



JINCHUAN 金川

Jinchuan Group International Resources Co. Ltd
金川集團國際資源有限公司

(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 : 2362)



ANNUAL REPORT 年報 **2012**



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. YANG Zhiqiang (*Chairman of the Board*)

Mr. ZHANG Sanlin

Mr. ZHANG Zhong

Non-executive Directors

Mr. GAO Tianpeng

Mr. QIAO Fugui

Ms. ZHOU Xiaoyin

Independent Non-executive Directors

Mr. GAO Dezhu

Mr. WU Chi Keung

Mr. YEN Yuen Ho, Tony

COMPANY SECRETARY

Mr. WONG Tak Chuen

AUDIT COMMITTEE

Mr. WU Chi Keung (*Chairman*)

Mr. GAO Dezhu

Mr. YEN Yuen Ho, Tony

REMUNERATION COMMITTEE

Mr. GAO Dezhu (*Chairman*)

Mr. ZHANG Sanlin

Mr. WU Chi Keung

Mr. YEN Yuen Ho, Tony

NOMINATION COMMITTEE

Mr. YANG Zhiqiang (*Chairman*)

Mr. GAO Dezhu

Mr. WU Chi Keung

Mr. YEN Yuen Ho, Tony

RISK MANAGEMENT COMMITTEE

Mr. YEN Yuen Ho, Tony (*Chairman*)

Mr. ZHANG Zhong

Mr. WU Chi Keung

Mr. WONG Tak Chuen

Mr. YANG Jinshan

STRATEGY AND INVESTMENT COMMITTEE

Mr. ZHANG Sanlin (*Chairman*)

Mr. ZHANG Zhong

Mr. GAO Tianpeng

Mr. GAO Dezhu

Mr. WONG Tak Chuen

Mr. LI Haifeng

董事會

執行董事

楊志強先生 (*董事會主席*)

張三林先生

張忠先生

非執行董事

邰天鵬先生

喬富貴先生

周小茵女士

獨立非執行董事

高德柱先生

胡志強先生

嚴元浩先生

公司秘書

黃德銓先生

審核委員會

胡志強先生 (*主席*)

高德柱先生

嚴元浩先生

薪酬委員會

高德柱先生 (*主席*)

張三林先生

胡志強先生

嚴元浩先生

提名委員會

楊志強先生 (*主席*)

高德柱先生

胡志強先生

嚴元浩先生

風險管理委員會

嚴元浩先生 (*主席*)

張忠先生

胡志強先生

黃德銓先生

楊金山先生

戰略及投資委員會

張三林先生 (*主席*)

張忠先生

邰天鵬先生

高德柱先生

黃德銓先生

李海楓先生

EXECUTIVE COMMITTEE

Mr. ZHANG Zhong (*Chairman*)
Mr. WONG Tak Chuen
Mr. Peter John DENEEN
Mr. LI Haifeng

REGISTERED OFFICE ADDRESS

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 1203B, 12/F, Tower 1
Admiralty Centre
18 Harcourt Road
Hong Kong

INDEPENDENT AUDITORS

Ernst & Young
Certified Public Accountants

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada Trust
Company (Cayman) Limited

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Hong Kong Registrars Limited

COMPANY WEBSITE

www.jinchuan-intl.com

MAJOR BANKERS

Industrial and Commercial Bank of China (Asia) Limited
Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
DBS Bank Limited
Hang Seng Bank Limited
Shanghai Pudong Development Bank Co., Ltd.

執行委員會

張忠先生(主席)
黃德銓先生
狄寧先生
李海楓先生

註冊辦事處地址

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

總辦事處暨香港主要經營地點

香港
夏慤道18號
海富中心一座
12樓1203B室

獨立核數師

安永會計師事務所
執業會計師

開曼群島主要股份過戶登記處

Royal Bank of Canada Trust
Company (Cayman) Limited

股份過戶登記處香港分處

香港證券登記有限公司

公司網址

www.jinchuan-intl.com

主要往來銀行

中國工商銀行(亞洲)有限公司
中國銀行(香港)有限公司
香港上海滙豐銀行有限公司
星展銀行有限公司
恒生銀行有限公司
上海浦東發展銀行股份有限公司

CHAIRMAN'S STATEMENT

主席報告



It is my pleasure to present to you the annual report of Jinchuan Group International Resources Co. Ltd (“Jinchuan International”, or the “Company”; together with its subsidiaries, collectively referred to as the “Group”) for the year ended 31 December 2012. It has been a successful transition since the Company was acquired by Jinchuan Group Co., Ltd *金川集團股份有限公司 (“Jinchuan Group”), a state-owned enterprise with its majority interest held by the People’s Government of Gansu Province. There is no doubt that 2012 was a remarkable year for Jinchuan International. With the commissioning of its international mineral and metal trading, the Group has added mineral product trading activities to its core businesses in addition to its existing Cosmetic and Beauty operations.

本人欣然向閣下提呈金川集團國際資源有限公司(「金川國際」或「本公司」，連同其附屬公司統稱為「本集團」)截至二零一二年十二月三十一日止年度之年報。從本公司被金川集團股份有限公司(「金川集團」)(其為甘肅省人民政府持有主要權益之國有企業)收購後至今是一個成功的過渡。毫無疑問，二零一二年為金川國際矚目的一年。隨著礦產及金屬國際貿易的推展，除現有化妝品及美容業務外，本集團已將礦產品貿易業務納入核心業務。

* For identification purpose only 僅供識別

Jinchuan Group has strategically positioned the Group as its listed flagship to develop overseas mineral resources and related trading. In pursuit of this strategy, the following significant events took place during the year ended 31 December 2012:

- 1) In January 2012, the Company disposed of its remaining property investment in Macau for a total cash consideration of HK\$17.25 million;
- 2) In February 2012, the Group concluded a supply contract with an affiliate of a Zambian producer to purchase approximately 12,000 tonnes of copper blister, an intermediate raw material used in the manufacture of refined copper, during the contract period from April 2012 to December 2012. Such copper blister was onsold to Jinchuan Group; and
- 3) In June 2012, the Group concluded a supply contract with an overseas supplier to purchase approximately 60,000 tonnes of copper concentrates from Outer Mongolia during the contract period from July 2012 to January 2013. Such copper concentrates were onsold to Jinchuan Group.

The Cosmetic & Beauty business continued its restructuring of distribution channels by reducing the number of sales counters and beauty centres and strengthening focus on well performing regions in the Mainland.

From the relevant 12th Five-Year Plan (2011 – 2015) released in January 2012, it can be seen that the People's Republic of China ("PRC") government is striving to improve the structure of its non-ferrous metal industry, control domestic output volumes whilst encouraging more acquisitions of international resources by Chinese enterprises. Both copper and nickel belong to the category of base metals which is governed by the above measures.

As the top nickel producer and the third largest copper producer in the PRC, Jinchuan Group's development is in line with the policy promoted by the central government. Jinchuan Group possesses fully integrated operations from upstream mining to downstream metal processing. The extensive operation scale and solid industrial experience of Jinchuan Group present us with a competitive advantage in seizing suitable overseas acquisition opportunities.

金川集團已戰略性地將本集團定位成為其開拓境外礦產資源項目及相關貿易之海外業務的上市旗艦公司。根據此戰略，以下重要事項乃於截至二零一二年十二月三十一日止年度發生：

- 1) 於二零一二年一月，本公司已出售其於澳門之餘下物業投資，總現金代價為17.25百萬港元。
- 2) 於二零一二年二月，本集團與贊比亞一間生產商之聯屬公司訂立一份供應合約，在二零一二年四月至二零一二年十二月之合約期內向其購買約12,000噸粗銅，並將粗銅售予金川集團。粗銅是用於製造精煉銅的一種中間原材料；及
- 3) 於二零一二年六月，本集團與一間海外供應商訂立一份供應合約，以在二零一二年七月至二零一三年一月之合約期內從外蒙古購買60,000噸之銅精礦，並將銅精礦出售予金川集團。

化妝品及美容業務繼續透過減少銷售專櫃及美容中心數目進行分銷渠道重組，同時加強集中中國內地表現較佳區域。

從二零一二年一月發佈之相關第十二個五年規劃(二零一一年至二零一五年)可見，中華人民共和國(「中國」)政府已致力改善有色金屬行業的架構，控制國內產量之餘，同時鼓勵中國企業進行更多的國際資源採購。銅和鎳均為名列上述措施的基礎金屬。

金川集團作為國內最大的鎳生產商及第三大銅生產商，其發展始終遵循中央政府所提倡之政策。金川集團具備從上游採礦到下游金屬加工之全面一體化經營。金川集團廣泛的業務範疇及豐富行業經驗令本公司在爭取適當之海外收購機會時享有競爭優勢。

CHAIRMAN'S STATEMENT

主席報告

APPRECIATION

On behalf of the board of directors of the Company (the "Board"), I would like to express my heartfelt appreciation and gratitude to all our shareholders for their long lasting support and also to our team of dedicated staff for their diligence and hard work. We will accelerate our steps to acquire and develop overseas mineral resources and assets in 2013. As we continue expanding our trading business and acquiring overseas mining assets, I am confident that the transformation of the Group into a major international mining company will proceed very successfully.

Lastly, as always, our special thanks go to the People's Government of Gansu Province for their tremendous support to Jinchuan Group and Jinchuan International.

Yang Zhiqiang

Chairman of the Board

Hong Kong, 21 March 2013

致謝

本人謹代表本公司董事會（「董事會」）衷心感謝全體股東之長期支持，以及員工團隊的盡心和努力。二零一三年，本集團將加快海外礦業資源及資產的收購和開發工作。隨着貿易業務及收購海外礦產之發展，本人相信本集團可望在可見將來非常順利地轉型為一大型國際礦產公司。

最後，一如既往，本公司謹此特別感謝甘肅省人民政府對金川集團及金川國際之鼎力支持。

董事會主席

楊志強

香港，二零一三年三月二十一日

BUSINESS REVIEW

2012 is a milestone year for the Group. Leveraging on the extensive resources and experience of our controlling shareholder, Jinchuan Group, the Group successfully commenced its trading business in Minerals and Metals and had traded minerals and metals sourced from Australia, Canada, Africa, Peru and Outer Mongolia during the year. Our Cosmetic and Beauty segment has also expanded its beauty school and commenced the offering of wedding planning courses in Hong Kong.

Mineral and Metal Products

Acting as the listed flagship of Jinchuan Group for undertaking overseas operations, the Group is keen on developing its international mineral and metal trading business and securing overseas mining investment opportunities. During the year ended 31 December 2012, the Group has entered into certain major contracts with overseas suppliers, most of which are long term contracts subject to annual renewal arrangements. In February 2012, the Group concluded a supply contract with an affiliate of a Zambian producer to purchase approximately 12,000 tonnes of copper blister, an intermediate raw material used in the manufacture of refined copper, during the contract period from April 2012 to December 2012. In June 2012, the Group concluded a supply contract with an European supplier to purchase 60,000 tonnes of copper concentrates from Outer Mongolia during the contract period from July 2012 to January 2013. Supply contracts with overseas suppliers primarily for the procurement of copper concentrates from Australia, Canada and Peru were also entered into in the last quarter of the year.

During the year ended 31 December 2012, the Group purchased and sold a total of approximately 11,545 tonnes of copper blister and 79,624 tonnes of copper concentrates. The Group sold all of these mineral and metal products to Jinchuan Group during the year.

Cosmetic and Beauty

Our Cosmetic and Beauty segment is represented by CMM International Group Limited and its subsidiaries (the "CMM Group"), which are engaged in cosmetic and beauty products distribution as well as the provision of related beauty center services and beauty school tuition services in both Hong Kong and the PRC. It is a leader in beauty trends through providing innovative beauty services, skin care and cosmetic products to retail customers and educating beauty professionals through its beauty schools.

業務回顧

二零一二年是本集團的里程碑。控股股東金川集團擁有豐富的資源及經驗，使得本集團得以成功開展其礦產及金屬業務，並於本年度買賣由澳洲、加拿大、非洲、秘魯及外蒙古採購之礦產及金屬。化妝品及美容業務亦順利於香港成功擴大其美容學校及開始提供婚禮策劃課程。

礦產及金屬產品

作為金川集團經營海外業務之上市旗艦公司，本集團積極發展其國際礦產及金屬貿易業務及爭取海外開採投資機會。於截至二零一二年十二月三十一日止年度，本集團已與海外供應商訂立若干份主要合約，大部分為具每年續簽安排之長期合約。於二零一二年二月，本集團與贊比亞一間生產商之聯屬公司訂立一份供應合約，在二零一二年四月至二零一二年十二月之合約期內向其購買約12,000噸粗銅。粗銅是用於製造精煉銅的一種中間原材料。於二零一二年六月，本集團與一間歐洲供應商訂立一份供應合約，以在二零一二年七月至二零一三年一月之合約期內從外蒙古購買60,000噸之銅精礦。於本年度最後一季，本集團與海外供應商訂立供應合約，以主要由澳洲、加拿大及秘魯採購銅精礦。

截至二零一二年十二月三十一日止年度，本集團收購及出售粗銅共約11,545噸，銅精礦約79,624噸。本集團於本年度將此等礦產及金屬產品出售予金川集團。

化妝品及美容

本集團之化妝品及美容分部由CMM International Group Limited及其附屬公司（「CMM集團」）代表，於香港及中國從事化妝品及美容產品分銷以及提供相關美容中心服務及美容學校培訓服務。其透過向零售客戶提供先進美容服務、護膚及化妝品及透過其美容學校教授美容專業人士，領導最新美容趨勢。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The reconstruction of distribution channels and intensified competition from international brands have reduced the sales of cosmetic products in the year under review. However, the revenue from training services provided by CMM Monita Academy has been growing steadily. There had been an increasing number of students joining the cosmetic and hair styling courses, as well as wedding & event management and bridal courses and services. CMM Group has devoted more resources to promote its training courses in large shopping malls and student enrollments have reached record numbers.

Facing with the fierce competition from many international cosmetic brands in large cities in Mainland China, CMM Group has been repositioning its focus on second and third tier cities, whilst ceased the distribution of certain brands of cosmetic products in Mainland China. The restructuring of its distribution channel had mainly been implemented through the signing of a major distributorship agreement which generated royalty income during the year instead of generating direct product sales income as in the previous year. Therefore, the cosmetic product sales income for CMM Group dropped for the year. On the other hand, the beauty services income improved with increased beauty school tuition fees derived from the rise in beauty school attendance.

With over 40 years of rich experience in the cosmetic and beauty market, CMM Group will continue its strive to improve and provide quality services and products to the satisfaction of its customers.

Property Investment and Development

Consistent with the Company's strategic intention to focus its business on the mining and mineral resources sector, the Group disposed of its remaining available-for-sale investment in Macau in January 2012 for a total cash consideration of HK\$17.3 million.

FINANCIAL REVIEW

The Group's operating results for the year ended 31 December 2012 were primarily contributed by the trading business of its Mineral and Metal products segment, and the business of its Cosmetics & Beauty segment which is operated by CMM Group.

重組分銷渠道及來自眾多國際品牌的激烈競爭，使於回顧年度之美容產品銷售額有所減少。然而由CMM蒙妮坦學校所提供的培訓服務之收益則有穩定增長。報讀美容美髮、婚禮及項目統籌以及新娘課程及服務等課程之學生數目上升。CMM集團投入更多資源，在大型購物商場內推廣其培訓課程，報名人數再創新高。

面對中國內地主要城市之多個國際化妝品品牌之激烈競爭，CMM集團重新定位集中二、三線城市，同時不再於中國內地分銷若干化妝品品牌。分銷渠道重組主要透過簽訂主分銷協議進行，於本年度收取特許經營收入而非如上一年度產生直接產品銷售收入，故CMM集團化妝品銷售收入於年內下跌。另一方面，美容服務收入有所改善，美容學校收生上升，課程收費增加。

CMM集團在化妝品及美容市場擁有超過40年之豐富經驗，並將繼續致力改進及提供優質服務及產品，以令消費者滿意。

物業投資及發展

為與本公司集中發展其開採及礦產資源業務之戰略意圖保持一致，於二零一二年一月，本集團已出售其於澳門之餘下可供出售投資，總現金代價為17.3百萬港元。

財務回顧

本集團於截至二零一二年十二月三十一日止年度之經營業績，主要來自礦產及金屬產品貿易業務分部，以及由CMM集團經營之化妝品及美容業務分部。

Revenue and gross profit

The revenue for the year ended 31 December 2012 was HK\$1,842.7 million, representing an increase of 13.3 times compared with HK\$129.4 million in the prior year. This substantial increase in revenue was due to the Group's commencement of mineral and metal trading business which comprised non-ferrous metals commodity sales with a value far more greater than the value of sales generated from our cosmetic business.

For the same reason, our gross profit margin has dropped steeply from 67.5% in the prior year to 4.5% in the year under review. This is because the business nature of non-ferrous metals trading is characterized by substantial value but lean margin.

Other income and gains

Other income and gains in 2012 decreased slightly compared with that in the prior year. Despite the utilisation of majority of funds to finance the growing mineral and metal trading activities, the Group still managed to earn bank interest income of HK\$7.7 million in 2012, representing an increase of 14.9% as compared with HK\$6.7 million in 2011. However, the decrease in the gain on foreign exchange, net by HK\$2.0 million for the year of 2012 as compared with 2011 has led to an overall decrease in other income and gain by HK\$0.7 million for the year of 2012 as compared with the prior year.

Selling and distribution costs

Decrease in selling and distribution costs by HK\$19.8 million, or 36.5%, from last year was resulted from further downsizing of CMM Group's sales staff. With the strategy to focus on the provision of beauty school and beauty training and services and the restructuring of distribution channel, less expenses were incurred by CMM Group for counter sales staff payroll, trademark license fees and advertising display of cosmetic products.

Administrative expenses

Administrative expenses increased slightly from HK\$59.7 million in 2011 to HK\$59.8 million in 2012. It was noticeable that the Group did not incur substantial promotional expenses in 2012 as we did in the prior year when we organised a launching ceremony for the Group. CMM Group's administrative staff reduction has resulted in a decrease in salary expenses. But these decreases have been fully offset by a loss on disposal and writes off of book value of property, plant and equipment when CMM Group scaled down its cosmetic product operations.

收益及毛利

截至二零一二年十二月三十一日止年度之收益為1,842.7百萬港元，較上年度之129.4百萬港元增長13.3倍。年內收益大幅上升，乃因為本集團開始其礦產及金屬產品貿易業務，所包括之有色金屬商品銷售價值產生之銷售額遠高於化妝品業務之銷售價值。

因相同理由，毛利率由上年度之67.5%大降至回顧年度之4.5%。此乃因為有色金屬商品貿易之業務性質特色為價值高而利潤低。

其他收入及收益

二零一二年之其他收入及收益與去年相比稍為減少。儘管運用大部分款項，為正在增長之礦產及金屬產品貿易業務作融資，本集團於二零一二年仍能賺得銀行利息收入7.7百萬港元，較二零一一年6.7百萬港元增加14.9%。然而，二零一二年年度之匯兌收益較二零一一年減少2.0百萬港元，引致二零一二年年度之其他收入及收益較去年整體減少0.7百萬港元。

銷售及分銷成本

銷售及分銷成本比去年減少19.8百萬港元或36.5%，乃由於CMM集團減少銷售員工數目所致。因應策略性專注於提供美容學校及美容培訓及服務，以及分銷渠道之重組，故CMM集團在化妝品專櫃銷售員工薪金、商標許可費用及廣告展示方面之開支得以減少。

行政開支

行政開支由二零一一年之59.7百萬港元輕微增加至二零一二年59.8百萬港元。另外亦要注意，在二零一二年，本集團並無如去年般產生大額推廣費用，因去年我們為本集團籌辦開幕典禮。CMM集團行政員工縮減，導致薪酬開支減少。然而，此減幅全數被CMM集團縮減其化妝品業務時之出售虧損及撇銷物業、廠房及設備之賬面值所抵銷。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Liquidity, Financial Resources and Capital Structure

As at 31 December 2012, the Group had cash and bank balances of approximately HK\$341.9 million (of which HK\$39.8 million was pledged) as compared to HK\$713.7 million as at 31 December 2011. The interest-bearing bank borrowings of the Group of HK\$16.9 million are due within one year. For the year under review, the Group had generally financed its operations with internally generated cash flows, and trade facilities provided by banks. The Group was in a net cash position as at 31 December 2012.

Trade and bill receivables

Trade and bill receivables increased significantly from HK\$15.7 million as at 31 December 2011 to HK\$1,338.3 million as at 31 December 2012. This is due to the commencement of the Group's mineral and metal products trading operations with the Company's ultimate holding company, Jinchuan Group Co., Ltd in current year. As at 31 December 2012, 94% of trade and bill receivables was covered by letter of credit issued by the banks of Jinchuan Group Co., Ltd.

Trade and bill payables

The commencement of trading operation also led to the significant increase in trade and bill payables from HK\$13.1 million as at 31 December 2011 to HK\$933.2 million as at 31 December 2012.

Material acquisitions and disposals of investments

In January 2012, the Group disposed of its remaining available-for-sale investment in Macau, being its 26.6% interest in a property interest in Macau, for a total cash consideration of HK\$17.3 million.

Save for the above, the Group had no other material acquisitions or disposals of investments during the year under review.

Significant capital expenditures

Save for the purchase of property, plant and equipment of HK\$3.1 million in the Cosmetic and Beauty segment, no significant capital expenditures were made for the year ended 31 December 2012.

Details of charges on the Group's assets

The Group's restricted cash deposits, buildings and prepaid land lease payments with net book values of HK\$39.8 million, HK\$13.9 million and HK\$4.0 million, respectively, were pledged to secure general banking facilities granted to the Group.

Contingent liabilities

The Group had no material contingent liabilities as at 31 December 2012.

資金流動性、財務資源及資本結構

於二零一二年十二月三十一日，本集團有現金及銀行結餘約341.9百萬港元（當中39.8百萬港元已予抵押），相比於二零一一年十二月三十一日則為713.7百萬港元。本集團為數16.9百萬港元之計息借貸乃於一年內到期。於回顧年度，本集團一般以內部產生的資金流及往來銀行提供之貿易信貸額應付本集團之營運所需資金。本集團於二零一二年十二月三十一日維持淨現金狀況。

貿易應收款項及應收票據

貿易應收款項及應收票據由二零一一年十二月三十一日之15.7百萬港元大幅上升至二零一二年十二月三十一日之1,338.3百萬港元。此乃因為本集團於本年度與本公司之最終控股公司金川集團股份有限公司開展其礦產品及金屬產品貿易業務。於二零一二年十二月三十一日，94%的貿易應收款項及應收票據已由金川集團股份有限公司之銀行發出之信用狀所涵蓋。

貿易應付款項及應付票據

開展貿易業務亦導致貿易應付款項及應付票據由二零一一年十二月三十一日13.1百萬港元大幅上升至二零一二年十二月三十一日933.2百萬港元。

重大收購及出售投資

於二零一二年一月，本集團出售其位於澳門之餘下可供出售投資（即一項於澳門物業權益中的26.6%權益），總現金為17.3百萬港元。

除上述者外，本集團於回顧年度內並無任何其他重大收購或出售投資。

重大資本開支

除化妝品及美容分部以3.1百萬港元購買物業、廠房及設備外，截至二零一二年十二月三十一日止年度概無作出任何重大資本開支。

本集團抵押資產詳情

本集團之賬面淨值分別為39.8百萬港元、13.9百萬港元及4.0百萬港元之受限制現金存款、樓宇及預付土地租金已作為本集團獲授之一般銀行貸款之抵押。

或然負債

於二零一二年十二月三十一日，本集團並無任何重大或然負債。

Foreign exchange exposure

The reporting currency of the Group is in Hong Kong dollars (“HK\$”) and the functional currencies of the subsidiaries of the Group are in HK\$, Renminbi (“RMB”) or United States dollars (“US\$”). With its international operations, the Group is exposed to foreign currency exchange risk in RMB and US\$ which are predominantly the currencies the Group receives as its revenue. The Group monitors its exposure to foreign currency exchange risk on a continual basis.

Given the exchange rate peg between HK\$ and US\$, the Group is not exposed to significant exchange rate risk for transactions conducted in US\$. On the other hand, the exchange rate fluctuation of RMB against HK\$ could substantially affect the performance and financial position of the Group.

There had been moderate fluctuations in the exchange rate of RMB against US\$ and HK\$ in recent years. During the year, the Group managed its foreign currency exchange risk arising from RMB denominated transactions by entering into specific deliverable forward contracts to lock the exchange rate of future RMB revenue receipts against US\$.

PROSPECTS

As we look ahead into 2013, the Group will continue to follow the strategic path to become Jinchuan Group’s flagship for undertaking overseas mining and mineral resources operations. We will focus on boosting our international trade business of the Minerals and Metals segment by cementing relationships with our existing network of overseas suppliers as well as expanding our customer portfolio by making strategic moves in the development and selection of suppliers and customers.

Our next move is to explore actively possible acquisitions of overseas mining and mineral resources assets, in particular matured assets, in order to further expand our global footprints. Jinchuan Group’s worldwide network and experience in the field of non-ferrous metals give us a competitive advantage in due diligence and price negotiation when it comes to executing acquisition projects. We are always on the outlook for quality assets that are aligned with our corporate strategy.

EMPLOYEES

As at 31 December 2012, the Group had 315 (2011: 453) employees. Employees receive competitive remuneration packages including salary and medical benefits. Key staff may also be entitled to performance bonus and share options.

外匯風險

本集團之呈報貨幣為港元（「港元」），本集團附屬公司之功能貨幣為港元、人民幣（「人民幣」）及美元（「美元」）。由於業務遍佈全球，本集團面臨人民幣及美元（均為本集團收取收益之主要貨幣）之外幣匯兌風險。本集團持續地監察其所承受之外幣匯兌風險。

鑒於港元兌美元匯率已予掛勾，本集團於以美元進行之交易上並無面臨重大匯率風險。為一方面人民幣兌港元之波動可重大地影響本集團之業績及財務狀況。

人民幣兌美元及港元匯率於近年有中度波動。年內，本集團以特定可交付之遠期合約來鎖定未來之人民幣收益兌美元匯率，管理由人民幣計值交易產生之外幣匯率風險。

展望

展望二零一三年，本集團將繼續依循策略方向，成為金川集團從事海外開採及礦產業務的旗艦公司。我們將通過加深與現有海外供應商網絡之關係，以及就發展及挑選供應商及客戶方面作出策略性舉措以擴大客戶組合，集中加強在礦產及金屬分類之國際貿易業務。

我們下一步是積極物色海外開採及礦業資產（尤其是成熟之資產）進行可行收購，進一步在擴大全球覆蓋面。金川集團的全球網絡及在有色金屬方面的經驗，於我們在面對實行收購項目時進行盡職審查及議價時提供競爭優勢。我們時刻留神，物色與我們的公司策略一致的優質資產。

僱員

於二零一二年十二月三十一日，本集團有315名（二零一一年：453名）僱員。本集團之僱員獲取具競爭力之薪酬，包括薪金及醫療福利。主要職員亦可享有表現花紅及購股權。

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The remunerations paid to the senior management (excluding the directors) during the year ended 31 December 2012 were within the following bands:

於截至二零一二年十二月三十一日止年度向高級管理層(不包括董事)支付之酬金乃介乎以下幅度：

		Number of Senior Management 高級管理層數目
Nil to HK\$1,000,000	零至1,000,000港元	1
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	1
HK\$2,000,001 to HK\$3,000,000	2,000,001港元至3,000,000港元	1
		3

The Company has complied throughout the year ended 31 December 2012 with the respective code provisions of the Code on Corporate Governance Practices (effective until 31 March 2012) and the Corporate Governance Code (the “CG Code”) (effective from 1 April 2012) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), except for the non-compliance of CG Code provision A2.1 as mentioned in the section “Chairman of the Board and Chief Executive Officer” on page 15.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Listing Rules regarding securities transactions by directors. Based on specific enquiry of directors of the Company, all of them have confirmed that they had complied with the required standard set out in the Model Code for the year ended 31 December 2012.

BOARD OF DIRECTORS

The main duty of the Board is to act in good faith for the benefit of the Company as a whole with proper delegation to the management of the Company according to the articles of the association of the Company.

The Board as at the date of this report comprises nine directors of which three are executive directors, three are non-executive directors and three are independent non-executive directors. The Company will continuously evaluate its Board structure to ensure sound corporate governance is in place.

The Company has arranged appropriate directors and officers liability insurance in respect of legal action against directors.

The directors of the Company during the year ended 31 December 2012 and up to the date of this report were:

Executive directors:

Mr. YANG Zhiqiang (*Chairman of the Board*)
Mr. ZHANG Sanlin
Mr. ZHANG Zhong
Ms. DENG Wen (*resigned on 30 November 2012*)
Ms. Maria Majoire LO (*resigned on 30 November 2012*)

Non-executive directors:

Mr. GAO Tianpeng
Mr. QIAO Fugui
Ms. ZHOU Xiaoyin

本公司已於截至二零一二年十二月三十一日止年度分別遵守上市規則附錄14所載企業管治常規守則(生效至二零一二年三月三十一日為止)及企業管治守則(「企業管治守則」)(自二零一二年四月一日起生效)的守則條文，惟第15頁「董事會主席及行政總裁」一節所述並無遵守企管守則第A2.1守則條文除外。

董事進行證券交易

本公司已就董事進行證券交易採納上市規則附錄10所載有關上市公司董事進行證券交易的標準守則(「標準守則」)。在對本公司董事作出特定查詢後，所有董事均已確認，彼等已於截至二零一二年十二月三十一日止年度一直遵守標準守則之規定。

董事會

董事會的主要職責是以公司整體利益真誠行事，並根據本公司組織章程正確地授予管理層職能。

於本報告日期，董事會由九名董事組成，包括三名執行董事、三名非執行董事及三名獨立非執行董事。本公司將持續評估其董事會結構，以確保存有良好的公司管治。

本公司已就針對董事之法律行動安排適當的董事及高級人員責任保險。

截至二零一二年十二月三十一日止年度及截至本報告日期為止，本公司之董事如下：

執行董事：

楊志強先生(董事會主席)
張三林先生
張忠先生
鄧雯女士(於二零一二年十一月三十日辭任)
羅莉亞女士(於二零一二年十一月三十日辭任)

非執行董事：

郜天鵬先生
喬富貴先生
周小茵女士

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Independent non-executive directors:

Mr. GAO Dezhu
Mr. WU Chi Keung
Mr. YEN Yuen Ho, Tony

獨立非執行董事：

高德柱先生
胡志強先生
嚴元浩先生

MEETINGS ATTENDANCE

A total of 4 Board meetings, 3 Audit Committee meetings, 1 Remuneration Committee meeting, 1 Nomination Committee meeting, 3 Risk Management Committee meetings, 1 Strategy and Investment Committee meeting, 1 Executive Committee meeting and 2 general meetings had been held during the year ended 31 December 2012. In addition, the Chairman held a meeting during the year ended 31 December 2012 with non-executive directors (including independent non-executive director) without the presence of executive directors. The following is a summary of the attendance of meetings of each director:

會議出席情況

截至二零一二年十二月三十一日止年度，本公司共舉行四次董事會會議、三次審核委員會會議、一次薪酬委員會會議、一次提名委員會會議、三次風險管理委員會會議、一次戰略及投資委員會會議、一次執行委員會會議及兩次股東大會。此外，主席於截至二零一二年十二月三十一日止年度曾與非執行董事（包括獨立非執行董事）舉行一次會議，當時並無執行董事出席。每位董事之出席情況詳見下表：

Directors 董事	Board 董事會會議	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Risk	Strategy and	Executive Committee 執行委員會	Annual General Meeting 股東週年大會	Extraordinary General Meeting 股東特別大會
					Management Committee 風險管理 委員會	Investment Committee 戰略及 投資委員會			
YANG Zhiqiang 楊志強	4/4	-	-	1/1	-	-	-	1/1	0/1 [#]
ZHANG Sanlin 張三林	4/4	-	1/1	-	-	1/1	-	1/1	0/1 [#]
ZHANG Zhong 張忠	4/4	-	-	-	3/3	1/1	1/1	1/1	1/1
DENG Wen* 鄧雯*	4/4	-	-	-	-	-	-	1/1	0/1 [#]
Maria Majoire LO* 羅莉亞*	4/4	-	-	-	-	-	-	1/1	1/1
GAO Tianpeng 郜天鵬	4/4	-	-	-	-	1/1	-	1/1	0/1 [#]
QIAO Fugui 喬富貴	4/4	-	-	-	-	-	-	1/1	0/1 [#]
ZHOU Xiaoyin 周小茵	4/4	-	-	-	-	-	-	1/1	0/1 [#]
GAO Dezhu 高德柱	4/4	3/3	1/1	1/1	3/3	1/1	-	1/1	0/1 [#]
WU Chi Keung 胡志強	4/4	3/3	1/1	1/1	3/3	-	-	1/1	1/1
YEN Yuen Ho, Tony 嚴元浩	4/4	3/3	1/1	1/1	3/3	-	-	1/1	1/1

* Resigned on 30 November 2012

* 於二零一二年十一月三十日辭任

Directors who were absent were occupied by other businesses

董事因忙於其他業務而缺席

The Board met regularly during the year and on an ad hoc basis as required by business needs. The Board's primary focus is to determine and review the overall strategic development of the Company and its subsidiaries and to oversee the achievement of the plans in relation thereto. Daily operational decisions are delegated to the executive directors and the senior management.

年內，董事會定期及按業務所需不時舉行會議。董事會的主要重點為制訂及檢討本公司及其附屬公司的整體策略發展，以及監督有關計劃之達成。日常營運決策乃授予執行董事及高級管理層。

CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER

CG Code provision A2.1 stipulates that the role of Chairman of the Board and Chief Executive Officer (“CEO”) should be separate and should not be performed by the same individual. During the year ended 31 December 2012, Mr. Yang Zhiqiang held the offices of Chairman of the Board and CEO of the Company. The Board believes that vesting the roles of both Chairman of the Board and CEO in the same person provides the Company with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies.

The Company will continue to review the effectiveness of the Group’s corporate governance structure and consider whether any changes, including the separation of the roles of Chairman of the Board and CEO, are necessary.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has complied with the Listing Rules relating to the appointment of a sufficient number of independent non-executive directors (“INEDs”) and at least one independent non-executive director with appropriate professional accounting or financial management experience. The Company has received, from each of the INEDs, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the INEDs are independent.

The INEDs of the Company are independent of the management and hence the Company considers that they are free of any relationship that could potentially interfere with the exercise of their independent judgment. None of the INEDs has any business or financial interests with the Company nor has any relationship with other directors of the Company.

董事會主席及行政總裁

企管守則條文第A2.1條規定，董事會主席及行政總裁之角色應有區分，不應由同一人擔任。截至二零一二年十二月三十一日止年度，楊志強先生分別擔任本公司董事會主席及行政總裁。董事會相信，由同一人兼任董事會主席及行政總裁之職務將為本公司提供強勢而貫徹之領導，並可有效地策劃及推行業務決策及策略。

本公司將繼續檢討本集團之企業管治架構之成效，並考慮是否有必要作出任何修改，包括區分董事會主席及行政總裁之職務。

獨立非執行董事之獨立性

本公司已遵照有關上市規則之規定，委任足夠數目之獨立非執行董事（「獨立非執行董事」）及至少一名擁有適當專業會計或金融管理經驗之獨立非執行董事。本公司已收取每位獨立非執行董事根據上市規則第3.13條之年度確認書。本公司認為全體獨立非執行董事均為獨立人士。

本公司之每位獨立非執行董事均為與管理層並無關係的獨立人士，故本公司認為彼等之獨立判斷不會受到影響。獨立非執行董事概無擁有本公司任何業務或財務權益，亦與本公司其他董事無任何關係。

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TERMS OF APPOINTMENT OF NON-EXECUTIVE DIRECTORS

All of the non-executive directors and independent non-executive directors have each entered into a letter of appointment with the Company with a term commencing on the appointment date and ending on the date of the third annual general meeting or the date on which he or she shall retire from office in accordance with the articles of association of the Company and the Listing Rules and not having been re-elected or his or her service contract is terminated before that.

Save as disclosed above, none of the directors being 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 terminable by the Group within one year without payment of compensation (other than statutory compensation).

BOARD COMMITTEES:

a) AUDIT COMMITTEE

The Company has established an Audit Committee with written specific terms of reference in compliance with the CG Code provisions. The Audit Committee of the Company comprises three independent non-executive directors, namely Mr. Wu Chi Keung (being Chairman of Audit Committee), Mr. Gao Dezhu, and Mr. Yen Yuen Ho, Tony, who together have the relevant accounting and financial management expertise, industrial knowledge, legal and business experience to discharge their duties. The Audit committee had held 3 meetings during the year ended 31 December 2012 to review and approve the interim and annual results of the Company, review the internal controls of the Group and to discuss audit issues with the external auditors.

The principal duties of the Audit Committee are as follows:

- To review the interim and annual financial statements before they are submitted to the Board for approval;
- To make recommendations to the Board on, the appointment, the re-appointment and removal of the external auditors, and approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of that auditors;

非執行董事之委任條款

全體非執行董事及獨立非執行董事各自與本公司訂立委任函件，任期由委任日期起至第三次股東週年大會結束時，或彼根據本公司之章程細則及上市規則之規定退任惟不再重選連任日期，或提早終止服務合約日期止。

除上文披露者外，概無擬於應屆股東週年大會膺選連任之董事與本公司或其任何附屬公司訂有任何不可由本集團於一年內終止而毋須作出賠償(法定賠償除外)之服務合約。

董事會委員會：

a) 審核委員會

本公司已按照企管守則之條文成立審核委員會，並書面訂明特定職權範圍。本公司之審核委員會由三名獨立非執行董事組成，包括胡志強先生(為審核委員會之主席)、高德柱先生、和嚴元浩先生，彼等共同具備相關之會計及財務管理專業知識、行業知識、法律及業務經驗，以履行彼等職責。審核委員會已於截至二零一二年十二月三十一日止年度舉行3次會議，以審閱及批核本公司之中期及全年業績、審查本集團之內部監控及與外聘核數師商討審計事項。

審核委員會之主要職務如下：

- 在中期及全年財務報表提呈董事會批核前審閱有關報表；
- 就委任、重新委任及撤換外聘核數師向董事會提出建議，批核外聘核數師的酬金及委聘條款，以及處理任何有關該核數師辭任或解聘的問題；

- To review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
 - To review the Company's financial controls, internal controls, and risk management systems;
 - To review the Company's financial and accounting policies and practice;
 - To report to the Board on the matters set out in the CG Code as required by the Stock Exchange of Hong Kong Limited; and
 - To review the terms and conditions of continuing connected transactions of the Company.
- 按照適用準則，檢討及監察外聘核數師的獨立及客觀性，以及核數程序的效用；
 - 檢討本公司的財務控制、內部監控及風險管理系統；
 - 檢討本公司的財務及會計政策及慣例；
 - 就香港聯合交易所有限公司要求之企管守則事項向董事會報告；及
 - 審閱本公司持續關連交易的條款及條件。

b) REMUNERATION COMMITTEE

The Company had established a Remuneration Committee with written specific terms of reference in compliance with the CG Code provisions. The Company has adopted the model for the Remuneration Committee to make recommendations to the board on the remuneration packages of individual director and senior management. The Remuneration Committee comprises four members, of whom one is an executive director, namely Mr. Zhang Sanlin, and three are independent non-executive directors, namely Mr. Gao Dezhu (being Chairman of Remuneration Committee), Mr. Wu Chi Keung and Mr. Yen Yuen Ho, Tony.

The principal duties of the Remuneration Committee are as follows:

- To make recommendations with respect to the remuneration of the directors and the senior management of the Company for approval by the Board;
- To review the remuneration package and recommend salaries, bonuses, including the incentive awards for directors and the senior management; and
- To administer and make determinations with regard to the Company's share option scheme.

b) 薪酬委員會

本公司已按照企管守則之條文成立薪酬委員會，並書面訂明特定職權範圍。本公司已採納由薪酬委員會向董事會建議個別董事及高級管理人員之薪酬待遇的模式。薪酬委員會由四名成員組成，當中一名為執行董事張三林先生，另外三名為獨立非執行董事高德柱先生（為薪酬委員會之主席）、胡志強先生及嚴元浩先生。

薪酬委員會之主要職責如下：

- 提出有關本公司董事及高級管理人員薪酬之建議，待董事會批核；
- 檢討薪酬政策及建議薪金、花紅、包括給予董事及高級管理人員之獎勵；及
- 就本公司購股權計劃作出管理及決定。

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The Remuneration Committee sets out annually its recommendations on the remuneration package of the directors. In determining the package for a director, the Remuneration Committee considers various factors, including market comparability, complexity of duties, and performance. During the year ended 31 December 2012, the Remuneration Committee had held one meeting to review and recommend to the Board the compensation packages of the directors and the senior management of the Company.

In order to attract, retain, and motivate executives and key employees serving the Company, the Company has terminated its previous share option scheme and, with the approval of its shareholders in general meeting, adopted a new share option scheme on 20 June 2012. Such incentive scheme enables the eligible persons to obtain an ownership interest in the Company and thus to reward the participants who contribute to the success of the Company's operations.

c) NOMINATION COMMITTEE

The Company does not have a Nomination Committee until 14 March 2012. The Board is empowered under the Company's article of association to appoint any person as a director either to fill a casual vacancy or as an addition to the Board. Qualified candidates will be proposed to the Board for consideration and the selection criteria are mainly based on the assessment of their qualifications, experience and expertise as well as the requirements under the Listing Rules. The Board selects and recommends candidates for directorship having regard to their skills and experience which are appropriate to the Group's business.

The Company established a Nomination Committee on 14 March 2012 with written specific terms of reference in compliance with the CG Code provisions. Since then the Board has delegated the above duties regarding the nomination of directors to the Nomination Committee. The Nomination Committee of the Company comprises four members, of whom one is an executive director, namely Mr. Yang Zhiqiang (being Chairman of Nomination Committee), and three are independent non-executive directors, namely Mr. Gao Dezhu, Mr. Wu Chi Keung and Mr. Yen Yuen Ho, Tony.

薪酬委員會每年就董事之薪酬政策作出建議。在決定董事之薪酬政策時，薪酬委員會考慮不同因素，包括市場之可比性、職務之複雜性及表現。截至二零一二年十二月三十一日止年度，薪酬委員會已舉行一次會議，以檢討本公司董事及高級管理人員之薪酬政策，並向董事會作出建議。

為招攬、挽留及激勵在本公司任職之行政人員及主要僱員，本公司於二零一二年六月二十日終止其原先購股權計劃並在獲得股東大會的批准下採納一新購股權計劃。該等激勵計劃使合資格人員可獲得本公司之所有權權益，從而對本公司業務成功作出貢獻之參與者提供獎勵。

c) 提名委員會

本公司於二零一二年三月十四日前並無設立提名委員會。董事會獲本公司之章程細則授權委任任何人士為董事，以填補臨時空缺，或增加董事會成員。合資格候選人將提交董事會考慮，主要的評選準則是對候選人之資歷、經驗及專業知識之評估以及符合上市規則之規定。董事會乃經考慮對本集團業務而言適合之技能與經驗而挑選及建議董事候選人。

本公司於二零一二年三月十四日按照企管守則之條文成立提名委員會，並書面訂明特定職權範圍。自此，董事會將以上有關提名董事之責任轉授提名委員會。提名委員會由四名成員組成，當中一名為執行董事楊志強先生（為提名委員會之主席），另外三名為獨立非執行董事高德柱先生、胡志強先生及嚴元浩先生。

The principal duties of the Nomination Committee are as follows:

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- to identify, select and nominate individuals suitably qualified to become Board members and make recommendations to the Board;
- to assess the independence of independent non-executive directors on its appointment or when their independence is called into question; and
- to make recommendations to the Board on the appointment or re-appointment of the Directors and succession plans for the Directors;

During the year ended 31 December 2012, the Nomination Committee had held one meeting to review the structure and composition of the Board.

d) OTHER COMMITTEES

On 14 March 2012, the Company also established a Risk Management Committee, a Strategy and Investment Committee and an Executive Committee to assist the Board to review the significant daily operational matters and thus make recommendations to the Board.

提名委員會之主要職責如下：

- 定期檢討董事會的架構、人數及組合（包括技能、知識及經驗方面），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- 於委任獨立非執行董事時或其獨立性受到質疑時，評核其獨立性；及
- 就董事委任或重新委任，以及董事繼任計畫的有關事宜向董事會提出建議；

截至二零一二年十二月三十一日止年度，提名委員會已舉行一次會議，以檢討董事會的架構及組合。

d) 其他委員會

本公司於二零一二年三月十四日成立風險管理委員會、戰略及投資委員會及執行委員會，協助董事會檢討重大日常營運事宜，從而向董事會提出建議。

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CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing the corporate governance functions with written specific terms of reference in compliance with the CG Code provisions.

The duties of the Board in respect of corporate governance function are summarized as follows:

- to develop and review the Company's policies and practices on corporate governance;
- to review and monitor the training and continuous professional development of directors and senior management;
- 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 and compliance manual applicable to directors and employees; and
- to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report in the Company's Annual Report.

ACCOUNTABILITY AND AUDIT

The directors acknowledge their responsibilities for preparing the financial statements. As at 31 December 2012, the directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the directors have prepared the financial statements on a going-concern basis.

The responsibilities of the external auditors with respect to financial reporting are set out in the independent auditors' report attached to the financial statements.

INTERNAL CONTROL

The Board is responsible for the Group's system of internal controls and for reviewing its effectiveness. During the year ended 31 December 2012, the Board has through the Audit Committee reviewed to their satisfaction the effectiveness of the Group's system of internal controls, including financial, operational and compliance controls and risk management functions.

企業管治職能

董事會按照企業管治守則之條文負責履行企業管治職能，並書面訂明特定職權範圍。

董事會有關企業管治職能之職責概述如下：

- 建立及檢討本公司的企業管治政策及實務；
- 檢討及監督董事及高級管理層之培訓及持續專業發展；
- 檢討及監督本公司在遵守法律及法規要求方面之政策及實務；
- 建立、檢討及監督適用於董事及僱員之行為守則及合規手冊；及
- 檢討本公司遵守企業管治守則之情況，以及本公司年報企業管治報告內之披露。

問責性及審核

董事知悉彼等就編製財務報表承擔之責任。於二零一二年十二月三十一日，董事並不知悉任何可能會對本公司持續經營能力造成重大疑慮之事件或情況之重大不確定因素。因此，董事按持續經營基準編製財務報表。

外聘核數師就財務申報所承擔之責任載於財務報表隨附之獨立核數師報告內。

內部監控

董事會負責本集團之內部監控制度及審閱其成效。於截至二零一二年十二月三十一日止年度，董事會透過審核委員會審閱本集團內部監控制度之成效，包括財務、營運及遵例監控及風險管理功能。

PROFESSIONAL TRAINING AND DEVELOPMENT

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

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally-facilitated briefings for directors will be arranged and reading material on relevant topics will be issued to directors where appropriate. All directors are encouraged to attend relevant training courses. During the year, relevant reading materials on legal and regulatory updates have been provided by the Company to all directors, namely Mr. Yang Zhiqiang, Mr. Zhang Sanlin, Mr. Zhang Zhong, Ms. Deng Wen (who has resigned on 30 November 2012), Ms. Maria Majoire Lo (who has resigned on 30 November 2012), Mr. Gao Tianpeng, Mr. Qiao Fugui, Ms. Zhou Xiaoyin, Mr. Gao Dezhu, Mr. Wu Chi Keung, and Mr. Yen Yuen Ho, Tony, for their reference and studying for the purpose of Code provision A.6.5 of the CG Code.

COMPANY SECRETARY

In compliance with Rule 3.29 of the Listing Rules, the Company Secretary of the Company has undertaken no less than 15 hours of relevant professional training during the year ended 31 December 2012.

SHAREHOLDERS' COMMUNICATION AND RIGHTS

The Company is committed to ensuring the Group's compliance with its disclosure obligations under the Listing Rules and other applicable laws and regulations. The Company would ensure all shareholders and potential investors have equal opportunities to receive and obtain the public information issued by the Company.

The Company welcomes shareholders to attend the general meetings to express their opinions and encourages all directors to attend the general meetings to develop direct communications with shareholders. The external auditors are also required to attend the annual general meeting to assist the directors in answering any pertinent questions from shareholders. The Company regularly releases information to its shareholders such as annual and interim reports, circulars and notice of general meeting in accordance with the Listing Rules.

專業培訓及發展

董事不斷留意作為本公司董事的責任及操守，以及有關本公司行為、業務活動及發展的事宜。

董事應參與適用的持續專業發展，務求發展及更新彼等的知識及技能，確保其繼續在知情及切合所需情況下對董事會作出貢獻。本公司將為董事安排內部籌辦的簡報，於適用情況下向董事發出相關題材的閱讀資料，並鼓勵全體董事出席相關培訓課程。於本年度，本公司已為企管守則之守則條文第A.6.5條之目的，向全體董事，即楊志強先生、張三林先生、張忠先生、鄧雯女士（於二零一二年十一月三十日辭任）、羅莉亞女士（於二零一二年十一月三十日辭任）、郇天鵬先生、喬富貴先生、周小茵女士、高德柱先生、胡志強先生及嚴元浩先生，提供有關法例及規管最新資料之相關閱讀資料以供彼等參考及研讀。

公司秘書

依照上市規則第3.29條，本公司之公司秘書已於截至二零一二年十二月三十一日止年度完成不少於15個小時之相關專業培訓。

股東溝通及權利

本公司致力於確保本集團遵守上市規則及其他適用法例及法規下之披露義務。本公司會確保全部股東及潛在投資者有平等機會收取及取得本公司所發出之公開資料。

本公司鼓勵股東出席股東大會發表意見，亦鼓勵全體董事出席股東大會與股東直接溝通。外聘核數師亦須要出席股東週年大會，協助董事解答股東提出之有關問題。本公司按上市規則之規定，定期向股東發放資訊，如年報及中期報告、通函及股東大會通告等。

CORPORATE GOVERNANCE REPORT

企業管治報告

Set out below are procedures for shareholders of the Company to convene an extraordinary general meeting, put enquiries to the Board and put proposals at shareholders' meetings. These procedures are generally governed by the articles of association of the Company and applicable laws, rules and regulations, which prevail over the below information in case of any inconsistencies.

a) Procedures for shareholders of the Company to convene an extraordinary general meeting

1. One or more shareholders of the Company holding at the date of deposit of requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all time have the right, by written requisition, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.
2. The requisition must be deposited at the principal place of business of the Company in Hong Kong or, in the event the Company ceases to have such a principal place of business, the registered office specifying the objects of the meeting and signed by the requisitionists.
3. The requisition must specify the objects of the meeting and be signed by the requisitionists. The signatures of such requisitionists will be verified by the Company's share registrars or branch share registrars (where applicable).
4. On the condition that the requisition from the requisitionists is proper and in order, the Board will within 21 days from the date of deposit of the requisition proceed to convene an extraordinary general meeting and such meeting for transacting the business specified in the requisition shall be held within 2 months after the deposit of such requisition.
5. If the Board fails to proceed to convene an extraordinary general meeting within 21 days from the date of deposit of a valid requisition, the requisitionists themselves may convene an extraordinary general meeting in the same manner as that in which extraordinary general meeting is to be convened by the Board, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to them by the Company.

下文載列本公司股東召開股東特別大會、向董事會查詢及於股東大會上提出建議之程序。該等程序一般受本公司組織章程細則及適用法律、法規及規則監管，如與下文有可歧義，概以上述條文為準。

a) 本公司股東召開股東特別大會的程序

1. 在提交要求當日，持有不少於本公司十分之一已繳足股本並有權在股東大會上投票之一名或多名本公司股東，有權隨時以書面方式提出要求，要求董事會召開股東特別大會，處理在要求內所列明之任何事務。
2. 要求必須提交至本公司於香港之主要經營地點，或若本公司沒有主要經營地點，則須提交至註冊辦事處，列明大會目的，並由要求者簽署。
3. 要求必須列明大會之目的，並由要求者簽署。該要求者之簽署將由本公司之股份過戶登記處或股東過戶登記分處（視何者適用）核實。
4. 如要求者所提出之要求妥善而適當，董事會將於提交要求當日起計21日內著手召開股東特別大會，而該處理要求所列明事項之大會須於提交有關要求後兩個月內舉行。
5. 若董事會未能於提交有效要求當日起計21日內召開股東特別大會，要求者可自行以同一方式召開股東特別大會，該股東特別大會與董事會所召開之股東特別大會無異，而要求者因董事會未能召開大會所致之一切合理開支將由本公司向彼等付還。

b) Procedures for shareholders to put enquiries to the Board

Shareholders of the Company who have enquiries for the Board are most welcomed to contact the Company at any time and such enquiries will be forwarded to the Board. The contact details are as follows:

Address: Suite 1203B, 12/F, Tower 1, Admiralty Centre,
18 Harcourt Road, Hong Kong

Facsimile: (852) 3163 1851

E-mail: info@jinchuan-intl.com

c) Procedures for shareholders to put proposals at shareholders' meetings

Shareholders of the Company are advised to follow Article 12.3 of the articles of association of the Company for including a resolution through a valid requisition of an extraordinary general meeting. Details are set out in paragraph a) above.

INVESTOR RELATIONS

Updated information of the Group is available to investors via the Group's website www.jinchuan-intl.com. All material information such as circulars, annual and interim reports and procedures for nomination of directors for election can be accessed from the Group's website.

On 28 March 2012, the Company adopted a new set of memorandum and articles of association for the purpose of conforming with, and addressing some practical issues under the Listing Rules and the applicable requirements under the Companies Law (2011 Revision) of the Cayman Islands.

Save as disclosed above, there has been no change in the Company's constitutional documents during the year ended 31 December 2012.

AUDITORS' REMUNERATION

The Group's external auditors are Ernst & Young. The auditors' remuneration for the year ended 31 December 2012 is HK\$1.69 million out of which HK\$1.61 million was related to audit services for the consolidated financial statements and HK\$0.08 million was related to non-audit services.

b) 股東向董事會查詢的程序

本公司股東如擬向董事會查詢，敬請隨時與本公司聯繫，有關查詢將轉交董事會處理。聯繫詳情如下：

地址：香港夏慤道18號海富中心一座12樓
1203B室

傳真：(852) 3163 1851

電郵：info@jinchuan-intl.com

c) 股東在股東大會上提出建議的程序

本公司股東可按照本公司組織章程細則第12.3條之規定，經合理要求下在股東特別大會上加入一項決議案。詳情載於上文a)段。

投資者關係

投資者可通過本集團網站www.jinchuan-intl.com得悉本集團最新資訊。通函、年報、中期報告及提名董事參選程序等全部重大資料，均可從本集團網站獲取。

於二零一二年三月二十八日，本公司採納一套新的組織章程大綱及細則，以遵循上市規則及開曼群島公司法(二零一一年經修訂)之適用規則，並處理當中一些實務問題。

除上文披露者外，本公司憲章文件於截至二零一二年十二月三十一日止年度概無變動。

核數師酬金

本集團之外聘核數師為安永會計師事務所。於截至二零一二年十二月三十一日止年度，核數師薪酬為1.69百萬港元，其中1.61百萬港元與綜合財務報表之核數服務有關，另0.08百萬港元則與非核數服務有關。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

EXECUTIVE DIRECTORS

Yang Zhiqiang (*Chairman of the Board and Chief Executive Officer*)

Mr. Yang Zhiqiang, aged 55, PhD, professor-grade senior engineer, currently the president of the ultimate holding company, Jinchuan Group Co., Ltd* 金川集團股份有限公司 (“Jinchuan Group”) which is a large-scale non-ferrous mining conglomerate, specializing in mining, concentrating, metallurgy, chemical engineering and further processing. Mr. Yang joined the Jinchuan Group in 1982 and had served as the deputy general manager in Jing Hang Engineering Company (井巷工程公司) of the Jinchuan Group, deputy chief engineer and general manager of the corporate management division in the Jinchuan Group, deputy general manager in the Jinchuan Group, president and general manager of Silver Non-ferrous Metals Company (白銀有色金屬公司), and the deputy director of the Development and Reform Commission of Gansu Province. Mr. Yang, as the president of the Jinchuan Group, has over 30 years of extensive experience in resources development, mine construction, large-scale metal selection and group production, marketing and capital management.

Zhang Sanlin

Mr. Zhang Sanlin, aged 48, a senior economist, completed his postgraduate studies in business management. He joined the Jinchuan Group in July 1985 and since then has been consecutively responsible, at the smelting plant, for statistics and production planning, and at the management division of the Jinchuan Group, for corporate management and corporate transformation, and at the mines under the Jinchuan Group, for management, and at the management division of the Jinchuan Group, for asset restructuring, institutional adjustment, capital restructuring and share listing, merger and acquisition and asset management. He is currently the deputy general manager of the Jinchuan Group and is responsible for the Jinchuan Group’s asset management, legal matters and community management. He has extensive experience in mining business management and corporate asset management. He is also a director of Albidon Limited since September 2010, a company listed on the Australian Securities Exchange.

執行董事

楊志強 (*董事會主席兼行政總裁*)

楊志強先生，55歲，博士，教授級高級工程師，現任本公司最終控股公司金川集團股份有限公司（「金川集團」）董事長，金川集團乃一間大型有色礦業公司，專責採礦、選礦、冶金、化工及有色金屬加工。楊先生於一九八二年加入金川集團，先後擔任金川集團井巷工程公司副總經理、金川集團副總工程師兼企業管理部總經理、金川集團副總經理、白銀有色金屬公司董事長兼總經理和甘肅省發展和改革委員會副主任。楊先生作為金川集團董事長，具有30年以上資源開發、礦山建設、特大型採選冶化集團生產、行銷和資本運營的豐富經驗。

張三林

張三林先生，48歲，高級經濟師，工商管理專業研究生畢業。一九八五年七月加盟金川集團，先後在集團公司冶煉廠從事生產統計和生產計畫工作，在金川集團管理部門從事企業管理和企業改制工作，在金川集團所屬礦山從事管理工作，在金川集團管理部門從事資產重組、機構調整、股改上市、兼併收購和資本運營等工作。現任金川集團副總經理，主管集團公司資本運營、法律事務及社區管理方面的工作。具有豐富的礦業企業管理和企業資本運營管理經驗。張先生自二零一零年九月起為Albidon Limited（於澳洲證券交易所上市之公司）之董事。

* For identification purpose only 僅供識別

Zhang Zhong

Mr. Zhang Zhong, aged 47, EMBA, graduated from Xi'an Jiaotong University, currently the managing director of Jinchuan Group (Hongkong) Resources Holdings Limited. For over 24 years, Mr. Zhang has consecutively served as the head of the computer center of the Jinchuan Group, the director of the research institute of automation, liaison officer on overseas projects of the Jinchuan Group, head of the information centre of the Jinchuan Group, the president of Gansu Jinchuan Jin Ge Mining Vehicles Company Limited (甘肅金川金格礦業車輛有限公司), a Sino-German joint venture, the president (and general manager) of Jinchuan Group Mechanics Manufacturing Limited (金川集團機械製造公司) and the general manager of the planning and development division of the Jinchuan Group. He has extensive operation and management experience in the mining industry.

NON-EXECUTIVE DIRECTORS

Gao Tianpeng

Mr. Gao Tianpeng, aged 41, currently the general manager of the asset management division of the Jinchuan Group. For the 18 years since he has joined the Jinchuan Group, Mr. Gao has served as the cost manager of the finance division, finance manager of the international trading arm and general manager of the risk management division of the Jinchuan Group. Mr. Gao, currently as the director of the overseas investment projects and corporate merger and acquisition divisions of the Jinchuan Group, has extensive experience in financial cost management, risk management and asset management.

Qiao Fugui

Mr. Qiao Fugui, aged 47, Master of Engineering, holder of postgraduate qualification, currently the assistant to the general manager and the general manager of the mineral resources division of the Jinchuan Group. Mr. Qiao joined the Jinchuan Group in 1988. He has previously served as the deputy general manager of the planning and development division of the Jinchuan Group, the director of three mining zones of the Jinchuan Group, general manager of the mining division of the Jinchuan Group, the president of Gansu Jin Ao Mining Limited (甘肅金澳礦業公司), the joint venture established by the Jinchuan Group and BHP Billiton. He is also a director of GobiMin Inc., a company listed on the TSX Venture Exchange in Canada, since 2007. He has expertise in technical aspects of mine exploration and development and extensive experience in operation and management.

張忠

張忠先生，47歲，EMBA，畢業於西安交通大學；現任金川集團(香港)資源控股有限公司董事總經理。超過24年來，張先生先後任金川集團電腦中心主任、自動化研究所所長、金川集團海外專案聯絡部主任、金川集團資訊中心主任、中德合資企業—甘肅金川金格礦業車輛有限公司董事長、金川集團機械製造公司董事長(兼總經理)、金川集團規劃發展部總經理等職，具有豐富的礦業行業營運及管理經驗。

非執行董事

郜天鵬

郜天鵬先生，41歲，現任金川集團資產運營部總經理。加入金川集團18年來，郜先生曾先後擔任財務部成本室經理、國際貿易公司財務部經理、金川集團風險管理部總經理等職。郜先生現作為金川集團對境外專案投資、公司併購職能部門主管，擁有豐富的財務成本管理、風險管理、資產運營經驗。

喬富貴

喬富貴先生，47歲，工程碩士，研究生學歷，現任金川集團總經理助理兼礦產資源部總經理。喬先生於一九八八年加入金川集團。先後擔任金川集團規劃發展部副總經理、金川集團三礦區礦長、金川集團礦山部總經理、金川集團與必和必拓公司的合資公司—甘肅金澳礦業公司董事長等職。喬先生自二零零七年亦為GobiMin Inc. (於加拿大多倫多證券交易所創業板上市之公司)之董事，在礦產勘查、開發領域具有較高的專業技術水準和豐富的經營管理經驗。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Zhou Xiaoyin

Ms. Zhou Xiaoyin, aged 35. Ms. Zhou obtained a bachelor's degree in legal studies from Lanzhou University of Finance in China in 1999 and joined the Jinchuan Group in the same year. She obtained the Certificate of Chinese Professional Legal Qualification in 2002 and acted as the Jinchuan Group's counsel on a long-term basis. Ms. Zhou, as a business executive involved in the major overseas investment and finance projects of the Jinchuan Group, has a good understanding of the operations of international mining projects and extensive professional knowledge and experience.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Gao Dezhu

Mr. Gao Dezhu, aged 73, is a senior economist. He has served as the deputy general manager of Bank of China and the vice minister of the State Non-ferrous Metals Industry Administration (國家有色金屬工業局). He is currently the executive vice chairman of the China Non-ferrous Metals Industry Association and a part-time professor of China Renmin University, the Graduate School of the People's Bank of China, Liaoning University, Central South University of Technology and Kunming University of Science and Technology. Mr. Gao has served as an independent non-executive director of Western Mining Co., Ltd., Hainan Xingye Polyester Co., Ltd. (the shares of these companies are listed on the Shanghai Stock Exchange) and Jiangxi Copper Company Limited (the shares of which are listed on the Main Board of the Stock Exchange). In addition, Mr. Gao was also an independent non-executive director of Anhui Tongdu Copper Stock Co., Ltd, Ningxia Orient Tantalum Industry Co., Ltd. (the shares of both companies are listed on the Shenzhen Stock Exchange), BGRIMM Magnetic Materials & Technology Co., Ltd (the shares of which are listed on the Shanghai Stock Exchange) and China Molybdenum Co., Ltd (the shares of which are listed on the Main Board of the Stock Exchange). Mr. Gao has extensive experience in finance and management in the non-ferrous metals industry.

周小茵

周小茵女士，35歲。周女士於一九九九年獲得中國蘭州商學院法學學士學位，同年加入金川集團，二零零二年取得中國法律職業資格證書，長期擔任金川集團律師職務。周女士作為集團公司重大境外投融資項目商務人員，瞭解國際礦業項目運作，擁有豐富的專業知識和經驗。

獨立非執行董事

高德柱

高德柱先生，73歲，高級經濟師，曾任中國銀行副行長、國家有色金屬工業局副局長，現任中國有色金屬工業協會常務副會長，並任中國人民大學、中國人民銀行研究生院、遼寧大學、中南工業大學和昆明理工大學兼職教授。高德柱先生在西部礦業股份有限公司、海南興業聚酯股份有限公司(該等公司股份於上海證券交易所上市)及江西銅業股份有限公司(該公司股份於聯交所主板上市)擔任獨立非執行董事。此外，高先生曾在安徽銅都銅業股份有限公司、寧夏東方鋁業股份有限公司(該等公司股份於深圳證券交易所上市)、北礦磁材科技股份有限公司(該公司股份於上海證券交易所上市)及洛陽欒川鋁業集團股份有限公司(該公司股份於聯交所主板上市)擔任獨立非執行董事。高先生在金融、有色金屬行業管理等方面有豐富經驗。

Wu Chi Keung

Mr. Wu Chi Keung, aged 56, graduated from Hong Kong Polytechnic (now known as Hong Kong Polytechnic University) in 1980 with a Higher Diploma in Accountancy. He has more than 30 years of experience mainly in financial audit and specializes in providing auditing and assurance services, financial due diligence reviews, support services for merger and acquisitions, corporate restructuring and fund raising engagements. Mr. Wu's prior experience in finance mainly includes working with international accounting firms until he retired as a partner from Deloitte Touche Tohmatsu in 2008. Mr. Wu is currently the managing director of a family-owned private company in Hong Kong engaging in property and other investment activities. He is an independent non-executive director of China Medical System Holdings Limited, Zhong Fa Zhan Holdings Limited (formerly known as Noble Jewelry Holdings Limited) and China Renji Medical Group Limited (the shares of these companies are listed on the Main Board of the Stock Exchange) and GreaterChina Professional Services Limited (the shares of which is listed on the GEM Board of the Stock Exchange). Mr. Wu was also an independent non-executive director of JF Household Furnishing Limited, the shares of which are listed on the Main Board of the Stock Exchange. Mr. Wu is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

Yen Yuen Ho, Tony

Mr. Yen Yuen Ho, Tony, aged 65, is a solicitor of Hong Kong and the United Kingdom. He is also a barrister and solicitor of Australia, and was a member of the Government's Law Reform Commission. Mr. Yen has been practicing law in Hong Kong since 1983 and was the Law Draftsman of the Department of Justice in Hong Kong from 1995 to 2007.

Currently, Mr. Yen is an Adjunct Professor at the City University of Hong Kong and a Court Member of the Hong Kong University of Science and Technology. He is a Director of the Hong Kong Institute for Public Administration and an Honorary Legal Adviser to the Friends of Scouting, Scout Association of Hong Kong. Additionally, Mr. Yen serves as the Director of two secondary schools, the Vice Chairman of the Neighbourhood Advice Action Council and a Member of Heep Hong Society's Executive Council. He is also an Honorary Adviser to the Pok Oi Hospital and the Honorary Legal Adviser to the Shanghai Fraternity Association, and serves as a member to the Hong Kong Law Society's Mainland Legal Affairs Committee. In April 2009, Mr. Yen was appointed by the Hong Kong Government as the Vice-Chairman of the Social Welfare Lump Sum Grant Independent Complaints Handling Committee. Mr. Yen also serves as a guest speaker to various universities in Hong Kong. He is an independent non-executive director of Goldpoly New Energy Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange.

胡志強

胡志強先生，56歲，於一九八零年畢業於香港理工學院（現為香港理工大學），獲會計學高級文憑。胡先生擁有逾30年的財務審計經驗，專長提供審計及驗證服務、財務盡職審查、併購支援服務、企業重組及融資安排。胡先生先前之財務經驗主要包括在國際會計師行工作，直至於二零零八年從德勤•關黃陳方會計師行合夥人崗位退休。胡先生現為一家從事物業及其他投資活動的香港家族私人公司的董事總經理。胡先生為聯交所主板上市公司康哲藥業控股有限公司、中發展控股有限公司（前稱億鑽珠寶控股有限公司）及中國仁濟醫療集團有限公司之獨立非執行董事及於聯交所創業板上市公司漢華專業服務有限公司之獨立非執行董事。胡先生亦曾任聯交所主板上市公司捷豐家居用品有限公司獨立非執行董事。胡先生為香港會計師公會會員及英國特許公認會計師協會資深會員。

嚴元浩

嚴元浩先生，65歲，香港及英國律師。嚴先生亦為澳洲大律師及事務律師，並曾任政府法律改革委員會委員。嚴先生自一九八三年起為香港執業律師，於一九九五年至二零零七年期間，他在香港政府律政司擔任法律草擬專員一職。

現時，嚴先生為香港城市大學特聘教授及香港科技大學顧問委員會委員。嚴先生是香港公共行政學院之董事及香港童軍總會童軍之友社之義務法律顧問。此外，嚴先生亦在兩間中學擔任校董，嚴先生同時亦為香港鄰舍輔導會副主席及香港協康會的執行委員會委員。他也是香港博愛醫院的名譽顧問，香港上海總會的名譽法律顧問及香港律師會的內地法律事務委員會委員。於二零零九年四月，嚴先生獲香港政府委任為社會福利整筆撥款獨立處理投訴委員會的副主席。嚴先生亦在香港多所大學講課。嚴先生為於聯交所主板上市公司金保利新能源有限公司之獨立非執行董事。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

Wong Tak Chuen

Mr. Wong Tak Chuen, is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom, as well as a member of the Institute of Chartered Accountants in England and Wales. Mr. Wong has over 20 years of experience in auditing, financial management, mergers and acquisitions gained from various senior finance related positions in an international accounting firm in Hong Kong, companies listed in Hong Kong and a company listed in the United States.

CHIEF ADMINISTRATIVE OFFICER

Maria Majoire Lo

Ms. Maria Majoire Lo, has over five years of creative management experience in the United States and over two years experience of investment management in Asia. Previously, she was the producer of a mid-sized advertising firm, and was the public relations manager of one of the world's largest live internet platforms. She also worked for an investment firm and was involved in the overall strategic management of multinational companies and analyzing potential investment details. Ms. Lo received her Bachelor of Arts in Annenberg School for Communication and minor certificate in Cinema- Television from the University of Southern California, USA. Ms. Lo was an executive director of the Company until 30 November 2012 when she resigned from that role.

SENIOR VICE PRESIDENT - TRADING

Peter John Deneen

Mr. Peter John Deneen, has over 20 years of experience as a metals trader, formerly based in Beijing as a permanent resident and chief representative of Cometals, a division of Commercial Metals Company (NYSE: CMC). He later headed up Samsung America's worldwide alumina team, a major supplier to the Chinese aluminum industry. Mr. Deneen also knows the copper industry, having traded copper concentrates and cathodes for many years, and was a former director of Erdmin, a Mongolian refined copper producer. He holds a master's degree in International Management (M.I.M) from the American Graduate School of International Management (Thunderbird), and a B.A. in Chinese Studies and economics from Hampshire College in Amherst, Massachusetts. Mr. Deneen is fluent in Mandarin Chinese.

公司秘書及首席財務官

黃德銓

黃德銓先生，為香港會計師公會及英國特許會計師公會的資深會員，同時亦為英格蘭與威爾士特許會計師協會會員。黃先生過去曾於香港一家國際會計事務所、香港數家上市公司及美國一家上市公司擔任與財務有關的要職，期間於核數、財務管理、合併及收購方面累積超過20年經驗。

首席行政官

羅莉亞

羅莉亞女士，其於美國有超過5年之創意管理及兩年之亞洲投資管理經驗。彼曾為一美國中型廣告公司之製作人，彼亦曾為世界最大的網路直播平台之公關經理。彼曾任職於一間投資公司，負責跨國公司之整體策略管理以及潛在投資分析。羅女士畢業於美國南加州大學，主修傳理，副修影視製作。羅女士擔任本公司執行董事至二零一二年十一月三十日辭任其職務為止。

高級副總裁 – 貿易

狄寧

狄寧先生，擁有二十餘年之金屬貿易經驗，先前為Commercial Metals Company (紐約證券交易所：CMC) 之分公司Cometals長駐北京之首席代表，後組建美國三星之全球氧化鋁團隊，成為中國氧化鋁行業之主要供應商。狄寧先生亦熟悉銅行業，有多年之銅精礦及陰極管貿易經驗。彼曾為蒙古銅精礦生產商Erdmin之前任董事。彼持有美國研究生國際管理學院(雷鳥)之碩士學位及馬薩諸塞州艾摩斯特市漢普郡學院之漢學研究及經濟專業文學士學位。狄寧先生精通漢語。

The directors present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2012.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 17 to the financial statements.

RESULTS AND DIVIDENDS

The Group's loss for the year ended 31 December 2012 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 40 to 143.

No dividend has been paid or declared by the Company in respect of the year ended 31 December 2012.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out on page 144. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

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

BANK BORROWINGS

Particulars of bank borrowings of the Group as at 31 December 2012 are set out in note 27 to the financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year are set out in notes 31 and 32 to the financial statements.

PURCHASES, SALES OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2012.

董事謹提呈截至二零一二年十二月三十一日止年度之董事會報告以及本公司及本集團之經審核財務報表。

主要業務

本公司乃一間投資控股公司，其附屬公司之主要業務載於財務報表附註17。

業績及股息

本集團截至二零一二年十二月三十一日止年度之虧損以及本公司及本集團於該日之業務狀況載於第40頁至第143頁財務報表。

本公司並無就截至二零一二年十二月三十一日止年度派發或宣派任何股息。

五年財務概要

本集團過往五個財政年度之已公佈業績及資產、負債及非控股股東權益概要載於第144頁，摘錄自經審核財務報表及已重新分類(如適用)。有關概要並不構成經審核財務報表之一部份。

物業以及廠房及設備

本公司及本集團於年內之物業以及廠房及設備之變動詳情載於財務報表附註13。

銀行借貸

本集團於二零一二年十二月三十一日之銀行借貸詳情載於財務報表附註27。

股本及購股權

本公司於年內之股本及購股權詳情分別載於財務報表附註31及32。

購買、出售或贖回本公司上市證券

截至二零一二年十二月三十一日止年度，本公司或其他任何附屬公司概無購買、出售或贖回本公司任何上市證券。

REPORT OF THE DIRECTORS

董事會報告

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 33 to the financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

The Company's reserves available for distribution to shareholders as at 31 December 2012 represented the aggregate of share premium account, special reserves and accumulated losses, which amounted to HK\$709,549,000 (2011: HK\$727,318,000).

DIRECTORS

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

Executive directors:

Mr. YANG Zhiqiang (*Chairman of the Board*)
Mr. ZHANG Sanlin
Mr. ZHANG Zhong
Ms. DENG Wen (*resigned on 30 November 2012*)
Ms. Maria Majoire LO (*resigned on 30 November 2012*)

Non-executive directors:

Mr. GAO Tianpeng
Mr. QIAO Fugui
Ms. ZHOU Xiaoyin

Independent non-executive directors:

Mr. GAO Dezhu
Mr. WU Chi Keung
Mr. YEN Yuen Ho, Tony

In accordance with the provisions of the Company's articles of association, Mr. Zhang Sanlin, Mr. Gao Tianpeng and Mr. Yen Yuen Ho, Tony will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

儲備

本公司及本集團於年內之儲備變動詳情已分別載於財務報表附註33及綜合權益變動表。

可供分派儲備

本公司於二零一二年十二月三十一日之可供分派予股東之儲備為股份溢價賬、特殊儲備及累計虧損之總和，達709,549,000港元（二零一一年：727,318,000港元）。

董事

年內及截至本報告日期止期間之本公司在任董事如下：

執行董事：

楊志強先生（*董事會主席*）
張三林先生
張忠先生
鄧雯女士（*於二零一二年十一月三十日辭任*）
羅莉亞女士（*於二零一二年十一月三十日辭任*）

非執行董事：

郜天鵬先生
喬富貴先生
周小茵女士

獨立非執行董事：

高德柱先生
胡志強先生
嚴元浩先生

根據本公司的公司組織章程細則條文，張三林先生、郜天鵬先生及嚴元浩先生將於應屆股東週年大會任滿告退，惟彼等合資格並願意膺選連任。

DIRECTORS' SERVICE CONTRACTS

All of the non-executive directors and independent non-executive directors have entered into a letter of appointment with the Company with a term commencing on the appointment date and ending on the date of the third annual general meeting or the date on which he or she shall retire from office in accordance with the articles of association of the Company and the Listing Rules and not having been re-elected or his or her service contract is terminated before that.

Save as disclosed above, none of the directors being 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 Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 December 2012, none of the directors and the chief executives of the Company had any interest or short position in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are required: (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV and the SFO (including interests or short positions which he is taken or deemed to have under such provisions of the SFO); (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules.

董事服務合約

全體非執行董事及獨立非執行董事均與本公司訂立委任函件，任期由委任日期起至第三次股東週年大會結束時，或彼根據本公司之章程細則及上市規則之規定退任惟不再重選連任日期，或提早終止服務合約日期止。

除上文披露者外，概無擬於應屆股東週年大會膺選連任之董事與本公司或其任何附屬公司訂有任何不可由本集團於一年內終止而毋須作出賠償(法定賠償除外)之服務合約。

董事於本公司或其相聯法團之股份、相關股份之權益及淡倉

於二零一二年十二月三十一日，概無本公司董事及最高行政人員於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中，擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉(包括根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉)；(b)須記錄於根據證券及期貨條例第352條所規定存置之登記冊之權益及淡倉；或(c)根據上市規則附錄10所載上市公司董事進行證券交易的標準守則須知會本公司及聯交所之權益及淡倉。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Save as disclosed in the section headed "Share Option Scheme" below, at no time during the year ended 31 December 2012 were rights to acquire benefits by means of the acquisition of shares in, or debentures of, the Company granted to any of the directors or their respective spouses or minor children, or were any such rights exercised by them; nor was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance, to which the Company, its subsidiaries, its holding company or any of its subsidiaries were a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Further details of the Scheme are disclosed in note 32 to the financial statements.

There was no share option of the Company outstanding at the end of the year ended 31 December 2012.

董事購買股份及債券之權利

除下文「購股權計劃」所披露者外，本公司概無於二零一二年十二月三十一日止年度內任何時間向任何董事、其各自之配偶或十八歲以下子女授出權利以認購本公司之股份或債券之方式獲得利益，彼等亦無行使任何該等權利；本公司、控股公司或其任何附屬公司及同系附屬公司亦概無參與任何安排，致使本公司之董事於任何其他法人團體獲得該等權利。

董事於重大合約之權益

於截至年底或年內任何時間，本公司、其附屬公司、其控股公司或其任何附屬公司概無訂有本公司董事直接或間接擁有重大權益之重大合約。

購股權計劃

本公司設立購股權計劃（「計劃」）向對本集團業務成績有所貢獻之合資格參與者提供激勵及獎勵。計劃之其他詳情於財務報表附註32披露。

截至二零一二年十二月三十一日止年度完結時，並沒有本公司之尚未行使購股權。

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2012, so far as is known to any director or chief executive of the Company, the following persons (i) had interests or short positions in the shares and underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO; or (ii) were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying the right to vote in all circumstances at general meetings of the Company or any options in respect of such capital.

主要股東權益

於二零一二年十二月三十一日，就本公司任何董事或最高行政人員所知，下列人士(i) 於本公司股份及相關股份中持有根據證券及期貨條例第336條須登記於本公司所保存登記冊內之權益或淡倉，或(ii) 直接或間接擁有附有權利可於任何情況下在本公司股東大會投票之任何類別股本面值5%或以上之權益或該等股本之任何相關購股權。

Long position in the shares of the Company

於本公司股份之好倉

Name of shareholder 名稱	Note 附註	Capacity/ nature of interest 身份／權益性質	Number of shares held 所持股份數目	Approximate Percentage of interest (%) 權益概約 百分比 (%)
Jinchuan Group Co., Ltd* 金川集團股份有限公司	(1)	Interest of a controlled corporation 授控法團權益	1,667,142,857	60.5
Jinchuan Group (Hongkong) Resources Holdings Limited 金川集團(香港)資源控股有限公司	(1)	Interest of a controlled corporation 授控法團權益	1,667,142,857	60.5
Jinchuan BVI Limited 金川(BVI)有限公司	(1)	Interest of a controlled corporation 授控法團權益	1,667,142,857	60.5
Jinchuan (BVI) 1 Limited 金川(BVI)1有限公司		Beneficial owner 實益擁有人	956,557,377	34.7
Jinchuan (BVI) 2 Limited 金川(BVI)2有限公司		Beneficial owner 實益擁有人	437,283,372	15.9
Jinchuan (BVI) 3 Limited 金川(BVI)3有限公司		Beneficial owner 實益擁有人	273,302,108	9.9

Note:

- Jinchuan Group Co., Ltd* directly owns 100% of the issued share capital of Jinchuan Group (Hongkong) Resources Holdings Limited which in turn owns 100% of the issued share capital of Jinchuan BVI Limited which owns 100% of the issued share capital of Jinchuan (BVI) 1 Limited, Jinchuan (BVI) 2 Limited and Jinchuan (BVI) 3 Limited. Therefore, Jinchuan Group Co., Ltd*, Jinchuan Group (Hongkong) Resources Holdings Limited and Jinchuan BVI Ltd are deemed to have an interest in 1,667,142,857 shares under the SFO.

附註：

- 金川集團股份有限公司直接持有金川集團(香港)資源控股有限公司已發行股本之100%，金川集團(香港)資源控股有限公司持有金川(BVI)有限公司已發行股本之100%，金川(BVI)有限公司持有金川(BVI)1有限公司、金川(BVI)2有限公司及金川(BVI)3有限公司已發行股本之100%。因此，根據證券及期貨條例，金川集團股份有限公司、金川集團(香港)資源控股有限公司及金川(BVI)有限公司被視為於1,667,142,857股股份中擁有權益。

* For identification purpose only 僅供識別

REPORT OF THE DIRECTORS

董事會報告

Save as disclosed above, as at 31 December 2012, so far as is known to any director or chief executive, no other person (i) had interest or short positions in the shares and underlying shares of the Company which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or (ii) were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying the right to vote in all circumstances at general meetings of the Company or any options in respect of such capital.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the sales attributable to the Group's largest customer accounted for 95% of the Group's total sales and the aggregate sales attributable to the Group's five largest customers accounted for 96% of the Group's total sales.

During the year, the purchases attributable to the Group's largest supplier accounted for 40% of the Group's total purchases and the aggregate purchases attributable to the Group's five largest suppliers accounted for 98% of the Group's total purchases.

At no time during the year did a director, an associate of a director, or a shareholder of the Company (which to the knowledge of the directors own more than 5% of the Company's issued share capital) had any interest in any of the Group's five largest customers or suppliers for the year ended 31 December 2012, save that Jinchun group Co., Ltd* was the largest customer of the Group.

RETIREMENT BENEFIT SCHEMES

The Group strictly complies with the Mandatory Provident Fund Ordinance in making mandatory contributions for its staff in Hong Kong and staff retirement fund for those staff in the People's Republic of China.

PRE-EMPTIVE RIGHTS

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

COMPETING INTERESTS

Save as disclosed in this report, none of the directors of the Company and their respective associates (as defined in the Listing Rules) had an interest in a business which competes or is likely to compete with the business of the Group.

* For identification purpose only 僅供識別

除上文披露者外，於二零一二年十二月三十一日，就董事或最高行政人員所知，概無任何人士(i)於本公司股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條所規定存置之登記冊之權益或淡倉；或(ii)直接或間接擁有附帶權利可於所有情況下在本公司股東大會上投票之任何類別股本面值5%或以上權益，或有該等股本之任何購股權。

主要客戶及供應商

年內，本集團最大客戶之銷售額佔本集團總銷售額之95%，而本集團五大客戶合計之銷售額佔本集團總銷售額之96%。

年內，本集團最大供應商之採購額佔本集團總採購額之40%，而本集團五大供應商合計採購額佔本集團總採購額之98%。

於年內任何時間，除金川集團股份有限公司為本集團最大客戶之外，本公司董事、董事之聯繫人士或股東(就董事所知擁有本公司已發行股本5%以上)概無於本集團截至二零一二年十二月三十一日止年度之五大客戶或供應商中擁有任何權益。

退休福利計劃

本集團嚴格遵照強制性公積金條例，就香港員工作出強制性供款，並為中華人民共和國之員工作出員工退休金供款。

優先購買權

本公司之公司組織章程細則或開曼群島法例並無有關優先購買權之規定，本公司毋須按比例向現有股東提呈新股份。

競爭性權益

除本報告披露者外，本公司董事及彼等各自之聯繫人士(定義見上市規則)概無於對本集團之業務構成或可能構成競爭之業務中擁有權益。

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set out by the Board on the basis of their merit, qualifications and competence.

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

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of the scheme is set out in note 32 to the financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Board, as at the date of this report, the Company has maintained sufficient public float not less than 25% of the Company's issued shares as required under the Listing Rules.

CONTINUING CONNECTED TRANSACTIONS

On 18 July 2011, the Group entered into a sale and purchase agreement ("Sale and Purchase Agreement") with Jinchuan Group Co., Ltd* in relation to the trading of mineral and metal products between the Group and Jinchuan Group Co., Ltd* and its associates (for the purpose of the continuing connected transactions, excluding the Group) for the period from the date of approval by the independent shareholder (24 August 2011) to 31 December 2013. As Jinchuan Group Co., Ltd* is indirectly interested in 60.5% of the equity interest in the Company, it is a connected person of the Company under the Listing Rules. Accordingly, the Sale and Purchase Agreement constitutes a continuing connected transaction ("CCT") for the Company under Chapter 14A of the Listing Rules.

On 24 August 2011, the above CCT and the proposed annual caps for the CCT for the remaining part of the year ended 31 December 2011 and for the two years ending 31 December 2013 were approved by the independent shareholders of the Company. Details of the CCT are set out in the announcement of the Company dated 18 July 2011 and in the circular to shareholders of the Company dated 8 August 2011.

The proposed annual cap for the CCT for the year ended 31 December 2012 was HK\$9,336 million. The actual amount paid under the Sale and Purchase Agreement was approximately HK\$1,741 million.

* For identification purpose only 僅供識別

薪酬政策

本集團之僱員薪酬政策乃由董事會按彼等之優點、資歷及能力釐定。

本公司董事之薪酬乃由董事會經考慮本公司經營業績、個別表現、市場可比較公司之數據以及董事會薪酬委員會的建議而定。

本公司已採納購股權計劃，以向董事及合資格僱員提供獎勵，計劃詳情載於財務報表附註32。

足夠公眾持股量

根據本公司可取得之公開資料及據董事會所知悉，於本報告日期，本公司維持根據上市規則之規定不少於本公司已發行股份25%之足夠公眾持股量。

持續關連交易

於二零一一年七月十八日，本集團與金川集團股份有限公司訂立買賣協議（「買賣協議」），內容有關本集團與金川集團股份有限公司及其聯繫人（就持續關連交易而言，不包括本集團）進行礦產品及金屬產品貿易，由獲獨立股東批准當日（二零一一年八月二十四日）起至二零一三年十二月三十一日為止。由於金川集團有限公司間接持有本公司60.5%股權的權益，故根據上市規則屬本公司的關連交易。故此，根據上市規則第14A章，買賣協議構成本公司之持續關連交易（「持續關連交易」）。

於二零一一年八月二十四日，上述持續關連交易及持續關連交易於截至二零一一年十二月三十一日止年度其餘日子及截至二零一三年十二月三十一日止兩年之建議年度上限已獲本公司獨立股東批准。持續關連交易詳情載於本公司日期為二零一一年七月十八日之公佈，以及日期為二零一一年八月八日之致股東函函。

持續關連交易於截至二零一二年十二月三十一日止年度之建議年度上限為9,336百萬港元。買賣協議下之實際已付金額約為1,741百萬港元。

REPORT OF THE DIRECTORS

董事會報告

The above CCT for the year ended 31 December 2012 have been reviewed by the independent non-executive directors of the Company. The independent non-executive directors of the Company have confirmed that the CCT have been entered into:

- a) in the ordinary and usual course of business of the Group;
- b) either on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and
- c) in accordance with the respective terms of the Sale and Purchase Agreement on terms that are fair and reasonable and in the interests of the shareholders of the Group as a whole.

The Company's auditors were engaged to report on the Group's CCT in accordance with the Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditors have issued an unqualified letter containing their findings and conclusions in respect of the CCT for the year ended 31 December 2012 in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditors' letter has been provided by the Company to the Stock Exchange.

EVENTS AFTER THE REPORTING PERIOD

Details of events after the reporting period are disclosed in note 41 to the financial statements.

上述截至二零一二年十二月三十一日止年度之持續關連交易已經本公司獨立非執行董事審閱。本公司獨立非執行董事確認，所訂立之持續關連交易：

- a) 於本集團之日常及一般業務過程中進行；
- b) 按正式商業條款進行，或對本集團而言按不遜於給予獨立第三方或從獨立第三方取得之條款進行；及
- c) 按照買賣協議的相關條款進行，屬公平合理，並符合本集團股東之整體利益。

本公司的核數師已獲委聘，按照香港會計師公會頒佈之香港鑒證業務準則第3000號「非審核或審閱過往財務資料的鑒證工作」，並參照香港會計師公會頒佈之實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，就本集團之持續關連交易作出報告。核數師已發出無保留意見函件，內含其按照上市規則第14A.38條就截至二零一二年十二月三十一日止年度之持續關連交易所進行鑒證的結果及結論。本公司已將核數師函件副本交予聯交所。

申報期後事項

申報期後事項詳情於財務報表附註41披露。

AUDITORS

During the year, Ernst & Young were the auditors of the Company. A resolution for the reappointment of Ernst & Young as auditors of the Company will be proposed at the forthcoming annual general meeting.

The previous auditors of the Company was East Asia Sentinel Limited ("EA Sentinel"). EA Sentinel resigned as auditors of the Company with effect from 24 December 2010. The reason for the change of auditors of the Company was that the Company and EA Sentinel could not reach an agreement in relation to the audit fee for the financial year ended 31 December 2010. Ernst & Young was appointed as the auditors of the Company following the resignation of EA Sentinel. Details of the change of auditors are set out in the announcement and circular of the Company dated 28 December 2010.

By order of the Board

YANG Zhiqiang

Chairman of the Board

Hong Kong, 21 March 2013

核數師

年內，本公司核數師為安永會計師事務所。於應屆股東週年大會上將提呈決議案重新委聘安永會計師事務所為本公司核數師。

本公司之前任核數師為衛亞會計師事務所有限公司（「衛亞」）。衛亞已辭任本公司核數師職務，並於二零一零年十二月二十四日起生效。更換本公司核數師的原因是本公司與衛亞未能就截至二零一零年十二月三十一日止財務年度的核數費用達成協議。衛亞辭任後，安永會計師事務所已獲委聘為本公司核數師。有關更換核數師之詳情，載於本公司日期為二零一零年十二月二十八日之公佈及通函。

承董事會命

董事會主席

楊志強

香港，二零一三年三月二十一日

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

To the shareholders of Jinchuan Group International Resources Co. Ltd

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Jinchuan Group International Resources Co. Ltd (the "Company") and its subsidiaries (together, the "Group") set out on pages 40 to 143, which comprise the consolidated and company statements of financial position as at 31 December 2012, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

We conducted our audit in accordance with International Standards on Auditing issued by the International Auditing and Assurance Standards Board. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致金川集團國際資源有限公司全體股東

(於開曼群島註冊成立之有限公司)

我們已審核載於第40至143頁的金川集團國際資源有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，此財務報表包括二零一二年十二月三十一日的綜合財務狀況表和貴公司財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表及綜合現金流量表以及主要會計政策和其他解釋資料。

董事就綜合財務報表須承擔的責任

本公司董事須負責根據國際會計準則理事會頒佈的國際財務報告準則和香港公司條例之披露規定編制真實而公允之綜合財務報表，並實施彼等認為必要的內部控制，避免綜合財務報表由於欺詐或錯誤而導致重大錯誤陳述。

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見。我們的報告僅為全體股東編制，而並不可作其他目的。我們概不就本報告的內容對其他任何人士負責或承擔責任。

我們已根據國際審核及保證準則委員會頒佈的國際審核準則的規定進行審核。這些準則要求我們遵守職業道德規範，並規劃及進行審核，從而獲得合理確定此綜合財務報表是否不存有任何重大錯誤陳述。

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

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

OPINION

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

Ernst & Young

Certified Public Accountants

22/F CITIC Tower

1 Tim Mei Avenue

Central, Hong Kong

21 March 2013

審核涉及執行程式以獲取有關綜合財務報表所載金額和披露資料的審核證據。所選定的程式取決於核數師的判斷，包括評估綜合財務報表存有重大錯誤陳述（不論其由欺詐或錯誤引起）的風險。在評估該等風險時，核數師考慮與該公司編製真實而公允之綜合財務報表相關的內部控制，以因應情況設計適當的審核程式，但並非對 貴公司的內部控制的有效性發表意見。審核亦包括評價董事所採用的會計政策的合適性及作出的會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核證據充足且適當地為我們的審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據國際財務報告準則真實而公允地反映貴公司和貴集團於二零一二年十二月三十一日的財務狀況及截至該日止年度的虧損和現金流量，並已按照香港公司條例之披露規定妥為編制。

安永會計師事務所

執業會計師

香港

添美道1號

中信大廈22樓

二零一三年三月二十一日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

Year ended 31 December 2012

截至二零一二年十二月三十一日止年度

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
REVENUE	收益	6	1,842,679	129,394
Cost of sales	銷售成本		(1,759,796)	(42,022)
Gross profit	毛利		82,883	87,372
Other income and gains	其他收入及收益	6	9,838	10,568
Selling and distribution costs	銷售及分銷成本		(34,458)	(54,225)
Administrative expenses	行政開支		(59,783)	(59,736)
Costs associated with equity-settled share options	股本結算購股權相關成本		–	(969)
Finance costs	財務成本	7	(1,746)	(1,471)
LOSS BEFORE TAXATION	除稅前虧損	8	(3,266)	(18,461)
Income tax (expense)/credit	所得稅(開支)/抵免	10	(4,102)	375
LOSS FOR THE YEAR	年內虧損		(7,368)	(18,086)
OTHER COMPREHENSIVE INCOME	其他全面收益			
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額		247	998
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	本年度全面 虧損總額		(7,121)	(17,088)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

Year ended 31 December 2012

截至二零一二年十二月三十一日止年度

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Loss attributable to:	下列人士應佔虧損：			
Owners of the parent	母公司擁有人	11	(7,367)	(18,084)
Non-controlling interests	非控股權益		(1)	(2)
			(7,368)	(18,086)
Total comprehensive loss attributable to:	下列人士應佔 全面虧損總額：			
Owners of the parent	母公司擁有人		(7,120)	(17,086)
Non-controlling interests	非控股權益		(1)	(2)
			(7,121)	(17,088)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通權益 持有人應佔 每股虧損	12		
Basic and diluted:	基本及攤薄：			
For loss for the year	年內虧損		HK0.27 cents港仙	HK0.66 cents港仙

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2012

二零一二年十二月三十一日

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	26,555	35,719
Prepaid land lease payments	預付土地租金	14	3,482	4,035
Intangible assets	無形資產	16	15,706	15,706
Long term deposits	長期存款		2,000	2,000
Total non-current assets	非流動資產總額		47,743	57,460
CURRENT ASSETS	流動資產			
Available-for-sale investments	可供出售投資	18	–	16,969
Derivative financial instruments	衍生金融工具	19	34,917	–
Inventories	存貨	20	17,588	24,848
Trade and bill receivables	貿易應收款項及 應收票據	21	1,338,265	15,727
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項	22	14,650	17,188
Due from related parties	應收關聯人士款項	23(a)	2,852	2,480
Restricted cash deposits	受限制現金存款	24(b)	39,833	–
Cash and cash equivalents	現金及現金等值項目	24(a)	302,099	713,697
Total current assets	流動資產總額		1,750,204	790,909
CURRENT LIABILITIES	流動負債			
Derivative financial instruments	衍生金融工具	19	35,314	–
Trade and bill payables	貿易應付款項及 應付票據	25	933,216	13,146
Other payables and accruals	其他應付款項及 應計費用	26	36,868	42,369
Interest-bearing bank borrowings	計息銀行借貸	27	16,933	23,373
Due to related parties	應付關聯人士款項	23(b)	18,966	9,077
Tax payable	應付稅項		5,824	1,650
Finance lease payables	應付融資租賃	28	115	388
Due to non-controlling shareholder of subsidiaries	應付附屬公司之非控股 股東之款項	29	593	600
Total current liabilities	流動負債總額		1,047,829	90,603
NET CURRENT ASSETS	流動資產淨值		702,375	700,306
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		750,118	757,766

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2012

二零一二年十二月三十一日

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
NON-CURRENT LIABILITIES	非流動負債			
Provision for long service payments	長期服務款項撥備		232	452
Finance lease payables	應付融資租賃	28	54	126
Deferred tax liabilities	遞延稅項負債	30	1,541	1,776
Total non-current liabilities	非流動負債總額		1,827	2,354
NET ASSETS	資產淨值		748,291	755,412
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Issued capital	已發行股本	31	27,549	27,549
Reserves	儲備	33(a)	721,569	728,689
			749,118	756,238
Non-controlling interests	非控股權益		(827)	(826)
TOTAL EQUITY	權益總額		748,291	755,412

YANG Zhiqiang
楊志強
Director
董事

ZHANG Zhong
張忠
Director
董事

STATEMENT OF FINANCIAL POSITION

財務狀況表

31 December 2012

二零一二年十二月三十一日

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	318	317
Interests in subsidiaries	於附屬公司之權益	17	632,995	448,723
Total non-current assets	非流動資產總值		633,313	449,040
CURRENT ASSETS	流動資產			
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	22	1,033	2,225
Cash and cash equivalents	現金及現金等值項目	24(a)	107,487	305,644
Total current assets	流動資產總值		108,520	307,869
CURRENT LIABILITIES	流動負債			
Other payables and accruals	其他應付款項及應計費用	26	4,735	1,996
Finance lease payables	應付融資租賃	28	–	12
Total current liabilities	流動負債總額		4,735	2,008
NET CURRENT ASSETS	流動資產淨值		103,785	305,861
NON-CURRENT LIABILITIES	非流動負債			
Finance lease payable	應付融資租賃	28	–	34
NET ASSETS	資產淨值		737,098	754,867
EQUITY	權益			
Issued capital	已發行股本	31	27,549	27,549
Reserves	儲備	33(b)	709,549	727,318
TOTAL EQUITY	權益總額		737,098	754,867

YANG Zhiqiang

楊志強
Director
董事

ZHANG Zhong

張忠
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2012

截至二零一二年十二月三十一日止年度

		Attributable to owners of the parent 母公司擁有人應佔							Non-controlling interests		Total equity
		Issued capital	Share premium account	Share option reserve	Reserve funds	Contributed surplus	Exchange fluctuation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價賬	購股權儲備	儲備金	繳入盈餘	匯兌波動儲備	累計虧損	總計	非控股權益	總權益
		HKS' 000 千港元 (note 31) (附註31)	HKS' 000 千港元 (note 31) (附註31)	HKS' 000 千港元 (note 32) (附註32)	HKS' 000 千港元 (note 33(a)) (附註33(a))	HKS' 000 千港元 (note 33(a)) (附註33(a))	HKS' 000 千港元	HKS' 000 千港元	HKS' 000 千港元	HKS' 000 千港元	HKS' 000 千港元
At 1 January 2012	於二零一二年一月一日	27,549	1,201,949	-	7,321	73	17,879	(498,533)	756,238	(826)	755,412
Loss for the year	本年度虧損	-	-	-	-	-	-	(7,367)	(7,367)	(1)	(7,368)
Other comprehensive income for the year:	年內其他全面收益：										
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	-	247	-	247	-	247
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	-	247	(7,367)	(7,120)	(1)	(7,121)
Transfer of share premium to accumulated losses	由股份溢價賬轉撥至累計虧損	-	(503,101)	-	-	-	-	503,101	-	-	-
At 31 December 2012	於二零一二年十二月三十一日	27,549	698,848*	-*	7,321*	73*	18,126*	(2,799)*	749,118	(827)	748,291
At 1 January 2011	於二零一一年一月一日	27,285	1,178,530	7,138	7,321	73	16,881	(480,449)	756,779	(824)	755,955
Loss for the year	本年度虧損	-	-	-	-	-	-	(18,084)	(18,084)	(2)	(18,086)
Other comprehensive income for the year:	年內其他全面收益：										
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	-	998	-	998	-	998
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	-	998	(18,084)	(17,086)	(2)	(17,088)
Equity-settled share option arrangement	股本結算購股權安排	-	-	969	-	-	-	-	969	-	969
Transfer of share option reserve upon the exercise of option	因行使購股權而從購股權儲備轉撥	-	8,107	(8,107)	-	-	-	-	-	-	-
Issue of shares	發行股份	264	15,312	-	-	-	-	-	15,576	-	15,576
At 31 December 2011	於二零一一年十二月三十一日	27,549	1,201,949*	-*	7,321*	73*	17,879*	(498,533)*	756,238	(826)	755,412

* These reserve accounts comprise the consolidated reserves of HK\$721,569,000 (2011: HK\$728,689,000) in the consolidated statement of financial position.

* 該等儲備賬目包括綜合財務狀況表內之綜合儲備 721,569,000港元(二零一一年: 728,689,000港元)。

Dividend

No dividend has been paid or declared by the Company in respect of the year ended 31 December 2012 (2011: Nil).

股息

本公司並不派付或宣派截至二零一二年十二月三十一日止年度之股息(二零一一年: 無)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2012

截至二零一二年十二月三十一日止年度

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務之現金流量		
Loss before taxation	除稅前虧損	(3,266)	(18,461)
Adjustments for:	經調整：		
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	(281)	-
Gain on disposal of a subsidiary	出售一間附屬公司之收益	(8)	(762)
Change in fair value of derivative financial instruments, net	衍生金融工具之 公平值變動淨額	392	-
Finance costs	財務成本	1,746	1,471
Interest income	利息收入	(7,665)	(6,744)
(Reversal of)/provision for long service payments	長期服務金(撥回)/撥備	(220)	99
Depreciation	折舊	7,413	10,195
Write-back of inventories to net realisable value	存貨撥回至可變 現價值淨額	(373)	(243)
Loss on disposal and write-off of items of property, plant and equipment	出售及撇銷物業、廠房及 設備項目之虧損	5,162	920
Amortisation of prepaid land lease payments	預付土地租金之攤銷	688	613
Equity-settled share option expense	股本結算購股權相關開支	-	969
Impairment of trade and bill receivables	貿易應收款項及 應收票據之減值	1,900	4,559
		5,488	(7,384)
Decrease in inventories	存貨減少	7,633	7,389
Increase in trade and bill receivables	貿易應收款項及應收票據增加	(1,324,438)	(9,802)
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他 應收款項減少	2,401	6,876
Increase/(decrease) in trade and bill payables	貿易應付款項及應付票據 增加/(減少)	920,075	(4,123)
Decrease in other payables and accruals	其他應付款項及應計款項 減少	(5,501)	(5,541)
Increase in balances with related companies	有關聯人士結餘增加	2,418	5,076
Payment for long service payment	支付長期服務金	-	(154)
Increase in restricted cash deposits	受限制現金存款增加	(39,833)	-
Cash used in operations	經營業務動用現金	(431,757)	(7,663)
Interest paid	已付利息	(1,725)	(1,429)
Interest element of finance lease rental payments	融資租賃租金付款之利息部份	(21)	(42)
Taxes paid	已付稅項	(163)	(264)
Net cash flows used in operating activities	經營業務動用現金淨額	(433,666)	(9,398)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2012

截至二零一二年十二月三十一日止年度

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動之現金流量		
Bank interest received	已收銀行利息	7,665	6,744
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(3,247)	(5,682)
Proceeds from disposal of available-for-sale investments	出售可供出售投資之所得款項	17,250	-
Proceeds from disposal of a subsidiary	出售一間附屬公司之所得款項	10	69,769
Net cash flows from investing activities	投資活動所得現金流量淨額	21,678	70,831
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動之現金流量		
Increases in new bank and related party loans	銀行及關聯人士貸款之增加	22,022	24,287
Repayment of bank and related party loans	償還銀行及關聯人士貸款	(20,982)	(19,470)
Capital element of finance lease rental payments	融資租賃租金付款之資本部份	(345)	(311)
Issue of shares	發行股份	-	15,576
Net cash flows from financing activities	融資活動所得現金流量淨額	695	20,082
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目(減少) / 增加淨額	(411,293)	81,515
Cash and cash equivalents at beginning of year	年初現金及現金等值項目	711,306	629,072
Effect of foreign exchange rate changes, net	匯率變動影響，淨額	83	719
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終現金及現金等值項目	300,096	711,306
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值項目結餘分析		
Cash and bank balances	現金及銀行結餘	41,761	12,150
Non-pledged time deposits with original maturity of less than three months when acquired	於獲得時原到期日少於三個月之無抵押定期存款	260,338	701,547
Cash and cash equivalents as stated in the consolidated statement of financial position	綜合財務狀況表所載之現金及現金等值項目	302,099	713,697
Less: bank overdrafts	減：銀行透支	(2,003)	(2,391)
Cash and cash equivalents as stated in the consolidated statement of cash flow	綜合現金流量表所載之現金及現金等值項目	300,096	711,306

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1. CORPORATE INFORMATION

Jinchuan Group International Resources Co. Ltd is a limited liability company incorporated in the Cayman Islands. The registered office address of the Company is P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands.

During the year, the Group was involved in the following principal activities:

- trading of mineral and metal products
- property development and investment
- manufacture and trading of cosmetic and related products, as well as the provision of beauty technical and training services

In the opinion of the directors, the ultimate holding company of the Company is Jinchuan Group Co., Ltd* (金川集團股份有限公司) (formerly金川集團有限公司), which is established in the People's Republic of China (the "PRC").

2.1 BASIS OF PREPARATION

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs"), which comprise all standards and interpretations approved by the International Accounting Standards Board (the "IASB"), and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for derivative financial instruments, which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

* For identification purpose only

1. 公司資料

金川集團國際資源有限公司乃一家於開曼群島註冊成立之有限公司。本公司之註冊辦事處位於P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands。

年內，本集團從事下列主要業務：

- 礦產及金屬產品貿易
- 物業發展及投資
- 製造及買賣化妝品及相關產品以及提供美容技術及培訓服務

董事認為，本公司之最終控股公司為金川集團股份有限公司(前稱金川集團有限公司)，乃一家於中華人民共和國(「中國」)成立之公司。

2.1 編製基準

本財務報表乃根據國際財務報告準則(包括國際會計準則理事會(「國際會計準則理事會」)批准之所有準則及詮釋)及香港公司條例之披露規定而編製。除衍生金融工具以公允價值列示外，該等財務報表乃根據歷史成本慣例編製。除另有說明者外，該等財務報表以港元呈列，而所有價值均已湊整至最接近千位。

* 僅供識別

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2.1 BASIS OF PREPARATION (continued)**Basis of consolidation**

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

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

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

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

2.1 編製基準(續)**綜合基準**

綜合財務報告包括本公司及其附屬公司(統稱「本集團」)截至二零一二年十二月三十一日止年度之財務報告。附屬公司與本公司之財務報表的報告期間相同，並採用一致會計政策編製。附屬公司之業績由收購日期(即本集團取得控制權之日)起計綜合入賬，並繼續綜合入賬至該等控制權終止之時為止。集團內公司間之結餘、交易、集團內公司間交易所引致之未變現盈虧及股息均於綜合賬目時全數抵銷。

附屬公司之全面虧損總額乃歸屬於非控股權益，即使此舉引致結餘為負數。

一間附屬公司之所有權權益發生變動(而並未失去控制權)，則按權益交易入賬。

倘本集團失去對一間附屬公司之控制權，則其撤銷確認(i)該附屬公司之資產(包括商譽)及負債、(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計交易差額；及確認(i)所收代價之公平值、(ii)所保留任何投資之公平值及(iii)損益賬中任何因此產生之盈餘或虧損。先前於其他全面收益表內確認之本集團應佔部份重新分類為損益或累計虧損(視何者屬適當)。

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2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

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

IFRS 1 Amendment	Amendment to IFRS 1 <i>First-time Adoption of International Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters</i>
IFRS 7 Amendment	Amendment to IFRS 7 <i>Financial Instrument: Disclosure – Transfer of Financial Assets</i>
International Accounting Standard (“IAS”) 12 Amendment	Amendment to IAS 12 <i>Income Taxes – Deferred Tax – Recovery of Underlying Assets</i>

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

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised IFRSs, that have been issued but were not yet effective for the reporting period ended 31 December 2012, in these financial statements.

IFRS 1 Amendments	Amendments to IFRS 1 <i>First-time Adoption of International Financial Reporting Standards – Government Loans</i> ²
IFRS 7 Amendments	Amendments to IFRS 7 <i>Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities</i> ²
IFRS 9	<i>Financial Instrument</i> ⁴
IFRS 10	<i>Consolidated Financial Statements</i> ²
IFRS 11	<i>Joint Arrangements</i> ²
IFRS 12	<i>Disclosure of Interests in Other Entities</i> ²
IFRS 10, IFRS 11 and IFRS 12 Amendments	Amendments to IFRS 10, IFRS 11 and IFRS 12 – <i>Transition Guidance</i> ²
IFRS 10, IFRS 12 and IAS 27 (2011) Amendments	Amendments to IFRS 10, IFRS 12 and IAS 27 (2011) – <i>Investment Entities</i> ³

2.2 會計政策及披露之變動

本集團於本年度財務報表中首次採納下列經修訂之國際財務報告準則。

國際財務報告準則第1號(修訂本)	國際財務報告準則第1號首次採納國際財務報告準則之修訂—嚴重高通脹及剔除首次採納者之固定日期
國際財務報告準則第7號(修訂本)	國際財務報告準則第7號金融工具：披露—金融資產轉讓之修訂
國際會計準則第12號(「國際會計準則」)(修訂本)	國際會計準則第12號所得稅—遞延稅項—收回相關資產之修訂

採納該等經修訂國際財務報告準則並無對該等財務報表產生重大財務影響。

2.3 已頒佈但尚未生效的國際財務報告準則之影響

本集團並無於該等財務報表內應用以下已頒佈但於截至二零一二年十二月三十一日止之報告期間尚未生效之新訂及經修訂國際財務報告準則。

國際財務報告準則第1號(修訂本)	國際財務報告準則第1號首次採納國際財務報告準則—政府貸款之修訂 ²
國際財務報告準則第7號(修訂本)	國際財務報告準則第7號金融工具：披露—抵銷金融資產及金融負債之修訂 ²
國際財務報告準則第9號	金融工具 ⁴
國際財務報告準則第10號	綜合財務報表 ²
國際財務報告準則第11號	合營安排 ²
國際財務報告準則第12號	披露其他實體權益 ²
國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號(修訂本)	國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號之修訂—過渡指引 ²
國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第27號(二零一一年)(修訂本)	國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第27號(二零一一年)之修訂—投資實體 ³

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

IFRS 13	<i>Fair Value Measurement</i> ²
IAS 1 Amendments	Amendments to IAS 1 <i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i> ¹
IAS 19 (2011)	<i>Employee Benefits</i> ²
IAS 27 (2011)	<i>Separate Financial Statements</i> ²
IAS 28 (2011)	<i>Investments in Associates and Joint Ventures</i> ²
IAS 32 Amendments	Amendments to IAS 32 <i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i> ³
International Financial Reporting Interpretations Committee – Interpretation 20	<i>Stripping Costs in the Production Phase of a Surface Mine</i> ²
Annual Improvements 2009-2011 Cycle	Amendments to a number of IFRSs issued in June 2012 ⁴

- ¹ Effective for annual periods beginning on or after 1 July 2012
- ² Effective for annual periods beginning on or after 1 January 2013
- ³ Effective for annual periods beginning on or after 1 January 2014
- ⁴ Effective for annual periods beginning on or after 1 January 2015

Further information about those IFRSs that are expected to be applicable to the Group is as follows:

The IFRS 7 Amendments require an entity to disclose information about rights to set-off and related arrangements (e.g., collateral agreements). The disclosures would provide users with information that is useful in evaluating the effect of netting arrangements on an entity's financial position. The new disclosures are required for all recognised financial instruments that are set off in accordance with IAS 32 *Financial Instruments: Presentation*. The disclosures also apply to recognised financial instruments that are subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are set off in accordance with IAS 32. The Group expects to adopt the amendments from 1 January 2013.

2.3 已頒佈但尚未生效的國際財務報告準則之影響 (續)

國際財務報告準則第13號	公允值計量 ²
國際會計準則第1號 (修訂本)	國際會計準則第1號財務報表的呈列—其他全面收益項目的呈列之修訂 ¹
國際會計準則第19號 (二零一一年)	僱員福利 ²
國際會計準則第27號 (二零一一年)	獨立財務報表 ²
國際會計準則第28號 (二零一一年)	於聯營公司及合營公司的投資 ²
國際會計準則第32號 (修訂本)	國際會計準則第32號金融工具：呈列—抵銷金融資產及金融負債之修訂 ³
國際財務報告詮釋委員會—詮釋第20號	露天礦生產階段的剝採成本 ²
二零零九年至二零一一年周期之年度改進	於二零一二年六月頒佈之若干國際財務報告準則之修訂 ²

- ¹ 於二零一二年七月一日或之後開始之年度期間生效
- ² 於二零一三年一月一日或之後開始之年度期間生效
- ³ 於二零一四年一月一日或之後開始之年度期間生效
- ⁴ 於二零一五年一月一日或之後開始之年度期間生效

預期將適用於本集團之國際財務報告準則之進一步資料如下：

國際財務報告準則第7號(修訂本)要求某一實體披露有關抵銷之權利及相關安排(例如抵押品安排)。披露將提供用戶對評估淨額結算安排對某一實體之財務狀況的影響之有用資料。就根據國際會計準則第32號金融工具：呈列抵銷之所有已確認金融工具，須作出新披露。該等披露亦適用於受可強制執行主淨額結算安排或類似協議所規限之已確認金融工具，無論彼等是否根據國際會計準則第32號抵銷。本集團預期自二零一三年一月一日起採納該等修訂。

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

IFRS 9 issued in November 2009 is the first part of phase 1 of a comprehensive project to entirely replace IAS 39 *Financial Instruments: Recognition and Measurement*. This phase focuses on the classification and measurement of financial assets. Instead of classifying financial assets into four categories, an entity shall classify financial assets as subsequently measured at either amortised cost or fair value, on the basis of both the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. This aims to improve and simplify the approach for the classification and measurement of financial assets compared with the requirements of IAS 39.

In November 2010, the IASB issued additions to IFRS 9 to address financial liabilities (the "Additions") and incorporated in IFRS 9 the current derecognition principles of financial instruments of IAS 39. Most of the Additions were carried forward unchanged from IAS 39, while changes were made to the measurement of financial liabilities designated at fair value through profit or loss using the fair value option ("FVO"). For these FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in other comprehensive income ("OCI"). The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. However, loan commitments and financial guarantee contracts which have been designated under the FVO are scoped out of the Additions.

IAS 39 is aimed to be replaced by IFRS 9 in its entirety. Before this entire replacement, the guidance in IAS 39 on hedge accounting and impairment of financial assets continues to apply. The Group expects to adopt IFRS 9 from 1 January 2015. The Group will quantify the effect in conjunction with other phases, when the final standard including all phases is issued.

2.3 已頒佈但尚未生效的國際財務報告準則之影響(續)

二零零九年十一月頒佈的國際財務報告準則第9號為完全取代國際會計準則第39號財務工具：確認及計量的全面計劃的第一階段的第一部份。該階段重點為財務資產的分類及計量。財務資產不再分為四類，而應根據實體管理財務資產的業務模式及財務資產合同現金流量特徵，於後續期間按攤銷成本或公允值計量。此舉旨在改進和簡化國際會計準則第39號規定的財務資產分類與計量方式。

於二零一零年十一月，國際會計準則理事會就財務負債頒佈國際財務報告準則第9號之新增規定(「新增規定」)，並將國際會計準則第39號財務工具之現有取消確認原則納入國際財務報告準則第9號內，因此指定為按公允值計入損益之財務負債之計量將透過公允值選擇(「公允值選擇」)計算。就該等公允值選擇負債而言，由信貸風險變動而產生的負債公允值變動金額，必須於其他全面收益(「其他全面收益」)中呈列。除非於其他全面收益中就負債之信貸風險呈列公允值變動，會於損益中產生或擴大會計差異，否則其餘公允值變動金額於損益呈列。然而，新增規定並不涵蓋按公允值選擇納入之貸款承諾及財務擔保合約。

國際財務報告準則第9號旨在全面取代國際會計準則第39號。於全面取代前，國際會計準則第39號於對沖會計及財務資產之減值方面的指引繼續適用。本集團預期自二零一五年一月一日起採納國際財務報告準則第9號。於最終準則(包括所有階段)獲頒佈時，本集團將配合其他階段量化該影響。

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

IFRS 10 establishes a single control model that applies to all entities including special purpose entities or structured entities. It includes a new definition of control which is used to determine which entities are consolidated. The changes introduced by IFRS 10 require management of the Group to exercise significant judgement to determine which entities are controlled, compared with the requirements in IAS 27 and SIC-12 *Consolidation – Special Purpose Entities*. IFRS 10 replaces the portion of IAS 27 *Consolidated and Separate Financial Statements* that addresses the accounting for consolidated financial statements. It also addresses the issues raised in SIC-12. Based on the preliminary analyses performed, IFRS 10 is not expected to have any impact on the currently held investments of the Group.

IFRS 12 includes the disclosure requirements for subsidiaries, joint arrangements, associates and structured entities that are previously included in IAS 27 *Consolidated and Separate Financial Statements*, IAS 31 *Interests in Joint Ventures* and IAS 28 *Investments in Associates*. It also introduces a number of new disclosure requirements for these entities.

In July 2012, the IASB issued amendments to IFRS 10, IFRS 11 and IFRS 12 which clarify the transition guidance in IFRS 10 and provide further relief from full retrospective application of these standards, limiting the requirement to provide adjusted comparative information to only the preceding comparative period. The amendments clarify that retrospective adjustments are only required if the consolidation conclusion as to which entities are controlled by the Group is different between IFRS 10 and IAS 27 or SIC-12 at the beginning of the annual period in which IFRS 10 is applied for the first time. Furthermore, for disclosures related to unconsolidated structured entities, the amendments will remove the requirement to present comparative information for periods before IFRS 12 is first applied.

2.3 已頒佈但尚未生效的國際財務報告準則之影響(續)

國際財務報告準則第10號建立適用於所有實體(包括特殊目的實體或結構性實體)之單一控制模式。該準則包括控制之新定義,用於確定須要綜合的實體。與國際會計準則第27號及常務詮釋委員會—詮釋第12號綜合—特殊目的實體之規定相比,國際財務報告準則第10號引入的變動規定本集團管理層須作出重大判斷,以確定哪些實體受到控制。國際財務報告準則第10號取代國際會計準則第27號綜合及獨立財務報表指引綜合財務報表之入賬,亦包括常務詮釋委員會—詮釋第12號提出之問題。根據已進行之初步分析,預期國際財務報告準則第10號不會對本集團現時持有之投資產生任何影響。

國際財務報告準則第12號包括附屬公司、合營安排、聯營公司及結構性實體之披露規定,該等規定以往包括在國際會計準則第27號綜合及獨立財務報表、國際會計準則第31號於合營公司的權益及國際會計準則第28號於聯營公司的投資之內。該準則亦引入了該等實體之多項新披露規定。

於二零一二年七月,國際會計準則理事會已頒佈國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號之修訂以釐清國際財務報告準則第10號之過渡指引及提供進一步寬免,免除將該等準則採納完全追溯,限定僅就上一個比較期間提供經調整比較資料。該等修訂釐清,倘於國際財務報告準則第10號首次獲應用之年度期間開始時,國際財務報告準則第10號及國際會計準則第27號或常務詮釋委員會—詮釋第12號有關本集團所控制實體之綜合結論有所不同,方須進行追溯調整。此外,就有關未經綜合之結構性實體之披露而言,該等修訂將刪除首次應用國際財務報告準則第12號前之期間須呈列比較資料之規定。

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

Consequential amendments were made to IAS 27 and IAS 28 as a result of the issuance of IFRS 10, IFRS 11 and IFRS 12. The Group expects to adopt IFRS 10, IFRS 11, IFRS 12, IAS 27 (2011) and IAS 28 (2011), and the subsequent amendments to these standards issued in July and December 2012 from 1 January 2013.

IFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but provides guidance on how fair value should be applied where its use is already required or permitted under other IFRSs. The Group expects to adopt IFRS 13 prospectively from 1 January 2013.

The IAS 1 Amendments change the grouping of items presented in OCI. Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, net gain on hedge of a net investment, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) would be presented separately from items which will never be reclassified. The amendments will affect presentation only and have no impact on the financial position or performance. The Group expects to adopt the amendments from 1 January 2013.

2.3 已頒佈但尚未生效的國際財務報告準則之影響 (續)

因頒佈國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號，國際會計準則第27號及國際會計準則第28號須予進行後續修訂。本集團預期自二零一三年一月一日起採納國際財務報告準則第10號、國際財務報告準則第11號、國際財務報告準則第12號、國際會計準則第27號(二零一一年)及國際會計準則第28號(二零一一年)，以及該等準則於二零一二年七月及十二月頒佈之後續修訂。

國際財務報告準則第13號規定了公允值之精確定義、公允值計量的單一來源及在國際財務報告準則範圍內使用的披露規定。該準則並不改變本集團須要使用公允值之情況，但為在其他國際財務報告準則已規定或允許使用公允值之情況下，應如何應用公允值提供了指引。本集團預期自二零一三年一月一日起採用國際財務報告準則第13號。

國際會計準則第1號(修訂本)改變在其他全面收益呈列之項目之分組。在未來某個時間可重新分類(或重新使用)至損益之項目(例如對沖一項投資淨額之收益淨額、換算海外業務之匯兌差額、現金流量對沖變動淨額及可供出售金融資產之虧損或收益淨額)將與不得重新分類之項目分開呈列。該等修訂僅影響呈列，並不會對財務狀況或表現構成影響。本集團預期自二零一三年一月一日起採用此等修訂。

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2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued) Business combinations and goodwill (continued)

The IAS 32 Amendments clarify the meaning of “currently has a legally enforceable right to setoff” for offsetting financial assets and financial liabilities. The amendments also clarify the application of the offsetting criteria in IAS 32 to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 January 2014.

The *Annual Improvements to IFRSs 2009-2011 Cycle* issued in June 2012 sets out amendments to a number of IFRSs. The Group expects to adopt the amendments from 1 January 2013. There are separate transitional provisions for each standard. While the adoption of some of the amendments may result in changes in accounting policies, none of these amendments are expected to have a significant financial impact on the Group. Those amendments that are expected to have a significant impact on the Group’s policies are as follows:

- (a) *IAS 1 Presentation of Financial Statements*: Clarifies the difference between voluntary additional comparative information and the minimum required comparative information. Generally, the minimum required comparative period is the previous period. An entity must include comparative information in the related notes to the financial statements when it voluntarily provides comparative information beyond the previous period. The additional comparative information does not need to contain a complete set of financial statements.

In addition, the amendment clarifies that the opening statement of financial position as at the beginning of the preceding period must be presented when an entity changes its accounting policies; makes retrospective restatements or makes reclassifications, and that change has a material effect on the statement of financial position. However, the related notes to the opening statement of financial position as at the beginning of the preceding period are not required to be presented.

2.3 已頒佈但尚未生效的國際財務報告準則之影響(續) 業務合併及商譽(續)

國際會計準則第32號(修訂本)為抵銷金融資產及金融負債釐清「目前具有合法可執行抵銷權利」的釋義。該等修訂亦釐清國際會計準則第32號之抵銷標準於結算系統之應用(例如中央結算所系統)，而該系統乃採用非同步的總額結算機制。本集團將於二零一四年一月一日採納該等修訂，而該等修訂將不會對本集團的財務狀況或表現構成任何影響。

二零一二年六月頒佈的二零零九年至二零一一年週期之年度改進載列多項對國際財務報告準則的修訂。本集團預期自二零一三年一月一日起採納該等修訂。各項準則均設有過渡性條文。雖然採納部份修訂可能導致會計政策變動，但預期該等修訂概不會對本集團構成重大財務影響。預期對本集團政策構成重大影響之該等修訂如下：

- (a) 國際會計準則第1號*財務報表之呈列*：釐清自願性額外比較資料與最低規定比較資料之間的差異。一般而言，最低規定比較期間為上個期間。當一間實體自願提供上個期間以外的比較資料時，其須於財務報告的相關附註中載入比較資料。額外比較資料毋須包含完整財務報告。

此外，該修訂釐清，當實體變更其會計政策、作出追溯重列或進行重新分類，而有關變動對財務狀況表構成重大影響，則須呈列上個期間開始時的期初財務狀況表。然而，上個期間開始時的期初財務狀況表的相關附註則毋須呈列。

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

- (b) IAS 32 *Financial Instruments: Presentation*: Clarifies that income taxes arising from distributions to equity holders are accounted for in accordance with IAS 12 *Income Taxes*. The amendment removes existing income tax requirements from IAS 32 and requires entities to apply the requirements in IAS 12 to any income tax arising from distributions to equity holders.

2.3 已頒佈但尚未生效的國際財務報告準則之影響 (續)

- (b) 國際會計準則第32號 *金融工具：呈列*：釐清向權益持有人作出分派所產生的所得稅須按國際會計準則第12號 *所得稅* 入賬。該修訂刪除國際會計準則第32號的現有所得稅規定，並要求實體就向權益持有人作出分派所產生的任何所得稅須應用國際會計準則第12號的規定。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

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

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

Business combinations and goodwill

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

3. 重大會計政策概要

附屬公司

附屬公司乃本公司直接或間接控制其財務及經營政策從而令本集團因其活動而受益之公司。

附屬公司之業績按已收及應收之股息於本公司全面收益表內列賬。本公司並非根據國際財務報告準則第5號分類為持作出售之附屬公司之投資乃按成本減任何減值虧損列帳。

業務合併及商譽

業務合併乃以購買法入賬。轉讓之代價乃以收購日期的公平值計算，該公平值為本集團各轉讓資產於收購日期的公平值、本集團自被收購方之前度擁有人承擔的負債，及本集團發行以換取被收購方控制權的股本權益的總和。於各業務合併中，本集團選擇以公平值或被收購方可識別資產淨值之應佔比例，計算屬於現時擁有權益並賦予其擁有人於清盤時按比例分佔其淨資產之於被收購方之非控股權益。收購成本於產生時列為開支。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

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

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

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

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

3. 重大會計政策概要(續)

業務合併及商譽(續)

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

倘企業合併分階段進行，先前持有的股權應按收購日期的公平值重新計量，及所產生的任何收益或虧損於損益中確認。

由收購方將予轉讓的任何或然代價將於收購日期按公平值確認。分類為資產或負債的或然代價乃屬金融工具，且按國際會計準則第39號的範疇內按公平值計量，公平值的變動於損益或作為其他全面收益的變動確認。若或然代價不屬國際會計準則第39號的範疇，則按照相應國際財務報告準則計量。分類為權益的或然代價不予重新計量，其後的結算在權益中入賬。

商譽起初按成本計量，即已轉讓總代價、已確認非控股權益及任何本集團先前由持有的被收購方股權的公平值總額，超逾與所收購可識別資產淨值及所承擔負債的差額。如總代價及其他項目低於所收購子公司資產淨值的公平值，於評估後其差額將於收益表內確認為議價收購收益。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

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

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

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

3. 重大會計政策概要 (續)

業務合併及商譽 (續)

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能耗蝕時，則會更頻密地進行減值測試。本集團於十二月三十一日進行商譽之年度減值測試。為進行減值測試，因業務合併而購入的商譽自購入之日被分配至預期可從合併產生的協同效益中獲益的本集團各個現金產生單位或現金產生單位組別，而無論本集團其他資產或負債是否已分配予該等單位或單位組別。

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

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

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, construction contract assets, financial assets, investment properties, goodwill and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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

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

3. 重大會計政策概要(續)

非金融資產減值

倘有跡象顯示出現減值或須就資產進行年度減值測試(存貨、施工合約資產、金融資產、投資物業、商譽及分類為持作出售之非流動資產/分類為持作出售之出售組合除外)，則會估計資產可收回金額。資產可收回金額按資產或現金產生單位之使用價值或公平值減銷售成本之較高者計算，並就個別資產釐定，除非有關資產並無產生在頗大程度上獨立於其他資產或資產類別之現金流入。在此情況下，可收回金額乃就資產所屬現金產生單位釐定。

減值虧損僅於資產賬面值超逾可收回金額時確認。評估使用價值時，估計日後現金流量按可反映現時市場評估之貨幣時間價值及資產特定風險之稅前貼現率貼現至現值。減值虧損於產生期間自綜合全面收益表扣除，並計入與減值資產功能一致的有關費用類別內。

資產乃於各報告期末進行評估，以決定之前已確認之減值虧損是否不再存在或有減少之跡象。倘出現該等跡象，會對該可收回金額作出估計。過往確認之資產減值虧損(商譽除外)僅會於用以釐定資產可收回金額之估計改變時撥回，惟撥回後之數額不得高於假設過往年度並無就資產確認減值虧損而應有之賬面值(扣除任何折舊/攤銷後)。減值虧損之撥回於產生期間計入綜合全面收益表。惟倘該資產以重估值列賬，在此情況則撥回之減值虧損按該重估資產之有關會計政策入賬。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

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

- (a) the party is a person or a close member of that person's family and that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other (iii) entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group; and the sponsoring employers of the post-employment benefit plan;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a); and
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

3. 重大會計政策概要 (續)

關聯人士

在下列情況下，一方將被視為與本集團有關：

- (a) 該方為某人士或該人士之近親，而該人士：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或其母公司之主要管理層成員；

或

- (b) 該方為符合下列任何條件之實體：
- (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一間實體為另一實體（或另一實體之母公司、附屬公司或同系附屬公司）之聯營公司或合營企業；
 - (iii) 該實體與本集團均為同一第三方之合營企業；
 - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；
 - (v) 該實體為離職後福利計劃，該計劃之受益人為本集團或與本集團有關聯之實體的僱員；及為該項離職後福利計劃提供資助的僱主；
 - (vi) 該實體受(a)項所識別人土控制或共同控制；及
 - (vii) (a)(i)項所識別人土對該實體擁有重大影響力，或為該實體（或該實體之母公司）主要管理層成員。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with IFRS 5, as further explained in the accounting policy for "Non-current assets and disposal groups held for sale". The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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

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

Buildings	20 years or the terms of prepaid land lease term, if shorter
Leasehold improvements	20%
Plant and machinery	10%
Furniture and fixtures	20%
Motor vehicles	20%
Office equipment	20%

3. 重大會計政策概要(續)

物業、廠房及設備及其折舊

物業、廠房及設備(在建工程除外)乃以成本減累計折舊及任何減值虧損後列賬。若物業、廠房及設備項目分類為持作出售或屬於分類為持作出售之出售組合一部分,則不予折舊,並根據國際財務報告準則第5號入賬,詳情見「持作出售之非流動資產及出售組合」之會計政策。物業、廠房及設備項目之成本包括其購買價及使資產達到可使用狀態及地點作擬定用途之直接應計成本。

物業、廠房及設備項目投入運作後產生之開支,例如維修及保養開支,一般於產生期間自綜合收益表中扣除。倘能符合確認條件,大型檢查的開支可於資產賬面值撥充資本作為代替。倘物業、廠房及設備的主要部分需分期替換,本集團會確認該等部分為有特定使用年期的個別資產並因此折舊。

每項物業、廠房及設備之折舊乃按其估計可使用年期以直線法撇銷其成本至其殘值計算。就此所用之主要年率如下:

樓宇	20年或預付土地租金年期(以較短者為準)
租賃樓宇裝修	20%
廠房及機器	10%
傢俬及裝置	20%
汽車	20%
辦公室設備	20%

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

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

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

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

3. 重大會計政策概要(續)

物業、廠房及設備及其折舊(續)

倘一項物業、廠房及設備之各部分擁有不同可使用年期，則該項目成本以合理之基準分配給各部分，而各部分獨立計算折舊。至少於每個財政年度末檢討及調整(如適當)殘值、可使用年期及折舊方法。

物業、廠房及設備以及任何初步確認之重大部份於出售或預期將來其使用或出售不會帶來經濟利益時取消確認。於該項資產取消確認年度之綜合全面收益表中確認之出售或報廢收益或虧損，指銷售所得款項淨額與有關資產之賬面值之差額。

無形資產(商譽除外)

單獨收購之無形資產於初步確認時按成本計量。業務合併中收購之無形資產之成本為收購日期之公平值。無形資產之可使用年期獲評定為有限或無限。可使用年期有限之無形資產其後於可使用經濟年期內攤銷，並於有跡象顯示無形資產可能減值時進行減值評估。可使用年期有限之無形資產之攤銷期及攤銷方法至少於每個財政年度完結時檢討一次。

每年個別或按現金產生單位對可使用年期無限之無形資產進行減值測試。此等無形資產不予攤銷。可使用年期無限之無形資產之可使用年期會每年檢討，以釐定評定為無限之年期是否繼續有證據支持。倘沒有，則可使用年期之評估由無限轉為有限，並往後應用。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Brand name

Brand name with an indefinite useful life is tested for impairment annually at the cash-generating unit level and is not amortised. The useful life of the Group's brand name is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the consolidated statement of comprehensive income so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

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

3. 重大會計政策概要(續)

品牌

具無限使用年期之品牌於每年在現金產生單位層面作減值測試，且不予攤銷。本集團品牌之使用年期會每年檢討，以評估無限年期之評估是否繼續適用。倘不適用，則可使用年期之評估由無限轉為有限，並往後應用。

租約

凡資產擁有權(法定業權除外)之絕大部分回報及風險轉移至本集團之租約均以融資租約入賬。於訂立融資租約時，租賃資產之成本會按最低租金現值撥充資本，並連同有關承擔(不包括利息部分)列賬，以反映購買及融資情況。根據資本化融資租約持有之資產(包括根據融資租賃之預付土地租金)均列入物業、廠房及設備，按資產之租期與估計可使用年期兩者之較低者折舊。該等租約之融資成本自綜合全面收益表扣除，以在租期內定期按一致之比率扣除。

透過具融資性質之租購合約收購之資產乃列作融資租約，惟有關資產乃按估計可使用年期折舊。

凡資產擁有權之絕大部分回報及風險仍由出租人承擔之租約均以經營租約入賬。倘本集團為出租方，本集團根據經營租約出租之資產乃計入非流動資產，而經營租約下應收的租金乃按租期以直線法計入綜合全面收益表內。倘本集團之承租人，經營租約下應付的租金經扣除任何自出租人收取的任何獎勵後，按租期以直線法於綜合全面收益賬中扣除。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

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

Investments and other financial assets

Initial recognition and measurement

Financial assets within the scope of IAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables and available-for-sale investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

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

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by IAS 39.

3. 重大會計政策概要(續)

租約(續)

經營租約之預付土地租金初步按成本入賬，其後則按租期以直線法確認。

投資及其他金融資產

初步確認及計量

國際會計準則第39號所界定之金融資產分為按公平值計入損益之金融資產、貸款及應收賬款及可供出售之金融投資，或指定作有效對沖之對沖工具之衍生工具(視適用者而定)。本集團於初步確認金融資產時會釐定其分類。金融資產於首次確認時以公平值加交易成本計量，除非屬按公平值計入損益之金融資產則不在此限。

所有按常規方式買賣之金融資產均於交易日確認，交易日即本集團承諾購買或出售有關資產當日。常規買賣指按市場規例或慣例所規定之一般期間內交付金融資產之買賣活動。

其後計量

金融資產之其後計量取決於其分類如下：

按公平值計入損益之金融資產

按公平值計入損益之金融資產包括持作買賣之金融資產及於初步確認時指定為按公平值計入損益之金融資產。倘購入金融資產之目的為在短期內出售，則該金融資產列作持作買賣。衍生工具(包括個別內含衍生工具)亦分類為持作買賣用途，惟指定為實際對沖工具(定義見國際會計準則第39號)者除外。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Financial assets at fair value through profit or loss (continued)

Financial assets designated upon initial recognition at fair value through profit or loss are designated at the date of initial recognition and only if the criteria under IAS 39 are satisfied.

The Group evaluates its financial assets at fair value through profit or loss (held for trading) to assess whether the intent to sell them in the near term is still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets and management's intent to sell them in the foreseeable future significantly changes, the Group may elect to reclassify them. The reclassification from financial assets at fair value through profit or loss to loans and receivables, available-for-sale financial assets or held-to-maturity investments depends on the nature of the assets. This evaluation does not affect any financial assets designated at fair value through profit or loss using the fair value option at designation, as these instruments cannot be reclassified after initial recognition.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the statement of comprehensive income. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

3. 重大會計政策概要(續)

投資及其他金融資產(續)

其後計量(續)

按公平值計入損益之金融資產(續)

於初步確認時指定為按公平值計入損益之金融資產，乃於初步確認日期以及只會符合國際會計準則第39號之準則時作此指定。

本集團評估其按公平值計入損益之金融資產(持作買賣)以評估於近期出售該等資產之意向是否仍屬適當。倘本集團因市場不活躍及管理層於可預見未來出售該等資產之意向出現巨大變動而無法買賣該等金融資產，本集團可能選擇重新分類。將按公平值計入損益之金融資產重新分類為貸款及應收賬款、可供出售之金融資產或持至到期投資，視乎資產性質而定。由於該等工具不可於初步確認後重新分類，該評估並不影響指定為按公平值計入損益之任何金融資產於指定過程中採用公平值選擇權。

倘衍生工具的經濟特徵及風險與主合約所述者並無密切關係，而主合約並非持作買賣用途或指定為按公平值計入損益，主合約的內含衍生工具以個別衍生工具入賬並按公平值記錄。此等內含衍生工具按公平值計量而其公平值變動於全面收益表內確認。倘合約條款須予變動並大幅改變現金流量，方會作出重新評估。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued) Subsequent measurement (continued)

Loans and receivables

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

Available-for-sale investments

Available-for-sale investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the consolidated statement of comprehensive income in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the consolidated statement of comprehensive income in other expenses. Interest and dividends earned whilst holding the available-for-sale investments are reported as interest income and dividend income, respectively and are recognised in the consolidated statement of comprehensive income as other income in accordance with the policies set out for "Revenue recognition" below.

3. 重大會計政策概要(續)

投資及其他金融資產(續) 其後計量(續)

貸款及應收賬款

貸款及應收賬款指付款額固定或可釐定，且並非在活躍市場上報價之非衍生金融資產。於初步計量後，該等資產其後以實際利率法減任何減值撥備按攤銷成本計量。攤銷成本經計及任何收購折讓或溢價後計算，並包括屬於實際利率之組成部分之各項費用或成本。實際利率攤銷計入綜合全面收益表之其他收入及收益。因減值而產生之虧損於綜合全面收益表之財務成本(如屬貸款)及其他開支(如屬應收賬款)確認。

可供出售之投資

可供出售之投資乃上市及非上市股本投資及債務證券之非衍生金融資產。分類為可供出售之股本投資指未分類為持作買賣或指定為按公平值計入損益之投資。該類別中之債務證券指有意無限期待持有之證券，且該等證券可能會因應流動資金需求或應對市況變動而出售。

於初步確認後，可供出售之投資其後按公平值計量，未變現收益或虧損於可供出售之投資重估儲備中確認為其他全面收益，直至該投資不再確認，此時累計收益或虧損於綜合全面收益表之其他收入確認，或直至該投資釐定為減值，此時累計收益或虧損於綜合全面收益表之其他開支確認及自可供出售之投資重估儲備中剔除。持有可供出售之投資所賺取之利息及股息分別以利息收入和股息收入呈報，並根據下文「收益確認」所載政策於綜合全面收益表內確認為其他收入。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Available-for-sale investments (continued)

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets and management's intent to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets. Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or to maturity. Reclassification to the held-to-maturity category is permitted only when the Group has the ability and intent to hold until the maturity date of the financial asset.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the income statement.

3. 重大會計政策概要(續)

投資及其他金融資產(續)

其後計量(續)

可供出售之投資(續)

倘由於(a)合理估計之公平值範圍之可變性對該投資而言乃屬重大或(b)該範圍內之各種估計之概率在估計公平值時無法合理評估及使用，非上市股本投資之公平值無法可靠計量，有關證券將按成本減任何減值虧損列賬。

本集團評估可供出售之金融資產以判斷其於短期內出售之能力和意圖是否恰當。當本集團由於市場喪失活躍性而無法交易該金融資產或管理層於可預見期間內將之出售之意圖發生明顯變化時，本集團可選擇重分類這些金融資產(極少情況)。當金融資產符合貸款及應收款項之定義且本集團有意圖及能力在可見將來或到期前持有該資產時被允許重分類至貸款及應收款項。本集團須具備持有金融資產直至到期日之能力及意圖，方可將彼等重新分類為持至到期類別。

當金融資產被分類出可供出售類別，於重分類當日之公平值賬面值將成為新攤銷成本，而該等資產任何原計入權益之盈虧須在該投資之剩餘年限內按實際利率法攤銷入損益。任何新攤銷成本與原預期現金流之差額亦須在資產之剩餘年限內按實際利率法予以攤銷。若該資產於其後被確定減值，原計入權益之金額被分類至收益表。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Derecognition of financial assets

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

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

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

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

3. 重大會計政策概要(續)

投資及其他金融資產(續)

不再確認金融資產

金融資產(或部分金融資產或一組同類金融資產之部分(視適用者而定))在下列情況將不再確認:

- 收取資產所流入現金之權利屆滿;或
- 本集團已轉讓收取資產所流入現金之權利,或根據「轉讓」安排已承擔向第三方全數支付所收取之現金流量而未出現重大延誤之責任;及(a)本集團已轉移資產絕大部分風險及回報,或(b)本集團並無轉移或保留資產絕大部分風險及回報,但已轉移資產控制權。

倘本集團轉讓收取資產所流入現金之權利或已訂立轉讓安排,其估計是否及某程度上已留存資產所有權止風險及收益。但若其並無轉移或保留資產絕大部分風險及回報,亦無轉移資產控制權,則限於按本集團持續涉及該資產之程度確認資產。在該情況下,本集團亦確認相關負債。已轉讓資產及相關負債按反映本集團已保留權利及責任之基準計量。

持續涉及指本集團就已轉讓資產作出之一項保證,已轉讓資產乃以該項資產之原賬面值及本集團或須償還之代價數額上限(以較低者為準)計算。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

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

3. 重大會計政策概要(續)

投資及其他金融資產(續)

金融資產減值

本集團於各報告期間完結時評估是否有任何客觀憑證顯示某項金融資產或一組金融資產出現減值。倘及僅倘於初步確認該資產後發生一項或多項事件導致存在客觀減值證據(一項已發生之「虧損事件」)，而該項虧損事件對該項或該組金融資產之未來現金流量估計所造成之影響乃能夠可靠地估計，則該項或該組金融資產會被視作減值。減值證據可包括一名或一群債務人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到之數據顯示未來現金流量估計出現可計量之減少，例如欠款數目變動或出現與違約相關之經濟狀況。

按攤銷成本列賬之金融資產

就按攤銷成本列賬之金融資產而言，本集團首先對具個別重要之金融資產進行個別評估，評估個別資產是否存在客觀減值證據，或對非具個別重要之金融資產進行共同評估。倘本集團釐定經個別評估之金融資產(無論具有重要性與否)並無存在客觀減值證據，則會將該資產歸入一組具有類似信貸風險特徵之金融資產內，然後共同評估減值。個別評估減值及為其確認或繼續確認減值虧損之資產，在共同評估減值時不會包括在內。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

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

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

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

3. 重大會計政策概要(續)

投資及其他金融資產(續)

金融資產減值(續)

按攤銷成本列賬之金融資產(續)

倘有客觀憑證顯示已出現減值虧損，則虧損金額按資產賬面值與估計未來現金流量(不包括尚未產生之未來信貸虧損)現值之差額計算。估計未來現金流量之現值乃按金融資產原實際利率(即於首次確認時計算之實際利率)折現。倘貸款有浮動利率，則計量任何減值虧損之折現率為當前之實際利率。

資產賬面值將透過使用撥備賬調低，而虧損金額於損益中確認。利息收入繼續按減少後之賬面值、採用計算減值虧損時用以折現未來現金流量之利率計算。貸款及應收賬款於預期日後實際上不可收回及所有抵押品已變現或已轉移予本集團時，將連同任何相關撥備一併撇銷。

倘於其後期間估計減值虧損金額因確認減值後發生之事件增加或減少，則先前確認之減值虧損通過調整撥備賬增加或減少。若未來撇銷於其後收回，收回金額計入損益中之其他開支。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Impairment of financial assets (continued)

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

Available-for-sale investments

For available-for-sale investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is removed from other comprehensive income and recognised in the income statement.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. The determination of what is "significant" or "prolonged" requires judgement. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in profit or loss – is removed from other comprehensive income and recognised in profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

3. 重大會計政策概要(續)

投資及其他金融資產(續)

金融資產減值(續)

按成本值列賬之資產

倘有客觀證據顯示，因未能可靠計量公平值，或與非報價股本工具有關及必須以交付該非報價股本工具清償之衍生資產而未按公平值列值之非上市股本工具出現減值虧損，則虧損金額按該資產之賬面值與估計未來現金流量之現值(按類似金融資產之現行市場回報率折現)之差額計量。該等資產之減值虧損不予撥回。

可供出售之投資

就可供出售之金融投資而言，本集團將於報告期間完結時評估一項投資或一組投資是否出現減值之客觀證據。

倘可供出售資產出現減值，則成本(已扣減任何本金額及攤銷)與當時公平值之差額，於扣減任何過往在收益表確認之減值虧損後，自其他全面收益轉撥至收益表。

就分類為可供出售之股本投資而言，客觀證據可包括投資之公平值大幅或長期低於其成本。釐定何謂「大幅」或「長期」時須作出判斷。評估是否「大幅」時會視乎投資之原成本，而評估是否「長期」時會考慮公平值低於其原成本之時間。倘存在減值證據，累積虧損(按收購成本與現時公平值兩者之間之差額計量，並扣除之前於損益中就該項投資確認之任何減值虧損)會從其他全面收入中剔除，並於損益中確認。分類為可供出售之股本工具之減值虧損不會透過損益撥回，其公平值在減值後之增加會直接在其他全面收入中確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade and bill payables, other payables, derivative financial instruments and interest-bearing bank and other borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of comprehensive income. The net fair value gain or loss recognised in the statement of comprehensive income does not include any interest charged on these financial liabilities.

3. 重大會計政策概要(續)

金融負債

初步確認及計量

國際會計準則第39號所界定之金融負債分為按公平值計入損益的金融負債、貸款及借貸，或指定為有效對沖之對沖工具之衍生工具(視適用者而定)。本集團乃於初步確認時釐定其金融負債之分類。

所有金融負債初步以公平值確認，倘屬貸款及借貸，則扣除直接應佔交易成本確認。

本集團之金融負債包括貿易應付賬款及應付票據、其他應付賬款、衍生金融工具以及計息銀行及其他借貸。

其後計量

金融負債之其後計量取決於其分類如下：

按公平值計入損益的金融負債

按公平值計入損益的金融負債包括持作買賣的金融負債以及初步確認時指定為按公平值計入損益的金融負債。

倘購入金融負債之目的為在短期內出售，則該金融負債列作持作買賣。此分類包括由本集團訂立但在對沖關係(定義見國際會計準則第39號)中並無指定為對沖工具的衍生金融工具。個別內含衍生工具亦分類為持作買賣，除非其被指定為實際對沖工具則另作別論，持作買賣的負債損益於全面收益表內確認。於全面收益表確認的公平值收益或虧損淨額並不包括任何向該等金融負債所扣除的任何利息。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Subsequent measurement (continued)

Financial liabilities at fair value through profit or loss (continued)

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in IAS 39 are satisfied.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

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

3. 重大會計政策概要(續)

金融負債(續)

其後計量(續)

按公平值計入損益的金融負債(續)

於初步確認時指定為按公平值計入損益之金融資產在初步確認日期且僅在符合國際會計準則第39號項下標準時指定。

貸款及借貸

於初步確認後，計息貸款及借貸其後以實際利率法按攤銷成本計量，惟倘折現之影響並不重大，則於此情況下，按成本值列賬。收益及虧損於負債不再獲確認時於損益內確認，以及在實際利率攤銷程序中確認。

攤銷成本經計及任何收購折讓或溢價及屬於實際利率之組成部分之各項費用或成本後計算。實際利率攤銷計入損益之財務成本。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

Fair value of financial instruments

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models.

3. 重大會計政策概要(續)

金融負債(續)

不再確認金融負債

倘負債之責任已解除或取消或屆滿，則不再確認金融負債。

倘現有金融負債由同一債權人以條款大為相異之金融負債所取代，或現有負債之條款作出重大修訂，此類交換或修訂將以不再確認原負債及確認新負債處理，有關賬面值之差額於損益中確認。

抵銷金融工具

倘有現行可予執行之法律權利以抵銷確認金額及有意按淨額基準償付，或變現資產與清還負債同時進行，則抵銷金融資產及金融負債及於財務狀況表內呈報淨金額。

金融工具之公平值

於活躍市場買賣之金融工具之公平值參照市場報價或交易商之報價表(好倉買入價及淡倉賣出價)而釐定，並且不會扣除任何交易成本。至於並無交投活躍市場之金融工具，則採用合適估值技術釐定公平值。該等技術包括使用近期之公平市場交易、參照另一項大致相同之工具之現時市值、折現現金流量分析及購股權定價模式。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value of financial instruments (continued)

Derivative financial instruments

The Group's derivative financial instruments represent provisional price arrangements relating to its trading of mineral and metal products business and forward currency contract.

Provisional price arrangements

Provisional price arrangement is embedded in both sales contracts and purchase contracts. According to industry practice, the purchase and sales terms of these contracts contain provisional pricing arrangements whereby the transaction price for mineral and metal products in concentrate is based on prevailing spot prices at a specified future period after shipment (the "quotation period"). Adjustments to the transaction price occur based on movements in quoted market prices up to the date of final settlement. The period between provisional invoicing and final settlement is determined according to contracts.

Forward currency contract

The Group uses forward currency contracts to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

The Group's derivative instruments are not designated as hedging instruments and do not qualify for hedge accounting. Any gains or losses arising from changes in fair value of derivatives are taken directly to the profit or loss. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

3. 重大會計政策概要(續)

金融工具之公平值(續)

衍生金融工具

本集團之衍生金融工具指與其礦產及金屬產品貿易業務及遠期貨幣合約有關之臨時價格安排。

臨時價格安排

臨時價格安排會嵌入銷售合約及購買合約內。因應行業慣例，於此等合約中，有關買賣條款載有臨時價格安排，據此礦產及金屬精礦的交易價格乃按照付運後之特定未來期間(「報價期」)之當時現貨價格而釐定。因應截至最後結算日期止之市場報價變動，交易價格會有所調整。臨時發票與最後結算相隔之時間將根據合約釐定。

遠期貨幣合約

本集團使用遠期貨幣合約對沖其外幣風險。該等衍生財務工具將根據衍生合約訂立當日之公平值初始確認，並隨後按公平值重新計量。衍生工具於公平值為正數時列賬為資產，並於公平值為負數時列賬為負債。

本集團之衍生金融工具並非指定為對沖工具，亦不合資格以對沖會計方式入賬。衍生工具公平值變動產生之任何收益或虧損會於損益中直接列賬。當其公平值為正數時，衍生工具會作為資產入賬，而當其公平值為負數時，則會作為負債入賬。

存貨

存貨按成本值與可變現淨值兩者之較低者列賬。成本值按先入先出法計算，倘若為製作中及製成品，則包括直接物料費用、直接勞工費用及合適比例之經常性開支。可變現淨值乃按估計售價減完成及處置時產生之任何估計成本計算。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

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

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

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

Income tax

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

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

3. 重大會計政策概要(續)

現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目包括手頭現金及活期存款，以及可隨時兌換成已知數額現金、價值變動風險不大、於購入後短期內屆滿（一般為三個月內）之短期高流動性投資，減按要求償還之銀行透支及構成本集團現金管理之整體部分。

就財務狀況表而言，現金及現金等值項目包括用途不受限制之手頭及銀行現金（包括定期存款及類似現金性質之資產）。

撥備

倘由於過往發生之事件引致目前出現（法律或推定）責任，而該等責任可能導致日後須流出資源以履行該責任，並能夠可靠估計該責任之金額時，則確認撥備。

倘折現影響屬重大，就撥備而確認之金額為預期履行該責任所需之未來開支於報告期間完結時之現值。因時間過去而引致之折現現值之增加會計入損益內之融資費用。

所得稅

所得稅包括即期及遞延稅項。與在損益賬以外確認之項目有關之所得稅，乃於損益賬以外確認，即於其他全面收益或直接於權益確認。

本期及過往期間之即期稅項資產及負債，乃根據於報告期間完結時已實施或已大致實施之稅率（及稅法），經計及本集團經營所在國家之現行詮釋及慣例，按預期可獲稅務當局退回或繳付予稅務當局之金額計算。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

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

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

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

3. 重大會計政策概要(續)

所得稅(續)

遞延稅項乃採用負債法，對於報告期間完結時資產及負債之稅基與其於財務報告內賬面值之所有暫時差額作出撥備。

遞延稅項負債就所有應課稅暫時差額予以確認，惟以下各項除外：

- 於商譽或一項交易中(並非業務合併且於交易時不影響會計溢利或應課稅溢利或虧損)首次確認之資產或負債所產生之遞延稅項負債；及
- 就與於附屬公司及聯營公司權益之投資有關之應課稅暫時差額而言，撥回暫時差額之時間可以控制及暫時差額可能不會在可見將來撥回。

就所有可扣減暫時差額、未動用稅項抵免結轉及未動用稅項虧損均確認為遞延稅項資產，惟限於可能有日後應課稅溢利以抵銷可扣減暫時差額、未動用稅項抵免結轉及未動用稅項虧損，以下情況則除外：

- 遞延稅項資產涉及於一項交易中(並非業務合併且於交易時不影響會計溢利或應課稅溢利或虧損)首次確認之資產或負債所產生之可扣減暫時差額；及
- 就與於附屬公司及聯營公司權益之投資有關之可扣減暫時差額而言，僅當暫時差額可能於可見將來撥回及可能有日後應課稅溢利以抵銷該等暫時差額之情況下，方確認遞延稅項資產。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

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

Revenue recognition

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

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) from the provision of beauty technical and training services, when the services are rendered, by reference to completion of the specific transactions assessed on the basis of the actual service provided as a proportion of the total services to be provided;
- (c) from the rendering of services, as and when the services are rendered; and
- (d) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

3. 重大會計政策概要(續)

所得稅(續)

遞延稅項資產之賬面值於各報告期間完結時檢討，並扣減至當不可能有足夠應課稅溢利讓所有或部分遞延稅項資產被動用為止。未確認之遞延稅項資產於各報告期間完結時重新評估，並於可能有足夠應課稅溢利讓所有或部分遞延稅項資產被收回時確認。

遞延稅項資產及負債按變現資產或清償負債之期間預期適用之稅率計量，稅率乃根據於報告期間完結時已實施或已大致實施之稅率(及稅法)計算。

當存在可依法執行之權利，可將即期稅項資產抵銷即期稅項負債，而遞延稅項涉及相同應課稅實體及相同稅務機關時，遞延稅項資產與遞延稅項負債互相抵銷。

收益確認

當經濟利益很有機會流向本集團及收益能可靠地計算時，收益按以下基準確認：

- (a) 銷售貨品而言，於所有權之主要風險及報酬轉予買家時確認，惟本集團既不再擁有與所有權相關聯的管理，也不再實際控制已售商品；
- (b) 就提供美容技術及培訓服務而言，於提供服務時確認，其參考特定交易完工百分比確定，而完工百分比則根據實際已提供服務佔提供的總服務量的百分比評估；
- (c) 就提供服務而言，於提供服務時；及
- (d) 利息收入，使用實際利息法並應用將估計日後於金融工具之預計可使用年期或較短期間(如適用)內之所得現金實際貼現至金融資產賬面淨值之折現率，按累計基準計算。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 32 to the financial statements.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

3. 重大會計政策概要(續)

股份為基礎之付款

本公司設立一項購股權計劃，旨在向對本集團之成功經營有貢獻之合資格參與者提供激勵及回報。本集團僱員(包括董事)以股份付款之方式收取薪酬，而僱員則提供服務作為股本工具之代價(「股本結算交易」)。

授予僱員之股本結算交易成本乃參照授出當日之公平值計量。公平值乃由外界估值師使用二項式模式釐定，詳情載於財務報表附註32。

股本結算交易之成本連同股權之相應增加，於達到表現及／或服務條件之期間內確認。於各報告期間完結時直至歸屬日期間就股本結算交易確認之累計開支，反映歸屬期屆滿之程度，以及本集團對最終歸屬之股本工具數目之最佳估計。於某一期間自損益內扣除或計入之金額，為於該期間期初及期末時確認之累計開支之變動。

除歸屬須視乎市場或非歸屬條件之股本結算交易外，對於最終未予歸屬之獎勵，則不確認開支，就此而言，在達致所有其他表現及／或服務條件之情況下，不論是否已達致市場或非歸屬條件，一概視作已歸屬。

倘股本結算獎勵之條款有所修訂，所確認之開支最少須達到猶如條款並無任何修訂之水平(倘符合獎勵之原有條款)。此外，倘於修訂日期作出計量，任何修訂導致股份付款之總公平值有所增加，或為僱員帶來其他利益，則須就該等修訂確認開支。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated statement of comprehensive income 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.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a social security plan operated by the local municipal government. These subsidiaries are required to contribute certain percentage of the employees' salaries to the social security plan organised by the governmental bodies. The contributions are charged to profit or loss as they become payable in accordance with the rules of the social security plan.

3. 重大會計政策概要(續)

股份為基礎之付款(續)

倘股本結算獎勵被註銷，應被視為已於註銷當日歸屬，而任何未就獎勵確認之開支將立即確認，包括未能達成本集團或僱員控制範圍內非歸屬條件之任何獎勵。然而，倘以新獎勵取代已註銷之獎勵，並於授出日期指定為替代獎勵，則已註銷之獎勵及新獎勵均應被視為原有獎勵之變更(如前段所述)。

尚未行使購股權之攤薄影響乃於計算每股盈利時反映為額外之股份攤薄。

其他僱員福利

退休金計劃

本集團根據強制性公積金計劃條例設有定額供款強制性公積金退休福利計劃(「強積金計劃」)，對象為其全體僱員。供款乃按僱員基本薪酬之特定百分比計算，並於根據強積金計劃之規定應付供款時自全面收益表扣除。強積金計劃之資產與本集團資產分開，由獨立管理基金持有。本集團就強積金計劃作出之僱主供款全部歸予僱員所有。

本集團附屬公司於中國大陸之僱員須參與地方市政府經營之社會保障計劃。該等附屬公司須按僱員薪金的若干百分比向政府機構經營之社會保障計劃供款。根據社會保障計劃之規則，供款於應繳付時自損益扣除。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when 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 capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Foreign currencies

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

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

3. 重大會計政策概要(續)

借貸成本

與收購、興建或生產合資格資產(即需一段頗長時間方可投入擬定用途或出售之資產)直接有關之借貸成本乃撥作此等資產之部分成本。當此等資產大致上準備投入擬定用途或出售時,則終止將有關借貸成本資本化。就尚未用於合資格資產開支之特別借貸所作出之暫時投資而賺取的投資收入,會在已資本化之借貸成本中扣除。期內所有其他借貸成本於產生時列為開支。借貸成本包括實體關於借款的利息及其他成本。

外幣

該等財務報表以港元呈列,港元為本公司之功能及呈報貨幣。本集團內各實體自行釐定本身之功能貨幣,各實體列入財務報表之項目均以有關實體之功能貨幣計量。本集團旗下各實體記錄之外幣交易初步按該等實體於交易日期各自適用之功能貨幣匯率列賬。以外幣計值之貨幣資產與負債按於報告期間完結時適用之功能貨幣匯率重新換算。由結算或換算貨幣項目所產生之差額均計入全面收益表。

按歷史成本列賬並以外幣計算之非貨幣項目,採用初步交易日期之匯率換算。按外幣公平值計量之非貨幣項目採用釐定公平值當日之匯率換算。換算按公平值計量之非貨幣項目而產生之收益或虧損,按確認該項目公平值變動之收益或虧損一致之方式處理(即已於其他全面收益或損益確認公平值收益或虧損之項目,其換算差額亦分別於其他全面收益或損益內確認)。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their profit or loss is translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3. 重大會計政策概要(續)

外幣(續)

若干海外附屬公司之功能貨幣並非港元。於申報期間結算日，該等實體之資產與負債，按報告期間完結時之匯率換算為本公司之呈報貨幣，其損益則按全年之加權平均匯率換算為港元。

因此而產生之匯兌差額於其他全面收益確認，並於外匯波動儲備中累計。出售海外業務時，與上述特定海外業務相關之其他全面收益項目在損益中確認。

因收購海外業務產生的任何商譽及因收購產生的資產及負債賬面值的任何公平值調整，均被視為該海外業務的資產及負債，並以申報期間結算日的匯率換算。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量當日匯率換算為港元。年內海外附屬公司之日常產生現金流量按年內加權平均匯率換算為港元。

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4. SIGNIFICANT ACCOUNTING ESTIMATES

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

Estimation uncertainty

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

(i) Impairment loss for bad and doubtful debts

The Group recognises impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

(ii) Allowance for slow-moving inventories

Allowance for slow-moving inventories is made based on the aging and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

4. 重大會計估計

本集團財務報表之編製須管理層作出判斷、估計及推測，並會影響到收益、開支、資產及負債之申報金額及其相應披露，以及或然負債之披露。有關該等假設及估計之不確定因素可導致須於日後對資產或負債之賬面值作出重大調整之後果。

估計不確定因素

下文為於申報期末時之主要推測及其他主要假設，而此等推測及假設存有可導致下個財政年度資產及負債賬面值作重大調整之重大風險。

(i) 呆壞賬減值虧損

本集團之呆壞賬減值虧損乃根據對貿易及其他應收賬款可收回性之評估而確認，包括每位債務人之目前信譽及過往收款記錄。於發生顯示餘額可能無法收回之事件或情況變動下會出現減值。本集團需憑判斷及估計以識別呆壞賬。倘實際結果有別於原來估計，則該等差額將影響上述估計出現變動年間貿易及其他應收賬款及呆賬開支之賬面值。

(ii) 滯銷存貨撥備

滯銷存貨撥備乃根據存貨賬齡及估計存貨可變現淨值作出確認。評估所需撥備涉及判斷及估計。倘日後之實際結果不同於原來估計，該等差額將影響上述估計出現變動期間存貨及撥備開支／撥回之賬面值。

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4. SIGNIFICANT ACCOUNTING ESTIMATES (continued)

Estimation uncertainty (continued)

(iii) Impairment of a brand name

Intangible assets with an indefinite life are tested for impairment annually by comparing their carrying amount with their recoverable amount. This involves assumptions about the estimates of future revenue from the branded products and services. Where the actual outcome is different from the original estimates, such difference may impact the amount of the impairment provision, if any. Further details are included in note 16 to the financial statements.

5. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three (2011: two) reportable operating segments as follows:

- (a) the trading of mineral and metal products segment (new operating segment in 2012);
- (b) the manufacture and trading of cosmetic and related products, and the provision of beauty technical and tutoring services segment ("Cosmetic and Beauty"); and
- (c) the property investment and development segment.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit/(loss) before tax except that unallocated interest income, other income and gains as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude certain cash and cash equivalents and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

4. 重大會計估計(續)

估計不確定因素(續)

(iii) 品牌減值

無限使用年期之無形資產透過將彼等之賬面款額與可收回款項比較每年進行減值測試。當中涉及對品牌產品及服務未來收益估計之假設，若實際後果與原估計有差異，該差異將影響減值撥備(如有)之金額。進一步詳情載於財務報表附註16。

5. 經營分類資料

就管理而言，本集團根據產品及服務分類組成業務單位，並分為下列三個(二零一一年：兩個)可報告分類：

- (a) 礦產及金屬產品貿易分類(二零一二年之新經營分類)；
- (b) 製造及買賣化妝品及相關產品，以及提供美容技術及培訓服務分類(「化妝品及美容」)；及
- (c) 物業投資及發展分類。

管理層獨立監察本集團各經營分類之業績，以作出有關資源分配及表現評估之決策。分類表現乃根據可報告分類溢利/(虧損)(其為經調整除稅前溢利/(虧損)之計量)予以評估。經調整除稅前溢利/(虧損)乃貫徹以本集團除稅前溢利/(虧損)計量，惟未分配利息收入、其他收入及收益以及總部及企業行政費用不包含於該計量。

分類資產不包括若干現金及現金等值項目、其他未分配總部及企業資產，乃由於該等資產以集團為基準管理。

分類負債不包括未分配總部及企業負債，乃由於該等負債以集團為基準管理。

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5. OPERATING SEGMENT INFORMATION (continued)

5. 經營分類資料(續)

Group

本集團

Year ended 31 December 2012

截至二零一二年十二月三十一日止年度

		Trading of mineral and metal products 礦產及金屬 產品貿易 HK\$'000 千港元	Property investment and development 物業投資 及發展 HK\$'000 千港元	Cosmetic and Beauty 化妝品 及美容 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue	分類收益				
Sales to external customers	銷售予外界客戶	1,740,990	–	101,689	1,842,679
<i>Reconciliation:</i>	<i>對賬表:</i>				
Elimination of intersegment sales	分類間銷售之對銷				–
Revenue	收益				1,842,679
Segment results	分類業績				
<i>Reconciliation:</i>	<i>對賬表:</i>				
Interest income and unallocated gains	利息收入及未分配收益	14,638	281	(7,922)	6,997
Corporate and other unallocated expenses	公司及其他未分配開支				7,952
					(18,215)
Loss before tax	除稅前虧損				(3,266)
Segment assets	分類資產				
<i>Reconciliation:</i>	<i>對賬表:</i>				
Corporate and other unallocated assets	公司及其他未分配資產	1,358,154	–	103,488	1,461,642
					336,305
Total assets	資產總值				1,797,947
Segment liabilities	分類負債				
<i>Reconciliation:</i>	<i>對賬表:</i>				
Corporate and other unallocated liabilities	公司及其他未分配負債	961,528	–	83,315	1,044,843
					4,813
Total liabilities	負債總額				1,049,656
Other segment information	其他分類資料				
Depreciation and amortisation	折舊及攤銷	–	–	7,805	7,805
Loss on disposal and write-off of items of property, plant and equipment	出售及撇銷物業、廠房及設備項目之虧損	–	–	5,162	5,162
Capital expenditure*	資本開支*	–	–	3,111	3,111

* Capital expenditure consists of additions to property, plant and equipment.

* 資本開支包括添置物業、廠房及設備。

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5. OPERATING SEGMENT INFORMATION (continued)

Group

Year ended 31 December 2011

5. 經營分類資料(續)

本集團

截至二零一一年十二月三十一日止年度

	Property investment and development 物業投資 及發展 HK\$'000 千港元	Cosmetic and Beauty 化妝品及 美容 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue			
Sales to external customers		–	129,394
<i>Reconciliation:</i>			
Elimination of intersegment sales			–
Revenue			129,394
Segment results			
<i>Reconciliation:</i>			
Interest income and unallocated gains	762	(11,750)	(10,988)
Corporate and other unallocated expenses			9,046
			(16,519)
Loss before tax			(18,461)
Segment assets			
<i>Reconciliation:</i>			
Corporate and other unallocated assets	16,969	120,865	137,834
Total assets			710,535
			848,369
Segment liabilities			
<i>Reconciliation:</i>			
Corporate and other unallocated liabilities	–	90,920	90,920
			2,037
Total liabilities			92,957
Other segment information			
Depreciation and amortisation			
Loss on disposal and write-off of items of property, plant and equipment	–	10,675	10,675
	–	920	920
Capital expenditure*	–	4,679	4,679

* Capital expenditure consists of additions to property, plant and equipment

* 資本開支包括添置物業、廠房及設備。

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5. OPERATING SEGMENT INFORMATION (continued)**5. 經營分類資料(續)****Group****本集團****Geographical information****地區資料****(a) Revenue from external customers****(a) 外界客戶之收益**

		2012	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	49,543	46,597
Mainland China	中國大陸	1,793,136	82,797
		1,842,679	129,394

The revenue information above is based on the locations of the customers.

上述收益資料乃按客戶所在地釐定。

(b) Non-current assets**(b) 非流動資產**

		2012	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	21,957	22,497
Mainland China	中國大陸	25,786	34,963
		47,743	57,460

The non-current asset information above is based on the locations of assets.

上述有關非流動資產之資料乃按資產所在地釐定。

Information about a major customer

Revenue of approximately HK\$1,740,990,000 was derived from a single customer, which is the Company's ultimate holding company, of mineral and metal products business (2011: HK\$20,445,000 derived from a single customer of the cosmetic and beauty products business).

有關一名主要客戶之資料

約1,740,990,000港元之收益乃來自礦產及金屬產品貿易業務之一名客戶(本公司之最終控股股東)(二零一一年:約20,445,000港元之收益乃來自化妝品及美容產品業務之一名客戶)。

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6. REVENUE AND OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns, value-added tax and trade discounts; and the value of services rendered.

An analysis of revenue, other income and gains is as follows:

6. 收益及其他收入及盈利

收益，亦為本集團之營業額，乃指經扣除退貨、增值稅及折扣撥備後之已售貨品之發票淨值；及提供服務之價值。

收益以及其他收入及收益之分析如下：

		Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Revenue	收益		
Sale of goods	銷售貨品	1,799,515	92,493
Rendering of services	提供服務	43,164	36,901
		1,842,679	129,394
Other income and gains	其他收入及收益		
Bank interest income	銀行利息收入	7,665	6,744
Gain on foreign exchange	匯兌收益	278	2,263
Gain on disposal of a subsidiary	出售子公司之收益	8	762
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	281	-
Others	其他	1,606	799
		9,838	10,568

7. FINANCE COSTS

An analysis of finance costs is as follows:

7. 財務成本

財務成本之分析如下：

		Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Interest on bank loans and overdrafts wholly repayable within five years	須於五年內全數償還之銀行貸款及透支之利息	1,725	1,429
Interest on finance leases	融資租賃利息	21	42
		1,746	1,471

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8. LOSS BEFORE TAXATION

The Group's loss before taxation is stated after charging/ (crediting) the following:

8. 除稅前虧損

本集團之除稅前虧損已扣除／(計入)下列各項：

		Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Cost of inventories sold	售貨成本	1,746,980	31,735
Cost of services provided	服務成本	12,816	10,287
Depreciation	折舊	7,413	10,195
Amortisation of prepaid land lease payments	預付土地租金之攤銷	688	613
Minimum lease payments under operating leases in respect of buildings	樓宇經營租賃下之最低租賃款項	9,204	9,052
Auditors' remuneration	核數師酬金	1,688	2,590
Employee benefit expense (excluding directors' remuneration – note 9(a)):	僱員福利開支 (不包括董事酬金 – 附註9(a)):		
Wages, salaries and allowances	工資、薪金及津貼	29,424	39,886
Pension scheme contributions	退休金計劃供款	2,392	4,408
Expense incurred for equity-settled share options granted (excluding directors' remuneration)	授出股本結算 購股權之開支 (不包括董事酬金)	–	686
		31,816	44,980
Gain on disposal of a subsidiary	出售一間附屬公司之盈利	(8)	(762)
Gain on disposal of available-for-sale investments	出售可供出售投資之盈利	(281)	–
Write-back of inventories to net realisable value	撥回至可變現價值淨額	(373)	(243)
Loss on disposal and write-off of items of property, plant and equipment	出售及撇銷物業、廠房及設備項目之虧損	5,162	920
Foreign exchange differences, net	匯兌差額，淨額	(278)	(2,263)
Change in fair value of derivative financial instruments, net	衍生金融工具之公平值變動淨額	392	–
Impairment of trade and bill receivables	貿易應收款項及應收票據之減值	1,900	4,559

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9. DIRECTORS AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION

(a) Directors' remuneration

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

9. 董事及五名最高薪酬人士酬金

(a) 董事酬金

根據上市規則及香港公司條例第161條之規定而作出披露，董事年內之酬金如下：

		Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Fees	袍金	553	360
Other emoluments:	其他報酬：		
Salaries and allowances	薪金及津貼	1,103	534
Equity-settled share option expense	股本結算購股權開支	–	283
Pension scheme contributions	退休金計劃供款	24	18
		1,127	835
		1,680	1,195

In 2011, the directors exercised all share options under the then share option scheme of the Company, and no directors were granted share options under the share option scheme of the Company in respect of their services to the Group. Further details on the share option scheme are set out in note 32 to the financial statements. In 2012, no new share options were granted by the Company.

於二零一一年，董事行使根據本公司當時之購股權計劃授予之全部購股權，概無董事就彼等為本集團提供服務而根據本公司購股權計劃獲授購股權。有關進一步詳情載於財務報表附註32。於二零一二年，本公司並無授出新購股權。

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9. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION (continued)

9. 董事及五名最高薪酬人士酬金(續)

(a) Directors' remuneration (continued)

(a) 董事酬金(續)

The remuneration of executive and non-executive directors is set out below:

執行董事及非執行董事酬金載列如下：

		Fees	Salaries and allowances	Equity-settled share option expense	Pension scheme contributions	Total remuneration
		袍金	薪金及津貼	股本結算購股權開支	退休金計劃供款	總酬金
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
<i>Executive directors:</i>		<i>執行董事：</i>				
	Yang Zhiqiang	–	–	–	–	–
	Zhang Sanlin	80	–	–	–	80
	Zhang Zhong	–	480	–	5	485
	Deng Wen	–	110	–	6	116
	Maria Majoire Lo	–	513	–	13	526
		80	1,103	–	24	1,207
<i>Non-executive directors:</i>		<i>非執行董事：</i>				
	Gao Tianpeng	24	–	–	–	24
	Qiao Fugui	24	–	–	–	24
	Zhou Xiaoyin	24	–	–	–	24
		72	–	–	–	72
<i>Independent non-executive directors:</i>		<i>獨立非執行董事：</i>				
	Gao Dezhu	136	–	–	–	136
	Wu Chi Keung	136	–	–	–	136
	Yen Yuen Ho, Tony	129	–	–	–	129
		401	–	–	–	401
		553	1,103	–	24	1,680

* Includes only the remuneration from 1 January 2012 to 30 November 2012 as the individual has resigned as a director of the Company on 30 November 2012.

* 僅包括二零一二年一月一日至二零一二年十一月三十日之酬金，因為該人士於二零一二年十一月三十日辭任本公司董事。

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9. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION (continued)

(a) Directors' remuneration (continued)

9. 董事及五名最高薪酬人士酬金(續)

(a) 董事酬金(續)

2011	二零一一年	Fees 袍金 HK\$'000 千港元	Salaries and allowances 薪金及津貼 HK\$'000 千港元	Equity-settled share option expense 股本結算購股權開支 HK\$'000 千港元	Pension scheme contributions 退休金計劃供款 HK\$'000 千港元	Total remuneration 總酬金 HK\$'000 千港元
<i>Executive directors:</i>		<i>執行董事:</i>				
Yang Zhiqiang	楊志強	-	-	-	-	-
Zhang Sanlin	張三林	-	-	-	-	-
Zhang Zhong	張忠	-	-	-	-	-
Deng Wen	鄧雯	-	120	260	6	386
Maria Majoire Lo	羅莉亞	-	414	23	12	449
		-	534	283	18	835
<i>Non-executive directors:</i>		<i>非執行董事:</i>				
Gao Tianpeng	鄒天鵬	-	-	-	-	-
Qiao Fugui	喬富貴	-	-	-	-	-
Zhou Xiaoyin	周小茵	-	-	-	-	-
		-	-	-	-	-
<i>Independent non-executive directors:</i>		<i>獨立非執行董事:</i>				
Gao Dezhu	高德柱	120	-	-	-	120
Wu Chi Keung	胡志強	120	-	-	-	120
Yen Yuen Ho, Tony	嚴元浩	120	-	-	-	120
		360	-	-	-	360
		360	534	283	18	1,195

There was no arrangement under which a director waived or agreed to waive any remuneration during the year during the year ended 31 December 2012 and 2011.

於截至二零一二年及二零一一年十二月三十一日止年度，概無董事放棄或同意放棄任何酬金之安排。

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9. DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION (continued)

(b) Five highest paid employees' remuneration

The five highest paid employees during the year included no (2011: Nil) director. Details of the remuneration of the five (2011: five) non-director, highest paid employees for the year are as follows:

		Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪酬、津貼及實物利益	5,248	3,370
Pension scheme contributions	退休金計劃供款	28	24
		5,276	3,394

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

		Number of employees 僱員人數	
		2012 二零一二年	2011 二零一一年
Nil to HK\$1,000,000	零至1,000,000港元	3	3
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	1	2
HK\$2,000,001 to HK\$3,000,000	2,000,001港元至3,000,000港元	1	-
		5	5

During the year, no share options were granted (2011: Nil) to any of these non-director, highest paid employees in respect of their services to the Group.

9. 董事及五名最高薪酬人士酬金(續)

(b) 五名最高薪酬人士酬金

年內本集團五名最高薪酬僱員中並無(二零一一年:無)董事,該五名(二零一一年:五名)非董事之最高薪酬僱員於本年度之酬金詳情如下:

薪酬介乎以下幅度之非董事最高薪酬僱員人數如下:

年內,該等非董事最高薪酬僱員概無就彼等為本集團提供服務而獲授任何購股權(二零一一年:無)。

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10. INCOME TAX EXPENSE/(CREDIT)

Hong Kong profits tax has been provided at the rate of 16.5% (2011: 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

Taxation on profits derived by Mainland China subsidiaries has been estimated at Mainland China corporate income tax rate of 25% (2011: 25%).

10. 所得稅開支／(抵免)

香港利得稅乃根據年內在香港產生之估計應課稅溢利按稅率16.5% (二零一一年：16.5%) 作出撥備。

中國附屬公司賺取溢利之稅項乃按照中國企業所得稅稅率25% (二零一一年：25%) 估計。

		Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Current – Mainland China:	即期稅項－中國大陸：		
Charge for the year	年內稅項開支	341	492
Overprovision in prior years	過往年度超額撥備	(58)	(80)
Current – Hong Kong:	即期稅項－香港：		
Charge for the year	年內稅項開支	4,054	–
Deferred (note 30)	遞延稅項 (附註30)	(235)	(787)
Total tax charge/(credit) for the year	年內稅項開支／(抵免)總額	4,102	(375)

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10. INCOME TAX EXPENSE/(CREDIT) (continued)

A reconciliation of the tax expense applicable to loss before tax using the statutory rates for the regions in which the Company and its subsidiaries are domiciled to the tax expense at the effective tax rates, is as follows:

10. 所得稅開支／(抵免)(續)

根據本公司及其附屬公司所在地區法定稅率計算適用於除稅前虧損之稅項開支與根據實際稅率計算之稅項開支之對賬如下：

		Hong Kong 香港	Mainland China 中國大陸	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Group – 2012	本集團 – 二零一二年			
(Loss)/profit before taxation	除稅前(虧損)/溢利	2,713	(5,979)	(3,266)
Tax at the statutory tax rate	根據法定稅率計算之稅項	448	(1,495)	(1,047)
Income not subject to tax	毋須繳稅收入	(1,307)	–	(1,307)
Expenses not deductible for tax	不可扣稅開支	5,551	86	5,637
Temporary difference not recognised	未確認的暫時性差額	351	(428)	(77)
Adjustments in respect of current tax of previous periods	過往期間即期稅項之調整	–	(58)	(58)
Tax losses utilised from previous periods	動用過往期間之稅務虧損	(1,064)	–	(1,064)
Tax losses not recognised	未確認稅務虧損	75	1,943	2,018
Tax charge at the Group's effective rate	根據本集團實際稅率計算之稅項支出	4,054	48	4,102
Group – 2011	本集團 – 二零一一年			
Loss before taxation	除稅前虧損	(7,690)	(10,771)	(18,461)
Tax at the statutory tax rate	根據法定稅率計算之稅項	(1,268)	(2,693)	(3,961)
Income not subject to tax	毋須繳稅收入	(1,256)	–	(1,256)
Expenses not deductible for tax	不可扣稅開支	2,507	1,644	4,151
Temporary difference not recognised	未確認的暫時性差額	119	(1,548)	(1,429)
Adjustments in respect of current tax of previous periods	過往期間即期稅項之調整	–	(80)	(80)
Tax losses utilised from previous periods	動用過往期間之稅務虧損	(466)	(58)	(524)
Tax losses not recognised	未確認稅務虧損	364	2,360	2,724
Tax charge at the Group's effective rate	根據本集團實際稅率計算之稅項支出	–	(375)	(375)

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11. LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE PARENT

The consolidated loss attributable to owners of the parent for the year ended 31 December 2012 includes a loss of HK\$17,769,000 (2011: HK\$69,299,000) which has been dealt with in the financial statements of the Company (note 33(b)).

11. 年內母公司擁有人應佔虧損

截至二零一二年十二月三十一日止年度，母公司擁有人應佔綜合虧損包括虧損17,769,000港元（二零一一年：69,299,000港元）已於本公司財務報表內處理（附註33(b）。

12. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic loss per share amounts is based on the loss for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 2,754,873,051 (2011: 2,750,116,000) in issue during the year.

12. 母公司普通權益持有人應佔每股虧損

每股基本虧損金額乃根據母公司普通權益持有人應佔年內虧損及年內已發行普通股加權平均數2,754,873,051股（二零一一年：2,750,116,000股）而計算。

No adjustment has been made to the basic loss per share amounts presented for the years ended 31 December 2012 and 31 December 2011 in respect of a dilution as the Group had no potential dilutive ordinary shares in issue during 2012 and 2011.

由於本集團於二零一二年及二零一一年並無潛在攤薄已發行普通股，因此截至二零一二年及二零一一年十二月三十一日止年度並無就攤薄對所呈列之每股基本虧損金額作出調整。

The calculation of the basic loss per share is based on:

每股基本虧損乃根據以下數據計算：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Loss	虧損		
Loss attributable to ordinary equity holders of the parent used in the basic loss per share calculation	用作計算每股基本虧損之母公司普通權益持有人應佔虧損	(7,367)	(18,084)
		Number of shares (in '000) 股份數目(千股)	
		2012 二零一二年	2011 二零一一年
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic loss per share calculation	用作計算每股基本虧損之年內已發行普通股加權平均數	2,754,873	2,750,116

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13. PROPERTY, PLANT AND EQUIPMENT
Group

13. 物業、廠房及設備
本集團

		Buildings	Leasehold improve- ments	Plant and machinery	Furniture and fixtures	Motor vehicles	Office equipment	Total
		樓宇	租賃樓宇 裝修	廠房及 機器	傢俬及 裝置	汽車	辦公室 設備	總計
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
31 December 2012	二零一二年 十二月三十一日							
At 1 January 2012:	於二零一二年一月一日:							
Cost	成本值	25,130	9,429	10,198	16,020	3,814	12,714	77,305
Accumulated depreciation and impairment	累計折舊及減值	(9,457)	(7,516)	(6,512)	(8,569)	(1,912)	(7,620)	(41,586)
Net carrying amount	賬面淨值	15,673	1,913	3,686	7,451	1,902	5,094	35,719
At 1 January 2012, net of accumulated depreciation and impairment	於二零一二年一月一日， 扣除累計折舊及減值	15,673	1,913	3,686	7,451	1,902	5,094	35,719
Additions	添置	-	2,155	53	789	-	250	3,247
Depreciation provided during the year	年度折舊	(1,836)	(1,068)	(390)	(2,957)	(447)	(715)	(7,413)
Disposals and write off	出售及撇銷	-	(677)	(352)	(2,139)	(17)	(1,977)	(5,162)
Exchange realignment	匯兌調整	96	8	19	6	3	32	164
At 31 December 2012, net of accumulated depreciation and impairment	於二零一二年 十二月三十一日， 扣除累計折舊及減值	13,933	2,331	3,016	3,150	1,441	2,684	26,555
At 31 December 2012:	於二零一二年 十二月三十一日:							
Cost	成本值	25,436	10,609	9,300	16,811	3,586	12,931	78,673
Accumulated depreciation and impairment	累計折舊及減值	(11,503)	(8,278)	(6,284)	(13,661)	(2,145)	(10,247)	(52,118)
Net carrying amount	賬面淨值	13,933	2,331	3,016	3,150	1,441	2,684	26,555

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13. PROPERTY, PLANT AND EQUIPMENT (continued) Group (continued)

13. 物業、廠房及設備(續) 本集團(續)

		Buildings 樓宇 HK\$'000 千港元	Leasehold improve- ments 租賃樓宇 裝修 HK\$'000 千港元	Plant and machinery 廠房及 機器 HK\$'000 千港元	Furniture and fixtures 傢俬及 裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Office equipment 辦公室 設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2011	二零一一年 十二月三十一日							
At 1 January 2011:	於二零一一年一月一日:							
Cost	成本值	22,941	8,798	9,054	15,380	2,814	9,190	68,177
Accumulated depreciation and impairment	累計折舊及減值	(6,658)	(4,251)	(4,081)	(5,705)	(1,337)	(6,877)	(28,909)
Net carrying amount	賬面淨值	16,283	4,547	4,973	9,675	1,477	2,313	39,268
At 1 January 2011, net of accumulated depreciation and impairment	於二零一一年一月一日， 扣除累計折舊及減值	16,283	4,547	4,973	9,675	1,477	2,313	39,268
Additions	添置	-	578	33	435	793	3,843	5,682
Depreciation provided during the year	年度折舊	(1,494)	(3,261)	(1,478)	(2,549)	(400)	(1,013)	(10,195)
Disposals and write off	出售及撇銷	-	-	-	(554)	-	(366)	(920)
Exchange realignment	匯兌調整	884	49	158	444	32	317	1,884
At 31 December 2011, net of accumulated depreciation and impairment	於二零一一年 十二月三十一日， 扣除累計折舊及減值	15,673	1,913	3,686	7,451	1,902	5,094	35,719
At 31 December 2011:	於二零一一年 十二月三十一日:							
Cost	成本值	25,130	9,429	10,198	16,020	3,814	12,714	77,305
Accumulated depreciation and impairment	累計折舊及減值	(9,457)	(7,516)	(6,512)	(8,569)	(1,912)	(7,620)	(41,586)
Net carrying amount	賬面淨值	15,673	1,913	3,686	7,451	1,902	5,094	35,719

The buildings of the Group are situated outside Hong Kong and erected on land held under a medium term lease.

The net book value of the Group's property, plant and equipment held under finance leases included in (i) office equipment is HK\$86,000 (2011: HK\$108,000); and (ii) motor vehicle is HK\$652,000 (2011: HK\$815,000).

本集團之樓宇位於香港境外，並座落於一幅根據中期租約租用之土地上。

本集團根據融資租賃持有之物業、廠房及設備之賬面淨值分別包括(i)辦公室設備86,000港元(二零一一年: 108,000港元); 及(ii)汽車652,000港元(二零一一年: 815,000港元)。

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13. PROPERTY, PLANT AND EQUIPMENT (continued)

Group (continued)

At 31 December 2012, the Group's buildings with a net book value of approximately HK\$13,933,000 (2011: HK\$15,673,000) were pledged to secure general banking facilities granted to the Group (note 27(b)).

13. 物業、廠房及設備 (續)

本集團 (續)

於二零一二年十二月三十一日，本集團賬面淨值約13,933,000港元(二零一一年：15,673,000港元)之樓宇已抵押作為本集團獲授一般銀行融資之擔保(附註27(b))。

Company

本公司

		Leasehold improvements 租賃樓宇裝修	Furniture and fixtures 傢俬及裝置	Office equipment 辦公室設備	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
31 December 2012	二零一二年十二月三十一日				
At 1 January 2012:	於二零一二年一月一日：				
Cost	成本值	114	92	209	415
Accumulated depreciation and impairment	累計折舊及減值	(34)	(18)	(46)	(98)
		80	74	163	317
At 1 January 2012, net of accumulated depreciation and impairment	於二零一二年一月一日， 扣除累計折舊及減值	80	74	163	317
Additions	添置	37	20	79	136
Disposal	出售	-	-	(42)	(42)
Depreciation provided during the year	年度折舊	(30)	(22)	(41)	(93)
At 31 December 2012, net of accumulated depreciation and impairment	於二零一二年十二月三十一日， 扣除累計折舊及減值	87	72	159	318
At 31 December 2012:	於二零一二年十二月三十一日：				
Cost	成本值	151	111	231	493
Accumulated depreciation and impairment	累計折舊及減值	(64)	(39)	(72)	(175)
Net carrying amount	賬面淨值	87	72	159	318

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13. PROPERTY, PLANT AND EQUIPMENT (continued) Company (continued)

13. 物業、廠房及設備(續) 本公司(續)

		Leasehold improvements 租賃樓宇裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2011	二零一一年十二月三十一日				
At 1 January 2011:	於二零一一年一月一日:				
Cost	成本值	56	-	27	83
Accumulated depreciation and impairment	累計折舊及減值	(11)	-	(10)	(21)
		45	-	17	62
At 1 January 2011, net of accumulated depreciation and impairment	於二零一一年一月一日， 扣除累計折舊及減值	45	-	17	62
Additions	添置	58	92	182	332
Depreciation provided during the year	年度折舊	(23)	(18)	(36)	(77)
At 31 December 2011, net of accumulated depreciation and impairment	於二零一一年十二月三十一日， 扣除累計折舊及減值	80	74	163	317
At 31 December 2011:	於二零一一年十二月三十一日:				
Cost	成本值	114	92	209	415
Accumulated depreciation and impairment	累計折舊及減值	(34)	(18)	(46)	(98)
Net carrying amount	賬面淨值	80	74	163	317

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14. PREPAID LAND LEASE PAYMENTS

14. 預付土地租金

		Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日之賬面值	4,730	5,343
Amortisation recognised during the year	年內已確認攤銷	(688)	(613)
Carrying amount at 31 December	於十二月三十一日之賬面值	4,042	4,730
Current portion included in prepayments, deposits and other receivables	預付款項、按金及其他應收款項之流動部份	(560)	(695)
Non-current portion	非流動部份	3,482	4,035

The leasehold land is held under medium term leases and is situated in Mainland China.

租賃土地乃根據中期租約持有，且位於中國。

At 31 December 2012, the Group's prepaid land lease payments with a net book value of HK\$4,042,000 (2011: HK\$4,730,000) were pledged to secure general banking facilities granted to the Group (note 27(b)).

於二零一二年十二月三十一日，本集團賬面淨值4,042,000港元（二零一一年：4,730,000港元）之預付土地租金已抵押作為本集團獲授一般銀行融資之擔保（附註27(b)）。

15. GOODWILL

15. 商譽

		Group 本集團 HK\$'000 千港元
At 1 January 2011, 31 December 2011 and 2012:	於二零一一年一月一日、二零一一年及二零一二年十二月三十一日：	
Cost	成本值	102,546
Accumulated impairment	累計減值	(102,546)
Net carrying amount	賬面淨值	-

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16. INTANGIBLE ASSETS

Brand name

16. 無形資產

品牌

		Group 本集團
		HK\$'000 千港元
31 December 2012	二零一二年十二月三十一日	
Cost at 1 January 2012, net of accumulated amortisation and impairment	於二零一二年一月一日之成本值，扣除累計攤銷及減值	15,706
Impairment during the year	年內減值	-
Cost at 31 December 2012, net of accumulated amortisation and impairment	於二零一二年十二月三十一日之成本值，扣除累計攤銷及減值	15,706
At 31 December 2012:	於二零一二年十二月三十一日：	
Cost	按成本值	99,906
Impairment	減值	(84,200)
Net carrying amount	賬面淨值	15,706
31 December 2011	二零一一年十二月三十一日	
Cost at 1 January 2011, net of accumulated amortisation and impairment	於二零一一年一月一日之成本值，扣除累計攤銷及減值	15,706
Impairment during the year	年內減值	-
Cost at 31 December 2011, net of accumulated amortisation and impairment	於二零一一年十二月三十一日之成本值，扣除累計攤銷及減值	15,706
At 31 December 2011:	於二零一一年十二月三十一日：	
Cost	按成本值	99,906
Impairment	減值	(84,200)
Net carrying amount	賬面淨值	15,706

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16. INTANGIBLE ASSETS (continued)**Brand name**

The brand name represents rights for the use of the brand name "CMM" arising from the acquisition of CMM International Group Limited in 2007.

Impairment testing of brand name with indefinite useful life

The recoverable amount of the brand name has been determined based on its value in use. The senior management of the Group adopted the "Relief from Royalty" approach in estimating the cash inflow from the brand name. The discount rate applied to the cash flow projections is approximately 28%.

Key assumptions were made in the value in estimating the brand name's value in use for the years ended 31 December 2012 and 31 December 2011. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of the brand name with indefinite useful life:

Budgeted revenue – 15-year revenue projection is used in estimating the cash flow from the brand name as the directors are of the opinion that the brand name would generate economic benefits to the Group during that period. The basis used to determine the growth rate assigned to the budgeted revenue was referenced to the historical revenue growth rate. It is estimated that the revenue will contract by 10% in the first five years, 5% in the second five years and no contraction during the last five years of the projection period.

Discount rates – The discount rates used are before taxation and reflect specific risks relating to the business.

During the year, no impairment (2011: no impairment) on the brand name is provided in the financial statements.

16. 無形資產(續)**品牌**

品牌指因於二零零七年收購CMM International Group Limited而使用「CMM」品牌之權利。

無限使用年期品牌之減值測試

品牌之可收回款額是根據使用價值釐定。本集團高級管理層採用「免納專利權使用費」法估計品牌之現金流入。現金流量預測之貼現率約為28%。

於估計截至二零一二年十二月三十一日及二零一一年十二月三十一日止年度之品牌公平值減銷售成本時作出若干主要假設。以下為管理層根據其現金流量預測進行商譽及無使用年期品牌減值測試時所依據之各主要假設：

預算收益—由於董事認為，品牌會在期內對本集團帶來經濟利益，故以十五年收益預測估算來自品牌之現金流。釐訂預算收益之增長率乃參考過往收益增長率為基準。據估算，於預測期間，首五年之收益將按10%推算，其後五年為5%，最後五年則不予推算。

貼現率—所採納之貼現率乃除稅前貼現率，並反映該業務之特定風險。

年內，董事並無就品牌作減值撥備(二零一一年：無撥備)。

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17. INTERESTS IN SUBSIDIARIES

17. 附屬公司之權益

		Company 本公司	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Unlisted investments, at cost	非上市股份，按成本	46,550	46,550
Due from subsidiaries*	應收附屬公司款項*	828,823	634,547
Less: Provision for impairment	減：減值撥備	(242,378)	(232,374)
Total interests in subsidiaries	附屬公司權益總額	632,995	448,723

In 2012, an impairment of HK\$10,004,000 (2011: HK\$64,698,000) was provided on advances to subsidiaries.

於二零一二年，已就墊款予附屬公司減值10,004,000港元（二零一一年：64,698,000港元）。

* The amounts advanced to the subsidiaries included in the interests in subsidiaries above are unsecured, interest-free and have no fixed terms of repayment.

* 上述計入附屬公司之權益內之墊付予附屬公司之款項為無抵押、免息及無固定還款期。

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17. INTERESTS IN SUBSIDIARIES (continued)

At 31 December 2012, the Company had direct and indirect interests in the following subsidiaries, all of which are private companies (or, if incorporated outside Hong Kong, have substantially similar characteristics to a private company incorporated in Hong Kong), the particulars of which are as follows:

17. 附屬公司之權益(續)

於二零一二年十二月三十一日，本公司於下列附屬公司擁有直接及間接權益，該等公司均為私營公司（或倘並非於香港註冊成立，則與香港註冊成立之私營公司性質大致相若），詳情載列如下：

Name 名稱	Place of incorporation/ registration and principal operations 成立／註冊及 主要經營地點	Nominal value of issued ordinary share/ registered paid-up capital 已發行 普通股／ 註冊及 繳足資本面值	Percentage of equity interests attributable to the Company 本公司 應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Bension International Limited	British Virgin Islands ("BVI") 英屬處女群島	US\$3,955,130 3,955,130美元	–	100	Investment holding 投資控股
Beauty Charm International Company Limited	Hong Kong 香港	HK\$10,000 10,000港元	–	100	Investment holding 投資控股
Beauty Connect Holdings Limited	Hong Kong 香港	HK\$10,000 10,000港元	–	60	Investment holding 投資控股
The Beauty Collection International Group Limited	BVI 英屬處女群島	US\$100 100美元	–	75	Investment holding 投資控股
Carissa Bay Inc.	BVI 英屬處女群島	US\$5,970,514 5,970,514美元	100	–	Investment holding 投資控股
Cheng Ming Ming's Beauty World Limited 鄭明明美的世界有限公司	Hong Kong 香港	HK\$2,001,000 2,001,000港元	–	100	Investment holding 投資控股

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17. INTERESTS IN SUBSIDIARIES (continued)

17. 附屬公司之權益(續)

Name 名稱	Place of incorporation/ registration and principal operations 成立/註冊及 主要經營地點	Nominal value of issued ordinary share/ registered paid-up capital 已發行 普通股/ 註冊及 繳足資本面值	Percentage of equity interests attributable to the Company 本公司 應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Cidesco International School Limited	Hong Kong 香港	HK\$2 2港元	–	100	Operation of an aesthetic school 經營審美學校
CMM International Group Limited	BVI 英屬處女群島	US\$5,970,514 5,970,514美元	–	100	Investment holding 投資控股
CMM Monita Academy Limited	Hong Kong 香港	HK\$10,000 10,000港元	–	100	Operation of an aesthetic school 經營審美學校
Golden Harbour International Trading Limited	Hong Kong 香港	HK\$10,000 10,000港元	–	100	Trading of mineral and metal products 礦物及金屬 產品貿易
Golden Grand Investment Limited	BVI 英屬處女群島	US\$1 1美元	100	–	Investment holding 投資控股
Kasper Holding Limited	BVI 英屬處女群島	US\$1 1美元	–	100	Investment holding 投資控股
M.D. Cliniceuticals Company Limited	Hong Kong 香港	HK\$10,000 10,000港元	–	100	Trading of cosmetic products 化妝品貿易

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17. INTERESTS IN SUBSIDIARIES (continued)

17. 附屬公司之權益(續)

Name 名稱	Place of incorporation/ registration and principal operations 成立/註冊及 主要經營地點	Nominal value of issued ordinary share/ registered paid-up capital 已發行 普通股/ 註冊及 繳足資本面值	Percentage of equity interests attributable to the Company 本公司 應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Marianne Spa I Limited	Hong Kong 香港	HK\$100 100港元	–	100	Provision of beauty services 提供美容服務
Marianne Spa II Limited	Hong Kong 香港	HK\$2 2港元	–	100	Provision of beauty services 提供美容服務
Monita Group Limited	Hong Kong 香港	HK\$30,851,002 30,851,002港元	–	100	Provision of beauty services and trading of cosmetic products 提供美容服務 及化妝品貿易
Monita Trademark Limited 蒙妮坦商標有限公司	BVI 英屬處女群島	US\$2 2美元	–	100	Holding of trademarks 持有商標
Shanghai Cheng Ming Ming Cosmetic Product Ltd. (i) 上海鄭明明化粧品有限公司(i)	Mainland China 中國	US\$1,200,000 1,200,000美元	–	100	Provision of consultancy and technical services and manufacture of cosmetic related products 提供諮詢及技術 服務以及製造化 妝品相關產品
Shanghai Cheng Ming Ming Industrial Ltd. 上海鄭明明實業有限公司	Mainland China 中國	RMB3,000,000 3,000,000人民幣	–	100	Trading of cosmetic products 化妝品貿易

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17. INTERESTS IN SUBSIDIARIES (continued)

17. 附屬公司之權益(續)

Name 名稱	Place of incorporation/ registration and principal operations 成立/註冊及 主要經營地點	Nominal value of issued ordinary share/ registered paid-up capital 已發行 普通股/ 註冊及 繳足資本面值	Percentage of equity interests attributable to the Company 本公司 應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
上海蒙妮坦職業培訓學校	Mainland China 中國	RMB1,000,000 1,000,000人民幣	–	100	Operation of an aesthetic school 經營審美學校
上海鄭明明美容美發有限公司	Mainland China 中國	US\$210,000 210,000美元	–	100	Provision of consultancy services and aesthetic services 提供諮詢服務及 審美服務
唯美坊貿易(上海)有限公司(i)	Mainland China 中國	US\$230,000 230,000美元	–	60	Trading of cosmetic products 化妝品貿易
上海妝韻美容美發有限公司	Mainland China 中國	RMB100,000 100,000人民幣	–	100	Provision of aesthetic services 提供審美服務
上海美悅坊有限公司	Mainland China 中國	RMB100,000 100,000人民幣	–	100	Trading of cosmetic products 化妝品貿易

Note:

附註

(i) These subsidiaries are registered as wholly-foreign-owned enterprises under PRC law.

(i) 該等附屬公司根據中國法律註冊為外商獨資企業。

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18. AVAILABLE-FOR-SALE INVESTMENTS

18. 可供出售投資

	Group 本集團		Company 本公司	
	2012 二零一二年 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	2011 二零一一年 HK\$'000 千港元
Unlisted equity investments, 非上市股本投資， at cost 按成本值	–	111,410	–	–
Impairment 減值	–	(94,441)	–	–
	–	16,969	–	–

Unlisted equity investments consisted of investments in equity interests which were designated as available-for-sale investments and have no fixed maturity date or coupon rate. In 2012, the Group disposed of all its interest in these unlisted equity investments.

非上市股本投資包括指定為可供出售投資之股本權益投資，並無既定到期日或票息率。於二零一二年，本集團已出售所有該等非上市股本投資之權益。

19. DERIVATIVE FINANCIAL INSTRUMENTS

19. 衍生金融工具

	Note 附註	Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Financial assets Derivative financial instrument arising from sale/purchase price adjustments			
金融資產 銷售／購買價格調整 產生之衍生金融工具	(i)	34,917	–
Financial liabilities Derivative financial instrument arising from sale/purchase price adjustments			
金融負債 銷售／購買價格調整 產生之衍生金融工具	(i)	34,922	–
Foreign exchange forward contract 遠期匯兌合約	(ii)	392	–
		35,314	–

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19. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

Note:

- (i) The Group is exposed to movements in the copper, silver and gold price. The Group's commodity price risk is partly related to change in fair value of embedded derivatives in accounts receivables and accounts payable reflecting copper, silver and gold sales and purchases provisionally priced based on the average London Metal Exchange cash settlement price at the quotation period.
- (ii) The Group uses forward currency contract to manage some of its exchange rate exposures. This currency forward contract is not designated as cash flow, fair value or net investment hedges and is measured at fair value through profit and loss. Changes in the fair value of non-hedging currency derivative amounting to HK\$392,000 were charged to the consolidated statement of comprehensive income during the year (2011: Nil).

19. 衍生金融工具(續)

附註：

- (i) 本集團面對銅、銀及黃金價格變動之風險。本集團之商品價格風險部分與貿易應收款項及貿易應付款項中嵌入式衍生工具之公平值有關，反映於報價期內按平均倫敦金屬交易所現金交割價計算買賣銅、銀及金之暫定價格。
- (ii) 本集團以遠期外匯合約管理部分匯率風險。此遠期外匯合約並非指定為現金流、公平值或淨投資對沖，並按公平值計入損益。非對沖貨幣衍生工具之公平值變動392,000港元已於年內在綜合全面收益表內支銷(二零一一年：無)。

20. INVENTORIES

		Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Raw materials	原材料	7,547	6,704
Work in progress	在製品	1,716	882
Finished goods	製成品	8,325	17,262
		17,588	24,848

20. 存貨

21. TRADE AND BILL RECEIVABLES

		Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Trade and bill receivables	貿易應收款項及應收票據	1,346,575	22,137
Impairment	減值	(8,310)	(6,410)
		1,338,265	15,727

21. 貿易應收款項及應收票據

The Group has different trading terms with customers for different businesses.

本集團客戶之貿易條款將根據不同業務而有所差異。

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21. TRADE AND BILL RECEIVABLES (continued)

Included in the Group's trade and bill receivable is amount due from the ultimate holding company of the Company, Jinchuan Group Co., Ltd. of HK\$1,323,238,000 (2011: Nil).

For services rendered, no credit term is granted to customers.

For the sale of goods in cosmetic and beauty business, payment in advance is normally required, except for major customers. For sales on credit, the credit period granted to customers generally ranges from one month to three months.

For trading of mineral and metal products, credit period granted to its customer ranges from three to six months.

The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group has significant concentration of credit risk where a debtor constitute 99% (2011: 28%) of trade and bill receivables. In 2012, 94% of the Group's trade and bill receivables was covered by letter of credit issued by the banks of the major debtor. In 2011, the Group did not hold any collateral or other credit enhancements over its trade receivable balances.

An aged analysis of the trade and bill receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

21. 貿易應收款項及應收票據(續)

本集團之貿易應收款項及應收票據中包括應收本公司最終控股公司金川集團股份有限公司之款項1,323,238,000港元(二零一一年：無)。

就提供服務而言，本集團不會給予客戶信貸期。

就化妝品及美容業務銷售貨品而言，除主要客戶外，一般需要預付款項。就賒賬銷售而言，本集團給予客戶之賒賬期一般介乎一個月至三個月。

就礦產及金屬產品貿易，本集團給予客戶之賒賬期介乎三個月至六個月。

本集團致力對其應收賬款維持嚴謹限制，以減低信貸風險。高級管理層會定期審閱逾期結餘。本集團有重大的信貸集中風險，99% (二零一一年：28%) 貿易應收款項及應收票據來自一名債務人。於二零一二年，本集團之94%貿易應收款項及應收票據由主要債務人之銀行所發出信貸狀所擔保。於二零一一年，本集團並無就其貿易應收款項持有任何抵押品或其他信託加強工具。

於申報期間結算日，按發票日期之貿易應收款項及應收票據(扣除減值)之賬齡分析如下：

		Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Within 3 months	三個月內	1,049,808	10,698
4 to 6 months	四至六個月	281,494	3,164
7 to 12 months	七至十二個月	3,549	1,865
Over 1 year	超過一年	3,414	-
		1,338,265	15,727

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21. TRADE AND BILL RECEIVABLES (continued)

The movements in provision for impairment of the trade and bill receivables are as follows:

		Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
At 1 January	於一月一日	6,410	1,851
Impairment losses recognised on receivables	已確認為應收款項之減值虧損	1,900	4,559
At 31 December	於十二月三十一日	8,310	6,410

Included in the above provision for impairment of trade and bill receivables is a provision for individually impaired trade and bill receivables of HK\$8,310,000 (2011: HK\$6,410,000) with a carrying amount before provision of HK\$13,464,000 (2011: HK\$6,410,000).

The individually impaired trade and bill receivables relate to customers that were in default or delinquency in principal payments and only a portion of the receivables is expected to be recovered.

21. 貿易應收款項及應收票據(續)

貿易應收款項及應收票據減值撥備之變動如下：

上述貿易應收款項及應收票據之減值撥備中包括個別已減值貿易應收款項及應收票據作出之撥備8,310,000港元(二零一一年：6,410,000港元)，該等貿易應收款項及應收票據於撥備前之賬面值為13,464,000港元(二零一一年：6,410,000港元)。

該等個別已減值貿易應收款項與未能繳付或延遲償還利息或本金或預期只可收回部分應收賬款之客戶有關。

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21. TRADE AND BILL RECEIVABLES (continued)

The aged analysis of the trade and bill receivables that are not individually nor collectively considered to be impaired is as follows:

21. 貿易應收款項及應收票據(續)

貿易應收賬款及應收票據(並無個別或共同地被視為出現減值)按賬齡分析如下:

		Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Neither past due nor impaired	未逾期及減值	1,330,765	10,963
Less than 4 months pass due	逾期少於四個月	537	2,063
4 to 6 months pass due	逾期四至六個月	160	836
7 to 12 months pass due	逾期七至十二個月	1,649	1,865
		1,333,111	15,727

Trade and bill receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

並無逾期及減值之貿易應收款項及應收票據乃與眾多於最近並無拖欠記錄之不同客戶有關。

Trade receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

已逾期但未減值之貿易應收款項乃有關於多名與本集團保持良好往績記錄之獨立客戶。根據過往經驗，本公司董事認為，就該等結餘而言，由於信貸質素並未發生重大變動，且該等結餘仍被視為可悉數收回，故毋須就此作出任何減值撥備。

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22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		Group 本集團		Company 本公司	
		2012 二零一二年 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	2011 二零一一年 HK\$'000 千港元
Prepayments	預付款項	4,477	7,104	67	796
Deposits and other receivables	按金及其他應付款項	10,173	10,084	966	1,429
		14,650	17,188	1,033	2,225

None of the above assets is either past due or impaired. The financial assets included in the above balances related to receivables for which there was no recent history of default.

上述資產並無逾期或減值。上述結餘之金融資產為於近期並無拖欠記錄之應收款項。

23. DUE FROM/TO RELATED PARTIES

(a) Amounts due from related parties

Particulars of the amounts due from related parties, disclosed pursuant to Section 161B of the Hong Kong Companies Ordinance, are as follows:

Group – 2012

		本集團 – 二零一二年		
		31 December 2012 二零一二年 十二月三十一日	Maximum amount outstanding during the year 年內未償還 之最高款項	1 January 2012 二零一二年 一月一日
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Monita Hair and Beauty College Limited	蒙妮坦美髮美容學院有限公司	1,134	1,134	1,134
Chen's Industrial Company Limited		162	162	162
上海巨景生物科技有限公司		732	732	654
CICA Association Limited	聖迪斯哥中國分會— 國際斯佳美容協會有限公司	103	103	103
上海市徐匯區鄭浩明商行		430	430	427
上海巨科國際貿易有限公司		291	291	-
		2,852		2,480

23. 應收／應付關聯人士款項

(a) 應收關聯人士款項

根據香港公司條例第161B條所披露有關應收關聯人士款項之詳情如下：

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23. DUE FROM/TO RELATED PARTIES (continued)
(a) Amounts due from related parties (continued)

Group – 2011

23. 應收／應付關聯人士款項 (續)
(a) 應收關聯人士款項 (續)

本集團 – 二零一一年

		Maximum amount outstanding 31 December 2011 二零一一年 十二月三十一日 HK\$'000 千港元	during the year 年內未償還 之最高款項 HK\$'000 千港元	1 January 2011 二零一一年 一月一日 HK\$'000 千港元
Monita Hair and Beauty College Limited	蒙妮坦美髮美容學院有限公司	1,134	1,139	1,139
Chen's Industrial Company Limited		162	162	162
上海巨景生物科技有限公司		654	654	616
CICA Association Limited	聖迪斯哥中國分會－ 國際斯佳美容協會有限公司	103	103	103
上海市徐匯區鄭浩明商行		427	427	402
CHENG Ming Ming	鄭明明	-	169	169
		2,480		2,591

The amounts due from related parties do not contain impaired assets. The Group does not hold any collateral or other credit enhancements over these balances.

The above related parties are parties in which a director of the Group's subsidiaries or her close family members had controlling beneficial interests. The balances with related parties are unsecured, interest-free and repayable on demand.

應收關聯人士之款項並不包含減值資產。本集團並無就該等結餘持有任何抵押品或其他提升信用之保障。

上述關聯人士均為本集團其中一名董事或彼等之近親家族成員擁有實益控制權益之人士。與關聯人士之結餘為無抵押、免息及按要求時償還。

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23. DUE FROM/TO RELATED PARTIES (continued) (b) Amounts due to related parties

23. 應收／應付關聯人士款項(續) (b) 應付關聯人士款項

		Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Peakjoy Global Ltd. 上海巨景生物科技有限公司		250 290	861 288
CHENG Ming Ming [‡] HUANG Chen Wei Lay, Bernadette	鄭明明 [‡] 黃陳維蕊	18,206 220	7,808 -
FL Professionel Ltd.	菲蓮專業系列有限公司	-	120
		18,966	9,077

[‡] The balance contains loans of HK\$16,866,000 (2011: HK\$6,295,000) from a director of the Group's subsidiaries, CHENG Ming Ming. The loans denominated in Renminbi and Hong Kong Dollar are unsecured, bear interest at a range of 0% to 6.5% per annum and are repayable on demand.

Except for the loans mentioned above, balances due to related parties as at 31 December 2012 and 2011 are unsecured, interest-free and repayable on demand.

[‡] 結餘包括借自本集團附屬公司董事鄭明明之16,866,000港元(二零一一年:6,295,000港元)。人民幣及港元貸款為無抵押、按每年0厘至6.5厘計息及按要求償還。

除上述貸款外，於二零一二年及二零一一年十二月三十一日，應付關聯人士款項之結餘為無抵押、免息及按要求時償還。

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24. CASH AND CASH EQUIVALENTS**(a) Cash and cash equivalents**

		Group 本集團		Company 本公司	
		2012 二零一二年 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	2011 二零一一年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	41,761	12,150	2,349	4,290
Time deposits	定期存款	260,338	701,547	105,138	301,354
Cash and cash equivalents	現金及現金等值項目	302,099	713,697	107,487	305,644

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to approximately HK\$27,080,000 (2011: HK\$254,111,000). The RMB deposited in banks in Mainland China of the Group of approximately HK\$4,700,000 (2011: HK\$6,312,000) is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

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

(b) Restricted cash deposits

Restricted cash deposits related to bank deposits placed with a bank as a security for issuance of letters of credit in favor of the Group's suppliers.

24. 現金及現金等值項目及受限制現金存款**(a) 現金及現金等值項目**

		Group 本集團		Company 本公司	
		2012 二零一二年 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	2011 二零一一年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	41,761	12,150	2,349	4,290
Time deposits	定期存款	260,338	701,547	105,138	301,354
Cash and cash equivalents	現金及現金等值項目	302,099	713,697	107,487	305,644

於申報期間結算日，本集團之人民幣計值現金及銀行結餘約為27,080,000港元（二零一一年：254,111,000港元）。本集團存放於中國大陸銀行約4,700,000港元（二零一一年：6,312,000港元）之人民幣不能自由兌換為其他貨幣，但根據中國大陸之《外匯管制法規及結匯、售匯及付匯管理規定》，本集團可透過獲認可進行外幣業務之銀行將人民幣兌換為其他貨幣。

存於銀行之現金根據每日銀行存款利率按浮動利率賺取利息。短期定期存款視乎本集團之即時現金需求而分為介乎一日至三個月之不同存款期，按相關短期定期存款利率賺取利息。銀行結餘存放於並無近期欠款紀錄之信譽良好銀行。

(b) 受限制現金存款

受限制現金存款乃有關於存入銀行作為就發出信用狀抵押予本集團供應商之銀行存款。

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25. TRADE AND BILL PAYABLES

An aged analysis of the trade and bill payables as at the end of the reporting period, based on the invoice date, is as follows:

		Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Within 3 months	三個月內	912,598	9,589
4 to 6 months	四至六個月	15,164	1,904
7 to 12 months	七至十二個月	118	1,050
Over 1 year	超過一年	5,336	603
		933,216	13,146

The trade and bill payables are non-interest-bearing and are normally settled within 90-day terms.

貿易應付款項及應付票據為免息，並一般須於90日內結算。

26. OTHER PAYABLES AND ACCRUALS

		Group 本集團		Company 本公司	
		2012 二零一二年 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	2011 二零一一年 HK\$'000 千港元
Deferred income	遞延收入	8,333	11,176	–	–
Other payables	其他應付款項	19,525	24,955	–	75
Accruals	應計費用	9,010	6,238	4,735	1,921
		36,868	42,369	4,735	1,996

Other payables are non-interest-bearing and have an average term of three months.

其他應付款項為免息，平均還款期為三個月。

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27. INTEREST-BEARING BANK BORROWINGS

27. 計息銀行借貸

Group	Notes	2012 二零一二年			2011 二零一一年		
		Effective interest rate 實際利率	Maturity 到期日	HK\$'000 千港元	Effective interest rate 實際利率	Maturity 到期日	HK\$'000 千港元
Bank overdrafts – unsecured	銀行透支 – 無抵押 (a)	Higher of Bank of East Asia HK\$ Prime Rate and HIBOR + 3% 東亞銀行港元利率及香港銀行最優惠同業拆息+3%之間的較高者	On demand 按要求償還	2,003	HIBOR + 4% 同業拆息+4%	On demand 按要求償還	2,391
Bank loans – secured	銀行貸款 – 有抵押 (b)	BLR*1.12 基本借貸利率x 1.12	2013 二零一三年	14,930	BLR*1.12~1.15 基本借貸利率x 1.12 ~ 1.15	2012 二零一二年	20,982
				16,933			23,373

Notes:

- (a) The Group's overdraft facilities amounted to HK\$2,600,000 (2011: HK\$ 5,100,000) at 31 December 2012, of which HK\$2,003,000 (2011: HK\$2,391,000) were utilised. The effective interest rate on bank overdrafts is the higher of Bank of East Asia HK\$ Prime Rate and HIBOR+3% (2011: HIBOR+4%) per annum.
- (b) Bank loans amounting to HK\$14,930,000 (2011: HK\$14,812,000) are secured by mortgages over the Group's buildings and prepaid land lease payments which had carrying values of approximately HK\$13,933,000 and HK\$4,042,000 (2011: HK\$15,673,000 and HK\$4,730,000) (note 13 and note 14), respectively, at the end of the reporting period.

In 2011, included in the secured bank loans were bank loans amounting to HK\$6,170,000 secured by an asset owned by Chen's Industrial Company Limited, a company controlled by a director of the subsidiaries. These bank loans were fully repaid in 2012, and were denominated in Renminbi and at floating rates.

附註：

- (a) 本集團於二零一二年十二月三十一日之透支額為2,600,000港元(二零一一年：5,100,000港元)，當中2,003,000港元(二零一一年：2,391,000港元)已動用。銀行透支之實際年利率為東亞銀行港元最優惠利率及香港銀行同業拆息+3%之間的較高者(二零一一年：香港銀行同業拆息+4%)。
- (b) 銀行貸款總值14,930,000港元(二零一一年：14,812,000港元)乃由本集團之樓宇及預付土地租金之按揭作為抵押，於申報期間結算日之賬面值分別約為13,933,000港元及4,042,000港元(二零一一年：15,673,000港元及4,730,000港元)(附註13及附註14)。

於二零一一年，有抵押銀行貸款包括一筆6,170,000港元之銀行貸款，乃以一項由Chen's Industrial Company Limited(由附屬公司一名董事控制之公司)擁有之資產為抵押。該等銀行貸款已於二零一二年全數償還，並以人民幣為單位及以浮動利率計息。

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28. FINANCE LEASE PAYABLES

The Group leased certain of its motor vehicles and office equipment. The leases were classified as finance lease and have remaining lease terms of four years.

At 31 December, the total future minimum lease payments under finance leases and their present values were as follows:

Group

		Minimum lease payments 最低租金 2012 二零一二年 HK\$'000 千港元	Minimum lease payments 最低租金 2011 二零一一年 HK\$'000 千港元	Present value of minimum lease payments 最低租金現值 2012 二零一二年 HK\$'000 千港元	Present value of minimum lease payments 最低租金現值 2011 二零一一年 HK\$'000 千港元
Amounts payable:	應付款項：				
Within one year	一年內	118	406	115	388
In the second year	第二年	28	107	28	104
In the third to fifth years, inclusive	第三年至第五年 (包括首尾兩年)	32	26	26	22
Total minimum finance lease payments	最低融資租金總額	178	539	169	514
Future finance charges	未來融資費用	(9)	(25)		
Total net finance lease payables	應付淨融資租賃總額	169	514		
Portion classified as current liabilities	分類為流動負債的部份	(115)	(388)		
Non-current portion	非流動部份	54	126		

28. 應付融資租賃

本集團租用若干汽車以及辦公室設備。有關租賃分類為融資租賃，剩餘租賃年期為四年。

於十二月三十一日，根據融資租賃未來應付之最低租金總額及彼等之現值載列如下：

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28. FINANCE LEASE PAYABLES (continued)**Company****28. 應付融資租賃(續)****本公司**

		Minimum lease payments 最低租金 2012 二零一二年 HK\$'000 千港元	Minimum lease payments 最低租金 2011 二零一一年 HK\$'000 千港元	Present value of minimum lease payments 最低租金現值 2012 二零一二年 HK\$'000 千港元	Present value of minimum lease payments 最低租金現值 2011 二零一一年 HK\$'000 千港元
Amounts payable:	應付款項：				
Within one year	一年內	-	13	-	12
In the second year	第二年	-	13	-	11
In the third to fifth years, inclusive	第三年至第五年 (包括首尾兩年)	-	27	-	23
Total minimum finance lease payments	最低融資租金總額	-	53	-	46
Future finance charges	未來融資費用	-	(7)		
Total net finance lease payable	應付淨融資租賃總額	-	46		
Portion classified as current liabilities	分類為流動負債的部份	-	(12)		
Non-current portion	非流動部份	-	34		

29. DUE TO NON-CONTROLLING SHAREHOLDER OF SUBSIDIARIES

The balance is unsecured, interest-free and repayable on demand.

29. 應付附屬公司非控股股東之款項

有關結餘為無抵押、免息及按要求時償還。

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30. DEFERRED TAX LIABILITIES

Movements in deferred tax liabilities during the year are as follows:

30. 遞延稅項負債

年內遞延稅項負債變動如下：

		Group 本集團	
		Depreciation allowance in excess of related depreciation 超過相關折舊之折舊撥備	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
	Note 附註		
At 1 January	於一月一日	1,776	2,563
Deferred tax credited to profit or loss	計入損益之遞延稅項	(235)	(787)
At 31 December	於十二月三十一日	1,541	1,776

The Group has tax losses arising in Hong Kong of HK\$3,420,000 (2011: HK\$9,868,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

本集團於香港產生之稅項虧損為3,420,000港元(二零一一年：9,868,000港元)，可供無限期抵銷該等產生虧損之公司日後應課稅溢利。

The Group also has tax losses arising in Mainland China of HK\$40,992,000 (2011: HK\$33,220,000) that will expire in one to five years for offsetting against future taxable profits.

本集團於中國產生之稅項虧損為40,992,000港元(二零一一年：33,220,000港元)，於一至五年到期，可供抵銷日後應課稅溢利。

Deferred tax assets have not been recognised in respect of those losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

由於遞延稅項資產來自虧損多時之附屬公司，故此並無就該等虧損確認遞延稅項資產，而本公司不認為有可能出現可動用稅項虧損之應課稅溢利。

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31. ISSUED CAPITAL

31. 已發行股本

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Authorised:	法定：		
5,000,000,000 (2011: 5,000,000,000) ordinary shares of HK\$0.01 (2011: HK\$0.01) each	5,000,000,000股(二零一一年： 5,000,000,000股)每股面值0.01港元 (二零一一年：0.01港元)之普通股	50,000	50,000
Issued and fully paid:	已發行及繳足：		
2,754,873,051 (2011: 2,754,873,051) ordinary shares of HK\$0.01 (2011: HK\$0.01) each	2,754,873,051股(二零一一年： 2,754,873,051股)每股面值0.01港元 (二零一一年：0.01港元)之普通股	27,549	27,549

A summary of the transactions during the year with reference to the changes in the Company's issued ordinary share capital is as follows:

年內有關本公司已發行普通股股本變動之交易概要如下：

		Number of authorised shares 法定股份數目	Number of shares in issue 已發行 股份數目	Share capital 股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Total 總計 HK\$'000 千港元
	Note 附註					
At 1 January 2011	於二零一一年一月一日	5,000,000,000	2,728,473,051	27,285	1,178,530	1,205,815
Issue of shares	發行股份 (a)	-	26,400,000	264	15,312	15,576
Transfer of share options upon the exercise of share capital	行使股本時轉移購股權	-	-	-	8,107	8,107
At 31 December 2011	於二零一一年十二月三十一日	5,000,000,000	2,754,873,051	27,549	1,201,949	1,229,498
Transfer of share premium to accumulated losses	股份溢價轉移至累計虧損 (b)	-	-	-	(503,101)	(503,101)
At 31 December 2012	於二零一二年十二月三十一日	5,000,000,000	2,754,873,051	27,549	698,848	726,397

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31. ISSUED CAPITAL (continued)

- (a) During the year ended 31 December 2011, subscription rights attaching to 26,400,000 share options were exercised at the subscription price of HK\$0.59 per share, resulting in the issue of 26,400,000 shares of HK\$0.01 each for a total cash consideration of HK\$15,576,000. An amount of HK\$15,312,000 was transferred from the share option reserve to the share premium account upon the exercise of the share options.
- (b) On 20 June 2012, a resolution was passed by the directors of the Company to offset accumulated losses of the Company of HK\$503,101,000 against its share premium account.

31. 已發行股本(續)

- (a) 於截至二零一一年十二月三十一日止年度，26,400,000份購股權所附認購權已按認購價每股0.59港元行使，因而發行26,400,000股每股面值0.01港元之股份，總現金代價為15,576,000港元。15,312,000港元已於行使購股權時從購股權儲備轉移至股份溢價賬。
- (b) 於二零一二年六月二十日，本公司董事通過一項決議案，於股份溢價賬撇銷本公司累計虧損503,101,000港元。

32. SHARE OPTION SCHEME

On 15 October 2003, the Company adopted a share option scheme (the "2003 Scheme"). The purpose of the 2003 Scheme is to provide incentives and rewards to the eligible participants who contribute to the Group, and to enable the Group to recruit and retain high calibre professionals, executives and employees who are instrumental to the growth of the Group. Eligible participants of the 2003 Scheme include the directors (including executive directors and non-executive directors), and employees of the Group, consultants or advisers of the Group, suppliers of goods or services to the Group, customers of the Group or business alliance of the Group and shareholders of the Group. The 2003 Scheme, unless otherwise terminated or amended, will remain in force for a period of 10 years from 15 October 2003.

On 20 June 2012, the Company adopted a new share option scheme (the "2012 Scheme") and terminated the 2003 Scheme. The purpose of the 2012 Scheme is to provide incentives and rewards to the eligible participants for their contribution and continuing efforts to promote the interests of the Group. Eligible participants of the 2012 Scheme include the directors (whether executive or non-executive, including any independent non-executive director) and employees (whether full time or part time) of the Group. The 2012 Scheme, unless otherwise terminated or amended, will remain in force for a period of 10 years from 20 June 2012.

32. 購股權計劃

本公司於二零零三年十月十五日採納購股權計劃(「二零零三年計劃」)，旨在讓本公司向合資格參與者提供獎勵及獎賞彼等對本集團所作出貢獻，並讓本集團可延攬及挽留有助本集團增長之有能專業人士、行政人員及僱員。二零零三年計劃之合資格參與者包括本集團董事(包括執行董事及非執行董事)、僱員、本集團之諮詢人或顧問、本集團貨品或服務供應商、本集團客戶或本集團業務夥伴，以及本集團股東。除非以其他方式予以終止或修訂，否則二零零三年計劃將由二零零三年十月十五日起十年期內維持生效。

本公司於二零一二年六月二十日採納新購股權計劃(「二零一二年計劃」)，並終止二零零三年計劃。二零一二年計劃旨在讓本公司向合資格參與者提供獎勵及獎賞彼等對本集團所作出貢獻及持續努力，促進本集團利益。二零一二年計劃之合資格參與者包括本集團董事(執行或非執行，包括任何獨立執行董事)及僱員(全職或兼職)。除非以其他方式予以終止或修訂，否則二零一二年計劃將由二零一二年六月二十日起十年期內維持生效。

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32. SHARE OPTION SCHEME (continued)

The maximum number of shares which may be issued upon exercise of all options to be granted under the 2012 Scheme, any other new share option scheme and existing scheme of the Company shall not, in aggregate, exceed 10% of the ordinary shares in issue as at the adoption of the 2012 Scheme or any other new share option scheme of the Company. The Company may seek approval of its shareholders in a general meeting to refresh the 10% limit under the 2012 Scheme. The total number of shares issued and to be issued upon exercise of the share options granted under the 2012 Scheme and any other share option scheme of the Group (including both exercised and outstanding options) to each participant in any 12-month period up to the date of grant shall not exceed 1% of the ordinary shares in issue at the date of grant. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting of the Company.

Any share option granted under the 2012 Scheme to a substantial shareholder (as defined in the Listing Rules of the Hong Kong Stock Exchange) or an independent non-executive director (or any of their respective associates) of the Company, in excess of 0.1% of the ordinary shares of the Company in issue at the date of grant and with an aggregate value (based on the closing price of the Company's shares as quoted on the Hong Kong Stock Exchange at the date of each grant) in excess of HK\$5 million, within any 12-month period up to and including the date of such grant, are subject to recommendation from the independent non-executive directors of the Company (excluding any independent non-executive director who is also the grantee of the options) and shareholders' approval in a general meeting of the Company.

A share option may be accepted by a participant within 14 days from the date of the offer for grant of the option. The exercise period of the share options granted is determinable by the directors in accordance with the terms of the 2012 Scheme, and commences from the date of acceptance of the offer of grant of the share options and ends on a date which is not later than 10 years from the date of grant of the share options. At the date of offer of the option, the directors of the Company may specify any conditions which must be satisfied before any option may be exercised.

32. 購股權計劃(續)

根據二零一二年計劃、本公司任何其他新購股權計劃及現有計劃有待授出之購股權獲行使時可予發行之最高股份總數，合共不得超過採納二零一二年計劃或本公司任何其他新購股權計劃時已發行普通股之30%。本公司可於股東大會上尋求其股東批准更新二零一二年計劃之10%限制。於截至授出日期止十二個月期間根據二零一二年計劃及本集團任何其他購股權計劃向任何個別參與者授出之購股權(包括已行使及尚未行使之購股權)獲行使而發行及可予發行之股份總數，不得超過本公司於授出日期已發行普通股之1%。授出任何超出此限制之購股權均須由股東在本公司股東大會上批准，方為有效。

倘於截至授出日期(包括該日)止十二個月期間，根據二零一二年計劃向本公司主要股東(定義見香港聯交所上市規則)或獨立非執行董事(或彼等任何相關聯繫人士)授出之購股權如超出本公司於授出日期之已發行普通股0.1%，或其總值(根據香港聯交所所報本公司股份於各授出日期之收市價計算)超出5百萬港元，則必須獲本公司獨立非執行董事建議(同時身為購股權承授人之任何獨立非執行董事除外)及股東於本公司股東大會上批准，方可作實。

參與者可於提呈授出購股權要約日期起計十四日內接納購股權。購股權之行使期由董事根據二零一二年計劃之條款釐定，可由接納授出購股權要約日期起至授出購股權日期起計不超過十年之日止期間行使。於授出購股權要約當，本公司董事可提出具體條件，並須於行使任何購股權前履行。

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32. SHARE OPTION SCHEME (continued)

The exercise price of the share options is determinable by the directors of the Company, but must not be less than the highest of (i) the closing price of the Company's shares as stated in the Hong Kong Stock Exchange's daily quotation sheet on the date of the offer for grant, which must be a business day; (ii) the average closing price of the Company's shares as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of the offer of the grant; and (iii) the nominal value of the ordinary share.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under all share option schemes of the Company during the year:

32. 購股權計劃(續)

購股權行使價由本公司董事釐定，但不得低於下列三者之最高者：(i)本公司股份於提呈授出日期(必須為營業日)在香港聯交所每日報價表內所示之收市價；(ii)本公司股份於緊接提呈授出日期前五個營業日在香港聯交所每日報價表內所示之平均收市價；及(iii)普通股面值。

購股權並無賦予持有人權利收取股息或在股東大會上投票。

年內根據本公司所有購股權計劃授出之尚未行使購股權如下：

		2012 二零一二年		2011 二零一一年	
		Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千股	Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千股
At 1 January	於一月一日	–	–	0.59	26,400
Granted during the year	年內已授出	–	–	–	–
Exercised during the year	年內已行使	–	–	0.59	(26,400)
At 31 December	於十二月三十一日	–	–	–	–

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32. SHARE OPTION SCHEME (continued)

The share options granted under the 2003 Scheme were fully exercised in 2011 at HK\$0.59 per share. Further information on the exercise of share options detailed in note 31(a) to the financial statements.

During 2010, the Company granted 26,400,000 share options for the subscription of the Company's shares of HK\$0.01 each, at an exercise price of HK\$0.59 per share option, to certain directors, employees and consultants of the Group pursuant to the 2003 Scheme. The fair value of the share options granted in 2010 was HK\$8,107,000 and this was fully expensed in the Group's consolidated statement of comprehensive income for the years ended 31 December 2010 and 2011.

At the end of the reporting period, the Company had no share options outstanding under the 2003 Scheme and 2012 Scheme.

33. RESERVES**(a) Group**

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

Contributed surplus

The Group's contributed surplus represents the excess of the nominal value of the shares of the subsidiaries acquired pursuant to the Group reorganisation over the nominal value of the Company's shares issued in exchange therefor.

32. 購股權計劃(續)

根據二零零三年計劃所授出之購股權已於二零一一年以每股0.59港元全面行使。行使購股權之進一步詳情載於財務報表附註31(a)。

於二零一零年，本公司根據二零零三年計劃授出26,400,000份購股權予本集團多名董事、僱員及顧問，可按行使價每份購股權0.59港元認購本公司每股面值0.01港元之股份。二零一零年已授出購股權之公平值為8,107,000港元，已於截至二零一零年及二零一一年十二月三十一日止年度綜合全面收益表中全面支銷。

於申報期間結算日，本公司根據二零零三年計劃及二零一二年計劃並無尚未行使之購股權。

33. 儲備**(a) 本集團**

本集團於本年度及過往年度之儲備金額及儲備變動已於綜合權益變動表內呈列。

繳入盈餘

本集團之繳入盈餘指根據本集團重組所收購附屬公司股份面值超出本公司所發行以換取該等股份之本公司股份面值之差額。

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33. RESERVES (continued)

(a) Group (continued)

Reserve funds

In accordance with the PRC Company Law and the respective Articles of Association of Shanghai Cheng Ming Ming Industrial Ltd., 上海蒙妮坦職業培訓學校, 上海妝韻美容美發有限公司 and 上海美悅坊有限公司, these companies are each required to allocate 10% of their profit after tax, as determined in accordance with PRC Generally Accepted Accounting Principles ("GAAP"), to the statutory surplus reserves (the "SSR") until such reserves reach 50% of the registered capital.

Shanghai Cheng Ming Ming Cosmetic Product Ltd. ("CMMC") and 唯美坊貿易(上海)有限公司 ("唯美坊") are wholly-foreign-owned companies. According to the relevant PRC regulations applicable to wholly-foreign-owned companies, CMMC and 唯美坊 are required to allocate a certain portion (not less than 10%) of their profit after tax in accordance with PRC GAAP to the statutory reserve fund (the "SRF") until such reserve reaches 50% of its registered capital.

The SSR and SRF are non-distributable other than in the event of liquidation and, subject to certain restrictions set out in the relevant PRC regulations, can be used to offset accumulated losses or be capitalised as issued capital.

33. 儲備(續)

(a) 本集團(續)

儲備金

根據中國公司法以及上海鄭明明實業有限公司、上海蒙妮坦職業培訓學校、上海妝韻美容美髮有限公司及上海美悅坊有限公司之公司章程，該等公司各自須按根據中國公認會計原則計算之除稅後溢利之10%提取法定盈餘公積金，直至該儲備已分別達到各自註冊資本之50%為止。

上海鄭明明化妝品有限公司(「鄭明明化妝品」)及唯美坊貿易(上海)有限公司(「唯美坊」)為外商獨資企業。根據適用於外商獨資企業之有關中國法規，鄭明明化妝品與唯美坊須將根據中國公認會計原則(「中國公認會計原則」)計算之除稅後溢利按若干比例(不少於10%)提撥法定準備金，直至該儲備達到其註冊資本之50%為止。

除非公司清盤，否則法定盈餘公積金與法定準備金概不可分派，但可在符合中國有關法規所載之若干限制下用於抵銷累計虧損或撥充已發行股本。

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33. RESERVES (continued) (b) Company

33. 儲備(續) (b) 本公司

		Share premium account 股份溢價賬 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元 (note i) (附註i)	Contributed surplus 繳入盈餘 HK\$'000 千港元 (note ii) (附註ii)	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2011	二零一一年一月一日	1,178,530	7,138	28,470	(433,802)	780,336
Equity-settled share option arrangement	股本結算購股權安排	-	969	-	-	969
Loss for the year	年內虧損	-	-	-	(69,299)	(69,299)
Transfer of share option reserve upon the exercise of share capital	行使股本時轉移購股權 儲備	8,107	(8,107)	-	-	-
Issue of shares	發行股份	15,312	-	-	-	15,312
At 31 December 2011 and 1 January 2012	於二零一一年十二月三十一日 及二零一二年一月一日	1,201,949	-	28,470	(503,101)	727,318
Loss for the year	年內虧損	-	-	-	(17,769)	(17,769)
Transfer of share premium to accumulated losses (iii)	股份溢價轉移至累計虧損(iii)	(503,101)	-	-	503,101	-
At 31 December 2012	於二零一二年十二月三十一日	698,848	-	28,470	(17,769)	709,549

Notes:

- (i) The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 3 to the financial statements. The amount was transferred to the share premium account when the related options were exercised.
- (ii) The Company's contributed surplus represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the reorganisation over the nominal value of the Company's shares issued in exchange therefor.
- (iii) On 20 June 2012, a resolution was passed by the directors of the Company to offset accumulated losses of the Company of HK\$503,101,000 against its share premium account.

附註：

- (i) 購股權儲備包括已授出但未行使之購股權之公平值(誠如財務報表附註3以股份為基礎之交易之會計政策所詳述)。有關款項已於相關購股權獲行使時轉撥至股份溢價賬。
- (ii) 本公司之繳入盈餘指根據重組所收購附屬公司股份公平值超出本公司所發行以換取該等股份之本公司股份面值之款項。
- (iii) 於二零一二年六月二十日,本公司通過一項決議案,將本公司之累計虧損503,101,000港元與其股份溢價賬抵銷。

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34. DISPOSAL OF A SUBSIDIARY

Disposal of a subsidiary during the year ended 31 December 2012

In June 2012, the Group disposed of its entire interest in the issued share capital of Fairlady Cosmetic Limited ("Fairlady") at a net consideration of HK\$10,000.

34. 出售附屬公司

截至二零一二年十二月三十一日止年度出售附屬公司

於二零一二年六月，本集團出售於Fairlady Cosmetic Limited (「Fairlady」) 全部已發行股本之權益，代價淨額為10,000港元。

		HK\$'000 千港元
Net assets disposed of:	所出售之資產淨值：	
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	2
Gain on disposal of Fairlady	出售Fairlady之盈利	8
		10
Satisfied by:	以下列方式支付：	
Cash	現金	10

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

出售一間附屬公司之現金及現金等值項目流入淨額分析如下：

		HK\$'000 千港元
Cash consideration	現金代價	10
Cash and bank balances disposed of	出售之現金及銀行結餘	-
Net inflow of cash and cash equivalents in respect of the disposal of Fairlady	出售Fairlady之現金及現金等值項目流入淨額	10

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34. DISPOSAL OF A SUBSIDIARY(CONTINUED)

Disposal of a subsidiary during the year ended 31 December 2011

In May 2011, the Group disposed of its entire interest in the issued share capital of Performing Investments Limited ("PIL") at a net consideration of HK\$69,769,000 (net of a loan due to the Company of HK\$8,231,000).

34. 出售附屬公司(續)

截至二零一一年十二月三十一日止年度出售附屬公司

於二零一一年五月，本集團出售於 Performing Investments Limited (「PIL」) 全部已發行股本之權益，代價淨額為 69,769,000 港元 (扣除應付本公司貸款 8,231,000 港元)。

		HK\$'000 千港元
Net assets disposed of:	所出售之資產淨值：	
Available-for-sale investments	可供出售投資	40,918
Loan from PIL to Sociedade De Investimento Imobiliario Pun Keng Van, S.A.	PIL借予Sociedade De Investimento Imobiliario Pun Keng Van, S.A.貸款	28,089
		69,007
Gain on disposal of PIL	出售PIL之盈利	762
		69,769
Satisfied by:	以下列方式支付：	
Cash	現金	69,769

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

出售一間附屬公司之現金及現金等值項目流入淨額分析如下：

		HK\$'000 千港元
Cash consideration	現金代價	69,769
Cash and bank balances disposed of	出售之現金及銀行結餘	-
Net inflow of cash and cash equivalents in respect of the disposal of PIL	出售PIL之現金及現金等值項目流入淨額	69,769

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35. CONTINGENT LIABILITIES

As at 31 December 2012, the Company provided guarantees of HK\$4,290,000,000 (2011: HK\$2,500,000) to banks in connection with banking facilities granted to certain subsidiaries by the banks. As at 31 December 2012, out of the facilities granted, approximately HK\$457,702,000 for letter of credit issuance (2011: HK\$510,000 for overdrafts drawn down) were utilised.

36. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its leasehold land and buildings under operating lease arrangements. Leases for leasehold land and buildings are negotiated for terms ranging from one to three years.

At 31 December, the Group and the Company had total future minimum lease payments under non-cancellable operating leases as follows:

35. 或然負債

於二零一二年十二月三十一日，本公司就銀行授予若干附屬公司之銀行融資，向銀行提供4,290,000,000港元（二零一一年：2,500,000,000港元）擔保。於二零一二年十二月三十一日，獲授出之銀行融資中有約457,702,000港元（為發出信用狀）（二零一一年：510,000港元（為所提取之透支））已予動用。

36. 經營租賃安排

本集團根據經營租賃安排租用若干租賃土地及樓宇。租用租賃土地及樓宇經商議達成之租期介乎一至三年。

於十二月三十一日，本集團及本公司根據下列不可撤銷經營租賃在日後須支付之最低金額如下：

		Group 本集團		Company 本公司	
		2012 二零一二年 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	2011 二零一一年 HK\$'000 千港元
Within one year	一年內	8,295	9,275	1,159	1,159
In the second to fifth years, inclusive	於第二至第五年 (包括首尾兩年)	12,367	1,844	–	1,159
		20,662	11,119	1,159	2,318

37. COMMITMENTS

Other than the operating lease commitments detailed in note 36 to the financial statements above, the Group and the Company had no significant capital commitments at 31 December 2012.

37. 承擔

除上文財務報表附註36詳述之經營租賃承擔外，於二零一二年十二月三十一日，本集團及本公司並無任何重大資本承擔。

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二零一二年十二月三十一日

38. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

38. 關聯人士交易

(a) 除該等財務報表其他地方詳述之交易外，本集團於年內與關聯人士已進行下列重大交易：

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Rental expenses paid to related parties [#]	支付予關聯人士之租金開支 [#]	(i)	1,236	1,146
Management fee paid to related parties [#]	已收關聯人士之管理費收入 [#]	(ii)	600	850
Consultancy fee paid to a director of a subsidiary	支付予附屬公司一名董事之顧問費	(ii)	600	600
Sales of mineral and metal products to ultimate parent	出售礦產及金屬產品予最終母公司	(iii)	1,740,990	–
Guarantee from a company controlled by a director of a subsidiary	附屬公司一名董事所控制之公司提供的擔保		2,600	6,170

[#] The related parties are parties in which a director of a subsidiary, a key management personnel of a subsidiary or their close family members have controlling beneficial interests.

[#] 關聯人士乃附屬公司董事、附屬公司主要管理人員或彼等之近親擁有實益控制權益之人士。

Notes:

附註：

- (i) Rental expenses paid to related companies were made according to the prices and conditions stated in the tenancy agreements that were agreed between the Group and the related companies.
- (ii) Consultancy fee and management fee were paid in accordance with the contractual terms agreed between the Group and the related companies.
- (iii) Sales are made to ultimate holding company of the Company. Selling price is determined by reference to relevant mineral/metal price quoted on London Metal Exchange and negotiation between both parties.

- (i) 支付予關聯公司之租金開支乃根據本集團與關聯公司協定後於租賃協議載列之價格及條件釐定。
- (ii) 已支付之顧問費及管理費乃根據本集團與關聯公司所協定之合約條款而釐定。
- (iii) 銷售乃向本公司之最終控股公司作出。售價乃參照有關倫敦金屬交易所及雙方協商之礦產／金屬價格而釐定。

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38. RELATED PARTY TRANSACTIONS (continued)

(b) Outstanding balances with related parties:

Details of the Group's balances with related parties as at the end of the reporting period are disclosed in note 23 to the financial statements.

(c) Compensation of key management personnel of the Company:

The key management personnel of the Company are its directors. Further details of their remuneration are disclosed in note 9 to the financial statements.

38. 關聯人士交易(續)

(b) 與關聯人士之未償還結餘：

有關於申報期間結算日本集團與關聯人士之結餘詳情已於財務報表附註23披露。

(c) 本公司主要管理人員之酬金：

本公司之主要管理人員為董事。有關彼等酬金之詳情載於財務報表附註9。

39. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

39. 按類別劃分之金融工具

各類別金融工具於申報期間結算日之賬面值如下：

Group		本集團				
Financial assets		金融資產				
		2012 二零一二年			2011 二零一一年	
		Financial assets at fair value through profit or loss			Available- for-sale financial assets	
		Loans and receivables	按公平值 計入損益之 金融資產	Total	Loans and receivables	Total
		貸款及 應收款項	金融資產	總計	貸款及 應收款項	可供出售 金融資產 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
Available-for-sale investments	可供出售投資	-	-	-	-	16,969
Trade and bill receivables	貿易應收款項及應收票據	1,338,265	-	1,338,265	15,727	-
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項之金融資產	10,173	-	10,173	10,084	-
Derivative financial instruments	衍生金融工具	-	34,917	34,917	-	-
Amounts due from related parties	應收關聯人士款項	2,852	-	2,852	2,480	-
Restricted cash deposits	受限制現金存款	39,833	-	39,833	-	-
Cash and cash equivalents	現金及現金等值項目	302,099	-	302,099	713,697	-
		1,693,222	34,917	1,728,139	741,988	16,969
				1,728,139		758,957

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39. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

Group (continued)

Financial liabilities

39. 按類別劃分之金融工具(續)

本集團(續)

金融負債

		2012 二零一二年			2011 二零一一年
		Financial liabilities at fair value through profit or loss 按公平值計入損益之金融資產	Financial liabilities at amortised cost 按攤銷成本計算之金融負債	Total 總計	Financial liabilities at amortised cost 按攤銷成本計算之金融負債
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade and bill payables	貿易應付款項及應付票據	-	933,216	933,216	13,416
Other payables	其他應付款項	-	19,525	19,525	24,955
Interest-bearing bank borrowings	計息銀行借貸	-	16,933	16,933	23,373
Finance lease payables	應付融資租賃	-	169	169	514
Amounts due to related parties	應付關聯人士款項	-	18,966	18,966	9,077
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項	-	593	593	600
Derivative financial instruments	衍生金融工具	35,314	-	35,314	-
		35,314	989,402	1,024,716	71,935

Company

Financial assets

本公司

金融資產

		2012 二零一二年	2011 二零一一年
		Loans and receivables 貸款及應收款項	Loans and receivables 貸款及應收款項
		HK\$'000 千港元	HK\$'000 千港元
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項之金融資產	966	1,429
Amount due from subsidiaries	應收附屬公司款項	586,445	402,173
Cash and cash equivalents	現金及現金等值項目	107,487	305,644
		694,898	709,246

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39. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

Company (continued)

Financial liabilities

39. 按類別劃分之金融工具(續)

本公司(續)

金融負債

		2012 二零一二年 Financial liabilities at amortised cost 按攤銷成本 計算之 金融負債 HK\$'000 千港元	2011 二零一一年 Financial liabilities at amortised cost 按攤銷成本 計算之 金融負債 HK\$'000 千港元
Other payables	其他應付款項	–	75
Finance lease payable	應付融資租賃	–	46
		–	121

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40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments comprise trade and bill receivables, cash and cash equivalents, available-for-sale investments, derivative financial instruments, trade and bill payables, other payables, amounts due from and due to related parties, amounts due to non-controlling shareholders of subsidiaries, finance lease payables and interest-bearing bank borrowings. Details of these financial instruments are disclosed in the respective notes. The Group's activities expose it to a variety of financial risks: interest rate risk, commodity price risk, foreign exchange rate risk, credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing bank borrowings with a floating interest rate and the interest income of bank deposits would fluctuate with future interest rate.

40. 金融風險管理目標及政策

本集團之主要金融工具包括貿易應收款項及應收票據、現金及現金等值項目、可供出售投資、衍生金融工具、貿易應付款項及應付票據、其他應付款項、應收及應付關聯人士款項、應付附屬公司非控股股東款項、應付融資租賃及計息銀行借貸。該等金融工具之詳情已於各附註披露。本集團之活動承受多種財務風險：利率風險、商品價格風險、匯率風險、信貸風險及流動資金風險。本集團之整體風險管理計劃專注於金融市場之難以預測性，並尋求減低對本集團財務表現之潛在不利影響。董事會檢討及協定管理每項該等風險的政策，並概列如下。

利率風險

本集團所承擔之市場利率變動風險主要與本集團按浮動利率計算之計息銀行借貸有關，而銀行存款利息收入將隨著未來利率波動。

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40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings and time deposits placed with banks).

40. 金融風險管理目標及政策(續)

下表顯示利率可能合理變動(所有其他變數維持不變)對本集團除稅前溢利(透過浮息借貸及存入銀行之定期存款之影響)之敏感度。

		Group 本集團		Company 本公司	
		Increase/ (decrease) in basis points 基點增加/ (減少)	Increase/ (decrease) in loss before tax 除稅前虧損 增加/(減少)	Increase/ (decrease) in basis points 基點增加/ (減少)	Increase/ (decrease) in loss before tax 除稅前虧損 增加/(減少)
		HK\$' 000 千港元		HK\$' 000 千港元	
2012	二零一二年				
Hong Kong Dollar	港元	50	1,426	50	537
Hong Kong Dollar	港元	(50)	(1,426)	(50)	(537)
2011	二零一一年				
Hong Kong Dollar	港元	50	3,451	50	1,528
Hong Kong Dollar	港元	(50)	(3,451)	(50)	(1,528)

Commodity price risk

The Group's commodity price risk is mainly the exposure to fluctuations in the prevailing market price of copper blister and copper concentrate which are the trading commodities of the Group. To minimize this risk, the Group enters into purchase and sale contracts with its suppliers and customers, respectively, with provisional price arrangements based upon the prevailing copper price quoted by the London Metal Exchange whereby the Group effectively hedges its risk.

商品價格風險

本集團之商品價格風險主要來自粗銅及銅精(本集團之貿易商品)之現時市價波動。為減低風險,本集團按倫敦金屬交易所所報之現行銅價分別與其供應商及客戶訂立具臨時定價安排之買賣合約,據此本集團有效對沖其風險。

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40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. Approximately 59% (2011: Nil) of the Group's sales were denominated in currencies other than the functional currency of the operating units making the sale.

At 31 December 2012, the Group had hedged 5% (2011: Nil) of its foreign currency sales for which firm commitments existed at the end of the reporting period.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the Renminbi exchange rate, with all other variables held constant, of the Group's loss before tax (due to changes in the fair value of monetary assets and liabilities).

40. 金融風險管理目標及政策(續)

外匯風險

本集團要面對交易匯率風險。該等風險乃因為經營單位以該單位之功能貨幣以外之貨幣進行買賣而產生。本集團銷售額中，約59% (二零一一年：無) 乃以經營單位 (進行有關銷售) 功能貨幣以外之貨幣列值。

於二零一二年十二月三十一日，本集團已對沖於報告期末有確實承擔的5% (二零一一年：無) 外幣銷售額。

下表闡述由於人民幣匯率的合理可能變動，在其他變數保持不變的情況下，對本集團於報告期末的除稅前虧損 (基於貨幣資產及負債之公平值變動) 的敏感度分析。

		Increase/ (decrease) in Renminbi rate 人民幣匯率 增加/(減少) %	Increase/ (decrease) in loss before (or after) tax 除稅前(或後) 虧損增加/ (減少) HK\$'000 千港元
2012	二零一二年		
If the US dollar weakens against the Renminbi	倘美元兌人民幣轉弱	-2%	20,676
If the US dollar strengthens against the Renminbi	倘美元兌人民幣轉強	+2%	(20,676)
2011	二零一一年		
If the US dollar weakens against the Renminbi	倘美元兌人民幣轉弱	-2%	6,114
If the US dollar strengthens against the Renminbi	倘美元兌人民幣轉強	+2%	(6,114)

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40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

The Group trades only with recognised and creditworthy third parties and the ultimate holding company. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the senior management.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, available-for-sale investments and other financial assets arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. For sales to its ultimate holding company, the Group mitigates its credit risk by obtaining letters of credit arranged by its ultimate holding company. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. At the end of the reporting period, the Group has significant concentration of credit risk that may arise from the exposure to one debtor which accounted for approximately 99% (2011: 28%) of the Group's total trade and bill receivables as at 31 December 2012.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and bill receivables are disclosed in note 21 to the financial statements.

The Group is exposed to concentration of credit risk on its cash and cash equivalents as approximately 44% (2011: 46%) of its cash and cash equivalents is deposited with one bank.

40. 金融風險管理目標及政策(續)

信貸風險

本集團僅與具備認可信譽之第三方及最終控股公司進行貿易。本集團之政策為所有欲按信貸期買賣之客戶，均須通過信貸核實程序。此外，應收餘額乃按持續基準監控，本集團面對之壞賬並不重大。就非以有關經營單位功能貨幣結算之交易而言，在未經高級管理層特定批准前，本集團不會給予任何信貸期。

本集團其他金融資產之信貸風險包括現金及現金等值項目、可供出售投資及因交易對方欠賬而產生之其他金融資產，其最高限額相當於該等工具之賬面值。

由於本集團僅與具備可信譽之第三方進行貿易，因而並無要求任何抵押品。就向最終控股公司銷售而言，本集團通過由其最終控股公司安排信用狀，將其信貸風險舒緩。信貸集中風險按客戶/交易方根據地區與行業界別管理。於申報期間結算日，本集團有可能來自一名債務人之集中信貸風險，彼佔本集團於二零一二年十二月三十一日貿易應收賬款及應收票據總額約99% (二零一一年：28%)。

有關本集團因貿易應收賬款及應收票據引致之信貸風險之進一步數據於財務報表附註21披露。

由於本集團之現金及現金等值項目約44% (二零一一年：46%) 存放於一間銀行，因此本集團就其現金及現金等值項目承擔集中信貸風險。

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40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group monitors its risk to shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade and bill receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between the continuity of funding and flexibility through the use of bank overdrafts, bank loans and finance leases. To manage liquidity risk, the Group periodically monitors its net operating cash flows and maintains an adequate working capital for its daily operations.

The maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

Group

40. 金融風險管理目標及政策(續)

流動資金風險

本集團採用週期性流動資金計劃監控流動資金短缺之風險。此工具監控其金融工具與金融資產(如貿易應收款項及應收票據)之到期日以及來自業務現金流量之預測。

本集團之目標為透過採用銀行透支、銀行貸款及融資租賃，使融資之延續性與靈活性保持平衡。本集團定期監察其經營現金流量淨額及維持其日常營運有充足之營運資金，以管理流動資金風險。

於申報期間結算日，本集團及本公司之金融負債根據已訂約未貼現款項之到期情況如下：

		本集團					Total
		2012 二零一二年					
		On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Over 5 years	
		即期	三個月 少於	三個月至 十二個月 少於	一至五年	超過五年	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
Finance lease payables	應付融資租賃款項	-	29	86	63	-	178
Interest-bearing bank borrowings	計息銀行借貸	2,003	-	15,849	-	-	17,852
Trade and bill payables	貿易應付款項及應付票據	10,779	901,819	20,618	-	-	933,216
Other payables	其他應付款項	19,525	-	-	-	-	19,525
Amounts due to related parties	應付關聯人士款項	18,966	-	-	-	-	18,966
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司 非控股股東款項	593	-	-	-	-	593
Derivative financial instruments	衍生金融工具	-	35,314	-	-	-	35,314
		51,866	937,162	36,553	63	-	1,025,644

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2012

二零一二年十二月三十一日

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) Liquidity risk (continued)

40. 金融風險管理目標及政策(續)

流動資金風險(續)

		2011 二零一一年					
		On demand	Less than 3 months	4 to less than 12 months	1 to 5 years	Over 5 years	Total
		即期	少於 三個月	少於 十二個月	一至五年	超過五年	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Finance lease payables	應付融資租賃款項	–	102	304	133	–	539
Interest-bearing bank borrowings	計息銀行借貸	2,391	259	22,561	–	–	25,211
Trade and bill payables	貿易應付款項及應付票據	3,557	9,589	–	–	–	13,146
Other payables	其他應付款項	6,523	18,432	–	–	–	24,955
Amounts due to related parties	應付關聯人士款項	2,906	–	6,171	–	–	9,077
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司 非控股股東款項	600	–	–	–	–	600
		15,977	28,382	29,036	133	–	73,528

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the return of capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements.

資本管理

本集團資本管理之主要目的為保障本集團之持續經營能力及維持穩健之資本比率，以支持其業務及盡量提高股東價值。

本集團管理其資本架構，並就經濟情況變動作出調整。本集團可能透過調整對股東派發之資本或發行新股以維持或調整資本結構。本集團毋須遵守任何外界實施之資本規定。

31 December 2012

二零一二年十二月三十一日

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**Capital management (continued)**

The Group monitors capital using a gearing ratio, which is total borrowings divided by the total capital. Total borrowings include interest-bearing bank borrowings and related party loans. Total capital is calculated as "equity attributable to owners of the parent", as shown in the consolidated statement of financial position, plus total borrowings. The gearing ratios as at the end of the reporting periods were as follows:

40. 金融風險管理目標及政策(續)**資本管理(續)**

本集團採用資本負債比率監管資金，即借貸總額除以資本總額。借貸總額包括計息銀行借貸及關聯人士借款。資本總額乃按綜合財務狀況表所顯示之「母公司擁有人應佔權益」加借貸計算。申報期間結算日之資本負債比率如下：

		Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Total borrowings	借貸總額	33,799	29,668
Equity	權益	749,118	756,238
Total capital	資本總額	782,917	785,906
Gearing ratio	資本負債比率	4.3%	3.8%

41. EVENTS AFTER THE REPORTING PERIOD

As at the date of approval of these financial statements, the Group has no significant event after the reporting period that need to be disclosed.

41. 申報期後事項

於財務報表批准日期，本集團並無於申報期後之重大事項須予披露。

42. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform with the current year's presentation.

42. 比較金額

若干比較金額已重新分類，以符合本年度之呈列方式。

43. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 21 March 2013.

43. 批准財務報表

董事會已於二零一三年三月二十一日批准及授權刊發財務報表。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

A summary of the published results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements and reclassified as appropriate, is set out below:

本集團過去五個財政年度之已刊發業績、資產、負債及非控股權益概要(乃摘錄自己刊發經審核財務報表及於適當時重新分類)如下:

RESULTS		業績				
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Revenue	收益	1,842,679	129,394	126,916	151,441	138,079
Loss for the year attributable to owners of the parent	母公司擁有人應佔年內虧損	(7,367)	(18,084)	(438,745)	(9,815)	(266,666)
ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS						
Assets	資產	1,797,947	848,369	847,919	642,970	655,669
Liabilities	負債	(1,049,656)	(92,957)	(91,964)	(70,926)	(74,416)
Non-controlling interests	非控股權益	827	826	824	818	320
		749,118	756,238	756,779	572,862	581,573



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