



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

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 1136

**ANNUAL REPORT 2011**  
**年報**



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# CORPORATE INFORMATION AND KEY DATES

## 公司資料及重要日期

### BOARD OF DIRECTORS

#### Chairman and Executive Director

Koo, Cheng-Yun, Leslie

#### Managing Director and Executive Director

Wu Yih Chin

#### Non-Executive Directors

Shan Weijian

Chang, An-Ping, Nelson

Chang, Kang-Lung, Jason

Wang, Lishin, Elizabeth

#### Independent Non-Executive Directors

Liao Poon Huai, Donald

Chih Ching Kang, Kenneth

Shieh, Jen-Chung, Roger

### AUDIT COMMITTEE

Liao Poon Huai, Donald (*Chairman*)

Chih Ching Kang, Kenneth

Shieh, Jen-Chung, Roger

Wang, Lishin, Elizabeth

### REMUNERATION COMMITTEE

Liao Poon Huai, Donald (*Chairman*)

Koo, Cheng-Yun, Leslie

Wu Yih Chin

Chih Ching Kang, Kenneth

Shieh, Jen-Chung, Roger

### NOMINATION COMMITTEE

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

Wu Yih Chin

Liao Poon Huai, Donald

Chih Ching Kang, Kenneth

Shieh, Jen-Chung, Roger

### COMPANY SECRETARY

Cheung Chi Wah, Patrick

### 董事會

#### 主席及執行董事

辜成允

#### 董事總經理及執行董事

吳義欽

#### 非執行董事

單偉建

張安平

張剛綸

王立心

#### 獨立非執行董事

廖本懷

池慶康

謝禎忠

### 審核委員會

廖本懷 (*主席*)

池慶康

謝禎忠

王立心

### 薪酬委員會

廖本懷 (*主席*)

辜成允

吳義欽

池慶康

謝禎忠

### 提名委員會

辜成允 (*主席*)

吳義欽

廖本懷

池慶康

謝禎忠

### 公司秘書

張志華

## REGISTERED OFFICE

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

## 註冊辦事處

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

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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

## 總辦事處及主要營業地點

香港  
中環  
都爹利街8-10號  
香港鑽石會大廈  
16樓

## LEGAL ADVISER

Linklaters LLP

## 法律顧問

年利達律師事務所

## AUDITOR

Deloitte Touche Tohmatsu

## 核數師

德勤•關黃陳方會計師行

## STOCK CODE

The Stock Exchange of Hong Kong Limited: 1136

## 股份代號

香港聯合交易所有限公司：1136

## COMPANY WEBSITE

<http://www.tcchk.com>

## 本公司網站

<http://www.tcchk.com>

## SHARE REGISTRARS

### Principal share registrar

Butterfield Fulcrum Group (Cayman) Limited  
Butterfield House, 68 Fort Street  
P.O. Box 609  
Grand Cayman KY1-1107  
Cayman Islands

## 股份過戶登記處

### 主要股份過戶登記處

Butterfield Fulcrum Group (Cayman) Limited  
Butterfield House, 68 Fort Street  
P.O. Box 609  
Grand Cayman KY1-1107  
Cayman Islands

### Branch share registrar

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

## 股份過戶登記分處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心17樓1712-1716號舖

## PRINCIPAL BANKERS

Australia and New Zealand Banking Group Limited  
Bank of China Limited  
Bank of Taiwan  
Bank Sinopac  
BNP PARIBAS  
BNP Paribas China  
Calyon China  
Cathay United Bank Company, Limited  
Chinatrust Commercial Bank, Ltd.  
China Merchants Bank Co., Ltd.  
Citibank N.A.  
E. Sun Commercial Bank, Ltd.  
Far Eastern International Bank  
First Commercial Bank, Ltd.  
First Sino Bank  
Hang Seng Bank, Limited  
Hua Nan Commercial Bank Ltd.  
Industrial and Commercial Bank of China (Asia) Limited  
Jih Sun International Bank, Ltd.  
Land Bank of Taiwan Co., Ltd.  
Mega International Commercial Bank Co., Ltd.  
Mizuho Corporate Bank, Ltd.  
Platinum Natexis Banques Populaires  
Shanghai Commercial & Savings Bank, Ltd.  
Standard Chartered Bank (China) Limited  
Standard Chartered Bank (Hong Kong) Limited  
Standard Chartered Bank (Taiwan) Limited  
Ta Chong Bank, Ltd.  
Taichung Commercial Bank Co., Ltd.  
Taipei Fubon Commercial Bank Co., Ltd.  
Taiwan Business Bank  
Taiwan Cooperative Bank, Ltd.  
The Bank of East Asia  
The Export-Import Bank of the Republic of China  
Yuanta Commercial Bank Co., Ltd.

## 主要往來銀行

澳大利亞和新西蘭銀行集團有限公司  
中國銀行股份有限公司  
臺灣銀行股份有限公司  
永豐商業銀行股份有限公司  
法國巴黎銀行  
法國巴黎銀行(中國)有限公司  
東方滙理銀行(中國)有限公司  
國泰世華商業銀行股份有限公司  
中國信託商業銀行股份有限公司  
招商銀行股份有限公司  
花旗銀行有限公司  
玉山商業銀行股份有限公司  
遠東國際商業銀行股份有限公司  
第一商業銀行股份有限公司  
華一銀行  
恒生銀行有限公司  
華南商業銀行股份有限公司  
中國工商銀行(亞洲)有限公司  
日盛國際商業銀行  
臺灣土地銀行股份有限公司  
兆豐國際商業銀行股份有限公司  
瑞穗實業銀行  
法國外貿銀行股份有限公司  
上海商業儲蓄銀行股份有限公司  
渣打銀行(中國)有限公司  
渣打銀行(香港)有限公司  
渣打銀行(台灣)有限公司  
大眾銀行  
台中商業銀行股份有限公司  
台北富邦商業銀行股份有限公司  
臺灣中小企業銀行  
合作金庫商業銀行股份有限公司  
東亞銀行  
中國輸出入銀行  
元大商業銀行股份有限公司

**CORPORATE INFORMATION AND KEY DATES**  
公司資料及重要日期

**KEY DATES**

**重要日期**

Annual Results Announcement	22 March 2012	全年業績公佈	二零一二年三月二十二日
Annual Report sent to Shareholders	23 April 2012	向股東寄發年報	二零一二年四月二十三日
Latest time to lodge transfers (for attending and vote at Annual General Meeting)	4:30 p.m. on 22 May 2012	截止辦理股份過戶 (就出席股東週年大會 及於會上投票而言)	二零一二年五月二十二日 下午四時三十分
Closure of Register of Members (for attending and vote at Annual General Meeting)	23-25 May 2012	暫停辦理股份過戶 登記手續(就出席 股東週年大會及 於會上投票而言)	二零一二年五月 二十三至二十五日
Annual General Meeting	25 May 2012	股東週年大會	二零一二年五月二十五日
Shares trade ex-dividend	29 May 2012	股份除息買賣	二零一二年五月二十九日
Latest time to lodge transfers (for final dividend)	4:30 p.m. on 30 May 2012	截止辦理股份過戶 (就末期股息而言)	二零一二年五月三十日 下午四時三十分
Record Date of Final Dividend	30 May 2012	末期股息記錄日期	二零一二年五月三十日
Payment of Final Dividend	11 June 2012	派付末期股息	二零一二年六月十一日

## DEFINITIONS

### 釋義

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

於本年報內，除文義另有所指外，以下詞彙具有下列涵義：

“Board”	the board of Directors	「董事會」	指	董事會
“Chia Hsin Cement”	Chia Hsin Cement Corporation, a parent company of a substantial shareholder, CHPL	「嘉新水泥」	指	嘉新水泥股份有限公司，主要股東CHPL之母公司
“CHPL”	Chia Hsin Pacific Limited, a company incorporated in the Cayman Islands and a substantial shareholder of the Company	「CHPL」	指	Chia Hsin Pacific Limited，一家於開曼群島註冊成立之公司，並為本公司之主要股東
“Company”	TCC International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Ordinary Shares of which are listed on the Stock Exchange	「本公司」	指	台泥國際集團有限公司，一家於開曼群島註冊成立之有限公司，其普通股於聯交所上市
“Director(s)”	the director(s) of the Company	「董事」	指	本公司董事
“Group”	the Company and its subsidiaries	「本集團」	指	本公司及其附屬公司
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong	「港元」	指	港元、香港法定貨幣
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC	「香港」	指	中國香港特別行政區



“Independent Third Party(ies)”	person(s) or company(ies) which is (are) independent of the directors, supervisors, controlling shareholder, substantial shareholder and the chief executive (such terms as defined in the Listing Rules) of the Company or any of its subsidiaries or an associate of any of them	「獨立 第三方」	指	獨立於本公司或其任何附屬公司之董事、監事、控股股東、主要股東及主要行政人員（該等詞彙之定義見上市規則）或任何彼等之聯繫人士之人士或公司
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange	「上市規則」	指	聯交所證券上市規則
“New Convertible Preference Shares”	the 494,344,810 restricted voting convertible preference shares of HK\$0.10 each in the capital of the Company, which were allotted and issued pursuant to the Open Offer	「新可轉換 優先股」	指	根據公開發售配發及發行之本公司股本中每股面值0.10港元之494,344,810股限制投票可轉換優先股
“Offer Shares”	Unlisted New Convertible Preference Shares to be offered to the qualifying shareholders for subscription pursuant to the Open Offer, being 494,344,810 New Convertible Preference Shares	「發售 股份」	指	根據公開發售將向合資格股東提呈以供認購之非上市新可轉換優先股，即494,344,810股新可轉換優先股
“Open Offer”	the issue by way of open offer of three (3) unlisted Offer Shares for every twenty (20) Ordinary Shares in issue and held on 8 November 2011 to the qualifying shareholders at the subscription price on the terms and subject to the conditions set out in the prospectus issued on 9 November 2011	「公開 發售」	指	根據於二零一一年十一月九日發出之發售章程所載之條款並在該等條件之規限下，按於二零一一年十一月八日每持有二十(20)股已發行普通股獲發三(3)股非上市發售股份以公開發售方式按認購價向合資格股東發行股份



## DEFINITIONS

### 釋義

“Ordinary Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company	「普通股」	指	本公司股本中每股面值0.10港元之普通股
“PRC”	the People’s Republic of China, which for the purposes of this annual report excludes Hong Kong, the Macao Special Administration Region and Taiwan	「中國」	指	中華人民共和國，就本年報而言，不包括香港、澳門特別行政區及台灣
“RMB”	Renminbi Yuan, the lawful currency of PRC	「人民幣」	指	人民幣元、中國法定貨幣
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)	「證券及期貨條例」	指	香港法例第571章證券及期貨條例
“Shareholder(s)”	a registered holder(s) of Ordinary Shares	「股東」	指	普通股之登記持有人
“Stock Exchange”	The Stock Exchange of Hong Kong Limited	「聯交所」	指	香港聯合交易所有限公司
“substantial shareholders”	has the same meaning ascribed thereto in the Listing Rules	「主要股東」	指	具有上市規則賦予該詞之相同涵義
“T’Cement”	Taiwan Cement Corporation, a company incorporated in Taiwan, the shares of which are listed on the Taiwan Stock Exchange and which, through its wholly owned subsidiary, is holding 56.49% of the issued share capital of the Company	「T’Cement」	指	台灣水泥股份有限公司，一家於台灣註冊成立之公司，其股份於台灣證券交易所上市，並透過其全資附屬公司持有本公司已發行股本之56.49%

“TCCI”	TCC International Limited, a company incorporated in the British Virgin Islands and a substantial shareholder of the Company	「TCCI」	指	TCC International Limited，一家於英屬處女群島註冊成立之公司並為本公司之主要股東
“Upper Value”	Upper Value Investments Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company	「Upper Value」	指	Upper Value Investments Limited，一家於英屬處女群島註冊成立之公司並為本公司之全資附屬公司
“US\$”	United States Dollars, the lawful currency of the United States of America	「美元」	指	美元、美國法定貨幣
“%”	per cent	「%」	指	百分比

## CHAIRMAN'S STATEMENT 主席報告書



During the year 2011, Mainland China witnessed a dramatic upsurge in cement product average selling price. The country's stable economic development and the State government's heavy commitment in infrastructure build-up had sustained a robust demand for construction material.

Embracing the cement industry's favourable operating environment, the Group was able to optimise the utilisation of its additional capacity from recent acquisitions to broaden its sales at improved margins. The Group has been pursuing a strategy of establishing an influential presence in various regions with sustainable cement demand in Mainland China. This had been achieved through the acquisition of enterprises with sizeable capacity in operation or under construction in the Group's targeted markets. The Group's effort to enlarge its scale of operation and revenue base via incorporation of facilities offering synergetic advantage to its operations, has enlisted it among the top cement conglomerates in Mainland China.

In addition to the growth in size, the Group further strengthened its earnings through stringent cost control and efficient utilizing of facilities and resources. The results of its effort were evidenced by the heightened gross and net margins during the year under review.

In accordance to the blue print of the Group's corporate expansion, there would be a certain number of new production lines commencing operation or with their contributions beginning to be consolidated into the Group's accounts each year. These additional contributions are expected to maintain the Group's growth momentum.

於二零一一年，中國大陸經歷了水泥產品平均售價的大幅攀升。國內的穩定經濟發展及中央政府對基礎設施建設之龐大投入繼續支撐對建材之強勁需求。

因應水泥行業有利的經營環境，本集團得以充份發揮其近期收購的新增產能，並在擴大其銷售的同時提升利潤率。本集團一直貫徹在中國大陸多個水泥需求持續旺盛的地區確立其市場影響力的策略。集團透過在其目標市場收購具規模現有或在建產能企業之方式以實現其目標。本集團通過兼併與其業務具有協同效應的企業擴大其業務規模及收益基礎，令其躋身中國大陸領先大型水泥企業集團之行列。

除規模擴張外，本集團透過嚴格成本控制和對設施及資源的有效利用進一步加強其盈利能力。於回顧年度取得更高之毛利率及淨利率引證了上述努力的成果。

根據本集團之企業拓展藍圖，每年將有若干新生產線投入營運或新設施業績貢獻開始計入本集團之綜合賬目。該等新增貢獻預期將有助維持本集團之增長動力。



## CHAIRMAN'S STATEMENT 主席報告書

We will persist with our two-pronged expansion approach, with an emphasis on markets we already have a presence. The Group's further merger and acquisition will be targeting at facilities that can serve to consolidate or enhance its existing market position. In light of the State government's restriction on new capacity development, we will push forward the Group's organic expansion through collaboration with local government. In this respect, we have reached an agreement for the development of a cement production base in Shaoguan, Guangdong to address the area's shortage in cement supply. In Northern China, the Group is negotiating with a municipal government for the erection of an urban waste treatment plant to be supported by its cement production line.

Growing environmental consciousness in Mainland China dictates that new cement plants should both be economically efficient and environmentally friendly. To cope with the State's relevant policies, all of the Group's cement production lines are equipped with residue heat power generation units that can reduce discharge and lower energy consumption. To preserve the landscape and maintain a pleasant and healthy working environment, massive vegetation was planted around the Group's plants. In addition to its plan for a cement plant with the capability of urban waste treatment, the Group continues to study ways to consume more recycled materials in its production process.

本集團將貫徹其雙管齊下之擴張模式，著重發展本集團已建立據點之市場。本集團的進一步併購將著眼於有利鞏固或提升其現有市場地位之設施。面對中央政府限制新產能建設的政策，本集團將透過與當地政府合作推動內函式擴張。本集團已就於廣東韶關興建水泥生產基地達成協議，以解決該地區水泥供應短缺的問題。本集團亦在華北與當地市政府磋商建設由其水泥生產線所支援的城市廢物處理廠。

隨著中國大陸對環境日益關注，新水泥廠均必須兼備經濟效益及符合環保要求，以配合中央政府的有關政策。本集團所有水泥生產線均配備餘熱發電機組，可減少排放及降低能耗。為保育地貌及保持宜人健康的工作環境，本集團廠房周圍均有廣泛綠化。除具備城市廢物處理能力的水泥廠建設計劃，本集團不斷研究在其生產過程中採用更多循環物料。





Outlook for the cement market in 2012 has been shaded by the State government's lowered GDP growth target for the year 2012. It is uncertain to what extent would fixed asset investment be affected. Furthermore, there is no sign of relaxation in the State's austerity measures against hiked property prices, and private residential development is expected to slow down.

However, the State government's determination to maintain steady economic development driven by domestic demand has not been altered. Escalated development of rural areas and intensified urbanization are expected to remain the mainstream demand for cement, in addition to continuation of public sector civil engineering works. The government's scheme for 36 million units of affordable housing during the Twelfth Five-Year Plan would be implemented in phases. It is anticipated that at least 7 million units of affordable housing will commence construction in 2012.

Over the past few years, the cement industry in Mainland China has been undergoing a gradual transformation under the direction of State policy. The elimination of low-efficient small plants and the promotion of consolidation of cement enterprises into larger conglomerates had resulted in a more regulated market environment. However, the race for regional market dominance and extending operation platforms have forced leading cement players into direct competition for acquisition targets. Such scenario has inevitably complicated the process of merger and acquisition.

二零一二年水泥市場前景因中央政府調低今年國內生產總值增長目標而蒙上陰影，而固定資產投資受影響程度尚未能確定。此外，概無跡象顯示國家將放鬆針對高企物業價格的調控措施，預期私人住宅發展將會放緩。

然而，中央政府致力透過內需維持經濟穩定發展的決心從未動搖。除公營部門土木工程的持續需求外，預期農村地區的加速發展及深化城鎮化進程將繼續成為水泥需求的主流。政府計劃於十二五規劃期內建造3,600萬套保障房的計劃將分期實施。預計於二零一二年內將動工興建的保障房會不少於700萬套。

在過去數年，中國大陸水泥行業一直在國家政策的主導下逐步轉型。淘汰低效小規模廠房及推動水泥企業整合成為更大型的水泥集團，令市場環境更趨規範化。然而，競爭相奪區域市場主導地位及擴大經營版圖促使各大型水泥製造商在爭奪收購對象時形成直接競爭。有關趨勢無可避免地令併購過程更趨複雜。





Our vision of building an operation portfolio extending from the south to the southwest and the northeast of Mainland China, across many of the country's hotspots for urbanization and infrastructure development, had been gradually realized in recent years. The Group's extensive business platform now covers the provinces of Guangdong, Guangxi, Fujian, Jiangsu, Anhui, Chongqing municipality, Sichuan, Guizhou, Yunnan and Liaoning.

As the Mainland China's cement industry deepening its structural reform, the Group needs to maintain its operational and geographical expansion to reinforce its dominant position in Southern China and extend its market influence to the Southwestern region. It is imperative for the Group to emerge as an efficient and respectable conglomerate in a cement market gradually consolidated under a cluster of regional and national leading players.

**Koo, Cheng-Yun, Leslie**

*Chairman*

Hong Kong

22 March 2012

我們構建穿越國內眾多城鎮化及基礎設施發展熱點，覆蓋大陸由南至西南及東北地域業務版圖的理念已在近年逐步實現。本集團的廣闊業務平台現時函蓋廣東、廣西、福建、江蘇、安徽、重慶、四川、貴州、雲南及遼寧等省市。

中國大陸的水泥業正在深化其結構改革，本集團需要維持其業務及地域擴展以強化其在中國華南地區的主導地位並將其市場影響力伸延至西南地區。在國內水泥行業正由零散的廠商整合成一小撮地區性及全國性大型領先水泥企業的形勢下，集團必須發展成一家高效及具龐大規模的水泥集團以切合行業發展態勢。

主席

辜成允

香港

二零一二年三月二十二日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### MARKET OVERVIEW

The world economy in 2011 was clouded by stagnation of major industrial economies and the escalation of sovereign debt crisis in Europe. However, the Chinese economy maintained its healthy growth momentum supported by robust domestic demand. Driven by continued infrastructure development and intensified urbanization, fixed asset investment in Mainland China in 2011 leaped by 24 per cent year-on-year.

Benefiting from the State's steady economic development, the cement industry attained astonishing results in the year 2011. The strong average selling price ("ASP") of cement products prevailed during the year under review in the Mainland market had contributed to heightened gross profit for most of the cement manufacturers.

Despite the State government's severe austerity measures to curb the Mainland's overheat property market, and tightened credit policies to keep domestic inflation at bay, demand for construction materials remained strong in the first three quarters of 2011.

### 市場概況

於二零一一年，世界經濟因主要工業國經濟呆滯及歐洲主權債務危機升級而蒙上陰影。然而，中國經濟在強勁內需的支持下仍維持穩健增長。在持續基礎設施建設及城市化進程加快所推動下，中國大陸於二零一一年的固定資產投資按年上升24%。

於二零一一年，受惠於國家穩定的經濟發展，水泥行業錄得驕人的業績。於回顧年度，中國大陸市場水泥產品平均售價（「平均售價」）保持堅挺並為大部份水泥製造商提供更高的毛利。

儘管中央政府實施嚴格之緊縮措施以抑壓中國大陸過熱的樓市，並收緊信貸政策以抑制國內通貨膨脹，惟二零一一年首三個季度市場對建築材料之需求仍然強勁。





The commencement of large scale hydraulic engineering works and other public utilities and property development carried forward from previous years continued to fuel heavy cement consumption. Massive habitation in city outskirts and counties surrounding metropolitan area had created substantial demand for construction materials to support intensified urbanization.

During the year 2011, the Mainland China market consumed a total of 2,080 million metric tons of cement, which represented a 12 per cent surge from that of 2010. ASP of cement reached its peak in the second quarter of the year 2011. However, the slowdown in various infrastructure development and tightened credit control had restrained further fixed asset investment in the fourth quarter of the year under review. As a result, cement ASP declined in the face of shrinking demand.

大型水利工程項目的開展及自往年延續下來的其他公共設施及物業發展繼續推動水泥大量消耗。以配合加快城市化進程，大城市近郊區及大都會周邊縣城居住人口大量集中，構成建築材料的龐大需求。

於二零一一年，中國大陸市場消耗合共2,080,000,000公噸水泥，較二零一零年增加12%。水泥平均售價於二零一一年第二季度達至高峰。然而，於回顧年度之第四季度，各種基礎設施建設放緩及緊縮信貸政策抑制了進一步固定資產投資。面對需求收縮，水泥平均售價開始回調。



## REVIEW OF OPERATIONS

The exceptionally strong demand during the low season in the first half of 2011, and escalated closure of obsolete cement facilities had pushed up cement ASP for the full year, despite a retreat in the last quarter of the year.

When the heat of the State government's austerity measures and stringent credit policies was felt in the second half of the year, private housing development began to slow down. Capital for infrastructure construction, including high speed railway development, was also tightened. The delay in the progress or implementation of public sector projects had inevitably impacted the consumption of cement.

In spite of the moderation of the Group's performance in the second half of the year due to the abovementioned factors, the Group achieved a 20 per cent growth in sales volume, amounting to 34.2 million metric tons, for the full year.

## 業務回顧

儘管在回顧年度的第四季度價格有所回落，但於二零一一年上半年淡季期間市場對水泥之需求異常強勁及加快關閉老舊水泥設施的舉措，推動全年水泥平均售價上漲。

隨著中央政府調控政策及嚴謹的信貸政策的影響在下半年度逐漸顯現成效，私營住宅開發開始放緩。基礎設施建設（包括高鐵發展）之資金亦收緊。公營部門項目進度或實施的拖延無可避免地對水泥用量造成影響。

儘管上述因素制約了本集團於本年度下半年之業績表現，本集團全年之銷量仍錄得20%之增長，達34,200,000公噸。





Revenue of the Group for the year ended 31 December 2011 was HK\$11,266.2 million, representing a 38.6 per cent upsurge year-on-year. Following the consolidation of the Upper Value full year accounts and the running in of various recently launched facilities, the Group managed to enlarge its gross profit margin to 25.6 per cent. The positive impact of synergy and economies of scale had contributed to the Group a full year gross profit of HK\$2,888.8 million. Profit attributable to owners of the Company was 1.09 times higher than that of the previous year and amounted to HK\$1,637.9 million.

The Group's aggressive expansion over the past few years, through organic growth as well as merger and acquisition, has established for it an operation portfolio spanning over nine provinces and one municipality, covering the Southern, Southwestern, Northeastern and Eastern markets of Mainland China. A diversified geographical coverage enables the Group to maintain a more stable gross profit margin, and therefore to be less susceptible to volatility in individual markets.

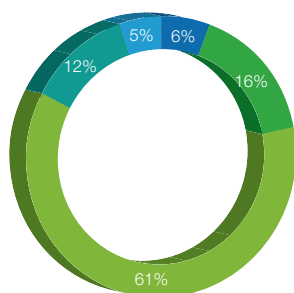
本集團截至二零一一年十二月三十一日止年度之收益為11,266,200,000港元，相較去年度飆升38.6%。隨著Upper Value之全年賬目併入集團綜合賬內及多項近期投產設施開始暢順運行，本集團得以提升其毛利率至25.6%。受惠於協同效應及規模經濟效益的正面影響，本集團錄得2,888,800,000港元全年毛利。本公司擁有人應佔溢利較去年度增長1.09倍，達1,637,900,000港元。

本集團過去數年透過內函增長及併購之積極擴張為其建立橫跨九個省份及一個直轄市，涵蓋中國大陸華南、西南、東北及華東市場的業務版圖。分散的地域布局讓本集團不易受到個別市場波動之影響，及可維持更穩定之毛利率。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析



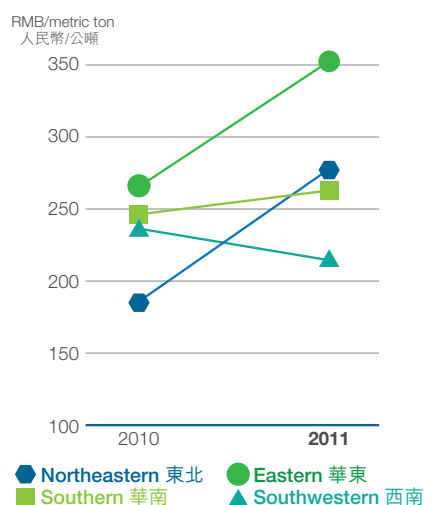
**Sales volume breakdown  
by region in 2011**  
二零一一年按地區劃分之銷量分析



Northeastern 東北	1.9 million metric tons 百萬公噸
Eastern 華東	5.6 million metric tons 百萬公噸
Southern 華南	21.0 million metric tons 百萬公噸
Southwestern 西南	4.0 million metric tons 百萬公噸
Others 其他	1.7 million metric tons 百萬公噸

**Total sales volume : 34.2 million metric tons**  
總銷量：34.2百萬公噸

**Cement and clinker ASP  
by region**  
按地區劃分之水泥及  
熟料平均售價



### Southern China

As the Group's traditional stronghold, Southern China's operations remained a major contributor to the Group's performance both in terms of sales and profit.

Southern China is a mature market with stable demand. With a handful of key players commanding a lion's share of the market, the region's cement ASP is less volatile when compared with other geographical regions.

### 華南

華南一直是本集團的主要市場根據地，該地區的業務繼續為本集團銷售及溢利貢獻的主要來源。

華南是一個成熟市場，需求穩定。由於若干主要參與者佔有了大部分市場份額，故該地區水泥平均售價較其他地區波動較小。





## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析



Sales volume of the Group's Southern China region, which comprised operations in Guangdong and Guangxi provinces, basically remained the same as that of the previous year. The region's enhanced operating profit was mainly attributable to improvement in cement ASP.

In Guangdong province, the Group's two major facilities, namely TCC Yingde Cement Co., Ltd and Yingde Dragon Mountain Cement Co, Ltd., in Yingde together generated a sales volume of 14.6 million metric tons, or over 40 per cent of the Group's total sales volume. The Group's 25 per cent minority interests in Prosperity Conch Cement Co., Ltd. in Yingde, Guangdong continued to generate a favourable return.

Being a dominant player in the province, the Group was able to maintain an orderly market environment with other major manufacturers.

During the year, sales volume of the Group's Guangxi plant amounted to approximately 7.5 million metric tons, which was more or less the same level of 2010. A significant portion of the Group's Guangxi plant output was sold to Guangdong and Fujian provinces, including 940,000 metric tons of clinker shipped to its Fuzhou Plant.

Cement ASP in Guangxi had been lifted by shrunken supply under the pressure of power shortage during the third quarter of the year. The ASP retreated in the fourth quarter following the relaxation of power supply.

本集團華南地區（包括廣東省及廣西省之業務）之銷量基本與去年相若。該地區經營溢利增加乃主要受惠於水泥平均售價上漲所致。

本集團於廣東省英德之兩間主要設施（即台泥（英德）水泥有限公司及英德龍山水泥有限責任公司）的銷量共14,600,000公噸約佔本集團總銷量逾40%。本集團於廣東省英德之英德海螺水泥有限責任公司之25%少數股東權益繼續錄得可觀回報。

本集團在廣東省的水泥行業佔有主導地位，得以與其他主要製造商共同維持有序市場環境。

年內，本集團廣西廠房的銷量約達7,500,000公噸，與二零一零年之水平大致相同。本集團廣西廠房的產量有相當部份為銷往廣東省及福建省，包括運往福州廠之940,000公噸之熟料。

廣西之水泥平均售價因年內第三季度電力短缺壓抑供應而上揚。隨着電力供應的恢復正常舒緩，平均售價於第四季度回落。



### Eastern China

Vibrant development of both public and private sector projects and severe restriction in electricity supply had supported a strong cement ASP in the region during the year.

The Group's plant in Jurong reported a 36 per cent surge in cement ASP on a year-on-year basis. In addition, the plant's profitability was further strengthened by improved cost-efficiency. The aforementioned factors contributed to significant upsurge in the Jurong plant's profit, despite minimal change in sales volume during the year.

Strong demand for and high selling prices of cement and clinker in Eastern China had significantly raised the cost of raw material for the Group's grinding plant in Fuzhou. To effectively control material costs, the Group began to transport clinker from its Guigang plant in Guangxi to Fuzhou during the year.

Performance of the Fuzhou plant also benefited from high cement ASP and favourable demand in the Eastern China region.

Sales volume from the Group's Eastern China operations amounted to 5.6 million metric tons during the year under review.

### 華東

公營及私營項目蓬勃發展及拉閘限電措施支持區內水泥平均售價於回顧年度內走強。

本集團之句容廠的水泥平均售價按年錄得36%之增幅。此外，該廠之盈利能力亦因成本效益提高而進一步加強，促使句容廠之溢利顯著調升，儘管年內銷量與去年基本持平。

華東地區對水泥及熟料的強勁需求及售價高企令本集團於福州粉磨廠的原材料成本大幅提升。為有效控制原材料成本，本集團於回顧年度開始從廣西貴港廠將熟料運往福州。

福州廠的表現亦得益於高企的水泥平均售價及於華東地區的強勁需求。

本集團於回顧年度內來自華東地區業務的銷量達至5,600,000公噸。





### Southwestern Region

The Group's operations in Southwestern region comprise of facilities in Chongqing, Sichuan and Guizhou provinces, as well as minority interests in two Yunnan cement plants.

The Group's Chongqing plant operates two production lines. The first one commenced operation in October 2010, and became operational for the first full year in 2011. The second production line only started running in the last quarter of 2011. The two production lines generated a total sales volume of 2.4 million metric tons during the year under review.

In the first two quarters of the year, the Chongqing plant performed satisfactorily with its production line running at close to full capacity. Entering the second half of the year, with substantial new capacity launched in Chongqing and Sichuan provinces, the plant's cement ASP was under pressure from influx of excess supply from the surrounding area. As a result, the Chongqing plant reported an insignificant profit during the year.

### 西南地區

本集團於西南地區的業務包括於重慶、四川省及貴州市的設施以及於雲南兩家水泥廠的少數股東權益。

本集團的重慶廠經營兩條生產線。第一條生產線於二零一零年十月開始營運，而於二零一一年首次全年營運。第二條生產線僅於二零一一年最後一個季度開始營運。該兩條生產線於回顧年度錄得銷量共計2,400,000公噸。

重慶廠房於回顧年度首兩季表現理想，其生產線以接近滿負荷生產。進入下半年後，由於大量新產能在重慶及四川省釋放，故該廠的水泥平均售價承受來自周邊地區過剩供應泛濫的壓力。因此，重慶廠房於本年度僅錄得輕微溢利。





The Group's production line in Guangan, Sichuan province commenced operation in the second half of the year. Since the production line was inaugurated for less than six months and suffered from severe price competition, it thus reported a minimal loss for the year under review. The Sichuan plant generated a total sales volume of 830,000 metric tons in 2011.

The Group owns two production lines in Guizhou. The first production line became operational in July 2011, and began with supplying clinker until the inauguration of its grinding mills. The second production line in Guizhou was still under construction during the year.

To entrench its position in Guizhou, the Group has announced, during the year, the acquisition of two additional production lines with annual capacities of 1 million and 1.2 million metric tons respectively; acquisition of the former was completed in late October 2011 while the latter only commenced operation at the end of the year. These smaller plants are designed to service the highly segregated local markets over the mountainous terrain of the province.

The Group reported a sales volume of 804,000 metric tons from Guizhou. Since most of their production lines were only in operation for a few months, the Guizhou operations experienced losses during the year.

本集團於四川省廣安的生產線於回顧年度下半年開始投入營運。由於投產不足六個月及遭受嚴厲價格競爭，故於回顧年度錄得輕微虧損。於二零一一年，四川廠錄得總銷量830,000公噸。

本集團於貴州擁有兩條生產線。第一條生產線於二零一一年七月開始投產，並於其粉磨設備投產前先以供應熟料為主。於貴州的第二條生產線於回顧年度仍在興建中。

為鞏固於貴州的市場地位，本集團於回顧年度公佈收購年產能分別為1,000,000公噸及1,200,000公噸的兩條生產線。前者的收購於二零一一年十月底完成，後者則於去年年底方開始投產。該等產能較小廠房乃因應貴州省的多山地勢，讓他們可以服務極為分散的地區市場。

本集團自貴州錄得銷量804,000公噸。由於上述生產線大多只營運數月，貴州業務於回顧年度因而錄得虧損。



### Northeastern Region

The Group's Liaoning plant in Northeastern China enjoyed an over 50 per cent increase in cement ASP, resulting in significantly broadened gross profit margin during the year. The Liaoning plant sold a total of approximately 1.9 million metric tons of cement and clinker, and generated a handsome profit, as opposed to a minimal loss in the previous year.

Favourable results for the Liaoning plant were mainly attributable to high cost efficiency, and effective regulation of supply in response to a stable market demand.

### Others

In addition to production of cement and clinker, the Group has strategic interests in two slag powder joint ventures. The two companies continued to perform satisfactorily and generated an aggregated sales volume of 1.3 million metric tons of slag powder.

### Hong Kong

The Group's Hong Kong operations capitalized on the boom of the domestic construction sector to deliver a sales volume of 470,000 metric tons of cement. Strong demand and hiked ASP for cement and ready-mixed concrete had translated into favourable profit contribution to the Hong Kong operations during the year.

### 東北地區

本集團位於東北地區的遼寧廠房的水泥平均售價於回顧年度躍升逾50%，令毛利率大幅增長。遼寧廠房售出約1,900,000公噸的水泥及熟料，錄得可觀利潤，扭轉去年的輕微虧損狀況。

遼寧工廠錄得理想業績主要歸因於成本效益的提升，通過有效調節供應來滿足穩定的市場需求。

### 其他

除生產水泥及熟料外，本集團於兩家礦渣粉合營企業擁有策略性權益。該兩家公司持續表現卓越，礦渣粉銷量共達1,300,000公噸。

### 香港

本集團的香港業務得益於香港建造業蓬勃發展，共銷售水泥470,000公噸。市場對水泥及預拌混凝土的強勁需求及平均售價高企為香港業務於回顧年度帶來豐厚利潤。

## OTHER SIGNIFICANT INVESTMENTS HELD

During the year under review, there were disposals of overseas listed held-for-trading investments which resulted in a gain on disposal of held-for-trading investments amounted to approximately HK\$24.2 million (2010: Nil). As at 31 December 2011, a net decrease in fair value of approximately HK\$3.6 million was recognized for held-for-trading investments upon stating them at market prices (2010: increase HK\$59.2 million). As at 31 December 2011, the carrying amount of held-for-trading investments was approximately HK\$84.9 million (2010: HK\$327.1 million).

## LIQUIDITY, FINANCIAL RESOURCES, CAPITAL STRUCTURE AND NET GEARING RATIO

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

The current ratio of the Group as at 31 December 2011 are as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Current assets	流動資產	9,297,158	7,263,395
Current liabilities	流動負債	8,380,865	6,325,390
Current ratio	流動比率	1.11	1.15

The Group's current ratio as at 31 December 2011 was 1.11 (2010: 1.15). The change was mainly attributable to the increase in short term bank loans. The current ratio as at 31 December 2011 maintained at a healthy level.

## 其他所持重大投資

於回顧年度，本集團出售海外上市持作交易用途投資，產生出售持作交易用途投資之收益約24,200,000港元（二零一零年：無）。於二零一一年十二月三十一日，按市場價格呈列後，已確認持作交易用途投資之公平值淨減少約3,600,000港元（二零一零年：增加59,200,000港元）。於二零一一年十二月三十一日，持作交易用途投資之賬面值約為84,900,000港元（二零一零年：327,100,000港元）。

## 流動資金、財務資源、資本架構及淨資產負債比率

本集團採用審慎之庫務政策以管理現金資源及銀行借貸。

本集團於二零一一年十二月三十一日之流動比率如下：

本集團於二零一一年十二月三十一日之流動比率為1.11（二零一零年：1.15）。變動乃主要由於短期銀行貸款增加。於二零一一年十二月三十一日，流動比率維持在健康水平。



Total cash and bank balances of the Group as at 31 December 2011 amounted to HK\$3,766.7 million (2010: HK\$3,377.3 million), of which HK\$134.3 million (2010: HK\$29.5 million) was pledged for general banking facilities or as performance guarantee in relation to certain sales or purchases contracts. Highly liquid short term investments, classified as held-for-trading investments, with a market value of HK\$84.9 million as at 31 December 2011 (2010: HK\$327.1 million), were also held by the Group.

於二零一一年十二月三十一日，本集團之現金及銀行結餘總額為3,766,700,000港元（二零一零年：3,377,300,000港元），其中134,300,000港元（二零一零年：29,500,000港元）已為一般銀行融資作抵押或為就若干銷售或採購合約之履約保證。於二零一一年十二月三十一日，本集團亦持有市值為84,900,000港元（二零一零年：327,100,000港元）之分類為持作交易用途投資之高流動性短期投資。

The maturity profile of the Group's bank loans as at 31 December 2011 are repayable as follows:

於二零一一年十二月三十一日，本集團銀行貸款之到期還款概況如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Within one year	於一年內	3,771,517	3,529,456
More than one year but not exceeding two years	超過一年但不超過兩年	2,199,867	4,293,609
More than two years but not exceeding five years	超過兩年但不超過五年	5,678,849	3,427,959
Over five years	五年以上	-	768,000
Carrying amount of bank loans that are repayable on demand due to breach of loan covenants (shown under current liabilities)	由於違反貸款契約須按 要求償還之銀行貸款之 賬面值（列示於流動 負債項下）	1,537,500	-
<b>Total bank loans</b>	<b>銀行貸款總計</b>	<b>13,187,733</b>	12,019,024

There was no material effect of seasonality on the Group's borrowing requirement. As at 31 December 2011, HK\$3,223.1 million of the bank loans was denominated in HK\$, HK\$5,195.0 million in US\$ and HK\$4,769.6 million in RMB. All of the bank loans are of floating rate structures.

本集團之借貸需要並未受到重大季節性影響。於二零一一年十二月三十一日，銀行貸款中3,223,100,000港元以港元為貨幣單位、5,195,000,000港元以美元為貨幣單位及4,769,600,000港元以人民幣為貨幣單位。所有銀行貸款均為浮動利率模式。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The net gearing ratio of the Group as at 31 December 2011 are as follows:

本集團於二零一一年十二月三十一日之淨資產負債比率如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Total bank loans	銀行貸款總額	13,187,733	12,019,024
Senior notes	優先票據	-	139,396
Total borrowings	借貸總額	13,187,733	12,158,420
Less: Cash and bank balances, time deposits and pledged bank deposits	減：現金及銀行結餘、定期存款及已抵押銀行存款	(3,766,725)	(3,377,316)
Net borrowings	借貸淨額	9,421,008	8,781,104
Equity attributable to owners of the Company	本公司擁有人應佔權益	14,942,953	10,612,380
Net Gearing ratio	淨資產負債比率	63.0%	82.7%

As at 31 December 2011, the Group's net gearing ratio, expressed as the ratio of net borrowings divided by equity attributable to owners of the Company, was 63.0% (2010: 82.7%). The change in the Group's net gearing ratio was mainly attributable to the new bank loans raised by the Group for the capital expenditure and the issuance of the 494,344,810 non-redeemable convertible preferences shares during 2011. The net gearing ratio as at 31 December 2011 maintained at a healthy level.

於二零一一年十二月三十一日，本集團之淨資產負債比率（以借貸淨額除以本公司擁有人應佔權益表示）為63.0%（二零一零年：82.7%）。本集團之淨資產負債比率變動乃主要由於在二零一一年本集團為資本支出籌集之新銀行貸款及發行494,344,810股不可贖回可轉換優先股。於二零一一年十二月三十一日，淨資產負債比率維持在健康水平。

## SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS OR DISPOSALS

During the year, the Group acquired property, plant and equipment of approximately HK\$3,271.1 million, of which HK\$662.9 million was arising from the acquisition of subsidiaries.

On 26 May 2011, the Group have entered into a conditional agreement (the “Framework Agreement”) with Chien Kuo Construction Co., Ltd and certain of its subsidiaries (“Chien Kuo”, an independent third party to the Group). Under the Framework Agreement, the Company and its subsidiaries agreed to acquire from Chien Kuo the entire equity interest of three PRC companies, in Guigang, Jiangsu and Yingde, which are engaged in the provision of limestone quarrying services in the PRC. The total consideration amounted to NTD1,600,000,000 (equivalent to approximately HK\$435,680,000), which shall be satisfied by cash and are payable under the terms of the Framework Agreement. As at 31 December 2011, the Group has paid certain amount of initial deposits. The transaction was pending for completion subject to the fulfillment of certain conditions under the Framework Agreement. For details of the transaction, please refer to the Company’s announcement dated 26 May 2011.

## 重大投資、重大收購或出售事項

年內，本集團收購物業、廠房及設備約3,271,100,000港元，其中662,900,000港元產生自收購附屬公司。

於二零一一年五月二十六日，本集團與建國工程股份有限公司及其若干附屬公司（「建國」，獨立於本集團之第三方）訂立一份有條件協議（「框架協議」）。根據框架協議，本公司及其附屬公司同意從建國收購三間中國公司（於貴港、江蘇及英德）之全部股權，該等公司於中國從事提供石灰石開採服務。收購總代價為新台幣1,600,000,000元（相等於約435,680,000港元），須以現金方式並根據框架協議之條款支付。於二零一一年十二月三十一日，本集團已支付首筆訂金之部份金額。此交易須待框架協議項下之若干條件達成後，方可完成。有關此交易之詳情，請參閱本公司於二零一一年五月二十六日之公告。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

On 29 June 2011, TCC International (Hong Kong) Company Limited (“TCC International HK”), being a wholly-owned subsidiary of the Company, entered into a Master Agreement (the “Master Agreement”) with the Qujiang People’s Government under which, among other matters, TCC International HK has agreed that it or its subsidiary will set up a project company in the Qujiang District, Shaoguan City, Guangdong Province, the PRC for the project of the construction of a new cement production base, among others, two new dry-process clinker production lines, four sets of cement grinding production lines, a residual heat generation unit and a port (the “Project”). Whether the Project will proceed is subject to various government approvals, including the approval by National Development and Reform Commission of the PRC, which may or may not be obtained. On the basis that the Group’s investment under the Master Agreement will proceed, the total investment by the Group pursuant to the Agreement is estimated to be RMB1,850,000,000 (equivalent to approximately HK\$2,220,000,000). For details of the investment, please refer to the Company’s announcement dated 29 June 2011.

On 4 August 2011, Upper Value, being a wholly-owned subsidiary of the Company, entered into an Acquisition Agreement (the “Acquisition Agreement”) with Independent Third Parties for the acquisition of approximately 97.94% of the issued share capital of Scitus Cement (China) Holdings Limited. As at 31 December 2011, the Group has paid certain amount of deposits. The transaction was subsequently completed on 6 January 2012. For details of the transaction, please refer to the Company’s announcement dated 4 August 2011.

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

於二零一一年六月二十九日，本公司之全資附屬公司台泥國際（香港）有限公司（「台泥國際香港」）與曲江區人民政府訂立主協議（「主協議」），據此（其中包括），台泥國際香港已同意，其或其附屬公司將於中國廣東省韶關市曲江區成立項目公司以建設一座新水泥生產基地之項目，其中包括兩條新型幹法熟料生產線、四套水泥粉磨生產線、一套餘熱發電設備及一個港口（「該項目」）。該項目是否將進行須經多個政府部門批准（包括中國國家發展及改革委員會的批准），而該些批准未必可取得。假設本集團根據主協議之投資將得以進行，則本集團根據該協議之投資總額估計將為人民幣1,850,000,000元（相等於約2,220,000,000港元）。有關該投資之詳情，請參閱本公司於二零一一年六月二十九日之公告。

於二零一一年八月四日，本公司之全資附屬公司Upper Value就收購相當於賽德水泥（中國）控股有限公司之已發行股本約97.94%與獨立第三方訂立收購協議（「收購協議」）。於二零一一年十二月三十一日，本集團已支付若干按金款項。該交易隨後於二零一二年一月六日完成。有關該交易之詳情，請參閱本公司於二零一一年八月四日之公告。

除上文所述者外，本集團概無其他重大投資、重大收購或出售事項。



## FUND RAISING ACTIVITIES

To strengthen the Group's capital base and to provide financial resources for working capital and expansion needs, on 7 September 2011, the Company announced an Open Offer of 494,344,810 New Convertible Preference Shares at a price of HK\$4.90 per Offer Share. The Open Offer was completed on 1 December 2011 and the total net proceeds of approximately HK\$2,418.6 million were raised by the Company, which were applied towards the intended use of funding as stated in the prospectus.

## USE OF PROCEEDS

As stated in the prospectus dated 9 November 2011, the Group had plans to use the proceeds obtained from the Open Offer. The proceeds have been partially utilised. The amount applied to the intended use of proceeds and the residual balance to be used as at 31 December 2011 are as follows:

## 集資活動

為加強本集團之資本基礎及為營運資金及擴充需求提供財務資源，於二零一一年九月七日，本公司宣佈按每股發售股份4.90港元之價格公開發售494,344,810股新可轉換優先股。公開發售已於二零一一年十二月一日完成，而本公司集資所得款項總淨額約為2,418,600,000港元，已按發售章程所述之擬定資金用途使用。

## 所得款項用途

誠如於二零一一年十一月九日之發售章程所述，本集團計劃使用公开发售取得之所得款項。所得款項已部份動用。於二零一一年十二月三十一日用於所得款項擬定用途之金額及將予使用之餘額如下：

			Residual balance to be used as at 31.12.2011 於二零一一年 十二月三十一日 將予使用之餘額
	Intended use of proceeds	Used during the year	HK\$million 百萬港元
i)	Share acquisition and repayment of certain shareholder loans under the Scitus Acquisition	i) 根據賽德收購事項進行股份收購及償還若干股東貸款	1,328.0
		1,367.0	(39.0)
ii)	Repayment of certain bank or other borrowings of the Group	ii) 償還本集團之若干銀行或其他借貸	-
		900.0	(900.0)
iii)	General working capital	iii) 一般營運資金	-
		150.7	(150.7)
		2,417.7	(1,089.7)
			1,328.0

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

There was no material deviation from the stated use of the proceeds from the New Convertible Preference Shares.

### CHARGE ON ASSETS

As at 31 December 2011, bank deposits amounting to HK\$134.3 million have been pledged by the Group as security for the letters of credit and similar obligations provided by banks in regard to the Group's purchase of plant equipments and as performance guarantee in relation to certain sales or purchases contracts.

As at 31 December 2011, certain property, plant and equipment and prepaid lease payments and mining rights have been pledged to secure bank loans of the Group with the carrying amount of HK\$3,612.8 million, HK\$799.3 million and HK\$117.1 million respectively.

### FOREIGN CURRENCY EXPOSURES

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

No foreign exchange contracts were outstanding as at 31 December 2011.

新可轉換優先股之所得款項之所述用途概無重大變動。

### 質押資產

於二零一一年十二月三十一日，134,300,000港元之銀行存款已由本集團抵押作為就本集團購置廠房設備之信用證及銀行提供類似責任之抵押及作為就若干銷售或採購合約之履約保證。

於二零一一年十二月三十一日，賬面金額分別為3,612,800,000港元、799,300,000港元及117,100,000港元之若干物業、廠房及設備、預付租賃款項及採礦權已作抵押，以為本集團取得銀行貸款。

### 外幣風險

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

於二零一一年十二月三十一日，並無任何未完成之外匯兌換合約。

## MAJOR CAPITAL COMMITMENTS

As at 31 December 2011, the Group's capital expenditure in respect to the following items contracted but not provided for in the financial statements are as follows:

## 主要資本承擔

於二零一一年十二月三十一日，本集團就下列各項之已訂約但未於財務報表撥備之資本支出如下：

		HK\$'000 千港元
Acquisition of property, plant and equipment	購買物業、廠房及設備	1,092,406
Acquisition of subsidiaries	收購附屬公司	1,078,166
		<hr/> 2,170,572

The Group anticipates funding those commitments from its internal resources and bank borrowings.

本集團預期以其內部資源及銀行借貸撥付該等承擔。

## EMPLOYEES

As at 31 December 2011, the Group had 7,465 full-time employees. Total expenses in wages and salaries of the Group for the year ended 31 December 2011 amounted to HK\$431.1 million. Discretionary bonuses, recommended by management and reviewed by the remuneration committee, are payable to employees in Hong Kong and senior management of subsidiaries based on performance. In addition, the Directors may invite employees, including executive Directors (in which case approval of independent non-executive Directors is required), of the Company or any of its subsidiaries and associates to take up options to subscribe for shares of the Company. During the year, a total of 38,500,000 share options were granted to certain Directors or employees on 27 May 2011.

## 僱員

於二零一一年十二月三十一日，本集團共有7,465名全職僱員。本集團於截至二零一一年十二月三十一日止年度之工資及薪金開支總額達431,100,000港元。管理層可按香港僱員及附屬公司之高級管理層之表現建議向彼等發放酌情花紅，並由薪酬委員會進行審閱。此外，董事可邀請本公司或其任何附屬公司及聯營公司之僱員，包括執行董事（在此情況下須由獨立非執行董事批准），收取可認購本公司股份之購股權。年內，已於二零一一年五月二十七日向若干董事或僱員授予合共38,500,000份購股權。

## PROSPECTS AND FUTURE PLANS 展望及未來計劃

The State government of Mainland China strives to maintain a steady growth in the country's Gross Domestic Product and to ensure a soft landing of its economy, while keeping inflation under control.

The State policies to sustain domestic demand and the likelihood of softening credit control are expected to fuel fixed asset investment. The graduate implementation of affordable housing development, which had been lagged behind schedule in the previous year, and the escalated progress of urbanization and infrastructure investment will continue to support the consumption of cement in 2012.

However, according to various statistics, the growth in cement capacity will outpace the increase in demand during 2012. Without stringent regulation of supply among key players and further consolidation of cement operations, the imbalanced market situation would inevitably add pressure to cement selling prices.

It is generally expected that cement ASP would remain soft in the first quarter of 2012, and gradually stabilize in the second quarter, with further improvement in the second half of the year, given the arrival of the traditional peak season.

Under the direction of the "Twelfth Five-Year Development Plan for the Cement Industry", the sector needs to expedite its structural reform aiming at enhancing efficiency and improving environmental protection. Mainland China's cement industry has, in recent years, been undergoing a process of capping overall supply through elimination of obsolete facilities and consolidation of existing operations into large cement conglomerates via merger and acquisition.

中國大陸中央政府致力維持國內生產總值穩定增長，確保經濟可軟著陸，同時有效控制通脹。

國家維持內需的政策及可能放寬信貸控制預期將帶動固定資產投資。於去年度滯延的經濟適用住房開發逐步啟動，以及城市化進程及基礎建設投資加快，將於二零一二年繼續支持水泥用量。

然而，根據各種統計數據顯示，於二零一二年，水泥產能的增長將超過需求的增幅。倘主要生產商未能嚴格調節水泥供應量及沒有對水泥企業進一步整合，則市場失衡狀況將無可避免地對水泥售價造成壓力。

一般預期水泥平均售價於二零一二年首季度仍然疲弱，並於第二季度逐步穩定；而下半年價格將因傳統旺季來臨而會進一步改善。

根據「水泥行業十二五發展規劃」的方向，水泥行業需加快其結構重整，以提升效率及加強環保。近年來，中國大陸的水泥行業正透過淘汰老舊設施及將若干現有業務整合為大型水泥企業，以達到限制整體供應增長的目的。

In accordance with the Twelfth Five-Year Plan, cement manufacturers are expected to strengthen their research and development to apply advanced technology for reducing discharge and better utilisation of energy and resources. On the other hand, the industry is encouraged to step up its contribution to environment, via the treatment of urban waste during the cement production process.

In light of the State policy of promoting further concentration of capacity under major players in the cement industry, the Group has been maintaining its momentum of expansion in scale of operation.

The Group has, over the years, established a multi-regional operation portfolio that covers nine provinces and one municipality. Certain of the Group's newly completed/acquired production lines are going to book their first full year results into the Group's consolidated accounts in the current financial year, and will thus further reinforce the Group's income base. To keep pace of its development, the Group has completed the acquisition of controlling interests in six cement plants spreading over Guizhou and Sichuan provinces in January 2012.

On the front of organic growth, the Group has entered into an agreement with the local government for the development of a large scale cement production base at Shaoguan city in the northern part of Guangdong province. The plan, which is subject to relevant authority approval, is aimed to complement the Group's existing facilities in Guangdong and thus further consolidate its dominant position in the province.

To achieve vertical integration, the Group announced the acquisition of three companies providing limestone quarrying service to its subsidiaries in Yingde, Guigang and Jurong respectively. The transaction allows the Group to lower raw material costs through extending its operation to limestone quarrying.

根據十二五規劃，水泥生產商需加強其研發能力以採用先進技術減少排放及更有效地利用能源及資源。另一方面，有關當局亦鼓勵行業透過於生產水泥過程處理城市廢物提升對環境的貢獻。

鑑於國家推動水泥行業產能進一步集中於主要大型企業的政策，本集團始終堅持其於經營規模擴張的步伐。

在過去幾年，本集團已建立覆蓋九省一市的跨地域業務組合。本集團若干新建成／收購生產線的首個全年度業績預期將反映於本財政年度之綜合賬目內，這將進一步加強本集團的收益基礎。為配合其發展步伐，本集團已於二零一二年一月完成收購分佈於貴州省及四川省的六家水泥廠的控股權益。

在內涵式增長方面，本集團已與地方政府訂立協議，於廣東省北部的韶關市發展一個大型水泥生產基地。該計劃（須經相關政府機關審批）旨在配合本集團於廣東省的現有設施，進一步鞏固其於該省的主導地位。

為實現垂直整合，本集團已公佈收購三間公司，該等公司分別向其於英德、貴港及句容的附屬公司提供石灰石開採服務。該交易讓本集團可透過將業務伸延至石灰石開採而降低原材料成本。

## PROSPECTS AND FUTURE PLANS

### 展望及未來計劃

The Group will continue to intensify its market penetration by fully utilising its existing production bases and leveraging additional capacity from newly acquired facilities to improve its market dominance on a broader geographical portfolio. To sharpen its edge, the Group strives to commit resources in enhancing operation efficiency and energy saving to lower costs. Strengthened coordination among the Group's various plants across the country will allow it to achieve further synergetic effects over its broadened operations. The Group is also actively exploring opportunities to join hand with local government in the establishment of cement plants that can help consuming urban waste.

In an industry with accelerated concentration under the auspices of the State government, the Group needs to maintain its pace of expansion, both horizontally and vertically, to consolidate its forefront position among top-tier cement manufacturers in Mainland China.

本集團將充分發揮其現有生產基地的功能，及利用新收購設施的新增產能，繼續加強其市場滲透提升其於更廣泛地域組合的市場主導地位。為提升其優勢，本集團致力投入資源提高營運效率及節約能源以降低成本。加強本集團全國各廠之協調將令本集團可於其擴大經營規模的業務取得進一步協同效應。本集團亦積極尋求與當地政府聯手成立有助於消耗城市廢物的水泥廠。

因應國家政府支持加快行業整合的政策，本集團需維持橫向與縱向擴張步伐，以鞏固其於中國大陸大型水泥生產企業行列的領先地位。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層簡歷

#### DIRECTORS

##### Executive Directors

###### *Mr. Koo, Cheng-Yun, Leslie*

Mr. Koo, aged 57, is the Chairman and an executive Director. Mr. Koo is responsible for the overall policy and direction of the Group. He became a director of Hong Kong Cement Manufacturing Company Limited (which carried on the Group's cement business in Hong Kong prior to the Group's re-organisation in September 1997) in July 1991. He is also the vice-chairman of Quon Hing Concrete Company Limited ("Quon Hing") and director of Hong Kong Concrete Company Limited ("Hong Kong Concrete"), both being associated companies of the Group. He holds a Bachelor Degree in Accounting from the University of Washington and a Master Degree in Business Administration from the Wharton School of the University of Pennsylvania, USA. He is currently the Chairman and president of T'Cement, the ultimate holding company of the Company. Mr. Koo also serves as the Chairman of China Synthetic Rubber Corporation, Chairman of Taiwan Prosperity Chemical Corporation, a director of China Steel Chemical Co., Ltd., a director of CTCI Corporation, the Chairman of Synpac (N.C.) Limited, USA and the Chairman of Continental Carbon Company, USA. T'Cement, China Synthetic Rubber Corporation, Taiwan Prosperity Chemical Corporation, CTCI Corporation and China Steel Chemical Co., Ltd. are companies listed on the Taiwan Stock Exchange.

###### *Mr. Wu Yih Chin*

Mr. Wu, aged 57, is the Managing Director and executive Director, the deputy managing director of Hong Kong Concrete and a director of Quon Hing and Yargoan Company Limited. He joined the Group in November 1993. Mr. Wu is responsible for the overall management, strategic planning and business development for the Group. He holds a Bachelor Degree in Business Administration from National Cheng Chi University, Taiwan and a Master Degree in Business Administration from the Wharton School of the University of Pennsylvania, USA. He has more than 30 years of experience in cement-related businesses.

#### 董事

##### 執行董事

###### 辜成允先生

辜先生現年57歲，為本公司主席兼執行董事。辜先生負責制訂本集團之整體策略與方向。彼於一九九一年七月成為香港水泥有限公司董事，該公司為本集團於一九九七年九月重組前經營本集團之香港水泥業務。辜先生亦為港興混凝土有限公司（「港興」）之副主席及港九混凝土有限公司（「港九混凝土」）之董事，該兩間公司均為本集團之聯營公司。彼持有美國華盛頓大學之會計學學士學位與賓夕凡尼亞大學華頓學院之工商管理碩士學位。彼現任本公司之最終控股公司T'Cement董事長兼總經理。辜先生亦為中國合成橡膠股份有限公司董事長、信昌化學工業股份有限公司董事長、中鋼碳素化學股份有限公司董事、中鼎工程股份有限公司董事、美國Synpac (N.C.) Limited主席及美國大陸碳煙股份有限公司主席。T'Cement、中國合成橡膠股份有限公司、信昌化學工業股份有限公司、中鼎工程股份有限公司及中鋼碳素化學股份有限公司均為於台灣證券交易所上市之股份有限公司。

###### 吳義欽先生

吳先生現年57歲，為本公司董事總經理兼執行董事、港九混凝土副董事總經理及港興與翼冠有限公司董事。彼於一九九三年十一月加入本集團，負責本集團之整體管理、策略規劃及業務發展。彼持有台灣國立政治大學之企業管理學士學位與美國賓夕凡尼亞大學華頓學院之工商管理碩士學位。吳先生在水泥相關業務擁有逾三十年經驗。



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層簡歷

#### Non-executive Directors

##### *Dr. Shan Weijian*

Dr. Shan, aged 58, chairman and chief executive officer of PAG, an investment firm. He is also a director of a number of companies including T'Cement, Bank of China (Hong Kong) Limited, BOC Hong Kong (Holdings) Limited and Taishin Financial Holdings Co., Ltd. He was a senior partner of TPG, co-managing partner of Newbridge Capital, managing director of J.P. Morgan, an assistant professor at the Wharton School of the University of Pennsylvania and an investment officer at the World Bank in Washington DC. Dr. Shan graduated from the Beijing Institute of Foreign Trade with a major in English in 1979. He obtained a Master Degree in Business Administration from the University of San Francisco in 1981, and received a Masters of Arts in Economics and a PhD Degree in Business Administration from the University of California at Berkeley in 1984 and 1987 respectively.

##### *Mr. Chang, An-Ping, Nelson*

Mr. Chang, aged 59, is the brother-in-law of Mr. Koo, Cheng-Yun, Leslie who is the Chairman and an executive Director. Mr. Nelson Chang is also the uncle of two non-executive Directors, Mr. Chang, Kang-Lung, Jason and Ms. Wang, Lishin, Elizabeth. Mr. Nelson Chang graduated from New York University with a Master Degree in Business Administration. Mr. Nelson Chang is a director of T'Cement and a director and chairman of Chia Hsin Cement and CHPL. In addition, Mr. Nelson Chang is directors of China Synthetic Rubber Corporation and Taiwan Prosperity Chemical Corporation. T'Cement, Chia Hsin Cement, China Synthetic Rubber Corporation and Taiwan Prosperity Chemical Corporation are companies listed on the Taiwan Stock Exchange.

#### 非執行董事

##### 單偉建博士

單博士現年58歲，現任太盟投資集團（一間投資公司）之主席兼首席執行官，且為多家公司包括T'Cement、中國銀行（香港）有限公司、中銀香港（控股）有限公司及台新金融控股股份有限公司之董事。他曾為TPG資深合夥人、美國新橋投資公司聯席執行合夥人、J.P. Morgan之董事總經理、美國賓夕凡尼亞大學華頓學院助理教授及於華盛頓之世界銀行之投資管理人員。單博士於一九七九年畢業於北京對外貿易學院，主修英語。彼於一九八一年取得三藩市大學工商管理碩士學位，並分別於一九八四年及一九八七年取得美國加州大學（柏克萊）經濟學文學碩士學位及工商管理博士學位。

##### 張安平先生

張先生現年59歲，為本公司主席兼執行董事辜成允先生之妹夫，亦為本公司兩名非執行董事張剛綸先生之叔父及王立心女士之舅父。張安平先生畢業於紐約大學，持有工商管理碩士學位。張安平先生現時為T'Cement之董事及嘉新水泥及CHPL之董事及主席。此外，張安平先生為中國合成橡膠股份有限公司及信昌化學工業股份有限公司之董事。T'Cement、嘉新水泥、中國合成橡膠股份有限公司及信昌化學工業股份有限公司均為於台灣證券交易所上市之股份有限公司。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層簡歷

### *Mr. Chang, Kang-Lung, Jason*

Mr. Chang, aged 40, is the nephew of Mr. Chang, An-Ping, Nelson, a non-executive Director and the cousin of Ms. Wang, Lishin, Elizabeth, also a non-executive Director. Mr. Jason Chang graduated from the Massachusetts Institute of Technology, Boston, U.S.A. with a Master Degree in Management of Technology. He also holds a Bachelor Degree of Arts from Carroll College, Helena, U.S.A. Mr. Jason Chang is a director of Chia Hsin Cement, a company listed on the Taiwan Stock Exchange.

### *Ms. Wang, Lishin, Elizabeth*

Ms. Wang, aged 38, is the niece of Mr. Chang, An-Ping, Nelson, a non-executive Director and the cousin of Mr. Chang, Kang-Lung, Jason, also a non-executive Director. Ms. Wang graduated from the Waseda University, Tokyo, Japan with a Master Degree in Organization Restructuring. She also holds a Bachelor Degree of Science in Finance from Boston College, Boston, U.S.A. Ms. Wang is a director of Chia Hsin Cement, a company listed on the Taiwan Stock Exchange.

### **Independent non-executive Directors**

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

Dr. Liao, aged 82, has been an independent non-executive Director since August 1997. He was educated at The University of Hong Kong and the University of Durham, the United Kingdom. He received a degree of Doctor of Science from the University of Durham, the United Kingdom, in 2011. He is a senior advisor to Mitsui & Co (HK) Limited. He retired from the Hong Kong civil service in 1989 and was the former Secretary for District Administration and the Secretary for Home Affairs. He served as a non-executive director for The Hong Kong and Shanghai Banking Corporation Limited and The HSBC China Fund Limited. He has served on the Council of the Stock Exchange between 1991 and 1995. Dr. Liao was also appointed as an Official Member of the Hong Kong Legislative Council in 1980 and of the Hong Kong Executive Council in 1985.

### *張剛綸先生*

張先生現年40歲，為本公司之非執行董事張安平先生之侄兒及亦為本公司非執行董事王立心女士之表哥。張剛綸先生畢業於美國波士頓麻省理工學院，持有技術管理碩士學位。彼亦持有美國海倫娜市卡洛學院之文學學士學位。張剛綸先生為於台灣證券交易所上市之公司嘉新水泥之董事。

### *王立心女士*

王女士現年38歲，為本公司非執行董事張安平先生之外甥女及本公司非執行董事張剛綸先生之表妹。王女士畢業於日本東京早稻田大學，持有組織架構重組碩士學位。彼亦持有美國波士頓波士頓學院金融理學學士學位。王女士為於台灣證券交易所上市之公司嘉新水泥之董事。

### **獨立非執行董事**

#### *廖本懷博士 C.B.E., J.P.*

廖博士現年82歲，自一九九七年八月起為本公司之獨立非執行董事，肄業於香港大學及英國達勒姆大學。彼於二零一一年獲得英國達勒姆大學之理學博士學位。廖博士現任Mitsui & Co (HK) Limited之高級顧問。彼於一九八九年退任香港公務員官職，並為前政務司及民政事務司。彼曾出任香港上海滙豐銀行有限公司及滙豐中國基金有限公司之非執行董事。彼亦於一九九一年至一九九五年間服務於聯交所理事會。廖博士於一九八零年獲委任為香港立法局之官守議員及於一九八五年獲委任為香港行政局官守議員。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層簡歷

#### *Dr. Chih Ching Kang, Kenneth*

Dr. Chih, aged 57, has been a Chief Architect Global Purchasing and Supply Chain of General Motors Corporation (“GM”) in Detroit US from 2007 to 2009. Before joining GM in 2007, Dr. Chih was the director and Chief Information Officer of Orient Overseas Container Line Ltd., a subsidiary of Orient Overseas (International) Limited (“OOCL”) which is a company listed on the main board of the Stock Exchange. He also served as executive committee member of the board of OOCL and was globally responsible for IT strategy, information systems development, information technology infrastructure, business process and ISO9000 facilitation. Dr. Chih also served as director of several OOCL subsidiary companies such as Cargo Smart Limited and IRIS Systems Limited. Before joining OOCL in 1993, Dr. Chih was the Senior Principal at American Airlines Decision Technologies. Dr. Chih also had extensive consulting experience in the US railroad transportation industry. Dr. Chih received an M.A. and a Ph.D. from Princeton University, an M.S. from the University of Texas at Austin and a B.S. from National Taiwan University.

#### *Mr. Shieh, Jen-Chung, Roger*

Mr. Shieh, aged 54, started his career with Ogilvy & Mather Advertising Taiwan since 1982. In 1999, he became managing director of Enterprise IG, a consultancy company and a subsidiary of one of the world’s largest communications groups, WPP Group plc. In 2001, Mr. Shieh was relocated to Shanghai to set up Enterprise IG China and further develop its business and operations in the Greater China Region. He retired from WPP Group plc in 2005. Mr. Shieh has over 20 years of experience in advertising, public relations, corporate image and identity management.

#### *池慶康博士*

池博士現年57歲，於二零零七年至二零零九年間曾任職於美國底特律之通用汽車公司（「通用汽車」）之全球採購以及供應鏈管理之總建築師。池博士於二零零七年加盟通用汽車之前，曾為東方海外貨櫃航運有限公司董事兼資訊總裁，該公司為聯交所主板上市公司之東方海外（國際）有限公司（「東方海外」）之附屬公司。彼亦曾擔任東方海外董事會執行委員會成員，並整體負責資訊科技策略、資訊系統發展、資訊科技基礎建設、業務流程及促成獲取ISO9000認證。池博士亦曾擔任東方海外多間附屬公司之董事，包括貨訊通有限公司及IRIS Systems Limited。池博士於一九九三年加盟東方海外之前，曾為American Airlines Decision Technologies之高級主管。池博士亦於美國鐵路運輸業擁有豐富諮詢經驗。池博士持有普林斯頓大學碩士及博士學位、奧斯汀德州大學理科學士學位及國立台灣大學理科學士學位。

#### *謝禎忠先生*

謝先生現年54歲，於一九八二年加入台灣奧美廣告公司，並於一九九九年出任全球最大行銷傳播集團之一WPP Group plc旗下顧問附屬公司Enterprise IG之董事總經理。謝先生於二零零一年調任往上海成立Enterprise IG China，以進一步發展該公司在中華地區之業務及營運。彼於二零零五年自WPP Group plc退休。謝先生於廣告、公共關係、企業形象及身份識別管理方面擁有逾二十年經驗。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層簡歷

### SENIOR MANAGEMENT

#### Mr. Chen, Chen-Yuan

*President of TCC Yingde Cement Co., Ltd and President of Jurong TCC Cement Co., Ltd.*

Mr. Chen, aged 47, holds a Bachelor Degree in the Department of Engineering from Feng Chia University in Taiwan, and joined T'Cement in 1992. He has more than 20 years of experience in cement-related engineering. He joined the Group in April 2007.

#### Mr. Huang, Yi-Meng

*President of TCC (Guigang) Cement Ltd.*

Mr. Huang, aged 44, holds an Associate Degree in Electrical Engineering from National Taipei Institute of Technology in Taiwan, and joined T'Cement in 1991. He has over 20 years of experience in electrical and automation engineering businesses in cement industry. Between 2002 and April 2008, he had joined the Group as a leader of electrical sect in construction department in TCC Yingde Cement Co., Ltd and TCC Fuzhou Cement Co., Ltd. and was responsible for electrical and automation related fields during plants construction phase. He serviced in TCC (DongGuan) Cement Company Limited since November 2009. Mr. Huang then joined TCC (Guigang) Cement Ltd. as a leader of electrical department in September 2010 and was appointed as President of the plant in July 2011.

#### Mr. Lin, Miin-Shyong

*President of TCC Fuzhou Cement Co., Ltd.*

Mr. Lin, aged 40, was graduated from the Mechanical Engineering department of Hwa Hsia Institute of Technology in Taiwan, and joined Koos Group in 1997. He has more than 10 years of relevant experience in marketing and management. He joined the Group in October 2009.

#### Mr. Chiu, Yu-Wen

*President of Anhui King Bridge Cement Ltd*

Mr. Chiu, aged 37, graduated in Chemical Engineering from Ta Hwa College of Technology and Commerce, and joined T'Cement in 2000. He has more than 10 years of relevant experience in cement manufacturing. He joined the Group in April 2007.

### 高級管理層

#### 陳振源先生

台泥(英德)水泥有限公司總經理及句容台泥水泥有限公司總經理

陳先生現年47歲，持有台灣逢甲大學工學學士學位。彼於一九九二年加入T'Cement，擁有逾二十年水泥相關工程經驗。彼於二零零七年四月加入本集團。

#### 黃義孟先生

台泥(貴港)水泥有限公司總經理

黃先生現年44歲，持有台灣台北工業專科學校電機電力組大專學歷。彼於一九九一年加入T'Cement，在水泥業之電氣及自動化業務方面擁有逾二十年經驗，及於二零零二年至二零零八年四月加入本集團，期間擔任台泥(英德)水泥有限公司及福州台泥水泥有限公司之擴建處電務組主管，負責該廠籌建電氣及自動化業務工作。後於二零零九年十一月加入台泥(東莞)水泥有限公司，於二零一零年九月加入台泥(貴港)水泥有限公司擔任電務處長，二零一一年七月升任該廠總經理。

#### 林敏雄先生

福州台泥水泥有限公司總經理

林先生現年40歲，畢業於華夏技術學院機械工程系，彼於一九九七年加入和信企業團，擁有逾十年市場銷售與管理相關經驗。彼於二零零九年十月加入本集團。

#### 邱鈺文先生

安徽朱家橋水泥有限公司總經理

邱先生現年37歲，大華工商專科學校化工科畢業。彼於二零零零年加入T'Cement，在水泥製造方面擁有逾十年相關經驗。彼於二零零七年四月加入本集團。



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層簡歷

#### Mr. Wu, Chih-Feng

*President of TCC Liuzhou Construction Materials Company Limited*

Mr. Wu, aged 53, graduated in Marine Engineering from National Taiwan Ocean University. Mr. Wu has joined T'Cement since 1988. He has acquired practical experience through holding various posts responsible for plant construction planning, product dispatching management, storage and transportation management, standardized plant operation and advanced plant management. He joined the Group in October 2007.

#### Mr. Chen, Yin-Hua

*President of TCC (DongGuan) Cement Company Limited*

Mr. Chen, aged 45, holds a College Degree in the Department of Mechanical Engineering from National Taipei Institute of Technology, and joined T'Cement in 1992. He has more than 19 years of relevant engineering experience in cement plant. He joined the Group in October 2007.

#### Mr. Wu Jianping

*President of Yingde Dragon Mountain Cement Co, Ltd*

Mr. Wu, aged 46, graduated from Shanghai Tongji University and joined a large-scale cement group since 1988. He is now the chairman and president of several cement companies in the PRC. Mr. Wu has more than 20 years of experience in the production, operation and management of the cement industry. He joined the Group in April 2010.

#### Mr. Wu Likang

*President of TCC New (Hangzhou) Management Company Limited*

Mr. Wu, aged 45, graduated in Silicate from Wuhan Industrial University. Mr. Wu is a senior cement expert of China's cement industry. He has held senior management positions in a large-scale cement group in the PRC. He has more than 20 years of experience in corporate strategic planning, plant design and planning, engineering construction, cement manufacturing and operational management. He joined the Group in April 2010.

#### 吳志峰先生

*柳州台泥新型建材有限公司總經理*

吳先生現年53歲，畢業於國立台灣海洋大學輪機工程學系專業。吳先生自一九八八年起加入T'Cement。彼通過擔任多項職務（負責工廠建設規劃、發貨管理、儲運管理、標準化工廠運作及先進工廠管理等工作）而獲得實際工作經驗。彼於二零零七年十月加入本集團。

#### 陳銀華先生

*台泥（東莞）水泥有限公司總經理*

陳先生現年45歲，擁有國立台北工專機械工程大專學位。彼於一九九二年加入T'Cement，擁有逾十九年水泥廠工程相關經驗。彼於二零零七年十月加入本集團。

#### 吳建平先生

*英德龍山水泥有限責任公司總經理*

吳先生現年46歲，畢業於上海同濟大學，自一九八八年起加入一間大型水泥集團工作，現為多家中國水泥公司的董事長兼總經理。吳先生在水泥行業的生產、經營及管理方面擁有逾二十年的經驗。彼於二零一零年四月加入本集團。

#### 吳黎康先生

*新台泥（杭州）企業運營管理有限公司總經理*

吳先生現年45歲，畢業於武漢工業大學硅酸鹽專業。吳先生是中國水泥行業資深水泥專家，曾在國內大型水泥集團擔任高級管理職務，在企業戰略規劃、工廠設計規劃、工程建設、水泥製造及經營管理等方面擁有二十多年的經驗。彼於二零一零年四月加入本集團。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層簡歷

### Mr. Zhang Mulin

*Executive Vice President of TCC New (Hangzhou) Management Company Limited*

Mr. Zhang, aged 44, graduated in Business Administration from Wuhan Institute of Urban Construction. Mr. Zhang has held senior management positions in a large-scale cement group in the PRC. He has more than 20 years of experience in human resources management, corporate management, cement manufacturing and production operation. He joined the Group in April 2010.

### Mr. Wang Tianli

*President of TCC Liaoning Cement Company Limited*

Mr. Wang, aged 39, was graduated in Cement Technology from the School of Materials of Changchun University of Science and Technology. Mr. Wang has held senior management positions in a large-scale cement company in the PRC. He has more than 10 years of experience in business management, cement manufacturing, production operation and engineering construction. He joined the Group in April 2010.

### Mr. An Xinguo

*Executive Vice President of TCC Chongqing Cement Company Limited*

Mr. An, aged 32, graduated from the Institute of Materials Science and Engineering of Taiyuan University of Technology and specialized in Inorganic Non-metallic Materials. Mr. An has extensive technical expertise in cement industry and has held management positions in a large-scale cement group in the PRC. He has more than 10 years of experience in cement technology, production management, operation management. He joined the Group in April 2010.

### Mr. Qiao Shengtao

*Executive Vice President of Guangan Changxing Cement Co., Ltd*

Mr. Qiao, aged 30, graduated from Luoyang Institute of Science and Technology and specialized in Silicate Process Technology. He has held technical and management positions in a large-scale cement group in the PRC and has high theoretical level and strong practical experience in cement production process and operation management. He joined the Group in April 2010.

### 張木林先生

新台泥(杭州)企業運營管理有限公司  
常務副總經理

張先生現年44歲，畢業於武漢城建學院企業管理專業。張先生曾在中國大型水泥集團擔任高級管理職務，在人力資源管理、企業管理、水泥製造及生產經營等方面擁有二十多年的經驗。彼於二零一零年四月加入本集團。

### 王天利先生

台泥(遼寧)水泥有限公司總經理

王先生現年39歲，畢業於長春理工大學材料學院水泥工藝專業。王先生曾在中國大型水泥集團擔任高級管理職務，在企業管理、水泥製造、生產經營及工程建設等方面擁有十多年的經驗。彼於二零一零年四月加入本集團。

### 安新國先生

台泥(重慶)水泥有限公司常務副總經理

安先生現年32歲，畢業於太原理工大學材料工程學院無機非金屬材料專業。安先生有深厚的水泥工業專業技術知識，曾在中國大型水泥集團擔任管理職務，在水泥工藝技術、生產管理、經營管理等方面擁有十多年的經驗。彼於二零一零年四月加入本集團。

### 喬勝濤先生

廣安昌興水泥有限公司常務副總經理

喬先生現年30歲，畢業於洛陽理工大學硅酸鹽工藝專業，曾在中國大型水泥集團擔任技術及管理職務，在水泥生產工藝及經營管理方面具有較高理論水平和較強實操經驗。並於二零一零年四月加入本集團。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層簡歷

#### Mr. Ni Xianglai

##### *President of TCC Anshun Cement Company Limited*

Mr. Ni, aged 48, graduated from Sichuan Jiangyou Building Materials School and specialized in Cement Process Technology, and from Anhui Province TV University (安徽省電大) and specialized in Industrial Enterprise Management successively, and studied in MBA classes of Hefei University of Technology and Shanxi Building Industry University. Mr. Ni has held senior management positions in a large-scale cement group in the PRC and has more than 20 years of experience in cement manufacturing and operation management. He joined the Group in October 2011.

#### Mr. Wang Bing

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

Mr. Wang, aged 43, graduated from Ningguo Radio and TV University specialized in Law. Mr. Wang has held senior management positions in large-scale cement group in the PRC. He has more than 20 years of experience in corporate planning, engineering construction, cement manufacturing and operation management. He joined the Group in April 2010.

#### Mr. Luo Jiannong

##### *President of Guizhou Kong On Cement Company Limited*

Mr. Luo, aged 35, graduated from Nanjing Audit University specialized in Accounting. Mr. Luo has worked in financial, statistics, production and sales management disciplines and has advanced cement enterprise operation and management concepts and solid professional management knowledge. He took the position of the President of the Company in May 2011.

#### Mr. Cheung Chi Wah, Patrick

##### *Financial Controller and Company Secretary of the Group*

Mr. Cheung, aged 41, joined the Group in September 2010 and is mainly responsible for the accounting and financial management and company secretarial matters of the Group. He holds an Honours Degree in Accountancy from The Hong Kong Polytechnic University and a Master Degree in Information Technology Management from The Chinese University of Hong Kong. He is an associate of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. Prior to joining the Group, he had worked at a leading international accounting firm for about 5 years and had served senior management position in a listed company for over 10 years. He has over 15 years of professional experience in corporate finance, financial management, accounting and auditing.

#### 倪向雷先生

##### *台泥(安順)水泥有限公司總經理*

倪先生現年48歲，先後畢業於四川江油建材學校水泥工藝專業和安徽省電大工業企業管理專業，曾在合肥工業大學、陝西建築工業大學MBA班學習。倪先生曾在中國大型水泥集團擔任高級管理職務，在水泥製造及經營管理等方面擁有二十多年的經驗。彼於二零一一年十月加入本集團。

#### 王兵先生

##### *貴州凱里瑞安建材有限公司總經理*

王先生現年43歲，畢業於寧國廣播電視大學法律專業。王先生曾在中國大型水泥集團擔任高級管理職務，在企業規劃、工程建設、水泥製造及經營管理等方面擁有二十多年的經驗。彼於二零一零年四月加入本集團。

#### 羅建農先生

##### *貴州港安水泥有限公司總經理*

羅先生現年35歲，畢業於南京審計學院會計學專業。羅先生先後從事財務、統計、生產及銷售管理等工作，具有先進的水泥企業經營管理理念以及扎實的專業管理知識，彼於二零一一年五月擔任公司總經理。

#### 張志華先生

##### *本集團財務總監及公司秘書*

張先生現年41歲，於二零一零年九月加入本集團，主要負責本集團之會計及財務管理以及公司秘書事務。彼持有香港理工大學之會計榮譽學士學位及香港中文大學之資訊科技管理碩士學位。彼為香港會計師公會之會員及英國特許公認會計師公會之資深會員。加入本集團之前，他曾於一家著名國際會計師事務所任職約五年，並於一間上市公司出任高級管理職務逾十年。張先生於企業融資、財務管理、會計及審計方面擁有逾十五年專業經驗。

### CORPORATE GOVERNANCE PRACTICES

The Company has complied with the provisions of the Code on Corporate Governance Practices (the “CG Code”) set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange throughout the accounting year ended 31 December 2011, save for the exceptions that the Company has not fixed the terms of appointment for the non-executive Directors which deviates from the provision of A.4.1 of the CG Code. However, they are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provision to the Company’s Articles of Association, and their appointment will be reviewed when they are due for re-election. As such, in the opinion of the Directors, the principle of CG Code A.4 that all Directors should be subject to re-election at regular intervals has been upheld.

### CODES OF CONDUCT ON DIRECTORS’ SECURITIES TRANSACTION

The Company has adopted a code of conduct for securities transactions and dealings (the “Code of Conduct”) based on the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules. The terms of the Code of Conduct are no less exacting than the standards in the Model Code, and the Code of Conduct applies to all the relevant persons as defined in the Model Code, including the Directors, any employee of the Company, or a director or employee of a subsidiary or holding company of the Company who, because of such office or employment, are likely to be in possession of unpublished price sensitive information in relation to the Company or its securities. Having made specific enquiry, all Directors have complied with the required standard set out in the Model Code throughout the year of 2011.

### 企業管治常規

截至二零一一年十二月三十一日止會計年度，本公司一直遵守聯交所證券上市規則附錄14所載之企業管治常規守則（「企業管治守則」）的條文，惟本公司並未固定非執行董事之任期除外，此舉偏離企業管治守則之條文第A.4.1條。然而，該等非執行董事須根據本公司之組織章程細則條文於本公司之股東週年大會上輪值告退及膺選連任，並於彼等到期膺選連任時審閱其委任。因此，董事認為，本公司已遵從企業管治守則第A.4條之全體董事須定期膺選連任之原則。

### 董事進行證券交易之操守守則

本公司已根據上市規則附錄10所載之上市發行人董事進行證券交易之標準守則（「標準守則」）採納一套證券交易及買賣操守守則（「操守守則」）。操守守則之條款不遜於標準守則之標準，而操守守則適用於標準守則所界定之所有相關人士，包括本公司董事、本公司任何僱員，或本公司之附屬公司或控股公司之董事或僱員，而彼等因其職務或受聘可能獲得有關本公司或其證券之未公告股價敏感資料。經作出特定查詢後，全體董事於二零一一年全年已遵守標準守則所載之規定標準。



## BOARD OF DIRECTORS

During the year, the Board comprised two executive and seven non-executive Directors of whom three are independent as defined by the Stock Exchange. The number of independent non-executive Directors and the non-executive Directors represents 33% and 44% of the Board respectively. To enhance independence and accountability, the role and responsibility of the Group Chairman, Mr. Koo, Cheng-Yun, Leslie and the Group Managing Director, Mr. Wu Yih Chin, is separated (the biographical details of the Directors are set out on pages 35 to 38).

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

In accordance with the Articles, all Directors appointed to fill a causal vacancy should be subject to election by Shareholders at the first general meeting after their appointment. At every annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation.

## 董事會

年內，董事會由兩名執行董事及七名非執行董事組成，其中三名具有聯交所定義之獨立性。獨立非執行董事及非執行董事之數目分別佔董事會之33%及44%。為加強獨立性及問責性，集團主席辜成允先生與集團董事總經理吳義欽先生之角色及職責已作區分（董事之簡歷詳情載於第35至38頁）。

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

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

The Board meets in person or through other electronic means of communication at least four times every year. The Board is responsible for overseeing the Group's businesses and development, formulating long term strategies and policies. The Board also monitors and controls operating and financial performance in pursuit of the Group's strategic objectives. All Directors and Board committees have recourse to external legal counsel and other professionals for independent advice at the Group's expense if they require it. The Board has delegated the day-to-day management and operation of the Group's businesses to management.

Pursuant to the requirements of the CG Code, three Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee (established on 22 March 2012), were established to oversee particular aspects of the Group's affairs.

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

董事會每年至少舉行四次會議，董事可親身出席或透過其他電子通訊途徑參與。董事會負責監督本集團之業務及發展，制定長遠策略及政策。董事會亦監察及控制營運及財務表現，務求達至本集團之策略性目標。全體董事及董事委員會均可在彼等有需要時尋求外聘法律顧問及其他專業人士之獨立意見，費用由本集團承擔。董事會已將本集團業務之日常管理及營運交予管理層處理。

根據企業管治守則之規定，本公司已成立三個董事委員會（即審核委員會、薪酬委員會及提名委員會（於二零一二年三月二十二日成立）），負責監督本集團事務之特定範疇。

各董事於年內於董事會會議及兩個委員會會議之出席率詳情載於下表：

		Meetings Attended/Held 出席／舉行會議		
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
<b>Executive Directors</b>	<b>執行董事</b>			
Mr. Koo, Cheng-Yun, Leslie	辜成允先生	8/8	N/A 不適用	1/1
Mr. Wu Yih Chin	吳義欽先生	8/8	2/2*	1/1
<b>Non-executive Directors</b>	<b>非執行董事</b>			
Dr. Shan Weijian	單偉建博士	5/8	N/A 不適用	N/A 不適用
Mr. Chang, An-Ping, Nelson	張安平先生	6/8	N/A 不適用	N/A 不適用
Mr. Chang, Kang-Lung, Jason	張剛綸先生	7/8	2/2*	N/A 不適用
Ms. Wang, Lishin, Elizabeth	王立心女士	8/8	2/2	N/A 不適用
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>			
Dr. Liao Poon Huai, Donald	廖本懷博士	5/8	1/2	0/1
Dr. Chih Ching Kang, Kenneth	池慶康博士	8/8	2/2	1/1
Mr. Shieh, Jen-Chung, Roger	謝禎忠先生	7/8	2/2	1/1

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

\* 該董事於有關時間並非委員會成員但應邀出席有關會議。

## NOMINATION OF DIRECTORS

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

## AUDIT COMMITTEE

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

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

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

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

1. Reviewed the Group's 2010 annual and 2011 interim reports, internal controls and corporate governance issues, financial and accounting policies and practices and made recommendations to the Board;
2. Recommended to the Board on the re-appointment of Deloitte Touche Tohmatsu as auditor and to develop policy on the engagement of an external auditor to supply non-audit services;

## 董事提名

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

## 審核委員會

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

廖本懷博士 (委員會主席)  
池慶康博士  
謝禎忠先生  
王立心女士

所有成員均擁有各種行業經驗及上市規則所要求之適當專業資格。

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

1. 審閱本集團之二零一零年年報及二零一一年中期報告、內部監控及企業管治事項、財務及會計之政策與守則以及向董事會作出建議；
2. 就續聘德勤•關黃陳方會計師行為核數師向董事會提出建議，並制定委聘外聘核數師以提供非審計服務之政策；

3. Discussed with the external auditor their independence and the nature and scope of the audit; and
4. Discussed with the external auditor any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control and management's response.

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

## REMUNERATION COMMITTEE

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

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

Its major terms of reference are summarized as follows:

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

3. 與外聘核數師討論其獨立性及核數之性質及範圍；及
4. 與外聘核數師討論其就有關會計記錄、財務賬目或監控系統及管理層回應而向管理層作出之任何重大查詢。

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

## 薪酬委員會

薪酬委員會包括三名獨立非執行董事及兩名執行董事：

廖本懷博士 (委員會主席)  
辜成允先生  
吳義欽先生  
池慶康博士  
謝禎忠先生

其主要職權範圍概述如下：

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



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

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

薪酬委員會獲董事會授權向本公司任何僱員索取任何所需資料，以履行其職責。

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

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

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

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

One meeting was held in 2011, with the attendance rate of 80%. No executive Director takes part in any discussion about his own remuneration.

本公司於二零一一年已經召開一次會議，出席率為80%。概無執行董事參與任何有關其本身薪酬之討論。

## NOMINATION COMMITTEE

The Nomination Committee was established on 22 March 2012 and its members comprise three independent non-executive Directors and two executive Directors:

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

Its major terms of reference are summarized as follows:

1. To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
2. To identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
3. To assess the independence of independent non-executive Directors; and
4. To make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive.

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

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

Member of Nomination Committee can call for a meeting anytime when it is necessary.

## 提名委員會

本公司於二零一二年三月二十二日成立提名委員會，而其成員包括三名獨立非執行董事及兩名執行董事：

辜成允先生 (委員會主席)  
吳義欽先生  
廖本懷博士  
池慶康博士  
謝禎忠先生

其主要職權範圍概述如下：

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

提名委員會獲董事會授權向本公司任何僱員索取任何所需資料，以履行其職責。

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

提名委員會成員可於必要時隨時召集會議。

## AUDITOR'S REMUNERATION

During the year, the fees charged to the accounts of the Company and its subsidiaries for the non-statutory audit services amounted to HK\$2,060,000. The non-statutory audit services consist of financial due diligence, tax compliance and the interim review. The cost of statutory audit services provided by external auditor was HK\$5,330,000. The responsibilities of the external auditor with respect to financial reporting are set out in the section of "Independent Auditor's Report" on pages 68 to 70.

## CONNECTED TRANSACTIONS

During the year, the Group had issued announcement in respect of a number of "connected transactions", details of which have been included in the Report of the Directors on pages 51 to 67 and the related announcements.

## FINANCIAL REPORTING

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

## INTERNAL CONTROL

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

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

## 核數師酬金

年內，本公司及其附屬公司賬目內就非法定核數服務扣除之費用為2,060,000港元。非法定核數服務包括財務盡職審查、稅務遵規及中期審閱。外聘核數師提供之法定核數服務成本為5,330,000港元。外聘核數師有關財務申報之責任載於第68至70頁「獨立核數師報告書」一節。

## 關連交易

年內，本集團就多項「關連交易」發出公告，詳情載於第51至67頁之董事會報告書及有關公告。

## 財務申報

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

## 內部監控

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

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

The Directors are pleased to present their annual report together with the audited financial statements of the Group for the year ended 31 December 2011.

## PRINCIPAL ACTIVITIES

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

## RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2011 are set out in the consolidated statement of comprehensive income on pages 71 to 72. The Directors now recommend the payment of a final dividend of HK7.5 cents per ordinary and preference share to the shareholders whose names appear on the register of members of ordinary shares or the register of members of preference shares of the Company on 30 May 2012, estimated to be HK\$284,249,000.

## PROPERTY, PLANT AND EQUIPMENT

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

## SHARE CAPITAL

Details of movements during the year in the ordinary share capital and non-redeemable convertible preference share of the Company are set out in Note 34 and Note 35 to the consolidated financial statements.

## PRE-EMPTIVE RIGHTS

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

董事謹此欣然呈報本集團截至二零一一年十二月三十一日止年度之年報以及經審核財務報表。

## 主要業務

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

## 業績及股息

本集團截至二零一一年十二月三十一日止年度之業績載於第71頁至72頁之綜合全面收益表。董事現建議向於二零一二年五月三十日名列本公司普通股股東名冊或優先股股東名冊之股東派付末期股息每股普通股及優先股7.5港仙，預計將為284,249,000港元。

## 物業、廠房及設備

本集團於本年度之物業、廠房及設備變動詳情載於綜合財務報表附註15。

## 股本

本公司於本年度之普通股股本及不可贖回可轉換優先股之變動詳情載於綜合財務報表附註34及附註35。

## 優先購股權

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



## REPORT OF THE DIRECTORS

### 董事會報告書

#### RESERVES

Details of the movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 75.

At 31 December 2011, the Company's reserve, including the share premium and contributed surplus accounts, available for cash distribution and/or distribution in specie, computed in accordance with the Companies Law (2004 Revision) of the Cayman Islands, amounted to HK\$15,147,188,000. Under the laws of the Cayman Islands, a company may make distributions to its members from the share premium and contributed surplus accounts under certain circumstances.

#### DIRECTORS

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

##### Executive Directors:

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

WU Yih Chin (*Managing Director*)

##### Non-executive Directors:

SHAN Weijian

CHANG, An-Ping, Nelson

CHANG, Kang-Lung, Jason

WANG, Lishin, Elizabeth

##### Independent non-executive Directors:

LIAO Poon Huai, Donald

CHIH Ching Kang, Kenneth

SHIEH, Jen-Chung, Roger

#### 儲備

本集團於本年度之儲備變動詳情載於第75頁之綜合權益變動表內。

於二零一一年十二月三十一日，本公司可供現金分派及／或實物分派之儲備（包括股份溢價及繳入盈餘賬），根據開曼群島公司法（二零零四年修訂本）計算，達15,147,188,000港元。根據開曼群島法例，在若干情況下，公司可動用股份溢價及繳入盈餘賬向股東作出分派。

#### 董事

於本年度及截至本報告日期止任職本公司之董事如下：

##### 執行董事：

辜成允（主席）

吳義欽（董事總經理）

##### 非執行董事：

單偉建

張安平

張剛綸

王立心

##### 獨立非執行董事：

廖本懷

池慶康

謝禎忠

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

In accordance with Article 116 of the Articles of Association, Dr. Shan Weijian, Dr. Chih Ching Kang, Kenneth and Mr. Shieh, Jen-Chung, Roger shall retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

## DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 35 to 42.

## DIRECTORS' SERVICE CONTRACTS

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

## DIRECTORS' INTERESTS IN CONTRACTS

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

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

根據組織章程細則第116條，單偉建博士、池慶康博士及謝禎忠先生須輪職告退，惟彼等合資格且願意於即將召開之股東週年大會膺選連任。

## 董事及高級管理層之履歷

董事及本集團高級管理層之詳細履歷載於第35至42頁。

## 董事之服務合約

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

## 董事於合約之權益

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

## SHARE OPTION SCHEME

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

A summary of movement of the share options granted to Directors during the year is as follows:

## 購股權計劃

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

年內授予董事之購股權之變動概要如下：

Name of Directors	Date of grant	Exercise price	Exercise period	Number of share options		
				Granted during the year	Exercised during the year	Outstanding at 31.12.2011
董事姓名	授出日期	行使價 HK\$ 港元	行使期 (note) (附註)	於年內授出	年內已行使	於二零一一年十二月三十一日 尚未行使
Koo, Cheng-Yun, Leslie 辜成允	27 May 2011 二零一一年 五月二十七日	4.42	27 February 2012 to 26 May 2014 二零一二年 二月二十七日至 二零一四年 五月二十六日	10,450,000	-	10,450,000
Wu Yih Chin 吳義欽	27 May 2011 二零一一年 五月二十七日	4.42	27 February 2012 to 26 May 2014 二零一二年 二月二十七日至 二零一四年 五月二十六日	2,000,000	-	2,000,000
				12,450,000	-	12,450,000

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

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

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 31 December 2011, the Directors, Chief Executive or their associates had interests in the shares and underlying shares of the Company and its associated corporations as recorded in the register maintained by the Company pursuant to Section 352 of the SFO as follows:

### (i) Long positions in the Ordinary Shares as at 31 December 2011

Name of Directors	Capacity and nature of interest	Number of Ordinary Shares held	Percentage of the Company's issued Ordinary Share capital 佔本公司已發行普通股股本之百分比
董事姓名	持有權益之身份及性質	所持普通股數目	普通股股本之百分比
KOO, Cheng-Yun, Leslie	Directly beneficially owned	56,097,019 <i>(note 1)</i>	1.70%
辜成允	直接實益擁有	<i>(附註1)</i>	
WU Yih Chin	Directly beneficially owned	5,650,000	0.17%
吳義欽	直接實益擁有		
CHANG, Kang-Lung, Jason	Directly beneficially owned	3,000,000	0.09%
張剛綸	直接實益擁有		
		64,747,019	1.96%

## 董事及行政總裁於證券之權益

於二零一一年十二月三十一日，根據本公司按證券及期貨條例第352條置存之登記冊所示，董事、行政總裁或其聯繫人士於本公司及其相聯法團之股份及相關股份之權益載列如下：

### (i) 於二零一一年十二月三十一日，於普通股之好倉



## REPORT OF THE DIRECTORS

### 董事會報告書

note:

- (1) 38,859,000 Ordinary Shares were directly beneficially owned by Mr. Koo. An additional 17,238,019 Ordinary Shares were also held by a corporation which is 49.85% beneficially owned by Mr. Koo.

The interests of the Directors in the share options of the Company are separately disclosed in Note 36 to the consolidated financial statements.

#### (ii) Long positions in shares and underlying shares of associated corporations as at 31 December 2011

T'Cement

附註：

- (1) 辜先生直接實益擁有38,859,000股普通股。同時，辜先生實益擁有49.85%權益之一間公司持有額外17,238,019股普通股。

董事於本公司購股權之權益分別披露於綜合財務報表附註36內。

#### (ii) 於二零一一年十二月三十一日，於相聯法團股份及相關股份之好倉

T'Cement

Name of Directors 董事姓名	Number of shares held, capacity and nature of interest 所持之股份數目、身份及權益性質			Total 總計	Approximately percentage of shareholding 約佔股權 百分比
	Directly beneficially owned 直接實益擁有	Through spouse or minor children 透過配偶或 未成年子女	Through controlled corporation 透過 受控制法團		
KOO, Cheng-Yun, Leslie 辜成允	46,827,543	91 (note 1) (附註1)	183,538,052 (note 2) (附註2)	230,365,686	6.24%
WU Yih Chin 吳義欽	101,944	-	-	101,944	0.01%
CHANG, An-Ping, Nelson 張安平	156,573	3,059,817 (note 1) (附註1)	7,155,821 (note 3) (附註3)	10,372,211	0.28%
LIAO Poon Huai, Donald 廖本懷	12,616	789,293 (note 1) (附註1)	-	801,909	0.02%
CHIH Ching Kang, Kenneth 池慶康	50,000	-	-	50,000	0.01%

notes:

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

附註：

- (1) 股份由各董事之配偶作為登記及實益股東持有。

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

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

Save as disclosed above, as at 31 December 2011, the Company has not been notified of any interests or short positions were held or deemed to be held under Part XV of the SFO by any Director or Chief Executive of the Company or their respective associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or pursuant to the Model Code or which were required pursuant to Section 352 of the SFO to be recorded in the register referred to therein. Nor any of the Directors and the Chief Executive (including their spouses and children under the age of 18) had, as at 31 December 2011, any interest in, or had been granted any right to subscribe for the securities and options of the Company and its associated corporations within the meaning of the SFO, or had exercised any such rights.

除上文所披露者外，於二零一一年十二月三十一日，本公司並無獲知會本公司之任何董事、行政總裁或其各自之聯繫人士持有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、相關股份及債券或根據證券及期貨條例第XV部被視為持有任何權益或淡倉，而須根據證券及期貨條例第XV部第7及8分部或根據標準守則知會本公司及聯交所，或須根據證券及期貨條例第352條而記入該條所提及之登記冊內。於二零一一年十二月三十一日，董事及行政總裁（包括其配偶及未滿18歲之子女）概無亦不曾獲授任何可認購本公司及其相聯法團（定義見證券及期貨條例）之證券及購股權之權益或權利，亦從未行使任何有關權利。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from the details as disclosed under the share option scheme disclosure in Note 36 to the consolidated financial statements, at no time during the year, there were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by the Directors; or was the Company, or any of its holding companies, fellow subsidiaries and subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

## 董事收購股份或債券之權利

除根據綜合財務報表附註36之購股權計劃披露所披露之詳情外，本年度內本公司任何董事或彼等各自之配偶或未成年子女概未獲授權透過購入本公司股份或債券而得益，亦無董事行使該等權利；本公司或其任何控股公司、同系附屬公司及附屬公司概無參與任何安排，致使董事可收購任何其他公司之該等權利。

## SHAREHOLDERS WITH NOTIFIABLE INTERESTS

As at 31 December 2011, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following Shareholders had notified the Company of the relevant interests in the issued share capital of the Company.

### (i) Long positions in the Ordinary Shares as at 31 December 2011

Name of Shareholders	Capacity and nature of interest	Number of Ordinary Shares held	Percentage of the Company's total issued Ordinary Share capital 佔本公司已發行普通股股本總額之百分比
股東名稱	持有權益之身份及性質	所持普通股數目	
TCCI	Directly beneficially owned 直接實益擁有	1,861,802,000	56.49%
T'Cement ( <i>note 1</i> ) T'Cement (附註1)	Through a controlled corporation 透過受控制法團	1,861,802,000	56.49%
CHPL	Directly beneficially owned 直接實益擁有	521,999,500	15.84%
Chia Hsin Cement ( <i>note 2</i> ) 嘉新水泥 (附註2)	Through a controlled corporation 透過受控制法團	521,999,500	15.84%

notes:

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

## 擁有須申報權益之股東

於二零一一年十二月三十一日，根據本公司按證券及期貨條例第336條置存之主要股東登記冊所示，下列股東已知會本公司，彼等擁有本公司已發行股本之有關權益。

### (i) 於二零一一年十二月三十一日，於普通股之好倉

附註：

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

(ii) Long positions in the underlying shares of the New Convertible Preference Shares of the Company as at 31 December 2011

(ii) 於二零一一年十二月三十一日，於本公司新可轉換優先股之相關股份之好倉

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

*note:*

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

*附註:*

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

Save as disclosed above, as at 31 December 2011, no other person had interests or short positions in the shares and underlying shares of the Company which were required to be disclosed to the Company or the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上述披露者外，於二零一一年十二月三十一日，概無其他人士於本公司之股份及相關股份持有權益或淡倉，而須根據證券及期貨條例第XV部第2及3分部之規定知會本公司及聯交所，或須記錄於本公司根據證券及期貨條例第336條存備之登記冊內。



## MAJOR CUSTOMERS AND SUPPLIERS

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

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

## RELATED PARTIES AND CONTINUING CONNECTED TRANSACTIONS

Related party transactions, which fall within the definition stipulated in the Hong Kong Accounting Standard 24 "Related Party Disclosures", undertaken by the Group during the year are set out in Note 44 to the consolidated financial statements. The transactions included in Note 44 items (i) to (vii) to the consolidated financial statements also constitute continuing connected transactions as defined under Chapter 14A of the Listing Rules.

## 主要客戶及供應商

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

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

## 關連人士及持續關連交易

本集團於本年度按照香港會計準則第24號內「關連人士披露」訂明之定義進行之關連人士交易載列於綜合財務報表附註44。綜合財務報表附註44第(i)至(vii)項所載之交易亦同時構成上市規則第14A章所界定之持續關連交易。

The Directors have reviewed the following continuing connected transactions under which a conditional waiver from strict compliance with the continuing connected transaction requirements as set out in Chapter 14A of the Listing Rules has been obtained:

董事已對下列各項持續關連交易作出審核，該等持續關連交易已獲有條件豁免嚴格遵守上市規則第14A章所載有關持續關連交易之規定：

		Amount	Annual cap under the waiver granted by the Stock Exchange 根據聯交所 所授豁免之年度上限	notes
		金額		附註
		HK\$'000	HK\$'000	
		千港元	千港元	
Leasing of a site on Tsing Yi Island, Hong Kong, from a fellow subsidiary of the Company	向本公司一間同系附屬公司租賃香港青衣島一塊地皮	4,968	4,968	1
Leasing of a site in Tondo, Manila, the Philippines, from an associate of the Company's ultimate holding company	向本公司之最終控股公司之一間聯營公司租賃菲律賓馬尼拉Tondo一塊地皮	1,195	1,195	1
Purchase of cement in Hong Kong from the Company's ultimate holding company and its subsidiaries	向本公司之最終控股公司及其附屬公司在香港購入水泥	26,757	176,000	2
Purchase of cement and/or clinker in the PRC from the Company's ultimate holding company and its subsidiaries	向本公司之最終控股公司及其附屬公司在中國購入水泥及／或熟料	7,985	85,000	2
Supply of cement to a substantial shareholder and its subsidiaries	向一名主要股東及其附屬公司供應水泥	-	116,000	2
Purchase of clinker from a subsidiary of a substantial shareholder of a non-wholly owned subsidiary	向一間非全資附屬公司之一名主要股東之附屬公司購入熟料	23,147	156,000	2

**REPORT OF THE DIRECTORS**  
董事會報告書

		Annual cap under the waiver granted by the		
		Stock Exchange	<i>notes</i>	
		根據聯交所 所授豁免之年度上限	<i>附註</i>	
	Amount	HK\$'000		
	金額	HK\$'000		
	千港元	千港元		
Receive of transportation and management services from fellow subsidiaries of the Company	由本公司之同系附屬公司提供 運輸及管理服務	263,685	405,400	2
Supply of slag powder to a substantial shareholder and its subsidiaries	向一名主要股東及其附屬公司 供應礦渣粉	-	19,000	3
Receive of maintenance service of a computer software system from fellow subsidiaries of the Company	由本公司之同系附屬公司 提供電腦軟件系統維護服務	6,252	8,045	3

notes:

- (1) The basis of the pricing policies for the above continuing connected transaction is set out in greater details in the prospectus of the Company dated 23 September 1997.
- (2) The basis of the price determination for the above continuing connected transactions is set out in greater details in circular to the Shareholders of the Company dated 5 January 2010.
- (3) The basis of the price determination for the above continuing connected transaction is set out in greater details in the announcement to the Shareholders of the Company dated 16 December 2009.

The Directors, including the independent non-executive Directors, confirmed that these continuing connected transactions have been approved by the board of Directors and, in their opinion, were:

- (a) conducted on normal commercial terms and in the ordinary and usual course of business of the Group;
- (b) fair and reasonable so far as the Shareholders of the Company are concerned;
- (c) entered into either in accordance with the terms of the agreements governing such transactions or, where there are no such agreements, on terms that are no less favourable than those available to or from Independent Third Parties; and
- (d) within the annual cap under the waiver granted by the Stock Exchange.

附註：

- (1) 上文之持續關連交易之定價政策基準已詳列於本公司日期為一九九七年九月二十三日之招股章程內。
- (2) 上文之持續關連交易之定價基準已詳列於二零一零年一月五日本公司致股東之通函內。
- (3) 上文之持續關連交易之定價基準已詳列於二零零九年十二月十六日本公司致股東之公告內。

董事（包括獨立非執行董事）確認該等持續關連交易已經獲董事會批准，並認為：

- (a) 在本集團日常及一般商業過程中按正常商業條款訂立；
- (b) 對本公司股東而言屬公平合理；
- (c) 根據規管該等交易之協議之條款或（倘無任何該等協議）根據不遜於提供予或可從獨立第三方獲得之條款訂立；及
- (d) 已根據聯交所所授豁免之年度上限為限。



## REPORT OF THE DIRECTORS

### 董事會報告書

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

All independent non-executive Directors have reviewed the continuing connected transactions and the report of the auditor and confirmed that the transactions have been entered into by the Company in the ordinary course of its business, on normal commercial terms, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.

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

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

根據上市規則第14A.38條，本公司已聘用其核數師，遵照香港會計師公會發出之香港鑒證業務準則第3000號「對過往財務資料進行審核或審閱以外之鑒證業務」(「Assurance Engagements Other Than Audits or Reviews of Historical Financial Information」)及參考實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」(「Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules」)，就本集團持續關連交易作出匯報。核數師已根據上市規則第14A.38條發出無保留意見函件，當中闡述其就持續關連交易之調查及結論。本公司已將有關核數師函件副本送呈聯交所。

所有獨立非執行董事已審閱持續關連交易及核數師報告，並已確認交易乃由本公司在日常業務過程中進行，按一般商業條款訂立，及符合規管該等交易之協議之公平合理條款，並符合本公司股東之整體利益。

### 購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司概無於年內購買、出售或贖回本公司之任何上市證券。

## DISCLOSURES PURSUANT TO RULE 13.21 OF THE LISTING RULES

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

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

Pursuant to a loan agreement dated 2 December 2011 between the Company and a bank relating to a two-year loan facility of HK\$128,000,000, and a loan agreement dated 22 June 2011 between the Company and a bank relating to a three-year loan facility of US\$40,000,000, a termination event would arise if (i) T'Cement ceases to own legally and beneficially, at least 30% of the shares in the Company's capital or (ii) the Group fails to meet the financial covenants stipulated in the loan facility.

## 根據上市規則第13.21條之規定作出披露

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

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

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

## REPORT OF THE DIRECTORS

### 董事會報告書

Pursuant to a loan agreement dated 19 May 2010 between the Company and a bank relating to a two-year loan facility of HK\$50,000,000, a termination event would arise if T'Cement ceases to own legally and beneficially, at least 30% of the shares in the Company's capital.

Pursuant to a loan agreement dated 28 April 2011 between the Company and a bank relating to a one-year loan facility of HK\$40,000,000, a termination event would arise if T'Cement ceases to own legally and beneficially, at least 30% of the shares in the Company's capital.

## CORPORATE GOVERNANCE

Principal corporate governance practices as adopted by the Company are set out in the Corporate Governance Report on pages 43 to 50.

## EMOLUMENT POLICY

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

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

根據本公司與一間銀行在二零一零年五月十九日訂立有關50,000,000港元之兩年期貸款融資之貸款協議，如T'Cement終止合法及實益擁有本公司股本中至少30%股份，該貸款協議將被視為發生終止事件。

根據本公司與一間銀行在二零一一年四月二十八日訂立有關40,000,000港元之一年期貸款融資之貸款協議，如T'Cement終止合法及實益擁有本公司股本中至少30%股份，該等貸款協議將被視為發生終止事件。

## 企業管治

本公司採納之主要企業管治常規載於第43至50頁企業管治報告內。

## 酬金政策

本集團之僱員酬金政策由薪酬委員會按僱員之表現、資格及能力而訂立。

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

## AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

Details of the Company's Audit Committee, Remuneration Committee and Nomination Committee are set out in the Corporate Governance Report on pages 43 to 50.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules throughout the year ended 31 December 2011.

## FINANCIAL SUMMARY

A summary of the Group's results and its assets and liabilities for the past five years is set out on page 188.

## AUDITOR

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

By order of the Board

**KOO, Cheng-Yun, Leslie**  
CHAIRMAN

Hong Kong  
22 March 2012

## 審核委員會、薪酬委員會及提名委員會

本公司之審核委員會、薪酬委員會及提名委員會詳情載於第43至50頁企業管治報告內。

## 足夠公眾持股量

根據本公司所得之公開資料，並就董事所知，於截至二零一一年十二月三十一日止整個年度內，本公司符合上市規則之足夠公眾持股量規定，即本公司已發行股份不少於25%須由公眾持有。

## 財務摘要

本集團過往五年之業績、資產及負債摘要載於第188頁。

## 核數師

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

承董事會命

主席  
辜成允

香港  
二零一二年三月二十二日



# Deloitte.

## 德勤

TO THE MEMBERS OF  
TCC INTERNATIONAL HOLDINGS LIMITED  
*(incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of TCC International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 71 to 187, which comprise the consolidated statement of financial position as at 31 December 2011, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

致台泥國際集團有限公司各股東  
  
(於開曼群島註冊成立之有限公司)

吾等已審核列載於第71至187頁台泥國際集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。綜合財務報表包括於二零一一年十二月三十一日之綜合財務狀況表，以及截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表連同主要會計政策摘要及其他解釋資料。

### 董事就綜合財務報表之責任

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

## AUDITOR'S RESPONSIBILITY

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

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

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

## 核數師之責任

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

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

吾等相信吾等已得到足夠及適當之審核憑證以作為提供該審核意見之基礎。

## INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2011, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

22 March 2012

### 意見

吾等認為，該等綜合財務報表已根據香港財務報告準則真實與公平地反映 貴集團於二零一一年十二月三十一日之財務狀況及 貴集團於截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露規定妥為編製。

**德勤•關黃陳方會計師行**

*執業會計師*

香港

二零一二年三月二十二日

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

			2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
		Notes 附註		
REVENUE	收益	6	11,266,196	8,125,854
Cost of sales	銷售成本		(8,377,409)	(6,596,337)
Gross profit	毛利		2,888,787	1,529,517
Investment income	投資收入	7	33,750	33,688
Other income, gains and losses	其他收入、收益及虧損	8	291,806	148,790
Selling and distribution expenses	銷售及分銷開支		(437,098)	(319,756)
General and administrative expenses	一般及行政開支		(555,117)	(342,496)
Finance costs	融資成本	9	(428,995)	(318,028)
Share of results of associates	應佔聯營公司之業績		1,793,133	731,715
			242,352	224,086
Profit before tax	除稅前溢利	10	2,035,485	955,801
Income tax expense	所得稅支出	12	(349,552)	(116,774)
PROFIT FOR THE YEAR	本年度溢利		1,685,933	839,027
Other comprehensive income	其他全面收益			
Exchange differences arising on translation to presentation currency	換算為呈列貨幣產生之匯兌差額		463,628	408,175
Gain on revaluation of property	重估物業收益		1,985	4,758
Income tax relating to revaluation of property	有關重估物業之所得稅		(238)	(795)
Share of other comprehensive income of associates	應佔聯營公司之其他全面收益		50,473	40,515
OTHER COMPREHENSIVE INCOME FOR THE YEAR	本年度其他全面收益		515,848	452,653
Total comprehensive income for the year	本年度全面收益總額		2,201,781	1,291,680



## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

### 綜合全面收益表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Profit for the year attributable to:				
	應佔本年度溢利：			
Owners of the Company	本公司擁有人		1,637,880	784,053
Non-controlling interests	非控股權益		48,053	54,974
			<b>1,685,933</b>	839,027
Total comprehensive income attributable to:				
	應佔全面收益總額：			
Owners of the Company	本公司擁有人		2,139,754	1,224,382
Non-controlling interests	非控股權益		62,027	67,298
			<b>2,201,781</b>	1,291,680
EARNINGS PER SHARE				
	每股盈利	14		
- Basic	- 基本		HK49.1 cents港仙	HK28.4 cents港仙
- Diluted	- 攤薄		HK49.1 cents港仙	HK28.4 cents港仙

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2011 於二零一一年十二月三十一日

		Notes	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
		附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	15,864,953	12,816,206
Prepaid lease payments	預付租賃款項	16	1,745,207	1,599,818
Intangible assets	無形資產	17	2,647,565	2,648,561
Mining rights	採礦權	19	406,633	398,562
Interests in associates	聯營公司權益	20	1,456,066	1,414,776
Loan to an associate	聯營公司貸款	20	-	2,200
Long term deposits	長期按金		828	720
Loan receivables	應收貸款	21	87,147	109,740
Deposits paid for the acquisition of property, plant and equipment and other assets	就收購物業、廠房及設備及其他資產支付之訂金		578,050	712,127
Deposits paid for acquisition of subsidiaries	就收購附屬公司支付之訂金		720,666	-
Available-for-sale investments	可供出售投資	22	57,501	59,772
Deferred tax assets	遞延稅項資產	23	879	1,275
Pledged bank deposits	已抵押銀行存款	24	3,970	2,360
			<b>23,569,465</b>	<b>19,766,117</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	25	1,491,855	895,105
Prepaid lease payments	預付租賃款項	16	46,724	40,695
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	26	1,695,361	813,508
Trade receivables	應收貿易賬款	27	2,205,998	1,811,954
Tax recoverables	可收回稅項		9,579	77
Held-for-trading investments	持作交易用途之投資	22	84,886	327,100
Pledged bank deposits	已抵押銀行存款	24	130,378	27,094
Time deposits	定期存款	24	12,300	24,780
Cash and bank balances	現金及銀行結餘	24	3,620,077	3,323,082
			<b>9,297,158</b>	<b>7,263,395</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付貿易賬款	28	1,651,931	1,623,329
Other payables and accrued liabilities	其他應付款項及應計負債		1,243,277	892,360
Tax payables	應付稅項		102,547	47,064
Bank loans	銀行貸款	29	5,309,017	3,529,456
Amount due to a non-controlling shareholder	應付一位非控股股東款項	30	74,093	93,785
Senior notes	優先票據	31	-	139,396
			<b>8,380,865</b>	<b>6,325,390</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>916,293</b>	<b>938,005</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>24,485,758</b>	<b>20,704,122</b>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

At 31 December 2011 於二零一一年十二月三十一日

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bank loans	銀行貸款	29	7,878,716	8,489,568
Amount due to immediate holding company	應付直屬控股公司款項	32	933,600	932,400
Long term payable	長期應付款項		17,491	9,133
Deferred tax liabilities	遞延稅項負債	23	358,144	364,091
			<b>9,187,951</b>	9,795,192
			<b>15,297,807</b>	10,908,930
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital – ordinary shares	股本 – 普通股	34	329,564	329,563
Share capital – non-redeemable convertible preference shares	股本 – 不可贖回可轉換優先股	35	49,434	–
Reserves	儲備		14,563,955	10,282,817
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>		<b>14,942,953</b>	10,612,380
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>354,854</b>	296,550
			<b>15,297,807</b>	10,908,930

The consolidated financial statements on pages 71 to 187 were approved and authorised for issue by the board of Directors on 22 March 2012 and are signed on its behalf by:

第71至187頁之綜合財務報表已於二零一二年三月二十二日獲董事會批准及授權發表，並由以下人士代為簽署：

KOO, CHENG-YUN, LESLIE

辜成允  
CHAIRMAN  
主席

WU YIH CHIN

吳義欽  
MANAGING DIRECTOR  
董事總經理

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔												
		Share capital - ordinary shares 股本	Share capital - convertible preference shares 股本 - 可轉換優先股	Share premium 股份溢價	Share option reserve 購股權儲備	Contributed surplus 溢入盈餘	Capital reserve 資本儲備	Capital redemption reserve 資本贖回儲備	Land and building revaluation reserve 土地及樓宇重估儲備	Exchange fluctuation reserve 外匯浮動儲備	Statutory reserve fund 法定儲備基金	Other reserve 其他儲備	(Accumulated losses) retained earnings (累計虧損) 保留盈利	Total equity 權益總額
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2010	於二零一零年一月一日	128,905	65,117	5,487,152	89	209,263	2,076	5,130	43,400	400,681	28,576	-	(49,159)	6,320,236
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	-	-	-	839,027
Exchange difference arising on translation to presentation currency	換算為呈列貨幣產生之匯兌差額	-	-	-	-	-	-	-	-	-	-	-	-	54,974
Gain on revaluation of property	重估物業收益	-	-	-	-	-	-	-	4,758	385,851	-	-	-	12,324
Income tax relating to revaluation of property	有關重估物業之所得稅	-	-	-	-	-	-	-	-	-	-	-	-	4,758
Share of other comprehensive income of associates	應佔聯營公司之其他全面收益	-	-	-	-	-	-	-	(795)	-	-	-	-	(795)
Total comprehensive income for the year, net of tax	本年度全面收益總額 - 扣除稅項	-	-	-	-	-	-	-	3,963	434,401	(438)	2,403	784,063	1,224,382
Issue of new shares under placing preference shares	根據配區事項發行新股份 - 優先股	25,667	-	821,017	-	-	-	-	-	-	-	-	-	846,674
Conversion of non-redeemable convertible preference shares	轉換為不可贖回可轉換優先股	65,117	(65,117)	-	-	-	-	-	-	-	-	-	-	-
Exercise of share options	行使購股權	30	-	439	(89)	-	-	-	-	-	-	-	-	380
Issue of new shares under rights issue	根據供股發行新股份	109,854	-	2,197,088	-	-	-	-	-	-	-	-	-	2,306,942
Transaction costs attributable to issue of new shares	發行新股份應佔交易成本	-	-	(42,292)	-	-	-	-	-	-	-	-	-	(42,292)
Payment of dividends	支付股息	-	-	(43,942)	-	-	-	-	-	-	-	-	-	(43,942)
Dividends paid to non-controlling shareholders	派付非控股股東股息	-	-	-	-	-	-	-	-	-	-	-	-	-
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	-	-	(23,991)	(23,991)
Transfer to statutory reserve fund	轉撥至法定儲備基金	-	-	-	-	-	-	-	-	-	45,066	-	(45,066)	61,287
At 31 December 2010	於二零一零年十二月三十一日	329,563	-	8,419,462	-	209,263	2,076	5,130	47,363	835,082	73,204	2,403	689,834	10,906,930
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	-	-	-	1,685,933
Exchange differences arising on translation to presentation currency	換算為呈列貨幣產生之匯兌差額	-	-	-	-	-	-	-	-	-	-	-	1,637,880	48,053
Gain on revaluation of property	重估物業收益	-	-	-	-	-	-	-	1,985	449,654	-	-	-	13,974
Income tax relating to revaluation of property	有關重估物業之所得稅	-	-	-	-	-	-	-	(238)	-	-	-	-	1,985
Share of other comprehensive income of associates	應佔聯營公司之其他全面收益	-	-	-	-	-	-	-	-	-	-	-	-	(238)
Total comprehensive income for the year, net of tax	本年度全面收益總額 - 扣除稅項	-	-	-	-	-	-	-	1,747	500,636	(509)	(509)	1,637,880	2,201,761
Issue of convertible preference shares	發行可轉換優先股	-	49,435	2,372,855	-	-	-	-	-	-	-	-	-	2,422,290
Conversion of convertible preference shares	轉換為可轉換優先股	-	(1)	-	-	-	-	-	-	-	-	-	-	-
Recognition of equity settled share-based payment	確認為以股本結算以股份支付款項	-	-	-	-	-	-	-	-	-	-	-	-	-
Deemed acquisition of additional interest in a subsidiary	被視作收購於附屬公司之額外權益	-	-	-	15,975	-	-	-	-	-	-	-	-	15,975
Transaction costs attributable to issue of new shares	發行新股份應佔交易成本	-	-	(3,643)	-	-	-	-	-	-	-	(1,165)	-	-
Payment of dividends	支付股息	-	-	(240,581)	-	-	-	-	-	-	-	-	-	(3,643)
Preferred distribution to convertible preference shareholders	優先派予可轉換優先股股東	-	-	-	-	-	-	-	-	-	-	-	-	(240,581)
Dividends paid to non-controlling shareholders	派付非控股股東股息	-	-	-	-	-	-	-	-	-	-	-	(2,057)	(2,057)
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	-	-	-	(43,811)
Transfer to statutory reserve fund	轉撥至法定儲備基金	-	-	-	-	-	-	-	-	-	36,893	-	(36,893)	38,923
Others	其他	-	-	-	-	(2,076)	-	-	-	-	-	-	-	(2,076)
At 31 December 2011	於二零一一年十二月三十一日	329,564	49,434	10,548,093	15,975	209,263	-	5,130	49,110	1,335,718	110,097	729	2,280,940	14,942,953
														354,854
														15,297,807

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

	Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Cash flows from operating activities	經營活動之現金流量		
Profit before tax	除稅前溢利	2,035,485	955,801
Adjustments for:	經以下調整:		
Interest expenses	利息開支	428,995	318,028
Interest income	利息收入	(19,338)	(19,074)
Compensation received for the termination of an acquisition agreement	已收終止收購協議賠償	(60,000)	-
Dividend income from investments	投資股息收入	(14,412)	(14,614)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	796,285	606,971
Amortisation of prepaid lease payments	預付租賃款項攤銷	45,061	35,184
Amortisation of intangible assets	無形資產攤銷	21,229	15,064
Amortisation of mining rights	採礦權攤銷	22,430	15,055
Equity settled share-based payment expenses	以股本結算以股份支付開支	15,975	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	1,393	1,376
Share of results of associates	應佔聯營公司之業績	(242,352)	(224,086)
Bargain purchase gain arising on acquisition of subsidiaries	收購附屬公司產生之議價收購收益	(4,298)	-
Exchange adjustments	匯兌調整	(24,807)	2,362
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	3,001,646	1,692,067
Increase in long term deposits	長期按金增加	(108)	-
Increase in inventories	存貨增加	(543,772)	(142,500)
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	(311,058)	(279,139)
Increase in trade receivables	應收貿易賬款增加	(380,334)	(761,038)
Decrease (increase) in held-for-trading investments	持作交易用途之投資減少(增加)	242,214	(59,157)
Increase in trade payables	應付貿易賬款增加	2,508	620,775
Increase (decrease) in other payables and accrued liabilities	其他應付款項及應計負債增加(減少)	286,520	(310,717)
Cash generated from operations	經營所得現金	2,297,616	760,291
Income taxes paid	已付所得稅	(305,299)	(103,679)
Withholding tax paid on dividends received from associates	就收取聯營公司股息所付之預扣稅	(8,683)	-
Net cash generated from operating activities	經營活動所得之現金淨額	1,983,634	656,612



## CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

		Notes	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
		附註		
Cash flows from investing activities	投資活動之現金流量			
Interest received	已收利息		19,338	19,074
Compensation received for the termination of an acquisition agreement	已收終止收購協議賠償		60,000	-
Dividend received from associates	已收聯營公司股息		118,831	54,111
Dividend received from listed equity investments	已收上市股本投資股息		14,412	14,614
Purchase of property, plant and equipment	購買物業、廠房及設備		(2,249,939)	(1,849,507)
Increase in prepaid lease payments	預付租賃款項增加		(179,241)	(50,887)
Purchase of intangible assets	購買無形資產		(1,159)	(676)
Purchase of mining rights	購買採礦權		(5,564)	(67,495)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項		689	322
Proceeds from disposal of intangible assets	出售無形資產之所得款項		2	-
Deposits paid for acquisition of subsidiaries	收購附屬公司之已付訂金		(720,666)	-
Repayment of advance to an associate	一間聯營公司償還墊款		2,200	12,200
Advance to loan receivables	墊支應收貸款		(340,128)	(41,400)
Repayment of loan receivables	償還應收貸款		19,180	12,336
Repayment of advance to non-controlling shareholders	非控股股東償還墊款		-	16,179
Increase in pledged bank deposits	已抵押銀行存款增加		(96,537)	(12,505)
Decrease in pledged bank deposits	已抵押銀行存款減少		1,236	24,437
Decrease in time deposits	定期存款減少		12,480	60,357
Net cash outflow from acquisition of subsidiaries	收購附屬公司之現金流出淨額	33	(252,078)	(2,842,868)
Net cash used in investing activities	投資活動所用現金淨額		(3,596,944)	(4,651,708)

## CONSOLIDATED STATEMENT OF CASH FLOWS

### 綜合現金流量表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

	Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Cash flows from financing activities	融資活動之現金流量		
Interest paid	已付利息	(479,529)	(377,716)
New bank loans raised	新增銀行貸款	8,176,089	9,960,538
Repayment of bank loans	償還銀行貸款	(7,415,170)	(6,168,105)
Purchase of senior notes	購買優先票據	–	(566,932)
Redemption of senior notes	贖回優先票據	(139,396)	(94,704)
Repayment to non-controlling shareholders	向非控股股東還款	(19,692)	(14,360)
Repayment of loan payables to former shareholders of subsidiaries	向附屬公司前股東償還應付貸款	(387,388)	–
Advance from immediate holding company	直屬控股公司墊款	1,223	526,900
Proceeds from issue of convertible preference shares/ordinary shares	發行可轉換優先股／普通股所得款項	2,422,290	3,153,616
Payment for transaction costs attributable to issue of convertible preference shares/ordinary shares	支付發行可轉換優先股／普通股應佔之交易成本	(3,643)	(42,292)
Proceeds from exercise of share options	行使購股權所得款項	–	380
Dividends paid to owners of the Company	已付本公司擁有人股息	(240,581)	(43,942)
Dividends paid to non-controlling shareholders	已付非控股股東股息	(43,811)	(23,991)
<b>Net cash generated from financing activities</b>	<b>融資活動所得現金淨額</b>	<b>1,870,392</b>	<b>6,309,392</b>
Net increase in cash and cash equivalents for the year	年內現金及現金等值增加淨額	257,082	2,314,296
Cash and cash equivalents at beginning of year	年初之現金及現金等值	3,323,082	968,611
Effect of foreign exchange rate changes	外匯匯率變動之影響	39,913	40,175
<b>Cash and cash equivalents at end of year, represented by Cash and bank balances</b>	<b>年末之現金及現金等值，即現金及銀行結餘</b>	<b>3,620,077</b>	<b>3,323,082</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 1. GENERAL INFORMATION

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

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

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

The parent company of the Company is TCC International Limited (incorporated in the British Virgin Islands and a wholly-owned subsidiary of Taiwan Cement Corporation). In the opinion of the Directors, Taiwan Cement Corporation, a company incorporated and whose shares are listed in Taiwan, is the Company’s ultimate holding company.

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

### 1. 一般資料

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

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

本公司之註冊辦事處及主要營業地點已於本年報「公司資料及重要日期」一節披露。

本集團之母公司為TCC International Limited（於英屬處女群島註冊成立並為台灣水泥股份有限公司之全資附屬公司）。董事認為，在台灣註冊成立及其股份在台灣上市之台灣水泥股份有限公司為本公司之最終控股公司。

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

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

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

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010
HKAS 24 (as revised in 2009)	Related Party Disclosures
HK(IFRIC*) – INT 14 (Amendments)	Prepayments of a Minimum Funding Requirement
HK(IFRIC) – INT 19	Extinguishing Financial Liabilities with Equity Instruments

\* IFRIC represents the IFRS Interpretations Committee.

The application of the above new or revised HKFRSs in the current year has had no material effect on the consolidated financial statements.

## 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

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

香港財務報告準則（修訂本）	於二零一零年頒佈之香港財務報告準則之改進
香港會計準則第24號（於二零零九年經修訂）	關連人士披露
香港（國際財務報告詮釋委員會*）－詮釋第14號（修訂本）	最低資金要求之預付款項
香港（國際財務報告詮釋委員會）－詮釋第19號	以股本工具抵銷金融負債

\* 國際財務報告詮釋委員會指國際財務報告準則詮釋委員會。

於本年度採納上述新訂或經修訂香港財務報告準則對綜合財務報表並無重大影響。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

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

#### New and revised HKFRSs issued but not yet effective

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

Amendments to HKFRS 7	Disclosures – Transfers of Financial Assets <sup>1</sup> Disclosures – Offsetting Financial Assets and Financial Liabilities <sup>2</sup>	香港財務報告準則第7號(修訂本)	披露 – 轉讓金融資產 <sup>1</sup> 披露 – 抵銷金融資產及金融負債 <sup>2</sup>
Amendments to HKFRS 7 and HKFRS 9	Mandatory Effective Date of HKFRS 9 and Transition Disclosures <sup>3</sup>	香港財務報告準則第7號及香港財務報告準則第9號(修訂本)	香港財務報告準則第9號的強制生效日期及過渡披露 <sup>3</sup>
HKFRS 9	Financial Instruments <sup>3</sup>	香港財務報告準則第9號	金融工具 <sup>3</sup>
HKFRS 10	Consolidated Financial Statements <sup>2</sup>	香港財務報告準則第10號	綜合財務報表 <sup>2</sup>
HKFRS 11	Joint Arrangements <sup>2</sup>	香港財務報告準則第11號	共同安排 <sup>2</sup>
HKFRS 12	Disclosure of Interests in Other Entities <sup>2</sup>	香港財務報告準則第12號	披露於其他實體之權益 <sup>2</sup>
HKFRS 13	Fair Value Measurements <sup>2</sup>	香港財務報告準則第13號	公平值計量 <sup>2</sup>
Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income <sup>4</sup>	香港會計準則第1號(修訂本)	呈列其他全面收益項目 <sup>4</sup>
Amendments to HKAS 12	Deferred Tax – Recovery of Underlying Assets <sup>5</sup>	香港會計準則第12號(修訂本)	遞延稅項 – 收回相關資產 <sup>5</sup>
HKAS 19 (as revised in 2011)	Employee Benefits <sup>2</sup>	香港會計準則第19號(於二零一一年經修訂)	僱員福利 <sup>2</sup>
HKAS 27 (as revised in 2011)	Separate Financial Statements <sup>2</sup>	香港會計準則第27號(於二零一一年經修訂)	獨立財務報表 <sup>2</sup>
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures <sup>2</sup>	香港會計準則第28號(於二零一一年經修訂)	於聯營公司及合營企業之投資 <sup>2</sup>
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities <sup>6</sup>	香港會計準則第32號(修訂本)	抵銷金融資產及金融負債 <sup>6</sup>
HK(IFRIC) – INT 20	Stripping Costs in the Production Phase of a Surface Mine <sup>2</sup>	香港(國際財務報告詮釋委員會) – 詮釋第20號	露天礦場生產階段之剝採成本 <sup>2</sup>

### 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

#### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

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

#### New and revised HKFRSs issued but not yet effective

(Continued)

- 1 Effective for annual periods beginning on or after 1 July 2011.
- 2 Effective for annual periods beginning on or after 1 January 2013.
- 3 Effective for annual periods beginning on or after 1 January 2015.
- 4 Effective for annual periods beginning on or after 1 July 2012.
- 5 Effective for annual periods beginning on or after 1 January 2012.
- 6 Effective for annual periods beginning on or after 1 January 2014.

#### HKFRS 9 Financial Instruments

HKFRS 9 “Financial instruments” issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 “Financial instruments” amended in 2010 includes requirements for financial liabilities and for derecognition.

HKFRS 9 requires all recognised financial assets that are within the scope of HKAS 39 “Financial Instruments: Recognition and Measurement” 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. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

- 1 於二零一一年七月一日或之後開始之年度期間生效。
- 2 於二零一三年一月一日或之後開始之年度期間生效。
- 3 於二零一五年一月一日或之後開始之年度期間生效。
- 4 於二零一二年七月一日或之後開始之年度期間生效。
- 5 於二零一二年一月一日或之後開始之年度期間生效。
- 6 於二零一四年一月一日或之後開始之年度期間生效。

#### 香港財務報告準則第9號金融工具

香港財務報告準則第9號「金融工具」（於二零零九年頒佈）引入金融資產分類及計量之新規定。香港財務報告準則第9號「金融工具」（於二零一零年經修訂）包括有關金融負債及終止確認之規定。

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

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

#### HKFRS 9 Financial Instruments (Continued)

The most significant effect of HKFRS 9 regarding the classification and measurement of financial liabilities relates to the presentation of changes in the fair value of a financial liability (designated as at fair value through profit or loss) attributable to changes in the credit risk of that liability. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability’s credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

The Directors anticipate that the adoption of HKFRS 9 in the future will have impact on classification and measurement of available-for-sale investments reported in respect of the Group’s financial assets but not on the Group’s financial liabilities.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 香港財務報告準則第9號金融工具（續）

就金融負債之分類及計量而言，香港財務報告準則第9號最重大影響乃有關金融負債信貸風險變動應佔該負債（指定為按公平值計入損益）公平值變動之會計處理方法。尤其是，根據香港財務報告準則第9號，就指定為按公平值計入損益之金融負債而言，該負債信貸風險變動應佔之金融負債公平值變動金額於其他全面收益呈列，除非於其他全面收益確認負債之信貸風險變動影響會導致或擴大於損益之會計錯配。金融負債信貸風險應佔之公平值變動其後不會重新分類至損益。過往，根據香港會計準則第39號，指定為按公平值計入損益之金融負債公平值變動之全部金額於損益內確認。

董事預期於未來採納香港財務報告準則第9號將對本集團之金融資產報告之可供出售投資之分類及計量構成影響，但對本集團之金融負債並無影響。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

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

#### New and revised HKFRSs on consolidation, joint arrangements, associates and disclosures

In June 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued, including HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (as revised in 2011) and HKAS 28 (as revised in 2011).

Key requirements of these five standards are described below.

HKFRS 10 replaces the parts of HKAS 27 “Consolidated and Separate Financial Statements” that deal with consolidated financial statements and HK (SIC)-Int 12 “Consolidation – Special Purpose Entities”. HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor’s returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios.

HKFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the disclosure requirements in HKFRS 12 are more extensive than those in the current standards.

These five standards are effective for annual periods beginning on or after 1 January 2013. Earlier application is permitted provided that all of these five standards are applied early at the same time.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 有關綜合、合營安排、聯營公司及披露之新訂及經修訂香港財務報告準則

於二零一一年六月，有關綜合、合營安排、聯營公司及披露之五項準則組合頒佈，包括香港財務報告準則第10號、香港財務報告準則第11號、香港財務報告準則第12號、香港會計準則第27號（於二零一一年經修訂）及香港會計準則第28號（於二零一一年經修訂）。

該等五項準則之主要規定說明如下。

香港財務報告準則第10號取代香港會計準則第27號「綜合及個別財務報表」內有關綜合財務報表之部分及香港（常設詮釋委員會）－詮釋第12號「綜合－特殊目的實體」。香港財務報告準則第10號具有控制權之新定義，其中包括三個元素：(a)對投資對象的權力；(b)自參與投資對象營運所得不同回報之風險或權利；及(c)能夠運用對投資對象之權力以影響投資者回報金額。香港財務報告準則第10號已就複雜情況之處理方法加入詳細指引。

香港財務報告準則第12號為一項披露準則，適用於於附屬公司、合營安排、聯營公司及／或未綜合結構實體擁有權益之實體。整體而言，香港財務報告準則第12號所載之披露規定較現行準則所規定者更為全面。

該等五項準則將於二零一三年一月一日或其後開始之年度期間生效，並可提早應用，惟須同時提早應用。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

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

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

The Directors anticipate that these five standards will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 January 2013. The application of these five standards may have impact on amounts reported or disclosed in the consolidated financial statements. The Directors have not yet performed a detailed analysis of the impact of the application of these Standards and hence have not yet quantified the extent of the impact.

#### HKFRS 13 Fair Value Measurement

HKFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. HKFRS 13 defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of HKFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in HKFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under HKFRS 7 “Financial Instruments: Disclosures” will be extended by HKFRS 13 to cover all assets and liabilities within its scope.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 有關綜合、合營安排、聯營公司及披露之新訂及經修訂香港財務報告準則（續）

董事預期本集團將於二零一三年一月一日開始之年度期間之綜合財務報表中採納該等五項準則。應用該等五項準則可能會對綜合財務報表呈報或披露之金額構成影響。董事尚未對應用該等準則之影響進行詳細分析，因此尚未量化影響之程度。

#### 香港財務報告準則第13號公平值計量

香港財務報告準則第13號設立有關公平值計量及公平值計量之披露的單一指引。香港財務報告準則第13號界定公平值、設立計量公平值的框架以及規定有關公平值計量的披露。香港財務報告準則第13號的範圍廣泛，其應用於其他香港財務報告準則規定或允許公平值計量及有關公平值計量披露的金融工具項目及非金融工具項目，惟特定情況除外。整體而言，香港財務報告準則第13號所載的披露規定較現行準則所規定者更為全面。例如，現時僅規限香港財務報告準則第7號「金融工具：披露」項下的金融工具的三級公平值等級的量化及質量披露將藉香港財務報告準則第13號加以擴展，以涵蓋該範圍內的所有資產及負債。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

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

#### HKFRS 13 Fair Value Measurement (Continued)

HKFRS 13 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The Directors anticipate that HKFRS 13 will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 January 2013 and that the application of HKFRS 13 may result in more extensive disclosures in the consolidated financial statements.

#### Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis.

The amendments to HKAS 1 are effective for annual periods beginning on or after 1 July 2012. The presentation of items of other comprehensive income will be modified accordingly when the amendments are applied in the future accounting periods.

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

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 香港財務報告準則第13號公平值計量（續）

香港財務報告準則第13號於二零一三年一月一日或之後開始的年度期間生效，並可提早應用。

董事預期，本集團將於二零一三年一月一日開始的年度期間的綜合財務報表採納香港財務報告準則第13號，而應用香港財務報告準則第13號或會令綜合財務報表的披露更為全面。

#### 香港會計準則第1號（修訂本）呈列其他全面收益項目

香港會計準則第1號（修訂本）保留可於一個單一報表內或於兩個獨立而連續的報表內呈列損益及其他全面收益的選擇權。然而，香港會計準則第1號（修訂本）規定須於其他全面收益部份作出額外披露，將其他全面收益項目分為兩類：(a)其後將不會重新分類至損益的項目；及(b)於符合特定條件後可重新分類至損益的項目。其他全面收益項目的所得稅須按相同基準分配。

香港會計準則第1號（修訂本）於二零一二年七月一日或之後開始之年度期間生效。於日後會計期間應用該等修訂時，其他全面收益項目的呈列將作出相應修改。

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



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis, except for certain properties and financial instruments, which are measured at revalued amounts or fair values, as explained in the principal accounting policies set out below.

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 (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

### 3. 主要會計政策

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

該等綜合財務報表乃按過往成本法編製，惟若干物業及金融工具如下文所載主要會計政策所述乃按重估金額或公平值計算。

主要會計政策載列如下。

#### 綜合基準

綜合財務報表包括本公司及本公司控制之實體（其附屬公司）之財務報表。當本公司有權決定一個實體之財務及營運政策，從而透過其活動獲利時即取得該實體之控制權。

綜合全面收益表包括於本年度所購入或出售之附屬公司之業績，由有效收購日期起計或計至有效出售日期（倘適用）。

如有需要，附屬公司之財務報表會作出調整，以使其會計政策與本集團其他成員公司採用之會計政策一致。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*

#### **Basis of consolidation** *(Continued)*

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

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

#### **Allocation of total comprehensive income to non-controlling interests**

Total comprehensive income and expense of a subsidiary 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.

#### **Changes in the Group's ownership interests in existing subsidiaries**

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

### 3. 主要會計政策 (續)

#### **綜合基準 (續)**

所有集團內部交易、結餘、收入及開支已於綜合賬目時對銷。

於附屬公司之非控股權益與本集團之權益分開呈列。

#### **分配全面收入總額至非控股權益**

附屬公司的全面收入及開支總額乃歸屬於本公司擁有人及非控股權益，即使將導致非控股權益呈現虧損。

#### **本集團於現有附屬公司的所有權權益的變動**

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Business combinations

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

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

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 “Income Taxes” and HKAS 19 “Employee Benefits”, respectively;
- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree’s share-based payment transactions with share-based payment transactions of the Group are measured in accordance with HKFRS 2 “Share-based Payment” at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard.

### 3. 主要會計政策 (續)

#### 業務合併

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

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

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Business combinations (Continued)

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

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

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date. Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period about facts and circumstances that existed as of the acquisition date. Measurement period does not exceed one year from the acquisition date.

### 3. 主要會計政策 (續)

#### 業務合併 (續)

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

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

倘業務合併之初步會計處理於合併發生之報告期末前尚未完成,則本集團報告未完成會計處理之項目臨時數額。該等臨時數額會於計量期間予以調整,或確認額外資產或負債,以反映於收購日期已存在而據所知可能影響該日已確認金額之事實與情況所取得之新資訊。計量期間調整為於計量期間就於收購日期存在之事實及情況獲得之其他資料產生之調整。計量期間自收購日期起計,不超過一年。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Goodwill

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

For the purposes of impairment testing, goodwill is allocated to each of the cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently whenever there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of comprehensive income. An impairment loss for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

#### Interests in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

### 3. 主要會計政策 (續)

#### 商譽

收購一項業務所產生之商譽按成本減任何累計減值虧損入賬並列作無形資產。

就減值測試而言，商譽乃被分配到各現金產生單位，或預期從合併之協同效應中受益之現金產生單位組別。

已獲分配商譽之現金產生單位每年或當單位有可能出現減值之跡象時更頻繁地進行減值測試。就於某個報告期間之收購所產生之商譽而言，已獲分配商譽之現金產生單位於該報告期末前進行減值測試。當現金產生單位之可收回數額少於該單位之賬面值，則減值虧損將被首先分配，以削減分配到該單位之任何商譽之賬面值，及其後以單位各資產之賬面值為基準按比例分配到該單位之其他資產。

商譽之任何減值虧損乃直接於綜合全面收益表之損益內確認。商譽之減值虧損於其後期間不可撥回。

於出售有關現金產生單位時，被資本化之商譽之應佔金額於出售時計入釐定損益之金額。

#### 聯營公司權益

聯營公司是指一家投資者對其有重大影響之實體，而其並非為附屬公司或於合營企業之權益。重大影響乃指擁有參與該投資對象之財務及經營決策之能力，惟並不控制或共同控制該等政策。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*

#### Interests in associates *(Continued)*

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost, or at fair value in the case of acquisition of associates as part of a business combination, and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of an associate recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

### 3. 主要會計政策 (續)

#### 聯營公司權益 (續)

聯營公司之業績及資產與負債以權益會計法計入此等綜合財務報表內。根據權益法，於聯營公司之投資初步在綜合財務狀況表按成本或按公平值（倘收購聯營公司作為業務合併之一部分）確認，並於其後就確認本集團應佔該聯營公司之損益及其他全面收入而作出調整。當本集團應佔一間聯營公司之虧損等於或超越其於該聯營公司之權益（包括任何實質上構成本集團於該聯營公司之投資淨額之長期權益）時，本集團終止確認其應佔之進一步虧損。當本集團產生法定或推定責任或代表該聯營公司付款時，方會確認額外虧損。

任何收購成本超出本集團應佔於收購日期確認之聯營公司可識別資產、負債及或然負債公平淨值之差額乃確認為商譽。有關商譽計入該投資之賬面值。

本集團應佔可識別資產、負債及或然負債之公平淨值超逾收購成本之任何數額會於重估後立即於損益內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Interests in associates (Continued)

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

Upon disposal of an associate that results in the Group losing significant influence over that associate, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. The difference between the previous carrying amount of the associate attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the associate.

In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses significant influence over that associate.

### 3. 主要會計政策 (續)

#### 聯營公司權益 (續)

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

若出售聯營公司會導致本集團失去對該聯營公司之重大影響力，則任何保留之投資會按當日之公平值計量，並以其根據香港會計準則第39號首次確認為金融資產之公平值作其公允價值。先前保留權益應佔聯營公司賬面值與其公平值之間的差額，乃計入出售該聯營公司之損益。

此外，本集團會將先前在其他全面收益就該聯營公司確認之所有金額入賬，基準與該聯營公司直接出售相關資產或負債的基準相同。因此，若該聯營公司先前已確認列於其他全面收益之損益，則會於出售相關資產或負債時重新分類至損益，當本集團失去對該聯營公司之重大影響力時，本集團將收益或虧損由權益重新分類至損益（作為重新分類調整）。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Interests in associates (Continued)

When a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

#### Revenue recognition

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

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. 主要會計政策 (續)

#### 聯營公司權益 (續)

倘一集團實體與其聯營公司交易，與該聯營公司交易所產生的損益僅會在有關聯營公司的權益與本集團無關的情況下，才會在本集團的綜合財務報表確認。

#### 收益確認

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

銷售貨物的收入於貨物運送及所有權移交時確認，即於達成所有下列條件時確認：

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Revenue recognition (Continued)

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

Dividend income from investments is recognised when the Group's rights to receive payment have been established.

#### Leasing

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

#### The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

### 3. 主要會計政策 (續)

#### 收益確認 (續)

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

投資股息收入於本集團獲派股息之權利確立時確認。

#### 租約

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

#### 本集團作為承租人

經營租賃應付租金按直線基準在各租賃期間確認為費用，惟另有系統基準更能反映耗盡租賃資產所得經濟利益之時間模式除外。

倘訂立經營租約可獲得租賃優惠，則有關優惠確認為負債。優惠的利益總額按直線基準確認為租金支出減少，惟另有系統基準更能反映耗盡租賃資產所得經濟利益之時間模式除外。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Leasing (Continued)

##### Leasehold land and building

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

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

### 3. 主要會計政策 (續)

#### 租約 (續)

##### 租賃土地和樓宇

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

倘能可靠分配租賃款項，作為經營租約入賬的租賃土地權益於綜合財務狀況表內呈列為「預付租賃款項」並按直線法於租賃期內攤銷。當租賃款項未能於土地及樓宇部份之間可靠分配時，整份租約一般分類為融資租約並作為物業、廠房及設備入賬，除非明顯兩個部份均為經營租約，在該情況下，整份租約分類為經營租約。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded in the respective functional currency, i.e. the currency of the primary economic environment in which the entity operates, at the rates of exchange 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 included in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the year, unless exchange rates fluctuated significantly during that year, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (exchange fluctuation reserve).

### 3. 主要會計政策 (續)

#### 外幣

於編製各集團實體之財務報表時，以該實體之功能貨幣以外貨幣（外幣）進行之交易乃按交易日期之適用匯率折算為各自之功能貨幣（即該實體經營所在之主要經濟環境所使用之貨幣）記錄。於報告期末，以外幣列值之貨幣項目按該日之適用匯率重新換算。按公平值入賬及以外幣列值之非貨幣項目按公平值釐定當日之適用匯率重新換算。以外幣及按過往成本計算之非貨幣項目不進行重新換算。

因結算貨幣項目及換算貨幣項目而產生之匯兌差額，於該等差額產生期間之損益內確認。按公平值入賬之非貨幣項目因重新換算而產生之匯兌差額計入當期損益。

就綜合財務報表呈列而言，本集團之業務資產及負債乃按於報告期末之適用匯率換算為本集團之呈列貨幣（即港元）。收入及開支項目按該年度之平均匯率換算，除非於該期間之匯率大幅波動則除外，於此情況下，則按交易日之匯率換算。產生之匯兌差額（如有）乃按於其他全面收益內確認及於權益（外匯浮動儲備）內累計。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Foreign currencies (Continued)

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in the exchange fluctuation reserve.

#### Borrowing costs

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

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

#### Retirement benefit costs

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

### 3. 主要會計政策 (續)

#### 外幣 (續)

因於二零零五年一月一日或之後收購海外業務而對所購入之可識別資產作出之商譽及公平值調整被視為該海外業務之資產及負債，按報告期末適用之匯率換算。所產生之匯兌差額在外匯浮動儲備中確認。

#### 借貸成本

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

所有其他借貸成本於發生期間在損益內確認。

#### 退休福利成本

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 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 as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

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

### 3. 主要會計政策 (續)

#### 稅項

所得稅支出指現時應付稅項及遞延稅項之總額。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合全面收益表中所報溢利不同，此乃由於前者不包括在其他年度應課稅或可扣稅收入或開支，並且不包括不能課稅或不可扣稅之項目。本集團之當期稅項負債採用於報告期末已頒佈或實質頒佈之稅率計算。

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Taxation (Continued)

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity, respectively. Where current and deferred tax arises from the initial accounting of a business combination, the tax effect is included in the accounts for business combination.

### 3. 主要會計政策 (續)

#### 稅項 (續)

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

遞延稅項負債就於與附屬公司及聯營公司之投資有關之應課稅暫時差額予以確認，除非本集團有能力控制暫時差額撥回，而暫時差額很可能不會於可見將來撥回。與該等投資及權益相關之可扣減臨時差額所產生之遞延稅項資產，僅在按可能出現可利用臨時差額扣稅之應課稅溢利時，並預期於可見將來撥回。

遞延稅項資產及負債乃按預期於負債獲償還或資產變現期間的適用稅率（以報告期末已生效或實質上已生效的稅率（及稅法）為基準）計算。遞延稅項負債及資產的計算，反映了本集團於報告期末所預期對收回或償還其資產及負債之賬面值的方式所產生的稅務結果。即期及遞延稅項於損益確認，惟當其與於其他全面收益確認或直接於權益確認的項目相關（於該情況下，遞延稅項亦分別於其他全面收益確認或直接於權益確認）時除外。就業務合併初步會計處理所產生即期及遞延稅項之稅務影響已計入業務合併之賬目內。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Government grants

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

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

#### Property, plant and equipment

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

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

### 3. 主要會計政策 (續)

#### 政府補助

政府補助乃當可合理保證本集團將符合其附帶之條件且該等補助將收取時方予確認。

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

#### 物業、廠房及設備

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

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



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Property, plant and equipment (Continued)

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

Depreciation is provided to write off the cost or fair value of items of property, plant and equipment other than construction in progress over their estimated useful lives and after taking into account of their estimated residual values, using straight-line method.

Construction in progress represents property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated statement of comprehensive income in the year in which the item is derecognised.

#### Intangible assets

##### Intangible assets acquired separately

Intangible assets acquired separately and with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives.

### 3. 主要會計政策 (續)

#### 物業、廠房及設備 (續)

物業、廠房及設備 (租賃土地及辦公室樓宇以及在在建工程除外) 乃按成本減其後累計折舊及任何累計減值虧損列賬。

除在建工程外，折舊乃按物業、廠房及設備項目之估計可用年期及估計之殘值以直線法撇銷其成本或公平值。

在建工程指用作生產或自用用途之在建物業、廠房及設備。在建工程以成本扣除任何已確認減值虧損列賬。在建工程於竣工及可作擬定用途時分類為適當之物業、廠房及設備類別。該等資產於可作擬定用途時，按其他物業資產之基準作出折舊。

物業、廠房及設備項目於出售或當預期持續使用該資產將不會產生未來經濟利益時終止確認。於終止確認該資產時產生之任何收益或虧損 (以出售所得款項淨額與該項目之賬面值之差額計算) 乃計入於該項目終止確認年度之綜合全面收益表內。

#### 無形資產

##### 獨立收購之無形資產

獨立收購且擁有有限使用年期之無形資產按成本減累計攤銷及任何累計減值虧損呈列。擁有有限使用年期之無形資產以直線法於估計可使用年期內攤銷。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Intangible assets (Continued)

##### Intangible assets acquired separately (Continued)

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

##### Intangible assets acquired in a business combination

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

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

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the profit or loss when the assets is derecognised.

#### Inventories

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

### 3. 主要會計政策 (續)

#### 無形資產 (續)

##### 獨立收購之無形資產 (續)

估計可使用年期及攤銷法會於各報告期間結算日檢討，並按追溯基準就任何估計變動之影響入賬。

##### 於業務合併中所收購之無形資產

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

初步確認後，擁有有限使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。擁有有限使用年期之無形資產以直線法於其估計可使用年內攤銷。

因終止確認無形資產而產生之損益按出售所得款項淨額與資產賬面值之差額計量，並於終止確認資產時於損益賬確認。

#### 存貨

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in consolidated statement of comprehensive income.

#### Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables and available-for-sale financial assets. 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. The accounting policies adopted in respect of each category of financial assets are set out below.

#### 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 on 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.

### 3. 主要會計政策 (續)

#### 金融工具

倘集團實體成為工具合約條文之訂約方，則於綜合財務狀況表中確認金融資產及金融負債。金融資產及金融負債初步按公平值計算。因收購或發行金融資產及金融負債（不包括按公平值計入損益之金融資產及金融負債）而直接產生之交易成本，於初次確認時加入金融資產之公平值或自金融負債之公平值扣除（如適用）。因收購按公平值計入損益之金融資產或金融負債而直接產生之交易成本即時於綜合全面收益表確認。

#### 金融資產

本集團之金融資產分類至以下三種分類之一，包括按公平值計入損益之金融資產（「按公平值計入損益」）、貸款及應收款項及可供出售金融資產。所有一般性購買或銷售金融資產按交易日期基準確認或終止確認。一般性購買或銷售為按於市場規定或慣例確立之時間期限內交付資產之金融資產之購買或銷售。每類金融資產採納之會計政策載列如下。

#### 實際利率法

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Effective interest method (Continued)

Income is recognised on an effective interest basis for debt instruments and for those financial assets designated at FVTPL, of which interest income is included in investment income.

##### Financial assets at FVTPL

A financial asset is classified as held for trading if:

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

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

##### Loans and receivables

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

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 實際利率法 (續)

就債務工具及按公平值計入損益之金融資產而言，收入按實際利率基準確認。其中利息收入計入投資收入。

##### 按公平值計入損益之金融資產

金融資產在以下情況分類作買賣：

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

持作買賣投資乃以公平值計量，因重新計量而產生之公平值變動於出現期間直接在損益賬確認。在損益賬確認之淨損益不包括金融資產所賺取之任何股息或利息。

##### 貸款及應收款項

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Available-for-sale financial assets

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

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of the reporting period subsequent to initial recognition.

##### Impairment of financial assets

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

Objective evidence of impairment could include:

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

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 可供出售金融資產

可供出售金融資產為非衍生項目，無論是否指定或劃分為按公平值計入損益之金融資產、貸款及應收款項或持至到期投資。

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

##### 金融資產減值

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

減值之客觀證據可能包括：

- 發行人或交易對方出現嚴重財務困難；或
- 欠繳或拖欠利息或本金付款；或
- 借款人很有可能將宣告破產或進行財務重組。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*

#### **Financial instruments** *(Continued)*

##### **Impairment of financial assets** *(Continued)*

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

For financial assets carried at amortised cost, an impairment loss is recognised in consolidated statement of comprehensive income when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

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

### 3. 主要會計政策 (續)

#### **金融工具 (續)**

##### **金融資產減值 (續)**

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

就以攤銷成本列值之金融資產而言，如果有客觀證據表明資產發生減值，則減值虧損會在綜合全面收益表中確認，並按資產賬面值與按原實際利率對估計未來現金流量進行折現後之現值兩者之間之差額計量。

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (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 and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in consolidated statement of comprehensive income. When trade receivables and other receivables are considered uncollectible, they are written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to consolidated statement of comprehensive income.

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

Impairment losses on available-for-sale equity investments will not be reversed in profit or loss in subsequent periods.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產減值 (續)

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

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

可供出售之股本投資之減值虧損將不會在其後期間於損益內撥回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

##### 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 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.

##### Financial liabilities

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

##### Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融負債及股本權益

由集團實體發行之金融負債及股本工具按所訂立之合約安排性質，以及金融負債及股本工具之定義而分類。股本工具為證明本集團資產剩餘權益（經扣除其所有負債）之任何合約。

##### 實際利率法

實際利率法乃計算金融負債之攤銷成本及按有關期間攤分利息開支之方法。實際利率乃將估計日後現金付款按金融負債之預期使用年期，或較短期間（倘適用）實際折現至於初步確認時之賬面淨值之利率。

利息支出按實際利率基準確認。

##### 金融負債

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

##### 股本工具

由本公司發行之股本工具按收取之款項入賬扣除直接發行成本。購回本公司自身之股本工具直接在權益中確認及扣除。購買、出售、發行或註銷本公司自身之股本工具不在損益中確認收益或虧損。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*

#### **Financial instruments** *(Continued)*

##### *Financial liabilities and equity* *(Continued)*

##### *Non-redeemable convertible preference shares*

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

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

##### *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.

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

### 3. 主要會計政策 (續)

#### **金融工具** (續)

##### **金融負債及股本權益** (續)

##### *不可贖回可轉換優先股*

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

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

##### *終止確認*

本集團僅當於資產之現金流量合約權利屆滿時，或當金融資產已轉讓及其於金融資產擁有權利之絕大部份風險及回報已轉移至另一實體，則金融資產將被終止確認。

全面終止確認金融資產時，資產賬面值與已收及應收代價總和之間差額及已於其他全面收益確認及權益中累計之累計收益或虧損，於損益確認。

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Share-based payment transactions

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share option reserve).

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

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained earnings.

#### Impairment losses on tangible and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets 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. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

### 3. 主要會計政策 (續)

#### 以股份支付款項之交易

所獲服務之公平值參考購股權於授出日期之公平值釐定，於歸屬期內以直線法支銷，並相應增加股本（購股權儲備）。

本集團於報告期末修訂其對預期最終歸屬之購股權數目之估計。歸屬期內修訂該等估計之影響（如有）於損益中確認，而因此累計開支反映經修訂估計，並對購股權儲備作出相應調整。

購股權獲行使時，過往於購股權儲備確認之數額將轉撥至股份溢價。當購股權於歸屬日期後遭收回或於屆滿日期仍未獲行使，則過往於購股權儲備確認之數額將轉撥至保留盈利。

#### 有形資產及無形資產（商譽除外）之減值虧損

本集團於報告期末審閱其有形資產及無形資產之賬面值，以釐定是否有跡象顯示該等資產已出現減值虧損。如有跡象顯示該等資產出現減值虧損，則估算其可收回金額以釐定減值虧損之限額，如有。如估計資產之可收回數額低於其賬面值，則該資產之賬面值削減至其可收回收額。除非有關資產根據另一標準入賬列為重估款項（在此情況下，減值虧損視為該標準項下之一項重估虧絀），否則減值虧損隨即確認為一項開支。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Impairment losses on tangible and intangible assets other than goodwill (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset 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 in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies which are described in Note 3, management has made various estimates based on past experience, expectations of the future and other information. The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

#### Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the cash flow projection covering a 10-year period based on financial budgets approved by management and a discount rate of 9.1% (2010: 7.9%) per annum. Cash flow beyond the 5-year period are extrapolated with zero growth rate. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2011, the carrying amount of goodwill is approximately HK\$2,610,153,000 (2010: HK\$2,591,704,000).

### 3. 主要會計政策 (續)

#### 有形資產及無形資產(商譽除外)之減值虧損(續)

如其後減值虧損情況逆轉，則該資產之賬面值增加至其可收回數額之經修訂估計價值，惟如於過往年度並無就該資產確認任何減值虧損，則賬面值之增幅不得超逾已釐定之賬面值。除非有關資產根據另一標準入賬列為重估款項(在此情況下，減值虧損之撥回視為該標準項下之一項重估增加)，否則減值虧損之撥回隨即確認為收入。

### 4. 不確定估計主要來源

於應用本集團載於附註3之會計政策時，管理層根據過往經驗，對未來及其他資料之預期作出各種估計。於報告期末構成重大風險，導致下個財務年度資產及負債之賬面值須作出重大調整而有關未來之主要假設及不確定估計之其他主要來源披露如下：

#### 商譽減值

釐定商譽是否減值須對商譽被分配至之現金產生單位之使用價值作出估計。使用價值之計算方法規定本集團按管理層所批准涵蓋期達10年之財務預算以及每年9.1%(二零一零年：7.9%)之折現率估計預測現金流量。於5年期之後之現金流量按零增長率推斷。倘實際未來現金流量少於預期值，則可能產生重大減值虧損。於二零一一年十二月三十一日，商譽之賬面值約為2,610,153,000港元(二零一零年：2,591,704,000港元)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 5. SEGMENT INFORMATION

The Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's operating segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other operating segments. Summary details of the reportable segments are as follows:

- (i) the import, distribution and handling of cement segment which is the import, distribution and handling of cement in Hong Kong;
- (ii) the manufacture and distribution of cement, clinker and slag powder segment which is the manufacture and distribution of cement, clinker and slag powder in the PRC; and
- (iii) the investment holding segment which invests in listed and unlisted equity securities.

### 5. 分類資料

本集團之經營業務乃按業務之性質及該等業務所提供之產品及服務作出分類安排及管理。本集團各營運分類為一策略業務單位，所提供產品及服務之風險與回報均與其他營運分類有所不同。可呈報分類之詳情概要如下：

- (i) 進口、分銷及處理水泥分類（即於香港進口、分銷及處理水泥）；
- (ii) 製造及分銷水泥、熟料及礦渣粉分類（即於中國製造及分銷水泥、熟料及礦渣粉）；及
- (iii) 投資控股分類（即投資於上市及非上市股本證券）。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 5. SEGMENT INFORMATION (Continued)

#### Segment revenue and results

The following table presents revenue and results by reportable segments.

		Import, distribution and handling of cement 進口、分銷及 處理水泥		Manufacture and distribution of cement, clinker and slag powder 製造及分銷水泥、 熟料及礦渣粉		Investment holding 投資控股		Consolidated 綜合	
		2011	2010	2011	2010	2011	2010	2011	2010
		二零一一年 HK\$'000 千港元	二零一零年 HK\$'000 千港元	二零一一年 HK\$'000 千港元	二零一零年 HK\$'000 千港元	二零一一年 HK\$'000 千港元	二零一零年 HK\$'000 千港元	二零一一年 HK\$'000 千港元	二零一零年 HK\$'000 千港元
Segment revenue	分類收益								
Sales to customers	銷售予客戶	284,345	232,608	10,981,851	7,893,246	-	-	11,266,196	8,125,854
Segment profit	分類溢利	41,539	31,976	1,918,397	893,835	11,779	45,768	1,971,715	971,579
Unallocated central administration costs	未分配中央行政成本							(37,636)	(28,028)
Unallocated other income	未分配其他收入							288,049	106,192
Finance costs	融資成本							2,222,128	1,049,743
Share of results of associates	應佔聯營公司之業績							(428,995)	(318,028)
								242,352	224,086
Profit before tax	除稅前溢利							2,035,485	955,801

The accounting policies of the reportable segments are the same as the Group's accounting policies in Note 3. Segment profit represents the profit earned by each segment without allocation of central administration costs (including Directors' salaries), certain other income, finance costs and share of results of associates. This is the measure reported to the executive Directors, being the chief operating decision maker, for the purposes of resource allocation and performance assessment.

### 5. 分類資料 (續)

#### 分類收益及業績

下表呈列按可呈報分類劃分之收益及業績。

可呈報分類之會計政策與本集團於附註3所述之會計政策相同。分類溢利乃指在未分配中央行政成本(包括董事薪金)、若干其他收入、融資成本及應佔聯營公司之業績之情況下,各分類所賺取之溢利。此為向執行董事(即主要營運決策者)報告以作資源分配及表現評估之方式。

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 5. SEGMENT INFORMATION (Continued)

#### Segment revenue and results (Continued)

There are no inter-segment sales for both years.

The Group has no customers that contributed over 10% of the total revenue of the Group for both years.

No analysis of the Group's assets and liabilities by reportable segments is disclosed as it is not regularly provided to the executive Directors for review.

#### Geographical information

The Group operates in two principal geographical areas – Hong Kong and the PRC. The following table provides an analysis of the Group's revenue by location of customers, irrespective of the origin of the goods and services:

	Hong Kong		The PRC		Others		Consolidated	
	香港		中國		其他		綜合	
	2011	2010	2011	2010	2011	2010	2011	2010
	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue	分類收益							
Sales to customers	銷售予客戶							
	284,345	237,093	10,981,851	7,875,491	-	13,270	11,266,196	8,125,854

### 5. 分類資料 (續)

#### 分類收益及業績 (續)

兩個年度均無分類間銷售。

兩個年度內本集團均無為本集團總收益貢獻10%以上之客戶。

本集團並無作出按可呈報分類劃分之資產及負債之分析披露，乃因其並無定期提供予執行董事以供審閱。

#### 地區資料

本集團於兩個主要地區－香港及中國經營。下表為按客戶所在地分析之本集團之收益（不論商品及服務之原產地）：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 5. SEGMENT INFORMATION (Continued)

#### Geographical information (Continued)

Analysis of the Group's non-current assets by geographical location of the assets are detailed below:

	Hong Kong		The PRC		Others		Consolidated	
	香港		中國		其他		綜合	
	2011	2010	2011	2010	2011	2010	2011	2010
	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Non-current assets	56,843	57,536	21,867,152	18,076,343	39,907	42,115	21,963,902	18,175,994
非流動資產								

note: Non-current assets excluded interests in associates, loan to an associate, loan receivables, available-for-sale investments, deferred tax assets and pledged bank deposits.

### 5. 分類資料 (續)

#### 地區資料 (續)

本集團按資產所在地區劃分之非流動資產分析如下：

附註：非流動資產不包括聯營公司權益、聯營公司貸款、應收貸款、可供出售投資、遞延稅項資產及已抵押銀行存款。

#### Other segment information

#### 其他分類資料

		Import, distribution and handling of cement		Manufacture and distribution of cement, clinker and slag powder		Investment holding		Consolidated	
		進口、分銷及處理水泥		製造及分銷水泥、熟料及礦渣粉		投資控股		綜合	
		2011	2010	2011	2010	2011	2010	2011	2010
		二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Amounts included in the measure of segment profit:	計量分類溢利時所計入之金額：								
Depreciation and amortisation	折舊及攤銷	4,367	4,240	879,620	666,815	1,018	1,219	885,005	672,274
Dividends from listed equity investment	上市股本投資股息	-	-	-	-	(14,412)	(14,614)	(14,412)	(14,614)
Change in fair value of held-for-trading investments	持作交易用途之投資公平值變動	-	-	-	-	3,602	(59,157)	3,602	(59,157)
Gain on disposal of held-for-trading investments	出售持作交易用途之投資之收益	-	-	-	-	(24,171)	-	(24,171)	-
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit:	定期提供予主要經營決策者但未於計量分類溢利時計入之金額：								
Interest income	利息收入	(254)	-	(16,155)	(10,924)	(2,929)	(8,150)	(19,338)	(19,074)
Finance costs	融資成本	2	2	377,682	267,105	51,311	50,921	428,995	318,028
Share of results of associates	應佔聯營公司之業績	-	-	-	-	(242,352)	(224,086)	(242,352)	(224,086)
Income tax expense	所得稅支出	8,077	6,383	324,302	109,211	17,173	1,180	349,552	116,774



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 6. REVENUE

Revenue represents invoiced amount of sales of cement, clinker and slag powder, net of trade discounts, returns and sales related taxes.

### 6. 收益

收益指扣除貿易折扣、退貨及相關銷售稅後之水泥、熟料及礦渣粉銷售發票額。

### 7. INVESTMENT INCOME

### 7. 投資收入

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Dividends from listed equity investments	上市股本投資股息	14,412	14,614
Interest income	利息收入	19,338	11,015
Interest income from senior notes	優先票據利息收入	-	8,059
		<b>33,750</b>	<b>33,688</b>

Investment income earned from financial assets, analysed by category of assets, is as follows:

金融資產所賺取之投資收入按資產類別之分析如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Held-for-trading investments	持作交易用途之投資	14,412	14,614
Loans and receivables (including cash and bank deposits)	貸款及應收款項 (包括現金及銀行存款)	19,338	19,074
		<b>33,750</b>	<b>33,688</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 8. OTHER INCOME, GAINS AND LOSSES

### 8. 其他收入、收益及虧損

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Bargain purchase gain arising on acquisition of subsidiaries (Note 33)	收購附屬公司產生之議價收購收益 (附註33)	4,298	-
Change in fair value of held-for-trading investments	持作交易用途之投資公平值變動	(3,602)	59,157
Compensation received for the termination of an acquisition agreement (note a)	已收終止收購協議賠償 (附註a)	60,000	-
Gain on disposal of held-for-trading investments	出售持作交易用途之投資收益	24,171	-
Government grants (note b)	政府補貼 (附註b)	87,025	31,261
Handling charges	手續費用	2,525	2,515
Management fee income	管理費收入	1,251	1,181
Net exchange gain	匯兌淨收益	83,211	35,587
Rental income	租金收入	1,424	1,038
Others	其他	31,503	18,051
		<b>291,806</b>	<b>148,790</b>

notes:

- (a) During the year, the Group entered into an agreement to acquire certain target companies engaged in the cement business in the PRC. The vendor subsequently terminated the agreement and paid compensation of HK\$60,000,000 to the Group.
- (b) The amount represents the incentive subsidies provided by the PRC local authorities to the Group to encourage investments in certain specific locations. There is no specific conditions attached to the grants, the Group recognised the grants upon receipts.

附註:

- (a) 年內，本集團訂立一份協議以收購於中國從事水泥業務之若干目標公司。隨後賣方終止該協議，並向本集團支付賠償60,000,000港元。
- (b) 該金額指中國地方機關向本集團提供之獎勵補貼，藉以鼓勵若干特別地區之投資。補貼概無附帶特別條件，本集團於收到補貼時予以確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 9. FINANCE COSTS

### 9. 融資成本

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Interest on:	以下之利息：		
Bank loans wholly repayable	須於下列日期全數償還之 銀行貸款		
– within five years	– 五年內	458,017	327,085
– more than five years	– 超過五年	–	1,412
Loan from immediate holding company	應付直屬控股公司之貸款	10,174	10,787
Senior notes	優先票據	11,338	38,432
Total borrowing costs	總借貸成本	479,529	377,716
Less: Amounts capitalised in construction in progress	減：於在建工程中資本化 金額	(50,534)	(59,688)
		<b>428,995</b>	318,028

Borrowing costs capitalised during the year arose on the general borrowing pool and are calculated by applying an average capitalisation rate to expenditure on qualifying assets.

年內撥充資本化之借貸成本均源自一般借貸額，並應用合資格資產開支之平均資本化年利率計算。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

#### 10. PROFIT BEFORE TAX

#### 10. 除稅前溢利

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Profit before tax has been arrived at after charging the following:	除稅前溢利已扣除下列各項：		
Director's remuneration (Note 11)	董事酬金 (附註11)	9,459	5,586
Other staff cost	其他員工成本		
Salaries and other benefits	薪金及其他津貼	380,234	210,566
Other pension costs and mandatory provident fund contributions	其他退休金成本及強積金供款	30,722	16,637
Equity settled share-based payment expenses	以股本結算以股份支付開支	10,646	-
<b>Total staff costs</b>	<b>總員工成本</b>	<b>431,061</b>	232,789
Depreciation of property, plant and equipment (note)	物業、廠房及設備折舊 (附註)	796,285	606,971
Amortisation of prepaid lease payments	預付租賃款項攤銷	45,061	35,184
Amortisation of intangible assets (included in cost of sales and general and administrative expenses)	無形資產攤銷 (已計入銷售成本及一般及行政開支)	21,229	15,064
Amortisation of mining rights (included in cost of sales and general and administrative expenses)	採礦權攤銷 (已計入銷售成本及一般及行政開支)	22,430	15,055
Auditor's remuneration	核數師酬金	5,330	4,170
Operating lease payments in respect of rented premises	租賃物業之經營租賃租金	10,982	7,020
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	1,393	1,376

The Group has no forfeited contributions from the retirement benefit scheme for both years.

本集團於該兩個年度並無退休金計劃之已沒收供款。

*note:* Depreciation charge of approximately HK\$4,547,000 (2010: HK\$2,598,000) relating to plant and machinery used in buildings under construction was capitalised under construction in progress.

*附註:* 與在建樓宇所使用之廠房及機器有關之折舊費用約4,547,000港元(二零一零年: 2,598,000港元)已於在建工程項下予以資本化。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

#### Directors' emoluments

The emoluments paid or payable to each of the Directors are as follows:

		KOO, Cheng-Yun, Leslie 辜成允	WU Yih Chin 吳義欽	SHAN Weijian 單偉建	CHANG, An-Ping, Nelson 張安平	CHANG, Kang-Lung, Jason 張剛倫	WANG, Lishin, Elizabeth 王立心	LIAO Poon Huai, Donald 廖本懷	CHIH Ching Kang, Kenneth 池慶康	SHIEH, Jen-Chung, Roger 謝禎忠	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
2011	二零一一年										
Fees	袍金	220	-	220	220	220	220	220	220	1,760	
Other emoluments	其他酬金										
Salaries and other benefits	薪金及其他津貼	-	1,360	-	-	-	-	-	-	1,360	
Performance related incentive bonus	與表現掛鈎之獎勵花紅	660	350	-	-	-	-	-	-	1,010	
Equity settled share-based payment expenses	以股本結算以股份支付開支	4,473	856	-	-	-	-	-	-	5,329	
<b>Total emoluments</b>	<b>總酬金</b>	<b>5,353</b>	<b>2,566</b>	<b>220</b>	<b>220</b>	<b>220</b>	<b>220</b>	<b>220</b>	<b>220</b>	<b>9,459</b>	
2010	二零一零年										
Fees	袍金	220	-	220	220	220	220	220	220	1,760	
Other emoluments	其他酬金										
Salaries and other benefits	薪金及其他津貼	-	1,326	-	-	-	-	-	-	1,326	
Performance related incentive bonus	與表現掛鈎之獎勵花紅	2,000	500	-	-	-	-	-	-	2,500	
<b>Total emoluments</b>	<b>總酬金</b>	<b>2,220</b>	<b>1,826</b>	<b>220</b>	<b>220</b>	<b>220</b>	<b>220</b>	<b>220</b>	<b>220</b>	<b>5,586</b>	

The performance related incentive bonus is determined with reference to the performance of the Group's operation.

The remunerations of Directors is determined by the remuneration committee having regard to the performance of individuals and market trends.

### 11. 董事及僱員酬金

#### 董事酬金

已付或應付予各董事之酬金如下：

與表現掛鈎之獎勵花紅乃根據本集團營運表現而釐定。

董事薪酬乃經薪酬委員會參考個人表現及市場趨勢後而釐定。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

#### Employees' emoluments

During the year, the five highest paid individuals included two (2010: two) Directors, details of whose emoluments are set out above. The emoluments of the remaining three (2010: three) highest paid individuals are as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Salaries and other benefits	薪金及其他津貼	3,354	2,573
Retirement benefits scheme contributions	退休金計劃供款	79	58
Performance related incentive bonus	與表現掛鈎之獎勵花紅	1,118	1,021
Equity settled share-based payment expenses	以股本結算以股份支付開支	1,092	-
		<b>5,643</b>	<b>3,652</b>

Their emoluments were within the following bands:

		Number of employee 僱員人數	
		2011 二零一一年	2010 二零一零年
Up to HK\$1,000,000	不多於1,000,000港元	-	1
HK\$1,000,001 – HK\$2,000,000	1,000,001港元 – 2,000,000港元	2	2
HK\$2,000,001 – HK\$3,000,000	2,000,001港元 – 3,000,000港元	1	-

During the year, no remuneration was paid by the Group to the Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2010: nil). None of the Directors has waived or agreed to waive any remuneration during the year (2010: nil).

### 11. 董事及僱員酬金 (續)

#### 僱員酬金

本年內五名最高薪人士包括兩名(二零一零年: 兩名)董事, 其薪酬已載列於上文。其餘三名(二零一零年: 三名)最高薪人士之薪酬詳情載列如下:

其薪金介乎下列範圍:

於本年內, 本集團並無向董事或五名最高薪人士支付酬金, 以作彼等加入或加盟本集團之獎勵或作為離職之補償(二零一零年: 無)。概無董事於本年內放棄或同意放棄任何薪金(二零一零年: 無)。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 12. INCOME TAX EXPENSE

### 12. 所得稅支出

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Current tax:	當期稅項：		
Hong Kong	香港	8,571	6,452
PRC Enterprise Income Tax	中國企業所得稅	338,735	106,920
Other jurisdictions	其他司法權區	5,131	96
Withholding tax	預扣稅	2,096	1,872
		<b>354,533</b>	115,340
(Over) under provision in prior years:	過往年度撥備(超額)不足：		
PRC Enterprise Income Tax	中國企業所得稅	(3,162)	141
Other jurisdictions	其他司法權區	12	-
Withholding tax	預扣稅	(866)	1,043
		<b>(4,016)</b>	1,184
Deferred tax (Note 23)	遞延稅項(附註23)		
Current year	本年度	(965)	250
		<b>349,552</b>	116,774

Hong Kong Profits Tax is calculated at 16.5% (2010: 16.5%) of the estimated assessable profits for the year. Taxation arising in PRC and other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Under the Law of People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the enterprise in PRC is 25% from 1 January 2008 onwards.

Pursuant to the relevant laws and regulations in the PRC, certain PRC subsidiaries of the Company are exempted from PRC Enterprise Income Tax for two years starting from their first profit-making year, followed by a 50% reduction for the next three years. The preferential tax exemptions or reduction are going to be expired starting from year 2011 to 2012.

Certain PRC subsidiaries of the Company are entitled to the preferential tax treatment for Western Development Policy ("WDP Policy"). The applicable reduced preferential Enterprise Income Tax rate under the WDP Policy is 15%.

香港利得稅乃根據本年度之估計應課稅溢利按16.5% (二零一零年: 16.5%) 之稅率計算。中國及其他司法權區之稅項乃根據相關司法權區之現行稅率計算。

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施規則,中國企業之稅率由二零零八年一月一日起為25%。

根據中國有關法律及法規,本公司之若干中國附屬公司自首個獲利年度起連續兩年豁免繳納中國企業所得稅,而隨後三年獲減半寬免。稅項減免優惠將於二零一一年起至二零一二年止到期。

本公司之若干中國附屬公司有權就西部大開發政策(「西部大開發政策」)享有稅收優惠。根據西部大開發政策適用之經削減優惠企業所得稅率為15%。

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### 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

#### 12. INCOME TAX EXPENSE (Continued)

The total charge for the year can be reconciled to the profit per the consolidated statement of comprehensive income as follows:

#### 12. 所得稅支出 (續)

年內之總稅項開支與綜合全面收益表內溢利之對賬如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Profit before tax	除稅前溢利	2,035,485	955,801
Tax at PRC Enterprise Income Tax rate of 25% (2010: 25%) (note)	以中國企業所得稅率25% (二零一零年: 25%) 計算之稅項 (附註)	508,871	238,950
Tax effect of share of profits of associates	應佔聯營公司溢利之稅務影響	(60,588)	(56,022)
Tax effect of expenses that are not deductible in determining taxable profit	於釐定應課稅溢利時不可扣稅之支出之稅務影響	48,689	21,096
Tax effect of income that are not taxable in determining taxable profit	於釐定應課稅溢利時毋須課稅之收入之稅務影響	(13,951)	(15,541)
(Over) underprovision in prior years	過往年度撥備 (超額) 不足	(4,016)	1,184
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	15,625	8,576
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	(39,816)	(31,841)
Income tax on concessionary rate	按優惠稅率計算之所得稅	(111,021)	(57,477)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司不同稅率之影響	(4,390)	(3,066)
Withholding tax on undistributed earnings	未分配盈利之預扣稅	10,100	10,944
Others	其他	49	(29)
Tax expense for the year	本年度稅項支出	349,552	116,774

note: The Group's major operating subsidiaries are located in the PRC and accordingly, income tax rate of 25% is adopted.

附註：本集團之主要經營附屬公司均位於中國，因此採用25%之所得稅率。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 13. DIVIDEND

The 2011 final dividend of HK7.5 cents (2010: HK4.8 cents) per ordinary and preference share, amounting to approximately HK\$247,173,000 (2010: HK\$158,190,000) and HK\$37,076,000 (2010: Nil) has been proposed by the Directors to be payable to ordinary and preference shareholders respectively and is subject to approval by the ordinary shareholders in the forthcoming annual general meeting.

The 2010 final dividend of HK4.8 cents per share and 2011 interim dividend of HK2.5 cents per share totalling approximately HK\$240,581,000 was recognised as distribution during the year ended 31 December 2011. The 2011 preferred distribution payable to convertible preference shareholders totalling approximately HK\$2,057,000 was also recognised as distribution during the year ended 31 December 2011.

The 2009 final dividend of HK2.0 cents per share totalling approximately HK\$43,942,000 was recognised as distribution during the year ended 31 December 2010.

### 13. 股息

董事已建議分別向普通股股東及優先股股東派發二零一一年末期股息每股普通股及優先股7.5港仙(二零一零年:4.8港仙),約為247,173,000港元(二零一零年:158,190,000港元)及37,076,000港元(二零一零年:無),惟須待普通股股東於應屆股東週年大會上批准後,方可作實。

於截至二零一一年十二月三十一日止年度內,本公司已確認分派二零一零年末期股息每股4.8港仙及二零一一年中期股息每股2.5港仙,合共約為240,581,000港元。於截至二零一一年十二月三十一日止年度內,本公司亦確認分派派付予可轉換優先股股東合共約2,057,000港元的二零一一年優先股分派。

於截至二零一零年十二月三十一日止年度內,本公司已確認分派二零零九年末期股息每股2.0港仙,總金額約為43,942,000港元。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

#### 14. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

##### Earnings for the purposes of basic and diluted earnings per share

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度溢利	1,637,880	784,053

##### Number of shares

		2011 二零一一年 '000 千股	2010 二零一零年 '000 千股
Weighted average number of ordinary shares and preference shares in issue for the purpose of basic earnings per share	計算每股基本盈利所用之已發行普通股及優先股加權平均數	3,337,618	2,759,817
Effects of dilutive potential ordinary shares:	具攤薄效應之潛在普通股之影響:		
Share options	購股權	-	103
Weighted average number of ordinary shares and preference shares in issue for the purpose of diluted earnings per share	計算每股攤薄盈利所用之已發行普通股及優先股加權平均數	3,337,618	2,759,920

The computation of diluted earnings per share does not assume the exercise of the Company's options because the exercise price of those options was higher than the average market price of shares for the year ended 31 December 2011.

#### 14. 每股盈利

本公司擁有人應佔每股基本盈利乃根據以下數據計算：

##### 用以計算每股基本及攤薄盈利之盈利

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Profit for the year attributable to owners of the Company	1,637,880	784,053

##### 股份數目

	2011 二零一一年 '000 千股	2010 二零一零年 '000 千股
Weighted average number of ordinary shares and preference shares in issue for the purpose of basic earnings per share	3,337,618	2,759,817
Effects of dilutive potential ordinary shares:		
Share options	-	103
Weighted average number of ordinary shares and preference shares in issue for the purpose of diluted earnings per share	3,337,618	2,759,920

由於截至二零一一年十二月三十一日止年度本公司購股權之行使價高於股份之平均市價，故計算每股攤薄盈利時並無假設購股權獲行使。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 15. PROPERTY, PLANT AND EQUIPMENT

### 15. 物業、廠房及設備

		Cement plant and facilities	Leasehold land and office building	Plant and machinery	Furniture, fixtures and office equipment 傢俬、裝置 及辦公室 設備	Motor vehicles	Lighters	Construction in progress	Total
		水泥廠 及設備	租賃土地 及辦公室樓宇	廠房及 機器	設備	汽車	躉船	在建工程	總數
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>COST OR VALUATION</b>	<b>成本或估值</b>								
At 1 January 2010	於二零一零年一月一日	2,541,616	34,400	5,412,324	497,202	88,539	7,731	1,215,662	9,797,474
Exchange adjustments	匯兌調整	165,329	-	345,450	23,437	5,622	-	64,657	604,495
Additions	添置	577	-	18,341	4,557	12,645	-	1,788,601	1,824,721
Arising on acquisition of subsidiaries	收購附屬公司時產生	653,014	-	1,047,389	1,068	18,110	-	549,608	2,269,189
Disposals	出售	(607)	-	(481)	(1,273)	(2,247)	-	-	(4,608)
Transfers	轉撥	861,444	-	1,397,984	8,652	852	-	(2,268,932)	-
Surplus on revaluation	重估盈餘	-	3,600	-	-	-	-	-	3,600
<b>At 31 December 2010</b>	<b>於二零一零年十二月三十一日</b>	<b>4,221,373</b>	<b>38,000</b>	<b>8,221,007</b>	<b>533,643</b>	<b>123,521</b>	<b>7,731</b>	<b>1,349,596</b>	<b>14,494,871</b>
Exchange adjustments	匯兌調整	221,819	-	517,976	24,673	15,947	-	42,847	823,262
Additions	添置	-	-	65,699	5,711	42,940	-	2,493,899	2,608,249
Arising on acquisition of subsidiaries	收購附屬公司時產生	307,258	-	213,675	1,310	4,364	-	136,279	662,886
Disposals	出售	(1,102)	-	(1,221)	(490)	(2,117)	-	-	(4,930)
Transfers	轉撥	1,184,569	-	1,844,802	11,722	20,145	-	(3,061,238)	-
Surplus on revaluation	重估盈餘	-	1,000	-	-	-	-	-	1,000
<b>At 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>5,933,917</b>	<b>39,000</b>	<b>10,861,938</b>	<b>576,569</b>	<b>204,800</b>	<b>7,731</b>	<b>961,383</b>	<b>18,585,338</b>
Comprising:	包括:								
At cost	成本值	5,933,917	-	10,861,938	576,569	204,800	7,731	961,383	18,546,338
At valuation 2011	二零一一年估值	-	39,000	-	-	-	-	-	39,000
		5,933,917	39,000	10,861,938	576,569	204,800	7,731	961,383	18,585,338
<b>ACCUMULATED DEPRECIATION AND IMPAIRMENT</b>	<b>累計折舊及減值</b>								
At 1 January 2010	於二零一零年一月一日	240,046	-	700,888	26,739	7,085	7,653	-	982,411
Exchange adjustments	匯兌調整	21,253	-	63,206	4,981	1,313	-	-	90,753
Provided for the year	本年度提撥	110,572	1,158	429,223	55,974	12,642	-	-	609,569
Elimination on revaluation	重估沖銷	-	(1,158)	-	-	-	-	-	(1,158)
Elimination on disposals	出售沖銷	(130)	-	(100)	(1,048)	(1,632)	-	-	(2,910)
<b>At 31 December 2010</b>	<b>於二零一零年十二月三十一日</b>	<b>371,741</b>	<b>-</b>	<b>1,193,217</b>	<b>86,646</b>	<b>19,408</b>	<b>7,653</b>	<b>-</b>	<b>1,678,665</b>
Exchange adjustments	匯兌調整	40,597	-	156,832	36,525	10,767	-	-	244,721
Provided for the year	本年度提撥	149,578	985	565,679	60,207	24,383	-	-	800,832
Elimination on revaluation	重估沖銷	-	(985)	-	-	-	-	-	(985)
Elimination on disposals	出售沖銷	(210)	-	(311)	(385)	(1,942)	-	-	(2,848)
<b>At 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>561,706</b>	<b>-</b>	<b>1,915,417</b>	<b>182,993</b>	<b>52,616</b>	<b>7,653</b>	<b>-</b>	<b>2,720,385</b>
<b>CARRYING VALUES</b>	<b>賬面值</b>								
At 31 December 2011	於二零一一年十二月三十一日	5,372,211	39,000	8,946,521	393,576	152,184	78	961,383	15,864,953
At 31 December 2010	於二零一零年十二月三十一日	3,849,632	38,000	7,027,790	446,997	104,113	78	1,349,596	12,816,206

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 15. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Depreciation is calculated to write off the cost of items of property, plant and equipment (other than construction in progress), less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

Cement plant and facilities	30 years
Leasehold land and office buildings	Over the unexpired term of lease
Plant and machinery	15 years
Furniture, fixtures and office equipment	5 years
Motor vehicles	5 – 10 years
Lighters	10 years

### 15. 物業、廠房及設備 (續)

折舊是按各物業、廠房及設備(在建工程除外)項目的預計可用年限,在扣除估計殘值後(如有),使用直線法計算以撇銷其成本。所採用的預計可用年限如下:

水泥廠及設備	30年
租賃土地及辦公室樓宇	按租約未屆滿年期
廠房及機器	15年
傢俬、裝置及辦公室設備	5年
汽車	5至10年
躉船	10年



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### 15. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The leasehold land and office building is situated in Hong Kong under long term leases and was revalued on 31 December 2011 at HK\$39,000,000 (2010: HK\$38,000,000) by Vigers Appraisal & Consulting Limited, an independent firm of qualified professional valuers, at open market value on existing use basis. The resulting surplus arising from the revaluation at 31 December 2011 of HK\$1,985,000 (2010: HK\$4,758,000) was dealt with in the land and building revaluation reserve. Had there not been any revaluation of this property, its carrying amount at cost less accumulated depreciation and any impairment losses at 31 December 2011 would be HK\$294,000 (2010: HK\$295,000).

### 15. 物業、廠房及設備 (續)

獨立合資格專業估值師行威格斯資產評估顧問有限公司於二零一一年十二月三十一日對本集團根據長期租約位於香港之租賃土地及辦公室樓宇，按其現有用途之公開市值重估為39,000,000港元（二零一零年：38,000,000港元）。於二零一一年十二月三十一日之重估盈餘為1,985,000港元（二零一零年：4,758,000港元），已於土地及樓宇重估儲備內處理。倘並無對此物業作出任何重估，於二零一一年十二月三十一日之成本賬面值減累計折舊及任何減值虧損後將為294,000港元（二零一零年：295,000港元）。

### 16. PREPAID LEASE PAYMENTS

### 16. 預付租賃款項

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Leasehold land in PRC	位於中國以中期租約		
Medium-term lease	租賃之土地	1,791,931	1,640,513
Analysed for reporting purposes as:	分析作呈報用途：		
Non-current portion	非流動部份	1,745,207	1,599,818
Current portion	流動部份	46,724	40,695
		<b>1,791,931</b>	<b>1,640,513</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

## 17. INTANGIBLE ASSETS

## 17. 無形資產

		Goodwill 商譽 HK\$'000 千港元	Customer base 客戶基礎 HK\$'000 千港元	Computer software 電腦軟件 HK\$'000 千港元	Total 總數 HK\$'000 千港元
<b>COST</b>					
At 1 January 2010	於二零一零年一月一日	4,516,691	31,901	22,707	4,571,299
Arising on acquisition of subsidiaries	收購附屬公司時產生	1,797,652	51,985	–	1,849,637
Additions	添置	–	–	676	676
Exchange adjustments	匯兌調整	–	–	977	977
At 31 December 2010	於二零一零年十二月三十一日	6,314,343	83,886	24,360	6,422,589
Arising on acquisition of subsidiaries	收購附屬公司時產生	18,449	–	–	18,449
Additions	添置	–	–	1,159	1,159
Disposals	出售	–	–	(4)	(4)
Exchange adjustments	匯兌調整	–	–	1,011	1,011
<b>At 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>6,332,792</b>	<b>83,886</b>	<b>26,526</b>	<b>6,443,204</b>
<b>AMORTISATION AND IMPAIRMENT</b>					
At 1 January 2010	於二零一零年一月一日	3,722,639	31,901	4,181	3,758,721
Charge for the year	本年度攤銷	–	11,552	3,512	15,064
Exchange adjustments	匯兌調整	–	–	243	243
At 31 December 2010	於二零一零年十二月三十一日	3,722,639	43,453	7,936	3,774,028
Charge for the year	本年度攤銷	–	17,328	3,901	21,229
Elimination on disposals	出售沖銷	–	–	(2)	(2)
Exchange adjustments	匯兌調整	–	–	384	384
<b>At 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>3,722,639</b>	<b>60,781</b>	<b>12,219</b>	<b>3,795,639</b>
<b>CARRYING VALUES</b>					
At 31 December 2011	於二零一一年十二月三十一日	2,610,153	23,105	14,307	2,647,565
At 31 December 2010	於二零一零年十二月三十一日	2,591,704	40,433	16,424	2,648,561

Goodwill is tested for impairment annually. Particulars regarding its impairment testing are disclosed in Note 18. All other intangible assets are amortised over their estimated useful lives, using the straight-line method, at the following rates per annum:

Customer base	33.3%
Computer software	20%

商譽於每年進行減值測試。有關其減值測試詳情已於附註18披露。所有其他無形資產於其估計可用年期內以直線法按以下年率攤銷：

客戶基礎	33.3%
電腦軟件	20%

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## 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 18. IMPAIRMENT TESTING ON INTANGIBLE ASSETS

For the purpose of impairment testing, goodwill arising from business combinations have been allocated to the following cash generating units:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Upper Value Investments Limited ("Upper Value")	Upper Value Investments Limited (「Upper Value」)	1,797,652	1,797,652
TCC (Guigang) Cement Ltd.	台泥(貴港)水泥有限公司	794,052	794,052
Kong On Cement Holdings Limited ("Kong On")	港安水泥控股有限公司 (「港安」)	18,449	-
		<b>2,610,153</b>	2,591,704

During the year ended 31 December 2011, management of the Group determines that there is no impairment of any of its CGUs containing goodwill.

The basis of the recoverable amount of the above CGUs and its major underlying assumptions are summarised below:

The recoverable amount of these CGUs have been determined based on a value in use calculation. That calculation uses cash flow projections covering a 10-year period, based on financial budgets approved by management and a discount rate of 9.1% (2010: 7.9%) per annum. Cash flows beyond the 5-year period are extrapolated with zero growth rate. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development.

### 18. 無形資產減值測試

就減值測試而言，業務合併所產生之商譽已獲分配至下列現金產生單位：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Upper Value Investments Limited ("Upper Value")	Upper Value Investments Limited (「Upper Value」)	1,797,652	1,797,652
TCC (Guigang) Cement Ltd.	台泥(貴港)水泥有限公司	794,052	794,052
Kong On Cement Holdings Limited ("Kong On")	港安水泥控股有限公司 (「港安」)	18,449	-
		<b>2,610,153</b>	2,591,704

於截至二零一一年十二月三十一日止年度內，本集團之管理層釐定並無任何包括商譽之現金產生單位減值。

上述現金產生單位之可收回數額及其主要相關假設之基準概述如下：

該等現金產生單位之可收回數額乃根據使用價值計算方法釐定。根據管理層所批准之財務預算以及每年9.1% (二零一零年：7.9%) 之折現率，該計算方法使用涵蓋期達10年之現金流量預測。於5年期之後之現金流量乃按零增長率推斷。其他與估計現金流入／流出相關之使用價值計算方法之主要假設包括預算銷售及毛利，該等估計乃根據該單位之過往表現及管理層對市場發展之期望而作出。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 19. MINING RIGHTS

## 19. 採礦權

		HK\$'000 千港元
<b>COST</b>	<b>成本</b>	
At 1 January 2010	於二零一零年一月一日	213,584
Arising on acquisition of subsidiaries	收購附屬公司時產生	123,137
Additions	添置	68,933
Exchange adjustments	匯兌調整	16,785
At 31 December 2010	於二零一零年十二月三十一日	422,439
Arising on acquisition of subsidiaries	收購附屬公司時產生	11,516
Additions	添置	2,347
Exchange adjustments	匯兌調整	18,163
<b>At 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>454,465</b>
<b>AMORTISATION AND IMPAIRMENT</b>	<b>攤銷及減值</b>	
At 1 January 2010	於二零一零年一月一日	8,072
Charge for the year	本年度攤銷	15,055
Exchange adjustments	匯兌調整	750
At 31 December 2010	於二零一零年十二月三十一日	23,877
Charge for the year	本年度攤銷	22,430
Exchange adjustments	匯兌調整	1,525
<b>At 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>47,832</b>
<b>CARRYING VALUES</b>	<b>賬面值</b>	
<b>At 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>406,633</b>
At 31 December 2010	於二零一零年十二月三十一日	398,562

The mining rights are amortised using the straight-line method to allocate their cost over their estimated useful lives.

採礦權乃以直線法於其估計可使用年期內將其成本攤銷。

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

20. INTERESTS IN ASSOCIATES AND LOAN  
TO AN ASSOCIATE

20. 聯營公司權益及聯營公司貸款

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Cost of investments in unlisted associates	非上市聯營公司之投資 成本	1,142,821	1,142,821
Share of post-acquisition profits, and other comprehensive income, net of dividends income	攤佔收購後之溢利及 其他全面收益(扣除 股息收入)	313,245	271,955
		<b>1,456,066</b>	<b>1,414,776</b>
Loan to an associate	聯營公司貸款	-	2,200

The loan to an associate was interest-free, unsecured and fully repaid during the year.

聯營公司貸款為免息、無抵押且於年內悉數償還。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

#### 20. INTERESTS IN ASSOCIATES AND LOAN TO AN ASSOCIATE (Continued)

Details of the Group's associates at 31 December 2011 and 2010 are as follows:

Name of associate	Place of incorporation and operation	Proportion of ownership interest	Proportion of voting power held	Principal activity
聯營公司名稱	註冊成立及營運地點	擁有權益之比例	投票權比例	主要業務
Baoshan Kungang & K. Wah Cement Construction Materials Co. Ltd. 保山昆鋼嘉華水泥建材有限公司	The PRC 中國	30%	30%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
Hong Kong Concrete Company Limited 港九混凝土有限公司	Hong Kong 香港	31.5%	31.5%	Production and distribution of ready-mixed concrete 生產及分銷預拌混凝土
Kenic Investment Holdings Limited 堅力投資控股有限公司	British Virgin Islands/ Hong Kong 英屬處女群島／香港	40%	40%	Investment holding 投資控股

#### 20. 聯營公司權益及聯營公司貸款 (續)

於二零一一年及二零一零年十二月三十一日，本集團之聯營公司詳情載列如下：



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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

20. INTERESTS IN ASSOCIATES AND LOAN  
TO AN ASSOCIATE (Continued)

20. 聯營公司權益及聯營公司貸款  
(續)

Name of associate	Place of incorporation and operation	Proportion of ownership interest	Proportion of voting power held	Principal activity
聯營公司名稱	註冊成立及營運地點	擁有權益之比例	投票權比例	主要業務
Prosperity Conch Cement Company Limited 英德海螺水泥有限公司	The PRC 中國	25%	25%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
Quon Hing Concrete Company Limited 港興混凝土有限公司	Hong Kong 香港	50%	50%	Production and distribution of ready-mixed concrete 生產及分銷預拌混凝土
Yunnan Kungang & K. Wah Cement Construction Materials Co. Ltd. 雲南昆鋼嘉華水泥建材有限公司	The PRC 中國	30%	30%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料

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#### 20. INTERESTS IN ASSOCIATES AND LOAN TO AN ASSOCIATE (Continued)

Summarised financial information in respect of the Group's associates, after taking into account the fair value adjustments upon acquisition, are set out below:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Total assets	總資產	6,969,191	6,609,449
Total liabilities	總負債	(1,771,449)	(1,551,360)
Net assets	資產淨額	5,197,742	5,058,089
Group's share of associates' net assets	本集團佔聯營公司之資產淨額	1,456,066	1,414,776
Revenue	收益	5,156,085	3,197,243
Profit for the year	本年度溢利	839,975	775,096
Other comprehensive income for the year	本年度其他全面收益	184,976	153,931
Group's share of profits and other comprehensive income of associates for the year	本集團佔本年度聯營公司之溢利及其他全面收益	292,825	264,601

#### 21. LOAN RECEIVABLES

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Loan receivables	應收貸款	464,818	130,980
Less: Current portion of loan receivables (Note 26)	減：應收貸款流動部份（附註26）	377,671	21,240
Non-current portion of loan receivables	應收貸款之非流動部份	87,147	109,740

As at 31 December 2011, the loan receivables amounting to RMB377,900,000 (2010: RMB111,000,000) (equivalent to HK\$464,818,000 (2010: HK\$130,980,000)) are unsecured, and will mature in 2012 to 2018. The loan receivables included an amount of RMB70,851,000 (2010: RMB93,000,000) (equivalent to HK\$87,147,000 (2010: HK\$109,740,000)) which carries variable interest rate with reference to the benchmark loan rates of financial institutions set by The People's Bank of China maturing in 2013 to 2018. The remaining balances are non-interest bearing.

#### 20. 聯營公司權益及聯營公司貸款 (續)

本集團之聯營公司之財務資料摘要（經計及於收購時之公平值調整）載列如下：

#### 21. 應收貸款

於二零一一年十二月三十一日，應收貸款人民幣377,900,000元（二零一零年：人民幣111,000,000元）（相當於464,818,000港元（二零一零年：130,980,000港元））為無抵押及將於二零一二年至二零一八年到期。一筆應收貸款人民幣70,851,000元（二零一零年：人民幣93,000,000元）（相當於87,147,000港元（二零一零年：109,740,000港元））乃參考中國人民銀行設立之金融機構基準貸款利率按浮動利率計息，且將於二零一三年至二零一八年到期，餘額並不計息。

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## 綜合財務報表附註

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## 22. INVESTMENTS

## 22. 投資

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
<b>Available-for-sale investments</b>	<b>可供出售投資</b>		
Unlisted equity securities, at cost	非上市股本證券，按成本	57,501	59,772
<b>Held-for-trading investments</b>	<b>持作交易用途之投資</b>		
Listed equity securities, at market value	上市股本證券，按市值		
Listed in Hong Kong	於香港上市	31,532	33,242
Listed elsewhere	於其他地方上市	-	238,613
		31,532	271,855
Quoted investment funds, at fair value	有價投資基金，按公平值	53,354	55,245
		<b>84,886</b>	327,100

### Available-for-sale investments

The above unlisted investments represent investments in unlisted equity securities issued by private entities incorporated in Hong Kong and Taiwan. They are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the Directors are of the opinion that their fair values cannot be measured reliably.

### Held-for-trading investments

The fair values of the held-for-trading investments are determined based on the quoted market bid prices available on the relevant exchanges or prices provided by counterparty financial institutions. The quoted investment funds can be disposed of at the prices provided by the counterparty financial institutions on a regular basis.

### 可供出售投資

以上非上市投資為於香港及台灣註冊成立之私人實體發行之非上市股本證券投資。於報告期末以成本減減值計量，原因為合理公平值之估計範圍非常重大，因此董事認為彼等之公平值不能可靠地計量。

### 持作交易用途之投資

以上持作交易用途之投資之公平值乃根據相關交易所所報之市場買入價或對方金融機構所提供之價格釐定。有價投資基金可按對方金融機構定期提供之價格出售。

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### 23. DEFERRED TAX ASSETS/LIABILITIES

The following are the major deferred tax assets (liabilities) recognised by the Group and the movements thereon during the year.

		Fair value adjustments on business combination 有關業務合併 之公平值調整	Accelerated tax depreciation 加速稅項折舊	Revaluation of land and buildings 土地及 樓宇重估	Revaluation of mining rights 採礦權重估	Withholding tax on undistributed earnings 未分配盈利 之預扣稅	Others 其他	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2010	於二零一零年一月一日	(197,005)	(3)	(5,553)	-	-	(73)	(202,634)
Exchange adjustments	匯兌調整	-	-	(341)	(193)	-	9	(625)
Credit (charge) to profit or loss for the year (Note 12)	於年內損益計入(扣除) (附註12)	9,330	(42)	678	251	(10,944)	477	(250)
Arising on acquisition of subsidiaries	收購附屬公司時產生	(114,569)	-	(7,999)	(4,530)	(31,514)	-	(158,612)
Credit to other comprehensive income	於其他全面收益計入	-	-	(795)	-	-	-	(795)
At 31 December 2010	於二零一零年十二月三十一日	(302,244)	(45)	(14,010)	(4,472)	(42,458)	413	(362,816)
Exchange adjustments	匯兌調整	-	-	(339)	(181)	-	(1)	(621)
Credit (charge) to profit or loss for the year (Note 12)	於年內損益計入(扣除) (附註12)	11,501	(39)	(177)	351	(10,100)	(571)	965
Withholding tax paid	已付預扣稅	-	-	-	-	8,683	-	8,683
Arising on acquisition of subsidiaries	收購附屬公司時產生	-	-	(2,881)	-	(457)	-	(3,338)
Credit to other comprehensive income	於其他全面收益計入	-	-	(238)	-	-	-	(238)
At 31 December 2011	於二零一一年十二月三十一日	(290,743)	(84)	(17,645)	(4,302)	(44,332)	(159)	(357,265)

### 23. 遞延稅項資產／負債

以下為本集團所確認之主要遞延稅項資產(負債)及於本年度內的變動。

The analysis of the deferred tax balances for financial reporting purposes is as follows:

作財務呈報用途之遞延稅項結餘分析如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Deferred tax liabilities	遞延稅項負債	(358,144)	(364,091)
Deferred tax assets	遞延稅項資產	879	1,275
		(357,265)	(362,816)

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### 23. DEFERRED TAX ASSETS/LIABILITIES

(Continued)

The Group has tax losses of approximately HK\$91,496,000 (2010: HK\$193,100,000) available for offset against future taxable profits. Deferred tax assets have not been recognised in respect of these losses due to the unpredictability of future profit streams. Tax losses brought forward from prior years of approximately HK\$4,840,000 (2010: HK\$2,283,000) have been expired in current year. The unrecognised tax losses may be forward indefinitely except the losses of approximately HK\$48,984,000 (2010: HK\$159,262,000) that will expire in 2016.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to approximately HK\$2,111,838,000 (2010: HK\$681,547,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

### 24. PLEDGED BANK DEPOSITS/TIME DEPOSITS/CASH AND BANK BALANCES

Cash and bank balances comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less, which carry at market rates.

### 23. 遞延稅項資產／負債 (續)

本集團之稅項虧損約為91,496,000港元(二零一零年: 193,100,000港元), 可用於抵銷未來應課稅溢利。由於未來溢利來源難以預測, 因此並無就該等虧損確認遞延稅項資產。以往年度結轉之稅項虧損約4,840,000港元(二零一零年: 2,283,000港元)已於本年屆滿。除約48,984,000港元(二零一零年: 159,262,000港元)之虧損, 將於二零一六年屆滿外, 未確認稅項虧損可無限期結轉。

根據中國企業所得稅新稅法, 自二零零八年一月一日起, 將對中國附屬公司所獲溢利而宣派之股息徵收預扣稅。由於本集團有能力控制暫時差額撥回, 而暫時差額很可能不會於可見將來撥回, 故中國附屬公司之累計溢利應佔之暫時差額約2,111,838,000港元(二零一零年: 681,547,000港元)並無於綜合財務報表內作出遞延稅項撥備。

### 24. 已抵押銀行存款／定期存款／現金及銀行結餘

現金及銀行結餘包括本集團持有之現金及原為三個月或少於三個月到期並按市場利率計息之短期銀行存款。

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### 24. PLEDGED BANK DEPOSITS/TIME DEPOSITS/CASH AND BANK BALANCES

(Continued)

Bank balances carry interest at prevailing market rates which range from 0.01% to 3.60% (2010: 0.01% to 1.44%) per annum. The pledged bank deposits and time deposits carry interest at fixed rate ranging from 0.15% to 5.50% (2010: 0.15% to 4.55%) per annum. The pledged bank deposits will be released upon the settlement of relevant bank loans or the completion of relevant sales or purchases contracts.

Majority of the cash and bank balances were denominated in RMB which is not a freely convertible currency in the international market. The RMB exchange rate is determined by the Government of the PRC and the remittance of these funds out of the PRC is subject to exchange restrictions imposed by the Government of the PRC.

### 24. 已抵押銀行存款／定期存款／現金及銀行結餘 (續)

銀行結餘按當期市場利率介乎每年0.01%至3.60% (二零一零年: 0.01%至1.44%) 計息。已抵押銀行存款及定期存款按固定利率介乎每年0.15%至5.50% (二零一零年: 0.15%至4.55%) 計息。已抵押銀行存款將於結算有關銀行貸款或完成有關買賣合約後獲解除。

大部份之現金及銀行結餘均以人民幣計值，而人民幣不可於國際市場上自由兌換。人民幣匯兌率由中國政府釐定，而該等款項匯出中國境外須受中國政府實施之外匯限制所規限。

### 25. INVENTORIES

### 25. 存貨

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Raw materials and consumables	原材料及易耗品	936,254	566,604
Work in progress	在製品	350,496	188,994
Finished goods	製成品	205,105	139,507
		<b>1,491,855</b>	895,105



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### 26. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 26. 預付款項、按金及其他應收款項

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Prepayments and advances	預付款項及墊款	954,563	686,672
Deposits	按金	17,088	7,096
Current portion of loan receivables (Note 21)	應收貸款流動部份 (附註21)	377,671	21,240
Amount due from an associate	應收聯營公司款項	82,616	805
Dividend receivable from associates	應收聯營公司股息	132,704	-
Other receivables	其他應收款項	130,719	97,695
		<b>1,695,361</b>	<b>813,508</b>

All of the prepayments, deposits and other receivables are expected to be recovered within one year.

所有預付款項、按金及其他應收款項預期將於一年內收回。

Note: The amount due from an associate is interest fee, unsecured and expected to be recovered within one year.

附註：應收聯營公司款項乃免息、無抵押且預期將於一年內收回。

### 27. TRADE RECEIVABLES

### 27. 應收貿易賬款

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Trade receivables from outsiders	應收外界人士之貿易賬款	2,193,966	1,802,324
Trade receivables from associates	應收聯營公司之貿易賬款	12,032	9,630
		<b>2,205,998</b>	<b>1,811,954</b>

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 27. TRADE RECEIVABLES (Continued)

Before accepting any new customers with credit limit, the Group assesses the historical background and credibility which are available in the market. The credit limit will be reference to the result of research and will be reviewed once a year. More than 63% (2010: 55%) of the trade receivables that are neither past due nor impaired is recovered within three months after the end of reporting period. No provision has been made for the trade receivables as at 31 December 2011 (2010: nil).

The Group's policy is to allow a credit period of 90-180 days to its trade customers (including associates). The following is an aged analysis of trade receivables based on the invoice date at the end of the reporting period:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
0 – 90 days	0至90日	1,410,547	1,004,410
91 – 180 days	91至180日	748,285	766,472
181 – 365 days	181至365日	47,166	41,072
		<b>2,205,998</b>	<b>1,811,954</b>

At the reporting date, trade receivables of approximately HK\$47,166,000 (2010: HK\$41,072,000) which have been past due as at the reporting date for which the Group has not provided for impairment loss because management is of the opinion that the fundamental credit quality of these customers has not deteriorated. Hence, there is no expectation of significant recoverability problem. The Group does not hold any collateral over these balances.

The Group will provide fully for any receivables over 365 days because historical experience is such that receivables that are past due beyond 365 days are generally not recoverable.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

### 27. 應收貿易賬款 (續)

於接納任何具有賒賬限額之新客戶前，本集團會評估市場中可獲得之歷史背景及信用水平。賒賬限額將參照研究結果釐定，且本集團將會每年審閱一次賒賬限額。超過63%（二零一零年：55%）之應收貿易賬款既未過期又未發生減值，且會於報告期結束後三個月內收回。於二零一一年十二月三十一日，本集團並無就應收貿易賬款作出任何撥備（二零一零年：無）。

本集團政策為給予貿易客戶（包括聯營公司）90至180日之賒賬期。以下為於報告期末應收貿易賬款按發票日期之賬齡分析：

於報告日，應收貿易賬款約為47,166,000港元（二零一零年：41,072,000港元）經已逾期但本集團並未就該等款項作出減值虧損撥備，此乃由於管理層認為該等客戶之基本信貸質素並無下降。因此，預期不會出現重大回收性問題。本集團並無就該等結餘持有任何抵押品。

本集團將就超過365日之任何應收款項全額計提撥備，原因為根據歷史經驗，逾期超過365日之應收款項一般均無法收回。

本集團並無重大集中之信貸風險，其風險分散於許多交易對方及客戶。

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### 28. TRADE PAYABLES

### 28. 應付貿易賬款

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Trade payables to outsiders	應付外界人士之貿易賬款	1,620,059	1,575,080
Trade payables to ultimate holding company	應付最終控股公司之貿易賬款	2,929	38,731
Trade payables to fellow subsidiaries	應付同系附屬公司之貿易賬款	28,943	9,518
		<b>1,651,931</b>	<b>1,623,329</b>

The following is an aged analysis of trade payables based on the invoice date at the end of the reporting period:

以下為於報告期末之應付貿易賬款按發票日期之賬齡分析：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
0-90 days	0至90日	1,430,113	1,174,129
91-180 days	91至180日	68,570	414,397
181-365 days	181至365日	125,848	23,088
Over 365 days	365日以上	27,400	11,715
		<b>1,651,931</b>	<b>1,623,329</b>

The trade balances due to the ultimate holding company and fellow subsidiaries are unsecured, interest-free and repayable in accordance with normal trading terms.

應付最終控股公司及同系附屬公司之貿易結餘為無抵押、免息及須按正常貿易條款償還。

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#### 29. BANK LOANS

#### 29. 銀行貸款

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Secured	有抵押	1,932,744	3,289,015
Unsecured	無抵押	11,254,989	8,730,009
		<b>13,187,733</b>	12,019,024
The loans are repayable as follows:		貸款還款期如下：	
Within one year	一年內	3,771,517	3,529,456
More than one year but not exceeding two years	超過一年但不超過兩年	2,199,867	4,293,609
More than two years but not exceeding five years	超過兩年但不超過五年	5,678,849	3,427,959
Over five years	五年以上	-	768,000
Carrying amount of bank loans that are repayable on demand due to breach of loan covenants (shown under current liabilities)	因違反貸款契約而須按要求的償還之銀行貸款賬面值（列於流動負債項下）	1,537,500	-
		<b>13,187,733</b>	12,019,024
Less: Amounts due for settlement within one year (shown under current liabilities)	減：須於一年內償還之款項（列於流動負債項下）	<b>(5,309,017)</b>	(3,529,456)
Amounts due for settlement after one year	須於一年後償還之款項	<b>7,878,716</b>	8,489,568

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 29. BANK LOANS (Continued)

As at 31 December 2011, certain subsidiaries of the Group breached certain financial covenants as stipulated in the loan agreements entered into by the subsidiaries with a total carrying amount of RMB1,250 million (equivalent to HK\$1,537.5 million) and accordingly the amount has been classified as a current liability in the consolidated financial statement.

On discovery of the breach, the Directors informed the lenders and commenced renegotiations on the terms of the loans with the relevant banks. Up to the date of the issue of the consolidated financial statements, the negotiations are still in progress. The Directors are confident that negotiations with the lenders will ultimately reach a successful conclusion. In any event, should the lenders call for immediate repayment of the loans, the Directors believe that adequate alternative sources of finance are available to ensure that there is no threat to the continuing operations of the Group.

The Group's bank loans that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Hong Kong dollars	港元	612,611	477,662
United States dollars	美元	5,194,969	3,440,104

All bank loans of the Group are variable-rate loans which carry interest with reference to Hong Kong Interbank Offered Rate ("HIBOR"), London Interbank Offered Rate ("LIBOR") and benchmark loan rates of financial institutions set by The People's Bank of China.

### 29. 銀行貸款 (續)

於二零一一年十二月三十一日，本集團之若干附屬公司違反其所訂立之貸款協議所訂明之若干財務契約，賬面總值為人民幣1,250,000,000元（相等於1,537,500,000港元），因此，該金額已於綜合財務報表內分類為流動負債。

於發現違約後，董事已知會貸款人並開始與有關銀行重新磋商貸款之條款。截至刊發綜合財務報表之日期，磋商仍在進行中。董事有信心，與貸款人之磋商最終將達至令人滿意結論。惟無論在任何情況下，倘貸款人要求立即償還貸款，董事相信，本集團擁有足夠替代融資途徑可供使用，以確保對本集團之持續經營並無構成任何威脅。

本集團以有關集團實體功能貨幣以外之貨幣計值之銀行貸款如下：

本集團之所有銀行貸款為浮動息率貸款，乃參考香港銀行同業拆息（「香港銀行同業拆息」）、倫敦銀行同業拆息（「倫敦銀行同業拆息」）及中國人民銀行所制定之金融機構貸款基準利率計息。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

#### 29. BANK LOANS (Continued)

As at the end of the reporting period, the Group has the following undrawn borrowing facilities:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Floating rate	浮動息率		
– expiring within one year	– 於一年內屆滿	3,138,937	971,644
– expiring beyond one year	– 於一年後屆滿	–	1,518,664
		<b>3,138,937</b>	<b>2,490,308</b>

#### 29. 銀行貸款 (續)

於報告期末，本集團擁有下列尚未提取之借貸額度：

#### 30. AMOUNT DUE TO A NON-CONTROLLING SHAREHOLDER

The amount due to a non-controlling shareholder is interest-free, unsecured and repayable on demand.

#### 31. SENIOR NOTES

The senior notes carry nominal interest at a fixed rate of 10% per annum payable semi-annually and repayable by three instalments in May 2010, November 2010 and May 2011. In accordance with senior note's repayment schedule, all of the outstanding senior notes were settled in May 2011.

#### 32. AMOUNT DUE TO IMMEDIATE HOLDING COMPANY

The amount due to immediate holding company is carrying interest with reference to HIBOR, unsecured and will be repayable on 30 December 2013.

#### 30. 應付一位非控股股東款項

應付一位非控股股東款項為免息、無抵押及於要求時償還。

#### 31. 優先票據

優先票據之票面利息為每年固定利率10%，每半年應付，並於二零一零年五月、二零一零年十一月及二零一一年五月按三份等額償還。根據優先票據之償還時間表，所有尚未償還之優先票據已於二零一一年五月償還。

#### 32. 應付直屬控股公司款項

應付直屬控股公司款項為參考香港銀行同業拆息計息、無抵押且將於二零一三年十二月三十日償還。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 33. ACQUISITION OF SUBSIDIARIES

#### For the year ended 31 December 2011

In order to enlarge the market share in PRC, the Group completed the following acquisitions during the year ended 31 December 2011.

In May 2011, the Group acquired 65% equity interest of Kong On Cement Holdings Limited (“Kong On”) from an independent third party for a consideration of US\$11,677,500 (equivalent to HK\$90,734,000). Kong On is an investment holding company and its subsidiary is engaged in manufacture and distribution of cement products in Guizhou.

In October 2011, the Group acquired the entire issued share capital of Wayly Holdings Limited (“Wayly”) from an independent third party for a consideration of HK\$180,280,000. Wayly is an investment holding company and its subsidiary is engaged in manufacturing and distribution of cement in Guizhou.

Both acquisitions have been accounted for using the acquisition method. The amount of goodwill and bargain purchase gain arising as a result of the acquisitions of Kong On and Wayly were approximately HK\$18,449,000 and HK\$4,298,000 respectively.

Acquisition related costs amounting to HK\$2,471,000 have been excluded from the cost of acquisition and have been recognised as an expense in the year, and included in the “general and administrative expenses” line item in the consolidated statement of comprehensive income.

### 33. 收購附屬公司

#### 截至二零一一年十二月三十一日止年度

為擴大於中國之市場份額，本集團於截至二零一一年十二月三十一日止年度內完成下列收購。

於二零一一年五月，本集團以代價11,677,500美元（相等於90,734,000港元）向一名獨立第三方收購港安水泥控股有限公司（「港安」）之65%股權。港安為一間投資控股公司，而其附屬公司乃於貴州從事製造及分銷水泥產品。

於二零一一年十月，本集團以代價180,280,000港元向一名獨立第三方收購威利控股有限公司（「威利」）之全部已發行股本。威利為一間投資控股公司，而其附屬公司乃於貴州從事製造及分銷水泥產品。

兩項收購已採用收購法入賬。因收購港安及威利產生之商譽及議價收購收益分別約為18,449,000港元及4,298,000港元。

年內，收購相關成本為數2,471,000港元並未計入收購成本內，而於綜合全面收益表之「一般及行政開支」項目內確認為開支。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 33. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2011 (Continued)

The net assets acquired in the transactions, and the goodwill arising, are as follows:

		Kong On 港安 HK\$'000 千港元	Wayly 威利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	136,703	526,183	662,886
Prepaid lease payments	預付租賃款項	23,545	62,769	86,314
Mining rights	採礦權	5,540	5,976	11,516
Deposits paid for the acquisition of property, plant and equipment and other assets	就收購物業、廠房及設備及其它資產已付之訂金	39,130	–	39,130
		204,918	594,928	799,846
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	–	52,978	52,978
Prepaid lease payments	預付租賃款項	494	2,047	2,541
Prepayments, deposits and other receivables (note)	預付款項、按金及其他應收款項(附註)	30,815	50,845	81,660
Trade receivables (note)	應收貿易賬款(附註)	–	13,710	13,710
Tax recoverables	可收回稅項	–	1,827	1,827
Pledged bank deposits	已抵押銀行存款	5,994	–	5,994
Cash and bank balances	現金及銀行結餘	6,558	12,378	18,936
		43,861	133,785	177,646
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payable	應付貿易賬款	–	26,094	26,094
Other payables and accrued liabilities	其他應付款項及應計負債	21,123	49,010	70,133
Bank loans	銀行貸款	1,794	54,873	56,667
Loan payables	應付貸款	95,248	292,140	387,388
		118,165	422,117	540,282
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bank loans	銀行貸款	16,146	121,940	138,086
Deferred tax liabilities	遞延稅項負債	3,260	78	3,338
		19,406	122,018	141,424
		111,208	184,578	295,786

note: The trade and other receivables acquired with a fair value of HK\$15,312,000 has gross contractual amounts of HK\$15,312,000. The best estimate at acquisition date of contractual cash flows not expected to be collected was nil.

### 33. 收購附屬公司 (續)

截至二零一一年十二月三十一日止年度  
(續)

該等交易所收購之資產淨值及所產生之商譽如下：

	Kong On 港安 HK\$'000 千港元	Wayly 威利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Non-current assets</b>			
Property, plant and equipment	136,703	526,183	662,886
Prepaid lease payments	23,545	62,769	86,314
Mining rights	5,540	5,976	11,516
Deposits paid for the acquisition of property, plant and equipment and other assets	39,130	–	39,130
	204,918	594,928	799,846
<b>Current assets</b>			
Inventories	–	52,978	52,978
Prepaid lease payments	494	2,047	2,541
Prepayments, deposits and other receivables (note)	30,815	50,845	81,660
Trade receivables (note)	–	13,710	13,710
Tax recoverables	–	1,827	1,827
Pledged bank deposits	5,994	–	5,994
Cash and bank balances	6,558	12,378	18,936
	43,861	133,785	177,646
<b>Current liabilities</b>			
Trade payable	–	26,094	26,094
Other payables and accrued liabilities	21,123	49,010	70,133
Bank loans	1,794	54,873	56,667
Loan payables	95,248	292,140	387,388
	118,165	422,117	540,282
<b>Non-current liabilities</b>			
Bank loans	16,146	121,940	138,086
Deferred tax liabilities	3,260	78	3,338
	19,406	122,018	141,424
	111,208	184,578	295,786

附註：已取得公平值15,312,000港元之應收貿易賬款及其他應收款項之已訂約總額為15,312,000港元。預期於收購日期不可收回之已訂約現金流最佳估算為零。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 33. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2011 (Continued)

#### Non-controlling interests

The non-controlling interests in Kong On recognised at the acquisition date was measured with reference to the proportionate share of the Kong On's net assets at the acquisition date and amounted to approximately HK\$38,923,000.

### 33. 收購附屬公司 (續)

截至二零一一年十二月三十一日止年度  
(續)

#### 非控股權益

港安於收購日期確認之非控股權益乃經參考分佔港安於收購日期之資產淨值之比例計量，其金額達約38,923,000港元。

		Kong On 港安	Wayly 威利		
		HK\$'000 千港元	HK\$'000 千港元		
<b>Goodwill (bargain purchase gain) arising on acquisition</b>	<b>收購事項產生之商譽 (議價收購收益)</b>				
Consideration transferred	已轉讓代價	90,734	180,280		
Plus: Non-controlling interests	加：非控股權益	38,923	-		
Less: Fair value of identifiable net assets acquired	減：已收購可識別資產淨值 之公平值	(111,208)	(184,578)		
<b>Goodwill (bargain purchase gain) arising on acquisition</b>	<b>收購事項產生之商譽 (議價收購收益)</b>	<b>18,449</b>	<b>(4,298)</b>		
		<b>Kong On 港安</b>	<b>Wayly 威利</b>	<b>Total 總計</b>	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
<b>Net cash outflow arising on acquisition</b>	<b>收購事項產生之現金流出淨額</b>				
Cash consideration	現金代價	90,734	180,280	271,014	
Less: Cash and bank balances acquired	減：已收購之現金及 銀行結餘	(6,558)	(12,378)	(18,936)	
<b>Net cash outflow arising on acquisition</b>	<b>收購事項產生之現金流出淨額</b>	<b>84,176</b>	<b>167,902</b>	<b>252,078</b>	

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 33. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2011 (Continued)

Goodwill arose in the acquisition of Kong On because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Kong On. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on the acquisitions is expected to be deductible for tax purposes.

#### *Impact of acquisitions on the results of the Group*

During the year, Kong On and Wayly contributed approximately HK\$44.3 million to the Group's revenue and a loss of approximately HK\$22.0 million to the Group's results for the period from the date of acquisition to 31 December 2011.

### 33. 收購附屬公司 (續)

截至二零一一年十二月三十一日止年度  
(續)

因合併成本包括控制權溢價，故收購港安產生商譽。此外，就合併支付之代價實際上包括有關預期來自協同效益之利益金額、收益增長、未來市場發展，以及港安之總體人手。由於該等利益不符合可識別無形資產之確認標準，故並無與商譽分開確認。

因收購時產生之商譽預計不可扣稅。

#### *收購事項對本集團業績之影響*

年內，港安及威利於收購日期起至二零一一年十二月三十一日止期間為本集團之收益貢獻約44,300,000港元及為本集團之業績帶來虧損約22,000,000港元。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 33. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2011 (Continued)

If the acquisition of Kong On and Wayly had been completed on 1 January 2011, there would be insignificant effect on the Group's revenue and profit attributable to owners of the Company for the year ended 31 December 2011. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2011, nor is it intended to be a projection of future results.

For the year ended 31 December 2010

In order to enlarge the market share in PRC, the Group completed the acquisition of the entire issued share capital of Upper Value on 30 April 2010. The Company acquired from Pro-Rise Business Limited ("Pro-Rise"), a third party, the entire issued share capital of Upper Value which principal activity is investment holding and its subsidiaries are engaged in manufacturing and distribution of cement and Pro-Rise assigned the shareholder loan as at 30 September 2009 to the Company at a cash consideration of HK\$3,800,000,000. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was approximately HK\$1,797,652,000.

Acquisition related costs amounting to approximately HK\$12,414,000 have been excluded from the cost of acquisition and have been recognised as an expense in the year, within the "general and administrative expenses" line item in the consolidated statement of comprehensive income.

### 33. 收購附屬公司 (續)

截至二零一一年十二月三十一日止年度  
(續)

倘收購港安及威利已於二零一一年一月一日完成，不會對截至二零一一年十二月三十一日止年度本集團之收益及本公司擁有人應佔溢利造成重大影響。備考資料乃僅供說明之用，並不可作為倘收購事項已於二零一一年一月一日完成時，本集團實際能取得之收益及營運業績之指標，亦不擬作為未來業績之預測。

截至二零一零年十二月三十一日止年度

為擴大於中國之市場份額，本集團於二零一零年四月三十日完成收購Upper Value全部已發行股本。本公司以現金代價3,800,000,000港元向一名第三方Pro-Rise Business Limited (「Pro-Rise」)收購Upper Value之全部已發行股本 (Upper Value之主要業務為投資控股及其附屬公司乃從事水泥之製造及分銷業務)，而Pro-Rise向本公司轉讓於二零零九年九月三十日之股東貸款。此收購事項已採用收購法入賬。因收購事項產生之商譽金額約為1,797,652,000港元。

年內，有關收購事項之成本約12,414,000港元並未計入收購事項之成本內，而於綜合全面收益表之「一般及行政開支」項目內確認為開支。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 33. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2010 (Continued)

The net assets acquired in the transaction, and the goodwill arising, are as follows:

### 33. 收購附屬公司 (續)

截至二零一零年十二月三十一日止年度

(續)

該交易所收購之資產淨值及所產生之商譽如下：

		Fair value 公平值 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>	
Property, plant and equipment	物業、廠房及設備	2,269,189
Prepaid lease payments	預付租賃款項	664,030
Customer base	客戶基礎	51,985
Mining rights	採礦權	123,137
Interests in associates	聯營公司權益	1,087,478
Deposits for acquisition of property, plant and equipment	收購物業、廠房及設備之訂金	307,771
Deposits for acquisition of prepaid lease payments	收購預付租賃款項之訂金	22,484
Deposits for acquisition of mining rights	收購採礦權之訂金	28,816
Deferred tax assets	遞延稅項資產	873
		4,555,763
<b>Current assets</b>	<b>流動資產</b>	
Inventories	存貨	81,497
Prepaid lease payments	預付租賃款項	8,561
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	117,739
Trade receivables	應收貿易賬款	497,044
Amount due from non-controlling shareholder	應收非控股股東款項	16,179
Pledged bank deposits	已抵押銀行存款	3,017
Cash and bank balances	現金及銀行結餘	152,722
		876,759
<b>Current liabilities</b>	<b>流動負債</b>	
Trade payables	應付貿易賬款	320,561
Other payables and accrued liabilities	其他應付款項及應計負債	783,523
Tax payables	應付稅項	10,853
Bank loans	銀行貸款	514,650
Senior notes	優先票據	801,032
Amount due to non-controlling shareholder	應付非控股股東款項	93,526
		2,524,145
<b>Non-current liabilities</b>	<b>非流動負債</b>	
Bank loans	銀行貸款	685,257
Deferred tax liabilities	遞延稅項負債	159,485
		844,742
		2,063,635



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 33. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2010 (Continued)

notes:

The trade and other receivables and amount due from a non-controlling shareholder acquired with a fair value of approximately HK\$630,962,000 had gross contractual amounts of approximately HK\$689,396,000. The best estimate at acquisition date of contractual cash flows not expected to be collected was approximately HK\$58,434,000.

#### Non-controlling interests

The non-controlling interests in Upper Value recognised at the acquisition date was determined with reference to the proportionate share of the acquiree's net assets at the acquisition date and amounted to approximately HK\$61,287,000.

### 33. 收購附屬公司 (續)

截至二零一零年十二月三十一日止年度  
(續)

附註：

已收購應收貿易賬款及其他應收款項以及應收非控股股東款項之公平值約為630,962,000港元，其合約總額約為689,396,000港元。假設在最理想的情況下，於收購日期之預期不可收回合約現金流量金額約為58,434,000港元。

#### 非控股權益

Upper Value於收購日期確認之非控股權益乃經參考分佔被收購公司於收購日期之資產淨值之比例釐定，其約為61,287,000港元。

		HK\$'000 千港元
<b>Goodwill arising on acquisition</b>	<b>收購事項產生之商譽</b>	
Consideration transferred	已轉讓代價	3,800,000
Plus: Non-controlling interests	加：非控股權益	61,287
Less: Fair value of identifiable net assets acquired	減：已收購可識別資產淨值之公平值	(2,063,635)
Goodwill arising on acquisition	收購事項產生之商譽	1,797,652
<b>Net cash outflow arising on acquisition</b>	<b>收購事項產生之現金流出淨額</b>	
Cash consideration	現金代價	3,800,000
Less: Deposit paid in prior year	減：去年已付之訂金	(804,410)
Less: Cash and bank balances acquired	減：已收購之現金及銀行結餘	(152,722)
Net cash outflow arising on acquisition	收購事項產生之現金流出淨額	2,842,868

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 33. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31 December 2010 (Continued)

Goodwill arose in the acquisition of Upper Value because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Upper Value. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

During the year, management has finalised the fair value assessment of Upper Value at the date of acquisition. No adjustments were made to the assets and liabilities of Upper Value upon finalisation of the fair value assessment.

None of the goodwill arising on this acquisition is expected to be deductible for tax purposes.

During the year end 31 December 2010, Upper Value contributed approximately HK\$1,521.4 million to the Group's revenue and approximately HK\$260.8 million to the Group's profit for the period from the date of acquisition to 31 December 2010.

If the acquisition had been completed on 1 January 2010, the Group's total revenue for the year would have been approximately HK\$8,672.6 million, and profit for the year would have been approximately HK\$955.0 million. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2010, nor is it intended to be a projection of future results.

### 33. 收購附屬公司 (續)

截至二零一零年十二月三十一日止年度  
(續)

因合併成本包括控制權溢價，故收購Upper Value產生商譽。此外，就合併支付之代價實際上包括有關預期來自協同效益之利益金額、收益增長、未來市場發展，以及Upper Value之總體人手。由於該等利益不符合可識別無形資產之確認標準，故並無與商譽分開確認。

年內，管理層已落實於收購日期Upper Value之公平值評估。概無於落實公平值評估後對Upper Value之資產及負債作出調整。

因收購事項產生之商譽預計不可扣稅。

於截至二零一零年十二月三十一日止年度，Upper Value於自收購日期起至二零一零年十二月三十一日止期間對本集團之收益及溢利分別貢獻約1,521,400,000港元及約260,800,000港元。

倘收購事項已於二零一零年一月一日完成，則年內本集團總收益將約為8,672,600,000港元，年內溢利將約達955,000,000港元。備考資料乃僅供說明之用，且不可作為倘收購事項已於二零一零年一月一日完成，本集團實際可取得之收益及營運業績之指標，亦不擬作為未來業績之預測。

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

34. SHARE CAPITAL – ORDINARY SHARES

34. 股本—普通股

		Number of ordinary shares	
		普通股數目	
		'000	HK\$'000
		千股	千港元
Authorised:	法定股本：		
Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股		
At 1 January 2010	於二零一零年一月一日	2,348,830	234,883
Increased during the year (note a)	於年內增加(附註a)	2,651,170	265,117
At 31 December 2010 and 31 December 2011	於二零一零年十二月三十一日及 二零一一年十二月三十一日	5,000,000	500,000
Issued and fully paid:	已發行及繳足股本：		
Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股		
At 1 January 2010	於二零一零年一月一日	1,289,050	128,905
Issued under placing (note b)	根據配售事項已發行股份 (附註b)	256,568	25,657
Conversion of non-redeemable convertible preference shares (note c)	轉換不可贖回可轉換優先股 (附註c)	651,170	65,117
Exercise of share options (note d)	行使購股權(附註d)	300	30
Issued under rights issue (note e)	根據供股已發行股份(附註e)	1,098,544	109,854
At 31 December 2010 and 1 January 2011	於二零一零年十二月三十一日及 二零一一年一月一日	3,295,632	329,563
Conversion of non-redeemable convertible preference shares (note f)	轉換不可贖回可轉換優先股 (附註f)	3	1
At 31 December 2011	於二零一一年十二月三十一日	3,295,635	329,564

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 34. SHARE CAPITAL – ORDINARY SHARES

(Continued)

notes:

- (a) Pursuant to resolutions passed at an extraordinary general meeting held on 23 February 2010, the authorised share capital of the Company was increased from HK\$300,000,000 divided into 2,348,830,000 ordinary shares of HK\$0.10 each and 651,170,000 convertible preference shares of HK\$0.10 each to HK\$565,117,000 divided into 5,000,000,000 ordinary shares of HK\$0.10 each and 651,170,000 convertible preference shares of HK\$0.10 each by the creation of an additional 2,651,170,000 new ordinary shares of HK\$0.10 each.
- (b) Reference was made to the two announcements of the Company dated 14 January 2010 and 22 January 2010, the controlling shareholder of the Company entered into a placing agreement with a placing agent and the Company entered into a subscription agreement with its controlling shareholder in relation to a top-up placing, on a best effort basis, of 256,568,000 ordinary shares of the Company were placed with independent investors at the placing price of HK\$3.30 per share, approximate to the market value at the announcement date. Completion of the transaction took place on 22 January 2010 and the Company raised net proceeds of approximately HK\$825.4 million (net of transaction costs of approximately HK\$21.3 million) which were applied towards funding the acquisition of Upper Value (Note 33).

### 34. 股本—普通股 (續)

附註：

- (a) 根據於二零一零年二月二十三日舉行之股東特別大會上通過之決議案，藉增設額外2,651,170,000股每股面值0.10港元之新普通股，將本公司之法定股本由300,000,000港元（分為2,348,830,000股每股面值0.10港元之普通股及651,170,000股每股面值0.10港元之可轉換優先股）增至565,117,000港元（分為5,000,000,000股每股面值0.10港元之普通股及651,170,000股每股面值0.10港元之可轉換優先股）。
- (b) 謹此提述本公司日期為二零一零年一月十四日及二零一零年一月二十二日之兩份公佈，本公司控股股東與配售代理訂立配售協議，而本公司與其控股股東訂立認購協議，內容有關，按盡力基準以配售價每股3.30港元（近似於公佈日期之市值）以先舊後新方式配售本公司256,568,000股普通股予獨立投資者。該交易已於二零一零年一月二十二日完成，本公司集資所得款項總淨額約為825,400,000港元（扣除交易成本約21,300,000港元），已用作為收購Upper Value（附註33）提供資金。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 34. SHARE CAPITAL – ORDINARY SHARES

(Continued)

notes: (Continued)

- (c) On 22 January 2010, 651,170,000 ordinary shares had been allotted and issued to the controlling shareholder of the Company upon the exercise of the convertible preferences shares.
- (d) During the year ended 31 December 2010, employees of the Company exercised share options amounting 300,000 shares at a subscription price of HK\$1.266 per share.
- (e) On 23 June 2010, the Company issued 1,098,544,023 ordinary shares, on the basis of one rights share for every two existing shares at the issue price of HK\$2.10 per share. The net proceeds of approximately HK\$2,286.0 million (net of transaction costs of approximately HK\$20.9 million) were raised by the Company, which were applied towards repayment of the debt financing incurred by the Group to fund the acquisition of Upper Value (Note 33). The new shares issued during the year rank pari passu in all respects with the existing shares in issue.
- (f) During the year ended 31 December 2011, 3,000 ordinary shares had been allotted and issued to the shareholders of the Company upon the exercise of the convertible preference shares. The new shares issued during the year rank pari passu in all respects with the existing shares in issue.

### 34. 股本—普通股 (續)

附註：(續)

- (c) 於二零一零年一月二十二日，651,170,000股普通股已於可轉換優先股獲行使時配發及發行予本公司之控股股東。
- (d) 於截至二零一零年十二月三十一日止年度內，本公司之僱員按認購價每股1.266港元行使300,000股股份之購股權。
- (e) 於二零一零年六月二十三日，本公司以發行價每股2.10港元，並按每持有兩股現有股份獲發一股供股股份之基準發行1,098,544,023股普通股。本公司集資所得款項淨額約為2,286,000,000港元（扣除交易成本約20,900,000港元）已用作償還本集團為收購Upper Value（附註33）提供資金而產生之債務融資。於年內已發行之新股份於所有方面與已發行現有股份享有同等權益。
- (f) 於截至二零一一年十二月三十一日止年度內，於可轉換優先股獲行使後已向本公司股東配發及發行3,000股普通股。於年內已發行之新股份於所有方面與已發行現有股份享有同等權益。

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 35. SHARE CAPITAL – NON-REDEEMABLE CONVERTIBLE PREFERENCE SHARES ("PREFERENCE SHARES")

### 35. 股本 – 不可贖回可轉換優先股 ("優先股")

		Number of convertible preference shares 可轉換優先股數目	HK\$'000 千港元
		'000 千股	
Authorised:	法定股本:		
Preference Shares of HK\$0.10 each	每股面值0.10港元之優先股		
At 1 January 2010 and 31 December 2010	於二零一零年一月一日及 二零一零年十二月三十一日	651,170	65,117
Decreased during the year (note a)	於年內減少(附註a)	(651,170)	(65,117)
Increased during the year (note b)	於年內增加(附註b)	494,345	49,435
<b>At 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>494,345</b>	<b>49,435</b>
Issued and fully paid:	已發行及繳足股本:		
Preference Shares of HK\$0.10 each	每股面值0.10港元之優先股		
At 1 January 2010	於二零一零年一月一日	651,170	65,117
Conversion of Preference Shares (note c)	轉換優先股(附註c)	(651,170)	(65,117)
At 31 December 2010 and 1 January 2011	於二零一零年十二月三十一日及 二零一一年一月一日	-	-
Issued on open offer (note d)	公開發售所發行(附註d)	494,345	49,435
Conversion of Preference Shares (note e)	轉換優先股(附註e)	(3)	(1)
<b>At 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>	<b>494,342</b>	<b>49,434</b>

The Preference Shares are non-redeemable, carry no voting right and each of the Preference Share is convertible into one ordinary share any time after issue.

The preference shareholders are entitled to receive dividend pari passu with ordinary shareholders on an as converted basis, in addition are also entitled to preferred distribution at a rate of 1.0% per annum on the issue price, at HK\$4.9 per Preference Share, payable semi-annually in arrears. The preferred distribution is non-cumulative. The Directors may in their sole discretion, elect to defer or not pay a preferred distribution. If the board of Directors elects to defer or not pay a preferred distribution, the Company shall not pay any dividends, distributions or make any other payment on any ordinary shares.

優先股為不可贖回，不附帶投票權，且均可於發行後任何時間轉換為一股普通股。

優先股股東除有權按發行價每股優先股4.9港元以每年1.0%之比率收取優先分派外，彼等亦有權按已兌換基準與普通股股東享有同等權益地收取股息。優先分派每半年到期時應付。優先分派不可累積。董事可全權酌情選擇延後或不支付優先分派。倘董事會選擇延後或不支付優先分派，則本公司毋須支付任何普通股之任何股息、分派或作出任何其他付款。



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### 35. SHARE CAPITAL – NON-REDEEMABLE CONVERTIBLE PREFERENCE SHARES ("PREFERENCE SHARES") (Continued)

notes:

- (a) Pursuant to resolutions passed at an extraordinary general meeting held on 1 November 2011, the existing 651,170,000 convertible preference shares of HK\$0.10 each (the "Existing Convertible Preference Shares") be cancelled and the authorised share capital of the Company be diminished by the nominal amount of the Existing Convertible Preference Shares.
- (b) Pursuant to resolutions passed at an extraordinary general meeting held on 1 November 2011, the authorised share capital of the Company be changed from HK\$565,117,000 divided into 5,000,000,000 ordinary shares of HK\$0.10 each and 651,170,000 Existing Convertible Preference Shares to HK\$549,435,000 divided into 5,000,000,000 ordinary shares of HK\$0.10 each and 494,344,810 restricted voting convertible preference shares of a nominal or par value of HK\$0.10 each ("New Convertible Preference Shares").
- (c) On 22 January 2010, 651,170,000 Preference Shares had been converted into same number of ordinary shares by the subscription and the full exercise of the conversion rights attaching to the Preference Shares.
- (d) Pursuant to the prospectus of the Company dated 9 November 2011 in relation to the Open Offer of 494,344,810 unlisted New Convertible Preference Shares on the basis of three (3) unlisted New Convertible Preference Shares for every twenty (20) ordinary shares held on the Record Date at a price of HK\$4.90 per Offer Share. Upon completion of the Open Offer on 1 December 2011, the Company issued 494,344,810 convertible preference shares and raised total net proceeds of approximately HK\$2,418.7 million (net of transaction costs of approximately HK\$3.6 million), which were applied towards the intended funding.
- (e) During the year ended 31 December 2011, 3,000 preference shares had been converted into the same number of ordinary shares by the subscription and the exercised of the conversion rights attaching to the preference shares.

### 35. 股本 – 不可贖回可轉換優先股 ("優先股") (續)

附註：

- (a) 根據於二零一一年十一月一日舉行之股東特別大會上通過之決議案，現有 651,170,000 股每股面值 0.10 港元之可轉換優先股（「現有可轉換優先股」）已被取消，而本公司之法定股本已按現有可轉換優先股之面值減少。
- (b) 根據於二零一一年十一月一日舉行之股東特別大會上通過之決議案，本公司之法定股本已由 565,117,000 港元（分為 5,000,000,000 股每股面值 0.10 港元之普通股及 651,170,000 股現有可轉換優先股）變更為 549,435,000 港元（分為 5,000,000,000 股每股面值 0.10 港元之普通股及 494,344,810 股每股面額或面值為 0.10 港元之受限制具投票權可轉換優先股（「新可轉換優先股」））。
- (c) 於二零一零年一月二十二日，651,170,000 股優先股已透過認購事項及悉數行使優先股所附轉換權而轉換為相同數目之普通股。
- (d) 根據本公司日期為二零一一年十一月九日之發售章程，內容有關按於記錄日期每持有二十(20)股普通股獲發三(3)股非上市新可轉換優先股之基準以每股發售股份 4.90 港元之價格公開發售 494,344,810 股非上市新可轉換優先股。於二零一一年十二月一日完成公開發售後，本公司發行 494,344,810 股可轉換優先股及籌集所得款項淨額合共約 2,418,700,000 港元（扣除交易成本約 3,600,000 港元），並已用作擬定資金。
- (e) 於截至二零一一年十二月三十一日止年度內，3,000 股優先股已因認購及行使優先股附帶之轉換權而獲轉換為相同數目之普通股。

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### 綜合財務報表附註

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### 36. SHARE BASED PAYMENT TRANSACTIONS

#### Equity settled share option schemes

##### Old share option schemes

The Company operates a share option scheme (the "Old Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Old Share Option Scheme include Directors, independent non-executive Directors, and employees of the Company and any of its subsidiaries and associates. The Old Share Option Scheme became effective upon the listing of the Company's shares on the Stock Exchange on 5 October 1997 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The Old Share Option Scheme was cancelled on 23 May 2006.

As at 31 December 2010, all the granted share options under the Old Share Option Scheme were exercised.

The following table discloses movements of the Company's share options under the Old Share Option Scheme held by certain employees during the year:

Name or category of participant	At 1 January 2010	Exercised during 2010	At 31 December 2010 and 31 December 2011 於二零一零年 十二月三十一日 及二零一一年 十二月三十一日	Date of grant of share options	Exercise price of share options
參與者姓名或類別	於二零一零年 一月一日	於二零一零年 內已行使		購股權授出日期	購股權 行使價 HK\$ 港元
Other employees 其他僱員	300,000	(300,000)	-	31 March 2006 二零零六年 三月三十一日	1.266

### 36. 以股份支付款項之交易

#### 以股本結算之購股權計劃

##### 舊購股權計劃

本公司設有購股權計劃（「舊購股權計劃」）藉以鼓勵及回饋對本集團之成功經營作出貢獻之合資格參與者。舊購股權計劃之合資格參與者包括本公司及其任何附屬公司及聯營公司之董事、獨立非執行董事及僱員。舊購股權計劃於一九九七年十月五日，即本公司股份於聯交所上市日，正式開始生效，除非取消或修改，否則舊購股權計劃自生效日起計十年仍具有效力。舊購股權計劃已於二零零六年五月二十三日取消。

於二零一零年十二月三十一日，舊購股權計劃項下之所有已授出購股權均獲行使。

下表披露於年內本公司若干僱員所持舊購股權計劃項下購股權之變動情況：

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### 36. SHARE BASED PAYMENT TRANSACTIONS

(Continued)

#### Equity settled share option schemes (Continued)

##### New share option schemes

On 23 May 2006, the Old Share Option Scheme was cancelled and a New Share Option Scheme (the “New Share Option Scheme”) was adopted. The purpose of the New Share Option Scheme is to enable the Directors to grant options to selected Eligible Persons as incentives or rewards for their contribution or potential contribution to the Group. The basis of eligibility of any of the Eligible Persons to the grant of options shall be determined by the Directors from time to time on the basis of the Directors’ opinion as to his contribution or potential contribution to the development and growth of the Group. Eligible Persons means any person falling within one of the following classes:

- (i) any Director or proposed Director (whether executive or non-executive, including any independent non-executive Director), employee of any member of the Group or any controlling shareholder, a person who controls the Company or any company controlled by a controlling shareholder (a “Category A Eligible Person”); or
- (ii) any holder of any securities issued by any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder (a “Category B Eligible Person”);

and, for the purposes of the New Share Option Scheme, shall include any company controlled by one or more persons belonging to any of the above classes of persons.

### 36. 以股份支付款項之交易 (續)

#### 以股本結算之購股權計劃 (續)

##### 新購股權計劃

於二零零六年五月二十三日，舊購股權計劃被取消，而新購股權計劃（「新購股權計劃」）於同日獲採納。新購股權計劃旨在賦予董事權力，將購股權授予指定合資格人士，作為彼等對本集團所作之貢獻或潛在貢獻之獎勵或報酬。任何合資格人士獲授購股權之資格，將由董事不時根據董事對彼就本集團發展及增長所作之貢獻或潛在貢獻之意見而釐定。合資格人士指任何屬於下列其中一類之人士：

- (i) 本集團任何成員公司或任何控股股東或任何由控股股東控制之公司任職之任何董事或候任董事（不論為執行或非執行，包括任何獨立非執行董事）、僱員（「A類合資格人士」）；或
- (ii) 本集團任何成員公司或任何控股股東或任何由控股股東控制之公司發行之任何證券之任何持有人（「B類合資格人士」）；

而就新購股權計劃而言，須包括屬上述任何一類之一名或多名人士控制之任何公司。

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### 36. SHARE BASED PAYMENT TRANSACTIONS

*(Continued)*

#### Equity settled share option schemes *(Continued)*

##### *New share option schemes (Continued)*

The total number of shares in respect of which options may be granted under the New Share Option Scheme is not permitted to exceed 10% of the shares in issue as at the date of adoption of the New Share Option Scheme. The Company can grant share options to subscribe upto 77,292,200 shares of the Company under the New Share Option Scheme. The 10% limit may be refreshed with the approval of shareholders of the Company.

The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Any option to be granted to a Director, chief executive or substantial shareholder of the Company (or any of their respective associates) must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options).

If a grant of options to a substantial shareholder or an independent non-executive Director (or any of their respective associates) will result in the total number of shares issued and to be issued upon exercise of options already granted and to be granted to such person under the New Share Option Scheme and any other share option schemes of the Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant representing in aggregate over 0.1% of the shares in issue; and in excess of HK\$5 million, such further grant of options is required to be approved by shareholders.

### 36. 以股份支付款項之交易 (續)

#### 以股本結算之購股權計劃 (續)

##### 新購股權計劃 (續)

因行使根據新購股權計劃授出之購股權而可予發行之股份總數，合共不得超過新購股權計劃獲採納當日已發行股份10%。本公司可根據新購股權計劃授出購股權，以認購最多77,292,200股本公司股份。經本公司股東批准後，該10%上限可予更新。

未經本公司股東事先批准，任何人士於任何一年內已經及可能獲授之購股權予以行使時所發行及將予發行之股份數目，不得超過本公司於任何時間已發行股份1%。凡向董事、本公司主要行政人員或主要股東（或彼等各自之任何聯繫人）授出購股權，須經獨立非執行董事（不包括本身為購股權承授人之任何獨立非執行董事）批准。

倘向本公司主要股東或獨立非執行董事（或彼等各自之任何聯繫人）授出任何購股權，將導致於截至及包括授出日期止任何12個月內因行使根據新購股權計劃及本公司任何其他購股權計劃已向該人士授出及將授出之購股權（包括已行使、已註銷及尚未行使之購股權）而發行及將發行之股份數目合共超過已發行股份0.1%及超過5,000,000港元，則進一步授出購股權須經股東批准。

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### 36. SHARE BASED PAYMENT TRANSACTIONS

*(Continued)*

#### Equity settled share option schemes *(Continued)*

##### *New share option schemes (Continued)*

The option period commences on the Commencement Date (the date upon which the options are deemed to be granted and accepted) of such options and ends on the close of business on the day immediately preceding the tenth anniversary thereof.

The exercise price per share shall be determined by the Board, being at least the highest of (i) the closing price of the shares on the date on which an option is offered to an Eligible Person, which must be a business day ("Offer Date"); (ii) the average closing price of the shares for the five trading days immediately preceding the offer date, and (iii) the nominal value of one share.

The New Share Option Scheme shall be valid and effective for a period of 10 years commencing on the adoption date of 23 May 2006.

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

### 36. 以股份支付款項之交易 (續)

#### 以股本結算之購股權計劃 (續)

##### 新購股權計劃 (續)

購股權期間於該等購股權之起始日(購股權被視為已授出及已獲接納之日期)開始,並於其緊接十週年日期前一個營業日結束時屆滿。

每股股份行使價應由董事會釐定,即至少相等於以下三者中之最高者:(i)在向合資格人士提呈購股權當日(必須為營業日)(「要約日期」)之股份收市價;(ii)緊接要約日期前五個交易日之股份平均收市價;及(iii)一股股份面值。

新購股權計劃之有效期為十年,由採納當日(即二零零六年五月二十三日)起生效。

購股權並無附帶持有人獲享股息或於股東會議上投票之權利。

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### 36. SHARE BASED PAYMENT TRANSACTIONS

(Continued)

#### Equity settled share option schemes (Continued)

##### New share option schemes (Continued)

As at 31 December 2011, the number of shares in respect of which options had been granted and remained outstanding under the New Share Option Scheme was 37,320,000, representing 1.13% of the ordinary shares of the Company in issue at that date. The vesting condition of the options granted is the service period of the relevant Directors or employees.

Details of specific category of share options are as follows:

Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Number of share option 購股權數目
27 May 2011 二零一一年五月二十七日	27 May 2011 to 26 February 2012 二零一一年五月二十七日至 二零一二年二月二十六日	27 February 2012 to 26 May 2014 二零一二年二月二十七日至 二零一四年五月二十六日	4.42	7,700,000
27 May 2011 二零一一年五月二十七日	27 May 2011 to 26 February 2013 二零一一年五月二十七日至 二零一三年二月二十六日	27 February 2013 to 26 May 2014 二零一三年二月二十七日至 二零一四年五月二十六日	4.42	11,550,000
27 May 2011 二零一一年五月二十七日	27 May 2011 to 26 February 2014 二零一一年五月二十七日至 二零一四年二月二十六日	27 February 2014 to 26 May 2014 二零一四年二月二十七日至 二零一四年五月二十六日	4.42	19,250,000
				38,500,000
Exercisable at the end of the reporting period		於報告期末可予行使		-

### 36. 以股份支付款項之交易 (續)

#### 以股本結算之購股權計劃 (續)

##### 新購股權計劃 (續)

於二零一一年十二月三十一日，根據新購股權計劃已授出惟尚未行使之購股權所涉及之股份數目為37,320,000股，相當於本公司於該日已發行普通股之1.13%。已授出購股權之歸屬條件為有關董事或僱員之服務期限。

購股權之指定類別之詳情如下：



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### 36. SHARE BASED PAYMENT TRANSACTIONS

(Continued)

#### Equity settled share option schemes (Continued)

#### New share option schemes (Continued)

The following table discloses movements of the Company's share options held by Directors and certain employees during the year:

Name of Directors/employees	董事姓名／僱員	Granted during the year	Forfeited during the year	Outstanding
				at 31 December 2011
		年內已授出	年內已沒收	尚未行使
Koo, Cheng-Yun, Leslie	辜成允	10,450,000	–	10,450,000
Wu Yih Chin	吳義欽	2,000,000	–	2,000,000
Employees	僱員	26,050,000	(1,180,000)	24,870,000
Total	總計	38,500,000	(1,180,000)	37,320,000

On 27 May 2011, 38,500,000 options were granted and the estimated fair value of the options granted was HK\$1.16 per share.

The fair value of options granted under the New Share Option Scheme was calculated using the Black-Scholes pricing model. The inputs into the model were as follows:

Share price at date of grant	HK\$4.42
Exercise price	HK\$4.42
Expected volatility	41.72%
Expected life	3 years
Risk-free rate	0.832%
Expected dividend yield	1.55%

Expected volatility was determined by using the historical volatility of the Company's share price.

### 36. 以股份支付款項之交易 (續)

#### 以股本結算之購股權計劃 (續)

#### 新購股權計劃 (續)

下表披露年內董事及若干僱員所持有之本公司購股權之變動情況：

Name of Directors/employees	董事姓名／僱員	Granted during the year	Forfeited during the year	Outstanding
				at 31 December 2011
		年內已授出	年內已沒收	尚未行使
Koo, Cheng-Yun, Leslie	辜成允	10,450,000	–	10,450,000
Wu Yih Chin	吳義欽	2,000,000	–	2,000,000
Employees	僱員	26,050,000	(1,180,000)	24,870,000
Total	總計	38,500,000	(1,180,000)	37,320,000

於二零一一年五月二十七日，38,500,000份購股權已獲授出，而所授出購股權之估計公平值為每股1.16港元。

根據新購股權計劃授出之購股權公平值乃採用柏力克－舒爾斯定價模式計算。此模式之輸入數據如下：

於授出日期之股價	4.42港元
行使價	4.42港元
預計波幅	41.72%
預計期限	3年
無風險利率	0.832%
預計股息率	1.55%

預計波幅乃根據本公司股價之歷史波幅釐定。

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### 36. SHARE BASED PAYMENT TRANSACTIONS

*(Continued)*

#### Equity settled share option schemes *(Continued)*

##### New share option schemes *(Continued)*

Because the Black-Scholes pricing model requires the input of highly substantive assumptions, including the volatility of share price, changes in subjective input assumptions can materially affect the fair value estimate.

The Group recognised the total expense of approximately HK\$15,975,000 for the year ended 31 December 2011 (2010: nil) in relation to share options granted under the New Share Option Scheme by the Company.

### 37. RESERVES

#### Contributed surplus

The contributed surplus of the Group represents the difference between the fair value of the combined net assets value of the subsidiaries involved in the Group reorganisation in September 1997 and the assets, liabilities and undertakings which relate to the import and distribution of cement carried out by Hong Kong Cement Manufacturing Company Limited prior to the Group reorganisation (the "Relevant Business"), as if they were acquired by the Group when the subsidiaries and the Relevant Business commenced operations, and the nominal value of the Company's shares issued in exchange therefor.

#### Statutory reserve fund

In accordance with the relevant PRC regulations applicable to wholly-foreign owned enterprises, certain PRC subsidiaries are required to appropriate an amount of not less than 10% of its annual after tax profit to the statutory reserve fund, which may be used to increase the paid-up capital of the PRC subsidiaries.

### 36. 以股份支付款項之交易 (續)

#### 以股本結算之購股權計劃 (續)

##### 新購股權計劃 (續)

由於柏力克-舒爾斯定價模式要求輸入較多之假設數據，包括股價之波幅，主觀假設數據出現變化，則可對公平值之估算產生重大影響。

本集團已於截至二零一一年十二月三十一日止年度就本公司根據新購股權計劃授出之購股權確認開支總額約為15,975,000港元(二零一零年：無)。

### 37. 儲備

#### 繳入盈餘

本集團之繳入盈餘指本集團於一九九七年九月進行重組涉及之附屬公司之合併資產淨值，以及假設當附屬公司及本集團重組前之香港水泥有限公司從事之水泥進口及分銷業務(「有關業務」)開始投入運作後已由本集團收購關於有關業務之資產、負債及業務之公平值，與作為換取代價之本公司已發行股份面值之差額。

#### 法定儲備基金

根據有關適用於外商獨資企業之中國法規，若干中國附屬公司須將不少於每年除稅後溢利10%之款項提撥作法定儲備基金，該筆款項可作該中國附屬公司增加實繳資本之用。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 38. RETIREMENT BENEFITS PLANS

The Group operates a defined contribution retirement benefits scheme under the Mandatory Provident Fund Ordinance (the "MPF Scheme") for employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries with maximum of HK\$1,000 per employee per month and are charged to the profit and loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Company's subsidiaries in the PRC are members of state-managed retirement benefit plans operated by the government of the PRC. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

The total expense recognised in the consolidated statement of comprehensive income of approximately HK\$30,722,000 (2010: HK\$16,637,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

### 38. 退休福利計劃

本集團根據強制性公積金計劃條例，為合資格參與強積金計劃之僱員設立定額供款退休福利計劃（「強積金計劃」）。有關供款按有關僱員之基本薪金若干百分比計算，最高為每位僱員每月1,000港元，並於根據強積金計劃規則應付時自損益中扣除。強積金計劃之資產由獨立管理基金持有，與本集團資產分開管理。本集團之僱主供款一旦根據強積金計劃作出，即屬僱員所有，惟倘本集團之僱員在可全數收取供款前離職，則本集團之僱主自願供款將根據強積金計劃規則退還予本集團。

本公司位於中國之附屬公司之僱員為中國政府營辦之國家管理退休福利計劃之會員。該等附屬公司須按僱員薪金之某個指定百分比向退休福利計劃作出供款，為福利計劃提供資金。本集團有關退休福利計劃之唯一責任為作出指定供款。

本集團按計劃之規則指定之比率應付該等計劃之供款總額約為30,722,000港元（二零一零年：16,637,000港元），該費用已於綜合全面收益表確認入賬。

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### 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 39. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes bank loans, senior notes and amount due to immediate holding company, and equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated losses/retained earnings. The Directors review the capital structure on an annual basis. As part of this review, the Directors consider the cost of capital and the risks associates with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debts.

### 40. FINANCIAL INSTRUMENTS

#### Categories of financial instruments

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Fair value through profit or loss (FVTPL)	按公平值計入損益		
– held-for-trading investments	– 持作交易用途之投資	84,886	327,100
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等值)	6,783,580	5,419,848
Available-for-sale investments	可供出售投資	57,501	59,772
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	16,437,158	15,264,834

### 39. 資本風險管理

本集團之資本管理乃確保本集團內各實體將可以持續方式經營，同時透過適當平衡債務與股本結餘結構為股東帶來最大回報。過往年度本集團整體策略保持不變。

本集團之資本結構包括債務淨額(包括銀行貸款、優先票據及應付直屬控股公司款項)及本公司擁有人應佔權益(包括已發行股本、儲備及累計虧損/保留盈利)。董事每年均會檢討資本架構。作為此項檢討之一部份，董事會考慮資本成本及與各類資本有關之風險。本集團將透過支付股息、發行新股份及購回股份，以及新發行債務或贖回現有債務平衡其整體資本架構。

### 40. 金融工具

#### 金融工具之類別

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 40. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies

The Group's major financial instruments include equity investments, trade and other receivables, loan receivables, bank deposits and balances, trade and other payables, bank loans, amount due to a non-controlling shareholder and amount due to immediate holding company. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include credit risk, interest rate risk, currency risk, other price risk and liquidity risk and the policies applied by the Group to mitigate these risks are set out below. Management monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

#### Credit risk

At 31 December 2011, the Group's maximum exposure to credit risk, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties, is arising from the carrying amount of the respective financial assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-standing.

The Group mainly trades on terms based on prepayments and letters of credits in most of the transactions and as at 31 December 2011 the Group's accounts receivable spread over a number of counterparties. Thus, the management considers that the risk is adequately monitored and does not expect any counterparty to fail to meet its obligations.

### 40. 金融工具 (續)

#### 財務風險管理目標與政策

本集團之主要金融工具包括股本投資、應收貿易賬款及其他應收款項、應收貸款、銀行存款及結餘、應付貿易賬款及其他應付款項、銀行貸款、應付一位非控股股東款項及應付直屬控股公司款項。該等金融工具之詳情已於有關之附註披露。下文載列與該等金融工具有關之風險(包括信貸風險、利率風險、貨幣風險、其他價格風險及流動資金風險)及本集團如何減低該等風險而採用之政策。管理層監察該等風險，以確保及時及有效地實行適當措施。

#### 信貸風險

於二零一一年十二月三十一日，因對方未能履行責任而令本集團蒙受財務損失，則本集團要承受之最大信貸風險乃因綜合財務狀況表所述各金融資產之賬面值而產生。為將信貸風險降至最低，本集團管理層已委派一組人員負責釐定信貸限額、信貸審批及其他監察程序，以確保採取跟進措施收回逾期之債項。此外，本集團於各報告期末檢討每項個別貿易債項之可收回數額，以確保就無法收回之數額作出足夠之減值虧損撥備。就此而言，董事認為本集團之信貸風險已大幅降低。

流動資金之信貸風險有限，原因是對方均為信譽良好之銀行。

在大部分交易中，本集團主要按照以預付款項及信用證為基準之條款進行交易，於二零一一年十二月三十一日，本集團之應收賬款分散於多名對方身上。因此，管理層認為有關風險受到充分監控，並預期概無任何對方將不予履行其責任。

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 40. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies

(Continued)

#### Credit risk (Continued)

The Group's concentration of credit risk by geographical locations is mainly in the PRC, which accounted for all loan receivables (2010: 100%) and 97.5% (2010: 96.9%) of the trade receivables as at 31 December 2011.

The Group has also concentration of credit risk as the loan receivables were due from six (2010: four) borrowers within the government sector in the PRC.

In order to minimise the credit risk on the loan receivables, the management of the Group closely monitor the follow-up action taken to recover any overdue loans. In addition, the Group reviews the recoverable amount of each borrower at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk on the loan receivables is significantly reduced.

#### Market risk

##### (i) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to the pledged bank deposits, time deposit and fixed rate senior notes. The Group is also exposed to cash flow interest rate risk in relation to floating-rate bank loans, loan receivables, amount due to an immediate holding company and bank balances. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise. The fair value interest rate risk on bank deposits is insignificant as the fixed deposits are short-term.

### 40. 金融工具 (續)

#### 財務風險管理目標與政策 (續)

#### 信貸風險 (續)

本集團之信貸風險按地區而言主要集中於中國，於二零一一年十二月三十一日佔全部應收貸款(二零一零年：100%)及應收貿易款項額之97.5% (二零一零年：96.9%)。

由於本集團有六名(二零一零年：四名)來自中國的政府部門借款人之應收貸款，因此本集團亦須承受應收貸款集中之信貸風險。

為將應收貸款之信貸風險降至最低，本集團管理層密切監視為收回任何逾期貸款而採取之跟進措施。此外，本集團於報告期末檢討每個借款人之可收回數額，以確保就無法收回之數額作出足夠之減值虧損撥備。就此而言，董事認為本集團應收貸款之信貸風險已大幅降低。

#### 市場風險

##### (i) 利率風險

本集團面臨與已抵押銀行存款、定期存款及固定利率優先票據有關之公平值利率風險。本集團亦面臨與浮動息率銀行貸款、應收貸款、應付直屬控股公司款項及銀行結餘有關之現金流利率風險。本集團現時並無利率對沖政策。然而，管理層監控利率風險，並將於需要時考慮對沖重大利率風險。由於定期存款為短期，銀行存款之公平值利率風險甚微。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 40. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies

(Continued)

#### Market risk (Continued)

##### (i) Interest rate risk (Continued)

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR, LIBOR and benchmark loan rates of financial institutions set by The People's Bank of China arising from the Group's borrowings.

#### Sensitivity analysis

The Group's sensitivity to interest rate risk has been determined based on the exposure to variable interest rates for financial instruments at the end of the reporting period. The analysis is prepared assuming the loan receivables and bank balances in the PRC net of bank loans, other payables and long term payable in the PRC at the end of the reporting period and net balance was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2011 would decrease/increase by approximately HK\$23,122,000 (2010: HK\$18,802,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank loans.

### 40. 金融工具 (續)

#### 財務風險管理目標與政策 (續)

#### 市場風險 (續)

##### (i) 利率風險 (續)

本集團之現金流利率風險主要集中在本集團之借貸產生之香港銀行同業拆息、倫敦銀行同業拆息及中國人民銀行所制定之金融機構基準貸款利率之波動。

#### 敏感度分析

本集團利率風險的敏感度乃基於報告期末金融工具之浮動利率風險而釐定。此分析在假設於報告期末中國之應收貸款及銀行結餘扣除銀行貸款、其他應付款項及長期應付款項後，全年仍有尚未償還之餘額淨額之情況下所編製。50個基點之增減是向主要管理人員就利率風險作內部匯報時使用，而該基點代表管理層對可能合理出現之利率變動所作出之評估。

倘利率增／減50個基點且所有其他可變因素維持不變，則本集團截至二零一一年十二月三十一日止年度之除稅後溢利將減少／增加約23,122,000港元（二零一零年：18,802,000港元）。這主要由於本集團之浮動息率銀行借貸之利率風險所致。

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 40. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies

(Continued)

#### Market risk (Continued)

##### (ii) Currency risk

The Group is mainly exposed to United States Dollars (“USD”) and HKD.

Certain inter-group balances, bank balances and bank loans of the Group are denominated in foreign currencies. The Group currently does not have a foreign currency hedging policy in respect of foreign currency loan. However, management monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

#### Sensitivity analysis

The following table details the Group’s sensitivity to a reasonably possible change of 5% in exchange rate of USD and HKD against relevant functional currency of RMB, while all other variables are held constant. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates.

### 40. 金融工具 (續)

#### 財務風險管理目標與政策 (續)

#### 市場風險 (續)

##### (ii) 貨幣風險

本集團主要涉及美元(「美元」)及港元風險。

本集團之若干集團內部結餘、銀行結餘及銀行貸款以外幣列值。本集團現時並無有關外幣貸款之外幣對沖政策。然而，管理層嚴密監控相關外幣風險，並於有需要時考慮對沖重大外幣風險。

#### 敏感度分析

下表詳列本集團就美元及港元兌有關功能貨幣人民幣之匯率可能有5%之合理變動之敏感度，同時所有其他可變因素維持不變。此敏感度分析僅包括尚未結清之外幣列值貨幣項目及於報告期末按外幣利率5%變動調整其換算。

		2011 二零一一年 HK\$'000 千港元
Decrease (increase) in post-tax profit for the year	本年度除稅後溢利減少(增加)	
– if RMB weakens against USD	– 倘人民幣兌美元弱勢	(73,575)
– if RMB strengthens against USD	– 倘人民幣兌美元強勢	73,575
– if RMB weakens against HKD	– 倘人民幣兌港元弱勢	(22,973)
– if RMB strengthens against HKD	– 倘人民幣兌港元強勢	22,973

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## 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 40. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies

(Continued)

#### Market risk (Continued)

##### (ii) Currency risk (Continued)

Sensitivity analysis (Continued)

		2010 二零一零年 HK\$'000 千港元
Decrease (increase) in post-tax profit for the year	本年度除稅後溢利減少(增加)	
– if RMB weakens against USD	– 倘人民幣兌美元弱勢	(37,265)
– if RMB strengthens against USD	– 倘人民幣兌美元強勢	37,265
– if RMB weakens against HKD	– 倘人民幣兌港元弱勢	(17,912)
– if RMB strengthens against HKD	– 倘人民幣兌港元強勢	17,912

##### (iii) Other price risk

The Group's equity investments and the investment funds with underlying equity investments at the end of the reporting period exposed the Group to equity security price risk. The management manages this exposure by maintaining a portfolio of investments with different risk profiles. The Group's equity price risk is mainly concentrated on quoted investment funds.

#### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks in respect of held for trading investments at the reporting date.

If the prices of the respective held-for-trading investments had been 20% higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2011 would increase/decrease by approximately HK\$16,977,000 (2010: HK\$65,420,000) as a result of the changes in fair value of held-for-trading investments.

### 40. 金融工具 (續)

#### 財務風險管理目標與政策 (續)

#### 市場風險 (續)

##### (ii) 貨幣風險 (續)

敏感度分析 (續)

##### (iii) 其他價格風險

本集團於報告期末之股本投資及具有相關股本投資之投資基金令本集團蒙受股本證券價格風險。管理層會透過維持具有不同風險程度之投資組合來管理此風險。本集團之股價風險主要集中於有價投資基金。

#### 敏感度分析

以下敏感度分析乃根據於報告日期有關持作交易用途之投資之股價風險而釐定。

如果各項持作交易用途之投資之價格上升/下降20%且所有其他可變因素維持不變，則由於持作交易用途之投資公平值變動，致使本集團截至二零一一年十二月三十一日止年度之除稅後溢利將增加/減少約16,977,000港元(二零一零年：65,420,000港元)。

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 40. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies

(Continued)

#### Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank loans and ensures compliance with loan covenants. As detailed in Note 29, during the current year, the Group has breached certain loan covenants. The management is currently in discussion with the relevant bank to renegotiate the terms of the loan.

The Group relies on bank loans as a significant source of liquidity. As at 31 December 2011, the Group has available unutilised bank loan facilities of approximately HK\$3,138,937,000 (2010: HK\$2,490,308,000). Details of which are set out in Note 29.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

### 40. 金融工具 (續)

#### 財務風險管理目標與政策 (續)

#### 流動資金風險

就管理流動資金風險而言，本集團監察及保持管理層認為充足水平之現金及現金等值，以為本集團營運提供資金及減低現金流量波動之影響。管理層監控銀行貸款之動用情況，並確保符合貸款契約之規定。誠如附註29所詳述，本年度內，本集團已違約若干貸款契約。管理層現正與相關銀行討論以重新磋商貸款條款。

本集團依靠銀行貸款作為流動資金之主要來源。於二零一一年十二月三十一日，本集團有可動用而尚未動用之銀行貸款額度約為3,138,937,000港元（二零一零年：2,490,308,000港元）。其詳情載於附註29。

下表詳列本集團金融負債之其餘合同到期情況。該表乃根據本集團須付款之最早日期之金融負債中未折現現金流量編製。非衍生金融負債的到期日乃根據協定償還日期釐定。包括利息及本金現金流量。倘利息流為浮動利率，則未貼現金額將根據報告期末之利率曲線計算。

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## 綜合財務報表附註

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### 40. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies

(Continued)

#### Liquidity risk (Continued)

Liquidity and interest risk tables

### 40. 金融工具 (續)

#### 財務風險管理目標與政策 (續)

流動資金風險 (續)

流動資金及利率風險表

	Repayable on demand 於要求時償還 HK\$'000 千港元	1 - 3 months 一至三個月 HK\$'000 千港元	3 months to 1 year 三個月至一年 HK\$'000 千港元	1 - 5 years 一至五年 HK\$'000 千港元	5 + years 五年以上 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元	
<b>2011</b>	<b>二零一一年</b>							
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>							
Trade and other payables	應付貿易賬款及其他應付款項	6,610	1,986,473	231,475	-	-	2,224,558	2,224,241
Bank loans	銀行貸款	1,537,500	944,614	3,117,167	8,151,819	-	13,751,100	13,187,733
Amount due to a non-controlling shareholder	應付一位非控股股東款項	74,093	-	-	-	-	74,093	74,093
Amount due to immediate holding company	應付直屬控股公司款項	-	3,226	9,677	946,502	-	959,405	933,600
Long term payable	長期應付款項	-	300	907	18,833	-	20,040	17,491
		1,618,203	2,934,613	3,359,226	9,117,154	-	17,029,196	16,437,158
<b>2010</b>	<b>二零一零年</b>							
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>							
Trade and other payables	應付貿易賬款及其他應付款項	3,834	1,618,062	449,200	-	-	2,071,096	2,071,096
Bank loans	銀行貸款	-	428,416	3,594,386	7,999,465	792,292	12,814,559	12,019,024
Senior notes	優先票據	-	8,010	142,724	-	-	150,734	139,396
Amounts due to non-controlling shareholders	應付非控股股東款項	93,785	-	-	-	-	93,785	93,785
Amount due to immediate holding company	應付直屬控股公司款項	-	2,687	8,062	943,149	-	953,898	932,400
Long term payable	長期應付款項	-	130	264	9,264	-	9,658	9,133
		97,619	2,057,305	4,194,636	8,951,878	792,292	16,093,730	15,264,834

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Bank loans with a repayment on demand clause are included in the "repayable on demand" time band in the above maturity analysis. As detailed in Note 29, as at 31 December 2011, certain subsidiaries of the Group breached certain financial covenants as stipulated in the loan agreements entered into by the subsidiaries with a total carrying amount of RMB1,250 million (equivalent to HK\$1,537.5 million) and accordingly the amount has been included in the "repayable on demand" time band in the above maturity analysis.

倘若浮動利率變動與報告期末釐定之利率估計不同，上文所載之非衍生金融負債的浮動利率工具金額可能有變。

具有按要求償還條款之銀行貸款計入上述到期日分析之「按要求償還」時段內。誠如附註29所述，於二零一一年十二月三十一日，本集團之若干附屬公司違反其所訂立之貸款協議所訂明之若干財務契約，賬面總值為人民幣1,250,000,000元（相等於1,537,500,000港元），因此，有關款項已計入上述到期日分析之「按要求償還時段」內。

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 40. FINANCIAL INSTRUMENTS (Continued)

#### Fair value of financial assets and financial liabilities

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices; and
- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The carrying amounts of trade and other receivables, loan receivables, pledged bank deposits, time deposits, cash and bank balances, trade and other payables, amount due to a non-controlling shareholder and senior notes approximate their respective fair values due to the relatively short maturity of these financial instruments. The Group's bank loans and amount due to immediate holding company are mainly variable-rate borrowings which are carrying at prevailing market rate.

### 40. 金融工具 (續)

#### 金融資產及金融負債之公平值

金融資產及金融負債之公平值釐定如下：

- 具備標準條款及條件及於活躍流通市場買賣之金融資產及金融負債之公平值乃參考市場所報買入價釐定；及
- 其他金融資產及金融負債之公平值乃以折現現金流量分析為基準之一般公認定價模式釐定。

應收貿易賬款及其他應收款項、應收貸款、已抵押銀行存款、定期存款、現金及銀行結餘、應付貿易賬款及其他應付款項、應付一位非控股股東款項及優先票據之賬面值與其各自之公平值相若，原因為該等金融工具均屬短期性質。本集團之銀行貸款及應付直屬控股公司款項主要為按現行市場利率計算之浮動息率借貸。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 40. FINANCIAL INSTRUMENTS (Continued)

#### Fair value of financial assets and financial liabilities

(Continued)

#### Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### 40. 金融工具 (續)

#### 金融資產及金融負債之公平值 (續)

#### 於綜合財務狀況表確認之公平值計量

下表提供初步以公平值確認後所計量之金融工具分析，其按可觀察公平值程度分為一至三級。

- 第一級：公平值計量乃以根據相同資產在活躍市場之報價（未經調整）計算所得；
- 第二級：公平值計量乃除第一級所包括之報價以外而就資產或負債而言屬可觀察之輸入資料，直接（即作為價格）或間接（即來自價格）計算所得；及
- 第三級：公平值計量根據不可觀察之市場資料（不可觀察之輸入資料）的資產或負債的資料輸入估價方法計算所得。

		2011 二零一一年	2010 二零一零年
		Level 1 第一級	Level 1 第一級
		HK\$'000 千港元	HK\$'000 千港元
Held-for-trading investments	持作交易用途之投資		
Listed equity securities	上市股本證券	31,532	271,855
Quoted investment fund	有價投資基金	53,354	55,245
<b>Total</b>	<b>合計</b>	<b>84,886</b>	<b>327,100</b>

There were no transfers between Levels in the current year.

於本年度內各級之間並無轉讓。

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For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 41. CAPITAL COMMITMENTS

### 41. 資本承擔

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Capital expenditure in respect of acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	已訂約但未於綜合財務報表撥備之購買物業、廠房及設備之資本支出	1,092,406	1,903,017
Capital expenditure in respect of acquisition of subsidiaries contracted for but not provided in the consolidated financial statements ( <i>note</i> )	已訂約但未於綜合財務報表撥備之收購附屬公司之資本支出 ( <i>附註</i> )	1,078,166	–
		<b>2,170,572</b>	1,903,017

*note:* Amount represents consideration contracted for but not provided in the consolidated financial statements for the acquisition of three groups of subsidiaries operating cement businesses in the PRC. As at 31 December 2011, the acquisition were still subject to certain conditions before completion amongst which, includes the approval by the regulatory government bodies in other jurisdictions. The deposits paid have been included in the consolidated statement of financial position as deposits paid for acquisition of subsidiaries. Subsequent to the end of the reporting period, one of the acquisitions, Scitus (Cement) China Holdings Limited and its subsidiaries ("Scitus Cement") was completed, as disclosed in Note 45.

*附註:* 該金額指已訂約但未於綜合財務報表撥備之收購三家於中國經營水泥業務之附屬公司之代價。於二零一一年十二月三十一日，收購事項仍須於完成前達成若干條件，其中包括，其他司法權區政府監管機關之批准。已付訂金已於綜合財務狀況表內列賬為收購附屬公司支付之訂金。誠如附註45所披露，於報告期末後，其中收購賽德水泥(中國)控股有限公司(「賽德水泥」)已完成。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 42. OPERATING LEASE COMMITMENTS

At the end of the reporting period, the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Within one year	一年內	6,153	6,123
In the second to fifth years inclusive	第二年至第五年 (包括首尾兩年)	24,612	24,490
Over five years	超過五年	60,909	66,828
		<b>91,674</b>	<b>97,441</b>

Operating lease payments represent rentals payable by the Group for certain of its rented premises. Leases are negotiated for an average term of three years.

### 43. PLEDGE OF ASSETS

As at 31 December 2011, assets with the following carrying amounts have been pledged to secure bank loans of the Group (Note 29) or as a security for the letters of credit and similar obligations provided by banks in regard to the Group's purchase of plant equipments or as performance guarantee in relation to certain sales or purchases contracts.

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	3,612,780	3,753,974
Prepaid lease payments	預付租賃款項	799,287	1,001,340
Mining rights	採礦權	117,130	-
Pledged bank deposits	已抵押銀行存款	134,348	29,454
		<b>4,663,545</b>	<b>4,784,768</b>

### 42. 經營租約承擔

於報告期末，本集團就不可撤銷之經營租約之日後最低租賃款項擁有尚未履行之承擔，其屆滿期如下：

經營租約租金指本集團就其若干租賃物業應付之租金。議定租約平均長達三年。

### 43. 資產抵押

於二零一一年十二月三十一日，以下賬面值之資產已抵押，以擔保本集團之銀行貸款（附註29）或作為銀行就本集團購買廠房設備提供之信用證或類似責任之抵押品或就若干買賣合約作為履約擔保。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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#### 44. RELATED PARTIES TRANSACTIONS

In addition to the transactions and balances set out in Notes 9, 20, 26, 27, 28, 30 and 32, the Group entered into the following material related party transactions during the year:

#### 44. 關連人士交易

除於附註9、20、26、27、28、30及32所述之交易及結餘外，於本年度，本集團已進行下列重大關連人士交易：

		notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
(i) Rental expenses payable to a fellow subsidiary	(i) 應付一間同系附屬公司之租金費用	(a)	4,968	4,320
(ii) Rental expenses payable to a related party (note 1)	(ii) 應付一名關連人士之租金費用 (附註1)	(a)	1,195	1,115
(iii) Purchases of cement and clinker from the ultimate holding company	(iii) 向最終控股公司購買水泥及熟料	(a)	34,742	82,135
(iv) Sales of cement to a related party (note 2)	(iv) 向一名關連人士銷售水泥 (附註2)	(b)	–	5,611
(v) Purchases of clinker from a related party (note 3)	(v) 向一名關連人士購買熟料 (附註3)	(b)	23,147	59,164
(vi) Transportation and management services fee payable to fellow subsidiaries	(vi) 應付同系附屬公司之運輸及管理服務費	(a)	263,685	173,593
(vii) Maintenance service fee of a computer software system payable to fellow subsidiaries	(vii) 應付同系附屬公司之電腦軟件系統之維護服務費	(a)	6,252	5,473
(viii) Management fee payable to a related party (note 4)	(viii) 應付一名關連人士之管理費 (附註4)	(a)	11,839	7,776
(ix) Trademark fee payable to a related party (note 4)	(ix) 應付一名關連人士之商標使用費 (附註4)	(a)	4,128	4,355
(x) Sales of raw materials to an associate	(x) 向一間聯營公司銷售原材料	(b)	9,825	6,484
(xi) Purchase of raw materials from an associate	(xi) 向一間聯營公司購買原材料	(b)	6,543	7,222
(xii) Sales of cement to an associate	(xii) 向一間聯營公司銷售水泥	(b)	70,141	59,301

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### 44. RELATED PARTIES TRANSACTIONS

*(Continued)*

notes:

- (1) The related party is an associate of the ultimate holding company.
- (2) The related party is the subsidiary of a substantial shareholder.
- (3) The related party is a subsidiary of the non-controlling shareholder of a subsidiary of the Company.
- (4) The related party is the holding company of the non-controlling shareholder of a subsidiary of the Company.
- (a) The prices of these transactions were determined between the parties with reference to the agreements signed.
- (b) The prices of these transactions were determined between the parties with reference to market prices.

During the year, the remuneration of key management personnel which represents the short-term benefits of Directors remuneration is approximately HK\$9,459,000 (2010: HK\$5,586,000) as set out in Note 11.

### 44. 關連人士交易 (續)

附註：

- (1) 該關連人士乃最終控股公司之聯營公司。
- (2) 該關連人士乃主要股東之附屬公司。
- (3) 該關連人士為本公司一間附屬公司之非控股股東之附屬公司。
- (4) 該關連人士為本公司一間附屬公司之非控股股東之控股公司。
- (a) 該等交易之價格由訂約雙方參考已簽訂之協議釐定。
- (b) 該等交易之價格由訂約雙方參考市場價格釐定。

誠如附註11所載，於年內，主要管理人員之薪酬（指董事酬金之短期福利）約為9,459,000港元（二零一零年：5,586,000港元）。

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### 45. EVENTS AFTER THE REPORTING PERIOD

On 4 August 2011, Upper Value entered into an Acquisition Agreement with certain independent third parties for the acquisition of approximately 97.94% of the issued share capital of the Scitus Cement (China) Holdings Limited (“Scitus Cement”) at an aggregate cash consideration of US\$130,210,000 (equivalent to HK\$1,011,732,000) and by the Company’s issuance of the warrants. Scitus Cement is an investment holding company and its subsidiaries are principally engaged in manufacture and sale of cement and clinker in Guizhou and Sichuan. Such acquisition was completed on 6 January 2012 and Scitus Cement which indirectly hold majority interests in several cement, clinker and concrete manufacturing companies in the southwestern region of the PRC (the “Manufacturing Companies”) became non-wholly owned subsidiaries of the Group on the same date. Also, up to the date of the issue of the consolidated financial statements, the Group is still in the midst of determining the financial effect of the acquisition of Scitus Cement.

On 13 February 2012, the Group received copies of arbitration notices issued by China International Economic and Trade Arbitration Commission dated 10 February 2012 together with the relevant arbitration applications in respect of certain pre-emptive rights held by non-controlling shareholders in the Manufacturing Companies under the relevant joint venture agreements.

In view of the notices received, the Group is in the process of collecting information in relation to the potential arbitrations and will consider seeking relevant legal advice. Further announcement(s) concerning further developments of the potential arbitrations will be made as and when appropriate.

### 45. 報告期後事項

於二零一一年八月四日，Upper Value 與若干獨立第三方訂立收購協議，以總現金代價130,210,000美元（相等於1,011,732,000港元）及透過本公司發行認股權證之方式收購於賽德水泥（中國）控股有限公司（「賽德水泥」）約97.94%之已發行股本。賽德水泥為一間投資控股公司及其附屬公司主要在貴州及四川從事製造及銷售水泥及熟料業務。有關收購事項已於二零一二年一月六日完成，賽德水泥於同日成為本集團之非全資附屬公司，其間接持有數間於中國西南地區之水泥、熟料及混凝土製造公司（「製造公司」）之大多數權益。同時，直至綜合財務報表刊發日期，本集團仍在釐定收購賽德水泥之財務影響。

於二零一二年二月十三日，本集團收到中國國際經濟貿易仲裁委員會於二零一二年二月十日出具之仲裁通知副本，連同就非控股股東根據相關合資協議於製造公司持有之若干優先購買權之相關仲裁申請。

鑑於已收到該通知，本集團正在搜集有關潛在仲裁之資料，並將尋求相關法律意見。本公司將於適當時候就潛在仲裁之進一步進展作出進一步公佈。



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### 綜合財務報表附註

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#### 46. SUBSIDIARIES

Details of the Company's principal subsidiaries at 31 December 2011 and 2010 are as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立／營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股／ 註冊資本面值	Proportion of ownership interest 應佔擁有權權益比例		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Anhui King Bridge Cement Ltd* 安徽朱家橋水泥有限公司*	The PRC 中國	Registered capital US\$15,000,000 註冊資本 15,000,000美元	-	60%	Manufacture and distribution of slag powder 製造及分銷礦渣粉
Chiefolk Company Limited	Hong Kong 香港	Ordinary HK\$1,000,000 普通股 1,000,000港元	-	70%	Investment holding 投資控股
Guangan Changxing Cement Co., Ltd* <sup>1</sup> 廣安昌興水泥有限公司* <sup>1</sup>	The PRC 中國	Registered capital US\$29,990,000 註冊資本 29,990,000美元	-	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
Guizhou Kaili Rui An Jian Cai Co., Ltd. (acquired in 2011)* <sup>1</sup> 貴州凱里瑞安建材有限公司 (於二零一一年收購)* <sup>1</sup>	The PRC 中國	Registered capital RMB139,660,500 註冊資本 人民幣139,660,500元	-	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
Guizhou Kong On Cement Company Limited (acquired in 2011)* 貴州港安水泥有限公司 (於二零一一年收購)*	The PRC 中國	Registered capital US\$13,350,000 註冊資本 13,350,000美元	-	65%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料

#### 46. 附屬公司

本公司於二零一一年及二零一零年十二月三十一日之主要附屬公司之詳情如下：

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#### 46. SUBSIDIARIES (Continued)

#### 46. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股/ 註冊資本面值	Proportion of ownership interest		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
HKC Investments Limited 港泥投資股份有限公司	Taiwan 台灣	Ordinary NT\$695,000,000 普通股 695,000,000新台幣	-	100%	Investment holding 投資控股
Hong Kong Cement Company Limited	Hong Kong 香港	Ordinary HK\$10,000 普通股 10,000港元	-	100%	Import and distribution of cement 進口及分銷水泥
Jiangsu TCC Investment Co., Ltd.* <sup>1</sup> 江蘇台泥投資有限公司* <sup>1</sup>	The PRC 中國	Registered capital US\$100,000,000 註冊資本 100,000,000美元	-	100%	Investment holding 投資控股
Jingyang Industrial Limited 京陽實業有限公司	Hong Kong 香港	Ordinary HK\$24,000,000 普通股 24,000,000港元	-	100%	Investment holding 投資控股
Jurong TCC Cement Co., Ltd.* <sup>1</sup> 句容台泥水泥有限公司* <sup>1</sup>	The PRC 中國	Registered capital US\$223,000,000 註冊資本 223,000,000美元	-	100%	Mining of limestone and production and sales of cement and cement products 開採石灰石及生產及銷售 水泥及水泥產品
Koning Concrete Limited	Hong Kong 香港	Ordinary HK\$100 普通股100港元	-	100%	Investment holding 投資控股

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### 46. SUBSIDIARIES (Continued)

### 46. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股/ 註冊資本面值	Proportion of ownership interest 應佔擁有權權益比例		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
TCC Anshun Cement Company Limited (previously known as Guizhou Anshun Changxing Cement Co., Ltd)* <sup>1</sup> 台泥(安順)水泥有限公司(前稱貴州安順昌興水泥有限責任公司)* <sup>1</sup>	The PRC 中國	Registered capital US\$59,990,000 註冊資本 59,990,000美元	–	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
TCC Chongqing Cement Company Limited* <sup>1</sup> 台泥(重慶)水泥有限公司* <sup>1</sup>	The PRC 中國	Registered capital US\$65,000,000 註冊資本 65,000,000美元	–	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
TCC Fuzhou Cement Co., Ltd.* <sup>1</sup> 福州台泥水泥有限公司* <sup>1</sup>	The PRC 中國	Registered capital US\$16,250,000 註冊資本 16,250,000美元	–	100%	Manufacture and distribution of cement 製造及分銷水泥
TCC Fuzhou Yangyu Port Co., Ltd.* <sup>1</sup> 福州台泥洋嶼碼頭有限公司* <sup>1</sup>	The PRC 中國	Registered capital US\$5,000,000 註冊資本 5,000,000美元	–	100%	Provision of port facility services 提供碼頭設施服務
TCC (Guigang) Cement Ltd.* <sup>1</sup> 台泥(貴港)水泥有限公司* <sup>1</sup>	The PRC 中國	Registered capital US\$217,875,900 註冊資本 217,875,900美元	–	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料

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### 綜合財務報表附註

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#### 46. SUBSIDIARIES (Continued)

#### 46. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立／營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股／ 註冊資本面值	Proportion of ownership interest 應佔擁有權權益比例		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
TCC Hong Kong Cement Development Limited	British Virgin Island ("BVI") /Hong Kong 英屬處女群島 ("英屬處女群島") ／香港	Ordinary US\$10 Deferred*** US\$90 普通股10美元 遞延股*** 90美元	–	100%	Property holding 持有物業
TCC Liaoning Cement Company Limited (previously known as Liaoning Changqing Cement Co., Ltd)* 台泥(遼寧)水泥有限公司 (前稱遼寧昌慶水泥有限公司)*	PRC 中國	Registered capital RMB371,000,000 註冊資本 人民幣371,000,000元	–	83.89%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
TCC Liuzhou Company Limited 台泥柳州有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股10,000港元	–	70%	Investment holding 投資控股
TCC Liuzhou Construction Materials Company Limited* 柳州台泥新型建材有限公司*	The PRC 中國	Registered capital US\$13,500,000 註冊資本 13,500,000美元	–	42%**	Manufacture and distribution of slag powder 製造及分銷礦渣粉
TCC Yingde Cement Co., Ltd* <sup>1</sup> 台泥(英德)水泥有限公司* <sup>1</sup>	The PRC 中國	Registered capital US\$219,400,000 註冊資本 219,400,000美元	–	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料
Ulexite Investments Limited	BVI/Hong Kong 英屬處女群島／香港	Ordinary US\$200 普通股200美元	100%	–	Investment holding 投資控股

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### 46. SUBSIDIARIES (Continued)

### 46. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股/ 註冊資本面值	Proportion of ownership interest 應佔擁有權權益比例		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Upper Value Investments Limited	BVI/Hong Kong 英屬處女群島/香港	Ordinary US\$10,600 普通股10,600美元	-	100%	Investment holding 投資控股
Yingde Dragon Mountain Cement Co, Ltd* 英德龍山水泥有限責任公司* <sup>1</sup>	The PRC 中國	Registered capital RMB428,110,000 註冊資本人民幣 428,110,000元	-	100%	Manufacture and distribution of cement and clinker 製造及分銷水泥及熟料

\* Registered as equity joint venture registered under the PRC law.

\* 登記為根據中國法例註冊之合營公司。

\*<sup>1</sup> Registered as wholly foreign owned enterprise registered under the PRC law.

\*<sup>1</sup> 登記為根據中國法例註冊之外商獨資企業。

\*\* A subsidiary of a non wholly-owned subsidiary of the Company and accordingly, is accounted for as subsidiary by virtue of the Company's control over it.

\*\* 本公司之一家非全資附屬公司之附屬公司，故此，由於本公司對其具有控制權，因此列作一家附屬公司入賬。

\*\*\* The deferred shares of TCC Hong Kong Cement Development Limited are non-voting, carry no rights to dividends and are only entitled to a return of capital when the surplus exceeds US\$1,000,000,000,000,000,000,000,000.

\*\*\* TCC Hong Kong Cement Development Limited之遞延股並不附有投票權，亦不附有獲派股息之權利，且僅在盈餘超過1,000,000,000,000,000,000,000,000美元時，方有權獲退還股本。

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results, assets, or liabilities of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

上表列入董事認為主要影響本集團業績、資產或負債之本公司附屬公司。董事認為，載列其他附屬公司之詳情，令資料過於冗長。

Apart from the senior notes as disclosed in Note 31, none of the subsidiaries had in issue any debt securities at 31 December 2010.

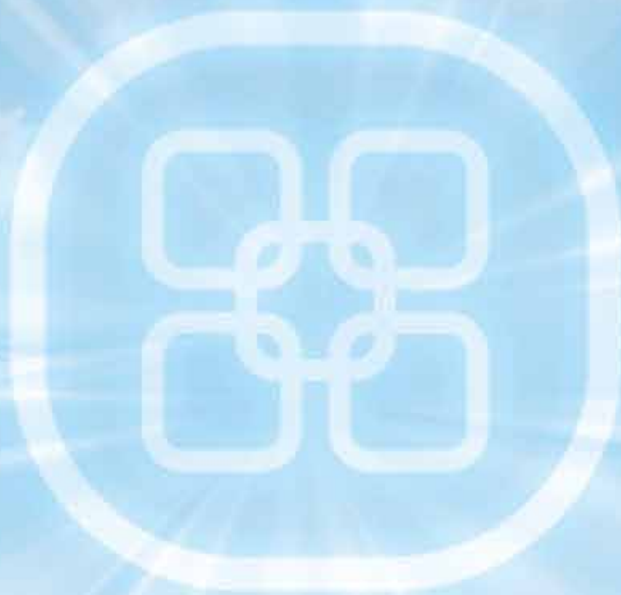
除附註31所披露之優先票據外，於二零一零年十二月三十一日，概無附屬公司擁有任何已發行債券。

# FINANCIAL SUMMARY

## 財務概要

		2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>Results</b>	<b>業績</b>					
Revenue	收益	1,829,168	2,822,827	3,953,940	8,125,854	11,266,196
Profit (loss) for the year, before impairment loss on intangible assets and impairment loss of property, plant and equipment, attributable to owners of the Company	本公司擁有人應佔無形資產減值虧損及物業、廠房及設備減值虧損前本年度溢利(虧損)	215,994	(126,956)	120,254	784,053	1,637,880
Profit (loss) for the year, attributable to owners of the Company	本公司擁有人應佔本年度溢利(虧損)	(3,506,645)	(155,523)	120,254	784,053	1,637,880
<b>Assets</b>	<b>資產</b>					
Property, plant and equipment	物業、廠房及設備	3,873,850	5,053,368	8,815,063	12,816,206	15,864,953
Prepaid lease payments	預付租賃款項	714,897	702,429	907,934	1,599,818	1,745,207
Intangible assets	無形資產	39,447	7,839	812,578	2,648,561	2,647,565
Mining rights	採礦權	56,273	55,990	205,512	398,562	406,633
Interests in associates and loan to an associate	聯營公司權益及聯營公司貸款	130,199	133,085	131,208	1,416,976	1,456,066
Long term deposits	長期按金	720	720	720	720	828
Long term loan receivables	應收長期貸款	-	-	84,750	109,740	87,147
Deposits paid for the acquisition of property, plant and equipment and other assets	就收購物業、廠房及設備及其他資產支付之訂金	645,713	302,561	245,969	712,127	578,050
Deposits paid for acquisition of subsidiaries	就收購附屬公司支付之訂金	-	-	804,410	-	720,666
Available-for-sale investments	可供出售投資	71,564	58,713	54,509	59,772	57,501
Deferred tax asset	遞延稅項資產	33	33	-	1,275	879
Pledged bank deposits	已抵押銀行存款	-	-	-	2,360	3,970
Current assets	流動資產	1,943,076	2,104,941	3,017,279	7,263,395	9,297,158
Total assets	總資產	7,475,772	8,419,679	15,079,932	27,029,512	32,866,623
<b>Liabilities</b>	<b>負債</b>					
Current liabilities	流動負債	1,441,178	2,188,968	6,804,239	6,325,390	8,380,865
Other non-current liabilities	其他非流動負債	1,967,728	2,225,499	1,560,867	9,431,101	8,829,807
Deferred tax liabilities	遞延稅項負債	147,885	143,748	202,634	364,091	358,144
Total liabilities	總負債	3,556,791	4,558,215	8,567,740	16,120,582	17,568,816





**TCC International Holdings Limited**  
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