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## **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: 2341; Website: www.ecogreen.com) (股份代號: 2341;網址: www.ecogreen.com)

## ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2013

截至二零一三年十二月三十一日止之 全年業績公佈

#### **HIGHLIGHTS**

- Revenue of the Group amounted to approximately RMB1,227 million (2012: RMB1,057 million), representing an increase of 16% as compared with 2012.
- Profit attributable to owners of the Company amounted to approximately RMB149 million (2012: RMB128 million), representing an increase of 17% as compared with 2012.
- Basic earnings per share amounted to approximately RMB30.9 cents (2012: RMB26.5 cents).
- The Board has resolved to pay a final dividend of HK7.1 cents per share (2012: HK4.1 cent).

#### 摘要

- 本集團營業額約為人民幣12.27億元 (2012:人民幣10.57億元),較2012年增 加約16%。
- 本公司擁有人應佔溢利約為人民幣1.49 億元(2012年:人民幣1.28億元),較 2012年增加17%。
- 每股基本盈利約為人民幣30.9分(2012: 人民幣26.5分)。
- 董事會議決派付末期股息,每股7.1港仙 (2012:每股4.1港仙)。

<sup>\*</sup> For identification purpose only

### **CHAIRMAN'S STATEMENT**

#### Review

On behalf of the Board, I am pleased to announce the annual results of EcoGreen Fine Chemicals Group Limited ("EcoGreen" or the "Group") for the year ended 31 December 2013. Turnover rose by 16% to about RMB1,227 million. Earnings before interest, taxes, depreciation and amortisation ("EBITDA") increased by 17% to RMB282 million, up from the RMB240 million in 2012. Profit attributable to shareholders rose by 17% to RMB149 million. Basic earnings per share rose by 17% to RMB30.9 cents compared with the RMB26.5 cents for 2012. In appreciation of the shareholders' support, the Board resolved to declare a final dividend HK7.1 cents per share, which together with the interim dividend of HK1.49 cents per share for the first half of 2013, will bring the total dividend for 2013 to HK8.59 cents per share. The proposed final dividend is subject to the approval by shareholders at an annual general meeting. The dividend for 2012 was HK5.1 cents

In 2013, the global economy remained uncertain. On one hand, the United States was in slow economic recovery while Europe was in a gradual upswing, on the other hand emerging markets was in the deceleration of economic growth such as China. As a result, different industries experienced varying degrees of growth and decline. Although China's aroma chemical industry recorded considerable growth in the first half of the year as downstream demand recovered, the industry's growth for the whole year was still moderate. Furthermore, clients have widely adopted tight control measures on working capital, and just-in-time inventory and purchasing management in the aftermath of the global financial crisis. Other difficulties included the consistent renminbi appreciation, raw material cost fluctuation and the industry competition. The Group made immense efforts to take on these challenges to achieve an annual growth comparable to that in the first half of the year.

EcoGreen as a customer-oriented company, continued to provide a total solution that encompasses research and development, procurement, production and supply chain management for its clients during 2013. The Group won client's trust and support with its stable supply of quality products and services of high professional standards.

#### 主席報告

#### 回顧

本人謹代表董事會,向各股東報告本集團截至二零一三年十二月三十一日止年度之業績。期內,營業額約為12.27億元人民幣,與二零一二年相比上升16%:未計利息、税項、折舊及攤銷之溢利(「EBITDA」)為2.82億元人民幣,較二零一二年的2.40億元人民幣比較升幅達17%;股東應占溢利約.0.9分人民幣,比二零一二年的每股基本溢利為30.9分人民幣,比二零一二年的每股基本溢利26.5分人民幣,增長17%。為回報廣大股東的支持,董事建議宣布派發本年度末期股息每股7.1港仙,惟須待股東於應屆股東周年大會批准;連同中期股息每股1.49港仙,本年度的股息分派總額為每股8.59港仙,上一年度的股息為每股5.1港仙。

二零一三年,全球經濟仍不明朗,一方面,美國經濟緩慢復蘇,和歐洲經濟持續回暖,但另一方面,美國經內包括中國的新興經濟體則增長放緩,而各個行業的發展亦有不同程度的升跌。雖然中國的香精行業錄得明顯的業務增長,但觀乎全年綜合表現,其增發生後至今,已較為普遍地緊縮流動資金和採用民幣,也以ust in time)庫存及採購管理等措施,加上人民幣持續升值、原料價格波動、以及同行競爭等挑戰,本集團須經過一番努力,才能獲得與上半年相當的全年增長。

回顧二零一三年,本集團秉持以客為尊、精進經營的宗旨,繼續為客戶提供從研發、採購、生產乃至 供應鏈管理的整體解決方案。以優質的產品、穩定 的供應、專業的服務,贏得了客戶的信賴和支持。 During the year under review, the Group expanded its integrated service business in its supply chain management to satisfy the huge customer demand. The integrated service business used to be a complementary value-added service which satisfied the clients' needs for natural aroma chemicals and key upstream resources. After years of service, the integrated service business has now integrated with the Group's proprietary products and adopted a light-asset model in its supply chain management businesses. Presently, the Group's integrated service business has won its client's trust and recognition, but it still needs to actively enhance its capabilities for processing information and delivering goods. It also needs to broaden the scope of services and increase the number of suppliers and expand its customer base. Only then will the business be able to combine with the Group's proprietary products to become its new growth driver.

年內,本集團因應客戶龐大的需求,適度地擴大了 供應鏈管理中的集成業務。集成業務在過往作為核 心業務的一個補充,較多是以增值服務的形式以滿 足客戶對天然芳香品原料及上游策略性資源的需 求;現經過多年的發展,已在集團供應鏈服務的形式 務組合中,逐漸發展成與自製產品融貫的增值的 務、和輕資產的業務單元。目前,雖然本集團的增 成業務已在行業內獲得客戶的信任和認可,但仍需 積極加強處理資訊和配送的能力、擴大服務種類和 增加供應商數目及客戶群,與自製產品結合,以成 為集團業務新的增長動力。

In terms of raw materials procurement strategy, the Group continued to tap China's abundant supply of natural raw materials such as turpentine for its production of aroma chemicals. Meanwhile, it has also developed a series of petroleum-based aroma chemicals in recent years. In response to the changes in China's economy and the continuous appreciation of its currency in the past several years which have deeply impacted the cost structure of China's natural raw materials and resources, the Group has been actively implementing a strategy of diversifying its raw material procurement internationally. During the year, the Group started establishing a mechanism which enables an internationalized and balanced access to the reliable and stable supply of various raw materials. The move has enhanced the Group's competitiveness in the global aroma chemical industry.

資源策略方面,集團繼續利用中國盛產松節油等天然原料的優勢,同時經過近幾年的努力,已經開發出一系列以石油基為原料的新產品。另外,中國經濟的變化和人民幣連年的升值,已經深遠地影響中國天然原料的成本結構,因此,本集團開始積極地在戰略原料資源採購上邁向國際化。年內,本集團開始構建國際化兼更均衡的資源供應體系,以保障可靠和穩定的資源供應,從而提升本集團在全球行業中的競爭力。

To enrich its product portfolio, apart from producing the turpentine-based aroma chemicals for daily necessities, the Group has also consistently developed a number of new petroleum-based aroma chemicals of green-note and dairy note. Sales of such new products grew substantially and accounted for almost half of the Group's aroma chemicals sales revenue and 26% of its total turnover. The new products became one of the key contributors to the Group's business growth in the year. The Group will soon put its new production plant in Changtai, Fujian Province into operation and is now expanding the production capacity of its plant in Gulei. The expanded production capacity will enable the Group to have new products mass production and hence introduce them in markets, turning them into one of the growth drivers behind the Group's consistent business growth.

產品組合方面,本集團除了以松節油天然基原料為主的萜烯類日用香料產品之外,還持續推出了以內 油基為原料的多項草香、奶香型的香料新產品。新 近產品的銷售在年內增幅可觀,佔芳香化學品業務 營業額的比例已接近一半,並約佔本集團銷售總額 的26%,成為年內業務的主要增長來源之一。未 來,本集團於長泰新建的廠房快將投產,以及其古 雷廠房擴充產能,將使新產品陸陸續續大批量生產 和上市,將令其成為本集團業務持續增長的主要動 力之一。 As to its production facilities, the Group upgraded the energy-saving and environmental protection systems of its principal Haicang plant to ensure a sustainable operation. The Changtai plant first phase facilities has already began its full operation for the whole year of 2013, and has been increasing its capacity gradually. This will support the production of new products of aroma chemicals and specialty chemicals. The scale of production in Changtai plant will be expanded in the next several years to enjoy the benefits of economies of scale.

To capture the opportunity in the aroma chemicals market recovery, the Group tapped the financial market to fund its development plans. It secured the support of more than ten international and regional banks and successfully obtained a syndicated loan of US\$66 million with a maturity of three years to fund a number of its major projects in Changtai, Huanggang and Hangzhou for the next several years. The loan also complemented the Group's internal reserves for starting its investment in the expansion of production capacity of Gulei production plant. Moreover, the Group followed a prudent fiscal guideline to manage and hedge against risks associated with the renminbi appreciation and the interest rates upswing and downswing movements, and hence enabling the Group to reduce the risks and costs of financing.

#### **OUTLOOK**

The year 2014 marks the 10th anniversary of the Group's listing on Hong Kong's stock exchange. The Group prides itself on the rapid development it experienced in the past decade. Although the global financial crisis that originated in the United States has temporarily interrupted the Group's growth, its management made timely adjustments to its development strategies and enabled the Group to weather the difficulties in the trough business cycle with perseverance in the past two years, thus ushering in a new period of growth and taking the Group to the next stage of development. On the occasion of the Group's 10th anniversary listing I have mapped out a blueprint for EcoGreen's sustainable development.

As a conscientious enterprise dedicated to corporate social responsibilities, EcoGreen is committed to its mission of bringing health and safety to the people and the earth. In the coming decade, we will build on our achievement in the past ten years and work to attain the targets of "enabling the company to prosper, upgrading its businesses, and bringing happiness to our staff". EcoGreen aspired to become the utmost value creation company in China and in the world with leadership in a number of finely segmented industries. We also aim to raise the employees' standard of living and increase returns to shareholders at the same time.

生產設施方面,本集團提升了廈門主廠區的節能降 耗和環境保護系統,有力保障了其生產能持續經 營;在福建長泰廠區,第一期設施開始了全年度規 模化生產的正常運行,產能正在逐步提升,將有力 支持芳香化學品和特殊化學品等新產品的生產。長 泰廠區的生產規模在未來幾年將逐步擴張,規模效 益將更趨明顯。

財資市場方面,本集團為實現未來發展計畫,從而 把握市場復甦的機遇,在獲得超過十家國際以及區 域銀行的積極支持下,於年內完成了一項總額籌式 千六百萬美元、三年期的信用型銀團貸款。這筆貸 款主要為本集團未來幾年在長泰、黃岡以及杭州的 多個重點項目的發展提供資金保障,同時也為去貸 團的自有資金作了補充,預備必要的財政支持去啟 動古雷廠房擴充這一重大投資。另外,本集團內外 息差變化時,有效管理風險和對沖,從而創造了收 益、同時減低了融資成本和風險。

#### 展望

2014年,將是本集團在香港上市的十周年。過去十年,中怡集團曾經歷過一段值得自豪的快速成長階段,雖然期間因為源於美國金融海嘯的全球金融危機,短暫地影響了本集團的增長,但本集團管理層及時調整了發展策略,在近一兩年裡堅毅地帶領著公司度過艱難、走過谷底,並重拾上升軌,進入了一個新的成長階段。本人藉上市十周年之際,為中怡集團制定一個可持續發展的藍圖。

中怡集團作為一家肩負社會責任的中國良心企業,以「成就眾生與地球的安康」為崇高使命。於未來十年,我們將以過去十年的成就為基礎,努力向著「企業發展富強、產業轉型升級、員工和諧幸福」的目標奮進,以使中怡在中國乃至全球成為一個最能創造價值的公司,並在多個細分行業裡成為翹楚,使員工的生活水平與股東回報一起增長。

The Group's development strategies for the next three years and business plans are as follows.

- Road to Dedication developing a full spectrum aroma chemicals business.
  - EcoGreen will radically transform the business model of its core business of aroma chemicals from the traditional production and sales to a comprehensive precise-production and the supply chain management services business model, to satisfy the overall demand and needs of the industry. The new business model is leveraging on its big data information system, which will radically change the industry's competitive landscape.
  - (ii) The Group will simultaneously diversify and globalize its raw material procurement. Its production and supply chain will be able to use the petroleum-based and turpentine-based resources, enabling a globalized supply chain management. In particular, the Group will actively innovate in the turpentine spot market trading model by building an commodity exchange platform that allows the Group to closely follow the prices of turpentine. This will help the Group attain the targets of its key raw materials management.
  - (iii) The Group has been preparing for the expansion of its production plant in Gulei, which will serve as a strategic production base to realize the Group's ambition of building a sizeable and solid business. With its geographical advantage, the Gulei Chemical Industry Park will become a magnet for investments from leading petrochemical enterprises from both sides of the Taiwan Strait. Specifically, the stable and ample supply of petroleum-based raw materials from petroleum refining industry will constitute a key raw material source for production of EcoGreen's higher value-added products such as key fine chemical raw materials and aroma functional chemicals. Meanwhile, the industry park will also be able to support the global operations of crude sulphate turpentine deep processing. The first phase of the Group's production plant in Gulei occupies a land of 300 acres and will have capability for environmentallyfriendly production. The new strategic production base will also be an ideal place for the Group to develop its new business model for its full spectrum aroma chemicals business, realizing its innovative strategy of combining the precision-management production and the supply chain management services.

集團已經制定好未來三年的發展戰略,以及逐年實施的詳細計劃。

第一,實施香原料事業的「精進之路」,發展全景香原料業務。

- 1. 作為集團的核心事業,中怡香原料產業將 徹底改變「製造+銷售」的傳統製造業商業模 式,因應香精香料行業的整體需求,開始發 展完備香原料的新業務模式。根據這種業務 模式,中怡將依靠其資訊與大數據系統的支 援,實現創新的「精准製造+供應鏈服務」戰 略,以根本改變本行業的競爭格局。
- 2. 本集團同時拓展原料資源的多元化和全球化 戰略。具體地說,本集團的製造和供應鏈體 系可以同時利用來自石油基產業鏈的原料資 源和以松節油為主的可再生資源,並且實現 全球化的供應鏈管理。其中,也將積極在松 節油現貨交易模式上創新,建設一個緊密跟 蹤天然松節油價格發現的商品交易平台,以 實現集團在關鍵資源的營運管理目標。
- 3. 古雷項目將成為實現本集團強大產業之夢的 戰略製造基地。「福建漳州古雷化工園區」以 其優越的地理位置和產業政策優勢,將成為 中國海峽兩岸一流的大型石油化工集团集中 落戶之地。其中,石油煉化所提供的穩定和 豐富的石油基原料,將是中怡發展若干如 豐富的石油基原料,將是中怡發展若干如 避精細化工原料和以香原料為主的功能化 品等較高增值產品的關鍵原料。同時,古 項目還包括硫酸鹽松節油深加工在內的戰略 收運營。古雷項目作為本集團全新的戰略 進基地,是發展全景香原料商業模式,實踐 集團「精准製造+供應鏈服務」的創新戰略的 理想平台。

- 2. Road to Entrepreneurship industrial transformation and upgrade
- 第二,開啟「創業之路」,厚積集團產業轉型升級之 原動力
- (i) EcoGreen has already built up rich resources during its long experience in the industries of flavour and fragrance, food ingredients and other related downstream industries, and is thus well-equipped to carry out its industrial transformation and upgrade. In addition, the more extensive adoption of information technology and e-commerce will also be conducive to the move.
- 1. 中怡長期在香精香料行業,食品配料行業及相關下游產業累積了豐富資源,事業已經具備轉型升級的條件;而網絡信息化和電商化環境也有利於中怡的轉型升級。
- (ii) The Group has already embarked on the new natural ingredients business, thus realizing its strategic development of extending from the upstream businesses of aroma chemicals to the downstream business of ingredients. This strategy will enable the Group to build a series of downstream business platforms that directly satisfy consumer needs.
- 2. 以引進外部資源和建立內部「創業」機制相結 合,中怡已經啟動天然調味品事業的創業平 台,實踐集團從上游的香精產業延伸至下游 的調味品產業的戰略發展。本集團將以此戰 略,開創出能滿足消費者需求的下游產品事 業。
- (iii) The Group's strategy of extending its business scope to the downstream of the value chain as part of its industrial transformation and upgrade will not cause any competition with its existing clients. On the contrary, the Group may be able to form new types of strategic partnerships with them. It will also seek opportunities for cooperation in the downstream industries.
- 3. 集團往下游產業鏈轉型升級的戰略,不但不 會與現有客戶構成競爭,而且還有機會與之 形成新型戰略夥伴關係。同時,本集團也在 下游產業鏈尋求合作機會。
- 3. Road to Innovation reinvigorate its traditional businesses
- 第三,重新「創新之路」,傳統產業煥發新機
- (i) The Group will continue to develop and innovate technologies and techniques for its traditional aroma chemical business by combining scientific research and technological innovation. The move will support the implementation of the "precision-management production" strategy and enhance the product differentiation and cost advantage. It will also enable the Group to invent more environmentally-friendly production techniques for the chemical industry and obtain the related patents.
- 1. 本集團將會在傳統香原料製造業繼續發展和 創新技術和工藝,重點在於科學研究與技術 創新的結合,以支援中怡「精准製造」戰略, 增強產品的差異化和成本優勢,並且發明更 多環保的化學新工藝和專利。

- (ii) The Group has just begun its research on technologies of biosynthesis and technological innovation in naturals extraction. The scope of the applications of such technologies will include personal care, food and medicine. Such endeavour will facilitate the Group's development of more natural-based products and their applications, thus promoting human beings' health and enriching their lifestyle with a wide range of high value-added products. A value chain thus established will be beneficial to human health and ecology.
- 2. 本集團正在積極展開生物合成技術和天然產物提取技術創新的研究,其應用領域包括個人護理品,食品與醫藥。該領域的發展將推動集團創新天然的產品和應用,以為未來人類的健康和時尚生活提供更多具有高附加值的產品,令選擇和體驗更豐富,從而建設出有利於健康和生態的產業鏈。

- (iii) The Group will establish a new research and development centre of "Xiamen Intermediate Trial Base for Biological Medicine". The scope of the research will include organic synthesis. biosynthesis, catalysis in chemical and biological reactions, the naturals extraction and mixing, analysis and tests. The research and development centre is scheduled to be gradually put into full operation in the first half of 2014, and worldclass talents will be introduced into it to manage the research, development and innovation and reform the system. The centre will also carry out cooperation with a number of nationally and internationally renowned universities and research institutes.
- 3. 本集團全新建設的研發中心將會落戶在廈門的生物醫藥中間試驗基地,包括有機合成、生物合成、化學與生物催化研究、天然產物提取與複配、分析測試等。計劃在2014年上半年逐步開啟使用。中怡研發中心將引進國際一流人才,執行研發創新工作的管理,和改革創新工作的體制,並與國內國際多家著名院校和研究機構展開更多的「產-學-研」合作。

The Group will move up a gear in its development in the next three years, and it will adopt a series of measures to reform its businesses and innovate its business model in order to accomplish its transformation and upgrade. The Group will leverage its own strengths and resources to achieve such a strategic goal, and will at the same time seek opportunities for mergers and acquisitions as well as cooperation and strategic partnerships that will result in synergy. Such measures will expand the scale of the Group's operations and raise its operating efficiency. We have witnessed EcoGreen's strong growth in the past decade and have now geared up for a new round of developments in the next decade. We are determined to embark on a new stage of development and rekindle the entrepreneurial spirit, and have been ready to work hard with our dedication to our business and passion for building new businesses and innovation. I am confident of the EcoGreen's success in its transformation and upgrade.

未來三年是本集團快速發展的關鍵時期。本集團將會採取一系列重大的產業變革與商業模式創新措施,完成企業的轉型和升級。本集團除了依靠自身條件致力實現上述戰略目標外,也將努力尋找任何具潛力的併購、以及具有協同效益的合作和策化的經營效益。過去十年,我們見證了中怡的茁壯成長;未來十年,集團已經整裝待發。我們在此表力會一下,以實踐中怡的「精進之路」、「創業之路」和「創新之路」,開始邁進朝氣蓬勃的新發展階段。本集團一定能達成中怡轉型升級的目標,本人對此充滿信心和期盼。

### **ACKNOWLEDGEMENTS**

On behalf of the Board, I would like to express my heartfelt gratitude to all our shareholders, clients, suppliers and staff members for their trust and unwavering support which have been crucial to the Group's success. I would also like to extend my most sincere thanks to all the directors and independent directors of the Board and advisers to the Group for their great support and valuable advice.

#### 致謝

本人謹代表董事會,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的根本要素。同 時,也真誠感謝各董事,獨立董事以及本集團顧問 給予大力支持和寶貴建議。

#### Yang Yirong

Chairman
Hong Kong, 25 March 2014

#### *主席* 楊毅融

香港,二零一四年三月二十五日

#### **BUSINESS REVIEW**

The Group derives its revenue primarily from the manufacturing and resources and supply chain services businesses. The manufacturing business includes the production and sales of aroma chemicals, naturals and specialty chemicals. 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資源及供應鏈服務業務。生產業務包括製造及銷售芳香化學品,天然產物及特殊化學品。營運分部的收益分析如下:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Revenue  Manufacturing  Resources and Supply Chain Services	<b>收入</b> 生產 資源及供應鏈服務	939,973 287,322	840,418 216,953
Total revenue	收入總額	1,227,295	1,057,371

A further breakdown of turnover by product is as follows:

產品營業額分析如下:

### Turnover 營業額 2013

0010

		2013		2012	
		二零-	-三年	二零一二年	
		RMB'000 千元 人民幣	% of total 佔總額 百份比	RMB'000 千元 人民幣	% of total 佔總額 百份比
Manufacturing	生產				
Aroma chemicals	芳香化學品	697,436	57%	628,140	59%
Naturals	天然產物	154,677	13%	146,684	14%
Specialty Chemicals	特殊化學品	87,860	7%	65,594	6%
		939,973	77%	840,418	79%
Resources and Supply C Services	hain 資源及供應鏈服務	287,322	23%	216,953	21%
Turnover	營業額	1,227,295	100%	1,057,371	100%

In 2013, all four business segments of the Group recorded growth with varying degrees. Among them, the growth of the speciality chemicals business and the resources and supply chain services business is the most prominent, both of them have increased more than 30% when compared to last year. The Group's turnover for the year was RMB1,227 million, an increase of 16% from the previous year. Excluding contributions from the resources and supply chain services business, sales derived from our manufacturing segment has increased by 12%. Profit attributable to shareholders improved to RMB149 million by 17% from the previous year. Basic earnings per share were approximately RMB30.9 cents.

回顧二零一三年,本集團的四個業務也同時錄得不同程度的增長。當中,以特殊化學品業務及資源及供應鏈服務的增長最為突出,相比去年有超過三成的增長。本集團年度營業額為12.27億元人民幣,較去年增加16%。扣除資源及供應鏈服務業務的貢獻,生產業務的營業額增加約12%。股東應佔溢利達1.49億元人民幣,較去年增加17%。每股基本盈利約為30.9分人民幣。

#### Manufacturing

#### (i) Aroma Chemicals

For the year ended 31 December 2013, turnover of aroma chemicals increased by 11% to RMB697 million (2012: RMB628 million), accounting for 57% of the Group's turnover (2012: 59%) and with a gross profit margin of 27.1% (2012: 27.7%).

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. 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.

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 RMB354 million (2012: RMB249 million) to the Group's revenue, with a profit margin of 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.

#### (ii) Naturals

In respect of the Naturals 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. Naturals 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 Naturals increased by 5% to RMB155 million (2012: RMB147 million), accounting for 13% (2012: 14%) of the Group's sales. Gross profit margin was 27.1% (2012: 26.9%).

#### (iii) Specialty Chemicals

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

During the year under review, turnover of specialty chemicals business recorded a significant growth to RMB88 million (2012: RMB66 million), increased by 34% when compared to last year, accounting for 7% (2012: 6%) of the Group's sales. Gross profit margin was 45.4% (2012: 46%).

#### 生產

#### (i) 芳香化學品

截至二零一三年十二月三十一日止年度,芳香化學品的營業額上升11%至6.97億元人民幣(二零一二年:6.28億元人民幣),佔本集團營業額的57%(二零一二年:59%),毛利率為27.1%(二零一二年:27.7%)。

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。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。

若干較後期推出之日化、食用及清洗香料,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3.54億元人民幣(二零一二年:2.49億元人民幣)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。

#### (ii) 天然產物

天然產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 產物。

於本回顧年度,天然產物的訂單維持了平穩增長,全年總營業額為1.55億元人民幣(二零一二年:1.47億元人民幣),較去年增長5%,這業務佔集團銷售額的13%(二零一二年:14%),毛利率為27.1%(二零一二年:26.9%)。

#### (iii) 特殊化學品

特殊化學品類別包含了手性藥物原料、醫藥 特殊化學品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特殊化 學品。

於本回顧年度,本集團特殊化學品的營業額錄得明顯增長,總銷售金額為8,800萬元人民幣(二零一二年:6,600萬元人民幣),較去年增長34%佔集團銷售額的7%(二零一二年:6%),毛利率為45.4%(二零一二年:46%)。

#### **Resources and Supply Chain Services**

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 Resources and Supply Chain Services business has developed into a mature trading platform for upstream materials, aroma, flavour and fragrances' products. It pairs up the demand side and supply side of the aforementioned products in the global market. During the year, revenue from the resources and supply chain services business increased by 32% to RMB287 million (2012: RMB217 million), accounting for 23% (2012: 21%) of the Group's revenue.

#### FINANCIAL REVIEW

#### **Turnover**

The Group recorded an increase of 16% in its turnover for the year ended 31 December 2013, which amounted to RMB1,227 million. In analysing the sales in 2013, despite the increase of the sales volumes by approximately 20% over last year, the drop in selling price of certain products and the change of product mix had led to the turnover lagging behind the sale volumes.

#### **Gross Profit**

During the year under review, the Group's gross profit totaled RMB304 million, increased by 17%. Gross profit margin increased from 24.5% in 2012 to 24.7% in 2013.

By the products category, the gross profit margin of aroma chemicals decreased from 27.7% in 2012 to 27.1% in 2013, while naturals increased from 26.9% in 2012 to 27.1% this year. The profit margin of specialty chemicals decreased from 46% in 2012 to 45.4% in 2013. The gross profit margin of resources and supply chain services increased from 7.2% in 2012 to 11.5% in 2013.

#### **Operating Income and Expense**

In the year ended 31 December 2013, selling and marketing expenses accounted for 2.2% of the Group's turnover (2012: 2.6%) whereas the administrative expenses accounted for 4.2% of turnover (2012: 4.6%). Under the Group's effective cost-cutting measures, the operating expenses remained stable in these two years. As a result of the economies of scales caused by the increase of revenue, these expenses to sales ratio further declined.

#### 資源及供應鏈服務

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 地服務客戶的資源及供應鏈服務業務已經發展成為 一個成熟的香料香精的交易平台,把全球上游資源 以及香精香料之買方及賣方的需求配對起來。於本 年度,本集團資源及供應鏈服務之銷售增加約32% 達到2.87億元人民幣,佔本集團營業額23%。

#### 財務回顧

#### 營業額

本集團於截至二零一三年十二月三十一日止年度的 營業額錄得16%的增長,金額為12.27億元人民幣。 總括二零一三年的銷售情況,雖然銷量比去年增加 約為20%,惟受到部份產品售價下調及不同的產品 組合等因素,總營業額的增幅並不如銷量。

#### 毛利

回顧年內,本集團的毛利為3.04億元人民幣,增幅 為17%。本集團的毛利率由二零一二年的24.5%上 調至二零一三年24.7%之水平。

按本集團產品類別分析,芳香化學品的毛利率由 二零一二年的27.7%下調至二零一三年的27.1%, 而天然產物的毛利便由二零一二年的26.9%上調至 本年度的27.1%,特殊化學品毛利率由二零一二年 46.0%下調至二零一三年的45.4%。資源及供應鏈 服務之毛利率由二零一二年7.2%上調至二零一三年 的11.5%。

#### 經營收入及開支

二零一三年銷售及市場推廣成本佔銷售百分比2.2% (二零一二年:2.6%);二零一三年行政費用佔銷售額4.2%(二零一二年:4.6%)。在本集團積極控實行成本控制的措施下,經營成本基本上保持穩定,在銷售額增加所帶來的規模效益下,經營成本佔營業額比例進一步下降。

#### Finance Costs - Net

As a significant portion of the Group's borrowings is denominated in United States dollars, the appreciation of Chinese Renminbi in this year has led to the significant increase of the exchange gain to RMB9.67 million (2012: RMB0.12 million). On the other hand, the higher interest rates for bank loans obtained in China and the higher gearing level in this year 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 decline of the net finance cost by approximately RMB2.95 million as compared to last year.

#### **Taxation**

Tax expense of the Group for 2013 was RMB48.7 million (2012: RMB35.9 million). Effective tax rate of the Group is 24.6% (2012: 21.9%).

#### Profit for the Year

Profit for the year in 2013 was RMB149 million, representing an increase of 17% compared with RMB128 million in 2012. EBITDA for the year was RMB282 million, represented 17% increase as compared to RMB240 million in 2012.

#### **Liquidity and Financial Resources**

During the year under review, the Group's primary source of funding mainly included the cash generated from financing activities. For the year ended 31 December 2013, net cash used in operating activities amounted to RMB100 million (2012: net cash generated of RMB232 million). The Group had net cash used in investing activities of RMB57 million (2012: RMB50 million). During the year under review, the net cash inflow from financing activities amounted to RMB225 million (2012: RMB71 million).

As at 31 December 2013, the average inventory turnover days, average trade receivable turnover days and average trade payable turnover days were 59 days, 132 days and 74 days respectively (2012: 61 days, 128 days and 116 days).

The Group's financial position remains very solid and healthy during the year under review. As at 31 December 2013, the net current assets and the current ratio of the Group were approximately RMB1,177 million (2012: RMB755 million) and 3.0 (2012: 1.9) respectively.

As at 31 December 2013, the Group had borrowings and bills payable of approximately RMB736 million and RMB82 million respectively (2012: RMB497 million and RMB238 million). Among the Group's borrowing, outstanding short-term borrowings amounted to RMB436 million (2012: RMB494 million). As at 31 December 2013, the Group's ratio of borrowings to total equity, was approximately 55.9% (2012: 41.8%) and the Group's net cash balance, being pledged bank deposits, cash and cash equivalents less borrowings and bills payable amounted to RMB115 million (2012: RMB198 million).

#### 財務成本-淨額

基於本集團的借貸主要以美元計值,人民幣於年內之升值導致人民幣匯兑收益大幅度增加至人民幣967萬元(二零一二年:12萬元人民幣)。另一方面,國內借貸成本較高及本年度的較高的借貨比率,令財務成本有所上調。與此同時,集團獲得較高的財務收益。財務收益與財務成本相互抵消後,淨財務成本較去年減少約295萬元人民幣。

#### 税項

二零一三年度本集團之税項開支為4,870萬元人民幣(二零一二年:3,590萬元人民幣),實際稅率為24.6%(二零一二年:21.9%)。

#### 本年度溢利

二零一三年度之溢利為1.49億元人民幣,較二零一二年的1.28億元人民幣上升17%。本年度的未計利息、税項、折舊及攤銷前之溢利(EBITDA)為2.82億元人民幣,較二零一二年的2.40億元人民幣上升17%。

#### 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融資活動。截至二零一三年十二月三十一日止年度,本集團錄得經營活動所用現金淨額1.00億元人民幣(二零一二年:所得現金共2.32億元人民幣)。憑藉本集團營運所得之財務資源,本集團斥資0.57億元人民幣(二零一二年:0.50億元人民幣)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2.25億元人民幣(二零一二年:0.71億元人民幣)。

於二零一三年十二月三十一日,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59天、132天及74天(二零一二年:分別為61天、128天及116天)。

本集團於回顧年內之財務狀況仍然保持相當穩健。 於二零一三年十二月三十一日,本集團之流動資產 淨值及流動比率分別約為11.77億元人民幣(二零一 二年:7.55億元人民幣)及3.0(二零一二年:1.9)。

於二零一三年十二月三十一日,本集團有借貸及應付票據分別約為7.36億元人民幣及0.82億元人民幣(二零一二年:4.97億元人民幣及2.38億元人民幣),於本集團的借貸當中,短期借貸為4.36億元人民幣(二零一二年:4.94億元人民幣)。於二零一三年十二月三十一日,本集團之負債權益比率約為55.9%(二零一二年:41.8%),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1.15億元人民幣(二零一二年:1.98億元人民幣)。

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.

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。

## 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 2013, the Group's borrowings of approximately RMB281 million and RMB446 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.

#### EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2013, the Group had 424 full-time employees, among whom 418 were based in the PRC. For the year under review, the total employment costs incurred for 2013 including directors' emoluments amounted to RMB42.8 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.

#### 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 零一三年十二月三十一日,本集團約2.81億元人民 幣及4.46億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。

#### 僱員及酬金政策

於二零一三年十二月三十一日,本集團有424名全職僱員,其中418名僱員派駐中國。二零一三年之僱員成本總額包括董事酬金達4,280萬元人民幣。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副入花紅及獎勵。向員工發放之酬金待遇乃根據其福利查訂,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紅制度,並按僱員表現發放適當的獎勵。本集團亦已經濟時出貢獻的管理人員和技術骨幹以及其他合資格參與人士。

## CONSOLIDATED INCOME STATEMENT

#### 合併

For the year ended 31 December 2013

截至二零一三年十二月三十一日止年度

		Note 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Revenue Cost of goods sold	收入 已售貨品成本	2	1,227,295 (923,636)	1,057,371 (798,290)
Gross profit Other (losses)/gains – net Selling and marketing costs Administrative expenses	毛利 其他(損失)/收益-淨額 銷售及市場推廣成本 行政費用		303,659 (5,754) (27,352) (51,367)	259,081 4,222 (27,455) (48,352)
Operating profit	經營溢利	3	219,186	187,496
Finance income Finance costs	財務收益 財務成本		6,947 (27,495)	6,761 (30,254)
Finance costs – net Share of losses of associates	財務成本-淨額 應佔聯營虧損份額	4	(20,548) (474)	(23,493) (267)
Profit before taxation Taxation	除税前溢利 税項	5	198,164 (48,716)	163,736 (35,914)
Profit for the year	年度溢利		149,448	127,822
Profit attributable to: Owners of the Company Non-controlling interests	溢利歸屬於: 本公司擁有者 非控制性權益		149,425 23	127,942 (120)
			149,448	127,822
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 於本公司擁有者 (每股以人民幣列示)			
<ul><li>Basic</li><li>Diluted</li></ul>	-基本 -攤薄	6 6	30.9 Cents仙 30.8 Cents仙	26.5 Cents仙 26.4 Cents仙
		Note 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Final dividend	末期股息	7	27,174	16,013

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2013

## 合併全面收益表

截至二零一三年十二月三十一日止年度

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Profit for the year	年度溢利	149,448	127,822
Other comprehensive (loss)/income: Items that may be reclassified	其他全面(損失)/收益: 可能被重新分類為損益		
to profit or loss Currency translation differences	項目 外幣折算差額	(58)	9
Other comprehensive (loss)/income for the year	年度其他全面(損失)/ 收益總額	(58)	9
Total comprehensive income for the year	年度全面收益總額	149,390	127,831
Attributable to: Owners of the Company Non-controlling interests	歸屬於: 本公司擁有者 非控制性權益	149,367 23	127,951 (120)
Total comprehensive income for the year	年度全面收益總額	149,390	127,831

## **CONSOLIDATED BALANCE SHEET**

As at 31 December 2013

## 合併資產負債表

於二零一三年十二月三十一日

		Note 附註	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
ASSETS	資產			
Non-current assets	非流動資產			
Land use rights	土地使用權		8,848	9,079
Deposits for the acquisition of	購買土地使用權之訂金			
land use rights			30,037	_
Property, plant and equipment	物業、廠房及設備		354,841	384,008
Intangible assets	無形資產		48,216	50,081
Investments in associates	聯營投資		7,112	8,924
Deferred income tax assets	遞延所得税資產		2,408	2,623
Available-for-sale financial assets	可供出售金融資產		200	200
Prepayments	預付款		12,000	_
Other asset	其他資產		2,400	_
			466,062	454,915

Note				2013	2012
Inventories				RMB'000	二零一二年 RMB'000 人民幣千元
Trade receivables and bills	Current assets	流動資產			
receivable Prepayments and other receivables Amounts due from related companies Derivative financial instruments Pledged bank deposits Cash and cash equivalents  EQUITY AND LIABILITIES Equity attributable to owners of the Company Share capital Share premium Dethe and dividend — 其他 篇 — 其他 第 — 其他 第 — 其他 第 — 其他 第 — 1,313,767 — 1,181  Non-controlling interests  Fedial quity  LIABILITIES  Frotal equity  Bar and dividend — 其他 第 — 其他 第 — 其他 第 — 其他 第 — 1,313,767 — 1,181  LIABILITIES  Frotal equity  Bar and dividend — 其他 第 — 其他 931,458  Frotal equity  Bar and dividend — 其神性權益 1,316,815  Frotal equity  Bar and dividend — 其神性權益 1,316,815  Fromowings  Borrowings  Current liabilities  Frade payables and bills payable  Current income tax liabilities  Frade payables and bills payable  Current income tax liabilities  Frade payables and bills payable  Current income tax liabilities  Frade payables and bills payable  Explication from the payables  Accruels and other payables  Amount due to a director  Explication from the payables  Explication	Inventories				114,683
Amounts due from related companies   2,439			8	525,190	377,348
Derivative financial instruments   Pledged bank deposits   日抵押之银行存款   32,092   91   901,307   83   83   83   83   83   83   83   8	· ·			151,486	131,743
Pledged bank deposits Cash and cash equivalents         已抵押之銀行存款 现金及現金等價物         32,092 901,307         9 83           Total assets         總資產         2,227,669         2,01           EQUITY AND LIABILITIES Equity attributable to owners of the Company Share capital         權益與債権 權益歸屬於本公司擁有者 可以本益價         50,781         55           Share premium Other reserves         股本 其他儲備         199,470         199           Petatiend earnings         保留盈利 - 操派末期股息         7         27,174         11           Proposed final dividend - Others         - 其他儲備         1,313,767         1,18           Non-controlling interests         非控制性權益         3,048         3           Non-controlling interests         非控制性權益         3,048         3           Non-current liabilities         非流動負債         300,744         3           Derivative financial instruments Deferred income tax liabilities         遂延所得視負債         23,200         1           Current liabilities         流動負債         14,653         2           Trade payables and bills payable Current income tax liabilities         應所預視負債         14,653         49           Derivative financial instruments Derivative financial instruments Emit ## Derivative financial	•			2,439	_
Cash and cash equivalents       現金及現金等價物       901,307       83         Total assets       總資產       2,227,669       2,01         EQUITY AND LIABILITIES       權益及負債       權益紹屬所外公司擁有者 of the Company       4       5       5       5       5       5       5       7       7       7       8       5       5       5       5       7       199,470       199,471       140       199,470       199,470       199,471       140       199,470       199,471       140       199,470       199,471       140       199,471       140       199,471       140       199,471       140       199,47				-	151
EQUITY AND LIABILITIES	,			•	98,271 833,919
EQUITY AND LIABILITIES 權益及負債 權益歸屬於本公司擁有者 of the Company Share capital 股本 199,470 199,470 199,				1,761,607	1,556,115
Equity attributable to owners of the Company         權益歸屬於本公司擁有者 50,781 50,781 50,781 199,470 199         50,781 199,470 199         50,781 199,470 199         50,781 199,470 199         50,781 199,470 199         50,781 199,470 199         50,781 199,470 199         50,781 199,470 199         50,781 199,470 199         50,781 199,470 199         50,781 199,470 199         50,781 199,470 199         50,781 199,470 199         50,781 199,470 199         50,781 199,470 199         50,781 199,470 199         50,791 199,470	Total assets	總資產		2,227,669	2,011,030
Share capital   股本	Equity attributable to owners				
Other reserves		股本		50,781	50,781
Retained earnings	•				199,470
Proposed final dividend				104,884	79,141
Non-controlling interests	=		7	07 174	16.010
Non-controlling interests 非控制性權益 3,048  Total equity 總權益 1,316,815 1,188  LIABILITIES 負債 Non-current liabilities 非流動負債 Borrowings 借貸 300,744 2,200 188 Deferred income tax liabilities 遊延所得税負債 23,200 188  Current liabilities 流動負債 23,200 188  Current liabilities 流動負債 23,200 188  Current liabilities 流動負債 8,200 188  Current income tax liabilities 即期所得稅負債 14,653			/		16,013 840,737
LIABILITIES Non-current liabilities Borrowings Gerivative financial instruments Deferred income tax liabilities  Trade payables and bills payable Current income tax liabilities  Trade payables and bills payable Current income tax liabilities  Borrowings Gerivative financial instruments Deferred income tax liabilities  Trade payables and bills payable Current income tax liabilities Derivative financial instruments Accruals and other payables Amount due to a director  Total liabilities  ### Accruals and other payables Amount due to a director  ### Accruals and other payables Amount due to a	Non-controlling interests	非控制性權益			1,186,142 3,025
Non-current liabilities非流動負債Borrowings借貸300,744Derivative financial instruments衍生金融工具1,840Deferred income tax liabilities遞延所得税負債23,20018Current liabilitiesTrade payables and bills payable Current income tax liabilities應付賬款及應付票據9104,99926Current income tax liabilities即期所得税負債14,653Borrowings借貸435,50249Derivative financial instruments衍生金融工具—Accruals and other payables應計費用及其他應付款29,12536Amount due to a director應付一董事款項791Total liabilities總負債910,85482	Total equity	總權益		1,316,815	1,189,167
Borrowings 借貸 300,744 1,840 1,840 2	LIABILITIES	 負債			
Derivative financial instruments Deferred income tax liabilities	Non-current liabilities				
Deferred income tax liabilities	9				2,300
Current liabilities流動負債Trade payables and bills payable應付賬款及應付票據9104,99926Current income tax liabilities即期所得稅負債14,653Borrowings借貸435,50249Derivative financial instruments衍生金融工具-Accruals and other payables應計費用及其他應付款29,12536Amount due to a director應付一董事款項791Total liabilities總負債910,85482				,	-
Current liabilities流動負債Trade payables and bills payable應付賬款及應付票據9104,99926Current income tax liabilities即期所得税負債14,653Borrowings借貸435,50249Derivative financial instruments衍生金融工具—Accruals and other payables應計費用及其他應付款29,12530Amount due to a director應付一董事款項791Total liabilities總負債910,85482	Deferred income tax liabilities	遞延所得柷貝愩 ————————————————————————————————————		23,200	18,200
Trade payables and bills payable 應付賬款及應付票據 9 104,999 26 Current income tax liabilities 即期所得税負債 14,653 Borrowings 借貸 435,502 49 Accruals and other payables 應計費用及其他應付款 29,125 30 Amount due to a director 應付一董事款項 791 585,070 80 Total liabilities 總負債 910,854 82				325,784	20,500
Current income tax liabilities 即期所得税負債 14,653 Borrowings 借貸 435,502 49- Derivative financial instruments 衍生金融工具 - Accruals and other payables 應計費用及其他應付款 29,125 30 Amount due to a director 應付一董事款項 791  Total liabilities 總負債 910,854 82					
Borrowings 借貸 435,502 49- Derivative financial instruments 衍生金融工具 - Accruals and other payables 應計費用及其他應付款 29,125 36 Amount due to a director 應付一董事款項 791  Total liabilities 總負債 910,854 82			9	•	267,408
Derivative financial instruments 衍生金融工具 - Accruals and other payables 應計費用及其他應付款 29,125 30 Amount due to a director 應付一董事款項 791 585,070 80 Total liabilities 總負債 910,854 82					7,976
Accruals and other payables 應計費用及其他應付款 29,125 30 Amount due to a director 應付一董事款項 791 585,070 80 Total liabilities 總負債 910,854 82				435,502	494,308 564
Amount due to a director       應付一董事款項       791         585,070       80         Total liabilities       總負債       910,854       82				29.125	30,337
Total liabilities 總負債 910,854 82					770
				585,070	801,363
Total equity and liabilities	Total liabilities	總負債		910,854	821,863
Note: Oquity and madmitted	Total equity and liabilities	總權益及負債		2,227,669	2,011,030
Net current assets 流動資產淨值 1,176,537 75.	Net current assets	流動資產淨值		1,176,537	754,752
Total assets less current liabilities 總資產減流動負債 1,642,599 1,209	Total assets less current liabilities	總資產減流動負債		1,642,599	1,209,667

#### Notes:

## CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The following new standards, amendments to standards and interpretations are mandatory for the Group's financial year beginning on or after 1 January 2013 and have been adopted in the preparation of the consolidated financial statements.

HKAS 1 (Amendment)	Presentation of Items of Other Comprehensive Income
HKAS 19 (2011)	Employee Benefits
HKAS 27 (2011)	Separate Financial Statements
HKAS 28 (2011)	Investments in Associates and Joint Ventures
HKFRS 1 (Amendment)	Government Loans
HKFRS 7 (Amendment)	Disclosures – Offsetting Financial Assets and Financial Liabilities
HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangements
HKFRS 12	Disclosures of Interests in Other Entities
HKFRS 13	Fair Value Measurement
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
HK (IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine

The adoption of the above new standards, amendments to standards and interpretation has had no material effect on the preparation of the consolidated financial statements, except for certain disclosures in respect of HKAS 1 (Amendment), HKFRS 7 (Amendment) and HKFRS 13.

#### 2. 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.

### 附註:

## 1. 會計政策和披露的變動

以下新訂準則、準則修訂及詮釋於本集團 二零一三年一月一日開始之財政年度強制應 用並已於編製本合併財務報表時獲採納。

香港會計準則第1號 (修訂本)	其他全面收益項目的 呈列
香港會計準則第19號	僱員福利
香港會計準則第27號 (二零一一年)	獨立財務報表
香港會計準則第28號 (二零一一年)	對聯營及合營企業的 投資
香港財務報告準則 第1號(修訂本)	政府借貸
香港財務報告準則第7號(修訂本)	披露:金融資產和 金融負債的互相 抵消
香港財務報告準則 第10號	綜合財務報表
香港財務報告準則 第11號	聯合安排
香港財務報告準則 第12號	披露於其他實體的權益
香港財務報告準則 第13號	公平值計量
香港財務報告準則 第10號、第11號及 第12號的修訂	綜合財務報表、聯合 安排及披露於其他 實體的權益:過渡 指引
香港(國際財務報告	露天礦場生產期的 剥除成本

採納上述新準則以及準則及詮釋之修訂對編製本集團之合併財務報表並無重大影響,惟有關香港會計準則第1號(修訂本),香港財務報告準則第7號(修訂本)及香港財務報告準則第13號之若干披露除外。

#### 2. 營業額及分部資料

- 詮釋第20號

#### (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。

	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Sale of goods (net of value-added tax) 銷售貨品(已扣除增值税)	1,227,295	1,057,371

#### (b) Segment information – business segment

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.

For the year ended 31 December 2013, 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 2013 are as follows:

#### (b) 分部資料-業務分部

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。

截至二零一三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。

截至二零一三年十二月三十一日止年 度之分部業績如下:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Revenue	收益		
Manufacturing Trading	生產 貿易	939,973 287,322	840,418 216,953
Total revenue	總收益 ————————————————————————————————————	1,227,295	1,057,371
Segment results	分部業績		
Manufacturing	生產	249,692	221,680
Trading	貿易	26,615	9,946
Unallocated corporate expense - net	未分配公司支出-淨額	(57,121)	(44,130)
Finance costs, net	財務成本、淨額	(20,548)	(23,493)
Income tax expense	所得税開支	(48,716)	(35,914)
Share of loss of associates	應佔聯營虧損	(474)	(267)
Profit for the year	本年度溢利	149,448	127,822

Other segment items included in the consolidated income statement are as follows:

			acturing 產 2012 二零一二年 RMB'000 人民幣千元		ding 易 2012 二零一二年 RMB'000 人民幣千元
Depreciation Amortisation Provision for impairment of intangible assets Provision for impairment	折舊 攤銷 無形資產減值撥備 存貨減值撥備	38,479 8,136	34,664 9,551 2,353	76 - -	86 - -
of inventories Provision for/(reversal of) impairment of trade receivables	應收賬款減值撥備/(撥回)	873 1,995	166 525	- 111	(138)
The segment assets an December 2013 and capit year then ended are as follo	al expenditure for t			分部以及截至詞	三十一日之資產 亥日止年度之資
			F	2013 零一三年 RMB'000 民幣千元	2012 二零一二年 RMB'000 人民幣千元
Segment assets Manufacturing Trading Pledged bank deposits Cash and cash equivalent Other corporate assets		之銀行存款 現金等價物	1	,186,689 81,047 32,092 901,307 26,534	953,134 103,071 98,271 833,919 22,635
Total assets	資產總	值	2	,227,669	2,011,030
Segment liabilities Manufacturing Trading Bank borrowings Deferred tax liabilities Current income tax liabilities Other corporate liabilities	<b>分部負</b> 生產 貿易 銀行發 遞與 週 即期所 其他公	款 項負債 得税負債		86,137 21,832 733,276 23,200 14,653 31,756	235,712 35,116 493,188 18,200 7,976 31,671
Total liabilities	負債總	額		910,854	821,863
			F	2013 零一三年 RMB'000 民幣千元	2012 二零一二年 RMB'000 人民幣千元
Capital expenditure Manufacturing Trading	<b>資本開</b> 生產 貿易			46,928 21	47,902 11
				46,949	47,913

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 and intangible assets and deposits for acquisition of land use rights.

The Group's sales within the two operating segments are made to customers in three main geographical areas.

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、税 項及公司借貸等項目。資本開支包括 物業、廠房及設備以及無形資產之增 額及購買土地使用權之訂金。

本集團兩大經營分部於三個主要地區 經營。

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Turnover	營業額		
<ul> <li>Mainland China</li> </ul>	一中國內地	1,004,028	809,336
– Europe	一歐洲	84,708	111,593
<ul> <li>Asia (excluding Mainland China)</li> </ul>	-亞洲(中國內地除外)	75,042	50,970
- Others	一其他	63,517	85,472
		1,227,295	1,057,371

Sales are allocated based on the places/countries in which customers are located.

銷售額乃按客戶所在地區/國家分 配。

		2013 二零一三年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元
Total assets  - Mainland China  - Hong Kong	<b>資產總值</b>	2,168,813 54,763	1,975,105 31,621
- Others	一其他	4,093	4,304
		2,227,669	2,011,030

Total assets are allocated based on where the assets are located.

expenditure was incurred in respect of assets

located in Mainland China.

No geographical analysis of capital expenditure is presented as substantially all of the Group's capital

Revenues of RMB171,196,000 (2012: RMB236,133,000) and RMB114,734,000 (2012: RMB89,028,000), respectively, are derived from two major customers. These revenues are mainly attributable to the manufacturing segment.

資產總值乃按資產所在地分配。

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。

來自兩個主要客戶的收益分別為 171,196,000 元人民幣(二零一二 年: 236,133,000 元人民幣)及 114,734,000元人民幣(二零一二年: 89,028,000元人民幣)。此等收益主 要來自生產分部。

### 3. OPERATING PROFIT

4.

## 3. 經營盈利

2013

2012

		二零一三年	20 二零一二
		RMB'000 人民幣千元	RMB'0 人民幣千
Amortisation of prepaid operating lease payments	預付經營租金款項攤銷	231	2
Depreciation Depreciation	折舊	38,555	34,7
Amortisation of intangible assets	無形資產攤銷	7,905	9,3
Provision for impairment of intangible assets	無形資產減值撥備	-	2,3
Provision for impairment of inventories	存貨減值撥備	873	10
Provision for impairment of trade receivables	應收賬款減值撥備	2,106	3
Employee benefit expense	僱員福利開支	42,831	40,3
Net foreign exchange gains	滙兑收益淨額	4,734	
		2013 二零一三年	
			二零一二 RMB'0
Interest expense on:	利息費用:	二零一三年 RMB'000	二零一二 RMB'0
Interest expense on:  - Bank borrowings wholly repayable within five years	銀行借貸	二零一三年 RMB'000	二零一二 RMB'0 人民幣千
<ul> <li>Bank borrowings wholly repayable within five years</li> <li>Government loans wholly repayable within five years</li> </ul>	一須於五年內全數償還之 銀行借貸 9 一須於五年內全數償還之 政府貸款	二零一三年 RMB'000 人民幣千元	二零一二 RMB'0 人民幣千
<ul><li>Bank borrowings wholly repayable within five years</li><li>Government loans wholly repayable</li></ul>	一須於五年內全數償還之 銀行借貸 e 一須於五年內全數償還之	二零一三年 RMB'000 人民幣千元 (37,091)	二零一二 RMB'0 人民幣千 (32,2
<ul> <li>Bank borrowings wholly repayable within five years</li> <li>Government loans wholly repayable within five years</li> <li>Net foreign exchange gains on</li> </ul>	一須於五年內全數償還之 銀行借貸 B 一須於五年內全數償還之 政府貸款 融資活動的淨匯兑收益	二零一三年 RMB'000 人民幣千元 (37,091) (70)	20 二零一二 RMB'0 人民幣千 (32,24 (32,24
<ul> <li>Bank borrowings wholly repayable within five years</li> <li>Government loans wholly repayable within five years</li> <li>Net foreign exchange gains on financing activities</li> </ul>	一須於五年內全數償還之 銀行借貸 B 一須於五年內全數償還之 政府貸款 融資活動的淨匯兑收益	二零一三年 RMB'000 人民幣千元 (37,091) (70) 9,666	二零一二 RMB'0 人民幣千 (32,2)
<ul> <li>Bank borrowings wholly repayable within five years</li> <li>Government loans wholly repayable within five years</li> <li>Net foreign exchange gains on financing activities</li> </ul> Less: amount capitalised on qualifying	一須於五年內全數償還之 銀行借貸 B 一須於五年內全數償還之 政府貸款 融資活動的淨匯兑收益	二零一三年 RMB'000 人民幣千元 (37,091) (70) 9,666	二零一二 RMB'0 人民幣千 (32,2 (32,2 1,9
<ul> <li>Bank borrowings wholly repayable within five years</li> <li>Government loans wholly repayable within five years</li> <li>Net foreign exchange gains on financing activities</li> <li>Less: amount capitalised on qualifying assets</li> <li>Finance costs</li> </ul>	一須於五年內全數償還之 銀行借貸 2 一須於五年內全數償還之 政府貸款 融資活動的淨匯兑收益 減:合資格資產資本化數額 財務成本 財務成本 財務收益	二零一三年 RMB'000 人民幣千元 (37,091) (70) 9,666 (27,495)	二零一二 RMB'0 人民幣千 (32,2 (32,2 1,9
<ul> <li>Bank borrowings wholly repayable within five years</li> <li>Government loans wholly repayable within five years</li> <li>Net foreign exchange gains on financing activities</li> </ul> Less: amount capitalised on qualifying assets Finance costs	一須於五年內全數償還之 銀行借貸 中一須於五年內全數償還之 政府貸款 融資活動的淨匯兑收益 減:合資格資產資本化數額 財務成本	二零一三年 RMB'000 人民幣千元 (37,091) (70) 9,666 (27,495)	二零一二 RMB'0 人民幣千 (32,2- (32,2-

During the year ended 31 December 2012, finance cost capitalised have been calculated by applying a capitalisation rate of 5.4% per annum on expenditure of qualifying assets.

於二零一二年十二月三十一日止年度內,合 資格資本化的財務成本佔合資格資產開支之 5.4%。

#### 5. TAXATION

#### 5. 税項

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Current tax  - Mainland China corporate income tax	現有税項 一中國內地企業所得税	43,501	29,122
Deferred income tax	遞延所得税項	5,215	6,792
		48,716	35,914

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% (2012: 25%). 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. This preferential tax treatment for Xiamen Doing Biotechnology Co. Ltd. was expired at the end of 31 December 2012.

Xiamen Doingcom Chemicals Co. Ltd. was granted the High and New Technology Enterprise ("HNTE") status in July 2012 being valid for 3 years and Xiamen Doingcom Chemicals Co. Ltd. is entitled to a preferential tax rate of 15%.

#### (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% (2012: 17%) of revenue from sale of goods in Mainland China and entitled to a VAT export refund at 9% to 13% (2012: 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.

附註:

#### (a) 香港利得税

由於本集團並無在香港獲得或賺取應課税溢利,因此並無就香港利得稅作出撥備。

#### (b) 中國內地企業所得税

於中國內地成立之附屬公司須按25%(二零一二年:25%)之税率繳納中國內地企業所得税。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從二零一三年起便不再享有稅收優惠。

於二零一二年七月,廈門中坤生物科技有限公司獲授予高新技術企業的地位,為期三年,而廈門中坤生物科技有限公司可按優惠 税率15%繳税。

#### (c) 海外所得税

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) 中國內地增值税

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%(二零一二年: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%(二零一二年: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) 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.

#### 6. 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.

#### (e) 代扣所得税

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,本集團按照設立在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。

#### 6. 每股盈利

#### 基本

每股基本盈利乃根據歸屬於本公司擁有者之 溢利,除以年內已發行普通股的加權平均數 目計算。

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		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Profit attributable to owners of the Company	溢利歸屬於本公司擁有者	149,425	127,942
Weighted average number of ordinary is shares in issue (thousands)	已發行普通股的加權平均數目 (千計)	483,378	483,488
Basic earnings per share (RMB per share)	每股基本盈利(每股人民幣)	30.9 Cents仙	26.5 Cents仙

#### 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.

#### 攤薄

每股攤薄盈利假設所有可攤薄的潛在普通股被兑換後,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。

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Profit attributable to owners of the Company	溢利歸屬於本公司擁有者	149,425	127,942
Weighted average number of ordinary shares in issue (thousands) Adjustments assuming the exercise of share options (thousands)	已發行普通股的加權平均數目 (千計) 假設購股權被行使的調整(千計)	483,378 1,037	483,488 593
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)	484,415	484,081
Diluted earnings per share (RMB per share)	每股攤薄盈利(每股人民幣)	30.8 Cents仙	26.4 Cents仙

### 7. DIVIDENDS

A final dividend in respect of the year ended 31 December 2013 of HK7.1 cents per share, totalling approximately of RMB27,174,000, is to be proposed at the forthcoming annual general meeting. These financial statements do not reflect such dividend payable.

## 7. 股息

於即將舉行之股東週年大會上,有關截至二零一三年十二月三十一日止年度擬派末期股息每股7.1港仙,合共約27,174,000元人民幣。財務報表並無反映此應付股息。

	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Interim dividend paid of HK1.49 cent 已派中期股息每股普通股1.49港仙 (2012: HK1 cents) per ordinary share (二零一二年:1港仙)	5,729	3,951
Proposed final dividend of HK7.1 cents 擬派末期股息每股普通股7.1港仙 (2012: HK4.1 cents) per ordinary (二零一二年:4.1港仙) share	27,174	16,013
	32,903	19,964

## 8. TRADE RECEIVABLES AND BILLS 8. 應收賬款及應收票據 RECEIVABLE

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 and bills receivable 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。應收賬款及應收票據之賬 齡分析如下:

			2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
0 to 30 days 31 to 60 days 61 to 90 days 91 to 180 days 181 to 365 days Over 365 days	0至30天 31至60天 61至90天 91至180天 181至365天 365天以上		153,659 146,986 88,064 140,849 932 1,113	142,236 94,178 61,258 80,316 3,172 495
Less: Provision for impairme	ent    減:減值撥備		531,603 (6,413)	381,655 (4,307)
			525,190	377,348
TRADE PAYABLES AN	D BILLS PAYABLE	9.	應付賬款及應付票據	
			2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Trade payables Bills payable	應付賬款 應付票據		23,058 81,941	29,824 237,584
			104,999	267,408
The aging analysis of trade based on invoice date were a			應付賬款及應付票據跟據發 析如下:	票日期之賬齡分
			2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
0 to 30 days 31 to 60 days 61 to 90 days 91 to 180 days 181 to 365 days Over 365 days	0至30天 31至60天 61至90天 91至180天 181至365天 超過365天		二零一三年 RMB'000	二零一二年 RMB'000

#### FINAL DIVIDEND

The Board has proposed a final dividend of HK7.1 cents (2012: HK4.1 cents) per ordinary share for the year ended 31 December 2013. Together with the interim dividend of HK1.49 cents (2012: HK1 cents) per share (having been paid on 8 November 2013), the total dividend for the year ended 31 December 2013 amounted to HK8.59 cents (2012: HK5.1 cents) per share, representing a total of RMB32.9 million (2012: RMB19.96 million). Subject to shareholders' approval at the forthcoming annual general meeting to be held on 29 May 2014, the proposed final dividend will be paid on or around 11 July 2014.

#### **CLOSURE OF REGISTERS OF MEMBERS**

The transfer books and register of members of the Company will be closed from Tuesday, 27 May 2014 to Wednesday, 28 May 2014 (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 Monday, 26 May 2014.

The transfer books and register of members of the Company will be closed from Tuesday, 10 June 2014 to Thursday, 12 June 2014 (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 Monday, 9 June 2014.

#### **CORPORATE GOVERNANCE**

Throughout the year ended 31 December 2013, the Company has complied with the code provisions under the Corporate Governance Code as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") except for code provisions A.2.1 and A.6.7 as explained below.

Code provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer ("CEO") should be separate and should 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 considered

#### 末期股息

董事會建議宣派截至二零一三年十二月三十一日止年度的末期股息每股普通股7.1港仙(二零一二年:4.1港仙)。連同中期股息每股股份1.49港仙(二零一二年:1港仙)(已於二零一三年十月八日派付),截至二零一三年十二月三十一日止年度的總計股息將為每股股份8.59港仙(二零一二年:5.1港仙),總計股息為3,290萬元人民幣(二零一二年:1,996萬元人民幣)。待股東於二零一四年五月二十九日舉行的應屆股東週年大會上批准後,建議末期股息將於二零一四年七月十一日或前後派付。

## 暫停辦理股份過戶手續

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,本公司將於二零一四年五月二十七日(星期三)至二零一四年五月二十八日(星期三)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,最遲須於二零一四年五月二十六日(星期一)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。

本公司將於二零一四年六月十日(星期二)至二零一四年六月十二日(星期四)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,最遲須於二零一四年六月九日(星期一)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。

#### 企業管治

截至二零一三年十二月三十一日止年度內,本公司 一直遵守聯交所證券上市規則(「上市規則」)附錄14 所載之《企業管治守則》之守則條文,惟下文闡述之 守則條文第A.2.1條及A.6.7條則除外。

守則條文第A.2.1條規定,主席與行政總裁之角色應有區分,並不應由一人同時兼任。主席與行政總裁之間職責之分工應清楚界定並以書面列載。本公司並無高級職員獲授行政總裁職銜。本公司主席承總裁楊毅融先生現負責策略規劃、整體企業發產企業發達以及主席職責。董事再與認為,基於本集團之業務性質及範疇,楊先生不但數本集團持續發展,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

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.

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。

Under the code provision A.6.7, independent non-executive directors and non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Mr. Feng Tao was unable to attend the annual general meeting of the Company held on 28 May 2013 due to other important engagements. All other independent non-executive directors and non-executive directors had attended the 2013 annual general meeting to answer questions and collect views of shareholders.

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二零一三年五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二零一三年度股東週年大會,回應提問及聽取股東之意見。

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

# During the year ended 31 December 2013, the Company had not redeemed and neither the Company nor any of its subsidiaries had purchased or sold any of the Company's listed securities.

#### 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 2013.

#### **AUDIT COMMITTEE**

The Audit Committee of the Board has reviewed the accounting policies, accounting standards and practices adopted by the Group and the consolidated financial statements and results of the Group for the year ended 31 December 2013.

#### REMUNERATION COMMITTEE

The Remuneration Committee of the Board has reviewed remuneration policy and packages of the Directors and senior management for the year ended 31 December 2013.

### 購買、出售或贖回本公司之上市股份

截至二零一三年十二月三十一日止年度,本公司並 無贖回,而本公司或其任何附屬公司概無購買或出 售本公司任何上市證券。

#### 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,彼等於截至二零一三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。

#### 審核委員會

董事會審核委員會已審閱本集團採用的會計政策、 會計準則與慣例,以及本集團截至二零一三年十二 月三十一日止年度的合併財務報表及業績。

#### 薪酬委員會

董事會薪酬委員會已審閱董事及高級管理層截至二零一三年十二月三十一日止年度的薪酬政策及組合。

## PUBLICATION OF THE ANNUAL RESULTS AND ANNUAL REPORT

This results announcement is published on the designated website of the Stock Exchange (<a href="www.hkexnews.hk">www.hkexnews.hk</a>) and on the website of the Company (<a href="www.ecogreen.com">www.ecogreen.com</a>). The 2013 annual report containing all the information required by The Listing Rules will be despatched to shareholders and will be published on the aforementioned websites in due course.

By order of the Board

EcoGreen Fine Chemicals Group Limited
Yang Yirong
Chairman & President

Hong Kong, 25 March 2014

As at the date of this announcement, the Board of Directors of the Company comprises of five executive Directors, namely Mr. Yang Yirong (Chairman), Mr. Gong Xionghui, Ms. Lu Jiahua, Mr. Han Huan Guang and Mr. Lin Zhigang, one non-executive Director, namely Mr. Feng Tao and three independent non-executive Directors, namely Mr. Yau Fook Chuen, Mr. Wong Yik Chung, John and Mr. Lau Wang Yip, Derrick.

#### 刊登全年業績及年報

本業績公佈於聯交所指定網站(www.hkexnews.hk) 及本公司網站(www.ecogreen.com)內刊載。載有上 市規則所規定一切資料之二零一三年年報,將於適 當時候寄交股東及於上述網站內刊載。

承董事會命 中怡精細化工集團有限公司 *主席及總裁* 楊毅融

香港,二零一四年三月二十五日

於本公佈日期,本公司之董事會包括五位執行董事,分別為楊毅融先生(主席)、龔雄輝先生、盧家華女士、韓歡光先生及林志剛先生;一位非執行董事為馮濤先生;及三位獨立非執行董事,名字為丘福全先生、黃翼忠先生及劉宏業先生。