for those balances overdue more than one year which are generally not recoverable, full provision of these balances will be made. During the year, the Group has recognised impairment losses in an amount of HK\$94,455,000 (2012:nil) in respect of loan receivables that have been overdue for more than one year.

- (b) Amount due from an associate is unsecured, repayable within one year and carries interest with reference to the benchmark loan rates of financial institutions set by The People's Bank of China.
- (c) Amounts due from joint ventures are non-interest bearing, unsecured and repayable on demand.
- (d) During the year, the Group recognised impairment losses in respect of other receivables of HK\$9,062,000 (2012:nil).

28. 預付款項、按金及其他應收款項 (續)

附註：

- (a) 應收貸款為免息、無抵押及於協定還款條款一年內償還。

於二零一三年十二月三十一日，計入應收貸款賬面值之款項已累計減值虧損94,455,000港元（二零一二年：無）。管理層已監控該等應收貸款之還款並定期評估該等結餘之可收回性以確定減值虧損。管理層確定，於該等逾期一年以上一般無法收回之結餘，將作出全額計提撥備。本年度內，本集團已就逾期一年以上之應收貸款確認減值虧損94,455,000港元（二零一二年：無）。

- (b) 應收一間聯營公司款項為無抵押、須於一年內償還及參考中國人民銀行所制定之金融機構基準貸款利率計息。
- (c) 應收合營公司款項為免息、無抵押及於要求時償還。
- (d) 於本年度內，本集團已就其他應收款項確認減值虧損9,062,000港元（二零一二年：無）。

29. TRADE RECEIVABLES

29. 應收貿易賬款

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Trade receivables from outsiders	應收外界人士之貿易賬款	4,009,796	2,368,917
Trade receivable from an associate	應收一間聯營公司之 貿易賬款	23,080	11,153
Less: Allowance for doubtful debts	減：呆壞賬撥備	(7,514)	-
		4,025,362	2,380,070

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29. TRADE RECEIVABLES (Continued)

The Group's policy is to allow a credit period of 90 – 180 days to its trade customers (including the associate). The following is an aged analysis of trade receivables, net of allowance for doubtful debts, based on the invoice date at the end of the reporting period:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
0 – 90 days	0至90日	2,367,324	1,798,870
91 – 180 days	91至180日	1,586,781	549,095
181 – 365 days	181至365日	71,257	32,105
		4,025,362	2,380,070

Before accepting any new customers with credit limit, the Group assesses the historical background and credibility which are available in the market. The credit limit will be reference to the result of research and will be reviewed once a year.

At the end of the reporting period, trade receivables of approximately HK\$30,579,000 (2012: HK\$20,324,000) which have been aged within 181 – 365 days and past due as at the end of the reporting period for which the Group has not provided for impairment loss because management is of the opinion that the fundamental credit quality of these customers has not deteriorated. Hence, there is no expectation of significant recoverability problem. The Group does not hold any collateral over these balances.

29. 應收貿易賬款 (續)

本集團政策為給予其貿易客戶(包括聯營公司)90至180日之賒賬期。以下為於報告期末應收貿易賬款(扣除呆壞賬撥備)按發票日期之賬齡分析:

於接納任何具有賒賬限額之新客戶前,本集團會評估歷史背景及市場中可獲得之信用水平。賒賬限額將參照研究結果釐定且將會每年審閱一次。

於報告期末,應收貿易賬款約為30,579,000港元(二零一二年:20,324,000港元)按賬齡介乎181至365日內並於報告期末已逾期但本集團並未就該等款項作出減值虧損撥備,此乃由於管理層認為該等客戶之基本信貸質素並無下降。因此,預期不會出現重大回收性問題。本集團並無就該等結餘持有任何抵押品。

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29. TRADE RECEIVABLES (Continued)

Ageing of trade receivables which are past due but not impaired

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
0 – 90 days	0至90日	8,771	3,519
91 – 180 days	91至180日	9,889	16,805
181 – 365 days	181至365日	11,919	–
		30,579	20,324

29. 應收貿易賬款 (續)

已逾期但尚未減值之應收貿易賬款之賬齡

Movement in the allowance for doubtful debts

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Balance at beginning of year	於年初結餘	–	–
Allowance for doubtful debts recognised in profit and loss	於損益內確認之 呆壞賬撥備	7,514	–
Balance at end of year	於年末結餘	7,514	–

呆壞賬撥備之變動

The Group will provide fully for any receivables aged over 365 days because historical experience is such that receivables that are past due beyond 365 days are generally not recoverable.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

本集團將就賬齡超過365日之任何應收款項全額計提撥備，原因為根據歷史經驗，逾期超過365日之應收款項一般均無法收回。

本集團並無重大集中之信貸風險，其風險分散於許多交易對方及客戶。

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30. HELD-FOR-TRADING INVESTMENTS

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Listed equity securities in Hong Kong, at market value	於香港上市之股本證券， 按市值	39,330	38,578
Quoted investment funds, at fair value	有價投資基金，按公平值	9,957	10,559
		49,287	49,137

The fair values of the held-for-trading investments are determined based on the quoted market bid prices available on the relevant exchanges or prices provided by counterparty financial institutions. The quoted investment funds can be disposed of at the prices provided by the counterparty financial institutions on a regular basis.

31. ASSETS CLASSIFIED AS HELD FOR SALE

The wholly-owned subsidiary of the Company, TCC Cement Corporation, entered into a sale and purchase agreement with the Buyer to dispose of its property, plant and equipment in December 2011. Pursuant to the sale and purchase agreement, the legal title of the property, plant and equipment is transferred to the Buyer upon (i) the receipt of consideration of US\$13.5 million (equivalent to approximately HK\$105.3 million) in full by December 2013; and (ii) completion of the transaction contemplated under another agreement entered into by the associate of the Company's ultimate holding company and the Buyer for disposal of a piece of land which is held by the associate of the Company's ultimate holding company. As at 31 December 2012, the relevant assets was classified as asset held for sale with carrying amount of HK\$40,096,000 and deposit received from the buyer of US\$7.0 million (equivalent to approximately HK\$55,671,000) was included in the other payables and accrued liabilities. During the year ended 31 December 2013, a gain on disposal of HK\$69,291,000 is recognised in profit or loss upon completion of the disposal.

30. 持作交易用途之投資

以上持作交易用途之投資之公平值乃根據相關交易所所報之市場買入價或對方金融機構所提供之價格釐定。有價投資基金可按對方金融機構定期提供之價格出售。

31. 分類為持作出售之資產

於二零一一年十二月，本公司全資附屬公司TCC Cement Corporation與買方訂立買賣協議，以出售其物業、廠房及設備。根據買賣協議，物業、廠房及設備之合法所有權已於(i)二零一三年十二月前悉數收取代價13,500,000美元（相當於約105,300,000港元）後；及(ii)完成本公司最終控股公司之聯營公司與買方就出售一塊由本公司最終控股公司之聯營公司持有之土地而訂立之另一份協議項下擬進行之交易後轉撥至買方。於二零一二年十二月三十一日，相關資產被分類為持作出售之資產，其賬面值為40,096,000港元及收取自買方之按金7,000,000美元（相當於約55,671,000港元）計入其他應付款項及應計負債。截至二零一三年十二月三十一日止年度，於出售完成時，出售收益之69,291,000港元乃於損益內確認。

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32. TRADE PAYABLES

32. 應付貿易賬款

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Trade payables to outsiders	應付外界人士之貿易賬款	1,175,175	896,973
Trade payables to ultimate holding company	應付最終控股公司之貿易賬款	20,198	41,725
Trade payables to fellow subsidiaries	應付同系附屬公司之貿易賬款	79,207	32,510
		1,274,580	971,208

The following is an aged analysis of trade payables based on the invoice date at the end of the reporting period:

以下為於報告期末之應付貿易賬款按發票日期之賬齡分析：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
0 – 90 days	0至90日	1,209,174	919,309
91 – 180 days	91至180日	30,788	25,380
181 – 365 days	181至365日	9,559	9,250
Over 365 days	365日以上	25,059	17,269
		1,274,580	971,208

The trade balances due to ultimate holding company and the fellow subsidiaries are unsecured, interest-free and repayable in accordance with normal trading terms.

應付最終控股公司及同系附屬公司之貿易結餘為無抵押、免息及須按正常貿易條款償還。

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**33. OTHER PAYABLES AND ACCRUED
LIABILITIES****33. 其他應付款項及應計負債**

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Construction cost payables	應付建築成本	635,975	683,560
Deposits and receipts in advance from customers	來自客戶之按金及預收款	376,620	371,652
Retention moneys	留存款項	66,903	82,983
Other taxes payables	其他應付稅項	173,925	74,586
Deposits received for assets held for sale (Note 31)	持作出售資產之已收訂金 (附註31)	-	55,671
Preferred distribution payables to convertible preference shareholders	應付可轉換優先股股東之 優先分派	14,202	14,168
Payables for land use rights and mining rights	土地使用權及採礦權之 應付款項	9,600	9,300
Consideration payables for the acquisition of additional interests in subsidiaries and associates	收購附屬公司及聯營公司 額外權益之應付代價	31,003	-
Expenses accrual	應計支出	236,522	188,086
Other payables	其他應付款項	211,742	123,691
		1,756,492	1,603,697

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34. BANK LOANS

34. 銀行貸款

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Secured	有抵押	241,827	2,112,138
Unsecured	無抵押	12,510,903	12,180,953
		12,752,730	14,293,091
The loans are repayable as follows:	貸款還款期如下：		
Within one year	於一年內	5,752,612	4,924,279
More than one year but not exceeding two years	超過一年但不超過兩年	4,158,255	3,483,441
More than two years but not exceeding five years	超過兩年但不超過五年	2,841,863	5,885,371
		12,752,730	14,293,091
Less: Amounts due for settlement within one year (shown under current liabilities)	減：須於一年內償還之款項（列於流動負債項下）	(5,752,612)	(4,924,279)
Amounts due for settlement after one year	須於一年後償還之款項	7,000,118	9,368,812

The Group's bank loans that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

本集團以有關集團實體功能貨幣以外之貨幣計值之銀行貸款載列如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Hong Kong Dollars	港元	454,760	511,447
United States Dollars	美元	5,845,098	9,076,452

All bank loans of the Group are variable-rate loans which carry interest with reference to Hong Kong Interbank Offered Rate ("HIBOR"), London Interbank Offered Rate ("LIBOR") and benchmark loan rates of financial institutions set by The People's Bank of China.

本集團之所有銀行貸款為浮動息率貸款，乃參考香港銀行同業拆息（「香港銀行同業拆息」）、倫敦銀行同業拆息（「倫敦銀行同業拆息」）及中國人民銀行所制定之金融機構基準貸款利率計息。

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34. BANK LOANS (Continued)

As at the end of the reporting period, the Group has the following undrawn borrowing facilities:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Floating rate	浮動息率		
– expiring within one year	– 於一年內屆滿	3,122,784	2,594,487
– expiring beyond one year	– 於一年後屆滿	16,000	128,000
		3,138,784	2,722,487

The Group had secured bank borrowings of approximately HK\$241.8 million (2012: HK\$2,112.1 million) which are secured by fixed charges of certain assets of the Group, including property, plant and equipment, prepaid lease payments and mining rights.

35. AMOUNT DUE TO A NON-CONTROLLING SHAREHOLDER

The amount due to a non-controlling shareholder was interest-free, unsecured and repayable on demand. During the year ended 31 December 2012, the non-controlling shareholder agreed to release certain obligations arising from the acquisition of the relevant subsidiaries from this non-controlling shareholder in previous years. Accordingly, amount due to a non-controlling shareholder of HK\$53,262,000 was written off and recognised as income in profit or loss in 2012. During the year ended 31 December 2013, the non-controlling shareholder agreed to waive the current account due to the non-controlling shareholder upon the deregistration of a non-wholly owned subsidiary. Accordingly, amount due to a non-controlling shareholder of HK\$13,730,000 was written off and recognised as income in profit or loss in 2013.

34. 銀行貸款 (續)

於報告期末，本集團擁有下列尚未提取之借貸額度：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Floating rate	浮動息率		
– expiring within one year	– 於一年內屆滿	3,122,784	2,594,487
– expiring beyond one year	– 於一年後屆滿	16,000	128,000
		3,138,784	2,722,487

本集團擁有已抵押銀行借貸約241,800,000港元（二零一二年：2,112,100,000港元），該已抵押銀行借貸以本集團若干資產之固定押記作抵押，包括物業、廠房及設備、預付租賃款項及採礦權。

35. 應付一位非控股股東款項

應付一位非控股股東款項為免息、無抵押及於要求時償還。截至二零一二年十二月三十一日止年度，該非控股股東同意解除於過往年度產生自向該非控股股東收購相關附屬公司之若干義務。因此，已撇銷應付一位非控股股東款項53,262,000港元並於二零一二年損益內確認為收入。截至二零一三年十二月三十一日年度，該非控股股東同意豁免應付該非控股股東於撤銷註冊一間非全資附屬公司之往來賬。因此，已撇銷應付一位非控股股東款項13,730,000港元並於二零一三年損益內確認為收入。

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36. AMOUNT DUE TO IMMEDIATE HOLDING COMPANY

The amount due to immediate holding company is carrying interest with reference to either HIBOR or LIBOR plus a spread, unsecured and the amount as at 31 December 2013 will be repayable on 17 December 2015. During the year ended 31 December 2013, the Group has early repaid the balance as at 31 December 2012 which shall be repaid on 30 December 2014.

37. DERIVATIVE FINANCIAL INSTRUMENTS – WARRANTS

On 6 January 2012, 45,000,000 unlisted warrants of the Company were issued to the vendors as part of the consideration for the acquisition of Scitus Cement and its fair value at the date of acquisition amounted to HK\$20,349,000. The warrants carried the rights to subscribe for up to a maximum of 45,000,000 ordinary shares of the Company at the subscription price of HK\$6 per warrant, subject to adjustments. The warrants can be exercised at any time during the three-year period from the date of issue (both days inclusive). The fair value of the warrants at the date of acquisition is calculated using Black Scholes pricing model with major inputs including (i) expected volatility of 51.01%; (ii) risk-free rate of 0.614%; and (iii) expected dividend yield of 2.01%.

During the year ended 31 December 2013, none (2012: none) of the warrants have been exercised and the fair value of the warrants as at 31 December 2013 amounted to HK\$5,780,000 (2012: HK\$6,669,000). Accordingly, a decrease in fair value of HK\$889,000 (2012: HK\$13,680,000) was recognised in profit or loss. The fair value of the warrants as at 31 December 2013 is calculated using Black-Scholes pricing model with major inputs including (i) expected volatility of 42.18% (2012: 59.01%); (ii) risk-free rate of 0.234% (2012: 0.123%); (iii) expected dividend yield of 2.45% (2012: 2.01%) and (iv) share price of HK\$3.80 per share (2012: HK\$2.22 per share).

36. 應付直屬控股公司款項

應付直屬控股公司款項為參考香港銀行同業拆息或倫敦銀行同業拆息加息差計息、無抵押且於二零一三年十二月三十一日之款項將於二零一五年十二月十七日償還。於截至二零一三年十二月三十一日止年度，本集團已提早償還於二零一二年十二月三十一日之結餘，而該結餘應於二零一四年十二月三十日償還。

37. 衍生金融工具－認股權證

於二零一二年一月六日，45,000,000份本公司非上市認股權證發行予賣方，作為收購賽德水泥之部份代價，其於收購日之公平值為20,349,000港元。該等認股權證附有權利可按認購價每份認股權證6港元（可予調整）認購最多45,000,000股本公司普通股。認股權證可於發行日期起計三年期間（包括首尾兩日）內隨時行使。認股權證於收購日期之公平值乃採用柏力克－舒爾斯定價模式計算，該模式之主要輸入數據包括(i)預計波幅51.01%；(ii)無風險利率0.614%；及(iii)預計股息率2.01%。

於截至二零一三年十二月三十一日止年度，概無（二零一二年：無）認股權證獲行使，而於二零一三年十二月三十一日認股權證之公平值為5,780,000港元（二零一二年：6,669,000港元）。因此，889,000港元（二零一二年：13,680,000港元）之公平值減少已於損益確認。認股權證於二零一三年十二月三十一日之公平值乃採用柏力克－舒爾斯定價模式計算，該模式之主要輸入數據包括(i)預計波幅42.18%（二零一二年：59.01%）；(ii)無風險利率0.234%（二零一二年：0.123%）；(iii)預計股息率2.45%（二零一二年：2.01%）；及(iv)股價每股3.80港元（二零一二年：每股2.22港元）。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

38. ACQUISITION OF SUBSIDIARIES

For the year ended 31 December 2013

In order to enlarge the market share in the PRC, the Group completed the acquisitions of Luzhou Companies during the year ended 31 December 2013. As detailed in Note 23, the Group obtained effective control over the Luzhou Companies on 31 March 2013 which are engaged in manufacture and distribution of cement, clinker and concrete.

In order to enhance the operating efficiency, the Group acquired additional 50% equity interest in its joint venture in September 2013, Anshun Xin Tai from another joint venturer. Anshun Xin Tai is engaged in the manufacture and distribution of sand and gravel aggregate products. The cash consideration paid was approximately HK\$14,605,000.

Both acquisitions have been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisitions of Luzhou Companies and Anshun Xin Tai were approximately HK\$161,313,000 and HK\$5,123,000 respectively.

Acquisition related costs amounting to approximately HK\$1,344,000 have been excluded from the cost of acquisition and have been recognised as an expense in the year and included in the “general and administrative expenses” line item in the consolidated statement of profit or loss and other comprehensive income.

38. 收購附屬公司

截至二零一三年十二月三十一日止年度

為擴大中國市場份額，本集團於截至二零一三年十二月三十一日止年度完成收購瀘州公司。如附註23所詳述，本集團已於二零一三年三月三十一日取得瀘州公司之實際控制權，瀘州公司乃從事製造及分銷水泥、熟料及混凝土。

為提高經營效率，本集團於二零一三年九月向另一間合營公司收購其合營公司安順鑫台之額外50%股權。安順鑫台從事製造及分銷砂石骨料產品。已付現金代價約14,605,000港元。

兩項收購均已採用收購法入賬。因收購瀘州公司及安順鑫台產生之商譽金額分別約為161,313,000港元及5,123,000港元。

年內，收購相關成本為數約1,344,000港元並未計入收購成本內，而於年內確認為開支並計入綜合損益及其他全面收益表之「一般及行政開支」項目內。

Notes to the Consolidated Financial Statements
綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

38. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2013 (Continued)

The net assets acquired in the transactions, and the goodwill arising, are as follows:

38. 收購附屬公司 (續)

截至二零一三年十二月三十一日止年度
(續)

於該等交易中所收購之資產淨值及產生之商譽如下：

		Luzhou Companies 瀘州公司 HK\$'000 千港元	Anshun Xin Tai 安順鑫台 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	999,297	38,196	1,037,493
Prepaid lease payments	預付租賃款項	60,318	–	60,318
Intangible assets	無形資產	816	–	816
Mining rights	採礦權	13,350	–	13,350
Deposits paid for the acquisition of property, plant and equipment and other assets	就收購物業、廠房及設備及其他資產支付之訂金	43,811	46	43,857
Deferred tax assets	遞延稅項資產	9,393	–	9,393
		1,126,985	38,242	1,165,227
Current assets	流動資產			
Inventories	存貨	20,960	167	21,127
Prepaid lease payments	預付租賃款項	746	–	746
Prepayments, deposits and other receivables (note)	預付款項、按金及其他應收款項(附註)	126,641	2,550	129,191
Trade receivables (note)	應收貿易賬款(附註)	18,455	–	18,455
Cash and bank balances	現金及銀行結餘	43,486	273	43,759
		210,288	2,990	213,278
Current liabilities	流動負債			
Trade payables	應付貿易賬款	48,132	254	48,386
Other payables and accrued liabilities	其他應付款項及應計負債	220,037	12,075	232,112
Loan payables	應付貸款	627,929	10,160	638,089
		896,098	22,489	918,587
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	749	–	749
		440,426	18,743	459,169

note: The trade and other receivables acquired with an aggregate fair value of HK\$32,717,000 have gross contractual amounts of HK\$32,717,000. The best estimate at acquisition date of contractual cash flows not expected to be collected was nil.

附註：已取得總公平值為32,717,000港元之應收貿易賬款及其他應收款項之已訂約總額為32,717,000港元。預期不可收回之已訂約現金流量於收購日期之最佳估算為零。

Notes to the Consolidated Financial Statements**綜合財務報表附註**

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

38. ACQUISITION OF SUBSIDIARIES (Continued)**For the year ended 31 December 2013 (Continued)***Fair value of equity interest held as at acquisition date*

The fair value of Luzhou Companies, a group of unlisted companies, was estimated by an independent and professionally qualified valuer using present value techniques. The fair value is determined using income approach based on expected cash flows generated by the Luzhou Companies. The calculation uses cash flow projection of Luzhou Companies from the perspective of market participants, covering a 5-year period at a discount rate of 12.58% – 13.07% per annum. Cash flows beyond 5-year period are extrapolated with 3% growth rate. Other key assumptions for the expected cash flows related to the estimation of cash inflows/outflows which include expected sales and gross profit margin. Cash flows and discounts rate reflect assumptions that market participants could use when pricing the relevant equity interest. No material gain or loss is recognised as the fair value, determined based on the present value techniques, approximates their carrying amount at the date of acquisition.

The fair value of Anshun Xin Tai, an unlisted company, was estimated by the management using present value techniques. The fair value is determined using income approach based on expected cash flows generated by the Anshun Xin Tai. The calculation uses cash flow projection of Anshun Xin Tai from the perspective of market participants, covering a 5-year period a discount rate of 9.12% per annum. Cash flows beyond 5-year period are extrapolated with zero growth rate. Other key assumptions for the expected cash flows related to the estimation of cash inflows/outflows which include expected sales and gross profit margin. Cash flows and discounts rate reflect assumptions that market participants could use when pricing the relevant equity interest. No material gain or loss is recognised as the fair value, determined based on the present value techniques, approximates their carrying amount at the date of acquisition.

38. 收購附屬公司 (續)**截至二零一三年十二月三十一日止年度
(續)***於收購日期持有之股權公平值*

一組非上市公司瀘州公司之公平值乃由獨立專業合資格估值師使用現值技術估算。公平值乃根據瀘州公司所產生之預期現金流量採用收入法釐定。該計算採用瀘州公司以市場參與者角度按每年12.58%至13.07%之折現率編製之涵蓋五年期之現金流量預測。於五年期之後之現金流量按3%之增長率推斷。預期現金流量之其他主要假設與現金流入／流出估算(包括預算銷量及毛利率)有關。現金流量及折現率反映市場參與者於釐定有關股本權益之價格時可使用之假設。由於公平值(按現值技術釐定)與其於收購日期之賬面值相若，故概無確認重大收益或虧損。

一間非上市公司安順鑫台之公平值乃由管理層使用現值技術估算。公平值乃根據安順鑫台所產生之預期現金流量採用收入法釐定。該計算採用安順鑫台以市場參與者角度按每年9.12%之折現率編製之涵蓋五年期之現金流量預測。於五年期之後之現金流量按零增長率推斷。預期現金流量之其他主要假設與現金流入／流出估算(包括預算銷量及毛利率)有關。現金流量及折現率反映市場參與者於釐定有關股本權益之價格時可使用之假設。由於公平值(按現值技術釐定)與其於收購日期之賬面值相若，故概無確認重大收益或虧損。

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綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

38. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2013 (Continued)

Non-controlling interest

The non-controlling interests in Luzhou Companies recognised at the acquisition date was measured with reference to the proportionate share of the Luzhou Companies' net assets at the acquisition date and amounted to approximately HK\$47,323,000.

Goodwill arising on acquisition

		Luzhou Companies 瀘州公司 HK\$'000 千港元	Anshun Xin Tai 安順鑫台 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Consideration paid	已付代價	–	14,605	14,605
Fair value of previously equity interest held as available-for-sale investments/interest in a joint venture	持作可供出售投資／一間合營公司權益之先前股權之公平值	554,416	9,261	563,677
Plus: non-controlling interests	加：非控股權益	47,323	–	47,323
Less: Fair value of identifiable net assets acquired	減：已收購可識別資產淨值之公平值	(440,426)	(18,743)	(459,169)
Goodwill arising on acquisition	收購事項產生之商譽	161,313	5,123	166,436

Net cash inflow (outflow) arising on acquisition

		Luzhou Companies 瀘州公司 HK\$'000 千港元	Anshun Xin Tai 安順鑫台 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cash consideration	現金代價	–	(14,605)	(14,605)
Less: Cash and bank balances acquired	減：已收購之現金及銀行結餘	43,486	273	43,759
Net cash inflow (outflow) arising on acquisition	收購事項產生之現金（流入）流出淨額	43,486	(14,332)	29,154

38. 收購附屬公司 (續)

截至二零一三年十二月三十一日止年度
(續)

非控股權益

瀘州公司於收購日期確認之非控股權益乃經參考分佔瀘州公司於收購日期之資產淨值之比例計量，其金額達約47,323,000港元。

收購事項產生之商譽

	Luzhou Companies 瀘州公司 HK\$'000 千港元	Anshun Xin Tai 安順鑫台 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Consideration paid	–	14,605	14,605
Fair value of previously equity interest held as available-for-sale investments/interest in a joint venture	554,416	9,261	563,677
Plus: non-controlling interests	47,323	–	47,323
Less: Fair value of identifiable net assets acquired	(440,426)	(18,743)	(459,169)
Goodwill arising on acquisition	161,313	5,123	166,436

收購事項產生之現金流入（流出）淨額

	Luzhou Companies 瀘州公司 HK\$'000 千港元	Anshun Xin Tai 安順鑫台 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cash consideration	–	(14,605)	(14,605)
Less: Cash and bank balances acquired	43,486	273	43,759
Net cash inflow (outflow) arising on acquisition	43,486	(14,332)	29,154

Notes to the Consolidated Financial Statements**綜合財務報表附註**

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

38. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2013 (Continued)

Goodwill arose on the acquisition of Luzhou Companies and Anshun Xin Tai because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to expected synergies, revenue growth, future market development and the assembled workforce for Luzhou Companies and Anshun Xin Tai. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

Impact of acquisitions on the results of the Group

During the year ended 31 December 2013, Luzhou Companies and Anshun Xin Tai contributed approximately HK\$258,416,000 to the Group's revenue and loss of approximately HK\$55,575,000 to the Group's results in aggregate for the period from the date of acquisition to 31 December 2013.

If the acquisition of Luzhou Companies and Anshun Xin Tai had been completed on 1 January 2013, there would be insignificant effect on the Group's revenue and profit attributable to owners of the Company for the year ended 31 December 2013. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2013, nor is it intended to be a projection of future results.

38. 收購附屬公司 (續)

截至二零一三年十二月三十一日止年度
(續)

因合併成本包括控制權溢價，故收購瀘州公司及安順鑫台產生商譽。此外，就合併支付之代價實際上包括有關預期協同效應之金額、收益增長、未來市場發展，以及瀘州公司及安順鑫台之裝配勞動力。由於該等利益不符合可識別無形資產之確認標準，故並無與商譽分開確認。

收購事項對本集團業績之影響

截至二零一三年十二月三十一日止年度內，瀘州公司及安順鑫台於收購日期起至二零一三年十二月三十一日止期間為本集團之收益貢獻約258,416,000港元及為本集團之業績帶來虧損合共約55,575,000港元。

倘收購瀘州公司及安順鑫台已於二零一三年一月一日完成，不會對截至二零一三年十二月三十一日止年度本集團之收益及本公司擁有人應佔溢利造成重大影響。備考資料乃僅供說明之用，並不可作為倘收購事項已於二零一三年一月一日完成時，本集團實際能取得之收益及營運業績之指標，亦不擬作為未來業績之預測。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

38. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2012

In order to enhance the operation efficiency, the Group completed the acquisition of the entire equity interests of Chien Kuo in March 2012. The Group acquired the entire equity interests of Chien Kuo, which are engaged in the provision of limestone quarrying services to support some of the Group's existing subsidiaries in the PRC, from an independent third party. The cash consideration paid amounted to NTD1,600,000,000 together with working capital consideration amounted to RMB64,786,000, in aggregate equivalent to approximately HK\$506,322,000.

This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was approximately HK\$264,972,000.

Acquisition related costs amounting to approximately HK\$2,685,000 have been excluded from the cost of acquisition and have been recognised as an expense in 2012, and included in the "general and administrative expenses" line item in the consolidated statement of profit or loss and other comprehensive income.

38. 收購附屬公司 (續)

截至二零一二年十二月三十一日止年度

為提升經營效率，本集團於二零一二年三月完成收購建國之全部股權。本集團自一名獨立第三方收購建國之全部股權，該公司於中國為本集團若干現有附屬公司提供石灰石開採服務。已付現金代價為新台幣1,600,000,000元，連同營運資金代價人民幣64,786,000元，合共相等於約506,322,000港元。

此項收購已採用收購法入賬。因收購事項產生之商譽金額約為264,972,000港元。

於二零一二年，收購相關成本為數約2,685,000港元並未計入收購成本內，及已確認為開支並計入綜合損益及其他全面收益表之「一般及行政開支」項目內。

Notes to the Consolidated Financial Statements**綜合財務報表附註**

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

38. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2012 (Continued)

The net assets acquired in the transactions, and the goodwill arising, are as follows:

		Chien Kuo 建國 HK\$'000 千港元
Non-current assets	非流動資產	
Property, plant and equipment	物業、廠房及設備	154,924
Intangible assets	無形資產	1,010
		155,934
Current assets	流動資產	
Inventories	存貨	16,535
Prepayments, deposits and other receivables (note)	預付款項、按金及其他應收款項 (附註)	6,893
Trade receivables (note)	應收貿易賬款(附註)	42,093
Time deposits	定期存款	15,990
Cash and bank balances	現金及銀行結餘	25,121
		106,632
Current liabilities	流動負債	
Trade payables	應付貿易賬款	14,082
Other payables and accrued liabilities	其他應付款項及應計負債	2,617
Tax payables	應付稅項	591
		17,290
Non-current liabilities	非流動負債	
Deferred tax liabilities	遞延稅項負債	3,926
		241,350

note: The trade and other receivables acquired with an aggregate fair value of HK\$42,658,000 had gross contractual amounts of HK\$42,658,000. The best estimate at acquisition date of contractual cash flows not expected to be collected was nil.

38. 收購附屬公司 (續)截至二零一二年十二月三十一日止年度
(續)

於該等交易所收購之資產淨值及產生之商譽如下：

		Chien Kuo 建國 HK\$'000 千港元
Non-current assets	非流動資產	
Property, plant and equipment	物業、廠房及設備	154,924
Intangible assets	無形資產	1,010
		155,934
Current assets	流動資產	
Inventories	存貨	16,535
Prepayments, deposits and other receivables (note)	預付款項、按金及其他應收款項 (附註)	6,893
Trade receivables (note)	應收貿易賬款(附註)	42,093
Time deposits	定期存款	15,990
Cash and bank balances	現金及銀行結餘	25,121
		106,632
Current liabilities	流動負債	
Trade payables	應付貿易賬款	14,082
Other payables and accrued liabilities	其他應付款項及應計負債	2,617
Tax payables	應付稅項	591
		17,290
Non-current liabilities	非流動負債	
Deferred tax liabilities	遞延稅項負債	3,926
		241,350

附註：已取得公平值總額42,658,000港元之應收貿易賬款及其他應收款項之已訂約總額為42,658,000港元。預期不可收回之已訂約現金流於收購日期之最佳估算為零。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

38. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2012 (Continued)

Goodwill arising on acquisition

		Chien Kuo 建國 HK\$'000 千港元
Consideration transferred	已轉讓代價	506,322
Less: Fair value of identifiable net assets acquired	減：已收購可識別資產淨值之公平值	(241,350)
Goodwill arising on acquisition	收購事項產生之商譽	264,972

Net cash outflow arising on acquisition

		Chien Kuo 建國 HK\$'000 千港元
Cash consideration	現金代價	(506,322)
Less: Cash and bank balances acquired	減：已收購之現金及銀行結餘	25,121
Deposit paid in prior year	去年已付之訂金	413,766
Net cash outflow arising on acquisition	收購事項產生之現金流出淨額	(67,435)

Goodwill arose on the acquisition of Chien Kuo because the acquisition included the assembled workforce of Chien Kuo and the benefit of expected synergies as at the date of acquisition. These benefits were not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

由於收購事項包括於收購日期建國之裝配勞動力及預期之協同效益，故收購建國產生商譽。由於該等利益不符合可識別無形資產之確認標準，故並無與商譽分開確認。

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38. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2012 (Continued)

Impact of acquisitions on the results of the Group

Chien Kuo did not contribute significantly to the revenue or results of the Group for the period from the date of acquisition to 31 December 2012 as all revenue contributed by Chien Kuo have been eliminated at consolidation. Chien Kuo's revenue and profit for the period from the date of acquisition to 31 December 2012 before elimination was HK\$148,681,000 and HK\$8,728,000 respectively.

If the acquisition had been completed on 1 January 2012, there would be insignificant effect on the Group's revenue and profit attributable to owners of the Company for the year ended 31 December 2012. The pro forma information was for illustrative purposes only and was not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2012, nor was it intended to be a projection of future results.

38. 收購附屬公司 (續)

截至二零一二年十二月三十一日止年度
(續)

收購事項對本集團業績之影響

由於建國所貢獻之全部收益已於綜合賬目時沖銷，故建國並無對本集團於收購日期起至二零一二年十二月三十一日止期間之收益或業績作出重大貢獻。建國於收購日期起至二零一二年十二月三十一日止期間之收益及溢利(沖銷前)分別為148,681,000港元及8,728,000港元。

倘收購事項已於二零一二年一月一日完成，不會對截至二零一二年十二月三十一日止年度本集團之收益及本公司擁有人應佔溢利造成重大影響。備考資料乃僅供說明之用，並不可作為倘收購事項已於二零一二年一月一日完成時，本集團實際能取得之收益及營運業績之指標，亦不擬作為未來業績之預測。

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39. SHARE CAPITAL – ORDINARY SHARES

39. 股本 – 普通股

		Number of ordinary shares 普通股數目	
		'000 千股	HK\$'000 千港元
Authorised:	法定股本：		
Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股		
At 1 January 2012, 31 December 2012 and 31 December 2013	於二零一二年一月一日、 二零一二年 十二月三十一日及 二零一三年 十二月三十一日	5,000,000	500,000
Issued and fully paid:	已發行及繳足股本：		
Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股		
At 1 January 2012	於二零一二年一月一日	3,295,635	329,564
Conversion of non-redeemable convertible preference shares (<i>note</i>)	轉換不可贖回可轉換 優先股 (<i>附註</i>)	8	1
At 31 December 2012 and 31 December 2013	於二零一二年十二月 三十一日及二零一三年 十二月三十一日	3,295,643	329,565

note: During the year ended 31 December 2012, 8,000 (2013: nil) ordinary shares had been allotted and issued to the convertible preference shareholders of the Company upon the conversion of the convertible preference shares. The new shares issued during the year rank pari passu in all respects with the existing shares in issue.

附註: 於截至二零一二年十二月三十一日止年度，於轉換可轉換優先股後已向本公司可轉換優先股股東配發及發行8,000股（二零一三年：無）普通股。於年內已發行之新股份於所有方面與已發行現有股份享有同等權益。

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**40. SHARE CAPITAL – NON-REDEEMABLE
CONVERTIBLE PREFERENCE SHARES
("PREFERENCE SHARES")****40. 股本 – 不可贖回可轉換優先股
("優先股")**

		Number of convertible preference shares 可轉換優先股數目	
		'000 千股	HK\$'000 千港元
Authorised:	法定股本：		
Preference shares of HK\$0.10 each	每股面值0.10港元之優先股		
At 1 January 2012, 31 December 2012 and 31 December 2013	於二零一二年一月一日、 二零一二年十二月三十一日及 二零一三年十二月三十一日	494,345	494,345
Issued and fully paid:	已發行及繳足股本：		
Preference shares of HK\$0.10 each	每股面值0.10港元之優先股		
At 1 January 2012	於二零一二年一月一日	494,342	49,434
Conversion of preference shares (<i>note</i>)	轉換優先股 (<i>附註</i>)	(8)	(1)
At 31 December 2012 and 31 December 2013	於二零一二年十二月三十一日及 二零一三年十二月三十一日	494,334	49,433

The preference shares are non-redeemable, carry no voting right and each of the preference share is convertible into one ordinary share any time after issue.

優先股為不可贖回，不附帶投票權，且每一股優先股可於發行後任何時間轉換為一股普通股。

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**40. SHARE CAPITAL – NON-REDEEMABLE
CONVERTIBLE PREFERENCE SHARES
("PREFERENCE SHARES")** (Continued)

The preference shareholders are entitled to receive dividend pari passu with ordinary shareholders on an as converted basis. In addition, they are also entitled to preferred distribution at a rate of 1.0% per annum on the issue price, at HK\$4.9 per preference share, payable semi-annually in arrears. The preferred distribution is non-cumulative. The Directors may, in their sole discretion, elect to defer or not to pay a preferred distribution. If the board of Directors elects to defer or not to pay a preferred distribution, the Company shall not pay any dividends, distributions or make any other payment on any ordinary shares.

note: During the year ended 31 December 2012, 8,000 (2013: nil) convertible preference shares had been converted into the same number of ordinary shares by the subscription and the exercise of the conversion rights attaching to the preference shares.

**40. 股本 – 不可贖回可轉換優先股
（「優先股」）**（續）

優先股股東有權按已兌換基準與普通股股東享有同等權益地收取股息。此外，彼等亦有權按發行價每股優先股4.9港元以每年1.0%之比率收取優先分派，優先分派每半年到期時應付。優先分派不可累積。董事可全權酌情選擇延後或不支付優先分派。倘董事會選擇延後或不支付優先分派，則本公司毋須支付任何普通股之任何股息、分派或作出任何其他付款。

附註： 截至二零一二年十二月三十一日止年度，8,000股（二零一三年：無）可轉換優先股已因認購及行使優先股附帶之轉換權而獲轉換為相同數目之普通股。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

**41. SHARE BASED PAYMENT
TRANSACTIONS****Equity settled share option scheme**

The Company operates a share option scheme (the "Scheme") for the purpose of enabling the Directors to grant options to selected Eligible Persons as incentives or rewards for their contribution or potential contribution to the Group. The Scheme shall be valid and effective for a period of 10 years commencing on the adoption date of 23 May 2006. The basis of eligibility of any of the Eligible Persons to the grant of options shall be determined by the Directors from time to time on the basis of the Directors' opinion as to his contribution or potential contribution to the development and growth of the Group. Eligible Persons means any person falling within one of the following classes:

- (i) any Director or proposed Director (whether executive or non-executive, including any independent non-executive Director), employee of any member of the Group or any controlling shareholder, a person who controls the Company or any company controlled by a controlling shareholder (a "Category A Eligible Person"); or
- (ii) any holder of any securities issued by any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder (a "Category B Eligible Person");

and, for the purposes of the Scheme, shall include any company controlled by one or more persons belonging to any of the above classes of persons.

41. 以股份支付款項之交易**以股本結算之購股權計劃**

本公司設有購股權計劃（「該計劃」），旨在賦予董事權力，將購股權授予指定合資格人士，作為彼等對本集團所作之貢獻或潛在貢獻之獎勵或報酬。該計劃之有效期為十年，由採納當日（即二零零六年五月二十三日）起生效。任何合資格人士獲授購股權之資格，將由董事不時根據董事對彼就本集團發展及增長所作之貢獻或潛在貢獻之意見而釐定。合資格人士指任何屬於下列其中一類之人士：

- (i) 本集團任何成員公司或任何控股股東、控制本公司之人士或任何由控股股東控制之公司之任何董事或候任董事（不論為執行或非執行，包括任何獨立非執行董事）、僱員（「A類合資格人士」）；或
- (ii) 本集團任何成員公司或任何控股股東或任何由控股股東控制之公司發行之任何證券之任何持有人（「B類合資格人士」）；

而就該計劃而言，須包括屬上述任何一類之一名或多名人士控制之任何公司。

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**41. SHARE BASED PAYMENT
TRANSACTIONS (Continued)**

Equity settled share option scheme (Continued)

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares in issue as at the date of adoption of the Scheme. The Company can grant share options to subscribe up to 77,292,200 shares of the Company under the Scheme. The 10% limit may be refreshed with the approval of shareholders of the Company.

The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Any option to be granted to a Director, chief executive or substantial shareholder of the Company (or any of their respective associates) must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options).

If a grant of options to a substantial shareholder or an independent non-executive Director (or any of their respective associates) will result in the total number of shares issued and to be issued upon exercise of options already granted and to be granted to such person under the Scheme and any other share option schemes of the Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant representing in aggregate over 0.1% of the shares in issue; and in excess of HK\$5 million, such further grant of options is required to be approved by shareholders.

41. 以股份支付款項之交易 (續)

以股本結算之購股權計劃 (續)

根據該計劃授出之購股權所涉及之股份總數，不得超過該計劃獲採納當日已發行股份10%。本公司可根據該計劃授出購股權，以認購最多77,292,200股本公司股份。經本公司股東批准後，該10%上限可予更新。

未經本公司股東事先批准，任何人士於任何一年內已經及可能獲授之購股權所涉及之已發行及將予發行之股份數目，不得超過本公司於任何時間已發行股份1%。凡向董事、本公司主要行政人員或主要股東（或彼等各自之任何聯繫人）授出購股權，須經獨立非執行董事（不包括本身為購股權承授人之任何獨立非執行董事）批准。

倘向主要股東或獨立非執行董事（或彼等各自之任何聯繫人）授出任何購股權，將導致於截至及包括授出日期止任何12個月期間內因行使根據該計劃及本公司任何其他購股權計劃已及將向該人士授出之購股權（包括已行使、已註銷及尚未行使之購股權）而已發行及將發行之股份總數合共超過已發行股份0.1%及超過5,000,000港元，則進一步授出購股權須經股東批准。

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**41. SHARE BASED PAYMENT
TRANSACTIONS (Continued)****Equity settled share option scheme (Continued)**

The option period commences on the Commencement Date (the date upon which the options are deemed to be granted and accepted) of such options and ends on the close of business on the day immediately preceding the tenth anniversary thereof.

The exercise price per share shall be determined by the Board, being at least the highest of (i) the closing price of the shares on the date on which an option is offered to an Eligible Person, which must be a business day ("Offer Date"); (ii) the average closing price of the shares for the five trading days immediately preceding the offer date, and (iii) the nominal value of one share.

Share options do not contain rights on the holders to dividends or vote at shareholders meetings.

As at 31 December 2013, the number of shares in respect of which options had been granted and remained outstanding under the Scheme was 30,940,000 (2012: 33,180,000), representing 0.94% (2012: 1.01%) of the ordinary shares of the Company in issue at that date. The vesting condition of the options granted is the service period of the relevant Directors or employees.

41. 以股份支付款項之交易 (續)**以股本結算之購股權計劃 (續)**

購股權期間於該等購股權之起始日(購股權被視為已授出及已獲接納之日期)開始,並於其緊接十週年日期前一個營業日結束時屆滿。

每股股份行使價應由董事會釐定,即至少相等於以下三者中之最高者:(i)在向合資格人士提呈購股權當日(必須為營業日)(「要約日期」)之股份收市價;(ii)緊接要約日期前五個交易日之股份平均收市價;及(iii)一股股份面值。

購股權並無附帶持有人獲享股息或於股東會議上投票之權利。

於二零一三年十二月三十一日,根據該計劃已授出惟尚未行使之購股權所涉及之股份數目為30,940,000股(二零一二年:33,180,000股),相當於本公司於該日已發行普通股之0.94%(二零一二年:1.01%)。已授出購股權之歸屬條件為有關董事或僱員之服務期限。

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**41. SHARE BASED PAYMENT
TRANSACTIONS (Continued)**

Equity settled share option scheme (Continued)

Details of specific category of the share options are as follows:

41. 以股份支付款項之交易 (續)

以股本結算之購股權計劃 (續)

購股權之指定類別之詳情如下:

Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Number of share option 購股權數目
27 May 2011 二零一一年五月二十七日	27 May 2011 to 26 February 2012 二零一一年五月二十七日至 二零一二年二月二十六日	27 February 2012 to 26 May 2014 二零一二年二月二十七日至 二零一四年五月二十六日	4.42	6,188,000
27 May 2011 二零一一年五月二十七日	27 May 2011 to 26 February 2013 二零一一年五月二十七日至 二零一三年二月二十六日	27 February 2013 to 26 May 2014 二零一三年二月二十七日至 二零一四年五月二十六日	4.42	9,282,000
27 May 2011 二零一一年五月二十七日	27 May 2011 to 26 February 2014 二零一一年五月二十七日至 二零一四年二月二十六日	27 February 2014 to 26 May 2014 二零一四年二月二十七日至 二零一四年五月二十六日	4.42	15,470,000
				30,940,000

The following table discloses movements of the Company's share options held by Directors and certain employees during the year:

下表披露年內董事及若干僱員所持有之本公司購股權之變動情況:

Name of Directors/employees 董事姓名/僱員	Outstanding at 1 January 2012 於二零一二年 一月一日 尚未行使	Forfeited during 2012 於二零一二年 已沒收	Outstanding at 31 December 2012 於二零一二年 十二月三十一日 尚未行使	Forfeited during 2013 於二零一三年 已沒收	Outstanding at 31 December 2013 於二零一三年 十二月三十一日 尚未行使
Koo, Cheng-Yun, Leslie Wu Yih Chin Employees	10,450,000 2,000,000 24,870,000	- - (4,140,000)	10,450,000 2,000,000 20,730,000	- - (2,240,000)	10,450,000 2,000,000 18,490,000
Total	37,320,000	(4,140,000)	33,180,000	(2,240,000)	30,940,000
Exercisable at the end of the reporting period	於報告期末可予行使		7,700,000	15,470,000	

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**41. SHARE BASED PAYMENT
TRANSACTIONS (Continued)****Equity settled share option scheme (Continued)**

The Group recognised the total expense of approximately HK\$5,465,000 for the year ended 31 December 2013 (2012: HK\$13,363,000) in relation to share options granted under the Scheme by the Company.

42. RESERVES**Contributed surplus**

The contributed surplus of the Group represents the difference between the fair value of the combined net assets value of the subsidiaries involved in the Group reorganisation in September 1997 and the assets, liabilities and undertakings which relate to the import and distribution of cement carried out by Hong Kong Cement Manufacturing Company Limited prior to the Group reorganisation (the "Relevant Business"), as if they were acquired by the Group when the subsidiaries and the Relevant Business commenced operations, and the nominal value of the Company's shares issued in exchange therefor.

Statutory reserve fund

In accordance with the relevant PRC regulations applicable to wholly-foreign owned enterprises, certain PRC subsidiaries are required to appropriate an amount of not less than 10% of its annual after tax profit to the statutory reserve fund, which may be used to increase the paid-up capital of the PRC subsidiaries.

41. 以股份支付款項之交易 (續)**以股本結算之購股權計劃 (續)**

本集團已於截至二零一三年十二月三十一日止年度就本公司根據該計劃授出之購股權確認開支總額約5,465,000港元(二零一二年: 13,363,000港元)。

42. 儲備**繳入盈餘**

本集團之繳入盈餘指本集團於一九九七年九月進行重組涉及之附屬公司之合併資產淨值，以及假設當附屬公司及本集團重組前之香港水泥有限公司從事之水泥進口及分銷業務(「有關業務」)開始投入運作後已由本集團收購關於有關業務之資產、負債及承擔之公平值，與作為換取代價之本公司已發行股份面值之差額。

法定儲備基金

根據有關適用於外商獨資企業之中國法規，若干中國附屬公司須將不少於每年除稅後溢利10%之款項提撥作法定儲備基金，該筆款項可作該等中國附屬公司增加實繳資本之用。

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43. RETIREMENT BENEFITS PLANS

The Group operates a defined contribution retirement benefits scheme under the Mandatory Provident Fund Ordinance (the "MPF Scheme") for employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries with maximum of HK\$1,250 (HK\$1,000 before 1 June 2012) per employee per month and are charged to the profit and loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

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

43. 退休福利計劃

本集團根據強制性公積金計劃條例，為合資格參與強積金計劃之僱員設立定額供款退休福利計劃（「強積金計劃」）。有關供款按有關僱員之基本薪金若干百分比計算，最高為每位僱員每月1,250港元（於二零一二年六月一日前為1,000港元），並於根據強積金計劃規則應付時自損益中扣除。強積金計劃之資產由獨立管理基金持有，與本集團資產分開管理。本集團之僱主供款一旦根據強積金計劃作出，即全數屬僱員所有，惟倘本集團之僱員在可全數收取供款前離職，則本集團之僱主自願供款將根據強積金計劃規則退還予本集團。

本公司位於中國之附屬公司之僱員為中國政府營辦之國家管理退休福利計劃之會員。該等附屬公司須按僱員薪金之某個指定百分比向退休福利計劃作出供款，為福利計劃提供資金。本集團有關退休福利計劃之唯一責任為作出指定供款。

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43. RETIREMENT BENEFITS PLANS (Continued)

The total expense recognised in the consolidated statement of profit or loss and other comprehensive income of approximately HK\$56,661,000 (2012: HK\$45,960,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

44. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of net debt, which includes bank loans and amount due to immediate holding company net of cash and bank balances, and equity attributable to owners of the Company, comprising issued share capital, reserves and retained earnings. The Directors review the capital structure on an annual basis. As part of this review, the Directors consider the cost of capital and the risks associates with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debts.

43. 退休福利計劃 (續)

本集團按該等計劃之規則指定之比率應付該等計劃之供款總額約為56,661,000港元(二零一二年: 45,960,000港元), 該費用已於綜合損益及其他全面收益表確認入賬。

44. 資本風險管理

本集團之資本管理乃確保本集團內各實體將可以持續方式經營, 同時透過適當優化債務與股本平衡為股東帶來最大回報。過往年度本集團整體策略保持不變。

本集團之資本架構包括債務淨額(包括銀行貸款及應付直屬控股公司款項, 扣除現金及銀行結餘)及本公司擁有人應佔權益(包括已發行股本、儲備及保留盈利)。董事每年均會檢討資本架構。作為此項檢討之一部份, 董事會考慮資本成本及與各類資本有關之風險。本集團將透過支付股息、發行新股份及購回股份, 以及發行新債務或贖回現有債務平衡其整體資本架構。

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45. FINANCIAL INSTRUMENTS

Categories of financial instruments

45. 金融工具

金融工具之類別

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Financial assets	金融資產		
FVTPL	按公平值計入損益		
– held for trading investments	– 持作交易用途之投資	49,287	49,137
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等值)	7,710,971	6,919,351
Available-for-sale investments	可供出售投資	45,193	1,213,528
Financial liabilities	金融負債		
Amortised cost	攤銷成本	15,868,757	16,717,072
Derivative financial instruments – warrants	衍生金融工具 – 認股權證	5,780	6,669

Financial risk management objectives and policies

The Group's major financial instruments include equity investments, amounts due from investee companies, trade and other receivables, loan receivables, bank deposits and bank balances, trade and other payables, bank loans, amount due to a non-controlling shareholder, amount due to immediate holding company and derivative financial instruments – warrants. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include credit risk, interest rate risk, currency risk, other price risk and liquidity risk and the policies applied by the Group to mitigate these risks are set out below. Management monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

財務風險管理目標與政策

本集團之主要金融工具包括股本投資、應收被投資公司款項、應收貿易賬款及其他應收款項、應收貸款、銀行存款及銀行結餘、應付貿易賬款及其他應付款項、銀行貸款、應付一位非控股股東款項、應付直屬控股公司款項及衍生金融工具 – 認股權證。該等金融工具之詳情已於有關之附註披露。下文載列與該等金融工具有關之風險 (包括信貸風險、利率風險、貨幣風險、其他價格風險及流動資金風險) 及本集團如何減低該等風險而採用之政策。管理層監察該等風險，以確保及時及有效地實行適當措施。

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45. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies***(Continued)***Credit risk**

At 31 December 2013, the Group's maximum exposure to credit risk, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties, is arising from the carrying amount of the respective financial assets as stated in the consolidated statement of financial position and the amount of contingent liabilities in relation to financial guarantee issued by the Group as disclosed in Note 46. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings.

The Group mainly trades on terms based on prepayments and letters of credits in most of the transactions. Thus, the management considers that the risk is adequately monitored and does not expect any counterparty to fail to meet its obligations.

45. 金融工具 (續)**財務風險管理目標與政策 (續)****信貸風險**

於二零一三年十二月三十一日，因對方未能履行責任而令本集團蒙受財務損失，則本集團要承受之最大信貸風險乃因綜合財務狀況表所述各金融資產之賬面值及於附註46披露之有關本集團所作出財務擔保之或然負債金額而產生。為將信貸風險降至最低，本集團管理層已委派一組人員負責釐定信貸限額、信貸審批及其他監察程序，以確保採取跟進措施收回逾期之債項。此外，本集團於報告期末檢討每項個別貿易債項之可收回數額，以確保就無法收回之數額作出足夠之減值虧損撥備。就此而言，董事認為本集團之信貸風險已大幅降低。

流動資金之信貸風險有限，原因是對方均為具高信貸評級之銀行。

在大部分交易中，本集團主要按照以預付款項及信用證為基準之條款進行交易。因此，管理層認為有關風險受到充分監控，並預期概無任何對方將不予履行其責任。

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45. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Credit risk (Continued)

The Group's concentration of credit risk by geographical locations is mainly in the PRC, which accounted for all loan receivables (2012: 100%), 97.9% (2012: 97.3%) of the trade receivables and all consideration receivable for disposal of available-for-sale investments (2012: nil) as at 31 December 2013.

As at 31 December 2013, the Group also has concentration of credit risk with (i) loan receivables due from six (2012: six) borrowers within the government sector in the PRC; (ii) financial guarantee issued by the Group to an associate (2012: nil); and (iii) consideration receivable for disposal of available-for-sale investments due from a buyer which is engaged in cement manufacturing in the PRC.

In order to minimise the credit risk on the loan receivables and consideration receivable, the management of the Group closely monitor the follow-up action taken to recover any overdue amounts. In addition, the Group reviews the recoverable amount of each debtor at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk on the loan receivables is significantly reduced.

Market risk

(i) **Interest rate risk**

The Group is exposed to fair value interest rate risk in relation to the pledged bank deposits, time deposits and amounts due from investee companies. The Group is also exposed to cash flow interest rate risk in relation to floating-rate bank loans, amount due to immediate holding company, amount due from an associate and bank balances. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise. The fair value interest rate risk on bank deposits is insignificant as the fixed deposits are short-term.

45. 金融工具 (續)

財務風險管理目標與政策 (續)

信貸風險 (續)

本集團之信貸風險按地區而言主要集中於中國，於二零一三年十二月三十一日佔全部應收貸款（二零一二年：100%）、應收貿易賬款之97.9%（二零一二年：97.3%）及出售可供出售投資之全部應收代價（二零一二年：無）。

於二零一三年十二月三十一日，由於(i)應收六名（二零一二年：六名）來自中國政府部門借入之應收貸款；(ii)本集團向一間聯營公司作出之財務擔保（二零一二年：無）；及(iii)就出售可供出售投資而應收買方（其於中國從事水泥製造業務）之代價，因此本集團亦須承受集中之信貸風險。

為將應收貸款及應收代價之信貸風險降至最低，本集團管理層密切監視為收回任何逾期金額而採取之跟進措施。此外，本集團於報告期末檢討每個債務人之可收回數額，以確保就無法收回之數額作出足夠之減值虧損撥備。就此而言，董事認為本集團應收貸款之信貸風險已大幅降低。

市場風險

(i) **利率風險**

本集團面臨與已抵押銀行存款、定期存款及應收被投資公司款項有關之公平值利率風險。本集團亦面臨與浮動息率銀行貸款、應付直屬控股公司款項、應收一間聯營公司款項及銀行結餘有關之現金流利率風險。本集團現時並無利率對沖政策。然而，管理層監控利率風險，並將於需要時考慮對沖重大利率風險。由於定期存款為短期，銀行存款之公平值利率風險甚微。

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45. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies***(Continued)***Market risk (Continued)***(i) Interest rate risk (Continued)*

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR, LIBOR and benchmark loan rates of financial institutions set by The People's Bank of China arising from the Group's bank loans, amount due from an associate and amount due to immediate holding company.

Sensitivity analysis

The Group's sensitivity to interest rate risk has been determined based on the exposure to variable interest rates for financial instruments at the end of the reporting period. The analysis is prepared assuming the amount due from an associate and the bank balances in the PRC net of bank loans at the end of the reporting period and the net balance was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2013 would decrease/increase by approximately HK\$15,049,000 (2012: HK\$17,618,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank loans.

45. 金融工具 (續)**財務風險管理目標與政策 (續)****市場風險 (續)***(i) 利率風險 (續)*

本集團之現金流利率風險主要集中在本集團之銀行貸款、應收一間聯營公司款項及應付直屬控股公司款項產生之香港銀行同業拆息、倫敦銀行同業拆息及中國人民銀行所制定之金融機構基準貸款利率之波動。

敏感度分析

本集團利率風險的敏感度乃基於報告期末金融工具之浮動利率風險而釐定。此分析在假設於報告期末中國之應收一間聯營公司款項及銀行結餘(扣除銀行貸款)及餘額淨額於全年尚未償還之情況下所編製。50個基點之增減是向主要管理人員就利率風險作內部匯報時使用，而該基點代表管理層對可能合理出現之利率變動所作出之評估。

倘利率增/減50個基點且所有其他可變因素維持不變，則本集團截至二零一三年十二月三十一日止年度之除稅後溢利將減少/增加約15,049,000港元(二零一二年: 17,618,000港元)。這主要由於本集團之浮動息率銀行貸款之利率風險所致。

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45. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Market risk (Continued)

(ii) *Currency risk*

The Group is mainly exposed to United States Dollars (“USD”) and HKD.

Amount due to immediate holding company, bank balances and bank loans of the Group are denominated in foreign currencies. The Group currently does not have a foreign currency hedging policy in respect of foreign currency loan. However, management monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

Sensitivity analysis

The following table details the Group’s sensitivity to a reasonably possible change of 5% in exchange rate of USD and HKD against functional currency of RMB respectively, while all other variables are held constant. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates.

45. 金融工具 (續)

財務風險管理目標與政策 (續)

市場風險 (續)

(ii) *貨幣風險*

本集團主要涉及美元(「美元」)及港元風險。

本集團之應付直屬控股公司款項、銀行結餘及銀行貸款以外幣列值。本集團現時並無有關外幣貸款之外幣對沖政策。然而，管理層嚴密監控相關外幣風險，並將於有需要時考慮對沖重大外幣風險。

敏感度分析

下表詳列本集團就美元及港元分別兌功能貨幣人民幣之匯率可能有5%之合理變動之敏感度，而所有其他可變因素維持不變。此敏感度分析僅包括尚未結清之外幣列值貨幣項目及於報告期末按外幣匯率5%變動調整其換算。

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
(Decrease) increase in post-tax profit for the year	本年度除稅後溢利 (減少)增加		
– if RMB weakens against USD	– 倘人民幣兌美元弱勢	(182,138)	(138,389)
– if RMB strengthens against USD	– 倘人民幣兌美元強勢	182,138	138,389
– if RMB weakens against HKD	– 倘人民幣兌港元弱勢	(17,054)	(19,179)
– if RMB strengthens against HKD	– 倘人民幣兌港元強勢	17,054	19,179

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45. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies***(Continued)***Market risk (Continued)***(iii) Other price risk*

The Group's equity investments and the investment funds with underlying equity investments at the end of the reporting period exposed the Group to equity security price risk. The management manages this exposure by maintaining a portfolio of investments with different risk profiles. The Group's equity price risk is from listed equity securities in Hong Kong and quoted investment funds. The warrants issued by the Company are also exposed to the equity price risk but the management consider the exposure is insignificant to the Group. Available-for-sale investments also exposed to price risk but no sensitivity analysis is presented as the available-for-sale investments are measured at cost.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks in respect of held-for-trading investments at the reporting date.

If the prices of the respective held-for-trading investments had been 20% higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2013 would increase/decrease by approximately HK\$9,857,000 (2012: HK\$9,827,000) as a result of the changes in fair value of held-for-trading investments.

45. 金融工具 (續)**財務風險管理目標與政策 (續)***市場風險 (續)**(iii) 其他價格風險*

本集團於報告期末之股本投資及具有相關股本投資之投資基金令本集團蒙受股本證券價格風險。管理層會透過維持具有不同風險程度之投資組合來管理此風險。本集團之股價風險來自香港上市股本證券及有價投資基金。本公司發行之認股權證亦承受股價風險，但管理層認為，該風險對本集團而言並不重大。可供出售投資亦承受價格風險，但由於可供出售投資乃按成本計量，故並無呈列敏感度分析。

敏感度分析

以下敏感度分析乃根據於報告日期有關持作交易用途之投資之股價風險而釐定。

如果各項持作交易用途之投資之價格上升／下降20%且所有其他可變因素維持不變，則由於持作交易用途之投資公平值變動，致使本集團截至二零一三年十二月三十一日止年度之除稅後溢利將增加／減少約9,857,000港元（二零一二年：9,827,000港元）。

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45. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank loans and ensures compliance with loan covenants.

The Group relies on bank loans as a significant source of liquidity. As at 31 December 2013, the Group has available unutilised bank loan facilities of approximately HK\$3,138,784,000 (2012: HK\$2,722,487,000). Details of which are set out in Note 34.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

45. 金融工具 (續)

財務風險管理目標與政策 (續)

流動資金風險

就管理流動資金風險而言，本集團監察及保持管理層認為充足水平之現金及現金等值，以為本集團營運提供資金及減低現金流量波動之影響。管理層監控銀行貸款之動用情況，並確保符合貸款契約之規定。

本集團依靠銀行貸款作為流動資金之主要來源。於二零一三年十二月三十一日，本集團有可動用而尚未動用之銀行貸款額度約為3,138,784,000港元（二零一二年：2,722,487,000港元）。其詳情載於附註34。

下表詳列本集團非衍生金融負債之其餘合同到期情況。該表乃根據本集團須付款之最早日期之金融負債中未折現現金流量編製。非衍生金融負債的到期日乃根據協定償還日期釐定。該表包括利息及本金現金流量。倘利息流為浮動利率，則未折現金額將根據報告期末之利率計算。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

45. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies***(Continued)***Liquidity risk (Continued)****Liquidity risk tables****45. 金融工具 (續)****財務風險管理目標與政策 (續)****流動資金風險 (續)****流動資金風險表**

		Weighted average interest rate 加權平均 利率 %	Repayable on demand 於要求時 償還 HK\$'000 千港元	1 - 3 months 一至三個月 HK\$'000 千港元	3 months to 1 year 三個月 至一年 HK\$'000 千港元	1 - 5 years 一至五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現 現金流總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
2013	二零一三年							
Non-derivative financial liabilities	非衍生金融負債							
Trade and other payables	應付貿易賬款及 其他應付款項	-	-	2,415,120	65,407	-	2,480,527	2,480,527
Bank loans	銀行貸款	5.4	-	1,270,822	4,793,182	7,084,236	13,148,240	12,752,730
Amount due to immediate holding company	應付直屬控股公司款項	1.6	-	2,533	7,600	645,634	655,767	635,500
Financial guarantee contract	財務擔保合約	-	153,600	-	-	-	153,600	-
			153,600	3,688,475	4,866,189	7,729,870	16,438,134	15,868,757
2012	二零一二年							
Non-derivative financial liabilities	非衍生金融負債							
Trade and other payables	應付貿易賬款及 其他應付款項	-	6,528	2,014,613	51,899	-	2,073,040	2,072,996
Bank loans	銀行貸款	5.1	-	2,187,059	2,985,695	9,666,017	14,838,771	14,293,091
Amount due to a non-controlling shareholder	應付一位非控股股東款項	-	13,730	-	-	-	13,730	13,730
Amount due to immediate holding company	應付直屬控股公司款項	1.5	-	1,229	3,688	330,417	335,334	325,500
Long term payable	長期應付款項	6.9	-	200	611	12,252	13,063	11,755
			20,258	4,203,101	3,041,893	10,008,686	17,273,938	16,717,072

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45. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

The amount included above for financial guarantee contract is the maximum amount the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Save as disclosed under the heading “current liabilities” and “non-current liabilities” in the consolidated statement of financial position and “contingent liabilities” and “pledge of assets” disclosed in Notes 46 and 49 and apart from intra-group liabilities, the Group did not have any bank overdrafts or loans, or other similar indebtedness (other than normal trade bills and payables), mortgages, charges or guarantees or other material contingent liabilities as at the close of business of 31 December 2013.

45. 金融工具 (續)

財務風險管理目標與政策 (續)

流動資金風險 (續)

計入上述財務擔保合約之金額乃倘擔保之對手方作出申索，則本集團根據安排可取得用作償還全數擔保金額之最高金額。根據報告期末之預期，本集團認為很大可能毋須根據安排支付款項。然而，上述估計將視乎對手方根據擔保提出申索之可能性而有變，而提出申索之可能性則取決於對手方所持獲擔保財務應收款項出現信貸虧損之可能性。

倘若浮動利率變動與報告期末釐定之利率估計不同，上文所載之非衍生金融負債的浮動利率工具金額可能有變。

除於綜合財務狀況表內「流動負債」及「非流動負債」項下所披露者以及附註46及49所披露之「或然負債」及「資產抵押」及集團內公司間負債外，於二零一三年十二月三十一日營業時間結束時，本集團概無任何銀行透支或貸款、或其他類似債務（一般貿易票據及應付款項除外）、按揭、押記或擔保或其他重大或然負債。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

45. FINANCIAL INSTRUMENTS (Continued)**Fair value of financial assets and financial liabilities***Fair value measurements of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis*

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 and 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

45. 金融工具 (續)**金融資產及金融負債之公平值**

本集團的金融資產及金融負債的公平值乃經常性基準按公平值計量

本集團的部分金融資產及金融負債乃於各報告期末按公平值計量。下表載列有關該等金融資產及金融負債的公平值的釐定方法的資料(尤其是所使用的估值技術及輸入數據),以及公平值計量根據公平值計量的輸入數據可觀察程度分類的公平值層級水平(第一至第三級)。

- 第一級公平值計量源自就相同的資產或負債於活躍市場的報價(未調整);
- 第二級公平值計量源自不包括第一級報價的資產或負債的可直接(即作為價格)或間接(即源自價格)觀察的輸入數據;及
- 第三級公平值計量源自包括並非基於可觀察市場數據(不可觀察輸入數據)計算的資產或負債的估值技術。

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45. FINANCIAL INSTRUMENTS (Continued)

Fair value of financial assets and financial liabilities

(Continued)

Fair value measurements of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

45. 金融工具 (續)

金融資產及金融負債之公平值 (續)

本集團的金融資產及金融負債的公平值乃經常性基準按公平值計量 (續)

Financial assets/ financial liabilities	Fair value as at 31 December 2013 於二零一三年十二月三十一日 之公平值	Fair value hierarchy	Valuation technique(s) and key input(s) 估值方法及 主要輸入數據
金融資產／金融負債		公平值層級	
Financial assets – Held-for-trading investments	Listed equity securities in Hong Kong: – Cement industry – HK\$39,330,000; and Quoted investment funds in Taiwan – HK\$9,957,000	Level 1	Quoted bid prices in an active market
金融資產－持作交易用途之投資	於香港上市之股本證券： －水泥行業－39,330,000港元；及 於台灣之有價投資基金－9,957,000港元	第一級	於活躍市場所報之買賣價
Financial liabilities – Derivative financial instruments – warrants (Note)	HK\$5,780,000	Level 3	Black-Scholes pricing model with details of key inputs disclosed in Note 37
金融負債－衍生金融工具－認股權證 (附註)	5,780,000港元	第三級	柏力克－舒爾斯定價模型，主要輸入數據之詳情披露於附註37

note: No sensitivity analysis is disclosed for the impact of changes in the relevant unobservable data under the Black-Scholes pricing model as the management considers that the exposure is insignificant to the Group.

附註：管理層認為由於柏力克－舒爾斯定價模型下之相關不可觀察數據變動的影響對本集團並不重大，因此並無披露有關之敏感度分析。

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values. In addition, available-for-sale investments are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the Directors are of the opinion that their fair values cannot be measured reliably.

董事認為，按攤銷成本於綜合財務報表內入賬之金融資產及金融負債之賬面值與其公平值相若。此外，可供出售投資乃於報告期末按成本減減值計量，原因為其合理公平值估計之範圍甚廣，故董事認為其公平值無法可靠計量。

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45. FINANCIAL INSTRUMENTS (Continued)**Fair value of financial assets and financial liabilities***(Continued)**Fair value measurements of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)*

Reconciliation of Level 3 fair value measurement of warrants:

		HK\$'000 千港元
At 1 January 2012	於二零一二年一月一日	–
On issue of warrants	發行認股權證時	20,349
Fair value change	公平值變動	(13,680)
At 31 December 2012	於二零一二年十二月三十一日	6,669
Fair value change	公平值變動	(889)
At 31 December 2013	於二零一三年十二月三十一日	5,780

There were no transfers between Levels in both years.

46. CONTINGENT LIABILITIES

As at 31 December 2013, the Group provided a corporate guarantee jointly with other shareholders of an associate to a bank in respect of banking facilities granted to that associate in aggregate amounted to RMB400,000,000 (equivalent to approximately HK\$512,000,000) (2012: nil), of which RMB246,158,000 (equivalent to approximately HK\$315,082,000) (2012: nil) has been utilised by the associate. Pursuant to the corporate guarantee agreement, the Group has provided the guarantee amount proportioned to its equity interest in the associate, which represents RMB120,000,000 (equivalent to approximately HK\$153,600,000) (2012: nil).

Save as disclosed above, the Group had no other material contingent liabilities as at the end of the reporting period.

45. 金融工具 (續)**金融資產及金融負債之公平值 (續)**

本集團的金融資產及金融負債的公平值乃經常性基準按公平值計量 (續)

認股權證之第三級公平值計量之對賬：

		HK\$'000 千港元
At 1 January 2012	於二零一二年一月一日	–
On issue of warrants	發行認股權證時	20,349
Fair value change	公平值變動	(13,680)
At 31 December 2012	於二零一二年十二月三十一日	6,669
Fair value change	公平值變動	(889)
At 31 December 2013	於二零一三年十二月三十一日	5,780

於兩年度內各級之間並無轉讓。

46. 或然負債

於二零一三年十二月三十一日，本集團連同一間聯營公司之其他股東就該聯營公司獲授之總額為人民幣400,000,000元（相等於約512,000,000港元）（二零一二年：無）之銀行融資（其中人民幣246,158,000元（相等於約315,082,000港元）（二零一二年：無）已獲該聯營公司動用）而向一家銀行提供企業擔保。根據企業擔保協議，本集團已按其於該聯營公司之股權比例提供擔保金額，即為人民幣120,000,000元（相等於約153,600,000港元）（二零一二年：無）。

除上文所披露者外，於報告期末，本集團概無其他重大或然負債。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

47. CAPITAL COMMITMENTS

The Group's capital expenditure in respect of the following items contracted but not provided for in the consolidated financial statements:

47. 資本承擔

本集團就下列項目之已訂約但未於綜合財務報表撥備之資本支出：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Acquisition of property, plant and equipment	購買物業、廠房及設備	1,252,573	769,541
Acquisition of subsidiaries (note)	收購附屬公司(附註)	-	210,800
		1,252,573	980,341

note: As at 31 December 2012, amount represents consideration contracted for but not provided in the consolidated financial statements for the acquisition of a group of subsidiaries operating cement businesses in the PRC. The acquisitions were subject to certain conditions before completion amongst which, includes the approval by the regulatory government bodies in other jurisdictions. The deposits paid had been included in the consolidated statement of financial position as deposits paid for acquisition of subsidiaries.

During the year, the Group entered into agreement with the seller and has agreed to acquire 30% interest in the associate and therefore has transferred such deposits to settle the consideration payable for acquisition of associates.

附註： 於二零一二年十二月三十一日，該金額指已訂約但未於綜合財務報表撥備之收購一組於中國經營水泥業務之附屬公司之代價。收購事項須於完成前達成若干條件，其中包括，其他司法權區政府監管機關之批准。已付訂金已於綜合財務狀況表內列賬為收購附屬公司支付之訂金。

於年內，本集團與賣方訂立協議，已同意收購聯營公司之30%權益，因此已將有關訂金轉至結算收購聯營公司之應付代價。

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48. OPERATING LEASE COMMITMENTS

At the end of the reporting period, the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases with fellow subsidiaries which fall due as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within one year	一年內	4,968	6,227
In the second to fifth years inclusive	第二年至第五年 (包括首尾兩年)	19,872	19,872
Over five years	超過五年	43,073	48,041
		67,913	74,140

Operating lease payments represent rentals payable by the Group for certain of its rented land based on current rental payment. Leases are negotiated for lease term of thirty years and the rental is repriced every two years based on the market rent.

49. PLEDGE OF ASSETS

As at 31 December 2013, assets with the following carrying amounts have been pledged to secure bank loans of the Group (Note 34) or as a security for the letters of credit and similar obligations provided by banks in regard to the Group's purchase of plant and equipment or as performance guarantee in relation to certain sales or purchases contracts.

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,572,276	3,659,099
Prepaid lease payments	預付租賃款項	140,736	950,374
Mining rights	採礦權	101,576	108,242
Pledged bank deposits	已抵押銀行存款	20,653	180,568
		1,835,241	4,898,283

48. 經營租約承擔

於報告期末，本集團就與同系附屬公司訂立之不可撤銷之經營租約之日後最低租賃款項擁有尚未履行之承擔，其屆滿期如下：

經營租約租金指本集團根據當前租金就其若干租賃土地應付之租金。租約經商議之租期為30年，而租金每兩年根據市場租金價格重新定價一次。

49. 資產抵押

於二零一三年十二月三十一日，以下賬面值之資產已抵押，以擔保本集團之銀行貸款（附註34）或作為銀行就本集團購買廠房及設備提供之信用證或類似責任之抵押品或就若干買賣合約作為履約擔保。

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50. RELATED PARTIES TRANSACTIONS

In addition to the transactions and balances set out in Notes 9, 28, 29, 32, 35, 36 and 48, the Group entered into the following material related party transactions during the year:

50. 關連人士交易

除於附註9、28、29、32、35、36及48所述之交易及結餘外，於本年度，本集團已進行下列重大關連人士交易：

			2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
		<i>notes</i> 附註		
(i) Rental expenses payable to a fellow subsidiary	(i) 應付一間同系附屬公司之租金費用	<i>(a)</i>	6,189	6,196
(ii) Purchases of cement and clinker from ultimate holding company	(ii) 向最終控股公司購買水泥及熟料	<i>(b)</i>	70,826	94,150
(iii) Transportation and management services fee payable to fellow subsidiaries	(iii) 應付同系附屬公司之運輸及管理服務費	<i>(a)</i>	285,235	301,419
(iv) Maintenance service and one-off implementation service fee of a computer software system payable to fellow subsidiaries	(iv) 應付同系附屬公司之電腦軟件系統之維護服務及一次性導入服務費	<i>(a)</i>	34,863	19,208
(v) Purchases of clinker from a related party (<i>note 1</i>)	(v) 向一名關連人士購買熟料 (<i>附註1</i>)	<i>(b)</i>	-	11,593
(vi) Management fee payable to a related party (<i>note 2</i>)	(vi) 應付一名關連人士之管理費 (<i>附註2</i>)	<i>(a)</i>	10,187	7,927
(vii) Trademark fee payable to a related party (<i>note 2</i>)	(vii) 應付一名關連人士之商標使用費 (<i>附註2</i>)	<i>(a)</i>	2,507	2,477
(viii) Sales of raw materials to an associate	(viii) 向一間聯營公司銷售原材料	<i>(b)</i>	27,958	9,032
(ix) Purchase of raw materials from an associate	(ix) 向一間聯營公司購買原材料	<i>(b)</i>	25,925	6,689
(x) Sales of cement to an associate	(x) 向一間聯營公司銷售水泥	<i>(b)</i>	85,921	55,494
(xi) Interest income from an associate	(xi) 來自一間聯營公司之利息收入	<i>(a)</i>	5,132	5,786
(xii) Sales of cement and raw materials to joint ventures	(xii) 向合營公司銷售水泥及原材料	<i>(b)</i>	364	5,252
(xiii) Sales of slag powder to a related party (<i>note 1</i>)	(xiii) 向一名關連人士銷售礦渣粉 (<i>附註1</i>)	<i>(b)</i>	-	1,452
(xiv) Rental expenses payable to a related party (<i>note 2</i>)	(xiv) 應付一名關連人士之租金費用 (<i>附註2</i>)	<i>(a)</i>	2,818	-

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50. RELATED PARTIES TRANSACTIONS

(Continued)

notes:

- (1) The related party is a subsidiary of the non-controlling shareholder of a subsidiary of the Company.
- (2) The related party is the holding company of a non-controlling shareholder of a subsidiary of the Company.
- (a) The prices of these transactions were determined between the parties with reference to the agreements signed.
- (b) The prices of these transactions were determined between the parties with reference to market prices.

During the year, the remuneration of key management personnel which represents the short-term benefits of Directors remuneration is approximately HK\$7,176,000 (2012: HK\$9,809,000) as set out in Note 11.

50. 關連人士交易 (續)

附註：

- (1) 該關連人士為本公司一間附屬公司之非控股股東之附屬公司。
- (2) 該關連人士為本公司一間附屬公司之非控股股東之控股公司。
- (a) 該等交易之價格由訂約雙方參考已簽訂之協議釐定。
- (b) 該等交易之價格由訂約雙方參考市場價格釐定。

誠如附註11所載，於年內，主要管理人員之薪酬（指董事酬金之短期福利）約為7,176,000港元（二零一二年：9,809,000港元）。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

51. SUBSIDIARIES

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

51. 附屬公司

本公司於二零一三年及二零一二年十二月三十一日之主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股/ 註冊資本面值	Proportion of ownership interest 應佔擁有權權益比例		Principal activities 主要業務
			2013 二零一三年	2012 二零一二年	
Shares held directly: 直接持有之股份：					
Ulexite Investments Limited	British Virgin Island ("BVI")/ Hong Kong 英屬處女群島(「英屬處女群島」)/香港	Ordinary US\$200 普通股200美元	100%	100%	Investment holding 投資控股
Upper Value Investments Limited	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$11,600 普通股11,600美元	100%	100%	Investment holding 投資控股
Shares held indirectly: 間接持有之股份：					
Anhui King Bridge Cement Ltd.* 安徽朱家橋水泥有限公司*	The PRC 中國	Registered capital US\$15,000,000 註冊資本 15,000,000美元	60%	60%	Manufacture and distribution of slag powder 製造及分銷礦渣粉
Chiefolk Company Limited	Hong Kong 香港	Ordinary HK\$1,000,000 普通股1,000,000港元	70%	70%	Investment holding 投資控股
Guizhou Kaili Rui An Jian Cai Co., Ltd.* ¹ 貴州凱里瑞安建材有限公司* ¹	The PRC 中國	Registered capital RMB389,660,500 註冊資本人民幣 389,660,500元	100%	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
Guizhou Kong On Cement Company Limited* 貴州港安水泥有限公司*	The PRC 中國	Registered capital US\$20,300,000 註冊資本 20,300,000美元	65%	65%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
HKC Investments Limited 港泥投資股份有限公司	Taiwan 台灣	Ordinary NT\$155,000,000 普通股 155,000,000新台幣	100%	100%	Investment holding 投資控股
Hong Kong Cement Company Limited	Hong Kong 香港	Ordinary HK\$10,000 普通股10,000港元	100%	100%	Import and distribution of cement 進口及分銷水泥
Jiangsu TCC Investment Co., Ltd.* ¹ 江蘇台泥投資有限公司* ¹	The PRC 中國	Registered capital US\$100,000,000 註冊資本 100,000,000美元	100%	100%	Investment holding 投資控股

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

51. SUBSIDIARIES (Continued)

51. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股/ 註冊資本面值	Proportion of ownership interest 應佔擁有權權益比例		Principal activities 主要業務
			2013 二零一三年	2012 二零一二年	
Shares held indirectly: (Continued) 間接持有之股份: (續)					
Jurong TCC Cement Co., Ltd.* 句容台泥水泥有限公司*	The PRC 中國	Registered capital US\$223,000,000 註冊資本 223,000,000美元	100%	100%	Mining of limestone and production and sales of cement and cement products 開採石灰石及生產及銷售水泥及水泥產品
Koning Concrete Limited	Hong Kong 香港	Ordinary HK\$100 普通股100港元	100%	100%	Investment holding 投資控股
Scitus Hejiang Cement Co., Ltd.* 合江賽德水泥有限公司*	The PRC 中國	Registered capital RMB23,250,000 註冊資本 人民幣23,250,000元	100%	-	Manufacture and distribution of cement 製造及分銷水泥
Scitus Luzhou Cement Co., Ltd.* 瀘州賽德水泥有限公司*	The PRC 中國	Registered capital RMB395,000,000 註冊資本 人民幣395,000,000元	100%	-	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
Scitus Luzhou Concrete Co., Ltd.* 瀘州賽德混凝土有限公司*	The PRC 中國	Registered capital RMB25,000,000 註冊資本 人民幣25,000,000元	100%	-	Manufacture and distribution of concrete 製造及分銷混凝土
Scitus Naxi Cement Co., Ltd.* 瀘州納溪賽德水泥有限公司*	The PRC 中國	Registered capital RMB146,510,000 註冊資本 人民幣146,510,000元	100%	-	Manufacture and distribution of cement 製造及分銷水泥
TCC Anshun Cement Company Limited* ¹ 台泥(安順)水泥有限公司* ¹	The PRC 中國	Registered capital US\$94,990,000 註冊資本 94,990,000美元	100%	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
TCC Chongqing Cement Company Limited* ¹ 台泥(重慶)水泥有限公司* ¹	The PRC 中國	Registered capital US\$100,000,000 註冊資本 100,000,000美元	100%	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
TCC (DongGuan) Cement Company Limited* ¹ 台泥(東莞)水泥有限公司* ¹	The PRC 中國	Registered capital US\$20,000,000 註冊資本 20,000,000美元	100%	100%	Transshipment cement and cement products 轉運水泥及水泥產品

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

51. SUBSIDIARIES (Continued)

51. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股/ 註冊資本面值	Proportion of ownership interest 應佔擁有權權益比例		Principal activities 主要業務
			2013 二零一三年	2012 二零一二年	
Shares held indirectly: (Continued) 間接持有之股份: (續)					
TCC Fuzhou Cement Co., Ltd.* ¹ 福州台泥水泥有限公司* ¹	The PRC 中國	Registered capital US\$16,250,000 註冊資本 16,250,000美元	100%	100%	Manufacture and distribution of cement 製造及分銷水泥
TCC Fuzhou Yangyu Port Co., Ltd.* ¹ 福州台泥洋嶼碼頭有限公司* ¹	The PRC 中國	Registered capital US\$5,000,000 註冊資本 5,000,000美元	100%	100%	Provision of port facility services 提供碼頭設施服務
TCC Guangan Cement Company Limited* ¹ 台泥(廣安)水泥有限公司* ¹	The PRC 中國	Registered capital US\$56,990,000 註冊資本 56,990,000美元	100%	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
TCC (Guigang) Cement Ltd.* ¹ 台泥(貴港)水泥有限公司* ¹	The PRC 中國	Registered capital US\$217,875,900 註冊資本 217,875,900美元	100%	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
TCC Guigang Mining Industrial Company Limited* 貴港台泥礦業工程有限公司*	The PRC 中國	Registered capital US\$5,000,000 註冊資本 5,000,000美元	100%	100%	Provision of limestone quarrying services 提供石灰石開採服務
TCC Hong Kong Cement Development Limited	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$10 Deferred*** US\$90 普通股10美元 遞延股*** 90美元	100%	100%	Property holding 持有物業
TCC Jiangsu Mining Industrial Company Limited* ¹ 江蘇台泥礦業工程有限公司* ¹	The PRC 中國	Registered capital US\$4,000,000 註冊資本 4,000,000美元	100%	100%	Provision of limestone quarrying services 提供石灰石開採服務
TCC Liaoning Cement Company Limited ("TCC Liaoning")* ¹ 台泥(遼寧)水泥有限公司(「台泥遼寧」)* ¹	The PRC 中國	Registered capital RMB371,000,000 註冊資本 人民幣371,000,000元	100%	83.89%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
TCC Liuzhou Company Limited 台泥柳州有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股10,000港元	70%	70%	Investment holding 投資控股

Notes to the Consolidated Financial Statements**綜合財務報表附註**

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

51. SUBSIDIARIES (Continued)**51. 附屬公司 (續)**

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股/ 註冊資本面值	Proportion of ownership interest 應佔擁有權權益比例		Principal activities 主要業務
			2013 二零一三年	2012 二零一二年	
Shares held indirectly: (Continued) 間接持有之股份: (續)					
TCC Liuzhou Construction Materials Company Limited* 柳州台泥新型建材有限公司*	The PRC 中國	Registered capital US\$13,500,000 註冊資本 13,500,000美元	42%**	42%**	Manufacture and distribution of slag powder 製造及分銷礦渣粉
TCC Shaoguan Cement Co., Limited* ¹ 台泥(韶關)水泥有限公司* ¹	The PRC 中國	Registered capital US\$10,000,000 註冊資本 10,000,000美元	100%	100%	Manufacturing and distribution of cement and clinker (not yet commenced business) 製造及分銷水泥及熟料(尚未開展業務)
TCC Yingde Cement Co., Ltd* ¹ 台泥(英德)水泥有限公司* ¹	The PRC 中國	Registered capital US\$219,400,000 註冊資本 219,400,000美元	100%	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
TCC Yingde Mining Industrial Company Limited* 英德台泥礦業工程有限公司*	The PRC 中國	Registered capital US\$11,500,000 註冊資本 11,500,000美元	100%	100%	Provision of limestone quarrying services 提供石灰石開採服務
Yingde Dragon Mountain Cement Co., Ltd.* ¹ 英德龍山水泥有限公司* ¹	The PRC 中國	Registered capital RMB428,110,000 註冊資本 人民幣428,110,000元	100%	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料

* Registered as equity joint venture under the PRC law.

* 登記為根據中國法例註冊之合營公司。

*¹ Registered as wholly foreign owned enterprise under the PRC law.*¹ 登記為根據中國法例註冊之外商獨資企業。

** A subsidiary of a non wholly-owned subsidiary of the Company and, accordingly, is accounted for as a subsidiary by virtue of the Company's control over it.

** 本公司之一家非全資附屬公司之附屬公司，故此，由於本公司對其具有控制權，因此列作一家附屬公司入賬。

*** The deferred shares of TCC Hong Kong Cement Development Limited are non-voting, carry no rights to dividends and are only entitled to a return of capital when the surplus exceeds US\$1,000,000,000,000,000,000,000.

*** TCC Hong Kong Cement Development Limited之遞延股並不附有投票權，亦不附有獲派股息之權利，且僅在盈餘超過1,000,000,000,000,000,000,000美元時，方有權獲退還股本。

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For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度

51. SUBSIDIARIES (Continued)

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

In the opinion of the Directors, none of its subsidiaries that have non-controlling interests that are material to the Group.

During the year, the Group has further acquired the remaining (i) equity interests in Luzhou Companies at a total consideration of RMB53.0 million (equivalent to approximately HK\$67.0 million); (ii) 16.11% equity interests in TCC Liaoning at a consideration of RMB144.5 million (equivalent to approximately HK\$181.3 million); and (iii) 2.06% equity interests in Scitus Cement at a consideration of RMB19.5 million (equivalent to approximately HK\$24.7 million). Consideration of RMB196.1 million (approximately equivalent to HK\$246.7 million) was paid in cash and remaining of RMB20.9 million (approximately equivalent to HK\$26.7 million) is included in other payables and accrued liabilities. An amount of HK\$45.0 million, HK\$106.3 million and HK\$27.5 million proportionate share of carrying amount of net assets of Luzhou Companies, TCC Liaoning and Scitus Cement has transferred to equity attributable to owners of the Company. The difference of HK\$94.3 million between the decrease in non-controlling interest and consideration payable has been debited to other reserve and credited to exchange fluctuation reserve.

51. 附屬公司 (續)

上表列入董事認為主要影響本集團業績、資產或負債之本公司附屬公司。董事認為，載列其他附屬公司之詳情，令資料過於冗長。

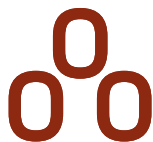
董事認為，概無擁有非控股權益之本集團附屬公司對本集團而言屬重大。

於年內，本集團進一步(i)以總代價人民幣53,000,000元(相等於約67,000,000港元)收購瀘州公司之餘下股權；(ii)以代價人民幣144,500,000元(相等於約181,300,000港元)收購台泥遼寧之餘下16.11%股權；及(iii)以代價人民幣19,500,000元(相等於約24,700,000港元)收購賽德水泥之餘下2.06%股權。代價人民幣196,100,000元(相等於約246,700,000港元)已以現金支付，而餘額人民幣20,900,000元(相等於約26,700,000港元)列入其他應付款項及應計負債。分佔瀘州公司、台泥遼寧及賽德水泥之淨資產賬面值45,000,000港元、106,300,000港元及27,500,000港元已轉撥至本公司擁有人應佔權益。減少非控股權益與應付代價之差額94,300,000港元已自其他儲備扣除和計入外匯浮動儲備。

Financial Summary

財務概要

		2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Results	業績					
Revenue	收益	3,953,940	8,125,854	11,266,196	11,304,232	12,970,794
Profit for the year, attributable to owners of the Company	本公司擁有人應佔本年度溢利	120,254	784,053	1,637,880	610,000	1,674,569
Assets	資產					
Property, plant and equipment	物業、廠房及設備	8,815,063	12,816,206	15,864,953	16,193,824	17,045,737
Prepaid lease payments	預付租賃款項	907,934	1,599,818	1,745,207	1,817,385	1,882,811
Intangible assets	無形資產	812,578	2,648,561	2,647,565	2,898,405	3,179,788
Mining rights	採礦權	205,512	398,562	406,633	401,163	441,630
Interests in associates and loan to an associate	聯營公司權益及聯營公司貸款	131,208	1,416,976	1,456,066	1,537,007	1,711,627
Interests in joint ventures	合營公司權益	–	–	–	21,700	12,800
Other financial assets	其他金融資產	85,470	110,460	87,975	88,203	105,798
Deposits paid for acquisition of property, plant and equipment and other assets	就收購物業、廠房及設備及其他資產支付之訂金	245,969	712,127	578,050	291,637	312,376
Deposits paid for acquisition of subsidiaries	就收購附屬公司支付之訂金	804,410	–	720,666	74,400	–
Available-for-sale investments	可供出售投資	54,509	59,772	57,501	614,167	45,193
Amounts due from investee companies	應收被投資公司款項	–	–	–	144,075	–
Pledged bank deposits	已抵押銀行存款	–	2,360	3,970	4,578	10,217
Deferred tax asset	遞延稅項資產	–	1,275	879	866	39,547
Current assets	流動資產	3,017,279	7,263,395	9,297,158	9,327,449	9,919,201
Total assets	總資產	15,079,932	27,029,512	32,866,623	33,414,859	34,706,725
Liabilities	負債					
Current liabilities	流動負債	6,804,239	6,325,390	8,380,865	7,562,724	9,013,728
Other non-current liabilities	其他非流動負債	1,560,867	9,431,101	8,829,807	9,712,736	7,641,398
Deferred tax liabilities	遞延稅項負債	202,634	364,091	358,144	354,812	365,298
Total liabilities	總負債	8,567,740	16,120,582	17,568,816	17,630,272	17,020,424



TCC International Holdings Limited

台泥國際集團有限公司

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