



**EcoGreen Fine Chemicals Group Limited**  
**中怡精細化工集團有限公司\***

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

Stock code 股份代號 : 2341

**ACHIEVE  
GREATER  
BUSINESS  
GROWTH**

**蓬勃發展業務**

Annual Report **2012** 年報

\* For identification purposes only  
\* 僅供識別





TO BE A LEADING  
GREEN-CHEMISTRY  
TOTAL-SOLUTIONS  
PROVIDER IN  
THE WORLD



成為全球領先之  
綠色化工  
整體解決方案之  
供應商



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# Corporate Information

## 公司資料

### Board of Directors

#### Executive Directors

Mr. Yang Yirong (*Chairman & President*)  
Ms. Lu Jiahua  
Mr. Gong Xionghui  
Mr. Han Huan Guang  
Mr. Lin Zhigang

#### Non-executive Director

Mr. Feng Tao (*Vice Chairman*)

#### Independent Non-executive Directors

Mr. Lau Wang Yip, Derrick  
Mr. Yau Fook Chuen  
Mr. Wong Yik Chung, John

### Board Committees

#### Audit Committee

Mr. Yau Fook Chuen (*Chairman*)  
Mr. Lau Wang Yip, Derrick  
Mr. Wong Yik Chung, John

#### Remuneration Committee

Mr. Wong Yik Chung, John (*Chairman*)  
Mr. Lau Wang Yip, Derrick  
Mr. Yau Fook Chuen  
Ms. Lu Jiahua  
Mr. Han Huan Guang

#### Nomination Committee

Mr. Yang Yirong (*Chairman*)  
Mr. Lau Wang Yip, Derrick  
Mr. Yau Fook Chuen  
Mr. Wong Yik Chung, John  
Mr. Han Huan Guang

### Company secretary

Mr. Lam Kwok Kin *FCCA, FCPA*

### Auditor

PricewaterhouseCoopers

### Principal bankers

Agricultural Bank of China Limited  
Australia and New Zealand Banking Group Limited  
Bank of China Limited  
China Citic Bank Corporation Limited  
China Merchants Bank Co. Limited  
China Minsheng Banking Corp. Limited  
China Citic Bank International Limited  
Hang Seng Bank, Limited  
Hongkong and Shanghai Banking Corporation Limited  
KBC Bank N.V.  
Standard Chartered Bank (Hong Kong) Limited

### Registered office

Century Yard  
Cricket Square, Hutchins Drive  
P.O. Box 2681 GT, George Town  
Grand Cayman, Cayman Islands  
British West Indies

### 董事會

#### 執行董事

楊毅融先生 (*主席兼總裁*)  
盧家華女士  
龔雄輝先生  
韓歡光先生  
林志剛先生

#### 非執行董事

馮濤先生 (*副主席*)

#### 獨立非執行董事

劉宏業先生  
丘福全先生  
黃翼忠先生

### 董事委員會

#### 審核委員會

丘福全先生 (*主席*)  
劉宏業先生  
黃翼忠先生

#### 薪酬委員會

黃翼忠先生 (*主席*)  
劉宏業先生  
丘福全先生  
盧家華女士  
韓歡光先生

#### 提名委員會

楊毅融先生 (*主席*)  
劉宏業先生  
邱福全先生  
黃翼忠先生  
韓歡光先生

### 公司秘書

林國健先生 *FCCA, FCPA*

### 核數師

羅兵咸永道會計師事務所

### 主要往來銀行

中國農業銀行股份有限公司  
澳新銀行集團有限公司  
中國銀行股份有限公司  
中信銀行股份有限公司  
招商銀行股份有限公司  
中國民生銀行股份有限公司  
中信銀行(國際)有限公司  
恒生銀行有限公司  
香港上海滙豐銀行有限公司  
比利時聯合銀行  
渣打銀行(香港)有限公司

### 註冊辦事處

Century Yard  
Cricket Square, Hutchins Drive  
P.O. Box 2681 GT, George Town  
Grand Cayman, Cayman Islands  
British West Indies

### Head office and principal place of business in Hong Kong

Suite 3706, 37th Floor  
Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

### Principal share registrar and transfer office

Bank of Bermuda (Cayman) Limited  
P.O. Box 513 GT  
2nd Floor, Strathvale House  
North Church Street, George Town  
Grand Cayman, Cayman Islands  
British West Indies

### Hong Kong branch share registrar and transfer office

Tricor Tengis Limited  
26th Floor  
Tesbury Centre  
28 Queen's Road East  
Wanchai, Hong Kong

### Company website

www.ecogreen.com

### Stock codes

Stock Exchange, Hong Kong:	2341
Access to Reuters:	2341.HK
Access to Bloomberg:	2341 HK Equity

### Shareholders' calendar

#### For determining shareholders' eligibility to attend and vote at the 2013 Annual General Meeting

Latest time to lodge transfer documents for registration:  
4:30 p.m. on 22 May 2013  
Closure of Register of Member:  
23 to 28 May 2013 (both dates inclusive)

Record date:  
28 May 2013

#### For determining shareholders' entitlement to the final dividend

Latest time to lodge transfer documents for registration:  
4:30 p.m. on 4 June 2013  
Closure of Register of Member:  
5 to 7 June 2013 (both dates inclusive)

Record date:  
7 June 2013

#### 2013 Annual General Meeting:

28 May 2013

#### Payment date for the proposed final dividend:

28 June 2013

### 總辦事處兼香港主要營業地點

香港灣仔  
港灣道18號  
中環廣場  
37樓3706室

### 股份過戶登記總處

Bank of Bermuda (Cayman) Limited  
P.O. Box 513 GT  
2nd Floor, Strathvale House  
North Church Street, George Town  
Grand Cayman, Cayman Islands  
British West Indies

### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港灣仔  
皇后大道東28號  
金鐘匯中心  
26樓

### 公司網址

www.ecogreen.com

### 股份代號

香港聯交所：	2341
路透社版面：	2341.HK
彭博版面：	2341 HK Equity

### 股東日誌

#### 為確定股出席二零一三年股東週年大會並於會上投票的資格

交回股份過戶文件以作登記的最後時限：  
二零一三年五月二十二日下午四時三十分  
暫停辦理股份過戶登記手續：  
二零一三年五月二十三日至二十八日  
(首尾兩天包括在內)

記錄日期：  
二零一三年五月二十八日

#### 為確定股東有獲派末期股息的權利

交回股份過戶文件以作登記的最後時限：  
二零一三年六月四日下午四時三十分  
暫停辦理股份過戶登記手續：  
二零一三年六月五日至七日  
(首尾兩天包括在內)

記錄日期：  
二零一三年六月七日

二零一三年股東週年大會日期：  
二零一三年五月二十八日

擬派末期股息派付日期：  
二零一三年六月二十八日

# Chairman's Statement

## 主席報告書



**EcoGreen** is the leading fine chemicals enterprise in the PRC. Further advanced towards to be one of the most influential global flavour and fragrance suppliers.

中怡是中國領先的精細化工企業。進一步邁向成為全球其中一間最具影響力之香精香料供應商。

### Review

I would like to present the consolidated results of EcoGreen Fine Chemicals Group Limited (the “**Company**”) and its subsidiaries (collectively “**EcoGreen**” or the “**Group**”) for the year ended 31 December 2012 to our shareholders. During the period, the Group’s turnover fell moderately by 2% to approximately RMB1,057 million. Earnings before interest, tax, depreciation and amortization (“**EBITDA**”) increased by 13% to RMB240 million. Profit attributable to shareholders rose by 7% to RMB128 million. Basic earnings per share were RMB26.5 cents, up 8% when compared with RMB24.6 cents for 2011. To thank our shareholders for their support, the board of directors of the Company (the “**Board**”) has proposed a final dividend of HK4.1 cents per share for the year ended 31 December 2012, subject to the approval by the annual general meeting of shareholders. Together with the interim dividend of HK1 cent per share, the final dividend will bring the total dividend for the year to HK5.1 cents, compared with a dividend of HK4.68 cents per share for the previous year.

In 2012, the faltering demand in the European and the United States markets and China’s slowing economic growth exerted various degrees of pressure on most industries. The Renminbi’s appreciation, downstream customer tightening inventory control and structural change in end-user demand made the operating environment difficult for the overall flavor and fragrance industry. Nevertheless, the global demand for daily necessities was growing steadily albeit slowly during the year.

### 回顧

本人向各股東報告中怡精細化工集團有限公司(「本公司」)及其附屬公司(「中怡」或「本集團」)截至二零一二年十二月三十一日止年度之業績。期內，營業額約為10.57億元人民幣，與二零一一年相比輕微下跌2%；未計利息、稅項、折舊及攤銷之溢利(「**EBITDA**」)為2.40億元人民幣，較二零一一年的2.12億元人民幣比較升幅13%；股東應佔溢利則增加7%至1.28億元人民幣；每股基本溢利為26.5分人民幣，相對於二零一一年每股基本溢利為24.6分人民幣，升幅有8%。為了回報廣大股東的支持，本公司董事會(「**董事會**」)建議宣派本年度末期股息每股4.1港仙，惟須待股東於應屆股東週年大會批准。連同中期股息每股1港仙，本年度的股息分派總額為每股5.1港仙，相對地上一年度的股息為每股4.68港仙。

二零一二年，面對歐美市場需求不振及中國經濟增長有所放緩，大部分行業在二零一二年都面對了不同程度的經營壓力。集團所在行業面臨人民幣升值、下游使用者仍然緊縮庫存、終端消費需求結構變化等多重壓力，整體經營環境仍然處於相對不易的時期。幸而，年內全球生活必需品的需求仍表現出緩慢但持續的增長態勢。

The Group's measures to actively expand its customer base, boost product sales, effectively manage the raw material resources and its flexible product pricing mechanism led to steady business performance in 2012. Turnover decreased slightly by 2% when compared with that of 2011. Gross profit margin rose to 24.5% in 2012 from 22.0% in 2011 after the Group overcame various rising production costs and stabilised raw material costs, reaching to a better level in 2010 of 24.8%. During the year of 2012, annual sales volume of the Group recovered although the product average selling price was still lower when compared with those in 2011. However, reviewed on a half-yearly basis, the Group's turnover in the second half of 2012 increased by 17%, which was attributable to the constantly increasing sales of higher margin products. This resulted in different degrees of improvements in selling prices and sales volumes in the second half of the year compared with the first half of the year, reflecting the steady improvement of the Group's business.

As to customer relations, in the face of the business environment volatility and industry competition, the Group won the trust and support from its customers with quality products and proactive services, providing customers with total solutions from research and development, procurement and production, to supply chain management. During the year, the Group strengthened its ties with existing customers and also actively developed relations with new customers, of which increased the weight in total sales to achieve a steady growth.

In terms of raw materials procurement strategy, the Group at present still mainly uses turpentine as its major raw material for producing a series of aroma chemicals. It has gained a better control over the supply of raw materials after it has taken many years to consolidate and vertically integrate the raw material supply chain. Meanwhile, the Group has been striving to develop a series of petroleum-based products with an aim to establish a more balanced raw material resources supporting system, and at the same time, diversify into fine chemical industry and the new aroma chemical business.

In terms of product portfolio, in addition to expanding its business of turpentine-based terpene aromas, the Group has in recent years launched aroma chemicals of floral, woody and green notes and various food flavour chemicals into the market to enrich its product portfolio. Sales of these products have become the new growth driver for the Group and accounted for 25% of the Group's overall sales in 2012. Meanwhile, more petroleum-based aroma chemicals were added to the product portfolio in 2012 and will begin contributing to the Group's revenue in 2013.

回顧二零一二年，集團通過積極的客戶拓展以及產品銷售，配合有效的原料資源管理和靈活的產品定價等措施，業務表現平穩，營業額較二零一一年全年同比僅些微下跌2%；毛利率在克服了多項製造成本的上升壓力、並穩定了原料成本的基礎上，已經從二零一一年的22.0%提升到24.5%，基本接近二零一零年所錄得的24.8%較好水準。年內，本集團的全年銷量與二零一一年同比已見恢復；但全年產品的平均售價同比仍有一定的差距。然而，與上半年環比，本集團下半年營業額比約有17%之增長，其中，因為較高毛利的新產品銷售持續上升，使得下半年的產品售價和銷量較上半年都有不同程度的改善，反映出本集團的業務基本面正在穩步恢復。

客戶關係上，面對經營環境的波動以及業內的競爭，集團通過優質的產品和主動的服務，為客戶提供了從研發、採購、生產乃至供應鏈管理的整體解決方案，從而贏得了客戶的信賴和支持。年內，集團在強化與現有客戶合作的同時，積極地開拓了新的客戶，並且提升了部分客戶的銷售比重，從而實現了集團的整體銷售穩中趨升。

在資源策略上，目前，集團仍以松節油等天然基原材料為主生產系列的芳香化學品，在這個方面集團依靠多年來在產業資源的上游合作以及松節油供應鏈的垂直整合，已逐步掌握了資源應用的主動權；與此同時，集團也在努力地拓展以石油基為原料的產品鏈，目的是一方面可因此而建立起更具均衡能力的資源保障體系以提升行業競爭力，另一方面也為集團在精細化工領域、特別是香料業務上開拓一個新的發展平臺。

產品組合上，在繼續做大以松節油天然基為主的萜烯類日用香料產品之外，近年內，已陸續新推出了花香、木香、草香型日用香料以及多種食用香料，這些產品的銷售額也正在穩步提升，二零一二年全年的營業額已經佔到集團銷售總額的25%，正在成為本集團業務的新增長點。以石油基為原料的更多香原料產品，也在年內逐漸進入集團的產品組合之中，並將從二零一三年開始為集團的營收體現出新的貢獻。



Breakthroughs were also achieved at the upgrade of production equipment and technology. A trial run of the Group's first "super-jet reaction" production equipment was conducted at its plant in Haicang. The production equipment, which was newly established, saved energy effectively. Presently, the Group is upgrading the system structure and catalytic system in Haicang plant to raise the production efficiency. The upgrade is expected to save energy, reduce waste and fulfil the goal of expanding production capacity through enhanced efficiency of reaction during production. Moreover, the Group is overhauling the technologies of the key processes of production with an aim to enhance the overall efficiency of production and operation. In addition, the first phase of its plant in Changtai, Fujian Province, has completed its trial run and has started production, increasing the Group's production capacity for aroma chemicals and specialty chemicals. Furthermore, the joint venture plant in Huanggang, Hubei Province, was almost completed at the end of 2012 despite a slight delay. The joint venture plant is expected to commence trial production at the end of March in 2013 and will reinforce the Group's production capacity for new aroma chemicals and generate revenue.

On the business layout as China plays an increasingly important role in the development of the global chemical industry, this represents a great opportunity for the Group to steadily develop and expand its business of specialty chemicals, which include the petroleum-based aroma chemicals with high growth potential. In 2012, after a thorough study and careful planning, the Group contemplates diversifying into a value-added downstream business of aroma chemicals and basic fine chemicals. The diversification proposition was inspired by the Chinese government's plan to build a Western Taiwan Strait petrochemical base in Gulei, Fujian Province. Under the government's plan, Sinopec, PetroChina, China National Offshore Oil Corp and Petrochemical Industry Association of Taiwan will together establish a large-scale petrochemical business in the place. The Group will be able to capitalize on the stable and plentiful supply of petrochemical raw materials from the integrated petroleum refining business to be set up there. The proposed value-added downstream business of aroma chemicals and basic fine chemicals in Gulei will form a trilogy with the production bases in Haicang and Changtai, laying a solid foundation for the Group's development in years ahead. The Group is presently negotiating the land use right and business plan of the preliminary proposition with the government and relevant petrochemical consortiums.

During the year under review, the Group continued to strengthen its financial position to cope with the fluctuations in aroma chemical industry and to prepare for its future development. As at 31 December 2012, total net cash balances, being pledged bank deposits, cash and cash equivalents less total borrowings and bills payable, amounted to RMB198 million. Net cash from operating activities for the year was approximately RMB232 million in 2012, compared with that of RMB62 million in 2011. Although gearing ratio rose to 41.8% in 2012 from 38.3% in 2011, the Group would like to have sufficient financial resource to support its further development. To cope with the fluctuating currency exchange rates and the more significant interest spreads on both the domestic and overseas capital markets, the Group adopted a prudent approach to managing the risks of currency exchange and interest rates. These efforts reduced the Group's overall financial risk and decreased its financing costs, reinforcing its capability of withstanding the fluctuations in raw material costs and of developing its business.

在設備提升和技術改造方面，集團正持續地取得突破。首套新型噴射反應的工業化裝置在海滄廠區建成並進行了試生產，新系統的運行節能效果顯著。目前，集團正對該系統的結構和催化體系進行升級，以提升系統的生產效率。預期系統升級後，不僅節能降耗，還可通過提高反應效率來達到擴大產能的目標。另外，集團還在努力對其他它的關鍵流程工藝進行綜合性的改造和研究，以全面提升生產和營運的效益。並且，福建長泰廠區第一期設施在完成試產後已逐步投入生產，主要為芳香化學品和特殊化學品的新產品組合提供新的生產力；湖北黃岡的合作工廠的建設儘管有些許延後，年底已近完工，預期在二零一三年三月份投產，將為集團在新的芳香化學品組合上提供重要的支援，並為未來的業績作出貢獻。

在產業佈局上，集團把握住中國在全球化工產業發展上的難得機會，穩步地開拓具更大成長空間的以石油基香料為主的特殊化學品業務。年內，集團經過審慎的研究和論證，積極地考慮在獲國家產業規劃批准的海峽西岸福建古雷石化園區上，與中石化、中石油、中海油以及臺灣石化同業公會聯合組團的大石化業務對接，承接石油煉化一體化所提供的穩定和豐富的大宗石化原料資源，配套地發展若干關鍵基礎精細原料和以香原料為主的下游精細功能化學品的增值經營。該計畫將會與集團海滄、長泰兩個基地成為「三位一體」的產業組合，為集團未來多年的發展打下更堅實的根基。該項計畫還在初步準備的階段，目前正就用地和業務規劃，在與政府以及有關的石化同業組團進行密集的協商。

在回顧期內，集團為了應對行業的波動、以及未來的持續發展，不斷地保持和加強財政實力。截至二零一二年十二月三十一日，集團的淨現金總計（即已抵押之銀行存款、現金及現金等價物減借貸及應付票據）約人民幣1.98億元，全年經營活動所產生的淨現金約人民幣2.32億元，比二零一一年同期人民幣6,190萬元有顯著提升。儘管負債權益比率從去年的38.3%有所提升到41.8%，相對寬裕的資金希望可為集團的進一步拓展提供必要的財資準備。期內，在匯率持續波動以及境內境外出現明顯利差的情況下，通過審慎的匯兌、利率風險管理，在全面降低集團的金融風險的同時，改善了集團的融資成本，保障了集團應對原料成本波動和業務發展的能力。



### Outlook

Although the global economic recovery remains uncertain, demand for daily necessities such as the Group's products continue to grow steadily instead of shrinking. Moreover, the consistent growth of the emerging markets represented by China will continue to drive the development of the global fragrance and aroma chemicals industry. Overall, the Group is optimistic about the prospects in the year ahead.

In 2013, the Group will continue to undertake a number of major business restructuring plans:

Firstly, it will seek to diversify raw material sourcing globally. Turpentine remains as the Group's most important strategic resource, which in the past decades has been dependent on the rosin industry in China. However, as China's demographic dividend has been disappearing, the cost structure of the natural resources of raw materials has also changed. The Group now needs to solve various problems associated with the applicability of turpentine from different sources by adjusting its major production technologies. In the coming year, the Group will have better access to a more diversified source of raw materials internationally, thereby enhancing the reliability and stability of the Group's future supply of resources.

Secondly, it will begin to develop the full industry chain of the turpentine with an emphasis on aroma chemicals to enrich the product portfolio. The products will include functional chemicals used in pharmaceuticals, special coating materials and surface active agents. The move will enable the Group to expand the customer base, develop the finely segmented target markets, and establish more strategic partnerships throughout the aroma chemical industry chain around the world. The Group will eventually gain a unique strategic competitive advantage along the value chain of the turpentine industry while enhancing its worldwide market share.

Thirdly, as part of the strategic move to extend its industry chain downstream, the Group will continue to explore the market for applications of functional products by providing high value-added key components and total-solutions for the daily necessities industries such as food, oral care, washing and cleaning agents as well as safety solvents. As the Group continues to transform its core business, expanding down the value chain has become the Group's long-term strategy.

Fourthly, the Group has achieved breakthroughs in its new product portfolio made from petroleum-based raw materials after years of efforts. The Group has recognised the starting point in terms of manufacturing technology and business model for fine chemical materials, so as to establish a more balanced raw material resources supporting system. The commencement of the Gulei Industrial Park will also provide protection for the Group to establish a more balanced capacity of raw materials system, enabling the Group to move into a new development platform for its fine chemicals business.

### 展望

儘管全球經濟復蘇的前景尚未明朗，鑒於本集團產品的用途主要在民生必需品，其實質的市場需求非但未有明顯萎縮反而保持了穩中有升。以中國為代表的新興市場的持續增長，預期仍將繼續帶動環球香精香料行業的繼續發展。總體而言，集團對新一年的經營前景抱持樂觀態度。

新的一年集團將繼續實施若干重大的產業重組計畫：

第一，集團戰略原料資源國際化，多方位建立全球化資源管道。松節油原料目前仍然是集團最重要的戰略資源，過往的十幾年一直依賴於中國的松香產業。由於中國的人口紅利開始消失，天然原料資源的成本結構已經發生變化。集團正在重要的生產技術環節上解決不同來源的松節油原料的適用問題，新的一年將開始邁向戰略原料資源國際化。這將使集團今後的資源供應的可靠性和穩定性得到更大的提升。

第二，繼續開展以香原料為主的松節油全產業鏈開發。豐富以松節油相關的產品組合，包括應用在醫藥、特種塗層材料、表面活性劑等方面的功能化學品，以此拓展集團的目標細分市場和客戶範圍，並在全球香原料產業鏈上建立更廣泛的戰略夥伴關係，使集團在松節油產業價值鏈的競爭生態中取得獨特的戰略優勢，並實現全球產業份額的提升。

第三，向下游產業鏈的延伸發展。主要在功能產品應用領域，集團繼續為食品、口腔護理、消洗清潔和安全溶劑等民生必需品行業提供更具附加值的關鍵組分和解決方案。作為集團產業的核心產業轉型的努力，向下游產業鏈拓展是集團的長期戰略。

第四，在以石油基為原料資源的新產品組合方面，集團多年的極努力取得了重大進展。集團確認了以若干關鍵基礎精細化工原料的產業化技術及營運的起點，以發展香原料為主要產品組合的功能化學品產業體系。隨著未來古雷化工園區作業的展開，也將為集團建立起更有均衡能力的原料資源體系提供保障，使集團的精細化工事業開啟一個全新的發展平臺。

# Chairman's Statement

## 主席報告書

Fifthly, in the year ahead, as the joint venture plant in Huanggang, Hubei Province has been put into operation in the first quarter of 2013, the Group would then play a crucially pivotal influence on a key basic raw materials market – the downstream acrolein derivative product market. Moreover, the Changtai Plant is set to embrace a richer product mix, while its equipment and production capacity will see substantial improvement. Elsewhere, the Haicang Plant will continue to have improvement in energy saving and technological upgrades, while the factory's operating system is expected to achieve capacity expansion in different ways to further reduce the cost of production. At the same time, the Group will effectively reduce carbon footprint, enabling EcoGreen to achieve a greater contribution to sustainable development.

Sixthly, the Group will continue to optimise the flow of product delivery and material supplies by improving and broadening its international chemical logistic channels. The Group will try to localize its logistic services for customers in two important markets, namely Europe and the United States. This will enable the Group to fully satisfy the demand of the customers and enhance its competitive advantages, which in turn will be translated into more market opportunities for the Group's new business.

While the Group continues to make every effort to strengthen its own business development in an organic way, it also seeks synergies from mergers and acquisitions, or partnering with peer companies within the industry or along the value chain, in order to grow at a faster pace. In the past year, the Group has explored many possibilities and expects to make some substantial progress soon. Over the last decade, the industry has witnessed the steady growth of EcoGreen since its inception in the flavour and fragrance ingredient sector. In the next decade, with the collective efforts of every member of the Company, EcoGreen will enter a new era of rapid development, so I am confident we will go from strength to strength.

### Acknowledgement

I would like to express my sincere gratitude to all our shareholders, customers, suppliers and staff, whose consistent trust and support are crucial to the Group's growth and success. I would also like to thank all the Board members for their great support and precious advice during the year.

**Yang Yirong**  
Chairman

Hong Kong, 26 March 2013

第五，未來的一年，隨著湖北黃岡的合作工廠在2013年第一季度的完工投產，集團在關鍵基礎原料—丙烯醛的下游衍生產品市場上將獲得舉足輕重的影響力；集團的長泰的工廠將會落實更豐富的產品組合，設備產能也將會有更大的提升；海滄主廠的節能降耗和技術升級將在繼續，並預期經營系統在多個方面實現產能擴增，以使集團產品成本進一步降低。並且有效地減少碳足跡，為中怡產業的可持續發展做出更大的貢獻。

第六，集團進一步優化並拓寬國際化工物流管道。特別在歐洲、美國兩個重要市場區域努力實現物流服務當地語系化，以最大滿足客戶需求，提升競爭優勢。同時也為集團新的產業發展提供更多的市場機會。

本集團在努力加強自身產業發展同時，重視通過並購或投資於對本集團有協同效應之行業及企業，以實現集團的更快速發展。在過往的一年裡，集團在這方面作過多方的探討，期待在不久會有實質的進展。集團有信心在來年實現相關目標。過去的十年，業界見證了中怡事業的起步和在香原料業務領域中的穩步成長；未來的十年，在公司上下精誠努力下，厚積薄發，中怡將會進入新的快速發展時代。本人對中怡的未來充滿信心和期待。

### 致謝

本人謹對廣大股東、客戶、供應商及全體員工致以衷心謝意。大家對本集團一如以往的信任與支持是本集團事業取得成功根本要素。同時，也對各董事，獨立董事以及集團顧問在期間所給予的大力支持 and 寶貴建議致以真誠感謝。

**楊毅融**  
主席

香港，二零一三年三月二十六日



### Final Dividend

The Board has proposed a final dividend of HK4.1 cents (2011: HK3.48 cents) per ordinary share for the year ended 31 December 2012. Together with the interim dividend of HK1 cent (2011: HK1.2 cents) per share (having been paid on 18 October 2012), the total dividend for the year ended 31 December 2012 amounted to HK5.1 cents (2011: HK4.68 cents) per share, representing a total of RMB19.96 million (2011: RMB18.4 million). Subject to shareholders' approval at the forthcoming annual general meeting to be held on 28 May 2013, the proposed final dividend will be paid on or around 28 June 2013.

### Closure of Register of Members

The transfer books and register of members of the Company will be closed from Thursday, 23 May 2013 to Tuesday, 28 May 2013 (both days inclusive), during which period no transfer of shares will be effected, for the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 22 May 2013.

The transfer books and register of members of the Company will be closed from Wednesday, 5 June 2013 to Friday, 7 June 2013 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at the aforementioned address not later than 4:30 p.m. on Tuesday, 4 June 2013.

### 末期股息

董事會建議宣派截至二零一二年十二月三十一日止年度的末期股息每股普通股4.1港仙(二零一一年: 3.48港仙)。連同中期股息每股股份1港仙(二零一一年: 1.2港仙)(已於二零一二年十月十八日派付), 截至二零一二年十二月三十一日止年度的總計股息將為每股股份5.1港仙(二零一一年: 4.68港仙), 總計股息為1,996萬元人民幣(二零一一年: 1,840萬元人民幣)。待股東於二零一三年五月二十八日舉行的應屆股東週年大會上批准後, 建議末期股息將於二零一三年六月二十八日或前後派付。

### 暫停辦理股份過戶登記手續

為決定合資格出席應屆股東週年大會, 並於會上投票之股東身份, 本公司將於二零一三年五月二十三日(星期四)至二零一三年五月二十八日(星期二)止(首尾兩天包括在內), 暫停辦理股份登記及過戶手續。為符合出席應屆股東週年大會並於會上投票之資格, 所有股份過戶文件連同有關股票, 最遲須於二零一三年五月二十二日(星期三)下午四時三十分前, 送達本公司之香港股份登記分處卓佳登捷時有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓), 以辦理過戶登記手續。

本公司將於二零一三年六月五日(星期三)至二零一三年六月七日(星期五)止(首尾兩天包括在內), 暫停辦理股份登記及過戶手續。為符合獲派建議末期股息之資格, 所有股份過戶文件連同有關股票, 最遲須於二零一三年六月四日(星期二)下午四時三十分前, 送達本公司之香港股份登記分處卓佳登捷時有限公司之上述地址, 以辦理過戶登記手續。

# Management Discussion and Analysis

## 管理層討論及分析

### Business Review

The Group derives its revenue primarily from the manufacturing and trading businesses. The manufacturing business includes the production and sales of aroma chemicals, natural extracts and intermediates. Breakdown of revenue by operating segments is as follow:

### 業務分析

本集團的收入主要來自生產及貿易業務。生產業務包括製造及銷售芳香化學品，天然提取物及中間體。營運分部的收益分析如下：

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Revenue</b>	收入		
Manufacturing	生產	<b>840,418</b>	938,412
Resource management and trading	資源運營與貿易	<b>216,953</b>	136,276
<b>Total revenue</b>	收入總額	<b>1,057,371</b>	1,074,688

A further breakdown of turnover by product is as follows:

產品營業額分析如下：

		Turnover 營業額			
		2012 二零一二年		2011 二零一一年	
		RMB'000 千元 人民幣	% of total 佔總額 百分比	RMB'000 千元 人民幣	% of total 佔總額 百分比
<b>Manufacturing</b>	生產				
Aroma chemicals	芳香化學品	<b>628,140</b>	<b>59%</b>	734,334	68%
Natural extracts	天然提取物	<b>146,684</b>	<b>14%</b>	138,614	13%
Intermediates	中間體	<b>65,594</b>	<b>6%</b>	65,464	6%
<b>Resource management and trading</b>	資源運營與貿易	<b>840,418</b>	<b>79%</b>	938,412	87%
		<b>216,953</b>	<b>21%</b>	136,276	13%
<b>Turnover</b>	營業額	<b>1,057,371</b>	<b>100%</b>	1,074,688	100%



# Management Discussion and Analysis

## 管理層討論及分析

### Business Review

In 2012, both the natural extracts business and intermediate business recorded a slight growth. The Group's turnover for the year was RMB1,057 million, a decrease of 2% from the previous year. Excluding contributions from the supplementary resource management and trading business, sales derived from our three major business segments has decreased by 10%. Profit attributable to shareholders improved to RMB128 million by 7% from the previous year. Basic earnings per share were approximately RMB26.5 cents.

### Manufacturing

#### (i) Aroma Chemicals

For the year ended 31 December 2012, turnover of aroma chemicals decreased by 14% to RMB628 million (2011: RMB734 million), accounting for 59% of the Group's turnover (2011: 68%) and a gross profit margin of 27.7% (2011: 22.1%). The product price of Dihydromyrcenol, as an important contributor of the aroma chemicals business, was adjusted downward in this year due to the sharp decline of raw material prices. The total sales of Dihydromyrcenol reduced by 25% from the previous year.

Aroma Chemicals continued to be the Group's core products during the year under review, and constituted a stable and major income source for the Group. During the year, the diminishing selling price was offset with the increase in sales volume of Aroma Chemicals. Due to the fall of raw material prices by nearly 40% over last year, the selling price of Aroma Chemicals shrank to a certain extent. Aroma chemicals are primarily used as functional ingredients and key components in many daily consumer goods, with a combined positive effect of its diversified applications and the development in the emerging markets, market demand continued to rise. In addition, certain new aroma and food flavour chemicals launching lately were further recognized by the customers and well received in the market. The new series of products have already contributed RMB267 million (2011: RMB230 million) to the Group's revenue, with a profit margin amounted to approximately 31%, which is higher than the profit margin of our fragrance chemical products and represents one of the sources in the growth of Group's profitability.

### 業務回顧

回顧二零一二年，本集團的天然提取物業務及中間體業務也同時錄得輕微增長。本集團年度營業額為10.57億元人民幣，較去年減少2%。扣除輔助業務資源營運與貿易部份的貢獻，三大類別業務的營業額減少約10%。股東應佔溢利達1.28億元人民幣，較去年增加7%。每股基本盈利約為26.5分人民幣。

### 生產

#### (i) 芳香化學品

截至二零一二年十二月三十一日止年度，芳香化學品的營業額下降14%至6.28億元人民幣（二零一一年：7.34億元人民幣），佔本集團營業額的59%（二零一一年：68%），毛利率為27.7%（二零一一年：22.1%）。二氫月桂烯醇為芳香化學品業務中的佼佼者，但是由於本年度原材料價格大幅下調而導致產成品的售價也需要面對減價壓力，其全年銷售額較去年下調25%。

於本回顧年度內，芳香化學品依然是本集團之核心產品，為集團提供了穩定的主要收入。在本年度內，芳香化學品出現量升價跌的情況，由於原材料的價格比去年下降了接近四成，所以芳香化學品的售價也受到較大的擠壓。作為多種日常必需消費品的關鍵功能組份，本集團的芳香化學品因為應用廣泛及新興市場的發展而導致的市場需求仍然增加。另外，若干較後期推出之日化及食用香料，在香精香料的市場上進一步獲得客戶的肯定。於本年度內，該系列之產品為集團提供了2.67億元人民幣（二零一零年：2.30億元人民幣）的收益，毛利率達到31%，較原有的日用香料產品的毛利率為高，是集團盈利增長的其中一個主動力。

# Management Discussion and Analysis

## 管理層討論及分析

### Business Review (continued)

#### Manufacturing (continued)

##### (ii) Natural Extracts

In respect of the Natural Extracts products, apart from existing natural pharmaceutical raw materials, the Group has been actively engaged in the development of food additives business for the production of food ingredients, fast food, frozen food and pet nutrition food, which is produced with purification and bio-conversion technologies from natural produces. Natural extracts mainly include seafood, meat and mushroom extracts.

During the year under review, the Group's natural extract products maintained steady growth. Turnover from sales of Natural Extracts increased by 6% to RMB147 million (2011: RMB139 million), accounting for 14% (2011: 13%) of the Group's sales. Gross profit margin amounted to 26.9% (2011: 26.1%). This is due to the scarcity of resources of certain products, which have high gross profit margins.

##### (iii) Intermediates

Besides the chiral pharmaceuticals and intermediates, the Group also applies similar advanced technologies of synthesis to produce agrochemical intermediates, which will later be turned into the kind of eco-pesticide.

During the year under review, turnover remained steady at RMB65.6 million (2011: RMB65.5 million), accounting for 6% (2011: 6%) of the Group's sales. Gross profit margin was 46.0% (2011:46.4%).

#### Resource management and trading business

This business is a necessary complement to the three main business categories listed above, in particular the aroma chemicals business. The Group has been striving for the integration of upstream turpentine resources and expansion of supply chain management, with a view of systemic competitiveness and meeting customer needs more effectively. This business mainly includes the trading operation of gum rosin, gum turpentine and other special botanic essential oils and their by-products. During the year, revenue from the resources management and trading increased by 59% to RMB217 million, accounting for 21% of the Group's revenue.

### 業務回顧(續)

#### 生產(續)

##### (ii) 天然提取物

天然提取物除包涵了原有的天然藥物原料外，本集團已在積極地開發以天然物提純及轉化技術為基礎、應用於生產調味品、快速食品、冷凍調理食品及寵物營養食品的食品配料業務，主要是海鮮、肉類及食用菌等天然提取物。

於本回顧年度，天然提取物的訂單維持了平穩增長，全年總營業額為1.47億元人民幣（二零一一年：1.39億元人民幣），較去年增長6%，這業務佔集團銷售額的14%（二零一一年：13%），毛利率為26.9%（二零一零年：26.1%），主要因個別產品資源稀缺，毛利較高所致。

##### (iii) 中間體

中間體類別包含了手性藥物原料、醫藥中間體以及運用同類先進的合成技術生產並用於製造生態農藥之農用化學品中間體。

於本回顧年度，本集團中間體產品的營業額保持平穩，總銷售金額為6,560萬元人民幣（二零一一年：6,550萬元人民幣），佔集團銷售額的6%（二零一一年：6%），毛利率為46.0%（二零一一年：46.4%）。

#### 資源運營與貿易產品

資源運營與貿易產品業務作為集團以上三大類別業務的必要補充，尤其是香原料業務，集團多年來致力於整合上游松節油資源，拓展供應鏈管理，以獲取系統性的競爭優勢；同時，更有效地服務客戶的需求。該業務涉及的主要包括松節油、松香和其它特有植物精油及其副產物等的運營及貿易。於本年度，本集團資源運營與貿易產品之銷售增加約59%達到2.17億元人民幣，佔本集團營業額21%。



# Management Discussion and Analysis

## 管理層討論及分析

### Financial Review

#### Turnover

The Group recorded a slight decrease of 2% in its turnover for the year ended 31 December 2012, which amounted to RMB1,057 million. The Group's turnover in the second half was encouraging, with an increase by 11% compared with the last corresponding period. In analysing the sales in 2012, despite the increase of the sales volumes by approximately 10% over last year, the drop in selling price had led to the slight diminishing of the turnover.

#### Gross Profit

During the year under review, the Group's gross profit totaled RMB259 million, increased by 9%. Gross profit margin increased from 22.0% in 2011 to 24.5% in 2012. In 2011, the Group had made a provision for impairment of inventories of RMB17.2 million. As the provision was recognised in "cost of sales" in the consolidated income statement, it had negative impact of 1.6% on the Group's gross profit margin for that year.

By the products category, the gross profit margin of aroma chemicals increased from 22.1% in 2011 to 27.7% in 2012, while natural extracts increased from 26.1% in 2011 to 26.9% this year. The profit margin of intermediates decreased from 46.4% in 2011 to 46.0% in 2012. The gross profit margin of resource management and trading products increased from 5.8% in 2011 to 7.2% in 2012.

#### Operating Income and Expense

Selling and marketing expenses in 2012 accounted for 2.6% of the Group's turnover (2011: 2.7%). Under the Group's effective cost-cutting measures, the selling and marketing expenses to sales ratio remained stable.

In 2012, administrative expenses accounted for 4.6% of turnover (2011: 4.5%). In 2012, the recruitment of extra staff for the plant and the adjusted wages due to prices inflation leading to the 9% significant increase of staff-related expenses.

### 財務回顧

#### 營業額

本集團於截至二零一二年十二月三十一日止年度的營業額錄得2%的輕微下調，金額為10.57億元人民幣。本集團下半年度的營業額比較理想，比去年同期增幅11%。總括二零一二年的銷售情況，雖然銷量比去年增加約為10%，惟受到售價下挫的因素，總營業額也略為有所萎縮。

#### 毛利

回顧年內，本集團的毛利為2.59億元人民幣，增幅為9%。本集團的毛利率由二零一一年的22.0%上調至二零一二年24.5%之水平。集團於二零一一年為年末存貨作出合計為1,720萬元人民幣的存貨減值準備，由於該減值準備在「已售貨品成本」中確認，對集團該年度毛利率產生之負面影響為1.6%。

按本集團產品類別分析，芳香化學品的毛利率由二零一一年的22.1%上調至二零一二年的27.7%，而天然提取物的毛利便由二零一一年的26.1%上調至本年度的26.9%，中間體毛利率由二零一零年46.4%下調至二零一二年的46.0%。資源營運與貿易產品之毛利率由二零一一年5.8%上調至二零一二年的7.2%。

#### 經營收入及開支

二零一二年銷售及市場推廣成本佔銷售百分比2.6%（二零一一年：2.7%），在本集團積極控實行成本控制的措施下，銷售及市場推廣成本佔營業額的比例保持穩定。

二零一二年行政費用佔營業額4.6%（二零一一年：4.5%）。本年度內廠房聘用額外員工及現有員工因物價水準高漲而調整薪酬，使僱員的相關開支比去年增加了9%。

# Management Discussion and Analysis

## 管理層討論及分析

### Financial Review (continued)

#### Finance Costs – Net

As a significant portion of the Group's borrowings is denominated in United States dollars ("US dollars"), the stability of US dollars against Chinese Renminbi has led to the significant decrease of the exchange gain to RMB0.12 million (2011: RMB11.6 million). On the other hand, the higher interest rates for bank loans obtained in China have resulted in an increase in finance cost; while at the same time, higher interest income was earned from the bank deposits, resulting in an overall rise of the net finance cost by approximately RMB14.89 million as compared to last year.

#### Taxation

Tax expense of the Group for 2012 was RMB35.9 million (2011: RMB23.1 million). Effective tax rate of the Group is 21.9% (2011: 16.3%).

#### Profit for the Year

Profit for the year in 2012 was RMB128 million, representing an increase of 7% compared with RMB119 million in 2011. EBITDA for the year was RMB240 million, represented 13% increase as compared to RMB212 million in 2011.

#### Liquidity and Financial Resources

During the year under review, the Group's primary source of funding mainly included the cash generated from operating activities. For the year ended 31 December 2012, net cash generated from operating activities amounted to RMB231.7 million (2011: RMB61.9 million). The Group had net cash used in investing activities of RMB50.3 million (2011: RMB32.8 million). During the year under review, the net cash inflow from financing activities amounted to RMB70.7 million (2011: net cash inflow of RMB28.3 million).

As at 31 December 2012, the average inventory turnover days, average trade receivable turnover days and average trade payable turnover days were 61 days, 128 days and 116 days respectively (2011: 58 days, 112 days and 87 days).

The Group's financial position remains very solid and healthy during the year under review. As at 31 December 2012, the net current assets and the current ratio of the Group were approximately RMB755 million (2011: RMB755 million) and 1.9 (2011: 2.3) respectively.

### 財務回顧(續)

#### 財務成本－淨額

基於本集團的借貸主要以美元計值，美元兌人民幣於年內表現平穩導致人民幣匯兌收益大幅度下跌至人民幣12萬元(二零一一年：1,160萬元人民幣)。另一方面，國內借貸成本較高，令財務成本有所上調。與此同時，集團獲得較高財務收益。財務收益與財務成本相互抵消後，淨財務成本較去年增加約1,489萬元人民幣。

#### 稅項

二零一二年度本集團之稅項開支為3,590萬元人民幣(二零一一年：2,310萬元人民幣)，實際稅率為21.9%(二零一一年：16.3%)。

#### 本年度溢利

二零一二年度之溢利為1.28億元人民幣，較二零一一年之1.19億元人民幣上升7%。二零一二年的未計利息、稅項、折舊及攤銷前之溢利(EBITDA)為2.40億元人民幣，較二零一一年之2.12億元人民幣上升13%。

#### 流動資金及財務資源

於回顧年內，本集團之基本資金來源主要來自經營業務。截至二零一二年十二月三十一日止年度，本集團錄得經營活動所得現金淨額2.32億元人民幣(二零一一年：6,190萬元人民幣)。憑藉本集團營運所得之財務資源，本集團斥資5,030萬元人民幣(二零一一年：3,280萬元人民幣)於投資活動上。於回顧年度內，本集團融資活動所得淨現金流入為7,070萬元人民幣(二零一一年：淨現金流入為2,830萬元人民幣)。

於二零一二年十二月三十一日，存貨平均周轉天數、應收交易賬款平均周轉天數及應付交易賬款平均周轉天數分別為61天、128天及116天(二零一零年：分別為58天、112天及87天)。

本集團於回顧年內之財務狀況仍然保持相當穩健。於二零一二年十二月三十一日，本集團之流動資產淨值及流動比率分別約為7.55億元人民幣(二零一一年：7.55億元人民幣)及1.9(二零一一年：2.3)。

# Management Discussion and Analysis

## 管理層討論及分析

### Financial Review (continued)

#### Liquidity and Financial Resources (continued)

As at 31 December 2012, the Group had borrowings and bills payable of approximately RMB497 million and RMB238 million respectively (2011: RMB414 million and RMB224 million). Among the Group's borrowing, outstanding short-term borrowings amounted to RMB494 million (2011: RMB299 million). As at 31 December 2012, the Group's ratio of borrowings to total equity, was approximately 41.8% (2011: 38.3%) and the Group's net cash balance, being pledged bank deposits, cash and cash equivalents less borrowings and bills payable amounted to RMB198 million (2011: RMB55 million).

With the positive cash inflow from the Group's operations, its available banking facilities and its existing cash resources, the Group has very strong liquidity and sufficient financial resources to meet its commitments, working capital requirements and future investments for expansion.

#### Treasury Policies and Exposure to Fluctuations in Exchange Rates

The Group's assets, liabilities, revenues and transactions are mainly denominated in Renminbi, United States dollars and Hong Kong dollars with its operation mainly in the PRC. As at 31 December 2012, the Group's borrowings of approximately RMB312 million and RMB156 million were denominated in Renminbi and United States dollars, respectively.

The Group's foremost exposure to the foreign exchange fluctuations was caused by the revaluation of Renminbi during the year under review. The Group's export sales are, in majority, denominated in United States dollars. Nevertheless, the Group has not experienced any material difficulties or effects on its operations or liquidity as a result of fluctuations in currency exchange rates during the year. The Group will conduct periodic review of its exposure to foreign exchange risk and may use proper financial instruments and financing arrangements for hedging purposes when considered appropriate.

### 財務回顧(續)

#### 流動資金及財務資源(續)

於二零一二年十二月三十一日，本集團有借貸及應付票據分別約為4.97億元人民幣及2.38億元人民幣(二零一一年：4.14億元人民幣及2.24億元人民幣)，於本集團的借貸當中，短期借貸為4.94億元人民幣(二零一一年：2.99億元人民幣)。於二零一二年十二月三十一日，本集團之負債權益比率約為41.8%(二零一一年：38.3%)，而本集團之淨現金結餘(即已抵押之銀行存款、現金及現金等價物減借貸及應付票據)則為1.98億元人民幣(二零一一年：0.55億元人民幣)。

憑藉經營業務所得正數現金流量、備用銀行融資及現有現金資源，本集團具備充裕流動資金及充足財務資源，應付其承擔、營運資金需求及日後擴展投資。

#### 庫務政策及外匯波動風險

本集團之資產、負債、收入及交易主要以人民幣、美元及港元列值，而其業務主要於中國進行。於二零一二年十二月三十一日，本集團約3.12億元人民幣及1.56億元人民幣之貸款分別以人民幣及美元列值。

本集團所承擔之外匯波動風險乃因回顧年內重估人民幣所致。本集團之出口銷售主要以美元結算。儘管如此，本集團於年內並無因外幣匯率波動而於營運或資金流動狀況方面遇上任何重大困難或對其造成任何影響。此外，本集團將定期檢討其須承受之外匯風險，並於其認為適用之情況下採用適當的金融工具和財資安排以作必要的對沖用途。



# Management Discussion and Analysis

## 管理層討論及分析

### Employees and Remuneration Policy

As at 31 December 2012, the Group had 446 full-time employees, among whom 440 were based in the PRC. For the year under review, the total employment costs incurred for 2012 including directors' emoluments amounted to RMB40.4 million. The Group has established its human resources policies and procedures with a view to deploying the incentives and rewards of the remuneration system. The remuneration package offered to the staff is appropriate for the duties and in line with the prevailing market terms. Staff benefits, including medical coverage and provident funds, are provided to employees. The Group has also established effective performance evaluation system in which employees are properly rewarded on a performance-related basis under the Group's salary and bonus system. The Group has adopted a share option scheme for the purpose of providing incentives and rewards to the management, key technician and other eligible participants who contribute to the success of the Group's operations.

By the Order of the Board

**Yang Yirong**

*President*

Hong Kong, 26 March 2013

### 僱員及酬金政策

於二零一二年十二月三十一日，本集團有446名全職僱員，其中440名僱員派駐中國。二零一二年之僱員成本總額包括董事酬金達4,040萬元人民幣。本集團制定其人力資源政策及程序，於其薪酬制度中加入花紅及獎勵。向員工發放之酬金待遇乃根據其職責而釐訂，且符合當時當地的市場水平。員工福利包括醫療保險及退休金。本集團亦設立一套有效表現評估制度，據此，本集團設定僱員的薪金及花紅制度，並按僱員表現發放適當的獎勵。本集團亦已採納購股權計劃，以獎勵及獎賞曾對本集團成功經營作出貢獻的管理人員和技術骨幹以及其他合資格參與人士。

承董事會命

總裁

**楊毅融**

香港，二零一三年三月二十六日

# Corporate Governance Report

## 企業管治報告

The board of directors of EcoGreen Fine Chemicals Group Limited (the “**Company**”) (the “**Board**”) acknowledges the importance of and benefit from good corporate governance practices and is committed to improving the corporate governance practices in order to enhance better transparency and to ensure that business activities and decision making processes are regulated in a proper manner to safeguard the interests of shareholders.

The Company’s corporate governance practices are based on the principles (the “**Principles**”), code provisions (the “**Code Provisions**”) and certain recommended best practices (the “**Recommended Best Practices**”) as set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) (and the new Code Provisions and Recommended Best Practices since 1 April 2012 when amendments to the CG Code became effective).

The Company periodically reviews its corporate governance practices and is committed to complying with the code provisions as stated in the CG code to the extent that the directors of the Company (“**Directors**”) consider it is applicable and practical to the Company.

Throughout the year ended 31 December 2012, the Company has complied with the code provisions under the Code on Corporate Governance Practices (effective until 31 March 2012) and the Corporate Governance Code (effective from 1 April 2012) as set out in Appendix 14 of the Listing Rules except for code provisions A.2.1 and A.6.7. The following summarises the Company’s corporate governance practices and explains deviations, if any, from the CG Code.

### The Board

#### Responsibilities

The Board is accountable to the shareholders for leading the Group in a responsible and effective manner. The Board provides leadership and formulates strategic policies and plans of the Group with a view to enhancing shareholder interests while the day-to-day operations of the Group are delegated to the management.

The Board reserves for its decisions all major matters of the Group, including: objectives and overall strategies of the Group; annual budgets and financial matters; equity related transactions such as issue of shares/options and repurchase of shares; dividend; raising of capital loan; determination of major business strategy; merger and acquisition; major investment; annual financial budget in turnover, profitability and capital expenditure; review and approval of financial performance and announcement; and matters as required by laws and ordinance.

All Directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, with a view to ensuring that Board procedures and all applicable rules and regulation are followed.

中怡精細化工集團有限公司(「本公司」)本公司董事會(「董事會」)深明良好企業管治常規的重要性及好處，並承諾改善企業管治常規，以增加透明度及確保本公司的業務活動及決策過程受到適當之規管以保障股東利益。

本公司之企業管治常規乃建基於香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14所載企業管治守則(「企業管治守則」)內所列之原則(「原則」)、守則條文(「守則條文」)及若干建議最佳常規(「建議最佳常規」)及自二零一二年四月一日起(企業管治守則修訂之生效日期)之新守則條文及建議最佳常規而釐定。

本公司定期檢討企業管治常規，並承諾在本公司董事(「董事」)認為適用於本公司及切實可行的前提下，遵守企業管治守則所載的守則條文行事。

截至二零一二年十二月三十一日止年度內，本公司一直遵守上市規則附錄14所載之《企業管治常規守則》(於二零一二年三月三十一日前生效)及《企業管治守則》(自二零一二年四月一日起生效)之守則條文，惟偏離有關守則條文第A.2.1條及A.6.7條者除外。下文概述本公司企業管治常規及闡釋偏離守則條文之情況(如有)。

### 董事會

#### 職責

董事會須向股東負責，並以負責任及有成效的方式領導本集團。董事會並負責領導及制定本集團策略性政策及計劃以提高股東利益為宗旨，而本集團日常運作乃管理層負責。

董事會負責本集團所有重要事項之決策，包括制定本集團之業務目標及整體策略；年度預算及財務事宜；股本相關交易，如發行股份／購股權及購回股份；股息；籌集資金貸款；釐定主要業務策略；合併及收購；主要投資；營業額、盈利及資本開支之年度財務預算；檢討及批准財務表現及公佈；以及法例及條例規定之其他事項。

全體董事可全面及適時取得所有相關資料，以及公司秘書提供的意見及服務，確保董事會程序及所有適用的條例及規例已妥為遵守。

# Corporate Governance Report

## 企業管治報告

### The Board (continued)

#### Responsibilities (continued)

Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

The Directors are continually updated with the regulatory requirements, business activities and development of the Company to facilitate the discharge of their responsibilities. Through regular Board meetings, all Directors are kept abreast of the conduct, business activities and development of the Company.

The management has the obligation to supply the Board and the various Committees with adequate information in a timely manner to enable the members to make informed decisions. Each Director has separate and independent access to the Company's senior management to acquire more information than is volunteered by management and to make further enquiries if necessary.

The functions delegated to management are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

#### Composition

The Board currently comprises a total of nine members including five Executive Directors, one Non-executive Director (the "NED") and three Independent Non-executive Directors (the "INED"). It has the necessary balance of skills and experience appropriate to the requirements of the business of the Company. There is a strong element of independence in the Board, which can effectively exercise independent judgement.

The Board comprises:

#### Executive Directors

Mr. Yang Yirong (Chairman & President)  
Ms. Lu Jiahua  
Mr. Gong Xionghui  
Mr. Han Huan Guang  
Mr. Lin Zhigang

#### NED

Mr. Feng Tao (Vice Chairman)

#### INED

Mr. Lau Wang Yip, Derrick  
Mr. Yau Fook Chuen  
Mr. Wong Yik Chung, John

The above list of directors is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time.

### 董事會(續)

#### 職責(續)

各董事一般可在適當情況下，徵得董事會同意後尋求獨立專業意見，有關費用由本公司承擔。

本公司經常向董事提供有關監管規定與本公司業務活動及發展之最新資料，以助彼等履行職責。透過定期參加董事會議，各董事可密切跟進本公司之舉動、業務活動及發展。

管理層有責任於適當時候向董事會及各委員會提供充足資料，以便成員在知情之情況下作出決定。董事亦可自行及獨自向本公司之管理高層，索取管理層所主動提供以外資料，並在有需要時作出進一步查詢。

本公司會定期檢討委派管理層履行之職能。管理層在訂立任何重大交易前必須事先取得董事會批准。

#### 組成

董事會現時由九名成員組成，包括五名執行董事、一名非執行董事及三名獨立非執行董事。具有適合本公司業務需要之技巧與經驗之所需平衡。董事會具有高度獨立性，可有效行使獨立判斷。

董事會包括：

#### 執行董事

楊毅融先生(主席兼總裁)  
盧家華女士  
龔雄輝先生  
韓歡光先生  
林志剛先生

#### 非執行董事

馮濤先生(副主席)

#### 獨立非執行董事

劉宏業先生  
丘福全先生  
黃翼忠先生

以上董事名單亦不時根據上市規則於本公司所刊發之所有企業通訊中披露。



# Corporate Governance Report

## 企業管治報告

### The Board (continued)

#### Composition (continued)

The Board's composition covers a balance of expertise, skills and industry experience so as to bring in valuable contributions and advices for the development of the Group's business. The NED and INED together have substantial experience in fields of auditing, legal matters, business, accounting, corporate internal control and regulatory affairs. Through active participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all NED and INED make various contributions to the effective direction of the Group.

During the year, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three INED with at least one INED possessing appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received written annual confirmation from each INED of his independence pursuant to the requirements of the Listing Rules. The Company considers all INED to be independent in accordance with the independence guidelines set out in the Listing Rules.

#### Board meetings

The Board meets regularly throughout the year to discuss the overall strategy as well as the operation and financial performance of the Group. A total of 4 board meetings were held during the year. The individual attendance record of each Director at the meetings of the Board, the Remuneration Committee and the Audit Committee during the year ended 31 December 2012 is set out below:

Name of Director 董事姓名	Shareholders' meeting 股東大會 Annual General Meeting ("AGM") 股東週年大會	Attendance/Number of meetings 出席/舉行會議次數			
		Board 董事會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會
<b>EXECUTIVE DIRECTORS</b>	<b>執行董事</b>				
Mr. Yang Yirong (Chairman)	楊毅融先生(主席)	1/1	4/4	1/1	-
Mr. Gong Xionghui	龔雄輝先生	1/1	4/4	-	-
Ms. Lu Jiahua	盧家華女士	0/1	4/4	-	4/4
Mr. Han Huan Guang	韓歡光先生	1/1	4/4	1/1	4/4
Mr. Lin Zhigang	林志剛先生	0/1	4/4	-	-
<b>NED</b>	<b>非執行董事</b>				
Mr. Feng Tao (Vice Chairman)	馮濤先生 (副主席)	0/1	0/4	-	-
<b>INED</b>	<b>獨立非執行董事</b>				
Mr. Yau Fook Chuen	丘福全先生	1/1	4/4	1/1	4/4
Mr. Wong Yik Chung, John	黃翼忠先生	1/1	4/4	1/1	4/4
Mr. Lau Wang Yip, Derrick	劉宏業先生	1/1	4/4	1/1	4/4

### 董事會(續)

#### 組成(續)

董事會之組成具備恰當專業知識、技巧及行業經驗，故可為本集團業務發展提供寶貴貢獻及意見。各非執行董事於審計、法律事宜、業務、會計、企業內部監控及監管事宜方面具有豐富經驗。透過積極參與董事會會議，領導涉及潛在利益衝突及處理各董事委員會事務，全體非執行董事對本集團之有效領導作出不同貢獻。

於本年度，董事會於任何時間均符合上市規則有關董事會須委任最少三名獨立非執行董事，而最少一位獨立非執行董事具備合適之專業資格或會計或有關財務管理專業知識之規定。

本公司已接獲各獨立非執行董事根據上市規則規定就其獨立身分作出之年度確認書。根據上市規則所載獨立身分指引，本公司認為，全體獨立非執行董事均為獨立人士。

#### 董事會會議

董事會於年內定期會晤商討本集團整體策略、營運及財務表現。年內合共舉行四次董事會會議。截至二零一二年十二月三十一日止年度，各董事於董事會會議、薪酬委員會會議及審核委員會會議之出席記錄如下：

# Corporate Governance Report

## 企業管治報告

### The Board (continued)

#### Board meetings (continued)

Notices of regular board meetings are served to all Directors at least 14 days before the meetings while reasonable notice is generally given for other Board meetings. Agenda and Board papers together with complete and reliable information are sent to all Directors at least 3 days before each Board meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decision. Minutes of all Board meetings and committee meetings are kept by the Company Secretary. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection.

According to current Board practice, any material transaction which involves a conflict of interest for a substantial shareholder or a Director, will be considered and dealt with by the Board at a duly convened board meeting. The Company's Articles of Association also contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

#### Training for Directors

Each newly appointed director receives comprehensive, formal and tailored induction on the first occasion of his appointment, so as to ensure that he has appropriate understanding of the business and operations of the Company and that he is fully aware of his responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

There are also arrangements in place for providing continuing briefing and professional development to directors whenever necessary.

During the year, the directors have attended various in-house briefings and internal or external seminars/trainings, and have read internal or external newsletters, updates and other reading materials covering topics such as business of the Company, corporate governance, industry knowledge, regulatory updates, finance and management.

#### Appointment, rotation and re-election of Directors

Pursuant to the Articles of Association of the Company, all newly appointed directors of the Company shall hold office until the next general meeting and shall then be eligible for re-election. Every Director, including those appointed for a specific term shall be subject to retirement by rotation at least once every three years at the AGM. The retiring Directors shall be eligible for re-election.

### 董事會(續)

#### 董事會會議(續)

定期舉行之董事會會議通告須於會議舉行前最少14日送交全體董事，而其他董事會會議亦通常有合理時間的通知。為讓董事知悉本公司之最新動向及財政狀況以及確保彼等可作出知情決定，議程及會議文件連同完整及可靠的資料均須於各董事會會議舉行前最少3日送交全體董事。公司秘書負責保存所有董事會會議及委員會會議之會議記錄。會議記錄初稿一般於各會議結束後的合理時間內交予董事傳閱，讓董事提供意見，會議記錄之最終定稿可供董事查閱。

根據現時董事會常規，任何涉及主要股東或董事利益衝突之重大交易將由董事會正式召開董事會會議予以考慮及處理。本公司之公司組織章程細則亦載有條文規定，董事在批准涉及其或其連繫人士擁有重大權益之交易時，必須放棄投票及不得計入有關會議之法定人數內。

#### 董事培訓

每名新委任之董事均在其首次接受委任時獲得全面、正式兼特為其而設之就任須知，以確保彼等對本公司之業務及運作均有適當之理解，以及完全知悉其於上市規則及有關監管規定下之職責。

需要時，本公司亦安排向董事提供持續介紹及專業發展。

本年度，董事已出席多個內部會議及內部或外部研討會／培訓，並已閱讀內部或外部實時通訊、快訊及其他閱讀材料，涵蓋主題如本公司業務、企業管治、行業知識、監管更新、財務及管理。

#### 董事委任、輪值退任及重選

根據本公司的章程細則，每名獲董事局委任的新董事，他們的任期將直至下屆股東大會為止，並符合資格膺選連任。每位董事包括有指定任期之董事須最少每三年於股東週年大會上輪值退任一次。退任董事可獲重選連任。

### The Board (continued)

#### Appointment, rotation and re-election of Directors (continued)

In accordance with article 108(A) of the articles of association of the Company, Mr. Yang Yirong and Ms. Lu Jiahua will retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors at the 2013 AGM.

According to code provision A.4.3 of the CG Code, if an INED serves more than nine years, any further appointment of such INED should be subject to a separate resolution to be approved by the shareholders. Mr. Yau Fook Chuen (“**Mr. Yau**”) and Mr. Wong Yik Chung, John (“**Mr. Wong**”) have been appointed as INED for nine years. The Company has received from Mr. Yau and Mr. Wong the confirmations of independence according to Rule 3.13 of the Listing Rules. They have not engaged in any executive management of the Group. Taking into consideration of their independent scope of work in the past years, the Directors consider Mr. Yau and Mr. Wong to be independent under the Listing Rules despite the fact that they have served the Company for nine years. The Board believes that their continued tenure brings considerable stability to the Board and the Board has benefited greatly from their presences who have over time gained valuable insight into the Group.

#### Term of appointment of NED and INED

All NED and INED were appointed for an initial term of not more than one year and will be renewable automatically for successive term of one year until terminated by not less than three months’ notice in writing served by either party or the other. All NED and INED are subject to retirement by rotation once every three years and are subject to re-election.

#### Indemnification

The Company has arranged appropriate insurance cover in respect of legal actions against its Directors and officers. The Board reviews the extent of this insurance annually.

#### Company Secretary

The company secretary of the Company, Mr. Lam Kwok Kin, is responsible for ensuring that board procedures comply with all applicable laws, rules and regulations and advising the Board on corporate governance matters. He is also responsible for taking and keeping minutes of all Board and board committee meetings. Draft version of minutes is normally circulated to the Directors for comment within a reasonable time after each meeting and the final version of which is open for the Director’s inspection. Moreover, the Company Secretary is responsible for keeping all Directors updated on Listing Rules, regulatory requirements and internal codes of conduct of the Company. He has attained no less than 15 hours of relevant professional training during the year.

### 董事會(續)

#### 董事委任、輪值退任及重選(續)

根據本公司之組織章程細則第108(A)條，楊毅融先生及盧家華女士將於2013年股東週年大會輪值退任董事，惟彼等符合資格並願意膺選連任董事。

根據上市規則附錄十四所載企業管治守則之守則條文第A.4.3條，倘獨立非執行董事服務年期超過九年，任何繼續委任該名獨立非執行董事之事宜均應以獨立決議案形式由股東批准。丘福全先生(「丘先生」)及黃翼忠先生(「黃先生」)已獲委任為獨立非執行董事九年。本公司已接獲丘先生及黃先生根據上市規則第3.13條發出之獨立性確認書。丘先生及黃先生在本集團概無擔任任何實質行政職務。經考慮其過去數年之獨立工作範圍，董事會認為儘管丘先生及黃先生已於本公司任職九年，其仍按上市規則保持獨立性。董事會認為，丘先生及黃先生之連續任期將極大穩定董事會，而董事會因丘先生及黃先生對本集團積累的長期寶貴見解而受益不淺。

#### 非執行董事及獨立非執行董事之委任年期

本公司全體非執行董事均按不超過一年之初步年期委任，並將於屆滿時自動續約一年，直至其中一名訂約方向另一方發出不少於三個月書面通知予以終止，所有非執行董事均須每三年輪流退任，並須經重選連任。

#### 賠償

本公司已就其董事及高級人員可能會面對之法律行動作適當之投保安排，投保範圍乃按年檢討。

#### 公司秘書

本公司的公司秘書林國健先生負責確保董事會程序符合所有適用法律、法例及法規，並就企業管治事宜向董事會提出建議。彼亦負責記錄及存置所有董事會及委員會會議的會議紀錄。會議紀錄草稿一般於各會議舉行後的一段合理時間內供董事傳閱以收集意見，而最終版本將可供董事查閱。此外，公司秘書負責通知全體董事有關上市規則、監管規定及本公司內部操守守則的最新資訊。彼於年內接受不少於15小時的相關專業訓練。



### The Board (continued)

#### Segregation of Roles of Chairman and Chief Executive Officer (“CEO”) (continued)

The Company has not yet adopted A.2.1. Under the code provision A.2.1 of the CG Code, the roles of Chairman and CEO should be separate and would not be performed by the same individual. The division of responsibilities between the Chairman and CEO should be clearly established and set out in writing.

The Company does not presently have any officer with the title CEO. At present, Mr. Yang Yirong, being the Chairman and the President of the Company, is responsible for the strategic planning, formulation of overall corporate development policy and running the business of the Group as well as the duties of Chairman. The Board considers that, due to the nature and extent of the Group’s operations, Mr. Yang is the most appropriate chief executive because he possesses in-depth knowledge and experience in fine chemicals business and is able to ensure the sustainable development of the Group. Besides, he is the founder, the chairman and the controlling shareholder of the Group since its establishment and till now. Notwithstanding the above, the Board will review the current structure from time to time. When at the appropriate time and if candidate with suitable leadership, knowledge, skills and experience can be identified within or outside the Group, the Company may make the necessary amendments.

### Board Committees

The Board has established three committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee for overseeing particular aspects of the Company’s affairs. All Board committees of the Company are established with defined written terms of reference which deal clearly with their authority and duties. The terms of reference of the Board committees are posted on the Company’s website and are available to shareholders upon request.

The chairmen of the committees will report the findings and recommendations of the committees to the Board after each meeting. The minutes of all meetings of the committees are circulated to the Board for information.

### 董事會(續)

#### 主席及行政總裁職能之劃分(續)

本公司尚未採納第A.2.1條之規定。根據企業管治守則之守則條文A.2.1，主席及行政總裁之角色應予區分，不應由同一人擔任。主席與行政總裁間之職責分工應清楚界定及以書面列明。

本公司並無高級職員獲授行政總裁職銜。本公司主席兼總裁楊毅融先生現負責策略規劃、整體企業發展政策制定及本集團業務營運以及主席職責。董事會認為，基於本集團之業務性質及範疇，楊先生不但具備精細化工業務之豐富知識及經驗，並有能力推動本集團持續發展，故為最合適的行政總裁人選。此外，彼亦為本集團之創辦人、自成立至今之主席兼控股股東，惟董事會將不時檢討現行架構，並於合適時候及倘本集團自內部或外界物色到具備適當領導才能、知識、技能及經驗之人選，本公司或會作出所需修訂。

### 董事委員會

董事會設有三個委員會，分別為審核委員會及提名委員會薪酬委員會及以監管本公司各類具體事務。本公司之所有董事會委員會均有明確的書面職權範圍，清晰訂明其權力及職能。董事委員會之職權範圍刊載於本公司網站，如股東有需要時可向公司索取有關資料參閱。

各委員會主席將於各會議完結後向董事會提交各委員會的結論及推薦意見。所有委員會會議記錄會交予董事會傳閱，以提供資訊。

### Board Committees (continued)

#### Audit Committee

The Audit Committee comprises three INED, namely Mr. Yau Fook Chuen (the chairman of the committee), Mr. Lau Wang Yip, Derrick and Mr. Wong Yik Chung, John, in which Mr. Yau Fook Chuen possesses the appropriate professional qualifications or accounting or related financial management expertise.

The primary duties of the Audit Committee include the following:

- (a) To review the financial statements and reports and consider any significant or unusual items raised by the qualified accountant or external auditor before submission to the Board;
- (b) To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process by reference to the work performed by the external auditor, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditor; and
- (c) To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

During the year under review, the Audit Committee held three meetings with the senior management to review, consider and approve the interim and annual financial statements, discuss internal controls matters and the re-appointment of the external auditor. The Audit Committee has also reviewed the Group's accounting principles and practices, listing rules and statutory compliance and financial reporting matters.

#### Remuneration Committee

The Remuneration Committee comprises three INED, namely, Mr. Wong Yik Chung, John (the chairman of the committee), Mr. Lau Wang Yip, Derrick and Mr. Yau Fook Chuen and two executive Directors, Mr. Han Huan Guang and Ms. Lu Jiahua.

The primary responsibilities of the Remuneration Committee include establishing a formal and transparent procedures for developing policy on the remuneration of the Executive Directors and senior management, making recommendations to the Board on the Company's policy and structure for the remuneration of Directors and senior management, to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time, ensuring the remuneration packages are sufficient to attract and retain the Directors to run the Company successfully, to avoid over-paying and ensure no Director or any of his associates will participate in deciding his own remuneration.

### 董事委員會(續)

#### 審核委員會

審核委員會由三名獨立非執行董事組成，即丘福全先生(委員會主席)、劉宏業先生及黃翼忠先生。當中，丘福全先生為具有適當專業資格或會計或有關財務管理經驗專業知識之獨立非執行董事。

審核委員會主要職責包括以下各項：

- (a) 向董事會提交財務報表及報告前，審閱財務報表及報告以及考慮任何由合資格會計師或外聘核數師提出的重大或不尋常項目；
- (b) 經參考外聘核數師之工作、委聘費用及條款後，檢討及監察與外聘核數師是否獨立客觀及核數程序是否有效，並就外聘核數師之委聘、續聘及罷免向董事會提供推薦意見；及
- (c) 檢討本公司財務申報系統、內部監控及風險管理制度與相關程序是否足夠及其成效。

於回顧年內，審核委員會曾與高級管理人員舉行三次會議，審閱、考慮及批准中期及年度財務報表、討論內部監控及外聘核數師續聘等事宜。審核委員會亦完成檢討本集團之會計原則與常規、上市規則及其他法規之遵行，以及財務匯報事宜。

#### 薪酬委員會

薪酬委員會包括三名獨立非執行董事黃翼忠先生(委員會主席)、劉宏業先生及丘福全先生，以及兩名執行董事韓歡光先生及盧家華女士。

薪酬委員會主要職責包括制定正式及具透明度之程序，就執行董事及高級管理層之酬金制定政策；就本公司對執行董事及高級管理層酬金之政策及結構向董事會提供推薦意見；並參考董事會不時議決的公司目標及指標檢討及通過與表現掛鈎的酬金；確保酬金組合足以吸引及留聘董事成功經營本公司；避免給予過多酬報以及確保並無董事或其任何聯繫人士參與釐定本身酬金的磋商。

### Board Committees (continued)

#### Remuneration Committee (continued)

During the year under review, the Remuneration Committee held four meetings to review and consider the remuneration policy and packages, including any discretionary management bonus of the Executive Directors and senior management by reference to market conditions, performance of the Group and the individual and corporate goals.

#### Senior management emolument

The remuneration of the senior management of the Group by band for the year ended 31 December 2012 is set out below:

Remuneration bands	酬金範圍	Number of senior management 高級管理人員數目
Below RMB500,000	人民幣500,000元以下	3
RMB500,001 – RMB1,000,000	人民幣500,001元至人民幣1,000,000元	4
		7

#### Nomination Committee

The Nomination Committee was established in March 2012 and it comprises two executive Directors, namely Mr. Yang Yirong (the chairman of the Committee) and Mr. Han Huan Guang and three INED, namely, Mr. Yau Fook Chuen, Mr. Lau Wang Yip and Mr. Wong Yik Chung, John. The duties of the Nomination Committee are, among others, to review the structure, size and composition of the Board and to make recommendations on any proposed changes to the Board and on the selection of individuals nominated for directorships. The Nomination Committee held one meeting during the year to review the Terms of Reference of Nomination Committee.

#### Model Code for Securities Transactions

The Company has adopted a code of conduct regarding the Directors' securities transactions on terms not less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules. Specific enquiry has been made to all Directors and all the Directors have confirmed that they have complied with all the relevant requirements as set out in the Model Code throughout the year ended 31 December 2012.

### 董事委員會(續)

#### 審核委員會(續)

於回顧年度，薪酬委員會曾舉行會議四次，經參考市況、本集團及個人表現以及企業目標後，檢討及考慮執行董事及高級管理層之酬金政策及組合，包括任何酌情管理花紅。

#### 高級管理層之酬金

截至二零一二年十二月三十一日止年度，本集團高級管理層的酬金範圍如下：

#### 提名委員會

提名委員會於2012年3月成立，並包括兩名執行董事楊毅融先生(委員會主席)及韓歡光先生以及三名獨立非執行董事丘福全先生、劉宏業先生及黃翼忠先生。提名委員會的職責為(其中包括)檢討董事會的架構、人數及組成，並就擬對董事會作出的任何變動及就挑選提名個別人士出任董事提出建議。本年度，提名委員會已舉行一次會議，以審閱提名委員會之職權範圍。

#### 進行證券交易的標準守則

本公司已採納一套有關董事進行證券交易的行為守則，條款不遜於上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)的規定標準。本公司已向全體董事作出具體查詢，而全體董事亦已確認，彼等於截至二零一二年十二月三十一日止年度一直遵守標準守則所載所有有關規定。



# Corporate Governance Report

## 企業管治報告

### Responsibilities in Respect of the Financial Statements

The management provides such explanation and information to the Board to facilitate an informed assessment of the financial and other information put before the Board for approval.

The Directors acknowledge their responsibility for preparing the financial statements which give a true and fair view and the statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the “Independent Auditor’s Report” on pages 45 and 46.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other financial disclosures required under the Listing Rules and other regulatory requirements. Meanwhile, the Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgments and estimates made are prudent and reasonable. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group’s ability to continue as a going concern. The Board has prepared the financial statements on a going concern basis.

### Internal Controls

The Board has overall responsibilities for maintaining a sound and effective internal control system of the Group. The system includes a defined management structure with limits of authority, safeguards its assets against unauthorized use or disposition, ensures the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensures compliance with relevant laws and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage the risks of failure in the Group’s operational systems and in the achievement of the Group’s objectives.

The Directors, through the Audit Committee, have conducted an annual review of the effectiveness of the system of internal control of the Company and its subsidiaries. The review covers all material controls, including financial, operational and compliance controls and risk management functions.

### External Auditor

During the year, PricewaterhouseCoopers, the external auditor of the Company received approximately RMB1.76 million for audit services provided to the Group. The external auditor did not provide any non-audit service to the Group during the year under review.

### 有關財務報表之責任

管理層提供一切解釋及資料，以便董事會在知情之情況下就其提呈予以通過之財務及其他資料加以評定。

董事知悉其須編製真實公平的財務報表之責任，本公司獨立核數師就彼等對財務報表之報告責任聲明載於第45及46頁之「獨立核數師報告書」。

而董事會則須負責對年報及中期報告、股價敏感資料公佈以及根據上市規則及其他監管規定須予披露的其他財務資料提呈平衡、清晰及易於理解的評審。同時亦須負責確保採納恰當之會計政策及貫徹採用，且所作判斷及估計乃審慎合理。董事會並不知悉任何可能會嚴重影響本集團繼續長遠經營之能力的重大不明朗事件或情況。因此，董事會在基於本集團長遠經營之假設下編製財務報表。

### 內部監控

董事會須在整體上負責保持本集團之內部監控制度有效妥善，當中包括設有一個權限分明之清晰管理架構、保障集團資產不會遭挪用或竊取、確保會計紀錄妥為存置以提供可靠財務資料作內部或公佈之用，並且確保有關法例及規則一一遵循。該制度旨在合理（但非絕對）保證不會出現嚴重失誤，並管控本集團之營運系統以及本集團爭取達成業務目標過程中之失誤風險。

董事透過本公司之審核委員會，每年檢討一次本公司及其附屬公司的內部監控系統是否有效。有關檢討涵蓋所有重要的監控方面，包括財務監控、運作監控及合規監控，以及風險管理功能。

### 外聘核數師

年內，本公司核數師羅兵咸永道會計師事務所就審計服務收取本集團約176萬元人民幣。外聘核數師年內並無向本集團提供任何非審計服務。

### Shareholders' Rights and Investor Relations

#### (1) General Meeting

Under the Listing Rules, any vote of shareholders at a general meeting will be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Details of the poll procedures are included in all notices/circulars to shareholders and will be explained during the proceedings of meetings. Poll results will be posted on the website of the Stock Exchange and the Company subsequent to the close of the shareholders meeting.

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. The Chairman of the Board as well as the Chairmen of the Audit Committee, the Remuneration Committee and the Nomination Committee or, in their absence, other members of the respective committees, are available to answer questions at the shareholders' meetings. Separate resolutions are proposed at general meetings on each substantial issue, including the election of individual directors.

During the year, one general meeting was held on 28 June 2012, which is the 2012 annual general meeting. The attendance record of the Directors, on a named basis, is set out in the table on page 19 of this report.

Under the code provision A.6.7, INED and NED should attend general meetings and develop a balanced understanding of the views of shareholders. Mr. Feng Tao was unable to attend the AGM of the Company held on 28 June 2012 due to other important engagements. All other INED and NED had attended the 2012 AGM to answer questions and collect views of shareholders.

#### (2) Procedures for Shareholders to Convene Extraordinary General Meeting

The following procedures for shareholders (the "Shareholders", each a "Shareholder") of the Company to convene an extraordinary general meeting ("EGM") of the Company are prepared in accordance with Article 64 of the articles of association of the Company:

- (1) One or more Shareholders (the "Requisitionist(s)") holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings shall have the right, by written notice (the "Requisition"), to require an EGM to be called by the Directors for the transaction of any business specified therein;
- (2) Such Requisition shall be made in writing to the Board or the company secretary of the Company via email at the email address of the Company at presidentoffice@ecogreen.com;

### 股東權利及投資者關係

#### (1) 股東大會

根據上市規則，除主席以誠信原則作出決定容許純粹有關程序或行政事宜之決議案將以舉手方式表決外，股東於股東大會上作出之所有表決必須以投票方式進行。表決程序詳情已載列所有通告／股東通函，並將於會議進行期間解釋。表決結果將於股東大會後在聯交所及本公司網站刊載。

本公司之股東大會為股東及董事會提供機會進行溝通。董事會主席及審核委員會、薪酬委員會及提名委員會主席或(在彼等缺席時)各委員會之其他委員，將在股東大會上回答提問。於股東大會上，將就各重大事項(包括選舉個別董事)提呈獨立決議案。

本年度，已於二零一二年六月二十八日舉行一次股東大會，即二零一二年股東週年大會。董事會個別成員的出席記錄列載於本報告第19頁的列表內。

根據守則條文第A.6.7條，獨立非執行董事及非執行董事應出席股東大會，對公司股東的意見有公正的了解。馮濤先生因其他重要公務未能出席本公司於二零一二年六月二十八日舉行之股東週年大會。所有其他獨立非執行董事及非執行董事均已出席二零一二年股東週年大會，回應提問及聽取股東之意見。

#### (2) 股東召開股東特別大會的程序

本公司股東(「股東」)召開本公司股東特別大會(「股東特別大會」)的下列程序乃根據本公司的組織章程細則第64條而編製：

- (1) 於提出要求日期持有不少於本公司十分之一具備於股東大會上有權表決的繳足股本的一名或多名股東(「請求人」)有權透過書面通知(「要求」)就要求所指明的任何業務要求董事召開股東特別大會；
- (2) 該要求須以書面形式透過電郵向董事會或公司秘書提出，電郵地址為 presidentoffice@ecogreen.com；

### Shareholders' Rights and Investor Relations (continued)

#### (2) Procedures for Shareholders to Convene Extraordinary General Meeting (continued)

- (3) The EGM shall be held within two months after the deposit of such Requisition; and
- (4) If the Directors fail to proceed to convene such meeting within twenty-one (21) days of the deposit of such Requisition, 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 Directors shall be reimbursed to the Requisitionist(s) by the Company.

#### (3) Shareholders' Communication

Corporation communications such as interim reports, annual reports and circulars are sent to the shareholders in a timely manner and are also available on the website of the Company. The Company's website provides the shareholders with the corporate information, such as principal business activities and latest development of the Group. Also, it provides information on corporate governance and corporate social responsibilities of the Group as well as the compositions and functions of the Board and the committees.

Shareholders are provided with contact details of the Company, such as telephone hotline, fax number, email address and postal address, in order to enable them to make any query that they may have with respect to the Company. They can also send their enquiries to the Board through these means.

#### (4) Investor Relations

The Company continues to enhance communications and relationships with its investors. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner. To promote effective communication, the Company also maintains websites ([www.ecogreen.com](http://www.ecogreen.com)) where extensive information and updates on the Company's business developments and operations, financial information, corporate governance practices and other information are posted.

By the Order of the Board  
**Yang Yirong**  
President

Hong Kong, 26 March 2013

### 股東權利及投資者關係(續)

#### (2) 股東召開股東特別大會的程序(續)

- (3) 股東特別大會須於提出有關要求後兩個月內舉行；及
- (4) 如董事未能在要求提出後二十一(21)日內召開上述大會，請求人可以同樣形式召開會議，本公司須就董事未能應要求召開會議償付請求人就召開會議招致的所有合理開支。

#### (3) 與股東之溝通

中期報告、年度報告及通函等公司通訊將及時派發予股東並可於本公司網站上查閱。本公司網站向股東提供企業資料，如本集團之主要業務活動及最新發展等。網站亦提供有關本集團企業管治及企業社會責任之資料以及董事會及委員會組成及職能之資料。

為使股東作出有關本公司的任何查詢，本公司向彼等提供如熱線電話、傳真號、郵箱及通訊地址等本公司聯繫資料。股東亦可透過該等方式向董事會查詢。

#### (4) 投資者關係

本公司持續加強與其投資者之溝通及關係。特定高級管理人員與機構投資者及分析員作定期對話，協助彼等了解本公司之發展。本公司會對投資者之查詢作出詳盡及適時之回應。為促進有效溝通，本公司設有網站([www.ecogreen.com](http://www.ecogreen.com))以刊載詳盡資料及更新本公司之業務發展及經營、財務資料、企業管治常規及其他資料。

承董事會命  
總裁  
楊毅融

香港，二零一三年三月二十六日

# Biographical Details of Directors and Senior Management

## 董事及高級管理人員履歷

### Directors

#### Executive Directors

Mr. YANG Yirong  
*Chairman and President*  
*Chairman of Nomination Committee*

Mr. Yang, aged 51, is the founder of the Group. He is responsible for strategic planning and formulation of overall corporate development policy for the Group. Mr. Yang holds a Bachelor's degree in science, majoring in chemistry from Huaqiao University in 1982. Prior to founding the Group in 1994, Mr. Yang has extensive experience in the fine chemical manufacturing and trading and has more than ten years of experience in natural organic chemistry research.

Mr. GONG Xionghui  
*Senior Vice President – Engineering Project Management*

Mr. Gong, aged 49, is responsible for project construction and strategic investment development. Mr. Gong holds a Master's degree in chemical engineering from Xiamen University and has accumulated over 20 years of experience in fine chemicals industry and qualified as an ISO 9000 auditor in the PRC in 1998. He joined the Group in September 1999.

Ms. LU Jiahua  
*Senior Vice President – Group Financial Control*  
*Member of Remuneration Committee*

Ms. Lu, aged 46, oversees the finance and accounting and human resources functions for the Group in the PRC. She has over 20 years of experience in accounting, financial management, administration management and internal auditing in a number of pharmaceutical and fine chemical manufacturing enterprises. Ms. Lu holds a Bachelor's degree and a Master's degree in economics and corporate management from Xiamen University. She joined the Group in April 2002.

Mr. HAN Huan Guang  
*Senior Vice President – Group Strategic Investments and Capital Markets*  
*Member of Remuneration Committee*  
*Member of Nomination Committee*

Mr. Han, aged 51, responsible for Group strategic investments, capital markets and investor relations. He graduated from Zhongshan University (中山大學) with a Bachelor's degree in biochemistry in 1982 and obtained his Master's degree in Business Administration from University of Technology, Sydney, Australia in 1993. He has over 20 years' experience in corporate finance, merger and acquisition, infrastructure and new technology developments, management of listed and non-listed companies in the PRC and overseas. Over the years, he has been a Director, and then Managing Director in China Everbright Medicine Co. Ltd. (a subsidiary of China Everbright Holdings Group), Livzon Pharmaceutical Group Inc. and in other senior management positions in Hong Kong, Singapore and Mainland companies. He has been appointed as a Councilor of the China Society of Biotechnology, and also member of some professional associations in the region. Mr. Han joined the Group in September 2005 as a non-executive director, and became an executive director from May 2006.

### 董事

#### 執行董事

楊毅融先生  
*主席兼總裁*  
*提名委員會主席*

楊先生，51歲，本集團創辦人，負責制定本集團策略規劃及整體企業發展政策。楊先生在華僑大學主修化學，於一九八二年取得理學士學位。於一九九四年創辦本集團之前，已累積豐富精細化學品生產及貿易經驗，具有逾十年天然有機化學研究經驗。

龔雄輝先生  
*資深副總裁 – 工程項目管理*

龔先生，49歲，負責項目建設及策略投資發展。龔先生持有廈門大學化學工程碩士學位，並累積超過20年之精細化工行業經驗，龔先生於一九九八年成為中國認可ISO 9000審計師。彼於一九九九年九月加入本集團。

盧家華女士  
*資深副總裁 – 集團財務管控*  
*薪酬委員會成員*

盧女士，46歲，負責監督本集團中國業務之財務與會計及人力資源的工作。盧女士於多間製藥工業及精細化工企業之會計、財務管理、行政管理及內部核數擁有逾20年經驗。盧女士持有廈門大學經濟學學士及企業管理碩士學位。彼於二零零二年四月加入本集團。

韓歡光先生  
*資深副總裁 – 集團策略投資與資本市場*  
*薪酬委員會成員*  
*提名委員會成員*

韓先生，51歲，負責策略投資、資本市場及投資者關係。韓先生於一九八二年在中山大學畢業，持有生物化學學士，並於一九九三年獲取澳大利亞悉尼理工大學工商管理碩士學位。彼於中國及海外企業融資、併購、基建和新技术開發，以及中國及海外上市及非上市公司管理方面積逾二十年豐富經驗，曾先後於中國光大集團附屬公司China Everbright Medicine Co. Ltd.、麗珠醫藥集團任職董事及董事總經理，亦曾於香港、星加坡和中國公司擔任其他高級管理職務。並曾獲中國生物工程學會委任為理事。彼亦為區內多個專業組織之會員。彼於二零零五年九月加盟本集團作為非執行董事，並於二零零六年五月轉任為執行董事。



# Biographical Details of Directors and Senior Management

## 董事及高級管理人員履歷

### Directors (continued)

#### Executive Directors (continued)

Mr. LIN Zhigang

*Vice President – Group’s Aroma Chemicals Business*

Mr. Lin, aged 42, is responsible for the management of the Group’s operation in aroma chemicals business. He holds a Bachelor’s degree of economics obtained from Xiamen University. Prior to joining the Group in June 1996, he worked in a foreign investment enterprise and has concrete experience in sales and marketing management, business development and production management.

#### Non-executive Director

Mr. FENG Tao

*Vice Chairman*

Mr. Feng, aged 45, is the Chief Executive Officer of NewMargin Ventures Capital Co. Ltd., which is a leading venture capital management company in China. Commencing from 1999, Mr. Feng has been serving as the vice president officer (副主任) of The Foundation of Science & Technology for Development of the State Planning Committee, State Economic & Trade Commission of the PRC (中華人民共和國國家經濟貿易委員會) and Chinese Academy of Sciences. As one of pioneer of venture-capital of China, Mr. Feng possesses extensive experience and knowledge of both domestic and overseas markets. Mr. Feng was awarded the title of “Top 10 most influential venture capitalists in China” in the “Asia-Pacific Venture Capitalist Summit and Most Influential Venture Capitalists in China Award Ceremony” in April 2005. He obtained a Master’s degree in science from the Department of Statistics and Applied Probability of University of Alberta in June 1992. He joined the Group in September 2005.

#### Independent Non-executive Directors

Mr. YAU Fook Chuen

*Chairman of Audit Committee*

*Member of Remuneration Committee*

*Member of Nomination Committee*

Mr. Yau, aged 55, is a practising accountant and has over 20 years of experience in public accountancy practice which covers company secretarial service, accountancy, auditing and taxation. He is a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Yau is currently the proprietor of Yau & Wong, Certified Public Accountants in Hong Kong. He was appointed as an Independent Non-executive Director in February 2004.

### 董事(續)

#### 執行董事(續)

林志剛先生

*副總裁 – 集團香原料業務*

林先生，42歲，分管集團香原料業務。林先生持有廈門大學經濟學士學位。於一九九六年六月加入本集團之前，曾在一家外資企業工作，有堅實之銷售與市場推廣管理、業務開發及生產管理經驗。

#### 非執行董事

馮濤先生

*副主席*

馮先生，45歲，為上海聯永宣創業投資管理有限公司之總裁，該公司是國內首屈一指的風險投資管理公司。自一九九九年，馮先生出任中華人民共和國國家計劃委員會、國家經濟貿易委員會中國科學院之科技促進經濟基金委員會副主任。作為中國創業資本先鋒之一，馮先生於中國及國際市場均具備資深經驗及豐富認識。馮先生於二零零五年四月在「亞太風險投資人峰會暨首屆中國最具影響力風險投資人頒獎典禮」中，榮獲「中國最具影響力風險投資人十佳」。馮先生於一九九二年六月在阿爾伯特大學的統計及應用概率學系取得理學碩士學位。彼於二零零五年九月加入本集團為非執行董事兼董事會副主席。

#### 獨立非執行董事

丘福全先生

*審核委員會主席*

*薪酬委員會成員*

*提名委員會成員*

丘先生，55歲，執業會計師，擁有逾20年有關公司秘書服務、會計、審計及稅務之執業會計師經驗。丘先生為英國特許公認會計師公會及香港會計師公會會員，現時經營香港執業會計師丘王會計師事務所。彼於二零零四年二月獲委任為獨立非執行董事。

# Biographical Details of Directors and Senior Management

## 董事及高級管理人員履歷

### Directors (continued)

#### Independent Non-executive Directors (continued)

Mr. WONG Yik Chung, John  
*Chairman of Remuneration Committee*  
*Member of Audit Committee*  
*Member of Nomination Committee*

Mr. Wong, aged 46, among being the Independent Non-executive Director of the Company, was also served as an Independent Non-executive Director of Golden Resources Development International Limited, CDW Holdings Limited and General Steel Holdings Inc, companies listed in Hong Kong, Singapore and the United States respectively. He is a professional accountant by training with more than 18 years of experience in auditing and corporate finance work, with extensive exposure to the business enterprise in the PRC. Mr. Wong is currently the director to TMF China, a firm provides a variety of professional outsourcing solutions to an international client base investing in PRC. Mr. Wong graduated from the University of Melbourne. He is a fellow member of the Australian Society of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants. He also obtained a PRC Certificate of Independent Directorship in 2002. He was appointed as an Independent Non-executive Director in February 2004.

Mr. LAU Wang Yip, Derrick  
*Member of Remuneration Committee*  
*Member of Audit Committee*  
*Member of Nomination Committee*

Mr. Lau, aged 51, is the managing director of a financial institution. He obtained a master degree of management science in accounting and he has extensive experience in investment banking.

### Senior Management

Mr. XIE Rong Guo  
*Vice President – Strategic Resources Management*

Mr. Xie, aged 50, Head of Strategic Resources Management Center. Since he joined Ecogreen, Mr. Xie has been the management positions in purchase department, logistic department and commercial department and the general manager of strategic resources management. He has excellent professional knowledge and rich experience in supply chain management and strategic resources management.

### 董事(續)

#### 獨立非執行董事(續)

黃翼忠先生  
*薪酬委員會主席*  
*審核委員會成員*  
*提名委員會成員*

黃先生，46歲，彼為本公司的獨立非執行董事外，同時身兼金源米業國際有限公司，CDW Holdings及通用鋼鐵控股有限公司等分別於香港、新加坡及美國上市之公司獨立非執行董事之職務。彼為合資格會計師，擁有逾18年審計及企業融資經驗，對中國商業企業具有資深經驗。彼現為TMF China之董事，該公司向投資於中國並以國際客戶為主之公司提供專業外判解決方案。黃先生於墨爾本大學畢業，為澳洲會計師公會及香港會計師公會資深會員。彼亦於二零零二年取得中國獨立董事證書。黃先生於二零零四年二月獲委任為獨立非執行董事。

劉宏業先生  
*審核委員會成員*  
*薪酬委員會成員*  
*提名委員會成員*

劉先生，51歲，為一家金融機構之董事總經理。彼持有會計學管理理學碩士學位，於投資銀行方面擁有深厚經歷。

### 高級管理人員

謝榮國先生  
*副總裁 – 戰略資源管理*

謝先生，50歲，本集團之戰略資源副總裁。謝先生自公司建立入職，歷任採購、物流、商務經理、物流中心總經理及戰略資源總經理等重要職務。在供應鏈管理，戰略資源項目開發、戰略資源運營上具有優秀的專業積累和豐富的運營經驗。

# Biographical Details of Directors and Senior Management

## 董事及高級管理人員履歷

### Senior Management (continued)

Mr. Yi Zhi Xiong

*Vice President – Corporate Administration*

Mr. Yi, aged 51, Head of Corporate Administration. Mr. Yi majored in fine chemicals in Tianjin University with a Bachelor's degree of engineering. He has been the head of management in a large manufacturing company before he joined Ecogreen in September 1998.

Mr. WONG Cang Yan

*Head of President Office*

Mr. Wong, aged 55, Head of President Office. Mr. Wong received Bachelor's degree of management science from National Chiao Tung University. Before joining Ecogreen in July 2007, Mr. Wong has 28 years work experience in enterprise management. During 2003 to 2005, he was the management consultant of Ecogreen, helping the Group to build the daily management system.

Mr. YAN Da Yi, David

*General Manager – Marketing and Sales of Aroma Chemicals*

Mr. Yan, aged 52, General Manager of the Marketing and Sales of Aroma Chemicals, Mr. Yan holds a Bachelor's degree of Engineering. Mr. Yan has 27 years work experience in Canada, Hong Kong and China. Before joining the Group in May 2004, he worked for eight years in a well-known software company in Hong Kong, for positions in marketing, sales, servicing and administrative departments.

Mr. XIAO Li Yuan

*Aroma Chemicals Operations Manager*

Mr. Xiao, aged 49, Director of Aroma Chemicals Operations. Before joining the Group in February 2001, he was the deputy manager in a large chemical enterprise. Mr. Xiao has more than 27 years experience of production management.

Mr. TU Hong Bin

*Aroma Chemicals R&D Manager*

Mr. Tu, aged 45, Aroma Chemicals R&D Manager, who received a Ph.D degree in 1995 from Beijing Institute of Technology. After the postdoctoral research experience with Professor Alan.R.Katritzky at University of Florida of USA (2001–2004), he joined Ecogreen in May 2005. He has more than 14 years experience in organic synthesis and methodology including 3 years preparation and production of Heterocyclic compounds.

Mr. LAM Kwok Kin

*Financial Controller and Company Secretary*

Mr. Lam, aged 39, is the financial controller and company secretary of the Company. He holds a Bachelor's degree in accountancy and is a fellow member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Prior to joining the Group in October 2003, he worked with an international accounting firm for seven years and was the financial controller and company secretary of a company listed on the Stock Exchange. Mr. Lam has extensive experience in auditing, accounting, budgeting and company secretarial works.

### 高級管理人員(續)

伊志雄先生

*副總裁－企業管理*

伊先生，51歲，本集團之企業管理副總裁。伊先生畢業於天津大學精細化工學學士學位。於一九九八年九月加入本集團前，伊先生曾於一家大型製造企業擔任管理部部长，具有優秀的專業積累和豐富的管理經驗。

翁倉煙先生

*總裁辦公室主任*

翁先生，55歲，本集團之總裁辦公室主任。翁先生畢業於台灣交通大學管理科學學士學位。於二零零七年十月加入本集團前，翁先生已從事企業管理28年。在二零零三年至二零零五期間擔任本集團的管理顧問，幫助集團建立了日常管理體系，擁有豐富的管理經驗。

顏達義先生

*香原料市場營銷部總經理*

顏先生，52歲，本集團之香原料市場營銷部總經理。顏先生持有工學學士學位，在加拿大、香港和中國沿海有27年工作積累，於二零零四年五月加入本集團前，顏先生曾於香港一家知名軟體公司任職八年及擔任市場、銷售、服務和行政管理職務，對不同文化背景的商業運作模式和溝通交流理解深刻、經驗豐富。

肖利遠先生

*香原料營運總監*

肖先生，49歲，本集團香原料製造之營運總監。於二零零一年二月加入本集團前，肖先生曾於一家大型化工企業擔任生產管理副廠長，具有27年化工企業生產管理的豐富經驗。

塗洪斌先生

*香原料研發主管*

塗先生，45歲，本集團之香原料研發主管。北京理工大學工學博士，美國佛羅里達大學博士後。於二零零五年五月加入本集團前，塗先生曾於美國佛羅里達大學從事雜環化學研究3年，積累有14年有機化學研究的豐富經驗。

林國健先生

*財務總監兼公司秘書*

林先生，39歲，本公司之財務總監兼公司秘書。林先生持有會計學士學位，為英國特許公認會計師公會之資深會員及香港會計師公會之資深會員。於二零零三年十月加入本集團前，林先生曾於一家國際會計師行任職七年及擔任一家聯交所上市公司之財務總監兼公司秘書，於核數、會計、預算及公司秘書事務擁有豐富經驗。

# Directors' Report

## 董事會報告

The directors (the “**Directors**”) of EcoGreen Fine Chemicals Group Limited (the “**Company**”) are pleased to present their annual report together with the audited financial statements of the Company and of its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2012.

### Principal activities and geographical analysis of operations

The Company is an investment holding company. The principal activities of the Group are the research and development, production and sale of fine chemicals products from natural resources for use in aroma chemicals and pharmaceutical products, and the trading of fine chemicals products and natural materials.

An analysis of the Group's performance for the year by business and geographical segments is set out in Note 5 to the financial statements.

### Subsidiaries

Particulars of the Company's subsidiaries as at 31 December 2012 are set out in Note 9 to the financial statements.

### Results and dividends

The results of the Group for the year ended 31 December 2012 are set out in the consolidated income statement on page 51.

An interim dividend of HK1 cent per share, amounting to a total of about HK\$4,834,000 (equivalent of approximately RMB3,951,000), was paid to shareholders of the Company (the “**Shareholders**”) on 18 October 2012.

The Directors recommend the payment of a final dividend of HK4.1 cents per share to the Shareholders whose names appear on the register of members on 7 June 2013. Together with the interim dividend, this will bring the total dividend distribution for the year to HK5.1 cents (2011: HK4.68 cents) per share, resulting in an aggregate dividend of about HK\$24,652,000 (equivalent of approximately RMB19,964,000) for the year ended 31 December 2012.

### Reserves

Details of movements in reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 53. Details of movements in other reserves of the Group and of the Company during the year are set out in Note 17 to the financial statements.

中怡精細化工集團有限公司(「本公司」)董事(「董事」)欣然呈報其全年報告連同本公司及其附屬公司(統稱「本集團」)截至二零一二年十二月三十一日止年度之經審核財務報表。

### 主要業務及業務地區分析

本公司為投資控股公司。本集團之主要業務包括利用天然資源研發、生產及銷售精細化學品，用於芳香化學品及藥品，以及買賣精細化工產品及天然物料。

本集團於本年度按業務及地區分部劃分之表現分析載於財務報表附註5。

### 附屬公司

本公司附屬公司於二零一二年十二月三十一日之詳情載於財務報表附註9。

### 業績及股息

本集團截至二零一二年十二月三十一日止年度業績載於第51頁之合併收益表。

本公司已於二零一二年十月十八日向本公司股東(「股東」)派付中期股息每股1港仙，合共約4,834,000港元(約相等於3,951,000元人民幣)。

董事建議派發末期股息每股4.1港仙予於二零一三年六月七日名列股東名冊之股東，連同中期股息款額，本年度股息分派總額為每股5.1港仙(二零一一年：4.68港仙)，截至二零一二年十二月三十一日止年度之股息合共約為24,652,000港元(約相等於19,964,000元人民幣)。

### 儲備

本集團儲備於年內之變動詳情載於第53頁之合併權益變動表。本集團及本公司其他儲備於年內之變動詳情載於合併財務報表附註17。



# Directors' Report

## 董事會報告

### Property, plant and equipment

Movements in property, plant and equipment of the Group during the year are set out in Note 7 to the financial statements.

### Share capital

Details of movements in share capital of the Company during the year are set out in Note 16 to the financial statements.

### Distributable reserves

Distributable reserves including retained earnings of the Company at 31 December 2012 amounted to RMB315,785,000 (2011: RMB312,713,000).

### Purchase, sale or redemption of the Company's listed securities

During the year, the Company made the following purchases of its own shares on the Stock Exchange of Hong Kong Limited (the "Stock Exchange"):

Month of purchase in 2012	於二零一二年購回股份之月份	Number of shares purchased 購回股份數目	Purchase consideration per share 每股購回代價		Aggregate consideration paid 支付代價總額
			Highest 最高價	Lowest 最低價	
			HK\$ 港元	HK\$ 港元	HK\$ 港元
January	一月	726,000	1.69	1.47	1,125,000

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the year.

### Pre-emptive rights

There is no provision for pre-emptive rights under the Company's articles of association and there was no restriction against such rights under the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### Financial summary

A summary of the results and of the financial positions of the Group for the past five financial years is set out on page 124.

### 物業、廠房及設備

本集團物業、廠房及設備於年內之變動詳情載於財務報表附註7。

### 股本

本公司股本於年內之變動詳情載於財務報表附註16。

### 可供分派儲備

本公司於二零一二年十二月三十一日包括保留盈利之可供分派儲備為315,785,000元人民幣(二零一一年: 312,713,000元人民幣)。

### 購買、出售或贖回本公司上市證券

於本年度，本公司於香港聯合交易所有限公司(「聯交所」)購回其本身之股份如下：

除以上所披露者外，本公司或其任何附屬公司概無於本年度內購回、出售或贖回本公司之任何股份。

### 優先購買權

本公司之組織章程細則並無有關優先購買權之規定，而根據開曼群島法例，該等權利並無限制，本公司毋須按比例向現有股東提呈發售新股份。

### 財務概要

本集團過去五個財政年度之業績及財務狀況概要載於第124頁。

# Directors' Report

## 董事會報告

### Directors

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

#### Executive Directors

Mr. Yang Yirong (*Chairman & President*)

Mr. Gong Xionghui

Ms. Lu Jiahua

Mr. Han Huan Guang

Mr. Lin Zhigang

#### Non-executive Director ("NED(s)")

Mr. Feng Tao

#### Independent Non-executive Directors ("INED(s)")

Mr. Yau Fook Chuen

Mr. Wong Yik Chung, John

Mr. Lau Wang Yip, Derrick

In accordance with article 108(A) of the Company's articles of association, Mr. Yang Yirong and Ms. Lu Jiahua, will retire from office by rotation and, being eligible, offers themselves for re-election at the forthcoming annual general meeting.

According to code provision A.4.3 of the Corporate Governance Code ("**CG Code**") contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), if an INED serves more than nine years, any further appointment of such INED should be subject to a separate resolution to be approved by the shareholders. As Mr. Yau Fook Chuen and Mr. Wong Yik Chung, John have been appointed as INED for nine years, they will retire from office as INED and, being eligible, offer themselves for re-election as INEDs at the annual general meeting.

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.

The NEDs and INEDs were appointed for an initial term of not more than one year and will be renewable automatically for successive term of one year until terminated by not less than three months' notice in writing served by either party on the other.

### APPOINTMENT OF INEDs

The Company has received, from each of the INEDs, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the INEDs are independent.

### 董事

於本年度及直至本報告日期之本公司董事如下：

#### 執行董事

楊毅融先生 (*主席兼總裁*)

龔雄輝先生

盧家華女士

韓歡光先生

林志剛先生

#### 非執行董事

馮濤先生

#### 獨立非執行董事

丘福全先生

黃翼忠先生

劉宏業先生

根據本公司之組織章程細則第108(A)條，楊毅融先生及盧家華女士將於應屆股東週年大會輪值退任，惟符合資格並願意膺選連任。

根據聯交所證券上市規則(「上市規則」)附錄14所載企業管治守則(「企業管治守則」)之守則條文第A.4.3條，倘獨立非執行董事服務年期超過九年，任何繼續委任該名獨立非執行董事之事宜均應以獨立決議案形式由股東批准。丘福全先生及黃翼忠先生已獲委任為獨立非執行董事九年，因此，他們將於應屆股東週年大會退任，惟符合資格並願意膺選連任。

概無擬於應屆股東週年大會重選連任之董事訂有本集團不可於一年內不作賠償(法定賠償除外)予以終止之服務合約。

非執行董事及獨立非執行董事之任期初步不多於一年，並將自動續任一年，直至任何一方向對方發出不少於三個月之書面通知終止任期為止。

### 獨立非執行董事之委任

本公司已收到各位獨立非執行董事根據上市規則第3.13條發出之年度獨立確認書。本公司認為，所有獨立非執行董事均為獨立人士。

# Directors' Report

## 董事會報告

### Directors' interests in contracts

Details of the related party transactions are set out in Note 35 to the financial statements.

Save for the above, no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party, and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at year-end or at any time during the year.

### Biographical details of Directors and senior management

Biographical details of Directors and senior management are set out on pages 28 to 31.

### Directors' emoluments

Details of Directors' emoluments disclosed pursuant to Section 161 of the Companies Ordinance and Appendix 16 of the Listing Rules are set out in Note 25(b) to the financial statements.

### Arrangements to purchase shares or debentures

At no time during the year was the Company, or any of its subsidiaries, a party to any arrangements to enable the Directors or chief executives of the Company or their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate with the exception of the Company's share option scheme, details of which are set out in the following section under the heading "Share options".

### Directors' and chief executives' interests and/or short positions in shares, underlying shares and debentures

At 31 December 2012, the interests and short positions of the Directors, chief executives and their associates in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were recorded in the register maintained by the Company under Section 352 of the SFO; or which were notified to the Company and the Stock Exchange pursuant to the Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, were as follows:

### 董事之合約權益

有關連人士交易詳情載於財務報表附註35。

除上述者外，本公司或其任何附屬公司概無訂有與本集團業務有關，且於年末或年內任何時間仍然生效及本公司董事直接或間接擁有重大權益之重大合約。

### 董事及高級管理人員履歷

董事及高級管理人員之履歷載於第28至31頁。

### 董事袍金

根據公司條例第161條及上市規則附錄16披露有關董事袍金詳情載於財務報表附註25(b)。

### 購買股份或債券之安排

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，致使董事或本公司行政總裁或彼等之配偶或未滿十八歲子女可藉收購本公司或任何其他法人團體之股份或債券而獲利，惟透過本公司購股權計劃所購買者則除外，有關詳情載於下文「購股權」一節。

### 董事及行政總裁於股份、相關股份及債券之權益及／或淡倉

於二零一二年十二月三十一日，董事、行政總裁及彼等之聯繫人士於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）股份、相關股份或債券中擁有，並登記於本公司根據證券及期貨條例第352條存置之登記冊；或根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所（包括根據證券及期貨條例有關條文，彼等被當作或視作擁有之權益或淡倉）或根據上市規則上市公司董事進行證券交易的標準守則已知會本公司及聯交所之權益及淡倉如下：

# Directors' Report

## 董事會報告

Directors' and chief executives' interests and/or short positions in shares, underlying shares and debentures (continued)

董事及行政總裁於股份、相關股份及債券之權益及／或淡倉(續)

(a) Long positions in ordinary shares of HK\$0.10 each of the Company

(a) 於本公司每股面值0.10港元普通股之好倉

Name of Director 董事姓名	Personal interests 個人權益	Family interests 家族權益	Number of shares held 所持股數		Total 總計	% of the issued share capital of the Company 佔本公司已發行股本百分比
			Corporate interests 公司權益	Interests in underlying shares comprised in the share options 購股權當中之相關股份權益		
Mr. Yang Yirong 楊毅融先生	400,000	–	197,264,158 (Note a) (附註a)	–	197,664,158	40.89%
Mr. Gong Xionghui 龔雄輝先生	–	–	11,368,421 (Note b) (附註b)	2,050,000	13,418,421	2.78%
Ms. Lu Jiahua 盧家華女士	–	–	8,526,316 (Note c) (附註c)	1,550,000	10,076,316	2.08%
Mr. Han Huan Guang 韓歡光先生	1,200,000	–	–	–	1,200,000	0.25%
Mr. Lin Zhigang 林志剛先生	–	–	–	1,800,000	1,800,000	0.37%
Mr. Feng Tao 馮濤先生	1,200,000	–	–	–	1,200,000	0.25%
Mr. Yau Fook Chuen 丘福全先生	100,000	–	–	200,000	300,000	0.06%
Mr. Wong Yik Chung, John 黃翼忠先生	100,000	–	–	200,000	300,000	0.06%



# Directors' Report

## 董事會報告

### Directors' and chief executives' interests and/or short positions in shares, underlying shares and debentures (continued)

#### (a) Long positions in ordinary shares of HK\$0.10 each of the Company (continued)

Notes:

- (a) These shares were beneficially owned by Marietta Limited, a private company beneficially wholly-owned by Mr. Yang Yirong.
- (b) These shares were beneficially owned by Dragon Kingdom Investment Limited, a private company beneficially wholly-owned by Mr. Gong Xionghui.
- (c) These shares were beneficially owned by Sunwill Investments Limited, a private company beneficially wholly-owned by Ms. Lu Jiahua.

#### (b) Interest in share options of the Company

Share options, being unlisted physically settled equity derivatives, to subscribe for the ordinary shares of the Company were granted to Directors, chief executives, employees and certain participants pursuant to the approved Company's share option scheme. Information in relation to these share options during the year ended 31 December 2012 are set out in the following section under the heading "Share options".

#### (c) Interest in registered share capital of a Company's subsidiary

Other than the interest disclosed above, a Director also hold nominee shares in certain subsidiaries held in trust for the Group solely for the purpose of ensuring that the relevant subsidiary has more than one member.

Other than as disclosed above, neither the Directors nor any chief executives, nor any of their associates, had any interests or short positions in the shares, underlying shares, or debentures of the Company or its associated corporation as at 31 December 2012.

### 董事及行政總裁於股份、相關股份及債券之權益及／或淡倉(續)

#### (a) 於本公司每股面值0.10港元普通股之好倉(續)

附註：

- (a) 該等股份以楊毅融先生實益全資擁有之私人公司Marietta Limited實益擁有。
- (b) 該等股份以龔雄輝先生實益全資擁有之私人公司Dragon Kingdom Investment Limited實益擁有。
- (c) 該等股份以盧家華女士實益全資擁有之私人公司Sunwill Investments Limited實益擁有。

#### (b) 於本公司購股權之權益

董事、行政總裁、僱員及根據已獲批准之本公司購股權計劃之若干參與人士，授予屬於非上市實物交收股本衍生工具以認購本公司普通股之購股權。有關截至二零一二年十二月三十一日止年度內該等購股權之詳情，載於下文「購股權」一節。

#### (c) 於本公司一家附屬公司註冊股本之權益

除上文披露之權益外，董事亦以信託方式為本集團持有若干附屬公司之代名人股份，僅為確保有關附屬公司擁有超過一名股東。

除上文披露者外，於二零一二年十二月三十一日，概無董事或任何行政總裁或彼等任何聯繫人士，於本公司或其相聯法團之股份、相關股份或債券中，擁有任何權益或淡倉。

### Share options

The following is a summary of the Company's share option scheme (the "**Scheme**"), which was approved and adopted pursuant to a written resolution of the shareholders of the Company passed on 16 February 2004, disclosed in accordance with the Listing Rules:

#### 1. Purpose of the Scheme

The Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contributions to the Group.

#### 2. Participants of the Scheme

All directors, employees, suppliers of goods or services, customers, persons or entities that provide research, development or other technological support to the Group, shareholders and advisers or consultants of the Group are eligible to participate in the Scheme.

#### 3. Total number of shares available for issue under the Scheme

The total number of shares of the Company (the "**Shares**") which may be allotted and issued upon exercise of all options to be granted under the Scheme and any other share option scheme adopted by the Company must not in aggregate exceed 10% of the Shares in issue on 21 July 2004, the date of approval of the refreshment of the General Scheme Limit (as defined below) by the shareholders of the Company (the "**Shareholders**").

The Company may renew the 10% limit with Shareholders' approval provided that each such renewal may not exceed 10% of the Shares in issue as at the date of the Shareholder's approval (the "**General Scheme Limit**").

The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme adopted by the Company must not in aggregate exceed 30% of the Shares in issue from time to time.

As at 12 April 2013, being the latest practicable date prior to the issue of the annual report, options to subscribe for a total of 8,030,000 Shares were still outstanding under the Scheme which represents approximately 1.7% of the Shares in issue.

### 購股權

以下為根據上市規則披露本公司股東於二零零四年二月十六日通過書面決議案批准及採納之本公司購股權計劃(「計劃」)之概要：

#### 1. 計劃之目的

計劃之目的是使本集團可向指定參與者授出購股權，作為彼等對本集團所作貢獻之獎勵或回報。

#### 2. 計劃參與者

本集團所有董事、僱員、貨品或服務供應商、客戶與向本集團提供研究、開發或其他技術支援之人士或公司、股東及諮詢人或顧問均合資格參與計劃。

#### 3. 根據計劃可發行之股份總數

根據計劃及本公司採納之任何其他購股權計劃授出之購股權獲行使而將予配發及發行之本公司股份(「股份」)總數，合共不得超過於二零零四年七月二十一日本公司股東(「股東」)批准更新一般計劃限額(見以下註釋)當天已發行股份之10%。

在獲得股東批准後，本公司可更新此10%之限額，而每一次更新，均不得超過股東批准該日已發行股份之10%(「一般計劃限額」)。

根據購股權計劃及本公司採納之任何其他購股權計劃已授出但尚未行使之購股權獲行使而可予發行之股份數目，合共最多不得超過不時已發行股份之30%。

於二零一三年四月十二日，為發行本年報之最後可行日期，根據計劃仍未行使之購股權可認購股份合共8,030,000股，佔已發行股份約1.7%。

### Share options (continued)

#### 4. Maximum entitlement of each participant

Unless approved by shareholders of the Company, the total number of shares issued and to be issued upon the exercise of the options granted to each participant (including both exercised and outstanding options) under the Scheme or any other share option scheme adopted by the Company in any 12-month period must not exceed 1% of the issued share capital.

#### 5. The period within which the shares must be taken up under an option

An option must be exercised in accordance with the terms of the Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence from the date of the offer for the grant of option is made, but shall end in any event not later than 10 years from the date on which the offer for the grant of the option is made, subject to the provisions for early termination thereof.

#### 6. The minimum period for which an option must be held before it can be exercised

Unless otherwise determined by the Directors and stated in the offer for the grant of options to a grantee, there is no minimum period required under the Scheme for the holding of an option before it can be exercised.

#### 7. The period within which payments or calls must or may be made or loans for such purposes must be repaid and the amount payable on application or acceptance of the option

An option may be accepted by a participant within 21 days from the date of the offer for the grant of the option and the amount payable on acceptance of the grant of an option is HK\$1.

#### 8. The basis of determining the exercise price

The exercise price is determined by the Directors and being not less than the highest of:

- a. the closing price of the Company's shares as stated in the daily quotation sheet of the Stock Exchange for trade in one or more board lots of the Company's shares on the date of the offer for the grant;

### 購股權(續)

#### 4. 各參與者之最高配額

除非獲本公司股東批准，否則於任何十二個月期間內，就根據計劃或本公司採納之任何其他購股權計劃而授予每名參與者之購股權(包括已行使及尚未行使者)獲行使而發行及將予發行之股份總數，不得超過已發行股本之1%。

#### 5. 根據購股權認購股份之期限

購股權須於董事釐定並知會各承授人之期間隨時根據計劃條款行使，而除根據計劃規定提早終止外，該期間可自建議授出購股權當日起計，惟無論如何不得遲於建議授出購股權當日起計滿10年之日屆滿。

#### 6. 購股權可行使前須持有之最短期限

除非董事另行決定並於向承授人授出購股權之建議中表明，否則並無有關購股權可行使前必須根據計劃持有之最短期限。

#### 7. 必須或可以付款或催繳或須就此等目的償還貸款之期限及於申請或接納購股權時應付款項

參與者可由建議授出購股權當日起計21日內接納購股權，而於接納授出購股權時須支付之金額為1港元。

#### 8. 釐定行使價之基準

行使價由董事釐定，惟不得低於下列最高者：

- a. 以一手或以上單位進行買賣之本公司股份於建議授出購股權當日在聯交所每日報價表所列收市價；

# Directors' Report

## 董事會報告

### Share options (continued)

#### 8. The basis of determining the exercise price (continued)

- b. the average closing price of the Company's shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of the offer for the grant; and
- c. the nominal value of the Company's shares.

#### 9. The remaining life of the Scheme

The Scheme will end on 15 February 2014, after which no option can be granted under the Scheme. However, options that remain outstanding as at 15 February 2014 can be exercised until their respective expiry dates.

The following table discloses details of share options outstanding as at 31 December 2012 under the Scheme and the movements during the year.

### 購股權(續)

#### 8. 釐定行使價之基準(續)

- b. 本公司股份於緊接建議授出購股權當日前五個營業日在聯交所每日報價表所列平均收市價；及
- c. 本公司股份之面值。

#### 9. 計劃剩餘年期

計劃將於二零一四年二月十五日屆滿，此後不得根據計劃授出購股權。然而，於二零一四年二月十五日仍未行使之購股權可予行使，直至其各自屆滿日期為止。

下表載述於二零一二年十二月三十一日根據計劃尚未行使之購股權詳情及其於年內之變動。

Type of Grantee	承授人類別	Granted date	Exercise price	Exercisable period	Balance as at	Granted during the year	Exercised during the year	Lapsed Cancelled during the year	Balance as at
					1 January 2012				31 December 2012
			HK\$		於二零一二年一月一日結餘	年內授出	年內行使	年內失效/註銷	於二零一二年十二月三十一日結餘
					('000)	('000)	('000)	('000)	('000)
<b>Category 1 - Directors</b>									
<b>類別1 - 董事</b>									
Mr. Gong Xionghui	龔雄輝先生	8.6.2004	1.37	8.6.2004-7.6.2014	2,050	-	-	-	2,050
Ms. Lu Jiahua	盧家華女士	8.6.2004	1.37	8.6.2004-7.6.2014	1,550	-	-	-	1,550
Mr. Lin Zhigang	林志剛先生	8.6.2004	1.37	8.6.2004-7.6.2014	1,800	-	-	-	1,800
Mr. Yau Fook Chuen	丘福全先生	8.6.2004	1.37	8.6.2004-7.6.2014	200	-	-	-	200
Mr. Wong Yik Chung, John	黃翼忠先生	8.6.2004	1.37	8.6.2004-7.6.2014	200	-	-	-	200
Sub-total	小計				5,800	-	-	-	5,800
<b>Category 2 - Employees under continuous employment contract</b>									
<b>類別2 - 持續僱傭合約僱員</b>									
Sub-total	小計	8.6.2004	1.37	8.6.2004-7.6.2014	2,230	-	-	-	2,230
Total	總計				8,030	-	-	-	8,030



# Directors' Report

## 董事會報告

### Interest and/or short positions of shareholders discloseable under SFO

As at 31 December 2012, the interests and short positions of the persons, other than the Directors and chief executives of the Company, in the shares and underlying shares of the Company, which were notified to the Company pursuant to Division 2 and 3 of Part XV of the SFO; or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, were as follows:

### 根據證券及期貨條例須予披露之股東權益及／或淡倉

於二零一二年十二月三十一日，除董事及本公司行政總裁以外之人士於本公司股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部已知會本公司；或本公司根據證券及期貨條例第336條規定存置之登記冊所記錄之權益及淡倉如下：

### Long positions in ordinary shares of HK\$0.10 each of the Company

於本公司每股面值0.10港元普通股之好倉

Name 名稱	Beneficial owner 實益擁有人	Investment manager 投資經理	Number of shares held 所持股數			Total 總計	% of the issued share capital of the Company 佔本公司 已發行 股本百分比
			Interest of corporation controlled by the substantial shareholder 大股東 所控制的 法團的權益	Other interests 其他權益			
Marietta Limited	195,389,158 (Note a) (附註a)	–	–	–	195,389,158	40.42%	
Keywise Capital Management (HK) Limited	–	72,302,000	–	–	72,302,000	14.96%	
Keywise Greater China Opportunities Master Fund	53,022,000	–	–	–	53,022,000	10.97%	
FMR LLC	–	48,448,000	–	–	48,448,000	10.02%	
Platinum Investment Management Limited	–	34,130,000	–	–	34,130,000	7.06%	

# Directors' Report

## 董事會報告

### Interest and/or short positions of shareholders discloseable under SFO (continued)

#### Long positions in ordinary shares of HK\$0.10 each of the Company (continued)

Notes:

- (a) These shares were registered in the name of and beneficially owned by Marietta Limited, the entire issued share capital of which was directly and beneficially owned by Mr. Yang Yirong.

Other than as disclosed above, the Company has not been notified by any persons, other than the Directors and chief executives of the Company, who had interest or short positions in the shares or underlying shares of the Company as at 31 December 2012.

### Management contracts

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

### Major customers and suppliers

The aggregate sales attributable to the Group's largest and the five largest customers were 22.4% and 39.1% respectively. The aggregate purchases attributable to the Group's largest and the five largest suppliers were 8.4% and 34.9% respectively.

None of the Directors, their associates or any shareholder of the Company, which to the knowledge of the Directors, owned more than 5% of the Company's issued share capital, had any interest in the share capital of the Group's five largest customers and five largest suppliers noted above.

### Continuing connected transactions and directors' interests in contracts

A summary of the related party transactions entered into by the Group during the year ended 31 December 2012 is contained in Note 35 to the financial statements. The transactions in relation to the Group's purchase of raw materials from Chuxiong Hongbang Forestry Co., Ltd. ("**Chuxiong Hongbang**") and its associates, as described in the following paragraphs, fall under the definition of continuing connected transactions under the Listing Rules for which relevant announcements, if necessary, had been made by the Company in accordance with Chapter 14A of the Listing Rules.

Chuxiong Zhongyi Forestry Trading Co. Ltd. ("**Chuxiong Zhongyi**") is a non-wholly owned subsidiary of the Company which is principally engaged in the sale of forestry products. 70% of the equity interest in Chuxiong Zhongyi is beneficially owned by the Company while the remaining 30% equity interest is beneficially owned by Chuxiong Hongbang, a private company incorporated in the Peoples' Republic of China with limited liability and owned by third parties independent of the Company and connected persons of the Company.

### 根據證券及期貨條例須予披露之股東權益及／或淡倉(續)

於本公司每股面值0.10港元普通股之好倉(續)

附註：

- (a) 該等股份以Marietta Limited之名義登記，並由該公司實益擁有，而Marietta Limited全部已發行股本則以楊毅融先生直接實益擁有。

除上文披露者外，本公司並無獲知會，於二零一二年十二月三十一日，除董事及本公司行政總裁以外，有任何人士於本公司之股份或相關股份中擁有權益或淡倉。

### 管理合約

年內，本公司並無訂立或訂有任何涉及本集團全部或任何重大部分業務之管理及行政合約。

### 主要客戶及供應商

本集團之最大客戶及五大客戶應佔銷量總額分別為22.4%及39.1%。本集團之最大供應商及五大供應商應佔採購總額分別為8.4%及34.9%。

董事、彼等之聯繫人士或據董事所知擁有本公司已發行股本5%以上之本公司任何股東，概無擁有上述本集團五大客戶及五大供應商股本中任何權益。

### 持續關連交易及董事之合約權益

截至二零一二年十二月三十一日止年度，本集團訂立的關聯方交易摘要載於合併財務報表附註35。於以下段落所述，有關本集團向楚雄弘邦林化有限公司(「**楚雄弘邦**」)及其聯繫人等購買原材料之交易，屬於上市規則定義的持續關連交易，而本公司已按照上市規則第14A章的披露規定作出相關公佈(如需要)。

楚雄中怡林產貿易有限公司(「**楚雄中怡**」)為本公司之非全資附屬公司，其主營業務為銷售林業產品。楚雄中怡的70%股本權益由本公司非直接實益擁有，而其餘30%股本權益則由楚雄弘邦擁有。楚雄弘邦為一間於中華人民共和國成立之私人有限公司，並由第三者擁有，與本公司及本公司之關連人士並無關連。

# Directors' Report

## 董事會報告

### Continuing connected transactions and directors' interests in contracts (continued)

Pursuant to the Listing Rules, Chuxiong Hongbang and its associates (as defined in the Listing Rules) are connected persons of the Company. Therefore, any transaction between the Group and Chuxiong Hongbang and its associates will constitute a connected transaction of the Company for the purposes of Chapter 14A of the Listing Rules, and may be subject to the reporting, announcement and/or independent shareholders' approval requirements contained in Chapter 14A of the Listing Rules.

The following table is a summary of the transaction amounts of the continuing connected transactions of the Group with Chuxiong Hongbang for the years ended 31 December 2012.

Connected Party 關連人士	Category 類別	Transaction amounts 交易款額
		2012 二零一二年
		RMB'000 人民幣千元
Chuxiong Hongbang and its associates 楚雄弘邦及其聯繫人	Purchase of raw materials 購買原材料	8,614

The aforesaid continuing connected transactions have been reviewed by the INED of the Company.

The INED confirmed that the aforesaid continuing connected transactions were entered into (a) in the ordinary and usual course of business of the Group; (b) either on normal commercial terms or on terms no less favourable to the Group than terms available from independent third parties; and (c) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

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

### 持續關連交易及董事之合約權益(續)

根據上市規則，楚雄弘邦及其聯繫人(按上市規則界定)被視為本公司的關連人。因此，本集團與楚雄弘邦及其聯繫人之間的交易將構成上市規則第14A章所指本公司的關連交易，並須遵守上市規則第14A章所載有關申報、公佈及/或獨立股東批准的規定。

下表為截至二零一二年十二月三十一日止年度內屬於本集團與楚雄弘邦持續關連交易的交易款額概要。

上述持續關連交易已由本公司獨立非執行董事審閱。

獨立非執行董事確認，上述持續關連交易是(a)在本集團的一般及通常業務過程中訂立的；(b)以正常商業條款或以不遜於本集團從獨立第三方可獲取的條款訂立；及(c)根據管制有關協議且為公平和合理並符合本公司股東整體利益的條款訂立。

根據香港會計師公會發佈的香港鑒證業務準則3000號「歷史財務資料審核或審閱以外的鑒證工作」並參考實務說明740號「香港上市規則規定的持續關連交易的核數師函件」，本公司核數師已受聘對本集團持續關連交易作出報告。根據香港聯合交易所有限公司證券上市規則第14A.38條，核數師已就以上所載本集團披露的持續關連交易，發出無保留意見的函件，並載有其發現和結論。本公司已將核數師函件副本向香港聯合交易所提供。

# Directors' Report

## 董事會報告

### Continuing connected transactions and directors' interests in contracts (continued)

Save as disclosed above:

- (i) no contracts of significance subsisted to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly at the end of the years ended 31 December 2012 or at any time during the years; and
- (ii) there were no transactions which need to be disclosed as connected transactions in accordance with the requirements of the Listing Rules.

### Corporate governance

In the opinion of the Directors, the Company has complied with most of the Code on Corporate Governance Practices (effective until 31 March 2012) and the Corporate Governance Code (effective from 1 April 2012) contained in Appendix 14 of the Listing Rules throughout the year ended 31 December 2012, save for the deviations from code provision A.2.1 and A.6.7 of the CG Code. Information on the deviations and further information on the Company's corporate governance practices is set out in the "Corporate Governance Report" as set out on pages 17 to 27.

### Sufficiency of public float

Based on the information that is publicly available to and within the knowledge of the Directors, it is confirmed that there is sufficient public float of more than 25% of the Company's issued shares at the date of the annual report.

### Auditor

The accompanying financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Directors  
**Yang Yirong**  
Chairman & President

Hong Kong, 26 March 2013

### 持續關連交易及董事之合約權益(續)

除上文所披露者外：

- (i) 於截至二零一二年度結束時或此期間任何時間內，本公司或其任何附屬公司並無訂立本公司董事擁有重大權益(不論直接或間接)且仍然有效的重大合約；及
- (ii) 概無交易須根據上市規則的規定披露為關連交易。

### 企業管治

董事認為，除若干偏離企業管治常規守則條文第A.2.1條及A.6.7條外，本公司於截至二零一二年十二月三十一日止年度一直遵守上市規則附錄14所載大部分《企業管治常規守則》(於二零一二年三月三十一日前生效)及《企業管治守則》(自二零一二年四月一日起生效)。有關該等偏離及本公司企業管治常規守則之進一步資料載於第17至27頁「企業管治報告」。

### 充足公眾持股量

根據董事以公開方式獲提供之資料及彼等所深知，本公司確認，於年報日期本公司已發行股份擁有25%以上之充足公眾持股量。

### 核數師

本財務報表已由羅兵咸永道會計師事務所審核，該核數師任滿告退，但表示願意應聘連任。

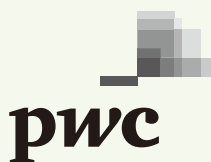
代表董事  
主席兼總裁  
楊毅融

香港，二零一三年三月二十六日



# Independent Auditor's Report

## 獨立核數師報告



羅兵咸永道

TO THE SHAREHOLDERS OF  
ECOGREEN FINE CHEMICALS GROUP LIMITED  
(incorporated in the Cayman Islands with limited liability)

致中怡精細化工集團有限公司股東

(於開曼群島註冊成立之有限公司)

We have audited the consolidated financial statements of EcoGreen Fine Chemicals Group Limited (the “Company”) and its subsidiaries (together, the “Group”) set out on pages 47 to 123, which comprise the consolidated and company balance sheets as at 31 December 2012, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

本核數師(以下簡稱「我們」)已審核列載於第47至123頁中怡精細化工集團有限公司(「公司」)及其附屬公司(統稱「集團」)的合併財務報表，此合併財務報表包括於二零一二年十二月三十一日的合併及公司資產負債表與截至該日止年度的合併收益表、合併全面收益表、合併權益變動表和合併現金流量表，以及主要會計政策概要及其他附註解釋資料。

### Directors' responsibility for the consolidated financial statements

### 董事就合併財務報表須承擔的責任

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.

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製合併財務報表，以令合併財務報表作出真實而公平的反映，及落實其認為編製合併財務報表所必要的內部控制，以使合併財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

### Auditor's responsibility

### 核數師的責任

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, and for no other purpose. We do not assume responsibility towards or accept liability to any person for the contents of this report.

我們的責任是根據我們的審計對該等合併財務報表作出意見，並僅向整體股東報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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 about whether the consolidated financial statements are free from material misstatement.

我們已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定此等財務報表是否不存在任何重大錯誤陳述。

# 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 consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2012, and of the Group's 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.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 26 March 2013

審計涉及執行程序以獲取有關合併財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製合併財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司的內部控制的有效性發表意見。審計亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價合併財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證是充足和適當地為我們的審計意見提供基礎。

### 意見

我們認為，該等合併財務報表已根據香港財務報告準則真實而公平地反映貴公司及貴集團於二零一二年十二月三十一日的事務狀況及貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

**羅兵咸永道會計師事務所**  
*執業會計師*

香港，二零一三年三月二十六日

# Consolidated Balance Sheet

## 合併資產負債表

As at 31 December 2012 於二零一二年十二月三十一日

			2012 二零一二年	2011 二零一一年
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Land use rights	土地使用權	6	9,079	9,310
Property, plant and equipment	物業、廠房及設備	7	384,008	387,922
Intangible assets	無形資產	8	50,081	44,795
Investments in associates	聯營投資	10	8,924	6,691
Deferred income tax assets	遞延所得稅資產	22	2,623	5,215
Available-for-sale financial assets	可供出售金融資產	11	200	200
			<b>454,915</b>	454,133
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	12	114,683	151,306
Trade receivables	應收賬款	13	377,348	362,122
Prepayments and other receivables	預付款及其他應收款	14	131,743	128,436
Derivative financial instruments	衍生金融工具	21	151	2,838
Pledged bank deposits	已抵押之銀行存款	15	98,271	110,988
Cash and cash equivalents	現金及現金等價物	15	833,919	581,724
			<b>1,556,115</b>	1,337,414
<b>Total assets</b>	<b>總資產</b>		<b>2,011,030</b>	1,791,547
<b>EQUITY AND LIABILITIES</b>	<b>權益及負債</b>			
<b>Equity attributable to owners of the Company</b>	<b>權益歸屬於本公司擁有人</b>			
Share capital	股本	16	50,781	50,872
Share premium	股本溢價	16	199,470	200,383
Other reserves	其他儲備	17	79,141	64,703
Retained earnings	保留盈利			
– Proposed final dividend	– 擬派末期股息	31	16,013	13,635
– Others	– 其他		840,737	747,097
			<b>1,186,142</b>	1,076,690
<b>Non-controlling interests</b>	<b>非控制性權益</b>		<b>3,025</b>	3,145
<b>Total equity</b>	<b>總權益</b>		<b>1,189,167</b>	1,079,835

# Consolidated Balance Sheet

## 合併資產負債表

As at 31 December 2012 於二零一二年十二月三十一日

			2012 二零一二年	2011 二零一一年
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Borrowings	借貸	18	2,300	114,696
Derivative financial instruments	衍生金融工具	21	-	973
Deferred income tax liabilities	遞延所得稅負債	22	18,200	14,000
			<b>20,500</b>	129,669
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables and bills payable	應付賬款及應付票據	19	267,408	241,784
Current income tax liabilities	即期所得稅負債		7,976	5,281
Borrowings	借貸	18	494,308	299,297
Derivative financial instruments	衍生金融工具	21	564	5,445
Accruals and other payables	應計費用及其他應付款	20	30,337	29,322
Amount due to a director	應付一董事款項	35	770	914
			<b>801,363</b>	582,043
<b>Total liabilities</b>	<b>總負債</b>		<b>821,863</b>	711,712
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		<b>2,011,030</b>	1,791,547
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>754,752</b>	755,371
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>1,209,667</b>	1,209,504

**YANG YIRONG**

楊毅融

Chairman

主席

**LU JIAHUA**

盧家華

Executive director

執行董事

The notes on pages 55 to 123 are an integral part of these consolidated financial statements.

第55至123頁附註為該等合併財務報表其中部分。



# Balance Sheet

## 資產負債表

As at 31 December 2012 於二零一二年十二月三十一日

			31 December 2012 二零一二年 十二月三十一日	31 December 2011 二零一一年 十二月三十一日
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>ASSETS</b>				
<b>Non-current assets</b>				
Investments in and amounts due from subsidiaries	資產 非流動資產 於附屬公司之投資及應收 附屬公司款項	9	350,694	350,694
<b>Current assets</b>				
Amounts due from subsidiaries	流動資產 應收附屬公司款項	9	114,985	204,678
Derivative financial instruments	衍生金融工具	21	-	2,838
Prepayments	預付款	14	79	1,426
Cash and cash equivalents	現金及現金等價物	15	634	1,501
			<b>115,698</b>	210,443
<b>Total assets</b>	<b>總資產</b>		<b>466,392</b>	561,137
<b>EQUITY</b>				
<b>Equity attributable to owners of the Company</b>				
Share capital	權益 權益歸屬於 本公司擁有人 股本	16	50,781	50,872
Share premium	股本溢價	16	199,470	200,383
Other reserves	其他儲備	17	94,229	94,138
Retained earnings	保留盈利			
– Proposed final dividend	– 擬派末期股息	31	16,013	13,635
– Others	– 其他		6,073	4,557
<b>Total equity</b>	<b>總權益</b>		<b>366,566</b>	363,585
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
Borrowings	負債 非流動負債 借貸	18	-	96,946
Derivative financial instruments	衍生金融工具	21	-	973
			-	97,919

# Balance Sheet

## 資產負債表

As at 31 December 2012 於二零一二年十二月三十一日

			31 December 2012 二零一二年 十二月三十一日	31 December 2011 二零一一年 十二月三十一日
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Current liabilities</b>	<b>流動負債</b>			
Borrowings	借貸	18	97,121	94,840
Derivative financial instruments	衍生金融工具	21	564	2,743
Accruals and other payables	應計費用及其他應付款	20	2,141	2,050
			<b>99,826</b>	99,633
<b>Total liabilities</b>	<b>總負債</b>		<b>99,826</b>	197,552
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		<b>466,392</b>	561,137
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>15,872</b>	110,810
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>366,566</b>	461,504

**YANG YIRONG**

楊毅融  
Chairman  
主席

**LU JIAHUA**

盧家華  
Executive director  
執行董事

The notes on pages 55 to 123 are an integral part of these consolidated financial statements.

第55至123頁附註為該等合併財務報表其中部分。

# Consolidated Income Statement

## 合併收益表

– By function of expenses – 按費用功能分類

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

			2012 二零一二年	2011 二零一一年
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Revenue	收入	5	<b>1,057,371</b>	1,074,688
Cost of goods sold	已售貨品成本	24	<b>(798,290)</b>	(837,734)
Gross profit	毛利		<b>259,081</b>	236,954
Other gains/(losses) – net	其他收益/(損失) – 淨額	23	<b>4,222</b>	(9,488)
Selling and marketing costs	銷售及市場推廣成本	24	<b>(27,455)</b>	(29,093)
Administrative expenses	行政費用	24	<b>(48,352)</b>	(47,896)
Operating profit	經營溢利		<b>187,496</b>	150,477
Finance income	財務收益	26	<b>6,761</b>	4,607
Finance costs	財務成本	26	<b>(30,254)</b>	(13,206)
Finance costs – net	財務成本 – 淨額	26	<b>(23,493)</b>	(8,599)
Share of loss of associates	應佔聯營虧損	10	<b>(267)</b>	(59)
Profit before taxation	除稅前溢利		<b>163,736</b>	141,819
Taxation	稅項	27	<b>(35,914)</b>	(23,084)
Profit for the year	年度溢利		<b>127,822</b>	118,735
Profit attributable to: Owners of the Company	溢利歸屬於： 本公司擁有人		<b>127,942</b>	119,058
Non-controlling interests	非控制性權益		<b>(120)</b>	(323)
			<b>127,822</b>	118,735
Earnings per share attributable to owners of the Company during the year (expressed in RMB per share)	年度每股盈利歸屬 於本公司擁有人 (每股以人民幣列示)			
– Basic	– 基本	30	<b>26.5 Cents</b> 仙	24.6 Cents 仙
– Diluted	– 攤薄	30	<b>26.4 Cents</b> 仙	24.4 Cents 仙

The notes on pages 55 to 123 are an integral part of these consolidated financial statements.

第55至123頁附註為該等合併財務報表其中部分。

# Consolidated Statement of Comprehensive Income

## 合併全面收益表

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註		
<b>Profit for the year</b>	年度溢利	<b>127,822</b>	118,735
Other comprehensive income/(losses):	其他全面收益/(損失)：		
Currency translation differences	外幣折算差額	9	(65)
Other comprehensive income/(losses) for the year	年度其他全面收益/(損失)總額	9	(65)
<b>Total comprehensive income for the year</b>	年度全面收益總額	<b>127,831</b>	118,670
Attributable to:	歸屬於：		
Owners of the Company	本公司擁有人	127,951	118,993
Non-controlling interests	非控制性權益	(120)	(323)
<b>Total comprehensive income for the year</b>	年度全面收益總額	<b>127,831</b>	118,670

The notes on pages 55 to 123 are an integral part of these consolidated financial statements.

第55至123頁附註為該等合併財務報表其中部分。



# Consolidated Statement of Changes in Equity

## 合併權益變動表

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

		Attributable to owners of the Company 歸屬於本公司擁有人				Non-controlling interests 非控制性權益		Total equity 總權益
		Share capital 股本	Share premium 股本溢價	Other reserves 其他儲備	Retained earnings 保留盈利	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	
<b>Balance at 1 January 2012</b>	於二零一二年一月一日之結餘	50,872	200,383	64,703	760,732	1,076,690	3,145	1,079,835
Total comprehensive income for 2012	二零一二年全面收益總額	-	-	9	127,942	127,951	(120)	127,831
Repurchase of shares	回購股份	(91)	(913)	91	-	(913)	-	(913)
Dividend relating to 2011	有關二零一一年之股息	-	-	-	(13,635)	(13,635)	-	(13,635)
Dividend relating to 2012	有關二零一二年之股息	-	-	-	(3,951)	(3,951)	-	(3,951)
Transfer from retained earnings (Note 17)	保留盈利轉撥(附註17)	-	-	14,338	(14,338)	-	-	-
<b>Balance at 31 December 2012</b>	於二零一二年十二月三十一日之結餘	50,781	199,470	79,141	856,750	1,186,142	3,025	1,189,167
<b>Balance at 1 January 2011</b>	於二零一一年一月一日之結餘	49,232	181,841	65,515	660,922	957,510	3,468	960,978
Total comprehensive income for 2011	二零一一年全面收益總額	-	-	(65)	119,058	118,993	(323)	118,670
Issue of shares	發行股份	1,839	23,621	-	-	25,460	-	25,460
Employee share option scheme:	僱員購股權計劃:							
- Exercise/cancellation of share options	- 行使/註銷購股權	-	-	(5,219)	5,219	-	-	-
Repurchase of shares	回購股份	(199)	(5,079)	199	-	(5,079)	-	(5,079)
Dividend relating to 2010	有關二零一一年之股息	-	-	-	(15,434)	(15,434)	-	(15,434)
Dividend relating to 2011	有關二零一一年之股息	-	-	-	(4,760)	(4,760)	-	(4,760)
Transfer from retained earnings (Note 17)	保留盈利轉撥(附註17)	-	-	4,273	(4,273)	-	-	-
<b>Balance at 31 December 2011</b>	於二零一一年十二月三十一日之結餘	50,872	200,383	64,703	760,732	1,076,690	3,145	1,079,835

The notes on pages 55 to 123 are an integral part of these consolidated financial statements.

第55至123頁附註為該等合併財務報表其中部分。

# Consolidated Statement of Cash Flows

## 合併現金流量表

For the year ended 31 December 2012 截至二零一二年十二月三十一日止年度

			2012 二零一二年	2011 二零一一年
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Cash flows from operating activities</b> 經營活動的現金流量				
Cash generated from operations	經營業務產生的現金	32	288,549	111,969
Interest paid	已付利息		(30,373)	(24,808)
Income tax paid	已付所得稅		(26,427)	(25,284)
Net cash generated from operating activities			231,749	61,877
<b>Cash flows from investing activities</b> 投資活動的現金流量				
Additions to property, plant and equipment	收購物業、廠房及設備	7	(30,954)	(22,420)
Additions to intangible assets	無形資產增加	8	(16,959)	(5,339)
Addition to investment in an associate	聯營投資增加	10	(2,500)	(5,000)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之收益		117	-
Net cash used in investing activities			(50,296)	(32,759)
<b>Cash flows from financing activities</b> 融資活動的現金流量				
Interest received	已收利息		6,761	4,607
Proceeds from issue of shares	發行股份所得款		-	25,460
Payment of repurchase of shares	回購股份		(913)	(5,079)
Proceeds from borrowings	借貸所得款		468,608	351,737
Repayments of borrowings	償還借貸		(385,993)	(328,225)
Decrease in amount due to a director	應付一董事款項減少		(144)	(48)
Dividends paid	股息支付		(17,586)	(20,194)
Net cash generated from financing activities			70,733	28,258
<b>Net increase in cash and cash equivalents</b>			252,186	57,376
Cash and cash equivalents at beginning of the year	年初之現金及現金等價物		581,724	524,409
Exchange gains/(losses) on cash and cash equivalents	現金及現金等價物之匯兌收益/(損失)		9	(61)
<b>Cash and cash equivalents at end of the year</b>	年終之現金及現金等價物	15	833,919	581,724

The notes on pages 55 to 123 are an integral part of these consolidated financial statements.

第55至123頁附註為該等合併財務報表其中部分。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 1. General information

EcoGreen Fine Chemicals Group Limited (“EcoGreen” or “the Company”) and its subsidiaries (together “the Group”) are principally engaged in the production and trading of fine chemicals from natural resources for use in aroma chemicals and pharmaceutical products.

The Company was incorporated in the Cayman Islands on 3 March 2003 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681 GT, George Town, Grand Cayman, Cayman Islands, British West Indies.

The Company is listed on the Main Board of The Stock Exchange of Hong Kong Limited (“the Stock Exchange”).

These consolidated financial statements are presented in Chinese Renminbi (RMB), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 26 March 2013.

### 2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”), which include all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss, which are carried at fair values.

The preparation of the consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

### 1. 一般資料

中怡精細化工集團有限公司(「中怡」或「本公司」)及其附屬公司(統稱「本集團」)主要從事利用天然資源買賣及生產精細化學品，以用於芳香化學品及醫藥產品。

本公司於二零零三年三月三日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處地址為Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681 GT, George Town, Grand Cayman, Cayman Islands, British West Indies。

本公司以香港聯合交易所有限公司(「聯交所」)主板為其主要上市地點。

除另有指明者外，該等合併財務報表均以人民幣列值。該等合併財務報表於二零一三年三月二十六日經董事會批准發行。

### 2. 主要會計政策概要

編製本合併財務報表採用的主要會計政策載於下文。除另有說明外，此等政策在所呈報的所有年度內貫徹應用。

#### 2.1 編製基準

本公司的合併財務報表是根據《香港財務報告準則》(「HKFRSs」)、香港普遍採用的會計原則及香港《公司條例》的規定。HKFRSs指香港會計師公會所頒布的《香港財務報告準則》及《香港會計準則》(「HKASs」)內所有適用的個別準則以及所有適用詮釋。合併財務報表按照歷史成本法編製，並經重估就可供出售金融資產、按公允值透過損益記賬的金融資產和金融負債(包括衍生工具)按公允值列帳作出修訂。

編製符合香港財務報告準則規定之財務報表須使用若干重要會計評估，管理層亦須於應用本集團會計政策時作出判斷，而涉及較高水平判斷或較為複雜之範圍，或假設及評估對合併財務報表攸關重要之範圍於附註4披露。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. Summary of significant accounting policies (continued)

#### 2.1 Basis of preparation (continued)

##### 2.1.1 Changes in accounting policy and disclosures

- (a) Amended standards and interpretation adopted by the Group

The following amendments to standards are mandatory for accounting periods beginning on or after 1 January 2012 but are not relevant to the Group's operations:

HKFRS 1 (Amendment)	Presentation of financial statements
HKAS 12 (Amendment)	Deferred tax: Recovery of underlying assets

- (b) New standards and amendments to standards have been issued but not effective for the financial year beginning on or after 1 January 2012 and have not been early adopted:

		Effective for annual periods beginning on or after
HKAS 1 (Amendment)	Presentation of financial statements	1 July 2012
HASA 19 (Amendment)	Employee benefits	1 January 2013
HKAS 27 (Revised 2011)	Separate financial statements	1 January 2013
HKAS 28 (Revised 2011)	Associates and joint ventures	1 January 2013
HKAS 32 (Amendment)	Financial instruments: Presentation on asset and liability offsetting	1 January 2014
HKFRS 1 (Amendment)	First time adoption on government loans	1 January 2013
HKFRS 7 and HKFRS 9 (Amendment)	Mandatory effective date and transition disclosures	1 January 2015
HKFRS 7 (Amendment)	Financial instruments: Disclosure on asset and liability offsetting	1 January 2013
HKFRS 9	Financial instruments	1 January 2015
HKFRS 10	Consolidated financial statements	1 January 2013
HKFRS 11	Joint arrangements	1 January 2013
HKFRS 12	Disclosure of interests in other entities	1 January 2013
HKFRS 13	Fair value measurements	1 January 2013
HK(IFRIC)-Int 20	Stripping costs in the production phase of a surface mine	1 January 2013

### 2. 主要會計政策概要(續)

#### 2.1 編製基準(續)

##### 2.1.1 會計政策和披露的變動

- (a) 本集團已採納的已修改的準則和解釋

以下新準則和準則修改必須在二零一二年一月一日開始的財務年度首次採用，但目前與本集團無關：

HKFRS 1 (修改)	財務報表的呈報
HKAS 12 (修改)	遞延稅項：相關資產的收回

- (b) 已公佈但於二零一二年一月一日財政年度仍未生效及無提早採納的新準則和修改準則：

		於以下或之後開始的年度期間生效的變動
HKAS 1 (修改)	財務報表的呈報	二零一二年七月一日
HKAS 19 (修改)	職工福利	二零一三年一月一日
HKAS 27 (二零一一年修訂)	獨立財務報表	二零一三年一月一日
HKAS 28 (二零一一年修訂)	聯營和合營	二零一三年一月一日
HKAS 32 (修改)	抵銷金融資產及金融負債	二零一四年一月一日
HKFRS 1 (修改)	首次採納有關政府借款	二零一三年一月一日
HKFRS 7及HKFRS 9 (修改)	強制性生效日期及過渡性披露	二零一五年一月一日
HKFRS 7 (修改)	金融工具：披露有關對銷金融資產及金融負債	二零一三年一月一日
HKFRS 9	金融工具	二零一五年一月一日
HKFRS 10	合併財務報表	二零一三年一月一日
HKFRS 11	合營安排	二零一三年一月一日
HKFRS 12	在其他主體權益的披露	二零一三年一月一日
HKFRS 13	公允價值計量	二零一三年一月一日
HK(IFRIC) - Int 20	露天礦生產，階段的剝離成本	二零一三年一月一日



## 2. Summary of significant accounting policies (continued)

### 2.1 Basis of preparation (continued)

#### 2.1.1 Changes in accounting policy and disclosures (continued)

##### (b) (continued)

#### **HKFRS 10, Consolidated financial statements**

HKFRS 10 replaces the requirements in HKAS 27, *Consolidated and separate financial statements* relating to the preparation of consolidated financial statements and HK-SIC 12 *Consolidation – Special purpose entities*. It introduces a single control model to determine whether an investee should be consolidated, by focusing on whether the entity has power over the investee, exposure to variable returns from its involvement with the investee and the ability to use its power to affect the amount of those returns.

The application of HKFRS 10 is not expected to change any of the control conclusions reached by the Group in respect of its involvement with other entities as at 1 January 2013.

The Group has commenced assessing the potential impact of the other new and revised standards, amendments or interpretations but is not yet in a position to determine whether they would have a significant impact on its results and financial position are prepared and presented.

### 2.2 Subsidiaries

#### 2.2.1 Consolidation

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. The Group also assesses existence of control where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control. De-facto control may arise from circumstances where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

## 2. 主要會計政策概要(續)

### 2.1 編製基準(續)

#### 2.1.1 會計政策和披露的變動(續)

##### (b) (續)

#### **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10號取代有關編製綜合財務報表的香港會計準則第27號「綜合及獨立財務報表」及香港(常設詮釋委員會)詮釋公告第12號「合併—特殊目的實體」等規定。香港財務報告準則第10號引入單一控制模式，以釐定被投資公司應否予以合併處理，而焦點則放在有關實體是否有權控制被投資公司，參與被投資公司業務所得可變動回報的風險承擔，以及運用權力影響該等回報金額的能力。

預料採用香港財務報告準則第10號不會改變本集團就截至二零一三年一月一日為止參與其他實體業務所達致的任何有關控制方面的結論。

本集團已開始評估其他新訂及修訂準則、修正或詮釋的潛在影響，惟目前仍未能確定該等準則會否對所編製及呈報的業績及財務狀況有重大之影響。

### 2.2 附屬公司

#### 2.2.1 合併賬目

附屬公司指本集團有權管控其財政及經營政策的所有主體(包括特殊目的主體)，一般附帶超過半數投票權的股權。在評定本集團是否控制另一主體時，目前可行使或可兌換的潛在投票權的存在及影響均予考慮。如本集團不持有超過50%投票權，但有能力基於實質控制權而管控財務和經營政策，也會評估是否存在控制權。如本集團不持有超過50%投票權，但有能力基於實質控制權而管控財務和經營政策，也會評估是否存在控制權。附屬公司在控制權轉移至本集團之日全面合併入賬。附屬公司在控制權終止之日起停止合併入賬。

集團內公司之間的交易、結餘及收支予以對銷。來自集團內公司間的利潤和損失(確認於資產)亦予以對銷。附屬公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

## 2. Summary of significant accounting policies (continued)

### 2.2 Subsidiaries (continued)

#### 2.2.1 Consolidation (continued)

##### (a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

##### (b) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

#### 2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

## 2. 主要會計政策概要(續)

### 2.2 附屬公司(續)

#### 2.2.1 合併賬目(續)

##### (a) 業務合併

本集團利用購買法將業務合併入賬。購買一附屬公司所轉讓的對價，為所轉讓資產、對被收購方的前所有人產生的負債，及本集團發行的股本權益的公允價值。所轉讓的對價包括或有對價安排所產生的任何資產和負債的公允價值。在業務合併中所購買可辨認的資產以及所承擔的負債及或有負債，首先以彼等於購買日期的公允價值計量。就個別收購基準，本集團可按公允價值或按非控制性權益應佔被購買方淨資產的比例，計量被收購方的非控制性權益。

商譽初步計量為轉讓對價與非控制性權益的公允價值總額，超過所購入可辨認資產和承擔負債淨值的差額。如此對價低過所購買子公司淨資產的公允價值，該差額在損益中確認。

##### (b) 不導致失去控制權的附屬公司權益變動

本集團將其與非控制性權益進行、不導致失去控制權的交易入賬為權益交易—即與所有者以其作為所有者身份進行的交易。所支付任何對價的公允價值與相關應佔所收購附屬公司淨資產賬面值的差額記錄為權益。向非控制性權益的處置的盈虧亦記錄在權益中。

#### 2.2.2 獨立財務報表

附屬公司投資按成本扣除減值列賬。成本經調整以反映修改或有對價所產生的對價變動。成本亦包括投資的直接歸屬成本。附屬公司的業績由本公司按已收及應收股利入賬。

如股利超過宣派股利期內附屬公司的總全面收益，或如在獨立財務報表的投資帳面值超過合併財務報表中被投資公司淨資產(包括商譽)的帳面值，則必須對附屬公司投資作減值測試。

## 2. Summary of significant accounting policies (continued)

### 2.3 Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the consolidated income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit/(loss) of an associate' in the consolidated income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses arising in investments in associates are recognised in the consolidated income statement.

## 2. 主要會計政策概要(續)

### 2.3 聯營

聯營指所有本集團對其有重大影響力而無控制權的主體，通常附帶有20%–50%投票權的股權。聯營投資以權益法入賬。根據權益法，投資初始以成本確認，而賬面值被增加或減少以確認投資者享有被投資者在收購日期後的損益份額。本集團於聯營的投資包括購買時已辨認的商譽。

如聯營的權益持有被削減但仍保留重大影響力，只有按比例將之前在其他全面收益中確認的數額重新分類至損益(如適當)。

本集團應佔聯營購買後利潤或虧損於合併利潤表內確認，而應佔其購買後的其他全面收益變動則於其他全面收益內確認，並相應調整投資賬面值。如本集團應佔一家聯營的虧損等於或超過其在該聯營的權益，包括任何其他無抵押應收款，本集團不會確認進一步虧損，除非本集團對聯營已產生法律或推定債務或已代聯營作出付款。

本集團在每個報告日期釐定是否有客觀證據證明聯營投資已減值。如投資已減值，本集團計算減值，數額為聯營可收回數額與其賬面值的差額，並在合併利潤表中確認於「享有聯營利潤/(虧損)份額」旁。

本集團與其聯營之間的上流和下流交易的利潤和損失，在集團的財務報表中確認，但僅限於無關連投資者在聯營權益的數額。除非交易提供證據顯示所轉讓資產已減值，否則未實現虧損亦予以對銷。聯營的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

在聯營投資中所產生的稀釋利得和損失於合併利潤表確認。

## 2. Summary of significant accounting policies (continued)

### 2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors.

### 2.5 Foreign currency translation

#### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (**"the functional currency"**). The consolidated financial statements are presented in Chinese Renminbi (**"RMB"**), which is the Company's functional and the Group's presentation currency.

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated income statement within 'finance income or cost'. All other foreign exchange gains and losses are presented in the consolidated income statement within 'other gains/(losses) – net.'

Changes in the fair value of monetary securities denominated in a foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security, and other changes in the carrying amount of the security. Translation differences related to changes in the amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available-for-sale are included in other comprehensive income.

## 2. 主要會計政策概要(續)

### 2.4 分部呈報

營運分部按照與向主要經營決策者提供的內部報告貫徹一致的方式報告。執行董事被認為主要經營決策者作出策略性決定，負責分配資源和評估營運分部的表現。

### 2.5 外幣換算

#### (a) 功能及呈列貨幣

本集團每個主體之財務報表所列項目，均以該主體經營所在的主要經濟環境的貨幣計量（「功能貨幣」）。合併財務報表以中國人民幣（「人民幣」）呈列，人民幣為本公司的功能貨幣及本集團的列報貨幣。

#### (b) 交易及結餘

外幣交易採用交易日期的匯率換算為功能貨幣。除了符合在權益中遞延入賬的現金流量對沖和淨投資對沖外，結算此等交易產生的匯兌盈虧以及將外幣計值的貨幣於資產和負債以年終匯率折算產生的匯兌盈虧在合併收益表確認。

與借貸和現金及現金等價物有關的匯兌盈虧在合併收益表內的「財務收益或成本」中呈列報。所有其他匯兌盈虧在合併收益表內的「其他收益／（虧損）－淨額」中列報。

以外幣為單位及被分類為可供出售的貨幣性證券的公允價值變動，按照證券的攤銷成本變動與該證券賬面值的其他變動所產生的折算差額進行分析。與攤銷成本變動有關的折算差額確認為利潤或虧損，賬面值的其他變動則於其他全面收益中確認。

非貨幣性金融資產及負債（例如以公允價值計量且其變動計入損益的權益）的折算差額確認為利潤或虧損並列報為公允價值盈虧的一部份。非貨幣性金融資產及負債（例如分類為可供出售的權益）的折算差額包括在其他全面收益中。

## 2. Summary of significant accounting policies (continued)

### 2.5 Foreign currency translation (continued)

#### (c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in equity.

### 2.6 Property, plant and equipment

#### 2.6.1 Construction-in-progress

Construction-in-progress, representing buildings on which construction work has not been completed and machinery pending installation, is stated at historical cost, which includes construction expenditures incurred, cost of machinery, and other direct costs capitalised during the construction and installation period, less accumulated impairment losses, if any. No depreciation is provided in respect of construction-in-progress until the construction and installation work is completed. On completion, the construction-in-progress is transferred to appropriate categories of property, plant and equipment.

## 2. 主要會計政策概要(續)

### 2.5 外幣換算(續)

#### (c) 集團公司

集團內的主體(當中沒有惡性通貨膨脹經濟的貨幣)之功能貨幣有別於本集團的列報貨幣時，則其業績和財務狀況須按如下方法換算為列報貨幣：

- (i) 每份列報的資產負債表內的資產和負債按該資產負債表日期的收市匯率換算；
- (ii) 每份收益表內的收益和費用按平均匯率換算(除非此匯率並不代表交易日期匯率的累計影響的合理約數；在此情況下，收支項目按交易日期的匯率換算)；及
- (iii) 所有由此而產生之匯兌差額在其他全面收益中確認。

收購海外實體時產生之商譽及公允價值調整乃視為該海外實體之資產及負債處理，並按期末匯率換算。產生的匯兌差額在權益中入賬。

### 2.6 物業、廠房及設備

#### 2.6.1 在建工程

在建工程指未完成建築工程之樓宇及未安裝之機器，按成本入帳，包括所產生之建造開支、機器成本及建造與安裝期間其他撥充資本之直接成本，減任何累計減值虧損(如有)。建造及安裝完成前，不會就在建工程作出折舊。於完成時，在建工程轉撥至相關之物業、廠房及設備類別。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. Summary of significant accounting policies (continued)

#### 2.6 Property, plant and equipment (continued)

##### 2.6.2 Other property, plant and equipment

Other property, plant and equipment is stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are expensed in the consolidated income statement during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate cost less their residual values over their estimated useful lives, as follows:

Buildings	30 to 40 years
Plant and machinery	5 to 15 years
Leasehold improvements	5 to 10 years
Office furniture and equipment	5 to 10 years
Motor vehicles	5 to 10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within 'other gains/(losses) – net' in the consolidated income statement.

### 2. 主要會計政策概要(續)

#### 2.6 物業、廠房及設備(續)

##### 2.6.2 其他物業、廠房及設備

其他物業、廠房及設備乃按歷史成本減折舊及減值虧損列帳。歷史成本包括收購項目直接產生之開支。成本亦可包括轉撥自權益之對沖物業、廠房及設備外幣採購項目之合資格現金流量所產生之任何收益／虧損。

僅在與項目相關之日後經濟效益有可能歸於本公司及能可靠地計算出項目成本之情況下，其後成本方會計入資產帳面值或確認為獨立資產(倘適用)。已更換零件的賬面值已被終止確認。所有其他維修及保養於其產生財政期間在合併收益表列支銷。

其他物業、廠房及設備以直線法計算折舊，並按估計可使用年期分配成本至餘值，估計可使用年期如下：

樓宇	30至40年
廠房及機器	5至15年
租賃物業裝修	5至10年
辦公室傢俬	5至10年
汽車及設備	5至10年

於各結算日檢討及調整(倘適用)資產之餘值及可使用年期。

倘資產之帳面值超過其估計可收回金額，則資產之帳面值將即時減至其可收回金額(附註2.8)。

出售盈虧經比較所得款項與帳面值而釐定，在合併收益表內的「其他收益／(虧損)－淨額」中確認。

## 2. Summary of significant accounting policies (continued)

### 2.7 Intangible assets

#### 2.7.1 Research and development

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when the following criteria are fulfilled:

- (a) it is technically feasible to complete the intangible asset so that it will be available for use or sale;
- (b) management intends to complete the intangible asset and use or sell it;
- (c) there is an ability to use or sell the intangible asset;
- (d) it can be demonstrated how the intangible asset will generate probable future economic benefits;
- (e) adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
- (f) the expenditure attributable to the intangible asset during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use on a straight-line basis over a period of five years.

#### 2.7.2 Patents and technical know-how

Expenditure on acquired patents and technical know-how is capitalised and amortised using the straight-line method over its estimated useful life of 3 to 10 years, from the date when the patents and technical know-how is available for use.

## 2. 主要會計政策概要(續)

### 2.7 無形資產

#### 2.7.1 研究及開發成本

研究成本於產生時列作開支。有關設計、開發及測試新產品或改良產品之開發項目成本確認為產品開發成本會於以下條件達成後確認為產品開發成本：

- (a) 在技術上可完成有關無形資產，並可供使用或出售；
- (b) 管理層有意完成並使用或出售有關無形資產；
- (c) 可使用或出售有關無形資產；
- (d) 證明有關無形資產可於日後獲得經濟利益；
- (e) 具備合適的技術、財政及其他資源完成開發並使用或出售有關無形資產；及
- (f) 可準確計算開發有關無形資產的所需開支。

且產品在技術上屬可行且有意完成開發，並且具備所需資源，以及成本可資識別及有能力出售或使用相關產品而於日後獲得經濟利益。之前確認為開支的開發成本不會於其後期間確認為資產。

該等開發成本確認為資產，按直線法在五年期間內攤銷，以反映自資產可供銷售或使用日期起相關經濟利益之確認模式。

#### 2.7.2 專利權及專門技術

購入專利權及專門技術所產生支出乃以直線法，按其估計可使用年期3至10年(自可使用該等專利權及專門技術日期起計)予以資本化及攤銷。

## 2. Summary of significant accounting policies (continued)

### 2.8 Impairment of non-financial assets

Assets that have an indefinite useful life or are not yet available for use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

### 2.9 Financial assets

#### 2.9.1 Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivable and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determine the classification of its financial assets at initial recognition.

#### (a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.

#### (b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Group's loans and receivables comprise 'trade and other receivables', 'pledged bank deposits' and 'cash and cash equivalents' in the balance sheet (Note 2.12 and Note 2.13).

## 2. 主要會計政策概要(續)

### 2.8 非金融資產減值

無既定可使用年期或尚未可供使用之資產毋須攤銷，並每年檢討減值一次。當資產出現顯示未必能收回帳面值之事件或情況有變時檢討減值。減值虧損就資產帳面值超過其可收回金額之差額確認。可收回金額為資產公允值減出售成本及使用價值兩者間之較高者。就評估減值而言，資產按可獨立識別現金流量之最低水平(現金產生單位)分類。出現減值之非金融資產(商譽除外)於各申報日期檢討是否可能撥回減值。

### 2.9 金融資產

#### 2.9.1 分類

本集團將其金融資產分類為以下類別：按公允值透過損益記賬、貸款及應收款，以及可供出售。分類視乎購入金融資產之目的。管理層在初始確認時釐定金融資產的分類。

#### (a) 以公允價值計量且其變動計入損益的金融資產

以公允價值計量且其變動計入損益的金融資產指交易金融資產。金融資產若在購入時主要用作在短期內出售，則分類為此類別。衍生工具除非被指定為套期，否則亦分類為持作交易性。在此類別的資產假若預期在12個月內結算，分類為流動資產；否則分類為非流動資產。

#### (b) 貸款及應收款

貸款及應收款為有固定或可釐定付款且沒有在活躍市場上報價的非衍生金融資產。此等項目包括在流動資產內，但若到期日由結算日起計超過12個月者，則分類為非流動資產。貸款及應收款列在資產負債表中「應收賬款及其他應收款」，「已抵押之銀行存款」及「現金及現金等價物」內(附註2.12及附註2.13)。

## 2. Summary of significant accounting policies (continued)

### 2.9 Financial assets (continued)

#### 2.9.1 Classification (continued)

##### (c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment mature or management intends to dispose of the investment within 12 months of the reporting period.

#### 2.9.2 Recognition and measurement

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the consolidated income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the consolidated income statement within 'other (gains)/losses – net', in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the consolidated income statement as part of other income when the Group's right to receive payments is established.

Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement as 'gains and losses from investment securities'. Interest on available-for-sale securities calculated using the effective interest method is recognised in the consolidated income statement. Dividends on available-for-sale equity instruments are recognised in the consolidated income statement when the Group's right to receive payment is established.

## 2. 主要會計政策概要(續)

### 2.9 金融資產(續)

#### 2.9.1 分類(續)

##### (c) 可供出售金融資產

可供出售金融資產為被指定作此類別或並無分類為任何其他類別之非衍生工具。除非投資到期或管理層有意在結算日後12個月內出售該項投資，否則此等資產列在非流動資產內。

#### 2.9.2 確認及計量

日常購買或出售的金融資產於交易日即本集團承諾購買或出售該項資產之日予以確認。並非按公允值計入損益之所有金融資產，投資初步以公允值加交易成本確認。按公允值計入損益之金融資產初步以公允值加交易成本確認，並於合併收益表支銷。當獲取投資所產生現金流量的權利到期，或本集團將絕大部分擁有權之風險及回報轉讓時，金融資產將被終止確認。可供出售的金融資產其後以公允值入帳。貸款及應收款項以實際利率法按攤薄成本列帳。

來自「按公允值透過損益記賬的財務資產」類別的公允值變動所產生的盈虧，列入產生期間合併收益表內的「其他(收益)/損失—淨額」中。來自按公允值透過損益記賬的財務資產的股息，當本集團收取有關款項的權利確定時，在收益表內確認為部份其他收入。

分類為可供出售的貨幣性及非貨幣性證券的公允價值變動在其他綜合收益中確認。

於分類為可供出售證券已出售或減值，其於權益確認之累計公允值調整將列入合併收益表為「投資證券之收益或虧損」。可供出售證券之利息以實際利率法計算，在合併收益表確認。有關可供出售股本工具的股息於本集團收取款項的權利確立時於合併收益表確認。

## 2. Summary of significant accounting policies (continued)

### 2.9 Financial assets (continued)

#### 2.9.3 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

#### 2.9.4 Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a “loss event”) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset’s carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset’s original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument’s fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor’s credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

## 2. 主要會計政策概要(續)

### 2.9 金融資產(續)

#### 2.9.3 抵銷金融工具

當有法定可執行權力可抵銷已確認金額，並有意圖按淨額基準結算或同時變現資產和結算負債時，金融資產與負債可互相抵銷，並在資產負債表報告其淨額。

#### 2.9.4 以攤銷成本列賬的資產

本集團於每個報告期末評估是否存在客觀證據證明某一金融資產或某一金融資產組出現減值。只有當存在客觀證據證明於因為首次確認資產後發生一宗或多宗事件導致出現減值(「損失事項」)，而該宗(或該等)損失事項對該項或該組金融資產的估計未來現金流量構成的影響可以合理估計，有關的金融資產或金融資產組才算出現減值及產生減值虧損。

減值虧損的證據可包括債務人或一組債務人遇上嚴重財政困難、逾期或拖欠償還利息或本金、債務人很有可能破產或進行其他財務重組，以及有可觀察數據顯示估計未來現金流有可計量的減少，例如與違約有相互關連的拖欠情況或經濟狀況改變。

對於貸款及應收款類別，損失金額乃根據資產賬面值與按金融資產原實際利率貼現而估計未來現金流量(不包括仍未產生的未來信用損失)的現值兩者的差額計量。資產賬面值予以削減，而損失金額則在合併利潤表確認。如貸款或持有至到期投資有浮動利率，計量任何減值損失的貼現率為按合同釐定的當前實際利率。在實際應用中，集團可利用可觀察的市場價格，按工具的公允價值計量減值。

如在後繼期間，減值虧損的數額減少，而此減少可客觀地聯繫至減值在確認後才發生的事件(例如債務人的信用評級有所改善)，則之前已確認的減值虧損可在合併利潤表轉回。



## 2. Summary of significant accounting policies (continued)

### 2.9 Financial assets (continued)

#### 2.9.5 Assets classified as available-for-sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For debt securities, the Group uses the criteria referred to in (a) above. In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement. If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the consolidated income statement.

### 2.10 Derivative financial instruments and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designed as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as hedges of a particular risk associated with a recognised asset or liability or a highly probable forecast transaction (cash flow hedge).

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

## 2. 主要會計政策概要(續)

### 2.9 金融資產(續)

#### 2.9.5 可供出售資產

本集團在每個報告期末評估是否有客觀證據證明某一金融資產或某一金融資產組已經減值。對於債券，本集團利用上文(a)的標準。至於分類為可供出售的權益投資，證券公允價值的大幅度或長期跌至低於其成本值，亦是證券已經減值的證據。若可供出售金融資產存在此等證據，累計虧損—按購買成本與當時公允價值的差額，減該金融資產之前在損益確認的任何減值虧損計算—自權益中剔除並在損益中記賬。在合併利潤表確認的權益工具的減值虧損不會透過單獨的合併利潤表轉回。如在較後期間，被分類為債務工具的公允價值增加，而增加可客觀地與減值虧損在損益確認後發生的事件有關，則將減值虧損在合併利潤表轉回。

### 2.10 衍生金融工具及對沖活動

衍生工具初步按於衍生工具合約訂立日之公允值確認，其失後按公允值重新計量。確認所產生之收益或損失的方法取決於該衍生工具是否指定作對沖工具，如指定為對沖工具，則取決於其所對沖項目之性質。本集團指定若干衍生工具作為對沖一項已確認資產或負債或一項極可能預期交易有關的特定風險(現金流量對沖)。

本集團於交易開始時就對沖工具與被對沖項目之關係，以至其風險管理目標及執行多項對沖交易之策略作檔案記錄。本集團亦於對沖開始時和按持續基準，記錄其對於該等用於對沖交易之衍生工具，是否高度有效地抵銷被對沖項目的公允值或現金流量變動的評估。

### 2. Summary of significant accounting policies (continued)

#### 2.10 Derivative financial instruments and hedging activities (continued)

The fair values of various derivative instruments used for hedging purposes are disclosed in Note 21. Movements on the hedging reserve in shareholders' equity are shown in Note 17. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

##### *Cash flow hedge*

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in the consolidated income statement within 'other gains/(losses) – net'.

Amounts accumulated in equity are recycled in the consolidated income statement in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in the consolidated income statement within 'finance costs'. The gain or loss relating to the ineffective portion is recognised in the consolidated income statement within 'other (gains)/losses – net'. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, inventory or fixed assets), the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in cost of goods sold in the case of inventory, or in depreciation in the case of fixed assets.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the consolidated income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the consolidated income statement within 'other gains/(losses) – net'.

### 2. 主要會計政策概要(續)

#### 2.10 衍生金融工具及對沖活動(續)

作對沖用途的各項衍生工具的公允值在附註21中披露。股東權益的對沖儲備變動載於附註17。當被對沖項目的剩餘期限超過12個月時，對沖衍生工具的全數公允值會被分類為非流動資產或負債，而當被對沖項目的剩餘期限少於12個月時，對沖衍生工具的全數公允值會被分類為流動資產或負債。買賣性質的衍生工具則分類為流動資產或負債。

##### *現金流量對沖*

被指定並符合資格作為現金流量對沖之衍生工具之公允值變動的有效部份於其他全面收益中確認。與無效部份有關的盈虧即時在合併收益表中的「其他收益/(損失) – 淨額」內確認。

在權益累計的金額當被對沖項目影響利潤或虧損時(例如：當被對沖的預測銷售發生時)於合併收益表中確認。與利率掉期對沖浮息貸款的有效部份有關的盈虧在合併收益表中的「財務成本」內確認。與遠期外匯合約對沖出口銷售的有效部份有關的盈虧在合併收益表中的銷售內確認。與無效部份有關的盈虧則在合併收益表中的「其他(收益)/損失 – 淨額」內確認。然而，當被對沖的預測交易導致一項非金融資產(例如：存貨或固定資產)的確認，之前在權益中遞延入賬的收益和虧損自權益中撥出，並列入該資產成本的初步計量中。遞延金額最終在已售貨品成本(如屬存貨)或折舊(如屬固定資產)中確認。

當一項對沖工具到期或售出後，或當對沖不再符合對沖會計法的條件時，其時在權益中存有的任何累計盈虧仍保留在權益內，並於預測交易最終在合併收益表內確認時確認入賬。當一項預測交易預期不會再出現時，在權益中申報的累計盈虧即時轉撥入合併收益表中的「其他收益/(損失) – 淨額」內。

### 2. Summary of significant accounting policies (continued)

#### 2.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

#### 2.12 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

#### 2.13 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

#### 2.14 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or share options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to owners of the company until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to owners of the company.

### 2. 主要會計政策概要(續)

#### 2.11 存貨

存貨按成本或可變現淨值兩者間之較低者列賬。成本按加權平均法釐定。產成品及在製品之成本包括原材料、直接勞工、其他直接成本及相關間接生產開支(按正常經營規模計算)，惟不包括借款成本。可變現淨值指日常經營活動中之估計銷售價減適用變動銷售開支。

#### 2.12 應收賬款及其他應收款

應收賬款為在日常經營活動中就商品銷售或服務執行而應收客戶的款項。如應收賬款及其他應收款的收回預期在一年或以內(如仍在正常經營週期中，則可較長時間)，其被分類為流動資產；否則分類為非流動資產。

應收賬款及其他應收款以公允價值為初始確認，其後利用實際利率法按攤銷成本，並扣除減值撥備計量。

#### 2.13 現金及等同現金項目

在合併現金流量表中，現金及現金等價物包括手頭現金、銀行通知存款及原到期為三個月或以下的其他短期高流動性投資。

#### 2.14 股本

普通股歸類為權益。

發行新股份或購股權直接所產生之新增成本，於權益中列為所得款項之扣減項目(扣除稅項)。

如任何集團公司購入本公司的權益股本(庫存股)，所支付的對價，包括任何直接所佔的新增成本(扣除所得稅)，自歸屬於本公司權益持有者的權益中扣除，直至股份被註銷或重新發行為止。如股份其後被重新發行，任何已收取的對價(扣除任何直接所佔的新增交易費用及相關受影響的所得稅)包括在歸屬於本公司權益持有者的權益內。

### 2. Summary of significant accounting policies (continued)

#### 2.15 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### 2.16 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

#### 2.17 Borrowing costs

General and specific 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.

### 2. 主要會計政策概要(續)

#### 2.15 應付賬款

應付賬款為在日常經營活動中購買商品或服務而應支付的義務。如應付賬款的支付日期在一年或以內(如仍在正常經營週期中，則可較長時間)，其被分類為流動負債；否則分類為非流動負債。

應付賬款初步以公允價值確認，其後利用實際利息法按攤銷成本計量。

#### 2.16 借款

借款初步按公允價值扣除所產生之交易成本為初始確認。借款其後按攤銷成本列賬，所得款項(經扣除交易成本)及贖回價值間之任何差額於借貸期間以實際利率法於合併收益表內確認。

設立貸款融資時支付的費用倘部份或全部融資將會很可能提取，該費用確認為貸款的交易費用。在此情況下，費用遞延至貸款提取為止。如沒有證據證明部份或全部融資將會很可能被提取，則該費用資本化作為流動資金服務的預付款，並按有關的融資期間攤銷。

除非本集團具有無條件將負債的結算遞延至結算日後最少十二個月，否則借款分類為流動負債。

#### 2.17 借款成本

直接歸屬於收購、興建或生產合資格資產(指必須經一段長時間處理以作其預定用途或銷售的資產)的借款成本，加入該等資產的成本內，直至資產大致上備妥供其預定用途或銷售為止。

就特定借款，因有待合資格資產的支出而臨時投資賺取的投資收入，應自合資格資本化的借款成本中扣除。

所有其他借款成本在產生期內的損益中確認。

### 2. Summary of significant accounting policies (continued)

#### 2.18 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in the comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

##### (a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

##### (b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### 2. 主要會計政策概要(續)

#### 2.18 當期及遞延所得稅

本期間的稅項支出包括當期和遞延稅項。稅項在合併收益表中確認，但與在其他全面收益中或直接在權益中確認的項目有關者則除外。在該情況下，稅項亦分別在其他全面收益或直接在權益中確認。

##### (a) 當期所得稅

當期所得稅支出根據本公司的附屬公司及聯營營運及產生應課稅收入的國家於資產負債表日已頒佈或實質上已頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

##### (b) 遞延所得稅

遞延所得稅以負債法就資產與負債之稅基與合併財務報表之帳面值間的暫時差額作全數撥備。然而，倘若於首次確認一項交易(業務合併除外)之資產或負債所產生之遞延所得稅於交易時不會對會計或應課稅溢利或虧損造成影響，則該等遞延所得稅並不會列帳。遞延所得稅之釐定乃根據於結算日已經制定或大致上已制定之稅率(及法例)，且預期相關之遞延所得稅資產變現或遞延所得稅負債清償時適用。

遞延所得稅資產於可能出現未來應課稅溢利抵銷暫時差額時方會確認。

遞延所得稅按投資於附屬公司、聯營產生之暫時差額作出撥備，除非暫時差額逆轉之時間可以控制，且暫時差額在可見未來將不會轉回。

當有法定可執行權力將當期稅項資產與當期稅務負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體或不同應課稅主體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. Summary of significant accounting policies (continued)

#### 2.19 Employee benefits

##### 2.19.1 Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognised until the time of the leave.

##### 2.19.2 Share-based compensation

###### (a) Equity-settled share-based payment transactions

The Group operates an equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (share options) of the Group. The fair value of the employee services received in exchange for the grant of the share options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the share options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date. At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated income statement, with a corresponding adjustment to equity.

When the options are exercised, the company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

### 2. 主要會計政策概要(續)

#### 2.19 僱員福利

##### 2.19.1 僱員假期權益

僱員年假權益在僱員享有時確認。就僱員提供服務而產生的年假估計所須承擔之負債，就截至結算日止作出撥備。病假及產假之僱員權益於享有時方予以確認。

##### 2.19.2 股份付款酬金

###### (a) 以權益結算以股份為基礎的交易

本集團設有一項以權益結算、以股份為基礎的報酬計劃，根據該等計劃，主體收取職工的服務以作為本集團權益工具(購股權)的對價。職工為換取獲授予購股權而提供服務的公允價值確認為費用。將作為費用的總金額參考授予購股權的公允價值釐定：

- 包括任何市場業績條件(例如主體的股價)；
- 不包括任何服務和非市場業績可行權條件(例如盈利能力、銷售增長目標和職工在某特定時期內留任實體)的影響；及
- 包括任何非可行權條件(例如規定職工儲蓄)的影響。

非市場表現和服務條件包括在有關預期可行權的購股權數目的假設中。費用的總金額在等待期間內確認，等待期間指將符合所有特定可行權條件的期間。此外，在某些情況下，職工可能在授出日期之前提供服務，因此授出日期的公允價值就確認服務開始期與授出日期之間內的開支作出估計。在每個報告期末，集團依據非市場表現和服務條件修訂其對預期可行權的購股權數目的估計。主體在合併收益表確認對原估算修訂(如有)的影響，並對權益作出相應調整。

在購股權行使時，本公司發行新股。收取的所得款扣除任何直接歸屬交易成本撥入股本(面值)和股本溢價。

## 2. Summary of significant accounting policies (continued)

### 2.19 Employee benefits (continued)

#### 2.19.2 Share-based compensation (continued)

(b) Share-based payment transactions among group entities  
The grant by the Company of share options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity.

#### 2.19.3 Pension obligations

Group companies operate various defined contribution plans. The plans are generally funded through payments to trustee-administered funds.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

### 2.20 Provisions

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

## 2. 主要會計政策概要(續)

### 2.19 僱員福利(續)

#### 2.19.2 股份付款酬金(續)

(b) 集團內主體以股份為基礎的交易  
本公司向集團附屬公司的職工授予其權益工具的購股權，被視為資本投入。收取職工服務的公允價值，參考授出日的公允價值計量，並在等待期內確認，作為對附屬公司投資的增加，並相應對權益貸記。

#### 2.19.3 退休金責任

集團公司經營多個定額供款計劃。此等計劃一般透過向受託管理基金付款而注資。

定額供款計劃是一項本集團向一個單獨主體支付供款的退休計劃。若該基金並無持有足夠資產向所有職工就其在當期及以往期間的服務支付福利，本集團亦無法定或推定債務支付進一步供款。對於定額供款計劃，本集團以強制性、合同性或自願性方式向公開或私人管理的退休保險計劃供款。本集團作出供款後，即無進一步付款債務。供款在應付時確認為僱員福利費用。預付供款按照現金退款或可減少未來付款而確認為資產。

### 2.20 撥備

當本集團因已發生的事件而產生現有的法律或推定債務；很可能需要資源的流出以結算債務；及金額已被可靠估計時作出撥備。重組撥備包括租賃終止罰款和職工辭退付款。但不會就未來經營虧損確認撥備。

如有多項類似債務，其需要在結算中有資源流出的可能性，則可根據債務的類別整體考慮。即使在同一債務類別所包含的任何一個項目相關的資源流出的可能性極低，仍須確認撥備。

## 2. Summary of significant accounting policies (continued)

### 2.20 Provisions (continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

### 2.21 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts returns and value added taxes. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities. Revenue is recognised as follows:

#### (a) Sales of goods

Sales of goods are recognised when a group entity has delivered products to the customer, the customer has accepted the products and collectibility of the related receivables is reasonably assured.

#### (b) Interest income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

#### (c) Government grants

Grants from the government are recognised at their value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

### 2.22 Operating leases

Leases in which a significant portion the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated income statement on a straight-line basis over the period of the lease.

## 2. 主要會計政策概要(續)

### 2.20 撥備 (續)

撥備採用稅前利率按照預期需結算有關債務的支出現值計量，該利率反映當時市場對金錢時間值和有關債務固有風險的評估。隨著時間過去而增加的撥備確認為利息費用。

### 2.21 收益確認

收入按已收或應收對價的公允價值計量，並相當於供應貨品的應收款項，扣除折扣、退貨和增值稅後列帳。當收入的金額能夠可靠計量；當未來經濟利益很可能流入有關主體；及當本集團每項活動均符合具體條件時。收益乃於下列情況確認：

#### (a) 銷售貨品

銷售貨品乃於集團實體向客戶交付產品，而客戶已接納有關產品，並會確保可收回相關應收款項時確認。

#### (b) 利息收益

利息收益乃採用實際利率法確認。倘貸款和應收款項出現減值，本集團會將帳面值減至其可收回款額，即估計日後現金流按該工具之原定實際利率折現值保留，並繼續將折現計算並確認為利息收益。已減值貸款之利息收益按原定實際利率確認。

#### (c) 政府補助

當能夠合理地保證政府補助將可收取，而本集團將會符合所有附帶條件時，將政府提供的補助按其公允價值確認入賬。

### 2.22 租賃

如租賃中之資產擁有權之大部分風險及報酬由出租人折現值保留，一概列為經營租賃。根據經營租賃支付之款項(扣除自出租人收取的任何激勵措施後)，於租賃期內以直線法於合併收益表內支銷。

### 2. Summary of significant accounting policies (continued)

#### 2.23 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

#### 2.24 Financial guarantee contracts

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a debt instrument. Such financial guarantees are given to banks to support banking facilities granted to subsidiaries.

Financial guarantees are initially recognised in the financial statements at fair value on the date the guarantee was given. Subsequent to initial recognition, the Company's liabilities under such guarantees are measured at the higher of the initial amount, less amortisation of fees recognised in accordance with HKAS 18, and the best estimate of the amount required to settle the guarantee. These estimates are determined based on experience of similar transactions and history of past losses, supplemented by the judgement of management. The fee income earned is recognised on a straight-line basis over the life of the guarantee. Any increase in the liability relating to guarantees is reported in the consolidated income statement within other operating expenses.

Where guarantees in relation to loans or other payables of subsidiaries are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment in the financial statements of the Company.

### 3. Financial risk management

#### 3.1 Financial risk factors

The Group's financial assets include cash and cash equivalents, trade, other receivables and derivative financial instruments. The Group's financial liabilities include borrowings, trade and other payables and derivative financial instruments.

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. These risks are limited by the Group's financial management policies and practices described below.

### 2. 主要會計政策概要(續)

#### 2.23 股息分派

分派予本公司股東之股息於本公司股東批准期間，在本集團及本公司之財務報表中確認為負債。

#### 2.24 財務擔保合同

財務擔保合同指規定發行人根據債務工具的條款支付指定款項，以償付持有人因為指定債務人未能償還到期欠款而導致損失的合同。此等財務擔保提供予銀行、金融機構和其他團體，以擔保子公司或聯營向他們取得的抵押貸款、透支及其他銀行融資。

財務擔保在財務報表中按提供擔保日期的公允價值初始確認。財務擔保在簽發時的公允價值為零，這是因為所有擔保都是按公平交易原則協定，而協定的溢價價值相應於擔保債務的價值。未來溢價的應收款不作確認。初始確認後，本公司在該等擔保的負債按初始數額減根據國際會計準則／香港會計準則18確認的費用攤銷，與需要結算該擔保數額的最佳估計兩者的較高者計量。此等估計根據類似交易和過往損失的經驗釐定，並附以管理層的判斷。賺取的費用收益以直線法按擔保年期確認。有關擔保的任何負債增加在合併收益表內其他經營費用中列報。

如與子公司或聯營的貸款或其他應收款有關的擔保是以免償方式提供，公允價值入賬為出資並確認為本公司財務報表的投資成本部份。

### 3. 財務風險管理

#### 3.1 財務風險因素

本集團之金融資產包括現金及現金等價物、應收賬款、其他應收款及衍生金融工具。本集團之金融負債包括借貸、應付賬款、其他應付款及衍生金融工具。

本集團業務面對各種財務風險市場風險(包括外匯風險、現金流量、公允值利率風險及價格風險)、信貸風險與流動資金風險。本集團整體風險管理策略針對金融市場之不可預測特性，並尋求方法減輕對本集團財務表現造成之潛在不利影響。本集團透過下述財務管理政策和慣常做法，對這些風險加以限制。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 3. Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

##### (a) Credit risk

The Group has policies in place to ensure that liquid funds are placed with financial institutions registered with sound credit standing in Mainland China and Hong Kong. Sales of products are made to customers with appropriate credit history. The Group performs credit evaluations on its customers.

Trade receivables are due within two to three months from the date of billing. As at 31 December 2012, 79% of the total trade receivables were due within three months (2011: 55%).

As at 31 December 2012, the five largest customers accounted for approximating 36% of the trade receivable carrying amount (2011: 40%).

The Group considers the largest customers are financially healthy with no significant credit risk.

The maximum exposure to credit risk represents the carrying amounts of trade receivables in the balance sheet.

Quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables are set out in Note 13.

##### (b) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables detail the remaining contractual maturities at the balance sheet date of the Group's and the Company's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the balance sheet date) and the earliest date the Group and the Company can be required to pay.

Where the loan agreement contains a repayable on demand clause which gives the lender the unconditional right to call the loan at any time, the amounts repayable are classified in the earliest time bracket in which the lender could demand repayment.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 信貸風險

本集團制定政策，確保流動資金存於國內及香港註冊之著名金融機構。本集團向擁有合適信貸記錄之客戶銷售產品。本集團會評估客戶信貸狀況。

應收賬款在出具賬單日起計三個月內到期。於二零一二年十二月三十一日，79%的應收賬款總額將於未來三個月內被支付(二零一一年：55%)。

於二零一二年十二月三十一日，應收賬款賬面金額中有36%來自本集團五個最大之客戶(二零一一年：40%)。

本集團認為主要客戶的財務穩健並沒有重大的信貸風險。

信貸風險敞口上限為合併資產負債表中應收賬款的賬面金額。

有關本集團的應收賬款的信貸風險敞口的信息已在附註13披露。

##### (b) 流動資金風險

本集團的政策是定期監察流動資金需求，以及是否符合借款契諾的規定，以確保維持充裕的現金儲備，同時獲得主要金融機構承諾提供足夠的備用資金，以滿足短期和較長期的流動資金需求。

下表載列了本集團及本公司於結算日以合約未貼現現金流量(包括按照合約利率或(如屬浮動利率)結算日的現行利率計算的利息付款)的金融負債和本集團及本公司可能需要付款的最早日期為準的剩餘合約到期情況。

如果貸款協議載有一項按要求償還之條款，附予貸款人權利於任何時間無條件地要求還貸，該應付的數額於時間支架分類時，以貸款人可以要求還款之最早時間作為準則。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 3. Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

##### (b) Liquidity risk (continued)

The Group	本集團	Total contractual undiscounted cash flow		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years
		Carrying amount	已訂約而未貼現的現金流量總額	一年內或接獲通知時	一年後但不足兩年	二年後但不足五年	五年後
		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
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>						
Borrowings	借貸	496,608	515,430	514,731	463	223	13
Derivative financial instruments	衍生金融工具	564	564	564	-	-	-
Trade payables and bills payable	應付賬款及應付票據	267,408	267,408	267,408	-	-	-
Accruals and other payables	應計費用及其他應付款	17,131	17,131	17,131	-	-	-
<b>At 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>						
Borrowings	借貸	413,993	430,001	311,580	115,323	2,028	1,070
Derivative financial instruments	衍生金融工具	6,418	6,418	5,445	973	-	-
Trade payables and bills payable	應付賬款及應付票據	241,784	241,784	241,784	-	-	-
Accruals and other payables	應計費用及其他應付款	25,138	25,138	25,138	-	-	-

The Company	本公司	Total contractual undiscounted cash flow		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years
		Carrying amount	已訂約而未貼現的現金流量總額	一年內或接獲通知時	一年後但不足兩年	二年後但不足五年	五年後
		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
<b>At 31 December 2012</b>	<b>於二零一二年十二月三十一日</b>						
Borrowings	借貸	97,121	99,532	99,532	-	-	-
Derivative financial instruments	衍生金融工具	564	564	564	-	-	-
Accruals and other payables	應計費用及其他應付款	2,141	2,141	2,141	-	-	-
Financial guarantees to subsidiaries	財務擔保予附屬公司	247,714	251,265	250,861	404	-	-
<b>At 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>						
Borrowings	借貸	191,786	200,443	101,080	99,363	-	-
Derivative financial instruments	衍生金融工具	3,716	3,716	2,743	973	-	-
Accruals and other payables	應計費用及其他應付款	2,050	2,050	2,050	-	-	-
Financial guarantees to subsidiaries	財務擔保予附屬公司	115,724	121,662	74,354	31,967	15,341	-

### 3. Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

##### (c) Cash flow and fair value interest-rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates as the Group has no significant interest-bearing assets. The Group's exposure to changes in interest rates is mainly attributable to its bank borrowings. Bank borrowings at variable rates expose the Group to cash flow interest-rate risk. Bank borrowings at fixed rates expose the Group to fair value interest-rate risk. Details of the Group's bank borrowings are disclosed in Note 18 to the consolidated financial statements. The Group analyses its interest rate exposure on a dynamic basis and to hedge its variable rate by fixed rate instruments, when necessary. Various scenarios are simulated taking into consideration refinancing, renewal of existing positions, alternative financing and hedging. Based on the various scenarios, the Group manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. Such interest rate swaps have the economic effect of converting borrowings from floating rates to fixed rates. Generally, the Group raises long-term borrowings at floating rates and swaps them into fixed rates. Under the interest rate swaps, the Group agrees with other parties to exchange, at specified intervals (primarily semi-annually), the difference between fixed contract rates and floating-rate interest amounts calculated by reference to the agreed notional amounts.

During 2012 and 2011, the Group's borrowings at variable rate were denominated in United States dollars ("USD"), RMB and Hong Kong dollars ("HKD").

It is estimated that a general increase/decrease of 50 basis points as at 31 December 2012 in bank borrowing interest rates for bank loans with all other variables held constant would decrease/increase the profit after taxation by approximately RMB2,466,000 (2011: RMB2,030,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the balance sheet date and had been applied to the exposure to interest rate risk for non derivative financial instruments in existence at that date.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (c) 現金流量及公允價值利率風險

由於本集團並無重大計息資產，故本集團之收入及經營現金流量很大程度上獨立於市場利率變動。本集團之利率風險主要源自銀行借貸。按不同息率提供之銀行借貸使本集團面對現金流量利率風險。按定息提供之銀行借貸使本集團面對公允價值利率風險。有關本集團銀行借貸之詳情，於合併財務報表附註18披露。本集團以活躍方式分析其利率風險，本集團利用多個模擬方案，以計入再融資、現有持倉的續訂、其他可採用的融資和對沖。根據多項模擬方案，本集團利用浮息轉換為定息利率掉期來管理其現金流量利率風險。此等利率掉期擁有將貸款由浮息轉換為定息的經濟效力。本集團一般按浮息利率籌措長期貸款，然後將貸款掉期為固定利率。根據利率掉期，本集團與其他方協議按特定期間(主要為每半年)交換定息合約利率與浮動利率金額兩者間的差額，此差額參考協議的設定本金額計算。

於二零一一年及二零一二年內，本集團按浮動利率計算的貸款以美元(「美元」)、人民幣和港元(「港元」)為單位。

於二零一二年十二月三十一日，估計銀行貸款的利率普遍上升/下降50個基準點，如果所有其他變量保持不變，除稅後利潤會減少/增加約2,466,000元人民幣(二零一一年：50個基準點；2,030,000元人民幣)。

上述敏感度分析的釐定已假設利率變動在結算日已經發生，並且應用在該日已存在的非衍生金融工具的利率風險敞口上。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 3. Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

##### (d) Foreign exchange risk

The Group mainly operates in Mainland China with most of the transactions settled in RMB. Foreign exchange rate risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the entity's functional currency.

The Group's assets and liabilities, and transactions arising from its operations primarily do not expose to material foreign exchange risk. Other than certain trade receivables, cash and cash equivalents, borrowings and derivative financial instruments denominated in USD and HKD, details of which have been disclosed in Note 13, Note 15, Note 18 and Note 21, respectively. The Group's assets and liabilities are primarily denominated in RMB. Other than approximately 23% (2011: 39%) of the sales are denominated in USD and certain expenses in HKD, the Group mainly generates RMB from sales in Mainland China to meet its liabilities denominated in RMB. During the year ended 31 December 2012, the Group entered into foreign exchange contracts to manage its foreign currency risk.

RMB has experienced certain appreciation in recent years which is the major reason for the exchange losses arising from operating activities and exchange gain arising from financing activities recognised by the Group for the years ended 31 December 2012 and 2011. Further depreciation or appreciation of USD and HKD against RMB will affect the Group's financial position and results of operations.

A 1% strengthening/weakening RMB against USD and HKD as at the respective balance sheet dates would increase/decrease profit after taxation by approximately RMB1,143,000 (2011: RMB1,194,000) and by approximately RMB288,000 (2011: RMB135,000), respectively, mainly as a result of foreign exchange gain/loss on translation of USD and HKD denominated bank borrowings.

##### (e) Price risk

The Group is exposed to equity securities price risk because certain investments held by the Group are classified as available-for-sale financial assets. As the amount of such financial assets is not material to the Group, the exposure to price risk is considered to be insignificant.

The Group purchases turpentine as one of its major raw materials for its manufacturing process, and is exposed to fluctuation in its market price. The Group does not use any derivative instruments to reduce its economic exposure to the change in price of raw materials.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (d) 外匯風險

本集團主要在中國內地經營業務。本集團大部分交易、資產及負債均以中國人民幣結算。當未來商業交易或已確認資產和負債的計值貨幣並非該實體的功能貨幣，外匯風險便會產生。

本集團的資產與負債以及業務過程中的交易基本上並無重大外匯風險。除若干應收賬款、現金及等同現金項目、借貸以及衍生金融工具以美元及港元計值(詳情分別於附註13、附註15、附註18及附註21披露)外，本集團的資產及負債主要以人民幣計值。除約23%(二零一一年：39%)的銷售以美元計值以及若干港元開支外，本集團在中國的銷售主要賺取人民幣，以償付按人民幣計值的負債。為管理外匯風險，本集團於截至二零一二年十二月三十一日止年度持有遠期外匯合同。

近年人民幣多番升值，是本集團於截至二零一一年及二零一二年十二月三十一日止年度確認經營活動產生的匯兌虧損及融資活動產生的匯兌收益的主因。美元及港元兌人民幣進一步貶值或升值均會影響本集團的財務狀況及經營業績。

於各相關結算日，人民幣兌美元及港元升值/貶值1%會分別增加/減少除稅後溢利約人民幣1,143,000元(二零一一年：人民幣1,194,000元)及約人民幣288,000元(二零一一年：人民幣135,000元)，主要因為換算以美元及港元為單位的銀行貸款所得的匯兌盈利/虧損。

##### (e) 價格風險

由於本集團所持若干投資分類作可供出售金融資產，故本集團面對股本證券價格風險。由於該等金融資產之金額對本集團而言並不重大，故價格風險被視為不重大。

本集團採購松節油作為其生產過程的主要原材料，並面對市場價格波動。本集團並無使用任何衍生工具以減低原材料價格波動之經濟風險。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 3. Financial risk management (continued)

#### 3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as "equity", as shown in the consolidated balance sheet, plus net debt.

During 2012, the Group's strategy, which was unchanged from 2011, was to maintain the debt equity ratio to be in a net cash position. The net cash amounts at 31 December 2012 and 2011 were as follows:

### 3. 財務風險管理(續)

#### 3.2 資金風險管理

本集團的資金管理政策，是保障本集團能繼續營運，以為股東提供回報和為其他權益持有人提供利益，同時維持最佳的資本結構以減低資金成本。

為了維持或調整資本結構，本集團可能會調整支付予股東的股息數額、向股東分派的資本返還、發行新股或出售資產以減低債務。

與業內其他公司一樣，本集團利用負債比率監察其資本。此比率按照債務淨額除以總資本計算。債務淨額為總借貸(包括合併資產負債表所列的即期及非即期貸款)減去現金及現金等價物。總資本為「權益」(如合併資產負債表所列)加債務淨額。

本集團在二零一二年的策略與二零一一年比較維持不變，為致力將負債比率維持在淨現金水平。在二零一一年及二零一二年十二月三十一日，淨現金之金額如下：

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Total borrowings (Note 18)	總借貸(附註18)	(496,608)	(413,993)
Less: Cash and cash equivalents (Note 15)	減：現金及現金等價物 (附註15)	833,919	581,724
Net cash	淨現金	337,311	167,731

The increase in the net cash position during 2012 resulted primarily from the increase in net cash generated from operating activities.

二零一二年淨現金水平增加主要因為經營業務所得現金淨額增加。

### 3. Financial risk management (continued)

#### 3.3 Fair value estimation

HKFRS 7 requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Level 1 – Quoted price (unadjusted) in active markets for identical assets or liabilities. The Group does not have this type of financial instruments.
- Level 2 – Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). As at 31 December 2012, the Group had foreign currency forward contracts with fair values RMB151,000 and RMB Nil recognised as assets and liabilities respectively (2011: RMB2,838,000 and RMB5,445,000) and derivatives used for hedging of RMB564,000 (2011: RMB973,000).
- Level 3 – Inputs for asset or liability that are not based on observable market data (that is, unobservable inputs). As at 31 December 2012, the Group had available-for-sale financial assets of RMB200,000 (2011: RMB200,000) that are within this category.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

### 3. 財務風險管理(續)

#### 3.3 公允價值估計

香港財務報告準則7規定按下列公允價值計量架構披露公允價值計量：

- 相同資產或負債在活躍市的報價(未經調整)(第1層)。本集團並無此種類的金融工具。
- 除了第1層所包括的報價外，該資產和負債的可觀察的其他輸入，可為直接(即例如價格)或間接(即源自價格)(第2層)。於二零一二年十二月三十一日，本集團擁有按公允價值的遠期外匯合同，其中人民幣151,000元及人民幣零元分別確認為資產及負債(二零一一年：人民幣2,838,000元及人民幣5,445,000元)及用作套期的衍生工具564,000元人民幣(二零一一年：973,000元人民幣)。
- 資產和負債並非依據可觀察市場數據的輸入(即非可觀察輸入)(第3層)，於二零一二年十二月三十一日，本集團擁有屬此類別的可供出售金融資產200,000元人民幣(二零一一年：200,000元人民幣)。

沒有在活躍市場買賣的金融工具的公允價值利用估值技術釐定。估值技術儘量利用可觀察市場數據(如有)，儘量少依賴主體的特定估計。如計算一金融工具的公允價值所需的所有重大輸入為可觀察數據，則該金融工具列入第2層。如一項或多項重大輸入並非根據可觀察市場數據，則該金融工具列入第3層。

用以估值金融工具的特定估值技術包括：

- 利率互換的公允價值根據可觀察收益率曲線，按估計未來現金流量的現值計算。
- 其他技術，例如折算現金流量分析，用以釐定其餘金融工具的公允價值。



#### 4. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

##### (a) Estimated useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to market conditions. Management will increase the depreciation charge where useful lives are less than previously estimated lives or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

##### (b) Estimated impairment of intangible assets and trade receivables

The Group makes provision for impairment of intangible assets and trade receivables based on an assessment of the recoverability of intangible assets and trade receivables. Provisions are applied to intangible assets and trade receivables where events or changes in circumstances indicate that the balances may not be recoverable. The identification of impairment requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of intangible assets and trade receivables and provision for impairment in the period in which such estimate has been changed.

##### (c) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on current market conditions and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to changes in market conditions. Management reassesses these estimates at each balance sheet date. During the year ended 30 December 2012, a provision for impairment of inventories of RMB166,000 (2011: RMB17,168,000) is recognised in the consolidated income statement within cost of goods sold.

#### 4. 重大會計估計及判斷

本集團根據過往經驗及其他因素不斷對估計及判斷作出評估，包括根據該等情況相信為合理之未來事項預測。

本集團就未來發展作出估計及判斷。所得會計估值故名思義甚少等同於相關實際結果。以下所論述之估計及假設存有對下一個財政年度資產及負債帳面值造成重大調整之重大風險。

##### (a) 物業、廠房及設備之估計可用年期

本集團管理層釐定其物業、廠房及設備之估計可用年期及相關折舊開支。有關估值按類似性質及功能之物業、廠房及設備之實際可用年期的過往經驗計算，或會基於科技革新及競爭對手因應市場狀況作出回應而出現重大變動。當可用年期少於先前估計年期，管理層將增加折舊開支，或撇銷或撇減技術陳舊之存貨或遭廢棄或出售之非策略資產。

##### (b) 無形資產及應收賬款之估計減值

本集團根據無形資產及應收賬款之可收回情況作出之評估，就無形資產及應收賬款作出減值撥備。倘出現事項或情況有變而顯示不一定可收回餘款時，撥備應用於無形資產及應收賬款。識別減值須運用判斷及估計。倘預算金額有別於原訂估值，有關差額將影響估值出現變動期間無形資產及應收賬款之帳面以及期內減值撥備。

##### (c) 存貨可變現淨值

存貨可變現淨值為日常業務中的估計售價減估計完成成本及銷售開支。該等估計建基現行市場狀況，加上製造及銷售類似性質產品的過去經驗。客戶口味的轉變及競爭對手因應市場狀況變化的行動可導致存貨可變現淨值出現重大改變。管理層於各結算日再評估該等估計。截至二零一二年十二月三十一日年度，有貨減值撥備166,000元人民幣(二零一一年：17,168,000元人民幣)已在合併收益表「售出貨品成本」內。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 4. Critical accounting estimates and judgements (continued)

#### (d) Income taxes

The Group is subject to income taxes in Hong Kong and Mainland China. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

#### (e) Research and development costs

Critical judgement by the Group's management is applied when deciding whether the recognition requirements for development costs have been met. This is necessary as the economic success of any product development is uncertain and may be subject to future technical problems at the time of recognition. Judgements are based on the best information available at each balance sheet date. In addition, all internal activities related to the research and development of new products is continuously monitored by the Group's management.

### 5. Turnover and segment information

#### (a) Turnover

The Group is principally engaged in the manufacturing of fine chemicals from natural resources for use in aroma chemicals and pharmaceutical products and the trading of natural materials and fine chemicals. Turnover for the Group represents revenue from the sale of goods.

	2012 二零一二年	2011 二零一一年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Sale of goods (net of value-added tax) 銷售貨品(已扣除增值稅)	1,057,371	1,074,688

#### (b) Segment information

The chief operating decision-maker has been identified as the Executive Directors. The Executive Directors review the Group's internal reporting in order to assess performance and allocate resources. The Executive Directors have determined the operating segments based on these reports. The Executive Directors consider the business from product perspective.

### 4. 重大會計估計及判斷(續)

#### (d) 所得稅

本集團需要在香港和中國大陸繳納所得稅。在釐定全球所得稅撥備時，需要作出重大判斷。在一般業務過程中，有許多交易和計算所涉及的最終稅務釐定都是不確定的。本集團根據對是否需要繳付額外稅款的估計，就預期稅務審計項目確認負債。如此等事件的最終稅務後果與最初記錄的金額不同，此等差額將影響作出此等釐定期間的所得稅和遞延稅項撥備。

#### (e) 研究及發成本

本集團管理層於決定開發成本是否已達到確認要求時作出重大判斷。由於任何產品開發能否取得經濟效益尚屬未知數，且或會受確認時的未來技術問題所影響，故此乃屬必要之舉。判斷以各結算日所得的最齊備資料作為基礎。此外，一切與研究及開發新產品有關的內部活動乃由本集團管理層持續監察。

### 5. 銷售額及分部資料

#### (a) 營業額

本集團主要從事利用天然資源製造精細化學品，以用於芳香化學品及醫藥產品以及買賣天然原料及精細化學品。本集團營業額指從銷售貨品所產生之效益。

#### (b) 分部資料

執行董事為主要經營決策者。執行董事審閱本集團的內部報告，以評估表現及分配資源。執行董事根據該等報告劃分營運分部。執行董事從產品角度考慮業務的性質。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 5. Turnover and segment information (continued)

#### (b) Segment information (continued)

For the year ended 31 December 2012, the Group was organised into two main operating segments:

- (1) manufacturing and selling of fine chemicals; and
- (2) trading of natural materials and fine chemicals.

The segment results for the year ended 31 December 2012 are as follows:

### 5. 銷售額及分部資料(續)

#### (b) 分部資料(續)

截至二零一二年十二月三十一日年度，本集團分為兩大主要經營分部：

- (1) 生產及銷售精細化學品；及
- (2) 買賣天然原料及精細化學品。

截至二零一二年十二月三十一日止年度之分部業績如下：

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Revenue</b>	<b>收益</b>		
Manufacturing	生產	840,418	938,412
Trading	貿易	216,953	136,276
Total revenue	總收益	1,057,371	1,074,688
<b>Segment results</b>	<b>分部業績</b>		
Manufacturing	生產	221,680	203,672
Trading	貿易	9,946	4,188
Unallocated corporate expense – net	未分配公司支出－淨額	(44,130)	(57,383)
Finance costs, net	財務成本、淨額	(23,493)	(8,599)
Income tax expense	所得稅開支	(35,914)	(23,084)
Share of loss of an associate	應佔聯營虧損	(267)	(59)
Profit for the year	本年度溢利	127,822	118,735

Other segment items included in the consolidated income statement are as follows:

計入合併收益表之其他分部項目如下：

		Manufacturing 生產		Trading 貿易	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		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
Depreciation (Note 7)	折舊(附註7)	34,664	31,691	86	123
Amortisation (Notes 6 and 8)	攤銷(附註6及8)	9,551	9,963	-	-
Provision for impairment of intangible assets (Note 8)	無形資產減值撥備(附註8)	2,353	3,499	-	-
Provision for impairment of inventories (Note 12)	存貨減值撥備(附註12)	166	17,168	-	-
Provision for/(reversal of) impairment of trade receivables (Note 13)	應收賬款減值撥備/(撥回)(附註13)	525	1,082	(138)	(94)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 5. Turnover and segment information (continued)

#### (b) Segment information (continued)

The segment assets and liabilities as at 31 December 2012 and capital expenditure for the year then ended are as follows:

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Segment assets</b>	<b>分部資產</b>		
Manufacturing	生產	953,134	1,050,913
Trading	貿易	103,071	22,184
Pledged bank deposits	已抵押之銀行存款	98,271	110,988
Cash and cash equivalents	現金及現金等價物	833,919	581,724
Other corporate assets	其他公司資產	22,635	25,738
<b>Total assets</b>	<b>資產總值</b>	<b>2,011,030</b>	<b>1,791,547</b>
<b>Segment liabilities</b>	<b>分部負債</b>		
Manufacturing	生產	235,712	210,856
Trading	貿易	35,116	38,998
Bank borrowings	銀行貸款	493,188	405,923
Deferred tax liabilities	遞延稅項負債	18,200	14,000
Current income tax liabilities	即期所得稅負債	7,976	5,281
Other corporate liabilities	其他公司負債	31,671	36,654
<b>Total liabilities</b>	<b>負債總額</b>	<b>821,863</b>	<b>711,712</b>

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Capital expenditure</b>	<b>資本開支</b>		
Manufacturing	生產	47,902	27,659
Trading	貿易	11	100
		<b>47,913</b>	<b>27,759</b>

Segment assets consist primarily of land use rights, property, plant and equipment, intangible assets, inventories and receivables. Segment liabilities comprise operating liabilities. They exclude items such as cash and cash equivalents, taxation and corporate borrowings. Capital expenditure comprises additions to property, plant and equipment (Note 7) and intangible assets (Note 8).

### 5. 銷售額及分部資料(續)

#### (b) 分部資料(續)

於二零一二年十二月三十一日之資產及負債分部以及截至該日止年度之資本開支如下：

分部資產主要包括土地使用權、物業、廠房及設備、無形資產、存貨及應收款項。分部負債包括經營負債。上述不包括現金及等同現金項目、稅項及公司借貸等項目。資本開支包括物業、廠房及設備(附註7)以及無形資產(附註8)之增額。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 5. Turnover and segment information (continued)

#### (b) Segment information (continued)

The Group's sales within the two operating segments are made to customers in three main geographical areas.

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Turnover</b>	<b>營業額</b>		
- Mainland China	- 中國內地	<b>809,336</b>	657,405
- Europe	- 歐洲	<b>111,593</b>	175,398
- Asia (excluding Mainland China)	- 亞洲(中國內地除外)	<b>50,970</b>	109,378
- Others	- 其他	<b>85,472</b>	132,507
		<b>1,057,371</b>	1,074,688

Sales are allocated based on the places/countries in which customers are located.

### 5. 銷售額及分部資料(續)

#### (b) 分部資料(續)

本集團兩大經營分部於三個主要地區經營。

銷售額乃按客戶所在地區／國家分配。

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Total assets</b>	<b>資產總值</b>		
- Mainland China	- 中國內地	<b>1,975,105</b>	1,725,912
- Hong Kong	- 香港	<b>31,621</b>	58,286
- Others	- 其他	<b>4,304</b>	7,349
		<b>2,011,030</b>	1,791,547

Total assets are allocated based on where the assets are located.

資產總值乃按資產所在地分配。

No geographical analysis of capital expenditure is presented as substantially all of the Group's capital expenditure was incurred in respect of assets located in Mainland China.

由於本集團絕大部分資本開支就位於中國內地之資產產生，因此並無呈報資本開支之地區分析。

Revenues of RMB236,133,000 (2011: RMB292,299,000) and RMB89,028,000 (2011: RMB111,096,000) are derived from two major customers. These revenues are mainly attributable to the manufacturing segment.

來自兩個主要客戶的收益分別為236,133,000元人民幣(二零一一年：292,299,000元人民幣)及89,028,000元人民幣(二零一一年：111,096,000元人民幣)。此等收益主要來自生產分部。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 6. Land use rights – Group

The Group's interests in land use rights represent prepaid operating lease payments and their net book values are analysed as follows:

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
In Mainland China, held on:	於中國內地持有：		
Leases of between 10 to 50 years	10至50年的租賃	<b>9,079</b>	9,310

### 6. 土地使用權－集團

本集團於土地使用權之權益指預付經營租賃款項，按其帳面淨值分析如下：

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January	一月一日	<b>9,310</b>	9,541
Amortisation of prepaid operating lease payments (Note 24)	預付經營租賃款項的攤銷 (附註24)	<b>(231)</b>	(231)
At 31 December	十二月三十一日	<b>9,079</b>	9,310

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 7. Property, plant and equipment – Group

### 7. 物業、廠房及設備 – 集團

		Buildings 樓宇	Plant and machinery 廠房及機器	Leasehold improvements, office furniture and equipment 租賃物業 裝修、傢私 及設備	Motor vehicles 汽車	Construction- in-progress 在建工程	Total 合計
		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
<b>At 1 January 2011</b>	於二零一一年一月一日						
Cost	成本	125,118	306,422	10,333	3,415	73,217	518,505
Accumulated depreciation	累計折舊	(18,464)	(93,364)	(5,946)	(3,415)	–	(121,189)
Net book amount	帳面淨值	106,654	213,058	4,387	–	73,217	397,316
<b>Year ended 31 December 2011</b>	截至二零一一年 十二月三十一日止年度						
Opening net book amount	年初帳面淨值	106,654	213,058	4,387	–	73,217	397,316
Additions	添置	–	1,213	746	898	19,563	22,420
Transfers	轉撥	–	407	–	–	(407)	–
Depreciation (Note 24)	折舊 (附註24)	(3,649)	(26,386)	(1,481)	(298)	–	(31,814)
Closing net book amount	年終帳面淨值	103,005	188,292	3,652	600	92,373	387,922
<b>At 31 December 2011</b>	於二零一一年 十二月三十一日						
Cost	成本	125,118	308,042	11,076	4,313	92,373	540,922
Accumulated depreciation	累計折舊	(22,113)	(119,750)	(7,424)	(3,713)	–	(153,000)
Net book amount	帳面淨值	103,005	188,292	3,652	600	92,373	387,922
<b>Year ended 31 December 2012</b>	截至二零一二年 十二月三十一日止年度						
Opening net book amount	年初帳面淨值	103,005	188,292	3,652	600	92,373	387,922
Additions	添置	–	1,968	1,362	–	27,624	30,954
Transfers	轉撥	29,673	80,860	–	–	(110,533)	–
Disposals	出售	–	(7)	(111)	–	–	(118)
Depreciation (Note 24)	折舊 (附註24)	(4,029)	(29,161)	(1,388)	(172)	–	(34,750)
Closing net book amount	年終帳面淨值	128,649	241,952	3,515	428	9,464	384,008
<b>At 31 December 2012</b>	於二零一二年 十二月三十一日						
Cost	成本	154,791	390,839	12,197	4,313	9,464	571,604
Accumulated depreciation	累計折舊	(26,142)	(148,887)	(8,682)	(3,885)	–	(187,596)
Net book amount	帳面淨值	128,649	241,952	3,515	428	9,464	384,008

The Group's buildings and buildings under construction, totalling RMB138,113,000 (2011: RMB167,554,000) are in Mainland China with lease terms of 50 years up to December 2047, December 2048, May 2053 and April 2054, respectively.

本集團之樓宇及在建樓宇合共138,113,000元人民幣(二零一一年: 167,554,000元人民幣), 建於中國內地多幅土地上, 租賃為期50年, 分別於二零四七年十二月、二零四八年十二月、二零五三年五月及二零五四年四月屆滿。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 7. Property, plant and equipment – Group (continued)

Depreciation expense of RMB31,510,000 (2011: RMB28,656,000) has been charged in 'cost of goods sold' and RMB3,240,000 (2011: RMB3,158,000) in 'administrative expenses'.

Analysis of construction-in-progress is:

### 7. 物業、廠房及設備－集團(續)

折舊費用其中31,510,000元人民幣(二零一一年：28,656,000元人民幣)在「已售貨品成本」中支銷，而3,240,000元人民幣(二零一一年：3,158,000元人民幣)則計入「行政費用」中。

在建工程分析如下：

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Construction costs of buildings	樓宇建築成本	9,464	64,549
Cost of leasehold improvements and plant and machinery	租賃物業裝修、廠房及機器成本	-	27,824
		9,464	92,373

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 8. Intangible assets – Group

### 8. 無形資產 – 集團

		Patents and technical know-how 專利權及技術知識	Product development costs 產品開發成本	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>At 1 January 2011</b>	於二零一一年一月一日			
Cost	成本	12,161	100,079	112,240
Accumulated amortisation	累計攤銷	(7,369)	(52,184)	(59,553)
Net book amount	帳面淨值	4,792	47,895	52,687
<b>Year ended 31 December 2011</b>	截至二零一一年十二月三十一日止年度			
Opening net book amount	期初帳面淨值	4,792	47,895	52,687
Additions	添置	–	5,339	5,339
Amortisation (Note 24)	攤銷(附註24)	(1,293)	(8,439)	(9,732)
Provision for impairment (Note 24)	減值撥備(附註24)	(3,499)	–	(3,499)
Closing net book amount	期終帳面淨值	–	44,795	44,795
<b>At 31 December 2011</b>	於二零一一年十二月三十一日			
Cost	成本	12,161	105,418	117,579
Accumulated amortisation and impairment	累計攤銷及減值	(12,161)	(60,623)	(72,784)
Net book amount	帳面淨值	–	44,795	44,795
<b>Year ended 31 December 2012</b>	截至二零一二年十二月三十一日止年度			
Opening net book amount	期初帳面淨值	–	44,795	44,795
Additions	添置	–	16,959	16,959
Amortisation (Note 24)	攤銷(附註24)	–	(9,320)	(9,320)
Provision for impairment (Note 24)	減值撥備(附註24)	–	(2,353)	(2,353)
Closing net book amount	期終帳面淨值	–	50,081	50,081
<b>At 31 December 2012</b>	於二零一二年十二月三十一日			
Cost	成本	–	122,377	122,377
Accumulated amortisation and impairment	累計攤銷及減值	–	(72,296)	(72,296)
Net book amount	帳面淨值	–	50,081	50,081

Notes:

- (a) Amortisation of RMB9,320,000 (2011: RMB9,732,000) is included in 'cost of goods sold' in the consolidated income statement.
- (b) The provision for impairment of intangible assets of RMB2,353,000 (2011: RMB3,499,000) had been included in 'cost of goods sold' in the consolidated income statement.

附註：

- (a) 9,320,000元人民幣之攤銷(二零一一年：9,732,000元人民幣)在合併收益表中計入「已售貨品成本」內。
- (b) 2,353,000元人民幣之無形資產減值(二零一一年：3,499,000元人民幣)在合併收益表中計入「已售貨品成本」內。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 9. Investments in and amounts due from subsidiaries – Company

### 9. 於附屬公司之投資及應收附屬公司款項 – 公司

		31 December 2012 二零一二年 十二月三十一日	31 December 2011 二零一一年 十二月三十一日
		RMB'000 人民幣千元	RMB'000 人民幣千元
Unlisted investments, at cost	非上市投資，按成本值	91,713	91,713
Amounts due from subsidiaries (Note a)	應收附屬公司款項(註a)	373,966	463,659
Interests in subsidiaries	於附屬公司之權益	465,679	555,372
<b>Less:</b>	<b>減：</b>		
Amounts due from subsidiaries – current portion (Note b)	應收附屬公司款項 – 流動部份(註b)	(114,985)	(204,678)
Investments in and amounts due from subsidiaries – non-current portion	於附屬公司之投資及應收附屬公司款項 – 非流動部份	350,694	350,694

Notes:

附註：

(a) The balance includes amounts due from subsidiaries of RMB258,981,000 (2011: RMB258,981,000) which are equity funding in nature.

(a) 該款項包括權益資助性質的款項共258,981,000元人民幣(二零一一年：258,981,000元人民幣)。

(b) The amounts due from subsidiaries are unsecured, non-interest bearing and are repayable on demand.

(b) 應收附屬公司款項無抵押，無附帶利息及須應要求償還。

The particulars of the subsidiaries of the Company at 31 December 2012:

截至二零一二年十二月三十一日，本公司之附屬公司如下：

Name 名稱	Place of establishment 成立地點	Activities 主要業務	Issued and fully paid up capital 已發行及繳足股本	Percentage of equity interest attributable to the Group (a) 本集團應佔股權百分比(a)
EcoGreen Fine Chemicals Limited (a)	British Virgin Islands 英屬處女群島	Investment holding 投資控股	US\$95,000 95,000美元	100%
EcoGreen Fine Chemicals Manufacturing Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	US\$1 1美元	100%
EcoGreen Fine Chemicals B.V.	Netherlands 荷蘭	Sale of fine chemicals 銷售精細化學品	EUR18,000 18,000歐羅	100%
EcoGreen Holding B.V.	Netherlands 荷蘭	Investment holding 投資控股	EUR18,000 18,000歐羅	100%
EcoGreen Investments Limited 中怡精細化工集團有限公司	Hong Kong 香港	Investment holding 投資控股	HK\$2 2港元	100%



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 9. Investments in and amounts due from subsidiaries – Company (continued)

### 9. 於附屬公司之投資及應收附屬公司款項 – 公司(續)

The particulars of the subsidiaries of the Company at 31 December 2012: (continued)

附屬公司之詳情如下：(續)

Name 名稱	Place of establishment 成立地點	Activities 主要業務	Issued and fully paid up capital 已發行及繳足股本	Percentage of equity interest attributable to the Group (a) 本集團應佔股權百分比(a)
Sino Bright International Trading Limited 光華國際貿易有限公司	Hong Kong 香港	Inactive 暫無業務	HK\$10,000 10,000港元	100%
Doingcom International Limited 中坤國際有限公司	Hong Kong 香港	Trading of fine chemicals 買賣精細化學品	HK\$20,000,000 20,000,000港元	100%
Xiamen Doingcom Biotechnology Co., Ltd. (b) 廈門中坤生物科技有限公司(b)	Mainland China 中國內地	Manufacturing of fine chemicals 生產精細化學品	RMB50,000,000 50,000,000元人民幣	100%
上海萬凱化學有限公司(b)(c) (Shanghai Fine Chemicals Company Limited) (b)(c)	Mainland China 中國內地	Research and development of fine chemicals 研究及開發精細化學品	US\$2,000,000 2,000,000美元	100%
Xiamen Doingcom Chemical Co., Ltd. (b) 廈門中坤化學有限公司(b)	Mainland China 中國內地	Manufacturing and sale of fine chemicals 生產及銷售精細化學品	RMB85,200,000 85,200,000元人民幣	100%
楚雄中怡林產貿易有限公司(b)(c) (Chuxiong EcoGreen Forestry Trading Co., Ltd.) (b)(c)	Mainland China 中國內地	Sale of forestry products 銷售林業產品	RMB10,000,000 10,000,000元人民幣	70%
廈門中坤貿易有限公司(b)(c) (Xiamen Doingcom Enterprise Limited) (b)(c)	Mainland China 中國內地	Sale of fine chemicals 銷售精細化學品	RMB20,000,000 20,000,000元人民幣	100%
Xiamen Sinoloon Import and Export Co., Ltd. (b) 廈門中玖進出口有限公司有限公司(b)	Mainland China 中國內地	Inactive 暫無業務	RMB7,000,000 7,000,000元人民幣	100%
Xiamen Sinotek Enterprise Development Co., Ltd. (b) 廈門中技實業發展有限公司(b)	Mainland China 中國內地	Manufacturing and sale of fine chemicals 生產及銷售精細化學品	RMB20,000,000 20,000,000元人民幣	100%
漳州中怡精細化工有限公司(b)(c) (Zhangzhou EcoGreen Fine Chemicals Co., Ltd.) (b)(c)	Mainland China 中國內地	Manufacturing and sale of fine chemicals 生產及銷售精細化學品	US\$6,510,442 6,510,442美元	100%
廈門中坤食品有限公司(b)(c) (Xiamen Doingcom Food Co., Ltd.) (b)(c)	Mainland China 中國內地	Manufacturing and sale of food additives and seasoning 生產及銷售食品添加劑及調味料	RMB10,000,000 10,000,000元人民幣	100%
中怡化工(漳州)有限公司(b)(c) (EcoGreen Chemicals (Zhangzhou) Co., Ltd.) (b)(c)	Mainland China 中國內地	Inactive 暫無業務	RMB1,000,000 1,000,000元人民幣	100%

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 9. Investments in and amounts due from subsidiaries – Company (continued)

The particulars of the subsidiaries of the Company at 31 December 2012: (continued)

Notes:

- (a) The shares of EcoGreen Fine Chemicals Limited are held directly by the Company. The shares of other subsidiaries are held indirectly.
- (b) Xiamen Doingcom Chemical Co., Ltd. ("Xiamen Doingcom") and Xiamen Doingcom Biotechnology Co., Ltd. are sino-foreign owned enterprises established in Xiamen, Fujian Province, Mainland China for a term of 20 years up to October 2017 and July 2024 respectively. Shanghai Fine Chemicals Company Limited is a wholly foreign owned enterprise established in Shanghai, Mainland China for a term of 35 years up to March 2040. Xiamen Doingcom Enterprise Limited is a limited liability enterprise established in Xiamen, Fujian Province, Mainland China for a term of 20 years up to June 2024. Xiamen Sinoloon Import and Export Co., Ltd. and Xiamen Sinotek Enterprise Development Co., Ltd. are wholly foreign owned enterprises established in Xiamen, Fujian Province, Mainland China for a term of 17 years and 20 years up to April 2012 and July 2016, respectively. Chuxiong EcoGreen Forestry Trading Co., Ltd. is a limited liability enterprise established in Chuxiong, Yunnan Province, Mainland China for a term of 30 years up to March 2037. Zhangzhou EcoGreen Fine Chemicals Co., Ltd. is wholly foreign owned enterprise established in Changtai Xian, Zhangzhou City, Fujian Province, Mainland China for a term of 50 years up to April 2057. Xiamen Doingcom Food Co., Ltd. is a limited liability enterprise established in Xiamen, Fujian Province, Mainland China for a term of 20 years up to October 2031. EcoGreen Chemicals (Zhangzhou) Co. Ltd. is a limited liability enterprise established in Gulei Peninsula, Zhangpu Xian, Zhangzhou City Fujian Province, Mainland China for a term of 20 years up in December 2032.
- (c) The English names are for identification purpose only.

### 10. Investments in associates – Group

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January	於一月一日	6,691	1,750
Additions	增加	2,500	5,000
Share of losses of associates	享有聯營虧損的份額	(267)	(59)
At 31 December	於十二月三十一日	8,924	6,691

During the year ended 31 December 2012, the Group did not have any unrecognised share losses of associates (2011: Nil).

There are no contingent liabilities relating to Group's interests in associates and there are no contingent liabilities of the ventures themselves.

### 9. 於附屬公司之投資及應收附屬公司款項－公司(續)

附屬公司之詳情如下：(續)

附註：

- (a) EcoGreen Fine Chemicals Limited 股份由本公司直接持有，其他附屬公司股份則間接持有。
- (b) 廈門中坤化學有限公司及廈門中坤生物科技有限公司為在中國內地福建省廈門市成立之中外合資企業，經營期為二十年，分別二零一七年十月及至二零二四年七月止。上海萬凱化學有限公司為於中國內地上海市成立之全外資企業，經營期為三十五年，至二零四零年三月止。廈門中坤貿易有限公司為於中國內地福建省廈門市成立之有限公司，經營期為二十年，至二零二四年六月止。廈門中致進出口有限公司及廈門中技實業發展有限公司均為全外資企業，在中國內地福建省廈門市成立，經營期分別為十七年及二十年，分別至二零一二年四月及二零一六年七月止。楚雄中怡林產貿易有限公司於中國內地雲南省楚雄市成立之有限公司，經營期為三十年至二零三七年三月止。漳州中怡精細化工有限公司為一間全外資企業，在中國內地福建省漳州市長泰縣成立，經營期為五十年至二零五七年四月止。廈門中坤食品有限公司為於中國內地福建省廈門市成立之有限公司，經營期為二十年至二零三一年十月止。中怡化工(漳州)有限公司為於中國內地福建省漳州市漳浦縣古雷半島成立之有限公司，經營期為二十年至二零三二年十二月止。
- (c) 英文名稱僅供識別。

### 10. 聯營投資－集團

截止二零一二年十二月三十一日，本集團概無任何未確認之虧損(二零一一年：無)。

關於聯營投資，本集團概無任何或然負債及聯營本身也無任何或然負債。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 10. Investments in associates – Group (continued)

Particulars of the associates are as follows:

Name 名稱	Place of establishment 成立地點	Principal activities 主要業務	Fully paid up capital 繳足股本	Percentage of equity interest attributable to the Group 本集團應佔股權百分比
Jiayang Zhongtian Forestry Chemicals Co., Ltd. 建陽中天林化有限公司	Mainland China 中國內地	Manufacturing of forestry chemicals 生產林化化學品	RMB5,000,000 5,000,000元 人民幣	35%
Wuhan Geyuan Fine Chemicals Co., Ltd. (a) 武漢格源精細化工有限公司(a)	Mainland China 中國內地	Manufacturing of fine chemicals 生產精細化學品	RMB20,000,000 20,000,000元 人民幣	25%

Note:

(a) Wuhan Geyuan Fine Chemicals Co., Ltd. is an unlisted company and has not commenced business.

### 10. 聯營投資－集團(續)

聯營之詳情如下：

附註：

(a) 武漢格源精細化工有限公司為非上市公司，且未有開展任何業務。

### 11. Available-for-sale financial assets – Group

	2012 二零一二年	2011 二零一一年
	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January and 31 December 於一月一日及十二月三十一日	200	200

Available-for-sale financial assets are unlisted equity securities.

### 11. 可供出售金融資產－集團

可供出售金融資產為非上市股本證券。

### 12. Inventories – Group

	2012 二零一二年	2011 二零一一年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Raw materials 原料	74,534	110,717
Work-in-progress 在製品	1,692	3,522
Finished goods 產成品	41,412	57,196
	117,638	171,435
Less: Provision for impairment of inventories 減：存貨減值撥備	(2,955)	(20,129)
	114,683	151,306

### 12. 存貨－集團

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 12. Inventories – Group (continued)

The cost of inventories recognised as expense and included in 'cost of goods sold' amounted to RMB684,058,000 (2011: RMB690,239,000).

The provision for impairment of inventories of RMB166,000 (2011: RMB17,168,000) had been included 'cost of goods sold' in the consolidated income statement.

### 12. 存貨－集團(續)

確認為開支及計入「售出貨品成本」之存貨成本為684,058,000元人民幣(二零一一年：690,239,000元人民幣)。

存貨減值撥備166,000元人民幣(二零一一年：17,168,000元人民幣)已在合併收益表「售出貨品成本」內。

### 13. Trade receivables – Group

### 13. 應收賬款－集團

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Trade receivables	應收賬款	381,655	366,042
Less: Provision for impairment of trade receivables	減：應收賬款減值撥備	(4,307)	(3,920)
		<b>377,348</b>	362,122

The carrying amounts of trade receivables approximate their fair values.

應收賬款帳面值與其公允值相若。

The credit period granted by the Group to its customers is between 60 and 90 days. For certain customers with good credit history, an extended period up to 180 days is allowed. The aging analysis of trade receivables is as follows:

本集團給予其客戶之信貸期一般60至90天。對於有良好信貸歷史的客戶，集團容許達至180日的信貸期。應收賬款之帳齡分析如下：

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
0 to 30 days	0至30天	142,236	84,756
31 to 60 days	31至60天	94,178	68,254
61 to 90 days	61至90天	61,258	47,759
91 to 180 days	91至180天	80,316	128,302
181 to 365 days	181至365天	3,172	36,709
Over 365 days	365天以上	495	262
		<b>381,655</b>	366,042
Less: Provision for impairment of trade receivables	減：應收賬款減值撥備	(4,307)	(3,920)
		<b>377,348</b>	362,122

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 13. Trade receivables – Group (continued)

The credit quality of trade receivables that are neither past due nor impaired can be assessed by reference to the historical information about counter party default rates. The existing counterparties do not have significant default in the past. There is no concentration of credit risk with respect to trade receivables, as the Group has a large number of customers.

As of 31 December 2012, trade receivables of RMB320,426,000 (2011: RMB246,117,000) were fully performing.

As of 31 December 2012, trade receivables of RMB56,922,000 (2011: RMB116,005,000) were past due but not impaired. These relate to a number of independent customers for whom there is no significant financial difficulty and based on past experience, the overdue amounts can be recovered. The ageing analysis of these trade receivables is as follows:

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
91 to 180 days	91至180天	56,922	83,670
181 to 365 days	181至365天	-	32,335
		<b>56,922</b>	116,005

As of 31 December 2012, trade receivables of RMB4,307,000 (2011: RMB3,920,000) were impaired. The amount of the provision was RMB4,307,000 as of 31 December 2012 (2011: RMB3,920,000). The individually impaired receivables mainly relate to a few independent customers which are in unexpectedly difficult economic situations. The ageing of these receivables is as follows:

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
91 to 180 days	91至180天	640	-
181 to 365 days	181至365天	3,172	3,658
Over 365 days	365天以上	495	262
		<b>4,307</b>	3,920

### 13. 應收賬款－集團(續)

沒有逾期或減值需要之應收賬款，其信貸質素是按以往的收款記錄及客戶的壞帳率而定。現有的客戶並無重大的拖欠。由於本集團客戶數目龐大，故有關應收賬款之信貸風險並無過份集中。

於二零一二年十二月三十一日，應收賬款 320,426,000 元人民幣(二零一一年：246,117,000 元人民幣)已全數獲得履行。

於二零一二年十二月三十一日，應收賬款人民幣 56,922,000 元(二零一一年：人民幣 116,005,000 元)經已逾期但並無減值。此等款項涉及多個並無重大財政困難的獨立客戶，而根據過往經驗，逾期款項可以收回。此等應收賬款的賬齡分析如下：

於二零一二年十二月三十一日，應收賬款人民幣 4,307,000 元(二零一一年：人民幣 3,920,000 元)經已減值。於二零一二年十二月三十一日，準備金額為人民幣 4,307,000 元(二零一一年：人民幣 3,920,000 元)。個別減值的應收款主要來自少數處於預料以外的經濟困難中的獨立客戶。此等應收款的賬齡如下：



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 13. Trade receivables – Group (continued)

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Renminbi	人民幣	342,073	267,933
US dollar	美元	35,275	94,189
		<b>377,348</b>	362,122

Movements in the provision for impairment of trade receivables are as follows:

### 13. 應收賬款－集團(續)

本集團的應收賬款的賬面值以下列貨幣為單位：

應收賬款減值撥備的變動如下：

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January	一月一日	3,920	2,932
Provision for impairment of trade receivable	應收賬款減值撥備	387	988
At 31 December	十二月三十一日	<b>4,307</b>	3,920

The provision for impaired receivables have been included in 'administrative expenses' in the consolidated income statement. Amounts charged to the allowance account are generally written off, when there is no expectation of recovering additional cash.

對已減值應收款的撥備已包括在合併收益表中的「行政費用」內。在撥備賬戶中扣除的數額一般會在預期無法收回額外現金時撇銷。

### 14. Prepayments and other receivables – Group and Company

### 14. 預付款及其他應收款－集團及公司

		Group 集團		Company 公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		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
Prepayment for purchases of raw materials	購買原料預付款	121,006	115,951	-	-
Input value-added tax recoverable	可收回進項增值稅	7,745	8,461	-	-
Others	其他	2,992	4,024	79	1,426
		<b>131,743</b>	128,436	<b>79</b>	1,426

The carrying amounts of other receivables approximate their fair values and are mainly denominated in RMB.

其他應收款帳面值與其公允值相若且主要以人民幣列值。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 15. Pledged bank deposits, cash and cash equivalents – Group and Company

### 15. 已抵押之銀行存款、現金及現金等價物 – 集團及公司

		Group 集團		Company 公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		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
Pledged bank deposits	已抵押之銀行存款	98,271	110,988	-	-
Cash and cash equivalents	現金及現金等價物				
- cash at bank and on hand	- 銀行及庫存現金	833,919	581,724	634	1,501
		<b>932,190</b>	692,712	<b>634</b>	1,501

The carrying amounts of pledged bank deposits, cash and cash equivalents are denominated in the following currencies:

於已抵押之銀行存款、現金及現金等價物的帳面值結算貨幣的金額如下：

		Group 集團		Company 公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		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
Renminbi	人民幣	922,495	679,967	-	-
Hong Kong dollar	港元	2,972	3,322	588	1,338
US dollar	美元	6,306	8,193	46	163
Euro	歐羅	397	1,210	-	-
Others	其他	20	20	-	-
		<b>932,190</b>	692,712	<b>634</b>	1,501

As at 31 December 2012, the Group has pledged bank deposits and cash and cash equivalents of approximately RMB922,495,000 (2011: RMB679,967,000) denominated in RMB, which is not a freely convertible currency in international markets and its exchange rate is determined by the People's Bank of China.

於二零一二年十二月三十一日，本集團共有已抵押之銀行存款、現金及現金等價物約922,495,000元人民幣(二零一一年：679,967,000元人民幣)均以人民幣計算，且為不能於國際市場自由轉換貨幣，其匯率由中國人民銀行釐定。

At 31 December 2012, bank balances of RMB98,271,000 (2011: RMB110,988,000) have been pledged to banks to secure credit facilities granted to the Group's subsidiaries.

於二零一二年十二月三十一日，98,271,000元人民幣(二零一一年：110,988,000元人民幣)之銀行存款已予以抵押作為本集團附屬公司向銀行取得借貸額度之抵押。

The cash and cash equivalents are not exposed to material credit risk.

現金及現金等價物並沒有重大的信貸風險。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 16. Share capital, premium and share options – Group and Company

### 16. 股本、溢價及購股權 – 集團及公司

#### (a) Share capital – Ordinary shares of HK\$0.1 each

#### (a) 股本 – 每股面值0.1港元之普通股

Authorised:	法定：	Number of shares 股份數目	Nominal value of ordinary shares 普通股面值
		'000 千計	RMB'000 人民幣千元
At 1 January 2011, 31 December 2011 and 31 December 2012	於二零一一年一月一日、 二零一一年十二月三十一日及 二零一二年十二月三十一日	2,000,000	212,000

Issued:	已發行：	Fully paid shares 已繳股款 股份數目	Value of ordinary shares 普通股面值	Share premium 股份溢價	Total 合計
		'000 千計	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2011	於二零一一年一月一日	465,210	49,232	181,841	231,073
Issue of shares (i)	發行股份(i)	21,700	1,839	23,621	25,460
Cancellation of repurchased shares (ii)	註銷已回購股份(ii)	(2,414)	(199)	(5,079)	(5,278)
At 31 December 2011	於二零一一年十二月三十一日	484,496	50,872	200,383	251,255
At 1 January 2012	於二零一二年一月一日	484,496	50,872	200,383	251,255
Cancellation of repurchased shares (iii)	註銷已回購股份(iii)	(1,118)	(91)	(913)	(1,004)
At 31 December 2012	於二零一二年十二月三十一日	483,378	50,781	199,470	250,251

#### Notes:

#### 附註：

- (i) During the year ended 31 December 2011, the Company issued 6,340,000 shares at a price of HK\$1.37 each and 15,360,000 shares at a price of HK\$1.39 each.
- (i) 於二零一一年十二月三十一日止年度內，本公司以每股1.37港元發行6,340,000股及每股1.39港元發行15,360,000股。
- (ii) During the year ended 31 December 2011, the Company cancelled 2,414,000 repurchased shares at a price from HK\$1.70 to HK\$2.60 each.
- (ii) 於二零一一年十二月三十一日止年度內，本公司以每股1.70港元至每股2.60港元註銷共2,414,000股已回購股份。
- (iii) During the year ended 31 December 2012, the Company cancelled a total of 1,118,000 shares of which 726,000 shares were repurchased at a price from HK\$1.47 to HK\$1.69 each in January 2012 and the remaining 392,000 shares were repurchased at a price from HK\$1.62 to HK\$1.96 each in the year ended 31 December 2011.
- (iii) 股本及股本溢價(i) 於2012年12月31日年底內，本公司共註銷1,118,000股，其中726,000股於2012年1月以每股1.47港元至每股1.69港元購回，其餘392,000股於2011年12月31日止年度內以每股1.62港元至每股1.96港元購回。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 16. Share capital, premium and share options – Group and Company (continued)

#### (b) Share options

Share options are granted to directors and to selected employees. The exercise price of the granted options is equal to the market price of the shares on the date of the grant or the average closing prices of the shares for the five trading days immediately preceding the date of the offer of grant, whichever is higher. The share options would vest progressively from the grant date to the third year after the grant (the vesting period) provided that the relevant employee remained employed by the Group. Share options are exercisable up to 10 years after the grant date. The Group has no legal or constructive obligation to repurchase or settle the share options in cash.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

		2012 二零一二年		2011 二零一一年	
		Average exercise price per share option 平均每股 行使價	Options 購股權	Average exercise price per share option 平均每股 行使價	Options 購股權
		HK\$ 港元	'000 千計	HK\$ 港元	'000 千計
At 1 January	於一月一日	1.37	8,030	1.38	30,770
Exercised	已行使	-	-	1.38	(21,700)
Cancelled	已註銷	-	-	1.37	(400)
Lapsed	已失效	-	-	1.39	(640)
At 31 December	於十二月三十一日	1.37	8,030	1.37	8,030

All outstanding share options as at 31 December 2012 were exercisable (2011: all 8,030,000 options were exercisable). Share options exercised in 2011 resulted in 21,700,000 shares being issued by the Company at a weighted average price of HK\$1.38 each. The related weighted average share price of the Company at the time of exercise of the share options was HK\$2.85 per share.

### 16. 股本、溢價及購股權－集團及公司 (續)

#### (b) 購股權

董事和經挑選的職工可獲授購股權。所授予的購股權的行使價相等於授予日期股份市價或緊接授出日期前五個交易日股份之平均收市價，以較高者為準。有關購股權在授出當日至第三年期間(給予期)漸次授予，但期間有關僱員必須一直為集團的僱員。購股權可於授出日期起計10年內行使。本集團並無法定或推定債務，以現金購回或償付期權。

尚未行使購股權數目及其相關加權平均行使價之變動如下：

於二零一二年十二月三十一日，所有未行使的購股權也可予行使(二零一一年：所有8,030,000的購股權也可予行使)。在二零一一年，行使購股權導致本公司按加權平均行使價為每股1.38港元發行21,700,000股份，行使購股權時有關本公司的加權平均股價為每股2.85港幣。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 16. Share capital, premium and share options – Group and Company (continued)

#### (b) Share options (continued)

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

### 16. 股本、溢價及購股權－集團及公司 (續)

#### (b) 購股權 (續)

在年終時未行使的購股權的到期日和行使價如下：

Expiry date	到期日	Exercise price per share 每股行使價	Share options 購股權	
			2012 二零一二年	2011 二零一一年
		HK\$ 港元	'000 千計	'000 千計
June 2014	二零一四年六月	1.37	8,030	8,030

### 17. Other reserves – Group and Company

#### (a) Group

### 17. 其他儲備－集團及公司

#### (a) 集團

		Capital	Contributed	Statutory	Capital	Share	Currency	Total
		reserve	surplus	reserves	redemption	options		
Note (i)	Note (ii)	Note (iii)	Note (iv)	股本儲備	股本贖回	購股權	translation	
附註(i)	附註(ii)	附註(iii)	附註(iv)	儲備	儲備	購股權	匯兌儲備	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
<b>At 1 January 2011</b>	於二零一一年一月一日	685	9,500	47,084	421	7,796	29	65,515
Transfer from retained earnings	保留盈利轉撥	-	-	4,273	-	-	-	4,273
Employees share option scheme: – Exercise/Cancellation of share options	僱員購股權計劃： – 行使/註銷購股權	-	-	-	-	(5,219)	-	(5,219)
Cancellation of repurchased shares	註銷已回購股份	-	-	-	199	-	-	199
Currency translation differences	匯兌差額	-	-	-	-	-	(65)	(65)
Balance at 31 December 2011	於二零一一年十二月三十一日之結餘	685	9,500	51,357	620	2,577	(36)	64,703
<b>At 1 January 2012</b>	於二零一二年一月一日	685	9,500	51,357	620	2,577	(36)	64,703
Transfer from retained earnings	保留盈利轉撥	-	-	14,338	-	-	-	14,338
Cancellation of repurchased shares	註銷已回購股份	-	-	-	91	-	-	91
Currency translation differences	匯兌差額	-	-	-	-	-	9	9
Balance at 31 December 2012	於二零一二年十二月三十一日之結餘	685	9,500	65,695	711	2,577	(27)	79,141



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 17. Other reserves – Group and Company (continued) 17. 其他儲備－集團及公司(續)

#### (b) Company

#### (b) 公司

		Capital reserve Note (i) 股本儲備 附註(i)	Capital redemption reserve Note (iv) 股本贖回 儲備 附註(iv)	Share options equity reserve 購股權 股本儲備	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
<b>Balance at 1 January 2011</b>	於二零一一年一月一日之結餘	90,941	421	7,796	99,158
Employee share options scheme – Exercise/cancellation of share options	僱員購股權計劃 – 僱員行使/註銷購股權	–	–	(5,219)	(5,219)
Cancellation of repurchased shares	註銷已回購股份	–	199	–	199
<b>Balance at 31 December 2011</b>	於二零一一年十二月三十一日之結餘	90,941	620	2,577	94,138
<b>Balance at 1 January 2012</b>	於二零一二年一月一日之結餘	90,941	620	2,577	94,138
Cancellation of repurchased shares	註銷已回購股份	–	91	–	91
<b>Balance at 31 December 2012</b>	於二零一二年十二月三十一日之結餘	90,941	711	2,577	94,229

#### Notes:

#### 附註：

(i) Capital reserve of the Group represents the difference between the nominal value of the shares of the subsidiaries acquired pursuant to the share exchange on 16 February 2004 over the nominal value of the share capital of the Company issued in exchange therefor.

Capital reserve of the Company represents the difference between the costs of investments in subsidiaries acquired pursuant to the share exchange on 16 February 2004 over the nominal value of the share capital of the Company issued in exchange therefor.

(ii) Contributed surplus represents the capital contribution from an executive director and an indirect substantial shareholder of the Company, as part of a group reorganisation exercise.

(i) 本集團資本儲備指根據二零零四年二月十六日重組所收購附屬公司股份的面值超過本公司發行以換取上述股份之股本面值的差額。

本公司資本儲備指根據二零零四年二月十六日重組所收購附屬公司的投資成本超過本公司發行以換取上述投資之股本面值的差額。

(ii) 實繳盈餘指本公司一名執行董事兼間接主要股東就集團重組作出之出資額。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 17. Other reserves – Group and Company (continued)

#### (b) Company

Notes: (continued)

- (iii) According to the articles of association of the relevant subsidiaries established in Mainland China and the Mainland China rules and regulations, Mainland China subsidiaries are required to transfer not less than 10% of their net profit as stated in their annual financial statements prepared under Mainland China accounting regulations to statutory reserves before the corresponding Mainland China subsidiaries can distribute any dividend. Such a transfer is not required when the amount of statutory reserves reaches 50% of the corresponding subsidiaries' registered capital. The statutory reserves shall only be used to make up losses of the corresponding subsidiaries, to expand the corresponding subsidiaries' production operations, or to increase the capital of the corresponding subsidiaries. Upon approval by resolutions of the corresponding subsidiaries' shareholders in general meetings, the corresponding subsidiaries may convert their statutory reserves into registered capital and issue bonus capital to existing owners in proportion to their existing ownership structure. As at 31 December 2012, the amount of statutory reserves of Xiamen Sinotek Enterprise Development Co., Ltd. had reached 50% of its registered capital and accordingly, no further transfer to its statutory reserves has been made.
- (iv) The capital redemption reserve relates to the cancellation of the Company's own shares.
- (v) The Company's other reserves totalled RMB293,699,000 (2011: RMB294,521,000) which, under the Company Law (revised) of the Cayman Islands subject to certain conditions, are available for distribution to shareholders.

### 18. Borrowings – Group and Company

### 17. 其他儲備－集團及公司(續)

#### (b) 公司

附註：(續)

- (iii) 根據於中國內地成立之有關附屬公司之組織章程細則及相關中國內地規則及規例，中國內地附屬公司須先行將根據中國內地會計準則編製之年度財務報表所列純利其中不少於10%，撥入法定公積金，方可派付股息。當法定公積金達到有關附屬公司註冊資本50%時，則毋須再作轉撥。法定公積金僅可用於抵銷有關附屬公司虧損、擴大有關附屬公司生產規模或增加有關附屬公司股本。當獲得有關附屬公司之股東在股東大會通過決議案批准，則有關附屬公司可將法定公積金轉為註冊資本，並且按現有股東之現有擁有權結構比例發行紅股。於二零一二年十二月三十一日，廈門中技實業發展有限公司的法定公積金已達到註冊資本50%，因此並無再作轉撥。
- (iv) 股本贖回儲備與註銷本公司之股份有關。
- (v) 根據開曼群島公司法(修訂本)，本公司可供分派儲備約為293,699,000元人民幣(二零一一年：294,521,000元人民幣)。

### 18. 借貸－集團及公司

		Group 集團		Company 公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		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
<b>Non-current</b>	<b>非流動</b>				
Government loans	政府貸款	2,300	2,750	-	-
Bank borrowings	銀行借貸	-	111,946	-	96,946
		<b>2,300</b>	114,696	<b>-</b>	96,946
<b>Current</b>	<b>即期流動</b>				
Government loans	政府貸款	1,120	5,320	-	-
Bank borrowings	銀行借貸	493,188	293,977	97,121	94,840
		<b>494,308</b>	299,297	<b>97,121</b>	94,840
<b>Total borrowings</b>	<b>借貸總額</b>	<b>496,608</b>	413,993	<b>97,121</b>	191,786

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 18. Borrowings – Group and Company (continued)

### 18. 借貸－集團及公司(續)

Terms and maturity of the government loans are as follows:

政府貸款的條款及還款期如下：

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Repayable in 2013 to 2018, interest-bearing at 2.6% per annum	須於二零一三年至二零一八年間 償還，以2.6厘年利率計息	2,750	3,200
Repayable on demand, interest-bearing at 7.6% per annum	即期償還，以7.6厘 年利率計息	-	4,000
Repayable on demand, non-interest bearing	即期償還， 免息	670	870
		<b>3,420</b>	<b>8,070</b>

The maturity of borrowings is as follows:

借貸之還款期如下：

		Group 集團		Company 公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		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
Amounts repayable within a period of:	須於以下期間償還之款項：				
- not exceeding one year	- 不超過一年	494,308	299,297	97,121	94,840
- more than one year but not exceeding two years	- 一年以上，但不超過 兩年	450	112,396	-	96,946
- more than two years but not exceeding five years	- 兩年以上，但不超過 五年	1,350	1,350	-	-
- more than five years	- 五年以上	500	950	-	-
		<b>496,608</b>	<b>413,993</b>	<b>97,121</b>	<b>191,786</b>

The effective interest rates at the balance sheet date were as follows:

於結算日之實際利率如下：

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Government loans	政府貸款	2.0%	4.8%
Bank borrowings	銀行借貸	5.4%	4.6%

The carrying amounts of borrowings approximate their fair values.

貸款的賬面值與其公允值相近。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 18. Borrowings – Group and Company (continued)

### 18. 借貸－集團及公司(續)

The carrying amounts of the borrowings are denominated in the following currencies:

貸款的賬面金額以下列貨幣為單位：

		Group 集團		Company 公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		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
Renminbi	人民幣	312,281	180,067	-	-
Hong Kong dollar	港元	27,985	14,792	-	-
US dollar	美元	156,342	219,134	97,121	191,786
		496,608	413,993	97,121	191,786

The Group has the following undrawn borrowing facilities:

本集團有下列未提取貸款融資：

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Floating rate	浮息		
- expiring within one year	- 一年內到期	661,908	319,702
- expiring beyond one year	- 一年以上到期	-	43,327
		661,908	363,029

Bank borrowings of RMB247,714,000 (2011: RMB115,724,000) are supported by corporate guarantees provided by the Company, bank borrowings of RMB296,428,000 (2011: RMB264,786,000) are supported by cross guarantees between subsidiaries.

銀行貸款247,714,000元人民幣(二零一一年：115,724,000元人民幣)以公司企業支持，銀行貸款296,428,000元人民幣(二零一一年：264,786,000元人民幣)以附屬公司企業擔保。

The exposure of the Group's borrowings to interest-rate changes and the contractual repricing dates at the balance sheet dates are as follows:

於結算日，本集團的貸款在利率變動及合約重新定價日期所承擔的風險如下：

		Group 集團		Company 公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		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
6 months or less	6個月或以下	465,858	372,793	97,121	191,786
6-12 months	6-12個月	28,450	38,450	-	-
1-5 years	1-5年	1,800	1,800	-	-
Over 5 years	5年以上	500	950	-	-
		496,608	413,993	97,121	191,786

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 19. Trade payables and bills payable – Group

### 19. 應付賬款及應付票據 – 集團

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Trade payables	應付賬款	29,824	18,077
Bills payable	應付票據	237,584	223,707
		<b>267,408</b>	241,784

The aging analysis of trade payables and bills payable based on invoice date were as follows:

應付賬款及應付票據跟據發票日期之帳齡分析如下：

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
0 to 30 days	0至30天	80,363	27,796
31 to 60 days	31至60天	46,006	73,254
61 to 90 days	61至90天	33,979	53,193
91 to 180 days	91至180天	105,212	86,660
181 to 365 days	181至365天	983	147
Over 365 days	超過365天	865	734
		<b>267,408</b>	241,784

The carrying amounts of trade payables and bills payable approximate their fair values and are mainly denominated in RMB.

應付賬款及應付票據帳面值與其公允值相若，且主要以人民幣計算。

Bills payable are secured by pledged bank deposits of the Company.

應付票據以本公司之銀行存款作抵押。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 20. Accruals and other payables – Group and Company

### 20. 應計費用及其他應付款—集團及公司

		Group 集團		Company 公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		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
Payable for construction costs and property, plant and equipment	應付建造成本及購買物業、廠房及設備應付之開支	3,737	5,096	-	-
Output value-added tax payable	應付銷項增值	5,880	4,183	-	-
Accruals for	應計				
- Administrative, selling and marketing expenses	- 行政、銷售及市場推廣費用	16,627	15,950	2,141	2,050
- Government loan interest	- 政府貸款利息	4,093	4,093	-	-
		<b>30,337</b>	29,322	<b>2,141</b>	2,050

The carrying amounts of other payables approximate their fair values and are mainly denominated in RMB.

其他應付款帳面值與其公允值相若，且主要以人民幣計算值。

### 21. Derivative financial instruments – Group and Company

### 21. 衍生金融工具—集團及公司

		Group 集團				Company 公司			
		2012 二零一二年		2011 二零一一年		2012 二零一二年		2011 二零一一年	
		Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
		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
Interest rate swaps	利率互換	-	564	-	973	-	564	-	973
Forward foreign exchange contracts – held-for-trading	遠期外匯合同—為交易目的所持有	151	-	2,838	5,445	-	-	2,838	2,473
<b>Total</b>	<b>總計</b>	<b>151</b>	<b>564</b>	<b>2,838</b>	<b>6,418</b>	<b>-</b>	<b>564</b>	<b>2,838</b>	<b>3,446</b>
Less non-current portion: Interest rate swaps	減非流動部份：利率互換	-	-	-	(973)	-	-	-	(973)
<b>Current portion</b>	<b>流動部份</b>	<b>151</b>	<b>564</b>	<b>2,838</b>	<b>5,445</b>	<b>-</b>	<b>564</b>	<b>2,838</b>	<b>2,743</b>

Derivatives held for trading purpose are classified as a current asset or liabilities. The full fair value of a hedging derivative is classified as a non-current asset or liability if the remaining maturity of the hedged item is more than 12 months and, as a current asset or liability, if the maturity of the hedged item is less than 12 months.

交易性衍生工具分類為流動資產或負債。如被套期項目的到期日超過12個月，則其全數公允價值分類為非流動資產或負債；如被套期項目的到期日少於12個月，則其全數公允價值分類為流動資產或負債。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 21. Derivative financial instruments – Group and Company (continued)

#### (a) Forward foreign exchange contracts

The notional principal amounts of the outstanding forward foreign exchange contracts at 31 December 2012 were RMB6,286,000 (2011: 579,683,000).

#### (b) Interest rate swaps

The notional principal amounts of the outstanding interest rate swap contracts at 31 December 2012 were RMB97,425,000 (2011: RMB 195,328,000).

At 31 December 2012, the fixed interest rate is 3.84% (2011: 3.84%), and the main floating rate is LIBOR.

### 22. Deferred income tax – Group

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The following balances, determined after appropriate offsetting, are shown in the consolidated balance sheet:

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Deferred income tax assets to be recovered after more than 12 months	超過12個月後收回的遞延所得稅資產	2,623	2,614
Deferred tax asset to be recovered within 12 months	在12個月內收回的遞延所得稅資產	-	2,601
		2,623	5,215
Deferred income tax liabilities to be settled after more than 12 months	超過12個月後收回的遞延所得稅負債	(18,200)	(14,000)

The gross movements on the deferred income tax assets and liabilities are as follows:

### 21. 衍生金融工具－集團及公司(續)

#### (a) 遠期外匯

合同於二零一二年十二月三十一日，仍未結算的遠期外匯合同的設定本金額為6,286,000元人民幣(二零一一年：579,683,000)。

#### (b) 利率互換

於二零一二年十二月三十一日，仍未結算的利率互換合同的設定金額為97,425,000元人民幣(二零一一年：195,328,000元人民幣)。

於二零一二年十二月三十一日，定息利率為3.84厘(二零一一年：3.84厘)，而主要的浮息利率為倫敦銀行同業拆息。

### 22. 遞延所得稅項－集團

當有法定可執行權力將當期稅項資產與當期稅務負債抵銷，且遞延所得稅資產和負債涉及同一稅務機關，則可將遞延所得稅資產和負債互相抵銷。考慮結餘可在同一徵稅區內抵銷的遞延所得稅資產與負債的分析如下：

遞延所得稅賬的總變動如下：

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
At beginning of year	年初	(8,785)	(10,500)
(Charged)/credited to the consolidated income statement (Note 27)	在合併收益表內(借記)/貸記(附註27)	(6,792)	1,715
At end of year	年終	(15,577)	(8,785)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 22. Deferred income tax – Group (continued)

Deferred income tax assets

		Provision for impairment of inventories 存貨減值撥備	Tax loss 可抵扣虧損	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2011	二零一一年一月一日	-	-	-
Credited to the consolidated income statement (Note 27)	在合併收益表內貸記 (附註27)	2,601	2,614	5,215
At 31 December 2011	二零一一年十二月三十一日	2,601	2,614	5,215
(Charged)/credited to the consolidated income statement (Note 27)	在合併收益表內 (借記)/貸記(附註27)	(2,601)	9	(2,592)
At 31 December 2012	二零一二年十二月三十一日	-	2,623	2,623

At 31 December 2012, the Group has unused tax losses of RMB40,662,000 (2011: RMB34,571,000) available for offsetting against future profits, and a deferred income tax asset of RMB2,623,000 (2011: RMB2,614,000) has been recognised in respect of such losses. No deferred income tax asset has been recognised in respect of a total of RMB6,134,000 (2011: RMB4,583,000) due to the unpredictability of future profit streams.

At 31 December 2012, deferred income tax liabilities of RMB57,840,000 (2011: RMB45,652,000) has not been recognised for the withholding tax and other taxes that would be payable on the unremitted earnings of certain subsidiaries as the Company controls the dividend policies of these subsidiaries and it is not probable that these subsidiaries would distribute earnings in the foreseeable future. Unremitted earnings totalled RMB578,404,000 as at 31 December 2012 (2011: RMB456,519,000).

Deferred income tax liabilities

### 22. 遞延所得稅項 – 集團(續)

遞延所得稅資產 – 集團

對可抵扣虧損確認為遞延所得稅資產的數額人民幣40,662,000元(二零一一年: 人民幣34,571,000元), 是按透過可能產生的未來應課稅利潤實現的相關稅務利益而確認, 已確認遞延所得稅資產為人民幣2,623,000元(二零一一年: 人民幣2,614,000元)。本集團並無就可結轉以抵銷未來應課稅人民幣6,134,000元(二零一一年: 人民幣4,583,000元)。

因集團能夠控制各附屬公司的派息策略及各附屬公司在可見的未來不會就未匯返利潤作出分配, 本集團並未就若干子公司的未匯返利潤須予支付的預提所得稅和其他稅項確認遞延所得稅負債人民幣57,840,000元(二零一一年: 人民幣45,652,000元)。此等未匯返收益會再作長期地投資。於二零一二年十二月三十一日的未匯返收益合共人民幣578,404,000元(二零一一年: 人民幣456,519,000元)。

遞延所得稅負債 – 集團

		Withholding tax 代扣所得稅	
		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January	一月一日	14,000	10,500
Charged to the consolidated income statement (Note 27)	在合併收益表內借記(附註27)	4,200	3,500
At 31 December	十二月三十一日	18,200	14,000

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 23. Other gains/(losses) – net

### 23. 其他收益／(損失)－淨額

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Realised gains on derivative financial instruments	衍生金融工具之變現收益	669	–
Income on government grants	政府撥款之收益	406	191
Net exchange losses (Note 28)	淨匯兌損失(附註28)	(86)	(5,908)
Net fair value gains/(loss) on derivative financial instruments	衍生金融工具的公允價值收益／(虧損)	3,167	(2,908)
Others	其他	66	(863)
		<b>4,222</b>	<b>(9,488)</b>

### 24. Expenses by nature

### 24. 按性質劃分之開支

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Amortisation of prepaid operating lease payments (Note 6)	預付經營租金款項攤銷(附註6)	231	231
Depreciation (Note 7)	折舊(附註7)	34,750	31,814
Amortisation of intangible assets (Note 8)	無形資產攤銷(附註8)	9,320	9,732
Provision for impairment of intangible assets (Note 8)	無形資產減值撥備(附註8)	2,353	3,499
Provision for impairment of inventories (Note 12)	存貨減值撥備(附註12)	166	17,168
Provision for impairment of trade receivables (Note 13)	應收賬款減值撥備(附註13)	387	988
Employee benefit expense (Note 25)	僱員福利開支(附註25)	40,375	36,954
Cost of inventories	存貨成本	684,058	690,239
Transportation	運輸	16,466	20,524
Operating lease payments	營運租賃租金	3,664	2,968
Auditor's remuneration	核數師酬金	1,758	1,732
Utilities and electricity charges	燃料動力及水電費用	32,118	39,305
Other PRC taxes	其他中國稅項	19,717	27,718
Consumables and supplies	物料消耗	4,163	8,547
Bank charges	銀行費用	2,181	2,848
Other expenses	其他費用	22,390	20,456
Total cost of goods sold, selling and marketing costs and administrative expenses	已售貨品成本、銷售及市場推廣成本及行政費用	<b>874,097</b>	<b>914,723</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 25. Employee benefit expense

### 25. 僱員福利開支

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Wages, salaries, other allowances and benefits in kind	工資、薪金、其他津貼及實物利益	36,667	33,825
Pension costs – defined contribution plans (Note a)	退休金成本 – 定額供款計劃(附註a)	3,708	3,129
		40,375	36,954

#### (a) Pensions – defined contribution plans

As stipulated by rules and regulations in Mainland China, the Group contributes to a state-sponsored retirement plan for its employees in Mainland China, which is a defined contribution plan. The Group and its employees contribute approximately 12% to 14% and 0% to 8%, respectively, of the employees' salary as specified by the local government, and the Group has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement plan is responsible for the entire pension obligations payable to retired employees.

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its Hong Kong employees makes monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. Both the Group's and the employees' contributions are subject to a cap of HK\$1,250 per month.

During the year, the aggregate amount of the Group's contributions to the aforementioned retirement schemes was approximately RMB3,708,000 (2011: RMB3,129,000). As at 31 December 2011, the Group was not entitled to any forfeited contributions to reduce the Group's future contributions.

#### (a) 退休金成本 – 定額供款計劃

根據中國內地法規，本集團為其中國內地僱員向國家認可之定額供款退休計劃供款。本集團及其僱員分別按地方政府所指定之僱員薪金約12%至14%及0%至8%供款，除作出年度供款外，本集團毋須再承擔實際支付退休金或退休後福利之責任。國家認可之退休金計劃承擔應付予退休僱員之一切退休福利責任。

本集團已安排其香港僱員參與由獨立信託人管理之定額供款計劃強制性公積金計劃(「強積金計劃」)。根據強積金計劃，本集團及其香港僱員須每月按照強制性公積金條例所釐定之僱員收入5%各自向計劃供款，而本集團及僱員每月供款上限為1,250港元。

本年度，本集團有關上述退休金計劃之供款總額約為3,708,000元人民幣(二零一一年：3,129,000元人民幣)。於二零一一年十二月三十一日，本集團並無已沒收供款可用作減少其日後供款。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 25. Employee benefit expense (continued)

#### (b) Directors' emoluments

The remuneration of each director for the year ended 31 December 2012 is set out below:

### 25. 僱員福利開支(續)

#### (b) 董事酬金

截至二零一二年十二月三十一日止年度，各董事之酬金載列如下：

Name of Director 董事姓名	Fees 袍金	Salaries, other allowances and benefits in kind 薪金、 其他津貼 及實物福利	Retirement benefit- defined contribution plans 退休福利— 定額供款計劃	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Executive directors</b> 執行董事				
Mr. Yang Yirong 楊毅融先生	-	2,110	19	2,129
Mr. Gong Xionghui 龔雄輝先生	-	699	19	718
Ms. Lu Jiahua 盧家華女士	-	1,076	19	1,095
Mr. Lin Zhigang 林志剛先生	-	554	9	563
Mr. Han Huan Guang 韓歡光先生	-	1,140	11	1,151
<b>Non-executive director</b> 非執行董事				
Mr. Feng Tao 馮濤先生	-	-	-	-
<b>Independent non-executive directors</b> 獨立非執行董事				
Mr. Yau Fook Chuen 丘福全先生	176	13	-	189
Mr. Wong Yik Chung, John 黃翼忠先生	176	13	-	189
Mr. Lau Wang Yip, Derrick (Note iii) 劉宏業先生(附註iii)	176	12	-	188
	<b>528</b>	<b>5,617</b>	<b>77</b>	<b>6,222</b>

Note:

None of the directors waived any emoluments during the year ended 31 December 2012 (2011: Nil).

附註：

截至二零一二年十二月三十一日止年度，並無董事放棄任何酬金(二零一一年：無)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 25. Employee benefit expense (continued)

#### (b) Directors' emoluments (continued)

The remuneration of each director for the year ended 31 December 2011 is set out below:

### 25. 僱員福利開支(續)

#### (b) 董事酬金(續)

截至二零一一年十二月三十一日止年度，各董事之酬金載列如下：

Name of Director 董事姓名	Fees 袍金	Salaries, other allowances and benefits in kind 薪金、 其他津貼 及實物福利	Retirement benefit- defined contribution plans 退休福利— 定額供款計劃	Total 總計	
		RMB'000 人民幣千元	RMB'000 人民幣千元		RMB'000 人民幣千元
<b>Executive directors</b>	<b>執行董事</b>				
Mr. Yang Yirong	楊毅融先生	–	1,788	11	1,799
Mr. Gong Xionghui	龔雄輝先生	–	678	9	687
Ms. Lu Jiahua	盧家華女士	–	936	9	945
Mr. Han Huan Guang	韓歡光先生	–	1,091	10	1,101
Mr. Lin Zhigang (Note i)	林志剛先生(附註i)	–	87	2	89
Mr. Lin Like (Note ii)	林力克先生(附註ii)	–	566	7	573
<b>Non-executive director</b>	<b>非執行董事</b>				
Mr. Feng Tao	馮濤先生	–	–	–	–
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>				
Mr. Yau Fook Chuen	丘福全先生	180	11	–	191
Mr. Wong Yik Chung, John	黃翼忠先生	180	11	–	191
Mr. Lau Wang Yip, Derrick (Note iii)	劉宏業先生(附註iii)	99	7	–	106
Mr. Zheng Lansun (Note iv)	鄭蘭蓀先生(附註iv)	–	–	–	–
		459	5,175	48	5,682

Notes:

- (i) Appointed on 24 October 2011
- (ii) Resigned on 30 September 2011
- (iii) Appointed on 10 June 2011
- (iv) Retired on 8 June 2011

附註：

- (i) 於二零一一年十月二十四日獲委任
- (ii) 於二零一一年九月三十日辭任
- (iii) 於二零一一年六月十日獲委任
- (iv) 於二零一一年六月八日榮休

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 25. Employee benefit expense (continued)

#### (c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include four (2011: four) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining one (2011: one) individual during the year are as follows:

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Basic salaries, other allowances and benefits in kind	基本薪金、其他津貼及實物利益	690	672
Retirement benefit – defined contribution plans	退休福利 – 定額供款計劃	11	10
		701	682

During the years ended 31 December 2012 and 2011, no emoluments were paid to the directors or the five highest paid individuals as an inducement to join or as compensation for loss of office.

### 25. 僱員福利開支(續)

#### (c) 五名最高薪人士

本年度本集團最高薪酬的五位人士包括四位(二零一一年：四位)董事，他們的薪酬在上文列報的分析中反映。本年度支付於其餘一位(二零一一年：一位)人士的薪酬如下：

截至二零一一年及二零一二年十二月三十一日止年度，並無向本公司董事或該五名最高薪人士支付任何酬金，作為吸引彼加盟之獎金或作為離職之補償。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 26. Finance income and costs

### 26. 財務收益及成本

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Interest expense on:	利息費用：		
– Bank borrowings wholly repayable within five years	– 須於五年內全數償還之銀行借貸	(32,283)	(28,248)
– Government loans wholly repayable within five years	– 須於五年內全數償還之政府貸款	(82)	(93)
Net foreign exchange gains on financing activities (Note 28)	融資活動的淨匯兌收益(附註28)	119	11,602
		(32,246)	(16,739)
Less: amount capitalised on qualifying assets	減：合資格資產資本化數額	1,992	3,533
Finance costs	財務成本	(30,254)	(13,206)
Finance income	財務收益		
– Interest income on short-term bank deposits	– 短期銀行存款的利息收益	6,761	4,607
Net finance costs	淨財務成本	(23,493)	(8,599)

Finance cost capitalised during the year have been calculated by applying a capitalisation rate of 5.4% (2011: 4.3%) per annum on expenditure of qualifying assets.

於二零一二年，合資格資本化的財務成本佔合資格資產開支之5.4%(二零一一年：4.3%)。

### 27. Taxation

### 27. 稅項

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Current tax	現有稅項		
– Mainland China corporate income tax	– 中國內地企業所得稅	29,122	24,799
Deferred income tax (Note 22)	遞延所得稅項(附註22)	6,792	(1,715)
		35,914	23,084

### 27. Taxation (continued)

Notes:

#### (a) Hong Kong profits tax

No Hong Kong profits tax has been provided as the Group had no assessable profit arising in or derived from Hong Kong.

#### (b) Mainland China corporate income tax

The subsidiaries established in Mainland China are subject to Mainland China corporate income tax at a rate of 25% (2011: 24%). One of the PRC subsidiaries, Xiamen Doing Biotechnology Co. Ltd. has obtained approval from Mainland China Tax Bureau to be exempted from corporate income tax for two years starting from the first year of profitable operations, followed by a 50% reduction in corporate income tax for the following three years. Xiamen Doing Biotechnology Co. Ltd. has commenced to enjoy its tax holiday from year 2008.

On 16 March 2007, the Fifth Plenary Session of the Tenth National People's Congress passed the Corporate Income Tax Law of the People's Republic of China ("the New Tax Law") which took effect on 1 January 2008. From 1 January 2008, the income tax rate for the operating subsidiaries mentioned above will be gradually changed to the standard rate of 25% over a five-year transition period. According to the Circular 39 passed by the State Council on 26 December 2007, the tax exemption and reduction will be terminated latest by 2012.

Starting 1 January 2012, the 50% reduction in corporate income tax rate for Xiamen Doingcom Chemicals Co. Ltd ("Doingcom") is no longer applicable. Doingcom was granted the High and New Technology Enterprise ("HNTE") status in September 2009 which was valid for 3 years; and in 2012, the entity has applied for renewal of its HNTE status for another 3 years. Management has assessed the probability of successful application and since Doingcom has been filing its quarterly corporate income tax returns at the preferential rate at 15%, management is confident that Doingcom will continue to enjoy the reduced CIT rate at 15%. Because of this, corporate income tax has been provided for using the rate of 15% for the year ended 31 December 2012.

#### (c) Overseas income taxes

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and, accordingly, is exempted from Cayman Islands income tax. The Company's subsidiaries established in the British Virgin Islands are incorporated under the International Business Companies Acts of the British Virgin Islands and, accordingly, are exempted from British Virgin Islands income tax.

#### (d) Mainland China value-added tax

The subsidiaries established in Mainland China are subject to Mainland China value-added tax ("VAT") at 17% (2011: 17%) of revenue from sale of goods in Mainland China and entitled to a VAT export refund at 9% to 13% (2011: 9% to 13%) from sale of goods outside Mainland China. Input VAT paid on purchases can be used to offset output VAT levied on sales to determine the net VAT recoverable/payable.

#### (e) Withholding tax

Pursuant to the New Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between China and the jurisdiction of the foreign investors. Withholding taxes are payable on dividends distributed/to be distributed by those subsidiaries and an associate established in Mainland China in respect of earnings generated from 1 January 2008.

### 27. 稅項(續)

附註：

#### (a) 香港利得稅

由於本集團並無在香港獲得或賺取應課稅溢利，因此並無就香港利得稅作出撥備。

#### (b) 中國內地企業所得稅

於中國內地成立之附屬公司須按25% (二零一一年：24%)之稅率繳納中國內地企業所得稅。廈門中坤生物科技有限公司獲得中國內地稅務局豁免自首個獲利年度起繳納企業所得稅兩年，其後三年之企業所得稅則減半。廈門中坤生物科技有限公司在二零零八年啟用該項稅收優惠。

於二零零七年三月十六日，第十屆全國人民代表大會第五次會議通過於二零零八年一月一日施行的《中華人民共和國企業所得稅法》(「新稅法」)。從二零零八年一月一日起，上述營運附屬公司將於五年過渡期內逐步轉變為標準率25%。根據國務院於二零零七年十二月二十六日通過的國法39號通知，稅項豁免及減免最遲將於二零一二年終止。

由二零一二年一月一日起，廈門中坤化學有限公司(「中坤化學」)不再享有企業所得稅減半的優惠。於二零零九年九月，中坤化學獲授予高新技術企業的地位，為期三年，於二零一二年，該公司就其高新技術企業地位申請續期三年。管理層已評估申請成功的機會，而基於該公司已呈上根據15%優惠稅率計算的季度企業所得稅報稅表，故管理層有信心中坤化學可繼續享有較低的15%企業所得稅稅率。基於上述原因，截至二零一二年十二月三十一日止年度的企業所得稅已按15%稅率計提撥備。

#### (c) 海外所得稅

本公司根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司，因此獲豁免繳納開曼群島所得稅。本公司在英屬處女群島成立之附屬公司乃根據英屬處女群島國際商業公司法註冊成立，因此獲豁免繳納英屬處女群島所得稅。

#### (d) 中國內地增值稅

於中國內地成立之附屬公司在中國內地及境外銷售貨品之收入須分別按17% (二零一一年：17%)，繳納中國內地增值稅(「增值稅」)，但其出口銷售可享受增值稅出口退稅的待遇(退稅率為9%至13% (二零一一年：9%至13%)。計算可收回/應付增值稅淨額時，採購時支付之進項增值稅可用作抵銷出售時徵收之銷項增值稅。

#### (e) 代扣所得稅

根據新稅法，自二零零八年一月一日起，自中國分配給外商投資者的股息應按10%的稅率代扣繳所得稅。該法令從二零零八年一月一日起生效，並適用於二零零七年十二月三十一日之後所產生利潤的分配。如果中國與外商投資者所在地區已達成稅收協定，則可採用更低的代扣繳所得稅稅率。本集團使用的稅率為10%。因此，自二零零八年一月一日起，本集團按照設立於中國的附屬公司及聯營企業所產生利潤確認遞延所得稅負債。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 27. Taxation (continued)

The tax on the Group's profit before taxation differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities and the reconciliation is as follows:

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Profit before taxation	除稅前溢利	163,736	141,819
Tax calculated at domestic tax rates applicable to profits in the respective countries	按相關國家溢利適用之當地稅率計算之稅項	26,564	19,602
Expense not deductible for tax purposes (Under)/over provision in previous year	不可扣稅的費用 以前年度(少)/多計之所得稅	3,651 (61)	522 109
Withholding tax on dividends of the PRC subsidiaries	中國附屬公司之股息須予支付之代扣所得稅	4,200	3,500
Tax losses for which no deferred tax asset was recognised	沒有確認遞延稅項資產的稅損	1,569	1,604
Recognition of previously unrecognised tax loss	確認早前未確認的稅損	(9)	(2,253)
Tax charge	稅項支出	35,914	23,084

The weighted average applicable tax rate was 16.2% (2011: 13.8%).

Included in the tax losses as at 31 December 2012 was a loss of RMB24,079,000 (2011: RMB18,319,000) that will expire during the period from 2013 to 2017 (2011: 2012 to 2016), while other losses can be carried forward indefinitely. The deferred tax benefit of such tax losses has not been recognised as it is not probable that future taxable profit will be available against which the unutilised tax losses can be utilised, or the amounts attributable to specific subsidiaries are insignificant.

### 27. 稅項(續)

以本集團就除稅前溢利計算之稅項，與採用合併主體溢利適用的加權平均稅率計算而產生的理論稅項存在差異，對帳如下：

適用加權平均稅率為16.2%(二零一一年：13.8%)。

於二零一二年十二月三十一日之稅務虧損包括虧損24,079,000元人民幣(二零一一年：18,319,000元人民幣)，結轉期將於二零一三年至二零一七年(二零一一年：二零一二年至二零一六年)間屆滿，其他虧損則可無限期結轉。由於並不肯定未來有應課稅溢利而可以未動用之稅務虧損抵銷，或該金額對個別附屬公司微不足道，因此上述稅務虧損之遞延稅項利益並無確認入帳。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 28. Net foreign exchange gains

The exchange differences charged in the consolidated income statement are included as follows:

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Other gains/(losses) – net (Note 23)	其他收益/(損失) – 淨額(附註23)	(86)	(5,908)
Finance costs – net (Note 26)	財務成本 – 淨額(附註26)	119	11,602
		33	5,694

### 28. 匯兌收益淨額

在合併收益表中扣除的匯兌差額包括在下列項目內：

### 29. Profit attributable to equity holders of the Company

The profit attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of RMB21,480,000 (2011: RMB5,737,000).

### 30. Earnings per share

#### Basic

Basic earnings per share is calculated by dividing profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

### 29. 溢利歸屬於本公司權益擁有人

溢利歸屬於本公司權益擁有人於本公司財務報表中處理的數額為21,480,000元人民幣(二零一一年：5,737,000元人民幣)。

### 30. 每股盈利

#### 基本

每股基本盈利乃根據歸屬於本公司擁有人之溢利，除以年內已發行普通股的加權平均數目計算。

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Profit attributable to owners of the Company	溢利歸屬於本公司擁有人	127,942	119,058
Weighted average number of ordinary shares in issue (thousands)	已發行普通股的加權平均數目(千計)	483,488	483,211
Basic earnings per share (RMB per share)	每股基本盈利(每股人民幣)	26.5 Cents仙	24.6 Cents仙

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 30. Earnings per share (continued)

#### Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The dilutive potential ordinary shares of the Company mainly comprises the share options. A calculation is made in order to determine the number of shares that could have been acquired at fair value (determined as the average monthly market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Profit attributable to owners of the Company	溢利歸屬於本公司 擁有人	127,942	119,058
Weighted average number of ordinary shares in issue (thousands)	已發行普通股的加權平均數目 (千計)	483,488	483,211
Adjustments assuming the exercise of share options (thousands)	假設購股權被行使 的調整(千計)	593	4,854
Weighted average number of ordinary shares for diluted earnings per share (thousands)	計算每股攤薄盈利的 普通股的加權 平均數目(千計)	484,081	488,065
Diluted earnings per share (RMB per share) 每股攤薄盈利(每股人民幣)		26.4 Cents仙	24.4 Cents仙

### 31. Dividends

A final dividend in respect of the year ended 31 December 2012 of HK4.1 cents per share, totalling approximately of RMB16,013,000, is to be proposed at the forthcoming annual general meeting. These financial statements do not reflect such dividend payable.

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Interim dividend paid of HK1 cent (2011: HK1.2 cents) per ordinary share	已派中期股息每股普通股1港仙 (二零一一年: 1.2港仙)	3,951	4,760
Proposed final dividend of HK4.1 cents (2011: HK3.48 cents) per ordinary share	擬派末期股息每股普通股4.1港仙 (二零一一年: 3.48港仙)	16,013	13,635
		19,964	18,395

### 30. 每股盈利(續)

#### 攤薄

每股攤薄盈利假設所有可攤薄的潛在普通股被兌換後，根據已發行普通股的加權平均股數計算。本公司可攤薄的潛在普通股主要包括購股權。根據未行使購股權所附的認購權的貨幣價值，釐定按公允價值(釐定為本公司股份的平均月度市價)可購入的股份數目。按以上方式計算的股份數目，與假設購股權行使而應已發行的股份數目作出比較。

### 31. 股息

於即將舉行之股東週年大會上，有關截至二零一二年十二月三十一日止年度擬派末期股息每股4.1港仙，合共約16,013,000元人民幣。財務報表並無反映此應付股息。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 32. Cash generated from operations

### 32. 經營業務產生之現金

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Profit for the year	本年度溢利	127,822	118,735
Adjustments for:	調整項目：		
– Taxation (Note 27)	– 稅項(附註27)	35,914	23,084
– Depreciation (Note 7)	– 折舊(附註7)	34,750	31,814
– Amortisation of:	– 攤銷以下各項：		
– Land use rights (Note 6)	– 土地使用權(附註6)	231	231
– Intangible assets (Note 8)	– 無形資產(附註8)	9,320	9,732
– Provision for impairment of intangible assets (Note 8)	– 無形資產減值撥備(附註8)	2,353	3,499
– Loss on disposal of property, plant and equipment (see below)	– 出售物業、廠房及設備之虧損(見下文)	1	–
– Interest income (Note 26)	– 利息收入(附註26)	(6,761)	(4,607)
– Interest expense on bank borrowings and government loans (Note 26)	– 銀行借貸及政府貸款之利息開支(附註26)	30,373	24,808
– Share of loss from an associate (Note 10)	– 享有聯營虧損份額(附註10)	267	59
– Fair value (gains)/losses on derivative financial instruments (Note 23)	– 衍生金融工具的公允價值(收益)/虧損(附註23)	(3,167)	2,908
Operating profit before working capital changes	營運資金變動前之經營溢利	231,103	210,263
Changes in working capital:	營運資金變動：		
– Inventories	– 存貨	36,623	(35,817)
– Trade receivables	– 應收賬款	(15,226)	(71,809)
– Prepayments and other receivables	– 預付款及其他應收款	(3,307)	(28,838)
– Pledged bank deposits	– 已抵押銀行存款	12,717	(53,027)
– Trade payables and bills payable	– 應付賬款及應付票據	25,624	84,677
– Accruals and other payables	– 應計費用及其他應付款	1,015	6,520
Cash generated from operations	經營業務產生之現金	288,549	111,969

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 32. Cash generated from operations (continued)

In the consolidated cash flow statement, proceeds from disposal of property, plant and equipment comprise:

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Net book amount (Note 7)	帳面淨值 (附註7)	118	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(1)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	117	-

### 32. 經營業務產生之現金(續)

於合併現金流量表，出售物業、廠房及設備所得款項包括以下各項：

### 33. Commitments – Group

#### (a) Capital commitments

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Capital commitments authorised and contracted for at end of the reporting period are as follows:	於報告期末已授權及已訂約的資本開支如下：		
- Construction-in-progress and property, plant and equipment	- 在建工程以及物業、廠房及設備	1,484	-
- Product development projects	- 產品開發計劃	14,900	10,300
- Land use rights (Note)	- 土地使用權(附註)	30,000	1,915
		46,384	12,215

### 33. 承擔—集團

#### (a) 資本承擔

Note:

In December 2012, the Group entered into an investment agreement with a local government body in Fujian, namely 福建漳州古雷港經濟開發區管委會, in regard to the construction locally of a plant in Gulei port for the production of petroleum products (the "Agreement"). According to the Agreement, the local government will grant the right to use a piece of land in Gulei port with a planned total area of 1,000 acres.

The project will be carried out by means of different phases spreading over a number of years. Pursuant to the Agreement, the Group has to set up a new subsidiary in Gulei port responsible for the development of the project. The Group has to obtain the related land use rights and the price of the rights has to be determined by means of a public auction to be put by the local government in mid 2013. The first phase of the project will be conducted on the first piece of land with an approximate area of 300 acres. Deposit in relation to this first piece of land of RMB9 million has been settled in January 2013. The deposits of the land use rights relating to the remaining 700 acres, estimated by management to be approximately RMB21 million, is expected to be settled following the auction of such land use rights by the local government body in mid 2013.

附註：

於二零一二年十二月，本集團與福建一個地方政府機構(即福建漳州古雷港經濟開發區管委會)訂立一份投資協議，涉及在古雷港當地興建一座廠房，作生產石油化用品之用(「該協議」)。根據該協議，當地政府會批出古雷港一幅總規劃面積1,000畝的土地的使用權。

項目會分多期進行，整項發展將為時數年之久。根據該協議，本集團須在古雷港設立一家新附屬公司負責該項目的發展。本集團亦須取得相關的土地使用權，而有關使用權的價格應循公開拍賣方式釐定，拍賣將由當地政府於二零一三年年中舉行。項目第一期工程將於第一幅土地上面積約300畝的地塊上進行。第一幅土地的按金人民幣9,000,000元已於二零一三年一月結付。餘下700畝地的土地使用權的按金(管理層估計約為人民幣21,000,000元)，預計將於當地政府機構二零一三年年中進行有關土地使用權的拍賣後支付。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 33. Commitments – Group (continued)

#### (b) Operating lease commitments

The Group leases certain premises under non-cancellable operating lease agreements in respect of property, plant and equipment. The lease have varying terms, escalation clauses and renewal rights. The lease expenditure expensed in the consolidated income statement during the year is disclosed in Note 24.

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Not later than 1 year	不超過一年	3,079	2,244
Later than 1 year and not later than 5 years	超過一年但不超過五年	2,380	600
Later than 5 years	超過五年	-	-
		5,459	2,844

As at 31 December 2012, the Company has no significant operating lease commitments (2011: Nil).

### 34. Contingent liabilities – Group

As at 31 December 2012, the Group had no significant contingent liabilities.

As at 31 December 2012, the Company has provided corporate guarantees to support banking facilities granted to certain subsidiaries amounting to RMB509,987,000 (2011: RMB421,543,000) among which RMB208,525,000 (2011: RMB167,793,000) has been utilised by the subsidiaries.

### 33. 承擔－集團（續）

#### (b) 經營租約承擔

本集團根據多份不可撤銷的經營租賃協議租用若干物業、廠房及設備。該等租約之條款、租金調整條款及續約權利不一。年內於合併收益表支銷之租賃開支在附註24披露。

根據不可撤銷經營租賃，未來最低租賃付款總額如下：

	2012 二零一二年	2011 二零一一年
	RMB'000 人民幣千元	RMB'000 人民幣千元
Not later than 1 year	3,079	2,244
Later than 1 year and not later than 5 years	2,380	600
Later than 5 years	-	-
	5,459	2,844

於二零一二年十二月三十一日，本公司概無任何重大經營租約承擔（二零一一年：無）。

### 34. 或然負債－集團

於二零一二年十二月三十一日，本集團概無任何重大之或然負債。

於二零一二年十二月三十一日，本公司就授予某些附屬公司509,987,000元人民幣（二零一一年：421,543,000元人民幣）的銀行融資額度作出公司擔保。於二零一二年十二月三十一日，附屬公司已使用銀行方受額度208,525,000元人民幣（二零一零年：167,793,000元人民幣）。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 35. Related party transactions

The Company is 40% owned by Marietta Limited (incorporated in the British Virgin Islands) which is owned by Mr. Yang Yirong.

The following transactions were carried out with related parties:

#### (a) Key management compensation

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	9,189	8,775
Total	總計	9,189	8,775

#### (b) Amount due to a director

The details of the amount due to a director are as follows:

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Mr. Yang Yirong	楊毅融先生	770	914

The amount due to a director is unsecured, non-interest bearing and is repayable on demand.

### 35. 關聯方交易

本公司40%權益由一間楊毅融先生持有之英屬處女群島註冊成立之公司－Marietta Limited擁有。

與關聯方進行的交易如下：

#### (a) 關鍵管理人員酬金

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	9,189	8,775
Total	總計	9,189	8,775

#### (b) 應付一位董事款項

應付一位董事款項的詳情如下：

		2012 二零一二年	2011 二零一一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Mr. Yang Yirong	楊毅融先生	770	914

應付一位董事之款項為無抵押、免息及須應要求償還。

# Financial Summary

## 財務概要

### Results

### 業績

Year ended 31 December

截至十二月三十一日止年度

		2008 二零零八年	2009 二零零九年	2010 二零一零年	2011 二零一一年	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	RMB'000 人民幣千元
Revenue	收入	739,973	728,494	908,251	1,074,688	<b>1,057,371</b>
Operating profit	經營溢利	140,745	137,014	164,083	150,477	<b>187,496</b>
Finance costs	財務成本	(6,776)	(16,036)	(11,906)	(8,599)	<b>(23,493)</b>
Share of loss of an associate	應佔聯營虧損	-	-	-	(59)	<b>(267)</b>
Profit before taxation	除稅前溢利	133,969	120,978	152,177	141,819	<b>163,736</b>
Taxation	稅項	(19,513)	(13,296)	(22,108)	(23,084)	<b>(35,914)</b>
Profit for the year	年度溢利	114,456	107,682	130,069	118,735	<b>127,822</b>
Dividends	股息	16,818	15,553	19,017	18,395	<b>19,964</b>
Profit attributable to: Owners of the Company	溢利歸屬於： 本公司擁有人	114,237	107,471	130,103	119,058	<b>127,942</b>
Non-controlling interests	非控制性權益	219	211	(34)	(323)	<b>(120)</b>
		114,456	107,682	130,069	118,735	<b>127,822</b>

### Financial Positions

### 財務狀況

Year ended 31 December

截至十二月三十一日止年度

		2008 二零零八年	2009 二零零九年	2010 二零一零年	2011 二零一一年	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	RMB'000 人民幣千元
Non-Current assets	非流動資產	444,040	453,365	461,494	454,133	<b>454,915</b>
Current assets	流動資產	773,620	862,757	1,087,770	1,337,414	<b>1,556,115</b>
Total assets	資產總值	1,217,660	1,316,122	1,549,264	1,791,547	<b>2,011,030</b>
Total equity	總權益	748,972	843,985	960,978	1,079,835	<b>1,189,167</b>
Non-current liabilities	非流動負債	242,970	111,536	195,320	129,669	<b>20,500</b>
Current liabilities	流動負債	225,718	360,601	392,966	582,043	<b>801,363</b>
Total liabilities	負債總額	468,688	472,137	588,286	711,712	<b>821,863</b>
Total liabilities and equity	總負債及權益	1,217,660	1,316,122	1,549,264	1,791,547	<b>2,011,030</b>
Net current assets	流動資產淨值	547,902	502,156	694,804	755,371	<b>754,752</b>
Total assets less current liabilities	總資產減 流動負債	991,942	955,521	1,156,298	1,209,504	<b>1,209,667</b>



**EcoGreen Fine Chemicals Group Limited**  
中怡精細化工集團有限公司\*

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