



2017 年報
ANNUAL REPORT

金
JINCHUAN
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)



CORPORATE PROFILE

公司簡介

Jinchuan Group International Resources Co. Ltd (“JCI” or the “Company”) is a mining company headquartered and listed in Hong Kong. The Company was acquired by Jinchuan Group Co., Ltd* (“Jinchuan Group” or “JCG”) in November 2010 and is the Jinchuan Group’s overseas resources development flagship enterprise established for the purposes of accelerating Jinchuan Group’s multinational operation strategy and elevating Jinchuan Group’s global investing, financing and operating capabilities. The Company is primarily engaged in the development and operation of overseas mining resources projects, as well as the trading of raw materials and products of copper, cobalt, nickel and other non-ferrous metals.

Currently, JCI is the operator of a number of mines and projects in the Central African countries of the Republic of Zambia (“Zambia”) and the Democratic Republic of the Congo (“DRC”). The mining assets now operated by JCI are:

OPERATING MINES:

- Ruashi Mine (75% ownership) — located in the DRC and comprising 3 open pits and a process plant producing copper cathode and cobalt for direct sale on the international market.
- Chibuluma South Mine (85% ownership) — located in Zambia and comprising an underground mine with a process plant producing copper concentrate for sale to a smelter located in Zambia.

PROJECT IN TRIAL PRODUCTION STAGE:

- Kinsenda Project (77% ownership) — located in the DRC and is one of the world’s highest grade copper deposits with resources grade at 5.5% copper. The underground mine currently being developed will be in production from beginning of 2018.

EXPLORATION PROJECTS (advanced stage):

- Musonoi Project (75% ownership) and Lubembe Project (77% ownership) both located in the DRC and are currently under exploration. Musonoi Project is well prepared for the development stage to produce copper and cobalt. It had completed the feasibility study and preliminary mine design. Currently the project is in construction preparation stage.

The Jinchuan Group currently retains an approximate 61.7% ownership of JCI. The Jinchuan Group was founded in 1958 and is a state-owned enterprise with its majority interest held by the People’s Government of Gansu Province. The Jinchuan Group is one of the world’s largest mining enterprises being the third largest producer of nickel in the world, the fourth largest cobalt producer in the world and the third largest copper producer in the People’s Republic of China (“PRC”).

* For identification purposes only

金川集團國際資源有限公司（「JCI」或「本公司」）為一間礦業公司，總部位於香港且於香港上市。於二零一零年十一月，本公司被金川集團股份有限公司（「金川集團」或「JCG」）收購，且為金川集團海外資源開發的旗艦企業，成立宗旨為加速金川集團的跨國經營策略及提升金川集團的全球投資、融資及經營能力。本公司主要從事海外礦產資源項目的開發及運營以及銅、鈷、鎳及其他有色金屬的原材料及產品的貿易。

目前，JCI 為中非國家贊比亞共和國（「贊比亞」）及剛果民主共和國（「剛果（金）」）多個礦場及項目的運營商。目前由JCI 經營的採礦資產為：

營運礦場：

- Ruashi礦（75%的所有權）— 位於剛果（金），包括3個露天礦及一個冶煉廠，生產電解銅及鈷以直接銷往國際市場。
- Chibuluma南礦（85%的所有權）— 位於贊比亞，包括1個地下礦，及一個選礦廠，生產銅精礦銷往贊比亞冶煉廠。

項目在試生產階段：

- Kinsenda項目（77%的所有權）— 位於剛果（金），是全球品位最高的銅礦床之一，資源的銅品位為5.5%。目前正在開發的地下礦將於二零一八年初開始生產。

探礦項目（後期）：

- Musonoi項目（75%的所有權）及 Lubembe 項目（77%的所有權），均位於剛果（金）並目前正在勘探。Musonoi項目已做好準備於開發階段生產銅及鈷。項目現已完成可研和初步礦山設計，現在處於建設準備期。

金川集團目前保留JCI約61.7%的所有權。金川集團創辦於一九五八年，為國有企業，其大部分權益由甘肅省人民政府持有。金川集團為全球最大的礦業企業之一，為全球第三大鎳生產商，全球第四大鈷生產商及中華人民共和國（「中國」）第三大銅生產商。

* 僅供識別

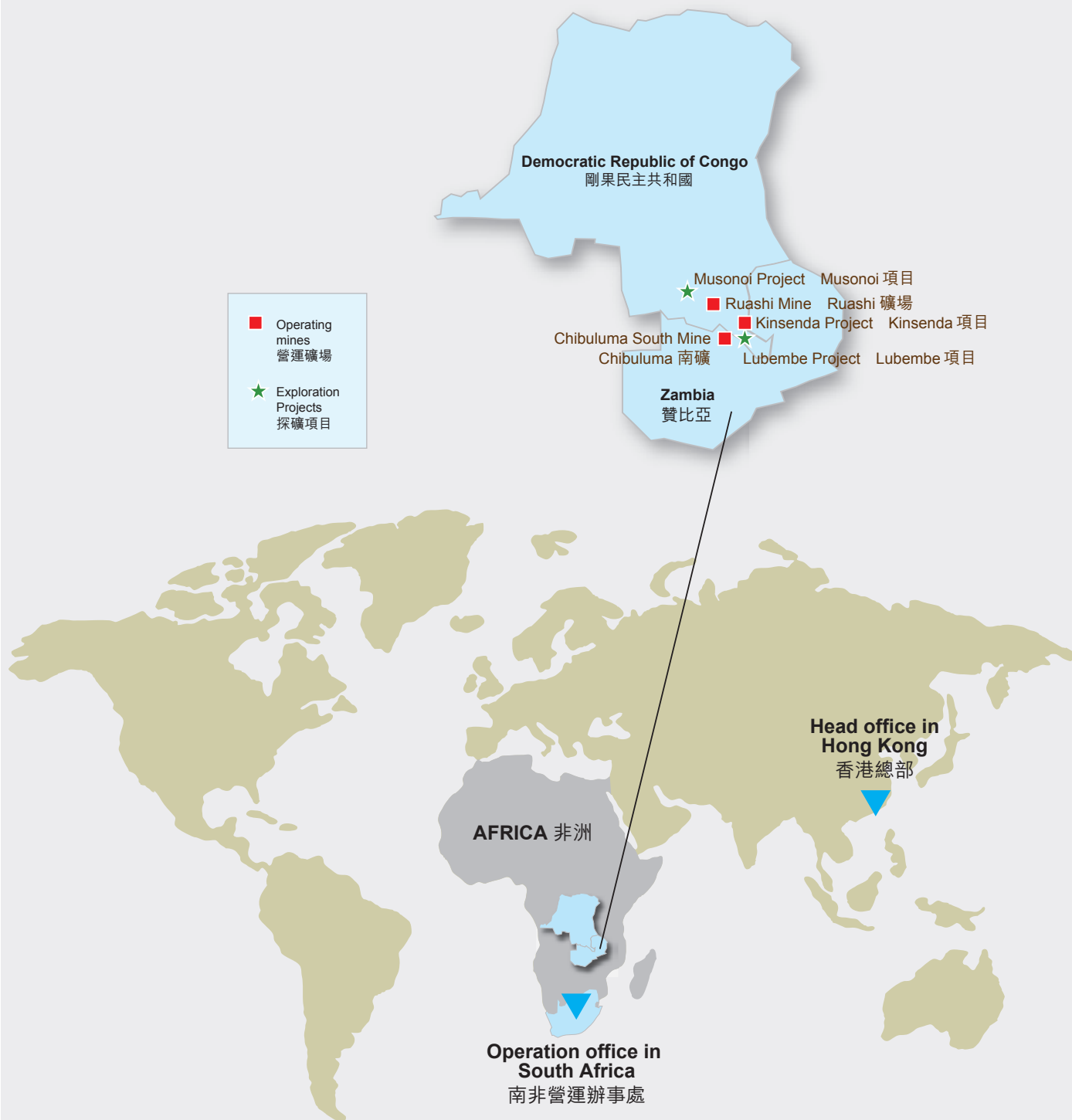
2	Geographic Location of JCI's Mines JCI礦區地理位置分佈	21	Sustainable Development Report 可持續發展報告
3	Financial Highlights 財務摘要	38	Management Discussion and Analysis 管理層討論及分析
4	Corporate Information 公司資料	50	Corporate Governance Report 企業管治報告
6	Chairman's Statement 主席報告	67	Directors and Senior Management 董事及高級管理層
8	CEO's Report 行政總裁報告	73	Report of the Directors 董事會報告
11	Mining Operational Review 採礦業務回顧	88	Independent Auditor's Report 獨立核數師報告
16	Resources and Reserves 資源量及儲量		

CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表

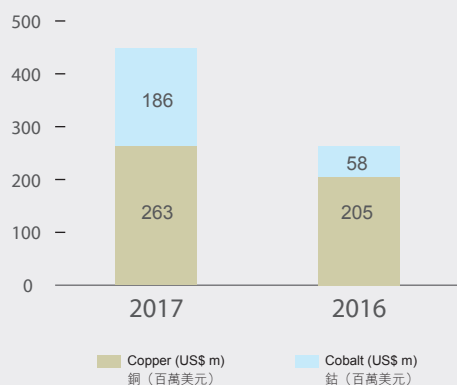
97	Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表	101	Consolidated Statement of Cash Flows 綜合現金流量表
98	Consolidated Statement of Financial Position 綜合財務狀況表	103	Notes to the Consolidated Financial Statements 綜合財務報表附註
100	Consolidated Statement of Changes in Equity 綜合權益變動表		
192	Five-Year Financial Summary 五年財務概要		
193	Glossary 詞彙		

GEOGRAPHIC LOCATION OF JCI'S MINES

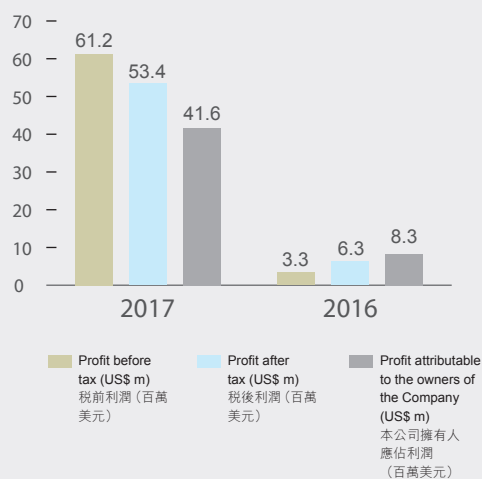
JCI礦區地理位置分佈



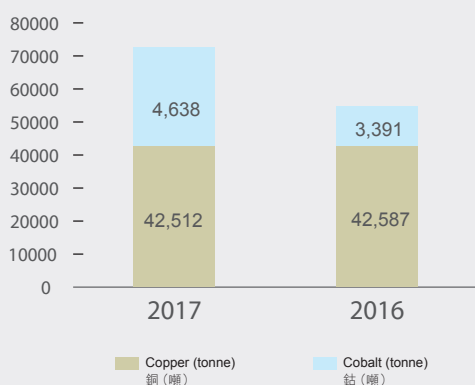
MINING ASSET REVENUE
採礦資產收益



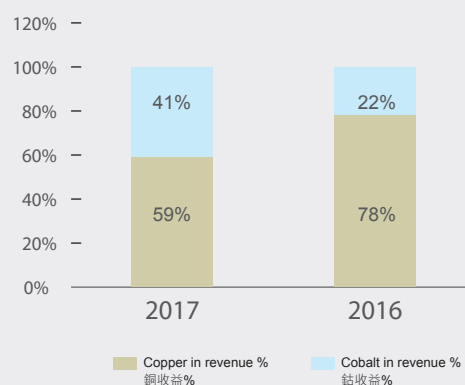
CONSOLIDATED PROFIT AND LOSS
綜合損益



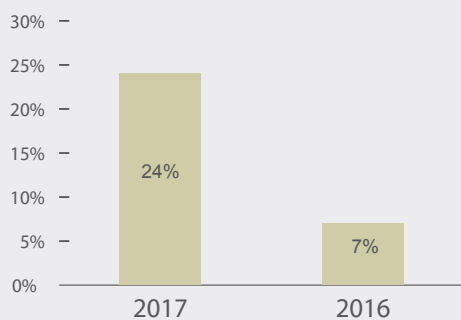
MINING PRODUCTION VOLUME
礦山產量



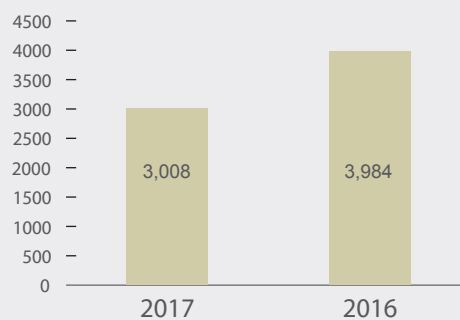
MINING COPPER AND COBALT IN REVENUE
礦山銅收益及鈷收益



EBITDA MARGIN OF MINING ASSET%
採礦資產除息稅折舊攤銷前溢利率%



C1 COST (US\$/t)
C1成本 (美元/噸)



CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. GAO Tianpeng (*Chief Executive Officer*)

Mr. QIAO Fugui

Non-executive Directors

Mr. CHEN Dexin (*Chairman of the Board*)

Mr. ZHANG Youda

Mr. ZENG Weibing

Independent Non-executive Directors

Mr. WU Chi Keung

Mr. YEN Yuen Ho, Tony

Mr. POON Chiu Kwok

COMPANY SECRETARY

Ms. SO Yee Kwan

AUDIT COMMITTEE

Mr. WU Chi Keung (*Chairman*)

Mr. YEN Yuen Ho, Tony

Mr. POON Chiu Kwok

Mr. ZHANG Youda

REMUNERATION AND NOMINATION COMMITTEE

Mr. WU Chi Keung (*Chairman*)

Mr. CHEN Dexin

Mr. QIAO Fugui

Mr. YEN Yuen Ho, Tony

Mr. POON Chiu Kwok

RISK MANAGEMENT COMMITTEE

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

Mr. CHEN Dexin

Mr. ZHANG Youda

Mr. WU Chi Keung

Mr. GAO Tianpeng

STRATEGY AND INVESTMENT COMMITTEE

Mr. CHEN Dexin (*Chairman*)

Mr. GAO Tianpeng

Mr. QIAO Fugui

Mr. ZHANG Youda

Mr. ZENG Weibing

董事會

執行董事

郜天鵬先生 (*行政總裁*)

喬富貴先生

非執行董事

陳得信先生 (*董事會主席*)

張有達先生

曾衛兵先生

獨立非執行董事

胡志強先生

嚴元浩先生

潘昭國先生

公司秘書

蘇漪筠女士

審核委員會

胡志強先生 (*主席*)

嚴元浩先生

潘昭國先生

張有達先生

薪酬及提名委員會

胡志強先生 (*主席*)

陳得信先生

喬富貴先生

嚴元浩先生

潘昭國先生

風險管理委員會

嚴元浩先生 (*主席*)

陳得信先生

張有達先生

胡志強先生

郜天鵬先生

戰略及投資委員會

陳得信先生 (*主席*)

郜天鵬先生

喬富貴先生

張有達先生

曾衛兵先生

REGISTERED OFFICE ADDRESS

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

註冊辦事處地址

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 3101, 31/F
United Centre
95 Queensway
Hong Kong

總辦事處暨香港主要經營地點

香港
金鐘道95號
統一中心
31樓3101室

INDEPENDENT AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants

獨立核數師

德勤•關黃陳方會計師行
執業會計師

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited

開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited

股份過戶登記處香港分處

寶德隆證券登記有限公司

COMPANY WEBSITE

www.jinchuan-intl.com

公司網址

www.jinchuan-intl.com

MAJOR BANKERS

China Development Bank Corporation
The Export-Import Bank of China
Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
DBS Bank Limited
BNP Paribas

主要往來銀行

國家開發銀行股份有限公司
中國進出口銀行
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
法國巴黎銀行



Chen Dexin
Chairman of the Board

陳得信
董事會主席

DEAR SHAREHOLDERS,

I would like to sincerely thank the shareholders who have shown their concern and support to JCI over the years. On behalf of the Company's board of directors, I would like to present to the shareholders the annual report of the Company for the year 2017.

2017 was a year filled with new dynamics for the Company. With the recovery of commodity prices, the Company's policy to improve quality and efficiency achieved demonstrable results. The Company recorded a significant improvement in operating performance, successfully introduced Shandong Hi-Speed as a strategic shareholder of the Company and was included as a constituent stock of the MSCI China Small Cap Index. The Company's work have shown key reformations and turning point changes.

During the reporting period, the Company's main mining asset, Ruashi, has continuously produced record high cobalt, with its single month production the largest since the mine was constructed; while Kinsenda, a newly built mine, has commenced the trial production. The Company achieved revenue of US\$549 million, representing an year-on-year increase of 50.5%, and earnings attributable to shareholders of the Company of US\$41.6 million, representing an year-on-year increase of 399%.

各位尊敬的股東：

衷心感謝各位股東長期以來對金川國際的關注與支援。我謹代表公司董事會向各位股東呈報公司2017年年度報告。

2017年公司充滿新氣象的一年，隨著大宗商品價格回暖，公司內部「提質增效」見成效，公司經營業績大幅好轉，公司成功的引入山東高速為公司的戰略股東，公司股票被納入MSCI中國小型股指數成分股，公司各項工作呈現出關鍵性變革和轉折性變化。

報告期內，公司主力礦山如瓦西(Ruashi)的鈷產量連創新高，單月產量創造了建礦以來的最高紀錄，新建礦山金森達(Kinsenda)已進入試生產階段。公司實現收入549百萬美元，同比增長50.5%，公司股東應佔盈利41.6百萬美元，同比增長399%。

In 2017, the Board and the management have both undergone changes as Mr. Yang Zhiqiang, our former Chairman, and Mr. Zhang Sanlin and Mr. Zhang Zhong, both of whom were executive directors, have resigned as directors of the Company, along with the appointment of Mr. Gao Tianpeng and Mr. Qiao Fugui as new executive directors and Mr. Zhang Youda as new non-executive director. I myself was re-designated from chief executive officer to Chairman, while Mr. Gao Tianpeng was appointed as the new chief executive officer. These changes have further consolidated the Company's advantages in internationalisation and specialisation while also fully demonstrated how the largest shareholder, Jinchuan Group emphasizes development of the Company. I am fully aware of the huge responsibility that has been bestowed on me while, on the other hand, fully supportive and have full confidence in Mr. Gao Tianpeng. I would like to express my sincere thanks to Mr. Yang Zhiqiang, Mr. Zhang Sanlin and Mr. Zhang Zhong for their valuable contributions to the Company over the years.

In 2017, the Company has also further expanded its financing channel, successfully invited Shandong Hi-Speed as a strategic shareholder, raised approximately US\$50 million and improved its capital structure. The Company has drawn attention from the capital market and the stock was actively traded. It was included as a constituent stock of the MSCI China Small Cap Index in November 2017, which signified the recognition and confidence to the Company from global capital market.

Focusing on the grand objective of developing the Company into a world-class mining company, the Board has established the following strategies: the Company shall continue to expand its mining operations; enhance, enlarge and enrich the international trading business; actively seek opportunities in developing new business segments; and leverage on Hong Kong's position as an international financial hub to develop the investment and financing business segments.

Looking forward, we have great confidence for 2018. Currently, the non-ferrous metal industry has entered into a cycle of recovery, where prices of copper and cobalt continues their upward trend. We shall seize market opportunities, continue to work hard to move forward, advance our work in all aspects, overcome all challenges faced in improving quality and efficiency and in transformation and upgrade, as well as accomplish the two fundamental reformations, from maintaining asset value to increasing of asset value, and from large-scale, speed-oriented growth to quality and profit driven growth.

I would like to reassure and promise all of our shareholders that our CEO, Mr. Gao Tianpeng, and myself will lead all employees of the Company to join force and strive for improvement and success with our utmost commitment for the stable, healthy and sustainable development of the Company, in order to create greater value for all of our shareholders.

I would like to thank all our shareholders, community and business partners for their strong support, and extend our sincere gratitude to all employees for their hard work.

Mr. Chen Dexin
Chairman of the Board

Hong Kong, 27 March 2018

2017年，公司董事會與管理層進行了調整，前主席楊志強先生、執行董事張三林先生、張忠先生辭任公司董事，郜天鵬先生、喬富貴先生獲委任為新的執行董事，張有達先生獲委任為新的非執行董事，我本人由行政總裁獲委任為主席，郜天鵬先生獲委任為新的行政總裁。這次調整既進一步鞏固了公司國際化、專業化優勢，又充分體現了大股東金川集團對本公司發展的高度重視。我本人深感責任重大，同時，對郜天鵬先生出任新職表示全力支持並充滿信心，並對楊志強先生、張三林先生及張忠先生多年來對本公司作出的寶貴貢獻表示衷心致謝。

2017年，公司還進一步拓展融資管道，成功引入山東高速作為戰略股東，募資約5000萬美元，改善了公司資本結構。公司股票也獲得資本市場關注，交投活躍，2017年11月被納入MSCI中國小型股指數成分股，表明國際資本市場對於公司的認可與信心。

圍繞將公司發展成為世界級礦業公司的宏偉目標，按照董事會確定的戰略：公司將繼續大力打造礦業板塊；做強做大做優國際貿易業務；積極尋找機會、拓展新業務板塊；依託香港國際金融中心的優勢大力開展投融資業務。

展望二零一八年，我們充滿信心。當前，有色金屬行業進入復蘇週期，本公司銅、鈦產品價格運行中樞繼續上移。我們將抓住市場時機，繼續砥礪前行，將各項工作縱深推進，打好提質增效、轉型升級攻堅戰，完成由資產保值向資產增值、由規模速度型增長向品質效益型增長的兩個根本性轉變。

本人謹此向全體股東保證並承諾，本人及行政總裁郜天鵬先生將帶領本公司全體員工聚力改革、奮發圖強、全力以赴，爭取本公司平穩健康可持續發展，為全體股東創造更大的價值。

本人謹此感謝各位股東、社區及業務夥伴的大力支持，並對全體員工所作出的辛勤努力表示衷心的感謝。

陳得信先生
董事會主席

香港，二零一八年三月二十七日



Gao Tianpeng
Chief Executive Officer

郜天鵬
行政總裁

DEAR SHAREHOLDERS,

I am glad to report on behalf of the management of the Company. I was appointed as the CEO of the Company on 23 August 2017. I have been working as the non-executive Director of the Company for the period from 30 November 2010 to 21 March 2014, and overseeing various matters including cost management, financial management, international trading management, risk management, foreign exchange business, equity-linked deals and equity division reform of Jinchuan Group and daily affairs of the board of directors. Global mining industry underwent severe challenges for the past few years. Metal prices turned around towards the end of 2016 and regained momentum in 2017. I am very optimistic of our company's capability to enhance profitability in years to come. My confidence comes from mining operating team had put efforts to efficiently conduct cost saving during the past few years in difficult market environment.

各位尊敬的股東：

本人謹此欣然代表本公司管理層向各位匯報。本人於二零一七年八月二十三日獲委任為本公司行政總裁。此前，本人曾擔任本公司的非執行董事（由二零一零年十一月三十日至二零一四年三月二十一日期間）。加入金川集團23年來，從事成本管理、財務管理、國際貿易管理、風險管理、外匯業務、股權掛鈎交易、金川集團公司股改上市及董事會日常事務等工作。全球採礦業過去數年經歷了嚴峻的考驗，金屬價格二零一六年底開始回升，二零一七年重拾升勢。本人對未來盈利有望進一步提升感到非常樂觀。信心源於過去數年我們的採礦業務團隊在市場困境中同心協力，對成本進行有效控制。

Apart from the operating mines of Ruashi Mine and Chibuluma South Mine in the Group's African mining operations, Kinsenda Project had finished its commissioning of concentrator. Establishment of key systems including downhole ramp and pre-dewatering, ventilation are in progress to ensure the target for production with full capacity. Kinsenda Project commenced trial production at the end of 2017. Musonoi Project, a quality copper and cobalt property, is gaining momentum for its project progress. The Group will continue to work on the site establishment work.

The recovery in copper and cobalt price during 2017 has given rise to positive impact on our overall financial performance for the period under review. Besides, through technological reform, continuous optimization of economic and technical indicators and reducing operating costs, the Group was able to increase the profit significantly in 2017.

More efforts had been put towards corporate financing and new business development. The Company is aiming to better use of the capital market to support mine development and achieve corporate vision. In the area of new business development, we have also assessed several merger and acquisition opportunities, in particular Southern Africa which was close our existing mines to look for synergy. We will continually, prudently and actively pursue any new business development opportunity.

We will continue to carry out improving quality, efficiency and production. The Company strives to continuously and significantly reduce production costs on the base of 2017, with its strategy of "Improvement on Cobalt and Maintaining Growth on Copper" to increase production and sales and achieve better profitability.

除Ruashi礦場及Chibuluma南礦此等於本集團非洲採礦業務中之營運礦場已投入運行外，Kinsenda項目亦完成選礦廠試車程式。現正進行主要系統建設，包括井下斜坡道、預排水、通風等，確保達成全產能運行的目標。Kinsenda項目於二零一七年末進入試生產階段。Musonoi項目為優質的銅鈷礦財產，現時項目進度良好，本集團繼續進行建設前期準備工作。

銅價及鈷價於二零一七年回升，並為回顧期內整體財務表現帶來正面影響。此外，通過技術改造、持續提高經濟技術指標及降低經營成本，本集團成功使利潤於二零一七年顯著提高。

我們亦投放了更多精力於企業融資及新業務發展。本公司矢志從資本運作助力礦業開發，實現公司願景。在新業務發展方面，為實現協同效應，我們已探討多個潛在併購機會，尤其於非洲南部物色現有礦場附近的公司。我們將勤勉不懈，專注及嚴謹地評估任何新的業務發展機會。

我們將繼續深入推行提質增效措施，努力提升產量，不斷降低生產成本，爭取使綜合成本在二零一七年基礎上再有大幅降低。按照公司確定的「提鈷保銅」策略，抓好增加產量和銷售工作，從產量和銷量上實現增盈。

CEO'S REPORT

行政總裁報告

Finally, I would like to thank the continuous supports of the Shareholders, the communities where the business units engage, customers and business partners. At the same time, I would also like to thank the Board members, management team and all employees for their hard work and contributions.

Mr. Gao Tianpeng
Chief Executive Officer
Hong Kong, 27 March 2017

最後，本人衷心感謝股東、營運單位所在社區、客戶和合作夥伴對本公司一如既往的支持。同時，對董事會成員、管理團隊及全體員工的辛勤努力和做出的貢獻表示由衷謝意。

鄒天鵬先生
行政總裁
香港，二零一七年三月二十七日

The Group's mining operations include two operating mines (Ruashi Mine and Chibuluma South Mine (including Chifupu deposit)), one project in trial production stage (Kinsenda Project), one project at feasibility study stage (Musonoi Project) and one exploration project (Lubembe project).

OPERATING MINES

Ruashi Mine

Overview

The Ruashi Mine is an open oxide copper and cobalt mine situated on the outskirts of Lubumbashi city, the capital of the Katanga Province of the DRC. It was first discovered by Union Minière in 1919 and has been intensively evaluated by drilling over the years. Up to the end of 2017, 1,955 drillholes have been drilled on the mine.

The Ruashi Mine currently consists of three open-pit deposits and a modern SX-EW leach processing plant. These deposits occur along strike of each other over a combined strike length of 2,000 meters, and are separated by cross-cutting faults and breccia zones.

The Group indirectly owns 75% interest of Ruashi Mine and the remaining 25% interest is held by Gécamines, a state-owned mining company in the DRC.

Operational Review

The mining plan accelerated stripping rates of waste and lower grade ore to expedite access to identified areas of high grade ore.

Ruashi Mine production volumes recorded similar level for the year ended 31 December 2017 as of for the year ended 31 December 2016.

本集團採礦業務包括兩座營運礦場 (Ruashi礦場及Chibuluma南礦 (包括Chifupu礦床))、一個在試生產階段的項目 (Kinsenda項目)、一個處於可研階段的項目 (Musonoi項目) 及一個探礦項目 (Lubembe項目)。

營運礦場

Ruashi礦場

概覽

Ruashi礦場為一座位於剛果(金)盧本巴希市(加丹加省省會)郊區之露天氧化銅、鈷礦。最先於一九一九年由Union Minière發現，並多年來透過鑽探進行徹底評估工作。截至二零一七年年終，在該礦場已鑽探1,955個鑽孔。

Ruashi礦目前包括三個露天礦床及一座現代化萃取-電積之浸濾選礦廠。該等礦床出現在合併條帶長度2,000米的沿走向方向，由橫切斷層及角礫岩分隔開。

本集團間接擁有Ruashi礦的75%權益，餘下25%權益由剛果(金)一間國有礦業公司Gécamines持有。

營運回顧

為加快進入已知高品位礦區的時間，已按照採礦計劃加快廢礦及低品位礦石之剝採速度。

Ruashi礦場截至二零一七年十二月三十一日止年度產量與截至二零一六年十二月三十一日止年度相若。

MINING OPERATIONAL REVIEW

採礦業務回顧

During 2017 Ruashi Mine reduced power cost from US\$17 c/kWh to US\$11 c/kWh, as a result of reduced dependence on diesel generators supply (14% of total power in 2016 down to 1% of total power in 2017) and increasing the lower cost local supply (SNEL) from 22% to 36% of total grid supply. The Electro winning process, current efficiency, improved from 76% to 81%, resulting in power savings. Ruashi Mine also achieved a 9% increase in plant processing capacity, following the implementation of a de-bottlenecking project.

Production and sales summary for Ruashi Mine:

For the year ended 31 December
截至十二月三十一日止年度

PRODUCTION:

Copper (tonne)
Cobalt (tonne)

產量：

銅(噸)
鈷(噸)

PRODUCT SOLD:

Copper (tonne)
Cobalt (tonne)

產品銷量：

銅(噸)
鈷(噸)

Revenue (US\$ million)

Average LME Copper price (US\$/tonne)

Average MB Cobalt Price (US\$/tonne)

收入(百萬美元)

倫敦所平均銅價(美元/噸)

金屬導報平均鈷價(美元/噸)

2017
二零一七年

2016
二零一六年

31,546

4,638

31,480

4,677

378.9

6,163

56,989

32,129

3,391

32,233

3,264

210.3

4,863

25,161

* Ruashi's current products include copper cathode and cobalt hydroxide. The production and sales volume shown in the above table were calculated in metal content, with selling prices equivalent to the metal prices. Pricing coefficients were considered in actual sales volume.

* Ruashi目前產品為電解銅和氫氧化鈷，上表中產量和銷量為折合金屬量，售價為金屬價格，實際銷售額已考慮計價系數。

Copper production for the year ended 31 December 2017 decreased by 2% (2016: 32,129 tonnes) to 31,546 tonnes.

截至二零一七年十二月三十一日止年度之銅產量減少2%至31,546噸(二零一六年：32,129噸)。

Cobalt production for the year ended 31 December 2017 increased by 37% to 4,638 tonnes (2016: 3,391) as compared to 2016 due to higher feed grade and a higher recovery came from process recovery improvement. The cobalt recovery improvements were due to reducing losses at the Fe (iron) removal section of the plant and improved leach plant performance.

截至二零一七年十二月三十一日止年度之鈷產量較二零一六年增加37%至4,638噸(二零一六年：3,391噸)，此乃由於給礦品位較高及回收流程改善使採礦回收率更高所致。鈷回收流程改善是由於減少礦廠之鐵質清除部分所出現之損失及改善浸出廠表現所致。

The average benchmark copper and cobalt prices for the year ended 31 December 2017 were US\$6,163/t and US\$56,989/t (2016: US\$4,863 and US\$25,161) respectively. The higher copper and cobalt prices impacted positively on revenue during the year as compared to 2016. The revenue of Ruashi Mine has increased significantly by 80.2% for the year ended 31 December 2017 as compared to 2016.

截至二零一七年十二月三十一日止年度銅及鈷的平均基準價分別為6,163美元/噸及56,989美元/噸(二零一六年：4,863美元及25,161美元)。與二零一六年相比，銅及鈷價上升對本年度收入有正面影響。Ruashi礦場截至二零一七年十二月三十一日止年度之收入較二零一六年大幅增加80.2%。

Cobalt prices rallied during 2017 due to a strong demand for lithium-ion batteries and the demand is expected to continue in 2018.

The capital expenditure of Ruashi Mine for the year ended 31 December 2017 was primarily spent on the de-bottle necking of the plant, anodes and cathode replacements as well as Ruashi III project.

Chibuluma Mine

Overview

Chibuluma Mine is an underground copper mine situated in Zambia located 13km from the town of Kalulushi. The Chifupu deposit is located approximately 1.7 km from the Chibuluma South Mine.

The Company indirectly owns 85% interest of Chibuluma South Mine (including Chifupu deposit) and the remaining 15% interest is held by ZCCM Investment Holdings plc, a Zambian state-owned mining company.

Operational Review

Chibuluma Mine has undertaken a reserve replacement program with development of Chifupu copper deposit, Chifupu deposit, which is expected to be able to extend the life-of-mine ("LOM") until 2022. Chifupu access development was completed and production commenced in the fourth quarter of 2016.

Production and sales summary for Chibuluma South Mine:

For the year ended 31 December
截至十二月三十一日止年度

PRODUCTION:
Copper (tonne)

產量：
銅(噸)

2017
二零一七年

10,966

2016
二零一六年

10,458

PRODUCT SOLD:
Copper (tonne)

產品銷量：
銅(噸)

10,962

10,850

Revenue (US\$ million)

收入(百萬美元)

70.3

52.9

Average LME Copper price (US\$/tonne)

倫敦金所平均銅價(美元/噸)

6,163

4,863

由於鋰電池需求強勁，鈷價於二零一七年一直上揚。預期有關需求於二零一八年將持續。

截至二零一七年十二月三十一日止年度，Ruashi礦場的資本支出主要用於礦廠的去瓶頸化工程、陽極與陰極之更換以及Ruashi第三期項目。

Chibuluma礦場

概覽

Chibuluma礦場乃一座位於贊比亞的地下銅礦，距Kalulushi鎮區13公里。Chifupu礦床與Chibuluma南礦相距約1.7公里。

本公司間接擁有Chibuluma南礦(包括Chifupu礦床)的85%權益，餘下15%權益由贊比亞一間國有礦業公司ZCCM Investment Holdings plc持有。

營運回顧

藉開發名為Chifupu礦床的銅礦床，Chibuluma礦場已實行儲量接替計劃，其預計將能延長礦場開採期(「LOM」)至二零二二年。Chifupu礦床已完成開通並於二零一六年第四季開始投產。

Chibuluma南礦之產量及銷售概要如下：

Copper production for the year ended 31 December 2017 increased by 5% to 10,966 tonnes (2016: 10,458 tonnes) as compared to 2016 because Chifupu material replaced Chib South.

Copper revenue for the year ended 31 December 2017 increased by 33% to US\$70.3 million (2016: US\$52.9 million) as compared to 2016 as a result of higher copper price during 2017.

Capital expenditure of Chibuluma South Mine (including Chifupu deposit) for the year ended 31 December 2017 was primarily spent on the underground mine development and expenditure in opening of the Chifupu deposit.

PROJECT IN TRIAL PRODUCTION STAGE

Kinsenda Project

Overview

Kinsenda Project located in Katanga Province of DRC, and ranks one of the world's highest grade copper deposits. The project has good access to infrastructure, mine to the regional highway is 20 km. Kinsenda Project was in trial production stage in 2017, production capacity is 24,000 tonnes per annum copper in concentrate (copper content).

The Company indirectly owns 77% interest of Kinsenda Project and the remaining 23% interest is held by Sodimico, a state owned enterprise in the DRC.

Kinsenda Project, when in operation, will initially mine high grades of 5.5% copper. Current mine life is 10 plus years and there exists substantial additional ore resources that could extend the mine life in excess of 20 years. Once steady state is achieved, the option to increase throughput will be evaluated.

Construction of the process plant was completed in 2015. Commercial operation status is expected to be achieved early 2018.

Capital expenditure on the Kinsenda Project for the year ended 31 December 2017 was primarily spent on the development of the decline ramp to access the orebody as well as the backfill plant.

截至二零一七年十二月三十一日止年度之銅產量較二零一六年增加5%至10,966噸(二零一六年: 10,458噸), 此乃由於Chifupu的原料取代了Chibuluma南礦。

受惠二零一七年銅價上升, 截至二零一七年十二月三十一日止年度之銅收入較二零一六年上升33%至70.3百萬美元(二零一六年: 52.9百萬美元)。

Chibuluma南礦(包括Chifupu礦床在內)於截至二零一七年十二月三十一日止年度之資本支出主要用於開發地下礦及作Chifupu礦床開礦的開支。

項目在試生產階段

Kinsenda項目

概覽

Kinsenda項目位於剛果(金)加丹加省, 為全球最高品位的銅礦床之一。該項目貫接道路基建之情況良好, 礦場與區內高速公路相隔20公里。Kinsenda項目於二零一七年底進入試生產階段, 年產能達24,000噸銅精礦(含銅量)。

本公司間接擁有Kinsenda項目的77%權益, 餘下23%權益由剛果(金)國有企業Sodimico持有。

Kinsenda項目一旦投入運營, 將初步開採5.5%的高品位銅。現礦場壽命超過10年, 而其存在大量額外礦石資源可將壽命延長至超過20年。一旦達至穩定狀態, 將會評估提高產量的方案。

選礦廠已於二零一五年建成。商業運作預期於二零一八年初達成。

截至二零一七年十二月三十一日止年度, Kinsenda項目之資本支出主要用於礦山斜坡道開拓和充填站建設。

PROJECT CURRENTLY AT FEASIBILITY STUDY STAGE

Musonoi Project

Overview

Musonoi is a greenfield copper and cobalt project currently at feasibility study stage located on the northern outskirts of Kolwezi, approximately 360 km North West of Lubumbashi city, capital of Katanga Province of DRC.

Until 31 December 2017, the focus of Musonoi Project was to rewrite the feasibility study and conduct a number of optimisation studies. A detailed evaluation of the orebody indicates that the mineral resources are SAMREC1 compliant and of sufficient size and to support a mining project. The studies have indicated that the orebody occurs on the eastern end of the Dilala Syncline and is a blind deposit with high-grade mineralisation starting at between 50 and 100 m below surface. The orebody has a strike length of 600 to 700 m and is open ended at depth below 600m from surface, and will be mined from underground using a long hole stopping mining method and a cut and fill with post pillars mining method.

As at 31 December 2017, a total of 89 diamond drillholes have been drilled on the Musonoi Project area totaling 24,604 meters. 60 drillholes covering 17,880 meters have been collared in the Dilala East area and 21 drillholes covering 3,223 meters in the Dilala West area.

The optimisation studies and detailed engineering works will be awarded early in 2018. The final approval and funding strategy is anticipated to be approved in 2018.

Additional work is conducted to improve the mineral resource model, hydrogeological model and geotechnical models to de-risk the project and provide information to assist in mining and infrastructure layouts.

Musonoi project has high grade of Cobalt content with ore grade of 0.9%.

EXPLORATION PROJECT

Lubembe Project

Overview

The Lubembe Project is a greenfield copper exploration project situated in Katanga Province of DRC. No additional progress has been made in evaluating this deposit during the year.

The Lubembe Project mining license was renewed in 2016 and extended for a further 15 years to 2032.

處於可研階段的項目

Musonoi項目

概覽

Musonoi為一個位於科盧韋齊以北外圍的未開發銅、鈷並處於可研階段的項目，距剛果(金)加丹加省省會盧本巴希市西北約360公里。

截至二零一七年十二月三十一日止，有關Musonoi項目進行之主要工作為重寫可行性研究報告及進行多項優化研究。礦體經詳盡評估後顯示，其礦產資源為符合SAMREC1準則，規模充足並可支持一個採礦項目。該等研究指出，礦體出現在Dilala Syncline東端，是從地表下50至100米之間開始礦化的高品位隱伏礦床。礦體條帶長600至700米，縱深延伸至地表600米以下，將採用深孔空場採礦法或分層空場採礦法並配以回填採礦法從地下開採。

截至二零一七年十二月三十一日止，已在Musonoi項目區域內合共鑽探89個金剛石鑽孔，總長24,604米；其中，60個覆蓋距離達17,880米的鑽孔位於Dilala East礦區，21個覆蓋距離達3,223米的鑽孔位於Dilala West礦區。

優化研究及詳盡工程將於二零一八年初授出。預計最終批准及資金策略將於二零一八年批准。

為完善礦產資源模型、水文模型及岩土模型，已進行多項額外工作，以消除項目的風險及為採礦和基礎建設的佈置提供資料支持。

Musonoi項目含有高品位鈷，其礦石品位為0.9%。

探礦項目

Lubembe項目

概覽

Lubembe項目為一個位於剛果(金)加丹加省的未開發銅探礦項目。於本年度，該礦床的評估工作尚未取得額外進展。

Lubembe項目的採礦許可證已於二零一六年重續，並進一步延長15年至二零三二年屆滿。

RESOURCES AND RESERVES

資源量及儲量

OVERVIEW

The Group's mineral resources and mineral reserves statement presented in this report has been prepared as at 31 December 2017 and serves as an update to the mineral resources and mineral reserves statement as at 31 December 2016.

Mineral resources are defined as a concentration or occurrence of material of economic interest in or on the earth's crust in such a form, quality, and quantity that there are reasonable and realistic prospects for eventual economic extraction. Mineral reserves are defined as the economically mineable material derived from a measured or indicated mineral resource. All mineral resources and mineral reserves information presented are compliant with the South African Code for the Reporting of Exploration Results, Mineral Resources and Reserves (the SAMREC Code), and are reported according to the requirements of Chapter 18 of the Listing Rules.

As at 31 December 2017, the Group's mineral resources are estimated to contain 4,462 kt of copper and 362 kt of cobalt.

MINERAL RESOURCES

The Group's mineral resources as at 31 December 2017 accounted for all the currently existing mining projects of the Group, being two operating mines (Ruashi Mine and Chibuluma South Mine (including Chifupu deposit)), one project in trial production stage (Kinsenda Project), one project at feasibility study stage (Musonoi Project) and one exploration project (Lubembe Project).

The Mineral Resources are quoted inclusive of Mineral Reserves.

MINERAL RESOURCES DISCUSSION

Group Mineral Resources showed a decrease from 4,518kt of contained copper in December 2016 to 4,462kt in December 2017, due to depletions at Ruashi and Chibuluma.

There have been minor changes made to the Musonoi mineral resources due to an adjustment in the geodesic survey projection used for the license boundary (Clarke 1866 vs WGS84).

There has been no change in mineral resources for the Lubembe project from December 2016 to December 2017.

Group cobalt mineral resources decreased marginally from 366kt in December 2016 to 362kt in December 2017 due to depletion of oxide resources at Ruashi. Changes to the Musonoi contained cobalt mineral resource are the result of shifts in the license boundary.

概覽

本報告所呈列有關本集團礦產資源量及礦產儲量之陳述已於二零一七年十二月三十一日編製，及作為於二零一六年十二月三十一日礦產資源量及礦產儲量陳述之更新資料。

礦產資源量乃定義為積聚或存在於地殼內或地表，具內在經濟利益之物質，其形態、質量及數量存在最終可實現經濟開採之合理及實際前景。礦產儲量乃定義為來自探明或控制礦產資源量中可作經濟可採之物質。所有已呈列之礦產資源量及礦產儲量資料均符合南非礦產勘探結果、礦產資源及礦產儲量報告規則（「SAMREC規則」），並根據上市規則第18章之規定呈報。

於二零一七年十二月三十一日，本集團之礦產資源量估計含4,462千噸銅及362千噸鈷。

礦產資源量

本集團於二零一七年十二月三十一日之礦產資源量為本集團目前現有之全部開採項目資源量，即兩個營運礦場（Ruashi礦場及Chibuluma南礦（包括Chifupu礦床））、一個在試生產階段的項目（Kinsenda項目）、一個處於可研階段的項目（Musonoi項目）及一個探礦項目（Lubembe項目）。

所報礦產資源量已包含礦產儲量。

礦產資源量討論

本集團礦產資源量由二零一六年十二月之4,518千噸銅含量下降至二零一七年十二月之4,462千噸，原因是Ruashi及Chibuluma均進行開採而減少。

Musonoi之礦產資源量因於劃定牌照地界（Clark 1866 vs WGS84）之大地測量中所用預測出現調整，故有輕微變動。

Lubembe項目之礦產資源量於二零一六年十二月至二零一七年十二月並無變動。

本集團含鈷礦產資源量由二零一六年十二月之366千噸輕微下降至二零一七年之362千噸，乃主要由於Ruashi的氧化資源開採減少所致。Musonoi的含鈷礦產資源量亦因牌照地界遷移而有變。

RESOURCES AND RESERVES

資源量及儲量

The following table summarises the total mineral resources of the Group as at 31 December 2017:

下表概述本集團於二零一七年十二月三十一日之礦產資源總量：

Mineral Resources ⁽¹⁾ 礦產資源量 ⁽¹⁾	Tonnage 噸位 (Mt) (百萬噸)	31 December 2017 二零一七年十二月三十一日				31 December 2016 二零一六年十二月三十一日					
		Grade ⁽²⁾ 品位 ⁽²⁾ (% Cu) (% 銅)	(% Co) (% 鈷)	Contained Metals 含金屬量 (kt Cu) (千噸銅)		Grade ⁽²⁾ 品位 ⁽²⁾ (% Cu) (% 銅)	(% Co) (% 鈷)	Contained Metals 含金屬量 (kt Cu) (千噸銅)			
Ruashi Mine (oxide and sulphide)	Ruashi礦場 (氧化礦和硫化礦)										
- Measured	- 探明	0.4	3.1	0.3	11	1	0.4	3.0	0.4	13	1
- Indicated	- 控制	14.0	2.2	0.4	305	46	13.6	2.1	0.4	307	49
- Inferred	- 推斷	10.9	2.3	0.2	255	28	11.3	2.1	0.2	263	28
- Total Ruashi Mine	- Ruashi礦場總計	25.3	2.3	0.3	571	75	25.3	2.3	0.3	583	78
Chibuluma South Mine	Chibuluma南礦										
Chibuluma South Mine	Chibuluma南礦										
- Measured	- 探明	1.1	3.8	-	43	-	1.5	3.9	-	57	-
- Indicated	- 控制	0.04	4.1	-	2	-	0.2	4.5	-	6	-
- Inferred	- 推斷	-	-	-	-	-	-	-	-	-	-
- Total Chibuluma South Mine	- Chibuluma南礦總計	1.2	3.8	-	45	-	1.7	3.9	-	63	-
Chifupu deposit	Chifupu礦床										
- Measured	- 探明	0.6	2.8	-	17	-	0.8	2.7	-	22	-
- Indicated	- 控制	0.4	2.0	-	7	-	0.4	2.0	-	7	-
- Inferred	- 推斷	1.4	2.6	-	37	-	1.4	2.6	-	36	-
- Total Chifupu deposit	- Chifupu礦床總計	2.4	2.6	-	61	-	2.6	2.6	-	65	-
- Total Chibuluma South Mine (including Chifupu deposit)	- Chibuluma南礦(包括 Chifupu礦床)總計	3.6	2.9	-	106	-	4.3	3.3	-	128	-
Kinsenda Project	Kinsenda項目										
- Measured	- 探明	-	-	-	-	-	-	-	-	-	-
- Indicated	- 控制	13.2	5.3	-	694	-	13.5	5.3	-	711	-
- Inferred	- 推斷	7.5	6.0	-	446	-	7.5	6.0	-	446	-
- Total Kinsenda Project	- Kinsenda項目總計	20.7	5.5	-	1,140	-	21.0	5.5	-	1,157	-
Musonoi Project (Exploration Project)	Musonoi項目 (探礦項目)										
- Measured	- 探明	12.7	3.3	0.9	415	115	13.0	3.3	0.9	424	119
- Indicated	- 控制	13.9	2.4	0.9	328	126	13.9	2.4	0.9	328	127
- Inferred	- 推斷	5.5	2.3	0.8	125	46	4.8	2.5	0.9	121	42
- Total Musonoi Project	- Musonoi項目總計	32.1	2.7	0.9	868	287	31.7	2.8	0.9	873	288
Lubembe Project (Exploration Project)	Lubembe項目 (探礦項目)										
- Measured	- 探明	-	-	-	-	-	-	-	-	-	-
- Indicated	- 控制	54.0	1.9	-	1,016	-	54.0	1.9	-	1,016	-
- Inferred	- 推斷	36.6	2.1	-	761	-	36.6	2.1	-	761	-
- Total Lubembe Project	- Lubembe項目總計	90.6	2.0	-	1,777	-	90.6	2.0	-	1,777	-
Group's Resources	本集團資源量										
- Measured	- 探明	14.8	3.3	0.8	486	116	15.7	3.3	0.8	516	120
- Indicated	- 控制	95.5	2.5	0.2	2,352	172	95.6	2.5	0.2	2,375	176
- Inferred	- 推斷	61.9	2.6	0.1	1,624	74	61.6	2.6	0.1	1,627	70
- Total Resources	- 資源量總計	172.2	2.6	0.2	4,462	362	172.9	2.6	0.2	4,518	366

RESOURCES AND RESERVES

資源量及儲量

Notes:

- (1) The figures do not imply precision and may not total due to rounding. Mineral Resources for the various operations and projects have been compiled in compliance with the SAMREC Code. Mineral Resources are quoted inclusive of Mineral Reserves.
- (2) Grade for all mines and projects are expressed as Total Copper (TCu) or Total Cobalt (TCo).

MINERAL RESERVES

The Group's mineral reserves as at 31 December 2017 accounted for the three operating mines or project in trial production stage, namely Ruashi and Kinsenda Project in DRC, and Chibuluma South Mine (including Chifupu deposit) in Zambia. No mineral reserves have been declared for the exploration projects of Musonoi Project and Lubembe Project as at 31 December 2017.

MINERAL RESERVES DISCUSSION

Group Mineral Reserves showed a drop in contained copper reserves from 502kt in December 2016 to 484kt in December 2017, and a slight decrease in contained cobalt reserves from 29kt to 26kt over the same period.

The drop in copper reserves and in cobalt reserves is largely the result of mining depletions at Ruashi and Chibuluma for copper, and Ruashi only for cobalt during 2017.

Kinsenda commenced the trial production at the end of 2017, with a drop in mineral reserves matching ore production during the year.

Depletions at Chibuluma were in line with mining activities for the year.

附註：

- (1) 數字並非精確，並可能因進行湊整而無法加總。各個作業及項目之礦產資源量均符合SAMREC規則。所報礦產資源量已包含礦產儲量。
- (2) 所有礦場及項目之品位均顯示為全銅(TCu)或全鈷(TCo)。

礦產儲量

本集團於二零一七年十二月三十一日之礦產儲量計及三個營運礦場或在試生產階段之項目，其為剛果(金)之Ruashi礦場及Kinsenda項目，以及贊比亞之Chibuluma南礦(包括Chifupu礦床)。於二零一七年十二月三十一日，Musonoi項目及Lubembe項目探礦項目並無申報礦產儲量。

礦產儲量討論

本集團之礦產儲量呈現下跌，銅含量儲量由二零一六年十二月之502千噸下跌至二零一七年十二月之484千噸，同期鈷含量儲量由29千噸輕微下跌至26千噸。

銅儲量及鈷儲量下跌的主要原因是Ruashi及Chibuluma於銅方面及僅Ruashi於鈷方面出現開採損耗。

Kinsenda於二零一七年末進入試生產階段，其礦產儲量因應年內生產而有所下跌。

Chibuluma錄得的損耗與其年內採礦活動一致。

RESOURCES AND RESERVES

資源量及儲量

The following table summarises the total mineral reserves of the Group as at 31 December 2017:

下表概述本集團於二零一七年十二月三十一日之礦產儲量總量：

Mineral Reserves ⁽¹⁾ 礦產儲量 ⁽¹⁾	31 December 2017 二零一七年十二月三十一日					31 December 2016 二零一六年十二月三十一日					
	Tonnage 噸位 (Mt) (百萬噸)	Grade ⁽²⁾ 品位 ⁽²⁾		Contained Metals 含金屬量		Tonnage 噸位 (Mt) (百萬噸)	Grade ⁽²⁾ 品位 ⁽²⁾		Contained Metals 含金屬量		
		(% Cu) (% 銅)	(% Co) (% 鈷)	(kt Cu) (千噸銅)	(kt Co) (千噸鈷)		(% Cu) (% 銅)	(% Co) (% 鈷)	(kt Cu) (千噸銅)	(kt Co) (千噸鈷)	
Ruashi Mine (oxide and sulphide)	Ruashi礦場 (氧化礦和硫化礦)										
- Proved Reserves	- 證實儲量	0.1	2.0	0.5	2	0	0.1	2.0	0.6	3	1
- Probable Reserves	- 概略儲量	8.0	2.1	0.3	168	26	7.4	2.1	0.4	158	28
- Total Ruashi Mine	- Ruashi礦場總計	8.1	2.1	0.3	170	26	7.5	2.1	0.4	161	29
Chibuluma South Mine	Chibuluma南礦										
Chibuluma South Mine	Chibuluma南礦										
- Proved Reserves	- 證實儲量	1.1	2.6	-	28	-	1.2	2.7	-	34	-
- Probable Reserves	- 概略儲量	0.0	2.8	-	1	-	0.1	3.7	-	4	-
- Total Chibuluma South Mine	- Chibuluma南礦總計	1.1	2.6	-	29	-	1.3	2.8	-	38	-
Chifupu deposit	Chifupu礦床										
- Proved Reserves	- 證實儲量	0.1	2.2	-	2	-	0.3	2.6	-	8	-
- Probable Reserves	- 概略儲量	0.1	1.9	-	2	-	0.1	1.8	-	2	-
- Total Chifupu deposit	- Chifupu礦床總計	0.2	2.1	-	4	-	0.4	2.3	-	10	-
- Total Chibuluma South Mine (including Chifupu deposit)	- Chibuluma南礦(包括Chifupu礦床)總計	1.3	2.5	-	33	-	1.7	2.6	-	48	-
Kinsenda Project	Kinsenda項目										
- Proved Reserves	- 證實儲量	-	-	-	-	-	-	-	-	-	-
- Probable Reserves	- 概略儲量	5.9	4.8	-	281	-	6.1	4.8	-	293	-
- Total Kinsenda Project	- Kinsenda項目總計	5.9	4.8	-	281	-	6.1	4.8	-	293	-
Group's Reserves	本集團儲量										
- Proved Reserves	- 證實儲量	1.3	2.6	-	32	-	1.6	2.6	0.0	45	1
- Probable Reserves	- 概略儲量	14.0	3.2	0.2	452	26	13.7	3.3	0.2	457	28
- Total Reserves	- 儲量總計	15.3	3.2	0.2	484	26	15.3	3.2	0.2	502	29

RESOURCES AND RESERVES

資源量及儲量

Notes:

- (1) The figures do not imply precision and may not total due to rounding. Mineral Reserves for the various operations and projects have been compiled in compliance with the SAMREC Code. No Mineral Reserve has as yet been declared for the Musonoi Project and the Lubembe Project.
- (3) Grade for all mines and projects are expressed as Total Copper (TCu) or Total Cobalt (TCo).

COMPETENT PERSON STATEMENT

Mr. T P Williams, BSc (Hons), PrSciNat (South African Council of Natural and Scientific Professionals Registration No 400387/04), FSAIMM (Fellow of the South African Institute of Mining and Metallurgy). Mr. Williams is the Mineral Resource Management Executive for Metorex and is a full-time employee of the Group. He is a mining geologist with more than 27 years' experience in exploration, resource development, estimation and mining geology in gold and base metals through West, Central and East Africa.

Mr. Williams qualifies as a Competent Person under Chapter 18 of the Listing Rules and the SAMREC Code. He has confirmed in writing that the information disclosed is compliant with Chapter 18 of the Listing Rules, and that it may be published in the form and context in which it is intended.

附註：

- (1) 數字並非精確，並可能因進行湊整而無法加總。各個作業及項目之礦產儲量均符合SAMREC規則。並無就Musonoi項目及Lubembe項目申報任何礦產儲量。
- (2) 所有礦場及項目之品位均顯示為全銅(TCu)或全鈷(TCo)。

合資格人士聲明

本報告中於二零一七年十二月三十一日之礦產資源量及礦產儲量乃經T P Williams先生審閱及編撰。Williams先生，理學士(榮譽)，為PrSciNat(南非自然科學專家委員會(South African Council of Natural and Scientific Professionals)註冊編號：400387/04)及FSAIMM(南非採礦與冶金研究院(South African Institute of Mining and Metallurgy)資深會員)。Williams先生為Metorex之礦產資源管理行政人員，並為本集團全職僱員。彼為採礦地質學家，於西非、中非及東非的黃金及基本金屬勘探、資源開發、評估及採礦地質學方面擁有逾27年經驗。

Williams先生符合上市規則第18章及SAMREC規則下的合資格人士之資格。彼已以書面確認，所披露資料符合上市規則第18章，並可以其擬顯示形式及內容刊登。

A. ENVIRONMENTAL PROTECTION

JCI continues to demonstrate its commitment to the implementation and maintenance of Safety, Health, Environment and Community (“SHEC”) management systems in order to facilitate environmental protection. Ruashi and Chibuluma mines maintained their certification to ISO14001, the international standard for environmental management systems during 2017. All companies complied with relevant legislation and other environmental requirements in the countries of operation.

SHEC performance across the Group is monitored by the Metorex Executive Safety, Health, Environment and Community (SHEC) Committee which meets at the end of each quarter to assess SHEC performance and to advise on continual improvement strategies. The Committee is chaired by Mr. Qiao Fugui (Metorex CEO), and attended by Mr. Lloyd Bradford (Group Metallurgy Executive, Ruashi Mine Board representative, Metorex EXCO SHEC representative), Mr. Timothy Williams (Group Mineral Resource Executive, Kinsenda Project Board representative), Mr. Yulong Tian (Assistant to CEO, Chibuluma Mine Board Representative) and Ms. Colleen Parkins (SHEC Consultant). The Mine General Managers may attend on invitation. Information considered includes incident reporting (number and nature of incidents), trends in SHEC performance, hazard identification, risk assessments, natural resource management and community development initiatives.

SHEC performance is managed on a day-to-day basis through IsoMetrix, the Group’s electronic SHEC and risk management system. In addition, the IsoMetrix system is used to manage Group business risks, and any SHEC-related risks are included in the Group risk register.

Fines and Legal Action

The JCI Group and its operations incurred no fines or penalties related to safety, environmental or occupational health transgressions of legal and other requirements during 2017. No legal action was brought against JCI in this regard. Compensation was paid to small-scale farmers adjacent to Ruashi Mine when the stormwater dam containing low pH water overflowed during a high rainfall event and caused crop damage.

Environmental Incidents

Ruashi Mine recorded one Level 3 incident when the storm water dam, containing water with a low pH, overflowed into surrounding environment, resulting in some land and crop damage. The pollution was remediated and the farmers compensated.

A. 環境保護

JCI持續展現其於促進環保，實施及維護安全、健康、環境及社區(「SHEC」)管理系統的決心。Ruashi及Chibuluma礦場於二零一七年間均成功保持ISO14001環境管理體系國際標準認證。旗下所有公司均已遵守其經營所在國家的相關法例及其他環境規定。

集團內各部門的SHEC表現由Metorex安全、健康、環境及社區(SHEC)執行委員會負責監察，委員會每季季末舉行會議，以評估SHEC表現及對後續改進策略提出建議。委員會由喬富貴先生(Metorex首席執行官)出任主席，並連同Lloyd Bradford先生(本集團冶金部行政主管、Ruashi礦場董事會代表、Metorex執行委員會SHEC代表)、Timothy Williams先生(本集團礦產資源部行政主管、Kinsenda項目董事會代表)、田玉龍先生(首席執行官助理、Chibuluma礦場董事會代表)及Colleen Parkins女士(SHEC顧問)組成。礦場總經理亦可能獲邀出席會議。有關會議的審議資料包括事故報告(事故宗數及性質)、SHEC表現趨勢、危險識別、風險評估、天然資源管理及社區發展措施。

本集團利用其電子SHEC及風險管理系統—IsoMetrix，按日常管理基準管理SHEC表現。此外，本集團亦使用IsoMetrix系統管理其業務風險，並將任何SHEC相關風險載入其風險登記冊。

罰金及法律行動

於二零一七年，JCI集團及其營運並無因違反涉及安全、環境或職業健康的法律及其他規定而被處以罰金或刑罰，JCI亦無就此方面被提起任何法律行動。毗鄰Ruashi礦場的小規模農戶曾因含酸性水質的礦場雨水壩在一次豪雨事件中決堤並導致農作物損壞，而獲支付賠償。

環境事故

Ruashi礦場錄得一宗3級事故，含酸性水質的礦場雨水壩因決堤至周邊環境，導致部分土地及農作物損壞。其造成的污染已獲補救，受影響農戶亦獲賠償。

Chibuluma recorded 27 Level 2 environmental incidents, the majority of which were associated with high levels of total suspended solids in the discharge water. This occurred as a result of inadequate settling time in the settling ponds and on the top of the old tailings dam as it nears capacity. Desilting of settling ponds has been undertaken and extension of the old tailings storage facility has since been completed to reduce such incidences.

Environmental Policy

The Group Environmental Policy is as follows:

JCI is committed to the responsible stewardship of natural resources and the ecological environment. Environmental management is recognised as a high corporate priority, and is a component of Zero Harm, one of the company's values.

JCI is committed to:

- Continually improving the assessment and improvement of environmental performance and the prevention of pollution through the implementation of processes, practices and techniques to avoid, reduce or control the creation, emission or discharge of any type of pollutant or waste and to reduce adverse environmental impacts;
- Conducting environmental impact assessments on all relevant new programmes and projects;
- The integration of environmental management into management practices throughout the company;
- Minimising the use of consumptive resources and promoting the reduction and recycling of waste products where possible;
- Rehabilitating disturbed land and protecting environmental biodiversity;
- Exercising prudence with critical ecological resources, in particular where impacts are unknown or uncertain;
- Managing environmental risk in the workplace and surrounding areas;
- Complying with applicable legal requirements and with other requirements to which the organisation subscribes and which relate to its environmental aspects;
- Training and educating employees in environmental responsibilities; and
- Being transparent and constructive in interactions with stakeholders.

Chibuluma錄得27宗2級環境事故，大部分與排放水中的懸浮固體總量偏高有關。此類事故的發生乃因於沉澱池及舊建的尾礦壩壩頂容量將近極限，使懸浮固體於壩頂沉降時間不足而導致。為減少發生此類事故，沉澱池已進行清淤，舊建的尾礦貯存設施亦自此完成擴建工程。

環境政策

本集團環境政策如下：

JCI集團致力於就自然資源及生態環境的可持續性進行負責任的管理。環境管理被認為是企業管理的重中之重，並為本公司核心價值之一「零傷害」的其中一環。

JCI集團致力於：

- 持續優化評估及提高環境績效，並透過執行各種流程、常規及技術防止污染產生，以避免、減少或控制任何種類污染物或廢棄物的產生或排放及降低對環境產生的不利影響；
- 對所有相關新計劃及項目進行環境影響評估；
- 將環境管理融入本公司整體的管理實踐；
- 盡量減少使用消耗性資源，推動減廢及盡量循環再造；
- 復修遭破壞的土地及保護環境生物多樣性；
- 謹慎對待重要生態資源，尤其該等具有未知或不確定影響的資源；
- 管理工作場所及周圍地區的環境風險；
- 遵守適用的法律規定以及組織所接納且與其環境因素有關的其他規定；
- 培訓及教育僱員有關環境責任；及
- 與利益相關者進行透明及具建設性的互動。

Employees and contractors working at JCI operations play a fundamental role in achieving environmental objectives through:

- Taking ownership of, and participating in, environmental management programmes and initiatives; and
- Setting objective and targets for sound environmental management within the framework of an ISO14001 standard environmental management system.

A1 EMISSIONS

The tables below show the carbon footprint for the JCI Group companies, as well as the Johannesburg head office. The total carbon footprint is shown, as well as Scope 1 (direct emissions, mainly comprising diesel use for the mining fleet and on-site generator power) and Scope 2 (purchased electricity) emissions. It must be noted that most of the power purchased in the DRC and Zambia is hydro-electric power.

There has been a substantial reduction in the Group carbon footprint from 2015 to 2017, which has been mainly due to the decreased use of generators to power the Ruashi plant in 2015. There was a decrease in available purchased power in the DRC in 2013, resulting in the installation of generators at Ruashi in order to maintain production. The power strategy changed in 2016 to operate the generators with a base load of 6MW to protect critical equipment rather than maximise copper production. The base load was further reduced to 1.8MW, before the generators were switched off during 2017 to save diesel. Stability of the power grid and availability of power improved during 2017 due to improvement of SNEL equipment maintenance as well as the ongoing availability of the CEC power supply agreement to import power from Zambia. The average SNEL power supply usage was 4.8MW in the first quarter, 4.68MW in Q2, 6.24MW in Q3 and 8.76MW in the last quarter, demonstrating an increase in the use of hydropower over diesel.

JCI營運業務的僱員及承包商透過以下方式於達成環境目標方面發揮關鍵作用：

- 主導及參與環境管理計劃及措施；及
- 於ISO14001標準環境管理體系框架內確立良好的環境管理目標及指標。

A1 排放物

下表列示JCI集團公司及約翰尼斯堡總部之碳足跡，包括碳足跡總量以及範圍1(直接排放，主要為採礦車隊及現場發電所用的柴油)及範圍2(已購電力)的排放量。值得注意的是，於剛果(金)及贊比亞購買的電力大部分為水力發電。

本集團之碳足跡於二零一五年至二零一七年期間大幅下降，其主因是Ruashi的工廠於二零一五年減少使用發電機發電。剛果(金)於二零一三年可供購買的電力減少，導致Ruashi須安裝發電機以維持生產。有關發電策略於二零一六年有所改變，其中發電機的基載電力改為6MW，藉此以保護重要設備為主要目的而非最大化提升銅產量。發電機的基載電力曾進一步削減至1.8MW，其後為節省柴油已於二零一七年關閉。由於SNEL改善了其設備保養及透過CEC供電合約可從贊比亞獲得持續進口電力，故電網的穩定性及電力供應情況均於二零一七年有所改善。SNEL平均供電功率於第一季度為4.8MW，第二季度為4.68MW，第三季度為6.24MW及第四季度為8.76MW，反映其增加以水力代替柴油供電。

SUSTAINABLE DEVELOPMENT REPORT

可持續發展報告

KICC operates a maize farm on the mine, which planted approximately 320 Ha of maize in 2017.

KICC於礦場經營玉米農場，於二零一七年種植約320公頃的玉米。

Total carbon footprint (t CO₂-e) 2015-2017		二零一五年至二零一七年碳足跡總量 (每噸二氧化碳當量)	2015 二零一五年	2016 二零一六年	2017 二零一七年
Ruashi	Ruashi		41,423	19,654	4,374
Chibuluma	Chibuluma		6,832	5,648	5,816
KICC	KICC		5,223	2,530	3,200
Johannesburg Head Office	約翰尼斯堡總部		151	125	143
JCI Group	JCI集團		53,629	27,957	13,533
Scope 1 emissions (t CO₂-e) 2015-2017		二零一五年至二零一七年範圍1排放量 (每噸二氧化碳當量)	2015 二零一五年	2016 二零一六年	2017 二零一七年
Ruashi	Ruashi		41,031	19,231	3,864
Chibuluma	Chibuluma		6,757	5,575	5,738
KICC	KICC		5,097	2,404	3,020
Johannesburg Operational Office	約翰尼斯堡營運辦事處		0	0	0
JCI Group	JCI集團		52,885	27,211	12,622
Scope 2 emissions (t CO₂-e) 2015-2017		二零一五年至二零一七年範圍2排放量 (每噸二氧化碳當量)	2015 二零一五年	2016 二零一六年	2017 二零一七年
Ruashi	Ruashi		391	423	510
Chibuluma	Chibuluma		76	73	78
KICC	KICC		126	126	180
Johannesburg Operational Office	約翰尼斯堡營運辦事處		151	125	143
JCI Group	JCI集團		744	746	911

Ruashi Mine operates an acid plant which emits SO₂ gas. The acid plant emits an average of 5.376 tonnes of SO₂ per day. The legal limit for SO₂ gas emissions in the DRC is 5.0mg/m³, and the levels of SO₂ at the acid plant are measured on a daily basis in order to comply with the legal standards and protect the health of plant employees. If the levels of SO₂ rise above legal and occupational health limits, the plant will be stopped until the cause of the emissions is identified and resolved.

Ruashi礦場內經營的一座製酸廠排放二氧化硫氣體。該製酸廠平均每日排放5.376噸二氧化硫。剛果(金)的二氧化硫法定排放量上限為5.0毫克/立方米，而為符合法定標準及保障廠房員工健康，製酸廠的二氧化硫排放量乃每日測量。倘二氧化硫排放量超過法定上限及職業健康標準上限，廠房將停止運作，直至找出排放原因及作出解決為止。

WASTE

Hazardous waste

The main types of hazardous waste generated by the mining operations include waste oil and batteries as well as old reagents and spent catalyst at Ruashi. Medical waste is generated by the hospital at Kinsenda and the mine clinics at Ruashi and Chibuluma. The Kinsenda hospital has an incinerator for the disposal of medical waste. Medical waste from Ruashi and Chibuluma mines is taken to the Baraka hospital and the Kalulushi General Hospital respectively for incineration.

Waste oil generation at all sites is shown in the table below.

Waste oil generation (litres)	廢油量(升)	2015 二零一五年	2016 二零一六年	2017 二零一七年
Ruashi	Ruashi	81,800	68,000	22,900
Chibuluma	Chibuluma	70,770	53,130	68,310
KICC	KICC	–	3,600	9,700

Used oil generated at Chibuluma is disposed of to a facility licenced by the Zambia Environmental Management Agency (ZEMA) and used batteries are sold to licenced battery companies.

Ruashi has implemented an oil recycling programme for waste oil. Other hazardous waste generated at Ruashi includes sulphur ash and vanadium pentoxide catalyst from the acid plant. The hazardous waste is currently stored on site. The DRC does not have a licenced hazardous waste disposal facility, so the mine intends to export the waste catalyst to South Africa for disposal in a licenced site. The amounts of hazardous waste generated by Ruashi are shown in the table below.

Ruashi hazardous waste generation	於Ruashi產生的有害廢物	2015 二零一五年	2016 二零一六年	2017 二零一七年
Sulphur ash (tonnes)	硫渣(噸)	177	18	151
Vanadium pentoxide catalyst (litres)	五氧化二釩催化劑(升)	–	–	–

廢物

危險廢物

採礦業務產生的危險廢物主要包括廢油及廢棄電池等類別，以及於Ruashi產生的舊藥劑及廢棄催化劑。醫療廢物產生自Kinsenda醫院以及Ruashi及Chibuluma內的礦場診所。Kinsenda醫院內設有處置醫療廢物的焚化爐。於Ruashi及Chibuluma礦場產生的醫療廢物則分別運往Baraka醫院及Kalulushi綜合醫院(Kalulushi General Hospital)作焚化處理。

下表列示各礦址產生的廢油量。

於Chibuluma礦場產生的廢油會送往由贊比亞環境管理局(ZEMA)發牌的持牌設施處置，而廢棄電池則售予持牌的電池製造公司。

Ruashi已就廢油推行廢油回收計劃。於Ruashi礦場產生的其他有害廢物包括製酸廠產生的硫渣及五氧化二釩催化劑。有害廢物目前就地貯存。剛果(金)境內並無經營有害廢物處置的持牌設施，故此，礦場擬通過物流公司將廢棄催化劑出口至南非，以送往持牌場所進行處置。下表列示於Ruashi礦場產生的有害廢物量：

Non-hazardous waste

Ruashi and Chibuluma dispose of non-hazardous waste generated by the mining operation only, while KICC also assists with the disposal of non-hazardous domestic waste from nearby Kinsenda village. Ruashi has a domestic landfill onsite, and disposed of 38.5 tonnes of non-hazardous waste in 2017 (2016: 45.6 tonnes). The mine also has a plastic recycling programme in place and 65.32 tonnes was recycled (2016: 78.44 tonnes). Chibuluma mine disposed of 107.590 tonnes of domestic waste in 2017 (2016: 73.9 tonnes), which was taken to the Uchi landfill site in Kitwe. 248.13 tonnes of scrap metal was generated in 2017, which is initially stored in the salvage yard and then sold to scrap dealers.

A2 RESOURCE USE

Energy Consumption

The power supplied by the utilities in Zambia and the DRC is largely hydro-electric power. The DRC mines have experienced shortages of supply from power utilities since 2013, and diesel generators are used as an alternative power source. Ruashi's power consumption is shown as kWh per tonne of finished copper. Chibuluma produces copper concentrate, so the power consumption is reflected as kWh per tonne of copper concentrate produced. Kinsenda Project commenced trial production during 2017, so total power consumption is shown. The measure will change to kWh per tonne of copper concentrate as of the 2018 report.

Ruashi energy use	Ruashi能源使用	2015 二零一五年	2016 二零一六年	2017 二零一七年
Power consumption (kWh/t finished copper)	電力消耗 (千瓦時／噸成品銅)	4,488	4,580	4,692

非有害廢物

Ruashi及Chibuluma僅處置自採礦業務產生的非有害廢物，而KICC則同時協助處置鄰近Kinsenda村莊的非有害生活廢物。Ruashi自身擁有廢物堆填區，並於二零一七年處置了38.5噸非有害廢物（二零一六年：45.6噸）。此外，礦場訂有塑料回收計劃，並回收了65.32噸塑料（二零一六年：78.44噸）。Chibuluma礦場於二零一七年處置了107.590噸生活廢物（二零一六年：73.9噸），全部均運往位於基特韋(Kitwe)的Uchi堆填區處置。於二零一七年產生的廢金屬則有248.13噸，其最初存放於廢棄場並其後售予廢料經銷商。

A2 資源使用

能源消耗

贊比亞及剛果(金)的供電設施以水力發電為主。剛果(金)礦場自二零一三年起因電力設施供電短缺，故使用柴油發電機作替補電源。Ruashi的電力消耗以千瓦時／噸成品銅表示。Chibuluma生產銅精礦，故電力消耗反映為千瓦時／噸已生產銅精礦。Kinsenda項目於二零一七年間開始試生產，故顯示總電力消耗。有關量度單位將於二零一八年報告中改為千瓦時／噸銅精礦。

Chibuluma energy use	Chibuluma能源使用	2015 二零一五年	2016 二零一六年	2017 二零一七年
Power consumption (kWh/t concentrate)	電力消耗 (千瓦時／噸銅精礦)	23,032	25,807	10,732

Kinsenda energy use	Kinsenda能源使用	2015 二零一五年	2016 二零一六年	2017 二零一七年
Power consumption (Total kWh)	電力消耗(總千瓦時)	35,999,325	35,220,635	48,352,989

Water consumption

Water at Ruashi is recycled from the return water dams as well as from the stormwater dam for use in the plant. The Ruashi pit is dewatered with the use of boreholes, and water from these boreholes is supplied to REGIDESO, the local water utility, which then supplies water to the local community. The pH value is monitored on the site on a daily basis.

Ruashi's water consumption for 2015 to 2017 is shown in the table below.

耗水

於Ruashi消耗的水經回流壩及雨水壩循環，轉而供選礦廠使用。Ruashi礦坑的水透過鑽井排出，而自該等鑽井排出的水乃供給當地供水公司REGIDESO，由此轉供當地社區使用。礦場每日監測水的酸鹼度。

下表列示Ruashi於二零一五年至二零一七年的耗水量：

Ruashi water consumption	Ruashi耗水量	2015 二零一五年	2016 二零一六年	2017 二零一七年
Copper produced (tonnes)	已生產銅(噸)	35,056	32,129	31,546
Water use (m ³ /day)	耗水量(立方米／日)	6,491	7,451	6,868
Water use (m ³ /tonne Cu)	耗水量(立方米／噸銅)	67.58	84.88	79.67

Chibuluma mine produces copper concentrate, which is transported to a smelter in Zambia, so water consumption is measured per tonne of copper concentrate produced. The mine uses return water and water from underground dewatering in the plant, with make-up water pumped from surface and underground water sources when required. The mine monitors water in accordance with the requirements of its environmental management plan. It must be noted that more than 90% of the water used in the Chibuluma plant is recycled from the tailings dam, and the figure presented therefore reflects actual water use.

Chibuluma礦場生產銅精礦，並將之運往贊比亞一間冶煉廠，因此，耗水量以每噸已生產銅精礦計量。礦場使用選礦廠排出的回注水及地下水，並於有需要時自地表及地下水源抽水補給。礦場根據其環境管理計劃之規定監測水質。務須注意，Chibuluma選礦廠所耗超過90%的水乃循環自尾礦壩，因此，上述數字反映實際耗水量。

Chibuluma's water use is shown in the table below.

下表列示Chibuluma的耗水量：

Chibuluma water consumption	Chibuluma耗水量	2015 二零一五年	2016 二零一六年	2017 二零一七年
Copper produced (t)	已生產銅(噸)	-	10,824	11,017
Water used (m ³ /day)	耗水量(立方米/日)	-	832	732
Water used (m ³ /t Cu produced)	耗水量(立方米/噸銅)	-	28.06	24.25

Construction of the Kinsenda process plant has been completed and it was commissioned in April and May, and ramped up to name-plate capacity in December. Dewatering of the underground mine is undertaken as mine development progresses. Approximately 40,000m³ of water was pumped out of the mine daily in 2017. Some of the water is used as make-water for the process plant but the greater percentage is being released into the river. The mine is a "wet" mine and will also be discharging excess water. Copper levels and pH levels are closely monitored.

Kinsenda選礦廠已完成興建及於四月和五月進行試運行並於十二月提升至額定容量。地下礦的排水工作正跟隨礦場開發的進度進行。二零一七年每日排水量約為40,000立方米。部分排出的水供選礦廠使用，但較大比例的水乃釋放至河流。礦場屬於「潮濕」礦場，且會有過剩水量泄出。銅量水平及pH值均受密切監察。

The Kinsenda plant is currently using 3300m³ per tonne of ore processed. The tailings discharge from the plant is currently feeding into the new tailings storage facility and is not yet returning water back to the plant. Make-up water is thus higher than normal but will drop significantly when return water is available from the tailings dam.

Kinsenda選礦廠目前就每噸已處理礦石耗水3,300立方米。自選礦廠排放的尾礦目前存於新的尾礦貯存設施，仍未回水至選礦廠。因此，補給水較正常水平為多，但將於尾礦壩回水後大幅下降。

The mine also draws water from the local spring which is treated with chlorine before passing to the local community off-take points. Effluent and drinking water are monitored on a monthly basis.

礦場亦從區內溫泉取水，所取出的水於送往地方社區的取出點前均經過氯氣消毒。污水及飲用水均每月進行監察。

The Copper Cathode sheets from the mines are loaded onto trucks directly, and the metal concentrate produced in Chibuluma is loaded directly on truck and transported to the smelter. As a result, there is no packaging material used.

從各礦場生產之電解銅板直接裝上貨車，而於Chibuluma生產之金屬精礦亦直接裝上貨車並運往冶煉廠。因此，並無使用任何包裝物料。

REAGENTS

Ruashi mine produces finished copper through a solvent extraction and electrowinning process. It is therefore the main user of reagents in the Metorex Group. Ruashi's reagent consumption is shown in the table below

藥劑

Ruashi礦場透過溶劑萃取及電解冶煉過程生產成品銅。因此，其為Metorex集團內主要的藥劑使用者。下表列示Ruashi的藥劑使用量：

Ruashi reagent consumption	Ruashi的藥劑使用量	2015 二零一五年	2016 二零一六年	2017 二零一七年
Sulphuric acid (kg/t leached)	硫酸(千克/浸濾噸)	81.4	77.1	61.5
Diluent (kg/t)	稀釋液(千克/噸)	13.15	16.71	41.09
Sulphur (tpd)	硫磺(噸/日)	81	83	0.33
Sodium meta-bisulphide (SMBS) (kg/t leached)	焦亞硫酸鈉(SMBS)(千克/浸濾噸)	4.6	3.4	10.1
Lime (kg/t leached)	石灰(千克/浸濾噸)	25.5	32.1	26.6
Magnesium oxide (t/t cobalt)	氧化鎂(噸/噸鈷)	1.1	0.9	1.2

The Chibuluma plant is a sulphide floatation plant. Reagents in the Chibuluma plant include lime and frother.

Chibuluma選礦廠為一座硫化礦物浮選廠。Chibuluma選礦廠使用的藥劑包括石灰及起泡劑。

Chibuluma reagent consumption	Chibuluma的藥劑使用量	2015 二零一五年	2016 二零一六年	2017 二零一七年
Frother (g/t)	起泡劑(克/噸)	46.82	50.68	43.10
Lime (g/t)	石灰(克/噸)	176.3	191	145.5

Kinsenda operates a concentrator producing an oxide and sulphide floatation product. Reagents used by Kinsenda are as follows:

Kinsenda營運的選礦廠生產氧化及硫化礦物浮選產品。Kinsenda使用的藥劑如下：

Kinsenda Reagent consumption	Kinsenda的藥劑使用量	2015 二零一五年	2016 二零一六年	2017 二零一七年
Xanthate (SNPX) g/t	黃原酸鈉(SNPX) (克/噸)	-	-	120
NaSH g/t	硫氫化鈉(克/噸)	-	-	350
Frother g/t	起泡劑(克/噸)	-	-	95

A3 THE ENVIRONMENT AND NATURAL RESOURCES

The main environmental aspects of the mining operations include:

- Rehabilitation of overburden dumps and tailings dams for closure. Concurrent rehabilitation of the Ruashi and Chibuluma tailings dams is in progress. Chibuluma has constructed an extension to the existing tailings dam, and topsoil has been stockpiled for the purpose of rehabilitation. Progressive rehabilitation on the new tailings dam extension began towards the end of 2017. 625 assorted plant species have been planted around new tailings dam extension and planting of desert grass on the walls of the dam also commenced and has continued into 2018. Kinsenda has commissioned the new tailings dam. The topsoil from the dam footprint has been stockpiled for later use. Plant tailings are currently being deposited into depressions in the basin and there is no return water at present. The height of the dam is still well below the initial earth berms and hence no side slope re-vegetation is required yet. The initial berms are well grassed.
- Dust generation, mainly from vehicle movement on unpaved roads, tailings dam and stockpiles. Fall-out dust is monitored during the dry season, and roads are watered at all sites to reduce dust generation.

A3 環境與自然資源

針對採礦業務的主要環境問題包括：

- 對將予關閉的排土場及尾礦壩進行的復修工程。現時正同步進行Ruashi及Chibuluma的尾礦壩復修工程。Chibuluma擴建了現有尾礦壩，並一直堆存表層土壤以用於復修工程。新的尾礦壩擴建部分於二零一七年底開始逐步復修。新的尾礦壩擴建部分周圍已種植625棵不同種類植物，水壩圍牆亦已開始並於二零一八年持續種植沙漠草類植物。Kinsenda已開始興建新尾礦壩，自興建水壩產生的表層土壤一直堆存供日後使用。礦廠尾礦水目前貯於盆地，現時並無任何回注水。水壩高度仍遠低於第一道土護堤，故此暫毋須對邊坡進行再植被。第一道護堤有足夠草被覆蓋。
- 灰塵，主要產生自汽車於泥路移動、尾礦壩及庫存。為減少產生灰塵，於旱季期間會監測輻射塵灰狀況，及於所有礦址的道路上灑水。

- Pollution from hydrocarbons and chemicals. Mining operations are heavily mechanised, and pollution control measures are in place in the workshops. Leaks outside of contained areas have the potential to cause pollution, including cumulative pollution where small leaks are involved. Preventive maintenance, remediation of polluted soil, clean-up and training of employees working with chemicals, fuels and lubricants are strategies used to reduce and clean up pollution.
- Impact of mining operations on ground and surface water quality. All of the mining operations have implemented water quality monitoring programmes on ground and surface water as appropriate to their approved environmental management plans.
- 碳氫化合物及化學物污染。採礦業務屬高度機械化作業，而各作業場所均訂有污染管制措施。任何於控制區內發生的洩漏均有可能造成污染，包括自輕微洩漏累積而成的污染。透過預防性維護、修復污染土壤、清洗掃除及給予在工作環境中接觸化學物、燃料及潤滑劑的員工培訓等策略，降低及清除污染。
- 採礦業務對地下及地表水質量的影響。所有採礦業務均已按彼等的經批准環境管理計劃，對地下及地表水實施適當的水質監測計劃。

B SOCIAL

B1 EMPLOYMENT

The Company's mines operate within the labour laws of the country of operation. In both Zambia and the DRC the mines are required to comply with the Labour Code, Ministerial Decrees and the Collective Agreements, which include working hours, rest periods, equal opportunity, anti-discrimination, work conditions, vocational qualifications and output. The Group operates under internal policies on recruitment, remuneration, leave and conditions of employment which take the legislation of the countries of operation into account.

Chibuluma Mine has implemented a fatigue management strategy by ensuring that employees reduce their leave days due. This has significantly reduced the number of sick leave days from 342 in 2016 to 299 in 2017.

B2 HEALTH AND SAFETY

Safety

No fatalities occurred at any of the Metorex Group mines in 2017, and a total of 14 lost time injuries were recorded in the Group.

Ruashi Mine achieved 2,767,177 fatality free shifts up to the end of 2017 since the last fatality occurred in 2013. Seven lost time injuries occurred at the mine during the year.

B 社會

B1 僱傭

本公司的礦場根據其營運所在國家的勞動法運作。贊比亞及剛果(金)兩地的礦場均必須遵守勞工守則、部長法令及集體協議，當中涉及工作時間、休息時段、平等機會、反歧視、工作條件、職業資格及生產力。本集團根據其於招聘、薪酬、假期及僱傭條件方面的內部政策運作，而有關內部政策已顧及營運所在國家的法律。

藉著確保員工放取其賺得的假期，Chibuluma礦場已實施一套疲勞管理策略。此做法已使病假數目顯著減少，由二零一六年342日減少至二零一七年299日。

B2 健康及安全

安全

Metorex集團旗下礦場於二零一七年並無發生任何死亡事故，而本集團錄得合共14宗損失工時工傷事故。

自二零一三年發生死亡事故以來，截至二零一七年底止，Ruashi礦場已達成2,767,177個無死亡個案班次。礦場於年內發生七宗損失工時工傷事故。

No fatalities occurred at Chibuluma mines in 2017, and a total of four lost time injuries was recorded. The lost time injury frequency rate reduced from 2.9 to 1.97 per million man hours worked.

Kinsenda achieved 2,321,715 fatality free shifts in 2017 and three lost time injuries occurred onsite.

Chibuluma礦場於二零一七年並無發生任何死亡事故，並錄得合共4宗損失工時工傷事故。損失工時工傷事故頻率從每百萬工時2.9宗下跌至1.97宗。

截至二零一七年止，Kinsenda已達成2,321,715個無死亡個案班次及發生3宗損失工時工傷事故。

Safety Statistics for the Group

本集團的安全數據

Fatality Frequency Rate per million man-hours worked	每百萬工時的死亡頻率	2015 二零一五年	2016 二零一六年	2017 二零一七年
Ruashi	Ruashi	0.00	0.00	0.00
Chibuluma	Chibuluma	0.40	0.00	0.00
KICC	KICC	0.00	0.00	0.00
Group Mines	本集團礦場	0.11	0.00	0.00

Lost Time Injury Frequency Rate per million man-hours worked	每百萬工時的損失工時工傷事故率	2015 二零一五年	2016 二零一六年	2017 二零一七年
Ruashi	Ruashi	0.72	1.03	1.80
Chibuluma	Chibuluma	2.82	2.89	1.97
KICC	KICC	0.71	0.00	1.34
Group Mines	本集團礦場	1.26	1.25	1.71

Health

健康

All of the mining operations fall within areas where malaria is a significant health risk. Malaria cases at each operation are shown in the table below. Prevention measures include indoor residual spraying in Zambia as well as malaria prevention programs at the sites. These programs involve the donation of mosquito nets, removal of stagnant water and improvement of drainage, and support to existing government and non governmental organisation programs and education of the workforce and community. It is of concern that the number of malaria cases occurring at the mines is not decreasing, and further awareness and intervention is required. The number of malaria cases occurring at the mine sites has reduced in 2017.

所有採礦業務所處區域均受瘧疾影響，並構成重大健康風險。下表顯示各作業區的瘧疾案例。預防措施包括於贊比亞進行的室內殘留噴灑，以及於各礦址實行的瘧疾預防計劃。該等計劃涉及捐獻蚊帳、掃除積水及改善排水系統，以及支持政府和非政府組織現行計劃及對勞工和社區進行的教育。由於各礦場的瘧疾個案宗數一直維持不下，故須加強關注及干預。各礦址的瘧疾個案宗數已於二零一七年有所減少。

Malaria cases	瘧疾個案宗數	2015 二零一五年	2016 二零一六年	2017 二零一七年
Ruashi	Ruashi	1,867	1,741	1,331
Chibuluma	Chibuluma	54	85	57
KICC	KICC	895	1,069	916

The Company actively promotes HIV/AIDS prevention programs aimed at employees, their families and the communities in which we operate. Voluntary counselling and testing for HIV is encouraged amongst employees and support systems are in place for employees who test positive for HIV.

本公司為僱員、僱員家屬及我們營運所在社區積極推動艾滋病病毒／艾滋病預防計劃，鼓勵僱員自願諮詢及進行艾滋病病毒檢查，並已制定支援制度幫助該等在艾滋病病毒測試中呈陽性的僱員。

VCT for HIV/AIDS	艾滋病病毒／艾滋病	2015 二零一五年	2016 二零一六年	2017 二零一七年
Ruashi	Ruashi	1,203	1,281	1,011
Chibuluma	Chibuluma	2,659	55	200
KICC	KICC	2,031	1,045	799
Group Mines	本集團礦場	1.26	1.25	1.71

Kinsenda operates a hospital and primary health care facility on site which treats employees and their dependents, and provides a limited service to the local population. Ruashi and Chibuluma mines have clinics on site.

Kinsenda於礦址內經營一座醫院及初級護理醫療設施，負責治療僱員、彼等家眷，及為當地人提供有限度服務。Ruashi及Chibuluma礦場內均設有診所。

B3 DEVELOPMENT AND TRAINING

The Company recognises that development and training of employees is a continuing process for every employee at every level of the organisation, therefore training is perceived as a necessary investment in order to enhance productivity and attain the company's business goals. Critical needs and affordability are taken into account.

B3 發展及培訓

本公司意識到，對企業各層面的每一位僱員而言，發展及培訓為一項持續過程，因此，培訓被視為提高生產力及實現本公司業務目標的所需投資。重大需求及可負擔能力均已作考慮。

All employees, contractors, consultants and visitors receive site induction of various levels, depending on the duration of stay, area to visit and previous visits to site. Metorex is committed to ensure that employees are competent in their roles and therefore possess necessary permits, licences and the like in order to carry out work safely and in accordance with the laws of the countries in which we operate.

所有僱員、承包商、顧問及訪客可獲得不同程度的礦場實地介紹，這取決於停留時間、所走訪區域及過往的探訪。Metorex致力確保僱員勝任其崗位，取得必要許可及牌照等資格，從而符合我們營運所在國家的法律進行安全生產。

In addition, the training departments on the mines identify training needs through advice from supervisors, comparing the skills and knowledge of employees to their job profiles, analysing the performance appraisals, information from the individual development plans and training and development required by law in the countries of operation.

此外，各礦場的培訓部門經參考主管建議、比較僱員相對其工作崗位的技能及知識、分析表現評核，以及自個別發展計劃的資料及營運所在國家法律所規定的培訓及發展要求，識別培訓需求。

Both Ruashi and Chibuluma are certified to the international standard ISO14001 for environmental management systems. One of the requirements of the management system is environmental training for all employees and contractors, as well as job-specific training for employees whose activities have a direct impact on the environment. Training in pollution prevention and remediation is also given.

Ruashi及Chibukuma均獲國際標準ISO14001環境管理系統認證。管理系統的其中一項要求是為所有僱員及承包商提供環保相關培訓，以及為該等從事於對環境有直接影響之活動的僱員提供職業培訓。此外亦有提供有關預防污染及修復的培訓。

B4 LABOUR STANDARDS

The Labour Code in the DRC provides that forced work is prohibited. The mines do not hire candidates who are under the age of 18 years, although the law in the DRC allows for consideration of recruiting candidates from the age of 16. Ruashi has a Human Rights policy in place which specifies the right to:

- Human dignity
- Fair treatment (subject to considerations of affirming previously disadvantages groups)
- Freedom and security of persons
- Not to be subject to slavery, servitude and forced labour
- Freedom of conscience, religion, thought, belief and opinion
- Freedom of expression (subject to considerations of confidentiality and the prohibition of hate speech and incitement to cause harm)
- Peaceful assembly
- Freedom of movement
- Fair labour practice
- Not to be employed if a child
- Not to be arbitrarily deprived of property or possessions
- Freely participate in the cultural life of their choice
- Lawful, reasonable and fair action; and
- Not to be subjected to arbitrary arrest or detention.

Chibuluma does not have a particular written policy on the prevention of child and forced labour, however, the mine follows the Zambian labour policy which clearly forbids child labour. Zambia is also a signatory to the International Labour Organisation conventions No. 138 (minimum age for admission to employment and work) and No. 29 (Forced Labour).

B4 勞動標準

剛果(金)的勞工守則規定禁止強迫工作。礦場並不僱傭年齡低於18歲的應聘人士，即使剛果(金)的法定允許考慮聘用年紀為16歲。Ruashi已制定人權政策，當中訂明以下權利：

- 人性尊嚴
- 公平對待(但須考慮特別關注過往弱勢群體)
- 人身自由及安全
- 不得被強迫為奴隸、奴役及強制勞動
- 道德、宗教、思想、信仰及觀點自由
- 言論自由(但須考慮保密性問題及禁止仇恨言論和導致傷害的煽動)
- 和平集會
- 行動自由
- 公平勞動慣例
- 不得僱傭孩童
- 不得蠻橫地剝奪財產或財物
- 自由選擇自身希望的文化生活
- 合法、合理及公平行動；及
- 不被非法逮捕或拘留。

Chibuluma並無具體訂明書面政策防止童工及強迫勞動，然而，礦場遵循贊比亞勞工政策，而該政策明確禁止童工。贊比亞亦是國際勞工組織公約第138號《最低年齡公約》及第29號《強迫勞動公約》的簽署國。

Chibuluma also subscribes to and is involved with the Global Child Forum for the promotion of Children's rights – *“Global Child Forum brings together thought leaders and influencers from business, civil society, academia and government in order to spur action for social change around children's rights. In particular, we focus on the power of business to be a driver of change, and we encourage businesses to take approaches in their operations and their communities that best advance children's rights. Our work is underpinned by the United Nations (UN) Convention on the Rights of the Child and the Children's Rights and Business Principles as well as by our own research and tools. The Global Child Forum is a Swedish non-profit foundation with headquarters in the heart of Stockholm.”*

Chibuluma has implemented a Fatigue Management Policy as follows:

Chibuluma Mines Plc identifies that fatigue is an internal precondition for unsafe acts because it negatively affects the human operators' internal state. The Company will strive to maintain and enhance safety, performance and productivity in the operational and manage the risk of fatigue in the work place.

Through the Fatigue Management policy, Chibuluma Mines Plc is committed to:

- Taking all practical steps to ensure the safety of employees at work and in relation to roster design. This includes reducing night work to the minimum possible; ensuring no worker spends more than 2-4 days continuously on any night shift, providing a minimum of 2 full nights' recovery after 2-4 night shifts, rotating shifts forward (Day, Afternoon, Night), avoiding rosters that require starting work before 6:30am, implementing responsible alternatives where the measures herein outlined cannot be implemented.
- Systematically identifying hazards and assessing their significance in relation to shift work. This will include; identification of risks in tasks to be performed and assessing the risk of performing tasks when workers are fatigued.
- Eliminating, isolating or minimizing these hazards, in this order of priority.
- When employees face significant hazards, monitor their hours of work and their health and safety representatives.

Chibuluma亦登記成為全球兒童論壇一分子並參與其活動，以推廣兒童權利：「全球兒童論壇匯聚各個企業、公民社會、學校、政府的思想領袖及有影響力者，以激發兒童權利方面的社會變革。我們尤其關注企業推動變革的力量，並鼓勵企業於其業務營運中及在所在社區，為推動兒童權利而採取行動。我們的工作獲聯合國《兒童權利公約》、《兒童權利和企業原則》及我們自身的研究及工具支持。全球兒童論壇是一個瑞典非牟利基金團體，其總部設於斯德哥爾摩的心臟區。」

Chibuluma已實施疲勞管理政策，詳情如下：

Chibuluma Mines Plc視疲勞為不安全行為的前兆，因為其可嚴重影響人體身心狀態。本公司將努力維持及加強營運安全、表現及生產力，管理工作場所的疲勞風險。

透過疲勞管理政策，Chibuluma Mines Plc致力於：

- 採取一切實際步驟以確保僱員工作安全，並於編班設計上採取實際步驟。此包括盡量降低夜班工作，確保工人並無連續進行任何夜班工作超過2-4日、於2-4晚夜班工作後至少提供2晚全晚休息、實行早午晚順時針的輪班系統、避免編排班次於上午六時三十分之前開始，倘上述措施未能落實，則實施負責任的替代方案。
- 有系統地識別危機並評估其對輪班工作的影響。此包括：識別即將執行的任務的風險及評估工人於疲勞時執行任務的風險。
- 消除或隔離或降低有關危機（按此先後順序進行）。
- 員工面對重大危機時，監察彼等的工作時數及其健康和安全评分。

- Ensuring that incident and/or accident investigations consider whether fatigue was a contributing factor.

- 確保於調查事故及／或意外時把疲勞的影響納入考慮因素。

B5 SUPPLY CHAIN MANAGEMENT

The Company contracts specify that all contractors are required to comply with the Group's safety, health, environment and community policies.

Suppliers by geographic region

Suppliers for the operating mines are located in the following regions:

B5 供應鏈管理

本公司合約訂明所有承包商均必須遵守本集團之安全、健康、環境及社區政策。

按地理區域劃分的供應商

各營運礦場的供應商所在地區如下：

Ruashi suppliers by geographical region	Ruashi供應商(按地理區域劃分)	2016 二零一六年	2017 二零一七年
Democratic Republic of the Congo	剛果民主共和國	317	403
South Africa	南非	178	153
Zambia	贊比亞	15	22
Switzerland	瑞士	3	4
United Kingdom	英國	4	4
United Arab Emirates	阿拉伯聯合酋長國	2	4
Australia	澳大利亞	3	2
Mauritius	毛里求斯	3	4
Canada	加拿大	2	2
China	中國	3	5
Germany	德國	1	2
India	印度	1	1
Portugal	葡萄牙	1	1
Singapore	新加坡	1	1

Kinsenda suppliers by geographical region	Kinsenda供應商(按地理區域劃分)	2016 二零一六年	2017 二零一七年
Democratic Republic of the Congo	剛果民主共和國	91	91
South Africa	南非	74	74
Zambia	贊比亞	17	17

Chibuluma Mines suppliers by geographical region	Chibuluma礦場供應商(按地理區域劃分)	2016 二零一六年	2017 二零一七年
Zambia	贊比亞	44	520
South Africa	南非	40	112
United Kingdom	英國	1	2
Australia	澳洲	—	1
China	中國	1	5
India	印度	—	1
Hong Kong	香港	—	1

B7 ANTI-CORRUPTION

Ruashi has a Code of Ethics in place and Chibuluma mine addresses corruption through its Code of Conduct. Kinsenda currently has no specific policies related to corruption although the Ruashi code is adopted. Current controls include an approvals framework for authorisation of orders and contracts and an online ERP system. The Finance and Procurement departments have internal policies in place to address conflict of interest, corruption and fraud. Ruashi mine has in-house investigators who are tasked with researching and investigating all case of fraud, embezzlement, theft, corruption, extortion or money laundering within the company. Their reports are presented to the Prosecutor's office and the General Management, and cases are escalated to Metorex Head Office as required.

Kinsenda has no specific policies related to bribery, extortion, fraud and money laundering. A declaration of interest was signed by all employees in 2014. Controls in place include an approvals framework with authorisation levels and responsibilities, online approval through an ERP system, internal audit and a compliance officer and legal resources in place.

B8 COMMUNITY INVESTMENT

The Company has a Community Policy in place as follows:

Community Policy

The company strives to minimise potential negative social impacts while promoting opportunities and benefits for host communities. The company engages in a range of sustainable development and community relations activities. Community management and development is recognised as a high corporate priority, and is a component of Zero Harm, one of the company's values.

JCI is committed to:

- Continually improving community development and community investment programmes through monitoring, measuring and managing our social and economic impacts;
- Developing programmes that ensure the sustainable welfare of communities;
- Upholding and promoting the human rights of our employees and contractors, our suppliers, and the communities in which we operate;

B7 反貪污

Ruashi已制定一套道德準則，而Chibuluma礦場則透過其行為準則應對貪污。Kinsenda目前並無制定有關反貪污的具體政策，但其已採納Ruashi的準則。現行的監控措施包括就命令及合約授權的批准設立的框架及一套在線ERP系統。財務及採購部門訂有內部政策應對利益衝突、貪污及舞弊事件。Ruashi礦場內聘有內部調查員，負責研究及調查本公司內部一切舞弊、挪用公款、盜竊、貪污、敲詐或洗黑錢個案。其調查報告將提呈檢察主任及行政管理層，並視乎需要將案件提升至Metorex總部。

Kinsenda並無制定關於賄賂、敲詐、舞弊及洗黑錢的具體政策。全體員工已於二零一四年簽署利益申報聲明。現制定的監控措施包括就職級與職責授權的批准設立的框架、透過ERP系統進行在線批准、內部審核，以及委聘合規主任及配備法律資源。

B8 社區投資

本公司制定的社區政策如下：

社區政策

本公司在致力為所處社區大力促進機遇及謀求福祉的同時，會盡量減少可能對社會造成之負面影響。本公司參與不同種類可持續發展及社區關係活動。社區管理及發展被認為是企業管理的重中之重，「零傷害」管理是本公司企業價值之一。

JCI致力於：

- 透過監察、測量及管理我們造成的社會及經濟影響，持續改善社區發展及社區投資計劃；
- 制定可確保社區永續福祉的計劃；
- 維護及提升我們僱員、承包商、供應商及經營所在社區的人權水平；

- Recognising and respecting indigenous people's culture, heritage and traditional rights and supporting the identification, recording, management and protection of indigenous cultural heritage;
 - Building and maintaining stakeholder relationships with people who are directly affected or interested in our operations; and
 - Managing the risk of public health threats amongst employees, contractors and local communities.
- 承認及尊重當地居民的文化、遺產及傳統權利及支持鑑定、記載、管理及保護當地居民的文化遺產；
 - 與直接受我們業務影響或於我們業務中擁有權益的人民建立及維持利益相關者關係；及
 - 管理僱員、承包商及地方社區之公眾健康威脅風險。

Community investment at the mining operations in 2017 and 2016 were undertaken as follows:

於二零一七年及二零一六年在採礦業務中進行社區投資如下：

Ruashi Community Investment (US\$)	Ruashi的社區投資(美元)	2016 二零一六年	2017 二零一七年
HIV/AIDS awareness and prevention	提升對艾滋病病毒／艾滋病的意識及預防	10,000	10,000
Education	教育	5,000	10,000
Agriculture projects	農業項目	250,000	250,000
TOTAL	總計	265,000	270,000

Kinsenda Community Investment (US\$)	Kinsenda的社區投資(美元)	2016 二零一六年	2017 二零一七年
Agriculture	農業	7,400	10,495
Community electricity	社區電力	258,222	149,935
Community feeding schemes (orphans and widows)	社區糧食供給計劃(孤兒及寡婦)	21,027	28,691
Education	教育	4,016	72,786
Sport and recreation	體育與休閒	5,458	4,098
Community sanitation	社區衛生	4,008	5,148
Community relations	社區關係	14,515	51,680
TOTAL	總計	314,646	322,832

Chibuluma Community Investment (US\$)	Chibuluma的社區投資(美元)	2016 二零一六年	2017 二零一七年
Education	教育	11,620	8,199
Health	健康	18,287	25,506
Skills Development	技能培養	12,406	17,620
Sport and Recreation	體育與休閒	62,873	27,534
TOTAL	總計	105,186	78,859

BUSINESS REVIEW

The principal business of the Group is in the mining operations, primarily copper and cobalt production, the Group also trades mineral and metal products. The recovery of copper and cobalt prices during 2017 has given rise to positive impact on our overall financial performance for the period under review. Beside, through technological reform, continuous optimization of economy and reducing operating costs, the Group was able to achieve more profit in 2017 as compared with last year.

Mining Operations

The Group's mining operations is represented by the Metorex Group, which is headquartered in South Africa. Metorex Group has majority control over two operating mines in Africa which are Ruashi Mine, a copper and cobalt mine located in the DRC and Chibuluma South Mine (including the Chifupu copper deposit), a copper mine located in Zambia. For the year ended 31 December 2017, the Group produced 42,512 tonnes of copper (2016: 42,587 tonnes) and 4,638 tonnes of cobalt (2016: 3,391 tonnes), and sold 42,443 tonnes of copper (2016: 43,083 tonnes) and 4,677 tonnes of cobalt (2016: 3,264 tonnes) which generated sales of US\$263 million and US\$186.2 million respectively (2016: US\$205.2 million and US\$58 million respectively). Copper production was comparable to 2016. The significant increase in cobalt production was mainly because of technological reform and optimization and higher cobalt feed grade.

Metorex Group also has control over Kinsenda Project, a development copper project which commence trial-production stage at the end of 2017 in the DRC, and Musonoi project, a copper and cobalt project in feasibility study stage, and Lubembe project, a copper project in exploration stage.

業務回顧

本集團之主要業務為採礦業務，主要生產銅及鈷。本集團亦進行礦產品及金屬產品貿易。銅價及鈷價於二零一七年有所回升，為回顧期間的整體財務表現帶來正面影響。此外，通過技術改造、不斷優化經濟指標及降低經營成本，本集團成功於二零一七年獲得較去年更多之利潤。

採礦業務

本集團之採礦業務由總部位於南非之Metorex集團主理。Metorex集團對非洲兩個營運礦場擁有多數控制權，分別為位於剛果(金)之銅鈷礦Ruashi礦場及位於贊比亞之銅礦Chibuluma南礦(包括Chifupu礦床)。截至二零一七年十二月三十一日止年度，本集團生產42,512噸銅(二零一六年：42,587噸)及4,638噸鈷(二零一六年：3,391噸)，並出售42,443噸銅(二零一六年：43,083噸)及4,677噸鈷(二零一六年：3,264噸)，產生銷售額分別為263百萬美元及186.2百萬美元(二零一六年：分別為205.2百萬美元及58百萬美元)。銅產量與二零一六年相若。鈷產量則顯著增加，其主要歸因於技術革新優化及鈷給礦品位較高。

Metorex集團亦擁有Kinsenda項目(一個於二零一七年末進入試生產階段之剛果(金)銅開發項目)、Musonoi項目(一個處於可研階段之銅鈷礦項目)，以及Lubembe項目(一個銅探礦項目)。

Trading of Mineral and Metal Products

For the year ended 31 December 2017, GHL purchased and sold a total of 16,141 tonnes (2016: 19,969 tonnes) of copper blister. The revenue from sales of copper blister for the year ended 31 December 2017 amounted to US\$98 million (2016: US\$96.3 million). The copper blister was sourced from a Zambian producer under a renewed annual contract for 20,000 tonnes in 2017. The volume of copper blister shipped during 2017 decreased by 19% as compared to 2016. The copper blister was sold in China directly.

The zinc repurchase business that GHL started in late 2016 intended as a low-risk trading business which purchases physical zinc and hedges the market risk with London Metal Exchange futures. For the year ended 31 December 2017, GHL traded zinc repo trading products. The profit from zinc repo business for the year ended 31 December 2017 amounted to US\$0.27 million.

FINANCIAL REVIEW

The Group's operating results for the year ended 31 December 2017 are a consolidation of the results from the mining operations and the trading of mineral and metal products.

Revenue

The revenue for the year ended 31 December 2017 was US\$549.2 million, representing an increase of 50.5% compared to US\$364.8 million for the year ended 31 December 2016. Revenue increased during the year mainly contributed from mining operation business which was further discussed below.

礦產品及金屬產品貿易

截至二零一七年十二月三十一日止年度，GHL購買及出售合共16,141噸（二零一六年：19,969噸）粗銅。截至二零一七年十二月三十一日止年度，銷售粗銅之收益為98百萬美元（二零一六年：96.3百萬美元）。粗銅乃根據一份於二零一七年續期之20,000噸年度採購合約採購自一家贊比亞生產商。二零一七年裝運之粗銅數量較二零一六年減少19%。粗銅乃直接於中國銷售。

GHL於二零一六年底開展之鋅回購業務原意是一項低風險貿易業務，其從事購買實體鋅金屬，並透過倫敦金屬交易所期貨合約對沖市場風險。截至二零一七年十二月三十一日止年度，GHL買賣鋅金屬回購貿易產品。截至二零一七年十二月三十一日止年度，鋅回購業務之溢利為0.27百萬美元。

財務回顧

本集團截至二零一七年十二月三十一日止年度之經營業績為綜合採礦業務與礦產品及金屬產品貿易業務之業績。

收益

截至二零一七年十二月三十一日止年度之收益為549.2百萬美元，較截至二零一六年十二月三十一日止年度之364.8百萬美元上升50.5%。年內收益上升主要歸因於採礦業務，其進一步論述如下。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group's sales performance from its mining operations was as follows:

本集團於採礦業務之銷售表現如下：

		2017 二零一七年	2016 二零一六年
Volume of copper sold (tonne)	銅銷售量(噸)	42,443	43,083
Volume of cobalt sold (tonne)	鈷銷售量(噸)	4,677	3,264
Revenue from sales of copper (US\$ million)	銅銷售收益(百萬美元)	263.0	205.2
Revenue from sales of cobalt (US\$ million)	鈷銷售收益(百萬美元)	186.2	58.0
Total revenue from the mining operations (US\$ million)	採礦業務總收益(百萬美元)	449.2	263.2
Average price received per tonne of copper (US\$)	已收每噸銅平均售價(美元)	6,196	4,764
Average price received per tonne of cobalt (US\$)	已收每噸鈷平均售價(美元)	39,817	17,770

Note: Cobalt price has already included price ratio of 69.5%

註：鈷價已包含69.5%之價格比率

During the year ended 31 December 2017, the higher commodity market prices impacted positively on the Group's revenue. Revenue of the Group's mines reported at US\$ 449.2 million and increased by 71% from 2016.

於截至二零一七年十二月三十一日止年度，商品市價上升對本集團收益帶來正面影響。本集團礦場錄得收益449.2百萬美元，較二零一六年增加71%。

The copper mining revenue increased by 28% from 2016 to 2017, as a result of higher price. 2017 copper production volume was comparable to the 2016 production volume. The cobalt revenue increased by 221% from 2016 to 2017 as a result of higher cobalt price as well as an increase in cobalt production volume.

銅開採收益從二零一六年至二零一七年上升28%，乃由於價格上升所致。二零一七年銅產量與二零一六年產量相若。鈷收益從二零一六年至二零一七年上升221%，乃由於鈷價上升及鈷產量增加所致。

The trading of mineral and metal products segment recorded a decrease in revenue from sales of copper related raw materials by 3.6% from US\$101.7 million for the year ended 31 December 2016 to US\$98 million for the year ended 31 December 2017. New revenue generated from inventory financing relating to non-ferrous metal commodities which was initiated in late 2016.

礦產品及金屬產品貿易分類之收益錄得下降，銷售銅相關原材料之收益從截至二零一六年十二月三十一日止年度之101.7百萬美元下降3.6%至截至二零一七年十二月三十一日止年度之98百萬美元。有色金屬商品之存貨融資新業務已自二零一六年底開始產生收益。

Cost of Sales

Cost of sales represents the costs associated with the production of copper and cobalt from the Group's mining operations and the purchase cost for the trading of mineral and metal products. The major components of cost of sales are as follows:

銷售成本

銷售成本指與本集團銅鈷生產採礦業務有關之成本以及礦產品及金屬產品貿易之採購成本。銷售成本之主要組成部分如下：

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Mining Operations:	採礦業務：		
Realisation costs	變現成本	6,051	6,167
Mining costs	採礦成本	141,237	44,124
Salaries and wages	薪金及工資	41,330	41,680
Processing costs	加工成本	70,710	78,054
Engineering and technical costs	工程及技術成本	20,661	20,059
Safety, health, environment and community costs	安全、健康、環境及社區成本	2,717	2,970
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	43,377	46,772
Amortisation of mineral rights	礦產權攤銷	7,030	10,973
Other costs	其他成本	497	10,867
Sub-total	小計	333,610	261,666
Purchases for Trading of Mineral and Metal Products	礦產品及金屬產品貿易之採購成本	99,415	100,822
Total Cost of Sales	總銷售成本	433,025	362,488

Cost of mining operations increased by 27.5% to US\$333.6 million (2016: US\$261.7 million) for the year ended 31 December 2017 as a result of more stripping cost to mine low grade ore. At the end of 2017, the mining area already passed the low grade ore area.

採礦業務成本增加27.5%至截至二零一七年十二月三十一日止年度333.6百萬美元(二零一六年：261.7百萬美元)乃由於低品位礦石剝採成本增加。於二零一七年末，礦區已完成低品位礦石剝採。

The decrease in purchases for trading of mineral and metal products was primarily due to the decrease in trade volume of copper blister.

礦產品及金屬產品貿易之採購額下降乃主要由於粗銅貿易量減少所致。

The decrease in processing costs was mainly attributable to the implementation of cost saving measures, lower reagent price and lower power cost. Ruashi Mine had reduced dependence on diesel generators, and relied more on the lower cost local electricity supply. Current efficiencies for the Electro-winning process resulted in additional power savings. The debottle-neck project impacted positively on production by increasing the plants processing capacity.

加工成本減少主要歸因於成本節約措施之實施、較低的試劑價格及較低的電力成本。Ruashi礦場已減低對柴油發電機的依賴，並更依賴較低成本的本地電力供應。電解冶煉生產過程的電流效率提高了節電效果。去瓶頸化項目使廠房產能增加，為生產帶來正面影響。

Gross Profit

The gross profit of the Group increased by 4,742% from US\$2.4 million for the year ended 31 December 2016 to US\$116.2 million for the year ended 31 December 2017. The increase in copper and cobalt prices and increase in cobalt production volumes were the main causes of increase in the gross profit. The gross profit margin increased from 0.6% in 2016 to 21.2% in 2017.

Net Financing Costs

The net financing costs increased by 25.1% from US\$6.1 million to US\$7.7 million during 2017. There was an increase of US\$0.3 million and US\$1.8 million for the financing income and financing costs for 2017 compared with 2016.

The increase in finance income was mainly due to increase in bank interest income from time deposit in Hong Kong.

The increase in finance costs was mainly due to the increase in interest on perpetual subordinated convertible securities ("PSCS") by US\$1.1 million and increase in average interest rate during 2017.

Other Gains and Losses

The significant increase in other losses during 2017 was mainly due to a significant unrealised exchange loss of approximately US\$16.6 million derived from the conversion of VAT ("Value-added tax") receivables denominated in CDF which depreciated.

毛利

本集團毛利由截至二零一六年十二月三十一日止年度的2.4百萬美元增加4,742%至截至二零一七年十二月三十一日止年度的116.2百萬美元，銅鈷價格及鈷產量上升是毛利增加的主要原因。毛利率由二零一六年之0.6%增加至二零一七年之21.2%。

淨財務成本

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Financing income	財務收入	986	686
Financing cost	財務成本	(8,673)	(6,832)
		(7,687)	(6,146)

淨財務成本於二零一七年間由6.1百萬美元增加25.1%至7.7百萬美元。與二零一六年相比，二零一七年之財務收入與財務成本分別增加0.3百萬美元及1.8百萬美元。

財務收入增加主要是由於香港之定期存款銀行利息收入增加。

財務成本增加主要是由於二零一七年永久次級可換股證券(「永久次級可換股證券」)利息增加1.1百萬美元及平均利率增加。

其他收益及虧損

於二零一七年其他虧損錄得顯著增加乃主要由於剛果法郎貶值，導致於兌換以剛果法郎計值的應收VAT(「增值稅」)款項時產生顯著未變現匯兌虧損約16.6百萬美元。

Selling and Distribution Costs

The costs mainly represent the off-mine costs incurred when the Group sells its copper and cobalt under the mining operations, and they primarily comprise of transportation expenses, freight expenses and custom clearing expenses. The breakdown of selling and distribution costs is as follows:

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Off-mine costs:	礦場外成本：		
Transportation	運輸	276	335
Freight	貨運	19,470	13,156
Clearing costs of export	出口清關成本	10,946	9,350
Others	其他	565	599
Total Selling and Distribution Costs	總銷售及分銷成本	31,257	23,440

Selling and distribution costs increased by 33.3% from US\$23.4 million for the year ended 31 December 2016 to US\$31.3 million for the year ended 31 December 2017. This was primarily due to the higher production volume of cobalt and tonnage sold.

Administrative Expenses

Administrative expenses decreased by 1.4% from US\$20.9 million for the year ended 31 December 2016 to US\$20.6 million for the year ended 31 December 2017. Administrative expenses mainly include staff costs and mining royalties payable to the minority shareholders and local government of the Operating Mines in Africa and other operating expenses of the Group.

Reversal of Impairment Loss

During the year under review, the Group recorded a non-cash reversal of impairment loss of US\$17.1 million on the mineral rights (2016: reversal of impairment loss of US\$67.8 million), since there were increases in copper and cobalt prices towards the end of the year as well as successful implementation of cost-saving plans as compared to 2016.

The reversal of impairment loss was made in relation to Ruashi Mine in the DRC in 2017.

銷售及分銷成本

該等成本主要指本集團於銷售其採礦業務之銅及鈷時所產生之礦場外成本，主要包括運輸開支、貨運開支以及清關開支。銷售及分銷成本之明細如下：

銷售及分銷成本自截至二零一六年十二月三十一日止年度的23.4百萬美元增加33.3%至截至二零一七年十二月三十一日止年度的31.3百萬美元，主要是由於鈷產量上升及已售噸數上升。

行政開支

行政開支自截至二零一六年十二月三十一日止年度的20.9百萬美元減少1.4%至截至二零一七年十二月三十一日止年度的20.6百萬美元。行政開支主要包括員工成本及應向非洲營運礦場的少數股東及當地政府支付的礦產權使用費以及本集團之其他經營開支。

減值虧損撥回

於回顧年度，本集團就礦產權錄得非現金減值虧損撥回17.1百萬美元（二零一六年：減值虧損撥回67.8百萬美元），這是由於銅價及鈷價於本年末與二零一六年末相比有所上升以及成功實行節省成本計劃所致。

於二零一七年就剛果（金）之Ruashi礦場錄得減值虧損撥回。

The reversal of impairment loss was resulted from the change in value of the principal parameters used in the 2016 impairment assessment in the mining operations, mainly the higher estimated price for commodities, namely copper and cobalt, and the lower estimated cost resulted from the successful implementation of cost control measures in 2017.

During the year ended 31 December 2016, despite the recovery in copper and cobalt price towards the end of 2016, the production plan of a developing project of the Group has been delayed mainly due to additional work performed. This additional work is neither budgeted nor planned. The recoverable amount of the relevant assets has been determined on the basis of their value in use. The recoverable amount was determined based on the cash flow projections derived from the current mine plan, production reserves and estimated future copper and cobalt prices. The pre-tax discount rate used in measuring value in use was 14.8% (2016: 14.8%). Accordingly, an impairment loss in respect of exploration and evaluation assets of US\$14,017,000 for the related CGU was recognised in profit or loss during the year ended 31 December 2016. During the year ended 31 December 2017, the mine commence the trial-production stage, and there is no impairment recognised or reversed after impairment assessment has been performed as at 31 December 2017.

The key value of input used in the valuation comprise forecast long term copper price over LOM at a range from US\$6,500 per tonne to US\$7,500 per tonne; and forecast long term cobalt price was US\$55,115 per tonne. The discount rate, as another key value of input, remained stable in 2017 as a result of no significant change of risk profiles of the countries of the respective mines are located. Moreover, the successful optimization of respective current mine plans in 2017, improved the cost structure, gave rise to favourable effect to the reversal of the impairment loss.

Given the nature of the Group's activities, the valuation method adopted for each mine was determined based on discounting the respective cash flow projections to derive the value in use as the recoverable amount.

錄得減值虧損撥回是由於採礦業務就二零一六年作減值評估所用之主要參數值有變，其主要為商品（指銅及鈷）估計價格上升及因二零一七年成功實施成本控制措施而帶來之估計成本下降。

截至二零一六年十二月三十一日止年度，儘管銅價及鈷價步入二零一六年末有所回升，但本集團一個開發項目之生產計劃滯後，主要是由於年內進行了額外工程。此項額外工程並無制訂預算或作出規劃。相關資產之可收回金額乃按其使用價值釐定。可收回金額乃基於當前礦場計劃、生產儲量及估計未來銅鈷價格得出之現金流量估算釐定。計量使用價值時所用之除稅前貼現率為14.8%（二零一六年：14.8%）。因此，於截至二零一六年十二月三十一日止年度，已就相關現金產生單位於損益確認勘探及評估資產之減值虧損14,017,000美元。截至二零一七年十二月三十一日止年度，礦場進入試生產階段，而經進行減值評估後，於二零一七年十二月三十一日並無確認或撥回任何減值。

估值所用之主要輸入數據包括LOM期內長期銅價預測介乎每噸6,500美元至每噸7,500美元；及長期鈷價預測每噸55,115美元。另一主要輸入數據－貼現率於二零一七年維持穩定，原因是各礦場所在國家之風險狀況並無重大變動。另一方面，於二零一七年成功優化各項當前礦場計劃，使成本架構獲得改善，帶來減值虧損撥回之利好影響。

基於本集團業務之性質，就各礦場所採用之估值方法乃以貼現各礦場之現金流量估算為基礎，以得出使用價值作為可收回金額而釐定。

Income Tax Expense/(Credit)

The Group is subject to taxes in Hong Kong, DRC, Zambia and South Africa due to its business operations in these jurisdictions. An income tax expense of US\$7.7 million was derived for the year ended 31 December 2017 as opposite to the income tax credit of US\$3.0 million in 2016. The increase in income tax expense was primarily due to the increase in profit before tax in 2017 as compared with 2016. The income tax credit in 2016 was mainly resulted from the recognition of estimated tax losses and the deferred tax credit from the movements in the property, plant and equipment, mineral rights and exploration and evaluation assets arising from the mining operations.

Profit for the Year

As a result of the above, the Group recorded a consolidated profit of US\$53.4 million for the year ended 31 December 2017 as compared to that of US\$6.3 million for the year ended 31 December 2016.

Earnings before interest (net finance costs), income tax, depreciation and amortisation and impairment loss impact ("EBITDA")

The EBITDA of the Group is derived as follows:

所得稅開支／(抵免)

本集團因其於香港、剛果(金)、贊比亞及南非之業務營運而須繳納該等司法權區之稅項。截至二零一七年十二月三十一日止年度的所得稅開支為7.7百萬美元，相比二零一六年則為所得稅抵免3.0百萬美元。所得稅開支增加主要是由於二零一七年之除稅前溢利較之二零一六年有所增加。二零一六年錄得所得稅抵免乃主要由於確認採礦業務所產生之估計稅項虧損以及就有關物業、廠房及設備、礦產權以及勘探及評估資產之變動確認遞延稅項抵免。

年內溢利

基於上述事項，本集團於截至二零一七年十二月三十一日止年度錄得綜合溢利為53.4百萬美元，相較截至二零一六年十二月三十一日止年度為6.3百萬美元。

未計利息(淨財務成本)、所得稅、折舊及攤銷以及減值虧損影響前盈利(「EBITDA」)

本集團之EBITDA乃按下表得出：

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Profit for the year	年內溢利(虧損)	53,435	6,314
Add: Net finance costs	加：淨財務成本	7,687	6,146
Add(Less): Income tax expense(credit)	加(減)：所得稅開支(抵免)	7,750	(2,993)
Add: Depreciation of property, plant and equipment	加：物業、廠房及設備折舊	43,422	46,888
Add: Amortisation of mineral rights	加：礦產權攤銷	7,030	10,973
Add: Reversal of impairment loss recognised in respect of mineral rights	加：就礦產權確認之減值虧損撥回	(17,080)	(67,765)
Add: Impairment loss recognised in respect of exploration and evaluation assets	加：就勘探及評估資產確認之減值虧損	-	14,017
EBITDA	EBITDA	102,244	13,580

Liquidity, Financial Resources and Capital Structure

As at 31 December 2017, the Group had bank balances and cash of approximately US\$75.2 million as compared to US\$96.4 million as at 31 December 2016.

As at 31 December 2017, the Group had total bank borrowings of US\$365.3 million in which the bank borrowings of US\$133.9 million are due within one year, bank borrowings of US\$197.4 million are due within 2 to 5 years and bank borrowings of US\$34 million are due over 5 years.

As at 31 December 2017, the Group had loans from related companies of US\$126.2 million which are due within one year.

The gearing ratio of the Group as at 31 December 2017 was 47.8% compared to 55.1% as at 31 December 2016. Gearing ratio is defined as net debt over total equity, and net debt is derived from total borrowings (including amount due to an intermediate holding company and amount due to a fellow subsidiary) less bank balances and cash. The decrease in the gearing ratio was due to the decrease in bank borrowings in 2017 as compared to 2016 and increase of net asset in 2017.

For the year under review, the Group has financed its operations with loan facilities provided by banks, borrowings from related companies and internally generated cash flows.

Material Acquisitions and Disposals of Investments

During the year, the Group entered into a joint venture agreement (the "JV Agreement") with Junhe Holdings Limited (the "JV partner"), a company established in the PRC and a subsidiary of Junhe Group, in relation to the formation of Shanghai Jinchuan Junhe Economic Development Co., Ltd (the "JV Company"), a limited liability company in the PRC.

Pursuant to the JV Agreement, it was intended that the shareholding of the JV Company would be held as to 60% by the Group and to 40% by the JV Partner. The total registered capital (which was equal to the total investment to be made by the Group and the JV Partner) of the JV Company was RMB100 million.

Except the investment mentioned above, the Group did not undertake any material acquisitions or disposals of investments during the year under review.

資金流動性、財務資源及資本結構

於二零一七年十二月三十一日，本集團有銀行結餘及現金約75.2百萬美元，相較於二零一六年十二月三十一日則為96.4百萬美元。

於二零一七年十二月三十一日，本集團之總銀行借款為365.3百萬美元，其中為數133.9百萬美元之銀行借款於一年內到期，為數197.4百萬美元之銀行借款於兩至五年內到期，及為數34百萬美元之銀行借款於五年後到期。

於二零一七年十二月三十一日，本集團有為數126.2百萬美元之關聯公司貸款於一年內到期。

本集團於二零一七年十二月三十一日之資產負債比率為47.8%，於二零一六年十二月三十一日為55.1%。資產負債比率之定義為債務淨額除以總權益，債務淨額乃來自總借貸（包括應付中間控股公司款項及應付同系附屬公司的款項）減銀行結餘及現金。資產負債比率下降，乃由於二零一七年銀行借款較二零一六年有所減少及資產淨值於二零一七年上升。

於回顧年度，本集團以銀行信貸額度、關聯公司提供之貸款及內部產生的現金流為本集團之營運提供資金。

重大收購及出售投資

年內，本集團與均和控股有限公司（「合資夥伴」，一間於中國成立之公司，為均和集團的附屬公司）訂立合資協議（「合資協議」），內容有關成立一間中國有限責任公司上海金川均和經濟發展有限公司（「合資公司」）。

根據合資協議，合資公司股權擬分別由本集團持有60%及合資夥伴持有40%。合資公司之總註冊資本（其相等於本集團與合資夥伴將予作出的總投資額）為人民幣100百萬元。

除上述投資外，本集團於回顧年度並無任何重大投資收購或出售。

Issue of New Shares

On 20 March 2017, the Company entered into a subscription agreement with SD Hi-Speed Investment HK Limited (the "Subscriber"). Pursuant to the subscription agreement, the Company issued 483,000,000 new ordinary shares to SD Hi-Speed Investment HK Limited, an independent third party, by way of subscription at the price of HK\$0.80 per subscription share, and raised gross proceeds of approximately HK\$386,400,000 on 28 April 2017. The closing market price of the Company's shares was HK\$1.17 per share, which was the closing price on 20 March 2017, which being the date on which the subscription agreement was signed. The net price per each new share was HK\$0.796. The said subscription of shares was intended to serve as a strategic cooperative partnership between the Group and the Subscriber, whereby the Group has leveraged on the additional funding from the subscription to strengthen its financial position and enhance its funding liquidity for internal operations, while further broadening the shareholder base and capital base of the Group. The net proceeds has been also used for general capital working purposes.

Significant Capital Expenditures

During the year, the Group acquired property, plant and equipment of US\$26.4 million (2016: US\$45.6 million) and incurred expenditures on exploration and evaluation assets of US\$30.7 million (2016: US\$23.0 million) for the Group's mining operations.

Details of Charges on the Group's Assets

The Group's inventories of US\$4.2 million (2016: US\$3.9 million) and trade and other receivables of US\$3.9 million (2016: US\$4.0 million), respectively, were pledged to secure general banking facilities granted to the Group.

Details of Contingent Liabilities

During the year ended 31 December 2017, the Group received a claim from a non-controlling shareholder of a subsidiary for the payment of overdue royalties together with interest and compensation. Save as disclosed above, the Group did not have any other material contingent liabilities as at 31 December 2017.

發行新股份

於二零一七年三月二十日，本公司與山東高速環渤海投資(香港)有限公司(「認購人」)訂立認購協議。根據認購協議，本公司以認購方式按認購價每股認購股份0.80港元向山東高速環渤海投資(香港)有限公司(為獨立第三方)發行483,000,000股新普通股，並於二零一七年四月二十八日籌得所得款項總額386,400,000港元。本公司股份之每股收市價為1.17港元，即於二零一七年三月二十日簽訂認購協議當日之收市價。每股新股份之淨價格為0.796港元。上述股份認購旨在建立本集團與認購人之間的戰略性合作夥伴關係，據此，本集團已利用自認購所得額外資金鞏固其財務狀況及增強其資金流動性供內部營運之用，同時進一步擴大本集團的股東基礎及資本基礎。所得款項淨額亦已用作一般營運資金。

重大資本開支

年內，本集團購買物業、廠房及設備價值26.4百萬美元(二零一六年：45.6百萬美元)以及就本集團採礦業務產生勘探及評估資產開支30.7百萬美元(二零一六年：23.0百萬美元)。

本集團抵押資產詳情

本集團之存貨4.2百萬美元(二零一六年：3.9百萬美元)以及貿易及其他應收款項3.9百萬美元(二零一六年：4.0百萬美元)，已分別作為本集團獲授之一般銀行貸款之抵押。

或然負債詳情

於截至二零一七年十二月三十一日止年度，本集團收到一間附屬公司之一名非控股股東提出申索，要求支付未付礦權使用費，連同利息及賠償。除上文披露者外，本集團於二零一七年十二月三十一日並無任何其他重大或然負債。

Foreign Exchange Risk Management

The reporting currency of the Group is US\$ and the functional currencies of subsidiaries of the Group are mainly US\$. The Group's significant assets are in DRC and the Group's foreign exchange risk exposed to CDF. The Group monitors its exposure to foreign currency exchange risk on a on-going basis. There have been fluctuations in the exchange rate of CDF against US\$ in recent years. Given the exchange rate peg between HK\$ and US\$, the Group is not exposed to significant exchange rate risk of HK\$.

MINERAL RESOURCES AND MINERAL RESERVES

The Group's Mineral Resources as at 31 December 2017 are estimated to contain 4,462kt copper and 362kt cobalt. Ruashi Mine contains 571kt copper and 75kt cobalt; Chibuluma South Mine contains 106kt copper; Kinsenda Project contains 1,140kt copper; Musonoi Project contains 868kt copper and 287kt cobalt; and Lubembe Project contains 1,777kt copper.

The Group's Mineral Reserves as at 31 December 2017 are estimated to contain 484kt copper and 26kt cobalt. Ruashi Mine contains 170kt copper and 26kt cobalt; Chibuluma South Mine contains 33kt copper; and Kinsenda Project contains 281kt copper.

外匯風險管理

本集團之呈報貨幣為美元，本集團附屬公司之主要功能貨幣為美元。本集團大部分資產位於剛果（金），就此，本集團承受剛果法郎之外幣匯兌風險。本集團持續地監察其所承受之外幣匯兌風險。近年，剛果法郎兌美元之匯率一直波動。鑒於港元兌美元匯率掛鈎，本集團並無面臨重大港元匯率風險。

礦產資源量及礦產儲量

本集團於二零一七年十二月三十一日之估計礦產資源量為4,462千噸銅及362千噸鈷，其中Ruashi礦場有571千噸銅及75千噸鈷；Chibuluma南礦有106千噸銅；Kinsenda項目有1,140千噸銅；Musonoi項目有868千噸銅及287千噸鈷；Lubembe項目有1,777千噸銅。

本集團於二零一七年十二月三十一日之估計礦產儲量為484千噸銅及26千噸鈷，其中Ruashi礦場有170千噸銅及26千噸鈷；Chibuluma南礦有33千噸銅；Kinsenda項目有281千噸銅。

PROSPECTS

As commodities price rose on more positive macroeconomic data, cobalt price had increased significantly as a result of growing new energy vehicle and battery market during 2017. Copper and cobalt prices are anticipated to show a steady to optimistic outlook in medium to long term. Cost control and efficiency improvement continue to be undertaken across the Group to drive operational performance. Apart from the operating mines of Ruashi Mine and Chibuluma South Mine in the Group's African mining operations, Kinsenda Project had finished its commissioning of concentrator. Establishment of key systems including pre-dewatering, ventilation and backfill systems are in progress to ensure the target for production with full capacity. Kinsenda will be in production from early 2018. Musonoi Project, a quality copper and cobalt property, is gaining momentum for its project progress. The Group will continue to work on the site establishment work. The Group is committed to explore ore resources within our own mine site as well as surrounding areas that could extend the mine life and increase output and production volumes to achieve the growth. Meanwhile, the Group has been actively pursuing other suitable copper or cobalt projects to capture opportunities for strategic development. The Group has strengthened its capital base upon the subscription of shares to a Subscriber during 2017. With a solid financial foundation, the Group also plans to leverage on its parent company, Jinchuan Group's strengths and experience to capitalize the growth in demand of commodities market. The Group remains confident in delivering attractive returns to the Company's shareholders in the long run.

EMPLOYEES

As at 31 December 2017, the Group had 4,302 (2016: 3,991) employees, which comprised 1,985 (2016: 2,017) permanent workers and 2,317 (2016: 1,974) contractor's employees. Employees receive competitive remuneration packages including salary and medical and other benefits. Key staff may also be entitled to performance bonus and grant of options shares of the Company.

展望

於二零一七年，商品價格受惠於更有利的宏觀經濟數據，鈷價因新能源汽車及電池市場的成長而錄得顯著增長。預計中長期銅價及鈷價前景將趨向穩定至樂觀。本集團上下持續進行成本控制及效益提升措施，以推動營運表現。除Ruashi礦場及Chibuluma南礦此等於本集團非洲採礦業務中之營運礦場已投入運行外，Kinsenda項目亦已完成選礦廠試車程序。現正進行主要系統建設，包括預排水、通風、回填系統等，確保達成全產能運行的目標。Kinsenda將於二零一八年初投產。Musonoi項目為優質的銅鈷礦財產，現時項目進度良好，本集團將繼續進行建設前期準備工作。本集團致力於自家礦場及周邊地區探索礦產資源，以延長礦場壽命、提升輸出及產量以實現盈利增長。同時，本集團積極於銅鈷礦資源豐富地區尋求合適併購項目，以落實發展策略。本集團於二零一七年獲認購人認購股份，加強了資本基礎。同時，憑藉其穩固的財務根基，本集團計劃利用其母公司金川集團的力量及經驗，從商品市場的需求增長中獲利。本集團有信心可為本公司股東帶來長遠可觀的回報。

僱員

於二零一七年十二月三十一日，本集團有4,302名（二零一六年：3,991名）僱員。其中1,985名（二零一六年：2,017名）為長期員工，2,317名（二零一六年：1,974名）為合約員工。本集團之僱員獲取具競爭力之薪酬，包括薪金及醫療及其他福利。主要職員亦可享有表現花紅及本公司購股權。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is committed to the establishment of good corporate governance practices and procedures. The corporate governance principles of the Company emphasize accountability and transparency to shareholders. Periodic review will be made to the corporate governance practices to comply with the regulatory requirements.

CORPORATE GOVERNANCE CODE

The Company has complied throughout the year ended 31 December 2017 with the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), except for code provisions A.5.1 and E.1.2. Key corporate governance principles and practices of the Company as well as the details of the foregoing deviations are summarized below.

Code provision E.1.2 of the CG Code stipulates that the chairman of a listed issuer should attend the issuer’s annual general meeting. Mr. Yang Zhiqiang, the then Chairman of the Company, was unable to attend the Company’s 2017 annual general meeting held on 19 June 2017 (the “2017 AGM”) as he had conflicting business schedule. Other Directors and members of the Audit Committee, Remuneration and Nomination Committee, Risk Management Committee, Strategy and Investment Committee and the then Chief Financial Officer attended the 2017 AGM. The Company considers that their presence is also sufficient for answering questions from and effective communication with shareholders present at the 2017 AGM.

For details relating to the non-compliance with code provision A.5.1 of the CG Code, please refer to section headed “Board of Directors” on page 52 of this report.

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 as its own code of conduct regarding the Directors’ dealings in the Company’s securities. Based on specific enquiry made to the Directors, all of the Directors have confirmed that they had complied with the required standard set out in the Model Code for the year ended 31 December 2017.

本公司致力建立良好的企業管治常規及程序，本公司企業管治原則強調給予股東問責及透明度，對企業管治常規作出定期檢討以遵守監管規定。

企業管治守則

本公司已於截至二零一七年十二月三十一日止年度內一直遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載企業管治守則（「企管守則」）的守則條文，惟守則條文第A.5.1及E.1.2條除外。本公司主要企業管治原則及實務以及前述之偏離事項將於下文概述。

企管守則之守則條文第E.1.2條規定上市發行人之主席須出席發行人之股東週年大會。本公司當時在任之董事會主席楊志強先生因另有公事在身致日程重疊而未能出席本公司於二零一七年六月十九日舉行之股東週年大會（「二零一七年股東週年大會」）。其他董事以及審核委員會、薪酬及提名委員會、風險管理委員會以及戰略及投資委員會之主席及成員以及當時在任之首席財務官均有出席二零一七年股東週年大會。本公司認為，彼等出席亦已足夠回答二零一七年股東週年大會在場股東之提問及與在場股東作有效溝通。

有關違反企管守則之守則條文第A.5.1條之詳情，請參閱本報告第52頁「董事會」一節。

董事進行證券交易

本公司已就董事買賣本公司證券採納上市規則附錄10所載有關上市發行人董事進行證券交易的標準守則（「標準守則」）作為其本身的行為守則。在對董事作出特定查詢後，所有董事均已確認，彼等已於截至二零一七年十二月三十一日止年度一直遵守標準守則之規定。

BOARD OF DIRECTORS

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

The Board, as at the date of this report, comprised eight Directors of whom two were executive Directors, three were non-executive Directors and three were 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 2017 and up to the date of this report were:

Executive directors:

Mr. GAO Tianpeng (*Chief Executive Officer*)¹
Mr. QIAO Fugui¹
Mr. YANG Zhiqiang (*Ex-Chairman of the Board*)²
Mr. ZHANG Sanlin (*Ex-Deputy Chairman of the Board*)²
Mr. ZHANG Zhong²

Non-executive directors:

Mr. CHEN Dexin (*re-designated as a non-executive Director from an executive Director with effect from 23 August 2017*)
(*Chairman of the Board*)¹(*Ex-Chief Executive Officer*)²
Mr. ZHANG Youda¹
Mr. ZENG Weibing³

Independent non-executive directors:

Mr. WU Chi Keung
Mr. YEN Yuen Ho, Tony
Mr. POON Chiu Kwok⁴
Mr. Neil Thacker MACLACHLAN⁵

¹ Appointed with effect from 23 August 2017.

² Resigned with effect from 23 August 2017.

³ Appointed with effect from 28 April 2017.

⁴ Appointed with effect from 21 March 2017.

⁵ Resigned with effect from 31 January 2017.

董事會

董事會的主要職責是以本公司及股東整體利益真誠行事，並根據本公司組織章程細則正確地授予管理層職能。

於本報告日期，董事會由八名董事組成，包括兩名執行董事、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。

截至二零一七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：

郜天鵬先生 (*行政總裁*)¹
喬富貴先生¹
楊志強先生 (*前任董事會主席*)²
張三林先生 (*前任董事會副主席*)²
張忠先生²

非執行董事：

陳得信先生 (*於二零一七年八月二十三日由執行董事調任為非執行董事*)
(*董事會主席*)¹ (*前任行政總裁*)²
張有達先生¹
曾衛兵先生³

獨立非執行董事：

胡志強先生
嚴元浩先生
潘昭國先生⁴
Neil Thacker MACLACHLAN 先生⁵

¹ 於二零一七年八月二十三日獲委任。

² 於二零一七年八月二十三日辭任。

³ 於二零一七年四月二十八日獲委任。

⁴ 於二零一七年三月二十一日獲委任。

⁵ 於二零一七年一月三十一日辭任。

During the year ended 31 December 2017, the Company was once unable to meet the following requirements due to the resignation of Mr. Neil Thacker Maclachlan as an independent non-executive Director, and a member of both the Audit Committee and the Remuneration and Nomination Committee of the Company on 31 January 2017:

- (a) Listing Rule 3.10(1), which prescribes that the board of directors of a listed issuer must include at least three independent non-executive directors;
- (b) Listing Rule 3.10A, which prescribes that a listed issuer must appoint independent non-executive directors representing at least one-third of the board;
- (c) Listing Rule 3.21, which prescribes that a listed issuer's audit committee must comprise a minimum of three members;
- (d) Listing Rule 3.25, which prescribes that the majority of the remuneration committee members must be independent non-executive directors of the listed issuer; and
- (e) Code provision A.5.1 of the CG Code, which prescribes that the majority of the nomination committee members must be independent non-executive directors of the listed issuer.

The Company had subsequently fully complied with the aforesaid Listing Rules and CG Code requirements upon its appointment of Mr. Poon Chiu Kwok as an independent non-executive Director and a member of both of the Audit Committee, and the Remuneration and Nomination Committee of the Company on 21 March 2017.

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

截至二零一七年十二月三十一日止年度，由於Neil Thacker Maclachlan先生於二零一七年一月三十一日辭任本公司獨立非執行董事、審核委員會成員以及薪酬及提名委員會成員，本公司曾一度未能遵守以下規定：

- (a) 上市規則第3.10(1)條所規定上市發行人的董事會必須包括至少三名獨立非執行董事；
- (b) 上市規則第3.10A條所規定上市發行人所委任的獨立非執行董事必須佔董事會成員人數至少三分之一；
- (c) 上市規則第3.21條所規定上市發行人的審核委員會至少要有三名成員；
- (d) 上市規則第3.25條所規定薪酬委員會大部分成員須為上市發行人的獨立非執行董事；及
- (e) 企管守則第A.5.1條守則條文所規定提名委員會大部分成員須為上市發行人的獨立非執行董事。

隨著於二零一七年三月二十一日委任潘昭國先生擔任本公司獨立非執行董事、審核委員會成員以及薪酬及提名委員會成員，本公司已全面符合上述上市規則及企管守則之規定。

董事履歷載於本年報「董事及高級管理層」一節。董事會成員之間概無任何關連。

MEETINGS ATTENDANCE

A total of 7 Board meetings, 2 Audit Committee meetings, 4 Remuneration and Nomination Committee meetings, 3 Risk Management Committee meetings, 1 Strategy and Investment Committee meeting, 2 Independent Board Committee meetings, 1 annual general meeting and 2 extraordinary general meetings were held during the year ended 31 December 2017. In addition, the Chairman held a meeting during the year ended 31 December 2017 with non-executive Directors (including independent non-executive Directors) without the presence of executive Directors. The following is a summary of the attendance of meetings of each Director in 2017:

Directors		Board	Audit Committee	Remuneration and Nomination Committee	Risk Management Committee	Strategy and Investment Committee	Independent Board Committee	Annual General Meeting	Extraordinary General Meeting
董事		董事會	審核委員會	薪酬及提名委員會	風險管理委員會	戰略及投資委員會	獨立董事委員會	股東週年大會	股東特別大會
GAO Tianpeng ⁽¹⁾	郗天鵬 ⁽¹⁾	2/2	-	-	0/0	1/1	-	0/0	0/0
QIAO Fugui ⁽²⁾	喬富貴 ⁽²⁾	2/2	-	0/0	-	1/1	-	0/0	0/0
YANG Zhiqiang ⁽³⁾	楊志強 ⁽³⁾	1/5	-	-	-	-	-	0/1	0/2
ZHANG Sanlin ⁽⁴⁾	張三林 ⁽⁴⁾	4/5	-	3/4	-	0/0	-	1/1	0/2
ZHANG Zhong ⁽⁵⁾	張忠 ⁽⁵⁾	5/5	-	1/1	3/3	0/0	-	1/1	2/2
CHEN Dexin ⁽⁶⁾	陳得信 ⁽⁶⁾	7/7	-	3/3	3/3	1/1	-	1/1	2/2
ZHANG Youda ⁽⁷⁾	張有達 ⁽⁷⁾	2/2	0/0	-	0/0	1/1	-	0/0	0/0
ZENG Weibing ⁽⁸⁾	曾衛兵 ⁽⁸⁾	2/6	-	-	-	1/1	-	0/1	0/0
WU Chi Keung	胡志強	7/7	2/2	4/4	3/3	-	2/2	1/1	2/2
YEN Yuen Ho, Tony	嚴元浩	7/7	2/2	4/4	3/3	-	2/2	1/1	2/2
POON Chiu Kwok ⁽⁹⁾	潘昭國 ⁽⁹⁾	6/6	1/1	3/3	-	-	0/0	1/1	1/1
Neil Thacker	Neil Thacker								
MACLACHLAN ⁽¹⁰⁾	MACLACHLAN ⁽¹⁰⁾	0/0	0/0	0/0	-	0/0	0/1	0/0	0/1

Notes:

- Mr. Gao Tianpeng was appointed as an executive Director, a member of the Risk Management Committee and a member of the Strategy and Investment Committee with effect from 23 August 2017.
- Mr. Qiao Fugui was appointed as an executive Director, a member of the Remuneration and Nomination Committee, and a member of the Strategy and Investment Committee with effect from 23 August 2017.
- Mr. Yang Zhiqiang's alternate has also attended two Board meetings on behalf of Mr. Yang. Mr. Yang Zhiqiang resigned as an executive Director with effect 23 August 2017.
- Mr. Zhang Sanlin resigned as an executive Director, a member of the Remuneration and Nomination Committee and the Chairman of the Strategy and Investment Committee with effect from 23 August 2017.

會議出席情況

截至二零一七年十二月三十一日止年度，本公司共舉行七次董事會會議、兩次審核委員會會議、四次薪酬及提名委員會會議、三次風險管理委員會會議、一次戰略及投資委員會會議、兩次獨立董事委員會會議、一次股東週年大會及兩次股東特別大會。此外，主席於截至二零一七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。於二零一七年每位董事之出席情況詳見下表：

附註：

- 郗天鵬先生於二零一七年八月二十三日獲委任為執行董事、風險管理委員會成員以及戰略及投資委員會成員。
- 喬富貴先生於二零一七年八月二十三日獲委任為執行董事、薪酬及提名委員會成員以及戰略及投資委員會成員。
- 楊志強先生之替任人亦代表楊先生出席兩次董事會會議。楊志強先生於二零一七年八月二十三日辭任執行董事。
- 張三林先生於二零一七年八月二十三日辭任執行董事、薪酬及提名委員會成員以及戰略及投資委員會成員。

5. Mr. Zhang Zhong resigned as a member of the Remuneration and Nomination Committee with effect from 21 March 2017. Mr. Zhang also resigned as an executive Director, a member of the Risk Management Committee and a member of the Strategy and Investment Committee with effect from 23 August 2017.
6. Mr. Chen Dexin was appointed as a member of the Remuneration and Nomination Committee with effect from 21 March 2017.
7. Mr. Zhang Youda was appointed as a non-executive Director, a member of the Audit Committee, a member of Risk Management Committee and a member of the Strategy and Investment Committee with effect from 23 August 2017.
8. Mr. Zeng Weibing's alternate has also attended one Board meeting on behalf of Mr. Zeng. Mr. Zeng Weibing was appointed as a non-executive Director with effect from 28 April 2017. Mr. Zeng was also appointed as a member of Strategy and Investment Committee with effect from 23 August 2017.
9. Mr. Poon Chiu Kwok was appointed as an independent non-executive Director, a member of the Audit Committee and a member of the Remuneration and Nomination Committee with effect from 21 March 2017.
10. Mr. Neil Thacker Maclachlan resigned as an independent non-executive Director, a member of the Audit Committee, a member of the Remuneration and Nomination Committee and a member of the Strategy and Investment Committee with effect from 31 January 2017.

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 of the Company. The delegated functions and work tasks are periodically reviewed by the Board. The management needs to provide all necessary information to the Board to enable the Board to make a comprehensive consideration in the meeting. Approval has to be obtained from the Board prior to any significant transactions entered into by the above-mentioned officers.

5. 張忠先生於二零一七年三月二十一日辭任薪酬及提名委員會成員。張先生亦於二零一七年八月二十三日辭任執行董事、風險管理委員會成員以及戰略及投資委員會成員。
6. 陳得信先生於二零一七年三月二十一日獲委任為薪酬及提名委員會成員。
7. 張有達先生於二零一七年八月二十三日獲委任為非執行董事、審核委員會成員、風險管理委員會成員以及戰略及投資委員會成員。
8. 曾衛兵先生之替任人亦代表曾先生出席一次董事會會議。曾衛兵先生於二零一七年四月二十八日獲委任為非執行董事。曾先生亦於二零一七年八月二十三日獲委任為戰略及投資委員會成員。
9. 潘昭國先生於二零一七年三月二十一日獲委任為獨立非執行董事、審核委員會成員以及薪酬及提名委員會成員。
10. Neil Thacker Maclachlan先生於二零一七年一月三十一日辭任獨立非執行董事、審核委員會成員、薪酬及提名委員會成員以及戰略及投資委員會成員。

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。日常營運決策權乃授予本公司執行董事及高級管理層。董事會定期檢討所授予之職能及工作任務。管理層須向董事會提供一切所需資料，讓董事會能於會上作出全盤考慮。上述高級管理人員在訂立任何重大交易前，必須取得董事會批准。

CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER

During the year ended 31 December 2017, the roles of Chairman of the Board (“Chairman”) and Chief Executive Officer (“CEO”) of the Company were separate and performed by different individuals. As at the date of this report, the Chairman of the Company is Mr. Chen Dexin and the CEO is Mr. Gao Tianpeng. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The CEO focuses on the Company’s business development and daily management and operations generally.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules.

The independent non-executive Directors 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 independent non-executive Directors has any business or financial interests with the Company nor has any relationship with other Directors. The Company considers all of the independent non-executive Directors are independent.

TERMS OF APPOINTMENT OF NON-EXECUTIVE DIRECTORS

All non-executive Directors are appointed for fixed terms, with Mr. Chen Dexin and Mr. Zhang Youda entered into letters of appointment with the Company with a term ending 22 August 2020, while Mr. Zeng Weibing, Mr. Wu Chi Keung, Mr. Yen Yuen Ho, Tony and Mr. Poon Chi Kwok entered into letters of appointment with the Company with a term or revised term ending on 31 December 2019, or the date on which he 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 appointment is terminated before that.

董事會主席及行政總裁

截至二零一七年十二月三十一日止年度，董事會主席（「主席」）及本公司行政總裁（「行政總裁」）之角色已分離並由不同人士履行。於本報告日期，本公司主席為陳得信先生，而行政總裁為鄒天鵬先生。主席發揮領導作用並負責董事會之有效運作及領導董事會。行政總裁專注於本公司之業務發展、日常管理及一般營運。

獨立非執行董事之獨立性

本公司已收取每位獨立非執行董事根據上市規則第3.13條之年度獨立性確認書。

獨立非執行董事獨立於管理層，因此，本公司認為彼等不受可干擾彼等行使其獨立判斷能力之任何關係影響。獨立非執行董事概無擁有本公司任何業務或財務權益，亦與其他董事無任何關係。本公司認為全體獨立非執行董事均為獨立人士。

非執行董事之委任條款

全體非執行董事之委任均設有固定任期，其中陳得信先生及張有達先生與本公司訂立的委任函年期至二零二零年八月二十二日為止，而曾衛兵先生、胡志強先生、嚴元浩先生及潘昭國先生與本公司訂立的委任函年期或經修訂年期則至二零一九年十二月三十一日，或其需按照本公司組織章程細則及上市規則退任且並無獲重選或於該日前被終止委任之日為止。

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. As at 31 December 2017, the Audit Committee of the Company comprised a non-executive Director, namely Mr. Zhang Youda, and three independent non-executive Directors, namely Mr. Wu Chi Keung (being the Chairman of Audit Committee), Mr. Yen Yuen Ho, Tony and Mr. Poon Chiu Kwok, who together have the relevant accounting and financial management expertise, industrial knowledge, legal and business experience to discharge their duties. The Audit Committee has held 2 meetings during the year ended 31 December 2017. During the year, the Audit Committee reviewed and approved the interim and annual results of the Company, reviewed and recommended the internal control and risk management matters and internal audit function of the Group, considered and recommended the re-appointment and the remuneration of the external auditors and reviewed the continuing connected transactions of the Group and discussed 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;

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。於二零一七年十二月三十一日，本公司之審核委員會由一名非執行董事張有達先生以及三名獨立非執行董事胡志強先生（為審核委員會主席）、嚴元浩先生及潘昭國先生組成，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二零一七年十二月三十一日止年度舉行兩次會議。年內，審核委員會已審閱及批核本公司之中期及全年業績、審查內部監控及風險管理事宜及內部審計職能並提供建議、審議重新委任本集團外聘核數師及其酬金並提供建議、審閱本集團之持續關連交易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 practices;
- to report to the Board on the matters set out in the CG Code as required by the Stock Exchange; and
- to review the terms and conditions of continuing connected transactions of the Company.

b) Remuneration and Nomination Committee

The Company has established a Remuneration and Nomination Committee with written specific terms of reference in compliance with the CG Code provisions. As at 31 December 2017, the Remuneration and Nomination Committee comprised five members, of whom one was executive Director, namely Mr. Qiao Fugui, one was non-executive Director, namely Mr. Chen Dexin, and three were independent non-executive Directors, namely Mr. Wu Chi Keung (being the Chairman of Remuneration and Nomination Committee), Mr. Yen Yuen Ho, Tony and Mr. Poon Chiu Kwok.

The principal duties of the Remuneration and Nomination Committee are to perform the remuneration and nomination functions delegated by the Board.

Remuneration functions

In terms of the remuneration functions, the duties of the Remuneration and Nomination Committee are as follows:

- to make recommendations with respect to the remuneration of Directors and 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 Senior Management of the Company;
- to administer and make determinations with regard to the Company's long term incentive schemes, embracing the share option scheme and share incentive scheme (when appropriate); and

- 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；
- 就聯交所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) 薪酬及提名委員會

本公司已按照企管守則之條文成立薪酬及提名委員會，並書面訂明特定職權範圍。於二零一七年十二月三十一日，薪酬及提名委員會由五名成員組成，當中一名為執行董事喬富貴先生、一名為非執行董事陳得信先生，另外三名為獨立非執行董事胡志強先生（為薪酬及提名委員會主席）、嚴元浩先生及潘昭國先生。

薪酬及提名委員會之主要職責為執行董事會所授予之薪酬及提名職能。

薪酬職能

就薪酬職能而言，薪酬及提名委員會的職責如下：

- 提出有關本公司董事及高級管理層薪酬之建議，待董事會批核；
- 檢討薪酬政策及建議薪金、花紅、包括給予本公司董事及高級管理層之獎勵；
- 管理及就本公司之長期激勵計劃作出決策，包括於適當時候採納購股權計劃及股份激勵計劃；及

- to administer and make determinations with regard to the Group's Key Performance Indicators ("KPI") system for short term incentive purposes.

The Remuneration and Nomination Committee sets out annually its recommendations on the remuneration packages of Directors and Senior Management. In determining the packages for a Director and Senior Management, the Remuneration and Nomination Committee considers various factors, including market comparability, complexity of duties, and performance.

In order to attract, retain, and motivate executives and key employees serving the Company, the Company has adopted a share option scheme on 20 June 2012 and a share incentive scheme on 2 June 2015. Such incentive schemes 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 operation.

Nomination functions

In terms of the nomination functions, the duties of the Remuneration and Nomination Committee are as follows:

- to perform evaluation of the Board regarding 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;
- to review the Board diversity policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board diversity policy, and the progress on achieving the objectives; and
- to make recommendations to the Board on the appointment or re-appointment of the Directors and their succession plans.

- 就本集團為短期激勵目的而採用的關鍵績效指標（「KPI」）體系作出管理及決定。

薪酬及提名委員會每年就董事及高級管理層之薪酬待遇作出建議。在決定董事及高級管理層之薪酬待遇時，薪酬及提名委員會考慮不同因素，包括市場之可比較性、職務之複雜性及表現。

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採納一項購股權計劃及於二零一五年六月二日採納一項股份激勵計劃。有關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。

提名職能

就提名職能而言，薪酬及提名委員會的職責如下：

- 定期評估董事會的架構、人數及構成（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及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；
- 在適當情況下檢討董事會成員多元化政策及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度；及
- 就董事委任或重新委任，以及彼等的繼任計劃向董事會提出建議。

The Remuneration and Nomination Committee has held 4 meetings in 2017. During the year ended 31 December 2017, the Remuneration and Nomination Committee reviewed and recommended to the Board on the compensation packages, policy and structure of the Directors and the Senior Management of the Company, reviewed the management structure of the Company and the composition of the Board, considered and recommended to the Board on the re-election of the retiring Directors at the Company's 2017 AGM, considered and recommended to the Board on the change in compositions of the Board and Board Committees during the year, assessed the independence of the independent non-executive Directors newly appointed during the year, considered and recommended to the Board on the remuneration packages for the directors newly appointed/re-designated during the year.

Pursuant to code provision B.1.5 of the CG Code, the annual remuneration of the members of the senior management by band for the year ended 31 December 2017 is set out below:

Remuneration band
薪酬範圍

		2017 二零一七年 Number of individuals 人數
HK\$1,000,000 or below (equivalent to US\$256,411 or below)	1,000,000港元或以下 (相等於256,411美元或以下)	1
HK\$1,000,001 to HK\$2,000,000 (equivalent to US\$256,411 to US\$320,513)	1,000,001港元至2,000,000港元 (相等於256,411美元至 320,513美元)	1
		2

Details of the remuneration of each Director for the year ended 31 December 2017 are set out in note 11 to the consolidated financial statements.

c) Other Committees

As at 31 December 2017, apart from Audit Committee and Remuneration and Nomination Committee, the Company has 2 other Board Committees, namely Risk Management Committee and Strategy and Investment Committee.

As at 31 December 2017, the Risk Management Committee of the Company comprised an executive Director, namely Mr. Gao Tianpeng, two non-executive Directors, namely Mr. Chen Dexin and Mr. Zhang Youda, and two independent non-executive Directors, namely Mr. Wu Chi Keung and Mr. Yen Yuen Ho, Tony (being the Chairman of Risk Management Committee).

薪酬及提名委員會已於二零一七年舉行四次會議。於截至二零一七年十二月三十一日止年度，薪酬及提名委員會已審閱本公司董事及高級管理層之補償待遇、政策及架構並向董事會提供建議、檢討本公司之管理架構及董事會的構成、審議有關於本公司二零一七年股東週年大會重選退任之董事並向董事會提供建議、審議有關董事會及董事委員會於年內之人員變動並向董事會提供建議、評估年內新委任之獨立非執行董事之獨立性、審議年內新委任／調任董事之薪酬待遇並向董事會提供建議。

根據企管守則第B.1.5條守則條文，高級管理層成員於截至二零一七年十二月三十一日止年度之年度薪酬範圍載列如下：

各董事於截至二零一七年十二月三十一日止年度之薪酬詳情載於綜合財務報表附註11。

c) 其他委員會

於二零一七年十二月三十一日，除審核委員會以及薪酬及提名委員會外，本公司另外亦有兩個董事會轄下委員會，即風險管理委員會及戰略及投資委員會。

於二零一七年十二月三十一日，本公司之風險管理委員會由一名執行董事鄧天鵬先生，兩名非執行董事陳得信先生及張有達先生以及兩名獨立非執行董事胡志強先生及嚴元浩先生（為風險管理委員會主席）組成。

The function of Risk Management Committee is to oversee the Group's risk management activities and provide recommendations to the Board on risk strategy and control measures to mitigate the overall risk arise from market fluctuation and other external factors.

The Risk Management Committee has held 3 meetings during the year ended 31 December 2017. During the year, the Risk Management Committee reviewed and enhanced the risk management system of the Company, assessed the potential risk of the significant trading contracts and loan agreements, and made relevant recommendations to the Board.

As at 31 December 2017, the Strategy and Investment Committee of the Company comprised two executive Directors, namely Mr. Gao Tianpeng and Mr. Qiao Fugui, and three non-executive Directors, namely Mr. Chen Dexin (being the Chairman of Strategy and Investment Committee), Mr. Zhang Youda and Mr. Zeng Weibing.

The functions of Strategy and Investment Committee is to formulate the long term strategic development of the Group and provide recommendations to the Board on the acquisition and disposal of investments, as well as to oversee the Company's overseas assets and provide advice and recommendations to the Board on managing overseas assets in a sustainable manner and enhancing better return.

CORPORATE GOVERNANCE FUNCTIONS

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 the corporate governance functions 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 CG Code and disclosure in the Corporate Governance Report in the Company's annual report.

風險管理委員會之職能為監督本集團之風險管理活動及向董事會提供有關風險政策及監控措施之建議，以減低因市場波動及其他外在因素而產生之整體風險。

風險管理委員會已於截至二零一七年十二月三十一日止年度舉行三次會議。年內，風險管理委員會已檢討並提升本公司之風險管理系統、評估重大交易合約及貸款協議之潛在風險，並向董事會提供相關建議。

於二零一七年十二月三十一日，本公司之戰略及投資委員會由兩名執行董事部天鵬先生及喬富貴先生以及三名非執行董事陳得信先生（為戰略及投資委員會主席）、張有達先生及曾衛兵先生組成。

戰略及投資委員會之職能為制定本集團之長遠策略發展及向董事會提供有關收購及出售投資項目之建議，以及監督本公司之海外資產並就可持續性地管理海外資產及提高回報向董事會提供意見及建議。

企業管治職能

董事會按照企管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條文方面之政策及實務；
- 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
- 檢討本公司遵守企管守則之情況，以及本公司年報企業管治報告內之披露。

BOARD DIVERSITY POLICY

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. As such, the Board has implemented a policy concerning diversity of board members in accordance with A.5.6 of the CG Code. The purpose of the policy is to set out the approach to achieve diversity on the Board.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition as well as the selection of candidates for directorship, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The ultimate decision will be made by Board on merit and contribution that the selected candidates will bring to the Board.

During the year, the Board has reviewed its composition under diversified perspectives and considered the Board to be adequately diversified. The Board has also reviewed the Board diversity policy and monitored the implementation of this policy.

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2017. 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 Audit Committee and the Board have reviewed the consolidated financial statements of the Group for the year ended 31 December 2017.

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

董事會多元化政策

本公司明白並深信董事會成員多元化對提升公司的表現素質裨益良多。因此，根據企管守則第A.5.6條，董事會已落實有關董事會成員多元化政策。本政策旨在列載董事會為達致成員多元化而採取的方針。

為達致可持續的均衡發展，本公司視董事會層面日益多元化為支持其達到戰略目標及維持可持續發展的關鍵元素。本公司在設定董事會成員組合及甄選董事人選時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

董事會將按人選的長處及可為董事會提供的貢獻而作最終決定。

於本年度，董事會已審閱在多元化層面的組成，並認為董事會多元化達足夠水平。董事會亦審閱董事會多元化政策，並監察本政策的執行。

問責性及審核

董事知悉其就編製本公司截至二零一七年十二月三十一日止年度之財務報表所承擔之責任。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。

審核委員會及董事會已審閱本集團截至二零一七年十二月三十一日止年度之綜合財務報表。

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。

RISK MANAGEMENT AND INTERNAL CONTROLS

Responsibilities of the Board

The Board acknowledges its responsibility to establish, maintain and review the effectiveness of the Group's risk management and internal control systems. While, it is management's role to set the appropriate tone from the top and take charge of the designing, operating and implementing an appropriate system of internal control and risk management to manage risks.

Our Risk Management Framework

The Board has established on-going and responsive risk management and internal control systems and processes, which are designed to manage rather than eliminate risks of failure to achieve strategic objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. Such processes involve:

- Understanding organizational objectives;
- Identifying risks associated with achieving or not the organisational objectives and assessing the likelihood and potential impact of particular risks; and
- Developing remedial action plans to address and monitor identified risks.

Through the Chief Risk Officer, the Risk Management Committee oversees the day-to-day risks of the major activities across the Group. The business units of the Group, being the risk owners, identify, evaluate, monitor and mitigate their own risks and report to Chief Risk Officer on a monthly basis. The Chief Risk Officer assesses and liaises with the risk owners at each scheduled meeting, the results of their activities during the preceding period pertaining to the adequacy and effectiveness of internal controls, including but not limited to, any indication of failings or material weaknesses in those controls. The Chief Risk Officer is accountable to CEO, where the CEO is accountable to the Board for the Group's performance and the implementation of the Board's strategies and policies, including policies on risk management and internal control.

風險管理及內部監控

董事會之責任

董事會承擔建立、維持及檢討本集團風險管理及內部監控系統有效健全之責任。管理層之角色則是從上而下確立對公司適宜之業務基調，負責設計、操作及實施合適之內部監控及風險管理系統，以管理各項風險。

我們的風險管理框架

董事會已制定持續反饋風險管理及內部監控系統及程序，其設計乃為管理（而非消除）未能達成策略目標之風險，且只能就不會有重大失實陳述或損失提供合理（而非絕對）之保證。有關程序涉及以下步驟：

- 了解企業目標；
- 識別與達致或不達致企業目標所涉及之風險，並評估該等風險之發生機率及潛在影響；及
- 編製多項補救計劃以便處理及監察所識別之風險。

透過風險管轄總監執行，風險管理委員會監察本集團各個主要業務層面之日常風險。本集團各業務單位，作為風險責任人，負責識別、評價、監察及減輕自身面對之風險並每月向風險管轄總監匯報。風險管轄總監評估上期風險管理工作表現並就此召開會議與風險責任人檢討內部監控之充分性及成效，包括但不限於檢討是否有任何跡象顯示有關監控正逐漸失效或存在重大缺陷。風險管轄總監向行政總裁負責，而行政總裁就本集團表現及所實施之董事會策略及政策（包括有關風險管理及內部監控之政策），向董事會負責。

Internal Control

The Company has outsourced its internal audit function to an independent external consultant. The independent external consultant is responsible for conducting internal control reviews on operational, financial and compliance controls of the major operating entities and key business units in Africa using a risk-based approach. Internal control reviews have been conducted during the year according to the annual internal audit plan approved by the Audit Committee. During the process of internal audit reviews, the independent external consultant identified internal control deficiencies and weaknesses, proposed recommendations for improvements and remedial actions with management and process owners. The management has taken certain remedial actions accordingly and has planned to refine certain internal control procedures in due course. The results of the internal control reviews and the management's remedial actions have been reported to the Audit Committee.

Review of Risk Management and Internal Control Systems

An overall review of the effectiveness of the risk management and internal control systems is conducted annually. Through the Audit Committee, the Board has conducted an annual review of the effectiveness of the risk management and internal control systems of the Group for the year ended 31 December 2017 and considered the risk management and internal control systems effective and adequate. The review covers all material controls, including financial, operational and compliance controls, risk management functions and making any necessary updates to the systems. The scope and quality of ongoing monitoring of risk management and the internal control systems have been assessed.

The Board has also reviewed and confirmed the adequacy of resources, qualifications and experience of staff of the Group's accounting, internal audit and financial reporting functions, and their training programmes and budget.

INSIDE INFORMATION

All employees are bound by the Group's Code of Conduct to keep all inside information strictly confidential until the disclosure of such information is appropriately approved and refrain from accepting personal benefits through the power or authority derived from their positions. The Company will continue to review the effectiveness of its internal procedures and internal controls over handling and dissemination of inside information and update its Code of Conduct and/or internal procedures from time to time.

內部監控

本公司已外判其內部監控職能予獨立外部顧問。該獨立外部顧問須負責對位於非洲之主要營運實體及主要業務單位進行營運、財務及合規方面之內部監控檢討工作。年內，該獨立外部顧問按照審核委員會批准之年度內部審核計劃，採用以風險為本的監控方法進行內部監控檢討，過程中發現有內部監控缺陷和不足，並向管理層及風險負責人提出改善及補救建議。管理層已就此採取若干補救措施及已打算於不久將來精簡若干內部監控程序。內部監控之檢討結果及管理層補救措施已向審核委員會匯報。

進行風險管理及內部監控系統之檢討

風險管理及內部監控系統之成效每年均作全面檢討。董事會已通過審核委員會對本集團截至二零一七年十二月三十一日止年度之風險管理及內部監控系統成效進行年度檢討，並認為風險管理及內部監控系統有效及完備。該檢討涵蓋所有重大監控，包括財務、營運及合規監控，亦包含多個風險管理功能，並會對系統作出任何必要更新。風險管理監察及內部監控系統之範圍及進行持續監察及內部監控之質素已予評估。

董事會亦已對資源之充足度、本集團會計、內部審核及財務申報部門之員工的資歷及經驗，以及培訓計劃及預算進行審閱及確認。

內幕消息

所有員工均受本集團之行為守則約束，在內幕消息獲妥當批准可予披露前，彼等須嚴格保守所有內幕消息，並嚴禁利用職權謀取個人利益。本公司將持續檢討有關處理及發放內幕消息之內部程序及內部監控之成效，並不時更新其行為守則及／或內部程序。

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 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 are arranged and reading materials on relevant topics are provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses. During the year, the Company has arranged in-house briefings or provided reading materials to all of the then existing Directors, namely Mr. Gao Tianpeng, Mr. Qiao Fugui, Mr. Chen Dexin, Mr. Zhang Youda, Mr. Zeng Weibing, Mr. Wu Chi Keung, Mr. Yen Yuen Ho, Tony, Mr. Poon Chiu Kwok, Mr. Yang Zhiqiang, Mr. Zhang Sanlin, Mr. Zhang Zhong and Mr. Neil Thacker Maclachlan, provided update to the Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance and enhance the Directors' awareness of good corporate governance practices for the purpose of code provision A.6.5 of the CG Code. All Directors have participated in continuous professional development and provided a record of training they received for the financial year ended 31 December 2017 to the Company.

COMPANY SECRETARY

The Company Secretary of the Company is currently Ms. So Yee Kwan of Tricor Services Limited, an external service provider. The primary contact of Ms. So at the Company is Ms. Sun Wei, the General Legal Counsel and Head of Company Secretary Department.

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 2017.

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 information published by the Company.

專業培訓及發展

董事不斷留意作為本公司董事的責任，以及本公司的行為、業務活動及發展事宜。

董事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。本公司為董事安排內部籌辦的簡報，於適用情況下向董事提供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，就企管守則第A.6.5條守則條文而言，本公司已向當時全體現任董事（即郜天鵬先生、喬富貴先生、陳得信先生、張有達先生、曾衛兵先生、胡志強先生、嚴元浩先生、潘昭國先生、楊志強先生、張三林先生、張忠先生及Neil Thacker Maclachlan先生）安排內部簡報或提供閱讀材料，以向董事提供有關上市規則及其他適用監管規定的最新發展情況，確保合規及提高董事在良好企業管治常規方面的意識。全體董事已參與持續專業發展，並已向本公司提供彼等於截至二零一七年十二月三十一日止財政年度接受培訓之記錄。

公司秘書

本公司現任公司秘書為蘇漪筠女士，彼為外部服務供應商卓佳專業商務有限公司之僱員。蘇女士於本公司之主要聯絡人為本公司法務總監兼公司秘書部主管孫蔚女士。

依照上市規則第3.29條，本公司之公司秘書已於截至二零一七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刊發之資料。

The Company welcomes its shareholders to attend the general meetings to express their opinions and encourages all Directors to attend the general meetings to get into 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 notices of general meetings in accordance with the Listing Rules.

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 office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office.
3. The requisition must specify the objects of the meeting and be signed by the requisitionist(s). The signature(s) of such requisitionist(s) will be verified by the Company's principal share registrars or branch share registrars (where applicable).
4. On the condition that the requisition from the requisitionist(s) 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.

本公司鼓勵其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。

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，如與下文有歧義，概以上述法律、法規及規則為準。

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辦事處，或若本公司停止設立該主要辦事處，則須提交至註冊辦事處。
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主要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. 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 requisitioner(s) themselves or any of them 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 requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

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: Unit 3101, 31/F, United Centre, 95 Queensway,
Hong Kong
Facsimile: (852) 3919 7208
E-mail: info@jinchuan-intl.com

c) Procedures for shareholders to put proposals at general 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.

During the year under review, the Company has not made any changes to its articles of association. An up-to date version of the articles of association of the Company is available on the websites of the Company and the Stock Exchange. Shareholders may refer to the articles of association for further details of the rights of shareholders.

INVESTOR RELATIONS

Updated information of the Company is available to investors via the Company'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 via the Company's website.

AUDITOR'S REMUNERATION

The Group's external auditor is Deloitte Touche Tohmatsu, Certified Public Accountants. The auditor's remuneration for the year ended 31 December 2017 is US\$439,000 out of which US\$370,000 was related to audit services for the consolidated financial statements and US\$69,000 was related to non-audit services regarding the review of interim results and other professional services.

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) 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：香港金鐘道95號統一中心31樓
3101室
傳真：(852) 3919 7208
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。

於回顧年度內，本公司並無對其組織章程細則作出任何更改。本公司組織章程細則之最新版本可於本公司及聯交所網站查閱。股東可就有關股東權利之進一步詳情參閱組織章程細則。

投資者關係

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

核數師酬金

本集團之外聘核數師為執業會計師德勤•關黃陳方會計師行。截至二零一七年十二月三十一日止年度，核數師薪酬為439,000美元，其中370,000美元與綜合財務報表之核數服務有關，另外69,000美元則為與審閱中期業績及其他專業服務有關的非核數服務。

EXECUTIVE DIRECTORS 執行董事

GAO Tianpeng (Chief Executive Officer)

Mr. Gao Tianpeng, aged 46, BEng and EMBA, was appointed as the Chief Executive Officer and an executive Director of Jinchuan Group International Resources Co. Ltd. since August 2017. During his 25-year career in Jinchuan, he has been working as the non-executive Director of the Company for the period from 30 November 2010 to 21 March 2014, and overseeing various matters including cost management, financial management, international trading management, risk management, foreign exchange business, capital operation and equity division reform of Jinchuan Group and daily affairs of the board of directors. He was also a manager of the Cost Branch of Financial Department of Jinchuan Group, manager of Financial Department of International Trading, general manager of Risk Management Department, general manager of Capital Operation Department, the general manager of International Department of Resources Capital, vice general manager of China Jinchuan Investment Holding Limited and the director of Metorex successively. He has extensive experience in financial cost management, risk management and asset management.

QIAO Fugui

Mr. Qiao Fugui, aged 52, was appointed as an Executive Director since August 2017. Mr. Qiao graduated in 1988 from Central South University of Technology (now Central South University) majoring in Mineral Exploration. He then obtained his MSEE in 2005 from Kunming University of Science and Technology majoring in Geological Engineering. Mr. Qiao is currently the assistant of the president of Jinchuan Group and the chairman and general manager of Metorex (subsidiary of Jinchuan Group). During his 29-year career, Mr. Qiao has served in various positions including acting as a non-executive Director of the Company for the period from 30 November 2010 to 1 January 2014, and working in Jinchuan as the vice manager of the Mining area 3 of Jinchuan Group, vice director of the Mine Department (responsible for the overall work), vice director of the Planning and Development Department, general manager of the Mineral Resources Department, manager of the Mining area 3 of Jinchuan Group, Chairman of Gansu Jin Ao Mining Limited (a joint venture of Jinchuan Group and BHP) (resigned in 2015) and director of GobiMin Inc.* (resigned on 1 March 2018) successively. He is a technical professional with extensive operational management experience in mineral exploration and development.

* The share of GobiMin Inc. listed on the TSX Venture Exchange and the symbol of which is GMN.

郜天鵬 (行政總裁)

郜天鵬先生，現年46歲，工學學士、EMBA，自二零一七年八月起獲委任為金川集團國際資源有限公司行政總裁、執行董事。他曾經擔任本公司的非執行董事（由二零一零年十一月三十日至二零一四年三月二十一日期間）。加入金川集團 25年來，從事成本管理、財務管理、國際貿易管理、風險管理、外匯業務、資本運營、金川集團公司股改上市及董事會日常事務等工作。他曾同時擔任金川集團財務部成本室經理、國際貿易公司財務部經理、集團公司風險管理部總經理、集團公司資產運營部總經理、集團公司資源資本國際部總經理、中國金川投資控股公司副總經理、梅特瑞斯董事等職，具有較高的財務成本管理、風險管理、資本運營經驗。

喬富貴

喬富貴先生，現年52歲，自二零一七年八月起獲委任為執行董事。喬先生一九八八年畢業於中南工業大學（現稱中南大學）礦產勘查專業，二零零五年畢業於昆明理工大學地質工程專業，工程碩士。現任金川集團總裁助理及金川集團附屬公司梅特瑞斯公司董事長兼總經理。參加工作29年來，喬先生一直在金川公司工作，曾先後擔任本公司非執行董事（由二零一零年十一月三十日至二零一四年一月一日）、金川集團三礦區副礦長、金川集團礦山部副主任（負責全面工作）、金川集團規劃發展部副主任、礦產資源部總經理、金川集團三礦區礦長、金川與必和必拓公司的合資公司—甘肅金澳礦業公司董事長（於二零一五年辭任）、戈壁礦業公司*（於二零一八年三月一日辭任）董事等職。他在礦產勘查、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。

* 戈壁礦業公司的股票於TSX Venture Exchange上市，其股票代號為GMN。

NON-EXECUTIVE DIRECTORS

非執行董事

CHEN Dexin (Chairman of the Board)

Mr. Chen Dexin, aged 48, professorate senior engineer, completed his postgraduate studies in Economics and Management. He is currently a director, the general manager and the deputy party committee secretary of the Jinchuan Group. He was an executive Director of the Company from January 2014 to August 2017 and he was the Chief Executive Officer of the Company from June 2016 to August 2017. Mr. Chen was appointed as a non-executive Director and the chairman of the Board since August 2017. Mr. Chen joined the Jinchuan Group in July 1994 and since then has been consecutively responsible for the mining technology and management of Jing Hang Engineering Company (井巷工程公司) of the Jinchuan Group, No. 2 Mine (二礦區) of the Jinchuan Group and No. 1 (Longshou) Mine (龍首礦) of the Jinchuan Group. He was the acting chief executive officer and the chairman of the board of directors of Metorex. He has extensive operation and management experience in the mining industry. He was also a non-executive director and the deputy chairman of the board of Wesizwe Platinum Limited, a company listed on the Johannesburg Stock Exchange in the Republic of South Africa (the "South Africa"). He is the chairman of the board of directors of Tibet Tian Yuan Minerals Exploration Ltd since 2011.

ZHANG Youda

Mr. Zhang Youda, aged 44, started his career in 1991 after getting his master degree of business administration. He was appointed as a non-executive Director since August 2017. He is a senior accountant, senior economist, leading talent in accounting both in Gansu province and in China at large, expert consultant of Internal Standards-Controlling Committee of China's Ministry of Finance, AAIA (Associate Member of The Association of International Accountants) and CGMA (Chartered Global Management Accountant). He is now the general manager of Financial Department of Jinchuan Group, and director of Gansu Bank as well as Gansu Province Materials & Industry Group. He was the financial manager and cost branch manager of Financial Departments of several basic units, financial manager of construction site of Pakistan 35KM Highway Project, vice director manager of Financial Department of Jinchuan Group. He is a finance professional with extensive operational management experience in financial management. He currently serves as non-executive director of Bank of Gansu Co., Ltd. (a company listed on the Stock Exchange; stock code: 2139).

陳得信 (董事會主席)

陳得信先生，48歲，教授級高級工程師，經濟管理專業研究生畢業。彼現任金川集團董事、總經理及黨委副書記。自二零一四年一月至二零一七年八月為本公司執行董事，自二零一六年六月至二零一七年八月為本公司行政總裁。自二零一七年八月起獲委任為非執行董事及董事會主席。陳先生於一九九四年七月加入金川集團，自此曾先後負責金川集團井巷工程公司、金川集團二礦區及金川集團龍首礦之開採技術及管理。彼曾任Metorex的代理行政總裁及董事會主席。彼於礦業有豐富營運及管理經驗。彼曾任Wesizwe Platinum Limited (於南非共和國〔南非〕約翰尼斯堡證券交易所上市之公司)非執行董事及董事會副主席。彼自二零一一年起擔任西藏天圓礦業資源開發有限公司董事會主席。

張有達

張有達先生，現年44歲，一九九一年參加工作，研究生畢業，工商管理碩士，自二零一七年八月起獲委任為非執行董事。彼為高級會計師，高級經濟師，甘肅省高端會計領軍人才，全國會計領軍人才，甘肅省領軍人才，財政部內部控制標準委員會諮詢專家。國際會計師公會全權會員(AAIA)和全球特許管理會計師(CGMA)。現任金川集團財務部總經理，兼任甘肅銀行股份有限公司、甘肅省物產集團有限責任公司董事，歷任多個基層單位財務經理、財務部成本室經理、巴基斯坦35KM公路專案施工現場財務經理、金川集團財務部副總經理等職務。他在財務管理方面具有較高的專業技術水準和豐富的經營管理經驗。他同時擔任甘肅銀行股份有限公司(聯交所上市公司，股票代號：2139)的非執行董事。

ZENG Weibing

Mr. Zeng Weibing, aged 48, holds a PhD and is a researcher of engineering application technology. He was appointed as a non-executive Director since April 2017. Mr. Zeng is currently the legal representative and general manager of Shandong High-Speed Investment Holding Co., Ltd.* (山東高速投資控股有限公司), a wholly-owned subsidiary of Shandong Hi-Speed Group Co., Ltd. (山東高速集團有限公司), which is an international conglomerate specialising in the investment, construction, operation and management of highways, expressways, railways, bridges ports and airports. Mr. Zeng joined Shandong High-Speed Group Co., Ltd. in 1997 and since then he has held several key positions in a number of important projects. He has extensive experience in merger and acquisitions, investment, asset management, project management and development, market development and operation management. Mr. Zeng currently serves as a member of the supervisory board and the chairman of the Remuneration, Nomination and Governance Committee of the Toulouse-Blagnac Airport in France. Also, he serves as an executive director of China Smarter Energy Group Holdings Limited (a company listed on the Stock Exchange; stock code: 1004) from 16 August 2017.

INDEPENDENT NON-EXECUTIVE DIRECTORS 獨立非執行董事

WU Chi Keung

Mr. Wu Chi Keung, aged 61, was appointed as an independent non-executive Director of the Company since January 2011. He 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, Huabao International Holdings Limited, YuanShengTai Dairy Farm Limited, Huajin International Holdings Limited and Zhou Hei Ya International Holdings Company Limited (the shares of these companies are listed on the Stock Exchange). Mr. Wu was also an independent non-executive director of COFCO Meat Holdings Limited from 23 June 2016 to 12 December 2017. Mr. Wu is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom.

曾衛兵

曾衛兵先生，48歲，持有博士學位，為工程應用技術研究員。彼自二零一七年四月起獲委任為非執行董事。曾先生現任山東高速投資控股有限公司（山東高速集團有限公司之全資附屬公司，其為國際集團，專門從事公路、高速公路、鐵路、橋樑、港口及機場的投資、建設、營運及管理）之法定代表及總經理。曾先生於一九九七年加入山東高速集團有限公司，自此於多個重要項目中擔任不同要職。彼於併購、投資、資產管理、項目管理及開發、市場發展及營運管理方面具有廣泛經驗。曾先生現為法國圖盧茲—布拉尼亞克機場之監事會成員及薪酬、提名及管治委員會主席。同時，他自二零一七年八月十六日起擔任中國智慧能源集團控股有限公司（聯交所上市公司，股票代號：1004）的執行董事。

胡志強

胡志強先生，61歲，自二零一一年一月起獲委任為本公司獨立非執行董事。彼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。胡先生為聯交所上市公司康哲藥業控股有限公司、中發展控股有限公司、華寶國際控股有限公司、原生態牧業有限公司、華津國際控股有限公司及周黑鴨國際控股有限公司之獨立非執行董事。胡先生亦曾任中糧肉食控股有限公司之獨立非執行董事，由二零一六年六月二十三日至二零一七年十二月十二日。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。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

YEN Yuen Ho, Tony

Mr. Yen Yuen Ho, Tony, aged 70, was appointed as an independent non-executive Director of the Company since August 2010. He 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 Law Reform Commission of Hong Kong. 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 of the Beijing Normal University and an Honorary Court Member of the court of the Hong Kong University of Science and Technology. He was an Adjunct Professor of the City University of Hong Kong from July 2011 to June 2014. 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 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, Honorary Adviser to the Hong Kong Academy of Nursing and the Honorary Legal Adviser to the Shanghai Fraternity Association. Mr. Yen was appointed as an Honorary Fellow of the School of Education, University of Hong Kong in 2014. In the past years, he was appointed by the HKSAR Government as a member of the Education Bureau's Panel of Review Board on School Complaints and 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 Panda Green Group Limited, Alltronics Holdings Limited and WWPKG Holdings Company Limited (the shares of which are listed on the Stock Exchange). He was also an independent non-executive director of Link Holdings Limited (the shares of which are listed on the Stock Exchange) from June 2014 to October 2014. Mr. Yen was in October 2015 appointed by China Minsheng Jiaye Investment Co. Limited as an independent director.

嚴元浩

嚴元浩先生，70歲，自二零一零年八月起獲委任為本公司獨立非執行董事。彼乃香港及英國律師。嚴先生亦為澳洲大律師及事務律師，並曾任香港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，嚴先生為北京師範大學兼任教授及香港科技大學顧問委員會榮譽委員。彼曾於二零一一年七月至二零一四年六月期間任香港城市大學特聘教授。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、香港護理專科學院的名譽顧問及香港上海總會的名譽法律顧問。嚴先生在二零一四年獲香港大學教育學院頒授為榮譽院士。於過往年度，彼曾獲香港特區政府委任為教育局學校投訴覆檢委員會的委員及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。嚴先生為於聯交所上市公司熊貓綠色能源集團有限公司、華訊股份有限公司及縱橫遊控股有限公司之獨立非執行董事。彼亦曾於二零一四年六月至二零一四年十月期間任聯交所上市公司華星控股有限公司之獨立非執行董事。嚴先生於二零一五年十月獲中民嘉業投資有限公司委任為獨立董事。

POON Chiu Kwok

Mr. Poon Chiu Kwok, aged 55, was appointed as an independent non-executive Director since March 2017, holds a master's degree in international accounting, a post-graduate diploma in laws, a bachelor's degree in laws and a bachelor's degree in business studies. He has years of experience in regulatory affairs, corporate finance, listed companies governance and management. He is an executive director, vice president and company secretary of Huabao International Holdings Limited, whose shares are listed on the Stock Exchange. He currently serves as an independent non-executive director of the following companies listed on the Stock Exchange: AUX International Holdings Limited, Changan Minsheng APLL Logistics Co., Ltd., Greentown Service Group Co. Ltd., Sany Heavy Equipment International Holdings Company Limited, Sunac China Holdings Limited, Tonly Electronics Holdings Limited, TUS International Limited, Yuanda China Holdings Limited, Honghua Group Limited and Yanzhou Coal Mining Company Limited. He also serves as a non-executive director of Chong Kin Group Holdings Limited. Mr. Poon is a fellow member of CPA Australia, The Institute of Chartered Secretaries and Administrators, The Hong Kong Institute of Chartered Secretaries and a member of its Technical Consultation Panel, Mainland China Focus Group, Audit Committee and Professional Development Committee. He is also a fellow member and Associate Instructor of Hong Kong Securities and Investment Institute.

潘昭國

潘昭國先生，55歲，自二零一七年三月起獲委任為獨立非執行董事，持有國際會計學碩士學位、法學深造文憑、法學學士學位和商業學學士學位。彼於規管事宜、企業融資、及上市公司管治及管理方面擁有逾多年經驗。彼為一間在聯交所上市的公司華寶國際控股有限公司的執行董事、副總裁及公司秘書。彼現時於以下聯交所上市公司擔任獨立非執行董事：奧克斯國際控股有限公司、重慶長安民生物流股份有限公司、綠城服務集團有限公司、三一重裝國際控股有限公司、融創中國控股有限公司、通力電子控股有限公司、啟迪國際有限公司、遠大中國控股有限公司、宏華集團有限公司及兗州煤業股份有限公司。彼也擔任創建集團(控股)有限公司的非執行董事。潘先生為澳洲會計師公會之資深註冊會計師、英國特許秘書及行政人員公會資深會員、以及香港特許秘書公會資深會員以及其技術諮詢小組、中國內地關注小組、審計委員會及專業發展委員會成員。彼亦是香港證券及投資學會資深會員及特邀導師。

SENIOR MANAGEMENT

CHIEF EXECUTIVE OFFICER

GAO Tianpeng

For details of Mr. Gao Tianpeng's biography, please see the sub-section headed "Executive Directors" on page 67.

CHIEF FINANCIAL OFFICER

HAN Xiao Qing

Ms. Han Xiao Qing, aged 49, was appointed as the Chief Financial Officer of the Company since May 2017. Ms. Han graduated from Beijing Polytechnic University with a Bachelor of Science degree in Electronic Engineering and a Bachelor of Science degree in Foreign Trade. She has studied at The Securities Institute of Australia with major in Applied Investment and Finance. Ms. Han has more than 20 years of experience in the sector of natural resources. She has served as the Risk Control Manager of China Nonferrous Metals Import & Export Corporation, the Chief Financial Officer of China United Copper Co., Ltd., Investment Manager of Minmetals Group, Head of China Metals and Mining of ABN AMRO Bank N.V., China Metals and Mining coordinator of UBS, Executive Director of the Investment Bank Department (China) of Goldman Sachs, and Senior Vice President of Shougang Fushan Resources Group Ltd. Ms. Han was responsible for the initiation and execution of several projects which have become the milestones in the history of China's metal and mining industry.

CHAIRMAN OF METOREX

QIAO Fugui

For details of Mr. Qiao Fugui's biography, please see the sub-section headed "Executive Directors" on page 67.

CHIEF FINANCIAL OFFICER OF METOREX

YIN Weiwu

Mr. Yin Weiwu, aged 44, auditor. He was appointed as the CFO of Metorex (Pty) Ltd since January 2018. He joined Jinchuan Group in July 1997 and duties involved risk control, auditing and financial management. Former financial manager of Jinchuan Group Co. Ltd. Nickel Smelter and Jinchuan Group Marketing Company.

高級管理層

行政總裁

郜天鵬

有關郜天鵬先生之詳細履歷，請參閱第67頁「執行董事」分節。

首席財務官

韓曉青

韓曉青女士，49歲，自二零一七年五月起獲委任為本公司之首席財務官。韓女士畢業於北京工業大學，獲得電子工程專業和對外貿易專業雙學位。曾就讀於澳洲證券業協會應用金融與投資專業。韓女士在自然資源領域有超過20年經驗。曾任中國有色進出口總公司風險控制經理，中銅聯合銅業有限公司財務總監，中國五礦集團投資經理，荷蘭銀行金屬和採礦業中國區主管，瑞士銀行投行部金屬和採礦業中國業務協調人，高盛投行部中國區執行董事，首鋼福山資源集團有限公司高級副總裁。韓女士負責發起和執行了中國金屬和採礦業數個里程碑專案。

METOREX主席

喬富貴

有關喬富貴先生之詳細履歷，請參閱第67頁「執行董事」分節。

METOREX財務總監

尹緯武

尹緯武先生，44歲，審計師，自二零一八年一月起獲委任為南非梅特瑞斯公司財務總監。一九九七年七月加入金川集團，從事過風險控制、審計、財務管理工作，曾任金川集團鎳冶煉廠及金川集團行銷公司財務經理。

The Directors of the Company present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2017.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 41 to the consolidated financial statements. During the year, there were no significant changes in the nature of the Group's principal activities.

BUSINESS REVIEW

A fair review of the Group's business and a description of the principal risks and uncertainties being faced by the Group are provided in the "Chairman's Statement", "CEO's Report" and "Management Discussion and Analysis" sections of this annual report. Particulars of important events affecting the Group that have occurred since the end of the year, and indication of likely future development in the Group's business can also be found in these sections and this "Report of the Directors". An analysis of the Group's performance during the year using financial key performance indicators is set out on page 3 and in "Management Discussion and Analysis" section. A discussion on the Company's environmental policies and performance can be found in the "Sustainable Development Report" on pages 21 to 37. An account of the Group's relationship with its shareholders and investors can be found on pages 64 to 66. These discussions form part of this "Report of the Directors".

COMPLIANCE WITH LAWS AND REGULATIONS

Save as disclosed under the section headed "Event After The Reporting Period", during the year ended 31 December 2017, as far as the Board is aware, there was no material breach of or non-compliance with the Cayman Islands Companies Law, Listing Rules, SFO and other applicable laws and regulations that have a significant impact on the Group's business and operation by the Group.

RESULTS AND DIVIDENDS

The Group's results for the year ended 31 December 2017 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 88 to 191.

No dividend has been paid or declared by the Company in respect of the year ended 31 December 2017.

本公司董事謹提呈截至二零一七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綜合財務報表附註41。於年內，本集團的主要經營業務活動性質並未出現任何重大變動。

業務回顧

本集團業務的公允回顧及本集團正面臨的主要風險及不確定因素的概述載於本年報「主席報告」、「行政總裁報告」以及「管理層討論及分析」中。自本年度末所發生影響本集團的重大事件細節以及本集團業務的可能未來發展方向亦載於該等章節及本「董事會報告」內。採用財務關鍵績效指標對本集團於年內的表現作出的分析載於第3頁及「管理層討論及分析」一節。就本公司的環保政策及表現的討論載於第21至37頁的可持續發展報告。本集團與其股東及投資者的關係論述載於第64至66頁。該等討論構成本「董事會報告」之一部分。

遵守法律及法規

除於「申報期後事項」一節所披露者外，截至二零一七年十二月三十一日止年度，就董事會所知，本集團並無嚴重違反或不遵守開曼群島公司法、上市規則、證券及期貨條例，以及其他適於用本集團且對本集團業務及運作構成重大影響的法例及法規。

業績及股息

本集團截至二零一七年十二月三十一日止年度之業績以及本公司及本集團於該日之業務狀況載於第88至191頁之財務報表。

本公司並無就截至二零一七年十二月三十一日止年度派發或宣派任何股息。

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 Group's audited financial statements and restated as appropriate, is set out on page 192. 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 15 to the consolidated financial statements.

BANK BORROWINGS

Particulars of bank borrowings of the Group as at 31 December 2017 are set out in note 27 to the consolidated financial statements.

DISCLOSURES PURSUANT TO RULE 13.21 OF THE LISTING RULES

On 29 May 2014, Kinsenda Copper Company SA (as borrower), a 77% owned subsidiary of the Company, and Jinchuan Group (as guarantor) entered into a facility agreement ("Facility Agreement 1") with China Development Bank Corporation ("CDBC") (as lender) in relation to a term loan facility in an amount of US\$225,000,000. The final repayment date of the term loan facility will be the date falling 10 years from the date of the first utilization of such facility, which had taken place on 30 May 2014.

On 27 May 2016, Metorex (as borrower), an indirect wholly-owned subsidiary of the Company, entered into a facility agreement ("Facility Agreement 2") with CDBC (as lender), whereas Jinchuan Group acted as guarantor, in relation to a loan facility for the purpose of funding its working capital and operations in an amount of US\$25,000,000. The final repayment date of the loan facility will be the date falling on the last day of a 12-month period from the date of the first utilization of such facility, which had taken place on 6 June 2016. The loan facility was fully repaid.

On 9 November 2016, Metorex (as borrower) entered into a facility agreement ("Facility Agreement 3") with CDBC (as lender), whereas Jinchuan Group acted as guarantor, in relation to a loan facility for the purpose of funding the working capital and operations of Metorex and its subsidiaries in an amount of US\$100,000,000. The final repayment date of the loan facility will be the date falling on the last day of a 36-month period from the date of the first utilization of such facility, which had taken place on 14 November 2016.

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、負債及非控股權益概要載於第192頁，摘錄自本集團經審核財務報表及已重新編列(如適用)。有關概要並不構成經審核財務報表之一部份。

物業、廠房及設備

本公司及本集團於年內之物業、廠房及設備之變動詳情載於綜合財務報表附註15。

銀行借貸

本集團於二零一七年十二月三十一日之銀行借貸詳情載於綜合財務報表附註27。

根據上市規則第13.21條規定進行的披露

於二零一四年五月二十九日，本公司持股77%的附屬公司Kinsenda Copper Company SA (作為借款人)、金川集團 (作為擔保人) 與國家開發銀行股份有限公司 (「國家開發銀行」) (作為貸款人) 訂立一項融資協議 (「融資協議1」)，內容有關金額為225,000,000美元之有期貸款融資。該筆有期貸款融資之最後還款日期將為首次動用該筆融資當日起計十年，而該筆融資已於二零一四年五月三十日首次動用。

於二零一六年五月二十七日，本公司之間接全資附屬公司Metorex (作為借款人) 與國家開發銀行 (作為貸款人) 訂立一項融資協議 (「融資協議2」)，由金川集團作為擔保人，內容有關金額為25,000,000美元之貸款融資，以用作撥付Metorex之營運資金及業務運作。該筆貸款融資之最後還款日期將為首次動用該筆融資當日起計十二個月之最後一日，而該筆融資已於二零一六年六月六日首次動用。有關貸款融資已悉數償還。

於二零一六年十一月九日，Metorex (作為借款人) 與國家開發銀行 (作為貸款人) 訂立一項融資協議 (「融資協議3」)，由金川集團作為擔保人，內容有關金額為100,000,000美元之貸款融資，以用作撥付Metorex及其附屬公司之營運資金及業務運作。該筆貸款融資之最後還款日期將為首次動用該筆融資當日起計三十六個月之最後一日，而該筆融資已於二零一六年十一月十四日首次動用。

Pursuant to the Facility Agreement 1, Jinchuan Group, the controlling shareholder of the Company, is required, at all times, to (directly or indirectly) own more than 50% of the shares of Kinsenda Copper Company SA (the “Specific Performance Obligation”). However, for sake of future development, the Group had obtained a waiver of the Specific Performance Obligation from CDBC in August 2017.

Pursuant to the Facility Agreement 2 and Facility Agreement 3, Jinchuan Group, the controlling shareholder of the Company, is required, at all times, to (directly or indirectly) own not less than 51% of the shares of Metorex. Breach of the specific performance obligation stated in each of the above facility agreements will constitute an event of default of the previous facility agreement(s). Upon the occurrence of such event of default, the relevant bank may declare the loan facility to be cancelled and all outstanding amounts may become immediately due and payable.

SHARE CAPITAL

The Company issued new ordinary shares during the year upon completion of subscription of new shares, details of which are disclosed in the section headed “Issue of New Shares” under “Management Discussion & Analysis” of this annual report. Details of movements in the Company’s share capital during the year are set out in note 30 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Save as (i) the Company’s share option scheme disclosed in the section headed “Share Option Scheme” and note 31 to the consolidated financial statements, (ii) the subscription agreement entered into between the Company and the Subscriber disclosed in the section headed “Issue of New Shares” under “Management Discussion & Analysis” of this annual report and note 30 to consolidated financial statements, (iii) the Company’s share incentive scheme disclosed in the section headed “Share Incentive Scheme”, and (iv) the Convertible Securities disclosed in note 32 to the consolidated financial statements, no equity-linked agreements that will or may result in the Company issuing shares were entered into by the Company during the year and subsisted at the end of the year.

CONTRACT OF SIGNIFICANCE

No contract of significance has been entered into between the Company or any of its subsidiaries and the controlling shareholder or any of its subsidiaries during the year.

根據融資協議1，本公司控股股東金川集團須於所有時候直接或間接擁有Kinsenda Copper Company SA超過50%股份（「特定履約責任」）。然而，考慮到未來發展，本集團於二零一七年八月從國家開發銀行取得特定履約責任的豁免。

根據融資協議2及融資協議3，本公司控股股東金川集團須於所有時候直接或間接擁有Metorex不少於51%股份。違反上述各份融資協議所訂明之特定履約責任將構成違反先前訂立的融資協議。當違約事件發生時，有關銀行可宣告註銷有關貸款融資，而所有未償還金額將即時到期繳付。

股本

本公司於完成認購新股份後於年內發行了新普通股，詳情於本年報「管理層討論及分析」中「發行新股份」一節內披露。本公司於年內之股本變動詳情載於綜合財務報表附註30。

股權掛鈎協議

除(i)於「購股權計劃」一節及綜合財務報表附註31內披露之本公司購股權計劃；(ii)於本年報「管理層討論及分析」中「發行新股份」一節及綜合財務報表附註30內披露之本公司與認購人之間訂立的認購協議；(iii)於「股份激勵計劃」一節披露之本公司股份激勵計劃；及(iv)於綜合財務報表附註32內披露之可換股證券外，並無於年內訂立且於年結日存續之股權掛鈎協議將會或可能令本公司發行股份。

重大合約

本公司或其任何附屬公司於年內並無與控股股東或其任何附屬公司訂立任何重大合約。

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 2017.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 42 to the consolidated 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 2017, representing the aggregate of share premium account, contributed surplus and accumulated losses, amounted to nil (2016: nil).

DIRECTORS

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

Executive Directors:

Mr. GAO Tianpeng (*Chief Executive Officer*)¹
 Mr. QIAO Fugui¹
 Mr. YANG Zhiqiang (*Ex-Chairman of the Board*)²
 Mr. ZHANG Sanlin (*Ex-Deputy Chairman of the Board*)²
 Mr. ZHANG Zhong²

Non-Executive Directors:

Mr. CHEN Dexin (*re-designated as a non-executive Director from an executive Director with effect from 23 August 2017*) (*Chairman of the Board*)¹ (*Ex-Chief Executive Officer*)²
 Mr. ZHANG Youda¹
 Mr. ZENG Weibing³

Independent Non-Executive Directors:

Mr. WU Chi Keung
 Mr. YEN Yuen Ho, Tony
 Mr. POON Chiu Kwok⁴
 Mr. Neil Thacker MACLACHLAN⁵

¹ Appointed with effect from 23 August 2017.
² Resigned with effect from 23 August 2017.
³ Appointed with effect from 28 April 2017.
⁴ Appointed with effect from 21 March 2017.
⁵ Resigned with effect from 31 January 2017.

購買、出售或贖回本公司上市證券

截至二零一七年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

儲備

本公司及本集團於年內之儲備變動詳情已分別載於綜合財務報表附註42及綜合權益變動表。

可供分派儲備

本公司可供分派予股東之儲備相當於股份溢價賬、實繳盈餘及累計虧損之總和，其於二零一七年十二月三十一日為零(二零一六年：無)。

董事

年內及截至本報告日期止期間之本公司董事如下：

執行董事：

郜天鵬先生 (*行政總裁*)¹
 喬富貴先生¹
 楊志強先生 (*前任董事會主席*)²
 張三林先生 (*前任董事會副主席*)²
 張忠先生²

非執行董事

陳得信先生 (*於二零一七年八月二十三日由執行董事調任為非執行董事*) (*董事會主席*)¹ (*前任行政總裁*)²
 張有達先生¹
 曾衛兵先生³

獨立非執行董事：

胡志強先生
 嚴元浩先生
 潘昭國先生⁴
 Neil Thacker MACLACHLAN先生⁵

¹ 於二零一七年八月二十三日獲委任
² 於二零一七年八月二十三日辭任
³ 於二零一七年四月二十八日獲委任
⁴ 於二零一七年三月二十一日獲委任
⁵ 於二零一七年一月三十一日辭任

Pursuant to article 16.18 of the Company's articles of association, Mr. Chen Dexin, Mr. Wu Chi Keung and Mr. Poon Chiu Kwok shall retire from office as Directors by rotation at the forthcoming annual general meeting of the Company. All of the above three retiring directors, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

DIRECTORS' SERVICE CONTRACTS

None of the Directors being proposed for re-election at the Company's forthcoming annual general meeting has service contracts 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).

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

As at 31 December 2017, none of the Directors or chief executive 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 SFO) which were required: (a) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (b) to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Save as disclosed in the section headed "Share Option Scheme" and "Share Incentive Scheme" below, neither at the end of nor at any time during the year there subsisted any arrangement to which the Company or any of its subsidiaries or its parent companies or its fellow subsidiaries was a party and the objectives of or one of the objectives of such arrangement are/is to enable the Directors, their respective spouse or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Except for those disclosed in the section headed "Continuing Connected Transactions" below, no contracts, transactions or arrangements of significance, to which the Company, its subsidiaries, its holding company or any of its subsidiaries was a party and in which a Director or entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

按照本公司的組織章程細則第16.18條，陳得信先生、胡志強先生及潘昭國先生須於應屆股東週年大會輪值退任董事。上述三名退任董事均合資格並願意於本公司應屆股東週年大會膺選連任。

董事服務合約

概無於本公司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。

董事及最高行政人員於本公司或其相聯法團之股份、相關股份及債券之權益及淡倉

於二零一七年十二月三十一日，概無本公司董事或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第XV部)之股份、相關股份及債券中，擁有(a)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或淡倉；或(b)根據上市規則附錄10所載標準準則須知會本公司及聯交所之權益或淡倉。

董事購買股份及債券之權利

除下文「購股權計劃」及「股份激勵計劃」一節所披露者外，於年結日及年內任何時間本公司或其任何附屬公司或其母公司或其同系附屬公司概無訂有任何安排，而有關安排之目的或其中一項目的為使董事、其各自之配偶或十八歲以下之子女能以收購本公司或任何其他法人團體之股份或債券之方式獲得利益。

董事於交易、安排或合約之權益

除下文「持續關連交易」一節所披露者外，於年結日或年內任何時間，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董事或與董事有關連的實體直接或間接擁有重大權益之重大合約、交易或安排。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year ended 31 December 2017.

PERMITTED INDEMNITY PROVISION

The Company's articles of association state that every Directors is entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted. The Company has arranged for appropriate insurance cover for potential liabilities of Directors and officers of the Company to third parties arising out of their corporate activities. All Directors have the benefit of directors' and officers' liability insurance.

This permitted indemnity provision was in force for the benefit of the Directors during the financial year ended 31 December 2017, and remains to be in force as at the date of this "Report of the Directors".

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 31 to the consolidated financial statements.

There were no share options of the Company outstanding at the end of the year ended 31 December 2017.

SHARE INCENTIVE SCHEME

A share incentive scheme (the "Share Incentive Scheme") was approved by the then shareholders at the annual general meeting of the Company held on 2 June 2015 (the "Adoption Date"). The purpose of the Share Incentive Scheme is to provide incentive or reward to Directors or employees of the Group for their contributions to, and continuing efforts to promote the interests of, the Group and its business. Pursuant to the Share Incentive Scheme, performance-based shares of the Company may be granted to eligible persons. The Share Incentive Scheme permits the granting of the performance-based shares to the eligible persons that are either new shares of the Company or existing shares of the Company that are purchased pursuant to the terms of the Share Incentive Scheme.

The aggregate number of the performance-based shares which may be allotted and issued and/or purchased upon vesting of the performance-based shares granted under the Share Incentive Scheme is limited to 10% of the total number of shares of the Company in issue as at the Adoption Date. Pursuant to the Share Incentive Scheme, the maximum aggregate number

管理合約

截至二零一七年十二月三十一日止年度，本集團並無訂立或存續任何涉及管理及行政管理其全部或任何主要部分業務的合約。

獲准許之彌償條文

本公司組織章程細則訂明，每位董事均可獲本公司以其資產彌償其作為董事因就任何民事或刑事訴訟作出抗辯（限於其獲判勝訴或無罪之訴訟）而招致或蒙受之一切損失或負債。本公司已為董事及高級職員安排合適保險保障，針對因進行公司業務而可能需向第三方承擔的責任。所有董事均享有董事及行政人員責任保險保障。

前述准許的彌償條文在截至二零一七年十二月三十一日的財政年度中有效，且在本「董事會報告」刊發日期仍然有效。

購股權計劃

本公司設有購股權計劃（「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。計劃之進一步詳情於綜合財務報表附註31披露。

截至二零一七年十二月三十一日止年度完結時，概無本公司尚未行使之購股權。

股份激勵計劃

股份激勵計劃（「股份激勵計劃」）於二零一五年六月二日（「採納日期」）舉行之本公司股東週年大會上獲當時之股東批准。股份激勵計劃之目的為向本集團董事或員工提供獎勵或獎賞，以嘉獎彼等對提高本集團及其業務之利益作出之貢獻及持續作出的努力。根據股份激勵計劃，本公司可向合資格人士授出本公司之業績股份。股份激勵計劃允許本公司向合資格人士授出本公司之新股份，或本公司根據股份激勵計劃之條款所購買之現有股份作為業績股份。

於根據股份激勵計劃授出之業績股份歸屬時，可能配發及發行及／或購買之業績股份總數以採納日期本公司已發行股份總數10%為限。根據股份激勵計劃，於根據股份激勵計劃授出之業績股份歸屬時可能配發及發行或購買之股份，連同根據本公司其他長期激勵計劃（包

of shares of the Company which may be allotted and issued or purchased upon the vesting of performance-based shares granted under the Share Incentive Scheme and yet to be vested in relation to shares of the Company or options granted under other long-term incentive schemes of the Company (including the Scheme) must not, in aggregate, exceed 30% of the total number of shares of the Company in issue from time to time.

At the 2017 AGM held on 18 May 2017, a scheme mandate was granted to the Board to exercise the powers of the Company to issue new shares of the Company not exceeding 2% of the issued share capital of the Company as at the date of 2017 AGM. Such mandate has not been used and will lapse at the conclusion of the 2018 annual general meeting of the Company. It is expected that the Company will continue to seek granting of similar scheme mandates from the shareholders at future annual general meetings of the Company during the term of the Share Incentive Scheme so as to enable the Company to allot and issue new shares to satisfy the grant of the performance-based shares under the Share Incentive Scheme.

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

As at 31 December 2017, so far as is known to the Directors, the following persons (i) had interests or short positions in the shares and/or 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.

Long positions in the shares and underlying shares of the Company:

Name of shareholder 股東名稱	Note 附註	Capacity/nature of interest 身份／權益性質	Number of shares interested 擁有權益之 股份數目	Number of shares which may be converted from PSCS (Note 3) 永久次級可換 股證券可兌換之 股份之數目(附註3)	Percentage of the total number of shares in issue (%) (Note 2) 佔已發行股份 總數之百分比 (%) (附註2)
Jinchuan Group Co., Ltd* 金川集團股份有限公司	(1) & (3)	Interest of controlled corporation 受控法團權益	2,981,205,857	8,466,120,000	236.82%
Jinchuan Group (Hongkong) Resources Holdings Limited 金川集團(香港)資源控股有限公司	(1) & (3)	Interest of controlled corporation 受控法團權益	2,981,205,857	8,466,120,000	236.82%

括計劃)所授出之股份或購股權之相關未歸屬股份總數，合共最多不得超過本公司不時已發行股份總數之30%。

於二零一七年五月十八日舉行之二零一七年股東週年大會上，董事會獲授予計劃授權，藉此可行使本公司之權力發行不超過於二零一七年股東週年大會日期本公司已發行股本2%之本公司新股份。該授權尚未動用，且將於本公司之二零一八年股東週年大會結束時失效。預期本公司將於股份激勵計劃之年期內，在日後之本公司股東週年大會上繼續尋求股東授出類似之計劃授權，以便本公司配發及發行新股份，從而得以根據股份激勵計劃授出業績股份。

主要股東於本公司股份及相關股份之權益及淡倉

於二零一七年十二月三十一日，就董事所知，下列人士(i)於本公司股份及／或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。

於本公司股份及相關股份之好倉：

REPORT OF THE DIRECTORS

董事會報告

Name of shareholder 股東名稱	Note 附註	Capacity/nature of interest 身份／權益性質	Number of shares interested 擁有權益之 股份數目	Number of shares which may be converted from PSCS (Note 3) 永久次級可換 股證券可兌換之 股份之數目(附註3)	Percentage of the total number of shares in issue (%) (Note 2) 佔已發行股份 總數之百分比 (%) (附註2)
Jinchuan (BVI) Limited 金川(BVI)有限公司	(1) & (3)	Interest of controlled corporation/ Beneficial owner 受控法團權益/ 實益擁有人	2,981,205,857	8,466,120,000	236.82%
Jinchuan (BVI) 1 Limited 金川(BVI)1有限公司	(1)	Beneficial owner 實益擁有人	1,888,449,377	N/A 不適用	39.07%
Jinchuan (BVI) 2 Limited 金川(BVI)2有限公司	(1)	Beneficial owner 實益擁有人	557,834,372	N/A 不適用	11.54%
Jinchuan (BVI) 3 Limited 金川(BVI)3有限公司	(1)	Beneficial owner 實益擁有人	534,922,108	N/A 不適用	11.07%
Taikang Asset Management Co., Ltd* 泰康資產管理有限責任公司	(4)	Interest of controlled corporation 受控法團權益	483,000,000	N/A 不適用	9.99%
Shandong Hi-Speed Urbanization Fund Management Centre (Limited Partnership)* 山東高速城鎮化基金管理中心 (有限合夥)	(4)	Interest of controlled corporation 受控法團權益	483,000,000	N/A 不適用	9.99%
SD Hi-Speed Huanbohai (Tianjin) Equity Investment Fund (Limited Partnership) 山東高速環渤海(天津)股權投資基金 合夥企業(有限合夥)	(4)	Interest of controlled corporation 受控法團權益	483,000,000	N/A 不適用	9.99%
SD Hi-Speed Investment HK Limited 山東高速環渤海投資(香港)有限公司	(4)	Beneficial owner 實益擁有人	483,000,000	N/A 不適用	9.99%

Notes:

1. Jinchuan Group Co., Ltd* directly owned 100% of the issued share capital of Jinchuan Group (Hongkong) Resources Holdings Limited which in turn owned 100% of the issued share capital of Jinchuan (BVI) Limited which owned 100% of the issued share capital of each 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) Limited were deemed to have interests in the 1,888,449,377 shares, 557,834,372 shares and 534,922,108 shares of the Company held by Jinchuan (BVI) 1 Limited, Jinchuan (BVI) 2 Limited and Jinchuan (BVI) 3 Limited respectively under the SFO.
2. The calculation is based on the number of shares and/or underlying shares of the Company as a percentage of the total number of issued shares of the Company (i.e. 4,833,753,051 Shares) as at 31 December 2017.
3. Jinchuan (BVI) Limited directly held PSCS in the amount of US\$1,085.4 million (equivalent to approximately HK\$8,466.1 million) which may be converted into 8,466,120,000 shares of the Company at an initial conversion price of HK\$1.00 per share. Based on the relations set out in note 1 above, Jinchuan Group Co., Ltd* and Jinchuan Group (Hongkong) Resources Holdings Limited were deemed to be interested in the 8,466,120,000 underlying shares of the Company held by Jinchuan (BVI) Limited under the SFO.
4. Taikang Asset Management Co., Ltd* owned 99.17% of the issued share capital of Shandong Hi-Speed Urbanization Fund Management Centre (Limited Partnership)* which in turn owned 99% of the issued share capital of SD Hi-Speed Huanbohai (Tianjin) Equity Investment Fund (Limited Partnership) which owned 100% of the issued share capital of SD Hi-Speed Investment HK Limited. Therefore, Taikang Asset Management Co., Ltd*, Shandong Hi-Speed Urbanization Fund Management Centre (Limited Partnership)* and SD Hi-Speed Huanbohai (Tianjin) Equity Investment Fund (Limited Partnership) were deemed to have interest in the 483,000,000 shares of the Company held by SD Hi-Speed Investment HK Limited under the SFO.

Save as disclosed above, as at 31 December 2017, so far as is known to the Directors, no other person (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.

* For identification purposes only

附註：

1. 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有限公司各自已發行股本之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有限公司分別持有的1,888,449,377股、557,834,372股及534,922,108股本公司股份中擁有權益。
2. 已發行股份總數之百分比乃根據於二零一七年十二月三十一日之本公司股份及／或相關股份數目佔本公司已發行股份總數(即4,833,753,051股)之百分比計算。
3. 金川(BVI)有限公司直接持有合共1,085.4百萬美元(相當於約8,466.1百萬港元)之永久次級可換股證券，據此可按初步換股價每股1.00港元轉換為8,466,120,000股本公司股份。按照上文附註1列明之關係，根據證券及期貨條例，金川集團股份有限公司及金川集團(香港)資源控股有限公司被視為於金川(BVI)有限公司所持有之8,466,120,000股本公司相關股份中擁有權益。
4. 泰康資產管理有限責任公司擁有山東高速城鎮化基金管理中心(有限合夥)已發行股本的99.17%，山東高速城鎮化基金管理中心(有限合夥)擁有山東高速環渤海(天津)股權投資基金合夥企業(有限合夥)已發行股本的99%，山東高速環渤海(天津)股權投資基金合夥企業(有限合夥)擁有山東高速環渤海投資(香港)有限公司已發行股本的100%。因此，根據證券及期貨條例，泰康資產管理有限責任公司、山東高速城鎮化基金管理中心(有限合夥)及山東高速環渤海(天津)股權投資基金合夥企業(有限合夥)被視為於山東高速環渤海投資(香港)有限公司所持有之483,000,000股本公司股份中擁有權益。

除上文披露者外，於二零一七年十二月三十一日，就董事所知，概無其他人士(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，或有關該等股本之任何購股權。

* 僅供識別

MAJOR CUSTOMERS AND SUPPLIERS

During the year under review, sales to the Group's five largest customers accounted for 81.0% (2016: 77.2%) of the total sales for the year and sales to the Group's largest customer accounted for 33.9% (2016: 21.4%) of the total sales for the year. Purchases from the Group's five largest suppliers accounted for 50.6% (2016: 67.7%) of the total purchases for the year and purchases from the largest supplier accounted for 26.1% (2016: 36.4%) of the total purchases for the year.

At no time during the year did a Director, a close 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 number of issued shares) had any beneficial interest in any of the Group's five largest customers or suppliers for the year ended 31 December 2017, save that a non-wholly owned subsidiary of Jinchuan Group was the largest customer of the Group (2016: save that Jinchuan Group was the largest customer of the Group).

RETIREMENT BENEFIT SCHEMES

The Group strictly complies with the Mandatory Provident Fund Schemes Ordinance in making mandatory contributions for its staff in Hong Kong, and also make contributions to staff retirement fund for those staff in the South Africa, the DRC and Zambia. Details of the Group's retirement benefit schemes for the year ended 31 December 2017 are set out in note 37 to the consolidated financial statements.

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, where the Company is incorporated, 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 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 throughout the year ended 31 December 2017.

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.

主要客戶及供應商

於回顧年度，本集團的五大客戶銷售額佔年度銷售總額的81.0%（二零一六年：77.2%），而本集團最大客戶銷售額佔年度銷售總額的33.9%（二零一六年：21.4%）。本集團的五大供應商採購額佔年度採購總額的50.6%（二零一六年：67.7%），而最大供應商採購額佔年度採購總額26.1%（二零一六年：36.4%）。

於年內任何時間，除金川集團旗下一間非全資附屬公司為本集團五大客戶之一（二零一六年：除金川集團為本集團最大客戶）之外，本公司董事、董事之緊密聯繫人士或股東（就董事所知擁有本公司已發行股份數目5%以上）概無於本集團截至二零一七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實益權益。

退休福利計劃

本集團嚴格遵照強制性公積金計劃條例，為香港員工作出強制性供款，並為南非、剛果（金）及贊比亞之員工作出員工退休金供款。本集團截至二零一七年十二月三十一日止年度之退休福利計劃詳情載於綜合財務報表附註37。

優先購買權

本公司之公司組織章程細則或本公司註冊地點開曼群島之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，董事及彼等各自之聯繫人士（定義見上市規則）於截至二零一七年十二月三十一日止年度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。

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。

The emoluments of the Directors 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 and Nomination Committee of the Board.

The Company has adopted a share option scheme on 20 June 2012 and a share incentive scheme on 2 June 2015 as an incentive to directors and eligible employees of the Group. Details of the share option scheme adopted on 20 June 2012 are set out in note 31 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

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

CONNECTED TRANSACTIONS

As the corporate bonds issued by Jinchuan Group (the "Corporate Bonds") offer a stable return on cash for the Group, Golden Harbour, a wholly owned subsidiary of the Company, purchased Corporate Bonds in a series of on-market transactions conducted between 30 June 2016 and 7 July 2016 with a total nominal value of RMB27,000,000 (equivalent to approximately US\$4,049,008) at an aggregate consideration of RMB25,661,250 (equivalent to approximately US\$3,848,245). All of the Corporate Bonds have been redeemed upon maturity in 2017.

As Jinchuan Group is the controlling shareholder of the Company, Jinchuan Group is therefore a connected person of the Company under the Listing Rules. Accordingly, the abovementioned purchases of Corporate Bonds constituted connected transactions of the Company. These transactions were subject to reporting and announcement requirements pursuant to the Listing Rules, but were exempt from the independent shareholders' approval requirement.

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及提名委員會的建議而定。

本公司已於二零一二年六月二十日採納購股權計劃及於二零一五年六月二日採納股份激勵計劃，以向本集團董事及合資格僱員提供獎勵。於二零一二年六月二十日採納的購股權計劃詳情載於綜合財務報表附註31。

足夠公眾持股量

根據本公司可取得之公開資料及據董事所知悉，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總數25%之足夠公眾持股量。

關連交易

由於金川集團所發行之公司債券（「公司債券」）可為本集團提供穩定現金回報，故本公司之全資附屬公司金港源於二零一六年六月三十日至二零一六年七月七日期間之連串市場上交易中購買公司債券，其面值總額為人民幣27,000,000元（相當於約4,049,008美元），總代價為人民幣25,661,250元（相當於約3,848,245美元）。所有公司債券已於二零一七年到期時被贖回。

由於金川集團為本公司之控股股東，故根據上市規則，金川集團為本公司之關連人士。因此，上述之購買公司債券構成本公司之關連交易。根據上市規則，該等交易須遵守申報及公告規定但獲豁免遵守獨立股東批准規定。

CONTINUING CONNECTED TRANSACTIONS

During the year under review, the Group had the following continuing connected transactions which were subject to reporting and announcement requirements pursuant to the Listing Rules, but were exempt from the independent shareholders' approval requirement.

- (i) Through subleasing the licensed premises to Golden Wealth International Trading Limited ("GWL") in return for license fee payable to Golden Grand Investment Limited ("GGL"), a wholly-owned subsidiary of the Company, the Company could reduce the financial burden on the rental expenses. Therefore, the Company entered into the following agreements. On 16 May 2016, GWL (as licensee) entered into a licence agreement (the "2016 Licence Agreement") with GGL (as licensor), a wholly owned subsidiary of the Company, pursuant to which GGL has agreed to license to GWL the non-exclusive right to use and occupy the office premises located at Unit 3101, 31/F, United Centre, 95 Queensway, Admiralty, Hong Kong for a term from 16 May 2016 to 31 March 2019. On 1 November 2017, GGL and GWL entered into a supplemental agreement (the "Supplemental Agreement") to amend certain terms of the 2016 Licence Agreement, including reducing the licensed area granted to GWL with effect from 1 November 2017 and reducing the licensed fee with effect from 1 December 2017. GWL is an indirect wholly-owned subsidiary of Jinchuan Group, the controlling shareholder of the Company, and thus a connected person of the Company. The transactions contemplated under 2016 Licence Agreement as supplemented by the Supplemental Agreement constitute continuing connected transactions of the Company under the Listing Rules. In such respect, the Group received rental income of approximately HK\$2,566,000 (equivalent to US\$329,000) for the year ended 31 December 2017 which did not exceed the then annual cap for 2017 of HK\$3,240,000 (equivalent to US\$416,452). From 1 November 2017 to 31 December 2017, the Group received rental income of approximately HK\$304,000 (equivalent to approximately US\$39,000) which did not exceed the annual cap for the said period of HK\$428,000 (equivalent to approximately US\$54,872). Details of these continuing connected transactions were set out in the announcements of the Company dated 16 May 2016 and 1 November 2017.

During the year under review, the Group had the following continuing connected transactions which were subject to reporting, announcement and independent shareholders' approval requirements pursuant to the Listing Rules.

持續關連交易

於回顧年度，本集團已進行下列根據上市規則須遵守申報及公告規定但獲豁免遵守獨立股東批准規定之持續關連交易。

- (i) 通過向金鴻源國際貿易有限公司（「GWL」）分租其許可物業，以獲得應付予本公司全資附屬公司金昌盛投資有限公司（「GGL」）之許可費用，本公司能減輕其租金開支之財務負擔。因此，本公司已訂立下列協議：於二零一六年五月十六日，GWL（作為獲許可方）與本公司之全資附屬公司GGL（作為授許可方）訂立許可協議（「二零一六年許可協議」），據此，GGL同意授予GWL使用及佔有香港金鐘金鐘道95號統一中心31樓3101室辦公物業的非專屬授權，由二零一六年五月十六日起至二零一九年三月三十一日止。於二零一七年十一月一日，GGL及GWL訂立補充協議（「補充協議」），以修訂二零一六年許可協議若干條款，包括自二零一七年十一月一日起縮減授予GWL的許可範圍，以及自二零一七年十二月一日起降低許可費用。GWL是本公司控股股東金川集團的間接全資附屬公司，故為本公司之關連人士。根據上市規則，二零一六年許可協議（經補充協議所補充）項下擬進行之交易構成本公司之持續關連交易。就此而言，本集團於截至二零一七年十二月三十一日止年度收取租金收入約2,566,000港元（相當於329,000美元），其並無超出當時之二零一七年年度的上限3,240,000港元（相當於416,452美元）。本集團於二零一七年十一月一日至二零一七年十二月三十一日期間收取租金收入約304,000港元（相當於39,000美元），其並無超出上述期間的年度上限428,000港元（相當於約54,872美元）。該等持續關連交易之詳情載於本公司日期為二零一六年五月十六日及二零一七年十一月一日之公告。

於回顧年度，本集團已進行下列根據上市規則須遵守申報、公告及獨立股東批准規定之持續關連交易。

(i) In order to align with the business strategy of the Group, on 29 November 2016, the Company entered into an agreement (the “2016 CCT Agreement”) with Jinchuan Group in respect of the trading of Mineral and Metal Products between the Group and the JCG Group for three years commencing 1 January 2017 up to 31 December 2019. As Jinchuan Group is the controlling shareholder of the Company, Jinchuan Group is therefore a connected person of the Company. Accordingly, the transactions contemplated under the 2016 CCT Agreement constitute continuing connected transactions of the Company under the Listing Rules. In such respect, the Group recorded transaction amounts between the Group and JCG Group amounted to US\$209.6 million for the year ended 31 December 2017 (the “2017 Transaction Amount”) which exceeded the approved annual cap for year ended 31 December 2017 of US\$165 million (the “2017 Approved Annual Cap”). Details of these continuing connected transactions were set out in the Company’s announcements dated 29 November 2016, 11 January 2017, 9 February 2018 and the section headed “Events After The Reporting Period” section on page 87.

(ii) For sake of the Company’s business needs, on 10 March 2017, Ruashi Mining entered into an agreement (the “2017 Copper Agreement”) with Gécamines SA, pursuant to which Gécamines SA has agreed to sell, and Ruashi Mining has agreed to purchase copper ores on the stockpiles of Lupoto situated in Kalumines, a copper mining property invested by Gécamines SA, for a period of 18 months.

Ruashi Mining is a subsidiary of the Company which is held as to 75% indirectly by the Company and as to 25% by Gécamines SA, and therefore Gécamines SA is a connected person of the Company at the subsidiary level. The transactions contemplated under the 2017 Copper Agreement constitute continuing connected transactions of the Company under the Listing Rules. In such respect, the Group recorded purchases of US\$26.2 million for the year ended 31 December 2017 which did not exceed the annual cap for period from 10 March 2017 to 31 December 2017 of US\$70.0 million. Details of these continuing connected transactions were set out in the announcement of the Company dated 10 March 2017.

All the above continuing connected transactions for the year ended 31 December 2017 have been reviewed by the independent non-executive Directors. The independent non-executive Directors have confirmed that the continuing connected transactions have been entered into:

(a) in the ordinary and usual course of business of the Group;

(i) 為配合本集團之業務策略，於二零一六年十一月二十九日，本公司與金川集團訂立協議（「二零一六年持續關連交易協議」），內容有關本集團與JCG集團於二零一七年一月起至二零一九年十二月三十一日止三年內的礦產品及金屬產品貿易。由於金川集團為本公司之控股股東，故金川集團為本公司之關連人士。因此，根據上市規則，二零一六年持續關連交易協議項下擬進行的交易構成本公司之持續關連交易。就此而言，本集團與JCG集團之間的交易額於截至二零一七年十二月三十一日止年度為209.6百萬美元（「二零一七年交易金額」），其超出截至二零一七年十二月三十一日止年度的年度上限165百萬美元（「二零一七年經批准年度上限」）。該等持續關連交易之詳情載於本公司日期為二零一六年十一月二十九日、二零一七年一月十一日及二零一八年二月九日之公告，以及第87頁之「申報期後事項」一節。

(ii) 為了本公司之業務需要，於二零一七年三月十日，Ruashi Mining與Gécamines SA訂立協議（「二零一七年銅協議」），據此，Gécamines SA已同意出售及Ruashi Mining已同意採購位於Kalumines（Gécamines SA所投資之銅礦資產）之Lupoto銅礦的堆積礦石，為期十八個月。

Ruashi Mining為本公司之附屬公司，由本公司間接持有其75%權益及Gécamines SA持有其25%權益，Gécamines SA因而在附屬公司層面上為本公司之關連人士。根據上市規則，二零一七年銅協議項下擬進行的交易構成本公司之持續關連交易。就此而言，本集團於二零一七年十二月三十一日止年度錄得採購額26.2百萬美元，其並無超出於二零一七年三月十日至二零一七年十二月三十一日期間之年度上限70.0百萬美元。該等持續關連交易之詳情載於本公司日期為二零一七年三月十日之公告。

上述截至二零一七年十二月三十一日止年度之持續關連交易均已經獨立非執行董事審閱。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；

REPORT OF THE DIRECTORS

董事會報告

- (b) either on normal commercial terms or better; and
- (c) in accordance with the respective agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with the Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued a letter containing their findings and conclusions in respect of the continuing connected transactions for the year ended 31 December 2017 in accordance with Rule 14A.56 of the Listing Rules. The conclusions of the auditor are set out below:

- (a) nothing has come to auditor's attention that causes the auditor to believe that the transactions have not been approved by the Company's Board of Directors;
- (b) for transactions involving the provision of goods or services by the Group, nothing has come to auditor's attention that causes the auditor to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- (c) nothing has come to auditor's attention that causes the auditor to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (d) with respect to the aggregate amount of each of the continuing connected transactions, except for the total sales of Mineral and Metal Products to the JCG Group of US\$209,619,000 under the continuing connected transactions set out in item (i) above, nothing has come to the auditor's attention that causes the auditor to believe that the transactions have exceeded the annual cap as set by the Company.

Except that the total sales of Mineral and Metal Products to the JCG Group under the continuing connected transactions set out in item (i) above has exceeded the 2017 Approved Annual Cap, the Company complied with the requirements under Chapter 14A of the Listing Rules during the year.

A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

- (b) 按正常或更佳之商業條款進行；及
- (c) 按照規管有關交易之各自之協議進行，其條款屬公平合理，並符合本公司股東之整體利益。

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核證業務準則第3000號(經修訂)「非審核或審閱過往財務資料的核證工作」，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。核數師已按照上市規則第14A.56條之規定就截至二零一七年十二月三十一日止年度之持續關連交易發出函件，當中載有其進行核證的結果及結論如下：

- (a) 核數師並無發現任何事項，致使其相信本公司董事會並未批准有關交易；
- (b) 關於涉及本集團提供貨品或服務之交易，核數師並無發現任何事項，致使其相信有關交易並無在所有重大方面按照本集團之定價政策進行；
- (c) 核數師並無發現任何事項，致使其相信有關交易並無在所有重大方面按照規管有關交易之有關協議進行；及
- (d) 就各持續關連交易之總金額而言，除上文第(i)項所載JCG集團根據持續關連交易於礦產品及金屬產品之銷售總額209,619,000美元外，核數師並無發現任何事項，致使其相信有關交易超出本公司所訂之年度上限。

除上文第(i)項所載JCG集團根據持續關連交易於礦產品及金屬產品之銷售總額超出二零一七年經批准年度上限外，本公司於年內已符合上市規則第14A章之規定。

本公司已向聯交所提交該核數師函件之副本。

Save as disclosed above, no contracts, transactions or arrangements of significance to which the Company or any of its subsidiaries was a party and in which a director or any entity connected with a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

The Directors confirmed that the material related party transactions as disclosed in note 39 to the consolidated financial statements fall under the definition of connected transactions or continuing connected transactions. The Directors confirmed that those transactions complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

EVENTS AFTER THE REPORTING PERIOD

As disclosed by the Company in its announcement dated 9 February 2018, the Company discovered that the 2017 Transaction Amount exceeded the 2017 Approved Annual Cap. The 2017 Approved Annual Cap was exceeded mainly due to an unexpected surge in the price and demand for cobalt and the oversight of the sale figure of copper blister to Sky Hero for 2017.

As the 2017 Transaction Amount exceeded the 2017 Approved Annual Cap, the Company would need to re-comply with the requirement under Rule 14A.54 of the Listing Rules. The Company convened an extraordinary general meeting on 16 April 2018 and obtained the approval from the independent shareholders to confirm and ratify the 2017 Transaction Amount. Please refer to the poll results published by the Company on 16 April 2018.

AUDITOR

During the year, Deloitte Touche Tohmatsu (“Deloitte”) were the auditor of the Company. A resolution for the re-appointment of Deloitte as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board
Chen Dexin
Chairman

27 March 2018

除上文披露者外，本公司或任何其附屬公司並無訂立其為訂約一方，且董事或與董事有關連的任何實體擁有重大權益（不論直接或間接）而於年結日或本年度任何時間存續之重大合約、交易或安排。

董事確認，於綜合財務報表附註39披露之重大關聯人士交易符合關連交易或持續關連交易之定義。董事確認該等交易已符合上市規則第14A章之披露規定。

申報期後事項

誠如本公司日期為二零一八年二月九日之公告所披露，本公司發現二零一七年交易金額超出了二零一七年經批准年度上限。超出二零一七年經批准年度上限之主要原因為出現預料之外的鈷價及鈷需求急升，以及漏報二零一七年與天恒之粗銅銷售數字所致。

由於二零一七年交易金額超出二零一七年經批准年度上限，本公司將須重新遵守上市規則第14A.54條之規定。本公司已於二零一八年四月十六日召開股東特別大會並取得獨立股東批准確認及追認二零一七年交易金額。請參閱本公司於二零一八年四月十六日發佈之投票表決結果。

核數師

年內，本公司核數師為執業會計師德勤•關黃陳方會計師行（「德勤」）。於應屆股東週年大會上將提呈決議案重新委聘德勤為本公司核數師。

代表董事會
陳得信
主席

二零一八年三月二十七日



TO THE SHAREHOLDERS OF
JINCHUAN GROUP INTERNATIONAL RESOURCES CO. LTD
(incorporated in the Cayman Islands with limited liability)

致金川集團國際資源有限公司股東
(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Jinchuan Group International Resources Co. Ltd (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 97 to 191, which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

本核數師(以下簡稱「我們」)已審計列載於97至191頁的金川集團國際資源有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零一七年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據國際會計準則委員會(「國際會計準則委員會」)頒佈之《國際財務報告準則》真實而中肯地反映了貴集團於二零一六年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

意見基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter 關鍵審計事項

Depreciation/amortisation of property, plant and equipment and mineral rights for mining operations (“Mining Assets”)

採礦業務所用物業、廠房及設備以及礦產權（「採礦資產」）的折舊／攤銷

We identified the depreciation/amortisation of Mining Assets calculated using the units of production (“UOP”) method as a key audit matter due to the significance of the balance to the consolidated statement of profit or loss and other comprehensive income, combined with the significant management judgement and estimation associated with determining the mineral reserves.

由於採礦資產結餘為綜合損益及其他全面收益表的重項項目，加上釐定礦產儲量涉及管理層的重大判斷及估計，故我們認為採礦資產的折舊／攤銷（按產量單位（「UOP」）法計算）屬於關鍵審計事項。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

How our audit addressed the key audit matter 我們的審計如何對關鍵審計事項進行處理

Our procedures in relation to depreciation/amortisation of the Mining Assets included:
我們針對採礦資產的折舊／攤銷執行的程序包括：

- Working with our internal industry expert to examine the mining plan prepared by the Group's experts on extraction of estimated proved and probable ore reserves throughout the life of the mines, and checking the consistency of estimated mineral reserves, notably changes in the geology of the reserves and assumptions used in determining the economic feasibility of the reserves used in the mining plan to these reserves estimates.

與我們內部的行業專家協作審查由貴集團專家就於礦場開採期內開採證實及概約礦石估計儲量而編製的採礦計劃，並檢查於該等礦石估計儲量採礦計劃中所述的儲量估計方法的一致性、儲量的地質狀況及用以釐定儲量的經濟可行性所用的假設。

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們的審計如何對關鍵審計事項進行處理

Depreciation/amortisation of property, plant and equipment and mineral rights for mining operations (“Mining Assets”) (Continued)

採礦業務所用物業、廠房及設備以及礦產權（「採礦資產」）的折舊／攤銷（續）

As explained in note 4 to the consolidated financial statements, the depreciation and amortisation of the Mining Assets for the year ended 31 December 2017 amounted to US\$43,377,000 and US\$7,030,000 respectively. The management of the Group assesses the UOP rates against the estimated reserve base and operating and development plan regularly, taking into account the recent economic production and technical information about each mine from the Group's experts. The UOP rates of depreciation and amortisation can fluctuate from initial estimates when there are significant changes in any of the factors or assumptions used in estimating mineral reserves.

如綜合財務報表附註4所解釋，採礦資產的折舊／攤銷額於截至二零一七年十二月三十一日止年度分別為43,377,000美元及7,030,000美元。貴集團管理層參考貴集團專家就各礦場所提供的近期經濟生產及技術信息，定期評估估計儲量基礎及經營開發計劃的UOP比率。倘用以估計礦產儲量的任何因素或假設出現重大變動，折舊及攤銷的UOP比率可能較初步估計有所變動。

- Assessing the Group's ability to achieve the production level by reference to the Group's historical performance and future outlook of the mining industry.

參考貴集團的過往財務表現及採礦業的未來前景而評估貴集團達致生產水平的能力。

- Assessing the reasonableness of the management's UOP rates and recalculating the depreciation and amortisation of the Mining Assets.

評估管理層所定的UOP比率的合理性並重新計算採礦資產的折舊及攤銷額。

Key audit matter

關鍵審計事項

Impairment assessment of property, plant and equipment, mineral rights and exploration and evaluation assets ("Non-current Assets")

物業、廠房及設備、礦產權以及勘探及評估資產（「非流動資產」）的減值評估

We identified impairment assessment of Non-current Assets as a key audit matter due to the significance of the balances to the consolidated financial statements as a whole, combined with the significant management judgement and estimation associated with determining the recoverable amounts in the impairment assessment.

由於非流動資產結餘為整體綜合財務報表的重大項目，加上釐定減值評估的可收回金額涉及管理層的重大判斷及估計，故我們認為非流動資產的減值評估為關鍵審計事項。

The carrying amount of property, plant and equipment, minerals rights and exploration and evaluation assets as at 31 December 2017 amounted to US\$671,077,000 US\$488,057,000 and US\$212,332,000 respectively and are allocated to five cash generating units ("CGUs") in respect of the Group's mining operations in Zambia and Democratic Republic of the Congo as per note 4 to the consolidated financial statements.

物業、廠房及設備、礦產權以及勘探及評估資產於二零一七年十二月三十一日的賬面值分別為671,077,000美元、488,057,000美元及212,332,000美元，如綜合財務報表附註4所述，有關項目已分配至貴集團於贊比亞及剛果民主共和國的採礦業務下的五個現金產生單位（「現金產生單位」）。

How our audit addressed the key audit matter

我們的審計如何對關鍵審計事項進行處理

Our procedures in relation to impairment assessment of Non-current Assets included:

我們針對非流動資產的減值評估執行的程序包括：

- Understanding the Group's impairment assessment process, including the impairment assessment model adopted, CGU allocation and assumptions used.

了解貴集團的減值評估過程，包括採納的減值評估模型、現金產生單位的分配及所用假設。

- Working with our internal industry expert to carry out, among others, the following procedures:
與我們內部的行業專家協作執行（其中包括）下列程序：

- evaluating the appropriateness of the model used to calculate the recoverable amounts;
對用以計算可收回金額的模型的恰當性作出評價；

- assessing the reasonableness of the discount rates by benchmarking against independent data;
以獨立所得數據為基準評估貼現率的合理性；

Key audit matter**關鍵審計事項****Impairment assessment of property, plant and equipment, mineral rights and exploration and evaluation assets ("Non-current Assets") (Continued)**

物業、廠房及設備、礦產權以及勘探及評估資產（「非流動資產」）的減值評估（續）

During the year ended 31 December 2017, the management of the Group performed an impairment assessment of these CGUs due to recovery in copper and cobalt prices, successful implementation of a cost-saving plan as well as the current mine plan and production reserves, details of which are set out in note 8 to the consolidated financial statements. The recoverable amounts of these CGUs are determined using value in use calculations based on the management's cash flow forecasts in which key assumptions on future production level, future copper and cobalt prices and discount rates can significantly affect the discounted cash flows.

截至二零一七年十二月三十一日止年度，由於銅價及鈷價回升、成功實施成本節約措施以及當前礦場計劃及生產儲量，故貴集團管理層對該等現金產生單位執行減值評估，詳情載於綜合財務報表附註8。該等現金產生單位的可收回金額乃基於管理層的現金流量估算（當中涉及對未來生產水平、未來銅價及鈷價及貼現率作出關鍵假設，其可對貼現現金流量構成重大影響）按使用價值計算釐定。

Based on the impairment assessment on each of the CGUs, as described in note 8 to the consolidated financial statements, the management of the Group reversed an impairment loss of US\$17,080,000 on mineral rights during the year ended 31 December 2017.

根據綜合財務報表附註8所述的各項現金產生單位的減值評估，於截至二零一七年十二月三十一日止年度，貴集團管理層就礦產權錄得減值撥回17,080,000美元。

How our audit addressed the key audit matter**我們的審計如何對關鍵審計事項進行處理**

- evaluating if the management's estimate of future production level is consistent with the reserve estimates and mining plan prepared by the Group's internal expert; and
對管理層就未來生產水平的估計與儲量估計及貴集團內部專家所編製採礦計劃的一致性作出評價；及
- assessing the appropriateness of estimated of future copper and cobalt prices by reference to entity-specific historical information and market data.
參考實體的特定過往信息及市場數據來評估於未來估計之銅價及鈷價的恰當性。
- Evaluating the historical accuracy of the management's cash flow forecasts by comparing the historical cash flow forecasts with the actual performance.
透過對歷史現金流量預測與實際表現的比較，對管理層過往的現金流量預測準確度作出評價。
- Re-performing the sensitivity analysis on the key inputs performed by the Group to evaluate the magnitude of impact on the recoverable amounts.
重新執行貴集團對主要輸入數據進行的敏感度分析，以評估可收回金額的受影響程度。

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB 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.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他資訊

貴公司董事需對其他資訊負責。其他資訊包括刊載於年報內的資訊，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資訊，我們亦不對該等其他資訊發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資訊，在此過程中，考慮其他資訊是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資訊存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則委員會頒佈之《國際財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層須負責監督貴集團的財務報告過程。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照我們商定的業務約定條款僅向全體股東出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。本行並不就本行報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水準的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Mak Chun Bon.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
27 March 2018

核數師就審計綜合財務報表承擔的 責任(續)

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計專案合夥人是麥振邦。

德勤·關黃陳方會計師行
執業會計師
香港
二零一八年三月二十七日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

		Notes 附註	2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Revenue	收益	5	549,188	364,845
Cost of sales	銷售成本		(433,025)	(362,488)
Gross profit	毛利		116,163	2,357
Other gains and losses	其他收益及虧損	7	(12,527)	(2,273)
Selling and distribution costs	銷售及分銷成本		(31,257)	(23,440)
Administrative expenses	行政開支		(20,587)	(20,925)
Reversal of impairment loss	減值虧損撥回	8	17,080	53,748
Finance income	財務收入		986	686
Finance costs	財務成本	9	(8,673)	(6,832)
Profit before tax	除稅前溢利	10	61,185	3,321
Income tax (expense) credit	所得稅(開支)抵免	12	(7,750)	2,993
Profit for the year	年內溢利		53,435	6,314
Other comprehensive income: Item that may be reclassified subsequently to profit or loss: Fair value change on cash flow hedges, net of income tax	其他全面收入： 其後可能重新分類至 損益之項目： 現金流量對沖之公平值 變動，扣除所得稅		-	270
Other comprehensive income for the year	本年度其他全面收入		-	270
Total comprehensive income for the year	本年度全面收入總額		53,435	6,584
Profit (loss) for the year attributable to:	下列人士應佔年內 溢利(虧損)：			
Owners of the Company	本公司擁有人		41,624	8,347
Non-controlling interests	非控股權益		11,811	(2,033)
			53,435	6,314
Total comprehensive income (expense) attributable to:	下列人士應佔全面收入 (開支)總額：			
Owners of the Company	本公司擁有人		41,624	8,617
Non-controlling interests	非控股權益		11,811	(2,033)
			53,435	6,584
Earnings per share	每股盈利	13		
Basic (US cents)	基本(美仙)		0.89	0.19
Diluted (US cents)	攤薄(美仙)		0.32	0.07

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2017
於二零一七年十二月三十一日

		Notes 附註	2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	671,077	688,100
Mineral rights	礦產權	16	488,057	478,007
Exploration and evaluation assets	勘探及評估資產	17	212,332	181,630
Other non-current assets	其他非流動資產	18	16,602	18,578
			1,388,068	1,366,315
Current assets	流動資產			
Inventories	存貨	19	172,093	109,066
Trade and other receivables	貿易及其他應收款項	20	146,808	104,395
Held for trading investments	持作買賣投資	23	–	3,705
Derivative financial instruments	衍生金融工具	24	–	219
Bank balances and cash	銀行結餘及現金	25	75,162	96,402
			394,063	313,787
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	26	87,787	71,764
Amount due to an intermediate holding company	應付中間控股公司款項	22	119,815	4,331
Amount due to a fellow subsidiary	應付同系附屬公司款項	22	5,974	744
Amount due to a non-controlling shareholder of a subsidiary	應付附屬公司非控股股東款項	22	418	–
Bank borrowings	銀行借款	27	133,881	83,333
Short-term provisions	短期撥備	28	10,000	5,416
Tax payable	應繳稅項		2,392	338
			360,267	165,926
Net current assets	流動資產淨值		33,796	147,861
Total assets less current liabilities	總資產減流動負債		1,421,864	1,514,176
Non-current liabilities	非流動負債			
Bank borrowings	銀行借款	27	231,415	311,222
Long-term provisions	長期撥備	28	28,772	27,303
Deferred tax liabilities	遞延稅項負債	29	291,195	288,107
Amount due to an intermediate holding company	應付中間控股公司款項	22	–	115,000
Amount due to a fellow subsidiary	應付同系附屬公司款項	22	–	5,000
			551,382	746,632
Net assets	資產淨值		870,482	767,544

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2017
於二零一七年十二月三十一日

		Notes 附註	2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Capital and reserves	股本及儲備			
Share capital	股本	30	6,197	5,578
Perpetual subordinated convertible securities	永久次級可換股證券	32	1,089,084	1,089,084
Reserves	儲備		(303,571)	(394,079)
Equity attributable to owners of the Company	本公司擁有人應佔權益		791,710	700,583
Non-controlling interests	非控股權益		78,772	66,961
Total equity	權益總額		870,482	767,544

The consolidated financial statements on pages 97 to 191 were approved and authorised for issue by the Board of Directors on 27 March 2018 and are signed on its behalf by:

載於第97至191頁的綜合財務報表已經董事會於二零一八年三月二十七日批准及授權刊發，並由以下人士代為簽署：

GAO Tianpeng
郜天鵬
DIRECTOR
董事

CHEN Dexin
陳得信
DIRECTOR
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital	Perpetual subordinated convertible securities 永久次級可換股證券	Share premium	Translation reserve	Hedging reserve	Other reserves	Accumulated losses	Total	Non-controlling interests	Total
		股本	可換股證券	股份溢價	換算儲備	對沖儲備	其他儲備	累計虧損	總計	非控股權益	總權益
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
							(Note) (附註)				
At 1 January 2016	於二零一六年一月一日	5,578	1,089,084	294,196	(23,844)	(270)	(400,721)	(272,057)	691,966	68,994	760,960
Profit (loss) for the year	年內溢利(虧損)	-	-	-	-	-	-	8,347	8,347	(2,033)	6,314
Other comprehensive income for the year	本年度其他全面收入	-	-	-	-	270	-	-	270	-	270
Total comprehensive income (expense) for the year	本年度全面收入(開支)總額	-	-	-	-	270	-	8,347	8,617	(2,033)	6,584
At 31 December 2016	於二零一六年十二月三十一日	5,578	1,089,084	294,196	(23,844)	-	(400,721)	(263,710)	700,583	66,961	767,544
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	-	-	-	-	-	-	41,624	41,624	11,811	53,435
Ordinary shares issued (Note 30)	已發行普通股(附註30)	619	-	48,919	-	-	-	-	49,538	-	49,538
Transaction costs attributable to issue of new ordinary shares	發行新普通股所產生之交易成本	-	-	(35)	-	-	-	-	(35)	-	(35)
At 31 December 2017	於二零一七年十二月三十一日	6,197	1,089,084	343,080	(23,844)	-	(400,721)	(222,086)	791,710	78,772	870,482

Note: Other reserves comprised (i) the excess of the nominal value of the shares of the subsidiaries acquired pursuant to a group reorganisation ("Combination") in 2013 over the nominal value of the Company's shares issued in exchange therefor and (ii) the issue of 1,595,880,000 shares of the Company with a fair value of US\$206,646,000 and the issue of perpetual subordinated convertible securities ("Convertible Securities") of the Company with a fair value of US\$1,089,084,000 on 14 November 2013 in exchange for the entire equity interests in Jin Rui Mining Investment Limited ("Jin Rui") and the settlement of all shareholder's loans outstanding by Jin Rui to Jintai Mining Investment Limited ("Jintai") amounting to the principal amount of South African Rand ("ZAR") 9,193,369,000 (equivalent to US\$895,000,000).

附註：其他儲備包括(i)於二零一三年度根據集團重組(「合併」)所收購附屬公司股份之面值，超過本公司作為收購代價所發行股份之面值的差額及(ii)於二零一三年十一月十四日發行1,595,880,000股公平值為206,646,000美元的本公司股份以及發行公平值為1,089,084,000美元的本公司永久次級可換股證券(「可換股證券」)，以收購金瑞礦業投資有限公司(「金瑞」)之全部股本權益，以及結清金瑞結欠金泰礦業投資有限公司(「金泰」)的所有未償還股東貸款本金額9,193,369,000南非蘭特(「南非蘭特」)(相當於895,000,000美元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
OPERATING ACTIVITIES	經營活動		
Profit before tax	除稅前溢利	61,185	3,321
Adjustments for:	經調整：		
Finance income	財務收入	(986)	(686)
Finance costs	財務成本	8,673	6,832
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	-	98
Change in fair value of derivative financial instruments, net	衍生金融工具公平值變動，淨額	219	1,113
Change in fair value of held for trading investments	持作買賣投資公平值變動	(275)	143
Provisions for rehabilitation and environmental expenditure	復修及環保開支的撥備	6,696	2,830
Depreciation of property, plant and equipment	物業、廠房及設備折舊	43,422	46,888
Amortisation of mineral rights	礦產權攤銷	7,030	10,973
Reversal of impairment loss recognised in respect of mineral rights	已確認礦產權減值虧損撥回	(17,080)	(67,765)
Decrease in royalty prepayment	礦權使用費預付款項減少	912	2,446
Impairment loss recognised in respect of exploration and evaluation assets	已確認勘探及評估資產減值虧損	-	14,017
Operating cash flows before movements in working capital	未計營運資金變動前之經營現金流量	109,796	20,210
Increase in inventories	存貨增加	(63,027)	(6,105)
(Increase) decrease in trade and other receivables	貿易及其他應收款項(增加)減少	(42,413)	14,377
Redemption (purchase) of held for trading investments	贖回(購買)持作買賣投資	3,980	(3,848)
Increase (decrease) in trade and other payables	貿易及其他應付款項增加(減少)	15,988	(21,143)
Increase in rehabilitation trust fund	復修信託基金增加	(14)	(12)
Cash generated from operations	經營業務所得現金	24,310	3,479
Income tax paid	已付所得稅	(2,608)	(3,802)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	經營活動所得(動用)現金淨額	21,702	(323)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
INVESTING ACTIVITIES	投資活動		
Repayment from a Democratic Republic of Congo ("DRC") state-owned power company	自剛果民主共和國 (「剛果(金)」) 國有電力公司之還款	1,078	1,183
Interest received	已收利息	986	686
Expenditure on exploration and evaluation assets	勘探及評估資產開支	(30,702)	(22,962)
Purchase of property, plant and equipment	購買物業、廠房及設備	(12,938)	(32,519)
Payment made on rehabilitation and environmental provision	復修及環保撥備款項	(643)	(4,581)
Decrease in restricted cash deposits	受限制現金存款減少	-	4,182
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	-	365
NET CASH USED IN INVESTING ACTIVITIES	投資活動動用現金淨額	(42,219)	(53,646)
FINANCING ACTIVITIES	融資活動		
New bank borrowings raised	新增銀行借款	3,667	207,789
Increase (decrease) in trade invoices discounting facility	貿易發票貼現融資增加(減少)	44,553	(3,871)
Proceeds from issue of new shares	發行新股份所得款項	49,538	-
Advance from an intermediate holding company	來自中間控股公司之墊款	484	1,716
Advance from a non-controlling shareholder of a subsidiary	來自附屬公司之非控股股東之墊款	418	-
Advance from a fellow subsidiary	來自同系附屬公司之墊款	230	-
Repayments of bank borrowings	償還銀行借款	(77,479)	(82,800)
Interest paid	已付利息	(22,134)	(19,885)
NET CASH (USED IN) FROM FINANCING ACTIVITIES	融資活動(動用)所得現金淨額	(723)	102,949
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目(減少)增加淨額	(21,240)	48,980
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	年初現金及現金等值項目	96,402	47,422
CASH EQUIVALENTS AT THE END OF THE YEAR	年終現金等值項目	75,162	96,402
ANALYSIS OF CASH AND CASH EQUIVALENTS, represented by bank balances and cash	現金及現金等值項目分析		
	銀行結餘及現金	75,162	96,402

1. GENERAL

Jinchuan Group International Resources Co., Ltd. (the “Company”) is a public limited company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its parent is Jinchuan (BVI) Limited (incorporated in the British Virgin Islands) and its ultimate holding company is 金川集團股份有限公司 (Jinchuan Group Co., Ltd) (“JCG”) (incorporated in the People’s Republic of China (the “PRC”). The addresses of registered office and principal place of business of the Company are disclosed in the Corporate Information in the annual report.

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are mining operations and the trading of mineral and metal products.

The consolidated financial statements are presented in United States dollars (“US\$”), which is also the functional currency of the Company.

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRSs issued by the International Accounting Standards Board (the “IASB”) for the first time:

Amendments to IAS 7	Disclosure initiative
Amendments to IAS 12	Recognition of deferred tax assets for unrealised losses
Amendments to IFRS 12	As part of the annual improvements to IFRSs 2014-2016 cycle

1. 一般資料

金川集團國際資源有限公司(「本公司」)於開曼群島註冊成立為公眾有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。其母公司為金川(BVI)有限公司(於英屬處女群島註冊成立)及其最終控股公司為金川集團股份有限公司(「JCG」)(於中華人民共和國(「中國」)註冊成立)。本公司的註冊辦事處及主要營業地點的地址於年報的公司資料部分披露。

本公司為投資控股公司。本公司及其附屬公司(統稱「本集團」)之主要業務為採礦業務與礦產品及金屬產品貿易。

綜合財務報表以美元(「美元」)呈列，美元亦為本公司功能貨幣。

2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)

於本年度強制生效之國際財務報告準則之修訂

本集團已於本年度首次應用以下國際會計準則委員會(「國際會計準則委員會」)頒佈之國際財務報告準則之修訂：

國際會計準則第7號之修訂	披露計劃
國際會計準則第12號之修訂	就未變現虧損確認遞延稅項資產
國際財務報告準則第12號之修訂	作為對國際財務報告準則二零一四年至二零一六年週期之年度改進之一部分

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

Except as described below, the application of the amendments to IFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Amendments to IAS 7 “Disclosure initiative”

The Group has applied these amendments for the first time in the current year. The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both cash and non-cash changes. In addition, the amendments also require disclosures on changes in financial assets if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities.

Specifically, the amendments require the following to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

A reconciliation between the opening and closing balances of these items is provided in note 40. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year. Apart from the additional disclosure in note 40, the application of these amendments has had no impact on the Group’s consolidated financial statements.

2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

除下文所述者外，於本年度應用國際財務報告準則之修訂對本集團於本年度及過往年度之財務表現及狀況及／或於綜合財務報表內所載之披露資料並無重大影響。

國際會計準則第7號之修訂「披露計劃」

本集團於本年度首次應用此等修訂。有關修訂要求實體提供披露資料，使財務報表使用者能夠評估融資活動產生的負債變動，包括現金及非現金變動。此外，倘若金融資產的現金流量已經（或將來的現金流量將會）計入融資活動的現金流量，則此等修訂亦要求披露該等金融資產的變動。

具體而言，有關修訂要求披露以下項目：(i) 融資現金流量的變動；(ii) 因取得或失去附屬公司或其他業務的控制權而產生的變動；(iii) 匯率變動的影響；(iv) 公平值變動；及(v) 其他變動。

有關該等項目期初及期末結餘之對賬已載於附註40。為符合有關修訂之過渡條文，本集團並無披露過往年度的比較資料。除附註40內所載之額外披露外，應用此等修訂對本集團之綜合財務報表並無影響。

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

New and amendments to IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 9	Financial instruments ¹
IFRS 15	Revenue from contracts with customers and the related amendments ¹
IFRS 16	Leases ²
IFRS 17	Insurance contracts ⁴
IFRIC 22	Foreign currency transactions and advance consideration ¹
IFRIC 23	Uncertainty over income tax treatments ²
Amendments to IFRS 2	Classification and measurement of share-based payment transactions ¹
Amendments to IFRS 4	Applying IFRS 9 “Financial instruments” with IFRS 4 “Insurance contracts” ¹
Amendments to IFRS 9	Prepayment features with negative compensation ²
Amendments to IFRS 10 and IAS 28	Sale or contribution of assets between an investor and its associate or joint venture ³
Amendments to IAS 19	Plan amendment, curtailment or settlement ²
Amendments to IAS 28	Long-term interests in associates and joint ventures ²
Amendments to IAS 40	Transfers of investment property ¹
Amendments to IAS 28	As part of the annual improvements to IFRSs 2014–2016 cycle ¹
Amendments to IFRSs	Annual improvements to IFRSs 2015–2017 cycle ²

¹ Effective for annual periods beginning on or after 1 January 2018

² Effective for annual periods beginning on or after 1 January 2019

³ Effective for annual periods beginning on or after a date to be determined

⁴ Effective for annual periods beginning on or after 1 January 2021

2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

已頒佈但尚未生效之新訂國際財務報告準則及國際財務報告準則之修訂

本集團並無提早採納下列已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

國際財務報告準則第9號	金融工具 ¹
國際財務報告準則第15號	與客戶訂約產生之收益以及相關修訂 ¹
國際財務報告準則第16號	租賃 ²
國際財務報告準則第17號	保險合約 ⁴
國際財務報告詮釋委員會詮釋第22號	外幣交易及預付代價 ¹
國際財務報告詮釋委員會詮釋第23號	所得稅處理之不確定性 ²
國際財務報告準則第2號之修訂	以股份為基礎的付款交易之分類及計量 ¹
國際財務報告準則第4號之修訂	一併應用國際財務報告準則第9號「金融工具」與國際財務報告準則第4號「保險合約」 ¹
國際財務報告準則第9號之修訂	具有負補償之提前還款特性 ²
國際財務報告準則第10號及國際會計準則第28號之修訂	投資者及其聯營公司或合資企業間之資產出售或注入 ³
國際會計準則第19號之修訂	計劃修訂、削減或結算 ²
國際會計準則第28號之修訂	於聯營公司及合資企業之長期權益 ²
國際會計準則第40號之修訂	投資物業之轉撥 ¹
國際會計準則第28號之修訂	作為對國際財務報告準則二零一四年至二零一六年週期之年度改進之一部分 ¹
國際財務報告準則之修訂	國際財務報告準則二零一五年至二零一七年週期之年度改進 ²

¹ 於二零一八年一月一日或之後開始之年度期間生效

² 於二零一九年一月一日或之後開始之年度期間生效

³ 於待釐定日期或之後開始之年度期間生效

⁴ 於二零二一年一月一日或之後開始之年度期間生效

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

IFRS 9 “Financial instruments”

IFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities and impairment requirements for financial assets.

Key requirements of IFRS 9 which are relevant to the Group are:

- All recognised financial assets that are within the scope of IFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at fair value through other comprehensive income. All other financial assets are measured at their fair value at subsequent accounting periods. In addition, under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

2. 應用新訂及經修訂國際財務報告準則（「國際財務報告準則」）（續）

國際財務報告準則第9號「金融工具」

國際財務報告準則第9號引入有關分類及計量金融資產及金融負債之新規定以及金融資產減值規定。

國際財務報告準則第9號中與本集團有關的主要規定如下：

- 所有符合國際財務報告準則第9號範疇的已確認金融資產須於其後按攤銷成本或公平值計量。具體而言，業務模型內以收取合約現金流量為目標的債務投資，以及合約現金流量僅為支付本金及未償還本金之利息的債務投資，一般於其後會計期間結束時按攤銷成本計量。業務模型內透過收取合約現金流量及出售金融資產達致目標，及按照金融資產的合約條款於特定日期產生的現金流量僅為支付本金及未償還本金之利息而持有的債務工具，乃按公平值計入其他全面收入計量。所有其他金融資產於其後會計期間按公平值計量。此外，根據國際財務報告準則第9號，實體可不可撤回地選擇於其他全面收入呈列股本投資（並非持作買賣者）公平值的其後變動，而僅股息收入為通常於損益確認。

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

IFRS 9 “Financial instruments” (Continued)

- In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

Based on the Group’s financial instruments and risk management policies as at 31 December 2017, the directors of the Company anticipate the following potential impact on initial application of IFRS 9:

- All financial assets and financial liabilities will continue to be measured on the same bases as are currently measured under IAS 39.

Impairment

In the opinion of the directors of the Company the probability of default payment of the financial assets that are subject to impairments (including loan receivables, trade and other receivables and bank balances) is very low. Hence, the directors of the Company anticipate that the application of the expected credit loss model of IFRS 9 will not have material impact on the Group’s future consolidated financial statements.

2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

國際財務報告準則第9號「金融工具」(續)

- 就金融資產減值而言，相對於國際會計準則第39號的已產生信貸虧損模型，國際財務報告準則第9號規定一項預期信貸虧損模型。該預期信貸虧損模型要求實體將各報告日期的預期信貸虧損及其變動入賬，以反映自初步確認以來的信貸風險變動。換言之，確認信貸虧損無須再以發生信貸事件為前提。

根據本集團於二零一七年十二月三十一日的金融工具及風險管理政策，本公司董事預計初步應用國際財務報告準則第9號將有下列潛在影響：

- 所有金融資產及金融負債將繼續按現時國際會計準則第39號所採用的相同基準計量。

減值

本公司董事認為，可予減值之金融資產(包括應收貸款、貿易及其他應收款項以及銀行結餘)出現欠款之可能性極低。因此，本公司董事預計，應用國際財務報告準則第9號中之預期信貸虧損模型將不會對本集團往後的綜合財務報表造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

IFRS 15 “Revenue from contracts with customers”

IFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 will supersede the current revenue recognition guidance including IAS 18 “Revenue”, IAS 11 “Construction contracts” and the related interpretations when it becomes effective.

The core principle of IFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under IFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in IFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by IFRS 15.

2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

國際財務報告準則第15號「與客戶訂約產生之收益」

頒佈國際財務報告準則第15號乃為建立一套單一的綜合模型供實體使用，以對與客戶訂約產生之收益進行會計處理。國際財務報告準則第15號生效後，其將取代現時沿用的收益確認指引，包括國際會計準則第18號「收益」、國際會計準則第11號「建築合約」及相關詮釋。

國際財務報告準則第15號的核心原則是：實體應確認收益以體現向客戶轉讓承諾貨品或服務的數額，而該數額須反映實體預期於交換該等貨品或服務時應得的代價。具體而言，該準則引入確認收益的五步法：

- 第1步：確定與客戶的合約
- 第2步：確定合約內的履約責任
- 第3步：釐定交易價格
- 第4步：將交易價格分攤至合約內的履約責任
- 第5步：當實體達成履約責任時確認收益

根據國際財務報告準則第15號，當實體達成履約責任，即當貨品或服務按特定的履約責任轉移並由客戶「控制」時確認收益。國際財務報告準則第15號已加入更為規範的指引，以處理個別特定情境。此外，國際財務報告準則第15號要求廣泛詳盡的披露。

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

IFRS 15 “Revenue from contracts with customers” (Continued)

In 2016, the IASB issued Clarifications to IFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

The directors of the Company anticipate that the application of IFRS 15 in the future may result in more disclosures, however, the directors of the Company do not anticipate that the application of IFRS 15 will have a material impact on the timing and amounts of total revenue recognised in the respective reporting periods.

IFRS 16 “Leases”

IFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. IFRS 16 will supersede IAS 17 “Leases” and the related interpretations when it becomes effective.

IFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

國際財務報告準則第15號「與客戶訂約產生之收益」(續)

於二零一六年，國際會計準則理事會頒佈國際財務報告準則第15號之澄清，內容有關識別履約責任、主事人與代理人的代價，以及牌照申請指引。

本公司董事預計，未來應用國際財務報告準則第15號可能導致須作出更多披露，然而，本公司董事預計，應用國際財務報告準則第15號將不會對各報告期間所確認總收益的時間及金額造成重大影響。

國際財務報告準則第16號「租賃」

國際財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理而引入一套綜合模型。國際財務報告準則第16號生效後，其將取代國際會計準則第17號「租賃」及相關詮釋。

國際財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。經營租賃及融資租賃的差異已由承租人會計處理中刪除，並由另一套模型取代，根據該模型除短期租賃及低價值資產租賃外，承租人須就所有租賃確認使用權資產及相應負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

IFRS 16 “Leases” (Continued)

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents lease payments as investing cash flows in relation to prepaid lease classified as finance lease and accounted for as property, plant and equipment, while other operating lease payments are presented as operating cash flows. Upon application of IFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Groups.

In contrast to lessee accounting, IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by IFRS 16.

As at 31 December 2017, the Group has non-cancellable operating lease commitments of US\$1,201,000 as disclosed in note 35. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of IFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

In addition, the Group currently considers refundable rental deposits paid of US\$516,000 as rights under leases to which IAS 17 applies. Based on the definition of lease payments under IFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost and such adjustments are considered as additional lease payments. Adjustments to refundable rental deposits paid would be included in the carrying amount of right-of-use assets.

2. 應用新訂及經修訂國際財務報告準則（「國際財務報告準則」）（續）

國際財務報告準則第16號「租賃」（續）

使用權資產初步按成本計量，並其後以成本（惟若干例外情況除外）減累計折舊及減值虧損計量，並就任何租賃負債的重新計量而作出調整。租賃負債初步按租賃付款（非當日支付）的現值確認。其後，租賃負債經（其中包括）利息及租賃付款以及租賃修訂的影響而作出調整。就現金流量分類而言，本集團目前將租賃付款呈列為與分類為融資租賃並入賬列為物業、廠房及設備之預付租賃款項有關之投資現金流量，而其他經營租賃付款則呈列為經營現金流量。於應用國際財務報告準則第16號時，有關租賃負債的租賃付款將分配為本金及利息部分，而本集團將呈列有關部分為融資現金流量。

與承租人會計處理相反，國際財務報告準則第16號大致保留國際會計準則第17號內的出租人會計處理規定，並繼續要求出租人將租賃分類為經營租賃或融資租賃。

此外，國際財務報告準則第16號要求廣泛詳盡的披露。

於二零一七年十二月三十一日，本集團有附註35所披露之不可撤銷經營租賃承擔1,201,000美元。初步評估顯示，該等安排將符合租賃的定義。於應用國際財務報告準則第16號時，本集團將就所有租賃確認使用權資產及相應負債，除非該等租賃符合低價值租賃或短期租賃的定義，則作別論。

此外，本集團現時視已付可退回租賃按金516,000美元為國際會計準則第17號所適用租賃項下的權利。根據國際財務報告準則第16號項下租賃付款的定義，有關按金並非與相關資產使用權有關的付款，因此，有關按金的賬面值可予調整至攤銷成本，而有關調整乃被視為額外租賃付款。已付可退回租賃按金的調整將計入使用權資產的賬面值內。

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

IFRS 16 “Leases” (Continued)

Furthermore, the application of new requirements may result in changes in measurement, presentation and disclosure as indicated above.

Except for the new IFRSs mentioned above, the directors of the Company anticipate that the application of the other amendments to IFRSs and Interpretations will have no material impact on the consolidated financial statements in the foreseeable future.

3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis except for derivative financial instruments and held for trading investments that are measured at fair value at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for leasing transactions that are within the scope of IAS 17 “Lease”, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 “Inventories” or value in use in IAS 36 “Impairment of assets”.

2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

國際財務報告準則第16號「租賃」(續)

此外，應用新規定或會導致上述的計量、呈列及披露資料有變。

除上述新訂國際財務報告準則外，本公司董事預計，應用其他經修訂國際財務報告準則及詮釋將不會對本集團可見將來之綜合財務報表造成重大影響。

3. 重大會計政策

綜合財務報表已根據國際會計準則委員會頒佈之國際財務報告準則編製。另外，綜合財務報表包括聯交所證券上市規則(「上市規則」)及香港公司條例規定之適用披露。

誠如下文所載之會計政策所闡述，除於各報告期末按公平值計量的衍生金融工具及持作買賣投資外，綜合財務報表乃按歷史成本基準編製。

歷史成本一般基於交換貨品及服務之代價的公平值計算。

公平值乃市場參與者於計量日在有序交易中出售資產所收取或轉讓負債所付出的價格，而不論該價格為可直接觀察獲得或可使用其他估值技術估計。於估計資產或負債的公平值時，本集團會考慮該等市場參與者於計量日對資產或負債定價時所考慮的資產或負債的特徵。於該等綜合財務報表中作計量及／或披露用途的公平值乃按此基準釐定，惟屬於國際會計準則第17號「租賃」範圍內的租賃交易，以及與公平值存在若干相似之處但並非公平值(如國際會計準則第2號「存貨」的可變現淨值或國際會計準則第36號「資產減值」的使用價值)的計量除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

The principal accounting policies are set out below.

Basis of consolidation

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

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

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

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

3. 重大會計政策(續)

此外，就財務申報而言，公平值計量按公平值計量的輸入數據的可觀察程度及該等輸入數據對公平值計量整體的重要性劃分為第一、二或三級，詳情如下：

- 第一級輸入數據為實體於計量日可獲得的相同資產或負債於活躍市場的報價(未調整)；
- 第二級輸入數據為(不包括計入第一級的報價)資產或負債可直接或間接觀察的輸入數據；及
- 第三級輸入數據為資產或負債無法觀察的輸入數據。

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司以及本公司及其附屬公司所控制實體的財務報表。當本公司符合以下各項時，即取得控制權：

- 有權控制被投資方；
- 承擔或有權獲得來自參與被投資方營運之可變回報；及
- 有能力行使其權力影響其回報金額。

倘事實及情況表明上文所列三個控制權元素中的一個或多個有變，則本集團重新評估其是否對被投資方擁有控制權。

附屬公司於本集團取得其控制權時綜合入賬，並於本集團喪失對其的控制權時終止綜合入賬。具體而言，自本集團取得控制權當日起，年內所收購或出售附屬公司之收支均計入綜合損益及其他全面收益表，直至本集團不再控制該附屬公司當日止。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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

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

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

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

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

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

3. 重大會計政策 (續)

綜合基準 (續)

損益及各其他全面收入項目歸屬至本公司擁有人及非控股權益。附屬公司的全面收入總額歸屬至本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

倘有需要，將對附屬公司的財務報表作出調整，以令其會計政策與本集團的會計政策貫徹一致。

與本集團成員公司之間的交易相關的集團內公司間資產與負債、股本、收入、開支及現金流量於綜合賬目時全數對銷。

收益確認

收益按已收或應收代價之公平值計量，並根據所估計的客戶退貨、回扣及其他類似補貼作相應下調。

銷售貨物的收益於貨物交付及所有權移交時，並滿足下列全部條件時確認：

- 本集團已向買方轉移有關貨物所有權之顯著風險及報酬；
- 本集團既無保留繼續參與管理，亦無實際控制已售之貨物；
- 收益的金額能夠可靠地計量；
- 與交易相關的經濟利益極大可能能夠流入本集團；及
- 有關交易所產生或將產生的成本能夠可靠地計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

For all sales of minerals, revenue is recognised initially at a selling price that is determined on a provisional basis. The final selling price is subject to the grades of copper and cobalt in the Group's copper and cobalt products and movements in copper and cobalt prices up to the date of final pricing, normally 30 days to 90 days after initial booking. The adjustment in respect of the final grades based on the third party examination is included within the "revenue" line item. The adjustment to the final prices that is part of the fair value through profit or loss measurement of the trade and bill receivables (see the accounting policy in respect of financial assets at FVTPL) is also included within the "revenue" line item.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Property, plant and equipment

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

Freehold land is stated at cost and is not depreciated.

Construction in progress, which represents assets under construction, is stated at cost less impairment loss, if any. When the assets are completed and ready for intended use, the carrying amount of the assets will be reclassified to the appropriate categories of property, plant and equipment. Depreciation of these assets, on the same basis as the appropriate categories of property, plant and equipment, commences when the assets are ready for their intended use.

Mining assets, including buildings and infrastructure, shafts and mine development costs, are depreciated to their residual values based on estimated proved and probable ore reserves using the unit of production ("UOP") method. For mine development costs, please refer to 'stripping costs' section below.

3. 重大會計政策 (續)

收益確認 (續)

就全部礦物銷售而言，收益初步按以臨時定價基準釐定之售價確認。最終銷售價格乃取決於本集團銅鈷產品之銅鈷品位，以及截至最終定價日期止（一般為初步入賬後之30至90日）之銅鈷價格波動情況而定。經第三方查驗後對最終品位所作出之調整計入「收益」分項內。對最終價格所作出之調整屬於貿易應收款項及應收票據中按公平值計入損益之一部分（詳見有關按公平值計入損益之金融資產之會計政策），其亦計入「收益」分項內。

金融資產之利息收入乃參照未償還本金按適用實際利率，以時間基準累計。適用實際利率指透過金融資產之預計可使用年期，將估計未來現金收入準確地貼現至有關資產於初步確認時之賬面淨值之比率。

物業、廠房及設備

物業、廠房及設備（不包括永久業權土地及在建工程）按歷史成本減其後的累計折舊及累計減值虧損（如有）於綜合財務狀況表列賬。

永久業權土地按成本列示，且不予折舊。

在建工程指興建中之資產，按成本減減值虧損（如有）列賬。當有關資產完成及可投入作擬定用途時，該等資產之賬面值將重新分類至適當的物業、廠房及設備類別。該等資產計提折舊的基準與適當類別之物業、廠房及設備相同，即在資產可投入作擬定用途時開始計提折舊。

採礦資產（包括樓宇及基礎設施、豎井及礦場開發成本）按估計的證實及概約礦石儲量使用產量單位（「UOP」）法對其餘值計提折舊。有關礦場開發成本詳情，請見下文「剝採成本」一節。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Depreciation for other property, plant and equipment (other than freehold land, mining assets and construction in progress) are depreciated using the straight-line method over their estimated useful lives to their residual value, which vary between 4 to 10 years.

The estimated mineral reserves, useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

Stripping cost

Stripping costs incurred in the development phase of a surface mine are capitalised as mine development costs. Depreciation of the stripping costs, on the same basis as the related mines, commences when the mines commence production. To the extent that stripping costs incurred in the production phase of a surface mine ("production stripping costs") provide improved access to ore, such costs are recognised as a non-current asset ("stripping activity asset") when certain criteria are met:

- it is probable that the future economic benefit (improved access to the ore body) associated with the stripping activity will flow to the Group;
- the Group can identify the component of the ore body for which access has been improved; and
- the costs relating to the stripping activity associated with that mine can be measured reliably.

Stripping costs are capitalised as mine development costs and are subsequently depreciated based on estimated proved and probable ore reserves using the UOP method once the mine comes into commercial production. The costs of normal ongoing operational stripping activities are accounted for as inventories.

3. 重大會計政策 (續)

物業、廠房及設備 (續)

其他物業、廠房及設備 (不包括永久業權土地、採礦資產及在建工程) 按其估計可使用年期 (介乎4年至10年) 以直線法計提折舊至剩餘價值。

估計礦產儲量、可使用年期及餘值乃於各報告期末進行檢討，估計發生變動之影響則按未來適用法入賬。

物業、廠房及設備項目於出售時或當預期繼續使用該資產不會產生未來經濟利益時取消確認。物業、廠房及設備項目出售或報廢產生之任何損益，按出售所得款項與資產賬面值之間的差額釐定並於損益確認。

剝採成本

露天礦場開發階段所產生之剝採成本乃資本化為礦場開發本。剝採成本由礦場開始生產時開始計提折舊，基準與相關礦場相同。倘露天礦場生產階段所產生之剝採成本 (「生產剝除成本」) 可改善礦石開採，則該等成本將於符合若干條件時確認為非流動資產 (「剝採活動資產」)：

- 與剝除活動有關之未來經濟利益 (即經改善之礦體開採) 可能會流入本集團；
- 本集團能夠識別開採經改善之礦體之成分；及
- 與該礦場有關之剝除活動相關成本能夠可靠地計量。

剝除成本乃資本化為礦場開發成本。一經礦場投入商業生產，該等成本其後將使用UOP法按估計的證實及概約礦石儲量計提折舊。正常持續的經營性剝採活動之成本則入賬列為存貨。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Mineral rights

Mineral rights represent the rights to conduct mining activities:

Mineral rights are stated at cost less accumulated amortisation and any impairment losses. Mineral rights include the cost of acquiring mining licences. Mineral rights are amortised based on estimated proved and probable ore reserves using the UOP method.

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

Impairment losses on tangible and intangible assets other than exploration and evaluation assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

3. 重大會計政策(續)

礦產權

礦產權指從事採礦活動之權利。

礦產權按成本減累計攤銷及任何減值虧損列賬。礦產權包括取得採礦許可證之成本。礦產權按估計的證實及概約礦石儲量使用UOP法計提攤銷。

礦產權於出售或預期不會從其使用或出售產生未來經濟利益時取消確認。於取消確認無形資產時所產生之收益及虧損以出售所得款項淨額與該資產賬面值間之差額計算，並將於取消確認時於損益確認。

有形及無形資產(勘探及評估資產除外)之減值虧損

於報告期末，本集團對其有形及無形資產之賬面值作出檢討，以釐定是否有任何跡象顯示該等資產已出現減值虧損。如有任何該等跡象，則會估計資產的可收回金額，以釐定減值虧損(如有)的程度。倘不大可能估計個別資產的可收回金額，本集團將估計該資產所屬現金產生單位的可收回金額。倘可確定合理及連貫的分配基準，企業資產亦分配至個別現金產生單位，否則，則將企業資產分配至能確定合理及連貫的分配基準的最小組別現金產生單位。

具無限可使用年期的無形資產及尚無法投入使用的無形資產，至少每年以及於有跡象顯示其可能出現減值時作減值測試。

可收回金額乃公平值減出售成本與使用價值兩者中之較高者。評估使用價值時，採用除稅前貼現率將估計未來現金流量貼現至其現值，該貼現率應反映當前市場對貨幣時間值及資產特定風險(未來現金流量之估計未就該等風險作出調整)之評估。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment losses on tangible and intangible assets other than exploration and evaluation assets (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Exploration and evaluation assets

Exploration and evaluation assets are recognised at cost on initial recognition. Subsequent to initial recognition, exploration and evaluation assets are stated at cost less any accumulated impairment losses. Costs of exploration are capitalised pending a determination of whether sufficient quantities of potential mineral reserves have been discovered.

Exploration and evaluation assets include the cost of exploration rights and the expenditures incurred in the search for mineral resources as well as the determination of the technical feasibility and commercial viability of extracting those resources. Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrated, any previously recognised exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to either mineral rights or property, plant and equipment under the heading of construction in progress.

3. 重大會計政策 (續)

有形及無形資產 (勘探及評估資產除外) 之減值虧損 (續)

倘某項資產 (或現金產生單位) 之可收回金額估計將低於其賬面值, 則該資產 (或現金產生單位) 之賬面值將調減至其可收回金額。於分配減值虧損時, 首先分配減值虧損以調減任何商譽的賬面值 (如適用), 其後按照單位內各資產之賬面值比例分配至其他資產。資產之賬面值不會下調至低於其公平值減去出售成本 (若可計量)、其使用價值 (若可釐定) 與零之間的最高者。本應分配至該資產之減值虧損金額按比例分配至該單位之其他資產。減值虧損即時於損益確認。

倘減值虧損其後撥回, 則將該資產 (或現金產生單位) 之賬面值增至其可收回金額的經修訂估計值, 惟增加後的賬面值不得超過該資產 (或現金產生單位) 過往年度並無確認減值虧損情況下所應釐定之賬面值。減值虧損撥回金額即時於損益確認。

勘探及評估資產

勘探及評估資產於初步確認時按成本確認。初步確認後, 勘探及評估資產按成本減任何累計減值虧損列賬。勘探成本是否資本化取決於是否發現足夠數量的潛在礦產儲量。

勘探及評估資產包括探礦權之成本以及於探索礦產資源及釐定開採該等資源之技術可行性及商業可行性時所產生之開支。當可證實於某個權益地區開採礦產資源之技術可行性及商業可行性時, 先前確認歸屬於該權益地區的任何勘探及評估資產首先進行減值測試, 之後重新分類至礦產權或在建工程下的物業、廠房及設備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of exploration and evaluation assets

The carrying amount of exploration and evaluation assets is reviewed at least annually and whenever there is an indication that they may be impaired. Impairment test is performed in accordance with IAS 36 "Impairment of assets" whenever one of the following events or changes in circumstances indicate that the carrying amount may not be recoverable (the list is not exhaustive):

- the period for which the Group has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed; substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities in the specific area; or
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of exploration and evaluation assets is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for exploration and evaluation assets in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. 重大會計政策(續)

勘探及評估資產之減值

勘探及評估資產之賬面值至少每年或於有跡象顯示其可能出現減值時進行檢討。倘出現下列其中一項事件或事況變化，顯示賬面值或無法收回（所列項目並非詳盡無遺），根據國際會計準則第36號「資產減值」進行減值測試：

- 本集團於特定地區之勘探權年期已於期內或將於不久將來屆滿，且預期不會續期；於特定地區進一步勘探及評估礦產資源所產生之大量開支並非在預算或計劃之內；
- 於特定區域勘探及評估礦產資源並無導致發現在商業上可行的礦產資源數量，而本集團已決定終止於該特定區域進行該等活動；或
- 存在充分數據顯示，儘管於特定地區之開發可能會繼續進行，但勘探及評估資產之賬面值不大可能從成功開發或銷售中全數收回。

倘一項資產之賬面值超出其可收回金額，則於損益確認減值虧損。

倘減值虧損其後撥回，則勘探及評估資產之賬面值將增至其可收回金額的經修訂估計值，惟增加後的賬面值不得超過勘探及評估資產過往年度並無確認減值虧損情況下所應釐定之賬面值。減值虧損撥回金額即時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation

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

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

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

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

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

3. 重大會計政策 (續)

稅項

所得稅開支指當期應繳稅項及遞延稅項之總和。

即期應繳稅項根據年內應課稅溢利計算。應課稅溢利有別於綜合損益及其他全面收益表內呈報之「除稅前溢利」，因其不包括其他年度之應課稅或可扣稅收入或開支項目，亦不包括毋須課稅或不可扣稅項目。本集團之即期稅項採用於報告期末已實施或大致已實施之稅率計算。

遞延稅項乃就綜合財務報表內資產及負債之賬面值與用以計算應課稅溢利之相關稅基準之暫時差額而確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產則在有可能獲得可動用可扣減暫時差額之應課稅溢利時確認。倘暫時差額乃因初步確認一宗交易（業務合併除外）中的資產及負債產生，且不影响應課稅溢利及會計溢利，則相關遞延稅項資產及負債不予確認。

遞延稅項負債乃就於附屬公司之投資相關之應課稅暫時差額而確認，惟倘本集團能控制暫時差額之撥回及暫時差額不大可能於可見將來撥回則除外。因該等投資之可扣減暫時差額而產生之遞延稅項資產，僅於有可能獲得可供動用暫時差額之利益的足夠應課稅溢利且其預計可於可見將來撥回時確認。

遞延稅項資產之賬面值於報告期末檢討，並扣減至當不再可能有足夠應課稅溢利可供收回所有或部分資產為止。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

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

Current and deferred tax is recognised in profit or loss.

Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operation are translated into the presentation currency of the Group (i.e. US\$) using exchange rates prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the translation reserve).

3. 重大會計政策 (續)

稅項 (續)

遞延稅項資產及負債按預期於清償負債或變現資產之期間適用之稅率計量，該稅率乃根據於報告期末已實施或大致已實施之稅率(及税法)釐定。

遞延稅項負債及資產之計量反映本集團於報告期末預期收回或結清其資產及負債賬面值之方式可能會帶來之稅務後果。

即期及遞延稅項於損益確認。

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)所進行之交易，按交易當日適用之匯率確認。於報告期末，以外幣定值之貨幣項目乃按於該日適用之匯率重新換算。按公平值列賬以外幣定值之非貨幣項目乃按於釐定公平值當日之適用匯率重新換算。按歷史成本計量以外幣定值之非貨幣項目無須重新換算。

因貨幣項目結算及因重新換算貨幣項目而產生之匯兌差額，乃於產生期間在損益內確認。

就呈列綜合財務報表而言，本集團業務之資產及負債按報告期末適用之匯率換算為本集團之呈列貨幣(即美元)。收入及開支項目按年內平均匯率換算；惟倘期內匯率大幅波動，則採用交易當日適用之匯率。所產生之匯兌差額(如有)於其他全面收入確認，並於權益(換算儲備)中累計。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

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

Inventories

Consumable stores are valued at the lower of cost, determined on a weighted average basis, and estimated net realisable value. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution. Obsolete and slow-moving consumable stores are identified and are written down to their net realisable values. Product inventories are valued at the lower of cost, determined on a weighted average basis, and net realisable value. Costs include direct mining costs and directly attributable mine overheads.

Retirement benefits costs

Payments to defined contribution retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions. Payments made are dealt with as defined contribution plans where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit plan.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

3. 重大會計政策 (續)

借款成本

因收購、興建或生產合資格資產(即需一段頗長時間方可投入作擬定用途或出售之資產)而直接產生之借款成本,乃計入該等資產之成本,直至資產大致上可投入作擬定用途或出售為止。

所有其他借款成本於產生期間在損益內確認。

存貨

易耗品按成本(以加權平均基準釐定)與估計可變現淨值間之較低者定值。可變現淨值指估計售價減完成的所有估計成本及於營銷、銷售及分銷時產生之成本。過時及滯銷易耗品須作識別並撇減至其可變現價值。產品存貨按成本(以加權平均基準釐定)與可變現淨值間之較低者定值。成本包括直接開採成本及直接應佔的礦場間接成本。

退休福利成本

向界定供款退休福利計劃繳付之款項於僱員提供令其有權享有供款之服務時確認為開支。倘本集團於計劃下之責任等同於界定供款退休福利計劃所產生之責任,所繳付之款項按界定供款計劃處理。

撥備

倘本集團因過往事件而承擔現時之法律或推定責任,及本集團很可能須履行責任,且有關責任金額能夠可靠地估計,則確認撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions (Continued)

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Provision for rehabilitation and environmental expenditure

Long-term environmental obligations are provided for based on the Group's environmental plans, in compliance with current environmental and regulatory requirements.

Full provision is made based on the net present value of the estimated cost of restoring the environmental disturbance that has occurred up to the end of the reporting period. The estimated cost is capitalised in property, plant and equipment as decommissioning assets and amortised based on estimated proved and probable ore reserves using the UOP method. The estimated cost of rehabilitation is reviewed annually and adjusted as appropriate for changes in legislation or technology and unwinding for the time value of money. Changes in estimated costs are added or deducted from the cost of the relevant assets in the period such changes occurred.

Financial instruments

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

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

3. 重大會計政策(續)

撥備(續)

確認為撥備之金額為於報告期末對履行現時責任所需代價之最佳估計，並經考慮責任相關之風險及不確定性。倘撥備採用履行現時責任之估計現金流量計量，而貨幣時間值之影響重大，則其賬面值為該等現金流量之現值。

復修及環保開支撥備

長期環保責任乃遵照現行環保及監管規定根據本集團之環保計劃計提撥備。

截至報告期末已發生的環境干擾修復活動，乃按其估計成本淨現值作全數撥備。估計成本於物業、廠房及設備進行資本化為善後資產，並按估計的證實及概約礦石儲量使用UOP法計提攤銷。估計復修成本每年檢討，並就法例或科技之改變以及貨幣時間值之展開作適當調整。估計成本之變動乃加入或扣自出現變動期內相關資產之成本。

金融工具

當集團實體成為工具合約條款之訂約方時，確認金融資產及金融負債。

金融資產及金融負債初步按公平值計量。於初步確認時，購買或發行金融資產及金融負債(不包括按公平值計入損益之金融資產及金融負債)直接應佔之交易成本適當地計入金融資產或金融負債之公平值或從中扣除。購買按公平值計入損益之金融資產或金融負債直接應佔之交易成本即時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets

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

Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments.

3. 重大會計政策 (續)

金融工具 (續)

金融資產

本集團之金融資產分為以下幾個具體類別：按公平值計入損益（「按公平值計入損益」）之金融資產以及貸款及應收款項。該分類取決於金融資產之性質及用途，並於初步確認時釐定。所有日常買賣之金融資產均於交易日確認及取消確認。日常買賣指須於市場規例或慣例所規定之期間內交付資產之金融資產買賣活動。

實際利率法

實際利率法為一種計算金融資產攤銷成本及於有關期間內分配利息收入之方法。實際利率為一項於金融資產之預計年期內或（如適用）較短期間內將估計未來現金收入（包括構成實際利率一部分之所有已付或已收費用及點差、交易成本及其他溢價或折讓）準確貼現至初步確認時之賬面淨值之利率。

債務工具的利息收入按實際利率基準確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at FVTPL

Financial assets are classified at FVTPL when the financial assets is either held for trading or it is designated as at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

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

Financial assets held for trading are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial assets and is included in the 'other gains and losses' line item.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

按公平值計入損益之金融資產

持作買賣或於初步確認時指定為按公平值計入損益之金融資產分類為按公平值計入損益。

符合下列條件之金融資產分類為持作買賣：

- 購買之主要目的為於短期內出售；或
- 於初步確認時為本集團共同管理的已識別金融工具組合之一部分，且近期已形成實際的短期獲利模式；或
- 為一項未有指定及非有效對沖工具的衍生工具。

持作買賣之金融資產按公平值計量，重新計量產生之任何收益或虧損於損益確認。於損益確認之收益或虧損淨額包括金融資產賺取之任何股息或利息，並計入「其他收益及虧損」分項。

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

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Trade and bill receivables under provisional pricing arrangements contain an embedded derivative in relation to the London Metal Exchange ("LME") future commodity prices (see the accounting policy in respect of embedded derivatives below). The Group has designated the trade and bill receivables containing the embedded derivatives to be measured at FVTPL. The change in fair value is included in the "revenue" line item.

Fair value is determined in the manner described in note 33.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including loan receivable, trade and other receivables and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment losses.

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

金融資產(持有作買賣之金融資產除外)倘滿足下列條件,可於初步確認時指定為按公平值計入損益:

- 有關指定消除或大幅減少可能會出現的計量或確認方面之不一致性;或
- 根據本集團制定之風險管理或投資策略,該項金融資產構成一組金融資產組別或金融負債組別或兩者組成之組別之一部分,其按公平值基準管理且其表現以公平值為基準進行評估,而有關組別之資料亦按此基準向內部提供;或
- 其構成包含一項或多項嵌入式衍生工具之合約之一部分,且香港會計準則第39號允許將全部合併合約(資產或負債)指定為按公平值計入損益。

有臨時定價安排之貿易應收款項及應收票據包含一項針對倫敦金屬交易所(「倫金所」)未來商品價格而訂立之嵌入式衍生工具(見下文有關嵌入式衍生工具之會計政策)。本集團已將包含嵌入式衍生工具之貿易應收款項及應收票據指定為按公平值計入損益。公平值之變動計入「收益」分項。

公平值按附註33所述方式釐定。

貸款及應收款項

貸款及應收款項指具有固定或可釐定付款,而並無活躍市場報價之非衍生金融資產。貸款及應收款項(包括應收貸款、貿易及其他應收款項以及銀行結餘及現金)採用實際利率法按攤銷成本減去任何減值虧損計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

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

Objective evidence of impairment could include:

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

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

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

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值

金融資產(不包括按公平值計入損益之金融資產)於各報告期末評定有否減值跡象。如有客觀憑證顯示因初步確認金融資產後發生一項或多項事件,導致投資之估計未來現金流量受到影響,則金融資產視為減值。

減值之客觀憑證可包括:

- 發行人或對手方陷入嚴重的財務困境;或
- 違約,如無法償還或拖欠支付利息或本金款項;或
- 借款人有可能破產或進行財務重組。

就若干類別金融資產如貿易應收款項而言,評定為不會個別減值之資產乃集體評估減值。應收款項組合減值之客觀憑證可包括本集團過往收款記錄、組合中延遲付款至超逾平均信貸期之宗數增加,以及國家或地方經濟狀況出現明顯變化而與無力償還應收款項有連帶關係。

就按攤銷成本列賬之金融資產而言,已確認減值金額為資產賬面值與按該金融資產原實際利率貼現的估計未來現金流量現值間之差額。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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

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

Financial liabilities and equity instruments

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

Equity instruments

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

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

所有金融資產之減值虧損直接於其賬面值減除，惟貿易應收款項除外，其賬面值乃透過使用撥備賬減少。倘貿易應收款項被視為不可收回，則於撥備賬撇銷。其後收回先前撇銷之金額計入損益內。撥備賬之賬面值變動於損益確認。

就按攤銷成本計量之金融資產而言，倘於往後期間減值虧損金額減少，而該減少與確認減值後發生之事件客觀相關，則先前確認之減值虧損透過損益撥回，惟於撥回減值當日，投資之賬面值不得超過並無確認減值時之攤銷成本。

金融負債及股本工具

由集團實體發行之金融負債及股本工具，乃根據合約安排之內容、金融負債及股本工具之定義分類為金融負債或權益。

股本工具

股本工具指證明擁有某實體資產於扣減其所有負債後之剩餘權益之任何合約。集團實體所發行之股本工具按已收所得款項扣除直接發行成本確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Perpetual subordinated convertible securities

Perpetual subordinated convertible securities are convertible into a fixed number of ordinary shares of the Company and include no contractual obligation for the Group to deliver cash or another financial asset to the holders or to exchange financial assets or financial liabilities with the holders under conditions that are potentially unfavourable to the Group. These securities are classified as equity instruments and are initially recognised at their fair value on the date of issuance and are not subsequently remeasured.

Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or other financial liabilities.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as FVTPL on initial recognition.

A financial liability is classified as held for trading if:

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

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item.

3. 重大會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

永久次級可換股證券

永久次級可換股證券可轉換為固定數目的本公司普通股，不包含若發生有可能不利於本集團之情況，則由本集團向持有人交付現金或其他金融資產，或與持有人交換金融資產或金融負債的合約責任。該等證券分類為股本工具，初步按其於發行日期的公平值確認，其後不予重新計量。

金融負債

金融負債分類為按公平值計入損益之金融負債或其他金融負債。

按公平值計入損益之金融負債

倘金融負債為持作買賣或於初步確認時指定為按公平值計入損益，則分類為按公平值計入損益之金融負債。

符合下列條件之金融負債分類為持作買賣：

- 產生的主要目的為於短期內購回；或
- 於初步確認時為本集團共同管理的已識別金融工具組合的一部分，且近期已形成實際的短期獲利模式；或
- 其為未有指定及非有效對沖工具的衍生工具。

按公平值計入損益之金融負債按公平值計量，而重新計量產生之任何收益或虧損於損益確認。收益或虧損淨額包括金融負債的任何已付利息，並計入「其他收益及虧損」分項。

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

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Trade payables under provisional pricing arrangements contain an embedded derivative in relation to the LME future commodity prices (see the accounting policy in respect of embedded derivatives below). The Group has designated the trade payables containing the embedded derivatives to be measured at FVTPL. The change in fair value is included in the "cost of sales" line item.

Fair value is determined in the manner described in note 33.

3. 重大會計政策 (續)**按公平值計入損益之金融負債 (續)**

金融負債(持有作買賣之金融負債除外)倘滿足下列條件,可於初步確認時指定為按公平值計入損益:

- 有關指定消除或大幅減少可能會出現的計量或確認方面之不一致性;或
- 根據本集團制定之風險管理或投資策略,該項金融負債構成一組金融資產組別或金融負債組別或兩者組成之組別之一部分,其按公平值基準管理且其表現以公平值為基準進行評估,而有關組別之資料亦按此基準向內部提供;或
- 其構成包含一項或多項嵌入式衍生工具之合約之一部分,且香港會計準則第39號允許將全部合併合約(資產或負債)指定為按公平值計入損益。

有臨時定價安排之貿易應付款項包含一項針對倫敦金所未來商品價格而訂立之嵌入式衍生工具(見下文有關嵌入式衍生工具之會計政策)。本集團已將包含嵌入式衍生工具之貿易應付款項指定為按公平值計入損益。公平值之變動計入「銷售成本」分項。

公平值按附註33所述方式釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Other financial liabilities

Other financial liabilities (including trade and other payables, amounts due to an intermediate holding company, a fellow subsidiary and a non-controlling shareholder of a subsidiary and bank borrowings) are subsequently measured at amortised cost using the effective interest method.

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Derivative financial instruments

In the ordinary course of its operations, the Group may enter into a variety of derivative financial instruments to manage its exposure to commodity price and foreign exchange rate risks.

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which case the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

3. 重大會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

金融負債 (續)

其他金融負債

其他金融負債 (包括貿易及其他應收款項、應付中間控股公司、同系附屬公司及附屬公司非控股股東之款項及銀行借款) 其後採用實際利率法按攤銷成本計量。

實際利率法

實際利率法為一種計算金融負債攤銷成本及於有關期間內分配利息開支之方法。實際利率為一項於金融負債之預計年期內或 (如適用) 較短期間內將估計未來現金付款 (包括構成實際利率一部分之所有已付或已收費用及點差、交易成本及其他溢價或折讓) 準確地貼現至初步確認時之賬面淨值之利率。

利息開支按實際利率基準確認。

衍生金融工具

於日常業務過程中，本集團會訂立各類衍生金融工具，以管理其商品價格及匯率風險敞口。

衍生工具初步按衍生工具合約訂立當日之公平值確認，其後按其於報告期末之公平值重新計量。由此產生之收益或虧損即時於損益確認，惟倘衍生工具指定為有效的對沖工具，則於損益確認之時間將視乎對沖關係之性質而定。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Derivative financial instruments (Continued)

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Hedge accounting

The Group designates certain derivatives, which include derivatives in respect of commodity price risk or foreign currency risk, as hedging instruments for cash flow hedges. Hedges of commodity price risk or foreign exchange risk are accounted for as cash flow hedges.

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of 'hedging reserve'. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss and is included in the 'other gains and losses' line item.

Amounts previously recognised in other comprehensive income and accumulated in equity (hedging reserve) are reclassified to profit or loss in the period when the hedged item affects profit or loss, in the same line as the recognised hedged item.

3. 重大會計政策 (續)

金融工具 (續)

衍生金融工具 (續)

嵌入式衍生工具

並非衍生工具之主體合約內含的衍生工具於符合衍生工具之定義時視作獨立的衍生工具，其風險及特徵與主體合約的風險及特徵並不密切相關，而主體合約並非以按公平值計入損益計量。

對沖會計法

本集團將若干衍生工具 (包括有關商品價格風險或外匯風險之衍生工具) 指定為用作現金流量對沖之對沖工具。商品價格風險或外匯風險之對沖入賬列作現金流量對沖。

於建立對沖關係時，本集團記錄對沖工具與對沖項目間之關係，並訂明其風險管理目標及其進行多項對沖交易之策略。此外，自訂立對沖起，本集團持續記錄對沖工具能否極為有效地抵銷對沖風險造成的對沖項目公平值或現金流量之變動。

現金流量對沖

對於指定及符合資格作為現金流量對沖之衍生工具，其公平值變動之有效部分於其他全面收入確認，並於「對沖儲備」累計。與無效部分有關之收益或虧損即時於損益確認，並計入「其他收益及虧損」分項。

先前於其他全面收入確認並於權益 (對沖儲備) 累計之金額，於對沖項目影響損益期間重新分類至損益，與已確認對沖項目處於相同項下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Derivative financial instruments (Continued)

Cash flow hedges (Continued)

Hedge accounting is discontinued when the Group revokes the hedging relationships, when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity (hedging reserve) at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in profit or loss.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss. When equity instruments are issued to extinguish financial liabilities, the difference between the carrying amount of the financial liabilities and the fair value of equity instruments, if any, is recognised in profit or loss.

3. 重大會計政策 (續)

金融工具 (續)

衍生金融工具 (續)

現金流量對沖 (續)

倘本集團撤銷對沖關係、對沖工具屆滿或被出售、終止或被行使，或倘其不再符合資格作對沖會計處理，則終止對沖會計處理。屆時，於其他全面收入確認並於權益(對沖儲備)累計之任何收益或虧損仍於權益保留，並於預期交易最終於損益確認時確認。倘預期交易預計不再發生，則於權益累計之收益或虧損即時於損益確認。

取消確認

本集團僅會於從資產取得現金流量之合約權利屆滿，或於其將金融資產及該資產擁有權之絕大部分風險及回報轉移予另一實體時方取消確認金融資產。倘本集團保留一項已轉讓金融資產之擁有權的絕大部分風險及回報，本集團會繼續確認該金融資產，亦就已收款項確認有抵押借款。

於取消確認金融資產時，資產賬面值與已收及應收代價及已於其他全面收入確認並於權益累計之累積收益或虧損總和間之差額，於損益中確認。

本集團僅於本集團之責任解除、取消或屆滿時方取消確認金融負債。取消確認之金融負債之賬面值與已付及應付代價間之差額於損益確認。倘發行股本工具清償金融負債，金融負債賬面值與股本工具公平值間之差額(如有)於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing

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

The Group as lessee

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies, which are described in note 3, the directors of the Company have identified the following judgements and key sources of estimation uncertainty that have significant effect on the amounts recognised in the consolidated financial statements.

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

Mineral reserves

Technical estimates of the Group's mineral reserves are inherently imprecise and represent only estimated amounts because of the subjective judgements involved in developing such information. There are authoritative guidelines regarding the engineering criteria that have to be met before estimated mineral reserves can be designated as "proved" and "probable". Proved and probable mineral reserves estimates are updated on a regular basis and take into account recent economic production and technical information about each mine. In addition, as production levels and technical standards change from year to year, the estimate of proved and probable mineral reserves also changes. Despite the inherent imprecision in these technical estimates, these estimates are used as the basis for calculation of depreciation of property, plant and equipment and amortisation of mineral rights and for assessment of impairment losses as appropriate.

3. 重大會計政策(續)

租賃

當租賃之條款將擁有權之絕大部分風險及回報轉移至承租人時，租賃分類為融資租賃。所有其他租賃則分類為經營租賃。

本集團作為承租人

經營租賃款項以直線基準於租期內確認為開支。

4. 關鍵會計判斷及估計不確定因素之主要來源

於應用本集團之會計政策(詳見附註3)過程中，本公司董事已識別以下對綜合財務報表之已確認金額有重大影響之判斷及估計不確定因素之主要來源。

下文為於報告期末極有可能導致下個財政年度資產及負債之賬面值作重大調整之估計不確定因素之主要來源。

礦產儲量

鑒於編製礦產儲量資料涉及主觀判斷，本集團礦產儲量之技術估計本身並不精確，僅為估計數額。在估計礦產儲量可指定為「證實」及「概略」儲量前，須達致有關工程標準之權威性指引。證實及概約礦產儲量估計乃定期更新，並計入各個礦場最近之經濟生產量及技術資料。此外，由於生產水平及技術標準逐年變更，故證實及概約礦產儲量之估計亦會出現變動。此等技術估計雖然本身並不精確，但乃作為基準用作計算物業、廠房及設備之折舊以及礦產權之攤銷，以及適當評估減值虧損。

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Depreciation of property, plant and equipment and amortisation of mineral rights

Mining assets included within property, plant and equipment and mineral rights are depreciated and amortised respectively using the UOP method. The calculation of the UOP rate of depreciation and amortisation, and therefore the annual depreciation and amortisation charge to operations, can fluctuate from initial estimates. This could generally result when there are significant changes in any of the factors or assumptions used in estimating mineral reserves, notably changes in the assumptions relating to geology of the reserves and assumptions used in determining the economic feasibility of the reserves. Estimates of proved and probable reserves are prepared by experts in extraction, geology and reserve determination. Assessments of the UOP rates against the estimated reserve base and operating and development plan are performed regularly. Any change in estimates will increase or decrease the inventories in the period in which the changes occur. The depreciation and amortisation of the mining assets are US\$43,377,000 (2016: US\$46,772,000) and US\$7,030,000 (2016: US\$10,973,000) respectively for the year ended 31 December 2017. The carrying amounts of property, plant and equipment and mineral rights are set out in notes 15 and 16, respectively.

Impairment assessment of property, plant and equipment, mineral rights and exploration and evaluation assets

Property, plant and equipment, mineral rights and exploration and evaluation assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be fully recoverable. If an asset's recoverable amount is less than the asset's carrying amount, an impairment loss is recognised. Future cash flow estimates which are used to calculate the asset's recoverable amount are based on expectations about future operations primarily comprising estimates about production and sales volumes, commodity prices, reserves, operating and rehabilitation and restoration costs. Changes in such estimates could impact recoverable values of these assets. Estimates are reviewed regularly by the management. Where the recoverable amount is less than expected, a material impairment loss may arise. As at 31 December 2017, property, plant and equipment were at carrying amount of US\$671,077,000 (2016: US\$688,100,000), mineral rights were at carrying amount of US\$488,057,000 (2016: US\$478,007,000) and exploration and evaluation assets were at carrying amount of US\$212,332,000 (2016: US\$181,630,000).

4. 關鍵會計判斷及估計不確定因素之主要來源(續)

物業、廠房及設備之折舊以及礦產權之攤銷

分別計入物業、廠房及設備以及礦產權之採礦資產乃分別採用UOP法計提折舊及攤銷。折舊及攤銷的UOP比率乃至經營所產生的年度折舊及攤銷支出之計算結果可能較初步估計有所變動。變動一般源自用以估計礦產儲量之任何因素或假設出現重大變動，尤其是與儲量之地質狀況有關之假設及用以釐定儲量經濟可行性時所用的假設出現變動。證實及概約儲量之估計乃由開採、地質及儲量計算專家編製。UOP比率須按估計儲量基礎及經營開發計劃定期作出評估。任何估計之變動將會增加或減少變動發生期間之存貨。截至二零一七年十二月三十一日止年度，採礦資產之折舊及攤銷金額分別為43,377,000美元(二零一六年：46,772,000美元)及7,030,000美元(二零一六年：10,973,000美元)。物業、廠房及設備以及礦產權之賬面值分別載於附註15及16。

物業、廠房及設備、礦產權以及勘探及評估資產之減值評估

物業、廠房及設備、礦產權以及勘探及評估資產乃於發生事件或情況變化，顯示其賬面值可能無法全數收回時作減值檢討。倘資產之可收回金額少於其賬面值，則確認減值虧損。用於計算資產可收回金額之未來現金流量估計乃基於有關未來經營之預期釐定，主要包括有關產量及銷售量、商品價格、儲量、經營及復墾與復修成本有關之估計。此等估計之變動可能影響相關資產之可收回價值。估計乃由管理層定期檢討。倘可收回金額少於預期，則可能產生重大減值虧損。於二零一七年十二月三十一日，物業、廠房及設備之賬面值為671,077,000美元(二零一六年：688,100,000美元)；礦產權之賬面值為488,057,000美元(二零一六年：478,007,000美元)以及勘探及評估資產之賬面值為212,332,000美元(二零一六年：181,630,000美元)。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Impairment assessment of property, plant and equipment, mineral rights and exploration and evaluation assets (Continued)

The recoverable amount is determined on the basis of value in use. Details of these are set out in note 8.

Provision for rehabilitation and environmental expenditure

The provision for rehabilitation and environmental costs has been determined by the directors of the Company based on their best estimates. The directors of the Company estimate this liability for final reclamation and mine closure based upon detailed calculations of the amount and timing of future cash flows spending for a third party to perform the required work, escalated for inflation, then discounted at a discount rate that reflects current market assessments of the time value of money, adjusted for inflation and the risks specific to the liability, such that the provision reflects the present value of the estimated cost of restoring the environment disturbance that is expected to be required to settle the obligation. However, as the effect on the land and the environment from current mining activities becomes apparent in future periods, the estimate of the associated costs may be subject to change in the future. The provision is reviewed regularly to ensure that it properly reflects the present value of the obligation arising from the current and past mining activities.

Recognition of revenue and inventories

Mineral and metal products are purchased and sold under provisional pricing arrangements where final grades of copper and cobalt in the Group's copper and cobalt products are agreed based on third-party examination and final prices are set on the date of final pricing. Revenues and inventories are recognised when title and risk of the mineral and metal products are passed to customers and from suppliers using history of grades of copper and cobalt in copper and cobalt products based on internal examination statistics and estimated average prices up to the date of final pricing.

4. 關鍵會計判斷及估計不確定因素之主要來源(續)

物業、廠房及設備、礦產權以及勘探及評估資產之減值評估(續)

可收回金額乃根據使用價值釐定。相關詳情載於附註8。

復修及環保開支撥備

復修及環保成本撥備乃由本公司董事根據其最佳估計釐定。本公司董事對此項最終復墾及閉井之責任作出估計時，乃基於對第三方從事所需工程所耗用之未來現金流量金額及時間之詳盡計算(因應通脹上調)，然後按可反映市場當前對貨幣時間值(就通脹作出調整)及該負債特定風險之評估的貼現率貼現，以使撥備反映清償責任預期所需之環境破壞估計修復成本之現值。然而，由於目前採礦活動對土地及環境之影響將於往後期間愈發明顯，故相關成本之估計日後可能有所變動。撥備乃定期作出檢討，以確保其適當地反映目前及過往採礦活動所產生責任之現值。

收益及存貨之確認

礦產及金屬產品根據臨時定價安排買賣，而臨時定價安排中本集團銅鈷產品所含之銅鈷最終品位乃基於第三方之檢驗協定，最終價格於最終訂價日訂定。收益及存貨於礦產及金屬產品之所有權及風險轉移至客戶及由供應商轉出時，採用銅及鈷產品之銅及鈷品位的過往記錄(基於內部檢驗結果的統計數據釐定)及截至最終訂價日止之估計平均價格確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Deferred tax assets

Deferred tax assets are recognised for all temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised. Recognition primarily involves judgement regarding the future performance of the particular legal entity in which the deferred tax asset has been recognised. A variety of other factors are also evaluated in considering whether there is convincing evidence that it is probable that some portion or all of the deferred tax assets will ultimately be utilised, such as the amounts of the future taxable profit and tax planning strategies. No deferred tax asset has been recognised on the tax losses of US\$59,860,000 (2016: US\$57,824,000) due to the unpredictability of future profits streams. The carrying amount of deferred tax assets is set out in note 29.

5. REVENUE

Revenue represents revenue arising from sales of goods. An analysis of the Group's revenue for the year is as follows:

4. 關鍵會計判斷及估計不確定因素之主要來源(續)

遞延稅項資產

倘有可能獲得可供動用可扣減暫時差額之應課稅溢利，則就所有暫時差額確認遞延稅項資產。確認主要涉及對已確認遞延稅項資產之特定法人之未來表現作出判斷。考慮是否有具說服力之憑證證明有可能最終動用若干部分或所有遞延稅項資產時，亦會評定多項其他因素，如未來應課稅溢利金額及稅務規劃策略等。並無就稅項虧損59,860,000美元(二零一六年：57,824,000美元)確認遞延稅項資產，原因是無法預測未來溢利情況。遞延稅項資產之賬面值載於附註29。

5. 收益

收益指銷售貨品所產生之收益。本集團年內之收益分析如下：

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Sales of copper	銷售銅	360,952	306,848
Sales of cobalt	銷售鈷	186,226	57,997
Sales of zinc	銷售鋅	2,010	—
		549,188	364,845

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

6. SEGMENT INFORMATION

IFRS 8 “Operating segments” requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (“CODM”) in order to allocate resources to the segment and assess its performance.

The CODM has been identified as the executive directors of the Company. They review the Group’s internal reporting for the purpose of resource allocation and assessment of segment performance.

The Group’s operating and reportable segments are as follows:

- Mining operations
- Trading of mineral and metal products

Segment revenues and results

The following is an analysis of the Group’s revenue and results by operating and reportable segments.

For the year ended 31 December 2017

		Mining operations 採礦業務 US\$'000 千美元	Trading of mineral and metal products 礦產品及金屬 產品貿易 US\$'000 千美元	Total 總計 US\$'000 千美元
Segment revenues	分類收益	449,203	99,985	549,188
Segment results	分類業績	63,413	(474)	62,939
Unallocated corporate income	未分配公司收入			986
Unallocated corporate expenses	未分配公司開支			(2,740)
Profit before tax	除稅前溢利			61,185

6. 分類資料

國際財務報告準則第8號「經營分類」規定，經營分類須按本集團組成部分之內部報告確定，有關內部報告經由主要營運決策者（「主要營運決策者」）定期審閱，以分配分類資源及評估分類表現。

主要營運決策者經確定為本公司執行董事。彼等負責審閱本集團之內部報告以進行資源分配及評估分類表現。

本集團之經營及可報告分類如下：

- 採礦業務
- 礦產品及金屬產品貿易

分類收益及業績

以下為本集團按經營及可報告分類劃分之收益及業績分析。

截至二零一七年十二月三十一日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Segment revenues and results (Continued)

For the year ended 31 December 2016

		Mining operations 採礦業務 US\$'000 千美元	Trading of mineral and metal products 礦產品及金屬 產品貿易 US\$'000 千美元	Total 總計 US\$'000 千美元
Segment revenues	分類收益	263,186	101,659	364,845
Segment results	分類業績	6,886	(962)	5,924
Unallocated corporate income	未分配公司收入			217
Unallocated corporate expenses	未分配公司開支			(2,820)
Profit before tax	除稅前溢利			3,321

Note: The accounting policies of operating segments are the same as the Group's accounting policies. Segment revenues and segment results comprise revenue from external customers and profit before tax of each segment (excluding finance income, other gains and losses and other central administration costs), respectively.

6. 分類資料 (續)

分類收益及業績 (續)

截至二零一六年十二月三十一日止年度

附註：經營分類之會計政策與本集團會計政策相同。分類收益及分類業績分別包括各分類來自外界客戶之收益及各分類所錄得之除稅前溢利（不包括財務收入、其他收益及虧損及其他中央行政成本）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segments:

Segment assets

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Mining operations	採礦業務	1,656,646	1,623,689
Trading of mineral and metal products	礦產品及金屬產品貿易	72,564	49,339
Total segment assets	分類資產總值	1,729,210	1,673,028
Unallocated corporate assets	未分配公司資產	52,921	7,074
Consolidated assets	綜合資產	1,782,131	1,680,102

Segment liabilities

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Mining operations	採礦業務	566,289	599,887
Trading of mineral and metal products	礦產品及金屬產品貿易	50,625	23,302
Total segment liabilities	分類負債總額	616,914	623,189
Unallocated corporate liabilities	未分配公司負債	294,735	289,369
Consolidated liabilities	綜合負債	911,649	912,558

Note: Segment assets and segment liabilities comprise total assets (excluding unallocated corporate assets) and total liabilities (excluding tax payable, deferred tax liabilities and other unallocated corporate liabilities) of each segment, respectively.

6. 分類資料(續)

分類資產及負債

以下為本集團按經營及可報告分類劃分之資產及負債分析：

分類資產

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Mining operations	採礦業務	1,656,646	1,623,689
Trading of mineral and metal products	礦產品及金屬產品貿易	72,564	49,339
Total segment assets	分類資產總值	1,729,210	1,673,028
Unallocated corporate assets	未分配公司資產	52,921	7,074
Consolidated assets	綜合資產	1,782,131	1,680,102

分類負債

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Mining operations	採礦業務	566,289	599,887
Trading of mineral and metal products	礦產品及金屬產品貿易	50,625	23,302
Total segment liabilities	分類負債總額	616,914	623,189
Unallocated corporate liabilities	未分配公司負債	294,735	289,369
Consolidated liabilities	綜合負債	911,649	912,558

附註：分類資產及分類負債分別包括各分類之資產總值(不包括未分配公司資產)及負債總額(不包括應繳稅項、遞延稅項負債及其他未分配公司負債)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Other segment information

For the year ended 31 December 2017

6. 分類資料 (續)

其他分類資料

截至二零一七年十二月三十一日止年度

		Mining operations 採礦業務 US\$'000 千美元	Trading of mineral and metal products 礦產品及金屬 產品貿易 US\$'000 千美元	Unallocated 未分配 US\$'000 千美元	Total 總計 US\$'000 千美元
Amounts included in the measure of segment results and segment assets:	計量分類業績及分類資產時計入的金額：				
Addition to non-current assets (Note)	非流動資產添置 (附註)	57,101	-	-	57,101
Finance income	財務收入	548	5	433	986
Finance costs	財務成本	6,924	664	1,085	8,673
Reversal of impairment loss recognised in respect of mineral rights	就礦產權確認之減值虧損撥回	(17,080)	-	-	(17,080)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	43,377	33	12	43,422
Amortisation of mineral rights	礦產權攤銷	7,030	-	-	7,030

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

 For the year ended 31 December 2017
 截至二零一七年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Other segment information (Continued)

For the year ended 31 December 2016

6. 分類資料(續)

其他分類資料(續)

截至二零一六年十二月三十一日止年度

		Mining operations 採礦業務 US\$'000 千美元	Trading of mineral and metal products 礦產品及金屬 產品貿易 US\$'000 千美元	Unallocated 未分配 US\$'000 千美元	Total 總計 US\$'000 千美元
Amounts included in the measure of segment results and segment assets:	計量分類業績及 分類資產時 計入的金額：				
Addition to non-current assets (Note)	非流動資產添置 (附註)	67,933	–	601	68,534
Finance income	財務收入	593	92	1	686
Finance costs	財務成本	6,583	112	137	6,832
Impairment loss recognised in respect of exploration and evaluation assets	就勘探及評估資產 確認之減值虧損	14,017	–	–	14,017
Reversal of impairment loss recognised in respect of mineral rights	就礦產權確認之 減值虧損撥回	(67,765)	–	–	(67,765)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	46,772	39	77	46,888
Amortisation of mineral rights	礦產權攤銷	10,973	–	–	10,973
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及 設備虧損(收益)	126	(28)	–	98

 Note: Non-current assets excluded loan receivable and
 rehabilitation trust fund.

 附註：非流動資產不包括應收貸款及復修信託
 基金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Geographical information

Information about the Group's revenue from external customers is presented based on geographical location of the customers. Information about the Group's non-current assets (excluding loan receivable and rehabilitation trust fund) are based on geographical location of the assets.

		Revenue from external customers 外界客戶之收益		Non-current assets 非流動資產	
		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Hong Kong	香港	–	–	576	628
Africa	非洲	70,341	52,813	1,385,652	1,362,783
Mainland China	中國內地	358,345	159,655	–	–
Switzerland	瑞士	118,492	152,377	–	–
Others	其他	2,010	–	–	–
		549,188	364,845	1,386,228	1,363,411

Information about major customers

The following is an analysis of revenue from customers of the corresponding year contributing over 10% of the total revenue of the Group:

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Customer A (notes a and b)	客戶A (附註a及b)	186,226	45,175
Customer B (notes a and c)	客戶B (附註a及c)	74,144	N/A不適用
Customer C (notes a and c)	客戶C (附註a及c)	70,341	N/A不適用
Customer D (notes a and d)	客戶D (附註a及d)	N/A不適用	77,899
Customer E (notes a and d)	客戶E (附註a及d)	N/A不適用	72,961
Customer F (notes a and d)	客戶F (附註a及d)	N/A不適用	52,288

Notes:

- Revenue from the above customers is arising from mining operations.
- The customer is an indirect non-wholly owned subsidiary of the ultimate holding company of the Company.
- The corresponding revenue did not contribute over 10% of the total revenue of the Group during 2016.
- The corresponding revenue did not contribute over 10% of the total revenue of the Group during 2017.

6. 分類資料 (續)

地區資料

有關本集團外界客戶收益之資料乃基於客戶所在地區呈列。有關本集團非流動資產(不包括應收貸款及復修信託基金)之資料乃基於資產所在地區呈列。

有關主要客戶之資料

以下為於有關年度向本集團貢獻10%以上總收益之客戶之收益分析：

附註：

- 以上客戶貢獻之收益乃源自採礦業務。
- 該客戶為本公司最終控股公司之間接非全資附屬公司。
- 相應收益於二零一六年並無為本集團總收益貢獻10%以上。
- 相應收益於二零一七年並無為本集團總收益貢獻10%以上。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

7. OTHER GAINS AND LOSSES

7. 其他收益及虧損

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Other exchange (loss) gain, net	其他匯兌(虧損)收益, 淨額	(13,686)	126
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	-	(98)
Change in fair value of derivative financial instruments, net	衍生金融工具公平值變動, 淨額	(219)	(1,113)
Others	其他	1,378	(1,188)
		(12,527)	(2,273)

8. REVERSAL OF IMPAIRMENT LOSS (IMPAIRMENT LOSS)

8. 減值虧損撥回(減值虧損)

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Reversal of impairment loss recognised in respect of mineral rights (note a)	就礦產權確認之減值虧損撥回(附註a)	17,080	67,765
Impairment loss recognised in respect of exploration and evaluation assets (note b)	就勘探及評估資產確認之減值虧損(附註b)	-	(14,017)
		17,080	53,748

Notes:

For the purpose of impairment testing, the Group's property, plant and equipment, mineral rights and exploration and evaluation assets were allocated to five cash-generating units ("CGUs"), comprising two operating mines, one developing project and two exploration projects in Zambia and DRC, within mining operations segment. Details of the impairment assessment are set out below:

- (a) As a result of the recovery in the copper and cobalt prices and the successful implementation of the cost-saving plan for the two operating mines during the year, the impairment review led to a reversal of impairment loss of US\$17,080,000 for one of the operating mines during the year ended 31 December 2017 (2016: reversal of impairment loss of US\$67,765,000 for two operating mines). The recoverable amount of the relevant assets has been determined on the basis of their value in use. The recoverable amount was determined based on the cash flow projections derived from the current mine plan, production reserves and estimated future copper and cobalt prices. The pre-tax discount rate used in measuring value in use was 13.3% and 14.9% (2016: 13.3% and 14.9%) for Zambia and DRC respectively.

附註:

為進行減值測試, 本集團之物業、廠房及設備、礦業權以及勘探及評估資產已分配至採礦業務分類下五個現金產生單位(「現金產生單位」), 包括兩座營運礦場、一個開發項目及兩個探礦項目, 其位於剛果(金)及贊比亞。減值評估之詳情如下:

- (a) 由於銅價及鈷價有所回升及年內成功於兩座營運礦場實施成本節約措施, 故經減值評估後, 於截至二零一七年十二月三十一日止年度就其中一座營運礦場錄得減值虧損撥回17,080,000美元(二零一六年: 就兩座營運礦場錄得減值虧損撥回67,765,000美元)。相關資產之可收回金額乃按其使用價值釐定。可收回金額乃基於當前礦場計劃、生產儲量及估計未來銅鈷價格得出之現金流量估算釐定。計量贊比亞及剛果(金)之使用價值時所用之除稅前貼現率分別為13.3%及14.9%(二零一六年: 13.3%及14.9%)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

8. REVERSAL OF IMPAIRMENT LOSS (IMPAIRMENT LOSS)

Notes: (Continued)

- (b) During the year ended 31 December 2016, despite the recovery in copper and cobalt price towards the end of 2016, the production plan of a developing project of the Group has been delayed mainly due to additional work performed. The additional work is neither budgeted nor planned. The recoverable amount of the relevant assets has been determined on the basis of their value in use. The recoverable amount was determined based on the cash flow projections derived from the current mine plan, production reserves and estimated future copper and cobalt prices. The pre-tax discount rate used in measuring value in use was 14.8%. Accordingly, an impairment loss in respect of exploration and evaluation assets of US\$14,017,000 for the related CGU is recognised in profit or loss during the year ended 31 December 2016. During the year ended 31 December 2017, the mine commenced the trial-production stage and there is no impairment recognised or reversed after impairment assessment has been performed as at 31 December 2017.

Given the nature of the Group's activities, information on the fair value of an asset is usually difficult to obtain unless negotiations with potential purchasers are taking place.

Apart from disclosed above, there is no impairment recognised or reversed for the other CGUs during both years.

9. FINANCE COSTS

8. 減值虧損撥回(減值虧損)(續)

附註：(續)

- (b) 截至二零一六年十二月三十一日止年度，儘管銅價及鈷價步入二零一六年末有所回升，但本集團一個開發項目之生產計劃滯後，主要是由於年內進行了額外工程。此項額外工程並無制訂預算或作出規劃。相關資產之可收回金額乃按其使用價值釐定。可收回金額乃基於當前礦場計劃、生產儲量及估計未來銅鈷價格得出之現金流量估算釐定。計量使用價值時所用之除稅前貼現率為14.8%。因此，於截至二零一六年十二月三十一日止年度，已就相關現金產生單位於損益確認勘探及評估資產之減值虧損14,017,000美元。截至二零一七年十二月三十一日止年度，礦場進入試生產階段，而經進行減值評估後，於二零一七年十二月三十一日並無確認或撥回任何減值。

鑑於本集團之業務性質，通常難以取得有關資產公平值之資料，除非是於與潛在買家協商之過程取得。

除上文披露者外，於兩個年度並無就其他的現金產生單位確認或撥回減值。

9. 財務成本

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Interest on	以下各項之利息		
Convertible securities	可換股證券	1,094	135
Bank and other borrowings	銀行貸款及其他借貸	17,772	15,733
Loan from an intermediate holding company	來自中間控股公司之貸款	2,274	3,057
Loan from a fellow subsidiary	來自同系附屬公司之貸款	994	960
		22,134	19,885
Less: Amounts capitalised in the cost of qualifying assets	減：資本化合資格資產之成本金額	(13,461)	(13,053)
		8,673	6,832

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

10. PROFIT BEFORE TAX

10. 除稅前溢利

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Profit before tax has been arrived at after charging (crediting):	除稅前溢利已扣除(計入)下列項目：		
Staff costs	員工成本		
Directors' emoluments (note 11)	董事酬金(附註11)	252	1,118
Other staff costs	其他員工成本		
– Salaries and other benefits	– 薪金及其他福利	38,791	40,408
– Retirement benefits schemes contributions	– 退休福利計劃供款	3,984	2,538
		43,027	44,064
Auditors' remuneration	核數師酬金	370	355
Depreciation of property, plant and equipment	物業、廠房及設備折舊	43,422	46,888
Amortisation of mineral rights	礦產權攤銷	7,030	10,973
Change in fair value of derivative financial instruments, net	衍生金融工具公平值變動，淨額	219	1,113
Change in fair value of held for trading investments	持作買賣投資公平值變動	(275)	143
Operating lease rentals in respect of equipment, premises and vehicles	設備、物業及汽車之經營租賃租金	1,120	1,044
Interest income	利息收入	(986)	(686)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(a) Directors' and chief executive's emoluments

For the year ended 31 December 2017

11. 董事、最高行政人員及僱員酬金

(a) 董事及最高行政人員酬金

截至二零一七年十二月三十一日止年度

		Fees	Salaries and allowances	Retirement benefits schemes contributions	Total
		袍金	薪金及津貼	退休福利計劃供款	總計
		US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元
Executive directors	執行董事				
Gao Tianpeng (note c)	郜天鵬(附註c)	-	6	-	6
Qiao Fugui (note d)	喬富貴(附註d)	-	-	-	-
Yang Zhiqiang (note a)	楊志強(附註a)	-	-	-	-
Zhang Sanlin (note f)	張三林(附註f)	-	-	-	-
Zhang Zhong (note j)	張忠(附註j)	20	144	2	166
Non-executive directors	非執行董事				
Chen Dexin (note b)	陳得信(附註b)	-	-	-	-
Zhang Youda (note h)	張有達(附註h)	-	-	-	-
Zeng Weibing (note i)	曾衛兵(附註i)	-	-	-	-
Independent non-executive directors	獨立非執行董事				
Wu Chi Keung	胡志強	28	-	-	28
Yen Yuen Ho, Tony	嚴元浩	28	-	-	28
Poon Chiu Kwok (note k)	潘昭國(附註k)	22	-	-	22
Neil Thacker Maclachlan (note g)	Neil Thacker Maclachlan (附註g)	2	-	-	2
		100	150	2	252

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

For the year ended 31 December 2016

		Fees	Salaries and allowances	Retirement benefits schemes contributions	Total
		袍金	薪金及津貼	退休福利計劃供款	總計
		US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元
Executive directors	執行董事				
Yang Zhiqiang (note a)	楊志強(附註a)	-	-	-	-
Zhang Sanlin (note f)	張三林(附註f)	-	-	-	-
Chen Dexin (note b)	陳得信(附註b)	-	-	-	-
Zhang Zhong (note j)	張忠(附註j)	30	183	2	215
Peter Geoffrey Albert (note e)	Peter Geoffrey Albert (附註e)	21	796	2	819
Independent non-executive directors	獨立非執行董事				
Wu Chi Keung	胡志強	28	-	-	28
Yen Yuen Ho, Tony	嚴元浩	28	-	-	28
Neil Thacker Maclachlan (note g)	Neil Thacker Maclachlan (附註g)	28	-	-	28
		135	979	4	1,118

The executive directors' and chief executive's emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The non-executive directors' and independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

上述執行董事及最高行政人員的酬金主要與彼等就本公司及本集團管理事務提供服務有關。上述獨立非執行董事的酬金主要為彼等擔任本公司董事之酬金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

Notes:

- (a) This director resigned as an Executive Director on 23 August 2017. His emoluments were borne by the ultimate holding company.
- (b) This director was an Executive Director and the Chief Executive Officer of the Company up to 23 August 2017 and re-designated as a Non-executive Director on 23 August 2017. He waived his director fees for both years.
- (c) This director was appointed as an Executive Director and Chief Executive Officer of the Company on 23 August 2017. He waived his director fees for this year.
- (d) This director was appointed as an Executive Director on 23 August 2017. His emoluments were born by the ultimate holding company.
- (e) This director resigned as an Executive Director and the Chief Executive Officer of the Company on 13 June 2016.
- (f) This director resigned as an Executive Director on 23 August 2017. His emoluments were born by the ultimate holding company.
- (g) This director resigned as an Independent Non-executive Director on 31 January 2017.
- (h) The director was appointed as a Non-executive Director on 23 August 2017. His emoluments were born by the ultimate holding company.
- (i) The director was appointed as a Non-executive Director on 28 April 2017. His emoluments were born by the ultimate holding company.
- (j) The director was resigned as an Executive Director on 23 August 2017.
- (k) The director was appointed as an Independent Non-executive Director on 21 March 2017.

There was no arrangement under which a director or the chief executive, except Mr. Chen Dexin and Mr. Gao Tianpeng, waived or agreed to waive any remuneration for both years.

11. 董事、最高行政人員及僱員酬金 (續)

(a) 董事及最高行政人員酬金 (續)

附註：

- (a) 該董事於二零一七年八月二十三日辭任執行董事。彼之酬金由最終控股公司承擔。
- (b) 該董事曾擔任本公司執行董事及行政總裁至二零一七年八月二十三日，並於二零一七年八月二十三日調任為非執行董事，彼已放棄其兩個年度之董事袍金。
- (c) 該董事於二零一七年八月二十三日獲委任為本公司執行董事及行政總裁。彼已放棄其本年度之董事袍金。
- (d) 該董事於二零一七年八月二十三日獲委任為執行董事。彼之酬金由最終控股公司承擔。
- (e) 該董事於二零一六年六月十三日辭任本公司執行董事及行政總裁。
- (f) 該董事於二零一七年八月二十三日辭任執行董事。彼之酬金由最終控股公司承擔。
- (g) 該董事於二零一七年一月三十一日辭任獨立非執行董事。
- (h) 該董事於二零一七年八月二十三日獲委任為非執行董事。彼之酬金由最終控股公司承擔。
- (i) 該董事於二零一七年四月二十八日獲委任為非執行董事。彼之酬金由最終控股公司承擔。
- (j) 該董事於二零一七年八月二十三日辭任執行董事。
- (k) 該董事於二零一七年三月二十一日獲委任為獨立非執行董事。

除與陳得信先生及郜天鵬先生外，並無訂立可讓董事或最高行政人員放棄或同意放棄其於兩個年度之任何酬金之安排。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

11. 董事、最高行政人員及僱員酬金 (續)

(b) Employees' emoluments

(b) 僱員酬金

The five highest paid employees in the Group during the year included none of the directors (2016: one director), details of whose emoluments are set out in (a) above. Details of the remuneration for the year of the remaining five (2016: four) highest paid employees who are neither a director nor chief executive officer of the Company are as follows:

本年度本集團五名最高薪僱員並無包括董事(二零一六年:一名董事),其酬金詳情載於上文(a)段。並非本公司董事或行政總裁的餘下五名(二零一六年:四名)最高薪僱員之本年度薪酬詳情如下:

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Salaries and allowances	薪金及津貼	1,205	933
Retirement benefits schemes contributions	退休福利計劃供款	391	101
Performance related incentive payments	與績效掛鈎之獎金	206	157
		1,802	1,191

The performance related incentive payment is determined with reference to the financial performance of the Group and the performance of the individuals.

與績效掛鈎之獎金乃參照本集團財務表現及個人表現釐定。

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

並非為本公司董事且其酬金介乎以下範圍的最高薪僱員人數如下:

		2017 二零一七年 No. of employees 僱員人數	2016 二零一六年 No. of employees 僱員人數
Hong Kong dollars ("HK\$") \$2,000,001 to HK\$2,500,000 (equivalent to US\$256,411 to US\$320,513)	2,000,001港元(「港元」)至 2,500,000港元(相等於 256,411美元至320,513美 元)	2	1
HK\$2,500,001 to HK\$3,000,000 (equivalent to US\$320,513 to US\$384,615)	2,500,001港元至3,000,000 港元(相等於320,513美元 至384,615美元)	2	3
HK\$3,000,001 to HK\$3,500,000 (equivalent to US\$384,616 to US\$448,718)	3,000,001港元至3,500,000 港元(相等於384,616美元 至448,718美元)	-	-
HK\$3,500,001 to HK\$4,000,000 (equivalent to US\$448,718 to US\$512,821)	3,500,000港元至4,000,000 港元(相等於448,718美元 至512,821美元)	1	-
		5	4

No emoluments were paid by the Group to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group.

本集團概無向本公司董事或五名最高薪人士支付任何酬金,作為加入本集團或加入本集團後之獎勵。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

12. INCOME TAX EXPENSE (CREDIT)

12. 所得稅開支(抵免)

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
The tax expense (credit) comprises:	稅項開支(抵免)包括:		
Current taxation	即期稅項		
Hong Kong Profits Tax	香港利得稅	-	-
Corporate income tax in DRC	剛果(金)企業所得稅	3,130	2,134
Corporate income tax in Zambia	贊比亞企業所得稅	1,248	34
Corporate income tax in South Africa	南非企業所得稅	279	-
Underprovision in prior years	過往年度撥備不足	5	45
		4,662	2,213
Deferred taxation (note 29)	遞延稅項(附註29)	3,088	(5,206)
		7,750	(2,993)

No provision for Hong Kong Profits Tax has been made as the Company does not have assessable profits arising in Hong Kong for both years.

由於該兩個年度本公司並無於香港產生之應課稅溢利，故未計提香港利得稅撥備。

Corporate income tax in Mauritius, South Africa and the DRC are calculated at 15%, 28% and 30% (2016: 15%, 28% and 30%) on the estimated assessable profits for the year, respectively.

毛里求斯、南非及剛果(金)之企業所得稅分別根據年內估計應課稅溢利按15%、28%及30%(二零一六年: 15%、28%及30%)之稅率計算。

Corporate income tax in Zambia is calculated at 30% in the current year (2016: 30%). The tax rate applicable to the assessable profits arising in Zambia for the year ranged from 30% to 45%. The applicable tax rate is determined on a number of factors including the revenue of respective subsidiaries and the average copper price of the year.

贊比亞之企業所得稅年內按30%(二零一六年: 30%)之稅率計算。適用於年內於贊比亞產生的應課稅溢利之稅率介乎30%至45%。適用稅率基於多項因素釐定，包括相應附屬公司之收入及年內平均銅價。

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

12. INCOME TAX EXPENSE (CREDIT) (Continued)

The tax expense (credit) for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

12. 所得稅開支(抵免)(續)

本年度的稅項開支(抵免)可與綜合損益及其他全面收益表項下的除稅前溢利對賬如下：

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Profit before tax	除稅前溢利	61,185	3,321
Tax credit at Hong Kong Profits Tax at 16.5% (2016: 16.5%)	按16.5% (二零一六年：16.5%) 計算香港利得稅稅項抵免	(455)	(548)
Tax charge (credit) at income tax rate in Zambia for operation at 30% (2016: 30%)	按贊比亞所得稅率30% (二零一六年：30%) 計算營運稅項扣除(抵免)	994	(4,566)
Tax charge (credit) at income tax rate in DRC for operation at 30% (2016: 30%)	按剛果(金)所得稅率30% (二零一六年：30%) 計算營運稅項扣除(抵免)	4,875	(15,720)
Tax credit at income tax rate in Mauritius for operation at 15% (2016: 15%)	按毛里求斯所得稅率15% (二零一六年：15%) 計算營運稅項抵免	(1)	(2)
Tax charge at income tax rate in South Africa for operation at 28% (2016: 28%)	按南非所得稅率28% (二零一六年：28%) 計算營運稅項扣除	1,875	17,650
		7,288	(3,186)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	153	134
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(32)	(439)
Tax effect of utilisation of tax losses previously not recognised	動用過往未確認稅項虧損之稅務影響	(60)	-
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	396	453
Underprovision in prior years	過往年度撥備不足	5	45
Income tax charge (credit) for the year	年內稅項扣除(抵免)	7,750	(2,993)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

13. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Earnings	盈利		
Earnings for the purpose of basic earnings per share	用作計算每股基本盈利之盈利	41,624	8,347
Added: Interest expense on Convertible Securities	加：可換股證券之利息開支	1,094	135
Earnings for the purpose of diluted earnings per share	用作計算每股攤薄盈利之盈利	42,718	8,482

		2017 二零一七年	2016 二零一六年
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用作計算每股基本盈利之普通股加權平均數	4,682,898,256	4,350,753,051
Effect of dilutive potential ordinary shares: Convertible Securities	攤薄性潛在普通股之影響： 可換股證券	8,466,120,000	8,466,120,000
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用作計算每股攤薄盈利之普通股加權平均數	13,149,018,256	12,816,873,051

There were no other potential ordinary shares outstanding as at the end of both reporting periods.

本公司擁有人應佔每股基本及攤薄盈利乃根據下列數據計算：

本公司於兩個報告期末概無其他已發行的潛在普通股。

14. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company during the year and no dividend has been proposed since the end of the reporting period (2016: US\$Nil).

14. 股息

年內並無派發或建議派發股息予本公司普通股股東，自報告期末以來亦無建議派發股息（二零一六年：零美元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Freehold land 永久業權 土地 US\$'000 千美元	Buildings and infrastructure 樓宇及基建 US\$'000 千美元	Plant, machinery and shafts 廠房、機器 及豎井 US\$'000 千美元	Mine development costs 礦場開發 成本 US\$'000 千美元	Construction in progress 在建工程 US\$'000 千美元	Others 其他 US\$'000 千美元 (Note) (附註)	Total 總計 US\$'000 千美元
At 1 January 2016	於二零一六年一月一日							
Cost	成本	6,488	29,912	648,131	112,666	214,392	74,731	1,086,320
Accumulated depreciation and impairment	累計折舊及減值	-	(13,130)	(341,752)	(19,516)	-	(22,043)	(396,441)
Carrying amount	賬面值	6,488	16,782	306,379	93,150	214,392	52,688	689,879
At 1 January 2016, net of accumulated depreciation and impairment	於二零一六年一月一日， 扣除累計折舊及減值	6,488	16,782	306,379	93,150	214,392	52,688	689,879
Depreciation provided during the year	年內計提折舊	-	(1,743)	(33,143)	(8,930)	-	(3,072)	(46,888)
Additions	添置	-	105	541	-	25,880	19,046	45,572
Disposals	出售	-	(210)	(1)	-	-	(252)	(463)
At 31 December 2016, net of accumulated depreciation and impairment	於二零一六年十二月三十一日， 扣除累計折舊及減值	6,488	14,934	273,776	84,220	240,272	68,410	688,100
At 31 December 2016	於二零一六年十二月三十一日							
Cost	成本	6,488	29,807	648,671	112,666	240,272	93,525	1,131,429
Accumulated depreciation and impairment	累計折舊及減值	-	(14,873)	(374,895)	(28,446)	-	(25,115)	(443,329)
Carrying amount	賬面值	6,488	14,934	273,776	84,220	240,272	68,410	688,100
At 1 January 2017, net of accumulated depreciation and impairment	於二零一七年一月一日， 扣除累計折舊及減值	6,488	14,934	273,776	84,220	240,272	68,410	688,100
Depreciation provided during the year	年內計提折舊	-	(1,391)	(27,059)	(7,242)	-	(7,730)	(43,422)
Additions	添置	223	548	14,485	-	7,014	4,129	26,399
Transfer	轉撥	-	-	951	-	(11,007)	10,056	-
At 31 December 2017, net of accumulated depreciation and impairment	於二零一七年十二月三十一日， 扣除累計折舊及減值	6,711	14,091	262,153	76,978	236,279	74,865	671,077
At 31 December 2017	於二零一七年十二月三十一日							
Cost	成本	6,711	30,355	664,107	112,666	236,279	107,710	1,157,828
Accumulated depreciation and impairment	累計折舊及減值	-	(16,264)	(401,954)	(35,688)	-	(32,845)	(486,751)
Carrying amount	賬面值	6,711	14,091	262,153	76,978	236,279	74,865	671,077

Note: Included in others are pollutant treatment plant and related equipment and facilities and decommissioning assets, motor vehicles, furniture and fixtures, office equipment and other equipment.

The Group's freehold land is situated in DRC and Zambia.

Impairment assessment is performed for the years ended 31 December 2017 and 2016, details of which are set out in note 8.

附註：其他包括污染物處理廠及相關設備及設施及善後資產、汽車、傢俬及裝置、辦公室設備及其他設備。

本集團的永久業權土地位於剛果(金)及贊比亞。

於截至二零一七年及二零一六年十二月三十一日止年度均有進行減值評估，有關詳情載於附註8。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

16. MINERAL RIGHTS

16. 礦產權

		US\$'000 千美元 (Note) (附註)
At 1 January 2016	於二零一六年一月一日	
Cost	成本	995,243
Accumulated amortisation and impairment	累計攤銷及減值	(574,028)
Carrying amount	賬面值	421,215
At 1 January 2016, net of accumulated amortisation and impairment	於二零一六年一月一日， 扣除累計攤銷及減值	421,215
Amortisation provided during the year	年內計提攤銷	(10,973)
Reversal of impairment loss recognised in profit or loss (see note 8 for details)	於損益內確認減值虧損撥回 (詳情見附註8)	67,765
At 31 December 2016, net of accumulated amortisation and impairment	於二零一六年十二月三十一日， 扣除累計攤銷及減值	478,007
At 31 December 2016	於二零一六年十二月三十一日	
Cost	成本	995,243
Accumulated amortisation and impairment	累計攤銷及減值	(517,236)
Carrying amount	賬面值	478,007
At 1 January 2017, net of accumulated amortisation and impairment	於二零一七年一月一日， 扣除累計攤銷及減值	478,007
Amortisation provided during the year	年內計提攤銷	(7,030)
Reversal of impairment loss recognised in profit or loss (see note 8 for details)	於損益內確認減值虧損撥回 (詳情見附註8)	17,080
At 31 December 2017, net of accumulated amortisation and impairment	於二零一七年十二月三十一日， 扣除累計攤銷及減值	488,057
At 31 December 2017	於二零一七年十二月三十一日	
Cost	成本	995,243
Accumulated amortisation and impairment	累計攤銷及減值	(507,186)
Carrying amount	賬面值	488,057

Note: The mineral rights represent the rights to conduct mining activities in the Group's two operating mines, one developing project and two exploration projects in Zambia and DRC. The mineral rights for the two operating mines are granted for the remaining terms of 2 and 6 years (2016: 3 and 7 years).

附註：礦產權指本集團於贊比亞及剛果(金)的兩個營運礦場、一個發展中項目及兩個探礦項目從事採礦活動之權利，該兩個營運礦場獲授礦產權餘下年期為2及6年(二零一六年：3及7年)。

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度**17. EXPLORATION AND EVALUATION ASSETS****17. 勘探及評估資產**

		US\$'000 千美元
At 1 January 2016	於二零一六年一月一日	172,685
Additions	添置	22,962
Impairment loss recognised in profit or loss (see note 8 for details)	於損益內確認減值虧損 (詳情見附註8)	(14,017)
At 31 December 2016	於二零一六年十二月三十一日	181,630
Additions	添置	30,702
At 31 December 2017	於二零一七年十二月三十一日	212,332

Exploration and evaluation assets represent the cost incurred for evaluating the technical feasibility and commercial viability of extracting mineral resources in the Group's exploration mines. The management considers that the determination of commercial viability is still in progress at the end of the reporting period.

勘探及評估資產指為評估在本集團勘探礦場內開採礦產資源之技術及商業可行性而產生之成本。管理層認為，於報告期末，仍在釐定其商業可行性。

18. OTHER NON-CURRENT ASSETS**18. 其他非流動資產**

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Loan to a DRC state-owned power company (Note a)	向剛果(金)國有電力公司 提供貸款(附註a)	3,746	4,824
Less: Amount to be recovered within 1 year included in trade and other receivables (note 20)	減：計入貿易及其他應收款 項並將於一年內收回 之款項(附註20)	(2,000)	(2,000)
Royalty prepayment to non-controlling shareholders of subsidiaries (Note b)	向附屬公司非控股股東預付 礦權使用費(附註b)	1,746	2,824
Rehabilitation trust fund (Note c)	復修信託基金(附註c)	94	80
		16,602	18,578

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

18. OTHER NON-CURRENT ASSETS (Continued)

Notes:

- (a) It represents a loan provided to a DRC state-owned power company for the construction and commissioning of a high-voltage powerline and substation in DRC to secure the future power supply to the Group. The loan carries interest at London Interbank Offered Rate ("LIBOR") plus 2% (2016: LIBOR plus 2%) per annum. It is unsecured and has no fixed repayment term. The management considers that US\$2,000,000 of the total amount will be settled within one year.
- (b) It represents an advance to the non-controlling shareholders of subsidiaries operating in DRC. The directors anticipate that it will be recovered through royalties to be charged in the future.
- (c) Payments are made to rehabilitation trusts or investment accounts held by banking institutions with the intention of fully funding those liabilities as required by the governments in South Africa for the mines that have been closed.

18. 其他非流動資產(續)

附註：

- (a) 指一筆提供予一間剛果(金)國有電力公司之貸款，用於剛果(金)一座高壓電線變電站的建設及試運，以保障本集團日後獲得供電。該貸款按倫敦銀行同業拆息(「倫敦銀行同業拆息」)加2厘(二零一六年：倫敦銀行同業拆息加2厘)之年利率計息，為無抵押及並無固定還款期。管理層認為總額2,000,000美元將於一年內結付。
- (b) 指墊付予在剛果(金)開展業務之附屬公司的非控股股東之款項，董事預計日後將以收取礦權使用費之形式收回。
- (c) 向銀行機構持有之復修信託或投資賬戶支付款項，旨在按南非政府之規定全數撥付已關閉礦場之負債。

19. INVENTORIES

19. 存貨

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Consumable stores	易耗品	39,493	35,489
Product inventories	產品存貨	132,600	73,577
		172,093	109,066

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

20. TRADE AND OTHER RECEIVABLES

20. 貿易及其他應收款項

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Trade and bill receivables	貿易應收款項及應收票據	60,886	39,363
Less: Impairment	減：減值	-	(310)
		60,886	39,053
Other receivables	其他應收款項	14,083	9,116
Prepayments	預付款項	3,396	2,790
Loan to a DRC state-owned power company – current (note 18)	向剛果(金)國有電力公司 提供貸款－即期(附註18)	2,000	2,000
Value-added tax recoverable	可收回增值稅	66,443	51,436
		146,808	104,395

Included in trade and bill receivables as at 31 December 2017 was an amount due from a fellow subsidiary of US\$21,161,000 (2016: US\$6,631,000), which was of trade nature. The Group provided this fellow subsidiary with a credit period of 60 days.

於二零一七年十二月三十一日之貿易應收款項及應收票據包括應收一間同系附屬公司款項21,161,000美元(二零一六年：6,631,000美元)，有關款項屬貿易性質。本集團向該同系附屬公司提供60日之信貸期。

The Group provided customers (other than its fellow subsidiaries) with a credit period ranging from 15 days to 90 days. Before accepting new customers, the Group uses a credit bureau to perform a credit assessment to assess the potential customers' credit limit and credit quality.

本集團向客戶(不包括其同系附屬公司)提供介乎15日至90日之信貸期。接納新客戶前，本集團委聘信貸單位開展信貸評估，以評估潛在客戶之信貸限額及信貸質素。

As at 31 December 2016, the amounts of trade and bill receivable under provisional pricing arrangements had been adjusted for US\$572,000 (2017: US\$Nil), being the difference between the average London Metal Exchange (“LME”) future commodity prices for the duration up to the date of final pricing and the quoted price on the date of recognition of revenue when title and risks and rewards of the mineral and metal products are passed to customers.

於二零一六年十二月三十一日，有臨時定價安排之貿易應收款項及應收票據被調整至572,000美元(二零一七年：零美元)，即截至最終訂價日為止之倫敦金屬交易所(「倫金所」)未來商品平均價格，與礦產品及金屬產品之擁有權及風險回報轉移至客戶時確認收益當日之報價間之差額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

20. TRADE AND OTHER RECEIVABLES (Continued)

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, being a fellow subsidiary of the Company, constitutes 35% (2016: 17%) of trade and bill receivables.

The following is an aged analysis of trade and bill receivables, net of impairment, presented based on invoice date at the end of the reporting period.

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Within 3 months	三個月內	60,886	36,768
4 to 6 months	四至六個月	-	2,285
		60,886	39,053

As at 31 December 2016, included in trade receivables is a receivable of US\$1,627,000 (2017: US\$Nil) which was past due as at the end of the reporting date and was regarded as not impaired as there had not been a significant change in the credit standing of the debtor. The Group did not hold any collateral over the receivable.

20. 貿易及其他應收款項(續)

本集團力求對未結清應收款項維持嚴密監控，以將信貸風險降至最低。逾期結餘由高級管理層定期檢討。因一名債務人(即本公司同系附屬公司)佔貿易應收款項及應收票據之35%(二零一六年：17%)，本集團擁有重大信貸集中風險。

以下為於報告期末根據發票日期呈列之貿易應收款項及應收票據(扣除減值)之賬齡分析。

於二零一六年十二月三十一日，貿易應收款項包括於報告期末已逾期之應收款項1,627,000美元(二零一七年：零美元)，由於債務人之信用狀況並無發生重大變動，該筆款項被視為未出現減值。本集團並無就該筆應收款項持有任何抵押品。

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

20. TRADE AND OTHER RECEIVABLES (Continued)

20. 貿易及其他應收款項(續)

Movement in provision for impairment

減值撥備變動

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
1 January	一月一日	310	310
Amount written off as uncollectible	撇銷為不可收回之金額	(310)	-
31 December	十二月三十一日	-	310

As at 31 December 2016, included in the above provision for impairment of trade receivables was a provision for individually impaired trade receivables of US\$310,000 with a carrying amount before provision of US\$310,000. The amount was written off in 2017.

The individually impaired trade receivables related to customers that were in default or delinquency in principal payments and none of the receivables was expected to be recovered.

於二零一六年十二月三十一日，上述貿易應收款項減值撥備中包括個別減值之貿易應收款項(撥備前賬面值為310,000美元)之撥備310,000美元。該筆款項已於二零一七年撇銷。

個別減值之貿易應收款項與欠付或拖欠本金還款的客戶有關，且該等應收款項預期概不可收回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

21. TRANSFER OF FINANCIAL ASSETS

The following were the Group's trade receivables that were transferred to banks by discounting those trade receivables on a fully recourse basis. As the Group has not transferred the significant risk and rewards relating to these trade receivables, it continues to recognise the full carrying amount of these trade receivables and has recognised the cash received on the transfer as a secured borrowings. These financial assets are carried at amortised cost in the Group's consolidated statement of financial position.

21. 轉讓金融資產

以下為本集團轉讓予銀行之貿易應收款項，轉讓方式為按全面追索基準貼現該等貿易應收款項。由於本集團並無轉移此等貿易應收款項之重大風險及回報，故繼續全數確認其賬面值，並將轉讓時收取之現金確認為有抵押借款。此等金融資產於本集團之綜合財務狀況表內按攤銷成本列賬。

		Trade invoices discounted to banks with full recourse	
		貼現予銀行並具完全追索權之貿易發票	
		2017	2016
		二零一七年	二零一六年
		US\$'000	US\$'000
		千美元	千美元
Carrying amount of transferred assets	所轉讓資產之賬面值	48,533	3,980
Carrying amount of associated liabilities	相關負債之賬面值	(48,533)	(3,980)
		-	-

22. AMOUNTS DUE TO AN INTERMEDIATE HOLDING COMPANY, A FELLOW SUBSIDIARY AND A NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

As at 31 December 2017, included in the amount due to an intermediate holding company is a term loan amounting to US\$115,000,000 (2016: US\$115,000,000). The term loan carries interest at floating interest rate of LIBOR plus 0.70% to 2.25% (2016: LIBOR plus 0.70% to 2.25%) per annum and is repayable within one year (2016: over one year).

As at 31 December 2017, included in the amount due to a fellow subsidiary is a term loan amounting to US\$5,000,000 (2016: US\$5,000,000). The term loan carries interest at floating interest rate of LIBOR plus 4.5% (2016: LIBOR plus 4.5%) per annum and is repayable within one year (2016: over one year).

The remaining amounts are unsecured, interest free and repayable on demand.

All the balances are non-trade in nature.

22. 應付中間控股公司、同系附屬公司及附屬公司非控股股東之款項

於二零一七年十二月三十一日，應付中間控股公司之款項中有一筆定期貸款115,000,000美元（二零一六年：115,000,000美元）。該定期貸款按倫敦銀行同業拆息加0.70厘至2.25厘（二零一六年：倫敦銀行同業拆息加0.70厘至2.25厘）之浮動年利率計息，並須於一年內償還（二零一六年：一年後）。

於二零一七年十二月三十一日，應付同系附屬公司之款項中有一筆定期貸款5,000,000美元（二零一六年：5,000,000美元）。該定期貸款按倫敦銀行同業拆息加4.5厘（二零一六年：倫敦銀行同業拆息加4.5厘）之浮動年利率計息，並須於一年內償還（二零一六年：一年後）。

剩餘款項為無抵押、免息並須按要求償還。

所有結餘均屬非貿易性質。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

23. HELD FOR TRADING INVESTMENTS

Held for trading investments comprise:

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Listed investment:	上市投資：		
Bonds with fixed interest of 4.75% per annum and maturity date on 17 July 2017 listed on the Stock Exchange (note)	固定年利率為4.75厘並於二零一七年七月十七日到期之聯交所上市債券(附註)	-	3,705

Note: The issuer of the bond is the ultimate holding company of the Company. The bond was disposed of during the current year.

23. 持作買賣投資

持作買賣投資包括：

	2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
上市投資：		
固定年利率為4.75厘並於二零一七年七月十七日到期之聯交所上市債券(附註)	-	3,705

附註：債券發行人為本公司之最終控股公司。有關債券已於本年度出售。

24. DERIVATIVE FINANCIAL INSTRUMENTS

Foreign currency forward contracts
Commodity derivative contracts

	-	219
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25. BANK BALANCES AND CASH

Bank balances comprising cash and short-term deposits with an original maturity of three months or less carried interest at prevailing market deposit rate. As at 31 December 2017, the effective interest rate of bank balances ranged from 0.001% to 1.55% (2016: 0.001% to 0.01%) per annum.

24. 衍生金融工具**Assets
資產**

	2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Foreign currency forward contracts	-	13
Commodity derivative contracts	-	206
	-	219

25. 銀行結餘及現金

銀行結餘包括現金及原到期日為三個月或以內並按現行市場存款利率計息之短期存款。於二零一七年十二月三十一日，銀行結餘之實際年利率介乎0.001厘至1.55厘（二零一六年：0.001厘至0.01厘）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

26. TRADE AND OTHER PAYABLES

26. 貿易及其他應付款項

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Trade payables	貿易應付款項	43,375	53,516
Other payables and accruals	其他應付款項及應計費用	44,412	18,248
		87,787	71,764

Included in other payables and accruals are accrual for freight charges, export clearing charges, provision for unpaid import duties and related surcharge in DRC, and other general operation related payables.

As at 31 December 2016, the amounts of trade payables under had been adjusted for US\$572,000 (2017: US\$Nil), being provisional pricing arrangements the difference between the average LME future commodity prices for the duration up to the date of final pricing and the quoted price on the date of recognition of purchase when title and risks and rewards of mineral and metal products passed from suppliers to the Group.

The following is an aged analysis of trade payables based on the invoice date at the end of the reporting period.

其他應付款項及應計費用包括應計運費及出口清關費、未付剛果(金)入口稅及相關附加費之撥備，以及其他一般營運相關應付款項。

於二零一六年十二月三十一日，有臨時定價安排之貿易應付款項被調整至572,000美元(二零一七年：零美元)，即截至最終定價日為止之倫金所未來商品平均價格，與礦產品及金屬產品之擁有權及風險回報由供應商轉移至本集團時確認購買當日之報價間之差額。

以下為於報告期末根據發票日期呈列之貿易應付款項賬齡分析。

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Within 3 months	三個月內	34,850	40,263
4 to 6 months	四至六個月	4,875	10,470
7 to 12 months	七至十二個月	3,390	2,550
Over 1 year	一年以上	260	233
		43,375	53,516

The credit period on purchases of goods ranges from 0 to 90 days.

購買貨品之信貸期介乎0至90日不等。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

27. BANK BORROWINGS

27. 銀行借款

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Term loans	定期貸款	316,763	390,575
Trade invoice discounting facility	貿易發票貼現融資	48,533	3,980
		365,296	394,555
Secured	有抵押	316,763	283,168
Unsecured	無抵押	48,533	111,387
		365,296	394,555

The Group's bank borrowings are repayable as follows:

本集團銀行借款之還款期如下：

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Within one year and repayable on demand	一年內及應要求即時還款	133,881	83,333
More than one year, but not exceeding two years	一年以上，但不超過兩年	-	-
More than two years, but not exceeding five years	兩年以上，但不超過五年	197,415	245,222
More than five years	五年以上	34,000	66,000
		365,296	394,555
Less: Amount due within one year shown under current liabilities	減：列為流動負債之一年內到期款項	(133,881)	(83,333)
Amount due after one year shown as non-current liabilities	列為非流動負債之一年後到期款項	231,415	311,222

As at 31 December 2017, the Group's bank borrowings of US\$316,763,000 (2016: US\$382,000,000) are guaranteed by the ultimate holding company. As at 31 December 2017 and 2016, the bank borrowings carried floating rate interest ranging from LIBOR plus 1.75% to 4.50% (2016: LIBOR plus 1.0% to 4.5%) per annum. The effective interest rate on the Group's borrowings ranged from 3.30% to 5.93% (2016: 1.65% to 5.36%) per annum.

於二零一七年十二月三十一日，本集團316,763,000美元（二零一六年：382,000,000美元）之銀行借款乃由最終控股公司提供擔保。於二零一七年及二零一六年十二月三十一日，銀行借款均為浮息，按倫敦銀行同業拆息加1.75厘至4.50厘（二零一六年：倫敦銀行同業拆息加1.0厘至4.5厘）之年利率計息。本集團借款之實際年利率介乎3.30厘至5.93厘（二零一六年：1.65厘至5.36厘）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

28. PROVISIONS

28. 撥備

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Long-term provisions	長期撥備		
Rehabilitation and environmental provision (note)	復修及環保撥備(附註)	28,772	27,303
Short-term provisions	短期撥備		
Termination benefits	離職福利	2,007	1,026
Rehabilitation and environmental provision (note)	復修及環保撥備(附註)	820	820
Leave pay and bonuses	休假薪酬及花紅	4,173	3,570
Other	其他	3,000	-
		10,000	5,416
Total provisions	撥備總額	38,772	32,719
		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
At 1 January	於一月一日	32,719	34,470
Utilised during the year	年內動用	(643)	(4,581)
Provided during the year	年內撥備	6,696	2,830
At 31 December	於十二月三十一日	38,772	32,719

Note: The Group is exposed to environmental liabilities relating to its mining operations. Estimates of the cost of environmental and other remedial work such as reclamation costs, close-down and restoration and pollution control are made on an annual basis, based on the estimated lives of the mines.

Rehabilitation and environmental provisions classified as short-term represents the amount estimated to be settled within one year at the end of the reporting period.

附註：本集團承擔與其採礦業務有關之環保負債。環保及其他補救工程(如復墾、閉井及復修以及污染防治)之成本乃根據礦場之估計開採期每年作出估計。

分類為短期之復修及環保撥備指於報告期末估計將於一年內結清之款項。

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

29. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances before offsetting:

29. 遞延稅項

就呈列綜合財務狀況表而言，若干遞延稅項資產及負債已作對銷。以下為對銷前之遞延稅項結餘分析：

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Deferred tax assets	遞延稅項資產	(11,516)	(11,441)
Deferred tax liabilities	遞延稅項負債	302,711	299,548
		291,195	288,107

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

29. DEFERRED TAXATION (Continued)

The followings are the major deferred tax liabilities (assets) recognised and movements thereon during the current and prior years:

29. 遞延稅項 (續)

以下為於本年度及過往年度內確認之主要遞延稅項負債(資產)及其變動:

		Property, plant and equipment, mineral rights, and exploration and evaluation rights 物業、廠房 及設備、 礦產權 以及 勘探及 評估權 US\$'000 千美元	Leave pay provisions 休假薪酬 撥備 US\$'000 千美元	Other provisions 其他撥備 US\$'000 千美元	Foreign exchange difference arising from intra-group activities 集團內 公司間 活動之 匯兌差額 US\$'000 千美元	Tax losses 稅項虧損 US\$'000 千美元	Others 其他 US\$'000 千美元 (Note) (附註)	Total 總計 US\$'000 千美元
At 1 January 2016	於二零一六年一月一日	260,567	(234)	(4,465)	15,635	(4,914)	26,724	293,313
Charge (credit) to profit or loss (note 12)	於損益扣除(計入) (附註12)	22,834	226	2,246	-	(4,300)	(26,212)	(5,206)
At 31 December 2016	於二零一六年 十二月三十一日	283,401	(8)	(2,219)	15,635	(9,214)	512	288,107
Charge (credit) to profit or loss (note 12)	於損益扣除(計入) (附註12)	3,675	8	492	-	1,056	(2,143)	3,088
At 31 December 2017	於二零一七年 十二月三十一日	287,076	-	(1,727)	15,635	(8,158)	(1,631)	291,195

Note: Others include tax deduction on qualified capital expenditures, hedging instruments and others.

附註: 其他包括合資格資本開支、對沖工具及其他項目之減稅。

29. DEFERRED TAXATION (Continued)

As at 31 December 2017, the Group has unused tax losses of US\$87,060,000 (2016: US\$88,159,000). A deferred tax asset has been recognised in respect of US\$27,200,000 (2016: US\$30,335,000) of such losses. No deferred tax asset has been recognised in respect of the remaining US\$59,860,000 (2016: US\$57,824,000) due to the unpredictability of future profit streams. The tax losses may be carried forward indefinitely.

30. SHARE CAPITAL**29. 遞延稅項 (續)**

於二零一七年十二月三十一日，本集團有未動用稅項虧損87,060,000美元（二零一六年：88,159,000美元）。就相關虧損已確認遞延稅項資產27,200,000美元（二零一六年：30,335,000美元）。因未來溢利流不可預測，餘下59,860,000美元（二零一六年：57,824,000美元）並無確認為遞延稅項資產。稅項虧損可無限期結轉。

30. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
Authorised:	法定：		
At 1 January 2016, 31 December 2016, 1 January 2017 and 31 December 2017	於二零一六年一月一日、 二零一六年十二月三十一日、 二零一七年一月一日及 二零一七年十二月三十一日	20,000,000,000	200,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2016, 31 December 2016, 1 January 2017	於二零一六年一月一日、 二零一六年十二月三十一日及 二零一七年一月一日	4,350,753,051	43,508
Issue of new shares by the way of subscription (Note)	以認購方式發行新股份(附註)	483,000,000	4,830
At 31 December 2017	於二零一七年十二月三十一日	4,833,753,051	48,338

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

30. SHARE CAPITAL (Continued)

Shown in the consolidated financial statements as:

		Amount 金額 US\$'000 千港元
At 31 December 2016	於二零一六年十二月三十一日	5,578
At 31 December 2017	於二零一七年十二月三十一日	6,197

Note: On 28 April 2017, the Company issued 483,000,000 new ordinary shares by the way of subscription at the price of HK\$0.80 per ordinary share to SD Hi-Speed Investment HK Limited an independent third party, and raised gross proceeds of HK\$386,400,000 (equivalent to US\$49,538,000). The subscription shares were allotted and issued under a specific mandate sought from the shareholders at an extraordinary general meeting of the Company held on 25 April 2017. Details of the subscription are disclosed in the announcements of the Company dated 20 March 2017 and 28 April 2017 and circular of the Company dated 6 April 2017.

30. 股本 (續)

於綜合財務報表中顯示為：

附註：於二零一七年四月二十八日，本公司以認購方式按認購價每股認購股份0.80港元向山東高速環渤海投資(香港)有限公司(為獨立第三方)發行483,000,000股新普通股，並籌得所得款項總額386,400,000港元(相當於49,538,000美元)。認購股份乃根據於二零一七年四月二十五日舉行之本公司股東特別大會上向股東尋求之特定授權而配發及發行。認購事項之詳情於本公司日期為二零一七年三月二十日及二零一七年四月二十八日之公告以及本公司日期為二零一七年四月六日之通函內披露。

31. SHARE OPTIONS SCHEME

On 20 June 2012, the Company adopted a share option scheme (the "2012 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.

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.

31. 購股權計劃

本公司於二零一二年六月二十日採納購股權計劃(「二零一二年計劃」)。二零一二年計劃旨在獎勵及獎賞合資格參與者為促進本集團利益而作出的貢獻及持續努力。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，包括任何獨立非執行董事)及僱員(全職或兼職)。除以其他方式終止或修訂外，二零一二年計劃將於自二零一二年六月二十日起十年期內維持生效。

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將予授出之所有購股權獲行使時可予發行之最高股份數目，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10%。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。於截至授出日期止任何十二個月期間，根據二零一二年計劃及本集團任何其他購股權計劃向各參與者授出之購股權(包括已行使及尚未行使之購股權)獲行使而巳發行及將予發行之股份總數，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。

31. SHARE OPTIONS SCHEME (Continued)

Any share option granted under the 2012 Scheme to a substantial shareholder (as defined in the Listing Rules) 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 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.

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

No options were granted or exercised during the years ended 31 December 2016 and 2017 and no share options were outstanding as at 31 December 2016 and 2017.

31. 購股權計劃(續)

倘於截至授出日期(包括該日)止任何十二個月期間,根據二零一二年計劃向本公司主要股東(定義見上市規則)或獨立非執行董事(或彼等各自的任何聯繫人士)授出之購股權超出本公司於授出日期已發行普通股之0.1%,及其總值(按各授出日期聯交所報本公司股份之收市價計算)超出5百萬港元,則須獲本公司獨立非執行董事(同時身為購股權承授人之任何獨立非執行董事除外)之推薦建議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。所授出購股權之行使期由董事根據二零一二年計劃之條款釐定,及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。於授出購股權要約當日,本公司董事可能指定於行使任何購股權前必須達成的任何條件。

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(須為營業日)在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收取股息或在股東大會上投票之權利。

於截至二零一六年及二零一七年十二月三十一日止年度,概無購股權獲授出或行使,而於二零一六年及二零一七年十二月三十一日,亦無購股權尚未獲行使。

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

32. PERPETUAL SUBORDINATED CONVERTIBLE SECURITIES

On 14 November 2013, the Company issued the Convertible Securities with an aggregate principal amount of US\$1,085,400,000, being part of consideration for the Combination. The fair value of the Convertible Securities, which was determined based on a valuation carried out by Asset Appraisal Limited, an independent valuer not connected with the Group, on the date of completion of the Combination amounted to US\$1,089,084,000.

The Convertible Securities are convertible into a maximum of 8,466,120,000 ordinary shares of the Company at an initial conversion price of HK\$1 per share, subject to anti-dilutive adjustments. On or at any time after three years after the date of issue of the Convertible Securities, the Company may, at its sole discretion, elect to convert the Convertible Securities in whole or in part into ordinary shares of the Company. At any time when a holder of the Convertible Securities is not a connected person of the Company, a principal amount of the Convertible Securities which upon conversion will result in the holder holding in aggregate under 10% of the issued share capital of the Company shall be automatically converted into ordinary shares of the Company.

The Convertible Securities shall not bear any distribution for the first three years from the issue date but shall bear distribution at 0.1% of the principal amount per annum thereafter payable annually in arrears on 31 December each year and can be deferred at the discretion of the Company. The Convertible Securities have no fixed maturity and are redeemable at the Company's option at their principal amounts together with any accrued, unpaid or deferred distributions. While any distributions are unpaid or deferred, the Company may not, inter alia, declare or pay any dividends or distribution on any ordinary shares of the Company or redeem or buy-back any ordinary shares of the Company, for so long as any distributions which are due and payable have not yet been paid in full.

32. 永久次級可換股證券

於二零一三年十一月十四日，本公司發行本金總額為1,085,400,000美元之可換股證券，作為合併之部分代價。可換股證券之公平值（按完成合併當日一間與本集團並無關連之獨立估值師中誠達資產評估顧問有限公司進行之估值釐定）為1,089,084,000美元。

可換股證券可按初始轉換價每股1港元轉換為最多8,466,120,000股本公司普通股（須作出反攤薄調整）。於可換股證券之發行日期後三年屆滿或其後任何時間，本公司可全權酌情選擇將可換股證券全部或部分轉換為本公司普通股。於任何時間，倘可換股證券持有人並非本公司關連人士，而轉換後可換股證券之本金額將導致該持有人合共持有本公司已發行股本10%以下，則該本金額將自動轉換為本公司普通股。

可換股證券自發行日期起首三年內不附帶任何分派，惟其後每年按本金額之0.1%計算分派，並於每年十二月三十一日按年累計支付，而本公司可酌情選擇延期分派。可換股證券並無固定期限，本公司可選擇按其本金額另加應計、未付或延遲之分派贖回可換股證券。倘任何分派尚未或延期支付，則只要任何到期應付之分派尚未獲全數支付，本公司將不可（其中包括）就本公司之任何普通股宣派或派付任何股息或分派，亦不可贖回或購回本公司任何普通股。

33. FINANCIAL INSTRUMENTS

Capital risk management

The Group manages its capital to maintain a balance between continuity of cash flows from operating activities and the flexibility through the use of borrowings. The Group also monitors the current and expected liquidity requirements and its compliance with lending covenants regularly to ensure that sufficient working capital and adequate committed lines of funding are maintained to meet its liquidity requirements. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group consists of net debts, which include the borrowings disclosed in note 27 and amounts due to an intermediate holding company and a fellow subsidiary disclosed in note 22, net of bank balances and cash; and equity attributable to owners of the Company and non-controlling interests, comprising issued share capital and reserves.

The management reviews the capital structure on a regular basis. As part of this review, the management considers the costs of capital and the risks associated with each class of capital, and will balance its overall capital structure through the issue of new debt or the redemption of existing debt.

33. 金融工具

資本風險管理

本集團的資本管理目標乃透過使用借款在經營業務所得現金流量之持續性與靈活性之間保持平衡。本集團亦定期監察目前及預期之流動資金需要及其遵守借貸契諾的情況，確保維持充裕的營運資金及足夠的承諾信貸額度，以應付其流動資金所需。本集團之整體策略與過往年度維持不變。

本集團資本結構包括債務淨額（包括附註27披露之借款及附註22披露應付中間控股公司及同系附屬公司款項，扣除銀行結餘及現金）；及本公司擁有人應佔權益及非控股權益（包括已發行股本及儲備）。

管理層定期檢討資本結構。作為此項檢討之一環，管理層考慮資本成本及各類資本的相關風險，並透過發行新債或贖回現有債務調整本集團之整體資本結構。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

33. FINANCIAL INSTRUMENTS (Continued)

33. 金融工具 (續)

Categories of financial instruments

金融工具類別

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
<i>Financial assets</i>	<i>金融資產</i>		
Loans and receivables	貸款及應收款項		
Loans and receivables (including cash and cash equivalents excluding trade and bill receivables under provisional pricing arrangements)	貸款及應收款項 (包括現金及現金等值項目，不包括有臨時定價安排之貿易應收款項及應收票據)	92,989	98,948
FVTPL	按公平值計入損益		
Trade and bill receivables under provisional pricing arrangements	有臨時定價安排之貿易應收款項及應收票據	60,886	39,053
Held for trading investments	持作買賣投資	-	3,705
Derivative financial instruments	衍生金融工具	-	219
<i>Financial liabilities</i>	<i>金融負債</i>		
At amortised cost (excluding trade payables under provisional pricing arrangements)	按攤銷成本 (不包括有臨時定價安排之貿易應付款項)	494,025	523,606
Trade payables under provisional pricing arrangements	有臨時定價安排之貿易應付款項	43,375	53,516

Financial risk management objectives and policies

財務風險管理目標及政策

The Group's major financial instruments include loan receivable, trade and other receivables, restricted cash deposits, bank balances and cash, derivative financial instruments, held for trading investments, trade and other payables, amounts due to an intermediate holding company, a fellow subsidiary and a non-controlling Shareholder of a subsidiary and bank borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and commodity price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

本集團之主要金融工具包括應收貸款、貿易及其他應收款項、受限制現金存款、銀行結餘及現金、衍生金融工具、持作買賣投資、貿易及其他應付款項、應付中間控股公司、同系附屬公司及附屬公司非控股股東款項，以及銀行借款。金融工具之詳情於相關附註披露。此等金融工具之相關風險包括市場風險（貨幣風險、利率風險及商品價格風險）、信貸風險及流動資金風險。降低此等風險之政策載於下文。管理層負責管理及監察此等風險，以確保及時有效地執行適當的措施。

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

33. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk

Currency risk

The carrying amounts of the Group's monetary assets and liabilities denominated in foreign currencies, i.e. currencies other than the functional currency of the respective group entities, which mainly represent held for trading investment, trade and other receivables and bank balances and cash at the end of the reporting period are as follows:

		2017 二零一七年		2016 二零一六年	
		Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
Renminbi ("RMB")	人民幣(「人民幣」)	41	–	4,035	–
ZAR	南非蘭特	2,335	–	1,831	–
HK\$	港元	501	–	598	–
Zambian Kwacha ("ZMK")	贊比亞克瓦查 (「贊比亞克瓦查」)	11,824	–	11,895	–
Congo Franc ("CDF")	剛果法郎 (「剛果法郎」)	50,057	–	39,575	–

The Group manages its foreign currency risk by closely monitoring the movements of foreign currency exchange rates. Other than the foreign currency forward contracts as disclosed in note 24, the Group currently has not entered into any foreign currency forward contracts to hedge against foreign currency risk.

33. 金融工具(續)

財務風險管理目標及政策(續)

市場風險

貨幣風險

於報告期末，本集團以外幣(即各集團實體功能貨幣以外之貨幣)計值之貨幣資產及負債(主要為持作買賣投資、貿易及其他應收款項以及銀行結餘及現金)之賬面值如下：

本集團透過密切監察外幣匯率變動情況管理其外幣風險。除附註24所披露之遠期外匯合約外，本集團現時並無訂立任何遠期外匯合約以對沖外幣風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

33. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

Sensitivity analysis

The Group is mainly exposed to fluctuation against foreign currency of RMB, ZAR, ZMK and CDF relative to US\$. Under the linked exchange rate system, the financial impact on foreign exchange difference between HK\$ and US\$ is expected to be immaterial and therefore no sensitivity analysis has been prepared. The following table details the Group's sensitivity to a 5% increase in functional currency against the relevant foreign currencies. 5% represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates. A positive (2016: positive) number below indicates an increase in profit (2016: profit) for the year where functional currency of each group entity strengthens 5% against the relevant foreign currency.

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
RMB	人民幣	2	168
ZAR	南非蘭特	84	76
ZMK	贊比亞克瓦查	414	416
CDF	剛果法郎	1,752	1,385

For a 5% weakening of functional currency of each group entity against the relevant foreign currency, there would be an equal and opposite impact on the profit (2016: profit) for the year and the balances above would be positive.

In the opinion of directors of the Company, the sensitivity analysis is unrepresentative of inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

33. 金融工具 (續)

財務風險管理目標及政策 (續)

市場風險 (續)

貨幣風險 (續)

敏感度分析

本集團主要承受人民幣、南非蘭特、贊比亞克瓦查及剛果法郎兌美元之匯率波動風險。基於聯匯制度，港元與美元匯差之財務影響預期並不重大，故並無編製敏感度分析。下表詳述本集團對於功能貨幣兌有關外幣升值5%之敏感度。5%為管理層對匯率合理可能變動所作之評估。敏感度分析僅包括以外幣計值之未兌換貨幣項目，並於報告期末就5%之匯率變動作出換算調整。以下之正數(二零一六年：正數)說明倘各集團實體之功能貨幣兌有關外幣升值5%，年內溢利(二零一六年：溢利)將增加。

倘各集團實體之功能貨幣兌有關外幣貶值5%，則會對年內溢利(二零一六年：溢利)帶來等額但相反之影響及以上結餘將出現正數。

本公司董事認為，敏感度分析不足以代表固有之外匯風險，原因是年末之風險敞口並不反映年內所承擔之風險敞口。

33. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies (Continued)****Market risk (Continued)****Interest rate risk**

The Group is exposed to cash flow interest rate risk in relation to floating-rate loan receivable and borrowings with reference to LIBOR. The management continuously monitors interest rate exposure and will consider hedging interest rate risk should the need arise.

The Group's cash flow interest rate risk relates primarily to variable rate borrowings and amount due to an intermediate holding company and a fellow subsidiary. It is the Group's policy to keep its borrowings at floating rate of interest so as to minimise the fair value interest rate risk.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of LIBOR arising from the Group's US\$ denominated borrowings.

The Group's bank balances have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances. The directors of the Company consider that the Group's exposure of the short-term bank deposits to interest rate risk is not significant as interest bearing bank balances are with short maturity period.

Sensitivity analysis

The sensitivity analysis has been determined based on the exposure to interest rates for floating-rate interest bearing loan receivable and borrowings. The analysis is prepared assuming those balances outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis point increase or decrease which represents the management's assessment of the reasonably possible change in interest rates is used.

If the interest rate on loan receivable, borrowings and amount due to an intermediate holding company and a fellow subsidiary carried at floating-rate had been 50 basis points higher/lower and all other variables were held constant, the profit for the year ended 31 December 2017 would have decreased/increased by US\$1,318,000 (2016: profit for the year would have decreased/increased by US\$1,819,000).

33. 金融工具 (續)**財務風險管理目標及政策 (續)****市場風險 (續)****利率風險**

本集團承受浮息應收貸款及借款(參照倫敦銀行同業拆息計息)之現金流量利率風險。管理層持續監察利率風險敞口,並將於有需要時考慮對沖利率風險。

本集團的現金流利率風險主要有關浮動利率的借款和所欠一家中間控股公司及同系附屬公司之款項。本集團的政策是維持其借款的利息浮動利率,以盡量減少公平值利率風險。

本集團的現金流利率風險主要集中於本集團以美元計價之借款及有關倫敦銀行同業拆息之波動。

本集團之銀行結餘承受因銀行結餘之現行市場利率波動而產生的現金流量利率風險。本公司董事認為,本集團短期銀行存款之利率風險敞口並不重大,原因是計息銀行結餘之到期時間較短。

敏感度分析

敏感度分析乃基於浮息應收貸款及借款的利率風險敞口釐定。編製該項分析時,假設於報告期末之未償還結餘於整個年度概未償還。分析採用50個基點之增減,代表管理層對利率合理可能變動所作出之評估。

倘按浮息計算之應收貸款、借款以及應付中間控股公司及同系附屬公司款項之利率增加/減少50個基點,而所有其他變量保持不變,則截至二零一七年十二月三十一日止年度之溢利應減少/增加1,318,000美元(二零一六年:年內溢利應減少/增加1,819,000美元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

33. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Interest rate risk (Continued)

Sensitivity analysis (Continued)

In the opinion of directors of the Company, the sensitivity analysis is unrepresentative of inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

Commodity price risk

The Group is also exposed to commodity price risk arising from commodity derivative contracts and the Group's sales and purchases which are subject to provisional pricing arrangements, predominantly copper price. The Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, the directors of the Company has delegated the management to be responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk for bank deposits and bank balances exposed is considered minimal as such amounts are placed with various banks with good credit ratings and there is no significant concentration of credit risk for bank deposits and bank balances. Details on concentration of credit risk on trade receivables are shown in note 20.

33. 金融工具 (續)

財務風險管理目標及政策 (續)

利率風險 (續)

利率風險 (續)

敏感度分析 (續)

本公司董事認為，敏感度分析不足以代表固有之利率風險，原因是年末之風險敞口並不反映年內所承擔之風險敞口。

商品價格風險

本集團亦承受商品衍生合約及本集團按臨時定價安排作出之買賣所產生的商品價格風險(主要為銅價)。本集團委任特別團隊以監控價格風險，並於必要時將考慮對沖風險。

信貸風險

於報告期末，本集團於交易對手未履行其責任之情況下，就各類已確認金融資產承擔之最大信貸風險敞口，為綜合財務狀況表所列之該等資產賬面值。為將信貸風險降至最低，本公司董事已授權管理層負責釐定信貸限額、信貸批准及其他監察程序，以確保採取跟進行動收回逾期債務。此外，本集團於報告期末檢討各項個別貿易債務之可收回金額，以確保就不可收回之金額計提足夠的減值虧損。就此而言，本公司董事認為本集團之信貸風險已大大降低。

銀行存款及銀行結餘面臨之信貸風險被視為極低，原因是該等金額乃存放於多間具有良好信貸評級之銀行，且銀行存款及銀行結餘並無重大信貸集中風險。貿易應收款項信貸集中風險之詳情載於附註20。

33. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies (Continued)****Credit risk (Continued)**

During the year ended 31 December 2017, the Group's copper and cobalt sales are allocated between ten (2016: nine) customers all of whom have a good track record with respect to settling receivables within the agreed credit period.

Liquidity risk

In management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings and ensures compliance with loan covenants, if any.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows except for trade payables under provisional pricing arrangements. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

For trade payables under provisional pricing arrangements, the amount is derived from the estimated future cash payments with reference to the LME future commodity prices at the end of the reporting period.

33. 金融工具 (續)**財務風險管理目標及政策 (續)****信貸風險 (續)**

於截至二零一七年十二月三十一日止年度，本集團向十名(二零一六年：九名)客戶銷售銅及鈷，該等客戶在於協定信貸期內結清應收款項方面均擁有良好記錄。

流動資金風險

就流動資金風險管理而言，本集團監察現金及現金等值項目及將之保持於管理層認為足夠之水平，以撥付本集團經營業務之資金及減低現金流量變動之影響。管理層監察借款使用情況，並確保符合貸款契諾(如有)。

下表詳列本集團之非衍生金融負債之餘下合約到期情況。列表乃根據金融負債之未貼現現金流量按本集團可能須支付款項之最早日期編製。其他非衍生金融負債之到期日乃按協定之還款日期釐定。

下表包括利息及本金現金流量，惟涉及有臨時定價安排之貿易應付款項除外。倘利息流量為浮息，有關未貼現金額乃自於報告期末之利率曲線計算得出。

就有臨時定價安排之貿易應付款項而言，有關金額乃經參考於報告期末之倫敦金所未來商品價格所估計之未來現金付款計算得出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

33. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

In addition, the following table details the Group's liquidity analysis for its derivative financial instruments. The table has been drawn up based on the undiscounted contractual net cash inflows on derivative instruments settled on a net basis. The liquidity analysis for the Group's derivative financial instruments is prepared based on the contractual maturities as the management considers that the contractual maturities are essential for an understanding of the timing of the cash flows of the derivatives.

33. 金融工具 (續)

財務風險管理目標及政策 (續)

流動資金風險 (續)

此外，下表詳列本集團之衍生金融工具之流動資金分析。列表乃根據以淨額基準結算之衍生工具未貼現合約現金流入淨額而編製。本集團衍生金融工具之流動資金分析乃根據合約到期日編製，原因是管理層認為合約到期日對理解衍生工具現金流量之時間性十分重要。

		Weighted average interest rate 加權平均利率 %	On demand and within one year 按要求及一年內 US\$'000 千美元	Over one year but not more than five years 一年後但五年內 US\$'000 千美元	Over five years 超過五年 US\$'000 千美元	Total undiscounted cash flows 未貼現現金流量總額 US\$'000 千美元	Carrying amount 賬面值 US\$'000 千美元
As at 31 December 2017	於二零一七年十二月三十一日						
Non-derivative financial liabilities	非衍生金融負債						
Trade and other payables (excluding trade payables under provided pricing arrangements)	貿易及其他應付款項 (不包括有臨時定價安排之貿易應付款項)	-	2,522	-	-	2,522	2,522
Amount due to an intermediate holding company	應付中間控股公司款項	3.62	124,152	-	-	124,152	119,815
Amount due to a fellow subsidiary	應付同系附屬公司款項	5.45	6,300	-	-	6,300	5,974
Amount due to a non-controlling shareholder of a subsidiary	應付附屬公司非控股股東款項	-	418	-	-	418	418
Bank borrowings – floating rate	銀行借款 – 浮息	5.14	139,086	207,562	38,250	384,898	365,296
			272,478	207,562	38,250	518,290	494,025
Trade payable under provisional pricing arrangements	有臨時定價安排之貿易應付款項	-	43,375	-	-	43,375	43,375
			315,853	207,562	38,250	561,665	537,400

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

 For the year ended 31 December 2017
 截至二零一七年十二月三十一日止年度

33. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

33. 金融工具 (續)

財務風險管理目標及政策 (續)

流動資金風險 (續)

		Weighted average interest rate 加權平均 利率 %	On demand and within one year 按要求及 一年內 US\$'000 千美元	Over one year but not more than five years 一年後但 五年內 US\$'000 千美元	Over five years 超過五年 US\$'000 千美元	Total undiscounted cash flows 未貼現現金 流量總額 US\$'000 千美元	Carrying amount 賬面值 US\$'000 千美元
As at 31 December 2016	於二零一六年十二月三十一日						
Non-derivative financial liabilities	非衍生金融負債						
Trade and other payables (excluding trade payables under provisional pricing arrangements)	貿易及其他應付款項 (不包括有臨時定價安排之貿易應付款項)	-	3,976	-	-	3,976	3,976
Amount due to an intermediate holding company	應付中間控股公司款項	3.62	4,464	120,268	-	124,732	119,331
Amount due to a fellow subsidiary	應付同系附屬公司款項	5.45	1,017	5,068	-	6,085	5,744
Bank borrowings – floating rate	銀行借款 – 浮息	4.82	102,369	260,544	69,249	432,162	394,555
			118,826	385,880	69,249	566,955	523,606
Trade payables under provisional pricing arrangements	有臨時定價安排之貿易應付款項	-	53,516	-	-	53,516	53,516
			165,342	385,880	69,249	620,471	577,122

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

33. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of 31 December 2016. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Financial assets/Financial assets/financial liabilities	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input	Relationship of unobservable inputs to fair value
	31.12.2017	31.12.2016				
金融資產/金融負債	公平值		公平值級別	估值技術及主要輸入數據	重大不可觀察輸入數據	不可觀察輸入數據與公平值之關係
	二零一七年十二月三十一日	二零一六年十二月三十一日				
Held for trading investments 持作買賣投資	Assets – Nil 資產 – 無	Assets – US\$3,705,000 資產 – 3,705,000美元	Level 1 第一級	Quoted bid prices in an active market. 活躍市場買入價	N/A 不適用	N/A 不適用
Foreign currency forward contracts 遠期外匯合約	Assets – Nil 資產 – 無	Assets – US\$13,000 資產 – 13,000美元	Level 2 第二級	Discounted cash flow: Future cash flows are estimated based on difference between predetermined forward exchange rates and forward exchange rates at the end of the reporting period discounted at a rate that reflects the credit risk of various counterparties. 貼現現金流量：未來現金流量乃按事先釐定的遠期匯率與在報告期末的遠期匯率的差額估計，並按反映不同對手方信貸風險的比率貼現。	N/A 不適用	N/A 不適用
Commodity derivative contracts 商品衍生合約	Assets – Nil 資產 – 無	Assets – US\$206,000 資產 – 206,000美元	Level 2 第二級	The fair value of the commodity derivative contracts represents the difference between the quoted forward price of the commodity at the end of the reporting period and the contracted rate per the commodity contract of the commodity. 商品衍生合約之公平值為商品於報告期末之遠期報價與商品合約訂價間之差額。	N/A 不適用	N/A 不適用
Trade and bill receivables under provisional pricing arrangements 有臨時定價安排之貿易應收款項及應收票據	Assets – US\$60,886,000 資產 – 60,886,000美元	Assets – US\$39,053,000 資產 – 39,053,000美元	Level 2 第二級	The fair value of the trade and bill receivables under provisional pricing arrangements is based on the average LME future commodity prices for the duration up to the date of final pricing. 有臨時定價安排之貿易應收款項及應收票據之公平值根據截至最終定價日為止之倫敦金所未來商品平均價格釐定。	N/A 不適用	N/A 不適用
Trade payables under provisional pricing arrangements 有臨時定價安排之貿易應付款項	Liabilities – US\$43,378,000 負債 – 43,378,000美元	Liabilities – US\$53,516,000 負債 – 53,516,000美元	Level 2 第二級	The fair value of the trade payables under provisional pricing arrangements is based on the average LME future commodity prices for the duration up to the date of final pricing. 有臨時定價安排之貿易應付款項之公平值根據截至最終定價日為止之倫敦金所未來商品平均價格釐定。	N/A 不適用	N/A 不適用

33. 金融工具 (續)

金融工具之公平值計量

本集團按經常性基準以公平值計量之金融資產及金融負債之公平值

本集團若干金融資產及金融負債於每個報告期末按公平值計量。下表載列有關如何釐定該等金融資產及金融負債之公平值之資料(尤其是估值技術及所使用的輸入數據)。

33. FINANCIAL INSTRUMENTS (Continued)**Fair value measurements of financial instruments
(Continued)****Fair value of the Group's financial assets and
financial liabilities that are measured at fair value
on a recurring basis (Continued)**

There were no transfer between Level 1 and 2 during the year.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost approximate their fair values.

**Financial assets and liabilities subject to
offsetting, enforceable master netting
arrangements and similar agreements**

The Group has entered into certain derivative transactions that are covered by the International Swaps and Derivatives Association Master Agreements ("ISDA Agreements") with various banks. These derivative instruments are not offset in the consolidated statement of financial position as the ISDA Agreements are in place with a right of set off only in the event of default, insolvency or bankruptcy so that the Group currently has no legally enforceable right to set off the recognised amounts. Other than derivatives transactions mentioned above, the Group has no other financial assets and financial liabilities which are subject to similar netting arrangements. No further disclosures are provided as, in the opinion of the directors of the Company, the Group's derivative transactions are not significant.

34. CONTINGENT LIABILITY

During the year ended 31 December 2017, a non-controlling shareholder of a subsidiary filed to the court in DRC requesting two subsidiaries of the Company for the payment of overdue royalties with a principal amount of US\$3,178,000, together with 8% annual interest from 2015 to 2017, and compensation.

Taking into consideration of a legal opinion, the Company is of the view that the Company and the relevant subsidiaries have a reasonably good chance in defending the alleged claim.

Save as disclosed elsewhere in the consolidated financial statement, the Group has no other material contingent liabilities, as at 31 December 2017.

33. 金融工具 (續)**金融工具之公平值計量 (續)****本集團按經常性基準以公平值計量之
金融資產及金融負債之公平值 (續)**

年內，第一級和第二級之間並無轉撥。

本公司董事認為，按攤銷成本記賬之金融資產及金融負債之賬面值與其公平值相若。

**須予抵銷之金融資產及負債、可強制
執行的總淨額結算安排及類似協議**

本集團已訂立若干衍生工具交易，並就有關交易與各家銀行簽訂國際掉期及衍生工具協會主協議（「ISDA協議」）。由於ISDA協議僅會於違約、無力償債或破產時有權進行對銷，故本集團目前並無可依法強制執行之權利對銷已確認金額，故該等衍生工具並無於綜合財務狀況表對銷。除上述衍生工具交易外，本集團並無其他金融資產及金融負債需進行類似扣減安排。本公司董事認為，由於本集團之衍生工具交易不重大，故未作進一步披露。

34. 租賃承擔

於截至二零一七年十二月三十一日止年度，本公司一間附屬公司之一名非控股股東向剛果（金）法院提交案件，要求本公司其中兩間附屬公司支付本金額為3,178,000美元之逾期礦權使用費，連同二零一五年至二零一七年之每年利息8%及賠償。

經考慮法律意見後，本公司認為就有關指控本公司及有關附屬公司將有合理抗辯理據且勝數甚高。

除於綜合財務報表其他章節所披露者外，本集團於二零一七年十二月三十一日並無其他重大或然負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

35. LEASE COMMITMENTS

At the end of the reporting period, the Group was committed to make the following future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Within one year	一年內	1,027	1,253
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	174	1,612
		1,201	2,865

Operating lease payments represent rental payable by the Group for certain of its equipment, premises and vehicles. Leases are negotiated and rentals are fixed originally for a lease term ranging from one to five years.

35. 租賃承擔(續)

於報告期末，本集團根據不可撤銷經營租賃所承擔之未來最低租賃款項於下列期間到期：

經營租賃款項指本集團就其若干設備、物業及汽車應付之租金。租約乃經協商，而租金最初按介乎一至五年之租期訂定。

36. CAPITAL COMMITMENTS

Capital expenditure in respect of property, plant and equipment, mineral rights and exploration and evaluation assets contracted for but not provided in the consolidated financial statements	綜合財務報表項下已訂約但未撥備之物業、廠房及設備、礦產權以及勘探及評估資產之資本開支	15,062	8,081
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36. 資本承擔

	2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
	15,062	8,081

37. RETIREMENT BENEFIT INFORMATION

The Group participates in the Mandatory Provident Fund Scheme registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Schemes Ordinance for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group in funds under the control of trustee. The Group contributes 5% of relevant payroll costs with a cap of monthly contributions of HK\$1,500 (equivalent to US\$160) (effective from 1 June 2014) to the scheme, which contribution is matched by employee.

Contributions are made by the South African companies to independent pension and provident funds which are defined contribution retirement benefits plans governed by the Pension Funds Act, 1956. All eligible employees are required to become members of these schemes.

DRC employees contribute to the DRC National Social Security Fund in accordance with applicable labour laws. All eligible Zambian employees are required to join and contribute to an external pension fund, Africa Life. Both funds are defined contribution retirement benefits plans.

The assets of each of the retirement benefits schemes are held separately from those of the Group in funds under the control of the trustees. The amounts incurred for retirement benefits schemes contributions are disclosed in notes 10 and 11. According to the respective schemes, those contributions are not refundable nor forfeitable.

37. 退休福利資料

本集團為香港所有合資格僱員參與一項已根據強制性公積金計劃條例在強制性公積金計劃管理局登記之強積金計劃。該計劃之資產與存置於受託人所控制基金之本集團資產分開持有。本集團按有關薪金成本的5%向該計劃供款，每月供款上限為1,500港元（相等於160美元）（自二零一四年六月一日起生效），而僱員亦按相同金額作出供款。

南非公司對獨立退休金及公積金（為受一九五六年退休金法案(Pension Funds Act, 1956)管轄之界定供款退休福利計劃）作出供款。所有合資格僱員均須參加此等計劃。

剛果（金）僱員根據適用之勞動法對剛果（金）全國社會保障基金供款。所有合資格之贊比亞僱員均須加入外部退休基金 Africa Life 並作出供款。兩隻基金均為界定供款退休福利計劃。

各退休福利計劃之資產與存置於受託人所控制基金之本集團資產分開持有。退休福利計劃供款所產生之款項於附註10及11披露。根據各項計劃，該等供款為不可退還亦不可沒收。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

38. PLEDGE OF ASSETS

In addition to certain trade receivables transferred to banks as disclosed in note 21, the Group pledged the following assets as securities for borrowings as follows:

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Inventories	存貨	4,200	3,880
Trade receivables	貿易應收款項	3,900	4,000
		8,100	7,880

39. RELATED PARTY TRANSACTIONS

The Group itself is part of a larger group of companies under JCG, a state-owned enterprise with its majority equity interest held by the People's Government of Gansu Province, which is controlled by the government of the PRC and the Group operates in an economic environment currently predominated by entities controlled, jointly controlled or significantly influenced by the PRC government.

38. 資產抵押

除附註21所披露轉讓予銀行之若干貿易應收款項外，本集團抵押以下資產作為借款之擔保：

39. 關聯人士交易

本集團為JCG（一家主要股權由甘肅省人民政府持有的國有企業，而甘肅省人民政府受中國政府控制）旗下的大型集團公司之一，亦於目前主要由中國政府所控制、共同控制或發揮重大影響力之實體主導的經濟環境中經營業務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

39. RELATED PARTY TRANSACTIONS

(Continued)

(a) Transactions with JCG and its subsidiaries

Apart from details of the balances with related parties disclosed in respective notes, the Group entered into the following transactions with JCG and its subsidiaries during the year:

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Sales of goods to ultimate holding company (note a)	向最終控股公司銷售貨品 (附註a)	-	5,340
Sales of goods to a joint venture of the ultimate holding company (note a)	向最終控股公司之合資企業銷售貨品 (附註a)	23,393	21,594
Sales of goods to an indirect non-wholly owned subsidiary of the ultimate holding company (note a)	向最終控股公司之間接非全資附屬公司銷售貨品 (附註a)	186,226	45,175
Interest expenses on term loan due to an intermediate holding company	應付中間控股公司定期貸款之利息開支	2,274	3,057
Interest expenses on term loan due to a fellow subsidiary	應付同系附屬公司定期貸款之利息開支	994	960
Interest expenses payable to an intermediate holding company on the perpetual subordinated convertible securities	應付中間控股公司永久次級可換股證券之利息開支	1,094	135
Interest income received from the bond issued by the ultimate holding company (note b)	收取最終控股公司所發行之債券之利息收入 (附註b)	186	88
Rental expenses paid to a fellow subsidiary (note a)	向同系附屬公司支付租金開支 (附註a)	-	154
Rental income received from a fellow subsidiary (note a)	自同系附屬公司收取租金收入 (附註a)	329	216

As at 31 December 2017, corporate guarantee in aggregate amounting to US\$316,763,000 (2016: US\$382,000,000) was provided by JCG for banking facilities obtained by the Group, of which US\$317,000,000 (2016: US\$363,000,000) was utilised.

Note a: These transactions are regarded as connected transactions, pursuant to Chapter 14A of the Listing Rules.

Note b: As set out in note 23, the issuer of the bond acquired by the Group in market during 2016 is the Company's ultimate holding company. The bond was disposed of during 2017.

39. 關聯人士交易 (續)

(a) 與JCG及其附屬公司之交易

除於相關附註所披露之關聯人士結餘詳情外，本集團於年內與JCG及其附屬公司訂立以下交易：

於二零一七年十二月三十一日，JCG已就本集團獲授之銀行信貸提供合共316,763,000美元(二零一六年：382,000,000美元)公司擔保，其中已動用317,000,000美元(二零一六年：363,000,000美元)。

附註a：根據上市規則第14A章，該等交易被視為關連交易。

附註b：如附註23所述，本集團於二零一六年在市場上購買之債券之發行人為本公司之最終控股公司。有關債券已於二零一七年出售。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

39. RELATED PARTY TRANSACTIONS

(Continued)

(b) Transactions/balances with other PRC government controlled entities

The Group has entered into various transactions, including deposits placements, borrowings and other general banking facilities, with certain banks and financial institutions which are government-related entities in its ordinary course of business. In view of the nature of those banking transactions, the directors of the Company are of the opinion that separate disclosure is not meaningful.

(c) Transaction with non-PRC government – related parties

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Royalty expenses paid to non-controlling shareholders of subsidiaries	向附屬公司非控股股東支付礦權使用費開支	23,340	4,739
Purchase of goods from a non-controlling shareholder of a subsidiary (note a)	向附屬公司非控股股東購買貨品(附註a)	26,201	—

Note a: These transactions are regarded as connected transactions, pursuant to Chapter 14A of the Listing Rules.

附註a：根據聯交所證券上市規則第14A章，該等交易被視為關連交易。

(d) Compensation of key management personnel

The key management personnel of the Company are its directors. Further details of their emoluments are disclosed in note 11(a). The emoluments of Mr. Yang Zhiqiang, Mr. Qiao Fugui, Mr. Zhang Sanlin, Mr. Zhang Youda and Mr. Zeng Weibing are borne by the ultimate holding company.

39. 關聯人士交易 (續)

(b) 與其他中國政府所控制實體之交易／結餘

此外，本集團已於其日常業務過程中與屬政府相關實體之若干銀行及金融機構訂立多項交易，包括存款、借款及其他一般銀行融資。鑑於該等銀行交易的性質，本公司董事認為分開披露意義不大。

(c) 與非中國政府關聯人士之交易

(d) 主要管理人員報酬

本公司之主要管理人員為董事。有關彼等酬金之詳情載於附註11(a)。楊志強先生、喬富貴先生、張三林先生、張有達先生及曾衛兵先生之酬金由最終控股公司承擔。

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

40. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

40. 自融資活動產生之負債之對賬

下表詳述本集團自融資活動產生之負債之變動，包括現金及非現金變動。融資活動所產生負債之現金流量已經或未來現金流量將會於本集團綜合現金流量表分類為融資活動之現金流量。

		Interest payable	Bank borrowings	Amount due to an intermediate holding company	Amount due to a fellow subsidiary	Amount due to a non-controlling shareholder of a subsidiary	Total
		應付利息 US\$'000 千美元	銀行借貸 US\$'000 千美元	應付中間 控股公司 款項 US\$'000 千美元	應付同系 附屬公司 款項 US\$'000 千美元	應付 附屬公司 非控股股東 款項 US\$'000 千美元	總計 US\$'000 千美元
At 1 January 2017	於二零一七年 一月一日	-	394,555	119,331	5,744	-	519,630
Interest expenses	利息開支	8,673	-	-	-	-	8,673
Interest capitalised	資本化利息	13,461	-	-	-	-	13,461
Financing cash flows	融資現金流量	(22,134)	(29,259)	484	230	418	(50,261)
At 31 December 2017	於二零一七年 十二月三十一日	-	365,296	119,815	5,974	418	491,503

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

41. PARTICULARS OF SUBSIDIARIES

Details of the Group's subsidiaries at the end of the reporting period are set out below.

41. 附屬公司詳情

本集團於報告期末之附屬公司詳情載列於下文。

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/成立地點	Place of operation 營運地點	Issued and fully paid share/ registered capital 已發行及繳足股本/ 註冊資本	Attributable equity interest of the Group 本集團應佔股權		Principal activities 主要業務
				31.12.2017 二零一七年 十二月三十一日	31.12.2016 二零一六年 十二月三十一日	
Chibuluma Mines plc	Zambia 贊比亞	Zambia 贊比亞	US\$50,000 50,000美元	85%	85%	Copper mining 銅礦開採
Copper Resources Corporation	British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	South Africa 南非	US\$104,924,166 104,924,166美元	100%	100%	Investment holding 投資控股
Golden Grand Investment Limited [#] 金昌盛投資有限公司 [#]	BVI 英屬處女群島	Hong Kong 香港	US\$1 1美元	100%	100%	Investment holding 投資控股
Golden Harbour International Trading Limited 金港源國際貿易有限公司	Hong Kong 香港	Hong Kong 香港	HK\$10,000 10,000港元	100%	100%	Trading of mineral and metal products 礦產品及金屬產品貿易
Jin Rui Mining Investment Limited [#] 金瑞礦業投資有限公司 [#]	Mauritius 毛里求斯	Hong Kong 香港	US\$1 1美元	100%	100%	Investment holding 投資控股
Kinsenda Copper Company SA	DRC 剛果(金)	DRC 剛果(金)	US\$1,250,000 1,250,000美元	77%	77%	Copper mining 銅礦開採
Maranda Mines (Proprietary) Limited	South Africa 南非	South Africa 南非	ZAR103,289,332 103,289,332南非蘭特	100%	100%	In closure 已結業
Metorex Copper Corporation (DRC) (Proprietary) Limited	South Africa 南非	South Africa 南非	ZAR100 100南非蘭特	100%	100%	Investment holding 投資控股
Metorex Holdings (Proprietary) Limited	South Africa 南非	South Africa 南非	ZAR101 101南非蘭特	100%	100%	Investment holding 投資控股
Metorex (Proprietary) Limited	South Africa 南非	South Africa 南非	US\$597,766,000 597,766,000美元	100%	100%	Investment holding 投資控股
Metorex Share Incentive Scheme (Proprietary) Limited	South Africa 南非	South Africa 南非	ZAR100 100南非蘭特	100%	100%	Dormant 暫無業務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

41. PARTICULARS OF SUBSIDIARIES (Continued)

41. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/成立地點	Place of operation 營運地點	Issued and fully paid share/ registered capital 已發行及繳足股本/ 註冊資本	Attributable equity interest of the Group 本集團應佔股權		Principal activities 主要業務
				31.12.2017 二零一七年 十二月三十一日	31.12.2016 二零一六年 十二月三十一日	
Ruashi Holdings (Proprietary) Limited	South Africa 南非	South Africa 南非	ZAR1,000 1,000南非蘭特	100%	100%	Investment holding 投資控股
Ruashi Mining SAS	DRC 剛果(金)	DRC 剛果(金)	US\$12,000,000 12,000,000美元	75%	75%	Copper and cobalt mining 銅鈷礦開採
上海金川均和經濟發展有限公司 [△] (Shanghai Jinchuan Junhe Economic Development Co., Ltd.*)	PRC 中國	PRC 中國	RMB100,000,000 人民幣100,000,000元	60%	-	Trading of mineral and metal products 礦產品及金屬產品貿易

These subsidiaries are directly held by the Company.

該等附屬公司由本公司直接持有。

* Translation for identification purpose only.

* 名稱翻譯僅供參考。

[△] The entity was established in PRC in form of sino-foreign equity joint venture.

[△] 該實體以中外合資企業形式於中國成立。

None of the subsidiaries had issued any debt securities at the end of the year.

概無附屬公司於年結日發行任何債務證券。

The directors of the Company are of the opinion that none of the Group's subsidiaries has non-controlling interests as at 31 December 2017 that are individually material to the Group, therefore, no further financial information in respect of these subsidiaries with non-controlling interests are presented.

本公司董事認為，於二零一七年十二月三十一日，本集團附屬公司概無擁有對本集團而言屬個別重大之非控股權益，故並無就該等擁有非控股權益之附屬公司呈列更多財務資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

42. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period includes:

42. 本公司的財務狀況報表及儲備

本公司於報告期末之財務狀況報表資料包括：

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	35	39
Interests in subsidiaries	附屬公司權益	-	-
Amount due from a subsidiary	應收附屬公司款項	667,043	667,031
Total non-current assets	非流動資產總值	667,078	667,070
Current assets	流動資產		
Other receivables	其他應收款項	178	132
Amounts due from subsidiaries	應收附屬公司款項	82,959	82,010
Bank balances and cash	銀行結餘及現金	51,656	5,716
Total current assets	流動資產總值	134,793	87,858
Current liabilities	流動負債		
Other payables	其他應付款項	657	775
Amount due to a fellow subsidiary	應付同系附屬公司款項	13	149
Total current liabilities	流動負債總額	670	924
Net current assets	流動資產淨值	134,123	86,934
Net assets	資產淨值	801,201	754,004
Equity	股權		
Share capital	股本	6,197	5,578
Perpetual subordinated convertible securities	永久次級可換股證券	1,089,084	1,089,084
Reserves (Note)	儲備(附註)	(294,080)	(340,658)
Total equity	權益總額	801,201	754,004

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

42. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

Note: Movement of the Company's reserves are as follows:

42. 本公司的財務狀況報表及儲備 (續)

附註：本公司儲備變動如下：

		Share premium	Contributed surplus	Accumulated losses	Total reserves
		股份溢價 US\$'000 千美元	實繳盈餘 US\$'000 千美元	累計虧損 US\$'000 千美元	儲備總額 US\$'000 千美元
At 1 January 2016	於二零一六年一月一日	294,196	9	(633,049)	(338,844)
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	(1,814)	(1,814)
At 31 December 2016	於二零一六年十二月三十一日	294,196	9	(634,863)	(340,658)
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	(2,306)	(2,306)
Ordinary shares issued (Note 30)	已發行普通股(附註30)	48,919	-	-	48,919
Transaction costs attributable to issue of new ordinary shares	發行新普通股所產生之交易成本	(35)	-	-	(35)
At 31 December 2017	於二零一七年十二月三十一日	343,080	9	(637,169)	(294,080)

The Company's reserves available for distribution to shareholders represented the aggregate of share premium account, contributed surplus and accumulated losses, which amounted to nil for both 2016 and 2017.

於二零一六年及二零一七年兩個年度，本公司可供分派予股東之儲備乃指股份溢價賬、實繳盈餘及累計虧損之總和，金額為零。

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

		2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元	2015 二零一五年 US\$'000 千美元	2014 二零一四年 US\$'000 千美元	2013 二零一三年 US\$'000 千美元
Revenue	收益	549,188	364,845	470,691	652,475	742,242
Profit/(loss) for the year attributable to owners of the Company	本公司擁有人應佔年內溢利/(虧損)	41,624	8,347	(291,767)	(230,512)	203,837
ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS						
Assets	資產	1,782,131	1,680,102	1,580,373	1,864,269	2,259,919
Liabilities	負債	911,649	(912,558)	(819,413)	(747,517)	(839,942)
		870,482	767,544	760,960	1,116,752	1,419,977
Equity attributable to owners of the Company	本公司擁有人應佔權益	791,710	700,583	691,966	983,709	1,216,310
Non-controlling interests	非控股權益	78,772	66,961	68,994	133,043	203,667
		870,482	767,544	760,960	1,116,752	1,419,977

“Acquisition” or “Combination”

the acquisition by the Company of the entire equity interest in Jin Rui (along with the Metorex Group) in November 2013 pursuant to the sales and purchase agreement dated 27 August 2013, the details of which are set out in the circular of the Company dated 30 August 2013; with a total consideration of US\$1,290,000,000 was satisfied by the allotment and issue of 1,595,880,000 new ordinary shares of the Company at an issue price of HK\$1 per share and the issue of PSCS of the Company in the aggregate amount of US\$1,085,400,000

“Board”

the board of Directors of the Company

“CEC”

Copperbelt Electrical Corporation, a Zambian electricity company

“Chibuluma plc or Chibuluma”

Chibuluma Mines plc, a company incorporated in Zambia and a subsidiary of Metorex

“Chibuluma South Mine”

an underground copper mine owned by Chibuluma plc situated in Zambia near the town of Kalulushi

“Chifupu deposit”

an adjacent copper deposit to Chibuluma South Mine under exploration which is located approximately 1.7 km southwest of Chibuluma South Mine

“Company” or “JCI”

Jinchuan Group International Resources Co. Ltd, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange

“Director(s)”

the director(s) of the Company

“DRC”

the Democratic Republic of Congo

「收購事項」或「合併」

本公司於二零一三年十一月根據日期為二零一三年八月二十七日之買賣協議收購金瑞（連同Metorex集團）全部股本權益，總代價1,290,000,000美元，以按發行價每股1港元配售及發行1,595,880,000股本公司新普通股，以及發行本公司總值1,085,400,000美元之永久次級可換股證券之方式支付；詳情載於本公司日期為二零一三年八月三十日之通函

「董事會」

本公司董事會

「CEC」

Copperbelt Electrical Corporation，一間贊比亞電力公司

「Chibuluma plc」或「Chibuluma」

Chibuluma Mines plc，於贊比亞註冊成立之公司，為Metorex之附屬公司

「Chibuluma南礦」

由Chibuluma plc擁有之地下銅礦，位於贊比亞，鄰近Kalulushi鎮區

「Chifupu礦床」

勘探中與Chibuluma南礦相連之銅礦床，位於Chibuluma南礦西南約1.7公里

「本公司」或「JCI」

金川集團國際資源有限公司，於開曼群島註冊成立之有限公司，其股份於聯交所主板上市

「董事」

本公司之董事

「剛果(金)」

剛果民主共和國

GLOSSARY

詞彙

“EBITDA”

earnings before interest, tax, depreciation and amortisation and impairment loss

“Exploration Projects”

the two advanced stage exploration projects owned by the Metorex Group located in the DRC namely,

- (i) Lubembe Project; and
- (ii) Musonoi Project

“Gécamines SA”

La Générale des Carrières et des Mines, a state-owned mining company in the DRC

“Golden Harbour” or “GHL”

Golden Harbour International Trading Limited, a company incorporated in Hong Kong and an indirectly wholly-owned subsidiary of the Company

“Group” or “JCI Group”

the Company and its subsidiaries

“HK\$”

Hong Kong dollar(s), the lawful currency of Hong Kong

“Hong Kong”

the Hong Kong Special Administrative Region of the PRC

“Indicated Mineral Resource(s)”

that part of a Mineral Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a reasonable level of confidence. It is based on information from exploration, sampling and testing of material gathered from locations such as outcrops, trenches, pits, workings and drill holes. The locations are too widely or inappropriately spaced to confirm geological or grade continuity but are spaced closely enough for continuity to be assumed

「EBITDA」

未計利息、稅項、折舊及攤銷以及減值虧損前的盈利

「探礦項目」

由Metorex集團所擁有位於剛果(金)之兩個後期階段探礦項目，名為：

- (i) Lubembe項目；及
- (ii) Musonoi項目

「Gécamines SA」

La Générale des Carrières et des Mines，剛果(金)國有採礦公司

「金港源」或「GHL」

金港源國際貿易有限公司，一間於香港註冊成立公司且為本公司的間接全資附屬公司

「本集團」或「JCI集團」

本公司及其附屬公司

「港元」

港元，香港法定貨幣

「香港」

中國香港特別行政區

「控制礦產資源量」

礦產資源量中在噸位、體重、形狀、物理特徵、品位及礦物含量方面估算具有合理可信度水平之部分。此乃以從勘探、採樣及測量礦脈露頭、礦槽、礦坑、開採區及鑽孔等地點之物質所收集得來之資料為基準。測量地點過於廣闊或間距不適當，無法確定地域品位連續性，但其間距緊密而足以假定其連續性

“Jinchuan Group” or “JCG”

金川集團股份有限公司(Jinchuan Group Co., Ltd*), a state-owned enterprise established in the PRC and the controlling shareholder of the Company

“Jin Rui”

Jin Rui Mining Investment Limited (金瑞礦業投資有限公司), a company incorporated in the Republic of Mauritius and a direct wholly-owned subsidiary of the Company

“Jintai”

Jintai Mining Investment Limited (金泰礦業投資有限公司), a company incorporated in Hong Kong and a direct wholly-owned subsidiary of Jinchuan Group (Hongkong) Resources Holdings Limited

“JCG Group”

collectively, Jinchuan Group and its subsidiaries and associates controlled by it from time to time, and for the purpose of this report, excluding the Group

“Kinsenda Project”

a brownfield copper project owned by Kinsenda SA and situated in the Katanga Province, the DRC

“Kinsenda SA”

Kinsenda Copper Company SA, a company incorporated in the DRC and a subsidiary of Metorex

“Listing Rules”

the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“LME”

the London Metal Exchange

“LOM”

Life of mine

* For identification purposes only

「金川集團」或「JCG」

金川集團股份有限公司，於中國成立之國有企業，乃本公司之控股股東

「金瑞」

Jin Rui Mining Investment Limited (金瑞礦業投資有限公司)，於毛里求斯共和國註冊成立之公司，為本公司之直接全資附屬公司

「金泰」

Jintai Mining Investment Limited (金泰礦業投資有限公司)，於香港註冊成立之公司，為金川集團(香港)資源控股有限公司之直接全資附屬公司

「JCG集團」

金川集團及其附屬公司及由其不時控制之聯繫人士之統稱，就本報告而言，不包括本集團

「Kinsenda項目」

由Kinsenda SA擁有之已開發中銅礦項目，位於剛果(金)加丹加省

「Kinsenda SA」

Kinsenda Copper Company SA，於剛果(金)註冊成立之公司，為Metorex之附屬公司

「上市規則」

香港聯合交易所有限公司證券上市規則

「倫敦金所」

倫敦金屬交易所

「LOM」

礦場開採期

* 僅供識別

GLOSSARY

詞彙

“Lubembe Project”

a greenfield copper project owned by Kinsenda SA and situated in the Katanga Province, the DRC

“Measured Mineral Resource(s)”

that part of a Mineral Resource for which the tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a high level of confidence. It is based on detailed and reliable information from exploration, sampling and testing of material from locations such as outcrops, trenches, pits, workings and drill holes. The locations are spaced closely enough to confirm geological and grade continuity

“Metorex”

Metorex (Proprietary) Limited, a company incorporated in South Africa and an indirect wholly-owned subsidiary of the Company

“Metorex Group”

Metorex and its subsidiaries (including Chibuluma plc, Kinsenda SA and Ruashi Mining), which comprise (amongst other investment holding companies) the operating companies within the Group

“Metorex Holdings”

Metorex Holdings (Proprietary) Limited

“Mineral and Metal Products”

mineral products, metal products and other raw materials Jinchuan Group needs for its own production and for its sale to third parties, including but not limited to copper or nickel ores and concentrates, copper or nickel cathodes and other forms of copper, nickel or other metals bearing raw materials, cobalt and its related products.

“Mineral Reserve(s)”

the economically mineable material derived from a Measured Mineral Resource or Indicated Mineral Resource or both. It includes diluting and contaminating materials and allows for losses that are expected to occur when the material is mined. Appropriate assessments to a minimum of a pre-feasibility study for a project and a LOM plan for an operation must have been completed, including consideration of, and modification by, realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors (the modifying factors). Such modifying factors must be disclosed

* For identification purposes only

「Lubembe項目」

由Kinsenda SA擁有之未開發銅礦項目，位於剛果(金)加丹加省

「探明礦產資源量」

礦產資源量中在噸位、體重、形狀、物理特徵、品位及礦物含量方面之估算屬於高可信度水平之部分。此乃以勘探、採樣及測量來自礦脈露頭、礦槽、礦坑、開採區及鑽孔等地點之物質之詳細及可靠資料為基準。測量地點間距緊密而足以確定地質及品位連續性

「Metorex」

Metorex (Proprietary) Limited，於南非註冊成立之公司，為本公司之間接全資附屬公司

「Metorex集團」

Metorex及其附屬公司(包括Chibuluma plc、Kinsenda SA及Ruashi Mining)，(連同其他投資控股公司)組成本集團之營運公司

「Metorex Holdings」

Metorex Holdings (Proprietary) Limited

「礦產品及金屬產品」

金川集團所需之礦產品、金屬產品及其他原材料，供其本身生產用途及出售予第三方，包括(但不只限於)銅或鎳礦石及精礦、電解銅或電解鎳及其他形式之銅、鎳或其他金屬相關之原材料、鈷及其相關產品

「礦產儲量」

來自探明礦產資源量及/或控制礦產資源量可作經濟開採之物質，包括貧化及摻雜物質，以及於開採物質之過程中預期會出現之損失，必須完成適當評估(至少為就該項目進行預可行性研究及就營運進行LOM計劃)，包括對實際假設之採礦、冶金、經濟、營銷、法律、環境、社會及政府因素(可變因素)作出考慮及修正。該等可變因素須予披露

* 僅供識別

“Mineral Resource(s)”

a concentration or occurrence of material of economic interest in or on the earth’s crust in such a form, quality, and quantity that there are reasonable and realistic prospects for eventual economic extraction. The location, quantity, grade, continuity and other geological characteristics of a Mineral Resource are known, or estimated from specific geological evidence, sampling and knowledge interpreted from an appropriately constrained and portrayed geological model

“Musonoi Project”

a greenfield copper and cobalt project owned by Ruashi Mining and situated in the Katanga Province, the DRC

“MB”

Metal Bulletin

“Operating Mines”

Ruashi Mine and Chibuluma South Mine

“PRC”

the People’s Republic of China

“Probable Reserve”

the economically mineable material derived from a Measured Mineral Resource or Indicated Mineral Resource or both. It is estimated with a lower level of confidence than a Proved Reserve. It includes diluting and contaminating materials and allows for losses that are expected to occur when the material is mined. Appropriate assessments to a minimum of a pre-feasibility study for a project or a LOM plan for an operation must have been completed, including consideration of, and modification by, realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors (the modifying factors). Such modifying factors must be disclosed

「礦產資源量」

積聚或存在於地殼內或地表，具內在經濟利益之物質，其形態、質量及數量存在最終可實現經濟開採之合理及實際前景。礦產資源量之位置、數量、品位、連續性及其他地質特性可根據具體地質特徵、採樣及認識得知或估算，並以具有適當約束條件及模擬細緻之地質模型進行詮釋

「Musonoi項目」

由Ruashi Mining擁有之未開發銅、鈷礦項目，位於剛果(金)加丹加省

「金屬導報」

金屬導報

「營運礦場」

Ruashi礦及Chibuluma南礦

「中國」

中華人民共和國

「概略儲量」

探明礦產資源量及／或控制礦產資源量中可作經濟開採之物質，其估計之可信度較證實儲量低，當中包括貧化及摻雜物質，以及在開採物質過程中預期會出現之損失。必須完成適當評估(至少為就該項目進行預可行性研究及就營運進行LOM計劃)，包括對實際假設之採礦、冶金、經濟、營銷、法律、環境、社會及政府因素(可變因素)作出考慮及修正。該等可變因素須予披露

“Proved Reserve”

the economically mineable material derived from a Measured Mineral Resource. It is estimated with a high level of confidence. It includes diluting and contaminating materials and allows for losses that are expected to occur when the material is mined. Appropriate assessments to a minimum of a pre-feasibility study for a project or a LOM plan for an operation must have been completed, including consideration of, and modification by, realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors (the modifying factors). Such modifying factors must be disclosed

“PSCS” or “Convertible Securities”

the perpetual subordinated convertible securities to be issued by the Company to satisfy part of the purchase price for the Acquisition

“RMB”

“Renminbi”, the lawful currency of the PRC

“Ruashi Holdings”

Ruashi Holdings (Proprietary) Limited, a company incorporated in South Africa and a subsidiary of Metorex

“Ruashi Mine”

an opencast oxide copper and cobalt mine owned Ruashi Mining and situated in the DRC on the outskirts of Lubumbashi, the capital of Katanga province

“Ruashi Mining”

Ruashi Mining SAS, a company duly incorporated in the DRC, a subsidiary Ruashi Holdings

“SAMREC Code”

South African Code for the Reporting of Exploration Results, Mineral Resources and Mineral Reserves (2007 edition) as amended from time to time

「證實儲量」

探明礦產資源量中可作經濟開採之物質，其估計之可信程度高，當中包括貧化及滲雜物質，以及在開採物質過程中預期會出現之損失。必須完成適當評估（至少為就該項目進行預可行性研究及就營運進行LOM計劃），包括對實際假設之採礦、冶金、經濟、營銷、法律、環境、社會及政府因素（可變因素）作出考慮及修正。該等可變須予披露

「永久次級可換股證券」或「可換股證券」

將由本公司發行之永久次級可換股證券，用以支付收購事項部分收購價

「人民幣」

「人民幣」，中國法定貨幣

「Ruashi Holdings」

Ruashi Holdings (Proprietary) Limited，於南非註冊成立的公司，為Metorex的附屬公司

「Ruashi礦」

由Ruashi Mining擁有之露天氧化銅、鈷礦，位於剛果（金）盧本巴希（加丹加省省會）之郊區

「Ruashi Mining」

Ruashi Mining SAS，於剛果（金）正式註冊成立的公司，為Ruashi Holdings的附屬公司

「SAMREC規則」

南非礦產勘探結果、礦產資源及礦產儲量報告規則 (the South African Code for the Reporting of Exploration Results, Mineral Resources and Mineral Reserves) (二零零七年版) (經不時修訂)

“SFO”	「證券及期貨條例」
the Securities and Futures Ordinance, Chapter 571 the Laws of Hong Kong	香港法例第571章證券及期貨條例
“SHEC”	「SHEC」
Safety, Health, Environment and Communities	安全、健康、環境及社區
“Sky Hero”	「天恒」
Sky Hero (Hong Kong) Limited, a subsidiary of Jinchuan	天恒(香港)有限公司，金川的一間附屬公司
“SMBS”	「SMBS」
Sodium meta bi-sulphite	焦亞硫酸鈉
“SNEL”	「SNEL」
Société Nationale d’Electricité, being the national electricity company of the DRC	Société Nationale d’Electricité，為剛果(金)國家電力公司
“Sodimico”	「Sodimico」
Société de Développement Industriel et Minere du Congo, a state-owned enterprise in the DRC	Société de Développement Industriel et Minere du Congo，為剛果(金)國有企業
“South Africa”	「南非」
the Republic of South Africa	南非共和國
“SX-EW”	「萃取－電積」
solvent extraction – electrowinning	溶劑萃取－電解冶煉法
“Stock Exchange”	「聯交所」
The Stock Exchange of Hong Kong Limited	香港聯合交易所有限公司
“US\$”	「美元」
United States dollars, the lawful currency of the US	美元，美國法定貨幣
“Zambia”	「贊比亞」
the Republic of Zambia	贊比亞共和國
“ZAR”	「南非蘭特」
South African Rand, the lawful currency of South Africa	南非蘭特，南非之法定貨幣

GLOSSARY

詞彙

“%”	「%」
percentage	百分比
“Co”	「Co」
cobalt	鈷
“Cu”	「Cu」
copper	銅
“km”	「km」
kilometre(s)	公里
“kt”	「kt」
thousand tonnes	千噸
“kWh”	「kWh」
kilowatt hour	千瓦時
“m”	「m」
metre(s)	米
“M”	「M」
million	百萬
“Mt”	「Mt」
million tonnes	百萬噸
“MW”	「MW」
megawatt, a unit of power equivalent to one million watts	百萬瓦特，功率單位，相當於一百萬瓦特
“MWh”	「MWh」
megawatt hour	百萬瓦時
“t”	「t」
tonne(s)	噸
“TCu”	「TCu」
total copper	全銅



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This annual report is printed on environmentally friendly paper
本年報採用環保紙印製