

The leading mixed
Metal recycler

全球領先-混合金屬再生商 Worldwide

中期報告 **2013**
INTERIM REPORT



CHIHO -
TIANDE 齐合天地

CHIHO-TIANDE GROUP LIMITED
齊合天地集團有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 976



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Fang Ankong (*Chairman and Chief Executive Officer*)
Mr. Stephanus Maria van Ooijen (*Vice President*)
Mr. Gu Liyong (*Vice President*)*

Non-Executive Director

Mr. Michael Charles Lion

Independent Non-Executive Directors

Dr. Loke Yu
Ms. Zhang Jingdong
Mr. Li Xikui

EXECUTIVE COMMITTEE

Mr. Fang Ankong (*Chairman*)
Mr. Stephanus Maria van Ooijen
Mr. Gu Liyong

AUDIT COMMITTEE

Dr. Loke Yu (*Chairman*)
Mr. Michael Charles Lion
Ms. Zhang Jingdong
Mr. Li Xikui

REMUNERATION COMMITTEE

Mr. Fang Ankong (*Chairman*)
Mr. Stephanus Maria van Ooijen
Dr. Loke Yu
Ms. Zhang Jingdong
Mr. Li Xikui

NOMINATION COMMITTEE

Mr. Fang Ankong (*Chairman*)
Mr. Stephanus Maria van Ooijen
Dr. Loke Yu
Ms. Zhang Jingdong
Mr. Li Xikui

AUTHORISED REPRESENTATIVES

Mr. Gu Liyong
Ms. Yu Miu Cheung

董事會

執行董事

方安空先生 (*主席兼行政總裁*)
Stephanus Maria van Ooijen 先生 (*副總裁*)
顧李勇先生 (*副總裁*)*

非執行董事

Michael Charles Lion 先生

獨立非執行董事

陸海林博士
章敬東女士
李錫奎先生

執行委員會

方安空先生 (*主席*)
Stephanus Maria van Ooijen 先生
顧李勇先生

審核委員會

陸海林博士 (*主席*)
Michael Charles Lion 先生
章敬東女士
李錫奎先生

薪酬委員會

方安空先生 (*主席*)
Stephanus Maria van Ooijen 先生
陸海林博士
章敬東女士
李錫奎先生

提名委員會

方安空先生 (*主席*)
Stephanus Maria van Ooijen 先生
陸海林博士
章敬東女士
李錫奎先生

授權代表

顧李勇先生
余妙章女士

* Mr. Gu Liyong, the Executive Director of the Company, is also the main contact person of the external Company Secretary engaged by the Company

* 本公司執行董事顧李勇先生亦為與本公司外聘公司秘書之主要聯絡人



QUALIFIED ACCOUNTANT AND CHIEF FINANCIAL OFFICER

Mr. Chow Wan Hoi Paul

COMPANY SECRETARY

Ms. Yu Miu Cheung

AUDITOR

Deloitte Touche Tohmatsu

LEGAL ADVISORS

Conyers Dill & Pearman (Cayman Islands)

Stephenson Harwood (Hong Kong)

Van den Boomen Advocaten B.V. (Dutch)

Zhong Lun Law Firm (PRC)

PRINCIPAL BANKERS

Agriculture Bank of China

Bank of China

Bank of Communications

China Development Bank

China Merchants Bank

DBS Bank (Hong Kong) Limited

Hua Xia Bank

Shanghai Pudong Development Bank

Standard Chartered Bank (Hong Kong) Limited

Wing Hang Bank Limited

REGISTERED OFFICE

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111, Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

48 Wang Lok Street

Yuen Long Industrial Estate

Hong Kong

合資格會計師兼財務總監

周雲海先生

公司秘書

余妙章女士

核數師

德勤 • 關黃陳方會計師行

法律顧問

Conyers Dill & Pearman (開曼群島)

羅夏信律師事務所(香港)

Van den Boomen Advocaten B.V. (荷蘭)

中倫律師事務所(中國)

主要往來銀行

中國農業銀行

中國銀行

交通銀行

國家開發銀行

招商銀行

星展銀行(香港)有限公司

華夏銀行

上海浦東發展銀行

渣打銀行(香港)有限公司

永亨銀行有限公司

註冊辦事處

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111, Cayman Islands

香港總公司及主要營業地點

香港

元朗工業邨

宏樂街48號



Corporate Information (continued)

公司資料(續)

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Taizhou Industrial Zone of Metal Recycling
Fengjiang, Luqiao, Taizhou
Zhejiang
The PRC
Post Code 318054

中國總公司及主要營業地點

中國
浙江省
台州市路橋區峰江鎮
台州金屬再生工業園區
郵編：318054

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

香港股份登記及過戶分處

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

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

開曼群島主要股份登記及過戶處

Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

WEBSITE

www.chiho-tiande.com

公司網站

www.chiho-tiande.com

STOCK CODE

Hong Kong Stock Exchange 976

股份代號

香港聯交所 976



On behalf of the Board of Directors (the "Board") of Chiho-Tiande Group Limited (齊合天地集團有限公司) (the "Company"), I present the unaudited interim results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2013 (the "period").

The Group continued to face challenges arising from difficult business environment, including highly volatile global metal market, anticipated slowing economic growth in the People's Republic of China (the "PRC") and the uncertain impact created from the rein in the stimulus program by the United States. During the first six months of this year, the Group recorded an increase in sales from HK\$3.6 billion in the same period of 2012 to HK\$3.8 billion, representing an increase of 6.8% over the same period of 2012. The gross loss of HK\$98.4 million recorded during the period was due to the continuous decrease in commodity prices in the first half of 2013 and the inventory allowance made under the "mark-to-market" accounting principle. During the period, the net loss attributable to the owners of the Company was HK\$748.9 million as compared to the net profit of HK\$45.0 million in the same period of 2012. Such loss was mainly due to the loss on fair value changes of derivative financial instruments which the Group is required to make under the "mark-to-market" accounting principle. The Company will reduce its positions on futures contracts as soon as reasonably practicable in order to reduce the exposure in futures market in the second half of 2013.

With a number of unforeseen circumstances impacting global supply of scrap materials, the Group experienced a reduction of scrap materials purchased. During the period, the reduction in supply was seen in the region of 10% to 15% when compared with the same period last year. In the first six months of this year, the Group sold in aggregate over 339,000 tonnes of its processed products within its three business segments, representing an increase of 10.4% when compared to 307,000 tonnes in the same period of 2012.

During the period, the Group continued to follow its usual practices of consistently buying mixed metal scrap and selling its recycled products in accordance with its processing ability so as to mitigate the short-term impact of price volatility on the overall performance of the Group.

Basic loss per share amounted to HK\$0.718 in 2013 (2012: Earnings per share HK\$0.043).

本人謹代表齊合天地集團有限公司(「本公司」)董事會(「董事會」)，提呈本公司及其附屬公司(「本集團」)截至二零一三年六月三十日止六個月(「期內」)的未經審核中期業績。

本集團繼續面臨挑戰，經營環境困難重重，包括全球金屬市場高度波動、中華人民共和國(「中國」)經濟增長預期放緩及美國收緊經濟刺激計劃產生不確定影響。於本年度首六個月，本集團錄得銷售由二零一二年同期的3,600,000,000港元增加至3,800,000,000港元，較二零一二年同期增長6.8%。期內錄得毛損98,400,000港元乃由於二零一三年上半年商品價格持續下降及根據「市值計算」會計原則作出存貨撥備所致。於期內，本公司擁有人應佔虧損淨額為748,900,000港元，而二零一二年同期錄得淨溢利45,000,000港元。該虧損主要由於本集團須根據「市值計算」會計原則作出衍生金融工具的公平值變動虧損所致。本公司將於二零一三年下半年在合理切實可行範圍內儘快減少期貨合約持倉，以降低未來市場風險。

由於廢料的全球供應受若干不可預見因素的影響，本集團減少採購廢料。於期內，地區供應較去年同期下降10%至15%。於本年度首六個月，本集團合共出售旗下三個業務分部的加工產品超過339,000噸，較二零一二年同期的307,000噸增加10.4%。

期內，本集團秉承一貫做法，根據自身的加工能力，持續買入混合廢金屬並出售其再生產品，以減低價格波動對本集團整體表現的短期影響。

於二零一三年，每股基本虧損為0.718港元(二零一二年：每股盈利0.043港元)。



Chairman's Statement (continued)

主席報告(續)

Although the construction of the processing facilities in Yantai is still in progress, the Group has carried out a limited amount of trading activities within the facilities in order to make full use of the facilities during the period. We aim to commence processing operations in stages towards the end of this year.

As part of our expansion program to increase our processing capacity and to explore the possibility of diversifying our processing capability within the scrap metal related supply chain, the Group has recently announced that it has conditionally acquired the industrial land adjacent to its existing facilities in Yuen Long, Hong Kong. Subject to obtaining approval from Hong Kong Science and Technology Parks Corporation, the acquisition is expected to be completed in the second half of this year. Details of such investment are set out in the Company's announcement dated 20 June 2013.

Going forward, we remain committed to further expanding our processing capability, and at the same time improving our profitability and return on equity. Our focus will continue to cover our existing facilities including Taizhou, Ningbo, Shanghai, Yantai and Hong Kong. We will continue to be on the lookout for any potential opportunity.

With the continued emphasis of support from the PRC Government to develop the recycling industry, we are confident that the metal recycling industry in the PRC will continue to grow and will become an important source and an integral part of the metal resource supply chain of the PRC in the future.

Given that the metal recycling industry contributes significantly to the protection of the environment and the preservation of valuable natural resources, we continue to place heavy emphasis on our procurement volume to ensure that it is in line with our processing needs and to cater for our expansion strategy for scrap materials in the PRC.

Fang Ankong

Chairman

Hong Kong, 15 August 2013

儘管煙台加工設施建設仍在進展中，本集團已於期內開展了有限的貿易活動，以充分利用設施。我們計劃於今年年底分階段開始加工營運。

為提高加工能力及於廢料相關供應鏈中探索多元化加工能力的可能性，作為擴張計劃一部分，本集團近期宣佈有條件收購毗鄰香港元朗區現有設施的工業用地。待獲得香港科技園公司批准後，收購事項預期將於本年度下半年完成。該投資之詳情載於本公司日期為二零一三年六月二十日的公告。

展望未來，我們仍將繼續致力擴大我們的加工能力，同時改善我們的盈利能力以及股本回報率。我們將繼續把重點放在現有設施，包括台州、寧波、上海、煙台及香港。我們將繼續關注任何潛在商機。

由於中國政府持續重點支持發展回收行業，我們相信中國的金屬再生行業將繼續發展，並會成為中國未來金屬資源供應鏈的重要來源及不可分割的一部分。

鑒於金屬再生行業對保護環境及保護寶貴天然資源均有重大貢獻，我們將繼續加強重視採購量，以確保迎合我們的加工需求以及符合我們在中國有關廢料行業的擴展策略。

方安空

主席

香港，二零一三年八月十五日



Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW AND OUTLOOK

The level of market volatility seen in the first half of this year had created exceptional challenges to the management of the Company resulting in a disappointing result for the six months ended 30 June 2013. With various major economic data released in recent weeks and the level of metal market volatility seen in the last few weeks, the global metal market appears to be less volatile with a modest upward bias. As a result, the management is cautiously optimistic about the Group's performance in the second half of this year.

The Group continued to face challenges arising from difficult business environment including highly volatile global metal market, anticipated slow economic growth in the PRC and the uncertain impact created from the rein in the stimulus program by the United States. During the first six months of this year, the Group recorded an increase in sales from HK\$3.6 billion in the same period of 2012 to HK\$3.8 billion, representing an increase of 6.8% over the same period of 2012. The gross loss of HK\$98.4 million recorded during the period was due to the continuous decrease in commodity prices in the first half of 2013 and the "mark-to-market" basis for inventory allowance. During the period, the net loss attributable to the owners of the Company was HK\$748.9 million as compared to the net profit of HK\$45.0 million in the same period of 2012. Such loss was mainly due to the loss on fair value changes of derivative financial instruments which the Group is required to make under the "mark-to-market" accounting principle. The Company will reduce its positions on futures contracts as soon as reasonably practicable in order to reduce the exposure in futures market in the second half of 2013.

With a number of unforeseen circumstances impacting global supply of scrap materials, the Group experienced a reduction of scrap materials purchased. During the period, the reduction in supply was seen in the region of 10% to 15% when compared with the same period last year. In the first six months of this year, the Group sold in aggregate over 339,000 tonnes of its processed products within its three business segments, representing an increase of 10.4% when compared to 307,000 tonnes in the same period of 2012.

During the period, the Group continued to follow its usual practices of consistently buying mixed metal scrap and selling its recycled products in accordance with its processing ability so as to mitigate the short-term impact of price volatility on the overall performance of the Group.

Basic loss per share amounted to HK\$0.718 in 2013 (2012: Earnings per share HK\$0.043).

業務回顧及展望

本年度上半年所出現之市場波動程度使得本公司管理層面臨巨大挑戰，致使截至二零一三年六月三十日止六個月之業績不盡人意。隨着最近數周發佈之各種主要經濟數據及金屬市場於過去數周波動平穩，全球金屬市場波動較小，而呈適度上揚。因此，管理層對本年度下半年本集團的表現持審慎樂觀的態度。

本集團繼續面臨挑戰，經營環境困難重重，包括全球金屬市場高度波動、中國經濟增長預期放緩及美國收緊經濟刺激計劃產生不確定影響。於本年度首六個月，本集團錄得銷售由二零一二年同期的3,600,000,000港元增加至3,800,000,000港元，較二零一二年同期增長6.8%。期內錄得毛損98,400,000港元乃由於二零一三年上半年商品價格持續下降及根據「市值計算」會計原則作出的存貨撥備所致。於期內，本公司擁有人應佔虧損淨額為748,900,000港元，而二零一二年同期錄得淨溢利45,000,000港元。該虧損主要由於本集團須根據「市值計算」會計原則作出衍生金融工具的公平值變動虧損所致。本公司將於二零一三年下半年在合理切實可行範圍內儘快減少期貨合約持倉，以降低未來市場風險。

由於廢料的全球供應受若干不可預見因素的影響，本集團減少採購廢料。於期內，地區供應較去年同期下降10%至15%。於本年度首六個月，本集團合共出售旗下三個業務分部的加工產品超過339,000噸，較二零一二年同期的307,000噸增加10.4%。

期內，本集團秉承一貫做法，根據自身的加工能力，持續買入混合廢金屬並出售其再生產品，以減低價格波動對本集團整體表現的短期影響。

於二零一三年，每股基本虧損為0.718港元（二零一二年：每股盈利0.043港元）。



BUSINESS REVIEW AND OUTLOOK (continued)

Our Procurement Network

The Group is the largest importer of mixed metal scrap used for recycling, reuse and processing in terms of the total import volume as approved by the Ministry of Environmental Protection in the PRC. The Group imports nearly all of its mixed metal scrap and has, over the years, developed a strong international procurement network which covers Europe, North America, Oceania and Asia. Our network of suppliers was mostly established and developed by the Group leveraging on its experience in the industry. With our good business practices, we have enjoyed good business relationship with its suppliers over the years.

Corporate and Business Development

As part of our on-going business developments, in June 2013, an indirect wholly-owned subsidiary of the Company entered into an agreement for purchase of the leasehold interest of the premises adjacent to the existing Hong Kong facility of the Group for the purchase price of HK\$200 million. The purchase is subject to the approval of the Hong Kong Science and Technology Park Corporation, the lessor of the premises. Details of such investment are set out in the Company's announcement dated 20 June 2013.

Although the construction of processing facilities in Yantai is still in progress, the Group has carried out a limited amount of trading activities within the facilities in order to make full use of the facilities during the period. We aim to commence processing operations in stages towards the end of this year.

With regard to the legal proceedings in the PRC involving Shanghai Chiho-Tiande Resource Recycling Co., Limited ("the Shanghai JV"), the PRC court has directed that detailed assessments be conducted by independent third parties to evaluate the amounts claimed by our Shanghai subsidiary before it continues to hear the case. Such assessments are being conducted at the moment and further update will be made when available.

Going forward, we remain committed to further expanding our processing capability, and at the same time improving our profitability and return on equity. Our focus will continue to cover our existing facilities including Taizhou, Ningbo, Shanghai, Yantai and Hong Kong. We will continue to be on the lookout for any potential opportunity.

業務回顧及展望(續)

本集團的採購網絡

按中國環境保護部批准的進口總量計算，本集團為將混合廢金屬進口作回收、循環再用及加工用途之最大進口商。本集團的絕大部分混合廢金屬均來自進口，且於多年來已建立強大的國際採購網絡，遍及歐洲、北美、大洋洲及亞洲。憑藉其行業經驗，本集團大部份供應商網絡乃自行建立及發展。本集團憑藉優良的營運手法，與供應商建立了多年良好的業務關係。

企業及業務發展

作為本公司持續經營業務發展的一部分，於二零一三年六月，本公司的一間間接全資附屬公司訂立一項協議，按購買價200,000,000港元購買毗鄰本集團現有香港設施的該等物業租賃權益，惟須待獲得香港科技園公司(該等物業的出租人)批准。該投資之詳情載於本公司日期為二零一三年六月二十日的公告。

儘管煙台加工設施建設仍在進展中，本集團已於期內開展了有限的貿易活動，以充分利用設施。我們計劃於今年年底分階段開始加工營運。

就在中國涉及上海齊合天地再生資源有限公司(「上海合資公司」)的法律訴訟而言，中國法庭已指定獨立第三方進行詳細評估，從而估計本集團上海附屬公司所索償的金額，以便繼續審理此案。評估現正進行中，而有關最新情況將即時公佈。

展望未來，我們仍將繼續致力擴大我們的加工能力，同時改善我們的盈利能力及股本回報率。我們將繼續把重點放在現有設施，包括台州、寧波、上海、煙台及香港。我們將繼續關注任何潛在商機。



BUSINESS REVIEW AND OUTLOOK (continued)

Social Responsibilities

On the environmental protection front, we continued to place great emphasis on ensuring that all of our processing facilities are in line with local and national environmental protection standards.

According to the Environmental Protection Department of Zhejiang Province (浙江省環境保護廳), our Taizhou facilities continue to rank amongst the top designated processing units for imported hardware and electrical appliance scrap, electric wire and cable scrap, as well as motor scrap in Zhejiang Province. Our production processes do not consume large volumes of electricity and water and therefore produce very small amount of waste materials. We consider that we have adopted sufficient environmental protection measures and controls against air, water, solids and noise pollutions produced during the course of our production process.

Prospects

With the continued emphasis of support from the PRC Government to develop the recycling industry, we are confident that the metal recycling industry in the PRC will continue to grow and will become an important source and an integral part of the metal resource supply chain of the PRC in the future.

Given that the metal recycling industry contributes significantly to the protection of the environment and the preservation of valuable natural resources, we continue to place heavy emphasis on our procurement volume to ensure that it is in line with our processing needs and to cater for our expansion strategy for scrap materials in the PRC. With this in mind and in accordance with our expansion strategy, the Group is still aiming to procure 55,000 to 65,000 tonnes of mixed metal scrap materials per month to cater for its processing needs. This purchase volume is expected to increase as the Group continues to expand. The management will continue to make efforts to capitalize on such direction in achieving satisfactory returns to the shareholders of the Company.

業務回顧及展望(續)

社會責任

在環保方面，我們繼續把重點放在確保旗下所有加工設施均符合當地及國家的環保標準。

根據浙江省環境保護廳，我們的台州設施繼續名列浙江省進口廢五金電器、廢電線電纜及廢電機指定加工單位的前列。本集團的生產流程不會耗用大量水電，故產生的廢料極少。本集團認為，其已採取足夠環境保護措施及監控，以減少生產工序產生的空氣、水、固體及噪音污染。

前景

由於中國政府持續重點支持發展回收行業，我們相信中國的金屬再生行業將繼續發展，並會成為中國未來金屬資源供應鏈的重要來源及不可分割的一部分。

鑒於金屬再生行業對保護環境及保護寶貴天然資源均有重大貢獻，我們將繼續加強重視採購量，以確保迎合我們的加工需求以及符合我們在中國有關廢料行業的擴展策略。有鑑於此，並根據本公司的擴充策略，本集團的目標仍是每月採購 55,000 至 65,000 噸混合廢金屬原料，以應付加工所需。預期上述採購量將會隨著本集團的不斷擴充而相應增加。管理層將繼續利用上述策略，致力為本公司股東爭取理想回報。



Management Discussion and Analysis (continued)

管理層討論及分析(續)

FINANCIAL REVIEW

Revenue

During the period, revenue increased by approximately HK\$0.2 billion, or 6.8%, from HK\$3.6 billion in the same period of 2012 to HK\$3.8 billion in this period. The increase was mainly contributed by an increase in sales volume, which offset the decrease in the average selling prices for our recycled metal products and foundry products.

Cost of sales

Cost of sales increased by approximately HK\$473 million, or 13.7%, from HK\$3,451 million in the same period of 2012 to HK\$3,924 million in this period. Cost of sales increased primarily due to the increase in sales volume and the increase in inventory allowance from 31 December 2012 of HK\$40.6 million to 30 June 2013 of HK\$138.9 million based on the “mark-to-market” accounting principle.

Gross loss/profit and gross loss/profit margin

Gross loss of approximately HK\$98.4 million was recorded when compared to gross profit of HK\$132.1 million in the same period of 2012. The gross loss was due to (i) the inventory allowance of HK\$98.3 million, which the Group is required to make under the “mark-to-market” accounting principle and (ii) the continuous decrease in commodity prices in this period.

The overall gross profit margin decreased from 3.7% in the same period of 2012 to a gross loss margin of 2.6% in this period. The decrease was mainly due to an adverse impact of the dramatic fall in global metal prices.

Distribution and selling expenses

Distribution and selling expenses increased by approximately HK\$7.5 million or 170.5%, from HK\$4.4 million in the same period of 2012 to HK\$11.9 million in this period. This was mainly due to increase in selling activities in Hong Kong.

General and administrative expenses

General and administrative expenses increased by approximately HK\$12.3 million or 19.0%, from HK\$64.6 million in the same period of 2012 to HK\$76.9 million in this period. This was mainly due to the expansion in the operations in Hong Kong and Yantai during the period and the additional provision made for the legal dispute between our Shanghai JV and 上海民營科技實業發展公司.

財務回顧

收益

期內收益增加約200,000,000港元或6.8%，由二零一二年同期的3,600,000,000港元增至期內的3,800,000,000港元。增加主要是由於銷量增加所致，從而抵銷再生金屬產品及鑄造產品平均售價下降。

銷售成本

銷售成本增加約473,000,000港元或13.7%，由二零一二年同期的3,451,000,000港元增至期內的3,924,000,000港元。銷售成本增加主要是由於銷量增加及根據「市值計算」會計原則作出的存貨撥備由二零一二年十二月三十一日的40,600,000港元增加至二零一三年六月三十日的138,900,000港元。

毛損／毛利及毛損率／毛利率

毛損約為98,400,000港元，而二零一二年同期毛利為132,100,000港元。毛損由於(i)本集團須根據「市值計算」會計原則作出存貨撥備98,300,000港元及(ii)期內商品價格持續下降所致。

整體毛利率由二零一二年同期的3.7%下跌至期內的毛損率2.6%。有關下跌主要由於全球金屬價格急劇下跌的不利影響所致。

分銷及銷售開支

分銷及銷售開支增加約7,500,000港元或170.5%，由二零一二年同期的4,400,000港元增至期內的11,900,000港元，主要由於香港銷售活動增加所致。

一般及行政開支

一般及行政開支增加約12,300,000港元或19.0%，由二零一二年同期的64,600,000港元增至期內的76,900,000港元，主要是由於期內在香及煙台擴展經營及就上海合資公司與上海民營科技實業發展公司之間的法律糾紛作出額外撥備所致。



FINANCIAL REVIEW (continued)

Other income

Other income increased by approximately HK\$12.6 million, or 229%, from HK\$5.5 million in the same period of 2012 to HK\$18.1 million in this period. This was mainly due to the government grants received during the period.

Other gains and losses

Other losses of approximately HK\$541.6 million recorded in this period, when compared to a gain of approximately HK\$63.2 million in the same period of 2012. This was mainly due to loss on fair value changes of derivative financial instruments when compared to previous period.

Finance costs

Finance costs increased by approximately HK\$2.9 million, or 3.5%, from HK\$83.9 million in the same period of 2012 to HK\$86.8 million in this period. This was mainly due to the interest expenses from the issuance of the convertible bonds together with the accounting adjustments on its imputed interests during the period.

Loss/Profit for the period and net loss/profit margin

As a result of the factors discussed above, the Company incurred a net loss for the period of approximately HK\$773.2 million, when compared to a net profit of HK\$28.0 million in the same period of 2012. The decrease was mainly due to an adverse impact of the dramatic fall in global metal prices and the loss on fair value changes of derivative financial instruments which the Group is required to make under the "mark-to-market" accounting principle.

財務回顧(續)

其他收入

其他收入增加約12,600,000港元或229%，由二零一二年同期的5,500,000港元增至期內的18,100,000港元，主要是由於期內收到政府補貼所致。

其他收益及虧損

期內錄得其他虧損約541,600,000港元，而二零一二年同期收益約63,200,000港元，主要由於與上期相比出現衍生金融工具公平值變動虧損。

財務成本

財務成本增加約2,900,000港元或3.5%，由二零一二年同期的83,900,000港元增至期內的86,800,000港元，主要由於期內發行可換股債券的利息支出，連同嵌入式利息會計調整所致。

期內虧損／溢利及淨虧損率／淨溢利率

由於上述因素，本公司期內錄得虧損淨額約773,200,000港元，而二零一二年同期錄得淨溢利28,000,000港元。有關減幅主要由於全球金屬價格急劇下跌的不利影響及本集團須根據「市值計算」會計原則作出的衍生金融工具公平值變動虧損所致。



Management Discussion and Analysis (continued)

管理層討論及分析(續)

FINANCIAL REVIEW (continued)

Key Financial Ratios

The following table sets forth certain of our financial ratios as of the date and for the periods indicated:

		At 30 June 2013 於二零一三年 六月三十日	At 31 December 2012 於二零一二年 十二月三十一日
Liquidity Ratios	流動資金比率		
Current ratio	流動比率	1.44	1.96
Quick ratio	速動比率	0.59	0.66
Gearing ratio (%)	資產負債比率(%)	57.9	51.1

		Six months ended 30 June 截至六月三十日止六個月 2013 二零一三年	2012 二零一二年
Inventory turnover days	存貨周轉日數	129	191
Debtor's turnover days	應收賬周轉日數	10	14
Creditor's turnover days	應付賬周轉日數	6	19

Liquidity and Financial Resources and Capital Structure

Included in net current assets were cash and various bank deposits totaling HK\$1.0 billion (31 December 2012: HK\$0.6 billion). Total bank borrowings were HK\$2.3 billion (31 December 2012: HK\$1.9 billion), and these were mainly used to finance the purchases of mixed metal scrap from overseas. Such borrowings are mainly denominated in US Dollar and Renminbi.

The gearing ratio of the Group as at 30 June 2013 was 57.9% (31 December 2012: 51.1%). The increase was mainly due to the increase in bank borrowings and decrease in inventory level during the period.

Debtor's turnover days and creditor's turnover days both decreased from 14 days and 19 days for the same period of 2012 to 10 days and 6 days for this period, respectively.

Inventory turnover days decreased from 191 days for the same period of 2012 to 129 days for this period.

財務回顧(續)

關鍵財務比率

下表載列於所示日期及期間本公司的若干財務比率：

	At 30 June 2013 於二零一三年 六月三十日	At 31 December 2012 於二零一二年 十二月三十一日
Current ratio	1.44	1.96
Quick ratio	0.59	0.66
Gearing ratio (%)	57.9	51.1

	Six months ended 30 June 截至六月三十日止六個月 2013 二零一三年	2012 二零一二年
Inventory turnover days	129	191
Debtor's turnover days	10	14
Creditor's turnover days	6	19

流動資金及財務資源及資本架構

包括於流動資產淨值中為現金及多項銀行存款共1,000,000,000港元(二零一二年十二月三十一日：600,000,000港元)。銀行借貸總額為2,300,000,000港元(二零一二年十二月三十一日：1,900,000,000港元)，主要用於為向海外採購混合廢金屬提供資金。該等借貸主要以美元及人民幣計值。

本集團於二零一三年六月三十日的資產負債比率為57.9%(二零一二年十二月三十一日：51.1%)，有關增幅主要由於期內銀行借貸增加及存貨水平下降所致。

應收賬周轉日數及應付賬周轉日數分別由二零一二年同期的14日及19日減少至期內的10日及6日。

存貨周轉日數由二零一二年同期的191日減少至期內的129日。



FINANCIAL REVIEW (continued)

Capital Commitments and Contingent Liabilities

As at 30 June 2013, the Group had pledged certain buildings, land use rights and bank deposits with an aggregate carrying value of approximately HK\$433.5 million (31 December 2012: approximately HK\$367.6 million) to secure bank borrowings.

As at 30 June 2013, the Group had capital commitments in respect of acquisition of leasehold interests for land and buildings and other property, plant and equipment but not provided in the condensed consolidated financial statements amounted to HK\$317.4 million (31 December 2012: HK\$12.0 million).

As at the date of this report, the Board is not aware of any material contingent liabilities.

Risk Management

The Group in its ordinary course of business is exposed to market risk such as commodities price risk, foreign currencies risk, interest rate risk, credit risk and liquidity risk. The Group's risk management strategy aims to minimize the adverse effects of these risks on its financial performance.

With the establishment of the Pricing Committee, a formal hedging policy took effect on 23 June 2010 which aimed to enhance the Group's risk management of commodity price fluctuations, whereby the Company may, from time to time, purchase commodities financial instruments with a view to mitigating commodity price risk by seeking to lock in the Group's profits, securing the Group's profit margin and protecting the sales price of the Group's products. For the purposes of fulfilling its hedging policy objectives and not for speculation purposes, the Group buys and sells futures contracts in organised markets with reference to the prevailing market conditions.

As part of its foreign currency hedging strategy, the Group bought US Dollar forward contracts since the second half of 2009 primarily to mitigate our exposure to fluctuation of the exchange rate between US Dollar and Renminbi whilst taking advantage of the favourable forward contract exchange rates. The Group will continue to adhere to this hedging strategy so long as the forward contracts rate justifies it.

財務回顧(續)

資本承擔及或然負債

於二零一三年六月三十日，本集團抵押賬面總值約433,500,000港元的若干樓宇、土地使用權及銀行存款(二零一二年十二月三十一日：約367,600,000港元)，以為銀行借貸作擔保。

於二零一三年六月三十日，本集團有關收購土地及樓宇的租賃權益及其他物業、廠房及設備但並無於簡明綜合財務報表計提的資本承擔為317,400,000港元(二零一二年十二月三十一日：12,000,000港元)。

於本報告日期，就董事會所知，概無任何重大或然負債。

風險管理

在日常業務過程中，本集團面對的市場風險包括商品價格風險、外匯風險、利率風險、信貸風險及流動資金風險等。本集團的風險管理策略旨在減低該等風險對本集團財務表現的不利影響。

成立定價委員會後，本集團的正式對沖政策於二零一零年六月二十三日生效，旨在提升本集團對商品價格波動的風險管理，據此，本公司可不時購買商品金融工具，以鎖定本集團溢利，降低商品價格風險，維持本集團溢利率以及保護本集團產品的售價。為達致對沖政策的目的而非作投機用途，本集團參考現行市場狀況於規範市場買賣期貨合約。

根據本集團的外幣對沖策略，本集團自二零零九年下半年起購入美元遠期合約，主要用於減低美元與人民幣匯率波動的風險，同時受惠於有利的遠期合約匯率。在遠期合約匯率證實為有利的情況下，本集團將會繼續依循此對沖策略。



Management Discussion and Analysis (continued)

管理層討論及分析(續)

FINANCIAL REVIEW (continued)

Risk Management (continued)

With the current interest rates staying at relatively low levels, the Group has not entered into any interest rate hedging contracts or any other interest rate related derivative financial instrument. However, the Group continues to monitor its related interest rate exposure closely and will consider hedging significant interest rate exposure when the need arises.

As for credit risk, the Group continues to follow the trade practices of cash on collection from sales of all of its metal recycling products in order to minimize the carrying amounts of the financial assets in the Group's financial statements. In addition, the Group will continue to monitor closely the trade debtors for the Foundry business to minimize potential impairment losses.

With the liquidity risk, the Group will continue maintaining a balance between continuity of funding and the flexibility through the use of bank borrowings.

Employees

As at 30 June 2013, the Group had a workforce of 624 employees. In addition, the Group engaged approximately 3,800 separation and selection workers through local contractors. The Group has not experienced any strikes, work stoppages or significant labor disputes which have affected its operations in the past and it has not experienced any significant difficulties in recruiting and retaining qualified staff. The Group continues to maintain good relationships with its employees.

Investor Relations

The Group considers that investor relations are important to a listed company. Maintaining good relationships with investors and keeping them up-to-date on latest corporate communications and business development in a timely fashion would enhance transparency and strengthen corporate governance of the Group. With the support of the Board, Mr. Gu Liyong, an Executive Director of the Company, has been assigned to take responsibility for all matters relating to investor relations of the Company and the Group.

Going forward, we will make special effort to keep our investors abreast of the corporate and business development, and to introduce the Group's strengths and strategies in order to gain support and recognition from them and also the market in general.

財務回顧(續)

風險管理(續)

由於現行利率處於相對較低水平，故本集團並無訂立任何利率對沖合約或任何其他利率相關衍生金融工具。然而，本集團繼續密切監察其所面對的相關利率風險，有需要時將會考慮對沖重大利率風險。

信貸風險方面，本集團所有金屬再生產品的銷售交易一直奉行貨到付現的貿易慣例，旨在減低本集團財務報表中的金融資產賬面值。此外，本集團亦將繼續密切監察鑄造業務的應收賬情況，以減低潛在減值虧損。

至於流動資金風險方面，本集團將繼續透過利用銀行借貸，在持續獲取資金與保持靈活程度之間維持平衡。

僱員

於二零一三年六月三十日，本集團共有624名僱員。此外，本集團透過當地工頭僱用約3,800名拆解及選料工人。本集團過去並無經歷任何影響經營的罷工、停工或重大勞資糾紛，在招聘及挽留合資格僱員方面亦無遇到重大困難。本集團與僱員一直維持良好的關係。

投資者關係

本集團認為，投資者關係對上市公司十分重要。與投資者建立良好的關係，並適時為投資者更新公司資訊及業務發展，將能提高本集團的透明度及加強企業管治。在董事會的全力支持下，本公司執行董事顧李勇先生已獲委派專責處理本公司及本集團的所有投資者關係相關事宜。

展望將來，本公司將作出更大努力，讓投資者了解公司及業務發展情況，並向投資者講解本集團的實力及策略，藉以贏取投資者及整體市場的支持及認同。



Disclosure of Interests

權益披露

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and Its Associated Corporation

As at 30 June 2013, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"), were as follows:

(i) Long positions in Shares and underlying Shares:

Name of Director 董事名稱	Capacity/Nature of Interest 身份／權益性質	Number of Shares interested 持有權益的股份數目	Number of underlying Shares interested 持有權益的相關股份數目	Total number of Shares interested 持有的股份總數	Approximate percentage shareholding in the Company 佔本公司股權的概約百分比
Mr. Fang Ankong 方安空先生	Beneficial owner 實益擁有人	5,614,000	30,500,000 (Note 1) (附註1)	36,114,000	
	Interest in controlled corporations 於受控制法團之權益	376,985,265 (Note 2) (附註2)	31,266,667 (Note 2) (附註2)	408,251,932	
	Interest of the other parties to an agreement under section 317 of the SFO 證券及期貨條例第317條下協議其他訂約方所持有之權益	397,392,735 (Note 3) (附註3)	141,575,536 (Note 3) (附註3)	538,968,271	
Total: 總計:				983,334,203	94.11%

董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債券的權益及淡倉

於二零一三年六月三十日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見《證券及期貨條例》（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有本公司須根據證券及期貨條例第352條須予存置的登記冊中所記錄或根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益或淡倉如下：

(i) 股份及相關股份的好倉：



Disclosure of Interests (continued)

權益披露(續)

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and Its Associated Corporation (continued)

董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債券的權益及淡倉(續)

(i) Long positions in Shares and underlying Shares: (continued)

(i) 股份及相關股份的好倉：(續)

Name of Director 董事名稱	Capacity/Nature of Interest 身份/權益性質	Number of Shares interested 持有權益的股份數目	Number of underlying Shares interested 持有權益的相關股份數目	Total number of Shares interested 持有權益的股份總數	Approximate percentage shareholding in the Company 佔本公司股權的概約百分比
Mr. Stephanus Maria van Ooijen Stephanus Maria van Ooijen先生	Beneficial owner 實益擁有人	300,000	3,400,000 (Note 4) (附註4)	3,700,000	
	Interest in controlled corporations 於受控制法團之權益	290,395,981 (Note 5) (附註5)	52,100,000 (Note 5) (附註5)	342,495,981	
	Interest of the other parties to an agreement under section 317 of the SFO 證券及期貨條例第317條下協議其他訂約方所持有之權益	489,296,019 (Note 6) (附註6)	147,842,203 (Note 6) (附註6)	637,138,222	
Total: 總計：				983,334,203	94.11%
Mr. Gu Liyong 顧李勇先生	Beneficial owner 實益擁有人	255,000	1,432,500 (Note 7) (附註7)	1,687,500	0.16%
Dr. Loke Yu 陸海林博士	Beneficial owner 實益擁有人	–	180,000 (Note 8) (附註8)	180,000	0.02%
Ms. Zhang Jingdong 章敬東女士	Beneficial owner 實益擁有人	–	180,000 (Note 9) (附註9)	180,000	0.02%
Mr. Li Xikui 李錫奎先生	Beneficial owner 實益擁有人	–	180,000 (Note 10) (附註10)	180,000	0.02%



Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and Its Associated Corporation (continued)

董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債券的權益及淡倉 (續)

(ii) Short positions in Shares:

(ii) 股份的淡倉：

Name of Director 董事名稱	Capacity/Nature of Interest 身份／權益性質	Number of Shares 股份數目	Approximate percentage shareholding in the Company 佔本公司股權的概約百分比
Mr. Fang Ankong 方安空先生	Interest of the other parties to an agreement under section 317 of the SFO 證券及期貨條例第317條下協議其他訂約方所持有之權益	20,837,095 (Note 11) (附註11)	1.99%
Mr. Stephanus Maria van Ooijen Stephanus Maria van Ooijen 先生	Interest in controlled corporations 於受控制法團之權益	20,837,095 (Note 11) (附註11)	1.99%

(iii) Long positions in debentures of the Company:

(iii) 本公司債券的好倉：

Name of Director 董事名稱	Capacity/Nature of Interest 身份／權益性質	Principal amount of the debentures held 所持有債券之本金額 (HK\$) (港元)
Mr. Fang Ankong 方安空先生	Interest in controlled corporations 於受控制法團之權益	187,600,000 (Note 12) (附註12)
Mr. Stephanus Maria van Ooijen Stephanus Maria van Ooijen 先生	Interest in controlled corporations 於受控制法團之權益	312,600,000 (Note 13) (附註13)



Disclosure of Interests (continued)

權益披露 (續)

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and Its Associated Corporation (continued)

Notes:

- (1) Mr. Fang Ankong ("Mr. Fang") was granted Share Options under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme to subscribe for 3,500,000 Shares and 49,500,000 Shares, respectively. Mr. Fang exercised Share Options to subscribe for 1,050,000 Shares on 18 May 2012. 4,950,000 Share Options granted to Mr. Fang on 3 May 2011 have not been exercised in the exercisable period and were lapsed on 4 May 2013. 16,500,000 Share Options were granted to Mr. Fang on 28 March 2012 subject to the vesting condition that the net profit of the Group for the financial year of the Company ended 31 December 2012 is equal to or exceeds 130% of the net profit of the Group for the financial year ended 31 December 2010. As the aforesaid condition has not been met and therefore the 16,500,000 Share Options granted to Mr. Fang on 28 March 2012 were automatically lapsed on 21 March 2013.
- (2) 316,985,265 Shares are held by HWH Holdings Limited ("HWH") as beneficial owner and HWH is wholly-owned by Mr. Fang. Green Elite Limited ("Green Elite") holds 60,000,000 Shares as beneficial owner and is 50%-owned by each of HWH and Delco Participation B.V. ("Delco"). On 1 March 2012, the Company issued a three-year 4% coupon convertible bonds (the "Convertible Bonds") in the aggregate principal amount of HK\$815,800,000 entitling the holders thereof to convert into Shares at an initial conversion price of HK\$6.00 per Share, subject to adjustments, and HWH subscribed for the Convertible Bonds in the principal amount of HK\$187,600,000. Pursuant to a sale and purchase agreement dated 16 January 2013 entered into between, among others, HWH and Greenwoods China Alpha Master Fund ("Greenwoods"), an independent third party, HWH has, on 16 January 2013, transferred part of its Convertible Bonds in the principal amount of HK\$120,000,000 ("Option Bonds") to Greenwoods and Greenwoods has granted a call option ("Call Option") in favour of HWH to purchase all or part of the Option Bonds on the same day. The 31,266,667 underlying Shares comprise (i) 11,266,667 underlying Shares held by HWH as beneficial owner which fall to be issued to HWH upon full conversion of the Convertible Bonds; and (ii) 20,000,000 underlying Shares held by HWH as beneficial owner which Greenwoods is obliged to deliver to HWH upon exercise of the Call Option by HWH. Therefore, Mr. Fang is deemed to be interested in an aggregate of 408,251,932 Shares held by his controlled corporations.

董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債券的權益及淡倉 (續)

附註：

- (1) 方安空先生(「方先生」)根據首次公開發售前購股權計劃及首次公開發售後購股權計劃獲授予購股權分別認購本公司3,500,000股股份及49,500,000股股份。方先生於二零一二年五月十八日行使購股權以認購1,050,000股股份。於二零一一年五月三日授予方先生之4,950,000份購股權並未於行使期內獲行使且於二零一三年五月四日失效。於二零一二年三月二十八日向方先生授予16,500,000份購股權，惟受限於歸屬條件，即截至二零一二年十二月三十一日止本公司財政年度的本集團淨溢利相等於或超過本集團截至二零一零年十二月三十一日止財政年度淨溢利的130%。由於上述條件並未達成，因此，於二零一二年三月二十八日授予方先生的16,500,000份購股權已於二零一三年三月二十一日自動失效。
- (2) 由方先生全資擁有之HWH Holdings Limited(「HWH」)作為實益擁有人持有316,985,265股股份。由HWH及Delco Participation B.V.(「Delco」)各擁有50%之Green Elite Limited(「Green Elite」)作為實益擁有人持有本公司60,000,000股股份。於二零一二年三月一日，本公司發行本金總額815,800,000港元之三年4%票息之可換股債券(「可換股債券」)，賦予持有者權利可按初步兌換價每股6.00港元兌換成股份(可予調整)，及HWH認購本金額為187,600,000港元的可換股債券。根據(其中包括)HWH與獨立第三方Greenwoods China Alpha Master Fund(「Greenwoods」)於二零一三年一月十六日訂立的買賣協議，HWH已於二零一三年一月十六日轉讓本金額為120,000,000港元的部分可換股債券(「期權債券」)予Greenwoods且Greenwoods已於同日授出以HWH為受益人以購買全部或部分期權債券之認購期權(「認購期權」)。31,266,667股相關股份包括(i)由HWH作為實益擁有人持有且於可換股債券獲悉數兌換後而將發行予HWH的11,266,667股相關股份；及(ii)於HWH行使認購期權後Greenwoods有責任交付予HWH且由HWH作為實益擁有人持有的20,000,000股相關股份。因此，方先生被視為於由其受控制法團持有之合共408,251,932股股份中擁有權益。



Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and Its Associated Corporation (continued)

Notes: (continued)

- (3) Mr. Fang, Mr. Stephanus Maria van Ooijen ("Mr. van Ooijen"), Mr. Herman Maurits de Leeuw ("Mr. de Leeuw"), HWH, Delco, Sims Metal Management Dragon Holdings Limited ("Sims") and Sims Metal Management Asia Limited ("Sims Asia") are considered having entered into an agreement under section 317 of the SFO. The 397,392,735 Shares comprise (i) 300,000 Shares held by Mr. van Ooijen as beneficial owner; (ii) 230,395,981 Shares held by Delco as beneficial owner; and (iii) 166,696,754 Shares held by Sims as beneficial owner. The 141,575,536 underlying Shares comprise (i) 3,400,000 underlying Shares held by Mr. van Ooijen as beneficial owner as referred to in Note 4 below; (ii) 52,100,000 underlying Shares held by Delco as beneficial owner which fall to be issued to Delco upon full conversion of the Convertible Bonds; (iii) 20,837,095 underlying Shares held by Sims as beneficial owner which Delco is obliged to deliver to Sims upon exercise of the Option by Sims; (iv) 52,600,000 underlying Shares held by Sims as beneficial owner which fall to be issued to Sims upon full conversion of the Convertible Bonds; and (v) 12,638,441 underlying Shares held by Sims as beneficial owner which fall to be issued to Sims upon full conversion of the Warrants. Therefore, Mr. Fang is deemed to be interested in an aggregate of 538,968,271 Shares held by the other parties to an agreement under section 317 of the SFO.
- (4) Mr. van Ooijen was granted Share Options under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme to subscribe for 1,000,000 Shares and 5,000,000 Shares, respectively. Mr. van Ooijen exercised Share Options to subscribe for 300,000 Shares on 18 May 2012. 300,000 Share Options granted to Mr. van Ooijen on 3 May 2011 have not been exercised in the exercisable period and were lapsed on 4 May 2013. 2,000,000 Share Options were granted to Mr. van Ooijen on 28 March 2012 subject to the vesting condition that the net profit of the Group for the financial year of the Company ended 31 December 2012 is equal to or exceeds 130% of the net profit of the Group for the financial year ended 31 December 2010. As the aforesaid condition has not been met and therefore the 2,000,000 Share Options granted to Mr. van Ooijen on 28 March 2012 were automatically lapsed on 21 March 2013.
- (5) 230,395,981 Shares are held by Delco as beneficial owner and Delco is indirectly 50%-owned by Mr. van Ooijen. Green Elite holds 60,000,000 Shares as beneficial owner and is 50%-owned by each of HWH and Delco. The 52,100,000 underlying Shares represent such number of underlying Shares which fall to be issued to Delco upon full conversion of the Convertible Bonds. Therefore, Mr. van Ooijen is deemed to be interested in an aggregate of 342,495,981 Shares held by his controlled corporations.

董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債券的權益及淡倉 (續)

附註：(續)

- (3) 方先生、Stephanus Maria van Ooijen 先生 (「van Ooijen 先生」)、Herman Maurits de Leeuw 先生 (「de Leeuw 先生」)、HWH、Delco、Sims Metal Management Dragon Holdings Limited (「Sims」) 及 Sims Metal Management Asia Limited (「Sims Asia」) 被視為訂立證券及期貨條例第317條下的協議。397,392,735 股股份包括 (i) 由 van Ooijen 先生作為實益擁有人持有的 300,000 股股份；(ii) 由 Delco 作為實益擁有人持有的 230,395,981 股股份；及 (iii) 由 Sims 作為實益擁有人持有的 166,696,754 股股份。141,575,536 股相關股份包括 (i) 下文附註 4 所述由 van Ooijen 先生作為實益擁有人持有的 3,400,000 股相關股份；(ii) 由 Delco 作為實益擁有人持有且於可換股債券獲悉數兌換後而將發行予 Delco 的 52,100,000 股相關股份；(iii) 於 Sims 行使購股權後 Delco 有責任交付予 Sims 且由 Sims 作為實益擁有人持有的 20,837,095 股相關股份；(iv) 由 Sims 作為實益擁有人持有且於可換股債券獲悉數兌換後而將發行予 Sims 的 52,600,000 股相關股份；及 (v) 由 Sims 作為實益擁有人持有且於認股權證獲悉數兌換後而將發行予 Sims 的 12,638,441 股相關股份。因此，方先生被視為於證券及期貨條例第317條下協議其他訂約方所持有之合共 538,968,271 股股份中擁有權益。
- (4) van Ooijen 先生根據首次公開發售前購股權計劃及首次公開發售後購股權計劃獲授予購股權分別認購 1,000,000 股股份及 5,000,000 股股份。van Ooijen 先生於二零一二年五月十八日行使購股權以認購 300,000 股股份。於二零一一年五月三日授予 van Ooijen 先生的 300,000 份購股權並未於行使期內獲行使且於二零一三年五月四日失效。於二零一二年三月二十八日向 van Ooijen 先生授予 2,000,000 份購股權，惟受限於歸屬條件，即截至二零一二年十二月三十一日止本公司財政年度的本集團淨溢利相等於或超過本集團截至二零一零年十二月三十一日止財政年度淨溢利的 130%。由於上述條件並未達成，因此，於二零一二年三月二十八日授予 van Ooijen 先生的 2,000,000 份購股權已於二零一三年三月二十一日自動失效。
- (5) 230,395,981 股股份由 van Ooijen 先生間接擁有 50% 之 Delco 作為實益擁有人持有。由 HWH 及 Delco 各擁有 50% 之 Green Elite 作為實益擁有人持有 60,000,000 股股份。52,100,000 股相關股份指於可換股債券獲悉數兌換後而將發行予 Delco 的相關股份有關數目。因此，van Ooijen 先生被視為於由其受控制法團持有之合共 342,495,981 股股份中擁有權益。



Disclosure of Interests (continued)

權益披露 (續)

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and Its Associated Corporation (continued)

Notes: (continued)

- (6) Mr. Fang, Mr. van Ooijen, Mr. de Leeuw, HWH, Delco, Sims and Sims Asia are considered having entered into an agreement under section 317 of the SFO. The 489,296,019 Shares comprise (i) 5,614,000 Shares held by Mr. Fang as beneficial owner; (ii) 316,985,265 Shares held by HWH as beneficial owner; and (iii) 166,696,754 Shares held by Sims as beneficial owner. The 147,842,203 underlying Shares comprise (i) 30,500,000 underlying Shares held by Mr. Fang as beneficial owner as referred to in Note 1 above; (ii) 31,266,667 underlying Shares held by HWH as beneficial owner as referred to in Note 2 above; (iii) 20,837,095 underlying Shares held by Sims as beneficial owner which Delco is obliged to deliver to Sims upon exercise of the Option by Sims; (iv) 52,600,000 underlying Shares held by Sims as beneficial owner which fall to be issued to Sims upon full conversion of the Convertible Bonds; and (v) 12,638,441 underlying Shares held by Sims as beneficial owner which fall to be issued to Sims upon full conversion of the Warrants. Therefore, Mr. van Ooijen is deemed to be interested in an aggregate of 637,138,222 Shares held by the other parties to an agreement under section 317 of the SFO.
- (7) Mr. Gu Liyong ("Mr. Gu") was granted Share Options under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme to subscribe for 425,000 Shares and 2,175,000 Shares, respectively. Mr. Gu exercised Share Options to subscribe for 127,500 Shares and 127,500 Shares on 18 May 2012 and 14 May 2013 respectively. 262,500 Share Options granted to Mr. Gu on 3 May 2011 have not been exercised in the exercisable period and were lapsed on 4 May 2013. 650,000 Share Options were granted to Mr. Gu on 28 March 2012 subject to the vesting condition that the net profit of the Group for the financial year of the Company ended 31 December 2012 is equal to or exceeds 130% of the net profit of the Group for the financial year ended 31 December 2010. As the aforesaid condition has not been met and therefore the 650,000 Share Options granted to Mr. Gu on 28 March 2012 were automatically lapsed on 21 March 2013.
- (8) Dr. Loke Yu ("Dr. Loke") was granted Share Options under the Post-IPO Share Option Scheme to subscribe for 225,000 Shares. 45,000 Share Options granted to Dr. Loke on 3 May 2011 have not been exercised in the exercisable period and were lapsed on 4 May 2013.
- (9) Ms. Zhang Jingdong ("Ms. Zhang") was granted Share Options under the Post-IPO Share Option Scheme to subscribe for 225,000 Shares. 45,000 Share Options granted to Ms. Zhang on 3 May 2011 have not been exercised in the exercisable period and were lapsed on 4 May 2013.

董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債券的權益及淡倉 (續)

附註：(續)

- (6) 方先生、van Ooijen先生、de Leeuw先生、HWH、Delco、Sims及Sims Asia被視為訂立證券及期貨條例第317條下的協議。489,296,019股股份包括(i)由方先生作為實益擁有人持有的5,614,000股股份；(ii)由HWH作為實益擁有人持有的316,985,265股股份；及(iii)由Sims作為實益擁有人持有的166,696,754股股份。147,842,203股相關股份包括(i)上文附註1所述由方先生作為實益擁有人持有的30,500,000股相關股份；(ii)上文附註2所述由HWH作為實益擁有人持有的31,266,667股相關股份；(iii)於Sims行使購股權後，Delco有責任交付予Sims且由Sims作為實益擁有人持有的20,837,095股相關股份；(iv)由Sims作為實益擁有人持有且於可換股債券獲悉數兌換後而將發行予Sims的52,600,000股相關股份；及(v)由Sims作為實益擁有人持有且於認股權證獲悉數兌換後而將發行予Sims的12,638,441股相關股份。因此，van Ooijen先生被視為於證券及期貨條例第317條下協議其他訂約方所持有之合共637,138,222股股份中擁有權益。
- (7) 顧李勇先生(「顧先生」)根據首次公開發售前購股權計劃及首次公開發售後購股權計劃獲授予購股權分別認購425,000股股份及2,175,000股股份。顧先生於二零一二年五月十八日及二零一三年五月十四日分別行使購股權以認購127,500股股份及127,500股股份。於二零一一年五月三日授予顧先生的262,500份購股權並未於行使期內獲行使且於二零一三年五月四日失效。於二零一二年三月二十八日向顧先生授予650,000份購股權，惟受限於歸屬條件，即截至二零一二年十二月三十一日止本公司財政年度的本集團淨溢利相等於或超過本集團截至二零一零年十二月三十一日止財政年度淨溢利的130%。由於上述條件並未達成，因此，於二零一二年三月二十八日授予顧先生的650,000份購股權已於二零一三年三月二十一日自動失效。
- (8) 陸海林博士(「陸博士」)根據首次公開發售後購股權計劃獲授予購股權認購225,000股股份。於二零一一年五月三日授予陸博士的45,000份購股權並未於行使期內獲行使且已於二零一三年五月四日失效。
- (9) 章敬東女士(「章女士」)根據首次公開發售後購股權計劃獲授予購股權認購225,000股股份。於二零一一年五月三日授予章女士的45,000份購股權並未於行使期內獲行使且已於二零一三年五月四日失效。



Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and Its Associated Corporation (continued)

Notes: (continued)

- (10) Mr. Li Xikui ("Mr. Li") was granted Share Options under the Post-IPO Share Option Scheme to subscribe for 225,000 Shares. 45,000 Share Options granted to Mr. Li on 3 May 2011 have not been exercised in the exercisable period and were lapsed on 4 May 2013.
- (11) Pursuant to a sale and purchase agreement dated 17 January 2012 entered into between, among others, Delco and Sims, Delco has granted a call option (the "Option") in favour of Sims in respect of 20,837,095 Shares, subject to adjustments (the "Option Shares"). The short position in respect of 20,837,095 Shares represent the number of the Option Shares which Delco is obliged to deliver to Sims upon exercise of the Option by Sims. Mr. van Ooijen is deemed to have the same short position as Delco since Delco is indirectly 50%-owned by Mr. van Ooijen. Mr. Fang is also deemed to have the same short position as Delco since Mr. Fang and Delco are parties to an agreement under section 317 of the SFO referred to in Notes 3 and 6 above.
- (12) This represents the aggregate of (i) the principal amount of the Convertible Bonds of HK\$67,600,000 held by HWH as at 30 June 2013; and (ii) the principal amount of the Option Bonds of HK\$120,000,000 held by Greenwoods (in which HWH is deemed to be interested by virtue of the Call Option as referred to in Note 2 above), by virtue of which HWH is deemed to be interested in 31,266,667 underlying Shares as referred to in Notes 2 and 6 above. Mr. Fang is deemed to be interested in the same principal amount of the Convertible Bonds as HWH since HWH is wholly-owned by Mr. Fang.
- (13) This represents the principal amount of the Convertible Bonds subscribed by Delco, by virtue of which Delco is deemed to be interested in 52,100,000 underlying Shares as referred to in Notes 3 and 5 above. Mr. van Ooijen is deemed to be interested in the same principal amount of the Convertible Bonds as Delco since Delco is indirectly 50%-owned by Mr. van Ooijen.

Saved as disclosed above, as at 30 June 2013, none of the Directors and chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債券的權益及淡倉(續)

附註：(續)

- (10) 李錫奎先生(「李先生」)根據首次公開發售後購股權計劃獲授予購股權認購225,000股股份。於二零一一年五月三日授予李先生的45,000份購股權並未於行使期內獲行使且已於二零一三年五月四日失效。
- (11) 根據(其中包括)Delco及Sims於二零一二年一月十七日訂立的買賣協議，Delco就20,837,095股股份(「購股權股份」)(可予調整)已授出認購期權(「期權」)予Sims。有關20,837,095股之淡倉指於Sims行使購股權後Delco有責任交付予Sims的購股權股份數目。van Ooijen先生被視為與Delco擁有相同淡倉，因Delco由van Ooijen先生間接擁有50%。方先生亦被視為與Delco擁有相同淡倉，因方先生及Delco均為上述附註3及6所指證券及期貨條例第317條下協議其他訂約方。
- (12) 此代表(i) HWH於二零一三年六月三十日持有可換股債券之本金額67,600,000港元；及(ii) Greenwoods持有期權債券之本金額120,000,000港元(其中HWH被視為擁有上述附註2所指認購期權之權益)之總和，據此，HWH被視為擁有上述附註2及6所指31,266,667股相關股份之權益。方先生被視為與HWH於相同可換股債券本金額中擁有權益，因HWH由方先生全資擁有。
- (13) 此代表Delco認購可換股債券之本金額，據此，Delco被視為擁有上述附註3及5所指52,100,000股相關股份之權益。van Ooijen先生被視為與Delco於相同可換股債券本金額中擁有權益，因Delco由van Ooijen先生間接擁有50%。

除上文所披露外，於二零一三年六月三十日，本公司董事及主要行政人員概無於本公司或其任何相聯法團之股份、相關股份或債券中擁有須根據證券及期貨條例第XV部第7及8分部須予知會本公司及聯交所(包括根據證券及期貨條例有關條文規定，彼等被當作或視作擁有之權益或淡倉)；或本公司根據證券及期貨條例第352條所存置之登記冊中所記錄；或根據標準守則須予知會本公司及聯交所之任何權益或淡倉。



Disclosure of Interests (continued)

權益披露(續)

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company

As at 30 June 2013, the interests and short positions of the persons, other than the Directors and chief executives of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO were as follows:

(i) Long positions in Shares and underlying Shares:

主要股東於本公司的股份及相關股份的權益及淡倉

於二零一三年六月三十日，除本公司董事及主要行政人員外，以下人士於本公司股份及相關股份中擁有須根據證券及期貨條例第336條須予存置之登記冊中所記錄的權益及淡倉如下：

(i) 股份及相關股份的好倉：

Name of Shareholder 股東名稱	Capacity/Nature of Interest 身份／權益性質	Number of Shares interested 持有權益的股份數目	Number of underlying Shares interested 持有權益的相關股份數目	Total number of Shares interested 持有權益的股份總數	Approximate percentage shareholding in the Company 佔本公司股權的概約百分比
HWH Holdings Limited	Beneficial owner 實益擁有人	316,985,265 (Note 1) (附註1)	31,266,667 (Note 1) (附註1)	348,251,932	
	Interest in controlled corporations 於受控制法團之權益	60,000,000 (Note 1) (附註1)	–	60,000,000	
	Interest of the other parties to an agreement under section 317 of the SFO 證券及期貨條例第317條下協議其他訂約方所持有之權益	403,006,735 (Note 2) (附註2)	172,075,536 (Note 2) (附註2)	575,082,271	
			Total: 總計：	983,334,203	94.11%



Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company (continued)

主要股東於本公司的股份及相關股份的權益及淡倉(續)

(i) Long positions in Shares and underlying Shares: (continued)

(i) 股份及相關股份的好倉：(續)

Name of Shareholder 股東名稱	Capacity/Nature of Interest 身份/權益性質	Number of Shares interested 持有權益的股份數目	Number of underlying Shares interested 持有權益的相關股份數目	Total number of Shares interested 持有權益的股份總數	Approximate percentage shareholding in the Company 佔本公司股權的概約百分比
Delco Participation B.V.	Beneficial owner 實益擁有人	230,395,981 (Note 3) (附註3)	52,100,000 (Note 3) (附註3)	282,495,981	
	Interest in controlled corporations 於受控制法團之權益	60,000,000 (Note 3) (附註3)	–	60,000,000	
	Interest of the other parties to an agreement under section 317 of the SFO 證券及期貨條例第317條下協議其他訂約方所持有之權益	489,596,019 (Note 4) (附註4)	151,242,203 (Note 4) (附註4)	640,838,222	
Total: 總計：				<u>983,334,203</u>	94.11%
Mr. Herman Maurits de Leeuw Herman Maurits de Leeuw 先生	Interest in controlled corporations 於受控制法團之權益	290,395,981 (Notes 3 & 5) (附註3及5)	52,100,000 (Notes 3 & 5) (附註3及5)	342,495,981	
	Interest of the other parties to an agreement under section 317 of the SFO 證券及期貨條例第317條下協議其他訂約方所持有之權益	489,596,019 (Notes 4 & 5) (附註4及5)	151,242,203 (Notes 4 & 5) (附註4及5)	640,838,222	
	Total: 總計：				<u>983,334,203</u>



Disclosure of Interests (continued)

權益披露(續)

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company (continued)

主要股東於本公司的股份及相關股份的權益及淡倉(續)

(i) Long positions in Shares and underlying Shares: (continued)

(i) 股份及相關股份的好倉：(續)

Name of Shareholder 股東名稱	Capacity/Nature of Interest 身份／權益性質	Number of Shares interested 持有權益的股份數目	Number of underlying Shares interested 持有權益的相關股份數目	Total number of Shares interested 持有權益的股份總數	Approximate percentage shareholding in the Company 佔本公司股權的概約百分比
SVO Company B.V.	Interest in controlled corporations 於受控制法團之權益	779,992,000 (Notes 3, 4 & 5) (附註3、4及5)	203,342,203 (Notes 3, 4 & 5) (附註3、4及5)	983,334,203	94.11%
H.P.L. Metals B.V.	Interest in controlled corporations 於受控制法團之權益	779,992,000 (Notes 3, 4 & 5) (附註3、4及5)	203,342,203 (Notes 3, 4 & 5) (附註3、4及5)	983,334,203	94.11%
Stichting Beheer Aandelen H.P.L. Metals	Interest in controlled corporations 於受控制法團之權益	779,992,000 (Notes 3, 4 & 5) (附註3、4及5)	203,342,203 (Notes 3, 4 & 5) (附註3、4及5)	983,334,203	94.11%
Green Elite Limited	Beneficial owner 實益擁有人	60,000,000	–	60,000,000	5.74%
Sims Metal Management Dragon Holdings Limited	Beneficial owner 實益擁有人	166,696,754 (Note 6) (附註6)	86,075,536 (Note 6) (附註6)	252,772,290	
	Interest of the other parties to an agreement under section 317 of the SFO 證券及期貨條例第317條下協議其他訂約方所持有之權益	613,295,246 (Note 7) (附註7)	117,266,667 (Note 7) (附註7)	730,561,913	
Total: 總計：				983,334,203	94.11%



Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company (continued)

主要股東於本公司的股份及相關股份的權益及淡倉(續)

(i) Long positions in Shares and underlying Shares: (continued)

(i) 股份及相關股份的好倉：(續)

Name of Shareholder 股東名稱	Capacity/Nature of Interest 身份／權益性質	Number of Shares interested 持有權益的股份數目	Number of underlying Shares interested 持有權益的相關股份數目	Total number of Shares interested 持有權益的股份總數	Approximate percentage shareholding in the Company 佔本公司股權的概約百分比
Sims Metal Management China Holdings Limited	Interest in controlled corporations 於受控制法團之權益	779,992,000 (Notes 6, 7 & 8) (附註6、7及8)	203,342,203 (Notes 6, 7 & 8) (附註6、7及8)	983,334,203	94.11%
Sims Metal Management Asia Limited	Interest in controlled corporations 於受控制法團之權益	779,992,000 (Notes 6, 7 & 8) (附註6、7及8)	203,342,203 (Notes 6, 7 & 8) (附註6、7及8)	983,334,203	94.11%
Sims Metal Management Limited	Interest in controlled corporations 於受控制法團之權益	779,992,000 (Notes 6, 7 & 8) (附註6、7及8)	203,342,203 (Notes 6, 7 & 8) (附註6、7及8)	983,334,203	94.11%

(ii) Short positions in underlying Shares:

(ii) 相關股份的淡倉：

Name of Shareholder 股東名稱	Capacity/Nature of Interest 身份／權益性質	Number of underlying Shares interested 持有權益的相關股份數目	Approximate percentage shareholding in the Company 佔本公司股權的概約百分比
Delco Participation B.V.	Beneficial owner 實益擁有人	20,837,095 (Note 9) (附註9)	1.99%
HWH Holdings Limited	Interest of the other parties to an agreement under section 317 of the SFO 證券及期貨條例第317條下協議 其他訂約方所持有之權益	20,837,095 (Note 9) (附註9)	1.99%



Disclosure of Interests (continued)

權益披露 (續)

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company (continued)

(ii) Short positions in underlying Shares: (continued)

主要股東於本公司的股份及相關股份的權益及淡倉 (續)

(ii) 相關股份的淡倉：(續)

Name of Shareholder 股東名稱	Capacity/Nature of Interest 身份／權益性質	Number of underlying Shares interested 持有權益的相關股份數目	Approximate percentage shareholding in the Company 佔本公司股權的概約百分比
Mr. Herman Maurits de Leeuw Herman Maurits de Leeuw先生	Interest in controlled corporations 於受控制法團之權益	20,837,095 (Notes 5 & 9) (附註5及9)	1.99%
SVO Company B.V.	Interest in controlled corporations 於受控制法團之權益	20,837,095 (Notes 5 & 9) (附註5及9)	1.99%
H.P.L. Metals B.V.	Interest in controlled corporations 於受控制法團之權益	20,837,095 (Notes 5 & 9) (附註5及9)	1.99%
Stichting Beheer Aandelen H.P.L. Metals	Interest in controlled corporations 於受控制法團之權益	20,837,095 (Notes 5 & 9) (附註5及9)	1.99%
Sims Metal Management Dragon Holdings Limited	Interest of the other parties to an agreement under section 317 of the SFO 證券及期貨條例第317條下協議其他訂約方所持有之權益	20,837,095 (Note 9) (附註9)	1.99%
Sims Metal Management China Holdings Limited	Interest in controlled corporations 於受控制法團之權益	20,837,095 (Notes 8 & 9) (附註8及9)	1.99%
Sims Metal Management Asia Limited	Interest in controlled corporations 於受控制法團之權益	20,837,095 (Notes 8 & 9) (附註8及9)	1.99%
Sims Metal Management Limited	Interest in controlled corporations 於受控制法團之權益	20,837,095 (Notes 8 & 9) (附註8及9)	1.99%



Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company (continued)

Notes:

- (1) 316,985,265 Shares are held by HWH as beneficial owner. The 31,266,667 underlying Shares comprise (i) 11,266,667 underlying Shares held by HWH as beneficial owner which fall to be issued to HWH upon full conversion of the Convertible Bonds; and (ii) 20,000,000 underlying Shares held by HWH as beneficial owner which Greenwoods is obliged to deliver to HWH upon exercise of the Call Option by HWH as referred to in Note 1 under the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and Its Associated Corporation" above. Green Elite holds 60,000,000 Shares as beneficial owner and is 50%-owned by each of HWH and Delco and therefore HWH is deemed to be interested in the same number of Shares as held by Green Elite.
- (2) Mr. Fang, Mr. van Ooijen, Mr. de Leeuw, HWH, Delco, Sims and Sims Asia are considered having entered into an agreement under section 317 of the SFO. The 403,006,735 Shares comprise (i) 5,614,000 Shares held by Mr. Fang as beneficial owner; (ii) 300,000 Shares held by Mr. van Ooijen as beneficial owner; (iii) 230,395,981 Shares held by Delco as beneficial owner; and (iv) 166,696,754 Shares held by Sims as beneficial owner. The 172,075,536 underlying Shares comprise (i) 30,500,000 underlying Shares held by Mr. Fang as beneficial owner; (ii) 3,400,000 underlying Shares held by Mr. van Ooijen as beneficial owner; (iii) 52,100,000 underlying Shares held by Delco as beneficial owner which fall to be issued to Delco upon full conversion of the Convertible Bonds; (iv) 20,837,095 underlying Shares held by Sims as beneficial owner which Delco is obliged to deliver to Sims upon exercise of the Option by Sims; (v) 52,600,000 underlying Shares held by Sims as beneficial owner which fall to be issued to Sims upon full conversion of the Convertible Bonds; and (vi) 12,638,441 underlying Shares held by Sims as beneficial owner which fall to be issued to Sims upon full conversion of the Warrants. Therefore, HWH is deemed to be interested in an aggregate of 575,082,271 Shares held by the other parties to an agreement under section 317 of the SFO.
- (3) 230,395,981 Shares are held by Delco as beneficial owner. The 52,100,000 underlying Shares represent such number of underlying Shares which fall to be issued to Delco upon full conversion of the Convertible Bonds. Green Elite holds 60,000,000 Shares as beneficial owner and is 50%-owned by each of HWH and Delco and therefore Delco is deemed to be interested in the same number of Shares as held by Green Elite.

主要股東於本公司的股份及相關股份的權益及淡倉(續)

附註：

- (1) HWH作為實益擁有人持有316,985,265股股份。31,266,667股相關股份包括(i)由HWH作為實益擁有人持有且於可換股債券獲悉數兌換後而將發行予HWH的11,266,667股相關股份；及(ii)上文「董事及主要行政人員於本公司及其相關法團的股份、相關股份及債券的權益及淡倉」一節附註1所述於HWH行使認購期權後，Greenwoods有責任交付予HWH且由HWH作為實益擁有人持有的20,000,000股相關股份。Green Elite作為實益擁有人持有60,000,000股股份，而Green Elite由HWH及Delco各自擁有50%，因此，HWH被視為擁有與Green Elite所持有股份相同數目之權益。
- (2) 方先生、van Ooijen先生、de Leeuw先生、HWH、Delco、Sims及Sims Asia被視為訂立證券及期貨條例第317條下的協議。403,006,735股股份包括(i)由方先生作為實益擁有人持有的5,614,000股股份；(ii)由van Ooijen先生作為實益擁有人持有的300,000股股份；(iii)由Delco作為實益擁有人持有的230,395,981股股份；及(iv)由Sims作為實益擁有人持有的166,696,754股股份。172,075,536股相關股份包括(i)由方先生作為實益擁有人持有的30,500,000股相關股份；(ii)由van Ooijen先生作為實益擁有人持有的3,400,000股相關股份；(iii)由Delco作為實益擁有人持有且於可換股債券獲悉數兌換後而將發行予Delco的52,100,000股相關股份；(iv)於Sims行使認購期權後Delco有責任交付予Sims且由Sims作為實益擁有人持有的20,837,095股相關股份；(v)由Sims作為實益擁有人持有且於可換股債券獲悉數兌換後而將發行予Sims的52,600,000股相關股份；及(vi)由Sims作為實益擁有人持有且於認股權證獲悉數兌換後而將發行予Sims的12,638,441股相關股份。因此，HWH被視為於證券及期貨條例第317條下協議其他訂約方所持有之合共575,082,271股股份中擁有權益。
- (3) Delco作為實益擁有人持有230,395,981股股份。52,100,000股相關股份指於可換股債券獲悉數兌換後而將發行予Delco的相關股份的有關數目。Green Elite作為實益擁有人持有60,000,000股股份，而Green Elite由HWH及Delco各自擁有50%，因此，Delco被視為擁有與Green Elite所持有股份相同數目之權益。



Disclosure of Interests (continued)

權益披露(續)

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company (continued)

Notes: (continued)

- (4) Mr. Fang, Mr. van Ooijen, Mr. de Leeuw, HWH, Delco, Sims and Sims Asia are considered having entered into an agreement under section 317 of the SFO. The 489,596,019 Shares comprise (i) 5,614,000 Shares held by Mr. Fang as beneficial owner; (ii) 300,000 Shares held by Mr. van Ooijen as beneficial owner; (iii) 316,985,265 Shares held by HWH as beneficial owner; and (iv) 166,696,754 Shares held by Sims as beneficial owner. The 151,242,203 underlying Shares comprise (i) 30,500,000 underlying Shares held by Mr. Fang as beneficial owner; (ii) 3,400,000 underlying Shares held by Mr. van Ooijen as beneficial owner; (iii) 31,266,667 underlying Shares held by HWH as beneficial owner as referred to in Note 1 above; (iv) 20,837,095 underlying Shares held by Sims as beneficial owner which Delco is obliged to deliver to Sims upon exercise of the Option by Sims; (v) 52,600,000 underlying Shares held by Sims as beneficial owner which fall to be issued to Sims upon full conversion of the Convertible Bonds; and (vi) 12,638,441 underlying Shares held by Sims as beneficial owner which fall to be issued to Sims upon full conversion of the Warrants. Therefore, Mr. van Ooijen is deemed to be interested in an aggregate of 640,838,222 Shares held by the other parties to an agreement under section 317 of the SFO.
- (5) Delco is 50%-owned by each of SVO Company B.V. ("SVO") and H.P.L. Metals B.V. ("HPL"). SVO is wholly-owned by Mr. van Ooijen. HPL is wholly-owned by Stichting Beheer Aandelen H.P.L. Metals ("Stichting HPL"), a foundation for the sole benefit of Mr. de Leeuw. Therefore, each of SVO, Mr. van Ooijen, Mr. de Leeuw, HPL and Stichting HPL is deemed to be interested in the long positions and short positions held by and through Delco.
- (6) 166,696,754 Shares are held by Sims as beneficial owner. The 86,075,536 underlying Shares comprise (i) 20,837,095 underlying Shares held by Sims as beneficial owner which Delco is obliged to deliver to Sims upon exercise of the Option by Sims; (ii) 52,600,000 underlying Shares held by Sims as beneficial owner which fall to be issued to Sims upon full conversion of the Convertible Bonds; and (iii) 12,638,441 underlying Shares held by Sims as beneficial owner which fall to be issued to Sims upon full conversion of the Warrants.

主要股東於本公司的股份及相關股份的權益及淡倉(續)

附註：(續)

- (4) 方先生、van Ooijen先生、de Leeuw先生、HWH、Delco、Sims及Sims Asia被視為訂立證券及期貨條例第317條下的協議。489,596,019股股份包括(i)由方先生作為實益擁有人持有的5,614,000股股份；(ii)由van Ooijen先生作為實益擁有人持有的300,000股股份；(iii)由HWH作為實益擁有人持有的316,985,265股股份；及(iv)由Sims作為實益擁有人持有的166,696,754股股份。151,242,203股相關股份包括(i)由方先生作為實益擁有人持有的30,500,000股相關股份；(ii)由van Ooijen先生作為實益擁有人持有的3,400,000股相關股份；(iii)上文附註1所述由HWH作為實益擁有人持有31,266,667股相關股份；(iv)於Sims行使購股權後Delco有責任交付予Sims且由Sims作為實益擁有人持有的20,837,095股相關股份；(v)由Sims作為實益擁有人持有且於可換股債券獲悉數兌換後而將發行予Sims的52,600,000股相關股份；及(vi)由Sims作為實益擁有人持有且於認股權證獲悉數兌換後而將發行予Sims的12,638,441股相關股份。因此，van Ooijen先生被視為於證券及期貨條例第317條下協議其他訂約方所持有之合共640,838,222股股份中擁有權益。
- (5) Delco由SVO Company B.V. (「SVO」)及H.P.L. Metals B.V. (「HPL」)各自擁有50%。SVO由van Ooijen先生全資擁有。HPL由Stichting Beheer Aandelen H.P.L. Metals (「Stichting HPL」)全資擁有而Stichting HPL為由de Leeuw先生享有唯一利益的基金會。因此，SVO、van Ooijen先生、de Leeuw先生、HPL及Stichting HPL各自被視為於透過Delco持有的好倉及淡倉中擁有權益。
- (6) Sims作為實益擁有人持有166,696,754股股份。86,075,536股相關股份包括(i)於Sims行使購股權後Delco有責任交付予Sims且由Sims作為實益擁有人持有的20,837,095股相關股份；(ii)由Sims作為實益擁有人持有且於可換股債券獲悉數兌換後而將發行予Sims的52,600,000股相關股份；及(iii)由Sims作為實益擁有人持有且於認股權證獲悉數兌換後而將發行予Sims的12,638,441股相關股份。



Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company (continued)

Notes: (continued)

- (7) Mr. Fang, Mr. van Ooijen, Mr. de Leeuw, HWH, Delco, Sims and Sims Asia are considered having entered into an agreement under section 317 of the SFO. The 613,295,246 Shares comprise (i) 5,614,000 Shares held by Mr. Fang as beneficial owner; (ii) 300,000 Shares held by Mr. van Ooijen as beneficial owner; (iii) 316,985,265 Shares held by HWH as beneficial owner; (iv) 230,395,981 Shares held by Delco as beneficial owner; and (v) 60,000,000 Shares held by Green Elite as beneficial owner. The 117,266,667 underlying Shares comprise (i) 30,500,000 underlying Shares held by Mr. Fang as beneficial owner; (ii) 3,400,000 underlying Shares held by Mr. van Ooijen as beneficial owner; (iii) 31,266,667 underlying Shares held by HWH as beneficial owner as referred to in Note 1 above; and (iv) 52,100,000 underlying Shares held by Delco as beneficial owner which fall to be issued to Delco upon full conversion of the Convertible Bonds. Therefore, Sims is deemed to be interested in an aggregate of 730,561,913 Shares held by the other parties to an agreement under section 317 of the SFO.
- (8) Sims is a wholly-owned subsidiary of Sims Metal Management China Holdings Limited ("SMM China"), which in turn is a wholly-owned subsidiary of Sims Asia. Sims Asia is a wholly-owned subsidiary of Sims Metal Management Limited ("SMM"). Therefore, each of SMM, SMM China and Sims Asia is deemed to be interested in the long positions and short positions held by and through Sims.
- (9) The short position in respect of 20,837,095 Shares represent the number of the Option Shares which Delco is obliged to deliver to Sims upon exercise of the Option by Sims.

Save as disclosed above, as at 30 June 2013, the Company had not been notified by any persons (other than the Directors and chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

主要股東於本公司的股份及相關股份的權益及淡倉 (續)

附註：(續)

- (7) 方先生、van Ooijen先生、de Leeuw先生、HWH、Delco、Sims及Sims Asia被視為訂立證券及期貨條例第317條下的協議。613,295,246股股份包括(i)由方先生作為實益擁有人持有的5,614,000股股份；(ii)由van Ooijen先生作為實益擁有人持有的300,000股股份；(iii)由HWH作為實益擁有人持有的316,985,265股股份；(iv)由Delco作為實益擁有人持有的230,395,981股股份；及(v)由Green Elite作為實益擁有人持有的60,000,000股股份。117,266,667股相關股份包括(i)由方先生作為實益擁有人持有的30,500,000股相關股份；(ii)由van Ooijen先生作為實益擁有人持有的3,400,000股相關股份；(iii)上文附註1所述由HWH作為實益擁有人持有的31,266,667股相關股份；及(iv)由Delco作為實益擁有人持有且於可換股債券獲悉數兌換後而將發行予Delco的52,100,000股相關股份。因此，Sims被視為於證券及期貨條例第317條下協議其他訂約方所持有之合共730,561,913股股份中擁有權益。
- (8) Sims為Sims Metal Management China Holdings Limited(「SMM China」)的全資附屬公司，而SMM China為Sims Asia的全資附屬公司。Sims Asia為Sims Metal Management Limited(「SMM」)的全資附屬公司。因此，SMM、SMM China及Sims Asia各自被視為於透過Sims持有的好倉及淡倉中擁有權益。
- (9) 有關20,837,095股股份之淡倉指於Sims行使購股權後Delco有責任交付予Sims的購股權股份數目。

除上文所披露外，於二零一三年六月三十日，本公司並不知悉任何人士(本公司董事及主要行政人員除外)於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文規定予以披露或本公司根據證券及期貨條例第336條須予存置的登記冊所記錄的權益或淡倉。



Disclosure of Interests (continued)

權益披露 (續)

Share Option Scheme

The Company has two share option schemes namely, the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme which were adopted on 23 June 2010.

購股權計劃

本公司於二零一零年六月二十三日採納兩項購股權計劃，即首次公開發售前購股權計劃及首次公開發售後購股權計劃。

(a) Pre-IPO Share Option Scheme

As at 30 June 2013, details of the share option granted under the Pre-IPO Share Option Scheme are as follows:

(a) 首次公開發售前購股權計劃

於二零一三年六月三十日，根據首次公開發售前購股權計劃所授出的購股權詳情如下：

Grantees 承授人	Date of Grant (dd/mm/yyyy) (Note 1) 授出日期 (日/月/年) (附註1)	Exercise price per share (HK\$) 每股行使價 (港元)	Exercisable period (dd/mm/yyyy) (Note 2) 行使期 (日/月/年) (附註2)	Number of shares subject to outstanding options as at 1 January 2013 於二零一三年一月一日尚未行使之購股權涉及之股份數目	Number of options granted during the period 期內授出購股權數目	Number of options exercised during the period 期內行使購股權數目	Number of options lapsed during the period 期內失效購股權數目	Number of shares subject to outstanding options as at 30 June 2013 於二零一三年六月三十日尚未行使之購股權涉及之股份數目	Approximate percentage shareholdings 股權 概約百分比
	(i) Directors								
(i) 董事									
Mr. Fang Ankong 方安空先生	23/06/2010 二零一零年六月二十三日	2.43	13/07/2012 – 12/07/2013 二零一二年七月十三日至二零一三年七月十二日	1,050,000	0	0	0	1,050,000	0.10050%
			13/07/2013 – 12/07/2014 二零一三年七月十三日至二零一四年七月十二日	1,400,000	0	0	0	1,400,000	0.13399%
				2,450,000	0	0	0	2,450,000	0.23449%
Mr. Stephanus Maria van Ooijen Stephanus Maria van Ooijen 先生	23/06/2010 二零一零年六月二十三日	2.43	13/07/2012 – 12/07/2013 二零一二年七月十三日至二零一三年七月十二日	300,000	0	0	0	300,000	0.02871%
			13/07/2013 – 12/07/2014 二零一三年七月十三日至二零一四年七月十二日	400,000	0	0	0	400,000	0.03828%
				700,000	0	0	0	700,000	0.06699%



Share Option Scheme (continued)
(a) Pre-IPO Share Option Scheme (continued)

購股權計劃 (續)
(a) 首次公開發售前購股權計劃 (續)

Grantees 承授人	Date of Grant (dd/mm/yyyy) (Note 1) 授出日期 (日/月/年) (附註1)	Exercise price per share (HK\$) 每股行使價 (港元)	Exercisable period (dd/mm/yyyy) (Note 2) 行使期 (日/月/年) (附註2)	Number of shares subject to outstanding options as at 1 January 2013 於二零一三年一月一日尚未行使之購股權涉及之股份數目	Number of options granted during the period 期內授出購股權數目	Number of options exercised during the period 期內行使購股權數目	Number of options lapsed during the period 期內失效購股權數目	Number of shares subject to outstanding options as at 30 June 2013 於二零一三年六月三十日尚未行使之購股權涉及之股份數目	Approximate percentage shareholdings 股權 概約百分比
	(i) Directors (continued)								
(i) 董事 (續)									
Mr. Gu Liyong 顧李勇先生	23/06/2010 二零一零年六月二十三日	2.43	13/07/2012 – 12/07/2013 二零一二年七月十三日至二零一三年七月十二日	127,500	0	127,500	0	0	-
			13/07/2013 – 12/07/2014 二零一三年七月十三日至二零一四年七月十二日	170,000	0	0	0	170,000	0.01627%
				297,500	0	127,500	0	170,000	0.01627%
				3,447,500	0	127,500	0	3,320,000	0.31775%
(ii) Employees and other participants (ii) 僱員及其他參與者	23/06/2010 二零一零年六月二十三日	2.43	13/07/2012 – 12/07/2013 二零一二年七月十三日至二零一三年七月十二日	1,560,500	0	1,138,500	0	422,000	0.04039%
			13/07/2013 – 12/07/2014 二零一三年七月十三日至二零一四年七月十二日	2,790,000	0	0	0	2,790,000	0.26703%
				4,350,500	0	1,138,500	0	3,212,000	0.30742%
Total 合計				7,798,000	0	1,266,000	0	6,532,000	0.62517%



Disclosure of Interests (continued)

權益披露 (續)

Share Option Scheme (continued)

(a) Pre-IPO Share Option Scheme (continued)

Notes:

- (1) It was the date when the Company offered to the grantees the options under the Pre-IPO Share Option Scheme.
- (2) Each of the grantees to whom options have been conditionally granted under the Pre-IPO Share Option Scheme will be entitled to exercise:
 - (i) up to 30% of the total number of options granted at any time during the period commencing from the date of the first anniversary of the date when the shares of the Company were first listed on the Stock Exchange (the "Listing Date") to the date of the second anniversary of the Listing Date (both days inclusive);
 - (ii) up to 30% of the total number of options granted at any time during the period commencing from the date immediately following the date of the second anniversary of the Listing Date to the date of the third anniversary of the Listing Date (both days inclusive); and
 - (iii) up to 40% of the total number of options granted, at any time during the period commencing from the date immediately following the date of the third anniversary of the Listing Date to the date of the fourth anniversary of the Listing Date (both days inclusive).

購股權計劃 (續)

(a) 首次公開發售前購股權計劃 (續)

附註：

- (1) 此為本公司根據首次公開發售前購股權計劃向承授人授出購股權的日期。
- (2) 根據首次公開發售前購股權計劃獲得有條件授予購股權的各承授人，可以：
 - (i) 自本公司股份於聯交所首次上市之日(「上市日期」)後第一週年之日起至上市日期第二週年當日止之期間內(包括首尾兩天在內)，隨時行使獲授購股權總數不超過30%；
 - (ii) 自緊接上市日期後第二週年之日翌日起至上市日期第三週年當日止之期間內(包括首尾兩天在內)，隨時行使獲授購股權總數不超過30%；及
 - (iii) 自緊接上市日期後第三週年之日翌日起至上市日期第四週年當日止之期間內(包括首尾兩天在內)，隨時行使獲授購股權總數不超過40%。



Share Option Scheme (continued)
(b) Post-IPO Share Option Scheme

As at 30 June 2013, details of the share option granted under the Post-IPO Share Option Scheme are as follows:

Grantees 承授人	Date of Grant (dd/mm/yyyy) (Note 1) 授出日期 (日/月/年) (附註1)	Exercise price per share (HK\$) 每股行使價 (港元)	Exercisable period (dd/mm/yyyy) 行使期 (日/月/年)	Number of shares subject to outstanding options as at 1 January 2013	Number of options granted during the period	Number of options exercised during the period	Number of options lapsed during the period	Number of shares subject to outstanding options as at 30 June 2013	Approximate percentage shareholdings 股權 概約百分比
				於二零一三年一月一日尚未行使之購股權涉及之股份數目	期內授出購股權數目	期內行使購股權數目	期內失效購股權數目	於二零一三年六月三十日尚未行使之購股權涉及之股份數目	
(i) Directors									
(i) 董事									
Mr. Fang Ankong 方安堂先生	03/05/2011 二零一一年五月三日 (Note 5) (附註5)	6.388	03/05/2012 – 03/05/2013 二零一二年五月三日至二零一三年五月三日 04/05/2013 – 03/05/2014 二零一三年五月四日至二零一四年五月三日 04/05/2014 – 03/05/2015 二零一四年五月四日至二零一五年五月三日 (Note 2) (附註2)	4,950,000	0	0	4,950,000	0	-
				4,950,000	0	0	0	4,950,000	0.47376%
				6,600,000	0	0	0	6,600,000	0.63168%
				16,500,000	0	0	4,950,000	11,550,000	1.10544%
	28/03/2012 二零一二年三月二十八日 (Note 6) (附註6)	4.186	28/03/2013 – 27/03/2016 二零一三年三月二十八日至二零一六年三月二十七日 28/03/2014 – 27/03/2016 二零一四年三月二十八日至二零一六年三月二十七日 28/03/2015 – 27/03/2016 二零一五年三月二十八日至二零一六年三月二十七日 (Note 3) (附註3)	4,950,000	0	0	4,950,000	0	-
				4,950,000	0	0	4,950,000	0	-
				6,600,000	0	0	6,600,000	0	-
				16,500,000	0	0	16,500,000	0	-
							(Note 6) (附註6)		

購股權計劃 (續)

(b) 首次公開發售後購股權計劃

於二零一三年六月三十日，根據首次公開發售後購股權計劃所授出的購股權詳情如下：



Disclosure of Interests (continued)

權益披露 (續)

Share Option Scheme (continued)

(b) Post-IPO Share Option Scheme (continued)

購股權計劃 (續)

(b) 首次公開發售後購股權計劃 (續)

Grantees 承授人	Date of Grant (dd/mm/yyyy) (Note 1) 授出日期 (日/月/年) (附註1)	Exercise price per share (HK\$) 每股行使價 (港元)	Exercisable period (dd/mm/yyyy) 行使期 (日/月/年)	Number of shares subject to outstanding options as at 1 January 2013 於二零一三年一月一日尚未行使之購股權涉 及之股份數目	Number of options granted during the period 期內授出 購股權數目	Number of options exercised during the period 期內行使 購股權數目	Number of options lapsed during the period 期內失效 購股權數目	Number of shares subject to outstanding options as at 30 June 2013 於二零一三年六月三十日尚未行使之購股權涉 及之股份數目	Approximate percentage shareholdings 股權 概約百分比
(i) Directors (continued)									
(i) 董事 (續)									
Mr. Fang Ankong (continued) 方安空先生 (續)	22/03/2013 二零一三年三月二十二日 (Note 7) (附註7)	3.75	22/03/2014 – 21/03/2017 二零一四年三月二十二日至 二零一七年三月三十一日	0	4,950,000	0	0	4,950,000	0.47376%
			22/03/2015 – 21/03/2017 二零一五年三月二十二日至 二零一七年三月三十一日	0	4,950,000	0	0	4,950,000	0.47376%
			22/03/2016 – 21/03/2017 二零一六年三月二十二日至 二零一七年三月三十一日 (Note 4) (附註4)	0	6,600,000	0	0	6,600,000	0.63167%
				0	16,500,000	0	0	16,500,000	1.57919%
Mr. Stephanus Maria van Ooijen Stephanus Maria van Ooijen 先生	03/05/2011 二零一一年五月三日 (Note 5) (附註5)	6.388	03/05/2012 – 03/05/2013 二零一二年五月三日至 二零一三年五月三日	300,000	0	0	300,000	0	-
			04/05/2013 – 03/05/2014 二零一三年五月四日至 二零一四年五月三日	300,000	0	0	0	300,000	0.02871%
			04/05/2014 – 03/05/2015 二零一四年五月四日至 二零一五年五月三日 (Note 2) (附註2)	400,000	0	0	0	400,000	0.03828%
				1,000,000	0	0	300,000	700,000	0.06699%



Share Option Scheme (continued)
(b) Post-IPO Share Option Scheme (continued)

購股權計劃 (續)
(b) 首次公開發售後購股權計劃 (續)

Grantees 承授人	Date of Grant (dd/mm/yyyy) (Note 1) 授出日期 (日/月/年) (附註1)	Exercise price per share (HK\$) 每股行使價 (港元)	Exercisable period (dd/mm/yyyy) 行使期 (日/月/年)	Number of shares subject to outstanding options as at 1 January 2013 於二零一三年一月一日尚未行使之購股權涉及之股份數目	Number of options granted during the period 期內授出購股權數目	Number of options exercised during the period 期內行使購股權數目	Number of options lapsed during the period 期內失效購股權數目	Number of shares subject to outstanding options as at 30 June 2013 於二零一三年六月三十日尚未行使之購股權涉及之股份數目	Approximate percentage shareholdings 概約百分比
(i) Directors (continued)									
(i) 董事 (續)									
Mr. Stephanus Maria van Ooijen (continued)	28/03/2012 二零一二年三月二十八日	4.186	28/03/2013 – 27/03/2016 二零一三年三月二十八日至二零一六年三月二十七日	600,000	0	0	600,000	0	-
Stephanus Maria van Ooijen 先生 (續)	(Note 6) (附註6)		28/03/2014 – 27/03/2016 二零一四年三月二十八日至二零一六年三月二十七日	600,000	0	0	600,000	0	-
			28/03/2015 – 27/03/2016 二零一五年三月二十八日至二零一六年三月二十七日	800,000	0	0	800,000	0	-
			(Note 3) (附註3)						
				2,000,000	0	0	2,000,000	0	-
							(Note 6) (附註6)		
	22/03/2013 二零一三年三月二十二日	3.75	22/03/2014 – 21/03/2017 二零一四年三月二十二日至二零一七年三月三十一日	0	600,000	0	0	600,000	0.05743%
	(Note 7) (附註7)		22/03/2015 – 21/03/2017 二零一五年三月二十二日至二零一七年三月三十一日	0	600,000	0	0	600,000	0.05743%
			22/03/2016 – 21/03/2017 二零一六年三月二十二日至二零一七年三月三十一日	0	800,000	0	0	800,000	0.07656%
			(Note 4) (附註4)						
				0	2,000,000	0	0	2,000,000	0.19142%



Disclosure of Interests (continued)

權益披露 (續)

Share Option Scheme (continued)

(b) Post-IPO Share Option Scheme (continued)

購股權計劃 (續)

(b) 首次公開發售後購股權計劃 (續)

Grantees 承授人	Date of Grant (dd/mm/yyyy) (Note 1) 授出日期 (日/月/年) (附註1)	Exercise price per share (HK\$) 每股行使價 (港元)	Exercisable period (dd/mm/yyyy) 行使期 (日/月/年)	Number of shares subject to outstanding options as at 1 January 2013 於二零一三年一月一日尚未行使之購股權涉及之股份數目	Number of options granted during the period 期內授出購股權數目	Number of options exercised during the period 期內行使購股權數目	Number of options lapsed during the period 期內失效購股權數目	Number of shares subject to outstanding options as at 30 June 2013 於二零一三年六月三十日尚未行使之購股權涉及之股份數目	Approximate percentage shareholdings 股權 概約百分比
(i) Directors (continued)									
(i) 董事 (續)									
Mr. Gu Liyong 顧李勇先生	03/05/2011 二零一一年五月三日	6.388	03/05/2012 – 03/05/2013 二零一二年五月三日至 二零一三年五月三日	262,500	0	0	262,500	0	-
			04/05/2013 – 03/05/2014 二零一三年五月四日至 二零一四年五月三日	262,500	0	0	0	262,500	0.02512%
			04/05/2014 – 03/05/2015 二零一四年五月四日至 二零一五年五月三日 (Note 2) (附註2)	350,000	0	0	0	350,000	0.03350%
				875,000	0	0	262,500	612,500	0.05862%
	28/03/2012 二零一二年三月二十八日 (Note 6) (附註6)	4.186	28/03/2013 – 27/03/2016 二零一三年三月二十八日至 二零一六年三月二十七日	195,000	0	0	195,000	0	-
			28/03/2014 – 27/03/2016 二零一四年三月二十八日至 二零一六年三月二十七日	195,000	0	0	195,000	0	-
			28/03/2015 – 27/03/2016 二零一五年三月二十八日至 二零一六年三月二十七日 (Note 3) (附註3)	260,000	0	0	260,000	0	-
				650,000	0	0	650,000 (Note 6) (附註6)	0	-



Share Option Scheme (continued)
(b) Post-IPO Share Option Scheme (continued)

購股權計劃 (續)
(b) 首次公開發售後購股權計劃 (續)

Grantees 承授人	Date of Grant (dd/mm/yyyy) (Note 1) 授出日期 (日/月/年) (附註1)	Exercise price per share (HK\$) 每股行使價 (港元)	Exercisable period (dd/mm/yyyy) 行使期 (日/月/年)	Number of shares subject to outstanding options as at 1 January 2013 於二零一三年一月一日尚未行使之購股權涉 及之股份數目	Number of options granted during the period 期內授出 購股權數目	Number of options exercised during the period 期內行使 購股權數目	Number of options lapsed during the period 期內失效 購股權數目	Number of shares subject to outstanding options as at 30 June 2013 於二零一三年六月三十日尚未行使之購股權涉 及之股份數目	Approximate percentage shareholdings 股權 概約百分比
(i) Directors (continued)									
(i) 董事 (續)									
Mr. Gu Liyong (continued) 顧李勇先生 (續)	22/03/2013 二零一三年三月二十二日 (Note 7) (附註7)	3.75	22/03/2014 – 21/03/2017 二零一四年三月二十二日至 二零一七年三月三十一日	0	195,000	0	0	195,000	0.01866%
			22/03/2015 – 21/03/2017 二零一五年三月二十二日至 二零一七年三月三十一日	0	195,000	0	0	195,000	0.01866%
			22/03/2016 – 21/03/2017 二零一六年三月二十二日至 二零一七年三月三十一日 (Note 4) (附註4)	0	260,000	0	0	260,000	0.02489%
				0	650,000	0	0	650,000	0.06221%
Dr. Lake Yu 陸海林博士	03/05/2011 二零一一年五月三日	6.388	03/05/2012 – 03/05/2013 二零一二年五月三日至 二零一三年五月三日	45,000	0	0	45,000	0	-
			04/05/2013 – 03/05/2014 二零一三年五月四日至 二零一四年五月三日	45,000	0	0	0	45,000	0.00431%
			04/05/2014 – 03/05/2015 二零一四年五月四日至 二零一五年五月三日 (Note 2) (附註2)	60,000	0	0	0	60,000	0.00574%
				150,000	0	0	45,000	105,000	0.01005%



Disclosure of Interests (continued)

權益披露 (續)

Share Option Scheme (continued)

(b) Post-IPO Share Option Scheme (continued)

購股權計劃 (續)

(b) 首次公開發售後購股權計劃 (續)

Grantees 承授人	Date of Grant (dd/mm/yyyy) (Note 1) 授出日期 (日/月/年) (附註1)	Exercise price per share (HK\$) 每股行使價 (港元)	Exercisable period (dd/mm/yyyy) 行使期 (日/月/年)	Number of shares subject to outstanding options as at 1 January 2013 於二零一三年一月一日尚未行使之購股權涉 及之股份數目	Number of options granted during the period 期內授出 購股權數目	Number of options exercised during the period 期內行使 購股權數目	Number of options lapsed during the period 期內失效 購股權數目	Number of shares subject to outstanding options as at 30 June 2013 於二零一三年六月三十日尚未行使之購股權涉 及之股份數目	Approximate percentage shareholdings 股權 概約百分比
(i) Directors (continued)									
(i) 董事 (續)									
Dr. Loke Yu (continued) 陸海林博士 (續)	28/03/2012 二零一二年 三月二十八日	4.186	28/03/2013 – 27/03/2016 二零一三年三月二十八日至 二零一六年三月二十七日	22,500	0	0	0	22,500	0.00215%
			28/03/2014 – 27/03/2016 二零一四年三月二十八日至 二零一六年三月二十七日	22,500	0	0	0	22,500	0.00215%
			28/03/2015 – 27/03/2016 二零一五年三月二十八日至 二零一六年三月二十七日 (Note 3) (附註3)	30,000	0	0	0	30,000	0.00288%
				75,000	0	0	0	75,000	0.00718%
Ms. Zhang Jingdong 章敬東女士	03/05/2011 二零一一年 五月三日	6.388	03/05/2012 – 03/05/2013 二零一二年五月三日至 二零一三年五月三日	45,000	0	0	45,000	0	-
			04/05/2013 – 03/05/2014 二零一三年五月四日至 二零一四年五月三日	45,000	0	0	0	45,000	0.00431%
			04/05/2014 – 03/05/2015 二零一四年五月四日至 二零一五年五月三日 (Note 2) (附註2)	60,000	0	0	0	60,000	0.00574%
				150,000	0	0	45,000	105,000	0.01005%



Share Option Scheme (continued)
(b) Post-IPO Share Option Scheme (continued)

購股權計劃 (續)
(b) 首次公開發售後購股權計劃 (續)

Grantees 承授人	Date of Grant (dd/mm/yyyy) (Note 1) 授出日期 (日/月/年) (附註1)	Exercise price per share (HK\$) 每股行使價 (港元)	Exercisable period (dd/mm/yyyy) 行使期 (日/月/年)	Number of shares subject to outstanding options as at 1 January 2013 於二零一三年一月一日尚未行使之購股權涉 及之股份數目	Number of options granted during the period 期內授出 購股權數目	Number of options exercised during the period 期內行使 購股權數目	Number of options lapsed during the period 期內失效 購股權數目	Number of shares subject to outstanding options as at 30 June 2013 於二零一三年六月三十日尚未行使之購股權涉 及之股份數目	Approximate percentage shareholdings 股權 概約百分比
(i) Directors (continued)									
(i) 董事 (續)									
Ms. Zhang Jingdong (continued) 章敬東女士 (續)	28/03/2012 二零一二年 三月二十八日	4.186	28/03/2013 – 27/03/2016 二零一三年三月二十八日至 二零一六年三月二十七日	22,500	0	0	0	22,500	0.00215%
			28/03/2014 – 27/03/2016 二零一四年三月二十八日至 二零一六年三月二十七日	22,500	0	0	0	22,500	0.00215%
			28/03/2015 – 27/03/2016 二零一五年三月二十八日至 二零一六年三月二十七日 (Note 3) (附註3)	30,000	0	0	0	30,000	0.00288%
				75,000	0	0	0	75,000	0.00718%
Mr. Li Xikui 李錫奎先生	03/05/2011 二零一一年 五月三日	6.388	03/05/2012 – 03/05/2013 二零一二年五月三日至 二零一三年五月三日	45,000	0	0	45,000	0	-
			04/05/2013 – 03/05/2014 二零一三年五月四日至 二零一四年五月三日	45,000	0	0	0	45,000	0.00431%
			04/05/2014 – 03/05/2015 二零一四年五月四日至 二零一五年五月三日 (Note 2) (附註2)	60,000	0	0	0	60,000	0.00574%
				150,000	0	0	45,000	105,000	0.01005%



Disclosure of Interests (continued)

權益披露 (續)

Share Option Scheme (continued)

(b) Post-IPO Share Option Scheme (continued)

購股權計劃 (續)

(b) 首次公開發售後購股權計劃 (續)

Grantees 承授人	Date of Grant (dd/mm/yyyy) (Note 1) 授出日期 (日/月/年) (附註1)	Exercise price per share (HK\$) 每股行使價 (港元)	Exercisable period (dd/mm/yyyy) 行使期 (日/月/年)	Number of shares subject to outstanding options as at 1 January 2013 於二零一三年一月一日尚未行使之購股權涉及之股份數目	Number of options granted during the period 期內授出購股權數目	Number of options exercised during the period 期內行使購股權數目	Number of options lapsed during the period 期內失效購股權數目	Number of shares subject to outstanding options as at 30 June 2013 於二零一三年六月三十日尚未行使之購股權涉及之股份數目	Approximate percentage shareholdings 股權 概約百分比
(i) Directors (continued)									
(i) 董事 (續)									
Mr. Li Xikui (continued) 李錫奎先生 (續)	28/03/2012 二零一二年三月二十八日	4.186	28/03/2013 – 27/03/2016 二零一三年三月二十八日至二零一六年三月二十七日	22,500	0	0	0	22,500	0.00215%
			28/03/2014 – 27/03/2016 二零一四年三月二十八日至二零一六年三月二十七日	22,500	0	0	0	22,500	0.00215%
			28/03/2015 – 27/03/2016 二零一五年三月二十八日至二零一六年三月二十七日 (Note 3) (附註3)	30,000	0	0	0	30,000	0.00288%
				75,000	0	0	0	75,000	0.00718%
				38,200,000	19,150,000	0	24,797,500	32,552,500	3.11556%
(ii) Employees and other participants									
(ii) 僱員及其他參與者	22/09/2010 二零一零年九月二十二日	3.38	23/09/2012 – 22/09/2013 二零一二年九月二十三日至二零一三年九月二十二日	1,086,000	0	64,500	0	1,021,500	0.09777%
			23/09/2013 – 22/09/2014 二零一三年九月二十三日至二零一四年九月二十二日 (Note 2) (附註2)	1,448,000	0	0	0	1,448,000	0.13858%
				2,534,000	0	64,500	0	2,469,500	0.23635%



Share Option Scheme (continued)
(b) Post-IPO Share Option Scheme (continued)

購股權計劃 (續)
(b) 首次公開發售後購股權計劃 (續)

Grantees 承授人	Date of Grant (dd/mm/yyyy) (Note 1) 授出日期 (日/月/年) (附註1)	Exercise price per share (HK\$) 每股行使價 (港元)	Exercisable period (dd/mm/yyyy) 行使期 (日/月/年)	Number of shares subject to outstanding options as at 1 January 2013 於二零一三年一月一日尚未行使之購股權涉及之股份數目	Number of options granted during the period 期內授出購股權數目	Number of options exercised during the period 期內行使購股權數目	Number of options lapsed during the period 期內失效購股權數目	Number of shares subject to outstanding options as at 30 June 2013 於二零一三年六月三十日尚未行使之購股權涉及之股份數目	Approximate percentage shareholdings 概約百分比
(ii) Employees and other participants (continued) (ii) 僱員及其他參與者 (續)	03/05/2011 二零一一年五月三日	6.388	03/05/2012 – 03/05/2013 二零一二年五月三日至二零一三年五月三日	3,477,000	0	0	3,477,000	0	-
			04/05/2013 – 03/05/2014 二零一三年五月四日至二零一四年五月三日	3,477,000	0	0	24,000	3,453,000	0.33048%
			04/05/2014 – 03/05/2015 二零一四年五月四日至二零一五年五月三日 (Note 2) (附註2)	4,636,000	0	0	32,000	4,604,000	0.44065%
				11,590,000	0	0	3,533,000	8,057,000	0.77113%
	28/03/2012 二零一二年三月二十八日	4.186	28/03/2013 – 27/03/2016 二零一三年三月二十八日至二零一六年三月二十七日	3,343,500	0	0	78,000	3,265,500	0.31254%
			28/03/2014 – 27/03/2016 二零一四年三月二十八日至二零一六年三月二十七日	3,343,500	0	0	78,000	3,265,500	0.31254%
			28/03/2015 – 27/03/2016 二零一五年三月二十八日至二零一六年三月二十七日 (Note 3) (附註3)	4,458,000	0	0	104,000	4,354,000	0.41671%
				11,145,000	0	0	260,000	10,885,000	1.04179%
				25,269,000	0	64,500	3,793,000	21,411,500	2.04927%
Total 合計				63,469,000	19,150,000	64,500	28,590,500	53,964,000	5.16483%



Disclosure of Interests (continued)

權益披露 (續)

Share Option Scheme (continued)

(b) Post-IPO Share Option Scheme (continued)

Notes:

- (1) It was the date when the Company offered to the grantees the options under the Post-IPO Share Option Scheme (the "Date of Grant").
- (2) Each of the grantees to whom options have been conditionally granted under the Post-IPO Share Option Scheme will be entitled to exercise:
 - (i) up to 30% of the total number of options granted at any time during the period commencing from the first anniversary of the Date of Grant to the date of the second anniversary of the Date of Grant (both days inclusive);
 - (ii) up to 30% of the total number of options granted at any time during the period commencing from the date immediately following the second anniversary of the Date of Grant to the date of the third anniversary of the Date of Grant (both days inclusive); and
 - (iii) up to 40% of the total number of options granted, at any time during the period commencing from the date immediately following the third anniversary of the Date of Grant to the date of the fourth anniversary of the Date of Grant (both days inclusive).
- (3) Each of the grantees to whom options have been conditionally granted under the Post-IPO Share Option Scheme will be entitled to exercise:
 - (i) as to 30%, from the date of the first anniversary of the Date of Grant, i.e. 28 March 2013, to the date immediately before the fourth anniversary of the Date of Grant, i.e. 27 March 2016 (both dates inclusive);
 - (ii) as to 30%, from the date of the second anniversary of the Date of Grant, i.e. 28 March 2014, to the date immediately before the fourth anniversary of the Date of Grant, i.e. 27 March 2016 (both dates inclusive); and
 - (iii) as to 40%, from the date of the third anniversary of the Date of Grant, i.e. 28 March 2015, to the date immediately before the fourth anniversary of the Date of Grant, i.e. 27 March 2016 (both dates inclusive).

購股權計劃 (續)

(b) 首次公開發售後購股權計劃 (續)

附註：

- (1) 此為本公司根據首次公開發售後購股權計劃向承授人授出購股權的日期(「授出日期」)。
- (2) 根據首次公開發售後購股權計劃獲得有條件授予購股權的各承授人，可以：
 - (i) 自授出日期後第一週年之日起至授出日期後第二週年當日止之期間內(包括首尾兩天在內)，隨時行使獲授購股權總數不超過30%；
 - (ii) 自授出日期後第二週年之翌日起至授出日期後第三週年當日止之期間內(包括首尾兩天在內)，隨時行使獲授購股權總數不超過30%；及
 - (iii) 自授出日期後第三週年之翌日起至授出日期後第四週年當日止之期間內(包括首尾兩天在內)，隨時行使獲授購股權總數不超過40%。
- (3) 根據首次公開發售後購股權計劃有條件獲授購股權的各承授人，將有權：
 - (i) 自授出日期後第一週年之日(即二零一三年三月二十八日)起至緊接授出日期後第四週年當日前之日(即二零一六年三月二十七日)止(包括首尾兩天在內)，最多行使30%；
 - (ii) 自授出日期後第二週年之日(即二零一四年三月二十八日)起至緊接授出日期後第四週年當日前之日(即二零一六年三月二十七日)止(包括首尾兩天在內)，最多行使30%；及
 - (iii) 自授出日期後第三週年之日(即二零一五年三月二十八日)起至緊接授出日期後第四週年當日前之日(即二零一六年三月二十七日)止(包括首尾兩天在內)，最多行使40%。



Share Option Scheme (continued)
(b) Post-IPO Share Option Scheme (continued)

Notes: (continued)

- (4) Each of the grantees to whom options have been conditionally granted under the Post-IPO Share Option Scheme will be entitled to exercise:
- (i) as to 30%, from the date of the first anniversary of the Date of Grant, i.e. 22 March 2014, to the date immediately before the fourth anniversary of the Date of Grant, i.e. 21 March 2017 (both dates inclusive);
- (ii) as to 30%, from the date of the second anniversary of the Date of Grant, i.e. 22 March 2015, to the date immediately before the fourth anniversary of the Date of Grant, i.e. 21 March 2017 (both dates inclusive); and
- (iii) as to 40%, from the date of the third anniversary of the Date of Grant, i.e. 22 March 2016, to the date immediately before the fourth anniversary of the Date of Grant, i.e. 21 March 2017 (both dates inclusive).
- (5) The 16,500,000 share options and 1,000,000 share options were granted to each of Mr. Fang and Mr. van Ooijen on 3 May 2011 subject to the vesting condition that the net profit of the Group for the financial year of the Company ended 31 December 2011 is equal to or exceeds 130% of the net profit of the Group for the financial year ended 31 December 2010. As the aforesaid condition has not been met and therefore the share options granted to Mr. Fang and Mr. van Ooijen in 2011 have not been duly vested and are not exercisable. Notwithstanding this, these share options should be taken into account for the purpose of determining whether the limits under Rule 17.04(1) of the Listing Rules are exceeded.
- (6) The 16,500,000 share options, 2,000,000 share options and 650,000 share options were granted to each of Mr. Fang, Mr. van Ooijen and Mr. Gu on 28 March 2012 subject to the vesting condition that the net profit of the Group for the financial year of the Company ended 31 December 2012 is equal to or exceeds 130% of the net profit of the Group for the financial year ended 31 December 2010. As the aforesaid condition has not been met and therefore the share options granted to Mr. Fang, Mr. van Ooijen and Mr. Gu in 2012 were automatically lapsed on the publication date of the final results of the Company for the year ended 31 December 2012.

購股權計劃 (續)
(b) 首次公開發售後購股權計劃 (續)

附註：(續)

- (4) 根據首次公開發售後購股權計劃有條件獲授購股權的各承授人，將有權：
- (i) 自授出日期後第一週年之日（即二零一四年三月二十二日）起至緊接授出日期後第四週年當日前之日（即二零一七年三月三十一日）止（包括首尾兩天在內），最多行使30%；
- (ii) 自授出日期後第二週年之日（即二零一五年三月二十二日）起至緊接授出日期後第四週年當日前之日（即二零一七年三月三十一日）止（包括首尾兩天在內），最多行使30%；及
- (iii) 自授出日期後第三週年之日（即二零一六年三月二十二日）起至緊接授出日期後第四週年當日前之日（即二零一七年三月三十一日）止（包括首尾兩天在內），最多行使40%。
- (5) 於二零一一年五月三日向方先生及van Ooijen先生分別授予16,500,000股購股權及1,000,000股購股權，受限於本公司截至二零一一年十二月三十一日止本公司財政年度本集團淨溢利相等於或超過本集團截至二零一零年十二月三十一日止財政年度淨溢利的130%的歸屬條件。由於上述條件並未達成，因此，於二零一一年授予方先生及van Ooijen先生的購股權並未正式歸屬及不可行使。儘管如此，釐定有否超逾上市規則第17.04(1)條時，仍應計及該等購股權。
- (6) 於二零一二年三月二十八日向方先生、van Ooijen先生及顧先生分別授出16,500,000股購股權、2,000,000股購股權及650,000股購股權，受限於本公司截至二零一二年十二月三十一日止財政年度本集團淨溢利相等於或超過本集團截至二零一零年十二月三十一日止財政年度淨溢利的130%的歸屬條件。由於上述條件並未達成，因此，於二零一二年授予方先生、van Ooijen先生及顧先生的購股權於刊發本公司截至二零一二年十二月三十一日止年度之全年業績之日自動失效。



Disclosure of Interests (continued)

權益披露 (續)

Share Option Scheme (continued)

(b) Post-IPO Share Option Scheme (continued)

Notes: (continued)

- (7) The 16,500,000 share options, 2,000,000 share options and 650,000 share options were granted to each of Mr. Fang, Mr. van Ooijen and Mr. Gu on 22 March 2013 subject to the vesting condition that the net profit of the Group for the financial year of the Company ending 31 December 2013 is equal to or exceeds 130% of the net profit of the Group for the financial year ended 31 December 2010 (the "Performance Target"). If the Performance Target is not reached, the share options granted to Mr. Fang, Mr. van Ooijen and Mr. Gu on 22 March 2013 will automatically lapse.

Saved as disclosed as above, no options were granted, cancelled or lapsed as at 30 June 2013. The consideration paid by each grantee for each grant of option is HK\$1.00.

購股權計劃 (續)

(b) 首次公開發售後購股權計劃 (續)

附註：(續)

- (7) 於二零一三年三月二十二日向方先生、van Ooijen先生及顧先生分別授出16,500,000股購股權、2,000,000股購股權及650,000股購股權，受限於本公司截至二零一三年十二月三十一日止財政年度本集團淨溢利相等於或超過本集團截至二零一零年十二月三十一日止財政年度淨溢利的130%（「表現目標」）的歸屬條件。倘未達到表現目標，於二零一三年三月二十二日授予方先生、van Ooijen先生及顧先生的購股權將自動失效。

除上文所披露者外，於二零一三年六月三十日並無購股權授出、註銷或失效。各承授人每次接納購股權時所付代價為1.00港元。



Corporate Governance and Other Information

企業管治及其他資料

Compliance with the Corporate Governance Code

Throughout the period ended 30 June 2013, the Company has complied with all the applicable code provisions of the Corporate Governance Code contained in Appendix 14 to the Listing Rules (the “Code”) with exceptions as explained below:

The roles of the chairman and chief executive officer of the Company have not been segregated as required by the provision A.2.1 of the Code.

Mr. Fang Ankong (“Mr. Fang”) is the Chairman and Chief Executive Officer of the Company. With extensive experience in the mixed metal scrap recycling business, Mr. Fang is responsible for our Group’s overall strategic planning and the management of our business. The Board considers that vesting the roles of chairman and chief executive officer in the same person is beneficial to the business prospects and management of our Group. The balance of power and authority is ensured by the operation of the senior management and the Board, which comprise experienced and high caliber individuals. The Board currently comprises three executive Directors (including Mr. Fang), one non-executive Director and three independent non-executive Directors and therefore has a fairly strong independence element in its composition.

Compliance with the Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 to the Listing Rules as the guidelines for the Directors’ dealings in the securities of the Company. Upon specific enquiries of all the Directors, each of them confirmed that he/she has complied with the required standards set out in the Model Code during the six months ended 30 June 2013 in relation to his/her securities dealings, if any.

The Model Code has been extended to cover the senior management and relevant employees of the Group who likely possess inside information of the Company.

遵守企業管治守則

截至二零一三年六月三十日止期間，本公司已遵守上市規則附錄十四所載《企業管治守則》的所有守則條文，惟以下所述偏離除外：

本公司主席及行政總裁的職責並無根據守則條文A.2.1所要求予以區分。

方安空先生（「方先生」）同時擔任本公司主席兼行政總裁。憑藉於混合廢金屬回收行業的豐富經驗，方先生負責本集團整體策略性規劃及業務管理。董事會認為由同一人出任主席兼行政總裁對本集團的業務前景及管理有利。由具豐富經驗及卓越能力人士組成的高級管理人員及董事會的運作可確保權力得以平衡。董事會目前由三名執行董事（包括方先生）、一名非執行董事及三名獨立非執行董事組成，因此其組成具有相當強烈的獨立成份。

遵守董事進行證券交易之標準守則

本公司已採納上市規則附錄十上市發行人董事進行證券交易的標準守則（「標準守則」）作為董事買賣本公司證券的指引。經向全體董事作出具體查詢後，各董事確認，截至二零一三年六月三十日止六個月，彼等進行的證券買賣（如有）已遵守標準守則所列明的規定準則。

標準守則已擴展至包涵本集團高級管理人員及有可能擁有本公司內幕消息之有關僱員。



Corporate Governance and Other Information (continued)

企業管治及其他資料(續)

Purchase, Sale or Redemption of the Company's Listed Securities

During the six months ended 30 June 2013, the Company repurchased 406,000 ordinary shares on the Stock Exchange at an aggregate consideration of HK\$1,323,905.27. The repurchase was effected by the Directors for the enhancement of shareholders' value. Details of the repurchase are as follows:

Date of repurchase 購回日期	Total number of the ordinary shares repurchased 購回普通股股份總數	Highest price paid per share 每股所付最高價格 HK\$ 港元	Lowest price paid per share 每股所付最低價格 HK\$ 港元	Aggregate consideration 代價總額 HK\$ 港元
24 June 2013 二零一三年六月二十四日	406,000	3.28	3.20	1,323,905.27

Except as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the period.

Interim Dividend

The Directors do not recommend the payment of an interim dividend for the six months ended 30 June 2013. Accordingly, no closure of Register of Members of the Company is proposed.

Interim Results

The unaudited condensed consolidated results of the Group for the six months ended 30 June 2013 have been reviewed in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants, by Deloitte Touche Tohmatsu, certified public accountants in Hong Kong, and the Audit Committee with no disagreement.

Changes of Information of Director

Pursuant to Rule 13.51B of the Listing Rules, the changes of information of Directors of the Company subsequent to the date of the 2012 Annual Report of the Company are required to be disclosed.

Dr. Loke Yu, Independent Non-Executive Director of the Company, was appointed as an Independent Non-Executive Director of China Household Holdings Limited (Stock Code: 692) with effect from 9 August 2013, a company listed on the main board of The Stock Exchange of Hong Kong Limited.

購買、出售或贖回本公司上市證券

於截至二零一三年六月三十日止六個月，本公司於聯交所購回406,000股普通股，合共代價1,323,905.27港元。董事會進行購回以增加股東價值。購回之詳情如下：

除上述披露者外，於期內本公司及其任何附屬公司均無購買、售出或贖回任何本公司的上市證券。

中期股息

董事不建議宣派截至二零一三年六月三十日止六個月的中期股息。因此，本公司並無建議暫停辦理股東名冊登記。

中期業績

本集團截至二零一三年六月三十日止六個月之未經審核簡明綜合業績已由香港執業會計師—德勤•關黃陳方會計師行根據香港會計師公會頒佈的《香港審閱委聘準則》第2410號「由實體獨立核數師審閱中期財務資料」進行審閱，並經審核委員會審閱，且無不同意見。

董事資料變動

根據上市規則第13.51B條，自本公司二零一二年年報日期以來有關本公司董事資料之變動均需要作出披露。

陸海林博士，本公司獨立非執行董事，於二零一三年八月九日起獲委任為中國家居控股有限公司(股份代號：692)的獨立非執行董事職務，該公司為一間於香港聯合交易所有限公司主板上市之公司。



Report on Review of Condensed Consolidated Financial Statements

簡明綜合財務報表審閱報告

Deloitte. 德勤

TO THE BOARD OF DIRECTORS OF CHIHO-TIANDE GROUP LIMITED
(incorporated in the Cayman Islands with limited liability)

Introduction

We have reviewed the condensed consolidated financial statements of Chiho-Tiande Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 49 to 108, which comprise the condensed consolidated statement financial position as of 30 June 2013 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion 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.

Scope of review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

致齊合天地集團有限公司董事會
(於開曼群島註冊成立的有限公司)

引言

本核數師(以下簡稱「我們」)已審閱載於第49至108頁之齊合天地集團有限公司(「本公司」)及其附屬公司(統稱為「本集團」)之簡明綜合財務報表。此簡明綜合財務報表包括於二零一三年六月三十日之簡明綜合財務狀況表與截至該日止六個月期間之相關簡明綜合損益表及其他全面收益表、權益變動表和現金流量表及若干說明附註。香港聯合交易所有限公司主板證券上市規則規定，就中期財務資料編製之報告必須符合當中有關條文以及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。本公司董事須對根據香港會計準則第34號編製及呈列該簡明綜合財務報表負責。我們之責任是根據審閱對該簡明綜合財務報表作出結論，並按照委聘之協定條款僅向作為實體之閣下報告結論，且並無其他目的。我們不會就本報告之內容向任何其他人士負上或承擔任何責任。

審閱範圍

我們已根據香港會計師公會頒佈之香港審閱委聘準則第2410號「由實體獨立核數師審閱中期財務資料」進行審閱。審閱簡明綜合財務報表包括主要向負責財務和會計事務之人員作出查詢，並應用分析性和其他審閱程序。審閱範圍遠少於根據香港核數準則進行審核之範圍，故不能令我們保證我們將知悉在審核中可能發現之所有重大事項。因此，我們不會發表審核意見。



Report on Review of Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表審閱報告(續)

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

結論

按照我們之審閱，我們並無發現任何事項，令我們相信簡明綜合財務報表在各重大方面未有根據香港會計準則第34號編製。

Deloitte Touche Tohmatsu

Certified Public Accountants
Hong Kong
15 August 2013

德勤 • 關黃陳方會計師行

執業會計師
香港
二零一三年八月十五日



Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益表及其他全面收益表

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
		NOTES 附註	
Revenue	收益	3	3,825,686
Cost of sales	銷售成本	4	(3,924,090)
Gross (loss) profit	(毛損) 毛利		132,059
Other income	其他收入		5,534
Other gains and losses	其他收益及虧損	5	63,245
Distribution and selling expenses	分銷及銷售開支		(4,397)
General and administrative expenses	一般及行政開支		(64,613)
Finance costs	財務成本	6	(83,911)
(Loss) profit before tax	除稅前(虧損)溢利		47,917
Income tax credit (expense)	所得稅抵免(開支)	7	(19,885)
(Loss) profit for the period	期內(虧損)溢利	8	28,032
Other comprehensive income (expense)	其他全面收入(開支)		
Item that will not be reclassified to profit or loss:	不會重新分類至損益的項目:		
Exchange difference arising on translation to the Group's presentation currency	換算集團呈報貨幣產生的匯兌差額		(16,645)
Items that may be subsequently reclassified to profit or loss:	其後可重新分類至損益的項目:		
Reclassification adjustment relating to disposal of available-for-sale investment	有關出售可供出售投資之重新分類調整		429
Fair value loss on available-for-sale investment	可供出售投資之公平值虧損		(3,605)
			(3,938)
Other comprehensive income (expense) for the period	期內其他全面收入(開支)		(19,821)
Total comprehensive (expense) income for the period	期內全面(開支)收入總額		8,211
(Loss) profit for the period attributable to:	以下各方應佔期內(虧損)溢利:		
Owners of the Company	本公司擁有人		44,966
Non-controlling interests	非控股權益		(16,934)
			(773,186)
Total comprehensive (expense) income for the period attributable to:	以下各方應佔期內全面(開支)收入總額:		
Owners of the Company	本公司擁有人		25,140
Non-controlling interests	非控股權益		(16,929)
			(749,747)
			HK\$ 港元
(Loss) earnings per share	每股(虧損)盈利		HK\$ 港元
– basic	– 基本	10	0.043
– diluted	– 攤薄	10	0.037



Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2013 於二零一三年六月三十日

		NOTES 附註	At 30 June 2013 於二零一三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2012 於二零一二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	311,395	298,463
Prepaid lease payments	預付租金		345,781	346,547
Investment properties	投資物業		29,875	30,808
Available-for-sale investment	可供出售投資	26	11,532	15,470
Deposits paid for leasehold interests and acquisition of property, plant and equipment	就租賃權益及收購物業、廠房及設備所付按金	12	26,006	2,063
Deferred tax assets	遞延稅項資產		34,666	12,621
			759,255	705,972
Current assets	流動資產			
Inventories	存貨		2,626,332	2,982,599
Trade and other receivables	貿易及其他應收款項	13	683,347	786,074
Bills receivables	應收票據	14	13,809	7,054
Amount due from a substantial shareholder	應收主要股東款項	24	18,774	23,636
Prepaid lease payments	預付租金		8,765	8,687
Investments at fair value through profit or loss ("FVTPL")	按公平值計入損益(「按公平值計入損益」)之投資	26	–	24,677
Derivative financial instruments	衍生金融工具	15	52,651	55,438
Tax recoverable	可收回稅項		14,434	9,484
Pledged bank deposits	已抵押銀行存款		78,749	105,765
Restricted deposits	受限制存款		436,011	44,656
Bank balances and cash	銀行結餘及現金		490,564	447,937
			4,423,436	4,496,007
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	16	377,158	265,439
Amount due to a substantial shareholder	應付主要股東款項	24	56,548	42,917
Derivative financial instruments	衍生金融工具	15	367,209	21,520
Tax payable	應付稅項		1,073	14,640
Bank borrowings	銀行借貸	17	2,267,697	1,949,673
			3,069,685	2,294,189
Net current assets	流動資產淨值		1,353,751	2,201,818
Total assets less current liabilities	資產總值減流動負債		2,113,006	2,907,790



Condensed Consolidated Statement of Financial Position (continued)

簡明綜合財務狀況表(續)

At 30 June 2013 於二零一三年六月三十日

		NOTES 附註	At 30 June 2013 於二零一三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2012 於二零一二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Capital and reserves	股本及儲備			
Share capital	股本	18	10,448	10,435
Share premium and reserves	股份溢價及儲備		1,366,698	2,104,570
Equity attributable to owners of the Company	本公司擁有人應佔權益		1,377,146	2,115,005
Non-controlling interests	非控股權益		(66,729)	(41,463)
Total equity	總權益		1,310,417	2,073,542
Non-current liabilities	非流動負債			
Convertible bonds	可換股債券	19	733,251	708,547
Embedded derivative components of convertible bonds	可換股債券之嵌入式衍生部分	19	36,410	85,290
Warrants	認股權證	20	3,507	8,046
Deferred tax liabilities	遞延稅項負債		29,421	32,365
			802,589	834,248
			2,113,006	2,907,790



Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔											Attributable to non-controlling interests		Total
		Share capital	Share redemption premium	Capital reserve	Share option reserve	Capital reserve	Statutory general reserve	Enterprise expansion fund	Investment revaluation reserve	Foreign currency translation reserve	Accumulated profits (losses)	Sub-total	interests	Total	
		股本	股份溢價	資本儲備	購股權儲備	資本儲備	法定一般儲備	企業發展基金	投資重估儲備	外幣匯兌儲備	溢利(虧損)累計	小計	非控股權益應佔	總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元	千港元	
At 1 January 2012 (audited)	於二零一二年一月一日 (經審核)	10,419	884,911	200	22,778	222,760	94,905	94,905	(6,653)	126,773	595,624	2,046,622	17,398	2,064,020	
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	44,966	44,966	(16,934)	28,032		
Exchange difference arising on translation to the Group's presentation currency	換算成本集團呈報貨幣產生的匯兌差額	-	-	-	-	-	-	-	(16,650)	-	(16,650)	5	(16,645)		
Reclassify to profit or loss on disposal of available-for-sale investment	於出售可供出售投資時重新分類至損益	-	-	-	-	-	-	-	429	-	429	-	429		
Fair value loss on available-for-sale investment	可供出售投資之公平值虧損	-	-	-	-	-	-	-	(3,605)	-	(3,605)	-	(3,605)		
Total comprehensive income (expense) for the period	期內全面收入(開支)總額	-	-	-	-	-	-	-	(3,176)	(16,650)	44,966	25,140	(16,929)	8,211	
Exercise of share options	行使購股權	23	7,073	-	(1,257)	-	-	-	-	-	5,839	-	5,839		
Lapse of share options	購股權失效	-	-	-	(7,879)	-	-	-	-	7,879	-	-	-		
Cash dividend paid	已派現金股息	-	-	-	-	-	-	-	-	(38,612)	(38,612)	-	(38,612)		
Recognition of equity-settled share-based payments	確認以股權結算及以股份為基礎之付款	-	-	-	9,032	-	-	-	-	-	9,032	-	9,032		
Deregistration of a non-wholly owned subsidiary (note iii)	註銷一間非全資附屬公司(附註iii)	-	-	-	-	-	-	-	-	-	-	(9,414)	(9,414)		
Transfer of reserve	儲備轉撥	-	-	-	-	524	524	-	-	(1,048)	-	-	-		
At 30 June 2012 (unaudited)	於二零一二年六月三十日(未經審核)	10,442	891,984	200	22,674	222,760	95,429	95,429	(9,829)	110,123	608,809	2,048,021	(8,945)	2,039,076	



Condensed Consolidated Statement of Changes in Equity (continued)

簡明綜合權益變動表(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔											Attributable to non-controlling interests		Total
		Share capital	Share premium	Capital redemption reserve	Share option reserve	Capital reserve	Statutory general reserve	Enterprise expansion fund	Investment revaluation reserve	Foreign currency translation reserve	Accumulated profits (losses)	Sub-total	Interests		
		股本	股份溢價	贖回資本儲備	購股權儲備	資本儲備	法定一般儲備	企業發展基金	投資重估儲備	外幣匯兌儲備	溢利(虧損)累計	小計	非控股權益應佔	總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2013 (audited)	於二零一三年一月一日 (經審核)	10,435	888,986	220	29,987	222,760	102,167	102,166	-	118,951	639,333	2,115,005	(41,463)	2,073,542	
Loss for the period	期內虧損	-	-	-	-	-	-	-	-	(748,940)	(748,940)	(24,246)	(773,186)		
Exchange difference arising on translation to the Group's presentation currency	換算成本集團呈報貨幣產生的匯兌差額	-	-	-	-	-	-	-	28,397	-	28,397	(1,020)	27,377		
Fair value loss on available-for-sale investment	可供出售投資之公平值虧損	-	-	-	-	-	-	(3,938)	-	-	(3,938)	-	(3,938)		
Total comprehensive income (expense) for the period	期內全面收入(開支)總額	-	-	-	-	-	-	(3,938)	28,397	(748,940)	(724,481)	(25,266)	(749,747)		
Exercise of share options	行使購股權	13	4,246	-	(964)	-	-	-	-	-	3,295	-	3,295		
Lapse of share options	購股權失效	-	-	-	(4,894)	-	-	-	-	4,894	-	-	-		
Dividends recognised as distribution	確認為分派的股息	-	-	-	-	-	-	-	-	(22,143)	(22,143)	-	(22,143)		
Recognition of equity-settled share-based payments	確認以股權結算及以股份為基礎之付款	-	-	-	6,794	-	-	-	-	-	6,794	-	6,794		
Share repurchased and not yet cancelled (note iv)	股份購回且尚未註銷(附註iv)	-	-	(1,324)	-	-	-	-	-	-	(1,324)	-	(1,324)		
Transfer of reserve	儲備轉撥	-	-	-	-	154	154	-	-	(308)	-	-	-		
At 30 June 2013 (unaudited)	於二零一三年六月三十日 (未經審核)	10,448	893,232	(1,104)	30,923	222,760	102,321	102,320	(3,938)	147,348	(127,164)	1,377,146	(66,729)	1,310,417	



Condensed Consolidated Statement of Changes in Equity (continued)

簡明綜合權益變動表(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

notes:

- (i) Capital reserve represents the sum of (a) the difference between the nominal value of the aggregate share capital and share premium of the subsidiaries acquired by the Company upon a group reorganisation in 2008 and the nominal value of the Company's shares issued in exchange and (b) a capitalisation of shareholders' loans in 2010.
- (ii) Statutory general reserve and enterprise expansion fund represent the appropriation of 10% of profit after tax determined based on the relevant accounting rules and regulations of the People's Republic of China (the "PRC") as required by the Articles of Association of the Company's PRC subsidiaries. The appropriation may cease to apply if the balance of the statutory general reserve and enterprise expansion fund has reached 50% of the PRC subsidiaries' registered capital.
- (iii) During the six months ended 30 June 2012, the Group deregistered a 51% owned subsidiary. Immediate prior to deregistration, all assets (other than cash) were disposed of and liabilities of the subsidiary were settled. The cash of HK\$19,212,000 was distributed to the equity owners in proportion to their equity interest.
- (iv) During the current interim period, the Company repurchased 406,000 of its own shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), which were not yet cancelled as at the end of the current reporting period, at an aggregate consideration of approximately HK\$1,324,000. The highest and lowest prices paid were HK\$3.28 and HK\$3.20, respectively.

附註：

- (i) 資本儲備指(a)本公司於二零零八年集團重組時所收購附屬公司股本及股份溢價總額之面值與本公司交換股權所發行股份之面值的差額與(b)二零一零年資本化股東貸款之和。
- (ii) 本公司中華人民共和國(「中國」)附屬公司的組織章程細則規定，須根據中國相關會計規則及法規釐定將除稅後溢利10%撥入法定一般儲備及企業發展基金。倘法定一般儲備及企業發展基金餘額達中國附屬公司註冊資本的50%，則可終止撥備。
- (iii) 於截至二零一二年六月三十日止六個月，本集團決定註銷一間擁有51%權益的附屬公司。緊接註銷前，該附屬公司的所有資產(現金除外)已處置及負債已結算。現金19,212,000港元已按權益持有人的權益比例分派予權益擁有人。
- (iv) 於本中期期間，本公司已於香港聯合交易所有限公司(「聯交所」)購回406,000股其本身股份，該等股份於本報告期末尚未註銷，總代價約為1,324,000港元。已付最高及最低價格分別為3.28港元及3.20港元。



Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
Operating activities	經營活動		
(Loss) profit before tax	除稅前(虧損)溢利	(797,441)	47,917
Adjustments for:	對下列各項之調整:		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	16,924	19,505
Gain on fair value change of the derivative components of convertible bonds	可換股債券衍生部分之 公平值變動收益	(48,880)	(29,024)
Gain on fair value change of warrants	認股權證之公平值變動收益	(4,539)	(2,701)
Interest expenses	利息開支	86,763	83,911
Net foreign exchange (gain) loss	匯兌(收益)虧損淨額	(51,293)	15,233
Write down on (reversal of) inventories allowance	撇銷(撥回)存貨撥備	98,303	(62,473)
Other adjustments	其他調整	9,620	(2,512)
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	(690,543)	69,856
Decrease (increase) in inventories	存貨減少(增加)	297,356	(722,991)
Decrease (increase) in trade and other receivables	貿易及其他應收款項減少(增加)	105,983	(34,793)
(Increase) decrease in bills receivables	應收票據(增加)減少	(6,631)	29,295
Increase in amount due to a substantial shareholder	應付主要股東款項增加	18,493	-
Decrease in derivative financial instruments	衍生金融工具減少	349,073	3,985
Increase in trade and other payables	貿易及其他應付款項增加	102,028	35,564
Cash generated from (used in) operations	經營產生(所用)現金	175,759	(619,084)
Tax paid	已付稅項	(18,887)	(5,095)
Tax refunded	退回稅項	-	14,911
Interest paid	已付利息	(60,340)	(64,881)
Net cash from (used in) operating activities	經營活動產生(所用)現金淨額	96,532	(674,149)



Condensed Consolidated Statement of Cash Flows (continued)

簡明綜合現金流量表(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash used in investing activities	投資活動所用現金淨額		
Placement of restricted deposits	存入受限制存款	(728,504)	(129,424)
Withdrawal of restricted deposits	提取收限制存款	337,795	91,792
Purchases of or deposit for leasehold interests and property, plant and equipment	購置租賃權益及物業、廠房及設備或已付定金	(49,747)	(30,404)
Proceeds from disposal of available-for-sale investment	出售可供出售投資所得款項	-	2,785
Payment for prepaid lease payments	預付租金付款	-	(171,591)
Placement of pledged bank deposits	存入已抵押銀行存款	(86,435)	(118,189)
Withdrawal of pledged bank deposits	提取已抵押銀行存款	114,927	-
Other investing activities	其他投資活動	31,831	4,348
		(380,133)	(350,683)
Net cash from financing activities	融資活動所得現金淨額		
New bank and other borrowings raised	新增銀行及其他借貸	3,981,862	3,939,703
Issue of new shares	發行新股	3,295	5,839
Repayment of bank and other borrowings	償還銀行及其他借貸	(3,656,301)	(3,893,277)
Repurchase of shares	股份購回	(1,324)	-
Issue of convertible bonds and detachable warrants	發行可換股債券及可分拆認股權證	-	815,800
Dividend paid	已付股息	-	(38,612)
Return of investment to non-controlling interests upon deregistration of a subsidiary	於註銷一間附屬公司時向非控股權益返還投資	-	(9,414)
		327,532	820,039
Net increase (decrease) in cash and cash equivalents	現金及現金等值項目淨額增加(減少)	43,931	(204,793)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值項目	446,536	392,762
Effect of foreign exchange rate changes	外匯匯率變動的影響	97	(3,641)
Cash and cash equivalents at 30 June represented by bank balances and cash	於六月三十日之現金及現金等值項目(指銀行結餘及現金)	490,564	184,328



Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

1. Basis of Preparation

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (“HKAS 34”) *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

2. Principal Accounting Policies

The condensed consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair values.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2013 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2012.

In the current interim period, the Group has applied, for the first time, the following new or revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”):

- HKFRS 10 Consolidated Financial Statements;
- HKFRS 11 Joint Arrangements;
- HKFRS 12 Disclosure of Interests in Other Entities;
- Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 Consolidated Financial Statements, Joint Arrangements and Disclosure of Interest in Other Entities: Transition Guidance;
- HKFRS 13 Fair Value Measurement;
- HKAS 19 (as revised in 2011) Employee Benefits;
- HKAS 28 (as revised in 2011) Investments in Associates and Joint Ventures;

1. 編製基準

本簡明綜合財務報表乃按照香港會計師公會頒佈之香港會計準則第34號(「香港會計準則第34號」)中期財務報告及聯交所證券上市規則(「上市規則」)附錄十六之適用披露規定而編製。

2. 主要會計政策

除若干金融工具以公平值計量外，該等簡明綜合財務報表按歷史成本法編製。

除下文所述者外，截至二零一三年六月三十日止六個月的簡明綜合財務報表所採用的會計政策及估算方法與編製截至二零一二年十二月三十一日止年度的本集團年度財務報表所遵循者一致。

於本中期期間，本集團首次採納由香港會計師公會(「香港會計師公會」)頒佈之新訂或經修訂香港財務報告準則(「香港財務報告準則」):

- 香港財務報告準則第10號綜合財務報表；
- 香港財務報告準則第11號合營安排；
- 香港財務報告準則第12號於其他實體權益之披露；
- 香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號(修訂本)綜合財務報表、合營安排及於其他實體權益之披露：過渡指引；
- 香港財務報告準則第13號公平值計量；
- 香港會計準則第19號(於二零一一年經修訂)僱員福利；
- 香港會計準則第28號(於二零一一年經修訂)聯營和合營企業投資；



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

2. Principal Accounting Policies (continued)

- Amendments to HKFRS 7 Disclosures – Offsetting Financial Assets and Financial Liabilities;
- Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income;
- Amendments to HKFRSs Annual Improvements to HKFRSs 2009-2011 Cycle; and
- HK(IFRIC) – Int 20 Stripping Costs in the Production Phase of a Surface Mine.

New and revised Standards on consolidation and disclosures

The Group has applied for the first time HKFRS 10, HKFRS 11, HKFRS 12 and HKAS 28 (as revised in 2011) together with the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 regarding the transitional guidance. HKAS 27 (as revised in 2011) is not applicable to these condensed consolidated financial statements as it deals only with separate financial statements.

HKFRS 10 replaces the parts of HKAS 27 *Consolidated and Separate Financial Statements* that deal with consolidated financial statements and HK(SIC) – Int 12 *Consolidation – Special Purpose Entities*. HKFRS 10 changes the definition of control such that an investor has control over an investee when a) it has power over the investee, b) it is exposed, or has rights, to variable returns from its involvement with the investee and c) has the ability to use its power to affect its return. All three of these criteria must be met for an investor to have control over an investee. Previously, control was defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The directors of the Company reviewed and assessed the application of these five standards in the current interim period and concluded that they have had no material effect on the amounts and/or disclosures reported in these condensed consolidated financial statements.

2. 主要會計政策(續)

- 香港財務報告準則第7號(修訂本)披露—抵銷金融資產及金融負債；
- 香港會計準則第1號(修訂本)其他全面收益項目的呈報；
- 香港財務報告準則(修訂本)香港財務報告準則二零零九年至二零一一年週期之年度改進；及
- 香港(國際財務報告詮釋委員會)—詮釋第20號露天礦場生產期的剝除成本。

綜合及披露的新訂及經修訂準則

本集團已首次採納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號及香港會計準則第28號(於二零一一年經修訂)連同香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂本，均有關過渡指引。香港會計準則第27號(於二零一一年經修訂)不適用於該等簡明綜合財務報表，因其僅涉及獨立財務報表。

香港財務報告準則第10號取代處理綜合財務報表的部份香港會計準則第27號 *綜合及獨立財務報表* 及香港(常務詮釋委員會)詮釋第12號 *綜合—特殊目的實體*。香港財務報告準則第10號變更了控制的定義，當投資者在(a)其可對被投資方行使權力；(b)其自參與被投資方的業務獲得或有權獲得可變回報；及(c)有能力使用其權力影響投資者回報金額時方擁有對被投資方的控制權。該等三項標準須同時滿足，投資者方擁有對被投資方的控制權。控制於早前定義為有權規管實體之財務及經營政策以從其業務中獲益。

本公司董事已審議及評估於本中期間應用該等五項準則並認為，該等準則對簡明綜合財務報表呈報金額及/或所呈報披露概無重大影響。



2. Principal Accounting Policies (continued) New and revised Standards on consolidation and disclosures (continued)

Additional disclosures are required by HKFRS 12 in respect of each of its subsidiaries that have non-controlling interests that are material to the reporting entity, and will be disclosed in the annual financial statements for the year ending 31 December 2013.

HKFRS 13 Fair Value Measurement

The Group has applied HKFRS 13 for the first time in the current interim period. HKFRS 13 establishes a single source of guidance for, and disclosures about, fair value measurements, and replaces those requirements previously included in various HKFRSs. Consequential amendments have been made to HKAS 34 to require certain disclosures to be made in the interim condensed consolidated financial statements.

The scope of HKFRS 13 is broad, and applies to both financial instruments items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, subject to a few exceptions. HKFRS 13 contains a new definition for 'fair value' and defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements.

In accordance with the transitional provisions of HKFRS 13, the Group has applied the new fair value measurements and disclosure requirements prospectively. Disclosures of fair value information in accordance with the consequential amendments of HKAS 34 are set out in Note 26. The application of HKFRS 13 does not have significant impact on the fair value measurements of the Group's assets and liabilities.

2. 主要會計政策(續) 綜合及披露的新訂及經修訂準則(續)

香港財務報告準則第12號要求其各附屬公司擁有對報告實體屬重大的非控股權益則須予以額外披露，並將於截至二零一三年十二月三十一日止年度的年度財務報表中披露。

香港財務報告準則第13號公平值計量

於本中期間，本集團首次應用香港財務報告準則第13號。香港財務報告準則第13號建立有關公平值計量及公平值計量之披露之單一指引，並取代過往刊載於其他香港財務報告準則之規定。香港會計準則第34號已作出相對性修改，規定在中期簡明綜合財務報表作出若干披露。

香港財務報告準則第13號之範圍廣泛，並應用於其他香港財務報告準則規定或允許公平值計量及有關公平值計量披露之金融工具項目及非金融工具項目，惟有少數例外情況。香港財務報告準則第13號包含「公平值」之新定義，定義公平值為在資本(或在最有利)市場中，根據計量日之現行市況，釐定出售資產所得或轉讓負債所付出之作價。在香港財務報告準則第13號下，公平值是一個出售價格，不管該價格是可以直接觀察或利用其他評估方法而預算出來。此外，香港財務報告準則第13號包含廣泛之披露規定。

根據香港財務報告準則第13號之過渡條文，本集團已按未來適用法採用新公平值計量及披露規定。根據香港會計準則第34號相應的修訂本披露之公平值資料載於附註26。採納香港財務報告準則第13號對本集團資產及負債之公平值計量並無重大影響。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

2. Principal Accounting Policies (continued) Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 introduce new terminology for statement of comprehensive income and income statement. Under the amendments to HKAS 1, a statement of comprehensive income is renamed as a statement of profit or loss and other comprehensive income and an income statement is renamed as a statement of profit or loss. The amendments to HKAS 1 require additional disclosures to be made in the other comprehensive section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the existing option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes.

Amendments to HKFRS 7 Disclosures – Offsetting Financial Assets and Financial Liabilities

The amendments to HKFRS 7 require entities to disclose information about rights of offset and related arrangements (such as collateral posting requirements) for financial instruments under an enforceable master netting agreement or similar arrangement. The Group has applied the amendments retrospectively for the first time in the current period. The application of amendments to HKFRS 7 has no material impact on the amounts reported but result in more disclosures on derivative instruments.

Details of disclosure are set out in Note 27.

2. 主要會計政策(續) 香港會計準則第1號(修訂本)其他全面收益項目的呈列

香港會計準則第1號(修訂本)就全面收益表及收益表引入新名稱。根據香港會計準則第1號(修訂本)，全面收益表更名為損益表及其他全面收益表，而收益表則更名為損益表。香港會計準則第1號(修訂本)要求在其他全面收益一節內作出額外披露，將其他全面收益項目分為兩類：(a)其後不會重新分類至損益之項目；及(b)其後可能會於符合特定條件時重新分類至損益之項目。其他全面收益項目之所得稅須按相同基準分配，惟有關修訂不會影響呈列其他全面收益項目(無論為除稅前項目或除稅後項目)之現有選擇。該等修訂已追溯應用，因此，其他全面收益項目之呈列方式已作出修改，以反映有關變動。

香港財務報告準則第7號(修訂本)披露 – 抵銷金融資產及金融負債

香港財務報告準則第7號(修訂本)規定，實體須披露可強制執行統一淨額結算協議或類似安排項下有關金融工具的抵銷權利及相關安排(比如合約公佈規定)的資料。本集團於本期間已首次追溯應用有關修訂。應用香港財務報告準則第7號(修訂本)對所呈報金額並無重大影響，惟可能導致更多衍生工具的披露。

有關披露的詳情載於附註27。



2. Principal Accounting Policies (continued)
Amendments to HKAS 34 *Interim Financial Reporting* (as part of the Annual Improvements to HKFRSs 2009-2011 Cycle)

The Group has applied the amendments to HKAS 34 *Interim Financial Reporting* as part of the *Annual Improvements to HKFRSs 2009-2011 Cycle* for the first time in the current interim period. The amendments to HKAS 34 clarify that the total assets and total liabilities for a particular reportable segment would be separately disclosed in the interim financial statements only when the amounts are regularly provided to the chief operating decision maker (“CODM”) and there has been a material change from the amounts disclosed in the last annual financial statements for that reportable segment.

Since the CODM does not review assets and liabilities of the Group’s reportable segments for performance assessment and resource allocation purposes, the Group has not included total assets and liabilities information as part of the segment information.

2. 主要會計政策(續)
香港會計準則第34號(修訂本)中期財務報告(作為香港財務報告準則二零零九年至二零一一年週期之年度改進的一部份)

於本中期期間，本集團首次應用香港會計準則第34號(修訂本)中期財務報告，作為香港財務報告準則二零零九年至二零一一年週期之年度改進的一部份。香港會計準則第34號(修訂本)澄清，只在特定的可呈報分部總資產和總負債的金額是定期提供給首席營運決策者(「營運總裁」)及與上一份年終財務報表所披露的金額存有重大轉變的情況下，中期財務報告需要分開披露該可呈報分部總資產和總負債金額。

鑑於營運總裁並不會審閱本集團可呈報分部的資產及負債以作出評核分部表現及資源分配，本集團沒有把總資產及負債資料包含於分部資料裡面。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

3. Segment Information

Operating and reportable segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the CODM in order to allocate resources to segments and to assess their performance. The executive directors of the Company are identified as the CODM and they regularly review the internal report on gross profit/loss derived from different business activities and different products to assess performance and allocate resources of the Group.

The Group is mainly engaged in the principal business of metal recycling, involving the recycling of mixed metal scrap into copper scrap, steel scrap, aluminium scrap, iron scrap and other metal scrap. The Group is also engaged in the foundry business which involves the production and sale of aluminium-alloy ingots and copper rod and wire, and wholesales business which involves trading of other metal scrap without processing and copper cathode. The operating and reportable segments are identified based on major products under three categories of business activities:

- (i) metal recycling business (including sales of copper scrap, steel scrap, aluminium scrap, iron scrap and other metal scrap);
- (ii) foundry business (including sales of aluminium-alloy ingots and copper rod and wire); and
- (iii) wholesales business (including sales of other metal scrap without processing and copper cathode).

3. 分部資料

業務及可呈報分部的劃分基準與營運總裁定期審閱有關本集團業務結構以分配調資及評估分部表現的內部報告的基準一致。本公司執行董事擔任營運總裁角色，定期審閱關於各種業務活動及各類產品所得毛利／毛損的內部報告，評估本集團表現並分配資源。

本集團主要從事金屬再生業務，涉及將混合廢金屬回收分成廢銅、廢鋼、廢鋁、廢鐵及其他廢金屬，亦從事涉及生產及銷售鋁錠以及銅桿及銅線等鑄造業務與涉及買賣其他未加工之廢金屬及陰極銅等批發業務。業務及可呈報分部按主要產品劃分為三類業務活動：

- (i) 金屬再生業務(包括銷售廢銅、廢鋼、廢鋁、廢鐵及其他廢金屬)；
- (ii) 鑄造業務(包括銷售鋁錠及銅桿及銅線)；及
- (iii) 批發業務(包括銷售其他未加工之廢金屬及陰極銅)。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

3. Segment Information (continued)

The following is an analysis of the Group's segment revenue and segment results by operating and reportable segments for the period under review:

3. 分部資料(續)

以下為回顧期間本集團按業務及可呈報分部劃分的分部收益及分部業績分析：

Six months ended 30 June 2013

截至二零一三年六月三十日止六個月

		Metal recycling business 金屬再生業務				Foundry business 鑄造業務		Wholesales business 批發業務				
		Copper scrap	Steel scrap	Aluminium scrap	Iron scrap	Other metal scrap 其他 廢金屬	Aluminium- alloy ingots	Copper rod and wire 銅桿及 銅線	Other metal scrap without processing 其他未加工 廢金屬	Copper cathode	Elimination 對銷	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	HK\$'000 千港元	HK\$'000 千港元
REVENUE	收益											
External sales	外部銷售	1,986,549	468,593	125,434	90,883	33,294	175,828	9,282	507,225	428,598	-	3,825,686
Inter-segment sales	分部間銷售	186,477	16,032	124,474	-	2,498	-	-	1,822,554	5,918	(2,157,953)	-
Total segment revenue	分部收益總額	2,173,026	484,625	249,908	90,883	35,792	175,828	9,282	2,329,779	434,516	(2,157,953)	3,825,686
Segment profit (loss)	分部溢利(虧損)	(101,585)	(5,352)	4,897	749	(988)	4,603	(10,818)	17,447	(17,919)	10,562	(98,404)
Other income	其他收入											18,112
Other gains and losses	其他收益及虧損											(541,627)
Distribution and selling expenses	分銷及銷售開支											(11,903)
General and administrative expenses	一般及行政開支											(76,856)
Finance costs	財務成本											(86,763)
Loss before tax	除稅前虧損											(797,441)



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

3. Segment Information (continued)

Six months ended 30 June 2012

3. 分部資料(續)

截至二零一二年六月三十日止六個月

		Metal recycling business 金屬再生業務					Foundry business 鑄造業務		Wholesales 批發業務			
		Copper scrap	Steel scrap	Aluminium scrap	Iron scrap	Other metal scrap 其他 廢金屬	Aluminium- alloy ingots	Copper rod and wire 銅桿及 銅線	Other metal scrap without processing 其他未加工 廢金屬	Elimination	Total	
		廢銅	廢鋼	廢鋁	廢鐵	廢金屬	鋁錠	銅線	廢金屬	對銷	總計	
		HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元
REVENUE	收益											
External sales	外部銷售	2,102,555	624,944	107,855	107,967	31,379	129,759	104,591	374,163	-	3,583,213	
Inter-segment sales	分部間銷售	1,655	603	140,193	-	4,744	14,351	-	2,367,068	(2,528,614)	-	
Total segment revenue	分部收益總額	2,104,210	625,547	248,048	107,967	36,123	144,110	104,591	2,741,231	(2,528,614)	3,583,213	
Segment profit (loss)	分部溢利(虧損)	64,574	991	11,477	3,425	(1,458)	4,191	4,649	46,856	(2,646)	132,059	
Other income	其他收入										5,534	
Other gains and losses	其他收益及虧損										63,245	
Distribution and selling expenses	分銷及銷售開支										(4,397)	
General and administrative expenses	一般及行政開支										(64,613)	
Finance costs	財務成本										(83,911)	
Profit before tax	除稅前溢利										47,917	

Segment (loss) profit represents the gross (loss) profit resulted in each segment without allocation of other income, other gains and losses, distribution and selling expenses, general and administrative expenses and finance costs. This is the measure reporting to the CODM for the purposes of resource allocation and performance assessment.

Inter-segment sales are charged at prevailing market price.

分部(虧損)溢利指各分部產生的(毛損)毛利，未分配其他收入、其他收益及虧損、分銷及銷售開支、一般及行政開支及財務成本。此乃向營運總裁報告以便分配資源及評估表現的措施。

分部間銷售以現行市價扣除。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

4. Cost of Sales

Included in cost of sales are the following inventory allowance (reversal):

Inventory allowance provided (reversed) 計提(撥回)存貨撥備

Management assesses whether the carrying value of inventories exceed their net realisable value at the end of the reporting period. Management estimates the net realisable value for inventories with reference to the ask price of metal scrap in the relevant markets and the quoted prices of metal on applicable commodity exchanges at the end of the reporting period. For the six months ended 30 June 2013, because the market prices of the commodities were lower than the respective purchase prices of certain inventories held, an inventory allowance of approximately HK\$98,303,000 (2012: HK\$62,473,000 reversal of inventory allowance because the market prices of the commodities were higher than the net realisable value of respective inventories) was recognised.

4. 銷售成本

銷售成本包括以下存貨撥備(撥回)：

Six months ended 30 June 截至六月三十日止六個月

2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
98,303	(62,473)

管理層於各報告期末評估存貨賬面值是否超過存貨可變現淨值。管理層參考於各報告期末相關市場的廢金屬買價及相關商品交易所的金屬報價估計存貨可變現淨值。截至二零一三年六月三十日止六個月，由於商品市價較所持若干存貨的各自採購價為低，因此確認存貨撥備約98,303,000港元(二零一二年：由於商品市價較各存貨可變現淨值為高，故撥回存貨撥備62,473,000港元)。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

5. Other Gains and Losses

5. 其他收益及虧損

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
(Loss) gain on fair value change of:	公平值變動(虧損)收益:		
– derivative financial instruments (note)	– 衍生金融工具(附註)		
realised (loss) gain	已變現(虧損)收益	(314,285)	83,429
unrealised loss	未變現虧損	(312,659)	(33,918)
– the derivative component of convertible bonds (Note 19)	– 可換股債券衍生工具部分(附註19)	48,880	29,024
– warrants (Note 20)	– 認股權證(附註20)	4,539	2,701
Recovery of bad debts	收回壞賬	–	11
Impairment loss recognised on trade and other receivables	貿易及其他應收款項確認減值虧損	(846)	–
Net foreign exchange gain (loss)	匯兌收益(虧損)淨額	51,293	(15,233)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	(25)	(2,340)
Loss on disposal of available-for-sale investment	出售可供出售投資虧損	–	(429)
Gain on fair value change of investments at FVTPL	按公平值計入損益之投資公平值變動收益	34	–
Others (Note 28)	其他(附註28)	(18,558)	–
		(541,627)	63,245

note: The amount arose from fair value change in aluminium, copper, zinc, steel rebar and nickel future contracts, provisional pricing arrangements embedded in sales contracts and foreign currency forward contracts.

附註：該等金額乃產生自鋁、銅、鋅、鋼筋及鎳期貨合約的公平值變動、附帶臨時定價安排的銷售合約及外幣遠期合約。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

6. Finance Costs

6. 財務成本

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Interest on:	以下各項的利息：		
– bank borrowings wholly repayable within five years	– 須於五年內償清的銀行借貸	45,743	58,305
Effective interest expense on convertible bonds	可換股債券之實際利息開支	41,020	25,606
		86,763	83,911

7. Income Tax (Credit) Expense

7. 所得稅(抵免)開支

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Current tax:	即期稅項：		
Hong Kong	香港	95	506
PRC Enterprises Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)	–	253
Netherlands	荷蘭	186	–
		281	759
Under(over)provision in prior periods:	過往期間撥備不足(超額撥備)：		
Hong Kong	香港	–	(1,521)
PRC EIT	中國企業所得稅	34	1,618
		315	856
Deferred tax (credit) expense	遞延稅項(抵免)開支	(24,570)	19,029
		(24,255)	19,885



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

7. Income Tax (Credit) Expense (continued)

PRC

The Group's subsidiaries are subject to PRC EIT at the rate of 25%.

Hong Kong

All Hong Kong subsidiaries are subject to Hong Kong Profits Tax at the rate of 16.5% on their respective estimated assessable profit.

Other jurisdictions

Taxation arising in other jurisdiction is calculated at the rates prevailing in the relevant jurisdiction.

8. (Loss) Profit For The Period

7. 所得稅(抵免)開支(續)

中國

本集團的附屬公司須按25%的稅率繳納中國企業所得稅。

香港

所有香港附屬公司均須就各自估計應課稅溢利按16.5%的稅率繳納香港利得稅。

其他司法權區

於其他司法權區產生的稅項乃按相關司法權區的現行稅率計算。

8. 期內(虧損)溢利

		Six months ended 30 June	
		截至六月三十日止六個月	
		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
(Loss) profit for the period has been arrived at after charging (crediting) the following items:	期內(虧損)溢利, 已扣除(計入)下列各項:		
Cost of inventories recognised as an expense	確認為開支的存貨成本	3,924,090	3,451,154
Depreciation of investment properties	投資物業折舊	933	311
Depreciation of property, plant and equipment	物業、廠房及設備折舊	16,924	19,505
Share-based payment expense (Note 23)	以股份為基礎的付款之開支(附註23)	6,794	9,032
Amortisation of prepaid lease payments	預付租金攤銷	4,361	3,662
Interest income	利息收入	(3,024)	(3,041)



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

9. Dividends

9. 股息

		Six months ended 30 June	
		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
Dividend recognised as distribution during the period:	已確認期內分派股息：		
2012 final dividend paid – HK\$2.12 cents per share	已派付二零一二年末期股息 — 每股 2.12 港仙	22,143	–
2011 final dividend paid – HK\$3.7 cents per share	已派付二零一一年末期股息 — 每股 3.7 港仙	–	38,612

The directors do not recommend the payment of an interim dividend for the six months ended 30 June 2013 (2012: Nil).

董事不建議派付截至二零一三年六月三十日止六個月中期股息(二零一二年：無)。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

10. (Loss) Earnings Per Share

The calculation of the basic and diluted (loss) earnings per share attributable to owners of the Company is based on the following data:

10. 每股(虧損)盈利

本公司擁有人應佔每股基本及攤薄(虧損)盈利乃按以下數據計算：

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
(Loss) earnings:	(虧損) 盈利：		
(Loss) profit for the period attributable to owners of the Company for the purpose of basic (loss) earnings per share	計算每股基本(虧損)盈利的本公司擁有人應佔期內(虧損)溢利	(748,940)	44,966
Effect of dilutive potential ordinary shares:	潛在普通股攤薄影響：		
– Interest on convertible bonds	– 可換股債券的權益	–	25,606
– Gain on change in fair value of the derivative components of convertible bonds	– 可換股債券衍生部分之公平值變動收益	–	(29,024)
(Loss) profit for the period attributable to owners of the Company for the purpose of diluted (loss) earnings per share	計算每股攤薄(虧損)盈利的本公司擁有人應佔期內(虧損)溢利	(748,940)	41,548
Number of shares:	股份數目：		
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share	計算每股基本(虧損)盈利的普通股加權平均數目	1,043,782,344	1,042,340,970
Effect of dilutive potential ordinary shares	潛在普通股攤薄影響：		
– Convertible Bonds (Note 19)	– 可換股債券(附註19)	–	91,142,491
– Share options (Note 23)	– 購股權(附註23)	–	4,302,542
Weighted average number of ordinary shares for the purpose of diluted (loss) earnings per share	計算每股攤薄(虧損)盈利的普通股加權平均數目	1,043,782,344	1,137,786,003



10. (Loss) Earnings Per Share (continued)

In current period, the potential ordinary shares attributable to the Company's outstanding convertible bonds, warrants and certain share options have anti-dilutive effect on current interim period as the assumed conversion and exercise would result in a decrease in loss per share.

In prior period, the computation of diluted (loss) earnings per share does not assume the exercise of the Company's warrants and certain share options because the exercise prices of those warrants and share options were higher than the average market prices for shares.

11. Property, Plant and Equipment

During the current period, the Group acquired plant and equipment of approximately HK\$25,829,000 (2012: HK\$51,147,000).

12. Deposits Paid for Leasehold Interests and Acquisition of Property, Plant and Equipment

As disclosed in the announcement by the Company on 20 June 2013, the Group entered into an agreement for the assignment of leasehold interests for a piece of land and the buildings located in Yuen Long Industrial Estate, Hong Kong, for an aggregate consideration of HK\$303 million. The Group has paid an initial deposit of HK\$10 million upon the signing of the agreement. The completion of the assignment is subject to the obtaining of certain approvals from Hong Kong Science and Technology Parks Corporation.

The remaining balance of HK\$16 million represents deposits paid by the Group in connection with the acquisition of plant and machinery.

10. 每股(虧損)盈利(續)

於本期內，本公司尚未行使可換股債券、認股權證及若干購股權應佔潛在普通股於本中期期間並無反攤薄影響，因假設兌換及行使可能導致每股虧損減少。

於上期，在計算每股攤薄(虧損)盈利時，並無假設本公司認股權證和若干購股權已獲行使，因該等認股權證和購股權的行使價高於股份的平均市價。

11. 物業、廠房及設備

於本期內，本集團購入約25,829,000港元(二零一二年：51,147,000港元)的廠房及設備。

12. 就租賃權益及收購物業、廠房及設備已支付之按金

如本集團二零一三年六月二十日之公告所披露，本集團就位於香港元朗工業邨的土地及樓宇之租賃權益轉讓訂立協議，總代價為303,000,000港元。於簽訂協議後，本集團首次已支付10,000,000港元之按金。轉讓須獲香港科技園公司若干批准後，方告完成。

結餘16,000,000港元指本集團就收購廠房及機器已支付的按金。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

13. Trade and Other Receivables

The Group generally allows its trade customers a credit period ranging from 30 to 90 days. A longer credit period may be granted to trade customers with good credit quality upon the approval of management.

An analysis of the Group's trade receivables by age at the end of the reporting period, presented based on the invoice dates which approximated the date of revenue recognition, net of allowance for doubtful debts, is as follows:

13. 貿易及其他應收款項

本集團一般給予其貿易客戶介乎30至90日的信貸期。在獲得管理層批准後，本集團可向信貸紀錄良好的貿易客戶授出更長的信貸期。

以下為本集團於報告期末應收貿易賬款(扣除壞賬撥備)按發票日期(與收益確認日期相近)呈列的賬齡分析：

		At 30 June 2013 於二零一三年 六月三十日 HK\$'000 千港元	At 31 December 2012 於二零一二年 十二月三十一日 HK\$'000 千港元
Trade receivables:	貿易應收款項：		
0-30 days	0至30日	129,287	129,614
31-60 days	31至60日	12,193	30,097
61-90 days	61至90日	14,269	685
91-180 days	91至180日	39,458	36,683
Over 180 days	超過180日	13,092	3,015
		208,299	200,094
Other receivables	其他應收款項：		
Deposits and prepayments	按金及預付款項	57,576	48,343
Deposits paid for purchase of raw materials	購買原材料之已付按金	207,982	264,432
VAT recoverable	可退回增值稅	201,819	264,473
Others	其他	7,671	8,732
		475,048	585,980
		683,347	786,074



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

14. Bills Receivables

An analysis of the Group's bills receivables by age at the end of the reporting period, presented based on the invoice dates (also approximate to the date of revenue recognition), is as follows:

		At 30 June 2013 於二零一三年 六月三十日 HK\$'000 千港元	At 31 December 2012 於二零一二年 十二月三十一日 HK\$'000 千港元
0-30 days	0至30日	13,809	4,834
31-60 days	31至60日	-	370
61-90 days	61至90日	-	1,850
		13,809	7,054

14. 應收票據

以下為本集團於報告期末應收票據按發票日期(亦與收益確認日期相近)呈列的賬齡分析:

15. Derivative Financial Instruments

		At 30 June 2013 於二零一三年 六月三十日 HK\$'000 千港元	At 31 December 2012 於二零一二年 十二月三十一日 HK\$'000 千港元
Derivative financial assets			
衍生金融資產			
Aluminium, copper, zinc, steel rebar and nickel future contracts (note i)	鋁、銅、鋅、鋼筋及鎳期貨合約(附註i)	52,607	50,761
Provisional pricing arrangements (note ii)	臨時定價安排(附註ii)	-	4,677
Foreign currency forward contracts (note iii)	外幣遠期合約(附註iii)	44	-
		52,651	55,438
Derivative financial liabilities			
衍生金融負債			
Aluminium, copper, zinc, steel rebar and nickel future contracts (note i)	鋁、銅、鋅、鋼筋及鎳期貨合約(附註i)	347,150	20,007
Provisional pricing arrangements (note ii)	臨時定價安排(附註ii)	19,894	1,433
Foreign currency forward contracts (note iii)	外幣遠期合約(附註iii)	165	80
		367,209	21,520

15. 衍生金融工具



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

15. Derivative Financial Instruments (continued)

notes:

- (i) Aluminium, copper, zinc, steel rebar and nickel future contracts (net settlement)

The Group enters into aluminium, copper, zinc, steel rebar and nickel future contracts in order to manage its exposure to the price risk of aluminium, copper and other metal inventory. These contracts are actively traded in an active market and are measured at fair values based on unadjusted quoted price at the end of the reporting period, with gain or loss recognised directly in the profit or loss.

Major terms of the aluminium, copper, zinc, steel rebar and nickel future contracts outstanding at the end of the reporting period are set out below:

30 June 2013

Contract price 合約價格	Standard trading unit 標準買賣單位	Total unit 總單位	Maturity date 到期日
<i>Aluminium future contracts:</i> 鋁期貨合約:			
Buy at prices ranging from USD1,760 to USD1,980 per tonne 按介乎每噸1,760美元至1,980美元的價格購買	25 tonnes 25噸	1,904	From 2 July 2013 to 27 September 2013 自二零一三年七月二日至 二零一三年九月二十七日
Sell at prices ranging from USD1,790 to USD1,980 per tonne 按介乎每噸1,790美元至1,980美元的價格銷售	25 tonnes 25噸	1,168	From 2 July 2013 to 27 September 2013 自二零一三年七月二日至 二零一三年九月二十七日
Buy at prices ranging from RMB14,750 to RMB14,760 per tonne 按介乎每噸人民幣14,750元至人民幣 14,760元的價格購買	5 tonnes 5噸	40	15 July 2013 二零一三年七月十五日
<i>Copper future contracts:</i> 銅期貨合約:			
Buy at prices ranging from RMB48,200 to RMB55,320 per tonne 按介乎每噸人民幣48,200元至人民幣 55,320元的價格購買	5 tonnes 5噸	7,962	From 15 August 2013 to 15 November 2013 自二零一三年八月十五日至 二零一三年十一月十五日
Buy at prices ranging from USD6,650 to USD7,630 per tonne 按介乎每噸6,650美元至7,630美元的價格購買	25 tonnes 25噸	1,611	From 2 July 2013 to 27 September 2013 自二零一三年七月二日至 二零一三年九月二十七日
Sell at prices ranging from USD6,780 to USD7,630 per tonne 按介乎每噸6,780美元至7,630美元的價格銷售	25 tonnes 25噸	372	From 2 July 2013 to 13 September 2013 自二零一三年七月二日至 二零一三年九月十三日

15. 衍生金融工具(續)

附註:

- (i) 鋁、銅、鋅、鋼筋及鎳期貨合約(結算淨額)

本集團已訂立鋁、銅、鋅、鋼筋及鎳期貨合約，以管理鋁、銅及其他金屬存貨價格風險。於呈報期結算日，該等合約於活躍市場上成交活躍且基於未經調整報價以公平值計量，相關損益直接於損益賬中確認。

於各呈報期結算日未平倉鋁、銅、鋅、鋼筋及鎳期貨合約的主要條款如下：

於二零一三年六月三十日



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

15. Derivative Financial Instruments (continued)

notes: (continued)

- (i) Aluminium, copper, zinc, steel rebar and nickel future contracts (net settlement) (continued)

30 June 2013 (continued)

Contract price 合約價格	Standard trading unit 標準買賣單位	Total unit 總單位	Maturity date 到期日
<i>Zinc future contracts:</i> 鋅期貨合約:			
Buy at prices ranging from USD1,796 to USD1,960 per tonne 按介乎每噸1,796美元至1,960美元的價格購買	25 tonnes 25噸	1,589	From 2 July 2013 to 27 September 2013 自二零一三年七月二日至 二零一三年九月二十七日
Sell at prices ranging from USD1,840 to USD1,970 per tonne 按介乎每噸1,840美元至1,970美元的價格銷售	25 tonnes 25噸	1,089	From 2 July 2013 to 27 September 2013 自二零一三年七月二日至 二零一三年九月二十七日
<i>Steel rebar future contracts:</i> 鋼筋期貨合約:			
Buy at prices ranging from RMB3,385 to RMB3,638 per tonne 按介乎每噸人民幣3,385元至人民幣3,638元的價格購買	10 tonnes 10噸	10,550	15 October 2013 二零一三年十月十五日
<i>Nickel future contracts:</i> 鎳期貨合約:			
Buy at prices ranging from USD13,669 to USD16,576 per tonne 按介乎每噸13,669美元至16,576美元的價格購買	6 tonnes 6噸	200	From 2 July 2013 to 26 September 2013 自二零一三年七月二日至 二零一三年九月二十六日
Sell at prices ranging from USD13,850 to USD16,300 per tonne 按介乎每噸13,850美元至16,300美元的價格出售	6 tonnes 6噸	102	From 2 July 2013 to 20 September 2013 自二零一三年七月二日至 二零一三年九月二十日

15. 衍生金融工具(續)

附註:(續)

- (i) 鋁、銅、鋅、鋼筋及鎳期貨合約(結算淨額)(續)

二零一三年六月三十日(續)



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

15. Derivative Financial Instruments (continued)

notes: (continued)

- (i) Aluminium, copper, zinc, steel rebar and nickel future contracts (net settlement) (continued)

31 December 2012

Contract price 合約價格	Standard trading unit 標準買賣單位	Total unit 總單位	Maturity date 到期日
<i>Aluminium future contracts:</i>			
<i>鋁期貨合約:</i>			
Buy at prices ranging from USD1,898 to USD2,071 per tonne 按介乎每噸1,898美元至2,071美元的價格購買	25 tonnes 25噸	252	From 10 January 2013 to 28 March 2013 自二零一三年一月十日至 二零一三年三月二十八日
Sell at prices ranging from USD2,080 to USD2,135 per tonne 按介乎每噸2,080美元至2,135美元的價格出售	25 tonnes 25噸	144	From 2 January 2013 to 28 March 2013 自二零一三年一月二日至 二零一三年三月二十八日
Buy at prices ranging from USD2,074 to USD2,124 per tonne 按介乎每噸2,074美元至2,124美元的價格購買	25 tonnes 25噸	244	From 2 January 2013 to 27 March 2013 自二零一三年一月二日至 二零一三年三月二十七日
Sell at prices ranging from USD1,944 to USD2,050 per tonne 按介乎每噸1,944美元至2,050美元的價格出售	25 tonnes 25噸	224	From 24 January 2013 to 28 February 2013 自二零一三年一月二十四日至 二零一三年二月二十八日
<i>Copper future contracts:</i>			
<i>銅期貨合約:</i>			
Buy at prices ranging from RMB55,400 to RMB58,810 per tonne 按介乎每噸人民幣55,400元至 人民幣58,810元的價格購買	5 tonnes 5噸	2,684	From 15 January 2013 to 15 April 2013 自二零一三年一月十五日至 二零一三年四月十五日
Buy at prices ranging from USD7,510 to USD7,923 per tonne 按介乎每噸7,510 美元至 7,923美元的價格購買	25 tonnes 25噸	508	From 16 January 2013 to 28 March 2013 自二零一三年一月十六日至 二零一三年三月二十八日
Sell at prices ranging from USD7,920 to USD8,269 per tonne 按介乎每噸7,920 美元至8,269美元的 價格銷售	25 tonnes 25噸	204	From 3 January 2013 to 20 March 2013 自二零一三年一月三日至 二零一三年三月二十日

15. 衍生金融工具(續)

附註:(續)

- (i) 鋁、銅、鋅、鋼筋及鎳期貨合約(結算淨額)
(續)

二零一二年十二月三十一日



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

15. Derivative Financial Instruments (continued)

notes: (continued)

- (i) Aluminium, copper, zinc, steel rebar and nickel future contracts (net settlement) (continued)

31 December 2012 (continued)

Contract price 合約價格	Standard trading unit 標準買賣單位	Total unit 總單位	Maturity date 到期日
Buy at prices ranging from USD7,926 to USD8,305 per tonne 按介乎每噸7,926美元至 8,305美元的價格購買	25 tonnes 25噸	300	From 3 January 2013 to 28 March 2013 自二零一三年一月三日至 二零一三年三月二十八日
Sell at prices ranging from USD7,633 to USD7,929 per tonne 按介乎每噸7,633美元至7,929美元的 價格銷售	25 tonnes 25噸	96	From 15 January 2013 to 21 February 2013 自二零一三年一月十五至 二零一三年二月二十一日
<i>Zinc future contracts:</i> 鋅期貨合約：			
Buy at prices ranging from USD1,852 to USD2,080 per tonne 按介乎每噸1,852美元至 2,080美元的價格購買	25 tonnes 25噸	429	From 9 January 2013 to 28 March 2013 自二零一三年一月九日至 二零一三年三月二十八日
Sell at prices ranging from USD2,057 to USD2,107 per tonne 按介乎每噸2,057美元至2,107美元的 價格銷售	25 tonnes 25噸	288	From 3 January 2013 to 28 March 2013 自二零一三年一月三日至 二零一三年三月二十八日
Buy at prices ranging from USD2,054 to USD2,105 per tonne 按介乎每噸2,054美元至 2,105美元的價格購買	25 tonnes 25噸	208	From 2 January 2013 to 27 March 2013 自二零一三年一月二日至 二零一三年三月二十七日
Sell at prices ranging from USD1,890 to USD2,075 per tonne 按介乎每噸1,890美元至2,075美元的 價格銷售	25 tonnes 25噸	296	From 3 January 2013 to 28 March 2013 自二零一三年一月三日至 二零一三年三月二十八日
<i>Steel rebar future contracts:</i> 鋼筋期貨合約：			
Sell at prices ranging from RMB3,942 to RMB3,990 per tonne 按介乎每噸人民幣3,942元至 人民幣3,990元的價格銷售	10 tonnes 10噸	900	15 May 2013 二零一三年五月十五日

15. 衍生金融工具(續)

附註：(續)

- (i) 鋁、銅、鋅、鋼筋及鎳期貨合約(結算淨額)
(續)

二零一二年十二月三十一日(續)



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

15. Derivative Financial Instruments (continued)

notes: (continued)

(ii) Provisional pricing arrangements (net settlement)

During the current period, the Group entered into copper scrap sales contracts that contain provisional pricing arrangements with certain customers. The Group recognises sales revenue, upon delivery of goods once the significant risks and rewards of ownership have been transferred to the customers, based on the quoted copper prices on the Shanghai Futures Exchange or London Metal Exchange as at date of delivery with a fixed discount on the purity of copper scrap (the "Provisional Selling Price"). The Group would receive the payments from the customers ranging from 70% to 90% of the Provisional Selling Price in accordance with its normal trade terms (the "Provisional Payments").

In general, the provisional pricing arrangements allow the Group to choose a date ("Price-fixing Date") within a period of two to twelve months after delivery to, and upon receipt of sales invoice, the customers ("Pricing-fixing Period") to fix the final selling price of the copper scrap sold with reference to the copper future prices as quoted on the London Metal Exchange and the Shanghai Futures Exchange with similar terms as the provisional pricing arrangement on the Pricing-fixing Date, as adjusted for the agreed purity of the copper scrap sold ("Final Selling Price"). If the Group does not choose the Price-fixing Date within the Price-fixing Period, then the last date in the Pricing-fixing Period is deemed to be the Price-fixing Date for the purpose of determining the Final Selling Price. The difference between the Final Selling Price and the Provisional Payments, once determined, will be settled within a specified period.

For accounting purpose, the provisional price arrangements are separated from the host contracts for the sales of copper scrap and are accounted for as derivative instruments, the fair value change of which is recognised in profit and loss.

Major terms of the provisional pricing arrangements contracts outstanding at 30 June 2013 and 31 December 2012 are as follows:

15. 衍生金融工具(續)

附註:(續)

(ii) 臨時定價安排(結算淨額)

於本期內,本集團與若干客戶訂立包括臨時定價安排的廢銅銷售合約。本集團一但將重大風險及回報轉移至客戶並交付貨物後,並會按當時上海期貨交易所或倫敦金屬交易所於交貨日所報的銅價(「臨時售價」)根據廢銅純度予以固定折讓為基準確認銷售收入。根據正常貿易條款,本集團向客戶收取的款項介乎臨時售價的70%至90%(「臨時付款」)。

一般而言,臨時定價安排讓本集團可選取於向客戶交付貨品並收到銷售發票後二至十二個月期間(「定價期間」)內的一個日期(「定價日期」)經參考於定價日期按與臨時定價安排類似條款之倫敦金屬交易所及上海期貨交易所所報銅期貨價後釐定所售廢銅的最終售價(「最終售價」),並按所售廢銅的協定純度進行調整。倘本集團並無選取於定價期間內的定價日期,則定價期間之最後日期被視為釐定最終售價的定價日期。最終售價與臨時付款的差額一經釐定,將於某個特定期間內結算。

就會計目的而言,臨時售價安排須脫離廢銅銷售的主合約並計入為衍生工具,其公平值變動於損益賬中確認。

於二零一三年六月三十日及二零一二年十二月三十一日未平倉臨時定價安排合約的主要條款如下:



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

15. Derivative Financial Instruments (continued)

notes: (continued)

(ii) Provisional pricing arrangements (net settlement) (continued)

30 June 2013

Notional amount 名義金額	Provisional selling prices 臨時售價	Price-fixing periods 定價期間
5 contracts to sell 2,640 tonnes of copper scrap in total 合共銷售2,640噸廢銅的5份合約	Sell at prices ranging from RMB46,631 to RMB55,776 per tonne 按介乎每噸人民幣46,631元至人民幣55,776元的價格銷售	From 12 July 2013 to 25 December 2013 自二零一三年七月十二日至二零一三年十二月二十五日

31 December 2012

Notional amount 名義金額	Provisional selling prices 臨時售價	Price-fixing periods 定價期間
6 contracts to sell 1,773 tonnes of copper scrap in total 合共銷售1,773噸廢銅的6份合約	Sell at prices ranging from RMB45,882 to RMB52,608 per tonne 按介乎每噸人民幣45,882元至人民幣52,608元的價格銷售	From 26 March 2013 to 12 July 2013 自二零一三年三月二十六日至二零一三年七月十二日
2 contracts to sell 1,744 tonnes of copper scrap in total 合共銷售1,744噸廢銅的2份合約	Sell at prices ranging from USD7,327 to USD7,669 per tonne 按介乎每噸7,327美元至7,669美元的價格銷售	31 October 2013 二零一三年十月三十一日

(iii) Foreign currency forward contracts (gross settlement)

The Group entered into foreign currency forward contracts in order to minimise its exposure to foreign currency risk. These contracts were measured at fair value using quoted forward exchange rates at the end of the reporting period, with gain or loss recognised directly in profit or loss.

Major terms of the foreign currency forward contracts are as follows:

30 June 2013

Notional amount 名義金額	Forward contract rates 遠期合約成交率	Maturity date 到期日
6 contracts to buy USD5,067,995 in total 合共買入5,067,995美元的6份合約	USD1: RMB6.2117 to RMB6.3194 1美元兌人民幣6.2117元至人民幣6.3194元	From 28 August 2013 to 29 May 2015 自二零一三年八月二十八日至二零一五年五月二十九日

31 December 2012

Notional amount 名義金額	Forward contract rates 遠期合約成交率	Maturity date 到期日
4 contracts to buy USD9,501,122 in total 合共買入9,501,122美元的4份合約	USD1: EUR0.7606 to EUR0.7685 1美元兌0.7606歐元至0.7685歐元	From 14 March 2013 to 18 March 2013 自二零一三年三月十四日至二零一三年三月十八日

15. 衍生金融工具(續)

附註:(續)

(ii) 臨時定價安排(結算淨額)(續)

二零一三年六月三十日

二零一二年十二月三十一日

(iii) 外幣遠期合約(結算總額)

本集團訂立外幣遠期合約以降低外匯風險。該等合約於呈報期結算日使用報價遠期匯率按公平值計量，相關損益直接於損益賬中確認。

外幣遠期合約主要條款如下：

二零一三年六月三十日

二零一二年十二月三十一日



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

16. Trade And Other Payables

The following is an analysis of the Group's trade payables by age at the end of reporting period, presented based on the invoice date:

16. 貿易及其他應付款項

以下為本集團於報告期末的貿易應付款項按發票日期呈列的賬齡分析：

		At 30 June 2013 於二零一三年 六月三十日 HK\$'000 千港元	At 31 December 2012 於二零一二年 十二月三十一日 HK\$'000 千港元
Trade payables:	貿易應付款項：		
0-30 days	0至30日	105,194	72,718
31-60 days	31至60日	18,872	17,836
61-90 days	61至90日	2,364	-
91-180 days	91至180日	255	1,061
Over 180 days	超過180日	10,402	16,355
		137,087	107,970
Other payables	其他應付款項		
Other payables and accruals	其他應付款項及應計費用	154,255	121,615
Provision for pending legal litigations (Note 28)	待決法律訴訟撥備 (附註28)	46,764	20,448
Interest payable	應付利息	8,358	6,877
Receipts in advance from customers	預收客戶款項	30,694	8,529
		240,071	157,469
		377,158	265,439



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

17. Bank Borrowings

During the current period, the Group obtained new secured bank borrowings of approximately HK\$3,981,862,000 (2012: HK\$3,939,703,000) and made repayments of approximately HK\$3,656,301,000 (2012: HK\$3,893,277,000). The bank borrowings bear interest at Hong Kong Inter-bank Offered Rate or London Inter-bank Offered Rate plus premiums.

17. 銀行借貸

於本期內，本集團獲得新有抵押銀行借貸約3,981,862,000港元(二零一二年：3,939,703,000港元)及償還約3,656,301,000港元(二零一二年：3,893,277,000港元)。銀行借貸乃以香港銀行同業拆息或倫敦銀行同業拆借息率加溢價計息。

18. Share Capital

18. 股本

		Number of shares 股份數目	Amounts 金額 HK\$ 港元
Ordinary share of HK\$0.01 each	每股面值0.01港元之普通股		
Authorised:	法定：		
At 1 January 2013	於二零一三年一月一日	5,000,000,000	50,000,000
and 30 June 2013	二零一三年六月三十日	<u>5,000,000,000</u>	<u>50,000,000</u>
Issued and fully paid:	已發行並繳足：		
At 1 January 2013	於二零一三年一月一日	1,043,506,206	10,435,062
Exercise of share options (Note 23)	行使購股權(附註23)	1,330,500	13,305
At 30 June 2013	於二零一三年六月三十日	<u>1,044,836,706</u>	<u>10,448,367</u>

The new shares issued ranked pari passu in all respects with the other shares then in issue.

已發行之新股份在所有方面與其他已發行股份具有同等地位。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

19. Convertible Bonds

19. 可換股債券

		Debt component	Derivative component
		債務部份 HK\$'000 千港元	衍生部份 HK\$'000 千港元
At 1 January 2012 (audited)	於二零一二年一月一日(經審核)	–	–
Fair value at initial recognition	初步確認之公平值	659,611	142,771
Interest charge	利息費用	65,252	–
Interest paid	已付利息	(16,316)	–
Changes in fair value	公平值變動	–	(57,481)
Carrying amount at 31 December 2012 (audited)	於二零一二年十二月三十一日 之賬面值(經審核)	708,547	85,290
Interest charge	利息費用	41,020	–
Interest paid	已付利息	(16,316)	–
Changes in fair value	公平值變動	–	(48,880)
Carrying amount at 30 June 2013 (unaudited)	於二零一三年六月三十日之賬面值 (未經審核)	733,251	36,410

Notes:

(i) On 1 March 2012 ("Issue Date"), the Company issued convertible bonds to HWH Holdings Limited ("HWH"), Delco Participation B.V. ("Delco") and Sims Metal Management Dragon Holdings Limited ("Sims") (collectively the "Subscribers") with an aggregate principal sum of HK\$815,800,000 (the "Convertible Bonds") with detachable three-year warrants (the "Warrants") at total consideration of HK\$815,800,000 (the "Subscription"). Details of Warrants are set out in Note 20.

(ii) The major terms of Convertible Bonds are as below:

(a) The Convertible Bonds carry 4% coupon interest per annum payable in arrears semi-annually. Unless previously converted, the Convertible Bonds will be fully redeemed by the Company at its principal amount upon maturity on 1 March 2015 ("Maturity Date"). No early redemption of the Convertible Bonds is allowed unless the Company commits an event of default under the terms and conditions of the Convertible Bonds.

附註：

(i) 於二零一二年三月一日(「發行日期」)，本公司向HWH Holdings Limited(「HWH」)、Delco Participation B.V.(「Delco」)及Sims Metal Management Dragon Holdings Limited(「Sims」)(統稱「認購人」)發行三年期可拆分認股權證(「認股權證」)且本金總額為815,800,000港元之可換股債券，總代價為815,800,000港元(「認購事項」)。認股權證的詳情載於附註20。

(ii) 可換股債券的主要條款載列如下：

(a) 可換股債券附有4%的年票息，每半年支付一次。除非先前兌換，否則本公司將於二零一五年三月一日到期時(「到期日」)以本金額贖回全部可換股債券。除非本公司違反可換股債券的條款及條件，否則不允許提早贖回可換股債券。



19. Convertible Bonds (continued)

Notes: (continued)

- (ii) The major terms of Convertible Bonds are as below: (continued)
- (b) The Maturity Date shall be extended to the fifth anniversary of the Issue Date, if any of the Subscribers is not able to exercise its conversion rights on or before the Maturity Date solely because of the minimum public float restriction under the Listing Rules.
- (c) The holders of the Convertible Bonds have the right to convert the principal amount of Convertible Bonds into shares of HK\$0.01 each of the Company at an initial conversion price of HK\$6 per share (subject to anti-dilutive adjustments) at any time during the period from the second anniversary of Issue Date up to 10 business days prior to Maturity Date, subject to the minimum public float requirement.
- (iii) The Convertible Bonds comprise debt component and derivative component (including conversion, extension and early redemption options), which are measured at fair value of HK\$659,611,000 and HK\$142,771,000, respectively, on initial recognition. In the opinion of the directors of the Company, the Company will be able to maintain the minimum public float of the Company's shares required under the Listing Rules and will not trigger the condition of the extension of the Convertible Bonds. Also, the event of default is unlikely to occur and will not trigger the early redemption of Convertible Bonds, therefore the fair values of the extension and early redemption options were considered insignificant on initial recognition and as at 30 June 2013.
- (iv) The fair value of the debt component on initial recognition was calculated using the present value of contractually determined stream of future cash flows discounted at the effective interest rate of 11.756%.

In subsequent periods, the debt component of the Convertible Bonds is carried at amortised cost using the effective interest method.

19. 可換股債券(續)

附註:(續)

- (ii) 可換股債券的主要條款載列如下:(續)
- (b) 倘若任何認購人僅因上市規則的最低公眾持股量限制而不能於到期日或之前行使任何兌換權,則到期日延長至發行日期的第五週年。
- (c) 可換股債券持有人有權於發行日期第二週年至到期日前10個營業日之期間任何時間以初步兌換價每股6港元(可予反攤薄調整)將可換股債券的本金額轉換成本公司每股面值0.01港元的股份,惟須遵守最低公眾持股量的規定。
- (iii) 可換股債券包括負債部分及衍生部分,(包括兌換、延期及提早贖回權)乃分別按公平值659,611,000港元及142,771,000港元於初步確認時計量。本公司董事認為,本公司將能維持上市規則規定本公司股份的最低公眾持股量以及不會觸發可換股債券延期的情況。此外,違約事件不大可能會發生以及不會觸發提早贖回可換股債券,因此,延期及提早贖回權的公平值在初步確認時及截至二零一三年六月三十日被視為輕微。
- (iv) 初始確認時負債部分的公平值乃使用按實際利率11.756%貼現的合約釐定未來現金流的現值計算。

於其後期間,可換股債券之負債部分乃按攤銷成本採用實際利率法列賬。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

19. Convertible Bonds (continued)

Notes: (continued)

- (v) The fair value of the conversion option derivative component was determined using the Binomial Option Pricing Model and the major inputs into the model are as follows:

	At Issue Date	At 31 December 2012	At 30 June 2013
	於發行日期	於二零一二年 十二月三十一日	於二零一三年 六月三十日
Stock price 股價	HK\$4.33 4.33 港元	HK\$3.91 3.91 港元	HK\$3.20 3.20 港元
Exercise price 行使價	HK\$6.00 6.00 港元	HK\$6.00 6.00 港元	HK\$6.00 6.00 港元
Expected volatility (note a) 預期波動(附註 a)	53.189%	53.189%	53.189%
Dividend yield 股息收益率	0.855%	0.946%	0.663%
Option life 期權年期	35.5 months 35.5 個月	25.5 months 25.5 個月	19.5 months 19.5 個月
Risk free rate (note b) 無風險利率(附註 b)	0.277%	0.119%	0.297%

notes:

- (a) The volatility was determined with reference to the implied volatility of the Company's shares as at the date of valuation.
- (b) The risk free rate was determined with reference to the Hong Kong Government Bonds' and treasury bills' yield.
- (c) In subsequent periods, the derivative component is measured at fair value with changes in fair value recognised in profit and loss.
- (vi) No conversion of the Convertible Bonds took place since the Issue Date.

19. 可換股債券(續)

附註:(續)

- (v) 兌換權衍生工具部分的公平值乃按二項期權定價模式釐定及該模式所輸入之主要數據如下:

附註:

- (a) 波動乃經參照本公司股份於估值日期之引伸波動而釐定。
- (b) 無風險利率乃參考香港國債及國庫券孳息率而釐定。
- (c) 於其後期間, 衍生工具部分按公平值計量, 公平值之變動於損益內確認。
- (vi) 自發行日起期概無兌換可換股債券。



20. Warrants

The Warrants are exercisable to subscribe for an aggregate amount of HK\$75,830,646 for fully paid shares of HK\$0.01 each in the Company at an initial subscription price of HK\$6 per share (subject to anti-dilutive adjustments) on and after the first business day immediately following the second anniversary of the Issue Date up to Maturity Date. HWH and Delco also agreed to assign the Warrants to Sims that they were entitled as a result of the Subscription.

The Maturity Date shall be extended to the fifth anniversary of the Issue Date of the Warrants if any of the Warrant holders is not able to exercise any subscription rights on or before the Maturity Date solely because of the minimum public float restriction under the Listing Rules (the "Extension").

The Warrants are classified as a derivative and recognised at fair value on initial recognition and subsequent measurement dates. Changes in the fair value of the Warrants are recognised in profit and loss. The fair value of warrants as at 31 December 2012 and 30 June 2013 amounted to HK\$8,046,000 and HK\$3,507,000 respectively.

For the period ended 30 June 2013, the gain from change in fair value of HK\$4,539,000 (2012: HK\$2,701,000) was recognised in profit or loss. In the opinion of the directors of the Company, the Company will be able to maintain the minimum public float of Company's shares under the Listing Rules and will not trigger the condition of the extension of the Warrants, therefore, the fair value of the warrants did not take into account the Extension.

20. 認股權證

認股權證可予行使，於緊隨發行日期第二週年的第一個營業日及之後直至到期日按初始認購價每股6港元(可予反攤薄調整)認購總額75,830,646港元本公司每股面值0.01港元的繳足股份。HWH及Delco同意向Sims轉讓因認購事項而有權享有的認股權證。

倘若任何認股權證持有人僅因上市規則的最低公眾持股量限制而未能於到期日或之前行使任何認購權，則到期日將延長至認股權證發行日期的第五週年(「延期」)。

認股權證被分類為一項衍生工具且於初始確認及隨後計量日按公平值確認。認股權證公平值之變動於損益內確認。認股權證於二零一二年十二月三十一日及二零一三年六月三十日的公平值分別為8,046,000港元及3,507,000港元。

截至二零一三年六月三十日止期間，公平值變動收益4,539,000港元(二零一二年：2,701,000港元)於損益內確認。本公司董事認為，本公司將能夠維持上市規則所規定本公司股份的最低公眾持股量，並不會觸發認股權證延期的情況，因此，認股權證的公平值並未計及延期。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

20. Warrants (continued)

The fair value of the Warrants was determined using the Binominal Option Pricing Model and the major inputs into the model are as follows:

	At Issue Date	At 31 December 2012	At 30 June 2013
	於發行日期	於二零一二年 十二月三十一日	於二零一三年 六月三十日
Share price 股份價格	HK\$4.33 4.33 港元	HK\$3.91 3.91 港元	HK\$3.20 3.20 港元
Exercise price 行使價	HK\$6.00 6.00 港元	HK\$6.00 6.00 港元	HK\$6.00 6.00 港元
Expected volatility (note a) 預期波動(附註 a)	53.189%	53.189%	53.189%
Dividend yield 股息收益率	0.855%	0.946%	0.663%
Option life 期權年期	36 months 36 個月	26 months 26 個月	20 months 20 個月
Risk free rate (note b) 無風險利率(附註 b)	0.281%	0.119%	0.302%

notes:

- (a) The volatility was determined with reference to the implied volatility of the Company's shares as at the date of valuation.
- (b) The risk free rate was determined with reference to the Hong Kong Government Bonds' and treasury bills' yield.

No exercise of the Warrants took place since the Issue Date.

20. 認股權證(續)

認股權證之公平值乃按二項期權定價模式釐定及該模式所輸入之主要數據如下:

At Issue Date	At 31 December 2012	At 30 June 2013
於發行日期	於二零一二年 十二月三十一日	於二零一三年 六月三十日

Share price 股份價格	HK\$3.91 3.91 港元	HK\$3.20 3.20 港元
Exercise price 行使價	HK\$6.00 6.00 港元	HK\$6.00 6.00 港元
Expected volatility (note a) 預期波動(附註 a)	53.189%	53.189%
Dividend yield 股息收益率	0.946%	0.663%
Option life 期權年期	26 months 26 個月	20 months 20 個月
Risk free rate (note b) 無風險利率(附註 b)	0.119%	0.302%

附註:

- (a) 波動乃經參照本公司股份於估值日期之引伸波動而釐定。
- (b) 無風險利率乃參考香港國債及國庫券孳息率而釐定。

自發行日期起概無行使認股權證。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

21. Capital Commitments

21. 資本承擔

		At 30 June 2013 於二零一三年 六月三十日 HK\$'000 千港元	At 31 December 2012 於二零一二年 十二月三十一日 HK\$'000 千港元
Capital expenditure contracted for but not provided in the condensed consolidated financial statements in respect of leasehold interests for land and buildings and acquisition of other property, plant and equipment (Note 12)	就土地及樓宇租賃權益及收購其他物業、廠房及設備已訂約但未於簡明綜合財務報表中撥備的資本開支(附註12)	317,419	11,971

22. OPERATING LEASES The Group as lessor

Properties rental income earned during the current period was HK\$1,027,000 (2012: HK\$ 332,000) and reported as other income. At 30 June 2013, the Group had contracted with tenants for the following future minimum lease payments:

22. 經營租賃

本集團作為出租人

於本期內賺取之物業租賃之收入為1,027,000港元(二零一二年: 332,000港元)並作為其他收入列賬。於二零一三年六月三十日,本集團與租戶約定未來最低租金如下:

		At 30 June 2013 於二零一三年 六月三十日 HK\$'000 千港元	At 31 December 2012 於二零一二年 十二月三十一日 HK\$'000 千港元
Within one year	一年內	1,813	1,370
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	-	323
		1,813	1,693



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

23. Share-Based Payments

(a) Pre-IPO Share Option Scheme

The following table discloses details of the Company's options granted in 2010 under the Pre-IPO Share Option Scheme held by the directors of the Company and employees and the movements during the period:

Category of eligible participants	Date of grant (note)	Exercise price per share	Exercisable period	Vesting date	Number of options outstanding as at 31.12.2012 於二零一二年十二月三十一日尚未行使的購股權數目	Exercised during the period	Number of options outstanding as at 30.6.2013 於二零一三年六月三十日尚未行使的購股權數目
合資格參與者類別	授出日期 (附註)	每股行使價	行使期	歸屬日期		期內行使	
Directors 董事	12.7.2010 二零一零年 七月十二日	HK\$2.43 2.43港元	13.7.2012-12.7.2013 二零一二年七月十三日至 二零一三年七月十二日	13.7.2012 二零一二年 七月十三日	1,477,500	(127,500)	1,350,000
			13.7.2013-12.7.2014 二零一三年七月十三日至 二零一四年七月十二日	13.7.2013 二零一三年 七月十三日	1,970,000	-	1,970,000
					3,447,500	(127,500)	3,320,000
Employees and other participants 僱員及其他參與者	12.7.2010 二零一零年 七月十二日	HK\$2.43 2.43港元	13.7.2012-12.7.2013 二零一二年七月十三日至 二零一三年七月十二日	13.7.2012 二零一二年 七月十三日	1,560,500	(1,138,500)	422,000
			13.7.2013-12.7.2014 二零一三年七月十三日至 二零一四年七月十二日	13.7.2013 二零一三年 七月十三日	2,790,000	-	2,790,000
					4,350,500	(1,138,500)	3,212,000
					7,798,000	(1,266,000)	6,532,000
					<u>3,038,000</u>		<u>1,772,200</u>
					HK\$2.43	HK\$2.43	HK\$2.43

Number of options exercisable at the end of the period
於期末可行使的購股權數目

Weighted average exercise price
加權平均行使價

note: The date of grant was the date when eligible participants of the Group accepted the offer of options under the Pre-IPO Share Option Scheme.

23. 以股份為基礎付款

(a) 首次公開發售前購股權計劃

下表披露於二零一零年根據首次公開發售前購股權計劃授出的由本公司董事及僱員持有的本公司購股權及其於期內的變動詳情：

附註：授出日期為本集團合資格參與者接納根據公開發售前購股權計劃授出之購股權的日期。



23. Share-Based Payments (continued)

(a) Pre-IPO Share Option Scheme (continued)

Share options granted under the Pre-IPO Share Option Scheme are exercisable at the initial offer price to the public (i.e. HK\$2.43 per share). Each of the holders of the share options under the Pre-IPO Scheme shall be entitled to exercise his/her options in the following manner:

Service period that share options can be vested after the date of listing

於上市日期後可行使購股權的服務期間

Maximum percentage of share options exercisable

可行使購股權的百分比上限

Attaining 1 year

持有一年

30% of the total number of options granted

授出購股權總數的30%

Attaining 2 years

持有兩年

30% of the total number of options granted

授出購股權總數的30%

Attaining 3 years

持有三年

40% of the total number of options granted

授出購股權總數的40%

In respect of the share options exercised during the current period, the share price on the dates of exercise ranged from HK\$3.13 to HK\$3.68.

就於本期內已行使的購股權而言，於行使日期的股價介乎3.13港元至3.68港元。

The Group recognised share-based payment expense of HK\$606,000 for the current period (2012: HK\$1,250,000) in relation to the share options granted by the Company under the Pre-IPO Scheme, calculated with reference to the vesting period.

於本期內，經參考歸屬期後計算，本集團就有關本公司根據首次公開發售前計劃授出購股權確認以股份為基礎付款之開支606,000港元(二零一二年：1,250,000港元)。

23. 以股份為基礎付款(續)

(a) 首次公開發售前購股權計劃(續)

根據首次公開發售前購股權計劃授出的購股權按給予公眾人士的初步發售價(即每股股份2.43港元)行使。首次公開發售前計劃下各購股權持有人均有權以下列方式行使其購股權：



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

23. Share-Based Payments (continued)

(b) Post-IPO Share Option Scheme

Details of the share options granted under the Post-IPO Share Option Scheme and their subsequent movements are as follows:

Category of eligible scheme participants	Date of grant	Exercise price per share	Exercisable period	Vesting date	Number of options outstanding as at 31.12.2012 於二零一二年十二月三十一日尚未行使的購股權數目	Granted during the period	Exercised during the period	Lapsed/ forfeited during the period (note a)	Number of options outstanding as at 30.6.2013 於二零一三年六月三十日尚未行使的購股權數目
合資格計劃參與者類別	授出日期	每股行使價	行使期	歸屬日期	購股權數目	期內授出	期內行使	(附註a)	購股權數目
Directors 董事	3.5.2011 二零一一年五月三日	HK\$6.388 6.388港元	3.5.2012-3.5.2013	3.5.2012	397,500	-	-	(397,500)	-
			二零一二年五月三日至二零一三年五月三日	二零一二年五月三日	-	-	-	-	-
			4.5.2013-3.5.2014	4.5.2013	397,500	-	-	-	-
Directors 董事	28.3.2012 二零一二年三月二十八日	HK\$4.186 4.186港元	28.3.2013-27.3.2016	28.3.2013	262,500	-	-	(195,000)	67,500
			二零一三年三月二十八日至二零一六年三月二十七日	二零一三年三月二十八日	262,500	-	-	(195,000)	67,500
			28.3.2014-27.3.2016	28.3.2014	262,500	-	-	(195,000)	67,500
Directors 董事	24.5.2012 二零一二年五月二十四日 (note b) (附註b)	HK\$4.186 4.186港元	28.3.2013-27.3.2016	28.3.2013	5,550,000	-	-	(5,550,000)	-
			二零一三年三月二十八日至二零一六年三月二十七日	二零一三年三月二十八日	5,550,000	-	-	(5,550,000)	-
			28.3.2014-27.3.2016	28.3.2014	5,550,000	-	-	(5,550,000)	-
Directors 董事	22.3.2013 二零一三年三月二十二日	HK\$3.75 3.75港元	28.3.2015-27.3.2016	28.3.2015	7,400,000	-	-	(7,400,000)	-
			二零一五年三月二十八日至二零一六年三月二十七日	二零一五年三月二十八日	-	195,000	-	-	195,000
			22.3.2014-21.3.2017	22.3.2014	-	195,000	-	-	-
Directors 董事	23.5.2013 二零一三年五月二十三日 (note c) (附註c)	HK\$3.75 3.75港元	22.3.2015-21.3.2017	22.3.2015	-	195,000	-	-	195,000
			二零一五年三月二十二日至二零一七年三月二十一日	二零一五年三月二十二日	-	260,000	-	-	260,000
			22.3.2016-21.3.2017	22.3.2016	-	260,000	-	-	-
Directors 董事	22.3.2015-21.3.2017	HK\$3.75 3.75港元	22.3.2015-21.3.2017	22.3.2015	-	5,550,000	-	-	5,550,000
			二零一五年三月二十二日至二零一七年三月二十一日	二零一五年三月二十二日	-	5,550,000	-	-	5,550,000
			22.3.2016-21.3.2017	22.3.2016	-	7,400,000	-	-	-
			二零一六年三月二十二日至二零一七年三月二十一日	二零一六年三月二十二日	20,700,000	19,150,000	-	(19,547,500)	20,302,500

23. 以股份為基礎付款(續)

(b) 首次公開發售後購股權計劃

根據首次公開發售後購股權計劃授出的購股權及其後變動詳情如下：



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

23. Share-Based Payments (continued) (b) Post-IPO Share Option Scheme (continued)

23. 以股份為基礎付款(續) (b) 首次公開發售後購股權計劃(續)

Category of eligible scheme participants	Date of grant	Exercise price per share	Exercisable period	Vesting date	Number of options outstanding as at 31.12.2012 於二零一二年十二月三十一日 尚未行使的購股權數目	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed/ forfeited during the period (note a) 期內失效/沒收 (附註a)	Number of options outstanding as at 30.6.2013 於二零一三年六月三十日 尚未行使的購股權數目
Employees and other participants 僱員及其他參與者	22.9.2010 二零一零年 九月二十二日	HK\$3.38 3.38港元	23.9.2012-22.9.2013	23.9.2012	1,086,000	-	(64,500)	-	1,021,500
			二零一二年九月二十三日至 二零一三年九月二十二日	二零一二年 九月二十三日	1,448,000	-	-	-	1,448,000
Employees and other participants 僱員及其他參與者	3.5.2011 二零一一年 五月三日	HK\$6.388 6.388港元	23.9.2013-22.9.2014	23.9.2013	3,477,000	-	-	(3,477,000)	-
			二零一三年九月二十三日至 二零一四年九月二十二日	二零一三年 九月二十三日	3,477,000	-	-	(24,000)	3,453,000
Employees and other participants 僱員及其他參與者	28.3.2012 二零一二年 三月二十八日	HK\$4.186 4.186港元	3.5.2012-3.5.2013	3.5.2012	4,636,000	-	-	(32,000)	4,604,000
			二零一二年五月三日至 二零一三年五月三日	二零一二年 五月三日	3,343,500	-	-	(78,000)	3,265,500
			4.5.2013-3.5.2014	4.5.2013	3,343,500	-	-	(78,000)	3,265,500
Employees and other participants 僱員及其他參與者	28.3.2012 二零一二年 三月二十八日	HK\$4.186 4.186港元	二零一三年五月四日至 二零一四年五月三日	二零一三年 五月四日	4,458,000	-	-	(104,000)	4,354,000
			4.5.2014-3.5.2015	4.5.2014	25,269,000	-	(64,500)	(3,793,000)	21,411,500
			二零一四年五月四日至 二零一五年五月三日	二零一四年 五月四日	45,969,000	19,150,000	(64,500)	(23,340,500)	41,714,000
Number of options exercisable at the end of the period 於期末行使的購股權數目					4,960,500				8,205,000
Weighted average exercise price 加權平均行使價					HK\$4.76	HK\$3.75	HK\$3.38	HK\$4.56	HK\$4.41

notes:

(a) 19,150,000 share options granted to directors were cancelled by forfeiture in the current period as the Profit Target 2012 (explained and defined below) was not met. In addition, 397,500 and 3,793,000 share options granted to directors and employees, respectively, were forfeited due to resignation of certain employees and maturity of unexercised options in the current period.

附註:

(a) 授予董事的19,150,000份購股權於本期間註銷及沒收，原因是二零一二年溢利目標(下文解釋及界定)未達成。此外，分別授予董事及僱員的397,500份及3,793,000份購股權由於本期內部分僱員辭職及尚未行使的購股權到期而沒收。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

23. Share-Based Payments (continued)

(b) Post-IPO Share Option Scheme (continued)

notes: (continued)

- (b) This represents the date when the grant of share options under the Post-IPO Share Option Scheme to the relevant directors of the Company (namely Mr. Fang Ankong and Mr. Stephanus Maria van Ooijen) was approved by the independent shareholders of the Company. Under the Post-IPO Share Option Scheme, however, the date of grant is taken to be the date when the board of directors of the Company resolved to make the offer of grant of share options to the relevant directors of the Company, which was 28 March 2012.
- (c) This represents the date when the grant of share options under the Post-IPO Share Option Scheme to the relevant directors of the Company (namely Mr. Fang Ankong and Mr. Stephanus Maria van Ooijen) was approved by the independent shareholders of the Company. Under the Post-IPO Share Option Scheme, however, the date of grant is taken to be the date when the board of directors of the Company resolved to make the offer of grant of share options to the relevant directors of the Company, which was 22 March 2013.

The share options granted are exercisable as follows:

Required service period for share options to be vested after date of grant
於授出日期後購股權歸屬所需的服務期間

Attaining 1 year
持有一年
Attaining 2 years
持有兩年
Attaining 3 years
持有三年

In addition to satisfying the above service period requirement, 650,000 and 18,500,000 share options granted to the executive directors on 22 March 2013 and 23 May 2013 respectively will only be vested if the Group's profit for the year ending 31 December 2013 is equal to or exceeds 130% of the Group's profit for the financial year ended 31 December 2010 ("Profit Target 2013"). 650,000 and 18,500,000 share options granted to executive directors on 28 March 2012 and 24 May 2012, respectively, will only be vested if the Group's profit for the year ended 31 December 2012 is equal to or exceed 130% of the Group's profit for the year ended 31 December 2010 ("Profit Target 2012").

23. 以股份為基礎付款(續)

(b) 首次公開發售後購股權計劃(續)

附註：(續)

- (b) 此代表根據首次公開發售後購股權計劃向本公司有關董事(即方安空先生及Stephanus Maria van Ooijen先生)授出購股權獲本公司獨立股東批准之日。然而，根據首次公開發售後購股權計劃，授出日期被認為乃本公司董事會決定作出建議向本公司有關董事授出購股權的日期，即二零一二年三月二十八日。
- (c) 此代表根據首次公開發售後購股權計劃向本公司有關董事(即方安空先生及Stephanus Maria van Ooijen先生)授出購股權獲本公司獨立股東批准之日。然而，根據首次公開發售後購股權計劃，授出日期被認為乃本公司董事會決定作出建議向本公司有關董事授出購股權的日期，即二零一三年三月二十二日。

所獲授出的購股權可按如下方式行使：

Maximum percentage of share options exercisable
可行使購股權的百分比上限

30% of the total number of options granted
授出購股權總數的30%
30% of the total number of options granted
授出購股權總數的30%
40% of the total number of options granted
授出購股權總數的40%

除符合上述服務期間規定之外，分別於二零一三年三月二十二日及二零一三年五月二十三日授予執行董事的650,000份購股權及18,500,000份購股權僅於本集團截至二零一三年十二月三十一日止年度的溢利等於或超過本集團截至二零一零年十二月三十一日止財政年度的溢利的130%([二零一三年溢利目標])方會歸屬。分別於二零一二年三月二十八日及二零一二年五月二十四日授予執行董事的650,000份購股權及18,500,000份購股權僅於本集團截至二零一二年十二月三十一日止年度的溢利等於或超過本集團截至二零一零年十二月三十一日止年度的溢利的130%([二零一二年溢利目標])方會歸屬。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

23. Share-Based Payments (continued) (b) Post-IPO Share Option Scheme (continued)

The fair values of the options were calculated using the Binomial Option Pricing Model. The inputs into the model were as follows:

23. 以股份為基礎付款(續) (b) 首次公開發售後購股權計劃(續)

購股權公平值按二項期權定價模式計算，該模式所輸入數據如下：

Share options granted on 22.9.2010			
於二零一零年九月二十二日授出之購股權			
	Lot 1	Lot 2	Lot 3
	第一批	第二批	第三批
Grant date share price 授出日期股價	HK\$3.38 3.38 港元	HK\$3.38 3.38 港元	HK\$3.38 3.38 港元
Exercise price 行使價	HK\$3.38 3.38 港元	HK\$3.38 3.38 港元	HK\$3.38 3.38 港元
Expected volatility 預期波動	47.816%	55.886%	53.523%
Expected option period 預期期權期限	1.503 years 1.503 年	2.503 years 2.503 年	3.503 years 3.503 年
Risk-free rate 無風險利率	0.430%	0.625%	0.847%
Expected dividend yield 預期股息收益率	2.515%	2.515%	2.515%
Share options granted on 3.5.2011			
於二零一一年五月三日授出之購股權			
	Lot 1	Lot 2	Lot 3
	第一批	第二批	第三批
Grant date share price 授出日期股價	HK\$6.20 6.20 港元	HK\$6.20 6.20 港元	HK\$6.20 6.20 港元
Exercise price 行使價	HK\$6.388 6.388 港元	HK\$6.388 6.388 港元	HK\$6.388 6.388 港元
Expected volatility 預期波動	42.747%	53.510%	51.323%
Expected option period 預期期權期限	1.503 years 1.503 年	2.503 years 2.503 年	3.503 years 3.503 年
Risk-free rate 無風險利率	0.406%	0.778%	1.195%
Expected dividend yield 預期股息收益率	1.448%	1.448%	1.448%



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

23. Share-Based Payments (continued) (b) Post-IPO Share Option Scheme (continued)

23. 以股份為基礎付款(續) (b) 首次公開發售後購股權計劃(續)

	Share options granted on 28.3.2012		
	於二零一二年三月二十八日授出之購股權		
	Lot 1 第一批	Lot 2 第二批	Lot 3 第三批
Grant date share price 授出日期股價	HK\$4.10 4.10 港元	HK\$4.10 4.10 港元	HK\$4.10 4.10 港元
Exercise price 行使價	HK\$4.186 4.186 港元	HK\$4.186 4.186 港元	HK\$4.186 4.186 港元
Expected volatility 預期波動	44.334%	46.651%	51.539%
Expected option period 預期期權期限	2.500 years 2.500 年	3.000 years 3.000 年	3.500 years 3.500 年
Risk-free rate 無風險利率	0.276%	0.338%	0.373%
Expected dividend yield 預期股息收益率	0.902%	0.902%	0.902%

	Share options granted on 24.5.2012		
	於二零一二年五月二十四日授出之購股權		
	Lot 1 第一批	Lot 2 第二批	Lot 3 第三批
Grant date share price 授出日期股價	HK\$4.06 4.06 港元	HK\$4.06 4.06 港元	HK\$4.06 4.06 港元
Exercise price 行使價	HK\$4.186 4.186 港元	HK\$4.186 4.186 港元	HK\$4.186 4.186 港元
Expected volatility 預期波動	40.696%	44.958%	47.450%
Expected option period 預期期權期限	2.344 years 2.344 年	2.844 years 2.844 年	3.344 years 3.344 年
Risk-free rate 無風險利率	0.263%	0.279%	0.307%
Expected dividend yield 預期股息收益率	0.911%	0.911%	0.911%



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

23. Share-Based Payments (continued) (b) Post-IPO Share Option Scheme (continued)

23. 以股份為基礎付款(續) (b) 首次公開發售後購股權計劃(續)

Share options granted on 22.3.2013

於二零一三年三月二十二日授出之購股權

	Lot 1 第一批	Lot 2 第二批	Lot 3 第三批
Grant date share price 授出日期股價	HK\$3.728 3.728 港元	HK\$3.728 3.728 港元	HK\$3.728 3.728 港元
Exercise price 行使價	HK\$3.75 3.75 港元	HK\$3.75 3.75 港元	HK\$3.75 3.75 港元
Expected volatility 預期波動	38.439%	43.385%	45.104%
Expected option period 預期期權期限	2.500 years 2.500 年	3.000 years 3.000 年	3.501 years 3.501 年
Risk-free rate 無風險利率	0.194%	0.213%	0.300%
Expected dividend yield 預期股息收益率	0.569%	0.569%	0.569%

Share options granted on 23.5.2013

於二零一三年五月二十三日授出之購股權

	Lot 1 第一批	Lot 2 第二批	Lot 3 第三批
Grant date share price 授出日期股價	HK\$3.529 3.529 港元	HK\$3.529 3.529 港元	HK\$3.529 3.529 港元
Exercise price 行使價	HK\$3.75 3.75 港元	HK\$3.75 3.75 港元	HK\$3.75 3.75 港元
Expected volatility 預期波動	38.370%	38.431%	43.517%
Expected option period 預期期權期限	2.330 years 2.330 年	2.830 years 2.830 年	3.332 years 3.332 年
Risk-free rate 無風險利率	0.212%	0.250%	0.300%
Expected dividend yield 預期股息收益率	0.601%	0.601%	0.601%



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

23. Share-Based Payments (continued)

(b) Post-IPO Share Option Scheme (continued)

Expected volatility was determined with reference to the implied volatility of the Company's shares as at grant date.

The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

The aggregate fair value of the share options granted on 22 March 2013 and 23 May 2013 is HK\$16,293,000 which is related to the share options granted to directors with a performance condition in terms of Profit Target 2013. The Group has not recognised share-based payment expenses as none of the options are expected to ultimately vest.

In respect of the share options granted without a performance condition, taking into account of (i) the applicable vesting period and (ii) the number of options expected to ultimately vest, the Group recognised share-based payment expense of HK\$6,188,000 for the current period (2012: HK\$7,782,000).

23. 以股份為基礎付款(續)

(b) 首次公開發售後購股權計劃(續)

預期波動乃參照本公司股份於授出日期之引申波動釐定。

計算購股權公平值所用變量及假設按董事的最佳估計而定。購股權價值因若干主觀假設的不同變數而有所不同。

於二零一三年三月二十二日及二零一三年五月二十三日授出之購股權公平值總額為16,293,000港元，涉及授予董事並設有二零一三年溢利目標表現情況之購股權。本集團並未確認以股份為基礎的付款開支，因為預期將無購股權最終歸屬。

因所授出之購股權並無表現條件，經計及(i)適用歸屬期間及(ii)預期將最終歸屬的購股權數目，於本期間內，本集團確認以股份為基礎的付款開支6,188,000港元(二零一二年：7,782,000港元)。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

24. Connected and Related Party Disclosures

(a) Transactions

During the reporting period, the Group had the following transactions with related parties, certain of which are also deemed to be connected persons pursuant to Chapter 14A of the Listing Rules:

24. 關連人士及關連方披露

(a) 交易

於報告期內，本集團與關連方有以下交易，其中若干關連方根據上市規則第14A章亦被視為關連人士：

Name of party 關連方名稱	Nature of transaction 交易性質	Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
<i>Connected transactions and related party transactions</i> <i>關連交易及關連方交易</i>			
Sims (note i & iii) Sims (附註 i 及 iii)	Purchase of scrap metals 購買廢金屬	416,537	455,512
	Sales of scrap metals 出售廢金屬	–	69,326
	Subscription of Convertible Bonds 認購可換股債券	–	315,600
	Interest expense of Convertible Bonds with principal amount of HK\$315,600,000 315,600,000 港元本金額的可換股債券的利息支出	15,869	9,906
De Leeuw Metalen B.V. (note ii) De Leeuw Metalen B.V. (附註 ii)	Purchase of scrap metals 購買廢金屬	4,026	2,699
Delco (note iii) Delco (附註 iii)	Subscription of Convertible Bonds 認購可換股債券	–	312,600
	Interest expense of Convertible Bonds with principal amount of HK\$312,600,000 312,600,000 港元本金額的可換股債券的利息支出	15,718	9,812
HWH (note iii) HWH (附註 iii)	Subscription of Convertible Bonds 認購可換股債券	–	187,600
	Interest expense of Convertible Bonds with principal amount of HK\$67,600,000 67,600,000 港元本金額的可換股債券的利息支出	3,899	5,888



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

24. Connected and Related Party Disclosures (continued)

(a) Transactions (continued)

notes:

- (i) These represent transactions between the Group and Sims after Sims became a shareholder with significant influence over the Company since January 2012 (details are set out in the Company's announcement on 18 January 2012).
- (ii) De Leeuw Metalen B.V. is controlled by a close family member of Mr. Herman Maurits de Leeuw, a shareholder with significant influence over the Company.
- (iii) As set out in Notes 19 and 20, in March 2012, the Company issued Convertible Bonds and Warrants to Sims, Delco and HWH, all of which are shareholders with significant influences over the Company.

(b) Connected and related party balances

The Group had the following balances with connected and related parties at the end of the reporting period:

Name of party 關連方名稱	Nature of balance 結餘性質	At 30 June 2013 於二零一三年 六月三十日	At 31 December 2012 於二零一二年 十二月三十一日
		HK\$'000 千港元	HK\$'000 千港元
Sims	Deposit paid for purchase of raw materials	18,774	23,636
Sims	購置原材料的已付按金		
	Trade payables	56,548	42,917
	貿易應付款項		
	Warrants	75,831	75,831
	認股權證		
	Convertible bonds	315,600	315,600
	可換股債券		
Delco	Convertible bonds	67,600	187,600
Delco	可換股債券		
HWH	Convertible bonds	312,600	312,600
HWH	可換股債券		

All the above amounts are unsecured and interest-free. The average credit period for the trade purchases is 60 days and the amounts were aged less than 60 days.

(a) 交易(續)

附註：

- (i) 指自二零一二年一月 Sims 成為本公司股東，並對本公司有重大影響後本集團與 Sims 之間的交易(有關詳情載於本公司日期為二零一二年一月十八日的公告)。
- (ii) De Leeuw Metalen B.V. 由對本公司具有重大影響力之股東 Herman Maurits de Leeuw 先生之一名近親家族成員控制。
- (iii) 如附註 19 及 20 所載，於二零一二年三月，本公司向對本公司具有重大影響力之股東 Sims、Delco 及 HWH 發行可換股債券及認股權證。

(b) 關連人士及關連方結餘

本集團於報告期末與關連人士及關連方有以下結餘：

上述所有款項均為無抵押及免息。貿易採購的平均信貸期為 60 日，而該款項的賬齡少於 60 日。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

24. Connected and Related Party Disclosures (continued)

(c) Compensation of key management personnel

The remuneration of directors and other members of key management during the reporting period were as follows:

		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Salaries and allowances	薪金及津貼	2,557	2,291
Post-employment benefits	僱用後福利	35	15
Share-based payments	以股份為基礎的付款	1,059	1,605
		3,651	3,911

25. Pledge of Assets

At the end of the reporting period, the Group had pledged the following assets to banks to secure the general banking facilities granted to the Group:

		At 30 June 2013 於二零一三年 六月三十日 HK\$'000 千港元	At 31 December 2012 於二零一二年 十二月三十一日 HK\$'000 千港元
Buildings	樓宇	44,491	44,825
Investment properties	投資物業	29,875	30,808
Prepaid lease payments	預付租金	280,403	186,194
Bank deposits	銀行存款	78,749	105,765
		433,518	367,592

24. 關連人士及關連方披露(續)

(c) 主要管理人員薪酬

期內，董事及主要管理人員的其他成員的薪酬如下：

25. 資產抵押

於呈報期結算日，本集團已向銀行抵押以下資產，以擔保授予本集團之一般銀行信貸：



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

26. Fair Value Measurement of Financial Instruments

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation techniques and inputs used), as well as the level of fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

26. 金融工具公平值計量

按經常性基準以公平值計量之本集團金融資產及金融負債之公平值

本集團部分金融資產及金融負債於各報告期末按公平值計量。下表提供有關根據公平值計量的輸入數據的可觀測程度如何釐定該等金融資產及金融負債之公平值(特別是所使用的估值技術及輸入數據),及公平值計量所劃分之公平值級別水平(一至三級)之資料。

- 一級公平值計量指按同類資產或負債於活躍市場的報價(未經調整)計量。
- 二級公平值計量指按資產或負債的直接(即價格)或間接(即按價格計算者)可觀察參數(一級計量所用報價除外)計量。
- 第三級公平值計量乃根據估值技術得出,其中包括對負債而言不可根據可觀察市場數據取得之輸入資料(不可觀察輸入資料)。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

26. Fair Value Measurement of Financial Instruments (continued) 26. 金融工具公平值計量(續)

Financial assets (financial liabilities) 金融資產/(金融負債)	Fair value as at 30 June 2013 於二零一三年 六月三十日 之公平值 HK\$'000 千港元	Fair value hierarchy 公平值架構	Valuation technique(s) and key input(s) 估值技術及主要輸入資料	Significant unobservable inputs 重大不可觀察輸入資料	Relationship of unobservable inputs to fair value 不可觀察輸入資料與 公平值的關係
1) Listed equity securities in Hong Kong classified as available-for-sale investment in the condensed consolidated statement of financial position 1) 於簡明綜合財務狀況表中分類為可供出售投資之於香港上市股本證券	11,532	Level 1 一級	Quoted bid price in an active market the Main Board of the Stock Exchange 於聯交所主板活躍市場之報價	N/A 不適用	N/A 不適用
2) Aluminium, copper, zinc, steel rebar and nickel future contracts classified as derivative financial instruments in the condensed consolidated statement of financial position 2) 於簡明綜合財務狀況表中分類為衍生金融工具之鋁、銅、鋅、鋼筋及鎳期貨合約	52,607 (347,150)	Level 1 一級	Quoted bid commodity future prices in the London Metal Exchange and Shanghai Future Exchange 倫敦金屬交易所及上海期貨交易所報商品期貨報價	N/A 不適用	N/A 不適用
3) Provisional pricing policy arrangements classified as derivative financial instruments in the condensed consolidated statement of financial position 3) 於簡明綜合財務狀況表中分類為衍生金融工具之臨時定價政策安排	- (19,894)	Level 2 二級	Computation of difference between quoted bid market price of copper futures and contract prices with the adjustments for the purity of the copper scraps sold. The key inputs were quoted copper future price in London Metal Exchange and Shanghai Future Exchange and discount rate. 計算銅期貨所報市價與按所售廢銅純度調整的合約價之差額。主要數據為於倫敦金屬交易所及上海期貨交易所報銅期貨價及貼現率。	N/A 不適用	N/A 不適用



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

26. Fair Value Measurement of Financial Instruments (continued) 26. 金融工具公平值計量(續)

Financial assets (financial liabilities) 金融資產/(金融負債)	Fair value as at 30 June 2013 於二零一三年 六月三十日 之公平值 HK\$'000 千港元	Fair value hierarchy 公平值架構	Valuation technique(s) and key input(s) 估值技術及主要數據	Significant unobservable inputs 重大不可觀察輸入資料	Relationship of unobservable inputs to fair value 不可觀察輸入資料與 公平值的關係
4) Foreign currency forward contracts classified as derivative financial instruments in the condensed consolidated statement of financial position 4) 於簡明綜合財務狀況表中分類為衍生金融工具之外幣遠期合約	44 (165)	Level 2 二級	Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates. 根據遠期外幣兌換率(於報告期末可觀察的遠期外幣兌換率)及已訂約的遠期比率來估計未來現金流。	N/A 不適用	N/A 不適用
5) Embedded derivative component of convertible bonds (note i) 5) 可換股債券嵌入式衍生工具部分(附註i)	(36,410)	Level 3 三級	Binomial Option Pricing Model. The key inputs are the Company's share price, expected volatility, dividend yield, option life and risk free rate. 二項期權定價模式。 主要數據為本公司股價、預期波動、股息回報率、期權期限及無風險利率。	Expected volatility, taking into account the average historical volatility of the Company as at the date of valuation. 預期波動乃計及本公司於估值日期之平均歷史波動。 Dividend yield, taking into account the Company's historical dividends payout ratio and management's experience. 股息回報率乃計及本公司歷史股息派發率及管理層經驗。	The higher the expected volatility, the higher the fair value. 預期波動越大，公平值越大。 The higher the dividend yield, the lower the fair value. 股息回報率越高，公平值越小。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

26. Fair Value Measurement of Financial Instruments (continued) 26. 金融工具公平值計量(續)

Financial assets (financial liabilities) 金融資產/(金融負債)	Fair value as at 30 June 2013 於二零一三年 六月三十日 之公平值 HK\$'000 千港元	Fair value hierarchy 公平值架構	Valuation technique(s) and key input(s) 估值技術及主要數據	Significant unobservable inputs 重大不可觀察輸入資料	Relationship of unobservable inputs to fair value 不可觀察輸入資料與 公平值的關係
6) Detachable warrants to the convertible bonds classified as warrants in the condensed consolidated statement of financial position (note ii)	(3,507)	Level 3 三級	Binomial Option Pricing Model. The key inputs are the Company's share price, exercise price, expected volatility, dividend yield, option life and risk free rate.	Expected volatility, taking into account the average historical volatility of the Company as at the date of valuation. 預期波動乃計及本公司於估值日期之平均歷史波動。	The higher the expected volatility, the higher the fair value. 預期波動越大，公平值越大。
6) 於簡明綜合財務狀況表中分類為認股權證之可分拆認股權證的可換股債券(附註ii)			二項期權定價模式。 主要數據為本公司股價、行使價、預期波動、股息回報率、期權期限及無風險利率。	Dividend yield, taking into account the Company's historical dividends payout ratio and management's experience. 股息回報率乃計及本公司歷史股息派發率及管理層經驗。	The higher the dividend yield, the lower the fair value. 股息回報率越高，公平值越小。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

26. Fair Value Measurement of Financial Instruments (continued)

notes:

- (i) If the expected volatility to the Binomial Option Pricing Model was 10% higher and lower while all other variables were held constant, the carrying amount of the embedded derivative component of convertible bonds would increase by HK\$9,862,000 and decrease by HK\$9,392,000 respectively.

If the dividend yield to the Binomial Option Pricing Model was 10% higher/lower while all other variables were held constant, the carrying amount of the embedded derivative component of convertible bonds would decrease/increase by HK\$119,000.

- (ii) If the expected volatility to the Binomial Option Pricing Model was 10% higher and lower while all other variables were held constant, the carrying amount of the Warrants would increase by HK\$944,000 and decrease by HK\$899,000 respectively.

If the dividend yield to the Binomial Option Pricing Model was 10% higher/lower while all other variables were held constant, the carrying amount of the Warrants would decrease/increase by HK\$12,000.

26. 金融工具公平值計量(續)

附註:

- (i) 倘於其他變數保持不變的情況下，二項期權定價模式的預期波動提高或降低10%，可換股債券嵌入式衍生工具之賬面值將分別增加9,862,000港元及減少9,392,000港元。

倘於其他變數保持不變的情況下，二項期權定價模式的股息回報率提高/降低10%，可換股債券嵌入式衍生工具之賬面值將減少/增加119,000港元。

- (ii) 倘於其他變數保持不變的情況下，二項期權定價模式的預期波動提高或降低10%，認股權證之賬面值將分別增加944,000港元及減少899,000港元。

倘於其他變數保持不變的情況下，二項期權定價模式的股息回報率提高/降低10%，認股權證之賬面值將減少/增加12,000港元。

Reconciliation of Level 3 fair value measurements of financial liabilities

金融負債三級公平值計量的對賬

		Derivative component of convertible bonds	Warrants
		可換股債券衍生工具部分	認股權證
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January 2013	於二零一三年一月一日	85,290	8,046
Gain recognised in profit or loss	於損益內確認之收益	(48,880)	(4,539)
At 30 June 2013	於二零一三年六月三十日	36,410	3,507



26. Fair Value Measurement of Financial Instruments (continued)

Fair value measurements and valuation process

The board of directors of the Company has set up a valuation team, which is headed by the Chief Financial Officer of the Company, to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The valuation team works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

The valuation team engages the valuer to perform the valuations of the Convertible Bonds and the Warrants required for financial reporting purposes, including Level 3 fair value measurements of financial instruments. As a part of the valuation process, this valuation team reports directly to the Chief Financial Officer. The Chief Financial Officer reports the valuation team's findings to the board of directors of the Company semi-annually, in line with the Group's interim reporting dates.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed above.

Business and economic circumstances affecting fair value of measurements

During the current interim period, the market commodity prices and future prices decreased substantially by approximately 17%. The Group entered into aluminium, copper, steel rebar and nickel future contracts in order to manage its exposure to the volatility in metals' price risks. The decline in the commodity market prices led to an unfavorable position of the commodity future contracts and substantial increase in the fair value of derivative financial liabilities.

26. 金融工具公平值計量(續)

公平值計量及估值程序

本公司董事會已成立由本公司財務總裁領導的估值團隊，以就公平值計量釐定合適的估值方法及數據。

於估計資產或負債的公平值時，本集團運用其獲得的市場觀察數據。倘一級數據不可用，本集團委聘第三方合資格估值師進行估值。估值團隊與外聘合資格估值師密切合作以制定合適的估值技術及數據模式。

估值團隊就財務報告目的聘用估值師對可換股債券及認股權證進行估值，包括金融工具三級公平值計量。作為估值程序的一部分，估值團隊直接向財務總監報告。財務總監每半年向本公司董事會報告估值團隊的估值結果，報告的時間與本集團中期報告日期一致。

有關釐定不同資產及負債公平值所使用的估值方法及數據詳情載於上文。

業務及經濟環境影響公平值計量

於本中期間，市場商品價格及期貨價格大幅減少約17%。本集團訂立鋁、銅、鋼筋及鎳期貨合約以管理其金屬價格波動風險。商品市場價格的下跌導致商品期貨合約形勢不佳及衍生金融負債公平值大幅上升。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

27. Financial Instruments under Enforceable Master Netting Agreements

The following table sets out financial assets and financial liabilities that are under enforceable master netting agreements and similar agreements, which are not offset in the Group's condensed consolidated statement of financial position.

As at 30 June 2013

27. 強制執行統一淨額結算協議項下之金融工具

下表載列強制執行統一淨額結算協議及類似協議項下並未於本集團簡明綜合財務狀況表內抵銷之金融資產及金融負債。

於二零一三年六月三十日

Description	Gross amounts of recognised financial assets (liabilities) set off in the condensed consolidated statement of financial position	Gross amount of recognised financial assets (liabilities) set off in the condensed consolidated statement of financial position	Net amounts of financial assets (liabilities) presented in the condensed consolidated statement of financial position	Related amounts not set off in the condensed consolidated statement of financial position		Net amount
				Financial assets (liabilities)	Cash collateral received	
概述	已確認金融資產 (負債) 總額	於簡明綜合財務狀況表內抵銷之已確認金融資產 (負債) 總額	於簡明綜合財務狀況表內呈列之金融資產 (負債) 淨額	金融資產 (負債)	已收現金抵押品	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
Restricted deposits	受限制存款	436,011	-	436,011	(194,655)	241,356
Derivative financial assets	衍生金融資產					
- Aluminium, copper, zinc, steel rebar and nickel future contracts	- 鋁、銅、鋅、鋼筋及鎳期貨合約	52,607	-	52,607	(52,607)	-
Derivative financial liabilities	衍生金融負債					
- Aluminium, copper, zinc, steel rebar and nickel future contracts	- 鋁、銅、鋅、鋼筋及鎳期貨合約	(347,150)	-	(347,150)	52,607	(99,888)



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

27. Financial Instruments under Enforceable Master Netting Agreements (continued)

As at 31 December 2012

27. 強制執行統一淨額結算協議項下之金融工具

於二零一二年十二月三十一日

Description	Gross amounts of recognised financial assets (liabilities)	Gross amount of recognised financial assets (liabilities) set off in the condensed consolidated statement of financial position	Net amounts of financial assets (liabilities) presented in the condensed consolidated statement of financial position		Related amounts not set off in the condensed consolidated statement of financial position		Net amount
			Financial assets (liabilities)	Cash collateral received	Financial assets (liabilities)	Cash collateral received	
概述	已確認金融資產 (負債) 總額	金融資產 (負債) 總額	於簡明綜合財務狀況表內抵銷之已確認金融資產 (負債) 淨額	於簡明綜合財務狀況表內呈列之金融資產 (負債) 淨額	並未於簡明綜合財務狀況表內抵銷之金額	已收現金抵押品	千港元
	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
Restricted deposits	受限制存款	44,656	-	44,656	-	-	44,656
Derivative financial assets	衍生金融資產						
- Aluminium, copper zinc, steel rebar and nickel future contracts	- 鋁、銅、鋅、鋼筋及鎳期貨合約	50,761	-	50,761	(20,007)	-	30,754
Derivative financial liabilities	衍生金融負債						
- Aluminium, copper zinc, steel rebar and nickel future contracts	- 鋁、銅、鋅、鋼筋及鎳期貨合約	(20,007)	-	(20,007)	20,007	-	-

The disclosures set out in the tables above include commodities future contracts traded on the London Metal Exchange or the Shanghai Futures Exchange through brokers. The related collaterals are included in restricted deposits. If a default occurs, the brokers are able to exercise the right to offset against any favourable contracts and/or the collaterals placed.

上表所述披露包括於倫敦金屬交易所或上海期貨交易所透過經紀人交易之商品期貨合約。相關抵押品計入受限制存款。倘出現違約，經紀人可行使權利抵銷任何有利合約及/或抵押品。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

28. Pending Legal Litigations

Since 30 November 2012, the Group has been a defendant in legal claims filed by the lessor of certain properties in Shanghai for unpaid rent, management fees, early termination fee and reinstatement costs totalling approximately RMB37.3 million (equivalent to approximately HK\$46.8 million), of which approximately RMB20.7 million (equivalent to approximately HK\$25.9 million) was further claimed by the lessor on 21 January 2013, of which RMB14.9 million (equivalent to approximately HK\$18.6 million) was early termination fee and reinstatement costs included in other losses as set out in Note 5. The Group also filed a counter-claim against the lessor for overall expected direct economic loss of approximately RMB108 million (equivalent to approximately HK\$133 million) as a result of alleged misrepresentation by the lessor. The directors of the Company, after obtaining legal advice and considering the provisions of RMB37.3 million (equivalent to approximately HK\$46.8 million) as at 30 June 2013 already made by the Group, are of the opinion that the eventual resolution of the above litigations will not have any material adverse impact to the Group's future results and financial position.

28. 待決訴訟

自二零一二年十一月三十日起，本集團因上海若干物業的出租人就未付租金、管理費、提早終止費及重置成本總計人民幣約37,300,000元(約等於46,800,000港元)提出法律訴訟而成為被告。其中約人民幣20,700,000元(約等於25,900,000港元)由出租人於二零一三年一月二十一日進一步提出申訴，其中人民幣14,900,000元(約等於18,600,000港元)為提早終止費及重置成本，已計入附註5所載的其他虧損。本集團亦就因出租人之指稱失實陳述而導致的整體預期直接經濟損失約人民幣108,000,000元(約等於133,000,000港元)對出租人提出反申索。本公司董事經獲得法律意見及考慮本集團於二零一三年六月三十日所作撥備人民幣37,300,000元(約等於46,800,000港元)後，認為上述起訴的最終決議並不會對本集團的未來業績及財務狀況造成任何重大不利影響。

This report is published in both English and Chinese languages. Should there be any inconsistency between the Chinese and English versions, the English version shall prevail.

本報告以中英文兩種語言印製，在兩種文體的說明上存在歧義時，以英文為準。





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