

TIANNENG POWER INTERNATIONAL LIMITED 天能動力國際有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)
Stock code 股份代號：00819

ANNUAL REPORT 2013 年度報告



NEW ENERGY NEW WORLD

綠色能源 驅動世界





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公司資料

執行董事

張天任先生(主席)
張敖根先生
陳敏如先生
張開紅先生
史伯榮先生
楊連明先生

獨立非執行董事

何祚庥先生
黃董良先生
王敬忠先生

審核委員會成員

黃董良先生(主席)
王敬忠先生
何祚庥先生

薪酬委員會成員

王敬忠先生(主席)
陳敏如先生
黃董良先生

提名委員會成員

張天任先生(主席)
黃董良先生
王敬忠先生

公司秘書

許惠敏女士

核數師

德勤·關黃陳方會計師行

執業會計師

香港
金鐘道88號
太古廣場一座35樓

法律顧問

何耀棣律師事務所
香港中環
康樂廣場1號
怡和大廈5樓

合規顧問

滙富融資有限公司
香港
金鐘道89號
力寶中心一座7樓

法定地址

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

香港主要營業地點

香港灣仔
港灣道18號
中環廣場5509室

主要股份過戶登記處

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓(註)

公關顧問

縱橫財經公關顧問(中國)有限公司
香港金鐘
夏慤道18號
海富中心第一期24樓2402室

上市資料

香港聯合交易所有限公司
股份代號：00819

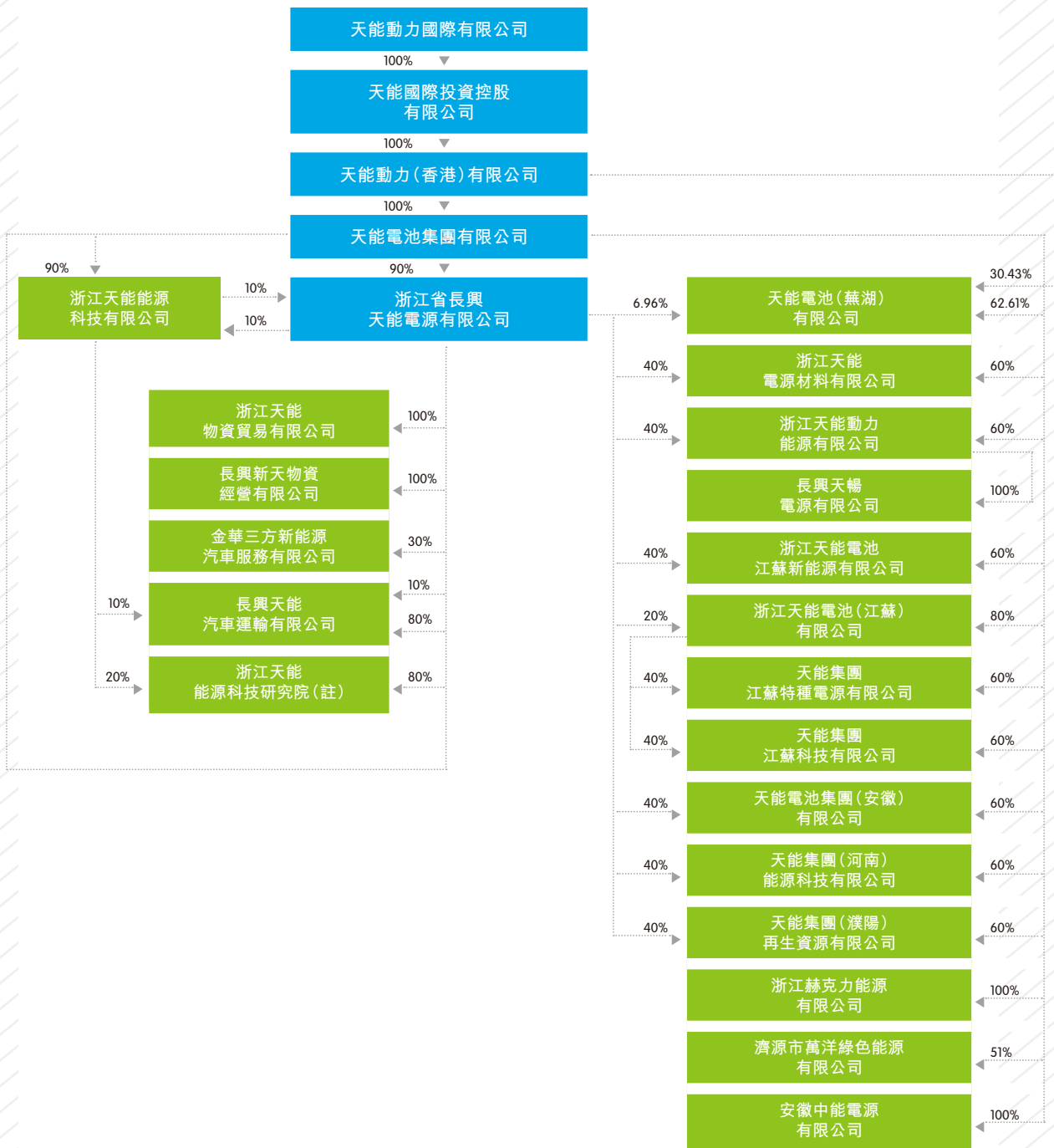
公司網站

<http://www.tianneng.com.hk>

註：新地址將於二零一四年三月三十一日生效

公司架構

下圖說明本集團股權及公司架構：



註：此為非企業註冊團體

公司簡介

天能動力國際有限公司(「本公司」或「天能動力」)及其附屬公司(「本集團」)在中華人民共和國(「中國」)從事生產、銷售i)用於電動車的動力電池和ii)新能源儲能電池產品。於二零一三年十二月三十一日，本公司是中國電動車市場最大的上市動力電池供應商之一。



本公司於二零零四年十一月十六日根據開曼群島公司法於開曼群島註冊成立及註冊為獲豁免有限公司。本公司於二零零七年六月十一日完成在香港聯合交易所有限公司(「聯交所」)主板首次公開發售 300,000,000 股股份。

於二零一三年十二月三十一日，本集團擁有八個生產基地，分別位於中國浙江省長興縣(1)長興總部、(2)煤山鎮和(3)吳山，(4)江蘇省沭陽縣，安徽省(5)蕪湖市和(6)界首市及河南省(7)濮陽市(在建中)和(8)濟源市。

本公司於二零一三年度實現銷售增長，市佔率進一步提高。本公司取得成功的原因在於擁有下列競爭優勢：(1)強大的品牌認知度及市場領先地位；(2)獨特技術知識以生產高質素動力電池產品並有效控制成本；(3)強大分銷及服務網絡能滿足一級與二級市場的需要；(4)強大的產品研發能力；(5)大力推動循環再生產業；及(6)強大且經驗豐富的管理團隊。

未來發展方面，本公司將繼續專注於拓展中國電動車動力電池市場以及新能源儲能電池市場，並透過 (i) 擴大產能；(ii) 控制成本及提高效率；(iii) 增加現有產品用途；(iv) 開發新產品(例如，用於電動汽車的鉛、鎳氫、鋰動力電池及用於風能太陽能發電系統的大容量儲能電池)；及(v) 建設舊電池回收基地等，實現進一步增長。

註： 在本「公司簡介」章節，電動車包括電動自行車、電動三輪車及電動汽車。



公司簡介 - 生產基地分佈圖

濮陽基地 (在建)



為集團河南循環經濟產業園，產品幅射華北地區

濟源基地



處於鉛資源大省，產品可幅射華中、西北地區

界首基地

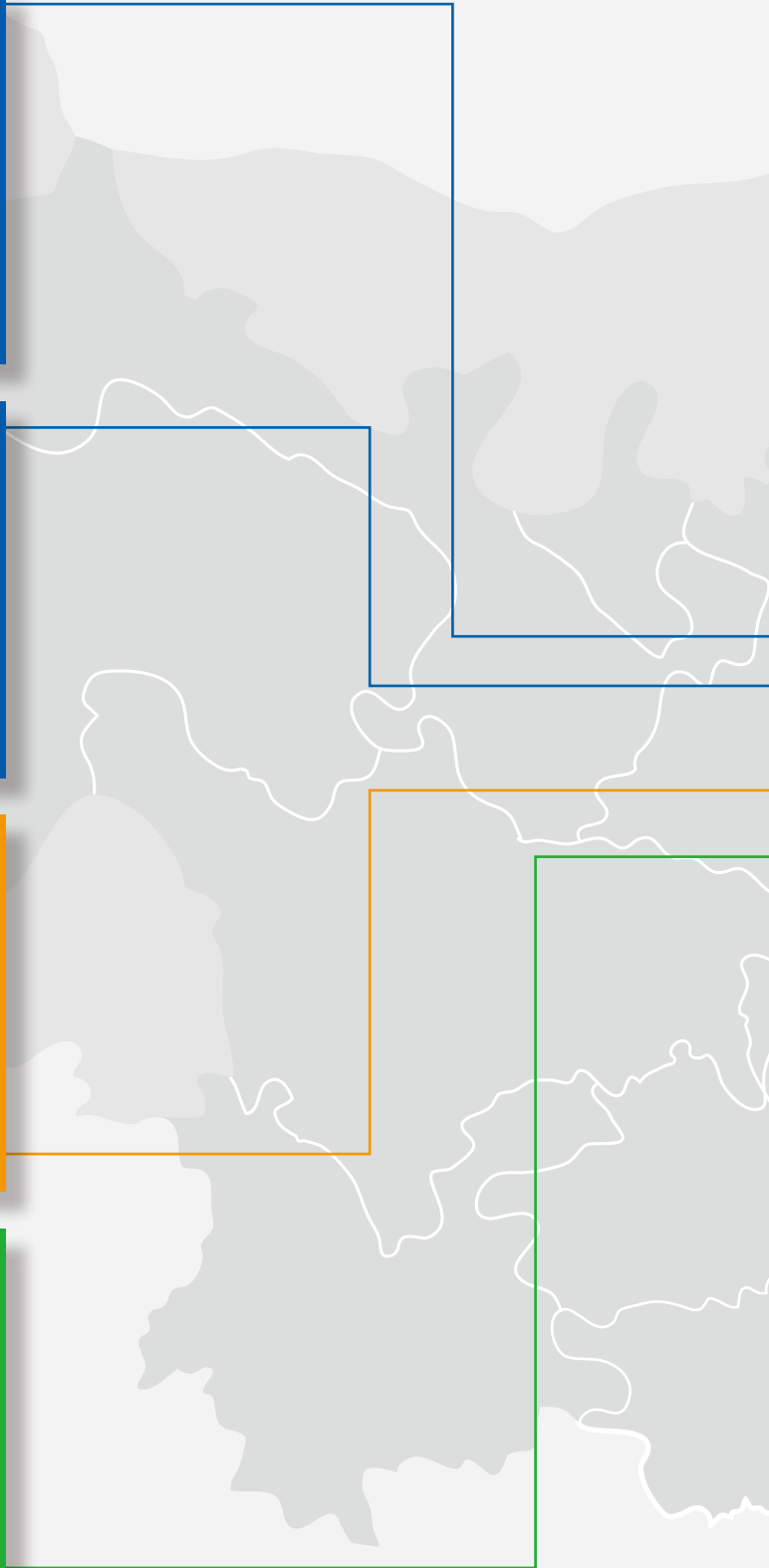


產品可就近輸送到電池消費大省

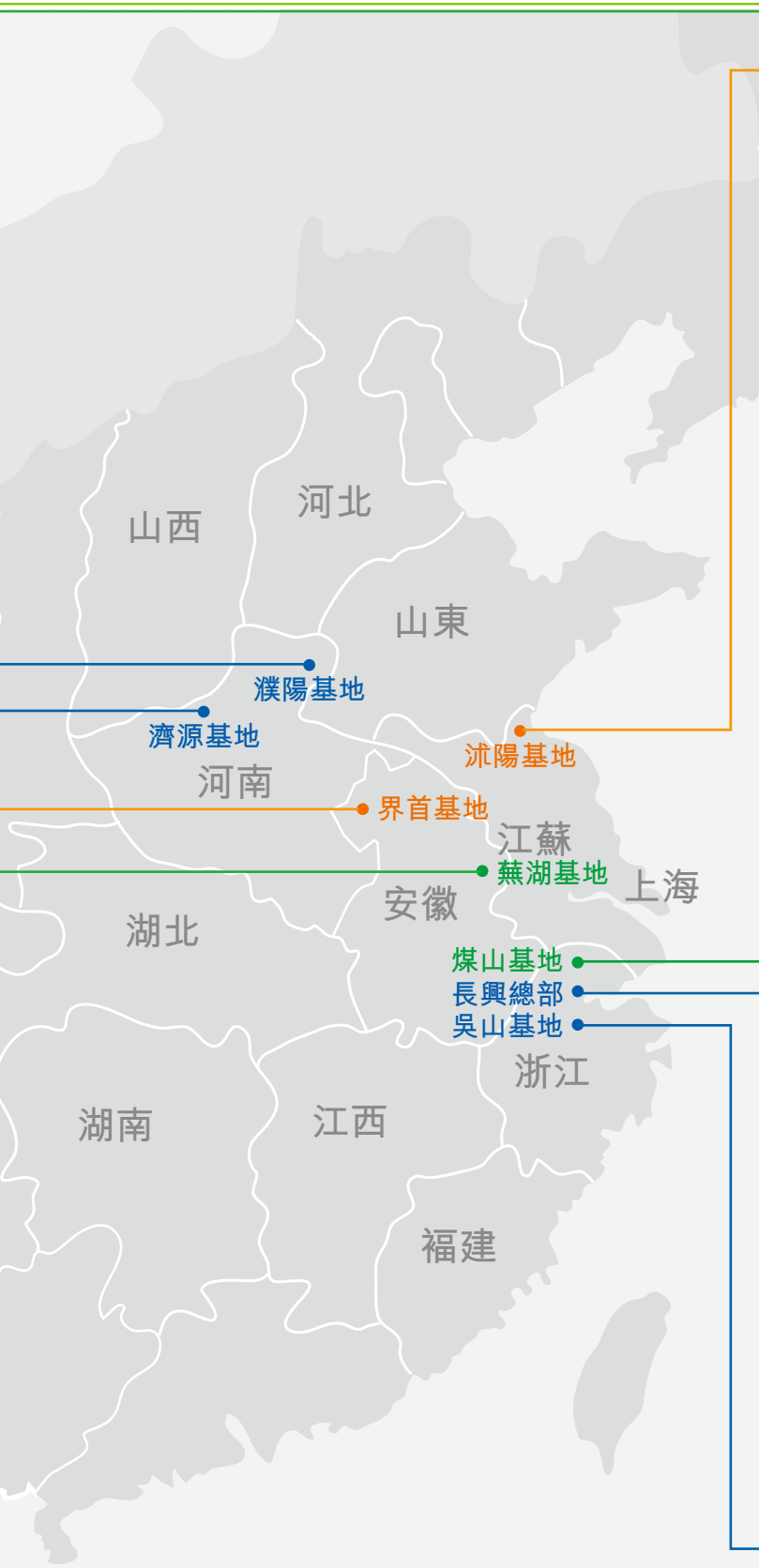
蕪湖基地



位於國家級工業園區，與奇瑞新能源建立戰略合作



公司簡介 - 生產基地分佈圖



汧陽基地

集團江蘇生產基地，產品供應華東市場

煤山基地

集團發源地

長興總部

集團行政研發中心，鋰電池製造基地

吳山基地

集團在浙江的循環經濟產業園

財務摘要

(除按每股計算的數據外，賬目均以人民幣千元列示)

綜合全面收益表(註 1)

	截至十二月三十一日止年度				
	二零一三年	二零一二年	二零一一年	二零一零年	二零零九年
營業額	13,635,060	9,887,641	5,438,321	3,752,813	2,254,947
除稅前溢利	141,240	912,515	829,685	428,752	319,674
稅項	(10,915)	(203,116)	(213,698)	(82,472)	(48,979)
本年度溢利	130,325	709,399	615,987	346,280	270,695
非控股權益	(4,970)	(738)	-	-	-
本公司擁有人應佔溢利	135,295	710,137	615,987	346,280	270,695
每股盈利(人民幣元/股)					
— 基本	0.12	0.65	0.57	0.32	0.27
— 攤薄	0.12	0.64	0.56	0.32	0.26

綜合財務狀況表(註 2)

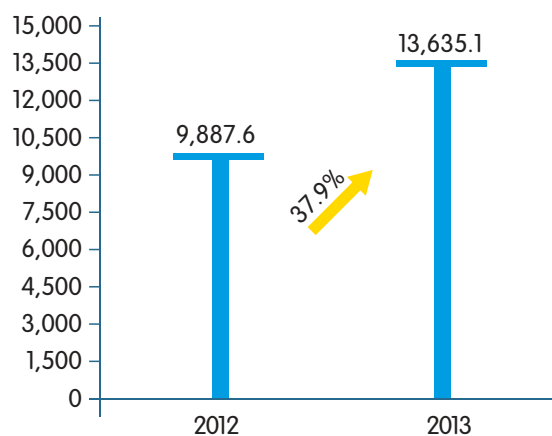
	於十二月三十一日				
	二零一三年	二零一二年	二零一一年	二零一零年	二零零九年
總資產	7,904,226	7,445,211	4,782,851	3,084,525	2,258,414
總負債	4,841,959	4,322,868	2,282,377	1,128,363	575,892
淨資產/總權益	3,062,267	3,122,343	2,500,474	1,956,162	1,682,522

註：

- 截至二零零九年十二月三十一日止年度的業績載於本公司二零零九年年報第 47 頁。截至二零一零年及二零一一年十二月三十一日止年度的業績載於本公司二零一一年年報第 57 頁。截至二零一二年及二零一三年十二月三十一日止年度的業績載於本年報第 123 頁。所有該等資料均摘錄自根據香港財務報告準則(「香港財務報告準則」)編製的財務報表。
- 本公司於二零零九年十二月三十一日的綜合財務狀況表載於二零零九年年報第 48 頁。於二零一零年及二零一一年十二月三十一日的綜合財務狀況表載於本公司二零一一年年報第 58 頁。於二零一二年及二零一三年十二月三十一日的綜合財務狀況表載於本年報第 124 頁。所有該等資料均摘錄自根據香港財務報告準則編製的財務報表。

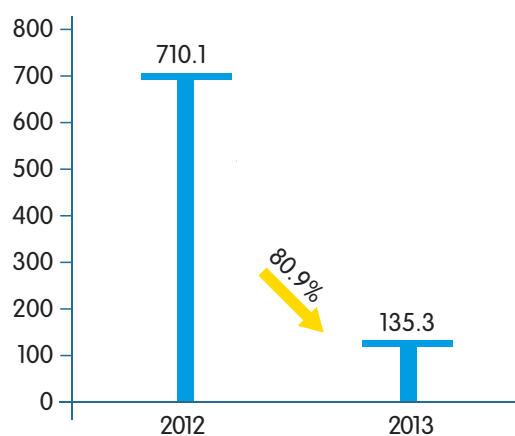
銷售營業額

人民幣百萬元

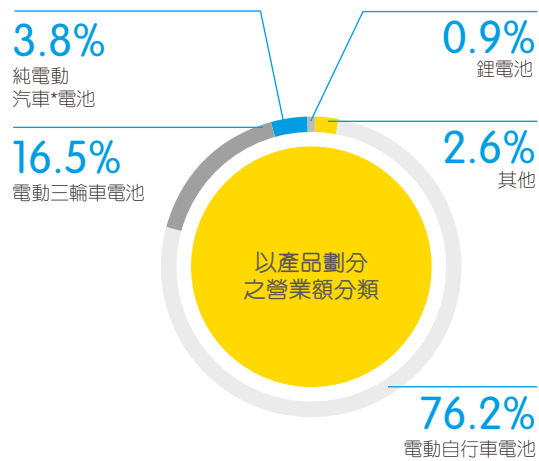


股東應佔溢利

人民幣百萬元



營業額分類



* 電動汽車包括純電動轎車、電動叉車、電動巡邏車和特種用途電動車等。

主席報告



有別於其他國家，中國電動車發展有其獨特性，電動自行車先於中國萌芽，經過十多年發展，現已擁有世界最大的電動自行車市場，保有量超過1.2億台。

張天任
主席

致各位股東：

年內股東應佔溢利及股息

於本年度，本集團的綜合營業額約為人民幣136.35億元(二零一二年：約98.88億元)，較上年增長約37.9%。本公司擁有人應佔溢利約為人民幣1.35億元(二零一二年：約人民幣7.10億元)，較上年下跌80.9%。本集團的每股基本盈利為人民幣0.12元(二零一二年：人民幣0.65元)。建議就本公司股東(「股東」)持有的每股本公司普通股(「股份」)宣派現金股息4.6港仙。派發末期股息須待將於二零一四年五月十六日舉行的股東週年大會上獲股東批准後方可作實。

中國·電動車

隨著中國工業化和城鎮化進程加快，中國已經呈現以京津冀、長三角、珠三角為代表的城市產業集群。然而，中國經濟近年的高速發展，導致不少人口密集城市承受不斷增加的霧霾威脅，為中國居住環境惡化敲響警鐘。國務院總理李克強在最近召開的國務院常務會議時講到霧霾問題，要求各部認真處理。目前，空氣質量惡化已經成為老百姓最為關注的問題，各級政府都非常重視，未來加大支持環保產品、推廣環保生產、構造環保社會將成為大勢所趨，電動車發展已成為中國環保事業的核心部分。

有別於其他國家，中國電動車發展有其獨特性，電動自行車先於中國萌芽，經過十多年發展，現已擁有世界最大的電動自行車市場，保有量超過1.2億台，舒緩了因傳統道路公交系統及個人燃油交通工具帶來的尾氣排放問題。在政府和社會各界共同努力下，現時中國電動車發展正逐步有序地向電動三輪車和電動汽車擴張。

從長遠發展角度看，2013年度的經營成果為本集團未來持續穩健收入來源打下堅實的基礎，並為股東長期回報作出充分的準備。

社會大眾已認定動力電池行業為中國電動車發展關鍵板塊，並不斷要求業界在現有的龐大市場及經過消費者驗證的技術基礎上，研究推廣更適合中國電動車發展的電池產品。本集團作為中國動力電池行業標桿企業，正努力不懈滿足社會及市場的期望。

不平凡的2013年

2013年是「十二五」的深入實施之年，是本集團發展不平凡的一年。宏觀環境複雜多變，經濟高速發展帶來的霧霾天氣，各新能源產業政策陸續出台，鉛蓄電池行業整合進入關鍵階段，市場規律變化迅速，都為本集團在經營過程中帶來不同的挑戰，但同時也帶來不少的機遇。

在堅持可持續發展宏觀戰略下，本集團於本年度通過彈性的定價策略及快速的應變措施，在各個主要業務板塊均取得可觀增長，在開拓、搶佔市場及引領行業整合中均達到預期目標。儘管在過程中對2013年度盈利造成一點壓力，但從長遠發展角度看，已為本集團未來持續穩健收入來源打下堅實的基礎，並為股東長期回報作出充分的準備。

在2012年5月，工信部頒佈了《鉛蓄電池行業准入條件》（「准入條件」），為政府牽頭的鉛電池行業環保整治及行業整合正式拉開序幕。在政府全方位拉高行業門檻及強大政策壓力之下，行業面對前所未有的淘汰潮，大批中小企業在「政策」和「市場」的雙重壓力之下被迫退出，企業數量由近2,000家銳減至200多家，行業集中度大幅提升。本集團除在行業整合中迅速把握機遇，擴大市場份額外，同時以坦誠及全面配合的態度，於本年度完成政府提出的准入條件階段性工作。

更重要的是低速電動汽車的廉價特性，既是一般普羅大眾可負擔的，又可減輕地方政府為電動汽車進行補貼的財政負擔，進一步提高中國電動汽車發展的可持續性。

另在准入條件中，工信部已清楚表明，鉛蓄電池企業應履行生產者延伸責任，不得採購不符合環保要求的再生鉛企業生產的產品作原料，同時應利用電池銷售渠道建立廢舊鉛蓄電池回收系統；並在2013年2月頒佈的《工業和信息化部關於有色金屬工業節能減排的指導意見》指出，在2015年底前，再生鉛產量佔當年鉛產量的比例達到40%；而在工信部2013年3月頒佈的《關於促進鉛酸蓄電池和再生鉛產業規範發展的意見》規定，對利用廢鉛酸蓄電池生產再生鉛的企業繼續實行增值稅即徵即退50%的稅收優惠政策；以上相關政策確定了本集團發展鉛回收戰略方向正確。

在新興業務板塊方面，電動三輪車在農村及中小城市已被普遍使用，根據益普索2013年的電動車行業報告（「益普索報告」），於2013年年底，電動三輪車保有量已超過2,000萬台；而電動三輪車電池需求2013年年度增長更達43.6%。

在低速電動車業務板塊方面，本集團留意到，從2010年至2013年間，中國不少地方政府相繼出台支持低速電動汽車發展的政策，比如，山東省、江蘇大豐、河北邢台、湖北襄陽、湖南婁底和安徽阜陽等頒佈了相關發展的地方政策。這是給低速電動汽車發展發放了正面信號，市場可以容納不同類型電動汽車，更重要的是低速電動汽車的廉價特性，既是一般普羅大眾可負擔的，又可減輕地方政府為電動汽車進行補貼的財政負擔，進一步提高中國電動汽車發展的可持續性。

低速電動汽車將率先在中國實現產業化，目前中國低速電動汽車保有量已經超過40萬輛，未來市場潛力巨大。

前景

電動車作為21世紀節能、環保、舒適的交通工具，迎合政府治理霧霾、推廣環保產品的主張，未來將迎來巨大發展機遇。根據益普索報告，預計鉛電池將長期(2013-2020)佔有電動自行車動力電池約90%以上的市場份額，仍然繼續佔據市場主導地位；本集團將更好利用自身優勢和市場力量來繼續鞏固在市場的領導地位，並作為本集團龐大穩固的收入來源。作為戰略部署，本集團於多年前已開始投入資金研發並量產電動自行車鋰電池，未來將以此開發海外市場。

在電動三輪車已被廣泛運作為家庭用車及短途貨物運輸車等，按照益普索報告預計，中國電動三輪車市場保有量未來將按中高速增長，到2020年保有量突破1億輛。電動三輪車市場的快速增長將帶動電池強勁需求，預計到2020年電動三輪車電池的市場規模將等同於電動自行車電池市場規模，成為電動自行車之後的第二大動力電池需求市場。本集團已在市場開拓和技術開發方面做好準備，實現更平衡的產品結構。

在新能源汽車動力電池業務發展方面，汽車電動化已是中國甚至全球一個不可逆轉的大趨勢，特別是低速電動汽車在中國已經開始商業化生產和銷售，主要用在計程車、家庭用轎車、城市公共服務用車和載貨車輛。益普索報告認為，中國電動汽車產業化將經歷一個從低速到高速的過程，低速電動汽車將率先在中國實現產業化，目前中國低速電動汽車保有量已經超過40萬輛，未來市場潛力巨大。低速電動汽車一般是指最高速度低於每小時80公里的輕型電動汽車，主要配備環保的新型鉛電池。目前中國的低速電動汽車已經初具規模，中國山東、江蘇、安徽、湖北和河南等省份一些地方政府已經出台了低速電動汽車的管理辦法，中國政府也已經開始考慮逐步放開低速電動汽車市場，並亦正在研究制定低速電動汽車的標準和法規。據益普索報告，

繼續投放更多
資源發展「低速 —
可負擔 — 安全」
的新能源汽車動力
電池，爭取與國內
外更多低速電動
汽車廠家合作。

低速電動汽車 2013-2020 年需求量將按 36% 年複合增長，預計將帶動鉛電池企業的銷量增長，成為中長期刺激鉛動力電池銷售增長的主要推動力。本集團將在能配合中國國策、國情及自身優勢的情況下，本集團將繼續投放更多資源發展「低速 — 可負擔 — 安全」的新能源汽車動力電池，爭取與國內外更多低速電動汽車廠家合作。

最後，在中國政府政策引導下，本集團將延續鉛電池回收戰略。在長興吳山基地的「舊電池回收再生」項目已投產的基礎上，繼續河南省濮陽市第二個廢電池回收再生基地的建設。展望未來，在保護環境、提升回收再生技術以及減低電池生產成本的同時，本集團冀望能成為中國鉛回收業內的新標杆企業。

總而言之，本集團將繼續以產品可持續多元化、發展電池再生、產能適度擴張、完善銷售網絡及品牌建設為未來發展策略核心，並以拓展電動汽車電池、鋰電池等新興市場業務為重點長期戰略。本人深信，在堅持「綠色能源 驅動世界」的信念，並以成為「全球領先的綠色能源供應商」為目標推動下，本集團將會繼續穩健發展，長遠為股東帶來更好的回報。

致謝

本人謹借此機會對本集團員工的貢獻和辛勤工作衷心致謝，並感謝股東和業務夥伴的支持。

主席
張天任

香港，二零一四年三月十五日

The background is a vibrant green with a radial light effect. A bright white and yellow light source on the left side creates a series of rays that fan out across the frame. The colors transition from a bright yellow-green near the light source to a deeper, darker green towards the edges. The overall effect is dynamic and energetic.

堅實的
基礎

在堅持可持續發展宏觀戰略下，本集團於本年度通過彈性的定價策略及快速的應變措施，在各個主要業務板塊均取得可觀增長，在開拓、搶佔市場及引領行業整合中均達到預期目標。



管理層討論及分析



本集團主要業務為生產和銷售電動車動力電池，是中國動力電池最大生產商之一，以自有主要品牌『天能／TIANNENG』進行銷售。本集團鉛及鋰動力電池產品主要應用於電動自行車、電動三輪車及電動汽車；本集團亦生產新能源儲能電池，主要應用於風能及太陽能發電系統。

本集團以進一步鞏固行業領先地位為前提，爭取擴大市佔率為總體目標，較二零一二年度增長

37.9%



營運回顧

在產品銷售方面，本集團以進一步鞏固行業領先地位為前提，爭取擴大市佔率為總體目標。本年度總銷售金額約為人民幣136.4億元，較二零一二年度增長37.9%；另根據市場研究機構益普索報告，本集團主要產品電動自行車鉛動力電池市佔率達35%，其他絕大部份競爭對手市佔率均只有5%或以下。

在電動自行車動力電池銷售方面，本年度以加速行業整合和提升市佔率為目標，以彈性價格及提升品牌推廣為主要策略；根據益普索報告，於二零一三年，行業年度需求增長率低於10%，本集團本年度電動自行車鉛動力電池銷售收入為人民幣103.91億元，與去年比較增長30.7%，大幅度高於行業平均值。本集團於二零一三年十二月三十一日共有1,694名二級市場獨家分銷商，較二零一二年十二月三十一日的1,314名增加了380名。本集團之二級市場銷售及分銷網絡覆蓋中國大部分地區。

在電動三輪車動力電池銷售方面，本年度以抓好市場爆發增長及城鎮化的機遇和搶佔市場為目標，以擴大與客戶戰略合作、加強向新農村城鎮市場進行產品推廣及借助電動自行車鉛動力電池龐大分銷網絡為主要策略；根據益普索報告，於二零一三年，行業年度需求增長率約43.6%，本集團本年度電動三輪車鉛動力電池銷售收入為人民幣22.51億元，與去年比較增長76.0%，比行業平均高32.4個百分點。

在電動汽車動力電池銷售方面，本年度參與引領低速電動車行業各界與政府一同加快制定相關管理辦法；並在中國低速電動車行業發展最迅速的地區（包括山東、河南及安徽等）進行了大量與電動車生產商戰略合作研究，同時與奇瑞汽車、山東唐駿、時風集團及康迪汽車等電動車生產商保持和建立了戰略合作關係。本集團本年度電動汽車動力電池銷售為人民幣5.1億元；根據「益普索」報告，本集團於本年度在中國低速電動車電池行業市佔率達到51%。

管理層討論及分析

在鉛電池生產及生產基地建設方面，由於鉛動力電池銷量增長比產能增長更快，因此需加大委外加工量以應付；於二零一三年度，自有生產與委外加工之生產比例為**61:39**（二零一二年：77:23）。於回顧年度內，濮陽基地是本集團全新建設的大型綜合生產基地，正處於施工階段；而其餘七大基地均完成不同程度的產能提升及生產技術改造工程。

在鉛電池回收項目方面，為了更好地回收、處理舊電池，本集團於長興吳山基地建立鉛電池行業第一個鉛電池回收項目，也是目前行業內唯一一個，並已投產；而本集團第二個鉛電池回收項目已於河南濮陽基地開始建設。

在研發方面，為保持產品競爭力，本集團大量投資於研發方面，本集團研發活動專注於開發清潔、耐用及環保的新能源電池產品。於二零零八年七月，本集團的博士後科研工作站由省級升為國家級，二零零九年六月集團成立天能能源科技研究院，此舉意味著本集團能更好的招攬及吸引頂尖科研人才，並可享受中國政府的更多優惠。本集團於二零一零年四月與哈爾濱工業大學成立「Pb-c 超級電池聯合實驗室」及於二零一零年九月成立院士專家工作站，重點研究新型電池材料及新能源電池。於二零一一年，本集團的附屬公司天能電池集團有限公司、浙江天能能源科技有限公司、浙江天能電池(江蘇)有限公司及天能電池(蕪湖)有限公司分別獲認可為高新技術企業。於二零一二年十一月，本集團技術中心獲評為行業內首家國家級企業技術中心。於二零一三年十一月，組織成立行業內第一個新型電池產業技術創新聯盟。同月，本集團獲評國家技術創新示範企業，為行業內首家。

主要科研成就：



本集團的
研究隊伍由

680

名員工組成，
研發成本較去
年增長約

21%



於二零一三年十二月三十一日，本集團的研究隊伍由 680 名員工組成，研發成本較去年增長約 21%，其增長主要由於本集團增加了在若干主要項目的研發費用，包括電動汽車動力電池項目、硅膠電池項目和納米稀土電池項目等。為加快研發用於純電動汽車的動力電池，本集團已與奇瑞汽車、上汽集團、康迪汽車等汽車製造商進行技術合作。

在環保方面，作為一家上市公司，本集團十分注重承擔社會責任，致力於為客戶提供清潔能源。本集團高度重視環保工作，委聘艾奕康上海分公司對本集團主要生產廠房進行環境評估。本集團的主要生產廠房都位於當地的工業園內，年度評估顯示本集團符合中國相關環境標準。

在品牌建設方面，本集團已經建立了強大的品牌知名度，並受各界廣泛認同，詳情請參閱本年報第 30 頁「獎項」章節。

在內部監控方面，為改善本集團內部監控系統，本集團已委聘一家國際會計公司的聯營機構——天職香港內控及風險管理有限公司對截至二零一三年十二月三十一日止年度運作的內部監控系統進行審閱。審閱涵蓋重大的監控，包括財務、經營及合規監控以及風險管理職能。本集團亦定期對內部監控系統及其有效性進行檢討，以確保股東權益獲得保障。





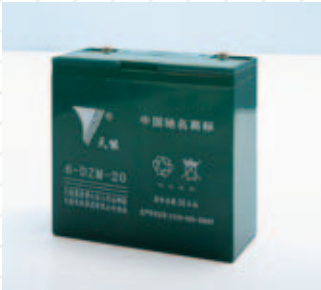
經營業績

營業額

本集團營業額由二零一二年度約人民幣9,887,640,000元增長至二零一三年度約人民幣13,635,060,000元，較去年上升約37.9%，這主要是由於電動自行車動力電池、電動三輪車動力電池及電動汽車動力電池需求強勁；而營業額分別為人民幣10,391,000,000元、人民幣2,250,830,000元及人民幣511,110,000元，較上年分別增加30.7%、76.0%及29.9%。

毛利

本集團於二零一三年度毛利及毛利率分別為約人民幣1,404,390,000元及約10.3%（二零一二年度：約人民幣1,855,140,000元及約18.8%），比去年分別下跌約24.3%及8.5個百分點。本集團主要原材料－「鉛」的加權平均採購價在扣除增值稅後每噸約為人民幣12,036元（二零一二年：每噸約人民幣13,081元），較去年下降約8.0%。儘管原材料價格有所下跌，但毛利率仍較大跌幅，由於主要鉛動力電池的加權平均銷售單價下降至每個約人民幣97.1元（二零一二年：每個約人民幣104.4元），較去年下降約7.0%；而委外加工增加導致單位成本上升也對毛利率造成下降壓力。



其他收入

本集團其他收入由二零一二年度約人民幣129,850,000元增加約36.8%至二零一三年度約人民幣177,610,000元。該等增長主要由於財政補助增加所致。

銷售及分銷成本

本集團銷售及分銷成本由二零一二年度約人民幣250,260,000元增加約65.0%至二零一三年度約人民幣412,990,000元。該等增長主要由於銷量增加所致。

行政開支

行政開支由二零一二年度約人民幣302,450,000元增加約21.3%至截至二零一三年度約人民幣366,960,000元。該等增長主要由於僱員成本及環保費用增加。

融資成本

融資成本由二零一二年度約人民幣122,390,000元增加約17.5%至二零一三年度約人民幣143,840,000元。該等增長主要由於銀行借貸平均金額增加所致。

稅項

本集團二零一三年度的企業所得稅約為人民幣10,920,000元，較二零一二年度約人民幣203,120,000元下降約94.6%。該等下降乃由於稅前利潤大幅下跌所致。

流動資金及財務資源

二零一三年度經營活動之現金淨額約為人民幣938,010,000元(二零一二年：負人民幣172,140,000元)，上升原因主要由於減少存貨規模、控制應收票據、應收貿易賬款及其他應收賬款擴張規模，與及增加應付票據、應付貿易賬款及其他應付賬款所致。

投資活動所用現金淨額主要是購置物業、廠房及設備的資本開支與及提取已抵押及定期銀行存款。

管理層討論及分析



於二零一三年十二月三十一日，本集團的銀行結餘及現金(包括定期存款和已抵押銀行存款)約為人民幣1,015,640,000元(二零一二年十二月三十一日：約人民幣1,093,970,000元)。於二零一三年十二月三十一日，本集團獲得未使用銀行融資約人民幣1,693,000,000元(二零一二年十二月三十一日：約人民幣1,300,280,000元)。銀行結餘及現金(包括定期存款和已抵押銀行存款)人民幣941,710,000元、人民幣69,460,000元及人民幣4,470,000元分別以人民幣、港元及美元計值。由於港元銀行結餘可作償還港元銀行貸款之用，因此本公司能控制相關匯兌風險。

於二零一三年十二月三十一日，本集團的交易性投資約人民幣3,220,000元(二零一二年十二月三十一日：約人民幣46,990,000元)。在考慮資金運用，合理回報，流動性及市場狀況等因素後，已把上述投資大幅減少，並有效控制相關風險，貫徹本集團穩健的資金政策。

於二零一三年十二月三十一日，本集團的流動資產淨值約為人民幣381,940,000元(二零一二年十二月三十一日：約人民幣504,410,000元)。基於經營活動之現金流大幅改善以及充裕之現金和銀行結餘，本公司相信將能夠償還到期負債和滿足經營所需資金，並能夠控制其負債及財務風險水平。

管理層討論及分析

於二零一三年十二月三十一日，本集團一年內到期銀行借貸及貸款票據(合稱「付息貸款」)合共約為人民幣2,142,900,000元(二零一二年十二月三十一日：約人民幣2,757,800,000元)。而一年後到期付息貸款為人民幣654,500,000元(二零一二年十二月三十一日：人民幣148,590,000元)。付息貸款人民幣2,581,200,000元和人民幣216,200,000元分別以人民幣及美元計算，而固定及浮動年利率為3.19%至6.77%(二零一二年：3.59%至7.60%)。本公司將密切監控利率變動並評估利率風險。

本公司財務政策之目標為維持優化之資本架構，透過審慎的財務管理盡量降低資金成本。於回顧期內，本集團繼續進一步利用長期貸款以優化其貸款結構。

財務狀況

資產於二零一三年十二月三十一日，本集團總資產約為人民幣7,904,230,000元，較於二零一二年十二月三十一日約人民幣7,445,210,000元增加6.2%。其中，非流動資產增長約20.9%至約人民幣3,365,340,000元，而流動資產則減少約2.6%至約人民幣4,538,890,000元。非流動資產增加的主要因為就生產廠房持續作出資本開支；流動資產下降的主要因為存貨及定期存款減少所致。

負債

於二零一三年十二月三十一日，本集團總負債約為人民幣4,841,960,000元，較二零一二年十二月三十一日約人民幣4,322,870,000元增加約12.0%。其中，流動負債水平基本持平，金額保持在約人民幣4,156,950,000元，當中應付賬款增加大概可覆蓋短期付息貸款的減少；而非流動負債則由人民幣166,490,000元增至二零一三年十二月三十一日人民幣685,010,000元，主要由於長期付息貸款增加所致。

主要財務狀況比率

	二零一三年	二零一二年
流動比率	1.09	1.12
速動比率	0.65	0.65
利息保障比率(註)	2.70	10.61

註：EBITDA除以總利息支出

流動比率及速動比率與年初比較均有輕微下降，主要由於流動資產輕微減少。利息保障比率大幅下降主要由於稅前溢利大幅下降所致。

管理層討論及分析

資本開支

於二零一三年度的資本開支約為人民幣 865,060,000 元(二零一二年：約人民幣 1,075,390,000 元)。主要開支來自長興吳山基地、河南濮陽基地、江蘇沭陽基地及安徽界首基地建設。

資本承擔

於二零一三年十二月三十一日，綜合財務報表內就收購物業、廠房及設備之已訂約但未入帳之款項約為人民幣 429,680,000 元(二零一二年十二月三十一日：約人民幣 369,530,000 元)。

資產負債比率

本集團於二零一三年十二月三十一日的資產負債比率(根據付息貸款總額除以總資產再乘以 100% 計算)約為 35.4%(二零一二年十二月三十一日：約 39.0%)。

匯率波動風險

由於本集團業務主要於中國經營，而且經營主要以人民幣交易，董事會認為本公司之營運現金流及流動資金不存在重大外匯匯率風險，因此沒有作任何對沖安排。然而，本集團將按業務的發展需求，不時檢討和監察相關的外匯風險，並在適當時訂立外匯對沖安排。

或然負債

於二零一三年十二月三十一日，本集團概無任何重大或然負債(二零一二年十二月三十一日：無)。

資產抵押

於二零一三年十二月三十一日，本集團之銀行信貸以銀行存款、應收票據及帳款、物業、廠房及設備以及預付租賃款項用作抵押。抵押資產賬面淨值總額約為人民幣 506,460,000 元(二零一二年十二月三十一日：人民幣 731,600,000 元)。

員工及薪酬政策

於二零一三年十二月三十一日，本集團共僱用 17,846 名(二零一二年十二月三十一日：18,422 名)員工。本集團於二零一三年度之員工成本(不包括董事薪酬)約人民幣 914,910,000 元(二零一二年：人民幣 726,780,000 元)。成本包括基本薪酬、福利及員工福利，例如酌情花紅、醫療及保險計劃、退休金計劃(包括政府法定要求的計劃如中國的養老保險及香港的強制性公積金)、失業保險計劃以及購股權計劃等。本集團向員工提供具競爭力之薪酬待遇。本公司採納用以激勵員工表現之獎勵計劃(包括購股權計劃)及提供一系列員工發展培訓計劃。

所持之重大投資

於二零一三年十二月三十一日，本集團並無持有任何重大投資(二零一二年十二月三十一日：無)。

重大收購及出售

本年度並沒有重大收購及出售。

購買、出售或贖回本公司上市股份

除因行使購股權使本公司以每股1.22港元發行12,560,000股份外，本公司或任何附屬公司於本年內並無其他購買、出售或贖回本公司的股份。

期後事項

於二零一四年三月，本公司全資附屬公司天能電池集團有限公司發行第一期總額為人民幣400,000,000元之企業債券，年期為由發行日期起計為期五年，債券前三年利率為每年7.31%。有關債券詳情請參閱本公司於二零一四年三月七日及二零一四年三月十日發出之公告。

暫停辦理股份過戶登記

本公司將自二零一四年五月十二日至二零一四年五月十六日(首尾兩日包括在內)暫停辦理股份過戶登記，期間概不登記任何本公司股份轉讓。為合資格出席股東週年大會，所有股票連同已填妥的股份過戶表格須於二零一四年五月九日下午四時三十分或之前交回本公司之股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。本公司亦將自二零一四年五月二十三日至二零一四年五月二十六日(首尾兩日包括在內)暫停辦理股份過戶登記，期間概不登記任何本公司股份轉讓。為合資格收取末期股息，所有股票連同已填妥的股份過戶表格須於二零一四年五月二十二日下午四時三十分或之前交回本公司之股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。

提升產品
競爭力

本集團主要業務為生產和銷售電動車動力電池，是中國動力電池最大生產商之一，以自有主要品牌『天能／Tianneng』進行銷售。本集團鉛及鋰動力電池產品主要應用於電動自行車、電動三輪車及電動汽車；本集團亦生產新能源儲能電池，主要應用於風能及太陽能發電系統。



獎項



中國輕工業百強企業

2013年6月，本公司被中國輕工業聯合會評為中國輕工業百強企業 **1**

國家技術創新示範企業

2013年10月，本公司工業和信息化部評定為國家技術創新示範企業 **2**

全球新能源企業500強

2013年11月，本公司被中國能源經濟研究院冠以2013全球新能源企業500強 **3**

財富中國500強

2013年7月，本公司被《財富》雜誌冠以財富中國500強 **4**



中國電動車動力電池領導品牌

2013年8月，本公司被益普索評定為中國電動車動力電池領導品牌 **5**

成立新型電池產業技術創新戰略聯盟

2013年11月，本公司組織成立新型電池產業技術創新戰略聯盟，被推選為該聯盟理事長單位 **6**

全國工商聯科技裝備業商會副會長單位

2013年10月，本公司被推選為全國科技裝備業商會副會長單位 **7**

全國五一勞動獎狀

2013年4月，本公司被中華全國總工會授予全國五一勞動獎狀 **8**

董事及高級管理層履歷



張天任博士



張敖根先生

執行董事

張天任博士，51歲，為本集團董事局主席、總裁兼本集團創辦人。張先生負責本集團的整體管理及業務策略規劃。張先生於中國蓄電池行業積累27年技術研發和管理經驗。張先生於一九八九年至二零零二年期間擔任浙江長興蓄電池廠廠長，並自二零零三年起一直擔任天能電池董事長兼總經理。於二零零二年四月，張先生取得高級經濟師和工程師資格。

除於本集團擔任要職外，張先生亦於中國能源、電池及其它相關行業擔任多個職務，現為亞洲光伏產業協會副主席、新型電池產業技術創新戰略聯盟首任理事長、中國能源協會副理事長、中國電池工業協會副理事長、中國電器工業協會副理事長、中國自行車行業協會副理事長、全國工商聯科技裝備業商會副會長、浙江省蓄電池行業協會會長、浙商全國理事會主席及浙江理工大學客座教授。張先生於二零一三年當選第十二屆全國人民代表大會代表，並於二零零一年獲選全國鄉鎮企業家，及榮獲第十一屆世界傑出華人、首屆科技新浙商、二零零九年風雲浙商、二零零九年中國電氣行業十大風雲人物、二零一二年紫荊花杯傑出企業家、二零一二年安永企業家獎。張先生為張敖根先生之胞弟。

張敖根先生，56歲，為本集團執行董事、副總裁，負責本集團的客戶關係管理、行銷策略規劃及採購工作。張先生於一九八八年加盟浙江長興蓄電池廠，擔任副廠長，其後於二零零三年獲委任為天能電池副總經理。張先生於二零零七年九月至二零零八年十二月在浙江大學工商管理高級總裁研修班學習。張先生為高級經濟師，擁有27年蓄電池產品營銷管理經驗。張先生為董事局主席張天任先生之胞兄。

董事及高級管理層履歷



陳敏如先生



史伯榮先生



張開紅先生

陳敏如先生，54歲，為本集團執行董事、常務副總裁，分管本集團的財務管理、資本市場、生產計劃、企業管理和信息管理工作。陳先生於二零零三年二月加盟天能電池，擔任副總經理。陳先生畢業於中共中央黨校，主修經濟管理，並於二零零六年四月至二零零七年五月在浙江財經大學現代管理(財務總監)高級研修班學習，於二零零七年八月至二零零八年九月在浙江大學工商管理高級總裁研修班學習，及於二零零九年三月至二零一零年三月在上海財經大學高級投融資班學習。陳先生現為合資格會計師、高級經濟師及國際會計師公會聯席會員，在企業管理及財務管理方面累積35年經驗。加盟本集團前，陳先生曾在浙江湖州弁山建材集團公司及湖州金三發集團擔任副總經理。

史伯榮先生，60歲，為本集團執行董事、副總裁，全面負責本集團安徽公司的業務。史先生於一九八九年加盟浙江長興蓄電池廠，其後於一九九零年獲擢升為該廠副廠長。彼於二零零三年擔任天能電池副總經理，於二零一零年獲委任為天能電池常務副總經理，並於二零一三年九月獲委任為天能電池(安徽)有限公司董事長。史先生於二零零七年八月至二零零八年九月在浙江大學工商管理高級總裁研修班學習。史先生為高級經濟師，擁有24年蓄電池企業管理經驗。

張開紅先生，56歲，為本集團執行董事、副總裁，負責本集團技術管理和質量指導工作。張先生於一九八八年加盟浙江長興蓄電池廠，其後於一九九二年擔任該廠副廠長。張先生於二零零三年獲委任為天能電池副總經理，其後於二零零六年擔任天能蕪湖公司總經理。從二零一四年二月起，張先生獲委任為天能集團國家級技術中心副主任。張先生於二零零七年八月至二零零八年九月在浙江大學工商管理高級總裁研修班學習。張先生為高級工程師，在蓄電池產品之研發、品質控制及企業管理方面積累27年經驗。

董事及高級管理層履歷



楊連明先生



何祚庥先生



黃董良先生



王敬忠先生

楊連明先生，51歲，為本集團執行董事，協助天能電池及天能電源的生產管理工作。楊先生於一九九五年加盟浙江長興蓄電池廠，擔任辦公室副主任，並於一九九九年出任天能電池辦公室主任。楊先生於二零零三年獲委任為天能電源副總經理，並於二零零五年出任天能電池總經理助理。楊先生於二零零七年九月至二零零八年十二月在浙江大學工商管理高級總裁研修班學習。楊先生為高級經濟師，擁有20年蓄電池企業管理經驗。

獨立非執行董事

何祚庥先生，86歲，於二零零七年二月獲委任為獨立非執行董事。何先生於一九五一年畢業於清華大學，獲頒理學士學位。何先生自一九五六年起一直擔任中國科學院核能研究所、高能物理研究所及理論物理研究所研究員及副所長。何先生自一九九三年起成為中國科學院院士。

黃董良先生，58歲，於二零零七年二月獲委任為獨立非執行董事。黃先生於一九八八年畢業於中南財經大學，獲頒經濟學學士學位。黃先生自二零零四年起擔任浙江財經學院院長助理。黃先生於中國取得教授、高級會計師及註冊稅務師資格。黃先生為中國會計師協會註冊會計師。黃先生現時為浙江康恩貝製藥股份有限公司及浙江道明光學股份有限公司(以上均為中國上海證券交易所之上市公司)之獨立董事。

王敬忠先生，57歲，於二零零七年二月獲委任為獨立非執行董事。王先生於一九八二年畢業於華東理工大學，獲頒學士學位，並取得高級工程師資格。王先生為中國電池工業協會 (China Battery Industry Association) 副執行理事長兼秘書長，亦為香港上市公司飛毛腿集團有限公司(股份編號：1399)的獨立非執行董事。



趙海敏先生



周建中先生



楊惠強先生

高級管理層

趙海敏先生，49歲，本集團副總裁，負責本集團人力資源工作，並協助市場拓展、市場策劃等工作。趙先生於二零零四年加盟本集團，擔任天能電池總經理助理，於二零零五年獲委任為人力資源部經理，於二零零六年成為天能電池董事，及於二零零八年獲委任為天能電池副總經理。趙先生畢業於中共中央黨校，主修經濟管理，並於二零零七年八月至二零零八年九月在浙江大學工商管理高級總裁研修班學習，及於二零零九年入學中國地質大學攻讀MBA課程。趙先生是高級工程師及高級經濟師。加盟本集團前，趙先生曾任湖州金三發集團總經理助理，負責行銷、生產及採購管理工作。

周建中先生，43歲，本集團副總裁，全面負責本集團長興管理中心的業務。周先生於1996年加盟本集團，先後擔任天能電池市場管理科科長、天能電池常務副總經理、天能能源科技常務副總經理、天能動力能源總經理、天能電源材料總經理等職，並於二零一一年獲委任為集團副總裁。周先生於二零零七年九月至二零零八年十二月在浙江大學工商管理高級總裁研修班學習。周先生是高級經濟師，擁有19年蓄電池行業銷售管理及企業管理工作經驗。

楊惠強先生，39歲，本集團副總裁，全面負責本集團江蘇管理中心的業務。楊先生於一九九二年加盟本集團，先後擔任天能電池辦公室主任、天能電池市場行銷部經理、天能電池(江蘇)公司常務副總經理等職。楊先生於二零零七年八月至二零零八年九月在浙江大學工商管理高級總裁研修班學習。楊先生是江蘇省沭陽縣政協常委、江蘇省宿遷市政協委員，先後被評為「沭陽十佳外來創業青年」、「宿遷市榮譽市民」、「宿遷市勞動模範」、「影響宿遷經濟發展十大特別貢獻人物」。楊先生是張天任先生之外甥。

董事及高級管理層履歷



王志坤先生

王志坤先生，44歲，本集團副總裁，負責本集團資本市場管理和證券投資工作。王先生於二零零五年加盟本集團，先後擔任上市辦主任、證券投資部經理、投資總監和總裁辦公室主任等職，並於二零一零年獲委任為本集團副總裁。王先生持有美國 SOUTHERN CALIFORNIA UNIVERSITY FOR PROFESSIONAL STUDIES 頒發的工商管理碩士學位，並於一九九九年復旦大學(深圳市委黨校)國際金融研修班學習，及於二零零七年八月至二零零八年九月在浙江大學工商管理高級總裁研修班學習。王先生是高級經濟師，在投資管理方面累積逾21年經驗。王先生亦擔任全國工商聯科技裝備業商會湖州分會秘書長等職務。在加盟本集團前，王先生曾任職於深圳世紀證券有限公司和浙江華欣家紡有限公司，負責投資管理和企業管理工作。

劉兆輝先生，44歲，本集團副總裁兼香港辦事處首席代表，負責本集團企業國際融資、項目併購、投資者關係及主管香港辦事處等工作。劉先生於二零一零年加盟本集團。在加入本集團前，劉先生分別於三家香港上市公司及一家國際會計師事務所出任不同管理職位，在直接投資、項目管理、企業國際融資及財務管理等方面擁有逾20年管理工作經驗。劉先生持有香港城市大學頒授的會計學學士學位，亦為英國特許公認會計師公會資深會員及香港會計師公會會員。

許惠敏女士，46歲，本集團公司秘書，負責集團公司秘書事務。許女士於二零零九年九月加盟本集團。許女士是香港會計師、香港特許公認會計師公會、英國特許秘書及行政人員公會會員和香港特許秘書公會資深會員，另外許女士也為香港華人會計師公會會員和香港證券專業學會會員。許女士擁有超逾24年之公共會計及企業融資專業經驗。

董事及高級管理層履歷



王靜女士

王靜女士，50歲，本集團財務總監，負責本集團的財務管理工作。王女士於二零零四年加盟本集團，擔任天能電池財務部經理，並於二零零九年獲委任為集團財務總監，在財務管理方面累積逾33年經驗。王女士於一九八八年七月畢業於杭州電子工學院工業會計專業，並於二零零八年六月至二零零九年六月在浙江財經學院現代企業財務總監高級研修班學習。加盟本集團前，王女士曾任職於浙江三獅水泥股份有限公司、湖州金三發集團、湖州天衡聯合會計師事務所，負責財務管理和財務審計工作。

企業管治報告

本公司一直致力維持高水平的企業管治。董事會相信良好的企業管治對本集團維持和提高投資者信心至為重要。

企業管治守則

本公司已於二零一三年一月一日至二零一三年十二月三十一日期間採用載於聯交所證券上市規則(「上市規則」)附錄十四之「企業管治守則」(「守則」)。截至二零一三年十二月三十一日止年度，除守則條文第A.2.1條，本公司已遵守守則所載的條文。張天任先生擔任本公司主席兼行政總裁，負責管理本集團之業務。董事會認為，主席及行政總裁由同一人士擔任有利於執行本公司業務策略及盡量提升營運效率。根據現有之董事會架構及業務範圍，董事會認為，並無即時需要分開主席及行政總裁之職位。但是，董事會將繼續檢討本集團企業管治架構之有效性，以評估是否需要分開主席及行政總裁之職位。

董事會

組成

截至二零一三年十二月三十一日，董事會由九名成員組成。張天任先生任董事會主席。本公司執行董事為張敖根先生、陳敏如先生、張開紅先生、史伯榮先生及楊連明先生。本公司遵守上市規則第3.10條，董事會中有三名獨立非執行董事何祚庥先生、黃董良先生及王敬忠先生，佔董事會成員三分之一。黃董良先生擁有適當的專業會計經驗及專業知識。

本公司所有董事(「董事」及各董事「各董事」)在其專業領域均成就斐然，而且能夠表現高水準之個人及職業道德，品行正直。各董事之履歷詳情於本年報第32至34頁披露。

各獨立非執行董事均已依照上市規則第3.13條確認其乃獨立於本公司，而本公司亦認為彼等均具獨立性。

除張敖根先生乃董事會主席張天任先生的胞兄外，董事會各成員之間概無任何其他關連(包括財務、業務、家族或其他重大關連)。所有董事會成員均能夠自行作出獨立判斷。

職能

董事在主席領導下負責制定及批准本集團的發展、業務策略及政策、批准業務計劃、建議派付股息及對管理實行監督。儘管本公司管理層獲董事會給予充分自主權以處理日常的一般行政及管理過程，董事會在授權管理層行使其部分行政及管理職能時，已清楚指示管理權限，尤其是與管理層在代表本公司作出決策或承擔任何義務前須作匯報並事先取得董事會批准有關的情況。

本公司備有正式之預定計劃表，列載特別需要董事會作決定之事項及授權決定之事項。董事會已給予管理層明確指引，明確界定若干事項(包括以下各項)須先獲董事會批准：

- 刊發本公司之末期、中期及季度業績(如有)；
- 股息分派或其他分派；
- 財務政策、會計政策及薪酬政策；
- 審閱內部控制系統及風險管理；
- 須以公告形式發出通知有關集團主要架構或董事會組成之變動；
- 須予通知的交易及非豁免關連交易／持續關連交易；
- 需要股東批准之建議交易；
- 資本重組發行新證券；
- 與外方涉及佔本集團資本超過相關比率測試5%之聯營項目；
- 給予董事之財務資助。

此外，董事會實行檢討企業管治常規和披露機制的功能如下：

- 檢討公司的企業管治政策及常規；
- 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- 檢討及監察公司在遵守法律及監管規定方面的政策及常規；
- 檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
- 檢討公司遵守《守則》的情況及在《企業管治報告》內的披露。

企業管治報告

本公司於截至二零一三年十二月三十一日止年度舉行7次董事會會議及一次股東大會。該等會議之個別董事出席率如下：

姓名	董事會會議出席次數	股東大會出席次數
執行董事：		
張天任先生	7/7	1/1
張敖根先生	4/7	1/1
陳敏如先生	7/7	1/1
張開紅先生	4/7	1/1
史伯榮先生	4/7	1/1
楊連明先生	4/7	1/1
獨立非執行董事：		
何祚庥先生	4/7	0/1
黃董良先生	4/7	1/1
王敬忠先生	4/7	1/1

各非執行董事的委任期如下：

何祚庥先生	二零一三年六月十一日至二零一四年六月十日
黃董良先生	二零一三年六月十一日至二零一四年六月十日
王敬忠先生	二零一三年六月十一日至二零一四年六月十日

本公司已就對董事及行政人員提起的法律訴訟為董事投購適當保險。董事會每年對保險的有效承保範圍進行檢討。

責任

於履行其職責過程中，董事真誠、勤勉及審慎地行事，並須符合本公司及股東的最佳利益。彼等的責任包括：

- 定期舉行專注於業務策略、經營事宜及財務表現的董事會會議；
- 監控內部及外部申報的質素、時效性、相關性及可靠性；
- 對管理層、董事會成員及股東利益可能存在的衝突進行監控及管理，包括濫用企業資產以及關連交易過程中的弊端；及
- 確保有隨時可採取用以保持本公司整體誠信的程序，包括財務報表及內部監控系統。

董事會成員多元化

為達致可持續的均衡發展，本公司視董事會層面日益多元化為支援其達到戰略目標及維持可持續發展的關鍵元素。本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則。並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會提供的貢獻而作決定。根據守則條文第A.5.6條，上述本公司之董事會成員多元化政策已於二零一三年八月三十日由董事會通過及由提名委員會採納。

提名委員會每年最少舉行一次會議，審閱董事會成員多元化政策，並討論可計量目標（包括知識、適當之專業資格、相關業務背景及經驗、技能、相關管理專長、以及董事之獨立性向董事會提供意見。年內提名委員會認為在相當程度上達致可計量目標。提名委員會專注文化及教育背景、專業及技能專長、董事會成員技能，並審閱執行董事及獨立非執行董事之組成，以達致董事會內適當之獨立性。

董事培訓

根據守則條文第A.6.5條，所有董事應參與持續專業發展，發展並更新其知識及技能。董事均已獲提供相關指引材料以確保彼等了解本公司業務相關之商業、法律及監管規定之最新變化，並更新彼等對上市公司董事之角色、職能及責任之知識及技能。

於二零一三年一月一日起至二零一三年十二月三十一日止期間，本公司所有董事已將其培訓記錄交予本公司。所有董事（即張天任先生、張敖根先生、陳敏如先生、張開紅先生、史伯榮先生、楊連明先生、何祚麻先生、黃董良先生及王敬忠先生）均已參與持續專業發展，主要透過閱讀有關董事責任、防止違反上市規則及洩露內幕信息的若干材料。

公司秘書培訓

根據新上市規則第3.29條，公司秘書必須在每個財政年度參加不少於15小時的相關專業培訓。公司秘書已向本公司提供培訓記錄，表示已透過出席內部簡報、參加研討會及閱讀相關指引材料完成15小時以上的相關專業發展。

股東權利

根據守則，以下是須予披露之若干股東權利之摘要。

召開特別股東大會及股東於股東大會提呈建議之程序

除股東週年大會以外，每個股東會均視為特別股東大會。董事會可決定這些股東會於任何地域進行。

根據公司章程細則第 58 條，任何一名或數名股東，於呈交召開會議要求函時持有不少於公司已發行並繳足之股本總數十分之一之股份，而該些股份於公司股東會上擁有投票權之股東於任何時間均擁有此權利，或向公司之秘書提交召開會議要求函；可要求董事會召開特別股東大會，並按要求函內之議題進行討論。當公司收到要求函後必須於兩個月之內召開會議。

如董事會未能在收到召開會議要求函後之二十一天之內召開會議，該呈請人(該些呈請人士)因董事會未能履行要求而引起之一切合理費用，將由公司全數負責。

任何召開股東特別大會或在股東大會上提出提案的提呈可以以公司秘書標明並交往本公司香港辦事處地址。提呈人士必須陳述其召開股東特別大會等事宜，該提呈並須由所有提請人士簽署。本公司於獲接該提呈後，即證實提呈人士資料及確定該提呈是否適當，並將按其公司章程規定召開股東特別大會。

股東對董事會之查詢

為確保股東與董事會間之有效溝通，本公司於二零一二年二月二十四日採納股東通信程序。根據股東通信程序，董事會應負責與股東保持持續對話，特別是利用股東週年大會及其他股東大會與股東溝通並鼓勵股東參與。董事會主席應參與股東週年大會，彼亦應邀請獨立非執行董事、審核委員會、薪酬委員會、提名委員會及任何其他委員會(如適用)之主席出席大會，或應在彼等缺席時邀請另一名委員會成員(或倘該名委員會成員未能出席，則其正式委任代表)出席大會。該等人士需在股東週年大會上回答提問。

獨立董事委員會之主席(如有)亦應出席就批准關連交易或任何須經獨立股東批准之其他交易而舉行之股東大會，以便回答股東之提問。

歡迎股東及投資者瀏覽本公司網頁及透過本公司投資者關係部門及/或本公司之公關代表 – 縱橫財經公關顧問(中國)有限公司提出詢問，該部門及公關顧問公司之聯絡詳情可於該網頁閱覽。

董事薪酬

本公司設立薪酬委員會，並制定具體職權範圍，明確說明其職責及責任。於二零一三年十二月三十一日，薪酬委員會有三名成員，即王敬忠先生及黃董良先生(獨立非執行董事)，以及陳敏如先生(執行董事)。

薪酬委員會的職權範圍遵循守則所載指引，其主要責任為就本公司與董事及高級管理人員薪酬有關的政策向董事會提供建議。

薪酬委員會每年須至少召開一次會議。於二零一三年，委員會舉行一次會議以批准及採納經修訂之薪酬委員會職權範圍。各成員之出席率如下：

姓名	舉行會議次數	出席會議次數
王敬忠先生	1	1
黃董良先生	1	1
陳敏如先生	1	1

於薪酬委員會會議上，薪酬委員會已審議並批准董事及高級管理層的薪酬待遇調整建議（「建議」），建議已提呈董事會批准。董事會已批准建議。

提名董事

本公司設立提名委員會，並制定具體職權範圍，明確說明其職責及責任。截至二零一三年十二月三十一日，提名委員會有三名成員，即張天任先生（執行董事）、黃董良先生及王敬忠先生（獨立非執行董事）。

提名委員會的職權範圍乃參考守則制定。提名委員會負責確定可能的新任董事人選並向董事會推薦以供其決定。董事會委任的董事須於其獲委任後的首屆股東週年大會由股東重選。根據本公司章程細則，鑒於每名董事均至少每三年須於股東週年大會上輪席退任一次，於每屆股東週年大會上，當時三分之一（或倘董事數目不能被三整除時，則為最接近但不少於三分之一的數目）的董事須輪席退任。提名程序基本遵循本公司章程細則。新任董事人選乃根據提名委員會認為其資格、技能及經驗將會為董事會表現帶來正面貢獻而進行挑選。

提名委員會每年須至少召開一次會議。於二零一三年，委員會舉行兩次會議以批准及採納經修訂之提名委員會職權範圍。各成員之出席率如下：

姓名	舉行會議次數	出席會議次數
張天任先生	2	2
黃董良先生	2	2
王敬忠先生	2	2

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載上市公司董事進行證券交易的標準守則（「標準守則」）。經作出具體查詢，所有董事於二零一三年整個年度均遵守標準守則所載的規定準則。

審核委員會

本公司已遵照上市規則第3.21條成立審核委員會。截至二零一三年十二月三十一日，本公司審核委員會由三位獨立非執行董事黃董良先生(主席)、何祚庥先生及王敬忠先生組成。

審核委員會之主要職責為(其中包括)審閱本集團之財務報告程序及內部控制系統，以及就委任、續聘及辭任本公司獨立外聘核數師及相關薪酬以及委任條款向董事會提供建議。審核委員會已聯同管理層以及本公司之獨立外聘核數師審閱年報，並建議董事會採納。

董事會定期審閱並更新描述審核委員會權力與職責的書面職權範圍，以遵守守則第C.3.3條的守則條文。審核委員會於截至二零一三年十二月三十一日止年度舉行2次會議。各成員之出席率如下：

姓名	舉行會議次數	出席會議次數
黃董良先生	2	2
何祚庥先生	2	1
王敬忠先生	2	2

審核委員會監督財務申報程序。在此程序中，本公司管理層負責編製本集團財務報表，包括選擇適當的會計政策。獨立外聘核數師負責審核及證明本集團的財務報表，以及評估本集團的內部監控系統。審核委員會監督管理層與獨立外聘核數師各自的工作，以對彼等採取的程序及制衡機制實施監控。審核委員會於每次會議後將其結論向董事會報告。

審核委員會已審閱並與管理層及獨立外聘核數師討論本集團截至二零一三年十二月三十一日止年度的財務報表。審核委員會已收取報告，並與外聘獨立核數師會面以商討其審核工作的一般範圍以及其對本集團內部監控所作評估。

根據該等審閱及討論以及獨立外聘核數師的報告，審核委員會建議董事會批准截至二零一三年十二月三十一日止年度的綜合財務報表以及其相關核數師報告。

審核委員會建議董事會敦請股東續聘德勤•關黃陳方會計師行(「德勤」)擔任本集團截至二零一四年十二月三十一日止年度的獨立外聘核數師。

合規顧問

為更好履行上市規則中的責任，本公司委聘滙富融資有限公司擔任其合規顧問。合規顧問的任期為由二零一三年五月一日起至本年報的刊發日期止。

獨立外聘核數師

審核委員會每年審閱本公司獨立外聘核數師德勤確認其獨立性的函件、批准其委任、討論其審核範圍並批准其收取的費用。

德勤就本公司根據香港財務報告準則編製的二零一三年度財務報表提供年度法定核數服務。德勤亦已審閱本公司根據香港財務報告準則編製的二零一三年度未經審核中期財務報告。

截至二零一三年十二月三十一日止年度，就核數及核數相關服務已付及應付德勤的費用約為人民幣1,600,000元。就非核數服務而言，就審閱中期財務報告已付及應付德勤的費用約為人民幣500,000元。

內部監控

董事會負責在本公司內部維持適當的內部監控系統並至少每年檢討其有效性，當中涵蓋所有重大監控，包括財務、經營及合規控制以及風險管理職能。董事會致力於加強本公司的內部監控系統並已建立一系列的內部監控政策及程序。內部監控系統旨在促進有效及高效運行、保障資產以及確保內部及外部申報的質素和遵守適用法規，亦旨在為避免重大失實資料或損失提供合理但非絕對的保證和管理及降低營運系統失靈的風險。

本公司委聘國際專業管理顧問公司天職香港內控及風險管理有限公司(「天職」)評估直至二零一三年十二月三十一日的內部監控系統的風險及有效性。審核委員會成員與高級管理層已審查、考慮並討論本公司內部運行的內部監控系統的所有相關結論及內部監控審閱的推薦意見，及審核委員會信納本公司的內部監控系統為良好及充足。根據天職提供的系統改善建議，本公司將繼續改善其內部管理及監控系統。

董事會亦已對本公司會計及財務報告職能的有效性進行年度審閱，認為本公司擁有充足資源，而員工則擁有有關方面之適當資格和經驗。

本公司將定期檢討本公司的內部監控系統及其有效性，以確保維護股東權益。

持續經營

經作出適當查詢後，董事認為，本公司擁有足夠資源在可預見的將來持續經營，因此，採用持續經營基準編製財務報表屬適當。

與股東通訊

股東通訊旨在為股東提供本公司的詳盡資料，以便其在知情條件下行使作為股東的權利。本公司使用一系列通訊方式確保股東及時獲得資料。該等通訊方式包括股東大會、年報、各類通告、公告及通函。隨附召開股東大會的通告的所有通函均載有要求投票表決的程序，而投票的具體程序則已由主席在股東大會上宣讀。股東大會為股東提供有用的平臺，鼓勵股東出席本公司股東大會以發表評論並與董事會交換意見。主席、董事及獨立外聘核數師(如適當)將於會上回應提問。

董事編製財務報表應負的責任

董事確認編製財務報表為彼等之責任。獨立外聘核數師就財務申報應負的責任載於第121頁至第122頁的獨立核數師報告。

章程文件

於截至二零一三年十二月三十一日止年度，本公司章程文件並無重大改變。

環境保護

本公司認真對待環境保護，並致力於確保在本公司生產及業務擴張中不致犧牲環境及社區。本公司已採納一系列環境保護政策，並使用現代設備控制及定期監察廢料水平。本公司亦遵守有關環境保護的監管規定。

本公司須遵守有關廢水、廢氣及固體廢物排放等環境事宜的中國國家及地方環境法律及法規。本公司產生的主要污染物為含鉛粉塵或粒子以及含鉛及硫酸廢水。

本公司已聘任一家獨立國際環境顧問公司艾奕康上海分公司(以下簡稱為「**AECOM**」)對現有運作廠房的環境表現及法規遵守情況進行評估。

根據**AECOM**於二零一四年三月十二日發出的報告，天能動力實地視察的八大生產基地數據顯示，根據相關適用中國環境標準，按照環境排放狀況而言，均達到相關排放標準，且公司運行情況符合中國政府頒佈的清潔生產要求。

關連交易

持續關連交易

本集團於截至二零一三年十二月三十一日止年度進行之重大關連方交易已於綜合財務報表附註29內披露。根據上市規則，上述關連方交易是構成持續關連交易。董事會已批准及獨立非執行董事已審查並確認下文第48頁至第52頁所載的持續關連交易乃：

- d) 於本集團普通及日常業務過程中；
- b) 根據正常商業條款；及
- c) 根據相關書面協議進行，條款公平合理並符合股東整體利益。

本公司已符合上市規則第14A章的披露要求。

董事會委聘本公司核數師根據香港會計師公會頒佈的香港核證聘用準則3000「歷史財務資料審計或審閱以外的核證聘用」對下述持續關連交易執行工作。核數師已按上市條例就本集團於本節中所需披露之持續關連交易的發現和結論已簽發其無保留意見函件。該函件副本將由本公司提供予香港聯合交易所。

非豁免持續關連交易的詳情如下：

1. 與營業代表就一級市場訂立的產銷承包協議（「承包協議」）

背景

本集團已委聘多名營業代表（「營業代表」）向電動自行車製造商（「一級市場」）銷售本公司產品。在二零一二年十二月三十一日舊的承包協議到期後，本集團已於二零一二年十二月四日跟以下關連營業代表簽訂新的承包協議，並設定有關交易年期為三年，於二零一五年十二月三十一日到期。

關連交易

若干營業代表(「關連營業代表」)為董事的聯繫人士，因而就上市規則而言為本公司的關連人士。以下載列是於二零一三年內有效承包協議的關連營業代表名單：

關連營業代表姓名	有關連董事姓名	關係
1. 佘國清	張天任、張敖根	表妹夫
2. 陳勤峰	張天任、張敖根	表外甥
3. 張志明	張開紅	侄
4. 吳富華	張開紅	表兄弟
5. 杜月萍	張敖根	甥

交易理由

天能電池開業之時，電動自行車動力電池市場尚未完全發展。當時，非關連人士對該行業興趣不大，故天能電池管理層遂游說關連營業代表參與業務。

關連營業代表主要代表天能電池，洽商銷售交易、統籌付運產品及負責結算銷售等工作，彼等同時就此收取佣金，而天能電池則主要與客戶直接建立關係。於受聘期內及自其本身發展，該等關連營業代表已在本集團的一級市場與製造商建立網絡及業務關係。

本集團的業務策略是聘用營業代表參與協助發展業務的模式，從而加強集團於一級市場之產品銷售。於二零一三年十二月三十一日，本集團共有20名(二零一二年：25名)營業代表，當中5名(二零一二年：10名)為關連營業代表。由於該等關連營業代表一直與本集團合作，故彼等所積累的悠久經驗、對本集團產品、企業文化及業務發展的認識對本集團業務發展甚為重要。然而，本集團並無依賴該等關連營業代表，因為所有該等關連營業代表向本集團轉介之銷售訂單最終均由客戶直接作出，而發票亦是直接向客戶開出。

關連交易

定價基準及政策

關連營業代表之佣金乃根據本集團之劃一出廠價與本集團產品之售價間之差額而釐定。根據承包協議，各關連營業代表同意其所促使客戶之還款責任。定價基準及政策與提供予本集團獨立營業代表者的相若。

付款條款

支付予關連營業代表的佣金一般將按月計算及支付。付款條款與提供予本集團獨立營業代表者的相若。

年度上限

關於與各關連營業代表訂立的新承包協議，其二零一三年度之年度上限為人民幣 21,000,000 元（二零一二年：人民幣 23,000,000 元）。

年內實際交易價值

承包協議規定截至二零一三年十二月三十一日止年度的佣金總額為人民幣 4,162,000 元（二零一二年：人民幣 8,657,000 元）。

2. 就二級市場聘用獨家分銷商向經銷商銷售（「分銷協議」）

背景

本公司已聘用多名獨家分銷商（「獨家分銷商」）向經銷商或電動自行車維修店銷售鉛酸動力電池產品，再由該等經銷商或維修店於中國零售市場（「二級市場」）轉賣該等鉛酸動力電池產品以供更換。在二零一二年舊的分銷協議到期後，本集團已於二零一二年十二月四日跟以下關連獨家分銷商簽訂新的分銷協議，允許他們在二零一五年十二月三十一日為止三年期間，按統一出廠價向本集團採購產品並轉售給其客戶，及提供售後服務。

關連交易

若干獨家分銷商就上市規則而言為本公司董事的聯繫人士，因而為本公司的關連人仕（「關連獨家分銷商」）。以下載列關連獨家分銷商名單：

關連營業代表姓名	有關連董事姓名	關係
1. 陳玲玲	張天任、張敖根	表妹
2. 陳會池	楊連明	妹夫
3. 楊連成	楊連明	兄弟
4. 余伯興	史伯榮	婿
5. 張金豐	張開紅	兒子
6. 張開明	張開紅	堂兄弟
7. 陳春華	張開紅	妹夫

交易理由

天能電池開業之時，電動自行車動力電池市場尚未完全發展。當時，非關連人仕對該行業興趣不大，故天能電池管理層遂游說關連獨家分銷商參與業務。

關連獨家分銷商主要經天能電池授權於指定地區推銷產品。然而，該等地區的產品需求並無依重關連獨家分銷商。於受聘期內及自其本身發展，該等關連獨家分銷商已在本集團的二級市場與經銷商及商舖建立網絡及業務關係。

本公司的業務策略是繼續聘用獨家分銷商，進一步開拓電動自行車電池之二級市場。於二零一三年十二月三十一日，本集團共有1,694名（二零一二年：1,314名）獨家分銷商，當中7名（二零一二年：8名）為關連獨家分銷商。由於該等關連獨家分銷商已長期與本集團合作，故彼等所積累的悠久經驗、對本集團產品、企業文化及業務發展的認識對本集團業務發展甚為重要。然而，本集團並無依賴該等關連獨家分銷商。

定價基準及策略

關連獨家分銷商按本集團之劃一出廠價另加劃一固定送貨費用向本集團購買產品以作轉售。政策與提供予本集團之獨立獨家分銷商者相似。

本公司與各獨家分銷商於二零零九年十二月訂立合約（「售後合約」），約為期三年，直至二零一二年十二月三十一日屆滿，目的是支援彼等擔任分銷商的工作，為客戶提供售後服務。所有獨家分銷商亦會每月獲得本集團給予的定額補貼，作為其為客戶提供售後服務的酬金。不論彼等為關連或非關連獨家分銷商，所有售後合約之主要條款及條件包括補貼金額以及上述定價及佣金政策均相同。

關連交易

付款條款

關連獨家分銷商應以現金或匯票悉數預付。提供予關連獨家分銷商之付款條款與提供予本集團獨立獨家分銷商的相若。

年度上限

關於與各關連分銷商訂立的分銷協議，其二零一三年度之年度上限為人民幣130,000,000元(二零一二年：人民幣100,000,000元)。

年內實際交易價值

與關連獨家分銷商訂立的協議規定截至二零一三年十二月三十一日止年度的採購總額約為人民幣126,611,000元(二零一二年：人民幣99,414,000元)。

董事提呈截至二零一三年十二月三十一日止年度之年報及經審核綜合財務報表。

主要業務

本公司主要業務為投資控股及提供企業管理服務。本集團主要在中國從事動力電池生產業務。主要附屬公司的業務載於綜合財務報表附註40。

業績及分派

本集團截至二零一三年十二月三十一日止年度的業績載列於第123頁的綜合全面收益表。董事建議派發每股4.6港仙(相當於每股人民幣3.62分)合共約人民幣40,210,000元的末期股息。

物業、廠房及設備

年內，約人民幣96,600,000元及人民幣201,286,000元之在建工程已分別竣工及轉撥至樓宇、廠房及機器。年內，本集團繼續擴充其生產設施。本集團以約人民幣96,540,000元購買樓宇、廠房及機器。本集團於年內之物業、廠房及設備之該等及其他變動詳情載於綜合財務報表附註17。

所得款項用途

本公司於二零零七年六月首次公開發售中以每股1.92港元的價格發行300,000,000股股份(包括250,000,000新發行股份及若干當時股東提呈出售的50,000,000股股份)。本公司收取的所得款項總額約為人民幣471,657,000元。該等所得款項已於年內根據本公司日期為二零零七年五月二十九日的招股章程所載列之建議用途予以使用。

於二零零九年十月八日，為強化本集團的資本架構，本公司與六名承配人(彼為獨立於本公司或其任何關連方且與彼等概無關連)訂立配售協議，以按認購價每股3.50港元配發及發行110,800,000股每股面值0.10港元之普通股。配售於二零零九年十月十二日完成。於二零零九年十月十六日，於配售完成後，根據認購協議，已向Prime Leader Global Limited發行80,000,000股每股面值3.50港元之普通股。

認購事項所得款項總額為280,000,000港元(相當於人民幣246,700,000元)，本公司從認購事項所得款項淨額為272,000,000港元(相當於人民幣239,700,000元)。如本公司日期為二零零九年十月八日之公告所載，董事擬將通過認購事項獲得之所得款項用作本公司之鉛回收廠之投資、生產設備之技術改造及一般營運資金。

於二零零九年至二零一一年期間，該所得款項淨額已全數用於以上描述的用途上。

董事報告

股本

本公司於年內的股本變動詳情載列於綜合財務報表附註32。

年內，因有12,560,000購股權以每股1.22港元之行使價獲行使，致使本公司共發行12,560,000股普通股。除上文所披露者外，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

本公司可供分派儲備

於報告日期結束時，本公司可供分派儲備約人民幣787,476,000元(二零一二年：約人民幣944,100,000元)。根據開曼群島公司法(經修訂)第25章，本公司股份溢價可供分派或支付股息予股東，惟須受組織章程大綱或公司章程之條文規限，而緊隨分派股息後，本公司須能夠於正常業務過程中支付到期之債務。

董事

本公司年內及直至本報告日期董事為：

執行董事：

張天任先生(主席)
張敖根先生
陳敏如先生
張開紅先生
史伯榮先生
楊連明先生

獨立非執行事：

何祚庥先生
黃董良先生
王敬忠先生

各非執行董事的委任期如下：

何祚庥先生	二零一三年六月十一日至二零一四年六月十日
黃董良先生	二零一三年六月十一日至二零一四年六月十日
王敬忠先生	二零一三年六月十一日至二零一四年六月十日

陳敏如先生、史伯榮先生及黃董良先生須按照本公司的組織章程細則第87條之規定，於應屆股東週年大會上告退，並合資格膺選連任。

董事服務合約

所有執行董事與本公司均已訂立服務合約，自二零零七年六月十一日起為期三年，其後每年續期，直至任何一方方向另一方發出不少於三個月書面通知終止。根據本公司組織章程，彼等須於本公司股東週年大會上輪席告退並重選。所有執行董事與公司訂立的服務合約已於二零一零年六月十日屆滿，此後執行董事的任期於每一年續期一年。在雙方同意下所有執行董事之合約均續期一年，自二零一三年六月十一日起計。

除上文所披露者外，並無建議於應屆股東週年大會上膺選連任之董事訂立可於一年內屆滿由本集團終止而毋須支付賠償(法定賠償除外)之服務合約。

董事於股份、相關股份及債券中之權益

於二零一三年十二月三十一日，董事及彼等的聯繫人士於本公司或其相聯法團(按證券及期貨條例(「證券及期貨條例」)第XV部所作界定)之股份及相關股份中擁有如下根據證券及期貨條例第352條之規定須存置本公司保存之登記冊，或根據上市公司董事進行證券交易之標準守則須知會本公司及香港聯合交易所有限公司之權益：

(a) 長倉

本公司每股面值0.1港元之普通股。

董事姓名	身份	持有已發行 普通股數目	佔本公司已 發行股本之 概約百分比
張天任	受控法團權益(附註1)	407,355,650	36.64%
	配偶權益(附註1)	500,000	0.04%
張敖根	受控法團權益(附註2)	13,641,022	1.23%
陳敏如	受控法團權益(附註3)	5,243,152	0.47%
張開紅	受控法團權益(附註4)	18,784,174	1.69%
史伯榮	受控法團權益(附註5)	15,686,141	1.41%

董事報告

董事於股份、相關股份及債券中之權益(續)

(a) 長倉(續)

董事姓名	身份	持有股權數目	佔本公司已發行股本之總概約百分比
楊連明	受控法團權益(附註6)	5,159,151	0.46%
何祚庥	實益擁有人	140,000	0.01%
黃董良	實益擁有人	140,000	0.01%
王敬忠	實益擁有人	140,000	0.01%

附註：

- 407,355,650 股股份由張天任先生全資擁有的 Prime Leader Global Limited 持有。500,000 股股份按公司購股權計劃授予楊亞萍女士。楊女士為主席張天任先生之配偶。
- 13,641,022 股股份由張敖根先生全資擁有的 Top Benefits International Limited 持有。
- 5,243,152 股股份由陳敏如先生全資擁有的 Profit Best International Limited 持有。
- 18,784,174 股股份由張開紅先生全資擁有的 Plenty Gold Holdings Limited 持有。
- 15,686,141 股股份由史伯榮先生全資擁有的 Precise Asia Global Limited 持有。
- 5,159,151 股股份由楊連明先生全資擁有的 Success Zone Limited 持有。

(b) 其他權益及短倉

除上文披露者外，於二零一零年十一月二十二日，根據公司購股權計劃，授出合共 1,680,000 份購股權予本公司董事之聯繫人。其他獲授購股權之承授人(均為董事之關連方)名單已詳細列載於二零一零年十一月二十二日發出之公告內。

退休福利計劃

本集團退休福利計劃之詳情載於綜合財務報表附註 38。

董事購入股份或債權證的權利

除第 58 頁所披露者外，於年內任何時間，本公司或其任何附屬公司概無訂立任何安排以使本公司董事通過收購本公司或任何其他法人團體之股份或債務證券(包括債權證)獲利。

董事於競爭對手中的權益

於本報告日期，就董事所知，概無董事及彼等各自聯繫人士於與本集團業務有競爭關係或可能與本集團業務有競爭關係的業務中擁有權益。

董事於重大合約中的權益

概無由本公司或其附屬公司訂立任何而本公司董事擁有重大權益(不論直接或間接)的重大合約於年末或年內任何時間仍然生效。

主要股東

於二零一三年十二月三十一日，本公司根據證券及期貨條例第336條存置之主要股東登記冊表明除上文所披露之若干股東之權益外，如下股東已知會本公司於本公司已發行股本中擁有相關權益及淡倉：

本公司每股面值0.1港元之普通股。

董事姓名	身份	持有已發行 普通股數目	佔本公司已發行股 本之總概約百分比
張天任	受控法團權益(附註1)	407,355,650 (L)	36.64%
	配偶權益(附註1)	500,000 (L)	0.04%
Prime Leader Global Limited	實益擁有人	407,355,650 (L)	36.64%
楊亞萍	實益擁有人(附註1)	500,000 (L)	0.04%
	配偶權益(附註1)	407,355,650 (L)	36.64%
Deutsche Bank Aktiengesellschaft	實益擁有人	923,272 (L)	0.08%
		915,933 (S)	0.08%
	對股份持有保證 權益的人	64,976,000 (L)	5.85%
		4,400,000 (S)	0.4%
JPMorgan Chase & Co.	實益擁有人／保管人－法團／ 核准借出代理人	56,471,906 (L)	5.08%
		55,351,906 (P)	4.98%
Credit Suisse Group AG	受控法團權益(附註2)	56,882,212 (L)	5.12%
		4,088,000 (S)	0.37%

(L)：好倉

(S)：淡倉

(P)：可供借出股份

附註：

- 407,355,650股股份由張天任先生全資擁有的Prime Leader Global Limited持有。500,000股股份按購股權計劃授予楊亞萍女士，楊女士為主席張天任先生之配偶。由於楊亞萍女士為主席張天任先生之配偶，故其擁有之權益被視作張天任先生所持有之股份部分。
- 根據現有的資料，主要股東亦持有於本公司之股份1,056,000股(L)及3,824,000股(S)的衍生權益。

董事報告

購股權

本公司之購股權計劃(「計劃」)乃根據於二零零七年二月二十六日獲當時股東通過之一項決議案採納，旨在向獲甄選參與人士提供獎勵或獎賞，表揚彼等為本集團作出之貢獻。本公司之購股權計劃詳情載於財務報表附註33。

於二零零九年三月三十日，根據計劃向合資格參與者提議授出合共36,340,000份購股權。35,310,000份購股權獲接受並於當日授出。於二零一零年十一月二十二日，根據該計劃提供及授予董事及合資格僱員合共44,720,000份購股權。於回顧期內，本公司之購股權變動詳情如下：

獲授人姓名	購股權授出日期	行使期	購股權 行使價 (港元)	緊授予期權 日期前本公司 股份的收市價 (港元)	緊接行使日期 前本公司 股份的加權 平均收市價 (港元)	於二零一三年 一月一日 尚未行使之 購股權數目	期內授出 購股權數目	期內行使 購股權數目	期內註銷 購股權數目	期內根據		購股權 相關股份佔 本公司 股本的股權百分比
										購股權 條款或 購股權 計劃失效的 購股權數目	於二零一三年 十二月三十一日 尚未行使之 購股權數目	
何祚麻 (獨立非執行董事)	二零零九年 三月三十日	二零一零年 三月三十日至 二零一七年 二月二十五日	1.22	1.22	4.65	140,000	-	(140,000)	-	-	-	0.01%
黃董良 (獨立非執行董事)	二零零九年 三月三十日	二零一零年 三月三十日至 二零一七年 二月二十五日	1.22	1.22	4.65	140,000	-	(140,000)	-	-	-	0.01%
王敬忠 (獨立非執行董事)	二零零九年 三月三十日	二零一零年 三月三十日至 二零一七年 二月二十五日	1.22	1.22	4.65	140,000	-	(140,000)	-	-	-	0.01%
其他合資格參與者	二零零九年 三月三十日	二零一零年 三月三十日至 二零一七年 二月二十五日	1.22	1.22	4.65	12,212,000	-	(12,140,000)	-	72,000	-	0.0%
	二零一零年 十一月二十二日	二零一一年 十一月二十二日 至二零二零年 十一月二十一日	3.18	3.02	-	39,720,000	-	-	-	(1,190,000)	(38,530,000)	3.47%
						52,352,000	-	(12,560,000)	-	(1,262,000)	(38,530,000)	3.47%

由於在回顧期內並無授出任何購股權，故披露價格規定並不適用。

委任獨立非執行董事

所有獨立非執行董事與本公司均已簽訂委任函件，自二零零七年六月十一日起為期三年，其後每年續期，直至任何一方向另一方發出不少於三個月書面通知終止。所有獨立非執行董事與公司簽訂之委任函件，已於二零一零年六月十日屆滿，此後獨立非執行董事的任期於每一年續期一年。在雙方同意下所有獨立非執行董事之委任均續期一年，自二零一三年六月十一日起計。根據本公司組織章程，彼等須於本公司股東週年大會上輪席告退並重選。根據香港聯合交易所有限公司證券上市規則（「上市規則」）第3.13條，本公司已自各獨立非執行董事收取其獨立性之年度確認。本公司認為所有獨立非執行董事均具獨立性。

關連交易

年內訂立之關連交易詳情載於此年報「關連交易」一節。

薪酬政策

本集團的薪酬政策如下：

- (i) 薪酬金額按個別情況就董事或員工的相關經驗、職責、工作量及貢獻給本集團的時間釐定；
- (ii) 非現金福利可由董事會酌情按彼等的薪酬待遇發放予有關董事或員工；及
- (iii) 視乎董事會決定，董事或員工（根據購股權計劃為合資格參與者）會獲授本公司所採納購股權計劃下的購股權，作為彼等部分的薪酬待遇。

優先購買權

本公司組織章程細則或開曼群島（即本公司註冊成立的司法權區）法例並無有關優先購買權的條文，以規定本公司必須按比例向其現有股東提呈發售新股份。

主要客戶及供應商

年內，本集團五大客戶應佔銷售總量低於本集團營業額之8.4%。最大客戶佔本集團總營業額的3.0%。年內，最大供應商佔本集團採購總量之8.8%及本集團五大供應商佔本集團採購總量之28.0%。年內任何時候概無董事、其聯繫人士或本公司股東（就董事所知於本公司股本中擁有5%以上權益者）於任何本集團五大供應商或客戶中擁有權益。

董事報告

企業管治

本公司之企業管治報告詳情載於此年報「企業管治報告」一節。

審核委員會

本公司已根據香港聯合交易所有限公司證券上市規則(「上市規則」)之規定設立一個審核委員會(「審核委員會」)，負責檢討及監察本集團之財務匯報程式及內部監控。截至二零一三年十二月三十一日，審核委員會由3名獨立非執行董事組成，包括何祚庥先生、黃董良先生及王敬忠先生。

審核委員會與本公司高級管理層及本公司之核數師定期開會，共同審議本公司採納之財務匯報程式、內部監控之效用、核數程序及風險管理事宜。

審核委員會已審閱本集團截至二零一三年十二月三十一日止年度之年度業績。

捐款

截至二零一三年十二月三十一日止年度，本集團做出慈善捐款人民幣2,310,000元。

足夠公眾持股量

根據本公司公開獲得的資料及就其董事知悉，整個截至二零一三年十二月三十一日止年度本公司已發行股本總量中至少25%已根據上市規則之規定由公眾持有。

核數師

將於股東週年大會上提呈續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

代表董事會

主席
張天任

香港，二零一四年三月十五日



Corporate Information

EXECUTIVE DIRECTORS

Mr. Zhang Tianren (*Chairman*)
 Mr. Zhang Aogen
 Mr. Chen Minru
 Mr. Zhang Kaihong
 Mr. Shi Borong
 Mr. Yang Lianming

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ho Tso Hsiu
 Mr. Huang Dongliang
 Mr. Wang Jingzhong

AUDIT COMMITTEE MEMBERS

Mr. Huang Dongliang (*Chairman*)
 Mr. Wang Jingzhong
 Mr. Ho Tso Hsiu

REMUNERATION COMMITTEE MEMBERS

Mr. Wang Jingzhong (*Chairman*)
 Mr. Chen Minru
 Mr. Huang Dongliang

NOMINATION COMMITTEE MEMBERS

Mr. Zhang Tianren (*Chairman*)
 Mr. Huang Dongliang
 Mr. Wang Jingzhong

COMPANY SECRETARY

Ms. Hui Wai Man Shirley

AUDITOR

Deloitte Touche Tohmatsu

CERTIFIED PUBLIC ACCOUNTANTS

35th Floor, One Pacific Place
 88 Queensway
 Hong Kong

LEGAL ADVISER

Gallant Y.T. Ho & Co.
 5th Floor
 Jardine House
 1 Connaught Place
 Central, Hong Kong

COMPLIANCE ADVISER

Kingsway Capital Limited
 7/F, Tower One, Lippo Centre,
 89 Queensway, Hong Kong

STATUTORY ADDRESS

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 5509, Central Plaza
 18 Harbour Road
 Wanchai, Hong Kong

PRINCIPAL SHARE REGISTRAR

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
 Level 22, Hopewell Centre
 183 Queen's Road East
 Hong Kong (Note)

PUBLIC RELATIONS

Strategic Financial Relations (China) Limited
 Suite 2402, 24/F, Admiralty Centre 1
 18 Harcourt Road
 Admiralty, Hong Kong

LISTING INFORMATION

The Stock Exchange of Hong Kong Limited
 Stock Code: 00819

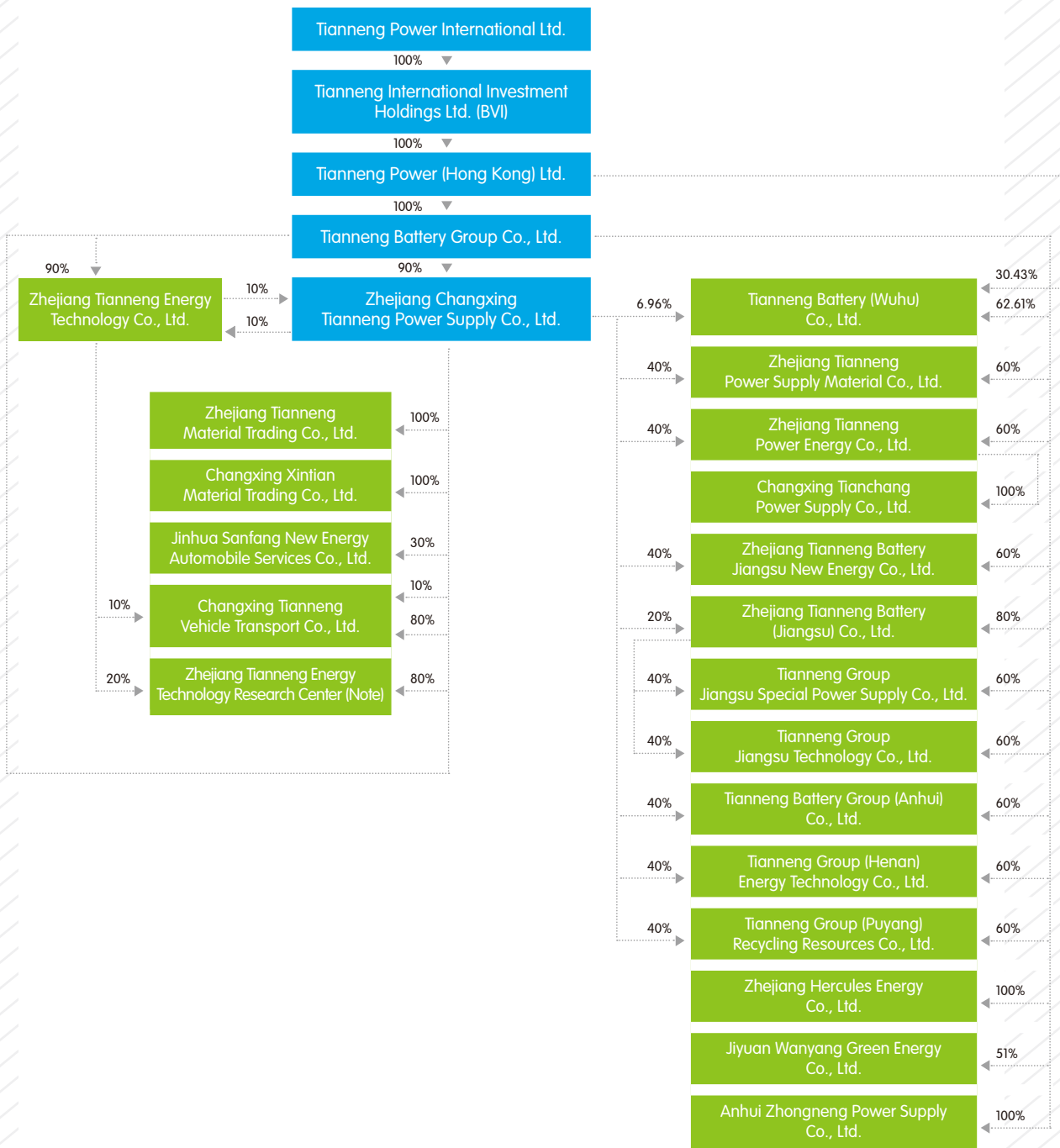
COMPANY'S WEBSITE

<http://www.tianneng.com.hk>

Note: New address will become effective from 31 March 2014

Corporate Structure

The following diagram illustrates the Group's shareholding and corporate structure:



Note: It is an unincorporated association.

Company Profile

Tianneng Power International Limited (the “Company” or “Tianneng Power”) and its subsidiaries (the “Group”) are engaged in the production and sale of i) motive battery products applicable to electric vehicles and ii) new energy storage battery products in the People’s Republic of China (“China” or “PRC”). As at 31 December 2013, the Company is one of the largest listed motive battery providers for the electric vehicle market in China.



The Company was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the companies law of the Cayman Islands on 16 November 2004. It completed its initial public offering of 300,000,000 shares on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 11 June 2007.

As at 31 December 2013, the Group had eight production bases, which are located in (1) Changxing Headquarter, (2) Meishan Town and (3) Wushan Town of Changxing County in Zhejiang Province, (4) Shuyang County in Jiangsu Province, (5) Wuhu City and (6) Jieshou City in Anhui Province, and (7) Puyang City (construction in progress) and (8) Jiyuan City in Henan Province in China respectively.

The Company achieved growth in its sales and further increased its market share during the year of 2013. The success of the Company was attributable to the following competitive advantages: (1) strong brand recognition and market leadership; (2) unique technology know-how to produce high-quality motive battery products and effective cost controls; (3) strong distribution and service network satisfying the demands in both primary and secondary markets; (4) strong product research and development capability; (5) strong promotion of recycling industry; and (6) strong and experienced management team.

Regarding its future development, the Company will continue to focus on the development of electric vehicle motive battery market and new energy storage battery market in China and to achieve further growth by (i) expansion of its production capacity; (ii) cost controls and efficiency improvement; (iii) extending application of existing products; (iv) the development of new products such as lead, nickel hydride and lithium motive battery for electric vehicles and high capacity storage battery for wind and solar power generation system; and (v) establishment of recycling base for used battery.

Note: Under the “Company Profile” section, electric vehicles include electric bike, electric tricycle and electric car.



Company Profile – Production Base and Capacity Allocation Map

PUYANG BASE UNDER CONSTRUCTION



The Group's Cycle Economic Development Zone in Henan, with products covering the Northern China.

JIYUAN BASE



Located in a province with abundant lead resources, with products covering Central China and northwestern China

JIESHOU BASE

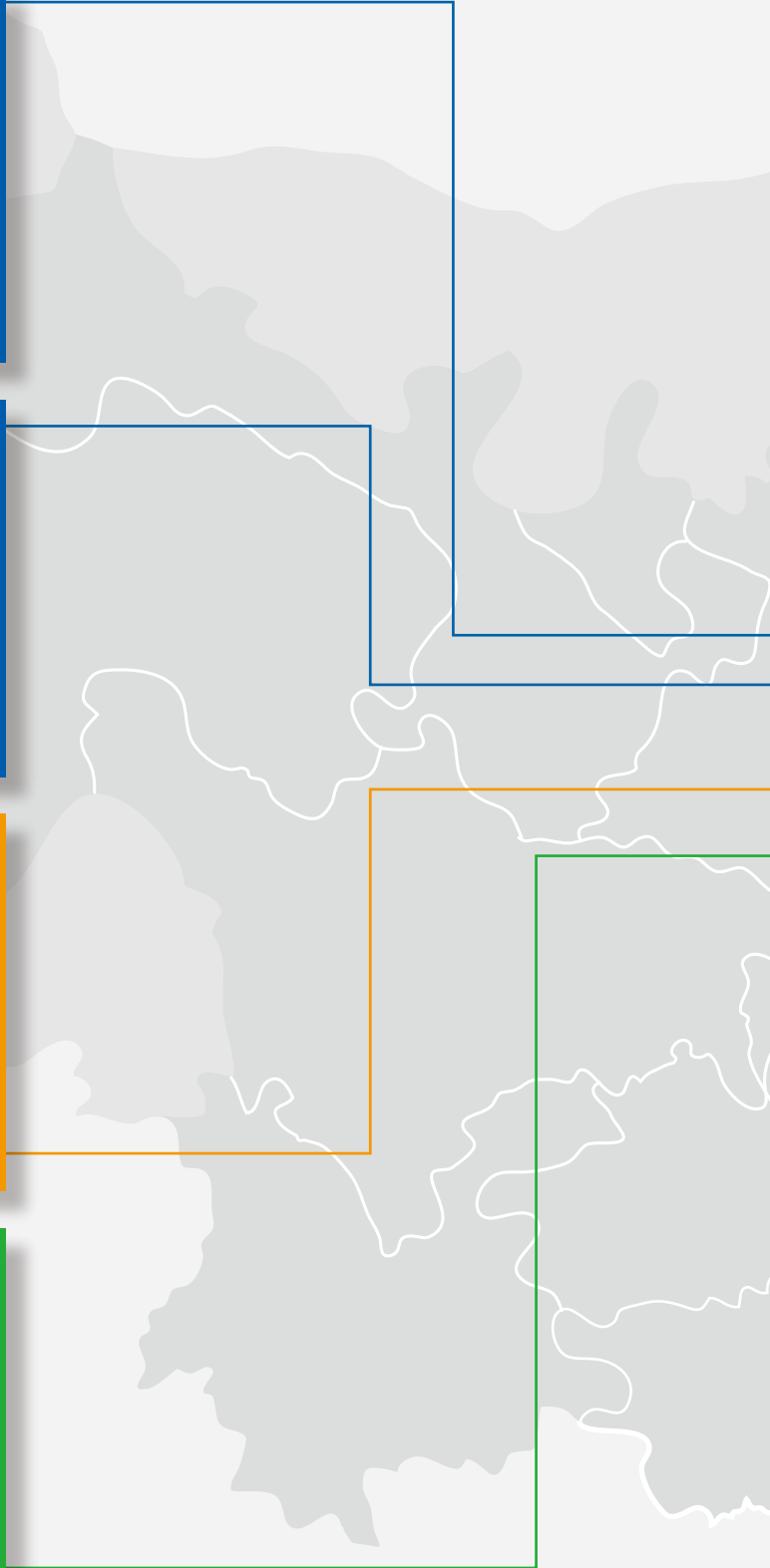


Products can be delivered to nearby provinces in high consumption of battery

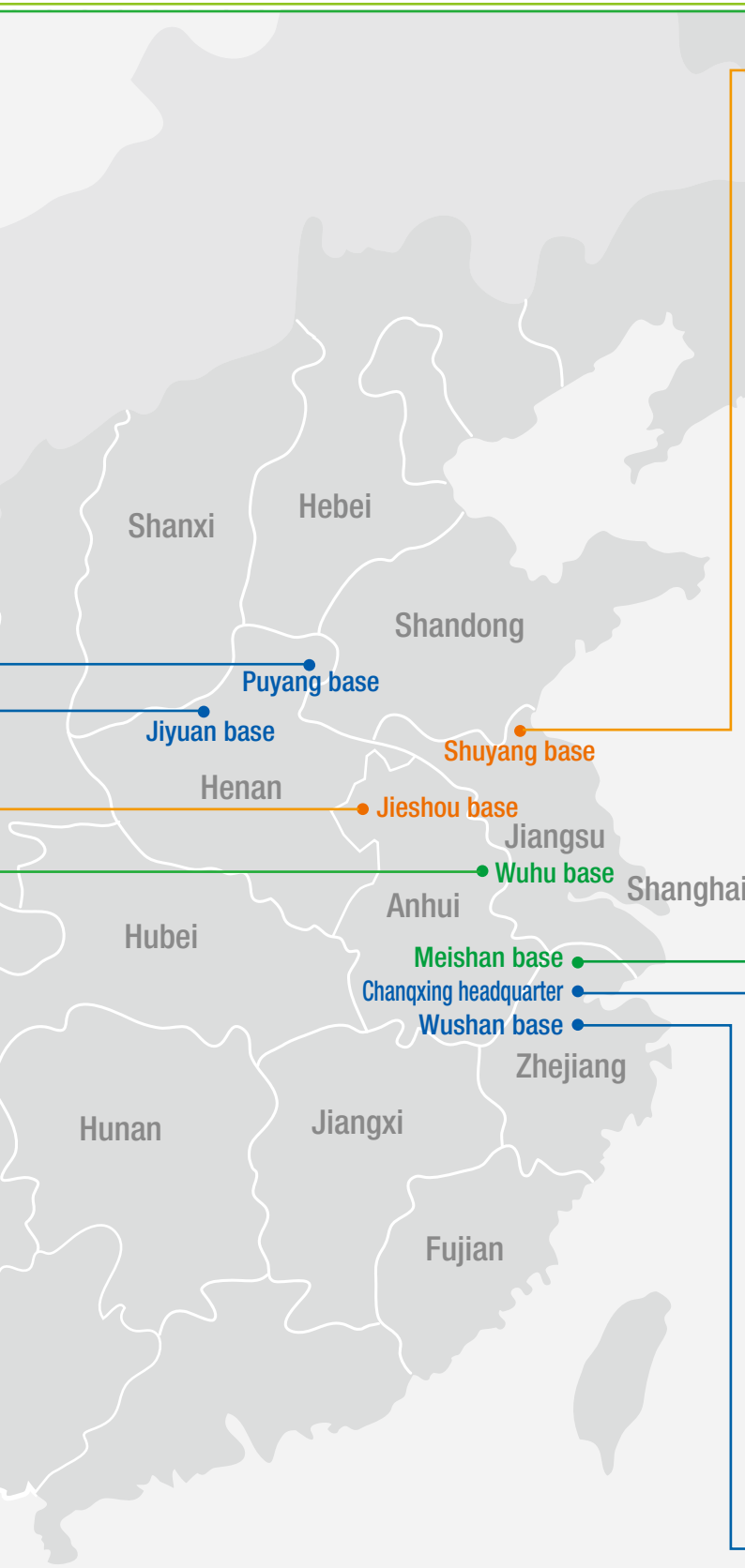
WUHU BASE



Located in Nation-class Industrial Park and established strategic cooperation relationship with Chery New Energy



Company Profile – Production Base and Capacity Allocation Map



SHUYANG BASE

The Group's production base in Jiangsu, with products covering the Eastern China

MEISHAN BASE

The Group's establishment place

CHANQXING HEADQUARTER

The Group's R&D Centre and the production base of lithium battery

WUSHAN BASE

The Group's Circular Economy Industrial Park in Zhejiang

Financial Highlights

(Amount expressed in thousand of RMB except per share data)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (NOTE 1)

	2013	Year ended 31st December			
		2012	2011	2010	2009
Turnover	13,635,060	9,887,641	5,438,321	3,752,813	2,254,947
Profit before taxation	141,240	912,515	829,685	428,752	319,674
Taxation	(10,915)	(203,116)	(213,698)	(82,472)	(48,979)
Profit for the year	130,325	709,399	615,987	346,280	270,695
Non-controlling interest	(4,970)	(738)	–	–	–
Profit attributable to owners of the Company	135,295	710,137	615,987	346,280	270,695
Earnings per share (RMB/share)					
– Basic	0.12	0.65	0.57	0.32	0.27
– Diluted	0.12	0.64	0.56	0.32	0.26

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (NOTE 2)

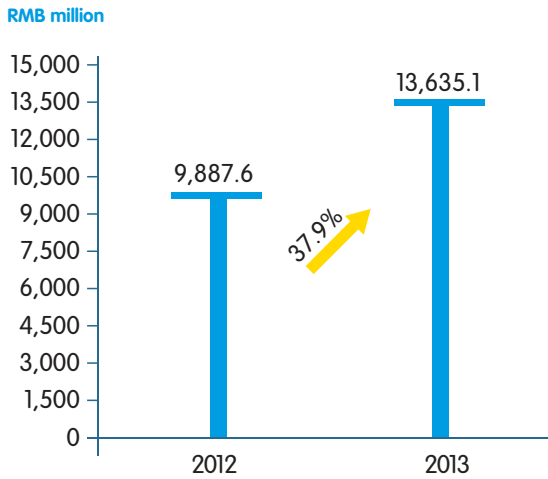
	2013	As at 31st December			
		2012	2011	2010	2009
Total assets	7,904,226	7,445,211	4,782,851	3,084,525	2,258,414
Total liabilities	4,841,959	4,322,868	2,282,377	1,128,363	575,892
Net assets/Total equity	3,062,267	3,122,343	2,500,474	1,956,162	1,682,522

Notes:

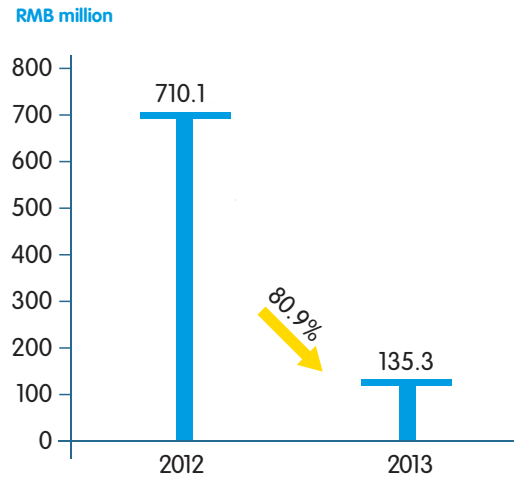
1. The results for the years ended 31 December 2009 are set out on page 47 of the Company's 2009 Annual Report. The results for the year ended 31 December 2010 and 2011 are set out on page 57 of the Company's 2011 annual report. The results for the year ended 31 December 2012 and 2013 are set out on page 123 of this annual report. All such information is extracted from the financial statements prepared under Hong Kong Financial Reporting Standards ("HKFRSs").
2. The consolidated statements of financial position as at 31 December 2009 are set out on page 48 of the Company's 2009 Annual Report. The consolidated statements of financial position as at 31 December 2010 and 2011 are set out on page 58 of the Company's 2011 annual report. The consolidated statements of financial position as at 31 December 2012 and 2013 are set out on page 124 of this annual report. All such information is extracted from the financial statements prepared under HKFRSs.

Financial Highlights

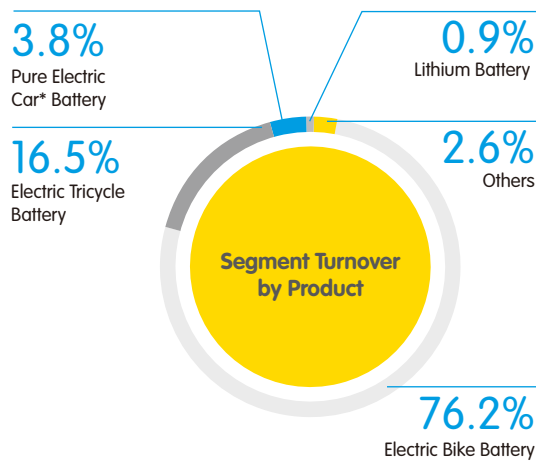
SALES TURNOVER



PROFIT ATTRIBUTABLE TO SHAREHOLDERS



SEGMENT TURNOVER



* Electric car includes pure electric sedans, electric forklifts, electric patrol cars and special-purpose electric cars etc.

Chairman's Statement



Unlike other countries, the development of electric vehicles in China has its unique characteristics. Since the first debut of electric bikes in China happened more than ten years ago, China has been developed into the world's largest market for electric bike, with electric bike ownership exceeding 120 million units.

Zhang Tianren
Chairman

Dear Shareholders,

PROFIT ATTRIBUTABLE TO SHAREHOLDERS AND DIVIDEND FOR THE YEAR

During the year, the Group's consolidated turnover was approximately RMB13,635 million (2012: approximately RMB9,888 million), representing an increase of approximately 37.9% as compared to the previous year. The Group's profit attributable to owners of the Company was approximately RMB135 million (2012: approximately RMB710 million), representing a decrease of 80.9% as compared to the previous year. The Group's basic earnings per share amounted to RMB0.12 (2012: RMB0.65). The Company proposes to declare a cash dividend of HK4.6 cents for each ordinary share of the Company (the "Share") held by the shareholders of the Company (the "Shareholders"). The distribution of final dividend shall be subject to shareholders' approval at the annual general meeting to be held on 16 May 2014.

CHINA • ELECTRIC VEHICLES

With the acceleration of China's industrialization and urbanization processes, several urban and industrial clusters, mainly represented by Beijing-Tianjin-Hebei, the Yangtze River Delta and Pearl River Delta, have already emerged in China. However, China's rapid economic development in recent years, resulting in increasing threat of smog to many densely populated cities, has rung the alarm, warning about the deterioration of the living environment in China. Premier Li Keqiang has mentioned the smog problem in a recent Executive Meeting of the State Council, and he called on all ministries and departments to handle seriously. Currently, deterioration of air quality has become the most concerned issue for the community, and arose governments at all levels great attention to this issue and in future will put more efforts to support environmental-friendly products. Promotion of environmental-friendly production and creating environmental community will become an upcoming major trend while the development of electric vehicles has become a core part of China's environmental protection campaign.

Unlike other countries, the development of electric vehicles in China has its unique characteristics. Since the first debut of electric bikes in China happened more than ten years ago, China has been developed into the world's largest market of electric bikes, with electric bike ownership exceeding 120 million units. The use of electric bikes helps to relieve the emission problem caused by the traditional public transportation system and personal fuel vehicles. Under the joint efforts of the government and the community, the current development of Chinese electric vehicles is on the right track to gradually expand to the sectors of electric tricycles and electric cars.

Chairman's Statement

The Group's operation result in year 2013 has, from a long-term development perspective, laid a strong foundation for sustainable stable income source and has well prepared for providing long-term returns to its shareholders.

Motive battery industry has been identified as a key sector in the development of China's electric vehicle industry, and is urged for research and development of battery products which are more compatible with the development of China electric vehicles, based on continuous expansion of the existing large market and technologies proven by the consumers. The Group, as a benchmark company in China motive battery industry, strives to meet the expectation of our society and market.

EXTRAORDINARY YEAR 2013

During 2013, the 12th Five Year Plan was implemented thoroughly, while the Group was operating in this extraordinary year. In the midst of complicated and ever-changing macroeconomic environment and smog weather resulting from rapid economic development, various new energy industry policies had been introduced sequentially. Consolidation of lead-acid battery industry entered a critical stage, and market had changed rapidly. All these posed different challenges, but also brought a lot of opportunities, to the Group in the course of business.

By adhering to the macro-strategy of sustainable development, the Group achieved impressive growth in all major business segments during the year, through a flexible pricing strategy and swiftly responsive measures. In respect of market expansion, grabbing market share, and leading the industry consolidation, the Group fulfilled its desired goals. Despite the operation resulting in year 2013 profit pressure, the Group has, from a long-term development perspective, laid a strong foundation for sustainable stable income source and has well prepared for providing long-term returns to its shareholders.

In May 2012, the "Entry Requirements of Lead Battery Industry" ("**Entry Requirements**") was promulgated by the Ministry of Industry and Information Technology, officially kicking off the government-led environmental remediation and consolidation of lead battery industry. In the midst of uplifting the entry requirements and under strong policy pressure, the industry faced unprecedented elimination where a large number of small and medium enterprises were forced out under the dual pressure from "policy" and "market". The number of enterprises decreased from almost 2,000 to 200 plus, with significant increase in industry concentration. In addition to seizing opportunities during rapid consolidation in the industry and expanding its market share, the Group completed the phrasal work required by the Government in respect of entry requirements in a sincere and cooperative manner during the year.

More importantly, inexpensive low-speed electric cars can be afforded by the general public and also lessen the fiscal burden of local governments for subsidizing the electric cars industry, which in turn further increase the continuous development of electric cars in China.

In addition, the Ministry of Industry and Information Technology ("MIIT") states clearly in the "Entry Requirements" that lead battery enterprises should bear more social responsibilities as battery manufacturers. The recycled products produced by unqualified recyclers could not be purchased. In the meantime, the established battery sales network should be used to build up the collection system of used lead battery. Furthermore, the "Guidance Opinions Concerning Energy Saving and Emission Reduction for Nonferrous Metal Industry Provided by the MIIT", which was issued in February 2013, states that, by the end of 2015, the proportion of recycled lead production should reach 40% of the lead production of that year. The MIIT also released "Opinions on the Promotion of Lead-acid Batteries and Standardized Development of the Recycled Lead Industry" in March 2013, which stipulates that enterprises using wasted lead-acid batteries to produce recycled lead will continue to enjoy preferential tax incentives of 50% VAT refund. The aforesaid policies have proven that the Group is on right direction of developing lead recycling strategy.

In the emerging business segment, the electric tricycles have been commonly used everywhere in the rural areas and small and medium cities. According to IPSOS Report of Electric Car Industry 2013 (the "**IPSOS Report**"); by the end of 2013, the ownership of electric tricycle reached 20 million units, while the annual growth in demand for batteries of electric tricycles was 43.6% in 2013.

In low-speed electric car segment, the Group noted that, from 2010 to 2013, many local governments in China have introduced a number of policies supporting the development of low-speed electric cars, such as Shandong Province, Jiangsu Dafeng, Hebei Xingtai, Hubei Xiangyang, Hunan Loudi and Anhui Fuyang. This gives a positive signal for the development of low-speed electric cars that the market can accommodate different types of electric cars. More importantly, inexpensive low-speed electric cars can be afforded by the general public and also lessen the fiscal burden of local governments for subsidizing the electric cars industry, which in turn further increase the continuous development of electric cars in China.

Chairman's Statement

Low-speed electric cars will take the lead to achieve commercialization in China. Currently, China's low-speed electric car ownership has exceeded 400,000 units, and the future market potential is huge.

OUTLOOK

Electric vehicle, as a energy-saving, environmental-friendly and comfortable transport mode in the 21st century, well match the governmental policy of eliminating smog and promoting environmental-friendly products and will usher in enormous development opportunities in the future. According to IPSOS Report, in the long run, it is expected that lead battery will maintain approximately over 90% market share of electric bike motive battery from 2013 to 2020 and continue to dominate the market. The Group will make better use of its advantages and influence to continue to strengthen its leading position in the market, and electric bike lead batteries will become a large and stable source of the Group's income. As a strategic plan, the Group has started to invest in the research and development and kicked off mass production of lithium battery for electric bike many years ago, and in the future the Group will use it to develop overseas markets.

Electric tricycles have been widely used as household vehicles and cargo vehicles for short trip, etc. According to IPSOS Report, it is anticipated that, the electric tricycle ownership in China market will grow at mid-higher rate to exceed 100 million units in 2020. The rapid growth of the electric tricycle market will drive strong demand for batteries of electric tricycles. It is anticipated that the size of the electric tricycle battery market in 2020 will be equivalent to that of electric bike battery market, becoming the second largest motive battery market following the electric bike motive battery market. The Group has well prepared in strengthening both the marketing and technology innovation to achieve a more balanced product structure.

In the new energy car motive battery business development, vehicle electrification has become an unalterable trend in China and in the world. In particular, commercial production and sale of low-speed electric cars have commenced in China, mainly for use as taxis, family cars, urban service vehicles and trucks. According to the IPSOS Report, the commercialization of China's electric cars will experience a transformation from low-speed to high-speed, low-speed electric cars will take the lead to achieve commercialization in China. Currently, China's low-speed electric car ownership has exceeded 400,000 units, and the future market potential is huge. The low-speed electric car is commonly referred to as light electric car that is equipped with new type of environmental-friendly lead battery with maximum speed not exceeding 80 km/h. Currently, the low-speed electric car industry in China has begun to take shape. Some local governments of Provinces such as Shandong, Jiangsu, Anhui, Hubei and Henan in China have issued administrative measures on low-speed electric car and the Chinese government has started to consider the gradual opening of low-speed electric car market, and is now formulating the standards and regulations on such product. According to IPSOS Report, the demand for low-speed electric cars will reach CARG of 36% from 2013 to 2020. It is expected that the development of low-speed electric car will drive the growth of sales volume of lead battery enterprises, and acts as a major growth driver of lead motive batteries sales in a medium to long run.

Continue to invest more resources in the development of "low-speed-affordable-safe" new energy cars motive battery, while widen cooperation with more domestic and foreign low-speed electric car manufacturers.

After considering the national policy and conditions as well as the Group's competitive advantages, the Group will continue to invest more resources in the development of "low-speed-affordable-safe" new energy cars motive battery, while widen cooperation with more domestic and foreign low-speed electric car manufacturers.

Finally, under the guidance of the Chinese government policies, the Group will continue its strategy of lead battery recycling. Based on the production kick-off experience in "used battery recycling" project of Changxing Wushan base, the Group will continue to construct the second used battery recycling plant in Puyang City, Henan Province. Looking ahead, with the goals of environmental protection, upgrading recycling technology and reduction of battery production cost, the Group hopes to become a new benchmark within the lead recycling industry in China.

In conclusion, the Group will continuously adopt sustainable product diversification, battery recycling development, appropriate production capacity expansion, enhanced sales network as well as brand building as core strategies of future development, and focus on expanding the business of newly emerged markets such as electric car battery and lithium battery as its long-term core strategies. Pursuing the belief of "New Energy New World" and aiming at becoming the "Global Leading Green Energy Provider", I strongly believe that the Group is capable of achieving its healthy and steady growth and contributing better returns to the Shareholders in the long run.

APPRECIATION

I would like to take this opportunity to express our gratitude to our employees for their contributions and hard work and to the Shareholders and business partners for their support.

Zhang Tianren

Chairman

Hong Kong, 15 March 2014

The background is an abstract composition of vibrant green and blue tones. It features a central bright spot on the left side, from which numerous light rays radiate outwards, creating a sense of depth and movement. The rays are most prominent in the lower half of the image, where they appear to converge towards the center. The overall effect is dynamic and energetic, with a strong sense of light and color contrast.

Solid Foundation

By adhering to the macro-strategy of sustainable development, the Group achieved impressive growth in all major business segments during the year, through a flexible pricing strategy and swiftly responsive measures. In respect of market expansion, grabbing market share, and leadership in the industry consolidation, the Group fulfilled its desired goals.



Management Discussion and Analysis



The Group is principally engaged in the production and sale of motive batteries applicable to electric vehicles. It is one of the largest manufacturers of motive batteries in China and sells its products under its own major brand name “天能/TIANNENG”. The Group’s lead and lithium motive battery products are predominantly used in electric bikes, electric tricycles and electric cars. The Group also manufactures new energy storage battery mainly for wind and solar power generation system.

Management Discussion and Analysis

The Group's overall goal was to expand market share in order to further strengthen its leading position in the industry, representing an increase of **37.9%** over the year 2012.



REVIEW OF OPERATIONS

In respect of product sales, the Group's overall goal was to expand market share in order to further strengthen its leading position in the industry. The total amount of sales for the year was approximately RMB13.64 billion, representing an increase of 37.9% over the year 2012. In addition, according to IPSOS (a market survey institution) Report, the Group's principal product - lead motive battery for electric bike captured 35% of market share, while an overwhelming majority of other competitors only shared 5% or less of the market.

In respect of sales of motive battery for electric bike, during the year, the Group aimed at accelerating industry integration and increasing its market share, and flexible pricing and enhancing brand name became the major tactics. According to IPSOS Report, the industry demand in 2013 annually grew less than 10%. The Group's sales of lead motive battery for electric bike during the year amounted to RMB10,391 million, representing an increase of 30.7% when compared with the previous year, which is substantially higher than the industry average. As at 31 December 2013, the Group had 1,694 exclusive distributors in the secondary market, which was 380 more than 1,314 as at 31 December 2012. The Group's secondary market sales and distribution network covered most parts of China.

In respect of the sales of motive battery for electric tricycle, during the year, the Group aimed at grasping the explosive growth in the market and market opportunities arising from urbanization and seizing market share. Expanding strategic cooperation with customers, strengthening product promotion in new rural villages and urban towns and leveraging the extensive distribution network of lead motive battery for electric bike became the major tactics. According to IPSOS Report, the industry demand in 2013 annually grew about 43.6%. During the year, the Group's sales revenue of lead motive battery for electric tricycle amounted to RMB2,251 million, representing an increase of 76.0% when compared with the previous year, and which was higher than the industry average by 32.4 percentage points.

In respect of sales of electric car motive battery, during the year, the Group took lead to work with the low-speed electric car industry and the Government to speed up the formulation of the relevant administrative measures. The Group also conducted a lot of strategic research jointly with electric car manufacturers in the regions where the development of China's low-speed electric car industry was facing the fastest growth (including Shandong, Henan and Anhui). In the meantime, the Group have maintained and built strategic partnership with Chery Automobile, Shandong Tang Jun, Shifeng Group and Kandi Automobile, all of them were manufacturers of electric car. The Group's sales of electric car motive battery for the year amounted to RMB510 million. According to IPSOS Report, the Group's market share in the China low-speed electric car battery industry for the year reached 51%.

Management Discussion and Analysis

In respect of the lead battery production and production base establishment, due to increase in sales of lead battery faster than production capacity growth, the Group had to expand OEM production to meet the demand. In the year 2013, the proportion of its own production and OEM production is 61:39 (2012: 77:23). During the year under review, Puyang base is a large newly-built integrated production base of the Group, which is now under construction. The remaining seven bases have completed different degrees of production capacity enhancement and production technology improvement.

In respect of lead battery recycling project, the Group established the first-ever and only one lead battery recycling plant in the lead battery industry in Changxing Wushan base, for better collecting and dealing with used batteries. The plant has been put into operation. The Group's second lead battery recycling project construction has started in Henan Puyang base.

In respect of research and development, in order to maintain product competitiveness, the Group made extensive investment in research and development. The Group's research and development activities focused on developing clean, durable and environmental-friendly new energy products. In July 2008, the Chinese government approved the upgrade of the Group's Postdoctoral Scientific Research Workstation from provincial level to national level and Tianneng Energy Research Centre (天能能源科技研究院) was established in June 2009, enabling the Group to recruit and attract top research scientists and enjoy more benefits from the Chinese government. Moreover, the Group set up Pb-C Super Battery Joint Lab with Harbin Institute of Technology in April 2010 and established Academician and Expert Workstation in September 2010, focusing on the research of new type of battery material and new energy battery. In 2011, the Group's subsidiaries Tianneng Battery Group Co., Ltd., Zhejiang Tianneng Energy Technology Co., Ltd., Zhejiang Tianneng Battery (Jiangsu) Co., Ltd. and Tianneng Battery (Wuhu) Co., Ltd. were approved as High Technology Enterprise respectively. In November 2012, the Group's Technology Centre was rated as the first State-level enterprise technology centre in the industry. In the same month, the Group established the industry's first-ever new Battery Industrial Technology Innovation Alliance. While in November 2013, the Group was the first enterprise rated as a national technology innovation business model in the industry.

Major R&D Achievements:



Management Discussion and Analysis

The Group's research team consisted of

680 staff and the research and development costs increased by approximately

21% as compared with the previous year.



As at 31 December 2013, the Group's research team consisted of 680 staff and the research and development costs increased by approximately 21% as compared with the previous year. The increase was mainly due to the Group's allocation of more resources to individual major projects such as motive battery project for electric car, silica gel battery project and nano rare earth battery project, etc. In order to speed up the development of motive battery for pure electric cars, the Group entered into various technical cooperation arrangements with certain car manufacturers such as Chery Automobile, SAIC Group and Kandi Auto.

In respect of environmental protection, as a listed company, the Group places great emphasis on taking up social responsibilities. It strives to provide customers with clean power. The Group has put a high regard on environmental protection work. The Group has engaged AECOM, Shanghai Branch Office, to perform an environmental assessment at the Group's main production plants. Since the production facilities are mainly located at the local industrial parks, an annual assessment concluded that the Group has complied with the relevant environmental standards in China.

In respect of brand building, the Group has established strong brand awareness and its brand is widely recognised by the community. Please refer to the "Award" section on page 90 for more details.

In respect of internal control, with an aim to improve its internal control systems, the Group has engaged an associate of an international accounting firm, Baker Tilly Hong Kong Risk Assurance Limited, to review its internal control system operating in the year ended 31 December 2013. The review has covered material controls including financial, operational and compliance controls and risk management functions. The Group also conducted regular review of its internal control system and its effectiveness to ensure that the interest of the Shareholders is safeguarded.



Management Discussion and Analysis



OPERATING RESULTS

Turnover

The Group's turnover increased from approximately RMB9,887.64 million for the year 2012 to approximately RMB13,635.06 million for the year 2013, representing an increase of approximately 37.9% as compared to the previous year, which was mainly due to the strong demand for motive batteries for electric bikes, electric tricycles and electric cars. The turnover of the motive battery for electric bikes, electric tricycles and electric cars were RMB10,391 million, RMB2,250.83 million and RMB511.11 million respectively, representing an increase of 30.7%, 76.0% and 29.9% respectively as compared with previous year.

Gross profit

The Group's gross profit and gross profit margin were approximately RMB1,404.39 million and approximately 10.3% respectively for the year 2013 (2012: approximately RMB1,855.14 million and approximately 18.8%), representing a decrease of approximately 24.3% and 8.5 percentage points respectively as compared with previous year. The weighted average purchase price for lead, which is the Group's principal raw materials, after deduction of value-added tax, amounted to approximately RMB12,036 per tonne (2012: approximately RMB13,081 per tonne), representing a decrease of approximately 8.0% as compared with previous year. Although the price of raw materials fell, there was a larger decline in gross profit margin, due to the weighted average selling price of the major lead motive battery dropping to about RMB97.1 each (2012: approximately RMB104.4 each), representing a decrease of approximately 7.0% when compared with the previous year. Increase in OEM production has led to a rise in unit cost, resulting in the pressure of decreasing gross profit margin.

Management Discussion and Analysis



Other income

Other income of the Group increased by approximately 36.8% from approximately RMB129.85 million for the year 2012 to approximately RMB177.61 million for the year 2013. The increase was mainly attributable to the increase in government grants.

Selling and distribution costs

Selling and distribution costs increased by approximately 65.0% from RMB250.26 million for the year 2012 to approximately RMB412.99 million for the year 2013. Such increase was mainly due to the increase in sales volume.

Administrative expenses

Administrative expenses increased by approximately 21.3% from approximately RMB302.45 million for the year 2012 to approximately RMB366.96 million for the year 2013. Such increase was mainly due to the increase in staff cost and environmental expenses.

Finance costs

Finance costs increased by approximately 17.5% from approximately RMB122.39 million for the year 2012 to approximately RMB143.84 million for the year 2013. Such increase was mainly due to the increase in average balance of bank borrowings.

Taxation

The enterprise income tax of the Group amounted to approximately RMB10.92 million for the year 2013, representing a decrease of approximately 94.6% from approximately RMB203.12 million for the year 2012. Such decrease was due to substantial decrease in profit before tax.

LIQUIDITY AND FINANCIAL RESOURCES

The net cash from operating activities amounted to approximately 938.01 million for the year 2013 (2012: negative RMB172.14 million). The increase was mainly due to decrease in the expansion scale of inventories, control of bills and trade receivables and other receivables, as well as increase in bills and trade payables and other payables.

Net cash used in investing activities mainly consisted of capital expenditure for the purchase of property, plant and equipment, and the withdrawal of pledged and fixed bank deposits.

Management Discussion and Analysis



As at 31 December 2013, the bank balances and cash (including time deposit and the pledged bank deposits) of the Group was approximately RMB1,015.64 million (31 December 2012: approximately RMB1,093.97 million). As at 31 December 2013, the Group obtained undrawn banks facilities of approximately RMB1,693.00 million (31 December 2012: approximately RMB1,300.28 million). The amount RMB941.71 million, RMB69.46 million and RMB4.47 million of bank balances and cash (including time deposit and the pledged bank deposits) are denominated in Renminbi, Hong Kong Dollars and US Dollars respectively. As the bank balances in Hong Kong Dollars could be used for the repayment of Hong Kong Dollars bank borrowings, the Company is able to control the level of currency risk.

As at 31 December 2013, the held-for-trading investments of the Group was RMB 3.22 million (31 December 2012: RMB46.99 million). A significant decrease in the above investment was mainly due to the consideration of a range of factors, such as the use of funds, reasonable return, liquidity and market conditions. In line with the Company's prudent treasury policy consistently, the associated risk is effectively controlled.

As at 31 December 2013, the net current assets of the Group was approximately RMB381.94 million (31 December 2012: approximately RMB504.41 million). Based on the increasing cash flow from operating activities and the sufficient level of cash and bank balances, the Company believes that it will be able to meet its liabilities as and when they fall due and meet the capital required for operations. The Company is able to control the level of its liabilities and financial risks.

Management Discussion and Analysis

As at 31 December 2013, the bank borrowings and loan notes (together as “**interest bearing loans**”) of the Group with maturity of within one year amounted to approximately RMB2,142.9 million (31 December 2012: approximately RMB2,757.8 million). The interest bearing loans of the Group with maturity of more than one year was RMB654.5 million (31 December 2012: RMB148.59 million). The amounts of RMB2,581.20 million and RMB216.20 million interest bearing loans are denominated in Renminbi and U.S. Dollars respectively, and carry fixed and variable interest rates ranging from 3.19% to 6.77% (2012: 3.59% to 7.60%) per annum. The Company will closely monitor the changes in interest rate and assess the interest rate risk.

The objective of the Company’s financial policy is to maintain an optimal capital structure to minimize the capital cost through prudent financial management. During the period under review, the Group continued to further make use of long-term loan in order to optimize its loan structure.

FINANCIAL POSITION

As at 31 December 2013, the total assets of the Group was approximately RMB7,904.23 million, representing an increase of 6.2% as compared to approximately RMB7,445.21 million as at 31 December 2012. Among them, non-current assets increased by approximately 20.9% to approximately RMB3,365.34 million and current assets decreased by approximately 2.6% to approximately RMB4,538.89 million. The major reason for the increase of non-current assets was due to continuous capital expenditure on production plants. The decrease in current assets was mainly attributable to the decrease in inventories and time deposits.

Liabilities

As at 31 December 2013, the total liabilities of the Group was approximately RMB4,841.96 million, representing an increase of approximately 12.0 % from approximately RMB4,322.87 million as at 31 December 2012. Among them, current liabilities remained flat at approximately RMB4,156.95 million, while increase in account payables can cover the decrease in short-term interest bearing loans. Non-current liabilities increased from RMB166.49 million to approximately RMB685.01 million as at 31 December 2013. The increase was mainly due to the increase in long-term interest bearing loans.

Major financial position ratio

	2013	2012
Current ratio	1.09	1.12
Quick ratio	0.65	0.65
Interest cover (note)	2.70	10.61

Note: EBITDA divided by total interest charge

Both current ratio and quick ratio slightly decreased when compared to the beginning of the year, which were mainly due to the slight decrease in current assets. The interest cover ratio significantly reduced, and it was mainly due to the substantial decrease in profit before taxation.

Management Discussion and Analysis

CAPITAL EXPENDITURE

The capital expenditure for year 2013 was approximately RMB865.06 million (2012: approximately RMB1,075.39 million). A majority of expenditure was incurred on the construction of Changxing Wushan base, Henan Puyang base, Jiangsu Shuyang base and Anhui Jieshou base.

CAPITAL COMMITMENTS

The amount contracted for but not stated in the consolidated financial statements in respect of the acquisition of property, plant and equipment as at 31 December 2013 was approximately RMB429.68 million (31 December 2012: approximately RMB369.53 million).

GEARING RATIO

The Group's gearing ratio as at 31 December 2013 (which is based on the amount of total interest bearing loans divided by total assets multiplied by 100%) was approximately 35.4% (31 December 2012: approximately 39.0%).

EXPOSURE IN EXCHANGE RATE FLUCTUATION

As the Group's operations were mainly conducted in China and the majority of the businesses were transacted in Renminbi, the Board is of the view that the Group's operating cash flow and liquidity is not subject to significant foreign exchange rate risks and therefore no hedging arrangements were made. However, the Group will review and monitor the relevant foreign exchange exposure from time to time based on its business development requirements and may enter into foreign exchange hedging arrangements when appropriate.

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31 December 2013 (31 December 2012: nil).

PLEDGE OF ASSETS

As at 31 December 2013, the bank facilities of the Group are secured by bank deposits, bills and account receivables, property, plant and equipment and prepaid lease payments. The aggregate net book value of the assets pledged amounted to RMB506.46 million (31 December 2012: RMB731.60 million).

EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2013, the Group employed a total of 17,846 employees (31 December 2012: 18,422 employees). Staff costs excluding directors' emoluments of the Group for the year of 2013 amounted to RMB914.91 million (2012: RMB726.78 million). The costs included basic salaries and benefits as well as staff benefits such as discretionary bonus, medical and insurance plans, pension scheme (including the schemes required by the governments such as pension insurance in China and mandatory pension fund in Hong Kong), unemployment insurance plan and share options scheme etc. Competitive remuneration packages were offered to employees. The Company has adopted incentive programs (including share option scheme) to encourage employee performance and a range of training programs for the development of its staff.

Management Discussion and Analysis

SIGNIFICANT INVESTMENTS HELD

There were no significant investments held by the Group as at 31 December 2013 (31 December 2012: nil).

MATERIAL ACQUISITION AND DISPOSAL

There were no material acquisition and disposal during the year.

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

Save for 12,560,000 shares were issued pursuant to the exercise of share options at a subscription price of HK\$1.22 per share, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's shares during the year.

SUBSEQUENT EVENT

In March 2014, Tianneng Battery Group Limited (a wholly-owned subsidiary of the Company) issued the first tranche corporate bonds in an aggregate amount of RMB400,000,000 with a maturity period of 5 years from the date of issue. The annual coupon rate for first three years is 7.31%. Details of the bonds can be referred to the announcements issued by the company on 7 March 2014 and 10 March 2014.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from 12 May 2014 to 16 May 2014, both days inclusive, during which period no transfer of the shares of the Company will be registered. In order to qualify for attending the annual general meeting of the Company this year, all share certificates with completed transfer forms, must be lodged with the Company's Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 9 May 2014. The Register of Members of the Company will also be closed from 23 May 2014 to 26 May 2014, both days inclusive, during which period no transfer of the shares of the Company will be registered. In order to qualify for the final dividend, all share certificates with completed transfer forms, must be lodged with the Company's Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 22 May 2014.

The background is a vibrant, abstract composition of green and yellow hues. It features several bright, diagonal light rays that create a sense of motion and energy. A prominent, glowing point of light is visible in the lower-left quadrant, from which several rays emanate. The overall effect is one of dynamic, futuristic growth and innovation.

Enhancing products Competitiveness

The Group is principally engaged in the production and sale of motive batteries applicable to electric vehicles. It is one of the largest manufacturers of motive batteries in China and sells its products under its own major brand name “天能/TIANNENG”. The Group’s lead and lithium motive battery products are predominantly used in electric bikes, electric tricycles and electric cars. The Group also manufactures new energy storage battery mainly for wind and solar power generation system.



Awards



TOP 100 CHINA LIGHT INDUSTRIAL ENTERPRISES

In June 2013, the Company was honored the Top 100 China Light Industrial Enterprises by the China National Light Industry Council. [1](#)

MODEL ENTERPRISE OF TECHNOLOGY INNOVATION IN THE PRC

In October 2013, the Company's Industry and Information Technology Department was honored the Model Enterprise of Technology Innovation in the PRC. [2](#)

GLOBAL TOP 500 NEW ENERGY COMPANIES

In November 2013, the Company was honored the 2013 Global Top 500 New Energy Companies by the China Institute of Energy Economics. [3](#)

FORTUNE CHINA 500

In July 2013, the Company was honored the Fortune China 500 by FORTUNE. [4](#)



A LEADING BRAND OF THE MOTIVE BATTERY FOR ELECTRIC VEHICLES IN THE PRC

In August 2013, the Company was honored a leading brand of the motive battery for electric vehicles in the PRC by IPSOS. [5](#)

ESTABLISHMENT OF THE NEW BATTERY INDUSTRY TECHNOLOGY INNOVATION STRATEGIC ALLIANCE

In November 2013, the Company established the New Battery Industry Technology Innovation Strategic Alliance and was elected as its Council Chairman entity. [6](#)

A VICE-PRESIDENT ENTITY OF THE NATIONAL TECHNOLOGY AND EQUIPMENT INDUSTRY ASSOCIATION

In October 2013, the Company was elected a vice-president entity of the National Technology and Equipment Industry Association. [7](#)

NATIONAL MAY 1ST LABOR AWARD

In April 2013, the Company was granted a National May 1st Labor Award by the All China Federation of Trade of Unions. [8](#)

Profiles of Directors and Senior Management



Dr. ZHANG Tianren



Mr. ZHANG Aogen

EXECUTIVE DIRECTORS

Dr. ZHANG Tianren (張天任), aged 51, is the chairman of our Board, president and founder of our Group. Mr. ZHANG is responsible for our overall management and formulation of our business strategies. Mr. ZHANG has had 27 years of experience in technological research and development and management of rechargeable battery industry in China. Mr. ZHANG was the factory manager of Zhejiang Changxing Storage Battery Factory during the period between 1989 and 2002, and has been the chairman and the general manager of Tianneng Battery since 2003. In April 2002, Mr. ZHANG was qualified as a senior economist and an engineer.

In addition to his key position in our Group, Mr. ZHANG has held various roles in the energy, battery and other related industries in China. Mr. ZHANG is currently a vice chairman of the Asian Photovoltaic Industry Association, first council chairman of the New Battery Industry Technology Innovation Strategic Alliance (新型電池產業技術創新戰略聯盟首任理事長), a vice council chairman of the China Energy Association, vice council chairman of China Battery Industry Association, vice council chairman of China Electrical Equipment Industrial Association, vice council chairman of Chinese Cycling Association, vice president of the National Technology and Equipment Industry Association (全國工商聯科技裝備業商會副會長), the chairman of the Rechargeable Battery Industry Association in Zhejiang Province, the chairman of Zhejiang Merchants Association and a Representative of Zhejiang Province People's Congress and the visiting professor of Zhejiang Sci-Tech University. Mr. ZHANG was elected as a member of the 12th National People's Congress in 2013. He has also been named as one of the township entrepreneurs in China (全國鄉鎮企業家) and awarded as one of the World Outstanding Chinese at 11th World Outstanding Chinese Award, 1st New Technological Merchants in Zhejiang in 2001, 2009 Outstanding Zhejiang Merchants, Top Ten Influential Persons of the PRC Electric Appliance Industry 2009, 2012 Bauhinia Cup Outstanding Entrepreneur. and the 2012 Ernst & Young Entrepreneur of the Year. Mr. ZHANG is the younger brother of Mr. ZHANG Aogen.

Mr. ZHANG Aogen (張敖根), aged 56, is our executive Director and vice-president and is responsible for our customer relationship and management, the formulation of sales strategies and procurement management. Mr. ZHANG joined Zhejiang Changxing Storage Battery Factory as a deputy factory manager in 1988 and was appointed as a deputy general manager of Tianneng Battery in 2003. Mr. ZHANG attended the seminar of business management for senior president in Zhejiang University from September 2007 to December 2008. Mr. ZHANG is a senior economist and has had 27 years of management experience in sales of rechargeable battery products. Mr. ZHANG is also an elder brother of Mr. ZHANG Tianren, chairman of our Board.

Profiles of Directors and Senior Management



Mr. CHEN Minru



Mr. SHI Borong



Mr. ZHANG Kaihong

Mr. CHEN Minru (陳敏如), aged 54, is our executive Director and Standing vice president and is responsible for our financial management, capital market, production planning, corporate management and information technology management. Mr. CHEN joined us as a deputy general manager of Tianneng Battery in February 2003. Mr. CHEN graduated from Central Party School of The Communist Party of China (中共中央黨校) in economics management. He also attended the senior seminar of modern management (CFO) in Zhejiang University of Finance & Economics from April 2006 to May 2007, the seminar of business management for senior president in Zhejiang University from August 2007 to September 2008 and the senior seminar of investment and finance in Shanghai University of Finance and Economics from March 2009 to March 2010. Mr. CHEN is an qualified accountant, a senior economist and an affiliated member of the Association of International Accountants. He has 35 years of experience in corporate management and financial management. Prior to joining us, Mr. CHEN was the deputy general manager of Zhejiang Huzhou Bianshan Building Materials Group Corporation (湖州弁山建材集團公司) and Huzhou Kingsafe Group Co., Ltd. (湖州金三發集團).

Mr. SHI Borong (史伯榮), aged 60, is our executive Director and vice-president and is fully responsible for the management of the business of our company in Anhui. Mr. SHI joined Zhejiang Changxing Storage Battery Factory in 1989 and acted as deputy factory manager of Zhejiang Changxing Storage Battery Factory in 1990 and as deputy general manager of Tianneng Battery in 2003 and appointed as the deputy general manager of Tianneng Battery in 2010. In September 2013, Mr SHI was appointed as the chairman of Tianneng Battery (Anhui) Co., Ltd. Mr. SHI attended the seminar of business management for senior president in Zhejiang University from August 2007 to September 2008. Mr. SHI is a senior economist and has had 24 years of management experience in rechargeable battery enterprises.

Mr. ZHANG Kaihong (張開紅), aged 56, is our executive Director and vice-president and is responsible for the management of product quality assurance. Mr. ZHANG joined Zhejiang Changxing Storage Battery Factory in 1988 and acted as deputy factory manager of Zhejiang Changxing Storage Battery Factory in 1992. Mr. ZHANG was also appointed as deputy general manager of Tianneng Battery in 2003 and as general manager of Tianneng Wuhu in 2006. From February 2014, Mr. ZHANG was appointed as a vice-president of national level technology centre of Tianneng Group. Mr. ZHANG attended the seminar of business management for senior president in Zhejiang University from August 2007 to September 2008. Mr. ZHANG is a senior engineer with 27 years' experience in research and development, quality control and management of rechargeable battery enterprises.

Profiles of Directors and Senior Management



Mr. YANG Lianming



Mr. HO Tso Hsi



Mr. HUANG Dongliang



Mr. WANG Jingzhong

Mr. YANG Lianming (楊連明), aged 51, is our executive Director and assists in the production of Tianneng Battery and Tianneng Power Supply. Mr. YANG joined Zhejiang Changxing Storage Battery Factory as an assistant officer in 1995, and acted as an administrative officer of Tianneng Battery in 1999. Mr. YANG was appointed as the deputy general manager of Tianneng Power Supply in 2003 and the assistant to general manager of Tianneng Battery in 2005. Mr. YANG attended the seminar of business management for senior president in Zhejiang University from September 2007 to December 2008. Mr. YANG is a senior economist and had 20 years of management experience in rechargeable battery enterprises.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. HO Tso Hsiu (何祚麻), aged 86, was appointed as an independent non-executive Director in February 2007. Mr. HO graduated from Tsinghua University in 1951 with a bachelor of science degree. Mr. HO has been working as a researcher and the vice-president of Institute of Nuclear Research, Institute of High Energy Physics and Institute of Theoretical Physics of Chinese Academy of Sciences since 1956. Mr. HO has been a member of Chinese Academy of Sciences since 1993.

Mr. HUANG Dongliang (黃董良), aged 58, was appointed as an independent non-executive Director in February 2007. Mr. HUANG graduated from Zhongnan Finance University in 1988 with a bachelor degree majored in economics. Mr. HUANG has been the assistant to principal of Zhejiang College of Finance and Economics since 2004. Mr. HUANG obtained the qualifications of professor, senior accountant and registered tax agent in China. Mr. HUANG is a certified public accountant registered under the Chinese Institute of Certified Public Accountants. Mr. Huang is currently an independent director of Zhejiang Conba Pharmaceutical Co., Ltd. and Zhejiang Daoming Optical Chemical Co., Ltd., which are listed companies on Shanghai Stock Exchange in China.

Mr. WANG Jingzhong (王敬忠), aged 57, was appointed as an independent non-executive Director in February 2007. Mr. WANG graduated from Huadong Polytechnic University in 1982 with a bachelor degree and obtained the qualification of senior engineer. Mr. WANG is the executive vice president and secretary general of China Battery Industry Association and also the independent nonexecutive director of SCUD Group Limited (Stock code: 1399), a listed company in Hong Kong.

Profiles of Directors and Senior Management



Mr. ZHAO Haimin



Mr. ZHOU Jianzhong



Mr. YANG Huiqiang

SENIOR MANAGEMENT

Mr. ZHAO Haimin (趙海敏), aged 49, is the vice-president. Mr. ZHAO is responsible for human resources and assists in market development and marketing planning. Mr. ZHAO joined us in 2004 as an assistant to our general manager. Mr. ZHAO was appointed the manager of human resources in 2005, a director of Tianneng Battery in 2006 and deputy general manager of Tianneng Battery in 2008. Mr. ZHAO graduated from Central Party School of The Communist Party of China (中共中央黨校) in economics management. Later, he attended the seminar of business management for senior president in Zhejiang University from August 2007 to September 2008 and enrolled in the MBA programme in China University of Geosciences in 2009. Mr. ZHAO is a senior engineer and senior economist. Prior to joining us, Mr. ZHAO was an assistant to the general manager in Huzhou KINGSAFE Group Co., Ltd. (湖州金三發集團) and was responsible for the management of sales, production and procurement.

Mr. ZHOU Jianzhong (周建中), aged 43, assistant to the president. Mr. ZHOU is fully responsible for the business of the our management centre in Changxing. In the meantime, Mr. ZHOU is also responsible for the business of new energy. He joined the Group in 1996 and has been the head of market management section, deputy general manager of Tianneng Battery, deputy general manager of Tianneng Energy Technology, general manager of Tianneng Power Energy and general manager of Tianneng Power Supply Material. He was appointed as vice-president in 2011. Mr. ZHOU attended the seminar of business management for senior president in Zhejiang University from September 2007 to December 2008. He is a senior economist with 19 years' experience in the sales and management of rechargeable batteries and corporate management.

Mr. YANG Huiqiang (楊惠強), aged 39, vice president. Mr. YANG is responsible for the Group's business of management centre in Jiangsu Province. He joined the Group in 1992 as an administrative officer of Tianneng Battery and served as a manager of marketing department of Tianneng Battery and the deputy general manager of Tianneng Battery (Jiangsu). From August 2007 to September 2008, Mr. YANG attended the seminar of business management for senior president in Zhejiang University. Mr. YANG is a standing committee member of Shuyang County in Jiangsu Province and a committee member of CPPCC of Suqian City in Jiangsu Province. He has been awarded "Excellent Foreign Youth Entrepreneur in Ten Aspects of Shuyang", "Honorary Citizen of Suqian City", "Model Worker of Suqian City" and one of the "Ten Special Contributors to the Economic Development of Suqian City". Mr. YANG is a nephew of Mr. Zhang Tianren.

Profiles of Directors and Senior Management



Mr. WANG Zhikun

Mr. WANG Zhikun (王志坤), aged 44, the vice president. Mr. WANG is responsible for the management of capital market and securities investment. He joined the Group in 2005. He was appointed as listing office director, manager of securities investment, chief investment officer and Head of President Office. Mr WANG was promoted to vice president in 2010. Mr. WANG obtained an MBA from SOUTHERN CALIFORNIA UNIVERSITY FOR PROFESSIONAL STUDIES in America. He attended the seminar of international financing in Fudan University (Shenzhen Party School of CPC) in 1999 and attended the seminar of business management for senior president in Zhejiang University from August 2007 to September 2008. Mr. WANG is a senior economist with 21 years' experience in investment management. Mr. WANG also acts as a chief secretary of the National Technology and Equipment Industry Association Huzhou (全國工商聯科技裝備業商會湖州分會秘書長). Prior to joining us, Mr. WANG worked in Century Securities (Shenzhen) Company Limited and Zhejiang Huaxin Home Textile Company Limited and was responsible for the investment management and corporate management.

Mr. LAU Siu Fai (劉兆輝), aged 44, vice president and chief representative of the Hong Kong office. Mr. LAU is responsible for the corporate international finance, acquisition and merger and investor relations of the Group and is in charge of the Hong Kong office. He joined the Group in 2010. Prior to joining us, he held various managerial positions in three Hong Kong listed companies and an international accounting firm. Mr. LAU has more than 20 years' managerial working experience in direct investment, project management, corporate international finance and financial management. He obtained a bachelor degree in Accountancy from the City University of Hong Kong. He is also a fellow member of Association of Chartered Certified Accountants and a member of Hong Kong Institute of Certified Public Accountants.

Ms. HUI Wai Man, Shirley (許惠敏), aged 46, the company secretary. Ms. HUI is responsible for the secretarial affairs of the Group and the Company. She joined the Group in September 2009. She is a certified public accountant in Hong Kong, a fellow member of Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Secretaries and Administrators as well as a fellow of Hong Kong Institute of Chartered Secretaries. Also, she is a member of Society of Chinese Accountants and Auditors and Hong Kong Securities Institute. Ms. HUI has over 24 years' professional experience in public accounting and corporate financing.

Profiles of Directors and Senior Management



Ms. WANG Jing

Ms. WANG Jing (王靜), aged 50, financial controller. Ms. WANG is responsible for the financial management. She joined the Group in 2004 as the manager of financial department of Tianneng Battery and was appointed as chief financial officer in 2009. She has more than 33 years' financial management experience. Ms. WANG graduated from Hangzhou Dianzi University in industrial accounting in July 1988 and attended the senior seminar of modern management (CFO) in Zhejiang University of Finance & Economics from June 2008 to June 2009. Prior to joining us, Ms. WANG worked in Zhejiang Leomax Cement Company Limited (浙江三獅水泥股份有限公司), Huzhou Jinsanfa Group (湖州金三發集團) and Huzhou Tianheng United CPA Limited (湖州天衡聯合會計師事務所) and was responsible for the financial management and audit.

Corporate Governance Report

The Company is committed to ensuring high standards of corporate governance. The Board believes that good corporate governance practices are increasingly important for maintaining and promoting investor confidence.

CORPORATE GOVERNANCE CODE

The Company has adopted the provisions of the Corporate Governance Code (the "Code") during the period from 1 January 2013 to 31 December 2013 as contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). For the year ended 31 December 2013, except for the code provision A.2.1 the Company has complied with the provisions set out in the Code. Mr. Zhang Tianren is both the Chairman and CEO of the Company who is responsible for managing the Group's business. The Board considers that vesting the roles of Chairman and CEO in the same person facilitates the execution of the Company's business strategies and maximizes the effectiveness of its operation. With the present board structure and scope of business, the Board considers that there is no imminent need to separate the roles into two individuals. However, the Board will continue to review the effectiveness of the Group's corporate governance structure to assess whether the separation of the position of the Chairman and CEO is necessary.

BOARD OF DIRECTORS

Composition

As at 31 December 2013, the Board comprised nine members. Mr. Zhang Tianren is the Chairman of the Board. The executive directors of the Company are Mr. Zhang Aogen, Mr. Chen Minru, Mr. Zhang Kaihong, Mr. Shi Borong and Mr. Yang Lianming. In compliance with Rule 3.10 of the Listing Rules, the Company had three independent non-executive directors comprising of one-third of the members of the Board, namely, Mr. Ho Tso Hsiu, Mr. Huang Dongliang and Mr. Wang Jingzhong. Mr. Huang Dongliang has appropriate professional accounting experience and expertise.

All directors of the Company (the "Directors" and each of the Directors (the "Director")) have distinguished themselves in their field of expertise, and have exhibited high standards of personal and professional ethics and integrity. The biographical details of each Director are disclosed on pages 92 to 94 of this annual report.

Each independent non-executive Director has pursuant to the Rule 3.13 of the Listing Rules, confirmed that he is independent of the Company and the Company also considers that they are independent.

Apart from Mr. Zhang Aogen being an elder brother of Mr. Zhang Tianren, the Chairman of the Board, there is no other relationship (including financial, business, family or other material relationship) among members of the Board. All of them are able to make free independent judgment.

Function

The Board, led by the Chairman, is responsible for formulation and approval of the Group's development, business strategies and policies, approval of business plans, recommendation of dividend and supervision of management. While the management of the Company was given sufficiently autonomy by the Board to handle the daily ordinary course of administration and management, when the Board delegates aspects of its management and administration functions to management, it has given clear directions as to the powers of management, in particular, with respect to the circumstances where management shall report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

Corporate Governance Report

There is a formal schedule of matters specifically reserved to and delegated by the Board. The Board had given clear directions to the Management that certain matters (including the following) must be reserved to the Board:

- Publication of final, interim and quarterly results (if any) of the Company;
- Dividend distribution or other distributions;
- Treasury policy, accounting policy and remuneration policy;
- Review on internal control system and risk management;
- Changes to major group corporate structure or Board composition requiring notification by announcement;
- Notifiable transaction and non-exempted connected transaction/continuing connected transaction;
- Proposed transaction requiring Shareholders' approval;
- Capital re-structuring and issue of new securities;
- Joint-venture with outside party involving capital commitment from the Group of over 5% of the relevant size test of the Company; and
- Financial assistance to Directors.

In addition, the Board carries the function of reviewing the corporate governance practice and disclosure system as follow:

- Review the Company's policies and practices on corporate governance;
- Review and monitor the training and continuous professional development of directors and senior management;
- Review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- Review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- Review the Company's compliance with the code and disclosure in the Corporate Governance Report.

Corporate Governance Report

The Company held seven Board meetings and one general meeting during the year ended 31 December 2013. The attendance of individual Directors at these meetings were as follows:

Name	Attendance of Board meeting	Attendance of general meeting
Executive Directors:		
Mr. Zhang Tianren	7/7	1/1
Mr. Zhang Aogen	4/7	1/1
Mr. Chen Minru	7/7	1/1
Mr. Zhang Kaihong	4/7	1/1
Mr. Shi Borong	4/7	1/1
Mr. Yang Lianming	4/7	1/1
Independent Non-executive Directors:		
Mr. Ho Tso Hsiu	4/7	0/1
Mr. Huang Dongliang	4/7	1/1
Mr. Wang Jingzhong	4/7	1/1

The term of appointment of the non-executive directors is as follows:

Mr. Ho Tso Hsiu	11 June 2013 to 10 June 2014
Mr. Huang Dongliang	11 June 2013 to 10 June 2014
Mr. Wang Jingzhong	11 June 2013 to 10 June 2014

The Company has taken out appropriate insurance cover for the Directors in respect of legal actions taken against Directors and officers. The Board reviews the extent of the insurance cover every year.

Responsibilities

In the course of discharging their duties, the Directors act in good faith, with due diligence and care, and in the best interests of the Company and the Shareholders. Their responsibilities include:

- holding regular board meetings focusing on business strategy, operational issues and financial performance;
- monitoring the quality, timeliness, relevance and reliability of internal and external reporting;
- monitoring and managing the potential conflicts of interest of management, board members and Shareholders, including misuse of corporate assets and abuse in connected transaction; and
- ensuring processes are in place to maintain the overall integrity of the Company, including financial statements and internal control systems.

Board Diversity

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. According to A.5.6 of the Code, the above board diversity policy of the Company has been approved by the Board and adopted by the Nomination Committee on 30 August, 2013.

The Nomination Committee holds meeting at least once a year to review the diversity of the Board and discussed the measurable objectives, including knowledge, appropriate professional qualifications, relevant business background and experience, skills, related management expertise and independence of directors, and give recommendation to the Board. During the year, the Nomination Committee takes the view that the measurable objectives were achieved to a large extent. It pays particular attention on the cultural and educational background, professional and technical experience, and skills of the members of Board and also reviewed the composition between executive directors and independent non-executive directors so to ensure appropriate independency inside the Board.

Directors' Training

Pursuant to Code Provision A.6.5, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. The Directors have been given relevant guideline materials to ensure that they are apprised of the latest changes in the commercial, legal and regulatory requirements in relation to the Company's businesses, and to refresh their knowledge and skills on the roles, functions and duties of a listed company director.

For the period from 1 January 2013 to 31 December 2013, all Directors provided their records of training to the Company. All Directors, namely Mr. Zhang Tianren, Mr. Zhang Aogen, Mr. Chen Minru, Mr. Zhang Kaihong, Mr. Shi Borong, Mr. Yang Lianming, Mr. Ho Tso Hsiu, Mr. Huang Dongliang and Mr. Wang Jingzhong, participated in this continuous professional development mainly by reading various materials regarding directors' responsibilities, prevention of breaching listing rules and disclosure of inside information, etc.

Company Secretary's Training

Pursuant to new Rule 3.29 of the Listing Rules, the Company Secretary must take no less than 15 hours of relevant professional training in each financial year. The Company Secretary provided her training records to the Company indicating more than 15 hours of relevant professional development by means of attending in-house briefings, attending seminars and reading relevant guideline materials.

Shareholders' Rights

Set out below is a summary of certain rights of the shareholders as required to be disclosed pursuant to the Code.

Convening an extraordinary general meeting and procedures for putting forward proposals by shareholders at general meeting

Each general meeting other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board.

Corporate Governance Report

According to Article No. 58 of the Company's Articles of Association, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Any requisition to convene an extraordinary general meeting or proposal to be put forward at the general meeting can be addressed to the principal place of business in Hong Kong of the Company marked with the attention of the Company Secretary. The requisitionists must state in their request(s) the objects of the extraordinary general meeting to be convened, and such request must be signed by all the requisitionists. Upon receipt, the Company will verify the requisitionists' particulars and if the request is in order, the Company will convene the extraordinary general meeting in accordance with its articles of association.

Enquiries from shareholders to the Board

In order to ensure effective communication between the shareholders and the Board, the Company adopted the shareholders communication procedures on 24 February 2012. According to the shareholders communication procedures, the board should be responsible for maintaining an on-going dialogue with shareholders and in particular, use annual general meetings or other general meetings to communicate with them and encourage their participation. The chairman of the board should attend the annual general meeting. He should also invite the independent non-executive directors, chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. In their absence, the chairman should invite another member of the committee or failing this his duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting.

The chairman of the independent board committee (if any) should also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that requires independent shareholders' approval.

Shareholders and investors are welcome to visit the Company's website and raise enquiries through our Investor Relations Department and/or our Company's PR representative (Strategic Financial Relations (China) Limited) whose contact details are available on the website.

REMUNERATION OF DIRECTORS

The Company has established a Remuneration Committee with specific terms of reference which deal clearly with its duties and responsibilities. As at 31 December 2013, the Remuneration Committee had three members, comprising Mr. Wang Jingzhong and Mr. Huang Dongliang (independent non-executive Directors) and Mr. Chen Minru (executive Director).

The terms of reference of the Remuneration Committee follow the guidelines set out in the Code and it is mainly responsible for making recommendations to the Board on the Company's policy for the remuneration of Directors and senior management.

Corporate Governance Report

The Remuneration Committee shall meet at least once a year. One committee meeting was held in 2013 to approve and adopt the revised terms of reference of the Remuneration Committee. The attendance of each member is set out as follows:

Name	meeting held	meeting attended
Mr. Wang Jingzhong	1	1
Mr. Huang Dongliang	1	1
Mr. Chen Minru	1	1

During the Remuneration Committee meeting, proposal for adjustment of remuneration package for Directors and senior management ("the Proposal") was reviewed and approved by the Remuneration Committee and the Proposal was proposed to the Board of Directors for approval. The Proposal was approved by the Board of Directors.

NOMINATION OF DIRECTORS

The Company has established a Nomination Committee with specific terms of reference which deal clearly with its duties and responsibilities. As at 31 December 2013, the Nomination Committee had three members, comprising Mr. Zhang Tianren (executive Director), Mr. Huang Dongliang and Mr. Wang Jingzhong (independent non-executive Directors).

The terms of reference of the Nomination Committee have been determined with reference to the Code. The Nomination Committee is responsible for identifying potential new directors and recommending to the Board for decision. A Director appointed by the Board is subject to re-election by Shareholders at the first annual general meeting after his/her appointment. Under the Company's articles of association, at each annual general meeting one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at an annual general meeting at least once every three years. Basically, the nomination procedure follows the articles of association of the Company. Potential new Directors are selected on the basis of their qualification, skills and experience which the Nomination Committee considers will make a positive contribution to the performance of the Board.

The Nomination Committee shall meet at least once a year. Two committee meeting was held in 2013 to approve and adopt the revised terms of reference of the Nomination Committee. The attendance of each member is set out as follows:

Name	meeting held	meeting attended
Mr. Zhang Tianren	2	2
Mr. Huang Dongliang	2	2
Mr. Wang Jingzhong	2	2

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") contained in Appendix 10 of the Listing Rule. Having made specific enquiry, all Directors have complied with the required standard set out in the Model Code throughout the year of 2013.

AUDIT COMMITTEE

The Company has established an Audit Committee in compliance with the Rule 3.21 of the Listing Rules. As at 31 December 2013, the Company's Audit Committee comprised three independent non-executive Directors, namely Mr. Huang Dongliang (chairman), Mr. Ho Tso Hsiu and Mr. Wang Jingzhong.

The primary duties of the Audit Committee (inter alia) are to review the financial reporting process and internal control system of the Group, and to make proposals to the Board as to appointment, renewal and resignation of the Company's independent external auditors and the related remuneration and appointment terms. The Audit Committee has reviewed the annual report with the management and the Company's independent external auditors and recommended its adoption by the Board.

A written terms of reference, which describes the authority and duties of the Audit Committee, are regularly reviewed and updated by the Board to comply with CP C.3.3. The Audit Committee held two meetings during the year ended 31 December 2013. The attendance of each member is set out as follows:

Name	meetings held	meetings attended
Mr. Huang Dongliang	2	2
Mr. Ho Tso Hsiu	2	1
Mr. Wang Jingzhong	2	2

The Audit Committee oversees the financial reporting process. In this process, the management of the Company is responsible for the preparation of Group's financial statement including the selection of suitable accounting policies. Independent external auditors are responsible for auditing and attesting to Group's financial statement and evaluating the Group's system of internal controls. The Audit Committee oversees the respective works of the management and the independent external auditors to monitor the processes and safeguards employed by them. The Audit Committee reports to the Board on its findings after each of its meeting.

The Audit Committee reviewed and discussed with the management and independent external auditors the Group's financial statement for the year ended 31 December 2013. The Audit Committee also received reports and met with the external independent auditors to discuss the general scope of their audit work and their assessment of Group internal controls.

Based on these reviews and discussions and the report of the external independent auditors, the Audit Committee recommended for the Board's approval of the consolidated financial statements for the year ended 31 December 2013, with the Auditors' Report thereon.

The Audit Committee recommended to the Board that the Shareholders be asked to re-appoint Deloitte Touche Tohmatsu ("Deloitte") as the Group's independent external auditor for the year ending 31 December 2014.

COMPLIANCE ADVISER

To better perform the responsibility set out in Listing Rule, the Company engaged Kingsway Capital Limited as its compliance adviser. The term of service effective from 1 May 2013 to the issue date of this annual report.

INDEPENDENT EXTERNAL AUDITOR

The Audit Committee reviews each year a letter from the independent external auditor of the Company, Deloitte, confirming their independence, approves their appointment, discusses the scope of their audit and approves their fees.

Deloitte has provided annual statutory audit services in respect of the Company's financial statements prepared under HKFRSs for the year 2013. Deloitte has also reviewed the 2013 unaudited interim financial report of the Company, prepared under HKFRSs.

During the year ended 31 December 2013, the fee paid and payable to Deloitte in respect of audit and audited related services amounted to approximately RMB1.60 million. In respect of non-audit services, the fees paid and payable to Deloitte relating to review on interim financial report amounted to approximately (RMB 0.5 million).

INTERNAL CONTROL

The Board is responsible for maintaining an adequate system of internal controls within the Company and reviewing their effectiveness at least annually, covering all material controls, including financial, operational and compliance controls as well as risk management functions. The Board is committed to strengthening the Company's internal control system, and has established a series of internal control policies and procedures. The system of internal controls is designed to facilitate effective and efficient operations, to safeguard assets and to ensure the quality of internal and external reporting and compliance with applicable laws and regulations. It is also designed to provide reasonable, but not absolute, assurance that material misstatement or loss can be avoided, and to manage and minimize risks of failure in operation systems.

The Company engaged an international professional management consultancy firm, Baker Tilly Hong Kong Risk Assurance Limited ("Baker Tilly"), to assess and evaluate the risk and effectiveness of its system of internal controls up to 31 December 2013. The Audit Committee members, together with the senior management, have reviewed, considered and discussed all the findings and recommendations of the internal control review relating to the internal control system that operates within the Company, and the Audit Committee is satisfied that the internal control system of the Company is sound and adequate. Pursuant to the system improvement recommendations made by Baker Tilly, the Company will continue to improve its internal management and control systems.

The Board has also conducted an annual review on the effectiveness of the accounting and financial reporting function of the Company and takes the view that the Company possesses adequate resources and its staff are equipped with suitable qualifications and experience in this regard.

The Company will conduct regular reviews of the Company's internal control system and its effectiveness to ensure the interest of the Shareholders is safeguarded.

GOING CONCERN

The Directors, having made appropriate enquiries, consider that the Company has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements.

COMMUNICATION WITH SHAREHOLDERS

The objective of shareholder communication is to provide the Shareholders with detailed information about the Company so that they can exercise their rights as the Shareholders in an informed manner. The Company uses a range of communication tools to ensure the Shareholders are kept well informed. These include general meeting, annual report, various notices, announcements and circulars. Procedure for demanding voting by poll has been included in all circulars accompanying notice convening general meeting and the detailed procedures for conducting a poll has been read out by the Chairman at general meeting. The general meeting provides with the Shareholders a useful forum and encourages the Shareholders to attend the general meetings of the Company to raise comments and exchange views with the Board. The Chairman, Directors and independent external auditor, where appropriate, are available to answer questions at the meeting.

DIRECTORS' RESPONSIBILITY IN PREPARING THE FINANCIAL STATEMENTS

The Directors acknowledge that it is their responsibilities in preparing the financial statements. The responsibilities of the independent external auditor with respect to financial reporting are set out in the Independent Auditor's Report on pages 121 and 122.

CONSTITUTIONAL DOCUMENTS

There are no significant changes in the Company's constitutional documents during the year ended 31 December 2013.

Environmental Protection

The Company takes environmental protection seriously and is committed to ensure that the environment and the community will not be compromised in the course of the Company's production and expansion. The Company has adopted a series of environmental protection policies and utilised modern equipment to control and monitor the waste level on a regular basis. The Company also complies to the regulatory requirements on environmental protection.

The Company is subject to the national and local environmental laws and regulations in China on environmental matters, such as the discharge of waste water, exhaust fumes and solid waste. The main pollutants generated by the Company are lead dust or particles and waste water which contain lead and sulphuric acid.

The Company has engaged Shanghai Branch of AECOM Technology Corporation ("**AECOM**"), an independent international environment consulting company, to perform an environmental assessment to evaluate the environmental performance and compliance status of all existing operation.

According to the report issued by AECOM dated 12 March 2014, a review of the monitoring data for the Tianneng Power sites indicates that the compliance with the relevant emission standards of eight major production bases would be satisfactory with respect to the status of their environmental discharges to the environment in light of the relevant applicable environmental standards of the China. In addition, the operation of the Company meets clean production policy promulgated by the PRC.

Connected Transactions

CONTINUING CONNECTED TRANSACTIONS

Significant related party transactions entered into the Group for the year ended 31 December 2013 are disclosed in Note 29 to the consolidated financial statements. The said related party transactions constitute continuing connected transactions under the Listing Rules. The Board has approved and the independent non-executive Directors have reviewed and confirmed that the continuing connected transactions set out in page 108 to page 112 below have been entered into:

- a) in the usual and ordinary course of businesses of the Group;
- b) on normal commercial terms; and
- c) in accordance with the relevant written agreements governing the terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

The Board engaged the auditor of the Company to perform works on the continuing connected transactions set out below in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group in this section of the Annual Report in accordance with Listing Rule. A Copy of the auditor's letter will be provided by the Company to The Stock Exchange of Hong Kong.

Details of the non-exempt continuing connected transactions are as follows:

1. *Product sales procurement agreements (產銷承包協議) with sales representatives and for the primary market (the "Procurement Agreements")*

Background

The Group has engaged various sales representatives (the "Sales Representatives") for the sales of the Company's products to manufacturers of electric bikes (the "Primary Market"). For the expiry of the old Procurement Agreements on 31 December 2012, the Group entered into new procurement agreements with the then connected sales representatives on 4 December 2012 to renew the relevant transactions for a term of three years ending 31 December 2015.

Connected Transactions

Some of the Sales Representatives (the "Connected Sales Representatives") were associates of the Directors and hence our connected persons for the purposes of the Listing Rules. A list of the Connected Sales Representatives in relation to which the relevant Procurement Agreements in force during the year 2013 is set out below:

Name of the Connected Sale Representatives Directors	Name of related	Relationship
1. SHE Guoqing (佘國清)	ZHANG Tianren (張天任) ZHANG Aogen (張敖根)	Cousin's husband
2. CHEN Qinfeng (陳勤峰)	ZHANG Tianren (張天任) ZHANG Aogen (張敖根)	Nephew
3. ZHANG Zhiming (張志明)	ZHANG Kaihong (張開紅)	Nephew
4. WU Fuhua (吳富華)	ZHANG Kaihong (張開紅)	Cousin
5. DU Yueping (杜月萍)	ZHANG Aogen (張敖根)	Nephew

Reasons for the transaction

The electric bike motive battery market was not fully developed at the time Tianneng Battery commenced its business. While non-connected persons might not be very interested in the industry, the management of Tianneng Battery convinced the Connected Sales Representatives joining our business.

The Connected Sales Representatives primarily represented Tianneng Battery in negotiating sales transactions, coordinating the delivery of products, taking responsibility of the settlement of sales and at the same time receiving commission, and Tianneng Battery established direct relationship with the customers. During the course of their engagement and from their own development, these Connected Sales Representatives have established networks and business relationships with manufacturers in our Primary Market.

It is our strategy to adopt the business model of engaging Sales Representatives to develop our business and enhance the sale of our products in the Primary Market. As at 31 December 2013, there were a total 20 (2012: 25) Sales Representatives, out of which 5 (2012: 10) were Connected Sales Representatives. As these Connected Sales Representatives have been working with us, their long-standing experience in and understanding of our products, corporate culture and business development is important to us for our business development. However, we do not rely on these Connected Sales Representatives since all sales orders referred by these Connected Sales Representatives were ultimately placed by and invoices were issued to the customers directly.

Connected Transactions

Pricing basis and policy

Commission of the Connected Sales Representatives was calculated based on the difference between the Group's uniform ex-factory prices and the selling prices of the Group's products. Pursuant to the New Procurement Agreement, each of the Connected Sales Representatives has agreed to guarantee the payment obligation of the customers procured by them. The pricing basis and policy was comparable to those offered to independent sales representatives of the Group.

Payment terms

Commission of the Connected Sales Representatives was computed and paid monthly in general. The payment terms were comparable to those offered to independent sales representatives of the Group.

Annual cap

The annual cap for the year 2013 in respect of the Procurement Agreements with the Connected Sales Representative was RMB21 million (2012: RMB23 million).

Actual transaction value during the year

The total commissions amount under the Procurement Agreements during the year ended 31 December 2013 was RMB4.162 million (2012: RMB8.657 million).

2. *Engagement of exclusive distributors for sales to dealers for the secondary market (the "Distribution Agreements")*

Background

We have engaged various exclusive distributors (the "Exclusive Distributors") for sale of lead-acid motive battery products to dealers or repairing shops of electric bikes which then re-sell the same as replacements in the retail market in China (the "Secondary Market"). For the expiry of the Distribution Agreements on 31 December 2012, the Group entered into new distribution agreements with the then connected exclusive distributors on 4 December 2012 to allow the then connected exclusive distributors to purchase products from the Group at the Group's uniform ex-factory prices and then re-sell those products to customers and to provide after-sales services for a term of three years ending 31 December 2015.

Connected Transactions

Certain Exclusive Distributors are associates of our Directors and hence our connected persons for the purposes of the Listing Rules (the "Connected Exclusive Distributors"). A list of the Connected Exclusive Distributors is set out below:

Name of the Connected Sale Representatives Directors	Name of related	Relationship
1. CHEN Lingling (陳玲玲)	ZHANG Tianren (張天任) ZHANG Aogen (張敖根)	Cousin
2. CHEN Huichi (陳會池)	YANG Lianming (楊連明)	Brother-in-law
3. YANG Lianzhen (楊連成)	YANG Lianming (楊連明)	Brother
4. SHE Boxing (佘伯興)	SHI Borong (史伯榮)	Son-in-law
5. ZHANG Jinfeng (張金豐)	ZHANG Kaihong (張開紅)	Son
6. ZHANG Kaiming (張開明)	ZHANG Kaihong (張開紅)	Cousin
7. CHEN Chunhua (陳春華)	ZHANG Kaihong (張開紅)	Brother-in-law

Reasons for the transaction

The electric bike motive battery market was not fully developed at the time Tianneng Battery commenced its business. While non-connected persons might not be very interested in the industry, the management of Tianneng Battery convinced the Connected Exclusive Distributors joining the business.

The Connected Exclusive Distributors are primarily authorised by Tianneng Battery to sell products within a specified region. However, the demand for products in the particular region does not depend on the Connected Exclusive Distributors. During the course of their engagement and from their own development, these Connected Exclusive Distributors have established networks and business relationships with dealers and shops in our Secondary Market.

It is the Company's strategy to continue engaging Exclusive Distributors to further expand the Secondary Market of batteries for electric bikes. As at 31 December 2013, there were a total 1,694 (2012: 1,314) Exclusive Distributors, out of which 7 (2012: 8) were Connected Exclusive Distributors. As these Connected Exclusive Distributors have been working with us for long time, their long-standing experience in and understanding of our products, corporate culture and business development is important for our business development. However, we do not rely on these Connected Exclusive Distributors.

Pricing basis and policy

The Connected Exclusive Distributors purchase products from the Group at the Group's uniform ex-factory price plus uniform fixed delivery fee for reselling. The pricing basis and policy was similar with those offered to independent Exclusive Distributors of the Group.

Our Company has entered into a contract (the "After Sale Contract") with each of the Exclusive Distributors in December 2009 for a term of approximately three years ended on 31 December 2012 for the purposes of supporting them in their role as distributors to provide after sale services to customers. All the Exclusive Distributors also received a fixed amount of monthly subsidy from us as a remuneration of their after sale services provided to customers. The principal terms and conditions of all the After Sale Contracts, including the amount of subsidies and the aforesaid pricing and commission policy, were identical, no matter whether they were connected or non-connected Exclusive Distributors.

Connected Transactions

Payment terms

Full payment was made in advance by cash or bank draft by the Connected Exclusive Distributors. Payment terms offered to the Connected Exclusive Distributors were comparable to those offered to the independent exclusive distributors of the Group.

Annual cap

The annual cap for the year 2013 in respect of the Distribution agreements with the Connected Exclusive Distributors was RMB130 million (2012: RMB100 million).

Actual transaction value during the year

The total purchase amount under the agreements with the Connected Exclusive Distributors during the year ended 31 December 2013 was approximate RMB126.611 million (2012: RMB99.414 million).

Directors' Report

The directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2013.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and provides corporate management services. The Group is principally engaged in the production of motive batteries in China. The activities of principal subsidiaries are shown in note 40 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2013 are set out in the consolidated statement of comprehensive income on page 123. The Directors recommend the payment of a final dividend of HK4.6 cents per share (equivalent to RMB3.62 cents (per share) amounting to approximately RMB40.21 million.

PROPERTY, PLANT AND EQUIPMENT

During the year, approximately RMB96.60 million and RMB201.30 million construction in progress were completed and transferred to buildings and plant and machinery, respectively. During the year, the Group continued to expand its manufacturing facilities. The Group acquired buildings, plant and machinery for approximately RMB96.54 million. Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 17 to the consolidated financial statements.

USE OF PROCEEDS

The Company issued 300,000,000 Shares comprising 250,000,000 newly issued Shares and 50,000,000 Shares offered for sale by some of the then Shareholders for the initial public offer in June 2007 at a price of HK\$1.92 per Share. The gross proceeds received by the Company amounted to about RMB471,657,000. These proceeds were applied during the year in accordance with the proposed applications set out in the prospectus of the Company dated 29 May 2007.

On 8 October, 2009, the Company entered into a placing agreement to place 110,800,000 ordinary shares of HK\$0.10 each at a placing price of HK\$3.50 per share to six placees, who are independent of and not connected with the Company or any of its connected persons of the Company, in order to improve the capital structure of the Group. The placing was completed on 12 October 2009. On 16 October 2009, following completion of the placing 80,000,000 ordinary new shares of HK\$3.50 per share were issued to Prime Leader Global Limited at a subscription price of HK\$3.50 per price pursuant to the subscription agreement.

The gross proceeds from the subscription was HK\$280.0 million (equivalent to RMB246.7 million) and the net proceeds to the Company from the Subscription was HK\$272.0 million (equivalent to RMB239.7 million). The proceeds from the Subscription were used as general investment into lead recycling plant, technology upgrade at production facilities and working capital of the Company as set out in the announcement of the Company dated 8 October 2009.

The whole amount of the net proceeds was fully used up for the aforementioned purpose in the period from year 2009 to 2011.

Directors' Report

SHARE CAPITAL

Details of the movement during the year in the share capital of the Company are set out in note 32 to the consolidated financial statements.

During the year, 12,560,000 share options were exercised at an exercise price of HK\$1.22 per share, resulting in the issue of 12,560,000 ordinary shares in the Company. Save as disclosed neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

DISTRIBUTIVE RESERVES OF THE COMPANY

At the end of the reporting date, the Company's reserve available for distribution amounted to approximately RMB787,476,000 (2012: RMB944,100,000). Under the Company Law (Revised) Chapter 25 of the Cayman Islands, the share premium of the Company is available for distribution or paying dividends to shareholders subject to the provisions of its memorandum or articles of association and provided that immediately following the distribution of dividends, the Company is able to pay its debts as they fall due in the ordinary course of business.

DIRECTORS

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

Executive directors:

Mr. Zhang Tianren (*Chairman*)
 Mr. Zhang Aogen
 Mr. Chen Minru
 Mr. Zhang Kaihong
 Mr. Shi Borong
 Mr. Yang Lianming

Independent non-executive directors:

Mr. Ho Tso Hsiu
 Mr. Huang Dongliang
 Mr. Wang Jingzhong

The term of appointment of the non-executive directors is as follows:

Mr. Ho Tso Hsiu	11 June 2013 to 10 June 2014
Mr. Huang Dongliang	11 June 2013 to 10 June 2014
Mr. Wang Jingzhong	11 June 2013 to 10 June 2014

In accordance with Article 87 of the Company's Articles of Association, Mr. Chen Minru, Mr. Shi Borong and Mr. Huang Dongliang will retire from office and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' SERVICE CONTRACTS

All executive directors have entered into service agreements with the Company for a period of three years commencing 11 June 2007 and will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other. They are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's Articles of Association. The service contracts of all the executive directors were expired on 10 June 2010. Thereafter, the terms of the executive directors have been renewed for a further term of one year in each year. By mutual agreement of both parties, the term of service was renewed for a further year commencing 11 June 2013.

Other than those disclosed above, no director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2013, the interests of the directors and their associates in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as notified to the Company and the Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

(a) Long positions

Ordinary shares of HK\$0.1 each of the Company.

Name of director	Capacity	Number of issued ordinary shares held	Aggregate approximate percentage of issued share capital of the Company
Zhang Tianren	Interest of a controlled corporation (note 1)	407,355,650	36.64%
	Interest of spouse (note 1)	500,000	0.04%
Zhang Aogen	Interest of a controlled corporation (note 2)	13,641,022	1.23%
Chen Minru	Interest of a controlled corporation (note 3)	5,243,152	0.47%
Zhang Kaihong	Interest of a controlled corporation (note 4)	18,784,174	1.69%
Shi Borong	Interest of a controlled corporation (note 5)	15,686,141	1.41%

Directors' Report

DIRECTORS' INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

(a) Long positions (Continued)

Name of director	Capacity	Number of issued ordinary shares held	Aggregate approximate percentage of issued share capital of the Company
Yang Lianming	Interest of a controlled corporation (note 6)	5,159,151	0.46%
Ho Tso Hsiu	Beneficial owner	140,000	0.01%
Huang Dongliang	Beneficial owner	140,000	0.01%
Wang Jingzhong	Beneficial owner	140,000	0.01%

Notes:

- The 407,355,650 shares are held by Prime Leader Global Limited, which is wholly-owned by Mr. Zhang Tianren. The interest in 500,000 shares arises from the share options granted to Ms. Yang Yaping, spouse of Mr. Zhang Tianren.
- The 13,641,022 shares are held by Top Benefits International Limited, which is wholly-owned by Mr. Zhang Aogen.
- The 5,243,152 shares are held by Profit Best International Limited, which is wholly-owned by Mr. Chen Minru.
- The 18,784,174 shares are held by Plenty Gold Holdings Limited, which is wholly-owned by Mr. Zhang Kaikong.
- The 15,686,141 shares are held by Precise Asia Global Limited, which is wholly-owned by Mr. Shi Borong.
- The 5,159,151 shares are held by Success Zone Limited, which is wholly-owned by Mr. Yang Lianming.

(b) Other interests and short positions

Saved for the disclosed above, on 22 November 2010, a total of 1,680,000 options were granted to the associates of directors in accordance with Company's share option scheme. The names of other grantees who are associates of directors were listed on the announcement dated 22 November 2010.

RETIREMENT BENEFITS SCHEME

Details of the retirement benefits scheme of the Group are set out in note 38 to the consolidated financial statements.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed on page 118, at no time during the year was the Company, or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of acquisition of shares in, or debt securities, including debentures, of the Company or any other body corporate.

DIRECTORS' INTEREST IN COMPETITORS

As at the date of this report, within the knowledge of the directors, no director and their respective associates had any interest in a business which competes or may compete with the business of the Group.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contract of significance, to which the Company, or its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisting at the end of the year or at any time during the year.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2013, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain directors, the following shareholders, had notified the Company of relevant interests and short positions in the issued share capital of the Company.

Ordinary shares of HK\$0.1 each of the Company.

Name of shareholder	Capacity	Number of issued ordinary shares held	Approximate percentage of issued share capital of the Company
Zhang Tianren	Interest of a controlled corporation (note 1)	407,355,650 (L)	36.64%
	Interest of spouse (note 1)	500,000 (L)	0.04%
Prime Leader Global Limited	Beneficial owner	407,355,650 (L)	36.64%
Yang Yaping	Beneficial owner (note 1)	500,000 (L)	0.04%
	Interest of spouse (note 1)	407,355,650 (L)	36.64%
Deutsche Bank Aktiengesellschaft	Beneficial owner	923,272 (L) 915,933 (S)	0.08% 0.08%
	Person having a security interest in shares	64,976,000 (L) 4,400,000 (S)	5.85% 0.4%
JPMorgan Chase & Co.	Beneficial owner/ Custodian corporation/ approved lending agent	56,471,906 (L) 55,351,906 (P)	5.08% 4.98%
Credit Suisse Group AG	Interest of controlled corporation (note 2)	56,882,212 (L) 4,088,000 (S)	5.12% 0.37%

(L): long position

(S): short position

(P): lending pool

Notes:

- The 407,355,650 shares are held by Prime Leader Global Limited, which is wholly-owned by Mr. Zhang Tianren. The interest in 500,000 Shares arises from the shares options granted to Ms Yang Yaping, spouse of Mr. Zhang Tianren. Ms Yang Yaping, being the spouse of Mr Zhang Tianren, is deemed to be interested in the shares held by Mr Zhang Tianren.
- According to the information available, the substantial shareholder also held a derivative interests 1,056,000 (L) and 3,824,000 (S) in the shares of the Company.

Directors' Report

SHARE OPTIONS

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed by the then shareholders on 26 February 2007 for the primary purpose of providing incentives or rewards to selected participants for their contribution to the Group. Details of the Company's share option scheme are set out in the note 33 to the financial statements.

On 30 March 2009, a total of 36,340,000 share options were offered to the eligible participants under the Scheme. 35,310,000 share options were accepted and granted on the same day. On 22 November 2010, a total of 44,720,000 share options were offered and granted to Directors and eligible participants under the Scheme. The details movement of Company's share options during the period under review are as follows:

Name of grantee	Date of grant of the options	Exercise period	Weighted average			Number of option outstanding as at 1 January 2013	Number of options granted during the period	Number of options exercised during the period	Number of options cancelled during the period	Number options lapsed in accordance with the terms of the options or the share option scheme during the period	Number of options outstanding as at 31 December 2013	Approximate shareholding percentage of the underlying shares for the Options in the share capital of the Company
			Exercise period of the options (HK\$)	Closing price of Company's shares immediately before the date of grant (HK\$)	Weighted average closing price of Company's shares immediately before the date of exercise (HK\$)							
Ho Tso Hsiu (Independent non-executive Director)	30/3/2009	30/3/2010 to 25/02/2017	1.22	1.22	4.65	140,000	-	(140,000)	-	-	-	0.01%
Huang Dongliang (Independent non-executive Director)	30/3/2009	30/3/2010 to 25/02/2017	1.22	1.22	4.65	140,000	-	(140,000)	-	-	-	0.01%
Wang Jingzhong (Independent non-executive Director)	30/3/2009	30/3/2010 to 25/02/2017	1.22	1.22	4.65	140,000	-	(140,000)	-	-	-	0.01%
Other eligible participants	30/3/2009	30/03/2010 to 25/02/2017	1.22	1.22	4.65	12,212,000	-	(12,140,000)	-	(72,000)	-	0.0%
	22/11/2010	22/11/2011 to 21/11/2020	3.18	3.02	-	39,720,000	-	-	-	(1,190,000)	38,530,000	3.47%
						52,352,000	-	(12,560,000)	-	(1,262,000)	38,530,000	3.47%

No share option granted was granted during the period under review, no price disclosure is applicable.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

All independent non-executive directors have signed the letters of appointment with the Company for an initial period of three years commencing 11 June 2007 and will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other. The letters of appointment with the Company and independent non-executive directors expired on 10 June 2010. Thereafter, the terms of the independent non-executive directors have been renewed for a further term of one year in each year. By mutual agreement of both parties, the appointment was renewed for a further year commencing 11 June 2013. They are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's Articles of Association. The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules"). The Company considers all of the independent non-executive directors are independent.

CONNECTED TRANSACTIONS

Details of the connected transactions entered into during the year are set out in the "Connected Transactions" section of this annual report.

EMOLUMENT POLICY

The Group's emolument policies are as follows:

- (i) the amount of remuneration is determined on a case by case basis depending on the directors or employee's relevant experience, responsibility, workload and the time devoted to the Group;
- (ii) non-cash benefits may be provided at the discretion of the board of directors to the relevant directors or employees under their remuneration package; and
- (iii) the directors or employees who are eligible participants under the share option scheme may be granted, at the discretion of the board of directors, the share option scheme adopted by the Company, as part of their remuneration package.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate sales attributable to the Group's five largest customers were less than 8.4% of the Group's turnover. The largest customer accounted for 3.0% of the Group's total turnover. During the year, the largest supplier accounted for 8.8% of the Group's total purchase and the Group's five largest suppliers accounted for 28.0% of the Group's total purchase. At no time during the year did a director, an associate of a director or a shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's share capital) have an interest in any of the Group's five largest suppliers or customers.

Directors' Report

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the "Corporate Governance Report" section of this annual report.

AUDIT COMMITTEE

The Company established an audit committee ("Audit Committee") in accordance with the requirements of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited ("Listing Rules") for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. As at 31 December 2013, the Audit Committee comprised three independent non-executive directors, namely, Mr. Ho Tso Hsiu, Mr. Huang Dongliang and Mr. Wang Jingzhong.

The Audit Committee meets regularly with the Company's senior management and the Company's auditors to consider the Company's financial reporting process, the effectiveness of internal controls, the audit process and risk management.

The Audit Committee has reviewed the annual results of the Group for the year ended 31 December 2013.

DONATIONS

During the year ended 31 December 2013, the Group made charitable donations of RMB2,310,000.

SUFFICIENCY OF PUBLIC FLOAT

From information publicly available to the Company and within the knowledge of its directors, at least 25% of the Company's total issued share capital are held by the public throughout the year ended 31 December 2013 as required under the Listing Rules.

AUDITOR

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

On behalf of the Board

Zhang Tianren
Chairman

Hong Kong
15 March 2014

Independent Auditor's Report

獨立核數師報告

Deloitte. 德勤

TO THE MEMBERS OF TIANNENG POWER INTERNATIONAL LIMITED
天能動力國際有限公司
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Tianneng Power International Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 123 to 235, which comprise the consolidated statement of financial position as at 31 December 2013, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

致天能動力國際有限公司各股東
天能動力國際有限公司
(於開曼群島註冊成立之有限公司)

本行已審核天能動力國際有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載於第123頁至第235頁之綜合財務報表，此綜合財務報表包括於二零一三年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益表及其他全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就綜合財務報表之責任

貴公司之董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製及真實而公平地列報此等綜合財務報表以及董事認為屬必要而使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述之內部控制。

核數師之責任

本行之責任是根據本行之審核按照吾等協定之委聘條款對該等綜合財務報表作出意見，僅向全體股東報告而並無其他用途。本行概不就本報告之內容向任何其他人士負責或承擔責任。本行已根據香港會計師公會頒佈之香港審計準則進行審核。該等準則要求本行遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

Independent Auditor's Report

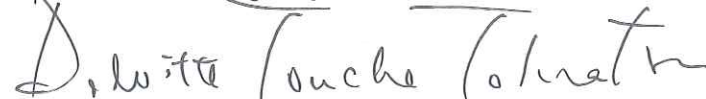
獨立核數師報告

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

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

OPINION

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



Deloitte Touche Tohmatsu
 Certified Public Accountants
 Hong Kong
 15 March 2014

審核涉及執行程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與實體編製及真實而公平地列報綜合財務報表相關之內部控制，以設計適當之審核程序，但並非為對實體之內部控制之有效性發表意見。審核亦包括評價 貴公司董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

本行相信，本行所獲得之審核憑證可充足及適當地為本行之審核意見提供基礎。

意見

本行認為，綜合財務報表均遵照香港財務報告準則真實及公平地反映 貴集團於二零一三年十二月三十一日之財務狀況，以及 貴集團截至該日止年度之溢利及現金流量，並已遵照香港公司條例之披露規定而適當地編製。

德勤•關黃陳方會計師行
 執業會計師
 香港
 二零一四年三月十五日

Consolidated Statement of Financial Position

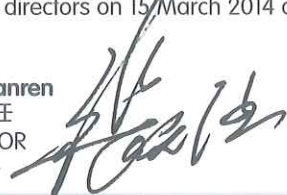
綜合財務狀況表

At 31 December 2013 於二零一三年十二月三十一日

		NOTES 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	2,893,055	2,383,091
Goodwill	商譽	18	499	8,715
Prepaid lease payments	預付租賃款項	19	233,795	157,532
Interest in an associate	聯營公司權益	20	592	1,020
Deferred tax assets	遞延稅項資產	21	191,859	126,944
Deposit for acquisition of property, plant and equipment	購買物業、廠房及設備之訂金		45,535	107,117
			3,365,335	2,784,419
Current assets	流動資產			
Inventories	存貨	22	1,857,045	1,953,846
Held-for-trading investments	交易性投資	23	3,216	46,993
Bills, trade and other receivables	應收票據、應收貿易賬款及其他應收款項	24	1,656,787	1,557,642
Prepaid lease payments	預付租賃款項	19	6,208	3,837
Time deposit	定期存款	26	-	160,000
Pledged bank deposits	受限制銀行存款	26	73,100	120,305
Bank balances and cash	銀行結餘及現金	26	942,535	813,669
Other financial assets	其他金融資產	27	-	4,500
			4,538,891	4,660,792
Current liabilities	流動負債			
Bills, trade and other payables	應付票據、應付貿易賬款及其他應付款項	28	1,920,512	1,280,522
Amounts due to related parties	應付有關連方款項	29	31,623	15,810
Taxation payable	應繳稅項		61,912	102,254
Bank borrowings – current portion	銀行借貸 – 即期	30	2,142,900	2,357,796
Short-term loan notes	短期貸款票據	31	-	400,000
			4,156,947	4,156,382
Net current assets	流動資產淨值		381,944	504,410
Total assets less current liabilities	資產總值減流動負債		3,747,279	3,288,829
Non-current liabilities	非流動負債			
Bank borrowings – non-current portion	銀行借貸 – 非即期	30	575,694	70,000
Deferred tax liabilities	遞延稅項負債	21	30,512	17,893
Long-term loan notes	長期貸款票據	31	78,806	78,593
			3,062,267	3,122,343
Capital and reserves	股本及儲備			
Share capital	股本	32	108,710	107,696
Reserves	儲備		2,893,732	2,945,199
Attributable to the owners of the Company	本公司擁有人應佔		3,002,442	3,052,895
Non-controlling interest	非控股權益		59,825	69,448
Total equity	總權益		3,062,267	3,122,343

The financial statements on pages 123 to 235 were approved and authorised for issue by the board of directors on 15 March 2014 and are signed on its behalf by:

Zhang Tianren
張天任
DIRECTOR
董事



第123至235頁之財務報表於二零一四年三月十五日經董事會批准及授權刊發，並由下列代表簽署：

Chen Minru
陳敏如
DIRECTOR
董事



Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

		NOTES 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Turnover	營業額	8	13,635,060	9,887,641
Cost of sales	銷售成本		(12,230,675)	(8,032,504)
Gross profit	毛利		1,404,385	1,855,137
Other income	其他收入	9	177,609	129,854
Other gains and losses	其他收益和虧損	10	(56,692)	(8,118)
Selling and distribution costs	銷售及分銷成本		(412,985)	(250,264)
Administrative expenses	行政開支		(366,955)	(302,450)
Research and development costs	研發成本		(355,307)	(293,586)
Other operating expenses	其他營運開支		(104,547)	(95,234)
Share of loss of an associate	應佔聯營公司虧損		(428)	(439)
Finance costs	融資成本	11	(143,840)	(122,385)
Profit before taxation	除稅前溢利	12	141,240	912,515
Taxation	稅項	14	(10,915)	(203,116)
Profit and total comprehensive income for the year	年內溢利及全面收益總額		130,325	709,399
Profit and total comprehensive income for the year attributable to:	應佔年內溢利及全面收益總額：			
Owners of the Company	本公司擁有人		135,295	710,137
Non-controlling interests	非控股權益		(4,970)	(738)
			130,325	709,399
Earnings per share	每股盈利	16		
– Basic	– 基本		RMB0.122 人民幣0.122元	RMB0.648 人民幣0.648元
– Diluted	– 攤薄		RMB0.121 人民幣0.121元	RMB0.640 人民幣0.640元

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2013 於二零一三年十二月三十一日

		NOTES 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
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Total equity	總權益		3,062,267	3,122,343

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第123至235頁之財務報表於二零一四年三月十五日經董事會批准及授權刊發，並由下列代表簽署：

Zhang Tianren
張天任
DIRECTOR
董事

Chen Minru
陳敏如
DIRECTOR
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Special reserve	Capital reserve	Share options reserves	Non-distributable reserve	Statutory surplus reserve fund	Discretionary surplus reserve fund	Accumulated profits	Total	Non-controlling interest	Total
		股本	股份溢價	特別儲備	股本儲備	購股權儲備	不可分派公積金	法定盈餘公積金	任意盈餘公積金	累計溢利	總計	非控股權益	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(Note a) (附註 a)	(Note b) (附註 b)	(Note c) (附註 c)	(Note c) (附註 c)	(Note d) (附註 d)	(Note d) (附註 d)				
At 1 January 2012	於二零一二年一月一日	106,917	716,081	10,000	57,010	33,573	12,460	223,907	56,108	1,284,418	2,500,474	-	2,500,474
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	-	-	-	-	710,137	710,137	(738)	709,399
Transfer	轉撥	-	-	-	-	-	-	95,167	47,584	(142,751)	-	-	-
Non-controlling interests arising on the acquisition of subsidiaries	收購附屬公司所產生之非控股權益	-	-	-	-	-	-	-	-	-	-	56,686	56,686
Capital injection from non-controlling interest	來自非控股權益之注資	-	-	-	-	-	-	-	-	-	-	13,500	13,500
Issue of new shares upon exercise of share option	於行使購股權後發行新股份	779	12,901	-	-	(4,176)	-	-	-	-	9,504	-	9,504
Dividend recognised as distribution (note 15)	確認為分派之股息(附註 15)	-	-	-	-	-	-	-	-	(186,543)	(186,543)	-	(186,543)
Forfeiture of share options	購股權失效	-	-	-	-	(2,166)	-	-	-	2,166	-	-	-
Recognition of equity-settled share based payments (note 33)	確認股本結算之基於股份之付款(附註 33)	-	-	-	-	19,323	-	-	-	-	19,323	-	19,323
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及二零一三年一月一日	107,696	728,982	10,000	57,010	46,554	12,460	319,074	103,692	1,667,427	3,052,895	69,448	3,122,343
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	-	-	-	-	135,295	135,295	(4,970)	130,325
Transfer	轉撥	-	-	-	-	-	-	26,219	6,795	(33,014)	-	-	-
Acquisition of additional interest in a subsidiary	收購一間附屬公司之額外權益	-	-	-	4,194	-	-	-	-	-	4,194	(4,653)	(459)
Issue of new shares upon exercise of share option	於行使購股權後發行新股份	1,014	16,972	-	-	(5,618)	-	-	-	-	12,368	-	12,368
Dividend recognised as distribution (note 15)	確認為分派之股息(附註 15)	-	-	-	-	-	-	-	-	(210,648)	(210,648)	-	(210,648)
Forfeiture of share options	購股權失效	-	-	-	-	(2,702)	-	-	-	2,702	-	-	-
Recognition of equity-settled share based payments (note 33)	確認股本結算之基於股份之付款(附註 33)	-	-	-	-	8,338	-	-	-	-	8,338	-	8,338
At 31 December 2013	於二零一三年十二月三十一日	108,710	745,954	10,000	61,204	46,572	12,460	345,293	110,487	1,561,762	3,002,442	59,825	3,062,267

Consolidated Statement of Changes in Equity

綜合權益變動表

Notes:

(a) The special reserve of the Group represents the difference between the nominal amount of the shares issued by Tianneng International Investment Holdings Limited ("Tianneng BVI") and the aggregate amount of paid-in capital of the subsidiaries acquired by Tianneng BVI pursuant to the group reorganisation which took place in 2004 as more fully explained in the prospectus of the Company dated 29 May 2007.

(b) The capital reserve of the Group arose in June 2003 when the substantial shareholder and Executive Director, Mr. Zhang Tianren, transferred 26.3% of his shares in Tianneng Battery Group Co., Ltd. ("Tianneng Battery Group") to the key management personnel of the Group. The Group recognised the share-based payment expenses of approximately RMB57,010,000 on 15 June 2003 which represented the difference between the fair value of those shares of approximately RMB71,388,000 and the consideration received by Mr. Zhang Tianren from the key management personnel of approximately RMB14,378,000.

The increase of RMB4,194,000 during the year ended 31 December 2013 is related to the acquisition of the remaining 30% interest in Anhui Zhongneng Power Supply Co., Ltd.

(c) The non-distributable reserve of the Group represents the difference between the consideration paid for acquisitions of additional interests in subsidiaries from non-controlling shareholders who are associates of Mr. Zhang Tianren and the non-controlling interests' share of net assets of the subsidiaries at the date of the acquisition.

(d) As stipulated by the relevant laws and regulations in the People's Republic of China (the "PRC"), the Group's PRC subsidiaries are required to maintain two reserves, being a statutory surplus reserve fund and a discretionary surplus reserve fund which are non-distributable. Appropriations to such reserves are made out of profit after taxation of the statutory financial statements of the PRC subsidiaries while the amount and allocation basis are decided by their board of directors annually. Pursuant to the relevant laws and regulations in the PRC, it requires the appropriation to the statutory surplus reserve fund until the balance reaches 50% of the registered share capital. The statutory surplus reserve fund and the discretionary surplus reserve fund can be used to make up its prior year losses, if any, and can be applied in conversion into capital by means of capitalisation issue.

註：

(a) 本集團特別儲備指天能國際投資控股有限公司(「天能BVI」)所發行股份面值與天能BVI根據本集團於二零零四年進行之重組所收購附屬公司繳入股本總額間之差額。有關更多詳情於本公司日期為二零零七年五月二十九日之招股章程中闡述。

(b) 本集團重要股東和執行董事張天任先生於二零零三年六月將其於天能電池集團有限公司(「天能電池」)之股份之26.3%權益轉讓予本集團主要管理人員，因而產生本集團之股本儲備。於二零零三年六月十五日，本集團確認之股份付款開支約人民幣57,010,000元，即該等股份公平值約人民幣71,388,000元與張天任先生已收主要管理人員代價約人民幣14,378,000元兩者間之差額。

截至二零一三年十二月三十一日止年度增加人民幣4,194,000元乃與收購安徽中能電源有限公司餘下30%權益有關。

(c) 本集團之不可分派儲備指向非控股股東(張天任先生之聯繫人士)收購附屬公司額外權益之已付代價與非控股股東於收購日期應佔附屬公司資產淨值兩者間之差額。

(d) 誠如中華人民共和國(「中國」)相關法律及法規所訂明，本集團之中國附屬公司須維持兩項儲備，即不可分派之法定盈餘公積金及任意盈餘公積金。該等儲備之分配乃自中國附屬公司之法定財務報表內除稅後溢利作出，而金額及分配基準由董事會每年釐定。根據中國相關法律及法規，須對法定盈餘儲備作出分配，直至餘額達到註冊股本之50%。法定盈餘公積金及任意盈餘公積金可用作彌補過往年度虧損(如有)，並可透過資本化發行轉換為股本。

Consolidated Statement of Cash Flows

綜合現金流量表

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

	NOTES 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Operating activities	經營活動		
Profit before taxation	除稅前溢利	141,240	912,515
Adjustments for:	就下列各項作出調整：		
Interest income	利息收入	(15,556)	(18,606)
Interest expenses	利息開支	143,840	122,385
Share of loss of an associate	應佔聯營公司虧損	428	439
Depreciation	折舊	187,721	127,597
Amortisation of prepaid lease payments	預付租賃款項攤銷	3,876	2,511
Write off/loss on disposal of property, plant and equipment	出售物業、廠房及設備之撇銷／虧損	2,703	17,359
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	38,873	—
Impairment loss on goodwill	商譽之減值虧損	8,216	—
Allowance for bad and doubtful debts	呆壞賬撥備	4,263	7,623
Recognition of allowance for inventories	確認存貨撥備	11,170	24
Share option expenses	購股權開支	8,338	19,323
Net losses (gains) on held-for-trading investments	交易性投資收益淨虧損(淨得)	1,163	(21,104)
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	536,275	1,170,066
Decrease (increase) in inventories	存貨減少(增加)	85,631	(730,963)
Increase in bills, trade and other receivables	應收票據、應收貿易賬款及其他應收款項增加	(103,408)	(643,009)
Increase in trade and other payables	應付貿易賬款及其他應付款項增加	646,238	394,378
Increase in amounts due to related parties with trade nature	應付有關連方之貿易性質款項增加	30,367	1,191
Decrease in held-for-trading investments	交易性投資減少	40,512	5,629
Dividend income received	已收股息	2,102	2,823
Cash generated from operations	經營活動所得現金	1,237,717	200,115
Interest paid	已付利息	(196,157)	(108,512)
Income tax paid	已付所得稅	(103,553)	(263,746)
Net cash from operating activities	經營活動所得現金淨額	938,007	(172,143)

Consolidated Statement of Cash Flows

綜合現金流量表

	NOTES 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Investing activities	投資活動		
Interest received	已收利息	15,556	18,606
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	43,293	48,851
Purchase of property, plant and equipment	購買物業、廠房及設備	(728,944)	(835,833)
Placement of pledged bank deposits	配售已抵押銀行存款	(73,100)	(120,305)
Withdrawal of pledged bank deposits	提取已抵押銀行存款	120,305	166,100
Asset-related government grants received	收到資產相關的政府補助金	36,037	180,143
Decrease in other financial assets	其他金融資產減少	4,500	–
Deposit for acquisition of property, plant and equipment	購買物業、廠房及設備之訂金	(5,989)	(79,759)
Placement of time deposit	投放定期存款	–	(50,000)
Withdrawal of time deposit	撤銷定期存款	160,000	–
Prepaid lease payments	預付租賃款項	(58,430)	(193,176)
Net cash outflow relating to acquisition of additional interest in a subsidiary	收購附屬公司額外權益現金流出淨額	(459)	–
Net cash outflow relating to acquisition of subsidiaries	收購附屬公司之現金流出淨額	–	(40,974)
	34		
Net cash used in investing activities	投資活動所用現金淨額	(487,231)	(906,347)
Financing activities	融資活動		
Bank borrowings raised	籌得銀行借款	4,090,094	3,925,290
Loan notes raised	籌得貸款票據	–	478,500
Proceeds from issue of shares	發行股份所得款項	12,368	9,504
Repayments of bank borrowings	償還銀行借款	(3,799,296)	(2,986,885)
Repayments of loan notes	償還貸款票據	(400,000)	–
Dividends paid	已付股息	(210,522)	(186,555)
Capital injection from non-controlling interest	非控股權益注資	–	13,500
Repayment of amounts due to related parties	償還應付有關連方款項	(14,554)	(114,080)
Net cash (used in) from financing activities	融資活動(所用)所得現金淨額	(321,910)	1,139,274
Net increase in cash and cash equivalents	現金及現金等值項目增加淨額	128,866	60,784
Cash and cash equivalents at the beginning of the year	年初之現金及現金等值項目	813,669	752,885
Cash and cash equivalents at the end of the year, represented by bank balances and cash	年終之現金及現金等值項目，指銀行結餘及現金	942,535	813,669

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. GENERAL

The Company was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law of the Cayman Islands on 16 November 2004. The addresses of the registered office and principal place of business of the Company are disclosed in the "Corporation Information" section of the annual report.

The Company is an investment holding company and its shares have been listed on The Stock Exchange of Hong Kong Limited with effect from 11 June 2007. The principal activities of its subsidiaries are set out in note 40.

The consolidated financial statements are presented in Renminbi ("RMB") which is also the functional currency of the Company.

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

(a) New and revised HKFRSs adopted during the year

The Group has applied for the first time in the current year the following new and revised HKFRSs.

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

The Group has applied the amendments to HKFRS 7 *Disclosures – Offsetting Financial Assets and Financial Liabilities* for the first time in the current year. The amendments to HKFRS 7 require entities to disclose information about:

- a) recognised financial instruments that are set off in accordance with Hong Kong Accounting Standard ("HKAS") 32 *Financial Instruments: Presentation*; and
- b) recognised financial instruments that are subject to an enforceable master netting agreement or similar agreement, irrespective of whether the financial instruments are set off in accordance with HKAS 32.

1. 一般資料

本公司於二零零四年十一月十六日根據開曼群島公司法於開曼群島註冊成立及註冊為獲豁免有限公司。本公司之註冊辦事處兼主要營業地點於本年報「公司資料」一節披露。

本公司為投資控股公司，其股份已自二零零七年六月十一日起於香港聯合交易所有限公司上市。本公司之附屬公司之主要業務載於附註40。

本綜合財務報表以人民幣（「人民幣」）列值，人民幣亦為本公司之功能貨幣。

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）

(a) 於本年度採納之新訂及經修訂香港財務報告準則

本集團已於本年度首次應用下列新訂及經修訂香港財務報告準則。

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」

本集團已於本年度首次應用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）規定實體須披露有關下列事項之資料：

- a) 根據香港會計準則（「香港會計準則」）第32號「金融工具：呈列」抵銷之已確認金融工具；及
- b) 受具有可強制性執行的統一淨額結算協議或類似協議規限之已確認金融工具，而不論有關金融工具是否根據香港會計準則第32號抵銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

(a) New and revised IFRSs adopted during the year (Continued)

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

In the current year, the Group has applied for the first time the package of five standards on consolidation, joint arrangements, associates and disclosures comprising HKFRS 10 *Consolidated Financial Statements*, HKFRS 11 *Joint Arrangements*, HKFRS 12 *Disclosure of Interests in Other Entities*, HKAS 27 (as revised in 2011) *Separate Financial Statements* and HKAS 28 (as revised in 2011) *Investments in Associates and Joint Ventures*, together with the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 regarding transitional guidance.

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

The impact of the application of these standards is set out below.

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(a) 於本年度採納之新訂及經修訂國際財務報告準則(續)

有關綜合帳目、聯合安排、聯營公司及披露事項之新訂及經修訂準則

於本年度，本集團已首次應用一套有關綜合帳目、聯合安排、聯營公司及披露事項之五項準則，當中包括香港財務報告準則第10號「綜合財務報表」、香港財務報告準則第11號「合營安排」、香港財務報告準則第12號「於其他實體權益的披露」、香港會計準則第27號(二零一一年經修訂)「獨立財務報表」及香港會計準則第28號(二零一一年經修訂)「聯營和合營企業中的投資」，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號有關過渡性指引之修訂本。

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

應用該等準則之影響載於下文。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

(a) New and revised IFRSs adopted during the year (Continued)

Impact of the application of HKFRS 10

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

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(a) 於本年度採納之新訂及經修訂國際財務報告準則(續)

應用香港財務報告準則第10號之影響

香港財務報告準則第10號取代香港會計準則第27號「綜合及獨立財務報表」中有關綜合財務報表及香港(常務詮釋委員會)－詮釋第12號「綜合帳目－特別目的實體」之部分。香港財務報告準則第10號更改控制權之定義，即倘投資者(a)有權控制被接受投資實體；(b)承擔或享有來自接受投資實體可變回報之風險或權利；及(c)有能力行使其權力影響其回報金額，則對接受投資實體擁有控制權。投資者必須符合上述三項條件，方對接受投資實體擁有控制權。過往，控制權被界定為有權規管某實體之財務及經營政策，藉以從其業務中獲取利益。香港財務報告準則第10號已加入額外指引，以解釋投資者於何時對接受投資實體擁有控制權。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

(a) New and revised IFRSs adopted during the year (Continued)

Impact of the application of HKFRS 11

HKFRS 11 replaces HKAS 31 *Interests in Joint Ventures*, and the guidance contained in a related interpretation, HK(SIC) – Int13 *Jointly Controlled Entities – Non-Monetary Contributions by Venturers*, has been incorporated in HKAS 28 (as revised in 2011). HKFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified and accounted for. Under HKFRS 11, there are only two types of joint arrangements – joint operations and joint ventures. The classification of joint arrangements under HKFRS 11 is determined based on the rights and obligations of parties to the joint arrangements by considering the structure, the legal form of the arrangements, the contractual terms agreed by the parties to the arrangement, and, when relevant, other facts and circumstances. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint operators) have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint venturers) have rights to the net assets of the arrangement. Previously, HKAS 31 contemplated three types of joint arrangements – jointly controlled entities, jointly controlled operations and jointly controlled assets. The classification of joint arrangements under HKAS 31 was primarily determined based on the legal form of the arrangement (e.g. a joint arrangement that was established through a separate entity was accounted for as a jointly controlled entity).

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(a) 於本年度採納之新訂及經修訂國際財務報告準則(續)

應用香港財務報告準則第11號之影響

香港財務報告準則第11號取代香港會計準則第31號「合營企業權益」，而相關詮釋香港(常務詮釋委員會)–詮釋第13號「共同控制實體 – 合資者之非現金出資」所載之指引已納入香港會計準則第28號(二零一一年經修訂)。香港財務報告準則第11號闡釋如何對由兩名或以上人士擁有共同控制權之合營安排作出分類及入賬。根據香港財務報告準則第11號，合營安排僅分為兩類 – 聯合業務和合營企業。香港財務報告準則第11號對合營安排之分類，乃經考慮合營安排的結構、法律形式、安排訂約方協定的合約條款及其他相關事實及情況後，基於合營安排各方之權利及義務而釐定。聯合業務為一項合營安排，據此對安排擁有共同控制權的各方(即合營經營者)對該安排相關的資產及負債均享有權利及負有責任。合營企業為一項合營安排，據此對安排擁有共同控制權的各方(即合營投資者)對該安排的淨資產享有權利。過往，香港會計準則第31號有三種形式的合營安排 – 共同控制實體、共同控制業務及共同控制資產。香港財務準則第31號對合營安排之分類，主要是基於安排的法律形式釐定(例如透過某獨立個體設立之合營安排分類為共同控制實體)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

(a) New and revised IFRSs adopted during the year (Continued)

Impact of the application of HKFRS 11 (Continued)

The initial and subsequent accounting of joint ventures and joint operations is different. Investments in joint ventures are accounted for using the equity method (proportionate consolidation is no longer allowed). Investments in joint operations are accounted for such that each joint operator recognises its assets (including its share of any assets jointly held), its liabilities (including its share of any liabilities incurred jointly), its revenue (including its share of revenue from the sale of the output by the joint operation) and its expenses (including its share of any expenses incurred jointly). Each joint operator accounts for the assets and liabilities, as well as revenues and expenses, relating to its interest in the joint operation in accordance with the applicable Standards.

Impact of the application of HKFRS 12

HKFRS 12 is a new disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the application of HKFRS 12 has resulted in more extensive disclosures in the consolidated financial statements (please see notes 20 and 40 for details).

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(a) 於本年度採納之新訂及經修訂國際財務報告準則(續)

應用香港財務報告準則第11號之影響(續)

合營企業與聯合業務之最初及其後會計處理方法均有所不同。於合營企業之投資按權益法(不再容許採用比例合併法)入賬。於聯合業務之投資的入賬方法為各合營經營者均確認其資產(包括其對任何共同持有資產應佔之份額)、其負債(包括其對任何共同產生負債應佔之份額)、其收益(包括其對出售聯合業務產生之收益應佔之份額)及其開支(包括其對任何共同產生開支應佔之份額)。各合營經營者根據適用準則就其於聯合業務中的權益將資產及負債以及收益及開支入賬。

應用香港財務報告準則第12號之影響

香港財務報告準則第12號為一項新披露準則，適用於在附屬公司、合營安排、聯營公司及／或未綜合入帳架構實體擁有權益之實體。一般而言，應用香港財務報告準則第12號已導致綜合財務報表的披露更為廣泛(詳情見附註20及40)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

(a) New and revised IFRSs adopted during the year (Continued)

HKFRS 13 Fair Value Measurement

The Group has applied HKFRS 13 *Fair Value Measurement* for the first time in the current year. HKFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The scope of HKFRS 13 is broad; the fair value measurement requirements of HKFRS 13 apply to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are within the scope of HKAS 17 *Leases*, and measurements that have some similarities to fair value but are not fair value (e.g. net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

HKFRS 13 defines the fair value of an asset as the price that would be received to sell an asset (or paid to transfer a liability, in the case of determining the fair value of a liability) in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements.

HKFRS 13 requires prospective application from 1 January 2013. In addition, specific transitional provisions were given to entities such that they need not apply the disclosure requirements set out in the Standard in comparative information provided for periods before the initial application of the Standard. In accordance with these transitional provisions, the Group has not made any new disclosures required by HKFRS 13 for the 2012 comparative period (please see note 6 for the 2013 disclosure). Other than the additional disclosures, the application of HKFRS 13 has not had any material impact on the amounts recognised in the consolidated financial statements.

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(a) 於本年度採納之新訂及經修訂國際財務報告準則(續)

香港財務報告準則第13號「公平值計量」

本集團於本年度已首次應用香港財務報告準則第13號「公平值計量」。香港財務報告準則第13號確立有關公平值計量及公平值披露之唯一指引。香港財務報告準則第13號之範圍廣泛；香港財務報告準則第13號之公平值計量規定，適用於其他香港財務報告準則規定或准許以公平值計量及披露公平值計量之金融工具項目及非金融工具項目，惟屬於香港財務報告準則第2號「以股份為基礎之付款」範圍內的以股份為基礎之付款交易、屬於香港會計準則第17號「租賃」範圍內之租賃交易，以及與公平值存在若干相似之處但並非公平值(例如用於計量存貨的可變現淨值或用於減值評估的使用價值)之計量除外。

香港財務報告準則第13號界定資產之公平值乃於主要(或最有利的)市場中在計量日期根據現時市況於一項有序交易中出售一項資產所會收到(或在釐定某項負債之公平值時轉讓負債所支付)之價格。香港財務報告準則第13號之公平值為出售價，不論該價格是否利用另一估值工具直接觀察或估計。此外，香港財務報告準則第13號亦包括廣泛的披露規定。

香港財務報告準則第13號要求自二零一三年一月一日開始提前應用。此外，已針對有關實體頒佈特定過渡條文，致使該等實體不需要在就首次應用此項準則前之期間提供的可比較資料中應用該項準則所載的披露規定。根據該等過渡性條文，本集團並無就二零一二年同期作出香港財務報告準則第13號要求的任何新披露事項(見附註6有關二零一三年披露)。除額外的披露外，應用香港財務報告準則第13號並無對綜合財務報表內確認的金額造成任何重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

(a) New and revised IFRSs adopted during the year (Continued)

Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income

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

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(a) 於本年度採納之新訂及經修訂國際財務報告準則(續)

香港會計準則第1號(修訂本)「呈列其他全面收益項目」

本集團已應用香港會計準則第1號(修訂本)「呈列其他全面收益項目」。香港會計準則第1號(修訂本)就全面收益表及損益表引入新詞彙。根據香港會計準則第1號(修訂本)「全面收益表」更名為「損益及其他全面收益表」，而「損益表」則更名為「損益表」。香港會計準則第1號(修訂本)保留可以單一報表或以兩個分開但連續的報表呈列損益及其他全面收益之選擇。然而，香港會計準則第1號(修訂本)要求在其他全面收益一節內作出額外披露，將其他全面收益項目分為兩類：(a) 其後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)之選擇。該修訂本已追溯應用。除上述呈列方式的變動外，應用香港會計準則第1號(修訂本)不會對損益、其他全面收益及全面收益總額造成任何影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

(a) New and revised IFRSs adopted during the year (Continued)

HKAS 19 Employee Benefits (as revised in 2011)

In the current year, the Group has applied HKAS 19 *Employee Benefits* (as revised in 2011) and the related consequential amendments for the first time.

HKAS 19 (as revised in 2011) changes the accounting for defined benefit plans and termination benefits. The most significant change relates to the accounting for changes in defined benefit obligations and plan assets. The amendments require the recognition of changes in defined benefit obligations and in the fair value of plan assets when they occur, and hence eliminate the ‘corridor approach’ permitted under the previous version of HKAS 19 and accelerate the recognition of past service costs. All actuarial gains and losses are recognised immediately through other comprehensive income in order for the net pension asset or liability recognised in the consolidated statement of financial position to reflect the full value of the plan deficit or surplus. Furthermore, the interest cost and expected return on plan assets used in the previous version of HKAS 19 are replaced with a ‘net interest’ amount under HKAS 19 (as revised in 2011), which is calculated by applying the discount rate to the net defined benefit liability or asset. In addition, HKAS 19 (as revised in 2011) introduces certain changes in the presentation of the defined benefit cost including more extensive disclosures.

The directors of the Company reviewed and assessed that the application of the above and other new or revised HKFRSs in the current reporting period has had no material effect on the amounts reported and disclosures set out in these consolidated financial statements.

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(a) 於本年度採納之新訂及經修訂國際財務報告準則(續)

香港會計準則第19號「僱員福利」(二零一一年經修訂)

於本年度，本集團首次應用香港會計準則第19號「僱員福利」(二零一一年經修訂)及其隨之發生的相關修訂。

香港會計準則第19號(二零一一年經修訂)改變界定福利計劃和終止福利之會計處理方式。最重大的轉變與界定福利責任和計劃資產的會計處理方式有關。該修訂規定於界定福利責任以及計劃資產的公平值出現變動時予以確認，及因此取消香港會計準則第19號過往版本允許的「緩衝區法」並加快確認過去服務成本。所有精算盈虧須即時透過其他全面收益確認，以令於綜合財務狀況表確認之淨退休金資產或負債可反映計劃虧絀或盈餘之全面價值。此外，在香港會計準則第19號過往版本中，計劃資產採用之利息成本及預期回報已被香港會計準則第19號(二零一一年經修訂)採用的「淨利息」金額所取代，有關淨利息乃透過應用界定福利負債或資產貼現率計算得出。此外，香港會計準則第19號(二零一一年經修訂)於呈列界定福利成本方面引入若干變動(包括披露範圍更加廣泛)。

本公司董事已作出審閱及評估，認為於本報告期間應用以上及其他新增或經修訂香港會計準則並無對該等綜合財務報表所呈列之金額及所載之披露資料產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

(b) New and revised HKFRSs issued but not yet effective

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

HKFRS 9	Financial Instruments ³
Amendments to HKFRS 9 and HKFRS 7	Mandatory Effective Date of HKFRS 9 and Transition Disclosures ³
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities ¹
Amendments to HKAS 19	Defined Benefit Plans: Employee Continuations ²
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities ¹
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-Financial Assets ¹
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2010-2012 Cycle ⁴
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011-2013 Cycle ²
HK(IFRIC) Int 21	Levies ¹
HKFRS 14	Regulatory Deferral Accounts ⁵

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈而尚未生效的新訂及經修訂香港財務報告準則

本集團並未提早應用以下已頒佈而尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 ³
香港財務報告準則第9號及香港財務報告準則第7號(修訂本)	香港財務報告準則第9號之強制生效日期及過渡披露 ³
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(修訂本)	投資實體 ¹
香港會計準則第19號(修訂本)	界定福利計劃：僱員供款 ²
香港會計準則第32號(修訂本)	抵銷金融資產及金融負債 ¹
香港會計準則第36號(修訂本)	非金融資產之可收回金額披露 ¹
香港會計準則第39號(修訂本)	衍生工具之債務變更及對沖會計法之延續 ¹
香港財務報告準則(修訂本)	香港財務報告準則二零一零年至二零一二年週期之年度改進 ⁴
香港財務報告準則(修訂本)	香港財務報告準則二零一一年至二零一三年週期之年度改進 ²
香港(國際財務報告詮釋委員會)－詮釋第21號	徵費 ¹
財務報告準則第14號	監管遞延賬目 ⁵

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

(b) New and revised IFRSs in issue but not yet effective (Continued)

- 1 Effective for annual periods beginning on or after 1 January 2014.
- 2 Effective for annual periods beginning on or after 1 July 2014.
- 3 Available for application—the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalized.
- 4 Effective for annual periods beginning on or after 1 July 2014, with limited exceptions.
- 5 Effective for first annual HKFRS financial statements beginning on or after 1 January 2016.

HKFRS 9 Financial Instruments

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

Key requirements of HKFRS 9 are described below:

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

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈而尚未生效的新訂及經修訂國際財務報告準則（續）

- 1 於二零一四年一月一日或其後開始之年度期間生效。
- 2 於二零一四年七月一日或其後開始之年度期間生效。
- 3 可供應用 — 強制性生效日期將於香港財務報告準則的尚待確實階段落實後釐定。
- 4 於二零一四年七月一日或其後開始之年度期間生效，惟有限的情況除外。
- 5 於二零一六年一月一日或其後開始首次應用香港財務報告準則財之年財務報表期間生效。

香港財務報告準則第9號「金融工具」

於二零零九年頒佈之香港財務報告準則第9號引入有關金融資產分類及計量之新規定。於二零一零年修訂之香港財務報告準則第9號加入對金融負債之分類及計量及終止確認之規定，並於二零一三年進一步修訂加入會計對沖之新規定。

香港財務報告準則第9號之主要規定說明如下：

- 香港會計準則第39號「金融工具：確認及計量」範圍內所有已確認金融資產其後將按攤銷成本或公平值計量。具體而言，按以收取合約現金流為目的之業務模式持有之債務投資，以及擁有合約現金流且有關現金流純粹為支付本金及未償還本金之利息之債務投資，一般於其後報告期間末按攤銷成本計量。所有其他債務投資及股本投資於其後會計期間末按公平值計量。此外，根據香港財務報告準則第9號，實體可不可撤回地選擇於其他全面收益呈列股本投資（並非持作交易）公平值之其後變動，僅股息收入一般於損益表確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

(b) New and revised IFRSs in issue but not yet effective (Continued)

HKFRS 9 Financial Instruments (Continued)

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

The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an ‘economic relationship’. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity’s risk management activities have also been introduced.

The directors anticipate that the adoption of HKFRS 9 in the future will not have any significant impact on the Group’s consolidated financial statements.

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈而尚未生效的新訂及經修訂國際財務報告準則(續)

香港財務報告準則第9號「金融工具」(續)

- 就計量指定為按公平值計入損益之金融負債而言，香港財務報告準則第9號規定金融負債信貸風險變動導致該負債公平值變動之金額於其他全面收益呈列，除非在其他全面收益中確認該負債信貸風險變動之影響會導致或擴大損益之會計錯配，則作別論。金融負債信貸風險變動導致金融負債之公平值變動其後不會重新分類至損益表。根據香港會計準則第39號，指定為按公平值計入損益之金融負債公平值變動全部金額於損益表呈列。

新一般對沖會計法規定保留三類對沖會計法。然而，該會計法向可作對沖會計之交易類別引入更大靈活性，尤其是擴闊合資格作為對沖工具之工具類別及可作對沖會計之非金融項目之風險分部之類別。此外，效用測試已獲重整及取代「經濟關係」之原則，且毋須追溯評估對沖效用，亦已引入有關實體風險管理活動之披露規定。

董事預計，日後採納香港財務報告準則第9號將不會對本集團綜合財務報表造成任何重大影響。

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綜合財務報表附註

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)**(b) New and revised IFRSs in issue but not yet effective (Continued)****Amendments to HKFRS 10, HKFRS 12 and HKAS 27 Investment Entities**

The amendments to HKFRS 10 define an investment entity and require a reporting entity that meets the definition of an investment entity not to consolidate its subsidiaries but instead to measure its subsidiaries at fair value through profit or loss in its financial statements.

To qualify as an investment entity, a reporting entity is required to:

- obtain funds from one or more investors for the purpose of providing them with professional investment management services;
- commit to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- measure and evaluate performance of substantially all of its investments on a fair value basis.

Consequential amendments have been made to HKFRS 12 and HKAS 27 to introduce new disclosure requirements for investment entities.

The directors of the Company do not anticipate that the investment entities amendments will have any effect on the Group’s consolidated financial statements as the Company is not an investment entity.

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)**(b) 已頒佈而尚未生效的新訂及經修訂國際財務報告準則(續)****香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(修訂本)「投資實體」**

香港財務報告準則第10號(修訂本)對投資實體作出界定並要求符合投資實體定義之呈報實體不得於其附屬公司綜合入帳，反而須於其財務報表以公平值計入損益計量其附屬公司。

呈報實體須符合下列標準後方可符合資格作為投資實體：

- 就向一名或多名投資者提供專業投資管理服務而自彼等取得資金；
- 向其投資者承諾，其業務宗旨純粹為將資金用作投資而獲取資本增值、投資收入或兩者的回報；及
- 按公平值基準計量及評估其絕大部分投資之表現。

香港財務報告準則第12號及香港會計準則第27號內已作出相應修訂，以就投資實體引入新披露規定。

本公司董事預期，投資實體修訂並不會對本集團之綜合財務報表造成影響，因為本公司並非投資實體。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

(b) New and revised IFRSs in issue but not yet effective (Continued)

Amendments to HKAS 32 Offsetting Financial Assets and Financial Liabilities

The amendments to HKAS 32 clarify existing application issues relating to the offset of financial assets and financial liabilities requirements. Specifically, the amendments clarify the meaning of “currently has a legally enforceable right of set-off” and “simultaneous realisation and settlement”.

The directors of the Company do not anticipate that the application of these amendments to HKAS 32 will have a significant impact on the Group’s consolidated financial statements as the Group does not have any financial assets and financial liabilities that qualify for offset.

Amendments to HKAS 36 Recoverable Amount Disclosures for Non-Financial Assets

The amendments to HKAS 36 remove the requirement to disclose the recoverable amount of a cash generating unit (CGU) to which goodwill or other intangible assets with indefinite useful lives had been allocated when there has been no impairment or reversal of impairment of the related CGU. Furthermore, the amendments introduce additional disclosure requirements regarding the fair value hierarchy, key assumptions and valuation techniques used when the recoverable amount of an asset or CGU was determined based on its fair value less costs of disposal.

The directors of the Company do not anticipate that the application of these amendments to HKAS 36 will have a significant impact on the Group’s consolidated financial statements.

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈而尚未生效的新訂及經修訂國際財務報告準則(續)

香港會計準則第32號(修訂本)「抵銷金融資產及金融負債」

香港會計準則第32號(修訂本)澄清與抵銷金融資產與金融負債規定有關的現有應用問題。具體而言，有關修訂澄清「現時擁有於法律上可強制執行的抵銷權」及「同時變現及結算」的涵義。

本公司董事預期，應用該等修訂將不會對本集團之綜合財務報表造成影響，因為本集團並無擁有任何可予以抵銷之任何金融資產及金融負債。

香港會計準則第36號(修訂本)「非金融資產之可收回金額披露」

倘獲分配商譽或具有無限使用年期之其他無形資產之現金產生單位並無出現減值或減值撥回，香港會計準則第36號(修訂本)取消就有關現金產生單位可收回金額作出披露之規定。此外，倘資產或現金產生單位之可收回金額乃按照其公平價值減出售成本釐定，該等修訂引入有關公平值層級、主要假設及所用估值技巧之額外披露規定。

本公司董事預期，應用香港會計準則第36號(修訂本)將不會對本集團之綜合財務報表造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)**(b) New and revised IFRSs in issue but not yet effective (Continued)****Amendments to HKAS 39 Novation of Derivatives and Continuation of Hedge Accounting**

The amendments to HKAS 39 provide relief from the requirement to discontinue hedge accounting when a derivative hedging instrument is novated under certain circumstances. The amendments also clarify that any change to the fair value of the derivative hedging instrument arising from the novation should be included in the assessment of hedge effectiveness.

The directors of the Company do not anticipate that the application of these amendments to HKAS 39 will have any effect on the Group’s consolidated financial statements as the Group does not have any derivatives that are subject to novation.

HK (IFRIC) Int 21 Levies

HK (IFRIC) Int 21 Levies addresses the issue of when to recognise a liability to pay a levy. The Interpretation defines a levy, and specifies that the obligating event that gives rise to the liability is the activity that triggers the payment of the levy, as identified by legislation. The Interpretation provides guidance on how different levy arrangements should be accounted for, in particular, it clarifies that neither economic compulsion nor the going concern basis of financial statements preparation implies that an entity has a present obligation to pay a levy that will be triggered by operating in a future period.

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)**(b) 已頒佈而尚未生效的新訂及經修訂國際財務報告準則(續)****香港會計準則第39號(修訂本)「衍生工具之債務變更及對沖會計法之延續」**

香港會計準則第39號(修訂本)放寬當衍生對沖工具在若干情況下更替時終止延續對沖會計法之規定。修訂本亦澄清，任何由更替所引起的衍生對沖工具公平值變動應包括在對沖有效程度評估之內。

本公司董事預期應用香港會計準則第39號(修訂本)將不會對本集團之綜合財務報表構成任何影響，因為本集團並無任何須作更替之衍生工具。

香港(國際財務報告詮釋委員會)詮釋第21號「徵費」

香港(國際財務報告詮釋委員會)詮釋第21號「徵費」解決何時確認負債以支付徵費之問題。該詮釋界定徵費之定義，並規定產生負責之責任承擔事件即觸發支付徵費之活動(經法規認定)。該詮釋為不同的徵費安排應如何入帳提供指引，尤其是澄清經濟義務或編製財務報表之持續經營基準均不意味著實體具有支付因未來期間營運觸發之徵費之現有義務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

(b) New and revised IFRSs in issue but not yet effective (Continued)

HK (IFRIC) Int 21 Levies (Continued)

The directors of the Company anticipate that the application of HK (IFRIC) Int 21 will have no material effect on the Group’s consolidated financial statements.

The directors of the Company anticipate that the application of other new and revised standards, amendments or interpretations in the future will have no material impact on the consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for held-for-trading investments and other financial assets that are measured at fair values, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods.

2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈而尚未生效的新訂及經修訂國際財務報告準則(續)

香港(國際財務報告詮釋委員會)詮釋第21號「徵費」(續)

本公司之董事預期應用香港(國際財務報告詮釋委員會)詮釋第21號將不會對本集團之綜合財務報表構成重大影響。

本公司之董事預期日後應用其他新訂及經修訂之準則、修訂或詮釋對綜合財務報表將不會構成重大影響。

3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司(「聯交所」)證券上市規則及香港公司條例所規定之適用披露。

除交易性投資和其他金融資產按公平值計量外，本綜合財務報表乃根據歷史成本基準編製，其將於下文之會計政策說明。

歷史成本通常根據交易過程中考慮之公平值確定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

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

The principal accounting policies are set out below.

3. 主要會計政策(續)

公平值即市場參與者在計量日期於一項有序交易中出售一項資產所會收到或轉讓負債所會支付之價格，不論該價格是否利用另一估值工具直接觀察或估計。於估計資產或負債的公平值時，本集團所考慮資產或負債的特色，為資產或負債於計量日期定價時，市場參與者可能考慮的資產或負債的特色。於該等綜合財務報表內計量及或披露的公平值按此基準釐定，惟屬於香港財務報告準則第2號範圍內的以股份為基礎之付款交易、屬於香港會計準則第17號範圍內之租賃交易，以及與公平值存在若干相似之處但並非公平值（例如香港會計準則第2號的可變現淨值或香港會計準則第36號的使用價值）之計量除外。

此外，就財務報告而言，根據可觀察公平值計量的輸入參數及公平值計量的輸入參數對其整體的重要程度，公平值計量分為第一、第二及第三級，於下文有所說明：

- 第1級輸入數據乃企業於計量日期可得出之自相同資產或負債於活躍市場中所報的未調整價格；
- 第2級輸入數據乃根據與資產或負債相關的可觀察資料，除第1級所包括之報價以外，直接或間接獲得；及
- 第3級輸入數據乃自資產或負債的不可觀察輸入數據。

主要會計政策載列如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Basis of consolidation**

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

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

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

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

3. 主要會計政策(續)**綜合基準**

綜合財務報表包括本公司以及本公司及其附屬公司所控制實體的財務報表。倘本公司符合以下各項，即表示擁有該實體的控制權：

- 對接受投資實體擁有權力；
- 承擔參與接受投資實體之業務所得可變回報的風險或對其擁有權利；及
- 擁有對接受投資實體運用其權力影響其回報之能力。

倘事實及情況顯示上文所列控制權的三項元素其中一項或以上有變動，本集團將重新評估其是否控制接受投資實體。

當本集團擁有少於多數的對接受投資實體的表決權時，倘表決權足以賦予其單方面主導接受投資實體的相關業務的實際能力，則其對接受投資實體擁有權利。於評估本集團對接受投資實體的表決權是否足以賦予其權利時，本集團考慮所有有關事實及情況，包括：

- 本集團所持有的表決權的規模相對於其他表決權持有人所持有的投票權的規模及分佈；
- 本集團、其他表決權持有人或其他各方所持有的潛在表決權；
- 其他合約安排產生的權利；及
- 當需要作出決定時，顯示本集團當時有(或無)能力主導相關業務的任何其他事實及情況，包括上屆股東大會的表決形式。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Basis of consolidation (Continued)**

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

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

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

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

3. 主要會計政策(續)**綜合基準(續)**

倘本集團取得附屬公司的控制權，則開始將附屬公司綜合列賬，倘本集團失去對附屬公司的控制權，則終止綜合列賬。尤其是，自本集團取得對附屬公司的控制權的日期起直至本集團終止對附屬公司控制權的日期止，於年內已收購或已出售的附屬公司的收入及開支計入綜合損益及其他全面收益表。

本公司擁有人及非控股權益分佔其他全面收益的損益及各項。即使非控股權益結餘出現虧絀，附屬公司之全面收益總額均由本公司擁有人及非控股權益分佔。

倘有需要，附屬公司的財務報表可予調整，致使其會計政策與本集團的會計政策貫徹一致。

所有有關集團成員公司之間的交易之集團內部資產及負債、權益、收入、開支以及現金流量概於綜合賬目時對銷。

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綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Changes in the Group's ownership interests in existing subsidiaries**

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

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. 主要會計政策(續)**本集團於現有附屬公司之所有權權益變動**

不會導致本集團失去對附屬公司控制權之本集團於現有附屬公司之所有權權益變動，被視為股權交易入賬。本集團之權益及非控股權益之賬面值已經調整以反映彼等於附屬公司之相關權益之變動。調整非控股權益所依據之金額與已付或已收代價之公平值金額之任何差額直接於權益中確認並由本公司擁有人分佔。

倘本集團失去對一間附屬公司之控制權，則於損益中確認收益或虧損，並按(i)已收代價之公平值及任何保留權益之公平值總和與(ii)附屬公司之資產(包括商譽)及負債以及任何非控股權益之先前賬面值之間的差額釐定。早前在有關該附屬公司之其他全面收益中確認的所有金額已入賬，猶如本集團已直接出售該附屬公司之有關資產或負債(即重新分類至損益或轉撥至適用香港財務報告準則所指定/准許之另一權益類別)。根據香港會計準則第39號，於失去控制權日期，於前附屬公司保留之任何投資之公平值被視為初步確認以待其後會計處理之公平值(倘適用)，初步確認於聯營公司或合營企業之投資之成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Business combinations**

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

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

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

3. 主要會計政策(續)**業務合併**

收購業務乃採用收購法入賬。於業務合併轉撥之代價按公平值計量，其乃按本集團轉撥之資產、本集團產生之對被收購方前擁有人之負債及本集團於交換被收購方之控制權所發行之股權於收購日期之公平值總和計算。與收購事項之有關成本一般於產生時於損益中確認。

於收購日期，已收購可識別資產及已承擔負債按其公平值確認，惟下列項目除外：

- 遞延稅項資產或負債及有關僱員福利安排之負債或資產分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購方以股份為基礎之付款安排有關或以本集團以股份為基礎之付款安排取代被收購方以股份為基礎之付款安排的有關負債或權益工具，乃於收購日期按香港財務報告準則第2號「以股份為基礎之付款」計量；及
- 根據香港財務報告準則第5號「持作出售非流動資產及已終止經營業務」分類為持作出售之資產(或出售組別)乃根據該準則計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Business combinations (Continued)**

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

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

3. 主要會計政策(續)**業務合併(續)**

商譽乃以所轉讓代價、任何非控股權益於被收購方中所佔金額及收購方以往持有之被收購方股權之公平值(如有)之總和，超出所收購之可識別資產及所承擔之負債於收購日期之淨額的差額計量。倘經重新評估後，所收購之可識別資產及所承擔負債於收購日期之淨額高於轉讓之代價、任何非控股權益於被收購方中所佔金額以及收購方先前持有之被收購方股權之公平值(如有)之總和，則差額即時於損益內確認為議價收購收益。

屬現時擁有權益且於清盤時讓持有人有權按比例分佔實體資產淨值之非控股權益，可初步按公平值或非控股權益分佔被收購方可識別資產淨值之已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他種類之非控股權益乃按其公平值或(倘適用)另一項香港財務報告準則規定之基準計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，或然代價乃按其收購日期之公平值計量並被視為於業務合併中所轉讓代價的一部分。或然代價之公平值變動如符合計量期間調整資格則可追溯調整，並對商譽作出相應調整。計量期間調整為於「計量期間」(不超過收購日期起計一年)就於收購日期存在之事實及情況獲得額外資料而引致之調整。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Business combinations (Continued)**

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

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

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

3. 主要會計政策(續)**業務合併(續)**

不合資格作為計量期間調整的或然代價公平價值變動的其後會計處理取決於或然代價是如何分類。分類為權益的或然代價不會在其後報告日期重新計量以及其後之結算乃於權益內列賬。分類為資產或負債之或然代價乃根據香港會計準則第39號或香港會計準則第37號撥備、或然負債及或然資產(如適用)在其後報告日期重新計量，並在損益中確認相應的收益或虧損。

當業務合併分階段實現，本集團過往持有之被收購方股權須按於收購日期(即本集團取得控制權當日)之公平值重新計量，而由此產生之收益或虧損(如有)須於損益中確認。於收購日期前自於收購方權益產生且過往已於其他全面收益中確認的金額，須如以往出售權益之處理方法重新分類至損益。

如於已發生業務合併之報告期末前尚未完成業務合併的初步會計處理，則本集團須按暫定金額呈報未完成之會計處理項目。該等暫定金額可於計量期間內調整(見上文)或確認額外的資產或負債，以反映就於收購日期已存在之事實及情況所取得的新增資料(倘獲知悉)對當日已確認金額所帶來的影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

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

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

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

3. 主要會計政策(續)**商譽**

收購業務所產生之商譽，乃按收購業務成立日期之成本(見上文會計政策)減累計減值虧損(如有)入賬。

就減值測試而言，商譽會分配至預期會從合併獲得協同效益的本集團各個現金產生單位或組別。

獲分配商譽的現金產生單位會每年或於單位出現減值跡象時更頻繁進行減值測試。倘現金產生單位的可收回金額少於單位的賬面值，則減值虧損會首先分配以削減單位獲分配的任何商譽的賬面值，其後按各項資產所佔單位的賬面值比例分配至單位的其他資產。商譽的減值虧損直接於損益內確認，惟不可於其後期間撥回。

於出售有關現金產生單位時，在釐定出售溢利或虧損時會計入應佔的商譽數額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Revenue recognition**

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

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

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

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

3. 主要會計政策(續)**收益確認**

收益按已收及應收代價之公平值計量，相當於就日常業務過程中出售貨物所收取之金額扣除折扣及銷售有關稅項。

銷售貨物收益於貨物交付及擁有權轉讓時確認並同時符合以下所有條件：

- 本集團已將貨物擁有權之重大風險及回報轉嫁予買方；
- 本集團沒有任何保留一般視為與擁有權相關之管理權或已售貨品之有效控制權；
- 收益金額能可靠計量；
- 與交易有關之經濟利益可能將流入本集團；及
- 交易已經或將予產生之成本能可靠計量。

金融資產的利息收入於經濟利益將會流入本集團以及收入金額能可靠計量時確認。金融資產的利息收入參考尚餘本金及適用實際利率按時間基準計提，實際利率乃將金融資產於預計年內估計日後現金收入折現至初步確認資產賬面淨值之利率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Revenue recognition (Continued)**

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

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes, other than construction in progress, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and accumulated impairment losses, if any.

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

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

3. 主要會計政策(續)**收益確認(續)**

投資之股息收入於收取款項之股東權利成立時確認，惟經濟利益可能流入本集團，以及收益金額能可靠計量。

物業、廠房及設備

物業、廠房及設備包括持有用於生產或提供貨物或服務，或用於行政用途之樓宇(不包括在建工程)，乃按照成本減其後累計折舊及累計減值虧損(如有)於綜合財務狀況表列賬。

折舊已確認，以便使用直線法撇銷物業、廠房及設備項目(在建工程除外)減其估計可用年期之剩餘價值。於每個報告期末，審閱估計可用年期、剩餘價值以及折舊方法，任何估計變更之影響將於未來適用法基礎上計量。

在建工程包括在生產興建過程中或作其行政用途之物業、廠房及設備。在建工程以成本減任何已確認減值虧損列賬。在建工程直至工程完工及可供擬定用途時撥入物業、廠房及設備之相關分類。按其他物業資產之相同基準，該等資產於可供擬定用途時方始計提折舊。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Property, plant and equipment (Continued)**

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

Interest in an associate

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

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

3. 主要會計政策(續)**物業、廠房及設備(續)**

物業、廠房及設備項目於出售或當預期持續使用該資產將不會產生未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目所產生任何盈虧釐定為出售收入與資產賬面值之差額並於損益內確認。

投資聯營公司

聯營公司為投資者可對其行使重大影響力之實體，其並非附屬公司或於共同控制實體之權益。重大影響是在於受投資方之財務及經營政策決定上有參與權，但沒有控制或共同控制其政策。

聯營公司之業績及資產及負債以權益會計法計入綜合財務報表。聯營公司編製財務報表所採用權益會計政策與本集團於類似情況下就同類交易及事件所採用者一致。根據權益法，投資聯營公司於綜合財務狀況表內於成本值及經調整後初步確認，以確認本集團應佔損益及聯營公司之其他全面收益。當本集團應佔聯營公司之虧損相當於或超出其於該聯營公司之權益(包括大體上構成本集團於聯營公司投資淨額之部分之任何長期權益)時，則本集團終止確認其應佔之進一步虧損。額外應佔之虧損僅於本集團產生法定或推定責任或代該聯營公司付款時方予以確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Interest in an associate (Continued)**

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

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

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

3. 主要會計政策(續)**投資聯營公司(續)**

於投資聯營公司乃自被投資方成為聯營公司當日起按權益法入賬。收購於聯營公司之投資時，投資成本超出本集團應佔該被投資方之可識別資產及負債之公平值淨額之任何數額確認為商譽，並計入該投資之賬面值。本集團應佔之可識別資產及負債之公平值淨額超出投資成本之任何數額於重新評估後即時在收購投資期間在損益確認。

香港會計準則第39號被用於判斷本集團對聯營公司投資是否發生任何減值虧損。根據香港會計準則第36號資產減值，在需要時，投資之整體賬面價值(包括商譽)將被視為一項資產，比較其可回收金額(使用價值與公平值扣減出售成本後的淨額之較高者)與賬面價值，任何確認之減值損失形成投資帳面價值之一部分，此類減值損失根據香港會計準則第36號轉回之金額以該投資其後增加之可回收金額為限。

本集團自投資不再為聯營公司當日起或於投資(或部分投資)分類為交易性投資時終止使用權益法。倘本集團於前聯營公司擁有權益而保留權益為金融資產時，本集團於該日的公平值計量保留權益，而公平值被視為根據香港會計準則第39號初步確認的公平值。終止使用權益法當日的聯營公司賬面值，與任何保留權益之公平值及來自出售聯營公司部分權益的任何所得款項賬面值之間的差額已於釐定出售聯營公司收益或虧損時計算在內。此外，本集團以相同基準計算先前就該聯營公司在其他全面收益確認的所有金額，猶如該聯營公司已直接出售相關資產或負債。因此，倘聯營公司先前在其他全面收益中確認的收益或虧損將於出售相關資產或負債時重新分類至損益，則本集團於終止使用權益法時會將收益或虧損由權益重新分類至損益(作為重新分類調整)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Interest in an associate (Continued)**

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

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

Leasing

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

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

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

3. 主要會計政策(續)**投資聯營公司(續)**

倘於聯營公司之投資變成於合營企業之投資或於合營企業之投資變成於聯營公司之投資時，則本集團持續使用權益法，於擁有權權益變動時不會重新計量公平值。

倘本集團減少其於聯營公司的擁有權權益但本集團繼續使用權益法，則本集團於出售有關資產或負債時會將該收益或虧損重新分類至損益的情況下，會將先前就該等擁有權權益減少而在其他全面收益確認的收益或虧損按比例重新分類至損益。

當集團實體與本集團的聯營公司進行交易(如出售或注入資產)時，則與聯營公司交易所產生的損益僅於聯營公司的權益與本集團無關時，方於本集團的綜合財務報表確認。

租賃

凡租約條款並無將擁有權的絕大部分風險及回報轉移予承租人的租賃，均列為融資租賃。所有其他租約均列為經營租賃。

經營租賃開支在整個租賃期間按直線法基礎確認為一項費用，除非其他系統方法更能反映因該租賃資產而產生的經濟利益之時間類型。經營租賃產生之或有租金在其發生期間被確認為一項費用。

若租賃獎勵是因訂立經營租賃而獲得，則該獎勵被確認為一項負債。該獎勵之全部收益以直線法確認為租金開支扣減，除非其他系統方法更能反映因該租賃資產而產生的經濟利益之時間類型。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Leasehold land for own use**

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

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

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

3. 主要會計政策(續)**自用租賃土地**

當租賃包括土地及樓宇，本集團需要考慮每項資產的風險與報酬是否全部轉移至集團並單獨把其劃分為經營租賃或融資租賃，除非風險與報酬因素均清楚表明該情形下整體租賃應被劃分為經營租賃。尤其是，最低應付租金（包括任何一次過預付款）在租賃期開始時，需按出租方從租賃土地、樓宇所獲取利益之公平值之比例分派。

為更可靠分攤租賃開支，計入為經營租賃之租賃土地利息在綜合財務報表中列為「預付租金」，按直線基準在租賃期間攤銷。當預付租金不能在土地和房屋建築物間可靠分攤，全部租賃通常被分類為融資租賃，並計入為物業、廠房及設備。

研發費用

研究活動費用於產生期間確認為開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Research and development expenditure (Continued)**

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets acquired separately.

3. 主要會計政策(續)**研發費用(續)**

如果及只要所有下列事項已獲證實，則由發展項目(或內部項目之發展階段)產生之內部生成無形資產予以確認：

- 在技術可行性上能完成無形資產以供使用或出售；
- 有意完成無形資產及使用或出售資產的能力；
- 使用或出售無形資產的能力；
- 無形資產可能產生日後經濟利益的方式；
- 可動用適當科技、財務及其他資源完成發展項目及使用或出售無形資產；及
- 可於發展期間可靠計算無形資產應佔的開支時。

就內部產生的無形資產而初步確認之金額指從無形資產首次符合上文所列之確認條件日期起所發生之總金額。倘不能確認內部產生的無形資產，則發展開支會於發生期間內於損益確認。

初步確認之後，內部產生的無形資產乃按成本減累計攤銷及累計減值虧損(如有)，並按與所收購無形資產相同之基準單獨計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Impairment loss on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

3. 主要會計政策(續)**存貨**

存貨按成本與可變現淨值的較低者列賬。成本按加權平均法計算。可變現淨值為存貨估計售價扣減估計完工和銷售所需一切成本。

有形資產減值虧損

於報告期末，本集團檢討其資產的賬面值，以確定有否任何跡象顯示該等資產出現減值虧損。倘任何有關跡象存在，資產之可收回金額則予以估計，以便釐定減值虧損(如有)之程度。當不可能估計個別資產之可收回金額時，本集團估計現金產生單位之可收回金額屬於有關資產。當按合理及一致基準之分配可予以識別時，公司資產可分配至個別現金產生單位，或分配至按合理及一致分配基準予以識別之最小現金產生單位。

可收回金額為公平值減出售成本及使用價值兩者中之較高者。評估使用價值時，估計日後現金流按除稅前貼現率計算折現至其現值，反映當時市場對金錢價值之評估及該項資產之特定風險，估計尚未調整之日後現金流量。

倘資產(或現金產生單位)之可收回金額估計少於其賬面值，資產(或現金產生單位)之賬面值則減至其可收回金額。減值虧損已即時於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Impairment loss on tangible assets (Continued)**

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generated unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for the expected cost of warranty obligations under the relevant sale of goods legislation are recognised at the date of sale of the relevant products, at the directors' best estimate of the expenditure required to settle the Group's obligation.

3. 主要會計政策(續)**有形資產減值虧損(續)**

倘減值虧損其後撥回，則資產(或現金產生單位)賬面值將增至其經修訂的估計可收回金額，惟增加後的賬面值不得超出假設過往年度並無就資產(或現金產生單位)確認任何減值虧損而釐定的賬面值。減值虧損撥回會即時確認為收入。

撥備

倘本集團現時就過去事件承擔責任，且本集團有可能須履行責任而責任金額能可靠估計時，則須確認撥備。撥備乃根據於報告期間結束時按償還現有責任所需代價之最佳估算及計入該責任之風險及不確定因素後計量。倘撥備乃按履行現有責任之估計現金流量計量，其賬面值為該等現金流量(倘金錢價值影響屬重大)之現值。

如果清償預計負債所需全部或部分經濟利益預期自第三方收回，倘補償金額在基本確定能夠收回且收回金額可靠計量，應收款項則確認為資產。

根據相關貨物銷售立法的規定，就保修義務的預計成本作出的撥備將由董事就償還本集團債務所需的開支作出最佳估計後於相關產品銷售日期確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Borrowing costs**

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

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

Taxation

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

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

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

3. 主要會計政策(續)**借貸成本**

因購買、建造或製造合資格資產(該等資產是需要較長時間作準備才可作使用或出售)而產生的借貸成本是會計入該資產成本內，此入賬方法將維持至該資產已大致準備好作使用或出售為止。個別借貸會因合資格資產延遲開支而作出暫時性投資，該投資收入會從合資格資本化的借貸成本中扣除。

所有其他借貸成本於其產生期間內於損益確認。

稅項

所得稅開支指本期應繳稅項及遞延稅項的總和。

本期應繳稅項乃按年內應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表所呈列的溢利不同，原因為前者不包括其他年度的應課稅或可扣稅收支項目，亦不包括毋須課稅或不能扣稅的項目。本集團本期稅項負債按於報告期末已頒佈或實際頒佈的稅率計算。

遞延稅項就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基間的暫時差額確認。遞延稅項負債一般會就所有應課稅暫時差額確認。遞延稅項資產則於可能出現應課稅溢利以抵銷可扣稅暫時差額時一般會就所有可扣稅暫時差額確認。於不影響應課稅溢利或會計溢利的交易中，倘暫時差額源自商譽或初步確認(業務合併除外)其他資產及負債，則不會確認該等資產及負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

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

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

3. 主要會計政策(續)**稅項(續)**

遞延稅項負債乃按於附屬公司和聯營企業之投資所產生應課稅暫時差額確認，惟若本集團可控制撥回暫時差額，以及暫時差額可能於可見將來均不會撥回的情況除外。因有關該等投資及權益的可扣減暫時性差額而產生的遞延稅項資產，僅以可能將來有足夠應課稅溢利以供動用，該等暫時性差額的利益及彼等於可預見將來撥回者為限而確認。

遞延稅項資產的賬面值於報告期末檢討，並於可能不再有足夠應課稅溢利收回該項資產全部或部分的情況下調減。

遞延稅項按預期於償還負債或變現資產期間適用的稅率計算以報告期末已制定或實際制定的稅率(及稅法)為準。遞延稅項負債及資產的計量反映出稅項結果符合本集團期望在報告期末彌補或結算資產及負債賬面值的做法。

本期及遞延稅項於損益中確認，有關於其他全面收益或直接於權益確認之項目則除外，在該情況下，本期及遞延稅項亦分別於其他全面收益或直接於權益確認。當本期應繳稅項及遞延稅項產生自業務合併之初始確認，稅務影響則包括在業務合併的會計處理內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Foreign currencies**

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in its functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit and loss for the period in which they arise.

Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as a deduction from the carrying amount of the relevant asset in the consolidated statement of financial position and transferred to profit or loss over the useful lives of the related assets. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

3. 主要會計政策(續)**外幣**

編製集團各個別實體的財務報表時，以該實體功能貨幣以外貨幣(外幣)進行的交易以其功能貨幣(即實體經營的主要經濟環境所用貨幣)按交易日期適用匯率記錄。於報告期末，以外幣列值的貨幣項目以該日適用匯率重新換算。以外幣按歷史成本計量之非貨幣項目毋需重新換算。

結算貨幣項目及重新換算貨幣項目所產生匯兌差額於產生期間在損益確認。

政府補助金

政府補助金於可合理確認本集團將能夠滿足政府補助金所附條件且能夠收到時方予確認。

政府補助金於本集團確認補助金擬補助的相關成本開支期間，有系統地於損益中確認。尤其是，以要求本集團購買、建造或另行收購非流動資產為主要條件的政府補助金乃於綜合財務狀況表確認為相關資產賬面值之扣減並於相關資產的可用年期內轉撥至損益中。作為已產生之補償費用或損失而應收取或為了給予即時財務支援而無日後相關成本的政府補助金，於其應收取期間在損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Retirement benefit costs**

Payments to the Mandatory Provident Fund Scheme and state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

Equity-settled share-based payment transactions

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

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

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

Financial instruments

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

3. 主要會計政策(續)**退休福利成本**

強制性公積金計劃及國家管理退休福利計劃的供款於僱員提供可讓彼等獲得供款之服務時列作支出。

以權益結算以股份支付之交易

購股權須待達成指定之歸屬條件後，方會授出。所接受服務之公平值乃參考授出日期授出購股權之公平值釐定，按直線法於歸屬期間支銷，並於權益(購股權儲備)中作出相應增加。

本集團於各報告期末修訂對預期最終將歸屬的購股權數目之估計。歸屬期內修訂原先估計之影響(如有)於損益確認，因此累計開支反映經修訂估計，並對購股權儲備作出相應調整。

於購股權獲行使時，早前在購股權儲備確認的金額將轉撥至股份溢價。倘購股權於歸屬日期後被沒收或於屆滿日期仍未行使，早前在購股權儲備確認之金額將轉撥至累計溢利。

金融工具

倘集團實體成為工具合約條文的訂約方，則於綜合財務狀況表中確認金融資產及金融負債。金融資產及金融負債初步按公平值計算。於初步確認時，金融資產或金融負債的公平值會加入或扣除自(按適用情況而定)收購或發行金融資產及金融負債(按公平值計入損益的金融資產及金融負債除外)的直接應佔交易成本。收購按公平值計入損益的金融資產或金融負債直接應佔之交易成本立即於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

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

Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

3. 主要會計政策(續)**金融工具(續)****金融資產**

本集團之金融資產分類為貸款及應收款項及按公平值計入損益之金融資產。分類取決於金融資產之性質及目的，並於初步確認時釐定。以所有正常途徑購入或出售之金融資產按交易日期之基準確認及終止確認。以正常購買或銷售途徑購入或銷售金融資產規定於規則或市場慣例所界定之時間內交付。

實際利率法

實際利率法乃計算金融資產之攤銷成本以及分攤相關期間之利息收入之方法。實際利率乃按金融資產之預計可用年期或(如適用)較短期間內實際折現估計未來現金收入(包括構成實際利率一部分之已付或已收之一切費用、交易成本及其他溢價及折讓)至初步確認時之賬面淨值之利率。

除公平值計入損益之金融資產外，債務工具之利息收入乃按實際利率基準確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

The Group's held-for-trading investments are classified as financial assets at FVTPL.

A financial asset is classified as held-for-trading if:

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

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes any dividend earned on the financial assets and is included in other gains and losses in the consolidated statement of profit or loss and other comprehensive income. Fair value is determined in the manner described in note 6.

Loans and receivables

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

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

本集團的交易性投資被劃分為公平值計入損益之金融資產。

滿足下列條件之一的金融資產劃分為交易性投資：

- 購入金融資產，主要用作於近期出售；或
- 可辨認金融工具組合的一部分，且本集團一併管理並於近期採用短期獲利方式；或
- 屬於衍生工具，惟並非指定及作為有效對沖工具。

按公平值計入損益之金融資產以公平值計量，而重新計量導致的公平值變動在產生期間直接於損益中確認。於損益中確認的收益或虧損淨額包括金融資產所賺取的任何股息，並包括在綜合損益及其他全面收益表之其他收益和虧損。釐定公平值的方式於附註6詳述。

貸款及應收款項

貸款及應收款項為並非於活躍市場報價並具有固定付款或可釐定付款的非衍生金融資產。初步確認後，貸款及應收款項(包括應收票據、應收貿易賬款及其他應收款項、已抵押銀行存款、定期存款以及銀行結餘及現金)以實際利率法按攤銷成本減任何已識別減值虧損列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

Loans and receivables are assessed for indicators of impairment at the end of the reporting period. Loans and receivables are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition, the estimated future cash flows have been affected.

The objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation, or
- disappearance of an active market for that financial asset because of financial difficulties.

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

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

3. 主要會計政策(續)**金融工具(續)****金融資產之減值**

貸款及應收款項會於報告期末評定是否有減值跡象。當有客觀證據顯示貸款及應收款項之預期未來現金流量因於初步確認後發生之一項或多項事件而受到影響時，則貸款及應收款項即被視為已減值。

減值之客觀證據可包括：

- 發行人或交易對手出現重大財政困難；或
- 違約，如未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組；或
- 因財政困難導致該金融資產並無於活躍市場出現。

對於按攤銷成本計量之金融資產，減值虧損乃資產賬面值與按金融資產之原實際利率之估計未來現金流量現值間的差額確認。

金融資產之賬面值會透過所有金融資產(應收貿易賬款及其他應收款項除外)之直接減值虧損扣減，賬面值則透過使用撥備賬扣減。撥備賬內之賬面值變動會於損益中確認。當應收票據、應收貿易賬款或其他應收款項被視為不可收回時，其將於撥備賬內撇銷。其後收回之前已撇銷之款項，將撥回損益內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

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

Financial liabilities and equity instruments

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

Equity instruments

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

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Financial liabilities

Financial liabilities including bills, trade and other payables, amounts due to related parties, loan notes and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

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

對於按攤銷成本計量之金融資產，倘減值虧損額於隨後之期間有所減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日之賬面值不得超過並無確認減值時之攤銷成本。

金融負債及股本工具

由集團實體發行之負債及股本工具按合約安排的性質以及金融負債及股本工具的定義分類為金融負債或股本。

股本工具

股本工具指任何能證明擁有實體在扣減所有負債後的資產中的剩餘權益的合約。本集團所發行股本工具按已收所得款項扣除直接發行成本後列賬。

實際利率法

實際利率法乃計算金融負債之攤銷成本以及分攤相關期間之利息開支之方法。實際利率乃按金融負債之預計可用年期或(如適用)較短期間內實際折現估計未來現金收入(包括構成實際利率一部分之已付或已收之一切費用及積分、交易成本及其他溢價或折讓)至初步確認時之賬面淨值之利率。

利息開支按實際利率基準確認。

金融負債

金融負債包括應付票據、應付貿易賬款及其他應付款項、應付有關連方款項、貸款票據以及銀行借貸，其後以實際利率法按攤銷成本計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

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

3. 主要會計政策(續)**金融工具(續)****終止確認**

只有在從資產收取現金流的合約性權利屆滿，或向另一實體轉讓金融資產及資產擁有權絕大部分風險及回報之時，本集團才會終止確認金融資產。倘本集團概無轉讓亦無保留擁有權絕大部分風險及回報，並繼續控制已轉讓資產，本集團繼續確認資產，惟以持續涉及參與之幅度確認有關資產，並確認相關負債。倘本集團保留已轉讓金融資產擁有權之絕大部分風險及回報，本集團繼續確認金融資產，並就已收取所得款項確認已抵押借款。

於金融資產完全終止確認時，則將該金融資產的賬面價值與已收和應收代價與於其他全面收益確認及於權益累計之累計損益總和的差額於損益確認。

於終止確認部分(而非全部)金融資產時，本集團將金融資產之先前賬面值分配為繼續確認部分，及不再按於轉讓當日該等部分相對公平值基準確認部分。分配至不再確認部分之賬面值與不再確認部分收取代價及已於其他全面收益確認之獲分配任何累計損益之總和之差額於損益確認。於其他全面收益確認之累計損益分配至繼續確認部分及不再按該等部分相關公平值之基準確認部分。

本集團於或僅於責任獲解除、註銷或屆滿時取消確認金融負債。取消確認金融工具之賬面值與已付或應付代價之差額於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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

Useful lives and residual value of property, plant and equipment

The Group's management determines the residual values, useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual residual value and useful lives of property, plant and equipment of similar nature and functions and may vary significantly as a result of technical innovations and keen competitions from competitors, resulting in higher depreciation charge and/or write-off or write-down of technically obsolete assets when residual value or useful lives are less than previously estimated.

At 31 December 2013, the carrying amount of property, plant and equipment amounted to approximately RMB2,893,055,000 (2012: RMB2,383,091,000), details of which are set out in note 17.

4. 估計不明朗因素之主要來源

於應用附註3所述之本集團之會計政策時，本公司董事須就無法從其他來源獲得之資產及負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃根據歷史經驗及認為相關之其他因素為基準而作出。實際結果或會有別於該等估計。

估計及相關假設按持續進行基準審閱。會計估計之修訂乃於修訂估計之期間內確認(倘修訂僅影響該期間)，或於修訂期間及日後期間確認(倘修訂影響目前及日後之期間)。

以下為於報告期末估計不確定因素之未來及其他主要來源，該等假設及估計均存有重大風險可能導致下一個財政年度之資產及負債賬面值須作出重大調整。

物業、廠房及設備之使用年限與殘值

物業、廠房及設備之殘值、使用年限及相關折舊由本集團管理層釐定。該等估計基於類似性質和功能之物業、廠房及設備的實際殘值與使用年限之歷史經驗，可能因技術革新與競爭對手之挑戰而發生重大變化，當殘值或使用年限低於原先估計時，該估計變化會導致折舊加速及/或技術過時資產撇銷或撇減。

於二零一三年十二月三十一日，物業、廠房及設備之賬面值約為人民幣2,893,055,000元(二零一二年：人民幣2,383,091,000元)，其詳情載於附註17。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2013, the carrying amount of goodwill is RMB499,000 (net of accumulated impairment loss of RMB8,216,000) (2012: RMB8,715,000 (net of accumulated impairment loss of Nil)), details of which are set out in note 18.

Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of selling expenses.

The Group does not have a general provision policy on inventory based on aging given the nature of inventories that are not subject to frequent wear and tear and frequent technological changes. However, operational procedures have been in place to monitor this risk as majority of working capital is devoted to inventories. Procedurewise, the sales and the marketing managers review the inventory aging listing on a periodical basis to identify any aged inventories. The carrying value of the aged inventory items is then compared to the respective net realisable value in order to ascertain whether allowance is required to be made for any obsolete and slow-moving items.

4. 估計不明朗因素之主要來源(續)

商譽之估計減值

釐定商譽是否減值需要估計獲分配商譽之現金產生單位之使用價值。使用價值計算需要本集團估計預期有關現金產生單位所產生之未來現金流及合適之折現率以計算現值。倘實際未來現金流較預期為少，重大減值虧損會出現。於二零一三年十二月三十一日，商譽賬面值為人民幣499,000元(扣除累計減值虧損人民幣8,216,000元)(二零一二年：人民幣8,715,000元，扣除累計減值虧損零元)，其詳情載於附註18。

存貨

存貨按成本與可變現淨值的較低者列賬。製成品及在製品的成本包括原料、直接勞工、其他直接成本及相關生產經常性開支。可變現淨值指日常業務過程中估計售價減銷售開支之估計成本。

鑑於本集團的存貨不經常磨損，且技術變化不大，故並無制定按老化狀況為存貨作出一般撥備的政策。然而，由於本集團大部分營運資金均用於存貨，故已設立營運程序以監控此項風險。按照程序，銷售及市場推廣經理定期檢討該等陳舊存貨的老化情況，以鑑別任何陳舊存貨。陳舊存貨項目的賬面值其後乃與其相關可變現淨值比較，以確定是否需就任何陳舊及滯銷項目作出撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)**Inventories (Continued)**

In addition, physical count on all inventories are carried out on a periodical basis in order to determine whether allowance need to be made in respect of any obsolete and defective inventories identified. In this regard, the directors of the Company are satisfied that this risk is minimal and adequate allowance for obsolete and slow-moving inventories has been made in the consolidated financial statements. The management estimates the net realisable value for finished goods and consumables based primarily on the latest market prices and current market conditions. The net realisable value for finished goods and consumables will be affected if the actual future market prices and market conditions are less than expected. During the year, allowance for inventories amounted to RMB11,170,000 (2012: RMB24,000) was recognised, details of which are set out in note 12. As at 31 December 2013, the carrying amount of inventories is approximately RMB1,857,045,000 (2012: RMB1,953,846,000), details of which are set out in note 22.

Bills, trade and other receivables

Bills, trade and other receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit and loss when there is objective evidence that the asset is impaired.

4. 估計不明朗因素之主要來源(續)**存貨(續)**

此外，本集團亦定期點算所有存貨，以釐定是否需就任何陳舊及發現損壞的存貨作出撥備。就此而言，本公司董事信納有關風險屬輕微，並已於該等綜合財務報表就陳舊及滯銷存貨作出充足撥備。管理層估計製成品及消耗品的可變現淨值乃主要根據最近市價及現行市況。倘實際未來市價及市況遜於預期，則製成品及消耗品之可變現淨值將會受到影響。年內，存貨撥備人民幣11,170,000元(二零一二年：人民幣24,000元)已確認(其詳情載於附註12)。於二零一三年十二月三十一日，存貨之賬面值約為人民幣1,857,045,000元(二零一二年：人民幣1,953,846,000元)，其詳情載於附註22。

應收票據、應收貿易賬款及其他應收款項

應收票據、應收貿易賬款及其他應收款項於初步確認時按公平值計算，其後以實際利息法按攤銷成本入賬。當有客觀證據顯示資產減值，即於損益確認就估計不可收回金額作出適當撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Bills, trade and other receivables (Continued)

In making the estimates, management considered detailed procedures have been in place to monitor this risk as a significant proportion of the Group's financial assets is devoted to trade and other receivables. In estimating whether allowance for bad and doubtful debts is required, the Group takes into consideration the aging status and the likelihood of collection. Following the identification of doubtful bills and trade receivables, the responsible sales personnel discuss with the relevant customers and counterparties and report on the recoverability. For the identification of doubtful other receivables, management closely monitors the settlement status and evaluate the recoverability. When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the receivable's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the receivable's original effective interest rate. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2013, the carrying amounts of bills, trade and other receivables are approximately RMB628,830,000 (2012: RMB621,269,000), RMB427,566,000 (2012: RMB587,923,000) and RMB91,030,000 (2012: RMB45,220,000) respectively. The cumulative doubtful debts provision as at 31 December 2013 of trade and other receivables are RMB58,043,000 (2012: RMB55,400,000) and RMB7,323,000 (2012: RMB5,703,000), respectively. Details of the balances are set out in note 24.

4. 估計不明朗因素之主要來源(續)

應收票據、應收貿易賬款及其他應收款項(續)

作出判斷時，管理層認為，由於本集團大部分金融資產均受制於應收貿易賬款及其他應收款項，故已設立詳盡程序以監控此項風險。釐定是否須就呆壞賬作出撥備時，本集團會考慮賬款的賬齡及收回的可能性。發現呆滯的應收票據與應收貿易賬款後，負責的銷售人員將與有關客戶和對手方商討，並匯報可收回性。發現呆滯的其他應收賬款，管理層會密切監察還款情況及並評估可收回性。倘有客觀證明出現減值虧損，本集團會考慮估計未來現金流量。減值虧損之金額乃按應收款項之賬面值與估計未來現金流量之現值(不包括並未產生之未來信貸虧損)兩者之差額計量，而估計未來現金流量之現值乃按應收款項原有之實際利率折現。倘實際未來現金流量少於預期，可能會產生重大減值虧損。於二零一三年十二月三十一日，應收票據、應收貿易賬款及其他應收款項之賬面值分別約為人民幣628,830,000元(二零一二年：人民幣621,269,000元)、人民幣427,566,000元(二零一二年：人民幣587,923,000元)及人民幣91,030,000元(二零一二年：人民幣45,220,000元)。於二零一三年十二月三十一日，應收貿易賬款及其他應收款項之累計呆賬撥備分別為人民幣58,043,000元(二零一二年：人民幣55,400,000元)及人民幣7,323,000元(二零一二年：人民幣5,703,000元)。結餘詳情載於附註24。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)**Impairment of property, plant and equipment**

Property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. An impairment loss is recognised for the amount by which the recoverable amount of property, plant and equipment being lower than its carrying amount. As at 31 December 2013, the carrying amount of property, plant and equipment is RMB2,893,055,000 (net of accumulated impairment loss of RMB38,873,000) (2012: RMB2,383,091,000 (net of accumulated impairment loss of Nil)). Details of movements of impairment loss recognised in profit or loss are disclosed in note 17.

Warranty

The Group provides a warranty up to fifteen months on all lead-acid motive battery products. Under the terms of warranty, the Group undertakes to repair or replace the battery free of charge in the event of any malfunctioning within the warranty period. Estimated costs related to product warranty are accrued at the time of sale and are based upon past warranty claims and unit sales history and adjusted as required to reflect actual costs incurred, as information becomes available. As at 31 December 2013, the Group recognised provision for warranty amounted to RMB203,132,000 (2012: RMB43,103,000) and details are disclosed in note 28.

4. 估計不明朗因素之主要來源(續)**物業、廠房及設備之減值**

當有事件出現或情況改變顯示物業、廠房及設備賬面值可能多於可收回金額時，本集團會審閱其減值。當物業、廠房及設備之可回收金額低於賬面值，本集團會確認減值虧損。於二零一三年十二月三十一日，物業、廠房及設備之賬面值為人民幣2,893,055,000元(扣除累計減值虧損人民幣38,873,000元)(二零一二年：人民幣2,383,091,000元(並無扣除累計減值虧損))。於損益確認之減值虧損變動詳情於附註17披露。

保用費

本集團為所有鉛酸動力電池產品提供最長15個月的保用。根據保用條款，倘電池於保用期內出現任何操作不良，本集團承諾免費維修或更換電池。有關產品保用之估計成本於出售時作出計提，並根據過往保用賠償量及單位銷售額計提。在資料可供使用時，將會有所調整以反映實際開支。於二零一三年十二月三十一日，本集團確認之保用費撥備為人民幣203,132,000元(二零一二年：人民幣43,103,000元)，詳情於附註28披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of borrowings and equity attributable to equity holders of the Company, comprising issued share capital, reserves and accumulated profits.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, issue of shares, issue of loan notes, and the raising of borrowings.

6. FINANCIAL INSTRUMENTS**Categories of financial instruments****Financial assets**

Loans and receivables (including cash and cash equivalents)

Financial assets at FVTPL

Held-for-trading investments

Other financial assets

Financial liabilities

Amortised cost

金融資產

貸款及應收款項(包括現金及現金等值項目)

按公平值計入損益的金融資產

交易性投資

其他金融資產

金融負債

攤餘成本

5. 資本風險管理

本集團管理其資本以確保本集團旗下之實體將能持續經營，同時透過最佳平衡債務及資本為股東帶來最大回報。本集團之整體策略與去年相同。

本集團之資本結構由借貸及本公司權益持有人應佔之權益組成，包括已發行股本、儲備及累計溢利。

本公司董事定期審閱資本結構。作為是次審閱之一部分，董事將考慮資本成本及與各類資本有關之風險。根據董事之推薦意見，本集團將透過支付股息、發行股份、發行貸款票據及籌集借貸方式以平衡其整體資本結構。

6. 金融工具**金融工具的類別**

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
		2,104,569	2,338,857
		3,216	46,993
		-	4,500
		3,216	51,493
		4,074,039	3,762,046

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies**

The Group's major financial instruments include bills, trade and other receivables, pledged bank deposits, time deposit, bank balances and cash, held-for-trading investments, other financial assets, bills, trade and other payables, amounts due to related parties, loan notes and bank borrowings. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. The risks associated with these financial instruments and the management policies remain unchanged from prior year.

Market risk**Currency risk**

The Group collects all of its revenue in RMB and most of the expenditures as well as capital expenditures are also denominated in RMB. The Group's sales are denominated in RMB and the disbursements were also mainly settled in RMB, which is the functional currency of the relevant subsidiaries. The Group's exposure to foreign currency risk is arising mainly from the bank balances and held-for-trading investments of the Group which are denominated in foreign currencies of the relevant group entities. Except for the bank balances, held-for-trading investments, certain bank borrowings, other receivables and other payables denominated in foreign currencies of the relevant group entities, the group entities did not have any other monetary assets or liabilities denominated in foreign currencies as at the end of the reporting period. The management conducts periodic review of exposure and requirements of various currencies, and will consider hedging significant foreign currency exposures should the need arise.

6. 金融工具(續)**財務風險管理目標及政策**

本集團主要金融工具包括應收票據、應收貿易賬款及其他應收款項、受限制銀行存款、定期存款、銀行結餘及現金、交易性投資、其他金融資產、應付票據、應付貿易賬款及其他應付款項、應付有關連方款項、貸款票據及銀行借貸。此等金融工具的詳情於相關附註披露。與此等金融工具相關的風險包括市場風險(貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。減輕此等風險採納的政策載於下文。管理層管理及監察此等風險，以確保及時有效採取適當措施。該等金融工具之相關風險及管理政策與去年一致。

市場風險**貨幣風險**

本集團以人民幣收取所有收益，而大部分開支及資本開支均以人民幣列值。本集團銷售以人民幣(作為相關附屬公司的功能貨幣)計價，支出亦主要以人民幣結算。本集團承受的外匯風險主要來自本集團相關實體持有以外幣計價之銀行結餘及交易性投資。相關集團實體持有以外幣計價之銀行結餘、交易性投資、若干銀行借貸、其他應收款項及其他應付款項外，於報告期末，集團實體並未持有其他以外幣計價之貨幣資產或負債。管理層定期審閱各種貨幣的風險及規定，並會於有需要時考慮對沖重大外幣風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

		Assets 資產		Liabilities 負債	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
United States dollars ("US\$")	美元	4,435	1,685	213,392	—
Hong Kong dollars ("HK\$")	港元	36,855	134,211	2,969	164,317

Sensitivity analysis

The Group is mainly exposed to the currency risk on US\$ and HK\$ against RMB.

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to the key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency rates. The analysis illustrates the impact for a 5% strengthening of RMB against the relevant currency and the numbers below indicate a decrease in profit. For a 5% weakening of RMB against the relevant currency, there would be an equal and opposite impact on the profit.

6. 金融工具(續)

財務風險管理目標及政策(續)

市場風險(續)

貨幣風險(續)

本集團於報告日期以外幣為結算之貨幣資產及貨幣負債之賬面值如下：

敏感度分析

本集團主要面對美元及港元兌人民幣產生的外幣風險。

下表詳列因應本集團對於人民幣兌相關外幣匯率上下波動5%之敏感度。5%敏感率當向內部主要管理人員申報外幣風險時採用及為管理層對匯率可能合理變動之評估。敏感度分析僅包括以外幣計算之尚未平倉貨幣項目，並於年末調整其換算以反映匯率之5%變動。下列分析闡述人民幣兌相關外幣升值5%之影響，而下表數字則分別列示溢利的減少。倘人民幣兌有關貨幣減值5%，則將會對溢利造成相等及相反之影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

Sensitivity analysis (Continued)

6. 金融工具(續)

財務風險管理目標及政策(續)

市場風險(續)

貨幣風險(續)

敏感度分析(續)

	US\$ impact (i) 美元影響 (i)		HK\$ impact (ii) 港元影響 (ii)	
	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
(Decrease) increase in post-tax profit for the year as a result of a 5% strengthening of RMB against the foreign currency	由於人民幣兌外幣升值 5%，則年內除稅後溢利(減少)增加			
	10,481	(72)	(1,694)	1,506

(i) This is mainly attributable to the exposure outstanding on US\$ bank balances and bank borrowings of the Group at the end of the reporting period.

(ii) This is mainly attributable to the exposure to outstanding HK\$ bank balances and held-for-trading investments of the Group at the end of the reporting period.

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed – rate time deposit, pledged bank deposits, loan notes and bank borrowings (see notes 26, 30 and 31 for details of these time deposit, pledged bank deposits, loan notes and bank borrowings respectively). The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances and variable-rate borrowings (see notes 26 and 30 for details of these bank balances and borrowings, respectively). The directors of the Company monitor interest rate exposures and will consider hedging significant interest rate risk should the need arise.

(i) 這主要來自於報告期末本集團尚未償還之美元銀行結餘及貸款之風險。

(ii) 這主要來自於報告期末本集團尚未償還的港元銀行結餘與交易性投資之風險。

利率風險

本集團承受與固定利率定期存款、受限制銀行存款、貸款票據及銀行借貸(該等定期存款、受限制銀行存款、貸款票據及銀行借貸詳情請參閱附註 26、30 及 31) 相關公平值變動之利率風險。本集團亦承受與浮動利率銀行結餘和浮動利率借貸(該等銀行結餘及借貸詳情分別詳見附註 26 及 30) 相關現金流之利率風險。本公司董事監控利率風險，並會於需要時考慮對沖重大利率風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies (Continued)****Market risk (Continued)**

Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for financial instruments (including bank balances and borrowings) at the end of the reporting period and the stipulated changes taking place at the beginning of the financial year and held constant throughout the reporting period in the case of bank balances and borrowings.

A 10 basis point (2012: 10 basis point) increase or decrease in interest rates on variable bank balances, and a 100 basis point (2012: 100 basis point) increase or decrease in interest rates on variable-rate borrowings represent managements' assessment of the reasonably possible changes in interest rates.

If interest rates on variable-rate bank balances had been 10 basis points (2012: 10 basis points) higher and all other variables were held constant, a positive number below indicates an increase in post-tax profit.

The post-tax profit for the year would be decreased by the same amount as mentioned above if interest rates on variable-rate bank balances had been 10 basis points (2012: 10 basis points) lower and all other variables were held constant.

6. 金融工具(續)**財務風險管理目標及政策(續)****市場風險(續)**

利率風險(續)

敏感度分析

以下敏感度分析乃於報告期末根據金融工具(包括銀行結餘及借貸)之利率風險釐定，並假定銀行結餘及借貸之變動於財政年度開始時作出，並於報告期間維持不變。

浮動利率銀行結餘增加或減少10基點(二零一二年：10基點)，浮動利率銀行借貸增加或減少100基點(二零一二年：100基點)乃管理層對利率可能合理變化之評估。

如果浮動利率銀行結餘之利率增加10基點(二零一二年：10基點)而所有其他可變因素保持不變，下列之正數表示除稅後溢利之增加。

**Year ended 31 December
截至十二月三十一日止年度**

	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Increase in post-tax profit for the year	740	750

年內除稅後溢利增加

若浮動利率銀行結餘減少10基點(二零一二年：10基點)而所有其他可變因素保持不變，上述年內除稅後溢利將減少相同金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies (Continued)****Market risk (Continued)**

Interest rate risk (Continued)

Sensitivity analysis (Continued)

If the interest rate on variable-rate borrowings had been 100 basis points higher and all other variables were held constant, a positive number below indicates a decrease in post-tax profit for the year.

	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Decrease in post-tax profit for the year	4,900	701

The post-tax profit for the year would be increased by the same amount as mentioned above if the interest rate on variable-rate borrowings had been 100 basis points lower and all other variables were held constant.

Other price risk

The Group is exposed to equity price risk through its investments in listed equity securities. The Group's equity price risk is mainly concentrated on equity instruments of an investee operating in the battery industry sector quoted in the Stock Exchange. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise. The Group mitigates its price risk by performing detailed due diligence analysis of the investment.

6. 金融工具(續)**財務風險管理目標及政策(續)****市場風險(續)**

利率風險(續)

敏感度分析(續)

若浮動利率借貸增加100基點而所有其他可變因素保持不變，下列之正數表示年內除稅後溢利減少。

Year ended 31 December
截至十二月三十一日止年度

	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Decrease in post-tax profit for the year	4,900	701

若浮動利率借款減少100基點而所有其他可變因素保持不變，上述年內除稅後溢利將減少相同金額。

其他價格風險

本集團承受投資於上市權益證券之股權價格風險。本集團的股權價格風險主要集中於聯交所電池工業板塊的權益工具。此外，本集團委派一特別小組監控該價格風險，並於需要時考慮對沖該價格風險。本集團通過詳盡盡職調查分析相關投資的價格風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies (Continued)****Market risk (Continued)**

Other price risk (Continued)

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting date. For sensitivity analysis purpose, the sensitivity rate is 10% in current year as a result of the volatile financial market.

If the prices of the respective equity instruments had been 10% (2012: 10%) higher/lower, post-tax profit for the year ended 31 December 2013 would increase/decrease by approximately RMB269,000 (2012: RMB3,924,000) as a result of the changes in fair value of held-for-trading investments.

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties, failure to meet their obligations in relation to the Group's principal financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

There is concentration of credit risk on pledged deposits, time deposit and bank balances for the Group as at 31 December 2013 and 31 December 2012. As at 31 December 2013, balances with the four largest banks accounted for 58% (2012: 40%) of total pledged deposits, time deposit and bank balances of the Group. The credit risk on liquid funds is limited because the majority of counterparties are banks with high credit-ratings assigned by international credit-rating agencies and state-owned banks with good reputation.

The Group's credit risk on bills and trade receivables is concentrated in the PRC. However, the exposure spreads over a large number of counterparties and customers.

6. 金融工具(續)**財務風險管理目標及政策(續)****市場風險(續)**

其他價格風險(續)

敏感度分析

以下敏感度分析基於報告日權益價格風險釐定。為此目的，基於年內金融市場劇烈變動，敏感度利率確定為10%。

若相關權益工具的價格增加／減少10%（二零一二年：10%），因交易性投資公平值變動，截至二零一三年十二月三十一日止年度之除稅後溢利將增加／減少約人民幣269,000元（二零一二年：人民幣3,924,000元）。

信貸風險

倘交易對手未能履行有關本集團之主要金融資產之責任，本集團承擔之最高信貸風險為綜合財務狀況表中所列之該等資產之賬面值。為將信貸風險減至最低，本集團管理層委派一組人員負責制定信貸限額、信貸審批及其他監控程序，以確保採取跟進行動收回過期債項。此外，本集團於報告期末均檢討每項個別貿易債項之可收回金額，以確保就不可收回金額作出合適之減值虧損。就此而言，本公司董事認為本集團之信貸風險大大減低。

於二零一三年十二月三十一日和二零一二年十二月三十一日，受限制銀行存款、定期存款及銀行結餘存在信貸風險。於二零一三年十二月三十一日，本集團受限制銀行存款總額、定期存款及銀行結餘存放四大銀行之比例為58%（二零一二年：40%）。因大部分銀行均為具有國際信貸評級機構給予的高信用級別之銀行和具有良好信譽之國有銀行，故流動資金之信貸風險有限。

本集團之應收票據及應收貿易賬款信貸風險集中於中國。然而，該等風險分散於眾多交易對手及客戶。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk

The Group's objective is to maintain a balance between the continuity of funding and the flexibility through the use of bank and other borrowings. In addition, banking facilities have been put in place for contingency purposes.

The following table details the remaining contractual maturity for the Group's financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

		Weighted average interest rate	On demand and less than 3 months 按要求及 三個月 以下	3 months to 1 year 三個月至 一年	Over 1 year 一年以上	Total undiscounted cash flows	Carrying amounts at 31.12.2013 於二零一三年 十二月三十一日 之賬面值
		加權平均 利率 %	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	未折現現金 流量總計 RMB'000 人民幣千元	RMB'000 人民幣千元
2013	於二零一三年						
Non-derivative financial liabilities	非衍生金融負債						
Non-interest bearing	非計息	-	1,038,275	205,151	33,213	1,276,639	1,276,639
Fixed rate instruments	固定利率工具	6.00%	818,434	1,187,568	99,372	2,105,374	2,031,706
Variable rate instruments	浮動利率工具	5.22%	80,726	126,373	601,888	808,987	765,694
			1,937,435	1,519,092	734,473	4,191,000	4,074,039

6. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險

本集團的目標是藉著使用銀行及其他借貸，維持資金持續性及靈活性兩者間之平衡。此外，本集團亦備有銀行融資以應付突發事項的需要。

下表詳細載列基於本集團的金融負債根據約定還款條款的餘下合約到期日。該表乃根據本集團可被要求償還金融負債的最早日期的金融負債未折現現金流量編製。該表包括利息及本金現金流量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies
(Continued)

Liquidity risk (Continued)

	Weighted average interest rate	On demand and less than 3 months 按要求及 三個月 以下	3 months to 1 year 三個月至 一年	Over 1 year 一年以上	Total undiscounted cash flows 未折現金 流量總計	Carrying amounts at 31.12.2012 於二零一二年 十二月三十一日 之賬面值
	%	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
2012						
Non-derivative financial liabilities						
Non-interest bearing	-	584,404	268,319	2,934	855,657	855,657
Fixed rate instruments	6.19%	1,064,686	1,725,272	98,348	2,888,306	2,794,389
Variable rate instruments	6.03%	1,677	45,963	78,658	126,298	112,000
		1,650,767	2,039,554	179,940	3,870,261	3,762,046

In addition to the amounts shown in the above table as at 31 December 2013, the Group may also be required to settle the maximum exposure to loss arising from discounted bills and endorsed bills arrangements with full recourse as detailed in note 25 in the next 6 months, amounting to RMB1,196,885,000 (2012: RMB1,081,026,000) in aggregate.

6. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險(續)

除上表列示於二零一三年十二月三十一日之金額外，本集團亦可能須承擔附註25所詳述於未來六個月貼現票據及擁有全額追索權票據安排產生虧損之最大風險，合共為人民幣1,196,885,000元(二零一二年：人民幣1,081,026,000元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies (Continued)****Liquidity risk (Continued)****Fair value**

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and liabilities with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices and ask prices respectively; and
- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate to their fair values at the end of reporting period.

Fair value measurements recognised in the consolidated statement of financial position

The Group's financial instruments that are measured subsequent to initial recognition at fair value are grouped into levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) ("Level 2 measurements"); and

6. 金融工具(續)**財務風險管理目標及政策(續)****流動資金風險(續)****公平值**

金融資產及金融負債之公平值釐定如下：

- 具有標準條款和條件並在活躍流動市場交易的金融資產及負債之公平值分別按市場所報買入價及沽盤價而定；及
- 其他金融資產及金融負債的公平值基於折現現金流分析以通行計價模式釐定。

本公司董事認為，於報告期末時確認於綜合財務報表之金融資產及金融負債的賬面值與其公平值相若。

於綜合財務狀況表確認之公平值計量

本集團按公平值初步確認後計量之金融工具根據觀察所得之公平值之程度分為一至三級。

- 第一級公平值計量乃衍生自自己識別資產在活躍市場之報價(未經調整)；
- 第二級公平值計量乃衍生自除包括在第一級之報價外之投入，為可直接(即價格)或間接(即衍生自價格)自資產或負債觀察得出(「第二級計量」)；及

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Fair value measurements recognised in the consolidated statement of financial position (Continued)

- 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).

The held-for-trading investments with carrying amount of RMB3,216,000 (2012: RMB46,993,000) were level 1 measurements at 31 December 2013. The details are as follows:

6. 金融工具(續)

財務風險管理目標及政策(續)

於綜合財務狀況表確認之公平值計量(續)

- 第三級公平值計量乃衍生自估值方法，包括資產或負債之投入，有關投入並非根據可觀察市場數據(不可觀察之投入)。

於二零一三年十二月三十一日，賬面值人民幣3,216,000元(二零一二年：人民幣46,993,000元)之交易性投資為第一級計量，詳情如下：

Financial assets	Fair value as at		Fair value hierarchy	Basis of fair value measurement	Relationship of	Unobservable inputs to fair value
	31.12.2013	31.12.2012			Significant unobservable input	
金融資產	於以下日期之公平值		公平值級別	計量公平值基準	重大不可觀察輸入關係	不可觀察輸入公平值
	二零一三年十二月三十一日	二零一二年十二月三十一日				
Listed equity securities classified as held-for-trading investments in the consolidated statement of financial position	Listed equity securities in Hong Kong: – Manufacturing Industry – RMB3,216,000	Listed equity securities in Hong Kong: – Manufacturing industry – RMB46,993,000	Level 1 第一級	Quoted bid prices in an active market.	N/A 不適用	N/A 不適用
於綜合財務狀況表分類為交易性投資之上市股本證券	於香港上市的股本證券 – 製造業 – 人民幣3,216,000元	於香港上市的股本證券 – 製造業 – 人民幣46,993,000元		於活躍市場上之報價		

Notes to the Consolidated Financial Statements

綜合財務報表附註

7. OPERATING SEGMENTS

For the purposes of resources allocation and performance assessment, the chief operating decision makers, the Executive Directors, regularly review turnover for major products and market segments (note 8). However, the financial information provided to the Executive Directors does not contain profit or loss information of each product line or each market segment and the Executive Directors review the operating results of the Group on a consolidated basis. Therefore, the operation of the Group constitutes one single reportable segment, being the manufacture and sales of lead-acid batteries and battery related accessories.

Segment revenues and results

The financial information presented to the Executive Directors is consistent with the consolidated statement of profit or loss and other comprehensive income.

The Executive Directors consider the Group's profit for the year as the measurement of segment's results.

Entity-wide disclosures

All non-current assets and sales are located and generated in the PRC. No individual customer accounted for over 10% of the Group's total revenue for both years.

7. 經營分類

就資源分配及表現評估而言，主要營運決策人執行董事定期審閱主要產品及市場分類的銷售收入(附註8)。然而，提供予執行董事之財務資料並未包含各產品系列或各市場分類之溢利或虧損資料，故執行董事已按整體基準審閱本集團之營運業績。因此，本集團之營運構成一單獨報告分類，即製造及銷售蓄電池及電池相關零部件。

分類收益及業績

執行董事呈報之財務資料包括綜合損益及其他全面收益表。

執行董事以本集團之年度溢利量度分類業績。

整體披露

所有非流動資產及銷售均位於中國並在中國發生。兩年內，並無個人客戶佔本集團之總收益超過10%。

Notes to the Consolidated Financial Statements

綜合財務報表附註

8. TURNOVER

8. 營業額

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
An analysis of turnover is as follows:	營業額分析如下：		
Lead-acid motive battery products:	鉛酸電池產品：		
Electrical Bicycle Battery	電動自行車電池	10,390,999	7,952,787
Electrical Tricycle Battery	電動三輪車電池	2,250,829	1,279,094
Pure Electric Car Battery (Note)	純電動汽車電池(註)	511,112	393,479
Lithium battery products	鋰電池產品	123,254	46,509
Others	其他	358,866	215,772
		13,635,060	9,887,641

Note: It includes battery products mainly for pure electric sedans, electric forklifts, electric patrol cars and special-purpose electric cars.

註：這類電池主要應用於純電動轎車、電動叉車、電動巡邏車和特種用途電動車。

9. OTHER INCOME

9. 其他收入

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Government grants (note)	政府補助金(註)	146,394	92,824
Interest income	利息收入	15,556	18,606
Others	其他	15,659	18,424
		177,609	129,854

Note: The government grants mainly represent unconditional subsidies from the relevant development zone administrative committees and PRC local governments to encourage the operations of certain subsidiaries. The government grants are accounted for as immediate financial support with no future related costs expected to be incurred and are not related to any assets.

註：政府補助金主要包括相關開發區管委會與及中國地方政府為鼓勵若干中國附屬公司之業務發展的無條件補助。預期日後不會產生相關成本或與任何資產無關的政府補助金作為即時財政支援，方會入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

10. OTHER GAINS AND LOSSES

10. 其他收益及虧損

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Net (losses) gains on held-for-trading listed investments (note i)	交易性上市投資淨(虧損)收益(註i)	(1,163)	21,104
Allowance for bad and doubtful debts	呆壞賬撥備	(4,263)	(7,623)
Written off/loss on disposal of property, plant and equipment (note ii)	出售物業、廠房及設備之撇銷/虧損(註ii)	(2,703)	(17,359)
Written off of inventories (note ii)	撇銷存貨(註ii)	(1,837)	(3,960)
Impairment loss recognised in respect of property, plant and equipment (note 17)	物業、廠房及設備之已確認減值虧損(註17)	(38,873)	-
Impairment loss recognised in respect of goodwill (note 18)	商譽之已確認減值虧損(註18)	(8,216)	-
Net foreign exchange gains (losses)	外幣匯兌差額淨收益(虧損)	363	(280)
		(56,692)	(8,118)

Note:

- (i) Net (losses) gains on held-for-trading listed investments included dividend income of approximately RMB2,102,000 (2012: RMB2,823,000), gains on disposal of approximately RMB1,428,000 (2012: RMB13,498,000) and losses arising on changes in fair value of approximately RMB4,693,000 (2012: gains of RMB4,783,000), which were earned on these held-for-trading investments during the year ended 31 December 2013.
- (ii) During the year ended 31 December 2013, the carrying amount of certain property, plant and equipment of approximately RMB5,785,000 (2012: RMB32,374,000), net of insurance compensation received of approximately RMB5,000,000 (2012: RMB26,113,000), resulting in a loss of approximately RMB785,000 (2012: RMB6,261,000) and inventories written off of approximately RMB1,837,000 (2012: RMB3,960,000) were recognised due to fire accidents occurred in the factories. The remaining carrying amount of property, plant and equipment of approximately RMB40,211,000 (2012: RMB33,836,000) was derecognised upon disposal of property, plant and equipment with proceeds of approximately RMB38,293,000 (2012: RMB22,738,000), resulting in a loss of approximately RMB1,918,000 (2012: RMB11,098,000).

註:

- (i) 交易性上市投資淨(虧損)收益包括截至二零一三年十二月三十一日止年度內從交易性投資中獲得的約人民幣2,102,000元(二零一二年: 人民幣2,823,000元)股利收入、約人民幣1,428,000元(二零一二年: 人民幣13,498,000元)出售收益以及約人民幣4,693,000元(二零一二年: 人民幣4,783,000元之收益)公平值變動虧損。
- (ii) 截至二零一三年十二月三十一日止年度, 若干物業、廠房及設備之賬面值約人民幣5,785,000元(二零一二年: 人民幣32,374,000元), 經扣除已收保險賠償約人民幣5,000,000元(二零一二年: 人民幣26,113,000元), 導致虧損約人民幣785,000元(二零一二年: 人民幣6,261,000元)及存貨撇銷約人民幣1,837,000元(二零一二年: 人民幣3,960,000元)因工廠發生火災事故而確認。物業、廠房及設備的餘下賬面值約人民幣40,211,000元(二零一二年: 人民幣33,836,000元)於出售物業、廠房及設備時取消確認而所得款項約人民幣38,293,000元(二零一二年: 人民幣22,738,000元), 導致損失約人民幣1,918,000元(二零一二年: 人民幣11,098,000元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

11. FINANCE COSTS

11. 融資成本

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Interest on:	以下各項之利息：		
- Bank borrowings wholly repayable within five years	- 須於五年內悉數償還之銀行借款	173,474	151,373
- Bank borrowings not wholly repayable within five years	- 毋須於五年內悉數償還之銀行借款	277	-
- Effective interest on long-term loan note wholly repayable within five years	- 須於五年內悉數償還之長期貸款票據之實際利息	213	-
- Effective interest on long-term loan note not wholly repayable within five years	- 毋須於五年內悉數償還之長期貸款票據之實際利息	-	93
- Factorised bills receivable wholly repayable within five years	- 須於五年內悉數償還之保理票據	5,324	6,343
Total borrowing costs	總借貸成本	179,288	157,809
Less: amounts capitalised	減：資本化金額	(35,448)	(35,424)
		143,840	122,385

Borrowing costs capitalised during the year arose on the general borrowing pool and are calculated by applying a capitalisation rate of 6.24% (2012: 6.21%) per annum to expenditure on qualifying assets.

年內資本化之借貸成本乃於一般借貸中產生，並以合資格資產開支之資本化年比率6.24%計算(二零一二年：6.21%)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

12. PROFIT BEFORE TAXATION

12. 除稅前溢利

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Profit before taxation has been arrived at after charging (crediting):	除稅前溢利已扣除(計入)下列項目：		
Directors' emoluments (note 13)	董事酬金(附註13)	3,651	3,146
Other staff retirement benefit scheme contributions	其他員工退休福利計劃供款	41,676	37,312
Other staff costs	其他員工成本	864,900	670,211
Share-based payment expense for other staff	其他員工以股份為基礎之付款開支	8,338	19,257
Total staff costs	總員工成本	918,565	729,926
Recognition of allowance for inventories (included in cost of sales)	確認存貨撥備(列入銷售成本項下)	11,170	24
Amortisation of prepaid lease payments	預付租賃款項攤銷	3,876	2,511
Auditor's remuneration	核數師酬金	2,553	3,395
Cost of inventories recognised as expense	確認為開支之存貨成本	12,070,646	8,032,504
Depreciation	折舊	187,721	127,597

Share-based payment expense of approximately RMB8,338,000 (2012: RMB19,323,000) were recognised in profit or loss during the year ended 31 December 2013 in respect of share options of the Company. Details of transactions are set out in note 33.

截至二零一三年十二月三十一日止年度，有關本公司購股權的以股份為基礎之付款開支約人民幣8,338,000元(二零一二年：人民幣19,323,000元)已被確認在損益中，交易詳細見附註33。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13. DIRECTORS' / CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

The emoluments paid or payable to each of the nine (2012: nine) directors for the year ended 31 December 2013 were as follows:

13. 董事／行政總裁及僱員酬金

本集團於二零一三年十二月三十一日止年度內支付或應付九(二零一二年: 九)名董事每位之酬金詳情如下:

		Year ended 31 December 2013 截至二零一三年十二月三十一日止年度									
		Zhang Tianren 張天任	Zhang Aogen 張敖根	Chen Minru 陳敏如	Zhang Kaihong 張開紅	Shi Barong 史伯榮	Yang Lianming 楊連明	Ho Tso Hsiu 何祚庠	Huang Dongliang 黃董良	Wang Jingzhong 王敬忠	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
		(note 1) (附註1)									
Fees	袍金	-	-	-	-	-	-	200	200	200	600
Other emoluments	其他酬金	-	-	-	-	-	-	-	-	-	-
Salaries and other benefits	薪金及其他福利	806	500	501	488	488	201	-	-	-	2,984
Contributions to retirement benefit schemes	退休福利計劃供款	12	11	11	11	11	11	-	-	-	67
Total emoluments	總酬金	818	511	512	499	499	212	200	200	200	3,651

		Year ended 31 December 2012 截至二零一二年十二月三十一日止年度									
		Zhang Tianren 張天任	Zhang Aogen 張敖根	Chen Minru 陳敏如	Zhang Kaihong 張開紅	Shi Barong 史伯榮	Yang Lianming 楊連明	Ho Tso Hsiu 何祚庠	Huang Dongliang 黃董良	Wang Jingzhong 王敬忠	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
		(note 1) (附註1)									
Fees	袍金	-	-	-	-	-	-	200	200	200	600
Other emoluments	其他酬金	-	-	-	-	-	-	-	-	-	-
Salaries and other benefits	薪金及其他福利	589	410	410	410	410	190	-	-	-	2,419
Contributions to retirement benefit schemes	退休福利計劃供款	11	10	10	10	10	10	-	-	-	61
Share option expense	購股權開支	-	-	-	-	-	-	22	22	22	66
Total emoluments	總酬金	600	420	420	420	420	200	222	222	222	3,146

Note 1: Mr. Zhang Tianren is also the chief executive of the Company and his emoluments disclosed above include those for services rendered by him as the chief executive.

附註1: 張天任先生亦為本公司行政總裁, 而其酬金於上文披露, 包括其擔任行政總裁而提供服務之酬金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13. DIRECTORS' / CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

The five highest paid individuals included three (2012: one) directors of the Company, details of whose emoluments are set out above. The emoluments of the remaining two (2012: four) highest paid individuals during the year are as follows:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Basic salaries and allowances	基本薪金及津貼	1,285	2,502
Retirement benefits scheme contributions	退休福利計劃供款	23	46
Share option expense	購股權開支	249	84
		1,557	2,632

Their emoluments are within the following band:

		Number of employees 僱員數目	
		2013 二零一三年	2012 二零一二年
HK\$ Nil to HK\$1,000,000	零港元至1,000,000港元	2	3
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	1

During the year, no emoluments were paid by the Group to the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived or agreed to waive any emoluments during both years.

13. 董事／行政總裁及僱員酬金(續)

本公司五名最高薪人士包括三(二零一二年:一)名董事,其酬金如上所述。餘下二(二零一二年:四)位最高薪人士本年度之酬金如下:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Basic salaries and allowances	基本薪金及津貼	1,285	2,502
Retirement benefits scheme contributions	退休福利計劃供款	23	46
Share option expense	購股權開支	249	84
		1,557	2,632

彼等之酬金在下列範圍:

		Number of employees 僱員數目	
		2013 二零一三年	2012 二零一二年
HK\$ Nil to HK\$1,000,000	零港元至1,000,000港元	2	3
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	1

年內,本集團並無向任何董事或五位最高薪人士支付酬金以吸引彼加入本集團或作為加入獎金或離職補償。兩年內,概無董事放棄或同意放棄收取任何酬金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14. TAXATION

The charge comprises:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Hong Kong	香港		
– Current tax	– 本期稅項	236	2,182
PRC Enterprise Income Tax (“EIT”):	中國企業所得稅(「企業所得稅」):		
– Current tax	– 本期稅項	76,190	252,803
– Over provision in prior years	– 以往年度撥備過度	(3,115)	(13,947)
– Withholding tax on distribution of earnings from PRC subsidiaries	– 自中國附屬公司分配盈利之預提所得稅	–	40,799
– Over provision of withholding tax on undistributed profits in 2012	– 二零一二年未分配利潤的預提所得稅撥備過度	(10,100)	–
		62,975	279,655
Deferred tax (credit) charge (note 21)	遞延稅項(抵免)費用(附註21)	(52,296)	(78,721)
		10,915	203,116

Hong Kong Profits Tax is calculated at 16.5% (2012: 16.5%) of the estimated assessable profit for the year ended 31 December 2013.

Except as described below, provision for PRC Enterprise Income Tax is made based on the estimated taxable income for PRC taxation purposes at 25% pursuant to the Law of the PRC on Enterprise Income Tax and Implementation Regulation.

開支包括：

截至二零一三年十二月三十一日止年度，香港利得稅是以預計應課稅溢利的16.5%（二零一二年：16.5%）計算。

除下文所述者外，中國企業所得稅撥備乃按中國企業所得稅法及實施條例按25%稅率就中國稅項估計應課稅收入釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14. TAXATION (Continued)

Tianneng Battery Group Co., Ltd. was recognised as a High-Tech company and has enjoys the tax rate of 15% from 1 January 2010 to 14 October 2014.

Tianneng Battery (Wuhu) Co., Ltd. was recognised as a High-Tech company in 2009 and 2012 respectively and the applicable tax rate is 15% from 1 January 2009 to 29 June 2015.

Zhejiang Tianneng Energy Technology Co., Ltd. was recognised as a High-Tech company in 2009 and 2012 respectively and the applicable tax rate is 15% from 1 January 2009 to 29 October 2015.

During the year ended 31 December 2013, withholding tax on undistributed profits from PRC subsidiaries provided for the year ended 31 December 2012 was reversed upon the Group's obtaining an approval issued by the relevant tax bureau in the PRC for the Group to use the non-resident's claim treatment under the Double Taxation Agreement between Hong Kong and the Mainland China in respect of Tianneng Power (Hong Kong) Limited, a subsidiary of the Company. Accordingly, a reduced withholding tax rate of 5% was applied to the amount of undistributed profits from PRC subsidiaries for the year ended 31 December 2012.

Withholding tax of approximately RMB2,100,000 (2012:RMB22,799,000) has been provided for in the year ended 31 December 2013 with reference to the anticipated dividends to be distributed by the PRC entities to non-PRC tax residents.

14. 稅項(續)

天能電池集團有限公司被確認為高科技企業，且二零一零年一月一日起至二零一四年十月十四日享受15%之稅率。

天能電池(蕪湖)有限公司分別於二零零九年及二零一二年被確認為高科技企業，且二零零九年一月一日起至二零一五年六月二十九日的適用稅率為15%。

浙江天能能源科技有限公司分別於二零零九年及二零一二年被確認為高科技企業，且二零零九年一月一日起至二零一五年十月二十九日的適用稅率為15%。

於截至二零一三年十二月三十一日止年度內，自中國附屬公司提撥截至二零一二年十二月三十一日止年度的未分配利潤的預提所得稅，已於本集團就本公司附屬公司天能動力(香港)有限公司取得中國有關稅務局發出有關准許本集團使用非居民享受中港避免雙重徵稅協定優惠的批文後撥回。因此，5%的扣減預提所得稅乃就截至二零一二年十二月三十一日止年度中國附屬公司之未分配利潤之金額而作出。

截至二零一三年十二月三十一日止年度，經參考中國實體將向非中國稅項居民納稅人股東分派的預期股息，已計提約人民幣2,100,000元(二零一二年：人民幣22,799,000元)預提所得稅。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14. TAXATION (Continued)

The taxation charge for the year can be reconciled to the profit before taxation per consolidated statement of profit or loss and other comprehensive income as follows:

14. 稅項(續)

年內稅項支出可與綜合損益及其他全面收益表所示除稅前溢利對賬如下：

		2013 二零一三年		2012 二零一二年	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Profit before taxation	除稅前溢利	141,240		912,515	
Tax at the applicable income tax rate of 25% (2012: 25%) (note)	按適用所得稅稅率 25% (二零一二年：25%) 計算之稅項(註)	35,310	25.0	228,129	25.0
Tax effect of expenses not deductible for tax purposes	不可扣稅支出之稅務影響	13,459	9.5	10,036	1.1
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	3,769	2.7	5,108	0.6
Tax effect of deductible temporary differences not recognised	可減免稅項影響未確認之可扣減暫時性差異之稅務影響	863	0.6	3,934	0.4
Utilisation of tax losses and deductible temporary differences previously not recognised	動用之前未確認之稅收虧損及可扣減暫時性差異	(6,735)	(4.8)	(4,603)	(0.5)
Income tax at concessionary rates	入息稅獲授稅務優惠	(3,663)	(2.6)	(29,572)	(3.2)
Over provision in prior years	以往年度撥備過度	(3,115)	(2.2)	(13,947)	(1.5)
Tax effect of applying a reduced withholding tax rate on undistributed profits retained in prior years in PRC subsidiaries	就以往年度於中國附屬公司保留的未分配利潤獲准使用優惠預扣稅率的稅務影響	(10,100)	(7.2)	-	-
Tax effect of additional deduction related to research and development costs and certain staff costs	研發成本與若干員工成本額外扣減之稅務影響	(20,973)	(14.8)	(18,768)	(2.1)
Withholding tax on undistributed profits of PRC subsidiaries	中國附屬公司未分配利潤的預提所得稅	2,100	1.5	22,799	2.5
Taxation charge and effective tax rate for the year	年內稅項支出及實際稅率	10,915	7.7	203,116	22.3

Note: The domestic income tax rate of 25% (2012: 25%) represents the PRC Enterprise Income Tax rate of which the Group's operations are substantially based.

註：當地所得稅率 25% (二零一二年：25%) 指本集團大部分業務所在地區之中國企業所得稅率。

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綜合財務報表附註

15. DIVIDENDS

15. 股息

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
2012 final dividend recognised as distribution of HK23.8 cents (equivalent to RMB18.94 cents) (2011: HK20.8 cents (equivalent to RMB16.9 cents)) per ordinary share	確認為宣派之二零一二年末期股息每股普通股23.8港仙(相等於人民幣18.94分(二零一一年: 20.8港仙(相等於人民幣16.9分)))	210,648	186,543
2013 final dividend proposed of HK4.6 cents (equivalent to RMB3.62 cents) (2012: HK23.8 cents (equivalent to RMB19.19 cents)) per ordinary share	建議派發二零一三年末期股息每股普通股4.6港仙(相等於人民幣3.62分(二零一二年: 23.8港仙(相等於人民幣19.19分)))	40,212	210,965

A final dividend of HK4.6 cents (equivalent to RMB3.62 cents) per ordinary share (2012: HK23.8 cents (equivalent to RMB19.19 cents) per share) has been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

董事建議派發每股普通股4.6港仙(相當於每股人民幣3.62分(二零一二年: 23.8港仙(相當於人民幣19.19分)))的末期股息, 此尚須由股東於應屆股東週年大會上批准。

16. EARNINGS PER SHARE

16. 每股盈利

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Earnings: Earnings for the purposes of calculating basic and diluted earnings per share – attributable to the owners of the Company	盈利: 計算每股基本及攤薄盈利之盈利 – 歸屬於本公司擁有人	135,295	710,137
Number of shares: Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	股份數目: 計算每股基本盈利而言之普通股加權平均數	1,108,535,726	1,096,522,542
Effect of dilutive potential ordinary shares – share options	普通股潛在攤薄之影響 – 購股權	9,967,298	13,394,475
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	計算每股攤薄盈利之普通股加權平均數	1,118,503,024	1,109,917,017

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綜合財務報表附註

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Buildings	Plant and machinery	Motor vehicles	Furniture, fixtures and equipment	Leasehold improvements	Construction in progress	Total
		房屋	廠房及機械	汽車	傢俬、固定裝置及設備	租賃裝修	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
COST	成本							
At 1 January 2012	於二零一二年一月一日	532,041	632,605	32,283	46,381	747	602,556	1,846,613
Acquired on acquisition of subsidiaries (note 34)	收購附屬公司所得 (附註34)	119,508	99,368	1,771	3,066	2,892	3,905	230,510
Additions	添置	19,257	86,410	13,570	31,246	-	612,426	762,909
Transfer	轉移	271,737	228,297	-	22,314	-	(522,348)	-
Disposal/write-off	報廢/處置	(23,468)	(83,989)	(924)	(950)	-	-	(109,331)
At 31 December 2012	於二零一二年十二月三十一日	919,075	962,691	46,700	102,057	3,639	696,539	2,730,701
Additions	添置	7,703	88,840	4,989	40,816	1,097	639,109	782,554
Transfer	轉移	96,600	201,286	196	1,112	-	(299,194)	-
Disposal/write-off	報廢/處置	(15,208)	(52,953)	(2,359)	(2,226)	-	-	(72,746)
At 31 December 2013	於二零一三年十二月三十一日	1,008,170	1,199,864	49,526	141,759	4,736	1,036,454	3,440,509
DEPRECIATION AND IMPAIRMENT	折舊及減值							
At 1 January 2012	於二零一二年一月一日	76,611	157,946	12,404	15,454	719	-	263,134
Provided for the year	年內撥備	35,735	75,107	5,798	10,890	67	-	127,597
Eliminated on disposal/write-off	報廢/處置時撇銷	(3,735)	(38,472)	(577)	(337)	-	-	(43,121)
At 31 December 2012	於二零一二年十二月三十一日	108,611	194,581	17,625	26,007	786	-	347,610
Provided for the year	年內撥備	45,675	102,062	7,144	32,507	333	-	187,721
Impairment loss recognised in profit or loss	於損益中確認減值虧損	19,426	19,447	-	-	-	-	38,873
Eliminated on disposal/write-off	報廢/處置時撇銷	(2,732)	(21,129)	(1,831)	(1,058)	-	-	(26,750)
At 31 December 2013	於二零一三年十二月三十一日	170,980	294,961	22,938	57,456	1,119	-	547,454
CARRYING VALUES	賬面值							
At 31 December 2013	於二零一三年十二月三十一日	837,190	904,903	26,588	84,303	3,617	1,036,454	2,893,055
At 31 December 2012	於二零一二年十二月三十一日	810,464	768,110	29,075	76,050	2,853	696,539	2,383,091

Notes to the Consolidated Financial Statements

綜合財務報表附註

17. PROPERTY, PLANT AND EQUIPMENT (Continued)

The estimated useful lives of each category of property, plant and equipment are as follows:

Buildings	20 years
Plant and machinery	10 years
Motor vehicles	5 years
Furniture, fixtures and equipment	5 – 10 years
Leasehold improvements	5 years

As at 31 December 2013, included in buildings held for own use are buildings with aggregate carrying amount of approximately RMB240,727,000 (2012: RMB128,004,000) whose official legal title has not been obtained.

During the year ended 31 December 2013, the Group received government grants of approximately RMB24,700,000 (2012: RMB21,500,000) in relation to certain property, plant and equipment of the Group. The Group recognised the amount as a deduction from the carrying amount of the relevant assets and will transfer this to profit or loss over the useful lives of the assets.

During the year ended 31 December 2013, the Group carried out a review of the recoverable amount of a manufacturing plant and its machinery and determined that a number of those assets were impaired due to physical damage and technical obsolescence. The review led to the recognition of an impairment loss of RMB 38,873,000 (2012: nil), which has been recognised in profit or loss. The recoverable amounts of the relevant assets have been determined on the basis of their value in use.

17. 物業、廠房及設備(續)

各類別物業、廠房及設備之估計可用年期如下：

房屋	20年
廠房及機械	10年
汽車	5年
傢俬、裝置及設備	5至10年
租賃裝修	5年

於二零一三年十二月三十一日，賬面值總額為約人民幣240,727,000元(二零一二年：人民幣128,004,000元)之持作自用房屋建築物未獲得官方合法業權。

於截至二零一三年十二月三十一日止年度，本集團就本集團若干物業、廠房及設備取得政府補助金約人民幣24,700,000元(二零一二年：人民幣21,500,000元)。本集團確認該款項為相關資產賬面值之減少並將此按資產之可使用年期轉撥至損益。

於截至二零一三年十二月三十一日止年度，本集團檢討廠房及其設備之可收回金額，並釐定由實質損壞及技術過時而減值之該等資產數目。有關檢討導致確認減值虧損人民幣38,873,000元(二零一二年：無)，已於損益中確認。相關資產之可收回金額已按其使用價值釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

18. GOODWILL

18. 商譽

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Cost	成本		
At beginning of the year	年初	8,715	-
Arising from acquisition of subsidiaries (note 34)	來自收購附屬公司(附註 34)	-	8,715
At the end of the year	年終	8,715	8,715
Accumulated impairment losses	累計減值虧損		
At beginning of the year	年初	-	-
Impairment losses recognised in the year	年內已確認之減值虧損	(8,216)	-
At the end of the year	年終	(8,216)	-
Carrying amounts	賬面值		
Balance at 31 December	於十二月三十一日之結餘	499	8,715

On 31 July 2012, the Group acquired a 51% equity interest in 濟源市萬洋綠色能源有限公司 Jiyuan Wanyang Green Energy Co., Ltd. ("Jiyuan Wanyang") from an independent third party at a cash consideration of approximately RMB56,250,000, resulting in a goodwill of RMB499,000 as disclosed in note 34.

於二零一二年七月三十一日，本集團向獨立第三方收購於濟源市萬洋綠色能源有限公司(「濟源萬洋」)的51%股權，現金代價約為人民幣56,250,000元，產生商譽人民幣499,000元(如附註34所披露)。

On 31 July 2012, the Group acquired a 70% equity interest in 安徽中能電源有限公司 Anhui Zhongneng Power Supply Co., Ltd. ("Anhui Zhongneng") from independent third parties at a cash consideration of approximately RMB15,500,000, resulting in a goodwill of RMB8,216,000 as disclosed in note 34.

於二零一二年七月三十一日，本集團向獨立第三方收購於安徽中能電源有限公司(「安徽中能」)的70%股權，現金代價約為人民幣15,500,000元，產生商譽人民幣8,216,000元(如附註34所披露)。

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Jiyuan Wanyang	濟源萬洋	499	499
Anhui Zhongneng	安徽中能	-	8,216
At the end of the year	年終	499	8,715

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綜合財務報表附註

18. GOODWILL (Continued)

For the purposes of impairment testing, the two subsidiaries are considered two cash-generating units ("CGU") as they can generate cash flows that are largely independent of the cash inflows from other assets or groups of assets.

During the year ended 31 December 2013, management of the Group determines that there is no impairment in relation to the goodwill arising on the acquisition of Jiyuan Wanyang.

During the year ended 31 December 2013, the Group recognised an impairment loss of RMB8,216,000 in relation to the goodwill arising on the acquisition of Anhui Zhongneng as a result of the unexpected poor performance of Anhui Zhongneng.

The basis of the estimation of the recoverable amount of the above CGUs and the major underlying assumptions are summarised below:

The recoverable amount has been determined based on a value-in-use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period, and a discount rate of 14% (2012: 14%). The CGU's cash flows beyond the 5-year period are extrapolated using a steady growth rate of 3% (2012: 3%). The growth rate used is based on management's best estimation on growth forecasts and does not exceed the average long-term growth rate for the relevant markets. Other key assumptions for the value in-use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin.

19. PREPAID LEASE PAYMENTS**18. 商譽(續)**

對於減值測試而言，有關附屬公司被視為兩個現金產生單位（「現金產生單位」），作為可產生大部分獨立於其他資產或資產組別之現金流入之現金流量的兩間已收購附屬公司。

於截至二零一三年十二月三十一日止年度，本集團管理層釐定收購濟源萬洋所產生之商譽並無減值。

於截至二零一三年十二月三十一日止年度，由於安徽中能之表現未如理想，本集團確認有關收購安徽中能所產生之商譽之減值虧損為人民幣8,216,000元。

估計上述現金產生單位的可收回金額及其主要相關假設概述如下：

可收回金額乃根據使用價值計算釐定。有關計算會採用按管理層所批准之涵蓋五年期財政預算得出之現金流量預測以及折現率為14%（二零一二年：14%）。而超過五年期的現金產生單位現金流量則採用穩定的3%（二零一二年：3%）之增長率推算。所使用之增長率乃按照管理層對增長預測之最佳估計計算，而不會超過有關市場之平均長期增長率。計算使用價值時採納之其他主要假設涉及現金流入／流出估計，其中包括預算銷售額及毛利率。

19. 預付租賃款項

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Non-current	非流動	233,795	157,532
Current	流動	6,208	3,837
		240,003	161,369

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綜合財務報表附註

19. PREPAID LEASE PAYMENTS (Continued)

As at 31 December 2013, included in prepaid lease payments are land use rights of RMB29,760,000 (2012: RMB4,714,000) whose official land use rights have not been obtained.

The amount represents prepayment for land use rights situated in the PRC for a period of 50 years.

During the year ended 31 December 2013, the Group received government grants of approximately RMB11,337,000 (2012: RMB158,643,000) in relation to certain land leases of the Group. The Group recognised the amount as a deduction from the carrying amount of the relevant assets and will transfer this to profit or loss over the useful lives of the land leases.

19. 預付租賃款項(續)

於二零一三年十二月三十一日，在列入預付租賃款項中，有價值人民幣29,760,000元(二零一二年：人民幣4,714,000元)之土地使用權並未獲得官方土地使用權。

該款項指就位於中國為期50年之土地使用權預付款項。

於截至二零一三年十二月三十一日止年度，本集團就本集團若干土地租賃取得政府補助金約人民幣11,337,000元(二零一二年：人民幣158,643,000元)。本集團確認該款項為相關資產賬面值之減少及將此按土地租賃之可使用年期轉撥至損益。

20. INTEREST IN AN ASSOCIATE**20. 聯營公司權益**

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Cost of investment in an unlisted entity	於未上市實體之投資成本	1,800	1,800
Share of post-acquisition losses	分佔收購後的虧損份額	(1,208)	(780)
		592	1,020

Particulars of the Group's associate at 31 December 2013 and 31 December 2012 are as follows:

本集團之聯營公司於二零一三年十二月三十一日及二零一二年十二月三十一日之詳情如下：

Name of associate 聯營公司名稱	Country and date of establishment and place of operation 註冊成立之國家及日期 及營運地點	Fully paid registered capital 繳足註冊資本	Attributable equity interest to the Group 本集團應佔權益		Principle activity 主要業務
			2013 二零一三年	2012 二零一二年	
金華三方新能源 汽車服務有限公司 (Jinhua Sanfang New Energy Automobile Services Co. Ltd.)	PRC – Limited liability company 31 December 2010 中國一有限公司 二零一零年 十二月三十一日	Registered capital – RMB6,000,000 註冊資本一 人民幣 6,000,000元	30%	30%	Rental of electric motor vehicles 電動汽車電池租賃

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綜合財務報表附註

20. INTEREST IN AN ASSOCIATE (Continued)

The summarised financial information in respect of the Group's associate is set out below:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Total assets	資產總額	2,228	3,654
Total liabilities	負債總額	255	253
Net assets	資產淨值	1,973	3,401
Group's share of net assets of an associate	本集團應佔聯營公司之資產淨值	592	1,020
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Revenue	收入	73	87
Loss for the year	年度虧損	(1,427)	(1,463)
Group's share of loss of an associate for the year	本集團應佔聯營公司之年度虧損	(428)	(439)

20. 聯營公司權益(續)

有關本集團聯營公司之財務資料概要列載如下：

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綜合財務報表附註

21. DEFERRED TAXATION

The following are the major deferred tax assets (liabilities) recognised and movements thereon during the current and prior years:

Deferred income	Withholding tax	Fair value adjustment on property, plant and equipment and prepaid lease payments arising from acquisition of subsidiaries	Interest capitalisation	Fair value change of held-for-trading investments	Provision for inventories, trade and other receivables	Accrued warranty	Accrued expenses	Impairment loss on property, plant and equipment	Tax losses	Others	Total
遞延收入	預提所得稅	之公平值調整	利息資本化	公平值變動	存貨、應收貿易賬款及其他應收款項之撥備	應計保用費	應計開支	物業、廠房及設備之減值虧損	稅項虧損	其他	合計
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2012	於二零一二年一月一日	-	(18,000)	-	(55)	11,974	7,462	31,618	-	-	32,999
Arising on acquisition of subsidiaries (note 34)	收購附屬公司所得 (附註 34)	-	-	(2,768)	-	99	-	-	-	-	(2,669)
(Charge)/credit to profit or loss	(扣除)/計入損益表	41,944	(22,799)	1,126	(8,548)	(734)	1,534	2,547	29,064	-	37,922
Transfer to withholding tax on distribution of earnings from PRC subsidiaries	轉撥至有關中國附屬公司分派盈利之預扣稅	-	40,799	-	-	-	-	-	-	-	40,799
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及二零一三年一月一日	41,944	-	(1,642)	(8,548)	(789)	13,607	10,009	60,682	-	109,051
(Charge)/credit to profit or loss	(扣除)/計入損益表	4,162	(2,300)	352	(8,560)	859	2,059	(6,537)	9,718	28,156	52,296
At 31 December 2013	於二零一三年十二月三十一日	46,106	(2,300)	(1,290)	(7,708)	70	15,666	33,956	54,125	9,718	161,347

The following is the analysis of the deferred tax balance for financial report presentation purposes:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	191,859	126,944
Deferred tax liabilities	遞延稅項負債	(30,512)	(17,893)
		161,347	109,051

At 31 December 2013, the Group has not recognised deductible temporary differences on provision for inventories, trade and other receivables, accrued warranty and other accrued expenses of approximately RMB4,939,000 (2012: RMB22,396,000) as it is not probable that taxable profit will be available against which the deductible temporary difference can be utilised.

21. 遞延稅項

下表列載於本年度及以往年度已確認之主要遞延稅項資產(負債)及其變動:

下表列載財務報告列報目的之遞延稅項餘額分析:

於二零一三年十二月三十一日，由於應課稅溢利可用於抵銷可扣減暫時差額的機會不大，本集團未有就存貨、貿易及其他應收款項之撥備、應計保用費及其他應計開支約人民幣4,939,000元(二零一二年：人民幣22,396,000元)確認可扣減暫時性差異。

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21. DEFERRED TAXATION (Continued)

At 31 December 2013, the Group had unused tax losses of approximately RMB15,074,000 (2012: RMB54,920,000) available to offset against future profits. No deferred tax assets been recognised in respect of such losses due to the unpredictability of future profit streams. Such unrecognised losses will expire at various dates up to and including 2018 (2012: 2017).

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to approximately RMB1,650 million (2012: RMB1,550 million) as the Group is able to control the timing of the reversal of the temporary differences and the Group has determined that this portion of profits derived from these PRC operating subsidiaries will be retained by these subsidiaries and will not be distributed in the foreseeable future. Therefore, it is probable that such differences will not reverse in the foreseeable future.

22. INVENTORIES

Raw materials	原料
Work-in-progress	在製品
Finished goods	製成品

21. 遞延稅項(續)

於二零一三年十二月三十一日，本集團有未動用稅項虧損約人民幣15,047,000元(二零一二年：人民幣54,920,000元)可作抵銷日後溢利之用。由於日後溢利來源無法預測，故並無將該等虧損確認遞延稅項資產。該等未確認虧損將於截至及包括二零一八年(二零一二年：二零一七年)各個日期屆滿。

根據中國企業所得稅法，由二零零八年一月一日起，有關中國附屬公司所派發之股息需徵收預提稅。因本集團可控制暫時性差異轉回之時間，本綜合財務報表並未有就應佔中國附屬公司之累計溢利約人民幣1,650,000,000元(二零一二年：人民幣1,550,000,000元)之暫時性差異作出遞延稅項撥備及本集團已決定自該等中國營運附屬公司產生的該部分利潤將保存在相關營運附屬公司，在可預見之未來將不會分配。因此，該等差異在可預見之未來將不會轉回。

22. 存貨

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Raw materials	原料	713,113	663,511
Work-in-progress	在製品	1,117,117	1,242,580
Finished goods	製成品	26,815	47,755
		1,857,045	1,953,846

23. HELD-FOR-TRADING INVESTMENTS

At 31 December 2013, the investments represent equity securities listed in Hong Kong. Fair values are determined with reference to quoted market bid prices.

23. 交易性投資

於二零一三年十二月三十一日，投資指於香港上市的股票，其公平值根據市場報價確定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24. BILLS, TRADE AND OTHER RECEIVABLES

24. 應收票據、應收貿易賬款及其他應收款項

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Bills receivables	應收票據	628,830	621,269
Trade receivables	應收貿易賬款	485,609	643,323
Less: Allowance for bad and doubtful debts	減：呆壞賬之撥備	(58,043)	(55,400)
		427,566	587,923
Other receivables	其他應收款項	98,353	50,923
Less: Allowance for bad and doubtful debts	減：呆壞賬之撥備	(7,323)	(5,703)
		91,030	45,220
Prepayments	預付款項	278,007	100,601
Value Added Tax receivables	應收增值稅	231,354	202,629
		1,656,787	1,557,642

The following is an aged analysis of bills receivables at the end of the reporting period:

下表乃於報告期末應收票據之賬齡分析：

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
0 to 180 days	0至180天	628,830	621,269

Notes to the Consolidated Financial Statements

綜合財務報表附註

24. BILLS, TRADE AND OTHER RECEIVABLES
(Continued)

The Group has a policy of allowing an average credit period of 45 days (2012: 45 days) for trade debtors. The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on the invoice date at the end of the reporting period, which approximated the respective revenue recognition dates:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
0 to 45 days	0至45天	280,062	459,186
46 to 90 days	46至90天	105,233	92,052
91 to 180 days	91至180天	16,112	27,653
181 to 365 days	181至365天	26,159	9,032
		427,566	587,923

Before accepting any new customer, the Group will internally assess the credit quality of the potential customer and defines appropriate credit limits.

Management closely monitors the credit quality of trade receivables and considers trade receivables that are neither past due nor impaired to be of a good credit quality.

Other receivables are unsecured and interest-free.

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of approximately RMB147,504,000 (2012: RMB128,737,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss.

24. 應收票據、應收貿易賬款及其他應收款項(續)

本集團之政策為給予應收貿易賬款45天(二零一二年:45天)之平均信貸期。報告期末按發票日期(與各自的收益確認日期相若)對應收貿易賬款扣除呈報之呆賬撥備後所作之賬齡分析如下:

在接納任何新客戶前,本集團將內部評估準客戶之信貸質量及訂定合適的信貸額度。

管理層會密切監察應收貿易賬款之信貸質素,並認為應收貿易賬款既無逾期,亦無減值,而且信貸質素良好。

其他應收款項為無抵押及免息。

本集團之應收貿易賬款結餘包括總賬面值約人民幣147,504,000元(二零一二年:人民幣128,737,000元)之應收賬款,於報告期末為已逾期但本集團並未就其減值虧損作出撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24. BILLS, TRADE AND OTHER RECEIVABLES
(Continued)

The following is an aged analysis of trade receivables which are past due but not impaired:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
46 to 90 days	46 至 90 天	105,233	92,052
91 to 180 days	91 至 180 天	16,112	27,653
181 to 365 days	181 至 365 天	26,159	9,032
		147,504	128,737

Based on the historical experience of the Group, trade receivables which are past due for less than one year but not impaired are generally recoverable. The Group does not hold any collateral over these balances.

The Group has no significant concentration of credit risk on bills, trade and other receivables, with exposure spreading over a large number of counterparties and customers.

The Group has provided fully for trade and other receivables over 1 year which are expected to be not recoverable because historical experience is such that receivables that are past due beyond 1 year are generally not recoverable. Impairment for trade receivables over 45 days are provided for based on estimated irrecoverable amounts from the sale of goods, determined by reference to past default experience and objective evidences of impairment.

Movement in the allowance for doubtful debts – trade receivables**24. 應收票據、應收貿易賬款及其他應收款項(續)**

以下為已逾期但未減值之應收貿易賬款之賬齡分析：

本集團根據過往經驗認為，已逾期少於一年但無減值之應收貿易賬款乃一般可予收回。本集團概無就該等結餘持有任何抵押品。

本集團之應收票據、應收貿易賬款及其他應收款項乃分散至大量交易對手及客戶，故本集團並無就此承擔重大信貸集中風險。

本集團已就所有超過一年預期不可收回之應收貿易賬款及其他應收款項作出全數撥備，此乃因為按照歷史慣例，逾期超過一年之應收款項一般不可收回。基於銷售商品之估計不可收回款項，超過45天的應收貿易賬款減值均予撥備，乃按過往拖欠經驗及客觀減值證據釐定減值金額。

呆壞賬撥備之變動—應收貿易賬款

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
1 January	一月一日	55,400	48,272
Allowance for bad and doubtful debts	呆壞賬之撥備	6,136	7,483
Reversal of bad and doubtful debts	呆壞賬撥回	(3,493)	(355)
31 December	十二月三十一日	58,043	55,400

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綜合財務報表附註

24. BILLS, TRADE AND OTHER RECEIVABLES
(Continued)**Movement in the allowance for doubtful debts – other receivables**

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
1 January	一月一日	5,703	5,241
Allowance for bad and doubtful debts	呆壞賬之撥備	1,620	1,121
Reversal of bad and doubtful debts	呆壞賬撥回	–	(626)
Amounts written off as uncollectible	不可收回之撇銷金額	–	(33)
31 December	十二月三十一日	7,323	5,703

In determining the recoverability of the trade and other receivables, the Group reassesses the credit quality of the trade and other receivables from the date credit was initially granted up to the reporting date. Based on the historical experience of the Group, the directors believe that no further allowance is required.

25. TRANSFERS OF FINANCIAL ASSETS

At 31 December 2013, the Group has discounted bills receivables to banks and transferred bills receivables to its suppliers to settle its payables through endorsing the bills to its suppliers. The Group has derecognised these bills receivables and the payables to suppliers in their entirety. In the opinion of the directors of the Company, the Group has limited exposure in respect of the settlement obligation of these bills receivable under relevant PRC rules and regulations should the issuing bank failed to settle the bills on maturity date. The Group considered the issuing banks of the bills are of good credit quality and the risk of non-settlement by the issuing banks on maturity is insignificant.

As at 31 December 2013, the Group's maximum exposure to loss, which is the same as the amount payable by the Group to banks or the suppliers in respect of the discounted bills and endorsed bills, should the issuing banks fail to settle the bills on maturity, amounted to RMB100,000,000 (2012: RMB195,964,000) and RMB1,096,885,000 (2012: RMB885,062,000), respectively.

All the bills receivables discounted to banks or endorsed to suppliers of the Group have a maturity date of less than six months from the end of the reporting period.

24. 應收票據、應收貿易賬款及其他應收款項(續)**呆壞賬撥備之變動－其他應收款項**

在釐定應收貿易賬款及其他應收款項之可收回性時，本集團由初始授出信貸起直至報告日期為止重新評估應收應收貿易賬款及其他應收款項之信用質素。根據本集團之過往經驗，董事相信並無作出進一步撥備之需要。

25. 轉讓金融資產

於二零一三年十二月三十一日，本集團已向銀行貼現應收票據及向其供應商轉讓應收票據，以通過向供應商背書票據結算應付賬款。本集團已全部終止確認該等應收票據及應付供應商的應付賬款。本公司董事認為，倘開證行未能於到期日結算票據，根據有關中國法律及法規，本集團就該等應收票據結算責任所承擔之風險有限。本集團認為，票據開證行具有良好信貸質素且開證行於到期日未能結算之風險微不足道。

於二零一三年十二月三十一日，倘開證行未能於到期日結算票據分別為人民幣100,000,000元(二零一二年：人民幣195,964,000元)及人民幣1,096,885,000元(二零一二年：人民幣885,062,000元)，本集團所承受的最大虧損風險，與本集團就貼現票據及背書票據應付銀行或供應商款項相同。

所有向銀行貼現或背書予本集團供應商的應收票據，自報告期末起於六個月內到期。

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綜合財務報表附註

**26. TIME DEPOSIT/PLEDGED BANK DEPOSITS/
BANK BALANCES AND CASH**

Time deposit at 31 December 2012 represented bank deposits placed in a bank in the PRC with a maturity of one year. The interest rate was fixed at 3.25% per annum in 2012. There is no time deposit at 31 December 2013.

Pledged bank deposits represented bank deposits pledged to banks to secure short-term banking facilities granted to the Group. The pledged deposits at 31 December 2013 carried an interest rate of 2.80% (2012: 3.05% to 3.30%) per annum.

Bank balances and cash comprise cash at bank that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. Bank balances at 31 December 2013 carry interest at market rates which ranged from 0.01% to 0.35% (2012: 0.001% to 0.35%) per annum.

At 31 December 2013, certain time deposit, bank balances and cash and pledged bank deposits of approximately RMB941,714,000 (2012: RMB1,005,681,000) are denominated in RMB which is not a freely convertible currency in the international market. The remittance of these funds out of the PRC is subject to exchange restrictions imposed by the Government of the PRC.

27. OTHER FINANCIAL ASSETS

At 31 December 2012, the Group had a contract with a bank for a period of one month. The significant terms and conditions relating to the financial assets as FVTPL were as follows:

Notional amount 賬面金額	Start date 起息日	End date 到期日	Interest rate 利率
RMB4,500,000 人民幣4,500,000元	21 December 2012 2012年12月21日	8 January 2013 2013年1月8日	Variable 浮動

**26. 定期存款／受限制銀行存款／銀
行結餘及現金**

於二零一三年十二月三十一日，定期存款存放於中國境內一家銀行，於一年到期。二零一二年之固定年利率為3.25%。於二零一三年十二月三十一日概無任何定期存款。

受限制銀行存款指已抵押予銀行作為授予本集團之短期銀行信貸之擔保之銀行存款。於二零一三年十二月三十一日已抵押存款按2.80%（二零一二年：3.05%至3.30%）的年利率計息。

銀行結餘及現金包括銀行現金隨時可兌換為已知現金金額，且變動之風險極微。於二零一三年，銀行結餘按介乎0.01%至0.35%（二零一二年：0.001%至0.35%）的市場年利率計息。

於二零一三年十二月三十一日，若干定期存款、銀行結餘及現金以及受限制銀行存款約人民幣941,714,000元（二零一二年：人民幣1,005,681,000元）按人民幣計值，該等款項不能於國際市場自由兌換。從中國匯出有關資金須受中國政府實施的外匯限制規限。

27. 其他金融資產

	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Financial assets designated as at FVTPL 指定為按公平值計入損益 之金融資產	-	4,500

於二零一二年十二月三十一日，本集團與一家銀行簽訂為期一個月的合約。下表列載公平值計入損益的金融資產有關的重要條款及條件：

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綜合財務報表附註

27. OTHER FINANCIAL ASSETS (Continued)

The product was a principal-protected deposit. The yield rate was related to the net value of an index, namely Total Assets Spot ("NVTAS") which is a portfolio of debt securities, after deducting management fee payable to the bank on each business date ("Daily Appreciation") during the contracted period.

The other financial assets at 31 December 2012 had been fully settled on 8 January 2013 with a yield rate of 2.3%. The directors of the Company consider that the fair value of the other financial assets approximated to its carrying value at 31 December 2012.

28. BILLS, TRADE AND OTHER PAYABLES

Trade payables	應付貿易賬款
Bills payables	應付票據
Other payables and accrued charges (note)	其他應付款項及應計費用(註)

Note:

The Group provided a warranty of up to 15 months on all lead-acid battery products. For lead-acid battery products found to be defective under the terms of the warranty, the Group undertakes to replace the battery free of charge for products returned within 8 months from the date of sale, and to repair the battery free of charge for products returned between the 9th month to the 15th month after the date of sale. A warranty expense is estimated and accrued at the time of sale and is based upon various factors including the estimated net realisable value of products replaced, estimated volume of warranty claims with reference to prior experience and number of products sold. The amount of accrued warranty is adjusted to reflect the actual costs incurred when information becomes available.

27. 其他金融資產(續)

該合約為保本型產品。合約存續期間每日收益率與扣除應付銀行管理費後之資產池(信用證券之投資組合)淨值系數相掛鉤。

於二零一二年十二月三十一日之其他金融資產已於二零一三年一月八日全額收回，實際收益率為2.3%。本公司董事確認於二零一二年十二月三十一日該其他金融資產之公平值與其賬面值大致相若。

28. 應付票據、應付貿易賬款及其他應付款項

	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Trade payables	772,145	533,863
Bills payables	183,500	-
Other payables and accrued charges (note)	964,867	746,659
	1,920,512	1,280,522

註：

本集團為所有鉛酸動力電池產品提供最長15個月的保用。根據保用條款，倘電池於保用期內出現任何操作不良，本集團承諾於出售日期起8個月內免費為退回的產品更換電池，並於出售日期後9至15個月內免費為退回的產品維修電池。保用費於出售時作出估計及預提，並根據各種因素(包括退回產品之估計可變現淨值、經參考估計保用賠償量及出售之產品數目)而計算。在資料可供使用時，預提的保用額將會有調整以反映產生的實際開支。

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綜合財務報表附註

28. BILLS, TRADE AND OTHER PAYABLES (Continued)

At 31 December 2013, included in the other payables and accrued charges is a warranty provision of RMB203,132,000 (2012: RMB43,103,000) which represents management's best estimate of the Group's liability within the 15-month warranty period granted on the Group's lead-acid battery products. Details of the movement in the warranty provision are set out as below:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
At 1 January	一月一日	43,103	32,309
Provision in the year	年內撥備	537,652	200,719
Utilisation of provision	撥備動用	(377,623)	(189,925)
At 31 December	十二月三十一日	203,132	43,103

The Group normally receives credit terms of 5 days to 90 days (2012: 5 days to 90 days) from its suppliers. The following is an aged analysis of trade payables at the end of the reporting period, presented based on the invoice date:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
0 to 90 days	0至90天	657,919	474,281
91 to 180 days	91至180天	66,303	40,769
181 to 365 days	181至365天	32,634	11,711
1 to 2 years	一至兩年	8,199	3,647
Over 2 years	兩年以上	7,090	3,455
		772,145	533,863

28. 應付票據、應付貿易賬款及其他應付款項(續)

於二零一三年十二月三十一日，計入其他應付款項及應計費用的款項中，人民幣203,132,000元(二零一二年：人民幣43,103,000元)為保用費撥備，保用費撥備乃管理層就本集團根據以往經驗及業內之次貨平均比率給予電池產品15個月保用期所須承擔責任之最佳估計。保用費撥備具體變動如下：

本集團一般獲其供應商授予介乎5天至90天之信貸期(二零一二年：5天至90天)。應付貿易賬款於報告期末，基於發票日期呈列之賬齡分析如下：

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綜合財務報表附註

29. AMOUNTS DUE TO RELATED PARTIES

Details of the amounts due to related parties are as follows:

Name of related parties	關連方名稱	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
浙江長興欣欣包裝有限公司 Zhejiang Changxing Xin Xin Packaging Co., Ltd. ("Xin Xin Packaging") (note i)	浙江長興欣欣包裝有限公司 (「欣欣包裝」)(註 i)	375	124
朱忠華 Zhu, Zhonghua (note ii)	朱忠華(註 ii)	–	3,644
陳亞琴 Chen, Yaqin (note iii)	陳亞琴(註 iii)	–	10,910
濟源市萬洋冶煉(集團)有限公司 Jiyuan City Wangyang Smelting (Group) Co., Ltd. ("Wanyang Group") (note iv)	濟源市萬洋冶煉(集團)有限公司 (「萬洋集團」)(註 iv)	31,242	1,132
長興金陵大酒店 Changxing Jin Ling Hotel (note v)	長興金陵大酒店(註 v)	6	–
		31,623	15,810

Note:

- (i) Xin Xin Packaging is beneficially owned by Ms. Chen Pingping and Ms. She Fangli, who are the cousin and niece respectively of Mr. Zhang Tianren ("Mr. Zhang"). As at 31 December 2013, 407,355,650 shares of the Company (approximately 36.64% of the total issued shares of the Company as at 31 December 2013) are held by Prime Leader Global Limited which is incorporated in the British Virgin Island and is wholly-owned by Mr. Zhang. Mr Zhang is also a director of the Company.
- (ii) Zhu, Zhonghua was a non-controlling party of Anhui Zhongneng, a subsidiary of the Group. The Group acquired 70% equity interest of Anhui Zhongneng on 31 July 2012 and the remaining 30% equity interest on 29 October 2013.
- (iii) Chen, Yaqin is the spouse of Zhu, Zhonghua.
- (iv) Wanyang Group is a party which holds 49% interest of Jiyuan Wanyang, a 51% owned subsidiary of the Group.
- (v) Changxing Jin Ling Hotel is controlled by Mr. Zhang.

The amounts due to Xin Xin Packaging, Wanyang Group and Changxing Jin Ling Hotel are trade nature and have no fixed repayment terms and age less than 180 days.

The amounts due to Zhu, Zhonghua and Chen, Yaqin were non-trade nature, unsecured, non-interest bearing and were repaid in 2013.

29. 應付關連方款項

應付關連方款項詳情如下：

Name of related parties	關連方名稱	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
浙江長興欣欣包裝有限公司 Zhejiang Changxing Xin Xin Packaging Co., Ltd. ("Xin Xin Packaging") (note i)	浙江長興欣欣包裝有限公司 (「欣欣包裝」)(註 i)	375	124
朱忠華 Zhu, Zhonghua (note ii)	朱忠華(註 ii)	–	3,644
陳亞琴 Chen, Yaqin (note iii)	陳亞琴(註 iii)	–	10,910
濟源市萬洋冶煉(集團)有限公司 Jiyuan City Wangyang Smelting (Group) Co., Ltd. ("Wanyang Group") (note iv)	濟源市萬洋冶煉(集團)有限公司 (「萬洋集團」)(註 iv)	31,242	1,132
長興金陵大酒店 Changxing Jin Ling Hotel (note v)	長興金陵大酒店(註 v)	6	–
		31,623	15,810

註：

- (i) 欣欣包裝由陳平平女士及余芳麗女士實益擁有，陳平平女士及余芳麗女士分別為張天任先生(「張先生」)之表妹及表外甥女。於二零一三年十二月三十一日，本公司407,355,650股股份(約佔本公司於二零一三年十二月三十一日全部已發行股份之36.64%)由Prime Leader Global Limited持有，而Prime Leader Global Limited於英屬處女群島註冊成立並由張先生全資擁有。張先生亦為本公司董事。
- (ii) 朱忠華為本集團附屬公司安徽中能的非控股方。於二零一二年七月三十一日，本集團收購安徽中能的70%股權，並於二零一三年十月二十九日收購餘下30%股權。
- (iii) 陳亞琴為朱忠華的配偶。
- (iv) 萬洋集團持有濟源萬洋(本集團持有51%股權的附屬公司)的49%股權。
- (v) 長興金陵大酒店由張先生控制。

應付欣欣包裝、萬洋集團及長興金陵大酒店款項為貿易性質，並無固定償還期且賬齡少於180天。

應付朱忠華及陳亞琴之款項為非貿易性質，無抵押、免息，並已於二零一三年償還。

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綜合財務報表附註

30. BANK BORROWINGS

30. 銀行借貸

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Secured	有抵押	658,000	1,033,670
Unsecured	無抵押	2,060,594	1,394,126
		2,718,594	2,427,796
Carrying amounts repayable:	須於以下期間償還之賬面值：		
Within one year	一年內	2,142,900	2,357,796
More than two years but not more than five years	超過兩年但不超過五年	550,694	70,000
More than five years	超過五年	25,000	-
		2,718,594	2,427,796
Less: Amounts due within one year shown under current liabilities	減：列作流動負債之一年內 到期金額	(2,142,900)	(2,357,796)
Amounts shown under non-current liabilities	列作非流動負債金額	575,694	70,000

The bank borrowings at 31 December 2013 are denominated in RMB and carry fixed and variable interest rates ranging from 3.19% to 6.77% (2012: 3.59% to 7.60%) per annum, respectively.

Details of assets pledged by the Group at the end of the reporting period are set out in note 36.

於二零一三年十二月三十一日之銀行借貸乃以人民幣計值，分別按介乎於3.19%至6.77%（二零一二年：3.59%至7.60%）之固定及浮動年利率計息。

於報告期末時，作為銀行借貸之抵押資產詳情列載於附註36。

31. LOAN NOTES

31. 貸款票據

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Unsecured loan notes	無抵押貸款票據	78,806	478,593
Analysed as:	分析如下：		
Short-term loan notes (note 1)	短期貸款票據(註1)	-	400,000
Long-term loan notes (note 2)	長期貸款票據(註2)	78,806	78,593
		78,806	478,593

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31. LOAN NOTES (Continued)

Notes:

- (1) On 19 September 2012, Tianneng Battery Group Co., Ltd ("Tianneng Battery"), a wholly-owned subsidiary of the Company, obtained the notification of acceptance from the relevant PRC government authority for the registration and issue of short-term financing loan notes with a total amount of RMB750 million issuable within two years from the date of issue of the above notification of acceptance. On 24 October 2012, Tianneng Battery issued the first tranche of such loan notes with a principal amount of RMB400 million which bore interest at 6.55% per annum and was repaid on 24 October 2013.
- (2) On 19 July 2012, Tianneng Battery (Wuhu) Co., Ltd issued long-term loan notes with a principal amount of RMB80,000,000 at a discount and received proceeds of RMB78,500,000. The long-term loan notes bear interest at 7.3% per annum and are repayable on 19 July 2018.

At 31 December 2013, the amount is stated at amortised cost with the effective interest rate at 7.70% per annum.

31. 貸款票據(續)

註：

- (1) 天能電池集團有限公司(「天能電池集團」)(本公司之全資附屬公司)於二零一二年九月十九日就短期融資貸款票據註冊及發行取得了相關中國政府機構接受註冊通知書，註冊總金額人民幣7.5億元，註冊額度自上述接受註冊通知書發出起2年內有效。於二零一二年十月二十四日，天能電池集團發行第一期該等貸款票據，本金為人民幣4億元，按年利率6.55%計息，並已於二零一三年十月二十四日償還。
- (2) 於二零一二年七月十九日，天能電池(蕪湖)有限公司發行本金額為人民幣80,000,000元的長期貸款票據貼現及已收款項為人民幣78,500,000元。長期貸款票據，按年利率7.3%計息，並須於二零一八年七月十九日償還。

於二零一三年十二月三十一日，該款項按攤銷成本計量，實際年利率為7.70%。

32. SHARE CAPITAL

32. 股本

		Number of shares 股數		Amount equivalent to 金額相當於	
		2013 二零一三年	2012 二零一二年	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Shares of the Company with nominal value of HK\$0.1 each	本公司面值每股0.1港元之股份				
Authorised:	法定：				
At 1 January 2012,	於二零一二年一月一日、				
31 December 2012,	二零一二年十二月三十一日、				
1 January 2013 and	二零一三年一月一日及				
31 December 2013	二零一三年十二月三十一日	2,000,000,000	2,000,000,000	212,780	212,780
Issued and fully paid:	已發行及繳足：				
At beginning of year	於年初	1,099,348,000	1,089,799,000	107,696	106,917
Exercise of share options	購股權行使權	12,560,000	9,549,000	1,014	779
At end of year	於年末	1,111,908,000	1,099,348,000	108,710	107,696

32. SHARE CAPITAL (Continued)

Note:

During the year ended 31 December 2013, 12,560,000 share options were exercised at a subscription price of HK\$1.22 per share (equivalent to approximately RMB0.985 per share), resulting in the issue of 12,560,000 ordinary shares of HK\$0.1 each in the Company.

During the year ended 31 December 2012, 9,549,000 share options were exercised at a subscription price of HK\$1.22 per share (equivalent to approximately RMB0.995 per share), resulting in the issue of 9,549,000 ordinary shares of HK\$0.10 each in the Company.

All the shares issued by the Company during the year ended 31 December 2013 and 31 December 2012 ranked pari passu in all respects with all shares in issue.

33. SHARE OPTION SCHEMES

The Company has a share option scheme (the "Scheme") for eligible directors of the Company, eligible employees of the Group and other selected participants. According to the terms of the Scheme, options granted must be taken up within 28 days from the date of grant, upon payment of HK\$1.00. The options may be exercised in accordance with the terms of the Scheme at any time during the exercise period determined by the board of directors which shall in any event not be more than ten years from the date of grant. Share options are vested over a period up to a maximum of four years after the date of grant.

The total number of shares issued and which may fall to be issued upon exercise of the options granted pursuant to the Scheme to an eligible participant in any 12-month period shall not exceed 1% of the number of shares in issue unless approved by shareholders in a general meeting. The maximum number of shares in respect of which options may be granted under the Scheme shall not in aggregate exceed 10% of the shares in issue on the date on which dealings in the shares first commence on the Stock Exchange, i.e. a total of 100,000,000 shares.

32. 股本(續)

註：

截至二零一三年十二月三十一日止年度，12,560,000份購股權按認購價每股1.22港元行使（相等於每股約人民幣0.985元），導致本公司發行12,560,000股每股面值0.1港元之普通股。

截至二零一二年十二月三十一日止年度，9,549,000份購股權按認購價每股1.22港元行使（相等於每股約人民幣0.995元），導致本公司發行9,549,000股每股面值0.10港元之普通股。

本公司分別在截至二零一三年十二月三十一日止年度及二零一二年十二月三十一日止年度所發行的所有股份均全面享有與當時已發行的股份之同等地位。

33. 購股權計劃

本公司為合資格董事、本集團合資格僱員及其他獲選參與者設有一項購股權計劃（「計劃」）。根據計劃條款，獲授之購股權須於授予日起28日內接受，其代價應為1.00港元。購股權於董事會決定的行使期（自授出日期起計無論如何不超過十年）內可隨時根據計劃條款獲行使。購股權於授出日期後最長四年期間內歸屬。

於任何12個月期間內，根據該計劃授予一名合資格參與者的全部購股權行使後及可能行使的股份總數，除非經股東於週年大會上批准，不得超過已發行股份1%。在根據該計劃可能授予的全部購股權行使後可予發行的最大股份數目，合共不得超過股份開始於聯交所買賣日期之已發行股份10%，即100,000,000股。

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33. SHARE OPTION SCHEMES (Continued)

All holders of options granted under the Scheme may only exercise their options in the following manner:

Maximum percentage of options exercisable	Vesting period
10% of the options	Upon the first anniversary of the date of grant
Additional 20% of the options	Upon the second anniversary of the date of grant
Additional 30% of the options	Upon the third anniversary of the date of grant
Additional 40% of the options	Upon the fourth anniversary of the date of grant

No share option is granted during the year ended 31 December 2013 and 31 December 2012. The share options outstanding under the Scheme during the year ended 31 December 2013 and 31 December 2012 are as follows:

33. 購股權計劃(續)

根據計劃，獲授購股權的所有持有人須按以下列方式行使彼等之購股權：

可行使購股權之最高百分比	歸屬期
購股權之10%	授出日期一週年後
購股權之另外20%	授出日期兩週年後
購股權之另外30%	授出日期三週年後
購股權之另外40%	授出日期四週年後

截至二零一三年十二月三十一日及二零一二年十二月三十一日止年度並無授出任何購股權。於截至二零一三年十二月三十一日及二零一二年十二月三十一日止年度，根據計劃尚未行使的購股權如下：

Name of grantee	Date of grant	Exercisable period	Exercise price HK\$	Outstanding as at 1.1.2013	Granted during the year	Exercised during the year	Forfeited during the year	Outstanding as at 31.12.2013
被授人姓名	授予日期	行使期	行使價 港元	於二零一三年 一月一日 尚未行使	於年內 授出	於年內 行使	於年內 失效	於二零一三年 十二月 三十一日 尚未行使
Directors								
董事								
Ho Tso Hsiu 何祚床	30.3.2009	30.3.2010 – 25.2.2017	HK\$1.22 港元	140,000	-	(140,000)	-	-
Huang Dongliang 黃董良	30.3.2009	30.3.2010 – 25.2.2017	HK\$1.22 港元	140,000	-	(140,000)	-	-
Wang Jingzhong 王敬忠	30.3.2009	30.3.2010 – 25.2.2017	HK\$1.22 港元	140,000	-	(140,000)	-	-
Employees								
僱員								
Employees 僱員	30.3.2009	30.3.2010 – 25.2.2017	HK\$1.22 港元	12,212,000	-	(12,140,000)	(72,000)	-
Employees 僱員	22.11.2010	22.11.2011 – 21.11.2020	HK\$3.18 港元	39,720,000	-	-	(1,190,000)	38,530,000
				52,352,000	-	(12,560,000)	(1,262,000)	38,530,000
Exercisable at the end of the year 於年末可行使								20,642,000
Weighted average exercise price 加權平均行使價				HK\$2.71 港元	-	HK\$1.22 港元	HK\$3.07 港元	HK\$3.18 港元

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33. SHARE OPTION SCHEMES (Continued)

33. 購股權計劃(續)

Name of grantee	Date of grant	Exercisable period	Exercise price HK\$	Outstanding as at 1.1.2012	Granted during the year	Exercised during the year	Forfeited during the year	Outstanding as at 31.12.2012
被授予人姓名	授予日期	行使期	行使價 港元	於二零一二年 一月一日 尚未行使	於年內 授出	於年內 行使	於年內 失效	於二零一二年 十二月 三十一日 尚未行使
Directors								
董事								
Ho Tso Hsiu 何祚麻	30.3.2009	30.3.2010 – 25.2.2017	HK\$1.22 港元	245,000	-	(105,000)	-	140,000
Huang Dongliang 黃董良	30.3.2009	30.3.2010 – 25.2.2017	HK\$1.22 港元	245,000	-	(105,000)	-	140,000
Wang Jingzhong 王敬忠	30.3.2009	30.3.2010 – 25.2.2017	HK\$1.22 港元	245,000	-	(105,000)	-	140,000
Employees								
僱員								
Employees 僱員	30.3.2009	30.3.2010 – 25.2.2017	HK\$1.22 港元	21,546,000	-	(9,234,000)	(100,000)	12,212,000
Employees 僱員	22.11.2010	22.11.2011 – 21.11.2020	HK\$3.18 港元	41,880,000	-	-	(2,160,000)	39,720,000
				64,161,000	-	(9,549,000)	(2,260,000)	52,352,000
Exercisable at the end of the year 於年末可行使								11,916,000
Weighted average exercise price 加權平均行使價				HK\$2.50 港元	-	HK\$1.22 港元	HK\$3.10 港元	HK\$2.71 港元

At 31 December 2013, the number of shares in respect of which options under the Scheme had been granted and remained outstanding was 38,530,000 (2012: 52,352,000), representing 3.47% (2012: 4.76%) of the shares of the Company in issue at that date.

The weighted average closing price of the Company's shares immediately before the dates on which the options were exercised was HK\$4.65 (2012: HK\$4.38) per share.

於二零一三年十二月三十一日，按計劃已授出和尚未行使之股份數量為38,530,000股（二零一二年：52,352,000股），佔本公司於該日期已發行股份的3.47%（二零一二年：4.76%）。

緊接行使購股權前本公司股份的加權平均收盤價為每股4.65港元（二零一二年：4.38港元）。

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33. SHARE OPTION SCHEMES (Continued)

The closing price of the Company's shares immediately before 30 March 2009, the date of grant of the options, was HK\$1.22 (equivalent to approximately RMB1.08) and the total estimated fair value of the share options granted on that date was HK\$18,744,000 (equivalent to approximately RMB16,593,000).

The closing price of the Company's shares immediately before 22 November 2010, the date of grant of the options, was HK\$3.15 (equivalent to approximately RMB2.70) and the total estimated fair value of the share options granted on that date was HK\$73,820,000 (equivalent to approximately RMB63,205,000).

The fair value of the share options was determined at the date of grant using the Binomial option pricing model (the "Binomial model") with the following inputs and based on the respective vesting period of the share options:

		22.11.2010 二零一零年 十一月二十二日	30.3.2009 二零零九年 三月三十日
Stock price as at grant date	於授出日期的股價	HK\$3.15 港元	HK\$1.22 港元
Exercise price	行使價	HK\$3.18 港元	HK\$1.22 港元
Expected volatility	預期波幅	64%	64%
Expected life of options	購股權預期年期	10 years 年	7.9 years 年
Risk free rate	無風險利率	2.427%	1.852%
Expected dividend yield	預期股息率	2.9%	4.02%
Sub-optimal exercise factor for directors/ senior management/employees	董事／高級管理層／ 僱員之次佳行使因素	nil 零 / 2.8 / 2.2	2 / 2 / 1.5

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. Expected volatility was determined by using the historical volatility of the Company's share prices over the previous four years. Changes in variables and assumptions may result in changes in the fair value of the options.

During the year ended 31 December 2013, the Group recognised total expenses of RMB8,338,000 (2012: RMB19,323,000) in relation to share options granted by the Company.

33. 購股權計劃 (續)

本公司股份於緊接二零零九年三月三十日 (購股權授出日期) 前的收市價為 1.22 港元 (約等於人民幣 1.08 元) 及該日所授出購股權的估計公平總值為 18,744,000 港元 (約等於人民幣 16,593,000 元)。

本公司股份於緊接二零一零年十一月二十二日 (購股權授出日期) 前的收市價為 3.15 港元 (約等於人民幣 2.70 元) 及於該日所授出購股權的估計公平總值為 73,820,000 港元 (約等於人民幣 63,205,000 元)。

於授出日期以輸入數值及根據購股權各自之歸屬期採用二項式期權定價模式 (「二項式期權定價模式」) 釐定的購股權公平值有關參數如下：

	22.11.2010 二零一零年 十一月二十二日	30.3.2009 二零零九年 三月三十日
--	--------------------------------	-----------------------------

Stock price as at grant date	HK\$3.15 港元	HK\$1.22 港元
Exercise price	HK\$3.18 港元	HK\$1.22 港元
Expected volatility	64%	64%
Expected life of options	10 years 年	7.9 years 年
Risk free rate	2.427%	1.852%
Expected dividend yield	2.9%	4.02%
Sub-optimal exercise factor for directors/ senior management/employees	nil 零 / 2.8 / 2.2	2 / 2 / 1.5

於估計購股權的公平值時採用二項式期權定價模式。購股權的公平值的變數及假設乃遵照董事最佳估計來計算。預期波幅乃透過採用本公司股價於過往四年之歷史波幅釐定。變數及假設的變動可能導致購股權公平值的變動。

於截至二零一三年十二月三十一日止年度，本集團就本公司授出的購股權確認開支總額人民幣 8,338,000 元 (二零一二年：人民幣 19,323,000 元)。

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34. ACQUISITION OF SUBSIDIARIES

Year ended 31 December 2013:

There was no acquisition of subsidiaries during the year.

Year ended 31 December 2012:

- (i) On 31 May 2012, the Group completed the acquisition of 100% interest in 浙江赫克力能源有限公司 Zhejiang Hercules Energy Co., Ltd ("Hercules", previously known as 'Zhejiang Huayi Power Supply Co., Ltd.') from an independent third party, at a cash consideration of RMB60,780,000. The acquisition has been accounted for as acquisition of assets and assumption of liabilities since Hercules has ceased operation and the purpose of the acquisition is to purchase Hercules' existing land and buildings in the PRC for the expansion of production capacity of the Group.

Net assets of Hercules acquired are as follows:

34. 收購附屬公司

截至二零一三年十二月三十一日止年度：

年內並無收購附屬公司。

截至二零一二年十二月三十一日止年度：

- (i) 於二零一二年五月三十一日，本集團以現金代價人民幣60,780,000元從獨立第三方收購浙江赫克力能源有限公司(「赫克力」，前稱浙江華億電源有限公司)100%股權。因赫克力已終止營運及該收購目的是購買赫克力於中國之現有土地和房屋，以擴張本集團的生產能力，故該收購在會計處理上被認定為資產收購及負債承擔。

收購之赫克力淨資產如下：

		Hercules 赫克力 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	92,385
Prepaid lease payment	預付租賃款項	18,160
Receivables	應收款項	30,468
Bank balances and cash	銀行結餘及現金	29,075
Payables and accruals	應付款項及應計費用	(109,308)
		60,780
Total consideration, satisfied by cash	總代價，以現金支付	60,780
Net cash inflow arising on acquisition:	收購現金流入淨額：	
Cash consideration paid	支付現金代價	(60,780)
Bank balance and cash acquired	獲得之銀行結餘及現金	29,075
		(31,705)

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綜合財務報表附註

34. ACQUISITION OF SUBSIDIARIES (Continued)**Year ended 31 December 2012: (Continued)**

- (ii) On 31 July 2012, the Group acquired 70% equity interest of Anhui Zhongneng and 51% equity interest of Jiyuan Wanyang for cash consideration of RMB15,500,000 and RMB56,250,000 respectively, from independent third parties. Both acquisitions have been accounted for using the acquisition method. The aggregate amount of goodwill arising as a result of the acquisitions was RMB8,715,000. Anhui Zhongneng and Jiyuan Wanyang are engaged in the manufacture and sale of electrode plates, being one of the essential materials of the Group's lead-acid motive battery products. Anhui Zhongneng and Jiyuan Wanyang were acquired so as to continue the expansion of the Group's production capacity of electrode plates and to facilitate its quality control of raw materials.

Consideration transferred:

		Anhui Zhongneng	Jiyuan Wanyang	Total 總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Cash	現金	15,500	56,250	71,750

Acquisition-related costs amount to approximately RMB982,000 have been excluded from the consideration transferred and have been recognised as an expense in the acquisition year.

34. 收購附屬公司(續)**截至二零一二年十二月三十一日止年度：(續)**

- (ii) 於二零一二年七月三十一日，本集團分別以人民幣15,500,000元及人民幣56,250,000元之現金代價從獨立第三方收購安徽中能之70%股權及濟源萬洋之51%股權。該等收購均已採用收購法入賬。因該收購而產生之商譽總金額為人民幣8,715,000元。安徽中能及濟源萬洋主要從事製造及銷售電極板，即本集團鉛酸動力電池產品的其中一種主要材料。收購安徽中能及濟源萬洋旨在繼續擴大本集團電極板的產能並促進對其原材料的質量控制。

已轉讓代價：

	Anhui Zhongneng	Jiyuan Wanyang	Total 總計
	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元
Cash	15,500	56,250	71,750

收購之相關成本約人民幣982,000元並無列入已轉讓代價中，並已確認為收購年度支出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

34. ACQUISITION OF SUBSIDIARIES (Continued)

Assets and liabilities recognised at the date of acquisition are as follows:

		Anhui Zhongneng 安徽中能 RMB'000 人民幣千元	Jiyuan Wanyang 濟源萬洋 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	94,718	43,407	138,125
Prepaid lease payments	預付租賃款項	6,685	–	6,685
Deferred tax assets	遞延稅項資產	–	850	850
Inventories	存貨	41,994	55,906	97,900
Trade and other receivables	應收貿易賬款及其他應收款項	43,271	26,351	69,622
Bank balances and cash	銀行結餘及現金	3,172	59,309	62,481
Trade and other payables	應付貿易賬款及其他應付款項	(38,806)	(65,706)	(104,512)
Amounts due to related parties	應付關連方款項	(128,634)	–	(128,634)
Income tax liabilities	所得稅負債	(73)	(204)	(277)
Borrowings	借款	(9,000)	(10,000)	(19,000)
Deferred tax liabilities	遞延所得稅負債	(2,921)	(598)	(3,519)
		10,406	109,315	119,721

The fair value of trade and other receivables at the date of acquisition amounted to RMB69,622,000, which approximates the gross contractual amount. There are no contractual cash flows not expected to be collected.

Goodwill arising on acquisition:

		Anhui Zhongneng 安徽中能 RMB'000 人民幣千元	Jiyuan Wanyang 濟源萬洋 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Consideration transferred	已轉讓代價	15,500	56,250	71,750
Plus: non-controlling interests	加：非控股權益	3,122	53,564	56,686
Less: recognised amount of identifiable net assets acquired	減：所收購可識別資產淨值 之已確認金額	(10,406)	(109,315)	(119,721)
Goodwill arising on acquisition	收購所產生之商譽	8,216	499	8,715

34. 收購附屬公司(續)

於收購日期確認之資產及負債如下：

	Anhui Zhongneng 安徽中能 RMB'000 人民幣千元	Jiyuan Wanyang 濟源萬洋 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Property, plant and equipment	94,718	43,407	138,125
Prepaid lease payments	6,685	–	6,685
Deferred tax assets	–	850	850
Inventories	41,994	55,906	97,900
Trade and other receivables	43,271	26,351	69,622
Bank balances and cash	3,172	59,309	62,481
Trade and other payables	(38,806)	(65,706)	(104,512)
Amounts due to related parties	(128,634)	–	(128,634)
Income tax liabilities	(73)	(204)	(277)
Borrowings	(9,000)	(10,000)	(19,000)
Deferred tax liabilities	(2,921)	(598)	(3,519)
	10,406	109,315	119,721

於收購日期，貿易及其他應收款項之公平值為人民幣69,622,000元，與總合同金額相若。預期不會收回合約現金流量。

收購所產生之商譽：

	Anhui Zhongneng 安徽中能 RMB'000 人民幣千元	Jiyuan Wanyang 濟源萬洋 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Consideration transferred	15,500	56,250	71,750
Plus: non-controlling interests	3,122	53,564	56,686
Less: recognised amount of identifiable net assets acquired	(10,406)	(109,315)	(119,721)
Goodwill arising on acquisition	8,216	499	8,715

Notes to the Consolidated Financial Statements

綜合財務報表附註

34. ACQUISITION OF SUBSIDIARIES (Continued)**Goodwill arising on acquisition: (Continued)**

The non-controlling interests in Anhui Zhongneng (30%) and Jiyuan Wanyang (49%) recognised at the acquisition date, respectively, were measured by reference to the proportionate share of the recognised amounts of net assets of Anhui Zhongneng and Jiyuan Wanyang and amounted to RMB3,122,000 and RMB53,564,000, respectively.

Goodwill arose in the acquisition of Anhui Zhongneng and Jiyuan Wanyang because the costs of the combinations included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of the acquirees. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on these acquisitions is expected to be deductible for tax purpose.

Net cash outflow on the above acquisitions:

Cash consideration paid	已支付現金代價	(15,500)	(56,250)	(71,750)
Less: cash and cash equivalents acquired	減：獲得之現金及現金等價物	3,172	59,309	62,481
		(12,328)	3,059	(9,269)

Note: Total net cash outflow on the acquisition of Hercules, Anhui Zhongneng and Jiyuan Wanyang is RMB40,974,000.

34. 收購附屬公司(續)**收購所產生之商譽：(續)**

於收購日期分別確認於安徽中能(30%)及濟源萬洋(49%)的非控股權益乃參考按比例分佔之安徽中能及濟源萬洋已確認資產淨值計量得出，分別達人民幣3,122,000元及人民幣53,564,000元。

商譽乃因收購安徽中能及濟源萬洋，以及由於合併成本已包括控制溢價而產生。此外，就合併支付之實際代價包括涉及預期協同效益、收入增長、未來市場發展及收購的人力配置之款項。此等利益並非自商譽分開確認，因為此等利益並不符合可識別無形資產之確認標準。

該等收購產生的商譽並無任何可扣除稅項的成份。

上述收購的現金流出淨額：

Anhui Zhongneng	Jiyuan Wanyang	Total
安徽中能	濟源萬洋	總計
RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元
(15,500)	(56,250)	(71,750)
3,172	59,309	62,481
(12,328)	3,059	(9,269)

註：收購赫克力、安徽中能及濟源萬洋的總現金流出淨額為人民幣40,974,000元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

34. ACQUISITION OF SUBSIDIARIES (Continued)**Impact of the acquisitions on the results of the Group:**

Included in the profit for the year ended 31 December 2012 was a loss of RMB1,393,000 attributable to Anhui Zhongneng and a loss of RMB654,000 attributable to Jiyuan Wanyang. Revenue for the year ended 31 December 2012 included RMB148,850,000 generated from Anhui Zhongneng and RMB143,747,000 from Jiyuan Wanyang, respectively.

Had the above acquisitions been completed on 1 January 2012, total group revenue for the year would have been RMB10,151 million, and profit for the year would have been RMB707 million. The pro forma information is for illustrative purposes only and is not necessarily an indication of the revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2012, nor is it intended to be a projection of future results.

35. OPERATING LEASES**34. 收購附屬公司(續)****收購對本集團業績之影響：**

截至二零一二年十二月三十一日止年度的溢利已包括應佔安徽中能之虧損人民幣1,393,000元及應佔濟源萬洋之虧損人民幣654,000元。截至二零一二年十二月三十一日止年度的收益分別包括來自安徽中能之人民幣148,850,000元及來自濟源萬洋之人民幣143,747,000元。

倘收購已於二零一二年一月一日完成，本年度集團總收益將為人民幣10,151,000,000元，及本年度溢利將為人民幣707,000,000元。備考資料僅供說明用途，並非表示本集團在假設收購已於二零一二年一月一日完成時實際可取得之收益及經營業績，亦並非表示對未來業績之預測。

35. 經營租賃**The Group as lessee**

本集團作為承租人

	Year ended 31/12/13 截至二零一三年 十二月三十一日 止年度 RMB'000 人民幣千元	Year ended 31/12/12 截至二零一二年 十二月三十一日 止年度 RMB'000 人民幣千元
Minimum lease payments paid for the year under operating leases for premises	14,986	-

根據物業經營租賃
支付之年內最低租賃款項

Notes to the Consolidated Financial Statements

綜合財務報表附註

35. OPERATING LEASES (Continued)

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		31/12/13 二零一三年 十二月三十一日 RMB'000 人民幣千元	31/12/12 二零一二年 十二月三十一日 RMB'000 人民幣千元
Within one year	一年內	7,414	-
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	13,098	-
Over five years	五年以上	661	-
		21,173	-

Operating lease payments represent rentals payable by the Group for certain of its properties. Leases are negotiated for terms ranging from one to seven years.

36. PLEDGE OF ASSETS

At the end of the reporting period, the Group has pledged the following assets to secure the general banking facilities granted to the Group.

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Bank deposits	銀行存款	73,100	120,305
Bills receivables	應收票據	101,508	148,774
Trade receivables	應收貿易款項	266,815	409,981
Property, plant and equipment	物業、廠房及設備	47,577	34,661
Prepaid lease payments	預付租賃款項	17,462	17,879
		506,462	731,600

35. 經營租賃(續)

於報告期末，本集團於以下期間屆滿之不可撤銷經營租賃在未來之最低租賃款項承擔如下：

經營租賃款項為本集團就其若干物業之應付租金。租賃議定之年期為一年至七年。

36. 資產抵押

於報告期末時，本集團已抵押下列資產，以取得授予本集團之一般銀行融資。

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綜合財務報表附註

37. CAPITAL COMMITMENTS

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Contracted for but not provided in the consolidated financial statements in respect of the acquisition of property, plant and equipment	有關收購物業、 廠房及設備 已訂約但未於 綜合財務報表撥備	429,678	369,525

37. 資本承擔

38. RETIREMENT BENEFITS SCHEMES

As stipulated by the relevant rules and regulations in the PRC, the Group contributes to the retirement benefit scheme managed by local social security bureaux in the PRC. The Group contributes a certain percentage of the basic salaries of its employees to the retirement benefit scheme to fund the benefits.

The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The Group operates a Mandatory Provident Fund scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group in funds under the control of the trustee. The Group basically contributes 5% of the relevant payroll costs to the scheme.

38. 退休福利計劃

按照中國相關規則及法規所訂明，本集團須向中國當地社會保障機關管理之退休福利計劃供款。本集團須向退休福利計劃支付其僱員基本薪金若干百分比之供款，為計劃福利提供資金。

本集團對退休福利計劃之唯一責任為作出特定供款。

本集團為香港所有合資格僱員營運強制性公積金計劃。該計劃之資產乃與本集團資產分開處理並由信託人控制。本集團按有關薪酬成本之5%向該計劃作出供款。

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綜合財務報表附註

39. RELATED PARTY TRANSACTIONS

- (a) During the year, the Group had the following transactions with its related companies:

Name of related company 有關連公司名稱	Nature of transaction 交易性質	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Changxing Jin Ling Hotel 長興金陵酒店	Hotel expenses 酒店開支	4,647	5,153
Xin Xin Packaging 欣欣包裝	Purchase of consumables 購買消耗品	996	681
Wanyang Group 萬洋集團	Purchase of materials 購買原料	407,250	106,061
Wanyang Group 萬洋集團	Rental expenses 租金開支	4,640	–

- (b) Details of the remuneration of directors and other members of key management during the year are set out in note 13.
- (c) Details of the balances with related parties are set out in note 29.

39. 有關連方交易

- (a) 於年內，本集團曾與其有關連公司進行以下交易：

- (b) 年內，董事及主要管理層其他成員之酬金詳情載於附註13。

- (c) 與有關連方之餘額詳情分別載於附註29。

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Particulars of the Company's principal subsidiaries at 31 December 2013 and 2012 are as follows:

Name of subsidiary 附屬公司名稱	Place/Country of incorporation/ establishment and operations 註冊/成立 及營運地點/國家	Issued and fully paid share/ registered capital 發行及 已繳足之股份/ 註冊資本	Effective proportion of nominal value of issued share/ registered capital held by the Company 本公司所持有已發行 股份/註冊資本的面值 之實際比例		Principal activities 主要業務
			2013 二零一三年	2012 二零一二年	
Tianneng International Investment Holdings Limited (Note a) 天能國際投資控股有限公司 (註a)	British Virgin Islands/ Hong Kong 15 November 2004 英屬處女群島/香港 二零零四年 十一月十五日	Share – US\$1 (2012: US\$1) 股份 – 1美元 (二零一二年： 1美元)	100%	100%	Investment holding 投資控股

40. 主要附屬公司詳情

以下為本公司主要附屬公司於二零一三年及二零一二年十二月三十一日之詳情：

Notes to the Consolidated Financial Statements

綜合財務報表附註

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued) 40. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place/Country of incorporation/ establishment and operations 註冊/成立及營運地點/國家	Issued and fully paid share/ registered capital 發行及已繳足之股份/註冊資本	Effective proportion of nominal value of issued share/ registered capital held by the Company 本公司所持有已發行股份/註冊資本的面值之實際比例		Principal activities 主要業務
			2013 二零一三年	2012 二零一二年	
Zhejiang Changxing Tianneng Power Supply Co., Ltd. 浙江省長興天能電源有限公司	PRC – Limited liability company 11 March 1998 中國 – 有限責任公司 一九九八年三月十一日	Registered capital – RMB120,000,000 (2012: RMB120,000,000) 註冊資本 – 人民幣 120,000,000 元 (二零一二年: 人民幣 120,000,000 元)	100%	100%	Manufacture and sales of lead-acid batteries 製造及銷售鉛酸電池
Tianneng Battery Group Co., Ltd. (previously known as Zhejiang Tianneng Battery Co., Ltd.) 天能電池集團有限公司 (前稱浙江天能電池有限公司)	PRC – Limited liability company 13 March 2003 中國 – 有限責任公司 二零零三年三月十三日	Registered capital – RMB615,000,000 (2012: RMB615,000,000) 註冊資本 – 人民幣 615,000,000 元 (二零一二年: 人民幣 615,000,000 元)	100%	100%	Investment holding, research and development, manufacture and sales of lead-acid batteries and battery related accessories 投資控股、研發、製造及銷售鉛酸電池及電池相關零部件
Zhejiang Tianneng Energy Technology Co., Ltd. 浙江天能能源科技有限公司	PRC – Limited liability company 1 July 2004 中國 – 有限責任公司 二零零四年七月一日	Registered capital – RMB136,000,000 (2012: RMB136,000,000) 註冊資本 – 人民幣 136,000,000 元 (二零一二年: 人民幣 136,000,000 元)	100%	100%	Manufacture and sales of lithium batteries 製造及銷售鋰電池

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綜合財務報表附註

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued) 40. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place/Country of incorporation/ establishment and operations 註冊/成立 及營運地點/國家	Issued and fully paid share/ registered capital 發行及 已繳足之股份/ 註冊資本	Effective proportion of nominal value of issued share/ registered capital held by the Company 本公司所持有已發行 股份/註冊資本的面值 之實際比例		Principal activities 主要業務
			2013 二零一三年	2012 二零一二年	
Changxing Tianneng Vehicle Transport Co., Ltd. 長興天能汽車運輸有限公司	PRC – Limited liability company 30 May 2005 中國一有限責任公司 二零零五年五月三十日	Registered capital – RMB500,000 (2013: RMB500,000) 註冊資本 – 人民幣 500,000 元 (二零一三年: 人民幣 500,000 元)	100%	100%	Provision of transportation service to group companies 提供集團內公司 運輸服務
Tianneng Battery (Wuhu) Co., Ltd. 天能電池(蕪湖)有限公司	PRC – Limited liability company 21 October 2005 中國一有限責任公司 二零零五年 十月二十一日	Registered capital – RMB230,000,000 (2012: RMB230,000,000) 註冊資本 – 人民幣 230,000,000 元 (二零一二年: 人民幣 230,000,000 元)	100%	100%	Manufacture and sales of lead-acid batteries 製造及銷售鉛酸電池
Zhejiang Tianneng Battery (Jiangsu) Co., Ltd. 浙江天能電池(江蘇)有限公司	PRC – Limited liability company 9 May 2005 中國一有限責任公司 二零零五年五月九日	Registered capital – RMB200,000,000 (2012: RMB200,000,000) 註冊資本 – 人民幣 200,000,000 元 (二零一二年: 人民幣 200,000,000 元)	100%	100%	Manufacture and sales of lead-acid batteries 製造及銷售鉛酸電池

Notes to the Consolidated Financial Statements

綜合財務報表附註

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued) 40. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place/Country of incorporation/ establishment and operations 註冊/成立及營運地點/國家	Issued and fully paid share/ registered capital 發行及已繳足之股份/註冊資本	Effective proportion of nominal value of issued share/ registered capital held by the Company 本公司所持有已發行股份/註冊資本的面值之實際比例		Principal activities 主要業務
			2013 二零一三年	2012 二零一二年	
Zhejiang Tianneng Battery (Jiangsu) New Energy Co., Ltd. 浙江天能電池(江蘇)新能源有限公司	PRC – Limited liability company 8 January 2008 中國 – 有限責任公司 二零零八年一月八日	Registered capital – RMB120,000,000 (2012: RMB120,000,000) 註冊資本 – 人民幣 120,000,000 元 (二零一二年: 人民幣 120,000,000 元)	100%	100%	Manufacture and sales of storage batteries 製造及銷售儲能電池
Zhejiang Tianneng Power Energy Co., Ltd. 浙江天能動力能源有限公司	PRC-Limited liability company 2 July 2009 中國 – 有限責任公司 二零零九年七月二日	Registered capital – RMB100,000,000 (2012: RMB100,000,000) 註冊資本 – 人民幣 100,000,000 元 (二零一二年: 人民幣 100,000,000 元)	100%	100%	Manufacture and sale of lead-acid batteries 製造及銷售鉛酸電池
Zhejiang Tianneng Power Supply Material Co., Ltd. 浙江天能電源材料有限公司	PRC-Limited liability company 2 July 2009 中國 – 有限責任公司 二零零九年七月二日	Registered capital – RMB300,000,000 (2012: RMB100,000,000) 註冊資本 – 人民幣 300,000,000 元 (二零一二年: 人民幣 100,000,000 元)	100%	100%	Research and development of recycled batteries 研發可回收電池

Notes to the Consolidated Financial Statements

綜合財務報表附註

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued) 40. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place/Country of incorporation/ establishment and operations 註冊/成立 及營運地點/國家	Issued and fully paid share/ registered capital 發行及 已繳足之股份/ 註冊資本	Effective proportion of nominal value of issued share/ registered capital held by the Company 本公司所持有已發行 股份/註冊資本的面值 之實際比例		Principal activities 主要業務
			2013 二零一三年	2012 二零一二年	
Zhejiang Tianneng Energy Technology Research Center 浙江天能能源科技研究院	PRC private non-enterprise entity 27 May 2009 中國私有非企業實體 二零零九年 五月二十七日	Registered capital – RMB500,000 (2012: RMB500,000) 註冊資本 – 人民幣 500,000 元 (二零一二年: 人民幣 500,000 元)	100%	100%	Research and development of storage batteries 研發儲能電池
Zhejiang Tianneng Material Trading Co., Ltd. 浙江天能物資貿易有限公司	PRC-Limited liability company 25 March 2009 中國一有限責任公司 二零零九年 三月二十五日	Registered capital – RMB80,000,000 (2012: RMB80,000,000) 註冊資本 – 人民幣 80,000,000 元 (二零一二年: 人民幣 80,000,000 元)	100%	100%	Sales of metal materials 銷售金屬材料
Tianneng Battery Group (Anhui) Co., Ltd. 天能電池集團(安徽)有限公司	PRC-Limited liability company 4 November 2010 中國一有限責任公司 二零一零年十一月四日	Registered capital – RMB20,000,000 (2012: RMB20,000,000) 註冊資本 – 人民幣 20,000,000 元 (二零一二年: 人民幣 20,000,000 元)	100%	100%	Sales of metal materials 銷售金屬材料

Notes to the Consolidated Financial Statements

綜合財務報表附註

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)
40. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place/Country of incorporation/ establishment and operations 註冊/成立 及營運地點/國家	Issued and fully paid share/ registered capital 發行及 已繳足之股份/ 註冊資本	Effective proportion of nominal value of issued share/ registered capital held by the Company 本公司所持有已發行 股份/註冊資本的面值 之實際比例		Principal activities 主要業務
			2013 二零一三年	2012 二零一二年	
Changxing Xintian Material Trading Co., Ltd. 長興新天物資經營有限公司	PRC-Limited liability company 27 July 2009 中國-有限責任公司 二零零九年 七月二十七日	Registered capital – RMB20,000,000 (2012: RMB20,000,000) 註冊資本 - 人民幣 20,000,000 元 (二零一二年: 人民幣 20,000,000 元)	100%	100%	Sales of metal materials 銷售金屬材料
Jiyuan Wanyang Green Energy Co., Ltd. 濟源市萬洋綠色能源有限公司	PRC-Limited liability company 27 October 2010 中國-有限責任公司 二零一零年 十月二十七日	Registered capital – RMB102,160,000 (2012: RMB102,106,000) 註冊資本 - 人民幣 102,160,000 元 (二零一二年: 人民幣 102,106,000 元)	51%	51%	Manufacture and sale of electrode plates 製造及銷售電極板
Anhui Zhongneng Power Supply Co., Ltd. 安徽中能電源有限公司	PRC-Limited liability company 17 April 2008 中國-有限責任公司 二零零八年四月十七日	Registered capital – RMB50,000,000 (2012: RMB50,000,000) 註冊資本 - 人民幣 50,000,000 元 (二零一二年: 人民幣 50,000,000 元)	100%	70%	Manufacture and sale of electrode plates 製造及銷售電極板
Zhejiang Hercules Energy Co., Ltd. 浙江赫克力能源有限公司	PRC-Limited liability company 10 November 2009 中國-有限責任公司 二零零九年十一月十日	Registered capital – RMB60,000,000 (2012: RMB60,000,000) 註冊資本 - 人民幣 60,000,000 元 (二零一二年: 人民幣 60,000,000 元)	100%	100%	Manufacture and sales of lead-acid batteries and re-cycled batteries 製造及銷售鉛酸電池、 循環再用電池

Note (a): Directly held by the Company.

註：(a) 由本公司直接持有。

Notes to the Consolidated Financial Statements

綜合財務報表附註

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

The above table lists the subsidiaries of the Group which, in the opinion of the Company's directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Company's directors, result in particulars of excessive length.

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. A majority of these subsidiaries operate in the PRC. The principal activities of these subsidiaries are summarised as follows:

Principal activities 主要業務	Principal place of business 主要營運地點	Number of subsidiaries 附屬公司數目	
		2013 二零一三年	2012 二零一二年
Manufacture and sales of lead – acid batteries 製造及銷售鉛酸電池	PRC 中國	3	3
Investment holding 投資控股	Hong Kong 香港	1	1
Not yet commenced operation 尚未開始營運	PRC 中國	2	3

During the year, the Group has non-controlling interests in two (2012: two) subsidiaries, namely Jiuyan Wanyang Green Energy Co., Ltd. and Anhui Zhongneng Power Supply Co., Ltd. shown under particulars of principal subsidiaries of the Company above. The non-controlling interests in these two subsidiaries are not material to the Group.

During the year, the Group acquired an additional 30% interest in Anhui Zhongneng Power Supply Co., Ltd., increasing its interest to 100%. The consideration of RMB459,000 was paid in cash. An amount of RMB4,653,000 (being the proportionate share of the carrying amount of the net assets of Anhui Zhongneng Power Supply Co., Ltd.) has been transferred from non-controlling interest. The difference of RMB4,194,000 between the decrease in the non-controlling interest and the consideration paid has been debited to capital reserve.

Tianneng Battery Group Co., Ltd. issued an unlisted short-term loan note of RMB400 million in October 2012, and Tianneng Battery (Wuhu) Co., Ltd. issued an unlisted long-term loan note of RMB80 million in July 2012, details of which are set out in note 31. All other subsidiaries had not issued any debt securities at the end of the year.

40. 主要附屬公司詳情(續)

上表列出本公司董事認為對本集團業績或資產有重大影響之本集團附屬公司。本公司董事認為列出其他附屬公司之詳情會令篇幅過於冗長。

於報告期末，本公司尚有其他對本集團而言並不是主要之附屬公司。此等附屬公司大部分於中國營運，其主要業務概述如下：

年內，本集團於兩(二零一二年：兩)間附屬公司有非控股權益，即濟源市萬洋綠色能源有限公司及安徽中能電源有限公司，於上文本公司主要附屬公司詳情列示。於兩間附屬公司之非控股權益對本集團而言並非重大。

年內，本集團收購安徽中能電源有限公司之額外30%權益，將其權益增加至100%。人民幣459,000元之代價以現金支付。為數人民幣4,653,000元(即按比例應佔安徽中能電源有限公司之資產淨值賬面值)已轉撥至非控股權益。非控股權益之減幅與已付代價之差額人民幣4,194,000元已於股本儲備扣除。

天能電池集團有限公司於二零一二年十月發行非上市短期貸款票據人民幣400,000,000元，及天能電池(蕪湖)有限公司於二零一二年七月發行非上市長期貸款票據人民幣80,000,000元，其詳情載於附註31。於本年終概無任何其他附屬公司發行任何債務證券。

Notes to the Consolidated Financial Statements

綜合財務報表附註

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Financial information of the Company at the end of the reporting period includes:

41. 本公司財務狀況表

於報告期末，本公司之財務資料包括：

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
ASSETS	資產		
Property, plant and equipment	物業、廠房及設備	29	38
Investments in and amounts due from subsidiaries	投資及應收附屬公司款項	1,141,596	1,091,034
Bank balances and cash	銀行結餘及現金	20,584	8,780
		1,162,209	1,099,852
LIABILITIES	負債		
Other payables	其他應付款項	3,256	1,500
Bank borrowings	銀行借貸	216,195	-
		219,451	1,500
NET ASSETS	資產淨值	942,758	1,098,352
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	108,710	107,696
Share premium	股份溢價	745,954	728,982
Reserves	儲備	88,094	261,674
Total equity	總權益	942,758	1,098,352

Notes to the Consolidated Financial Statements

綜合財務報表附註

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Movement in reserves

41. 本公司財務狀況表(續)

儲備變動

		Share capital	Share premium	Share options reserve	Retained profits	Total
		保留股本	股份溢價	購股權儲備	保留溢利	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2012	於二零一二年一月一日	106,917	716,081	33,573	292,195	1,148,766
Profit for the year	年度溢利	-	-	-	107,302	107,302
Issue of new shares upon exercise of share option	於行使購股權時 發行新股份	779	12,901	(4,176)	-	9,504
Forfeiture of share options	沒收購股權	-	-	(2,166)	2,166	-
Recognition of equity-settled share based payments	確認以權益結算 以股份為基礎之支付	-	-	19,323	-	19,323
Dividend recognised as distribution	確認分派之股息	-	-	-	(186,543)	(186,543)
At 31 December 2012	於二零一二年十二月三十一日	107,696	728,982	46,554	215,120	1,098,352
Profit for the year	年度溢利	-	-	-	34,348	34,348
Issue of new shares upon exercise of share option	於行使購股權時 發行新股份	1,014	16,972	(5,618)	-	12,368
Forfeiture of share options	沒收購股權	-	-	(2,702)	2,702	-
Recognition of equity-settled share based payments	確認以權益結算 以股份為基礎之支付	-	-	8,338	-	8,338
Dividend recognised as distribution	確認分派之股息	-	-	-	(210,648)	(210,648)
At 31 December 2013	於二零一三年十二月三十一日	108,710	745,954	46,572	41,522	942,758

Notes to the Consolidated Financial Statements

綜合財務報表附註

42. EVENTS AFTER THE END OF THE REPORTING PERIOD

In March 2014, Tianneng Battery Group Co., Ltd., a wholly-owned subsidiary of the Company, issued the first tranche of the corporate bonds of an aggregate amount of RMB400,000,000 with a term of five years from the date of issuance, which carried an interest rate of 7.31% per annum for the first three years.

42. 期後事項

於二零一四年三月，本公司全資附屬公司天能電池集團有限公司發行第一期總額為人民幣400,000,000元之企業債券，年期為由發行日期起計為期五年，前三年利率為每年7.31%。

Financial Summary

財務概要

		Year ended 31 December 截至十二月三十一日止年度				2013
		2009	2010	2011	2012	2013
		二零零九年	二零一零年	二零一一年	二零一二年	二零一三年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
RESULTS	業績					
Turnover	營業額	2,254,947	3,752,813	5,438,321	9,887,641	13,635,060
Profit before taxation	除稅前溢利	319,674	428,752	829,685	912,515	141,240
Taxation	稅項	48,979	82,472	213,698	203,116	10,915
Profit for the year	本年度溢利	270,695	346,280	615,987	709,399	130,325
		As at 31 December 於十二月三十一日				2013
		2009	2010	2011	2012	2013
		二零零九年	二零一零年	二零一一年	二零一二年	二零一三年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	2,258,414	3,084,525	4,782,851	7,445,211	7,904,226
Total liabilities	總負債	575,892	1,128,363	2,282,377	4,322,868	4,841,959
Net assets	資產淨值	1,682,522	1,956,162	2,500,474	3,122,343	3,062,267



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