



東瑞製葯(控股)有限公司

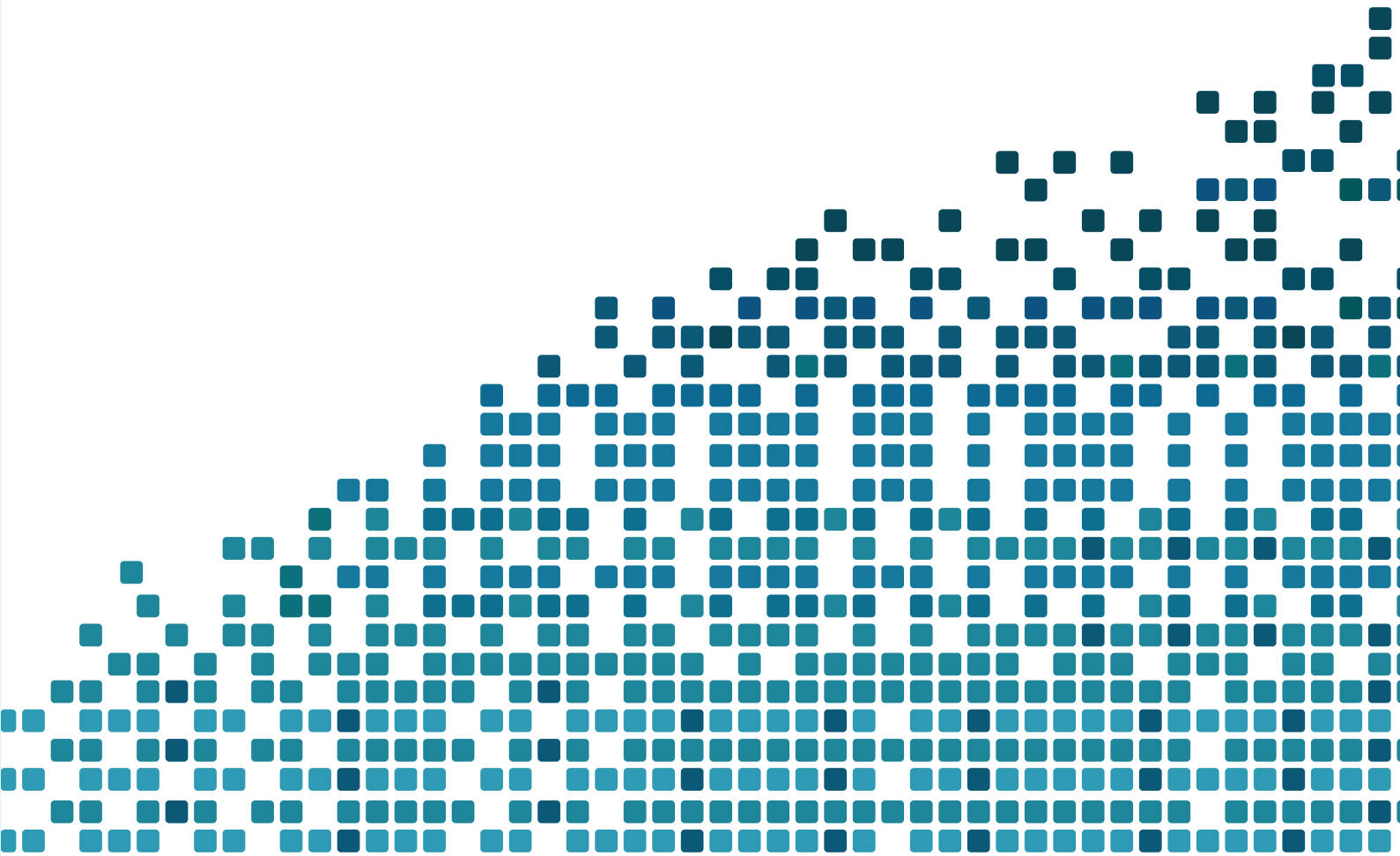
DAWNRAYS PHARMACEUTICAL (HOLDINGS) LIMITED

(在開曼群島註冊成立的有限公司)

(incorporated in the Cayman Islands with limited liability)

股份編號：2348 Stock Code：2348

ANNUAL REPORT 2009 年報



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Corporate Information

公司資料

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Ms. LI Kei Ling (*Chairman*)
Mr. HUNG Yung Lai
Mr. LI Tung Ming
Mr. GAO Yi

NON-EXECUTIVE DIRECTOR

Mr. LEUNG Hong Man

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. PAN Xue Tian
Mr. CHOI Tat Ying Jacky
Mr. SIK Siu Kwan

CHIEF EXECUTIVE OFFICER

Mr. GAO Yi

AUDIT COMMITTEE

Mr. SIK Siu Kwan (*Chairman*)
Mr. PAN Xue Tian
Mr. CHOI Tat Ying Jacky

REMUNERATION COMMITTEE

Ms. LI Kei Ling (*Chairman*)
Mr. PAN Xue Tian
Mr. CHOI Tat Ying Jacky
Mr. SIK Siu Kwan

NOMINATION COMMITTEE

Ms. LI Kei Ling (*Chairman*)
Mr. PAN Xue Tian
Mr. CHOI Tat Ying Jacky
Mr. SIK Siu Kwan

董事會

執行董事

李其玲女士 (*主席*)
熊融禮先生
李東明先生
高毅先生

非執行董事

梁康民先生

獨立非執行董事

潘學田先生
蔡達英先生
薛兆坤先生

總裁

高毅先生

審核委員會

薛兆坤先生 (*主席*)
潘學田先生
蔡達英先生

薪酬委員會

李其玲女士 (*主席*)
潘學田先生
蔡達英先生
薛兆坤先生

提名委員會

李其玲女士 (*主席*)
潘學田先生
蔡達英先生
薛兆坤先生

Corporate Information 公司資料

AUDITORS

Ernst & Young

Certified Public Accountants, Hong Kong

核數師

安永會計師事務所

執業會計師，香港

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
Industrial and Commercial Bank of China Suzhou Wuzhong Sub-Branch
Agricultural Bank of China Suzhou Nanmen Sub-Branch

主要往來銀行

中國銀行(香港)有限公司
香港上海滙豐銀行有限公司
中國工商銀行蘇州市吳中支行
中國農業銀行蘇州市南門支行

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suites 3212-13 Shell Tower, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

總辦事處及主要營業地點

香港
銅鑼灣
勿地臣街一號時代廣場
蜆殼大廈 3212-13 室

REGISTERED OFFICE

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

註冊辦事處

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

HSBC Trustee (Cayman) Limited
P.O. Box 484
HSBC House
68 West Bay Road
Grand Cayman, KY1-1106 Cayman Islands

主要股份過戶登記處

HSBC Trustee (Cayman) Limited
P.O. Box 484
HSBC House
68 West Bay Road
Grand Cayman, KY1-1106 Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

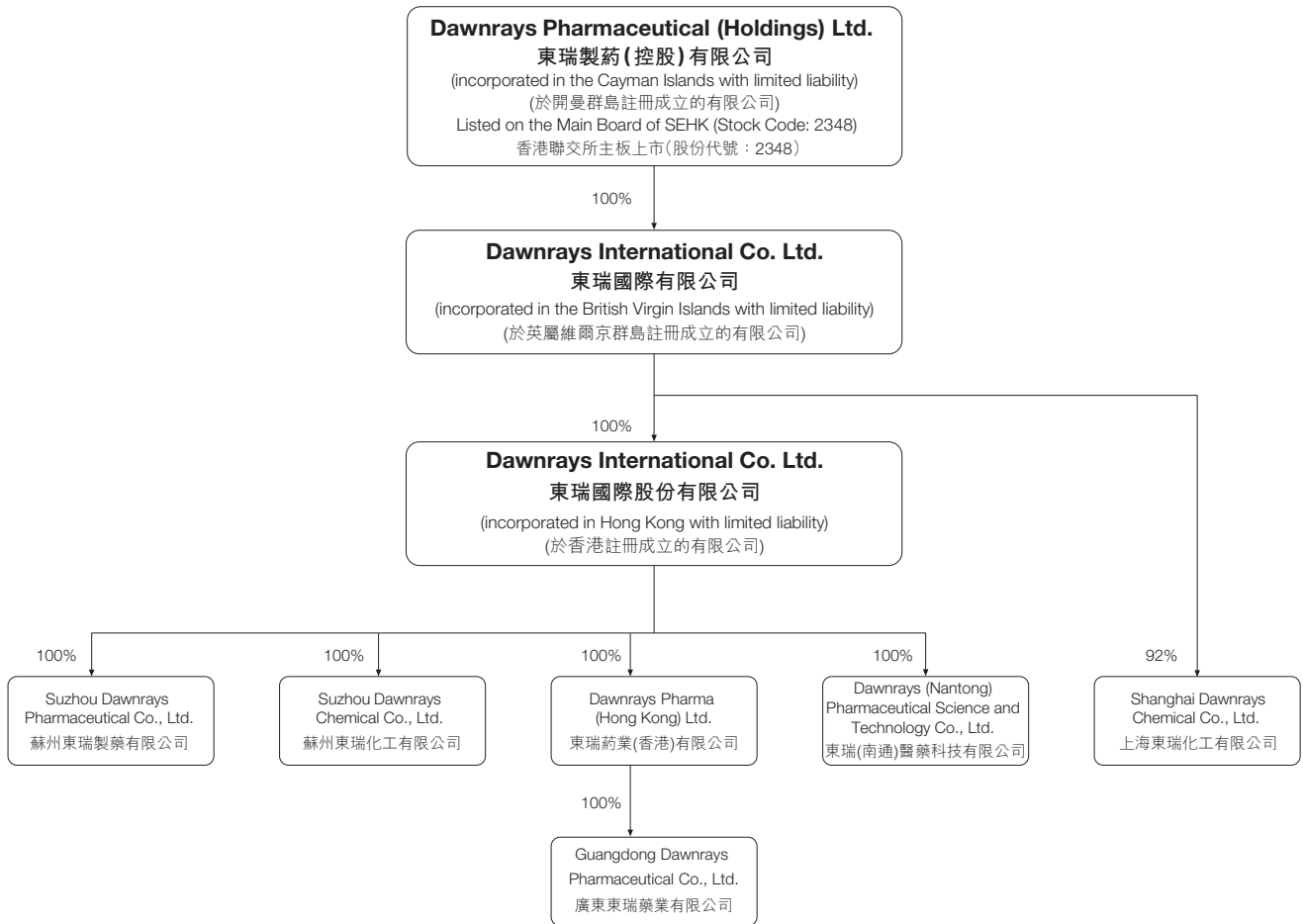
Tricor Abacus Limited
26/F Tesbury Centre
28 Queen's Road East
Hong Kong

香港股份過戶登記分處

卓佳雅柏勤有限公司
香港
皇后大道東28號
金鐘匯中心26樓

Group Structure

本集團架構圖



Chairman's Statement

主席報告

Dear SHAREHOLDERS:

On behalf of the board (the "Board") of the directors (the "Directors") of Dawnrays Pharmaceutical (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group"). I am glad to present the results of the Group for the year ended 31 December 2009 (the "reporting period").

RESULTS

The Group has recorded the revenue of approximately RMB1,082,110,000 for the year ended 31 December 2009 (2008: RMB947,710,000), which was increased by 14.2% from the revenue of 2008. Profit attributable to equity holders of the parent was approximately RMB118,388,000 (2008: RMB102,037,000), which was increased by 16.0% from the profit of 2008. The increase in revenue was mainly due to the growth in the Group's bulk medicines business and system specific medicines business. Specifically, the sales of bulk medicines increased 16.0%, and the sales of system specific medicines increased 18.8%. Consistently, the Group pays close attention to the development tendency of the total policy for China environmental protection and formulates plans ahead of time. The Group has been investing in construction of environmentally friendly pollution-control facilities and Good Manufacturing Practice ("GMP") upgrading facilities for a few years already. Hence, in 2009 both the original and new production capacities of the bulk medicines could still be fully utilized under the Central Government's stringent legal requirements for environmental protection and increased the sale of bulk medicines. Also, from the strategic development perspective, the Group has been enhancing the market penetration actions in the field of cardiovascular system specific medicines and expanding the doctors' expertise network incrementally. Therefore, the market share for system specific medicines was increased. The growth of the system specific medicines business not only increased the general gross profit margin but also optimized our product portfolio. In addition, the Group insists on utilizing the tight cost-control principle of corporate finance. Under the current economic environment of credit crisis and financing difficulties caused by financial crisis all over the world, the Group has managed to maintain healthy and stable cashflows. The operating activities cash inflow was RMB138,987,000 in 2009 (2008: RMB97,799,000), which was increased by 42.1%. Hence, for the year ended 31 December 2009, under the condition of maintaining stable dividend payout policy, almost all the development projects have been funded by the Group's own sufficient internal capital resources.

致各股東：

本人欣然代表東瑞製葯(控股)有限公司(「本公司」)之董事(「董事」)會(「董事會」)提呈本公司及其附屬公司(統稱「本集團」)截至二零零九年十二月三十一日止年度(「報告期間」)之業績報告。

業績

本集團截至二零零九年十二月三十一日止年度錄得營業額約人民幣1,082,110,000元(二零零八年：人民幣947,710,000元)，比二零零八年增長14.2%。母公司權益持有人應佔溢利約人民幣118,388,000元(二零零八年：人民幣102,037,000元)，比二零零八年增長16.0%。營業額增長主要是本集團原料藥和專科藥業務增長所帶來。其中，原料藥銷售額增長16.0%，專科藥增長18.8%。一貫以來，本集團十分關注中國環境保護整體政策的發展趨勢，提前制定各項計劃。近年來，本集團持續大力投入環保設施及對藥品生產質量管理規範(「GMP」)生產設施升級改造，因而原料藥原有和新增的產能，在2009年中央政府嚴格的環保法定要求下，仍得到充分發揮，使原料藥業務得以增長。另外，在發展戰略方面，本集團一直加大在心血管等專科藥的市場滲透力度，逐步擴大專家網絡。所以，專科藥的市場份額進一步擴大。專科藥業務的增長不僅使集團整體毛利率增加，而且使本集團產品結構得到優化。此外，本集團一貫堅持嚴格控制費用的財務原則。在金融海嘯帶來全球資金緊縮的環境下，本集團現金流健康、穩健。2009年全年經營活動現金流入為人民幣138,987,000元(二零零八年：人民幣97,799,000元)，比二零零八年增長42.1%。故此，截至二零零九年十二月三十一日止年度，在保證派息政策穩定的前提下，基本上本集團的所有發展項目，仍然採用充裕的自有資金加以安排。

Chairman's Statement

主席報告

FINAL DIVIDEND

The Board has resolved to declare a final dividend of HK\$0.05 per share for the year ended 31 December 2009, amounting to the total sum of approximately HK\$39,530,000 (approximately equivalent to RMB34,769,000).

Taking into consideration the interim dividend of HK\$0.018 per share, the total annual dividend distributed for the year is HK\$0.068 per share. The dividend payout ratio is approximately 39.9%.

THE OVERVIEW OF 2009

Due to the healthcare reform and industry policies formulated by the Central Government, pharmaceutical manufacturers in China maintained growth in both domestic sales and profit in the year 2009. Meanwhile, because of the international financial crisis, the growth of export sales decreased and firms faced major stress from international markets. One main reason was that financial crisis caused many countries to adopt a monetary policy to depreciate currencies. The currency of China, Renminbi (RMB), however, has been appreciating substantially, which made Chinese firms who specialize in bulk exporting faced pressure overseas.

The Ministry of Environmental Protection of the People's Republic of China issued the "Discharge Standard of Water Pollutants for Pharmaceutical Industry" in June of 2008, which officially set the standard for all the newly established pharmaceutical manufacturers to follow. The incumbents were required to update their pollution control facilities in given periods. Because the new standard is high, many enterprises in the pharmaceutical sector have been upgrading their facilities or changing technologies to satisfy the discharge standard, basically through establishing new water pollutant systems and solid pollutant systems. Hence, the capital expenditure was increased but the profit decreased for many firms.

Because of the new wave of healthcare reform formulated by the Central Government of China, especially the issue of the "National Essential Drug System" and the "National Essential Drug List-Section for state-owned grass-roots health institutions uses", domestic pharmaceutical market demand is increasing, which leads to the fast growth of the pharmaceutical industry. The Board believes that the increase rate of industrial output value for the pharmaceutical sector in 2009 would be similar to the rates of the past two years, i.e., approximately 16%.

末期派息

董事會決議宣派截至二零零九年十二月三十一日止年度末期股息為每股港幣0.05元，合共約港幣39,530,000元（約相當於人民幣34,769,000元）。

連同中期股息每股港幣0.018元計算，本年度全年共派息每股港幣0.068元，派息比例約39.9%。

2009年概覽

二零零九年中國醫藥工業在中央政府醫改政策的推動下，國內市場銷售和利潤都保持增長。同時，受國際金融危機影響，海外出口增長速度放緩，企業面臨較大的國際市場壓力。原因之一是金融危機導致部分國家貨幣貶值，而中國貨幣（人民幣）升值相對較多，使中國很多原料藥的製造企業面對產品出口壓力。

中華人民共和國環境保護部於2008年6月頒佈了《製藥工業水污染物排放標準》，要求新建製藥企業必須按新標準設計和生產，老企業則要求在限期內完成整改。由於新標準要求高，許多企業通過工藝改造、技術更新降低廢物排放達到符合排放標準，或自建廢水、廢物處理系統，增加了企業資本投入和降低了當年的盈利。

在新一輪中國醫藥衛生體制深化改革推動下，尤其是《國家基本藥物制度》和《國家基本藥物目錄（基層醫療衛生機構配備使用部份）》的出台，國內醫藥市場需求增加速度加快，拉動醫藥產業快速發展。董事會認為2009年中國醫藥行業工業產值增長率應和前兩年相若，約保持在16%。

Chairman's Statement 主席報告

Because of the implementation of major industry policies such as the "Provisions for Drug Registration" and new GMP standards, the speed for pharmaceutical sector firms' reorganization and restructuring is rapid. For one thing, the industry resources are effectively flowing into strong players in this sector. The Central Government of China formulated a few important industry policies in order to upgrade the technologies of drug manufacturers and to restructure the industry as a whole. The Group understands that the healthcare reform will stimulate an increase in the demand of essential drugs on the one hand and shape the distribution channels of the industry on the other. The growth opportunities for hospitals at the county-level are especially tremendous. Therefore, the products of the Group fully leverage the advantages associated with the cephalosporin vertical integration, the matured sales force, and the flexible management model to cover basic healthcare units, including county-level hospitals and community-level hospitals in major cities.

THE PROSPECTS OF 2010

In 2010, the Board believes that the local governments of China will incrementally implement the reform projects of public hospitals and provide fiscal subsidies for the basic healthcare units (i.e., hospitals at the county-level). From the perspective of hospital operations, the core message of healthcare reform in China will be establishing effective public hospital administration systems and exploring the public hospital governance mechanisms. Hospitals are institutional buyers of the Group. Any change in their purchasing behaviors will generate significant impacts to the future growth of pharmaceutical firms.

In the meantime, the State Food and Drug Administration ("SFDA") of the People's Republic of China is going to refer to the GMP of the World Health Organization as the benchmark of China's GMP. China's SFDA will also follow the GMP standards set by the US and European Union in order to upgrade China's GMP to the cutting edge of global standards. From the perspective of the SFDA, this is one major force to push domestic pharmaceutical firms to compete in the global arena. Hence, currently the small and mid-sized firms with old technologies and limited resources will face the stress of being eliminated in the near future.

隨著《藥品註冊管理辦法》等醫藥政策和新版GMP標準的提高，行業優勝劣汰的調整步伐進一步加快，產業資源加速向優勢企業集中。中國中央政府相繼推出了相關產業政策用於實施醫藥生產技術改造和加快醫藥行業結構調整。本集團深入理解到國家醫藥政策導致基礎醫療需求的增長，也使得銷售渠道在發生轉變。具體而言，縣醫院等中低端市場用藥增長機會大。所以，本集團的產品充分利用頭孢類產品的垂直一體化生產優勢、成熟的銷售渠道和靈活的管理模式，覆蓋中低端醫院，包括縣級醫院及富裕城市社區醫院。

2010年展望

董事會認為，中國各地方政府在2010年會逐步落實公立醫院改革方案和根據基本藥物目錄對基層醫療衛生機構的補償政策。從醫院方面而言，建立高效的公立醫院管理體制，探索公立醫院法人治理機構將成為中國醫改的核心內容。醫院，作為本集團的終端客戶，對於藥品採購模式的變動，必將會對製藥企業的成長產生深遠的影響。

同時，中國食品藥品監督管理局會按照世界衛生組織的GMP為基本藍本，參照美國、歐洲聯盟GMP的標準，使中國GMP標準提升到國際公認的先進水準，使中國製藥企業能夠全面參與國際競爭。目前中國技術落後、生存困難的中小企業將面臨逐步被淘汰的壓力。

Chairman's Statement 主席報告

Based upon the above brief analysis, the Board believes that the competitive advantage of the Group in 2010 will come from the capability of marketing in the drug marketplace and the ability to adapt to the healthcare industry policy in China. The Group will enhance the market research and research and development (“R&D”) management for high-end products to increase the knowledge and technology capabilities of the firm. In the long term, the strategy of technological leadership and the flexible corporate resource arrangement will allow us as a pharmaceutical enterprise to outperform our competitors in an ever-changing emerging market and create value and a desired rate of return for our shareholders.

HUMAN RESOURCES

The Board believes that the direction of building any pharmaceutical enterprise should be based on cutting edge knowledge and technology. We believe that human resources are the most valuable treasure of the Group and the essential driving force for the sustainable development of the Group. I would like to take this opportunity to express my sincere gratitude to my colleagues spread across China for their dedication and diligence.

Li Kei Ling

Chairman

Hong Kong, 30 March 2010

據此，董事會認為對於藥品市場的銷售能力和對於中國醫療政策的適應能力將在2010年構築本集團的競爭力。本集團將加大對於高端產品的市場分析和研發工作，增加企業的科技實力。長久來看，技術領先的策略和靈活的企業資源配置才能夠使一個製藥企業在不斷變化的新興市場中脫穎而出，並為股東創造價值和理想的回報。

企業人才

董事會認為製藥企業的建設方向是以知識密集為基礎的。我們一致認為人才是我們企業最寶貴的財富和下一步可持續發展的根本所在。我借此機會，對認真敬業、努力工作的、分佈在全中國各地的同事深表謝意。

主席

李其玲

香港，二零一零年三月三十日

BUSINESS REVIEW

BUSINESS OVERVIEW

In January 2009, the new medical reform of the People's Republic of China ("PRC") was formally rolled out. Based on the main features of the pharmaceutical industry of China, namely the continuous rapid growth of the industry as a whole, the initial progress made on the restructuring of the industry, the accelerated pace of innovation and further standardization of the distribution mechanism of pharmaceutical products, and taking into account the actual conditions of the Group, the Group further rationalized its production procedures and increased its product yield, thereby lowering its manufacturing cost. Following the successful commencement of production of Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd. in 2009, the Group further expanded its production capacity, and the scale of economy created also helped reduce manufacturing cost. In respect of the sales strategies, the Group further adjusted its product portfolio, and got through to its marketing efforts, "cefepime", its new product launched in 2008, has seen significant increase in sales and expansion of market share in 2009. As the exclusive research partner and designated medicine supplier of the "Chinese Hypertension Intervention Efficacy Study" ("CHIEF" Study) under China's Eleventh Five-Year plan, the Group effectively enhanced its corporate image and brand recognition, recording steady increase in sales. On the research and development front, the Group mainly cooperated with research institutes, focusing on the research and development of new drugs and first generic version drugs with the majority related to the cardiovascular field.

PRODUCTION & SALES OPERATION

For the year ended 31 December 2009, the production and sales volume of bulk medicines of the Group increased by 17.5% and 25.2% respectively as compared to the corresponding period of 2008. The production and sales volume of powder for injections increased by 6.7% and 3.7% respectively as compared to the corresponding period of last year. The production and sales volume of solid-dosage-forms increased by 13.7% and 9.7% respectively as compared to the corresponding period of last year. Export sales of the Group amounted to approximately RMB99,688,000, increased by 34.5% as compared to RMB74,103,000 recorded in the corresponding period of last year.

業務回顧

營運概況

二零零九年一月，中國新一輪的醫療改革正式全面啟動，本集團圍繞當前中國醫藥產業發展的主要特點，針對醫藥行業整體繼續保持快速增長、產業結構調整初見成效、自主創新步伐加快、醫藥流通秩序進一步規範等，結合本集團的實際情況，在生產環節上進一步革新優化生產工藝，提升了產品收率，從而降低了生產成本；同時，東瑞(南通)醫藥科技有限公司順利在2009年投產，本集團生產能力進一步擴大，規模效應下生產成本亦得以降低。在銷售策略上進一步調整產品結構，2008年新上市的產品“頭孢吡肟”通過市場推廣工作，於2009年銷售量大幅上升，市場佔有率進一步提高。本集團作為國家「十一·五」[高血壓綜合防治研究]（“CHIEF” Study）計劃的唯一研究合作方和研究用藥指定供應商，公司形象和產品知名度得以提升，銷售數量穩步增長。在研發工作上重點與科研院所合作，研發新藥和首仿藥物，主要集中在心血管領域。

生產銷售概況

截止二零零九年十二月三十一日止年度，本集團原料藥的生產量和銷售量分別較二零零八年同期增長17.5%和25.2%，粉針劑生產和銷售較上年增長6.7%及3.7%；固型劑的產量和銷售量較上年增長13.7%及9.7%。本集團出口銷售額約人民幣9,968.8萬元，較去年同期人民幣7,410.3萬元增加34.5%。

Management Discussion and Analysis

管理層討論與分析

DEVELOPMENT OF NEW PRODUCTS

In 2009, the Group applied to the State and/or Provincial Food and Drug Administration to register a total of 30 products for 32 registrations. Accordingly, the Group received 17 supplemental production permits and 4 clinical permits. There were 7 products under clinical trials. The clinical trial of system specific medicines for chronic hepatitis B and those for cardiovascular system completed. There are on-going clinical trials for 5 products included system specific medicines for cardiovascular system and anti-infective medicines.

CONSTRUCTION PROJECTS FOR THE EXPANSION OF PRODUCTION FACILITIES

Construction projects for the expansion of production facilities in 2009 included:

Pharmaceutical Chemical Intermediates

Civil works of phase II of the project of Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd. commenced.

Preliminary approvals for projects for new products of Suzhou Dawnrays Chemical Co., Ltd. had been sought from the government and the construction plan was on the way.

Bulk Medicines

Civil works of the bulk medicines project in Hedong Industrial Park of Suzhou Dawnrays Pharmaceutical Co., Ltd. commenced.

Pharmaceutical Preparations

Design of the solid-dosage-forms preparations project in Hedong Industrial Park of Suzhou Dawnrays Pharmaceutical Co., Ltd. commenced.

VOLUNTARY WINDING-UP OF SHANGHAI DAWNRAYS CHEMICAL CO., LTD.

Due to the limitations imposed by the environmental protection policies of Shanghai city and the change of land usage, the normal operation and sustainable development of Shanghai Dawnrays Chemical Co., Ltd. were affected. In January 2010, the Group commenced the liquidation procedure for the voluntary winding-up of Shanghai Dawnrays Chemical Co., Ltd.

新產品情況

二零零九年共有30個品種向國家和/或省食品藥品監督管理局進行了註冊申報，申報註冊事項32項；獲補充批件17個；獲臨床批件4個；共有7個品種進行臨床試驗，其中慢性乙型肝炎治療專科用藥及心血管系統專科用藥的臨床試驗已完成，其他5個品種包括心血管系統專科用藥及抗感染用藥正在進行臨床試驗。

擴充生產設施項目建設

二零零九年的生產設施建設項目分別如下：

醫藥化工中間體

東瑞(南通)醫藥科技有限公司二期項目開始土建。

蘇州東瑞化工有限公司新產品項目通過政府初審，開始規劃設計。

醫藥原料

蘇州東瑞製藥有限公司河東工業園原料藥項目開始土建。

醫藥製劑

蘇州東瑞製藥有限公司河東工業園固型製劑項目開始設計。

自願性結束上海東瑞化工有限公司

因為受到上海市環保政策限制和土地使用用途的變更，影響了上海東瑞化工有限公司的正常經營和後續發展，本集團在二零一零年一月起啟動結束上海東瑞化工有限公司的清算程序。

Management Discussion and Analysis 管理層討論與分析

As Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd. has already commenced production, the winding-up of Shanghai Dawnrays Chemical Co., Ltd. will not jeopardise the productivity and operation of the Group.

基於東瑞(南通)醫藥科技有限公司已正式投產，結束上海東瑞化工有限公司不會影響本集團的產能及營運。

FINANCIAL REVIEW

SALES AND GROSS PROFIT

For the year ended 31 December 2009, the Group has achieved the revenue of approximately RMB1,082,110,000, equivalent to an increase of 14.2% compared with the corresponding period of last year. Gross profit was approximately RMB328,052,000, equivalent to an increase of 27.8% compared with the corresponding period of last year. Gross profit margin was increased by 3.2% to 30.3% (2008: 27.1%). The main reasons for the growing revenue were the surge in sales volume of bulk medicines by 25.2% with a stable increase in sales volume for the relative high gross profit margin products, system specific medicines and powder for injections, by 9.7% and 3.7% respectively compared with the corresponding period of last year. Moreover, the unit production cost decreased.

財務回顧

銷售及毛利

截至二零零九年十二月三十一日止年度，本集團全年營業額約人民幣1,082,110,000元，比去年同期增長14.2%。毛利額約人民幣328,052,000元，比去年同期增長27.8%。毛利率為30.3%，較去年同期的27.1%增長了3.2%。毛利率上升的主要原因是原料藥的銷售數量較去年同期大幅增長25.2%，較高毛利率的固型劑及粉針劑的銷售數量則有平穩增長，分別較去年同期增長9.7%及3.7%；以及產品單位成本降低所致。

TABLE OF TURNOVER ANALYSIS

Product 產品		Turnover (RMB'000) 營業額(人民幣千元)			Sales Breakdown (%) 銷售比例(%)		
		2009	2008	Changes	2009	2008	Changes
		二零零九年	二零零八年	變幅	二零零九年	二零零八年	變幅
Bulk Medicines	原料藥	636,014	548,092	87,922	58.78	57.83	0.95
Powder for Injections	粉針劑	285,307	264,322	20,985	26.37	27.89	-1.52
Solid-Dosage-Forms	固型劑	160,789	135,296	25,493	14.85	14.28	0.57
Overall	總體	1,082,110	947,710	134,400	100.00	100.00	0.00

營業額分析－按產品劃分

EXPENSES

The total expenses incurred during the year increased 24.1% making total of RMB181,184,000 compared with the corresponding period of last year, equivalent to 16.7% of turnover (2008: 15.4%). The increase was mainly due to the selling and distribution costs increased by RMB21,811,000 compared with the corresponding period of last year. The main reasons for the increase were the surge of freight expenses due to the increased turnover and rise in fuel price. The promotion and marketing activities expenses also increased due to the exploitation of China and overseas markets.

費用

年內，費用總支出約共人民幣181,184,000元，較去年同期增加24.1%。佔營業額的比例為16.7%(二零零八年:15.4%)。費用增加原因主要是業務增長及油價的上升增加了運輸費，及為了拓展國內及國外市場，增加了宣傳推廣活動導致銷售及分銷費用較去年同期增加人民幣21,811,000元。

Management Discussion and Analysis

管理層討論與分析

PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

For the year ended 31 December 2009, profit attributable to equity holders of the parent amounted to approximately RMB118,388,000 equivalent to an increase of 16.0% compared with the corresponding period of last year.

ANALYSIS ON THE RETURN ON ASSETS

As at 31 December 2009, net assets attributable to equity holders of the parent were approximately RMB711,289,000. Net return on net assets, which is defined as the profit attributable to equity holders of the parent divided by net assets attributable to equity holders of the parent, was 16.6% (2008: 16.2%). The current ratio and quick ratio was 1.80 and 1.34 respectively. Turnover days for trade and notes receivables was approximately 137 days. The turnover days for inventory was approximately 82 days.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2009, the Group held cash and cash equivalents of approximately RMB86,450,000 (as at 31 December 2008: RMB38,936,000). During the year, the net cash flows from operating activities was approximately RMB138,987,000 (2008: RMB97,799,000). Net cash flows used in investing activities was approximately RMB60,396,000 (2008: RMB82,853,000). Net cash flows used in financing activities was approximately RMB30,987,000 (2008: RMB50,399,000).

As at 31 December 2009, the debt ratio (defined as the sum of bank advances for discounted bills plus interest-bearing bank loan over total assets) of the Group was 0.9% (as at 31 December 2008: 2.6%).

As at 31 December 2009, the Group had aggregate bank facilities of approximately RMB700,568,000 (as at 31 December 2008: RMB595,000,000).

母公司權益持有人應佔溢利

截至二零零九年十二月三十一日止年度，母公司權益持有人應佔溢利約人民幣118,388,000元，比去年同期增加16.0%。

資產盈利能力分析

於二零零九年十二月三十一日，母公司權益持有人應佔淨資產約人民幣711,289,000元，淨資產收益率(界定為母公司權益持有人應佔溢利除以母公司權益持有人應佔淨資產)為16.6%(二零零八年：16.2%)。流動比率和速動比率分別為1.80和1.34，應收帳款(含應收票據)周轉期約137日，存貨周轉期約82日。

流動資金及財政資源

於二零零九年十二月三十一日，本集團持有現金及現金等價物約人民幣86,450,000元(於二零零八年十二月三十一日：人民幣38,936,000元)。年內，從經營業務流入的現金流量淨額約人民幣138,987,000元(二零零八年：人民幣97,799,000元)；使用在投資活動的現金流出淨額約人民幣60,396,000元(二零零八年：人民幣82,853,000元)；使用在融資活動的現金流出淨額約人民幣30,987,000元(二零零八年：人民幣50,399,000元)。

於二零零九年十二月三十一日，本集團之負債比率(界定為銀行貼現票據及計息銀行貸款總和除以資產總值)為0.9%(於二零零八年十二月三十一日：2.6%)。

於二零零九年十二月三十一日，本集團的銀行信貸總額度約人民幣700,568,000元(於二零零八年十二月三十一日：人民幣595,000,000元)。

Management Discussion and Analysis

管理層討論與分析

As at 31 December 2009, the Group's capital commitments amounted to approximately RMB154,410,000 (as at 31 December 2008: RMB113,370,000), which mainly derived from the construction of new workshops for non-cephalosporin bulk medicines and solid-dosage-forms preparation, re-engineering of old workshop to meet new GMP requirements in Suzhou Dawnrays Pharmaceutical Co., Ltd., the phase II of plant construction in Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd., the construction of multi-functional workshop in Suzhou Dawnrays Chemical Co., Ltd., etc. The Group has sufficient financial and internal resources to bear the capital expenditure.

Save as aforesaid disclosure, the Group had no significant external investments or material acquisitions or disposal of subsidiaries and associated companies during the year.

FOREIGN EXCHANGE AND TREASURY POLICIES

As the Group's substantial business activities, assets and liabilities are denominated in Renminbi, the risk derived from the foreign exchange to the Group is not high. The treasury policy of the Group is to manage any risk of foreign exchange (if any) only if it will potentially impose a significant impact on the Group. The Group continues to observe the foreign exchange market, and may hedge against foreign currency risk with foreign exchange forward contracts if necessary.

STAFF AND REMUNERATION POLICY

As at 31 December 2009, the Group employed approximately 1,706 employees and the total remuneration was approximately RMB83,165,000 (2008: RMB72,050,000). The Group regards human resources as the most valuable assets and truly understands the importance of attracting and retaining high-performance employees. The remuneration policy is generally based on the references of market salary index and individual qualifications. The Group provides its employees with other fringe benefits, including defined contribution retirement schemes, share option scheme and medical coverage. The Group also offers some of its employees stationed in the PRC with dormitory accommodation.

CHARGE ON ASSETS

As at 31 December 2009, the Group had no asset being pledged to banks to obtain credit facilities (as at 31 December 2008: Nil).

於二零零九年十二月三十一日，本集團的資本開支承擔約人民幣154,410,000元（於二零零八年十二月三十一日：人民幣113,370,000元），主要涉及蘇州東瑞製藥有限公司的非頭孢原料藥車間和新固型劑車間的建設以及舊車間的GMP改造工程；東瑞（南通）醫藥科技有限公司二期生產車間的建設；蘇州東瑞化工有限公司多功能車間的建設等方面。本集團有充足的財政資源，內部資源足以支付其資本開支。

年內，除上述披露以外，本集團並無對外作出重大投資、購入或出售附屬公司及聯營公司。

外幣及庫務政策

由於本集團大部份業務交易、資產、負債均主要以人民幣結算，故本集團所承受的外匯風險不大。本集團的庫務政策為只會在外匯風險（如有）對本集團有潛在重大影響時進行管理。本集團將繼續監察其外匯狀況，並於有需要時以外匯遠期合約對沖外匯風險。

僱員及薪酬政策

於二零零九年十二月三十一日，本集團約有1,706名僱員，截至二零零九年十二月三十一日止年度，員工費用總額約為人民幣83,165,000元（二零零八年：人民幣72,050,000元）。本集團視人力資源為最寶貴的財富，深明吸納及挽留表現稱職的員工的重要性。薪酬政策一般參考市場水準及個別員工的資歷而定。本集團為員工提供的其他福利包括定額供款退休計劃、購股權計劃及醫療福利。本集團並在中國為其若干中國的僱員提供宿舍。

資產抵押

於二零零九年十二月三十一日，本集團無任何資產抵押予銀行，以取得信貸額度（於二零零八年十二月三十一日：無）。

Management Discussion and Analysis

管理層討論與分析

CONTINGENT LIABILITIES

As at 31 December 2009, the Group had no material contingent liabilities (as at 31 December 2008: Nil).

PLANS FOR SIGNIFICANT INVESTMENTS AND EXPECTED SOURCE OF FUNDING

Save for those disclosed above in connection with capital commitments under the section “Liquidity and Financial Resources”, the Group does not have any plan for material investments or acquisition of capital assets.

SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services. There is one reportable operating segment: the manufacture and sale of pharmaceutical products. Management monitors the operating results of its business units as a whole for the purpose of making decisions about resources allocation and performance assessment.

或有負債

於二零零九年十二月三十一日，本集團並無重大或有負債（於二零零八年十二月三十一日：無）。

未來重大投資及預期融資來源

除於上述「流動資金及財政資源」一節所載有關資本開支承擔所披露者外，本集團目前並無任何未來重大投資計劃或購入資本資產計劃。

分類資料

本集團將業務單位按其產品及服務劃分，以方便管理。本集團有一個可報告分類：製造及銷售醫藥產品。管理層監察業務單位的整體經營業績，以作出資源分配及表現評估之決策。

Corporate Governance Report

企業管治報告

The board of Directors (the “Board”) of Dawnrays Pharmaceutical (Holdings) Limited (the “Company”) believes that corporate governance is essential to the success of the Company and its subsidiaries (collectively referred to as the “Group”). Good corporate governance can safeguard the interests of all shareholders and enhance corporate value. Therefore, the Board has adopted various measures to ensure that a high standard of corporate governance is maintained.

In the opinion of the Directors, the Company has complied with all code provisions set out in the Code on Corporate Governance Practices (the “Code on CGP”) contained in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) for the year ended 31 December 2009.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules as the Company’s code of conduct for dealings in securities of the Company by the Directors. Based on specific enquiry of all Directors, the Company confirms that all the Directors have complied with the required standard set out in the Model Code, throughout the accounting period covered by the 2009 annual report.

THE BOARD

The Board is responsible for the leadership and control of the Company and oversees the Group’s businesses, strategic decisions and performance. The management has been delegated the authority and responsibility by the Board for the management of the Group. In addition, the Board has also delegated various responsibilities to the board committees. Further details of these committees are set out in this report.

The Board had 6 meetings for the year ended 31 December 2009 to consider, among other things, reviewing and approving the interim and annual results of the Group, overall group strategy, annual budgets, approval of major capital transactions and other significant operational and financial matters. During the year, ad-hoc meetings were convened when circumstance required such as review and approve capital expenses for production facilities.

東瑞製葯(控股)有限公司(「本公司」)之董事會(「董事會」)深信企業管治為本公司及其附屬公司(統稱「本集團」)成功的關鍵，良好的企業管治能保障全體股東權益及提升企業價值，因此董事會已採取各項措施，以確保維持高標準的企業管治。

董事認為，於截至二零零九年十二月三十一日止年度，本公司一直遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四之企業管治常規守則(「企業管治守則」)內所載之有關守則條文規定。

董事進行證券交易

本公司已採納上市規則附錄十的上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事買賣本公司證券的行為守則。根據對所有董事作出的特定查詢後，本公司確認所有董事於二零零九年年報覆蓋的會計期內一直遵守標準守則所規定的準則。

董事會

董事會負責領導及監控本公司，並負責監管本集團之業務、策略方針及表現。董事會亦轉授權力及責任予管理層，以管理本集團。此外，董事會亦已將各種職責分派至董事會轄下委員會。該等委員會之詳情載於本報告內。

董事會於截至二零零九年十二月三十一日止年度內已舉行六次會議，以考慮(其中包括)審閱及批准本集團中期及全年業績、整體企業策略、年度預算、批准重大資本交易及其他重大營運及財務事宜。亦於情況需要時例如考慮及批准生產設備的資本開支召開特別會議。

Corporate Governance Report 企業管治報告

Details of the attendance of Directors at these regular Board meetings and at three other board committees' meetings (the Audit Committee, the Nomination Committee and the Remuneration Committee) during the year 2009 are set out in the following table:

於二零零九年，各董事於定期董事會會議及另外三個董事委員會會議（審核委員會、提名委員會及薪酬委員會）的出席詳情列載於下表：

Name of Directors	董事姓名	Board 董事會	No. of meetings attended/held 會議出席次數／舉行次數		
			Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會
<i>Executive Directors</i>					
Ms. Li Kei Ling (Chairman)	李其玲女士(主席)	6/6		2/2	2/2
Mr. Hung Yung Lai	熊融禮先生	6/6			
Mr. Li Tung Ming	李東明先生	6/6			
Mr. Gao Yi	高毅先生	6/6			
<i>Non-executive Director</i>					
Mr. Leung Hong Man	梁康民先生	3/6			
<i>Independent Non-executive Directors</i>					
Mr. Pan Xue Tian	潘學田先生	6/6	2/2	2/2	2/2
Mr. Sik Siu Kwan	薛兆坤先生	4/6	2/2	1/2	2/2
Mr. Choi Tat Ying Jacky	蔡達英先生	6/6	2/2	2/2	2/2

At least 14 days notice of regular board meeting is given to all Directors. The agenda and board papers are sent to the Directors at least 3 days before the meetings of the Board and board committees so that the Directors have the time to review the documents. Directors can include matters for discussion in the agenda if the need arises. Minutes of meetings of the Board and board committees are recorded in sufficient details that matters considered and decisions reached. The draft and final versions of the minutes will be sent to Directors within a reasonable time after the meetings. Minutes of meetings of the Board and board committees are kept by the company secretary of the Company and open for inspection on reasonable notice by any Director.

董事會定期會議的通告於會議舉行最少十四天前發出于各董事。董事會及其轄下委員會會議的議程及相關會議文件，至少在每次會議三天前送交予各董事，使各董事有時間審閱該等文件。如有需要，董事可在議程中加插欲討論的事項。董事會及其轄下委員會的會議記錄均詳盡記錄會議上考慮事項及達致的決定，並於會議後合理時間內把初稿及最終定稿發送給董事。董事會及轄下委員會會議記錄由本公司公司秘書存置，並於任何董事發出合理通知時供公開查閱。

All Directors are entitled to have unrestricted access to the advice and service of the company secretary with a view to ensuring that board procedures, and all applicable rules and regulations are followed. Upon reasonable request and appropriate circumstances, Directors can seek independent professional advice to assist them to discharge their duties, at the Company's expenses.

所有董事均有權取得公司秘書的意見和服務，以確保董事會程序及所有適用規則及規例均獲得遵守；根據合理要求並在適當情況下，董事可尋求獨立專業意見，以妥善履行彼等之職責，費用由本公司支付。

If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board had determined to be material, the matter will be dealt with by holding a board meeting with the presence of disinterested Independent Non-executive Directors or a meeting of a board committee set up for that purpose pursuant to a resolution passed in a board meeting.

BOARD COMPOSITION

The Board currently comprises eight Directors, of whom four are Executive Directors, one is Non-executive Director and three are Independent Non-executive Directors. The composition meets the recommended practice under the Code on CGP for the Board to have at least one-third in number of its members comprising Independent Non-executive Directors. The three Independent Non-executive Directors are persons of high caliber, with academic and professional qualifications in the fields of accounting, business management and pharmaceutical industry respectively. With their experience gained from senior positions held in other companies, they provide strong support towards the effective discharge of the duties and responsibilities of the Board. The biographies of the Directors are set out in pages 25 to 31 to the 2009 annual report, which demonstrates the skills, expertise, experience and qualifications.

The Company has received annual confirmation of independence from the three Independent Non-executive Directors in accordance with Rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all the Independent Non-executive Directors are independent within the definition of the Listing Rules.

Ms. Li Kei Ling, the Chairman of the Company and Mr. Hung Yung Lai, one of the Executive Director, are directors and ultimate shareholders of several companies incorporated in Hong Kong and British Virgin Islands.

Save as disclosed above, the Board members have no financial, business, family or other material/relevant relationships with each other. The balanced Board composition is formed to ensure strong independence exists across the Board which can effectively exercise independent judgement.

倘董事會認為主要股東或董事在董事會將予考慮的事項中存有董事會認為屬重大的利益衝突，將以在該事項中本身沒有重大利益的獨立非執行董事出席的董事會議或根據董事會會議通過之決議案就此而成立之董事委員會會議處理。

董事會組成

董事會現由八名董事組成，其中四位成員為執行董事、一位為非執行董事及三位為獨立非執行董事。其組成情況符合守則所推薦董事會成員最少須有三分之一為獨立非執行董事之做法，三位獨立非執行董事極具才幹，在會計、工商管理及製藥業各範疇擁有學術及專業資歷；加上他們在其他公司擔任高層職位所累積的經驗，對董事會有效地履行其職責上提供強大的支持。各董事履歷載於二零零九年報第25至31頁，當中載列各董事之技能、專業知識、經驗及資格。

本公司已接獲該三名獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書。董事會已評估彼等之獨立性，並確定全體獨立非執行董事均屬上市規則所界定之獨立人士。

董事會主席李其玲女士及其中一位執行董事熊融禮先生為數家於香港及英屬維爾京群島註冊成立的私人公司的董事及最終股東。

除上文披露外，董事會成員間並無任何財務、業務、家族或其他重大／相關關係。董事會以如此均衡之架構組成，目的在確保整個董事會擁有穩固之獨立性，能夠有效地作出獨立判斷。

APPOINTMENTS, RE-ELECTION AND REMOVAL OF DIRECTORS

The nomination committee will consider the appointment of new Directors first by reviewing the profiles of the candidates and making recommendations to the Board. New Directors appointed by the Board during the year to fill a casual vacancy shall retire and submit themselves for re-election at the first general meeting immediately followed their appointment.

Non-executive Directors are appointed for a fixed term of two years and are subject to retirement by rotation and re-election by shareholders at annual general meeting (“AGM”) in accordance with the Company’s articles of association (the “Articles”).

At each AGM, one-third of the Directors are required to retire from office according to the Company’s Articles. As the Company has eight Directors, at least one third of them shall retire subject to rotation, and barring unforeseen resignation/retirement during a year, each Director is effectively appointed for an average term of not more than 3 years. Mr. Gao Yi, Mr. Sik Siu Kwan and Mr. Hung Yung Lai will retire at the forthcoming AGM.

RESPONSIBILITIES OF DIRECTORS

Every newly appointed Director will receive a comprehensive, formal and tailored induction on his first appointment to have a proper understanding of the operations and business of the Group and that he is fully aware of his responsibilities under statute and common law, the Listing Rules, applicable legal requirements and other regulatory requirements and the business and governance policies of the Company. The Directors endeavour to give sufficient time and attention to the Group’s affairs and are continually updated with legal and regulatory developments, business and market changes and the strategic development of the Group to facilitate the discharge of their responsibilities.

The Independent Non-executive Directors take an active role in Board meetings, contribute to the development of strategies and policies and make sound and independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standard of conduct. They will take lead where potential conflicts of interests arise. They are also members of various board committees and scrutinize the overall performance of the Group in achieving agreed corporate goals and objectives, and monitoring the reporting of performance.

委任、重選及罷免董事

新董事之委任先經提名委員會考慮，審閱候選人之履歷後向董事會作出建議。年內獲董事會委任填補臨時空缺之新董事須退任並於緊隨彼等獲委任後之股東大會上膺選連任。

非執行董事的固定委任年期為兩年，並須根據本公司組織章程細則（「組織章程細則」）於股東週年大會（「股東週年大會」）上輪值告退並重選連任。

根據組織章程細則於每屆股東週年大會上，三分之一董事須退任。由於共有八名董事，當中最少三分之一須輪席告退，因此在排除年內出現不可預見的辭任／退任的情況下，每名董事的有效任期平均為不超過三年。高毅先生、薛兆坤先生及熊融禮先生將於應屆股東週年大會上告退。

董事之責任

每位新委任董事均會在首次接受委任時獲得全面、正式兼特為其而設的就任須知，以對本集團之營運及業務有適當理解，以及完全知悉彼在法規及普通法、上市規則、適用之法律規定及其他監管規定以及本公司之業務及管治政策下之職責。董事將致力付出足夠時間及精神以處理本公司事務，並獲持續更新有關法律及規管變更、業務及市場變動以及本集團之策略發展，以便履行彼等之職責。

獨立非執行董事在董事會會議上擔當活躍角色，可為制訂策略及政策作出貢獻，並就策略、政策、表現、問責、資源、重大委任及行為準則事宜作出可靠及獨立之判斷。彼等會於潛在利益衝突出現時發揮牽頭引導作用。彼等亦出任多個董事會轄下委員會之成員，審查本集團在實現議定企業目標及指標時之整體表現，並監察表現之呈報。

SUPPLY OF AND ACCESS TO INFORMATION

The management has the obligation to supply the Board and board committees with adequate information in a timely manner to enable it to make informed decisions on matters placed before it. Where any Director requires more information than is volunteered by the management, each Director has separate and independent access to the Group's management to make further enquires if necessary. Where queries are raised by Directors, management will respond as promptly and fully as possible.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the chairman (the "Chairman") and the chief executive officer (the "CEO") of the Company are separated and are performed by two separate individuals who have no relationship with each other to strike a balance of power and authority so that the job responsibilities are not concentrated on any one individual. The Board has appointed Ms. Li Kei Ling as the Chairman. She has executive responsibilities and provides leadership to the Board such as ensuring all Directors are properly briefed on issues arising at Board meetings and received complete and reliable information in a timely manner so that the Board works effectively and discharges its responsibilities.

Mr. Gao Yi, an Executive Director and the CEO, is delegated with the authority and responsibility for managing the Group's business operation and implementing the development strategies. Mr. Gao will present the quarterly results to the Board. Variances analysis between the actual performances and the budget targets are explained in the meeting. This helps the Board to monitor the Group's business operations and to amend the targets when required. He will periodically present the updated market situation, long term strategies and objectives of the Group at the Board meeting to ensure all Directors are aware of the targets the Group achieves. In addition, Mr. Gao will also present the coming year budget summary to the Board for approval at the Board meeting held in December each year.

ACCOUNTABILITY AND AUDIT

The management provides explanation and information to the Board so as to enable the Board to make an informed assessment of the financial and other information put before the approval by the Board.

資料之提供及獲取

管理層有責任向董事會及轄下委員會及時提供充足之資料，以供董事會對提呈事項作出知情決定。倘有任何董事要求獲得除管理層自願提供之資料以外之其他資料，董事於必要時可透過不同及獨立途徑接觸管理層，以作出進一步諮詢。若有董事提出問題，管理層將儘快作出全面的回應。

主席及總裁

本公司的主席（「主席」）與總裁（「總裁」）的角色是分開的，由兩位獨立人士承擔，他們之間沒有任何關係，以確保權力和授權分布均衡，不致工作責任僅集中於一位人士。董事會委任李其玲女士為主席，彼負有執行責任及領導董事會，如確保董事會會議上所有董事均適當知悉當前的事項和及時收到完備可靠的資訊，使董事會有效地運作和履行其職責。

高毅先生為執行董事兼總裁，獲授予權力和責任管理本集團業務營運及推行發展策略。高先生於每一季度向董事會提呈季度業績。會上闡述實際表現與預算目標有所差異之分析，此舉有助董事會監控本集團之業務營運及於必要時修訂目標。彼將定期於董事會提呈本集團經更新之市場情況、長期策略及目標，此舉旨在保證所有董事獲悉本集團所追求之目標。此外，高先生亦於每年十二月份召開之董事會會議上向董事會提呈下一年度之預算概要，尋求董事會批准。

問責及核數

管理層向董事會提供有關解釋及資料，令董事會可對提呈董事會批准之財務及其他資料作出知情評估。

Corporate Governance Report

企業管治報告

The Directors acknowledge their responsibility to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and in presenting the interim and annual financial statements, and announcements to shareholders. The Board is not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern, the Board therefore continues to adopt the going concern approach in preparing the accounts.

The Board acknowledges its responsibility to present a balanced, clear and understandable assessment in the Company's annual and interim reports, other price-sensitive announcement and other financial disclosures required under the Listing Rules, and reports to the regulators as well as the information required to be disclosed pursuant to the statutory requirements.

INTERNAL CONTROLS

The Board has delegated to management the implementation of internal control system as well as the review of relevant financial, operational and compliance controls, and risk management procedures.

The internal control system has been designed to safeguard the Group's assets against loss and misappropriation; to maintain proper accounting records for producing reliable financial information; to provide reasonable, but not absolute assurance against material fraud and errors. The Group has clearly defined the authorities and key responsibilities of each business and operational unit to ensure adequate checks and balances. Policies are established to ensure compliance with applicable laws, regulations, and industry standards. Rules and guidelines are set to control treasury activities, financial and management reporting, human resources functions and computer systems' operations. Systems and procedures are also established to identify, measure, manage and control different risks arising from different business and functional activities.

The Board monitors and reviews the adequacy and effectiveness of its internal control systems through a programme of internal audit. The internal audit function is set up by the Company to review the major operational and financial control of the Group in compliance with the established processes and standards on a continuing basis and aims to cover all major operations of the Group on a rotational basis. The internal audit team reports directly to the Chairman of the Board and the Audit Committee.

董事確認須負責為每一財政年度編製能真實及公平地反映本集團業務狀況之財務報告及向股東提呈中期及年度財務報表及公佈。董事會並不知悉任何重大不確定因素會對本集團的持續經營能力投下重大疑惑，因此，董事會仍然採用持續經營基準編製賬目。

董事會確認，其有責任在本公司年度報表及中期報告、其他涉及股價敏感資料的通告及根據上市規則規定須予披露的其他財務資料、以及向監管者提交的報告書以至根據法例規定須予披露的資料，提供平衡、清晰及易於理解之評估。

內部監控

董事會授權管理層推行內部監控系統，並檢討有關財務、營運與監管控制及風險管理之程序。

內部監控系統是為保障本集團資產免受損失或被盜用；妥善保存會計記錄以提供可靠的財務資料；就欺詐及重大錯誤合理地作出防範，惟不能確保其絕對不會發生。本集團已清楚界定各業務及營運部門的權責，以確保有效之制衡。制訂政策以確保遵照有關法律、規例和生產製造標準；訂立規則及指引以監控本集團庫務事宜、財務與管理匯報、人力資源功能及電腦系統之運作；制定系統及程序以識別、量度、管理及控制各業務及營運部門的各種風險。

董事會透過內部稽核程序監察及檢討其內部監控系統是否足夠及有效。本公司設立內部稽核功能以持續基準審閱本集團之主要營運及財務控制，及旨在以循環基準涵蓋本集團之所有主要營運。該內部稽核小組直接向董事會主席及審核委員會匯報。

The Board also monitors and assesses the adequacy of resources, qualifications and experience of staff of the accounting and financial reporting function, and their training programmes and budget on an ongoing basis.

Based on the assessments made by the internal audit team in 2009, the Board and the audit committee of the Company considered that the key areas of the Group's internal control system are reasonably implemented with room for improvement. The Group shall endeavor to further improve the Company's internal control system.

DELEGATION BY THE BOARD

The day-to-day management of the Company is delegated to the management by the Board, with division heads responsible for individual department's daily operations.

Major corporate matters that are specifically delegated by the Board to the management include the preparation of interim and annual reports and announcements for the Board's approval before publishing, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations.

BOARD COMMITTEES

The Board has established the nomination committee, remuneration committee and audit committee. The committees' terms of references defined their functions and responsibilities have posted on the Company's website.

Nomination Committee

As at 31 December 2009, the nomination committee of the Company (the "Nomination Committee") had Ms. Li Kei Ling as the committee's chairman, and the three Independent Non-executive Directors, Mr. Pan Xue Tian, Mr. Sik Siu Kwan and Mr. Choi Tat Ying Jacky as the committee's members. The Nomination Committee's terms of reference are summarized as follows:

- i) to review the structure, size and composition (including the skills, knowledge and experiences) of the Board on a regular basis and to make recommendation to the Board regarding any proposed changes;

董事會亦會持續監察及評估本集團在會計及財務匯報職能方面的資源、員工資歷及經驗、以及員工所接受的培訓課程及有關預算是否足夠。

按照本集團內部稽核於二零零九年作出之評估，審核委員會及董事會認為，本集團內部監控制度之主要範疇已獲合理推行，惟仍有改善空間。本集團將盡最大努力，務求進一步改善本集團之內部監控制度。

董事會權力的轉授

董事會轉授本集團之日常管理權力給管理層，部門主管負責各部門的日常運作。

董事會特別委託管理層執行之主要企業事宜包括籌備中期及年度報告及通告以供董事會於公佈前批核，執行董事會所採納之業務策略及措施、推行妥善內部監控制度及風險管理程序以及遵守有關法定規定、規則與規例。

董事會轄下的委員會

董事會成立提名委員會、薪酬委員會及審核委員會。闡明委員會的權力及職責的職權範圍登載於本公司網站上。

提名委員會

於二零零九年十二月三十一日，本公司提名委員會（「提名委員會」）以李其玲女士為委員會主席及三名獨立非執行董事－潘學田先生、薛兆坤先生及蔡達英先生為委員會成員。提名委員會之職權範圍概述如下：

- i) 為定期檢討董事會之架構、人數及組成（包括技術、知識及經驗）；並就任何擬作出之變動向董事會提出建議；

- ii) to identify suitable individual qualified to become Board members; and
 - iii) to make recommendation to the Board on relevant matters relating to the appointment or reappointment of Directors if necessary, in particular, candidates who can add value to the management through their contributions in the relevant strategic business areas and which appointments will result on the constitution of a strong and diverse Board.
- ii) 物色合資格成為董事會成員之適當人選；及
 - iii) 如必要，就委任或重新委任董事之有關事宜向董事會提出推薦建議，尤其是通過在有關策略性業務領域之貢獻為本集團管理增值之候選人，且彼等之委任將可產生一個強大及多元化之董事會。

During the year 2009, the Nomination Committee had two meetings to review the renewal of Directors' service contracts.

於二零零九年，提名委員會舉行了二次會議評審董事服務合同的續期。

Remuneration Committee

As at 31 December 2009, the remuneration committee of the Company (the "Remuneration Committee") had Ms. Li Kei Ling as the committee's chairman, the three Independent Non-executive Directors, Mr. Pan Xue Tian, Mr. Sik Siu Kwan and Mr. Choi Tat Ying Jacky as the committee's members. The Remuneration Committee's terms of reference are summarized as follows:

- i) to ensure that no Director or any of her/his associates is involved in deciding her/his own remuneration; and
- ii) to make recommendations with respect to the remuneration of the Directors and the senior management of the Company for approval by the Board.

The Group's remuneration policy bases on the market practice, the qualification, duties and responsibilities of Directors and employees. In order to attract, retain, and motivate high-performance persons, the Company has adopted a share option scheme in 2003 to reward those participants who contribute to the success of the Group's operations.

Details of the amount of Directors' emoluments are set out in note 7 to the financial statements and the details of the 2003 Share Option Scheme are set out in note 31 to the financial statements.

The Remuneration Committee had two meetings in 2009 to review and recommend to the Board the salaries and welfare of the Directors.

薪酬委員會

於二零零九年十二月三十一日，本公司薪酬委員會（「薪酬委員會」）以李其玲女士為委員會主席，三名獨立非執行董事 - 潘學田先生、薛兆坤先生及蔡達英先生為委員會成員。薪酬委員會職權範圍概述如下：

- i) 確保任何董事或其任何聯繫人不得自行釐定薪酬；及
- ii) 就本公司執行董事及高級管理人員之薪酬提供推薦意見，以尋求董事會批准。

本集團的薪酬政策是參照市場慣例、董事及員工的資歷、職務及責任釐訂，為招攬、挽留及激勵表現稱職人員，本公司於二零零三年採納購股權計劃，從而對為本集團業務成功作出貢獻之參與者提供獎勵。

董事酬金之詳情載於財務報表附註7，而二零零三年購股權計劃之詳情載於財務報表附註31。

於二零零九年，薪酬委員會舉行了二次會議以審閱執行董事的薪酬及福利並建議給董事會。

Audit Committee

The Company has an audit committee (the “Audit Committee”) which was established in compliance with Rule 3.21 of the Listing Rules for the purpose of reviewing and providing supervision over the Group’s financial reporting process and internal controls. The Audit Committee comprises the three Independent Non-executive Directors of the Company who among themselves possess a wealth of management experience in the accounting profession, commercial and pharmaceutical sectors.

As at 31 December 2009, the Audit Committee’s chairman was Mr. Sik Siu Kwan, Mr. Pan Xue Tian and Mr. Choi Tat Ying Jacky were the committee’s members. The Audit Committee’s terms of reference are summarized as follows:

- i) to consider and recommend the independence, remuneration, appointment, re-appointment and removal of external auditor;
- ii) to review financial information; and
- iii) to oversee financial reporting system and internal control procedures.

During the year 2009, the Audit Committee had two meetings to discuss financial reporting matters and any areas of concerns during the audits. The Audit Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the Listing Rules and the legal requirements in the review of the Company’s interim and annual reports.

The audited financial statements of the Company for the year ended 31 December 2009 have been reviewed by the Audit Committee before recommending it to the Board for approval.

AUDITORS’ REMUNERATION

Ernst & Young has been reappointed as the Company’s external auditors at the AGM on 8 May 2009 until the conclusion of the next AGM. During the year 2009, the remuneration paid to the Company’s external auditors for audit service amounted to RMB1,000,000.

審核委員會

本公司遵照上市規則第3.21條，以審閱及監管本集團財務申報過程及內部監控成立審核委員會（「審核委員會」）。審核委員會包括三名本公司獨立非執行董事。彼等分別於會計專業、商業及製藥行業具有豐富之管理經驗。

於二零零九年十二月三十一日，審核委員會主席為薛兆坤先生，潘學田先生及蔡達英先生為委員會成員。審核委員會的職權範圍概述如下：

- i) 就外聘核數師的獨立性、酬金、委任、重新委任及罷免作出考慮並向董事會提供建議；
- ii) 審閱財務資料；及
- iii) 監管財務申報制度及內部監控程序。

於二零零九年，審核委員會開會二次討論財務報告事宜及審核過程中之任何問題。審核委員會於審閱本公司之中期及年度報告時，不僅注意會計政策及慣例變動之影響，亦兼顧須遵守的會計政策、上市規則及法律之規定。

本公司截至二零零九年十二月三十一日止年度經審核的財務報表於提呈董事會批准前經由審核委員會審閱。

核數師酬金

安永會計師事務所於本公司二零零九年五月八日股東週年大會上獲續聘為本公司之外聘核數師直至應屆股東週年大會為止。於二零零九年，支付給本公司之外聘核數師以付核數服務酬金共人民幣1,000,000元。

COMMUNICATIONS WITH SHAREHOLDERS

The Board recognises the importance of good communications with all shareholders. The Company establishes and maintains different communication channels with its shareholders through the publication of annual and interim reports and press release. Such information is also available on the Company's website.

The Company's AGM is a valuable forum for the Board to communicate directly with the shareholders. The Chairman of the Board attends the AGM and arranges the chairman of the committees or in the absence of the chairman of such committees, another member of the committees to be available to answer questions at the AGM. Separate resolutions are proposed at general meetings on each substantially separate issue, including the election of Directors.

VOTING BY POLL

Details of the poll voting procedures and the rights of shareholders to demand a poll in compliance with the Articles and the Listing Rules 13.39(4) are included in the circular to shareholders dispatched together with the annual report.

The chairman explains the procedure for conducting a poll again at the commencement of the AGM.

The Company will ensure that votes cast including proxy votes are properly counted and recorded.

與股東的溝通

董事會認同與所有股東有良好的溝通至為重要，本公司設立不同渠道保持與股東溝通，包括刊印年度報告、中期報告及新聞稿，該等資料亦登載於本公司網站。

本公司的股東週年大會提供寶貴場合讓董事會直接與股東溝通。董事會主席出席股東週年大會，並安排董事會轄下委員會的主席，或在該等委員會的主席缺席時由另一名委員會成員在股東週年大會上回答提問。在股東大會上，每項實際獨立的事宜均會個別提出決議案，包括選舉董事。

以投票方式表決

附於年報寄予股東之通函，詳載了投票表決之程序及股東可根據組織章程細則及上市條例第 13.39(4) 條要求以投票方式表決之權利。

主席在股東週年大會開始時再次解釋舉行票選的程序。

本公司將確保所有票數，包括委任代表投票的票數，均適當點算及記錄在案。

Directors' and Senior Management's Biographies 董事及高級管理層履歷

EXECUTIVE DIRECTORS

Ms. Li, Kei Ling, aged 61, is an Executive Director and the Chairman of the Company, and one of the founders of the Group. Ms. Li founded the Group in December 1995 and was appointed to the Board in October 2002. Ms. Li is also the Chairman of Dawnrays International Co. Ltd., Dawnrays International Co. Ltd. (東瑞國際股份有限公司), Suzhou Dawnrays Pharmaceutical Co., Ltd., Shanghai Dawnrays Chemical Co., Ltd., Suzhou Dawnrays Chemical Co., Ltd., Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd. and Dawnrays Pharma (Hong Kong) Ltd., which are all subsidiaries of the Company. She is the Chairman of the Remuneration Committee and Nomination Committee. Ms. Li has over twenty years of experience in corporate management, strategic planning, business operations and finance, in particular for pharmaceutical enterprises in the PRC. She is responsible for supervising the strategic management decisions to ensure good corporate governance practices and business policies are established, and executing the overall developmental strategies of the Group.

Mr. HUNG, Yung Lai, aged 65, is an Executive Director of the Company and one of the founders of the Group. Mr. Hung founded the Group in December 1995 and was appointed to the Board in October 2002. Mr. Hung also holds directorship in Dawnrays International Co. Ltd., Dawnrays International Co. Ltd. (東瑞國際股份有限公司), Suzhou Dawnrays Pharmaceutical Co., Ltd., Shanghai Dawnrays Chemical Co., Ltd., Suzhou Dawnrays Chemical Co., Ltd., Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd. and Dawnrays Pharma (Hong Kong) Ltd., which are all subsidiaries of the Company. Mr. Hung holds a degree from 上海音樂學院 (Shanghai Conservatory of Music). He has over twenty years of experience in corporate management and corporate development, and has participated in founding and managing of pharmaceutical and high-tech enterprises. Mr. Hung is an executive director and the chairman of Sing Lee Software (Group) Ltd., a company listed on the Growth Enterprise Market of the Stock Exchange.

執行董事

李其玲女士，61歲，本公司執行董事兼主席及本集團創辦人之一。李女士於一九九五年十二月創立本集團並於二零零二年十月被委任為董事。李女士亦是本公司之附屬公司包括東瑞國際有限公司、東瑞國際股份有限公司、蘇州東瑞製藥有限公司、上海東瑞化工有限公司、蘇州東瑞化工有限公司、東瑞(南通)醫藥科技有限公司及東瑞藥業(香港)有限公司之主席，彼也是薪酬委員會及提名委員會主席。李女士於企業管理、策略規劃、業務營運及財務等方面，尤其在中國製藥企業的上述有關方面，擁有逾二十年經驗。彼負責監督管理決策之執行，確保制定良好的企業管治常規和經營方針，及制定集團的整體發展策略。

熊融禮先生，65歲，本公司執行董事及本集團創辦人之一。熊先生於一九九五年十二月創立本集團並於二零零二年十月被委任為董事。熊先生亦於本公司之附屬公司包括東瑞國際有限公司、東瑞國際股份有限公司、蘇州東瑞製藥有限公司、上海東瑞化工有限公司、蘇州東瑞化工有限公司、東瑞(南通)醫藥科技有限公司及東瑞藥業(香港)有限公司擔任董事職務。熊先生持有上海音樂學院的學位。彼於企業管理與公司發展方面擁有逾二十年經驗，並曾創立及管理製藥及高科技企業。熊先生是聯交所創業板上市公司新利軟件(集團)股份有限公司的執行董事兼主席。

Directors' and Senior Management's Biographies 董事及高級管理層履歷

Mr. LI, Tung Ming, aged 61, is an Executive Director of the Company. Mr. Li joined the Group in April 2000 and was appointed to the Board in January 2004. Mr. Li also holds directorship in Suzhou Dawnrays Pharmaceutical Co., Ltd., Shanghai Dawnrays Chemical Co., Ltd., Suzhou Dawnrays Chemical Co., Ltd. and Dawnrays Pharma (Hong Kong) Ltd., which are all subsidiaries of the Company. Mr. Li is also the supervisor of Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd., a subsidiary of the Company. Mr. Li has over twenty years of experience in the pharmaceutical industry in the PRC, and began his career in product development, promotion, sales and corporate management in the pharmaceutical market in the PRC in 1980. Mr. Li has participated in new product development of the Group and is responsible for liaison with the Group's academic network of medical experts and academic advisers.

Mr. GAO, Yi, aged 56, is an Executive Director and the Chief Executive Officer of the Company. He joined the Group in July 2003 and was the Executive Vice President of the Group. Mr. Gao was appointed to the Board in January 2007. He also holds directorship in Suzhou Dawnrays Pharmaceutical Co., Ltd., Shanghai Dawnrays Chemical Co., Ltd., Suzhou Dawnrays Chemical Co., Ltd., Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd. and Dawnrays Pharma (Hong Kong) Ltd., which are all subsidiaries of the Company. Mr. Gao is responsible for the daily business operations and management of the Group. From 1994 to 2003, Mr. Gao was the deputy general manager and general manager of Hebei Union Pharmaceutical Co., Ltd. and Zhuhai Economic Zone Li Kang Pharmaceuticals Co., Ltd. respectively each for five years.

NON-EXECUTIVE DIRECTOR

Mr. LEUNG, Hong Man, aged 35, is a Non-executive Director of the Company. He joined the Group and was appointed to the Board in November 2005. Mr. Leung has started his business career in knitting machinery since 1993. He has over 10 years' experience in sales and management positions and over 6 years' experience in investment management. Mr. Leung currently is the shareholder and the director of Toyo International Investment Ltd., of which has been one of the substantial shareholders (as required to be disclosed under Part XV of the Securities and Futures Ordinance) of the Company since September 2005.

李東明先生，61歲，本公司執行董事。李先生於二零零零年四月加盟本集團，及於二零零四年一月被委任為董事。李先生亦於本公司之附屬公司包括蘇州東瑞製藥有限公司、上海東瑞化工有限公司、蘇州東瑞化工有限公司及東瑞藥業(香港)有限公司擔任董事職務。李先生亦是本公司之附屬公司東瑞(南通)醫藥科技有限公司的監事。李先生於一九八零年開始從事中國醫藥市場的產品開發、推廣、銷售及企業的管理工作，擁有逾二十年經驗。李先生參與本集團新產品的開發及負責本集團醫學專家和醫藥學術顧問之學術網絡聯繫工作。

高毅先生，56歲，本公司執行董事兼總裁，彼於二零零三年七月加盟本集團擔任本集團常務副總裁，並於二零零七年一月被委任為董事。彼亦於本公司之附屬公司包括蘇州東瑞製藥有限公司、上海東瑞化工有限公司、蘇州東瑞化工有限公司、東瑞(南通)醫藥科技有限公司及東瑞藥業(香港)有限公司擔任董事職務。高先生負責本集團日常業務的營運及管理工作。高先生於一九九四年至二零零三年期間分別在河北聯合製藥有限公司和珠海經濟特區麗康醫藥有限公司任副總經理及總經理各五年。

非執行董事

梁康民先生，35歲，本公司非執行董事，彼於二零零五年十一月加入本集團及被委任為董事。梁先生自一九九三年開展針織機械事業，在銷售及管理工作方面累積超過十年經驗，以及逾六年的投資經驗。梁先生現時為東海國際投資有限公司(自二零零五年九月起成為本公司根據證券及期貨條例第XV部需要披露的主要股東之一)的股東及董事。

Directors' and Senior Management's Biographies 董事及高級管理層履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. PAN, Xue Tian, aged 73, is an Independent Non-executive Director of the Company. Mr. Pan joined the Group in June 2003. He is a member of the Remuneration Committee, the Audit Committee and the Nomination Committee of the Company. Mr. Pan is the vice president of 中國醫院協會 (Chinese Hospital Association). Mr. Pan has extensive experience in drug administration and supervision, medical hygiene and hospital management, and has assumed various senior management positions in the Ministry of Health of the PRC. He graduated from the medicine faculty of 中國大連醫學院 (Dalian Medical University of the PRC).

Mr. CHOI, Tat Ying Jacky, aged 41, is an Independent Non-executive Director of the Company. Mr. Choi joined the Group in September 2004. He is a member of the Remuneration Committee, the Audit Committee and the Nomination Committee of the Company. Mr. Choi has extensive experience in financial and treasury management, corporate finance, investment and audit. He earned his Bachelor degree of Business Administration from Hong Kong Baptist University with a first class honours in 1990. Mr. Choi is a practising member of Hong Kong Institute of Certified Public Accountants and is currently serving as the chief financial officer of Hong Kong Mercantile Exchange Ltd. and is an independent non-executive director of Norstar Founders Group Ltd., a company listed on the Main Board of the Stock Exchange.

Mr. SIK Siu Kwan, aged 42, is an Independent Non-executive Director of the Company. Mr. Sik joined the Group in January 2007. He is also the Chairman of the Audit Committee, a member of the Remuneration Committee and the Nomination Committee of the Company respectively. Mr. Sik has more than fifteen years of experience in investment banking and finance. He has held senior positions with a number of major international investment banks, as well as a Hong Kong operation of a core securities and investment banking operation of a state-owned PRC bank, responsible for business development and regional business operations. Mr. Sik achieved his Bachelor's degree in engineering science and Master's degree in Arts from Oxford University in 1989 and 2006 respectively. Mr. Sik is a member of The Institute of Chartered Accountants in England and Wales and a fellow member of Hong Kong Institute of Certified Public Accountants. He is an independent non-executive director of China Glass Holdings Limited, a company listed on the Stock Exchange. Mr. Sik is also an independent non-executive director of Simcere Pharmaceutical Group and China Nepstar Chain Drugstore Limited respectively, both listed on the New York Stock Exchange.

獨立非執行董事

潘學田先生，73歲，本公司獨立非執行董事。潘先生於二零零三年六月加盟本集團。彼現為本公司薪酬委員會、審核委員會及提名委員會成員。潘先生為中國醫院協會副會長。潘先生在藥物管理及監管、醫療衛生及醫院管理方面擁有豐富經驗。潘先生曾於中國衛生部擔任多個高級管理層職位。潘先生畢業於中國大連醫學院醫學系。

蔡達英先生，41歲，本公司獨立非執行董事。蔡先生於二零零四年九月加盟本集團。彼現為本公司薪酬委員會、審核委員會及提名委員會成員。蔡先生於財務及財資管理、公司融資、投資及核數方面擁有豐富經驗。蔡先生於一九九零年在香港浸會大學取得工商管理學士一級榮譽學位。蔡先生是香港會計師公會執業會員，現為香港商品交易所首席財務總裁及聯交所主板上市公司北泰創業集團有限公司的獨立非執行董事。

薛兆坤先生，42歲，本公司獨立非執行董事。薛先生於二零零七年一月十日加盟本集團。彼現分別為本公司審核委員會的主席、薪酬委員會及提名委員會的成員。薛先生擁有逾十五年投資銀行及財務經驗。彼曾在多間大型國際投資銀行及在一間中國國有銀行之核心證券及投資銀行營運之香港企業擔任高級職位，負責業務發展及地區業務營運。薛先生分別於一九八九年及二零零六年於牛津大學取得工程學學士學位及文學碩士學位。彼亦為英格蘭及威爾斯特許會計師公會會員及香港會計師公會資深會員。薛先生現為聯交所主板上市公司中國玻璃控股有限公司之獨立非執行董事，彼亦分別是於美國紐約交易所上市的先聲藥業控股有限公司及中國海王星辰連鎖藥店有限公司的獨立非執行董事。

Directors' and Senior Management's Biographies 董事及高級管理層履歷

STRATEGIC ADVISER

Dr. XU, Kehan, aged 37, is a Strategic Adviser of the Company. He joined the Group in November 2003 and was an Executive Director and the Finance Director of the Company between March 2004 and March 2007. Mr. Xu holds directorship in Dawnrays Pharma (Hong Kong) Ltd., a subsidiary of the Company. Mr. Xu is responsible for advising corporate investment policies and conducting strategic research for the Group. He holds a Master of Business Administration from the University of Miami, USA with specialization in investment. Mr. Xu received a Doctor of Business Administration from the Hong Kong Polytechnic University.

ACADEMIC ADVISERS

Mr. ZHONG, Nan Shan, was invited to join our Group as a Senior Academic Adviser in April 2004. He graduated from 北京大學醫學部 (Beijing Medical University), and pursued his studies in the Respiratory Medicine Unit of the Royal Infirmary, University of Edinburgh and the Department of Respiratory Medicine of the St. Bartholomew's Hospital, University of London. He is currently the academician of the Department of Medicine of The Chinese Academy of Engineering, the president of Chinese Medical Association, the Professor of Medicine in Guangzhou Medical College, the president of Guangzhou Association of Science and Technology and the director of Guangzhou Institute of Respiratory Disease. Mr. Zhong has been a medical adviser of the World Health Organisation Advisory Panel since 2000. He has written 4 books and published over 120 papers in the last decade. After the battle of Severe Acute Respiratory Syndrome ("SARS"), he was invited to be the lecturer in the annual meeting of American Thoracic Society – "Management of SARS in China" in Seattle, the United States.

Mr. MEI, Hua, was invited to join our Group as a Senior Academic Adviser in April 2004. He graduated from 廣州華南醫學院 (Guangzhou South China Medical College) and was qualified as the specialist in urology from 北京醫學院附屬第一醫院 (The First Affiliated Hospital of Beijing Medical University) and Massachusetts General Hospital, USA. He has been the adviser and professor of 中山大學附屬第一醫院泌尿外科 (Department of Urology of The First Affiliated Hospital of Sun Yat-sen University) since 1980 and the director of 深圳中山泌尿外科醫院 (Department of Urology of Shenzhen Sun Yat-sen Hospital) since 1986. Since 1991, he has been the adviser for doctoral candidates in the First Affiliated Hospital of Sun Yat-sen University, the committee vice president of 中華醫學會泌尿外科學會 (The Urological Society of Chinese Medical Association) and the committee member of Urological Association of Asia and American Urological Association. Mr. Mei has also written 3 books about urology and surgery.

策略顧問

許克寒博士，37歲，本公司策略顧問。彼於二零零三年十一月加盟本集團，並於二零零四年三月至二零零七年三月期間擔任本公司執行董事及財務董事。許先生為本公司之附屬公司—東瑞藥業(香港)有限公司擔任董事職務。許先生負責為本集團提供企業投資政策建議及進行策略研究工作。彼持有美國邁阿密大學工商管理碩士學位，專業方向為投資。許先生在香港理工大學獲得工商管理博士學位。

醫藥學術顧問

鍾南山先生，於二零零四年四月接受邀請成為本集團高級醫藥學術顧問。鍾先生畢業於北京大學醫學部，曾赴英國愛丁堡皇家呼吸系統醫學院及英國倫敦大學 St. Bartholomew's Hospital 呼吸系統醫學院進修。鍾南山先生現時為中國工程院院士、中華醫學會會長、廣州醫學院內科教授、廣州市科學技術協會的主席及廣州呼吸疾病研究所所長。由二零零零年起，鍾先生已成為聯合國世界衛生組織醫學顧問，過去十年來，鍾先生一共撰寫了四本著作及超過一百二十份的有關醫學論文。沙士一疫後，鍾先生被邀請到美國西雅圖，為美國胸肺醫學會年會上的客席講師，發表了「中國沙士一疫的管理」。

梅驊先生，於二零零四年四月接受邀請成為本集團高級醫藥學術顧問。梅驊先生畢業於廣州華南醫學院，亦取得北京醫學院附屬第一醫院及美國麻省總醫院泌尿外科專科資格。梅先生於一九八零年至今為中山大學附屬第一醫院泌尿外科主任導師及教授，由一九八六年至今為深圳中山泌尿外科醫院院長。一九九一年開始，梅先生於中山大學附屬第一醫院任博士生導師，並擔任中華醫學會泌尿外科學會副主任委員、亞洲泌尿外科學會會員和美國泌尿外科學會委員等職。梅驊先生曾主持撰寫三本關於泌尿外科手術的學術專著。

Directors' and Senior Management's Biographies 董事及高級管理層履歷

Ms. LIU, Li Sheng, was invited to join our Group as a Senior Academic Adviser in May 2005. She obtained a Bachelor degree of Science in Biology from Yenching University, Beijing in 1950, and a Doctor of Medicine from Peking Union Medical College, Beijing in 1954. From 1980 to 1981, she pursued her postdoctoral research in the Cardiovascular Research and Training Centre, University of Alabama at Birmingham. She is currently the Professor of Medicine in Fu Wai Hospital, Chinese Academy of Medical Sciences in Beijing, the director of Clinical Trials and Research Centre, Chinese Hypertension League in Beijing, the vice director of the National Center for Cardiovascular Disease Control & Research in China and the president of Asian Pacific Society of Hypertension. She has been the president and the honorary president of the Chinese Society of Cardiology since 1988 and the president of the Chinese Hypertension League since 1989. Ms. Liu has also been the vice president of the World Hypertension League and the co-chairperson of the Scientific Steering Committee of Global Health Forum Cardiovascular Disease in Developing Countries, World Health Organization since 1999. In 2006, Ms. Liu has been elected to be the president of the World Hypertension League. She is also the chief editor of the Chinese Journal of Hypertension and the members of a number of editorial boards of journals in cardiology and hypertension.

SENIOR MANAGEMENT

Mr. ZHU, Qin Sheng, aged 57, is the Vice President of the Company and the General Manager of Shanghai Dawnrays Chemical Co., Ltd., responsible for assisting the Chief Executive Officer in the aspects of Nantong project, administrative management, human resources, logistic management, safety and environmental protection. Mr. Zhu has over twenty-five years' experience in production management, financial management and operations for pharmaceutical enterprises. He was the deputy factory director of 蘇州第三製藥廠 (Suzhou Third Pharmaceutical Factory) before joining the Group in April 1998.

Mr. LAM, Kam Wah, aged 56, is the Vice President of the Company. Mr. Lam also holds directorship in Suzhou Dawnrays Pharmaceutical Co., Ltd., Suzhou Dawnrays Chemical Co., Ltd. and Dawnrays Pharma (Hong Kong) Ltd., which are all subsidiaries of the Company. He graduated from The Chinese University of Hong Kong with a Bachelor degree in Social Sciences. Mr. Lam joined the Group in December 1995 and he has over fifteen years of experience in pharmaceutical trading and corporate management. Mr. Lam is responsible for the international business of the Group and the daily administration of the Company.

劉力生女士，於二零零五年五月接受邀請成為本集團高級醫藥學術顧問。劉女士於一九五零年取得北京燕京大學理學學士學位，一九五四年於北京協和醫學院獲博士學位。期後，劉女士於一九八零年至一九八一年期間赴美國伯明翰阿拉巴馬大學心血管研究所從事博士後研究。劉女士現時為中國醫學科學院北京阜外心血管病醫院教授、北京高血壓聯盟研究所所長，及中國衛生部心血管病防治研究中心副主任和亞太高血壓學會主席。自一九八八年起，劉女士擔任中華心血管病學會主任委員及名譽主任委員，自一九八九年，擔任中國高血壓聯盟主席一職；於一九九九年，成為世界高血壓聯盟副主席及世界衛生組織發展中國家心血管病研究執行委員會聯合主席，並於二零零六年被推選為世界高血壓聯盟主席。劉女士還擔任《中國高血壓》雜誌主編及各地有關心血管和高血壓醫學雜誌的編委。

高級管理層

朱琴生先生，57歲，本公司副總裁及上海東瑞化工有限公司總經理，負責協助總裁有關南通項目、行政管理、人力資源、物流管理、安全及環保等工作。朱先生在製藥企業的生產管理、財務管理及營運方面擁有超過二十五年經驗。於一九九八年四月加盟本集團前，朱先生為蘇州第三製藥廠的副廠長。

林錦華先生，56歲，本公司副總裁。林先生亦於本公司之附屬公司包括蘇州東瑞製藥有限公司、蘇州東瑞化工有限公司及東瑞藥業(香港)有限公司擔任董事職務。林先生畢業於香港中文大學，持有社會科學學士學位。林先生於一九九五年十二月加盟本集團，他在醫藥貿易及企業管理方面擁有逾十五年經驗，負責管理本集團國際業務及本公司的日常行政工作。

Directors' and Senior Management's Biographies 董事及高級管理層履歷

Mr. YAO Shi An, aged 59, is the Vice President of the Company. Mr. Yao graduated from Beijing Technology and Business University and has accumulated over thirty years of technical and corporate management experience in the chemical and pharmaceutical industries in the PRC. Mr. Yao was an executive director and the executive president of China Pharmaceutical Group Limited, before joining the Group in July 2006.

Mr. Li, Jian Xiang, aged 54, is the Vice President of the Company and the General Manager of Suzhou Dawnrays Chemical Co., Ltd., responsible for assisting the Chief Executive Officer in the aspects of production and sales, production planning and the overall operations of Suzhou Dawnrays Chemical Co., Ltd. Mr. Li has over twenty-five years' experience in production management, engine facilities maintenance and operations for pharmaceutical enterprises. He was the factory director of 蘇州第二製藥廠 (Suzhou Second Pharmaceutical Factory) before joining the Group in April 1998.

Ms. WU Ji Hong, aged 39, is the Financial Controller of the Group. Ms. Wu is responsible for legal affairs in China and the Group's financial management including financial planning, capital budgeting, execution of costing, budget planning and monitoring. Ms. Wu obtained a Bachelor degree of Science from The Economics and Commercial Institution of Center-South University with major in Economics and attained senior accountant qualification in the PRC. Ms. Wu has over fifteen years' experience in auditing, budgeting, financial management, corporate banking, taxation, PRC's taxation regulations and company law. Ms. Wu joined the Group in July 2003.

Mr. Bo Hui, aged 48, is the Head of Sales and Marketing of the Group. Mr. Bo graduated from the School of Pharmacy of Shengyang Pharmaceutical University with a Bachelor degree in Pharmacy and completed the study of the Postgraduate program in Enterprise Management from the School of Business Sun Yat-Sen University. Mr. Bo specializes in pharmacology and has accumulated over twenty years' experience in pharmaceutical sales, marketing and business development. Mr. Bo was the general manager of Livzon Pharmaceutical Sales Company and the deputy head of sales and marketing of Livzon Pharmaceutical Group Inc. Mr. Bo joined the Group in August 2004.

姚世安先生，59歲，本公司副總裁。姚先生畢業於北京工商大學，在中國的化學和製藥行業擁有超過三十年的技術和企業管理經驗。於二零零六年七月加盟本集團前，姚先生擔任中國製藥集團有限公司之執行董事及執行總裁。

李建翔先生，54歲，本公司副總裁及蘇州東瑞化工有限公司的總經理，負責協助總裁在集團上的產銷銜接、生產計劃安排及蘇州東瑞化工有限公司的整體營運等工作。李先生在製藥企業的生產管理、機器設施保養及營運方面擁有超過二十五年經驗。於一九九八年四月加盟本集團前，李先生為蘇州第二製藥廠廠長。

吳繼紅女士，39歲，本集團財務總監，負責國內法律事務及本集團的財務管理包括財務策劃、資金規劃、成本核算、預算編制及監督工作。吳女士畢業於中南大學經貿學院，主修經濟學，持有理學士學位和中國高級會計師資格。吳女士於審計、財政預算、財務管理、銀行信貸、稅收、及中國稅務法規及公司法方面擁有超過十五年經驗。吳女士於二零零三年七月加盟本集團。

薄輝先生，48歲，本集團營銷總監。薄先生於瀋陽藥科大學(瀋陽藥學院)藥學系取得學士學位，並修畢中山大學管理學院之企業管理專業研究生課程進修班。薄先生具有豐富的藥學知識，並在醫藥銷售、市場推廣及業務發展方面，累計逾二十年經驗。薄先生曾擔任麗珠醫藥營銷有限公司總經理、麗珠醫藥集團股份有限公司營銷副總監等管理職位。薄先生於二零零四年八月加盟本集團。

Directors' and Senior Management's Biographies 董事及高級管理層履歷

Mr. CHEN, Jian Dong, aged 45, is the Head of Research and Development of the Group. Mr. Chen is a qualified pharmaceutical engineer and licensed pharmacist and has a Bachelor degree in Chemical Pharmacology from 中國藥科大學 (The Pharmaceuticals University of the PRC) where he spent three years as an assistant teacher. He was the head of the research centre and antibiotics workshop manager at 蘇州第四製藥廠 (Suzhou Fourth Pharmaceutical Factory) and the head of the registration section of the research and development department of 蘇州中化藥品工業有限公司 (Suzhou Chung-Hwa Chemical & Pharmaceutical Industrial Co., Ltd.) before joining the Group in April 2002.

Mr. SU, Guo Qiang, aged 40, is the General Manager of Suzhou Dawnrays Pharmaceutical Co., Ltd., responsible for the overall operations of Suzhou Dawnrays Pharmaceutical Co., Ltd. Mr. Su graduated from 武漢化工學院 (Wuhan Institute of Chemical Technology) in chemical pharmaceutical profession and qualified as a pharmaceutical engineer. He was the head of research centre and the chief engineer of 蘇州第二製藥廠 (Suzhou Second Pharmaceutical Factory). He joined the Group in November 2001.

Mr. SHAO, Jian Liang, aged 46, is the General Manager of Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd., responsible for the manufacturing facilities construction and overall operations of Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd.. Mr. Shao graduated from 江蘇廣播電影大學 (Jiangsu Radio and TV University) in fine organic chemical engineering. He joined the Group in June 1997.

Ms. PANG Kit Ling, aged 44, is the Company Secretary of the Company and the supervisor of Suzhou Dawnrays Chemical Co., Ltd. She is a member of Hong Kong Institute of Certified Public Accountants, an associate of both The Hong Kong Institute of Company Secretaries and The Institute of Chartered Secretaries and Administrators. Ms. Pang holds a Master of Arts in Professional Accounting and Information Systems degree from the City University of Hong Kong and has over 10 years' experience in the fields of accounting and administration. She joined the Company in July 2003.

陳建東先生，45歲，本集團研發總監。陳先生為製藥工程師及註冊藥劑師，自中國藥科大學取得化學藥劑學士學位，並於該大學擔任助理導師三年。於二零零二年四月加盟本集團前，陳先生曾任蘇州第四製藥廠研究中心的主管及抗生素車間的經理，並曾任蘇州中化藥品工業有限公司研究及開發部門註冊部的主管。

蘇國強先生，40歲，蘇州東瑞製藥有限公司總經理，負責蘇州東瑞製藥有限公司的整體營運工作。蘇先生畢業於武漢化工學院化學製藥專業，為製藥工程師，曾任蘇州第二製藥廠研究所所長，總工程師等職。蘇先生於二零零一年十一月加盟本集團。

邵建良先生，46歲，東瑞(南通)醫藥科技有限公司總經理，負責東瑞(南通)醫藥科技有限公司基建及整體營運工作。邵先生畢業於江蘇廣播電視大學精細有機化工專業，於一九九七年六月加盟本集團。

彭潔玲女士，44歲，本公司公司秘書及蘇州東瑞化工有限公司監事。彼是香港會計師公會會員、香港公司秘書公會及特許秘書及行政人員公會會士。彭女士持有香港城市大學專業會計與資訊系統文學碩士學位，並在會計及行政管理方面擁有逾十年經驗。彼於二零零三年七月加盟本公司。

Report of the Directors

董事會報告

The board of Directors (the “Board”) herein present their report and the audited financial statements of Dawnrays Pharmaceutical (Holdings) Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2009.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 18 to the financial statements. There were no significant changes in the nature of the Group’s principal activities during the year.

RESULTS AND DIVIDENDS

The Group’s profit for the year ended 31 December 2009 and the state of affairs of the Company and the Group at that date are set out in the audited financial statements on pages 45 to 122.

An interim dividend of HK\$0.018 per ordinary share was paid on 16 September 2009. The Board recommends the payment of a final dividend of HK\$0.050 per ordinary share in respect of the year, to shareholders on the register of members on 4 May 2010. This recommendation has been incorporated in the financial statements as an allocation of retained profits within the equity section of the statement of financial position.

SUMMARY FINANCIAL INFORMATION

A summary of the published results and of the assets, liabilities and minority interest of the Group for the last five financial years, as extracted from the published audited financial statements, is set out on page 123. This summary does not form part of the audited financial statements.

DONATION

During the year, the Group made charitable donations amounting to RMB2,535,000.

PROPERTY, PLANT AND EQUIPMENT AND LAND USE RIGHTS

Details of movements in property, plant and equipment and land use rights of the Company and the Group during the year are set out in notes 14 and 15 to the financial statements, respectively.

董事會(「董事會」)提呈其董事會報告及東瑞製葯(控股)有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零零九年十二月三十一日止年度的經審核財務報表。

主要業務

本公司的主要業務為投資控股。附屬公司的主要業務詳情載列於財務報表附註18。本集團於年內的主要業務性質並無重大變動。

業績及股息

本集團截至二零零九年十二月三十一日止年度的溢利及本公司及本集團於該日的財務狀況，載於經審核財務報表第45至122頁。

每股普通股港幣0.018元的中期股息已於二零零九年九月十六日派發。董事會建議向於二零一零年五月四日名列股東名冊的股東支付末期股息每股普通股港幣0.050元。有關建議已列入財務報表，並以分配保留溢利的形式計入財務狀況表內權益一節中。

財務資料概要

節錄自本集團最近五個財政年度已公佈的經審核財務報表的已公佈業績、資產、負債及少數股東權益概要載於第123頁。該概要並不構成經審核財務報表的部分。

捐款

年內，本集團的慈善捐款為人民幣2,535,000元。

物業、廠房及設備及土地使用權

本公司及本集團於年內的物業、廠房及設備及土地使用權的變動詳情，分別載於財務報表的附註14及15。

Report of the Directors

董事會報告

INTEREST-BEARING BANK LOAN

Details of interest-bearing bank loan of the Group as at 31 December 2009 are set out in note 27 to the financial statements.

SHARE CAPITAL

Details of movements in share capital of the Company during the year are set out in note 30 to the financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year, the Company repurchased 184,000 shares of the Company's listed securities on The Stock Exchange of Hong Kong Limited at an aggregate consideration of HK\$127,960 before expenses. The monthly breakdown of shares repurchased during the year were as follows:

Month of repurchase	購回月份	Number of shares repurchased 購回股份數目	The highest price paid per share 每股最高價 (HK\$) (港幣)	The lowest price paid per share 每股最低價 (HK\$) (港幣)	Aggregate consideration paid 代價總額 (HK\$) (港幣)
January 2009	二零零九年一月	100,000	0.70	0.69	69,600
February 2009	二零零九年二月	84,000	0.70	0.69	58,360
Total	總計	184,000			127,960

The repurchased shares were subsequently cancelled. The nominal value of the cancelled shares was transferred to the capital redemption reserve and the premium payable on repurchase was charged against the share premium account. The repurchases were effected by the Directors for the enhancement of shareholder value in the long term.

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities for the year ended 31 December 2009.

計息銀行貸款

本集團於二零零九年十二月三十一日的計息銀行貸款詳情載於財務報表附註27。

股本

本公司之股本於本年度之變動載於財務報表附註30。

優先購買權

本公司的公司組織章程細則或開曼群島法律並無有關優先購買權的條文，規定本公司須按比例提呈發售新股予現有股東。

購買、贖回或出售本公司上市證券

年內，本公司在香港聯合交易所有限公司購回184,000股股份，未計其他費用之總代價為港幣127,960元，於年內每月購回股份的詳情列載如下：

購回的股份隨即註銷。與註銷股份面值相等之數額已撥往資本贖回儲備，而股份購回所付之溢價已記入股份溢價賬。股份回購是董事為提高股東長遠利益而作出。

除上文披露者外，截至二零零九年十二月三十一日止年度，本公司或其他任何附屬公司概無購買、贖回或出售任何本公司上市證券。

Report of the Directors

董事會報告

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in consolidated statement of changes in equity and note 32 to the financial statements.

DISTRIBUTABLE RESERVES

At 31 December 2009 the Company's reserves available for distribution amounted to RMB267,106,000, of which RMB34,769,000 has been proposed as a final dividend for the year. Under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the share premium account of the Company of approximately RMB61,865,000 as at 31 December 2009 is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business. The share premium account may also be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for 17.03% of the total sales for the year and sales to the largest customer included therein amounted to 4.47%. Purchases from the Group's five largest suppliers accounted for 43.49% of the total purchases for the year and purchases from the largest supplier included therein amounted to 16.90%.

None of the Directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

DIRECTORS

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

Executive Directors

Ms. Li Kei Ling
Mr. Hung Yung Lai
Mr. Li Tung Ming
Mr. Gao Yi

Non-executive Director

Mr. Leung Hong Man

Independent Non-executive Directors

Mr. Pan Xue Tian
Mr. Choi Tat Ying Jacky
Mr. Sik Siu Kwan

儲備

本公司及本集團於年內的儲備變動詳情，載於綜合權益變動表及財務報表附註32。

可供分派儲備

本公司於二零零九年十二月三十一日的可供分派儲備達人民幣267,106,000元，其中建議人民幣34,769,000元用作宣派年內的末期股息。根據開曼群島公司法（一九六一年第三卷，經綜合及修訂）第二十二章，本公司於二零零九年十二月三十一日可供分派予本公司股東的股份溢價賬約人民幣61,865,000元，惟本公司須於緊接建議派發股息當日後，本公司有能力清償其於一般業務過程中到期的債務。股份溢價賬亦可以繳足紅股的方式分派。

主要客戶及供應商

於回顧年內，向本集團五大客戶的銷售額佔銷售總額的17.03%，而向其中最大客戶的銷售額則佔4.47%。向本集團五大供應商的採購額佔年內採購總額的43.49%，而向其中最大供應商的採購額則佔16.90%。

本公司董事或其任何聯繫人或任何股東（據董事所知，擁有本公司已發行股本逾5%權益）於本集團五大客戶或供應商中並無擁有任何實益權益。

董事

本公司於年內及截至本報告刊發之日止的董事如下：

執行董事

李其玲女士
熊融禮先生
李東明先生
高毅先生

非執行董事

梁康民先生

獨立非執行董事

潘學田先生
蔡達英先生
薛兆坤先生

Report of the Directors 董事會報告

In accordance with the article 87 of the Company's articles of association, Mr. Gao Yi, Mr. Sik Siu Kwan and Mr. Hung Yung Lai will retire by rotation and being eligible, offer themselves for re-election at the forthcoming annual general meeting ("AGM").

The Company has received annual confirmations of independence from Mr. Pan Xue Tian, Mr. Choi Tat Ying Jacky and Mr. Sik Siu Kwan, and as at the date of this report still considers them to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors of the Company and the senior management of the Group are set out on pages 25 to 31 of the annual report.

DIRECTORS' SERVICE CONTRACTS

Ms. Li Kei Ling has entered into a service contract with the Company for a term of two years which commenced on 1 July 2003. Ms. Li's service contract was renewed for a term of three years which commenced on 1 July 2008 and is subject to termination by either party giving not less than three month's written notice. Ms. Li is currently entitled to director's fee and other remuneration from the Group totally HK\$518,400 per year.

Mr. Hung Yung Lai has entered into a service contract with the Company for a term of two years which commenced on 1 July 2003. Mr. Hung's service contract was renewed for a term of three years which commenced on 1 July 2008 and is subject to termination by either party giving not less than three month's written notice. Mr. Hung is currently entitled to director's fee and other remuneration from the Group totally HK\$518,400 per year.

Mr. Li Tung Ming entered into a service contract with the Company for a term of two years which commenced on 14 January 2004. Mr. Li's service contract was renewed on 1 January 2010 for a term of three years and is subject to termination by either party giving not less than three months' written notice. Mr. Li is currently entitled to director's fee and other remuneration from the Group totally HK\$518,400 per year.

Mr. Gao Yi has entered into a service contract with the Company for a term of two years which commenced on 1 January 2007. Mr. Gao's service contract was renewed for a term of two years which commenced on 1 January 2009 and is subject to termination by either party giving not less than two months' written notice. Mr. Gao is currently entitled to director's fee and other remuneration from the Group totally HK\$986,400 per year and a discretionary bonus payable at the absolute discretion of the Board.

根據本公司組織章程細則第87條，高毅先生、薛兆坤先生及熊融禮先生將於應屆股東週年大會（「股東週年大會」）上輪席告退，並符合資格願膺選連任。

本公司已取得潘學田先生、蔡達英先生及薛兆坤先生的年度獨立確認書，並於本報告刊發之日仍視彼等為獨立人士。

董事及高級管理層履歷

本公司董事及本集團高級管理層的履歷詳情載於年報第25至31頁。

董事服務合約

李其玲女士與本公司簽訂服務合約，由二零零三年七月一日開始為期兩年。李女士的服務合約於二零零八年七月一日獲續約三年，並可由任何一方發出不少於三個月書面通知書予以終止。李女士目前於本集團有權享有董事袍金及其他酬金每年共港幣518,400元。

熊融禮先生與本公司簽訂服務合約，由二零零三年七月一日開始為期兩年。熊先生的服務合約由二零零八年七月一日開始獲續約三年，並可由任何一方發出不少於三個月書面通知書予以終止。熊先生目前於本集團有權享有董事袍金及其他酬金每年共港幣518,400元。

李東明先生與本公司訂立服務合約，由二零零四年一月十四日開始為期兩年。李先生的服務合約於二零一零年一月一日開始獲續約三年，並可由任何一方發出不少於三個月書面通知書予以終止。李先生目前於本集團有權享有董事袍金及其他酬金每年共港幣518,400元。

高毅先生與本公司訂立服務合約，由二零零七年一月一日開始為期二年，高先生的服務合約於二零零九年一月一日獲續約二年，並可由任何一方發出不少於二個月書面通知書予以終止。高先生目前於本集團有權享有董事袍金及其他酬金每年港幣986,400元及由董事會全權決定支付的酌情獎金。

Report of the Directors 董事會報告

Mr. Leung Hong Man has entered into a service contract with the Company for a term of two years which commenced on 1 November 2005. Mr. Leung's service contract was renewed for a term of two years commencing 1 November 2009, and is subject to termination by either party giving not less than one month's written notice. Mr. Leung is currently entitled to a basic annual remuneration of HK\$96,000. Save for the above director's fee, Mr. Leung is not entitled to any other remuneration.

Mr. Pan Xue Tian has entered into a service contract with the Company for a term of two years which commenced on 1 July 2003. Subsequently, Mr. Pan's service contract was renewed for a term of two years commencing 1 July 2009, Mr. Choi Tat Ying Jacky has entered into a service contract with the Company for a term of two years which commenced on 30 September 2004. Subsequently, Mr. Choi's service contract was renewed for a term of two years commencing 30 September 2008, Mr. Sik Siu Kwan has entered into a service contract with the Company for a term of two years which commenced on 10 January 2007. Subsequently, Mr. Sik's service contract was renewed for a term of two years commencing 10 January 2009. Mr. Pan, Mr. Choi and Mr. Sik's appointments are subject to termination by either party giving not less than one month's written notice. Each of Mr. Pan, Mr. Choi and Mr. Sik are currently entitled to an annual remuneration of HK\$120,000. Save for the above directors' fees, the three Independent Non-executive Directors are not entitled to any other remuneration.

No Director proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group. There is no contract of significance between the Group, its controlling shareholder or any of its subsidiaries during the year.

MANAGEMENT CONTRACTS

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

梁康民先生與本公司訂立服務合約，由二零零五年十一月一日開始為期兩年，並於二零零九年十一月一日獲續期兩年，並可於任何一方發出不少於一個月書面通知書予以終止。梁先生現時享有年度酬金港幣96,000元。除上述董事袍金外，梁先生並無享有任何其他酬金。

潘學田先生與本公司訂立服務合約，由二零零三年七月一日開始為期兩年，隨後於二零零九年七月一日獲續期兩年。蔡達英先生與本公司訂立服務合約，由二零零四年九月三十日開始為期兩年，隨後於二零零八年九月三十日獲續期兩年。薛兆坤先生與本公司訂立服務合約，由二零零七年一月十日開始為期兩年，隨後於二零零九年一月十日獲續期兩年。潘先生、蔡先生及薛先生的委任均可於任何一方發出不少於一個月書面通知書予以終止。潘先生、蔡先生及薛先生現時各自享有年度酬金港幣120,000元。除上述董事袍金外，三名獨立非執行董事並無享有任何其他酬金。

擬於應屆股東週年大會上再獲推選的董事，並無與本公司訂立不可於一年內免賠償（除法定賠償外）予以終止的服務合約。

董事於合約的權益

概無董事於對本集團業務屬重大的任何合約中直接或間接擁有重大權益。本集團、其控股股東或其任何附屬公司之間並無任何重大合約。

管理合約

於年內，概無訂立或存在任何有關處理及管理本公司全部業務或業務的重要部份的合約。

Report of the Directors

董事會報告

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the “Scheme”) on 21 June 2003. The maximum number of shares permitted to be issued upon the exercise of options under the Scheme was 80,000,000 shares which was 10% of the shares of the Company in issue upon listing (unless refreshed) and represented approximately 10.12% of the issued share capital of the Company at the date of this annual report. The detailed disclosures relating to the Scheme and valuation of options are set out in Note 31 to the financial statements.

Movements of Company’s share options under the Scheme during the year were as follows:

購股權計劃

本公司於二零零三年六月二十一日採納購股權計劃（「計劃」），根據該計劃行使購股權而獲准發行的股份最高數目為80,000,000股，相等於本公司於上市時（除非經更新）已發行股份的10%，佔於本年報刊發日期本公司已發行股本約10.12%。有關計劃的詳情及購股權的估值載於財務報表附註31。

本年內，計劃中的本公司購股權變動如下：

Name or category of participant	參與者名稱或類別	Number of share options 購股權數目					Date of grant of share options (a) 授出購股權日期 (a) (日/月/年)	Exercise period of share options 購股權行使期間 (日/月/年)	Exercise price of share options (b) 購股權行使價 (b) HK\$ 港幣	Closing price of the Company's shares (c) 本公司股份收市價格 (c) HK\$ 港幣
		At 1 January 2009 於二零零九年一月一日	Granted during the year 年內已授出	Exercised during the year 年內已行使	Lapsed during the year (d) 年內已失效 (d)	At 31 December 2009 於二零零九年十二月三十一日				
Director	董事									
Mr. Gao Yi	高毅先生	600,000	—	(300,000)	—	28/12/04	28/12/05 – 27/12/10	0.58	0.59	
		3,000,000	—	—	—	04/04/07	04/04/08 – 03/04/13	0.71	0.70	
		3,600,000	—	(300,000)	—					
Other employees	其他僱員									
In aggregate	總計	1,900,000	—	(800,000)	—	17/11/04	17/11/05 – 16/11/10	0.63	0.62	
		10,100,000	—	(5,712,000)	(20,000)	28/12/04	28/12/05 – 27/12/10	0.58	0.59	
		800,000	—	—	—	10/01/07	01/09/07 – 31/08/12	0.72	0.68	
		4,500,000	—	(220,000)	—	04/04/07	04/04/08 – 03/04/13	0.71	0.70	
		1,300,000	—	(520,000)	—	10/07/07	10/07/08 – 09/07/13	0.80	0.80	
		800,000	—	—	—	01/02/08	01/02/09 – 31/01/14	0.74	0.74	
		1,000,000	—	—	—	09/12/08	09/12/09 – 08/12/14	0.70	0.71	
		20,400,000	—	(7,252,000)	(20,000)					
Other participant	其他參與者									
		400,000	—	(400,000)	—	05/05/05	05/05/06 – 04/05/09	0.50	0.49	
		24,400,000	—	(7,952,000)	(20,000)					

Report of the Directors 董事會報告

- (a) The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
 - (b) The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
 - (c) The price of the Company's shares disclosed as at immediate date before the grant of the share options is the Stock Exchange closing price on the trading day immediately prior to the date of grant of the options.
 - (d) Options lapsed in accordance with the terms of the Scheme due to resignation of employees.
- (a) 購股權的歸屬期為授出日期至行使期開始為止。
 - (b) 倘進行供股或發行紅股或本公司股本出現其他類似變動，則購股權的行使價須予以調整。
 - (c) 於授予購股權前一天所披露的本公司股份價格為緊接授予購股權當日前一個交易日的聯交所收市價。
 - (d) 基於僱員辭任職務，購股權根據計劃的條款而予以失效。

The price of the Company's shares disclosed immediately before the exercise date of the share options is the weighted average of the Stock Exchange closing prices immediately before the dates on which the options were exercised over all of the exercise of options within the disclosure line. The weighted average closing price of the Company's shares immediately before the dates on which the options were exercised by the Director and other employees were HK\$0.69 and HK\$0.90 respectively.

於緊接購股權行使日期前披露的本公司股份價格為股份於緊接披露類別的所有購股權行使日期前一日的聯交所股份收市價的加權平均數。董事及其他僱員已行使的購股權於緊接行使日期前之加權平均股份收市價分別為港幣六毫九分及九毫。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2009, the interests and short positions of the Directors and Chief Executive in the shares or underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

董事及總裁於股份及相關股份的權益及淡倉

於二零零九年十二月三十一日，董事及總裁於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股本、相關股份及債券中，擁有記錄於本公司根據證券及期貨條例第352條存置的登記冊，或根據上市公司董事進行證券交易的標準守則須知會本公司及聯交所的權益及淡倉載列如下：

Report of the Directors 董事會報告

Long positions in ordinary shares of the Company:

於本公司普通股中的好倉：

Number of shares held, capacity and nature of interest 持有的股份數目、身份及權益性質

Name 名稱	Notes 附註	Directly beneficially owned 直接實益擁有	Share Option granted 獲頒授的 購股權	Through controlled corporation 通過控制 公司持有	Total 總數	Percentage of the Company's issued share capital 佔本公司 已發行股本 的百分比
Directors 董事						
Ms. Li Kei Ling 李其玲女士	(a)	—	—	342,072,000	342,072,000	43.50
Mr. Hung Yung Lai 熊融禮先生	(a)	—	—	342,072,000	342,072,000	43.50
Mr. Li Tung Ming 李東明先生	(b)	9,976,000	—	56,000,000	65,976,000	8.39
Mr. Gao Yi 高毅先生	(c)	900,000	3,300,000	—	4,200,000	0.53
Mr. Leung Hong Man 梁康民先生	(d)	—	—	60,000,000	60,000,000	7.63

Long positions in shares and underlying shares of associated corporation:

於相聯法團股份及相關股份中的好倉：

Name of Director 董事名稱	Name of associated corporation 相聯法團名稱	Relationship with the Company 與本公司的關係	Shares 股份	Number of shares 股份數目	Capacity and nature of interest 身份及 權益性質	Percentage of the associated corporation's issued share capital 佔相聯法團 已發行股本 的百分比
Ms. Li Kei Ling 李其玲女士	Fortune United Group Limited	the Company's holding company 本公司的控股公司	Ordinary shares 普通股	2	Through a controlled corporation 通過一間控制公司	50
Mr. Hung Yung Lai 熊融禮先生	Fortune United Group Limited	the Company's holding company 本公司的控股公司	Ordinary shares 普通股	2	Through a controlled corporation 通過一間控制公司	50

Report of the Directors

董事會報告

Notes:

- (a) 342,072,000 shares are held by Fortune United Group Limited, a company incorporated in the British Virgin Islands. Keysmart Enterprises Limited, which is wholly-owned by Ms. Li Kei Ling, and Hunwick International Limited, which is wholly-owned by Mr. Hung Yung Lai, are each beneficially interested in 50% of the share capital of Fortune United Group Limited.
- (b) 56,000,000 shares are held by Time Lead Investments Limited, a company incorporated in the British Virgin Islands. The entire issued share capital of Time Lead Investments Limited is beneficially owned by Mr. Li Tung Ming.
- (c) 3,300,000 shares options were granted to Mr. Gao Yi under the Company's option scheme adopted on 21 June 2003 and Mr. Gao is deemed to be interested in the shares which will be issued to him upon his exercise of option, representing approximately 0.42% of the Company's issued share capital.
- (d) 60,000,000 shares are held by Toyo International Investment Limited, a company incorporated in Hong Kong. Mr. Leung Hong Man and Mr. Leung Yiu Sing are each beneficially interested in 50% of the share capital of Toyo International Investment Limited.

Save as disclosed above, as at the date of this report, none of the Directors or Chief Executive had registered an interest or short position in the shares or underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Share option scheme", "Directors' and Chief Executive's interests and short positions in shares and underlying shares" above and in the share option scheme disclosures in note 31 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

附註：

- (a) 342,072,000股股份由一家於英屬維爾京群島註冊成立的公司 Fortune United Group Limited 所持有。 Fortune United Group Limited 的股本由李其玲女士全資擁有的 Keysmart Enterprises Limited 及由熊融禮先生全資擁有的 Hunwick International Limited 各自實益擁有 50% 權益。
- (b) 56,000,000 股股份由一家於英屬維爾京群島註冊成立的公司 Time Lead Investments Limited 所持有。 Time Lead Investments Limited 的全部已發行股本由李東明先生實益擁有。
- (c) 根據本公司於二零零三年六月二十一日採納之購股權計劃，高毅先生獲授予 3,300,000 股購股權，高先生被視為擁有當行使該批購股權時將發行給彼之股份權益，約佔本公司已發行股份的 0.42%。
- (d) 60,000,000 股股份由一家於香港註冊成立的公司東海國際投資有限公司所持有。東海國際投資有限公司的全部已發行股本由梁康民及梁耀成先生各自實益擁有 50% 權益。

除上述者外，於本報告刊發之日，概無董事或總裁於本公司或其任何相聯法團的股份、相關股份或債券中，擁有須根據證券及期貨條例第 352 條予以記錄，或根據上市公司董事進行證券交易的標準守則須知會本公司及聯交所的權益或淡倉。

董事購買股份或債券的權益

除於上述「購股權計劃」一節、「董事及總裁於股份及相關股份的權益及淡倉」一節及財務報表附註 31 所載購股權計劃披露的事宜外，年內並無任何董事、彼等的配偶或未滿 18 歲的子女獲授可透過收購本公司股份或債券的方法收購權益的權利，或彼等行使任何該等權利，或本公司、其控股公司或其任何附屬公司訂立任何安排，以令董事可收購任何其他法人團體有關權利。

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SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2009, the following interests or short positions in the shares and underlying shares of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions:

主要股東及其他人士於股份及相關股份的權益

於二零零九年十二月三十一日，根據證券及期貨條例第336條須於本公司存置的權益登記冊上記錄，於本公司股份及相關股份的權益或淡倉載列如下：

好倉：

Number of shares held, capacity and nature of interest 持有的股份數目、身份及權益性質

Name 名稱	Notes 附註	Directly Beneficially owned 直接實益擁有	Family interest 家屬權益	Through controlled corporation 通過控制 公司持有	Total 總數	Percentage of the Company's issued share capital 佔本公司 已發行股本 的百分比
Fortune United Group Limited	(a)	342,072,000	—	—	342,072,000	43.50
Keysmart Enterprises Limited	(a)	—	—	342,072,000	342,072,000	43.50
Hunwick International Limited	(a)	—	—	342,072,000	342,072,000	43.50
Mdm. lu Pun 姚彬女士	(b)	—	342,072,000	—	342,072,000	43.50
Time Lead Investments Limited	(c)	56,000,000	—	—	56,000,000	7.12
Toyo International Investment Limited 東海國際投資有限公司	(d)	60,000,000	—	—	60,000,000	7.63
Mdm. Lo Mei Sai 羅美茜女士	(e)	—	60,000,000	—	60,000,000	7.63
Mr. Leung Yiu Sing 梁耀成先生	(d)	—	—	60,000,000	60,000,000	7.63
Mdm. Chu Shuet Fong 朱雪芳女士	(f)	—	60,000,000	—	60,000,000	7.63

Notes:

(a) The issued capital of Fortune United Group Limited is equally beneficially owned by Keysmart Enterprises Limited and Hunwick International Limited which are in turn, respectively, wholly-owned by Ms. Li Kei Ling and Mr. Hung Yung Lai, Executive Directors of the Company.

附註：

(a) Fortune United Group Limited的已發行股本由Keysmart Enterprises Limited及Hunwick International Limited平均實益擁有。Keysmart Enterprises Limited及Hunwick International Limited分別由本公司的執行董事李其玲女士及熊融禮先生全資擁有。

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- (b) Mdm. Lu Pun is the wife of Mr. Hung Yung Lai and is deemed to be interested in the shares of the Company held by Mr. Hung Yung Lai. (b) 姚彬女士為熊融禮先生的配偶，故被視為於熊融禮先生持有的本公司股份中擁有權益。
- (c) The entire issued capital of Time Lead Investments Limited is beneficially owned by Mr. Li Tung Ming, an Executive Director of the Company. (c) Time Lead Investments Limited 的全部已發行股本由本公司一名執行董事李東明先生實益擁有。
- (d) The issued capital of Toyo International Investment Limited is equally beneficially owned by Mr. Leung Hong Man, the Non-executive Director of the Company and his father Mr. Leung Yiu Sing. (d) 東海國際投資有限公司的已發行股本分別由本公司的非執行董事梁康民先生及彼之父親梁耀成先生平均實益擁有。
- (e) Mdm. Lo Mei Sai is the wife of Mr. Leung Hong Man and is deemed to be interested in the shares of the Company held by Mr. Leung Hong Man. (e) 羅美茜女士為梁康民先生的配偶，故被視為於梁康民先生持有的本公司股份中擁有權益。
- (f) Mdm. Chu Shuet Fong is the wife of Mr. Leung Yiu Sing and is deemed to be interested in the shares of the Company held by Mr. Leung Yiu Sing. (f) 朱雪芳女士為梁耀成先生的配偶，故被視為於梁耀成先生持有的本公司股份中擁有權益。

Save as disclosed above, as at 31 December 2009, no person, other than the Directors and Chief Executive Officer of the Company, whose interests are set out in the section "Directors' and Chief Executive's interests and short positions in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

AUDITORS

Ernst & Young will retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming AGM.

ON BEHALF OF THE BOARD

Li Kei Ling

Chairman

Hong Kong, 30 March 2010

除上文披露者外，於二零零九年十二月三十一日，並無其他人士（本公司董事及總裁除外，有關彼等的權益載於上文「董事及總裁於股份及相關股份的權益及淡倉」一節）登記於本公司股份或相關股份中擁有的權益或淡倉（須根據證券及期貨條例第336條予以登記）。

足夠的公眾持股量

根據本公司獲得的已公開資料及據董事所知，於本報告刊發之日，公眾人士持有本公司已發行股本總額至少25%。

核數師

安永會計師事務所將退任，而重新委任彼等為本公司核數師的決議案，將於應屆股東週年大會上提呈。

代表董事會

李其玲

主席

香港，二零一零年三月三十日



**TO THE SHAREHOLDERS OF
DAWRAYS PHARMACEUTICAL (HOLDINGS) LIMITED
(Incorporated in the Cayman Islands with limited liability)**

We have audited the financial statements of Dawnrays Pharmaceutical (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 45 to 122, which comprise the consolidated and company statements of financial position as at 31 December 2009, 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 notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

致東瑞製藥(控股)有限公司
(在開曼群島註冊成立的有限公司)
全體股東

本核數師已審核列載於第45至122頁東瑞製藥(控股)有限公司(「公司」)及其附屬公司(統稱「集團」)的財務報表，此財務報表包括於二零零九年十二月三十一日的綜合及公司財務狀況表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及重要會計政策摘要及其他附註解釋。

董事就財務報表須承擔的責任

公司董事須負責根據國際財務報告準則及按照香港公司條例的披露規定編製及真實而公允地列報該等財務報表。這責任包括設計、實施及維護與編製及真實而公允地列報財務報表相關的內部控制，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策；及根據情況作出合理的會計估計。

核數師的責任

我們的責任是根據我們的審核對該等財務報表作出意見。本報告僅向整體股東報告，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責或承擔任何責任。

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

Independent Auditors' Report 獨立核數師報告

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and true and fair presentation of the financial statements 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 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 financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2009 and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young

Certified Public Accountants

18/F, Two International Finance Centre,
8 Finance Street, Central
Hong Kong
30 March 2010

審核涉及執行程序以獲取有關財務報表所載金額及披露資料的審核憑證。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財務報表存有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及真實而公允地列報財務報表相關的內部控制，以設計適當的審核程序，但並非為對公司的內部控制的效能發表意見。審核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，以及評價財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當的為我們的審核意見提供了基礎。

意見

我們認為，該等財務報表已根據國際財務報告準則真實而公允地反映公司及集團於二零零九年十二月三十一日的財務狀況及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。

安永會計師事務所

執業會計師

香港中環金融街8號
國際金融中心2期18樓
香港
二零一零年三月三十日

Consolidated Income Statement 綜合收益表

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
REVENUE	收入	4	1,082,110	947,710
Cost of sales	銷售成本		(754,058)	(691,047)
Gross profit	毛利		328,052	256,663
Other income and gain	其他收入及收益	4	4,595	5,072
Selling and distribution costs	銷售及分銷費用		(101,206)	(79,395)
Administrative expenses	行政費用		(47,575)	(43,796)
Other expenses	其他費用		(32,008)	(22,485)
Finance costs	財務費用	5	(395)	(343)
PROFIT BEFORE TAX	除稅前溢利	6	151,463	115,716
Income tax expense	所得稅	10	(33,119)	(13,585)
PROFIT FOR THE YEAR	本年度溢利		118,344	102,131
Attributable to:	以下各項應佔：			
Equity holders of the parent	母公司權益持有人	11	118,388	102,037
Minority interest	少數股東權益		(44)	94
			118,344	102,131
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股權益持有人應佔每股盈利	13		
– basic, for profit for the year	– 基本，以本年度溢利計算		RMB0.1513	RMB0.1290
– diluted, for profit for the year	– 攤薄，以本年度溢利計算		RMB0.1506	RMB0.1284

Details of the dividends proposed for the year are disclosed in note 12 to the financial statements.

本年度擬派股息的詳情載於財務報表附註12。

Consolidated Statement of Comprehensive Income 綜合全面收益表

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
PROFIT FOR THE YEAR	本年度溢利	118,344	102,131
Exchange differences	匯兌差額	(90)	(2,477)
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	本年度除稅後其他全面虧損總額	(90)	(2,477)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	本年度除稅後全面收益總額	118,254	99,654
Attributable to:	以下各項應佔：		
Equity holders of the parent	母公司權益持有人	118,298	99,560
Minority interest	少數股東權益	(44)	94
		118,254	99,654

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2009 於二零零九年十二月三十一日

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
		Notes 附註			
NON-CURRENT ASSETS	非流動資產				
Property, plant and equipment	物業、廠房及設備	14	250,186	248,935	4
Land use rights	土地使用權	15	47,462	23,078	—
Construction in progress	在建工程	16	85,699	53,033	—
Prepayments	預付款		—	26,072	—
Intangible assets	無形資產	17	15,685	14,631	—
Interests in subsidiaries	於附屬公司的權益	18	—	—	287,505
Deferred tax assets	遞延稅項資產	29	1,206	892	—
Total non-current assets	非流動資產總額		400,238	366,641	287,509
CURRENT ASSETS	流動資產				
Inventories	存貨	19	184,346	159,536	—
Trade and notes receivables	應收貿易及票據款項	20	435,308	391,041	—
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	21	14,309	15,657	189
Financial assets at fair value through profit or loss	透過損益以公允價值列賬之財務資產	22	5,814	3,404	5,814
Cash and cash equivalents	現金及現金等價物	23	86,450	38,936	3,973
Total current assets	流動資產總額		726,227	608,574	9,976
CURRENT LIABILITIES	流動負債				
Trade and notes payables	應付貿易及票據款項	24	350,455	281,428	—
Other payables and accruals	其他應付款及應計負債	26	40,814	36,348	611
Bank advances for discounted bills	銀行貼現票據墊款	25	5,000	24,907	—
Interest-bearing bank loan, current portion	計息銀行貸款－一年內到期部分	27	1,761	—	—
Income tax payable	應付所得稅		5,951	3,319	—
Total current liabilities	流動負債總額		403,981	346,002	611
NET CURRENT ASSETS	流動資產淨額		322,246	262,572	9,365
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債		722,484	629,213	296,874
NON-CURRENT LIABILITIES	非流動負債				
Interest-bearing bank loan	計息銀行貸款	27	3,522	—	—
Government grants	政府撥款	28	1,120	—	—
Deferred tax liability	遞延稅項負債	29	5,998	—	—
Total non-current liabilities	非流動負債總額		10,640	—	—
Net assets	淨資產		711,844	629,213	296,874

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2009 於二零零九年十二月三十一日

		Notes 附註	Group 本集團		Company 本公司	
			2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
EQUITY	權益					
Equity attributable to equity holders of the parent	母公司權益持有人應佔權益					
Issued capital	已發行股份	30	83,649	82,964	83,649	82,964
Reserves	儲備	32	592,871	518,100	178,456	182,372
Proposed final dividend	擬派末期股息	12	34,769	27,477	34,769	27,477
			711,289	628,541	296,874	292,813
			555	672	—	—
Minority interest	少數股東權益					
			711,844	629,213	296,874	292,813
Total equity	權益總額					

LI KEI LING

李其玲

Director

董事

GAO YI

高毅

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

Attributable to equity holders of the parent
母公司權益持有人應佔權益

Notes 附註	Issued capital 已發行 股本	Share premium account 股份溢價	Capital redemption reserve 資本 購回儲備	Share option reserve 購股權 儲備	Contributed surplus 繳入盈餘	Statutory surplus reserve 法定盈餘 公積金	Exchange fluctuation reserve 匯兌 波動儲備	Retained profits 保留溢利	Proposed final dividend 擬派 末期股息	Total	Minority interest 少數股東 權益	Total equity 權益總額
At 1 January 2008	84,241	65,370	1,249	2,208	100,175	63,153	(5,037)	238,769	28,224	578,352	654	579,006
Profit for the year	-	-	-	-	-	-	-	102,037	-	102,037	94	102,131
Other comprehensive loss	-	-	-	-	-	-	(2,477)	-	-	(2,477)	-	(2,477)
Total comprehensive income for the year	-	-	-	-	-	-	(2,477)	102,037	-	99,560	94	99,654
Exercise of share options	31	173	1,046	(195)	-	-	-	-	-	1,024	-	1,024
Shares repurchased and cancelled	30	(1,450)	(8,732)	1,450	-	-	-	(1,450)	-	(10,182)	-	(10,182)
Dividends paid to minority shareholder	-	-	-	-	-	-	-	-	-	-	(76)	(76)
Final 2007 dividend declared	-	-	-	-	-	-	-	-	(28,224)	(28,224)	-	(28,224)
Dividend on shares issued for employee share options exercised after 31 December 2007	-	-	-	-	-	-	-	(22)	-	(22)	-	(22)
Equity-settled share option arrangements	31	-	-	-	609	-	-	-	-	609	-	609
Interim 2008 dividend	12	-	-	-	-	-	-	(12,576)	-	(12,576)	-	(12,576)
Proposed final 2008 dividend	12	-	-	-	-	-	-	(27,477)	27,477	-	-	-
Transfer from retained profits	-	-	-	-	-	10,898	-	(10,898)	-	-	-	-
At 31 December 2008	82,964	57,684*	2,699*	2,622*	100,175*	74,051*	(7,514)*	288,383*	27,477	628,541	672	629,213

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		Attributable to equity holders of the parent 母公司權益持有人應佔權益											
		Issued capital	Share premium	Capital reserve	Share option reserve	Share Contributed surplus	Statutory reserve	Exchange fluctuation reserve	Retained profits	Proposed final dividend	Total	Minority interest	Total equity
Notes	附註	已發行股本	股份溢價	資本儲備	購股權儲備	繳入盈餘	法定盈餘公積金	匯兌波動儲備	保留溢利	末期股息	總計	少數股東權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 30)	(note 30)	(note 32)	(note 32)	(note 32)	(note 32)	(note 32)	(note 12)	(note 12)	(note 12)	(note 12)	(note 12)
		(附註30)	(附註30)	(附註32)	(附註32)	(附註32)	(附註32)	(附註32)	(附註12)	(附註12)	(附註12)	(附註12)	(附註12)
	At 1 January 2009	82,964	57,684	2,699	2,622	100,175	74,051	(7,514)	288,383	27,477	628,541	672	629,213
	Profit for the year	-	-	-	-	-	-	-	118,388	-	118,388	(44)	118,344
	Other comprehensive loss	-	-	-	-	-	-	(90)	-	-	(90)	-	(90)
	Total comprehensive income for the year	-	-	-	-	-	-	(90)	118,388	-	118,298	(44)	118,254
	Exercise of share options	701	4,283	-	(795)	-	-	-	-	-	4,189	-	4,189
	Share repurchased and cancelled	(16)	(102)	16	-	-	-	-	(16)	-	(118)	-	(118)
	Dividends paid to minority shareholder	-	-	-	-	-	-	-	-	-	-	(73)	(73)
	Final 2008 dividend declared	-	-	-	-	-	-	-	-	(27,477)	(27,477)	-	(27,477)
	Dividend on shares issued for employee share options exercised after 31 December 2008	-	-	-	-	-	-	-	(17)	-	(17)	-	(17)
	Equity-settled share option arrangements	-	-	-	325	-	-	-	-	-	325	-	325
	Interim 2009 dividend	-	-	-	-	-	-	-	(12,452)	-	(12,452)	-	(12,452)
	Proposed final 2009 dividend	-	-	-	-	-	-	-	(34,769)	34,769	-	-	-
	Transfer from retained profits	-	-	-	-	-	13,071	-	(13,071)	-	-	-	-
	At 31 December 2009	83,649	61,865*	2,715*	2,152*	100,175*	87,122*	(7,604)*	346,446*	34,769	711,289	555	711,844

* These reserve accounts comprise the consolidated reserves of RMB592,871,000 (2008: RMB518,100,000) in the consolidated statement of financial position.

* 此等儲備合共人民幣592,871,000(二零零八：人民幣518,100,000)已包括在綜合財務狀況表上。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

	Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES			
經營活動的現金流量			
Profit before tax:		151,463	115,716
除稅前溢利：			
Adjustments for:			
就下列調整：			
Finance costs	5	395	343
財務費用			
Interest income	4	(477)	(936)
利息收入			
Dividend income from financial assets at fair value through profit or loss	4	(135)	(162)
透過損益以公允值列賬之財務資產的股息收入			
Loss on disposal of items of property, plant and equipment	6	1,002	295
出售物業、廠房及設備項目的虧損			
Impairment of trade receivables	20	1,871	—
應收貿易減值			
Impairment of intangible assets	6	200	385
無形資產減值			
Impairment of property, plant and equipment	6	1,137	—
物業、廠房及設備項目減值			
Depreciation	6	24,610	22,827
折舊			
Amortisation of intangible assets	17	1,476	1,131
無形資產攤銷			
Recognition of land use rights	6	1,694	442
土地使用權確認			
(Gain)/loss on disposal of financial assets at fair value through profit or loss	6	(498)	276
出售透過損益以公允值列賬之財務資產的(收益)/虧損			
Fair value (gains)/losses, net:			
公允值(收益)/虧損淨額：			
Financial assets at fair value through profit or loss	6	(1,871)	1,908
透過損益以公允值列賬之財務資產			
Equity-settled share option expenses	6	325	609
以股權支付的購股權開支			
		181,192	142,834
Increase in inventories		(24,810)	(35,101)
存貨增加			
Increase in trade and notes receivables		(64,174)	(24,964)
應收貿易及票據款項增加			
Increase in prepayments		(67)	(6,058)
預付款增加			
Decrease/(increase) in deposits and other receivables		1,415	(3,847)
按金及其他應收款項減少/(增加)			
Increase in trade and notes payables		67,156	34,021
應付貿易及票據款項增加			
(Decrease)/increase in other payables		(1,755)	1,672
其他應付款項(減少)/增加			
Increase in accruals		4,833	1,674
應計負債增加			
Income tax paid		(24,803)	(12,432)
已付所得稅			
Net cash flows from operating activities		138,987	97,799
經營活動產生的現金流量淨額			

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

	Notes 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
CASH FLOWS FROM INVESTING ACTIVITIES			
投資活動的現金流量			
Interest received	4	477	936
Dividend income from financial assets at fair value through profit or loss	4	135	162
Proceeds from disposal of items of property, plant and equipment		2,503	320
Proceeds from disposal of financial assets at fair value through profit or loss		2,295	3,968
Purchase of items of property, plant and equipment and construction in progress		(61,852)	(81,741)
Purchase of intangible assets	17	(2,730)	(1,515)
Purchase of land use rights		(6)	(295)
Purchase of financial assets at fair value through profit or loss		(2,338)	(4,688)
Receipt of government grant	28	1,120	—
Net cash flows used in investing activities		(60,396)	(82,853)
CASH FLOWS FROM FINANCING ACTIVITIES			
融資活動的現金流量			
Proceeds from exercise of share options		4,189	1,024
Proceeds from bank loan		5,283	—
Repurchase of shares		(118)	(10,182)
Interest paid	5	(395)	(343)
Dividends paid		(39,946)	(40,822)
Dividends paid to minority shareholder		—	(76)
Net cash flows used in financing activities		(30,987)	(50,399)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS			
現金及現金等價物增加/(減少)淨額			
Cash and cash equivalents at beginning of year		38,936	76,843
Effect of foreign exchange rate changes, net		(90)	(2,454)
CASH AND CASH EQUIVALENTS AT END OF YEAR			
年終現金及現金等價物			
		86,450	38,936
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
現金及現金等價物結餘分析			
Cash and bank balances	23	86,450	38,462
Short-term deposits	23	—	474
		86,450	38,936

Notes to the Financial Statements

財務報表附註

1. CORPORATE INFORMATION

Dawnrays Pharmaceutical (Holdings) Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands on 20 September 2002 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

The Company and its subsidiaries (the “Group”) comprising the Group underwent a reorganisation on 21 June 2003 to rationalise the Group’s structure in preparation for the listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), pursuant to which the Company became the holding company of the Group (the “Group Reorganisation”).

During the year, the Group was principally engaged in the development, manufacture and sale of non-patented pharmaceutical medicines including cephalosporin in bulk medicine and powder for injection, their intermediate pharmaceuticals and system specific medicines. In the opinion of the directors, Fortune United Group Limited, a company incorporated in the British Virgin Islands, is the ultimate holding company of the Company.

The shares of the Company were listed on the Main Board of the Stock Exchange on 11 July 2003.

2.1 BASIS OF PREPARATION

The consolidated financial statements have been prepared on a historical cost basis, except for financial assets at fair value through profit or loss that have been measured at fair value. The consolidated financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) as issued by the International Accounting Standards Board (“IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance.

1. 公司資料

東瑞製葯(控股)有限公司(「本公司」)於二零零二年九月二十日根據開曼群島公司法(一九六一年第三卷，經綜合及修訂)第二十二章於開曼群島註冊成立為獲豁免有限公司。

通過集團重組優化本公司及其附屬公司(「本集團」)的架構以籌備本公司的股份在香港聯合交易所有限公司(「聯交所」)主板上市，於二零零三年六月二十一日，本公司成為組成本集團的附屬公司的控股公司(「集團重組」)。

本集團於年內主要從事非專利藥物開發、製造及銷售，包括無菌原料藥及粉針劑形式的頭孢菌素，並開發、製造及銷售頭孢菌素的藥物中間體產品和系統專科藥物。董事認為，於英屬維爾京群島註冊成立的公司 Fortune United Group Limited，是本公司的最終控股公司。

本公司股份於二零零三年七月十一日於聯交所主板上市。

2.1 編製基準

除透過損益以公允值列賬之財務資產用公允值計量以外，綜合財務報表按歷史成本原則編製，並以人民幣列示，除另有指明外，所有金額均四捨五入至最接近千位。

遵例聲明

本集團之綜合財務報表已根據國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)及香港公司條例披露規定而編製。

Notes to the Financial Statements

財務報表附註

2.1 BASIS OF PREPARATION (Cont'd)

Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries for the year ended 31 December 2009.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intra-group balances, income and expenses and unrealised gains and losses and dividends resulting from intra-group transactions are eliminated in full.

Minority interests represent the portion of profit or loss and net assets that were not held by the Group were presented separately in the consolidated income statement and within equity in the consolidated statement of financial position, separately from the parent shareholders' equity.

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The Group has adopted the following new and amended IFRSs and IFRIC interpretations as of 1 January 2009. The accounting policies adopted are consistent with those of the previous financial year except as follows:

IFRS 1 and IAS 27 Amendments	<i>First-time Adoption of IFRSs and IAS Consolidated and Separate Financial Statements – Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate</i>
IFRS 2 Amendments	<i>Share-based Payment – Vesting Conditions and Cancellations</i>
IFRS 7 Amendments	<i>Financial Instruments: Disclosures – Improving Disclosures about Financial Instruments</i>
IAS 1 (Revised)	<i>Presentation of Financial Statements</i>
IAS 18 Amendment	<i>Revenue – Determining whether an entity is acting as a principal or as an agent</i>

2.1 編製基準(續)

合併基準

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止年度的財務報表。

附屬公司由收購日(即本集團取得控制權當日)起全面綜合入賬,並一直綜合入賬直至控制權終止為止。編製附屬公司財務報表的報告期間與本公司相同,會計政策亦貫徹一致。所有集團內公司間結餘,以及集團內公司間交易產生的收支、未實現的收益和虧損及股息均已全數對銷。

少數股東權益指並非由本集團持有的本公司附屬公司盈虧與淨資產部分,並在綜合收益表內單獨呈列及綜合財務狀況表則列入權益項內,與母公司的股東權益分開。

2.2 會計政策及披露的變動

截至二零零九年一月一日,本集團已採納了以下新訂及經修訂國際財務報告準則及國際財務報告詮釋委員會詮釋。採納的會計政策與本集團之前財政年度所採納者一致,惟以下除外:

國際財務報告準則 第1號及國際會計準則第27號 (修訂本)	<i>首次採納國際財務報告準則及國際會計準則綜合及獨立財務報表 – 於一間附屬公司、共同控制實體或聯營公司的投資成本</i>
國際財務報告準則 第2號(修訂本)	<i>以股份為基礎的付款 – 歸屬條件及註銷</i>
國際財務報告準則 第7號(修訂本)	<i>財務工具: 披露 – 改善財務工具的披露</i>
國際會計準則第1號 (經修訂)	<i>財務報表的呈列</i>
國際會計準則 第18號(修訂本)	<i>收入 – 釐定某一實體擔當當事人或代理</i>

Notes to the Financial Statements 財務報表附註

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (Cont'd)

IAS 23 (Revised)	<i>Borrowing Costs</i>	國際會計準則 第23號(經修訂)	借貸成本
IAS 32 and IAS 1 Amendments	<i>Financial Instruments: Presentation and Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation</i>	國際會計準則 第32號(修訂本) 及國際會計準則 第1號(修訂本)	財務工具：呈列及財務報表的呈列—可認沽財務工具及清盤時產生的責任
Annual Improvements Project	<i>Improvements to IFRSs (issued in October 2008)</i>	年度改進項目	對多項國際財務報告準則作出的修訂(於二零零八年十月發行)

The adoption of the new IFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented except for the adoption of the revised IAS 1 “Presentation of Financial Statements” (IAS 1). The revised standard aims to improve users’ ability to analyse and compare information given in financial statements. The adoption of the revised standard has no effect on the results reporting to the Group’s consolidated financial statements. It does, however, result in certain presentational changes in the Group’s primary financial statements, including:

- the adoption of revised title “Statement of financial position” for the “Balance sheet”; and
- the presentation of all items of income and expenditure in two statements, the “Income statement” and “Statement of comprehensive income”

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business combinations and goodwill

Business combinations are accounted for using the purchase method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair values at the date of acquisition, irrespective of the extent of any minority interest.

2.2 會計政策及披露的變動(續)

除採納經修訂的國際會計準則第1號「財務報表的呈列」(國際會計準則第1號)外，採納該等經修訂國際財務報告準則對本會計期間及過往會計期間業績及財務狀況的編製及呈報方式概無重大影響。經修訂準則旨在改進用戶分析及比較財務報表所載資料的能力。採納經修訂準則對本集團綜合財務報表所報業績並無影響。然而，經修訂準則令本集團主要財務報表的呈報出現若干變動，包括：

- 採納經修訂的標題「財務狀況表」代替「資產負債表」；及
- 於兩個報表，即「收益表」及「全面收益表」中呈列所有收入及開支項目

2.3 主要會計政策概要

業務合併及商譽

業務合併採用購買法列賬。收購成本按在交易日為收購而付出的資產、發行的股本工具及發生或承擔的債務的公允值，加上所有與收購直接有關的成本計量。業務合併中，不論少數股東權益的多少，收購的可辨識資產與承擔的負債及或然負債初始以收購日的公允值計量。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Business combinations and goodwill (Cont'd)

Goodwill is initially measured at cost being the excess of the cost of the business combination over the Group's share in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

When the Group acquires a business, embedded derivatives separated from the host contract by the acquiree are not reassessed on acquisition unless the business combination results in a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required under the contract.

2.3 主要會計政策概要(續)

業務合併及商譽(續)

商譽初始按成本(即業務合併成本超逾本集團佔被收購方可識別資產、負債及或然負債公允價值之部份)計量。倘若收購成本低於所收購的淨資產的公允值，其差額將直接於收益表內確認。

於初始確認後，商譽按成本減任何累積減值虧損列賬。為進行減值測試，自收購日起業務合併產生之商譽將分配至預計將受益於合併之協同效應之本集團各個現金產生單位，而毋須慮及本集團有否將其他資產或負債分配至該等單位。

當本集團購入一項業務時，被收購方從主合約分離的嵌入式衍生工具並無於收購時重新評估，除非該業務合併令合約出現變動而導致對合約原先所需的現金流量作重大修訂。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's interests in subsidiaries that are not classified as held for sale in accordance with IFRS 5 are stated at cost less any impairment losses.

Foreign currencies

These financial statements are presented in RMB, which is the functional currency of most of the Group companies and is the currency of the primary economic environment in which the Group operates. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates ruling at the dates of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. All differences are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

The functional currency of the Company, Dawnrays International Co. Ltd. ("Dawnrays International"), Dawnrays International Co. Ltd. ("Dawnrays International (HK)") and Dawnrays Pharma (Hong Kong) Limited ("Dawnrays Pharma"), is the Hong Kong Dollar. As at the reporting date, the assets and liabilities of these companies are translated into the presentation currency of the Group (RMB) at the exchange rates ruling at the reporting date and, their income statements are translated at the weighted average exchange rates for the year. The exchange differences arising on the translation are taken directly to a separate component of equity.

2.3 主要會計政策概要(續)

附屬公司

附屬公司乃指本公司直接或間接控制其財務及營運政策而從其活動中獲益的實體。

附屬公司的業績中僅已收股息及應收股息列入本公司的收益表。並非根據國際財務報告準則第5號所述而分類為持有以待銷售的本公司於附屬公司的權益，乃按成本減任何減值虧損列賬。

外幣

該等財務報表以人民幣呈列。人民幣是本集團內大多數公司的功能貨幣，也是本集團基本經營環境貨幣。本集團各實體釐定其本身的功能貨幣，而各實體財務報表載列的項目以功能貨幣計量。本集團實體記錄的外幣交易最初以交易當日各功能貨幣匯率記錄入賬。以外幣列值的貨幣性資產及負債，則按報告期末的適用功能貨幣現貨匯率再換算。所有差額均計入收益表。以外幣列值及按歷史成本計算的非貨幣項目，乃按首次交易當日的匯率換算。

本公司、東瑞國際有限公司(「東瑞國際」)、東瑞國際股份有限公司(「東瑞國際(香港)」)及東瑞藥業(香港)有限公司(「東瑞藥業」)的功能貨幣為港元。於報告日，該等公司的資產與負債按結算日的匯率換算為本集團的呈列貨幣(人民幣)，而收益表則按年度的加權平均匯率換算。報表折算差額直接計入一個單獨的權益科目。

Notes to the Financial Statements

財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, and sales taxes or duty.

The following specific recognition criteria must also be met before revenue is recognised:

Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;

Interest income

Interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income

Revenue is recognised when the shareholders' right to receive payment has been established.

2.3 主要會計政策概要(續)

收益確認

收益乃於經濟利益極有可能流入本集團，並能以可靠方式計算時確認。收益按已收代價的公允值，扣除折扣、回扣以及其他銷售稅或關稅後計量。

收益須待達致下列基準後方可確認：

銷售貨品

收益會在貨品擁有權的重大風險及回報已轉移至買方後確認入賬，屆時本集團不再擁有一般與擁有權相關的管理權或已售出的貨品的控制權；

利息收入

利息收入，按實際利率法以累計基準計算，實際利率即將於金融工具估計可用年期或更短期間（視情況而定）所收取估計日後現金流量準確折算至該財務資產賬面淨值的利率。

股息收入

收益會在股東收取款項的權利被確立時確認。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Taxes

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the reporting date, in the countries where the Group operates and generates taxable income.

Deferred tax

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

2.3 主要會計政策概要(續)

稅項

當期所得稅

當前及過往期間的當期所得稅資產及負債按預期可收回或支付予稅務機構的金額計量。該等金額乃採用本集團營運及產生課稅收入地在報告日前已立例制定或大致上已立例制定的稅率及稅務法例計算。

遞延稅項

於報告日資產及負債的稅基與其就財務報告而言的賬面值之間的所有時間性差異，按負債法計提遞延稅項撥備。

所有應課稅暫時性差異均會確認遞延稅項負債，惟下列情況除外：

- 倘若遞延稅項負債的起因，是由於初始確認商譽或在一宗非屬業務綜合的交易中初始確認的資產或負債，而且在交易時，對會計利潤或應課稅利潤或虧損均無影響；及
- 對於涉及附屬公司投資的應課稅暫時性差異而言，倘若撥回暫時性差異的時間可以控制，以及暫時性差異不甚可能在可見將來撥回。

對於所有可扣減暫時性差異、結轉的未用稅項抵扣及未用稅項虧損，若日後有可能出現應課稅利潤，可用以抵扣該等可扣減暫時性差異、結轉的未用稅項抵扣及未用稅項虧損的，則遞延稅項資產一律確認入賬，惟下列各點除外：

- 倘若有關可扣減暫時性差異的遞延稅項資產的起因，是由於在一宗非屬業務綜合的交易中初始確認資產或負債，而且在交易時，對會計利潤或應課稅利潤或虧損均無影響；及

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Taxes (Cont'd)

Deferred tax (Cont'd)

- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the period necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the income statement over the expected useful life of the relevant asset by equal annual instalments.

2.3 主要會計政策概要(續)

稅項(續)

遞延稅項(續)

- 對於涉及附屬公司投資的可扣減暫時性差異而言，只有在時間性差異有可能在可見將來撥回，而且日後有可能出現應課稅利潤，可用以抵扣該等暫時性差異時，方會確認遞延稅項資產。

遞延稅項資產的賬面值，在每個報告日予以審閱。若不再可能有足夠應課稅利潤用以抵扣相關稅項資產的全部或部分，則扣減遞延稅項資產賬面值。未被確認遞延稅項資產於各報告日進行重新評估，並當可能有足夠應課稅溢利讓遞延稅項資產被動用時確認。

遞延稅項資產和負債仍按資產變現或負債清償的期間預期適用的稅率計算，並以報告日當日已經生效或大致上已經生效的稅率(及稅法)為基準。

倘若存在法律上可強制執行的權利，可將有關同一課稅實體及同一稅局的即期稅項資產及即期稅項負債抵銷，則對銷遞延稅項資產與遞延稅項負債。

政府撥款

政府撥款於可合理地保證將會獲得撥款，以及將遵守所有附帶條件時予以確認。倘撥款與一項費用有關，即按其擬補償的費用所屬的期間根據系統化基準確認為收入。倘撥款與一項資產有關，即將其公允值撥入遞延收入，並於有關資產的預計可使用年期內以等額年金撥往收益表。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Retirement benefits schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group’s employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Group’s subsidiaries which operate in Mainland China (the “Mainland China Subsidiaries”) are required to participate in a central pension scheme operated by the local municipal government. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

Accommodation benefits

Contributions to an accommodation fund administered by the Public Accumulation Funds Administration Centre in Mainland China are charged to the income statement as incurred.

Share-based payment transactions

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants (the Company’s directors, employees of the Group and other eligible participants) of the Group receive remuneration in the form of share-based payment transactions, whereby eligible participants render services as consideration for equity instruments (“equity-settled transactions”).

2.3 主要會計政策概要(續)

退休福利計劃

本集團根據強制性公積金計劃條例為合資格參加強制性公積金計劃的僱員設立一個定額供款強制性公積金計劃(「強積金計劃」)。供款數目乃按僱員基本薪金若干百分比而作出，並根據強積金計劃的規則於到期支付時自收益表中扣除。強積金計劃的資產與本集團資產分開，由獨立管理的基金保管。本集團的僱主供款於向強積金計劃供款時全數歸僱員所有；惟根據強積金計劃的規則，本集團的僱主自願供款，在僱員未能享有全數供款前離職的情況下，可退回本集團。

本集團於中國大陸營運的附屬公司(「中國大陸附屬公司」)的員工均須參予由當地政府運作的中央退休計劃。供款根據中央退休計劃的規則於到期日支付時自收益表中扣除。

住房福利

有關對由中國大陸公積金管理中心管理的住房公積金的供款，乃於產生時自收益表扣除。

以股份支付的交易

本公司設立一項購股權計劃作為給予為本集團業務成功作出貢獻的合資格參與者的激勵及獎勵。本集團的合資格參與者(本公司董事、本集團僱員及其他合資格參與者)按以股份支付交易的方式收取酬金，合資格參與者則提供服務以作為收取股本工具的代價(「股本結算交易」)。

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Share-based payment transactions (Cont'd)

The cost of equity-settled transactions with eligible participants is measured by reference to the fair value at the date at which they are granted. The fair value is determined using a Black-Scholes-Merton valuation model, further details of which are given in note 31. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company ("market conditions"), if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The income statement expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

Where the terms of an equity-settled award are modified, the minimum expense recognised is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the participants as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the entity or the employee are not met. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity-settled transaction awards are treated equally.

2.3 主要會計政策概要(續)

以股份支付的交易(續)

與合資格參與者進行股本結算交易的成本，乃參考授出當日的公允值計算。公允值乃按柏力克－舒爾斯估值模式釐定，有關詳情載於附註31。對股本結算交易作出估值時，並無計及任何績效條件，惟對本公司股價有影響的條件（「市況」）（如適用）除外。

股本結算交易的成本於達到績效及／或服務條件的期間內連同權益的相應增加確認。由每個結算日直至歸屬日就股本結算交易確認的累積支出，反映歸屬期屆滿部份以及本集團對最終將會歸屬的股權工具數目的最佳估計。在某一期間收益表內的扣除或進賬，乃反映累計開支於期初與期終確認時的變動。

最終沒有歸屬的報酬不會確認支出，除非股本結算交易的報酬附帶市況或非歸屬條件，則該情況下不論是否達到該市況均會視作歸屬處理，惟其他所有績效條件必須達成。

當股本結算報酬的條款修訂時，倘符合原始報酬條款，確認最少支出為上條款並無修訂情況下的支出。因修訂而導致以股份支付的交易的總公允值有所增加，或對參與者帶來利益，均會按修訂當日的計算確認額外支出。

當股權結算報酬註銷時，會視作報酬已於註銷當日經已歸屬，而報酬尚未確認的任何支出會即時確認。該報酬包括當非歸屬條件在實體或僱員的控制下未能得到滿足時的報酬。然而，倘註銷的報酬有任何替代的新報酬，並指定為授出當日的替代報酬，則該項註銷及新報酬會如上段所述被視為原有報酬的修訂般處理。股權結算報酬的所有註銷均同等處理。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Share-based payment transactions (Cont'd)

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share (further details are given in note 13).

Financial assets

Initial recognition and measurement

Financial assets within the scope of IAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, and available-for-sale financial assets, as appropriate. The Group determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

The Group's financial assets include cash and short-term deposits, trade and other receivables, loan and other receivables.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit and loss are carried in the statement of financial position at fair value with changes in fair value recognised in finance income or finance cost in the income statement.

2.3 主要會計政策概要(續)

以股份支付的交易(續)

未行使購股權的攤薄影響會入賬為計算每股攤薄盈利時的額外股份攤薄(詳情載於附註13內)。

財務資產

初始確認及計量

按照國際會計準則第39號，財務資產可分為四類：透過損益以公允值列賬的財務資產，貸款及應收款項，持至到期日的投資及可供出售的財務資產(視情況而定)。本集團在初始確認時確定財務資產分類。

所有財務資產在初始確認時以公允值計量，非透過損益以公允值列賬者則加上直接應佔交易成本計量。

按照市場規定或慣例規定時間內進行資產交割的財務資產購買或銷售(即正常買賣)在交易日，即本集團承諾購買或銷售資產的日期確認。

本集團的財務資產包括現金及短期存款、應收賬款及其他應收款項、貸款及其他應收款項。

後續計量

財務資產的後續計量取決於其分類，如下：

透過損益以公允值列賬的財務資產

透過損益以公允值列賬的財務資產包括以交易為目的而持有的財務資產及於首次確認時指定為透過損益以公允值列賬且變動計入損益的財務資產。財務資產如以短期賣出或購回為目的而購買，則分類為以交易為目的而持有的投資。透過損益以公允值列賬的財務資產按公允值於財務狀況表內入賬，其公允值變動於收益表內的財務收入或財務費用確認。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial assets (Cont'd)

Subsequent measurement (Cont'd)

Financial assets at fair value through profit or loss (Cont'd)

The Group evaluated its financial assets at fair value through profit and loss (held for trading) to assess whether the intent to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent to sell them in the foreseeable future significantly changes, the Group may elect to reclassify these financial assets in rare circumstances. The reclassification to loans and receivables, available-for-sale or held to maturity depends on the nature of the asset. This evaluation does not affect any financial assets designated at fair value through profit or loss using the fair value option at designation.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method ("EIR"), less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the income statement. The losses arising from impairment are recognised in the income statement in finance costs.

Held-to-maturity investments

Non-derivative financial assets with fixed or determinable payments and fixed maturities are classified as held-to-maturity when the Group has the positive intention and ability to hold to maturity. After initial measurement held-to-maturity investments are measured at amortised cost using the effective interest method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the income statement. The losses arising from impairment are recognised in the income statement in finance costs. The Group did not have any held-to-maturity investments during the years ended 31 December 2009 and 2008.

2.3 主要會計政策概要(續)

財務資產(續)

後續計量(續)

透過損益以公允值列賬的財務資產(續)

本集團評估於短期內擬出售以交易目的而持有的透過損益以公允值列賬的財務資產的意向是否屬適當。當本集團因市場不活躍及管理層於可預見將來出售該等資產的計劃出現重大變動而無法買賣該等財務資產時，本集團或會在少數情況下選擇重新分類該等財務資產。資產重新分類為貸款和應收款項、可供出售或持至到期日須根據其性質而定。是項估值不會影響指定為透過損益以公允值列賬的財務資產於指定時採用公允值選擇權。

貸款和應收款項

貸款和應收款項為沒有在市場上市，具有固定的或可確定現金支付的非衍生工具財務資產。於初步計量後，這類財務資產其後使用實際利率法按攤銷成本列賬。攤銷成本乃經計及收購折讓或溢價及實際利率法相關的費用或成本計算。實際利率法攤銷計入收益表之財務收入。減值虧損於收益表確認為財務費用。

持至到期日的投資

持至到期日的投資乃指付款金額固定或可以確定，有固定到期日且本集團管理層有明確意向及能力持有至到期日之非衍生工具財務資產。於初始確認後，持至到期日的投資使用實際利率法按攤銷成本減去減值計量。攤銷成本乃經計及收購折讓或溢價及實際利率法相關的費用或成本計算。實際利率法攤銷計入收益表之財務收入。減值虧損於收益表確認為財務費用。本集團於截至二零零九年及二零零八年十二月三十一日止年度內並無任何持至到期日的投資。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial assets (Cont'd)

Subsequent measurement (Cont'd)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed equity securities. Equity investments classified as available-for sale are those, which are neither classified as held for trading nor designated at fair value through profit or loss. After initial measurement, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in other operating income, or determined to be impaired, at which time the cumulative loss is recognised in the income statement in finance costs and removed from the available-for-sale reserve.

The Group evaluated its available-for-sale financial assets to assess whether the ability and intention to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent significantly changes to do so in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances. Reclassification to loans and receivables is permitted when the financial asset meets the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or maturity. The reclassification to held to maturity is permitted only when the entity has the ability and intent to hold until the maturity date of the financial asset accordingly.

For a financial asset reclassified out of the available-for-sale category, any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the EIR. Any difference between the new amortised cost and the expected cash flows is also amortised over the remaining life of the asset using the EIR. If the asset is subsequently determined to be impaired then the amount recorded in equity is reclassified to the income statement.

2.3 主要會計政策概要(續)

財務資產(續)

後續計量(續)

可供出售財務投資

可供出售財務投資乃指上市證券之非衍生財務資產。分類為可供出售之股本投資為並非歸類為持作買賣或劃分為透過損益以公允值列賬之股本投資。可供出售金融投資於初步確認後按公允值計量，未變現收益或虧損則於可供出售投資儲備內確認為其他全面收益，直至取消確認，累計收益或虧損於全面收益表內其他營運收入確認，或直至該投資被釐定為出現減值，屆時，累計虧損將於收益表之財務費用確認，並自可供出售投資儲備內轉撥。

本集團評估於短期內擬出售可供出售財務資產的能力及意向是否屬適當。當本集團因市場不活躍及管理層於可預見將來的計劃出現重大變動而無法買賣該等財務資產時，本集團或會在少數情況下選擇重新分類該等財務資產。財務資產倘符合貸款和應收款項定義，並於可預見將來或到期日本集團擬持有並有能力持有該等資產，則可重新分類為貸款和應收款項。資產僅可於實體有能力並計劃持有財務資產直至到期日時，方可重新分類為持至到期日財務資產。

對於自可供出售類別重新分類的財務資產而言，於權益確認的該資產的任何先前收益或虧損採用實際利率法按投資的剩餘年期攤銷。新攤銷成本與預計現金流量之間的任何差額亦採用實際利率法除以投資的剩餘年期攤銷。倘該資產其後釐定將減值，則計入權益的金額重新分類計入收益表。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial assets (Cont'd)

Subsequent measurement (Cont'd)

Derecognition of financial instruments

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset.

In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset, is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.3 主要會計政策概要(續)

財務資產(續)

後續計量(續)

取消確認金融工具

在下列情況下，將取消確認財務資產(或(如適當)一項財務資產的一部份或一組同類財務資產的一部份)：

- 可獲取資產所得現金流量的權利期滿
- 本集團已轉讓其可獲取資產所得現金流量的權利或已承擔根據交付協議須無重大延誤地按「轉移」協議向其向第三方悉數支付所得現金流量，及(a)本集團轉讓資產絕大部份的風險及回報，或(b)本集團既無轉讓亦無保留資產絕大部份的風險及回報，但已轉讓資產的控制權。

倘本集團已轉讓其可獲取資產所得現金流量的權利或已訂立「轉移」協議，但既無轉讓亦無保留資產絕大部份的風險及回報，亦無轉讓資產的控制權，則本集團將繼續確認該資產，惟以該資產持續相關部份為限。

於該情況下，本集團亦確認一項關連負債。轉撥資產及關連負債按反映本集團保留的權利及責任的基準釐定。

以轉讓資產擔保形式發生的持續相關乃按該資產的原賬面值及本集團須支付的最高代價額(以較低者為準)計算。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial assets (Cont'd)

Subsequent measurement (Cont'd)

Derecognition of financial instruments (Cont'd)

When continuing involvement takes the form of a written and/or purchased option (including a cash settled option or similar provision) on the transferred asset, the extent of the Group's continuing involvement is the amount of the transferred asset that the Group may repurchase, except that in the case of a written put option (including a cash settled option or similar provision) on an asset measured at fair value, the extent of the Group's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

Impairment of financial assets

The Group assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the 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.

2.3 主要會計政策概要(續)

財務資產(續)

後續計量(續)

取消確認金融工具(續)

倘持續相關以轉讓資產書面及／或購買期權(包括現金結算期權或類似條文)形式發生，則本集團的持續相關部份為本集團購回的轉讓資產部份。倘資產的書面認沽期權(包括現金結算期權或類似條文)按公允值計算，則本集團的持續相關部份僅限於轉讓資產的公允值及期權行使價兩者的較低者。

財務資產減值

本集團於各報告日評估是否有客觀證據顯示財務資產或一組財務資產出現減值。倘且僅倘因初始確認資產後發生的一項或多項事件導致存在客觀減值跡象(一項已發生的「虧損事件」)，而該項虧損事件對該項或該組財務資產的估計未來現金流量所造成的影響能可靠地估計，則該項或該組財務資產會被視作減值。減值跡象可包括一名或一組借款人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of financial assets (Cont'd)

Financial assets carried at amortised cost

For financial assets carried at amortised cost the Group first assesses individually whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has incurred, 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 expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial assets original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income in the income statement. Loans together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to finance costs in the income statement.

2.3 主要會計政策概要(續)

財務資產減值(續)

按攤銷成本列賬的財務資產

就按攤銷成本列賬的財務資產而言，本集團首先會按個別基準就個別屬重大的財務資產或按組合基準就個別不屬重大的財務資產，個別評估是否存在客觀減值跡象。倘本集團認定按個別基準經評估的財務資產(無論具重要性與否)並無客觀跡象顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性的財務資產內，並共同評估該組財務資產是否存在減值。經個別評估減值的資產，其減值虧損會予確認或繼續確認入賬，而不會納入綜合減值評估之內。

倘客觀跡象顯示已出現減值虧損，則虧損金額會按該項資產的賬面值與估計未來現金流量現值(不包括尚未產生的未來預期信貸虧損)的差額計量。估計未來現金流量的現值以財務資產的初始實際利率折現。倘貸款的利率為浮動利率，則計量任何減值虧損的折現率為當前實際利率。該資產的賬面值會通過使用備抵賬而減少，而虧損金額於收益表確認。利息收入於經縮減賬面值中持續累計，且採用計量減值虧損時用以折現未來現金流量的利率累計。利息收入於收益表入賬列作部分財務收入。當日後收回不可實現及所有抵押品已變現或已轉至本集團時，會撇銷貸款連同相關撥備。倘於隨後年度，因在確認減值後發生事件導致估計減值虧損數額增加或減少，則會透過調整撥備數額調高或調低先前確認的減值虧損。倘未來撇銷數額其後獲收回，則收回的數額會於收益表計作財務費用。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of financial assets (Cont'd)

Financial assets carried at amortised cost (Cont'd)

The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at each reporting date whether there is objective evidence that an investment or a group of investments is impaired.

In the case of equity investments classified as available-for-sale, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost. 'Significant' is to be evaluated against the original cost of the investment and 'prolonged' against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement – is removed from other comprehensive income and recognised in the income statement. Impairment losses on equity investments are not reversed through the income statement; increases in their fair value after impairment are recognised directly in other comprehensive income.

In the case of debt instruments classified as available-for-sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement.

2.3 主要會計政策概要(續)

財務資產減值(續)

按攤銷成本列賬的財務資產(續)

估計未來現金流量現值會按財務資產的原實際利率貼現。倘為浮動利率貸款，則計量任何減值虧損的折現率均為當前實際利率。

可供出售財務投資

就可供出售財務投資而言，本集團會於每個結算日評估有否客觀跡象顯示一項投資或一組投資出現減值。

倘股本投資被列作可供出售類別，則客觀跡象將包括該項投資的公允值大幅或長期跌至低於其成本值。「大幅」乃指相對投資的原始成本進行評估，而「長期」則指相對公允值低於其原始成本期間進行評估。倘出現減值跡象，則累計虧損（按收購成本與現時公允值的差額減該項投資先前在收益表內確認的任何減值虧損計量）將從其他全面收益中移除，並於收益表內確認。股本投資的減值虧損不可透過收益表撥回，而其公允值於減值後的增加部份會直接於其他全面收益中確認。

倘債務工具被列作可供出售類別，則會按與按攤銷成本列賬的財務資產相同的標準進行評估。然而，就減值所記錄入賬之金額乃按攤銷成本與公允價值之間差額計量之累計虧損減往期就該項投資於收益表確認之減值虧損。

Notes to the Financial Statements

財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of financial assets (Cont'd)

Available-for-sale financial investments (Cont'd)

Future interest income continues to be accrued based on the reduced carrying amount of the asset and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. If, in a subsequent year, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in the income statement, the impairment loss is reversed through the income statement.

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss includes financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. Gains or losses on liabilities held for trading are recognised in the income statement. The Group has not designated any financial liabilities upon initial recognition as at fair value through profit or loss.

2.3 主要會計政策概要(續)

財務資產減值(續)

可供出售財務投資(續)

未來利息收益乃按資產之經削減賬面值持續累計，並以於計量減值虧損時用於貼現未來現金流量之利率累計。利息收益乃作為財務收入之一部分記錄入賬。若於往後年度，債務工具之公允價值增加，而增幅可客觀地與在收益表確認減值虧損後發生之一件事項有關，則減值虧損乃透過收益表撥回。

財務負債

初始確認及計量

按照國際會計準則第39號，財務負債可分為兩類：透過損益以公允值列賬的財務負債，貸款及借款(如適用)。本集團在初始確認時確定財務負債。

所有財務負債初始按公允值確認，惟貸款及借款則按直接應佔交易成本確認。

本集團的財務負債包括應付貿易賬款及其他應付款項、貸款及借款。

後續計量

財務負債的後續計量取決於其分類，如下：

透過損益以公允值列賬的財務負債

透過損益以公允值列賬的財務負債包括以交易為目的而持有財務負債及於首次確認時指定為按公允值列賬且變動計入損益的財務負債。

財務負債如以短期賣出為目的而購買，則分類為以交易為目的而持有的負債。以交易為目的而持有財務負債的盈虧於收益表中確認。本集團概無任何初始即指定為透過損益以公允值列賬的財務負債。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial liabilities (Cont'd)

Subsequent measurement (Cont'd)

Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate method (EIR) amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance cost in the income statement.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the income statement.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Fair value of financial instruments

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

2.3 主要會計政策概要(續)

財務資產減值(續)

後續計量(續)

貸款及借款

於初始確認後，計息貸款及借款其後使用實際利率法按攤銷成本計量。當負債被取消確認或使用實際利率法進行攤銷時，盈虧於收益表內確認。

攤銷成本於計及收購事項任何折讓或溢價及屬實際利率不可或缺一部分的費用或成本後計算。實際利率攤銷計入收益表的財務費用內。

取消確認

債務被解除或取消或到期時，取消確認財務負債。

倘現有財務負債由同一貸方授予條款迥異的其他債項取代，或現有財務負債的條款經重大修訂，則該等變更或修訂視作取消確認原負債及確認新負債，各賬面值的差額於收益表確認。

抵銷財務資產

倘現時存在一項可依法強制執行的權利，可抵銷已確認金額，且亦有意以淨額結算或同時變現資產及償付債務，則財務資產及負債均可予抵銷，並將淨金額列入綜合財務狀況表內。

金融工具的公允值

於各報告日，在活躍市場買賣的金融工具的公允值乃經參考市場報價或交易報價(長倉的買入價及短倉的賣出價)釐定，不扣除任何交易成本。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Fair value of financial instruments (Cont'd)

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis or other valuation models.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset as follows:

Buildings	20 years
Machinery and other equipment	5 to 10 years
Office equipment	5 years
Motor vehicles	5 years

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end, and adjusted prospectively, if appropriate.

Construction in progress

Construction in progress represents property, plant and equipment under construction, which is stated at cost less any impairment losses and is not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is transferred to the appropriate category of property, plant and equipment when completed and ready for use.

2.3 主要會計政策概要(續)

金融工具的公允值(續)

就不在活躍市場買賣的金融工具而言，其公允值乃採用適當估值法釐定。有關方法可能包括採用最近公平磋商的市場交易；參考大體相同的另一工具的公允值；折現現金流量分析或其他估值法。

物業、廠房、設備與折舊

除在建工程以外之物業、廠房及設備乃按成本值減去累計折舊及任何減值虧損列賬。物業、廠房及設備項目之成本包括其購入價及將資產達至運作狀況及運抵有關位置作擬定用途之任何直接應佔成本。

折舊以直線基準於資產的估計可使用年期內計算如下：

樓宇	20年
機器及其他設備	5至10年
辦公設備	5年
汽車	5年

當一項物業、廠房及設備及初始確認的任何重大部分被處置或其使用或出售估計並無未來經濟效益時，則取消確認。於取消確認該資產時產生的任何收益或虧損(以處置所得款項淨額與該項目的賬面值的差額計算)乃計入該資產取消確認時的收益表內。

資產的剩餘價值、可使用年期及折舊方法於每個結算日進行檢討並作適當未來調整。

在建工程

在建工程指興建中的物業、廠房及設備，並以成本扣除減值虧損入賬及不予折舊。成本包括興建期間之直接興建成本。當在建工程完工並可使用時，即會轉撥為適當類別的物業、廠房及設備。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Operating leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date: whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets.

Where the Group is the lessee, operating lease payments are recognised as an expense in the income statement on the straight-line basis over the lease term.

Land use rights

Land use rights represent prepaid land lease payments under operating leases, which are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following the initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the income statement in the year in which the expenditure is incurred.

The useful lives of intangible assets of the Group are assessed to be finite. Intangible assets with finite lives are amortised over the useful economic lives and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the income statement in the expense category consistent with the function of the intangible assets.

2.3 主要會計政策概要(續)

經營租約

判斷一項安排是或者包含一項租賃須根據成立日期安排的實質內容釐定：履行安排是否須視乎使用特定資產或資產等或安排有否轉移資產使用權。

倘本集團為承租者，則按該等經營租約的應付租金按有關租期，以直線法於收益表中列支。

土地使用權

土地使用權指按經營租約而支付的預付土地租賃款項，最初以成本列賬，隨後以直線法按租賃期予以確認。

無形資產

單獨收購的無形資產於初次確認時按成本計量。其後，無形資產按成本減任何累計攤銷及任何累計減值虧損列賬。內部產生的無形資產(不包括資本化的開發成本)不得資本化，並於有關開支產生之年度，在該年度的收益表中顯示為開支。

本集團無形資產被評估為有限的可使用年期。有限年期的無形資產按其可使用經濟年期予以攤銷，並於無形資產出現減值跡象時評估減值。有限年期無形資產的攤銷期及攤銷方法至少須於每個財政年度終結日進行檢討。預期資產可使用年期變化或預期資產未來經濟利益消耗方式的變化乃透過更改攤銷期或方法(按適用者)列賬，並按會計估計變動處理。有限年期無形資產的攤銷按與無形資產功能一致的開支，於收益表中確認為開支入賬。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Intangible assets (Cont'd)

Research and development costs

Research costs are expensed as incurred. Development expenditure on an individual project is recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale
- Its intention to complete and its ability to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during the development

Following initial recognition of the development expenditure as an asset, a cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Any expenditure capitalised is amortised using the straight-line basis over the commercial lives of the underlying products not exceeding ten years, commencing from the date when the products are put into commercial production.

The carrying value of development costs is reviewed for impairment annually during the period of development.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the income statement when the asset is derecognised.

2.3 主要會計政策概要(續)

無形資產(續)

研發成本

研究開支於產生時扣除。倘本集團能證明以下事項，則單獨立項產生的開發開支確認為無形資產：

- 在技術可行性上可完成該項無形資產，令其可使用或出售；
- 有意完成及有能力使用或出售該資產；
- 資產可於日後產生經濟利益；
- 有資源可供完成項目；及
- 有能力於開發時可靠地計量開支。

其後，該無形資產按成本減任何累計攤銷及任何累計減值虧損列賬。任何已資本化的開支按相關產品不多於十年(由產品投入商業生產日期開始)的商業期間以直線法攤銷。

如某資產尚未使用，開發成本的賬面值會每年作減值檢討。

取消確認無形資產產生的盈虧按資產處置所得款項淨額及賬面值的差額計算，並於資產取消確認時於收益表確認。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials	Purchase cost on a weighted-average basis;
Finished goods and work in progress	Cost of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity but excluding borrowing costs.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's ("CGU") fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present values using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Impairment losses are recognised in the income statement in those expense categories consistent with the function of the impaired asset.

2.3 主要會計政策概要(續)

存貨

存貨按成本及可變現淨值兩者的較低者列賬。

將產品運至現址和變成現狀的成本的會計處理方法如下：

原材料	採購成本(按加權平均法釐定)；
製成品及在製品	直接材料、直接人工成本，以及根據正常運作能力按適當比例分配的製造費用比例，但不包括借貸成本。

可變現淨值則按一般營運過程的估計售價減完成及出售時產生的任何估計成本計算。

非財務資產減值

本集團於各報告日評估資產有否出現減值跡象。倘出現減值跡象，或有需要為資產每年進行減值測試，本集團會估計資產的可回收金額。除非某類資產產生的現金流量不能獨立於其他單項或多項資產所產生的現金流量，否則資產的可回收金額按資產或現金產生單位(「現金產生單位」)的使用價值與其公允價值減銷售成本售價淨額較高者計算，並按個別資產釐定。當資產或現金產生單位的賬面值超過可回收金額時，資產將被視為減值，其賬面價值降至可回收金額。評估使用價值時是以除稅前的折扣率計算預計未來的現金流量的現值，而該折扣率反映當時市場對貨幣時值的評估及該項資產的特有風險。

減值虧損按與減值資產功能一致的開支，於收益表中確認為開支入賬。

Notes to the Financial Statements 財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of non-financial assets (Cont'd)

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating units' recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such a reversal is recognised in income statement.

Cash and short-term deposits

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less.

For the purpose of the consolidated statement cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the income statement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.3 主要會計政策概要(續)

非財務資產減值(續)

每個報告日會評定是否有跡象顯示之前已確認的減損不再存在或減少。倘出現該等跡象，則本集團會估計資產或現金產生單位的可回收金額。如用以釐定資產的可回收金額的估計自從最近一次確認減值虧損後出現變動，則之前確認的資產減損予以撥回。撥回數額，以資產賬面值不超過其可回收金額，亦不超過倘過往年度並無就資產確認減值虧損而釐定的賬面值(經扣除折舊後)為限。該等撥回於收益表內確認。

現金及短期存款

財務狀況表內的現金及短期存款包括銀行及手頭現金以及原定到期日為三個月或少於三個月的短期存款。

就綜合現金流量表而言，現金及現金等價物包括上文所定義的現金及短期存款。

撥備

倘本集團因過往事件須承擔現時的責任(法定或推定)，而承擔該責任可能導致資源(包括經濟利益)外流，且該責任所涉及金額能夠可靠地估計時，則確認撥備。任何與撥備有關的開支於收益表列賬。在貨幣時間價值的影響屬重大的情況下，撥備會使用反映(如適當)負債特有風險的當前稅前利率進行折現。凡使用折現法，隨著時間而增加的撥備確認為財務費用。

Notes to the Financial Statements

財務報表附註

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Related parties

A party is considered to be related to the Group if:

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Company that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is an associate;
- (c) the party is a jointly-controlled entity;
- (d) the party is a member of the key management personnel of the Group or its parent;
- (e) the party is a close member of the family of any individual referred to in (a) or (d);
- (f) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e);
- (g) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2.3 主要會計政策概要(續)

關連方

在下列情況下，某一方將被視為與本集團有關連：

- (a) 該方直接或間接透過一個或多個中介：(i) 控制本集團，或為本集團所控制或本集團及他方共同控制；(ii) 擁有本公司的權益，並可對本集團施加重大影響；或 (iii) 與他方共同控制本集團；
- (b) 該方為聯營實體；
- (c) 該方為合營實體；
- (d) 該方為本集團或其母公司的主要管理人員之一；
- (e) 該方為(a)或(d)項所述個人的直系親屬；或
- (f) 該方為直接或間接歸屬於(d)或(e)項所述個人所控制、與他方共同控制或施加重大影響，或擁有重大投票權的實體；或
- (g) 該方為本集團或任何集團內關聯實體的僱員終止受僱後福利計劃的受益人。

股息

董事擬派的末期股息於股東在股東大會上批准派發股息前乃於財務狀況表的權益部分中列作獨立分配的留存溢利。當上述股息取得股東批准並宣派，則確認為負債。

由於本公司組織章程大綱及公司組織章程細則賦予董事宣派中期股息的權力，本公司可同時建議及宣派中期股息。因此，中期股息於建議及宣派時即時確認為負債。

Notes to the Financial Statements 財務報表附註

2.4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements which has the most significant effect on the amounts recognised in the financial statements:

Development costs

Development costs are capitalised in accordance with the accounting policy in note 2.3. Initial capitalisation of costs is based on management's judgements that technological and economical feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model.

Estimates and assumptions

Impairment of non-financial assets

The Group assesses whether there are any indications of impairment for all non-financial assets at each reporting date. Non-financial assets are tested for impairment when there are indications that the carrying amounts may not be recoverable.

Share-based payments

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share based payment transactions are disclosed in note 31.

2.4 主要會計判斷、估計及假設

管理層對本集團的綜合財務報表的編製需要作出對收入、支出、資產與負債及或然負債之披露於報告期末的報告數額構成影響的判斷、估計及假設。然而，該等假設及估計之不確定性可能導致未來對受影響資產或負債之賬面值作出重大調整。

判斷

於應用本集團之會計政策時，管理層已作出如下判斷，對財務報表確認之金額具有最重大影響：

開發成本

開發成本乃根據附註2.3內的會計政策予以資本化。成本初始資本化乃通常當一個產品開發項目達到一個界定里程碑時根據管理層對確定技術與經濟可行性作出之判斷。

估計及假設

非財務資產之減值

本集團於各報告日評估全部非財務資產是否存在任何減值跡象。其他非財務資產於出現其賬面值可能不可收回之跡象時進行減值測試。

股份支付

本集團計算與僱員進行權益結算交易的成本乃參考權益工具於其授出日之公允值。估計股份支付交易之公允值要求釐定之最適宜估值模式，這取決於授出條款與條件。該估計亦要求釐定估值模式之最適宜數據，包括購股權年期、波幅及股息收益率及對其所作之假設。該等用以估計股份支付交易之公允值的假設及所用模式披露於附註31。

Notes to the Financial Statements 財務報表附註

2.5 STANDARDS ISSUED BUT NOT YET EFFECTIVE

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements.

IFRS 1 (Revised)	<i>First-time Adoption of International Financial Reporting Standards</i> ¹
IFRS 1 Amendments	<i>Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards – Additional Exemptions for First-time Adopters</i> ²
IFRS 2 Amendments	<i>Amendments to IFRS 2 Share-based Payment – Group Cash-settled Share-based Payment Transactions</i> ²
IFRS 3 (Revised)	<i>Business Combinations</i> ¹
IFRS 9	<i>Financial Instruments</i> ⁶
IAS 24 (Revised)	<i>Related Party Disclosures</i> ⁵
IAS 27 (Revised)	<i>Consolidated and Separate Financial Statements</i> ¹
IAS 32 Amendment	<i>Amendment to IAS 32 Financial Instruments: Presentation – Classification of Rights Issues</i> ³
IAS 39 Amendment	<i>Amendment to IAS 39 Financial Instruments: Recognition and Measurement – Eligible Hedged Items</i> ¹
IFRIC-Int 14 Amendments	<i>Amendments to IFRIC-Int 14 Prepayments of a Minimum Funding Requirement</i> ⁵
IFRIC-Int 17	<i>Distributions of Non-cash Assets to Owners</i> ¹
IFRIC-Int 19	<i>Extinguishing Financial Liabilities with Equity Instruments</i> ⁴
Amendments to IFRS 5 included in <i>Improvements to IFRSs</i> issued in May 2008	<i>Amendments to IFRS 5 Non-current Assets Held for Sale and Discontinued Operations – Plan to sell the controlling interest in a subsidiary</i> ¹

2.5 已頒佈但尚未生效的準則

本集團並未於該等財務報表中應用以下已頒佈但尚未生效的新訂及經修訂國際財務報告準則。

國際財務報告準則第1號(經修訂)	首次採用國際財務報告準則 ¹
國際財務報告準則第1號(修訂本)	修訂的國際財務報告準則第1號首次採用國際財務報告準則–首次採用者之額外豁免 ²
國際財務報告準則第2號(修訂本)	修訂的國際財務報告準則第2號以股份為基礎的支付–集團以現金結算的股份基礎支付交易 ²
國際財務報告準則第3號(經修訂)	業務合併 ¹
國際財務報告準則第9號	金融工具 ⁶
國際會計準則第24號(經修訂)	關連方披露 ⁵
國際會計準則第27號(經修訂)	綜合及獨立財務報表 ¹
國際會計準則第32號(修訂本)	修訂的國際會計準則第32號金融工具：呈列–供股的分類 ³
國際會計準則第39號(修訂本)	修訂的國際會計準則第39號金融工具：確認及計量–合資格對沖項目 ¹
國際財務報告詮釋委員會–詮釋第14號(修訂本)	修訂的國際財務報告詮釋委員會–詮釋第14號最低資金要求的預付款項 ⁵
國際財務報告詮釋委員會–詮釋第17號	分配非現金資產予擁有人 ¹
國際財務報告詮釋委員會–詮釋第19號	以股本工具抵銷金融負債 ⁴
國際財務報告準則第5號修訂本，已包含於在二零零八年五月頒佈對國際財務報告準則的改進內	修訂的國際財務報告準則第5號持作出售的非流動資產及終止經營業務–計劃出售於子公司的控股權益 ¹

Notes to the Financial Statements 財務報表附註

2.5 STANDARDS ISSUED BUT NOT YET EFFECTIVE (Cont'd)

Apart from the above, the IASB has issued Improvements to IFRSs 2009 which sets out amendments to a number of IFRSs primarily with a view to removing inconsistencies and clarifying wording. The amendments to IFRS 2, IAS 38, IFRIC-Int 9 and IFRIC-Int 16 are effective for annual periods beginning on or after 1 July 2009 while the amendments to IFRS 5, IFRS 8, IAS 1, IAS 7, IAS 17, IAS 38 and IAS 39 are effective for annual periods beginning on or after 1 January 2010 although there are separate transitional provisions for each standard or interpretation.

- 1 Effective for annual periods beginning on or after 1 July 2009
- 2 Effective for annual periods beginning on or after 1 January 2010
- 3 Effective for annual periods beginning on or after 1 February 2010
- 4 Effective for annual periods beginning on or after 1 July 2010
- 5 Effective for annual periods beginning on or after 1 January 2011
- 6 Effective for annual periods beginning on or after 1 January 2013

The directors of the Company anticipate that the application of these new and revised standards, amendments or interpretations will have no material impact on the results and financial position of the Group except for the adoption of IFRS 3 (Revised) Business Combinations and IAS 27 (Revised) Consolidated and Separate Financial Statements. IFRS 3 (Revised) may affect the accounting for business combination for which the acquisition date is on or after 1 January 2010. IAS 27 (Revised) will affect the accounting treatment on changes in a parent's ownership interest in a subsidiary.

3. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services. There is one reportable operating segment: the manufacture and sale of pharmaceutical products. Management monitors the operating results of its business units as a whole for the purpose of making decisions about resources allocation and performance assessment.

4. REVENUE, OTHER INCOME AND GAIN

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

2.5. 已頒佈但尚未生效的準則(續)

除上述者外，國際會計準則理事會已頒佈對二零零九年國際財務報告準則的改進，當中載列對若干國際財務報告準則的修訂，主要目的為刪除歧義及釐清用字。對國際財務報告準則第2號、國際會計準則第38號、國際財務報告詮釋委員會一詮釋第9號及國際財務報告詮釋委員會一詮釋第16號的修訂於二零零九年七月一日或之後開始的年度期間生效，而對國際財務報告準則第5號、國際財務報告準則第8號、國際會計準則第1號、國際會計準則第7號、國際會計準則第17號、國際會計準則第38號及國際會計準則第39號的修訂則於二零一零年一月一日或之後開始的年度期間生效，惟各項準則或詮釋有獨立的過渡性條文。

- 1 於二零零九年七月一日或之後開始的年度期間生效
- 2 於二零一零年一月一日或之後開始的年度期間生效
- 3 於二零一零年二月一日或之後開始的年度期間生效
- 4 於二零一零年七月一日或之後開始的年度期間生效
- 5 於二零一一年一月一日或之後開始的年度期間生效
- 6 於二零一三年一月一日或之後開始的年度期間生效

本公司董事預計，採納該等新訂及經修訂準則、修訂本或詮釋將不會對本集團的業績及財務狀況構成重大影響，惟採納國際財務報告準則第3號(經修訂)業務合併及國際會計準則第27號(經修訂)綜合及獨立財務報表除外。國際財務報告準則第3號(經修訂)或會影響收購日期為於二零一零年一月一日或之後的業務合併的會計處理。國際會計準則第27號(經修訂)將影響母公司於附屬公司擁有權益變動的會計處理方式。

3. 分類資料

本集團將業務單位按其產品及服務劃分，以方便管理。本集團有一個可報告分類：製造及銷售醫藥產品。管理層整體監察業務單位的經營業績，以作出資源分配及表現評估之決策。

4. 收入、其他收入及收益

收入(本集團營業額)指銷售貨品扣除退貨、貿易折扣的發票淨額。

Notes to the Financial Statements 財務報表附註

4. REVENUE, OTHER INCOME AND GAIN (Cont'd)

An analysis of the Group's revenue, other income and gain is as follows:

Revenue	收入
Sale of goods	銷售貨品
Other income	其他收入
Bank interest income	銀行利息收入
Dividend income from financial assets at fair value through profit or loss	透過損益以公允價值列賬之財務資產的股息收入
Foreign exchange differences	匯兌差額
Government grants	政府撥款
Tax refund for reinvestment	再投資的退稅款
Others	其他
Gain	收益
Gain on disposal of financial assets at fair value through profit or loss	出售透過損益以公允價值列賬之財務資產的收益
Fair value gains, net: Financial assets at fair value through profit or loss	公允價值收入，淨額 透過損益以公允價值列賬之財務資產

4. 收入、其他收入及收益(續)

本集團收入、其他收入及收益分析如下：

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
1,082,110	947,710
477	936
135	162
-	1,692
677	350
-	1,247
937	685
2,226	5,072
498	-
1,871	-
2,369	-
4,595	5,072

5. FINANCE COSTS

Interest on bank advances for discounted bills	銀行貼現票據墊款利息
Interest on bank loan	銀行貸款利息

5. 財務費用

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
391	343
4	-
395	343

Notes to the Financial Statements 財務報表附註

6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

6. 除稅前溢利

本集團的除稅前溢利乃經扣除／(計入)下列各項後釐定：

		Group 本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
	Notes 附註		
Cost of inventories sold	已售存貨成本	750,454	688,288
Depreciation	折舊	24,610	22,827
Impairment of property, plant and equipment	物業、廠房及設備減值虧損	1,137	-
Recognition of land use rights *	土地使用權確認*	1,694	442
Research and development costs:	研究及開發成本：		
Amortisation of intangible assets **	無形資產攤銷**	1,163	855
Current year expenditure	本年度支出	22,333	15,986
		23,496	16,841
Minimum lease payments under operating leases:	經營租約下之最低租金：		
Buildings	樓宇	1,750	2,085
Auditors' remuneration	核數師酬金	1,000	1,000
Employee benefit expense (including directors' remuneration (note 7)):	僱員福利開支 (包括董事酬金(附註7))：		
Wages and salaries	工資及薪金	64,222	54,857
Equity-settled share option expense	以股權支付的購股權開支	325	609
Retirement costs	退休成本	6,580	5,672
Accommodation benefits	住房福利	2,603	2,271
Other benefits	其他福利	9,435	8,641
		83,165	72,050
Foreign exchange differences, net ***	匯兌差額，淨額***	108	(1,692)
Impairment of trade receivables	應收貿易款項減值	1,871	-
Write-down of inventories to net realisable value	存貨撇減至可變現淨值	1,548	2,642
Impairment of intangible assets ****	無形資產減值虧損****	200	385
Fair value (gain)/losses, net:	公允值(收益)／虧損淨額：		
Financial assets at fair value through profit or loss	透過損益以公允值列賬之財務資產	(1,871)	1,908
Bank interest income	銀行利息收入	(477)	(936)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備等項目的虧損	1,002	295
(Gain)/loss on disposal of financial assets at fair value through profit or loss	出售透過損益以公允值列賬之財務資產(收益)／虧損	(498)	276

Notes to the Financial Statements 財務報表附註

6. PROFIT BEFORE TAX (Cont'd)

- * The recognition of land use rights for the year is included in “Administrative expenses” on the face of the consolidated income statement.
- ** The amortisation of intangible assets for the year is included in “Other expenses” on the face of the consolidated income statement.
- *** The foreign exchange differences, net for the year is included in “Other expenses” on the face of the consolidated income statement.
- **** The impairment of intangible assets for the year is included in “Other expenses” on the face of the consolidated income statement.

7. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance, is as follows:

Fees	袍金	
Other emoluments:	其他薪酬：	
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	
Equity-settled share option expenses	以股權支付的購股權開支	
Pension scheme contributions	退休金計劃供款	

6. 除稅前溢利(續)

- * 年內的土地使用權確認計入綜合收益表的「行政費用」。
- ** 年內的無形資產攤銷計入綜合收益表的「其他費用」。
- *** 年內的匯兌差額淨額計入綜合收益表的「其他費用」。
- **** 年內的無形資產減值虧損計入綜合收益表的「其他費用」。

7. 董事酬金

根據上市規則及公司條例第 161 節所披露年內的董事酬金如下：

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
571	579
2,004	1,981
84	141
52	52
2,140	2,174
2,711	2,753

Notes to the Financial Statements 財務報表附註

7. DIRECTORS' REMUNERATION (Cont'd)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

Mr. Pan Xue Tian	潘學田先生
Mr. Choi Tat Ying Jacky	蔡達英先生
Mr. Sik Siu Kwan	薛兆坤先生

There were no other emoluments payable to the independent non-executive directors during the year (2008: Nil).

(b) Executive directors and a non-executive director

2009	二零零九年
<i>Executive directors:</i>	<i>執行董事：</i>
Ms. Li Kei Ling	李其玲女士
Mr. Hung Yung Lai	熊融禮先生
Mr. Li Tung Ming	李東明先生
Mr. Gao Yi	高毅先生

<i>Non-executive director:</i>	<i>非執行董事：</i>
Mr. Leung Hong Man	梁康民先生

7. 董事酬金(續)

(a) 獨立非執行董事

本年度獨立非執行董事的袍金如下：

2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
106	107
106	107
106	107
318	321

本年度並無應付獨立非執行董事的其他酬金(二零零八年：無)。

(b) 執行董事及一名非執行董事

Fees 袍金 RMB'000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼及實物利益 RMB'000 人民幣千元	Employee share option benefits 以股權支付的僱員福利 RMB'000 人民幣千元	Pension scheme contributions 退休金計劃供款 RMB'000 人民幣千元	Total remuneration 酬金總額 RMB'000 人民幣千元
42	402	-	13	457
42	402	-	13	457
42	402	-	13	457
42	798	84	13	937
168	2,004	84	52	2,308
85	-	-	-	85
253	2,004	84	52	2,393

Notes to the Financial Statements 財務報表附註

7. DIRECTORS' REMUNERATION (Cont'd)

(b) Executive directors and a non-executive director (Cont'd)

		Salaries, allowances and benefits in kind				Employee share option benefits	Pension scheme contributions	Total remuneration
		Fees	薪金、津貼及實物利益	以股權支付的僱員福利	退休金計劃供款			
		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	
2008	二零零八年							
<i>Executive directors:</i>	<i>執行董事：</i>							
Ms. Li Kei Ling	李其玲女士	43	407	-	13	463		
Mr. Hung Yung Lai	熊融禮先生	43	407	-	13	463		
Mr. Li Tung Ming	李東明先生	43	407	-	13	463		
Mr. Gao Yi	高毅先生	43	760	141	13	957		
		172	1,981	141	52	2,346		
<i>Non-executive director:</i>	<i>非執行董事：</i>							
Mr. Leung Hong Man	梁康民先生	86	-	-	-	86		
		258	1,981	141	52	2,432		

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

年內概無董事放棄或同意放棄任何酬金的安排。

8. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2008: two) directors, details of whose remuneration are set out in note 7 above. Details of the remuneration of the remaining three (2008: three) non-director, highest paid employees for the year are as follows:

8. 五位最高薪僱員

年內五位最高薪僱員包括二位(二零零八年：二位)董事，詳情載於上文附註7。餘下三位(二零零八年：三位)非董事最高薪僱員於年內的薪酬如下：

Salaries, allowances and benefits in kind	薪金、津貼及實物利益
Equity-settled share option expenses	以股權支付的購股權開支
Pension scheme contributions	退休金計劃供款

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
1,753	1,681
52	97
34	34
1,839	1,812

Notes to the Financial Statements 財務報表附註

8. FIVE HIGHEST PAID EMPLOYEES (Cont'd)

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

Nil to HK\$1,000,000	零至 1,000,000 港元
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During the year, no share option was granted to any non-director, highest paid employee in respect of his services to the Group.

9. RETIREMENT BENEFITS AND ACCOMODATION BENEFITS

In compliance with the Mandatory Provident Fund Schemes Ordinance (the "MPF Ordinance"), the Company and Dawnrays Pharma (Hong Kong) Limited have participated in the MPF scheme, a defined contribution scheme managed by an independent trustee, to provide retirement benefits to its Hong Kong employees. Contributions to the MPF scheme are made in accordance with the statutory limits prescribed by the MPF Ordinance.

As stipulated by the People's Republic of China (the "PRC") state regulations, the Mainland China subsidiaries participate in a defined contribution retirement scheme. All employees are entitled to an annual pension equal to a fixed proportion of the average basic salary amount of the geographical area of their last employment at their retirement date. The Mainland China subsidiaries are required to make contributions to the local social security bureau at 20% to 22% (2008: 20% to 22%) of the previous year's average basic salary amount of the geographical area where the employees are employed by the Mainland China subsidiaries.

The Group has no obligation for the payment of pension benefits beyond the annual contributions as set out above.

8. 五位最高薪僱員(續)

酬金金額介乎下列組別的非董事及最高薪酬員工的人數如下：

Number of employees 僱員人數	
2009 二零零九年	2008 二零零八年
3	3

年內，無任何非董事最高薪僱員因其為本集團服務而獲授予購股權。

9. 退休福利及住房福利

遵照《強制性公積金計劃條例》(「強積金條例」)的規定，本公司及東瑞藥業(香港)有限公司已加入一項強積金計劃(由獨立信託人管理之定額供款計劃)，為香港僱員提供退休福利。向強積金計劃作出的供款乃按照強積金條例所訂明的規定限額為定。

據中國國家法規規定，中國大陸附屬公司須參與養老保險計劃。所有僱員於其退休日均有權享按彼等最後受聘地的平均基本薪金的固定比例計算的年度退休金。中國大陸附屬公司須向當地社會保障局供款，供款按僱員受僱於中國大陸附屬公司地區去年的平均基本薪金的20%至22%(二零零八年：20%至22%)計算。

除上述的年度供款外，本集團並無義務支付其他退休福利。

Notes to the Financial Statements 財務報表附註

9. RETIREMENT BENEFITS AND ACCOMODATION BENEFITS (Cont'd)

According to relevant rules and regulations of the PRC, the Mainland China subsidiaries and their employees are each required to make contributions to an accommodation fund at 7% to 12% (2008: 7% to 12%) of the salaries and wages of the employees which is administered by Public Accumulation Funds Administration Centre. There is no further obligation on the part of the Group except for such contributions to the accommodation fund.

As at 31 December 2009, the Group had no significant obligation apart from the contributions as stated above.

10. INCOME TAX

The major components of income tax expense for the years ended 31 December 2009 and 2008 are:

<i>Current income tax</i>	<i>當期所得稅</i>	
Current income tax charge	當期所得稅支出	
Adjustments in respect of current income tax in previous years	有關過往年度當期所得稅調整	
<i>Deferred income tax (note 29)</i>	<i>遞延稅項(附註29)</i>	
Total tax charge for the year	本年度稅項支出總額	

Pursuant to section 6 of the Tax Concessions Law (1999 Revision) of the Cayman Islands, the Company has obtained an undertaking from the Governor-in-Council that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits or income or gain or appreciation shall apply to the Company or its operations. The undertaking for the Company is for a period of 20 years from 8 October 2002. Accordingly, the Company is not subject to tax.

9. 退休福利及住房福利(續)

根據中國的有關規則及法規，中國大陸附屬公司及彼等僱員各自須按僱員的薪金及工資的7%至12%（二零零八年：7%至12%）向一項由公積金管理中心管理的住房基金供款。除該項向有關住房基金的供款外，本集團並無其他責任。

於二零零九年十二月三十一日，除上述供款外，本集團並無其他重大責任。

10. 所得稅

截至二零零九年及二零零八年十二月三十一日止年度所得稅支出的主要組成部分如下：

Group	
本集團	
2009	2008
二零零九年	二零零八年
RMB'000	RMB'000
人民幣千元	人民幣千元
22,512	13,654
246	(45)
10,361	(24)
33,119	13,585

根據開曼群島稅務豁免法（一九九九年修訂本）第6條，本公司已獲得總督會同行政局保證：開曼群島並無法律對本公司或其業務的所得溢利、收入、收益或增值徵稅。對本公司的承諾將由二零零二年十月八日起有效二十年。因此，本公司毋須納稅。

Notes to the Financial Statements 財務報表附註

10. INCOME TAX (Cont'd)

The subsidiary incorporated in the British Virgin Islands (“BVI”) is not subject to income tax, as such subsidiary does not have a place of business (other than a registered office only) or carry out any business in the BVI.

The Hong Kong subsidiaries are subject to a statutory corporate income tax rate of 16.5% (2008: 16.5%) under the income tax rules and regulations of Hong Kong. No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in Hong Kong during the year (2008: Nil).

According to the PRC Enterprise Income Tax Law with effective from 1 January 2008, the Mainland China subsidiaries are all subject to income tax at the rate of 25% on their respective taxable income.

On 21 October 2008, Suzhou Dawnrays Pharmaceutical Co., Ltd. (“Suzhou Dawnrays Pharmaceutical”) was qualified as a High-New Technology Enterprise (“HNTE”) of Jiangsu Province. As a result, Suzhou Dawnrays Pharmaceutical is entitled to a concessionary rate of income tax at 15% for three years commencing 1 January 2008.

Suzhou Dawnrays Chemical Co., Ltd. (“Suzhou Dawnrays Chemical”) is exempted from corporate income tax of the PRC for the two years starting from the first profitable year of operation, after setting off losses carried forward, and are entitled to a 50% relief from corporate income tax of the PRC for the following three years. As Suzhou Dawnrays Chemical is in its fifth profitable year of operation, it is subject to corporate income tax of the PRC at a rate of 12.5% in 2009.

All other subsidiaries in Mainland China are subject to the corporate income tax rate of 25% in 2009.

Pursuant to the PRC Corporate Income 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 Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

10. 所得稅(續)

於英屬維爾京群島註冊成立的附屬公司無須繳納所得稅，因該等附屬公司於英屬維爾京群島並無營業地點(惟註冊辦事處除外)或經營任何業務。

根據香港的所得稅規則與規例，香港附屬公司須按法定企業所得稅率 16.5% (二零零八年：16.5%) 繳稅。由於本集團於本年度在香港並無產生應課稅溢利，故並無就香港利得稅作出撥備(二零零八年：無)。

根據於二零零八年一月一日起生效的中國企業所得稅法，中國大陸附屬公司須按其各自應課稅收入的 25% 所得稅率繳稅。

於二零零八年十月二十一日，蘇州東瑞製藥有限公司(「蘇州東瑞製藥」)獲取江蘇省高新技術企業(「高新技術企業」)資格。因此，蘇州東瑞製藥有權自二零零八年一月一日起的三年內享受 15% 的優惠所得稅率。

蘇州東瑞化工有限公司(「蘇州東瑞化工」)由首個經營獲利年度起計獲豁免中國企業所得稅兩年(彌補以前年度虧損後)，並在其後三年有權獲得減免中國企業所得稅 50%。由於就蘇州東瑞化工而言為第五個溢利年度，並於二零零九年按 12.5% 稅率繳納中國企業所得稅。

於中國內地的所有其他附屬公司於二零零九年須按 25% 稅率繳納企業所得稅。

根據中國企業所得稅法，於中國內地成立的外商投資企業向外商投資者宣派的股息，須按 10% 的稅率徵收預扣稅。該規定自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後之盈利。倘中國內地與外商投資者所在司法權區已簽訂稅務協議，則可採用較低的預扣稅率。本集團的適用稅率為 5%。因此，自二零零八年一月一日起，本集團須就在中國內地成立的附屬公司所產生的盈利而分配的股息履行徵收預扣稅的義務。

Notes to the Financial Statements 財務報表附註

10. INCOME TAX (Cont'd)

A reconciliation between tax expense and the product of accounting profit multiplied by the PRC's domestic tax rate for the years ended 31 December 2009 and 2008 is as follows:

		Group 本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Accounting profit before income tax	除所得稅前會計溢利	151,463	115,716
At the PRC's statutory income tax rate of 25% (2008: 25%)	按中國法定所得稅稅率 25% (二零零八年：25%)	37,866	28,929
Tax effect of profits entitled to tax concession or lower tax rate enacted by local authority	可享稅項豁免溢利或當地機關實行較低稅率之稅務影響	(15,709)	(13,417)
Effect on opening deferred tax of increase in rates	稅率增加對年初遞延稅項的影響	-	(615)
Tax credit for purchase of domestic equipment	國產設備抵免所得稅	(562)	(2,750)
Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司之可分配利潤之預扣稅影響	10,675	-
Adjustments in respect of current income tax of previous years	有關過往年度當期所得稅之調整	246	(45)
Expenses not deductible for tax	不可扣稅之開支	578	210
Effect of temporary differences not recognised	未確認臨時差額的影響	-	366
Tax losses not recognised	未確認稅項虧損	649	1,021
Tax losses utilised from previous periods	使用以前稅項虧損	(624)	-
Others	其他	-	(114)
At the effective income tax rate of 21.87% (2008: 11.74%)	按實際所得稅稅率 21.87% (二零零八年：11.74%)	33,119	13,585

11. PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

The consolidated profit attributable to equity holders of the parent for the year ended 31 December 2009 includes a profit of RMB40,039,000 (2008: RMB35,762,000) which has been dealt with in the financial statements of the Company (note 32(b)).

10. 所得稅(續)

截至二零零九年及二零零八年十二月三十一日止年度稅項支出與會計溢利乘以中國本地稅率的調節表如下：

		Group 本集團	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Accounting profit before income tax	除所得稅前會計溢利	151,463	115,716
At the PRC's statutory income tax rate of 25% (2008: 25%)	按中國法定所得稅稅率 25% (二零零八年：25%)	37,866	28,929
Tax effect of profits entitled to tax concession or lower tax rate enacted by local authority	可享稅項豁免溢利或當地機關實行較低稅率之稅務影響	(15,709)	(13,417)
Effect on opening deferred tax of increase in rates	稅率增加對年初遞延稅項的影響	-	(615)
Tax credit for purchase of domestic equipment	國產設備抵免所得稅	(562)	(2,750)
Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司之可分配利潤之預扣稅影響	10,675	-
Adjustments in respect of current income tax of previous years	有關過往年度當期所得稅之調整	246	(45)
Expenses not deductible for tax	不可扣稅之開支	578	210
Effect of temporary differences not recognised	未確認臨時差額的影響	-	366
Tax losses not recognised	未確認稅項虧損	649	1,021
Tax losses utilised from previous periods	使用以前稅項虧損	(624)	-
Others	其他	-	(114)
At the effective income tax rate of 21.87% (2008: 11.74%)	按實際所得稅稅率 21.87% (二零零八年：11.74%)	33,119	13,585

11. 母公司權益持有人應佔溢利

截至二零零九年十二月三十一日止本年度母公司權益持有人應佔綜合溢利中包含本公司財務報表的溢利人民幣 40,039,000 元(二零零八年：人民幣 35,762,000 元)(附註 32(b))。

Notes to the Financial Statements 財務報表附註

12. DIVIDENDS

12. 股息

Interim – HK\$0.018 (2008: HK\$0.018) per ordinary share	普通股股息：中期股息：0.018 港元 (二零零八年：0.018 港元)
Proposed final – HK\$0.050 (2008: HK\$0.040) per ordinary share	擬派末期股息：0.050 港元 (二零零八年：0.040 港元)

Company 本公司	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
12,452	12,576
34,769	27,477

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

擬派發的末期股息需待本公司股東於股東週年大會通過。

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

13. 母公司普通股權益持有人應佔每股盈利

The calculation of basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 782,344,219 (2008: 790,999,858) in issue during the year.

每股基本盈利是按母公司普通股權益持有人應佔本年度溢利及年內已發行普通股股份之加權平均股數782,344,219股(二零零八：790,999,858股)計算。

The calculation of diluted earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent divided by the weighted average number of ordinary shares in issue during the year. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

攤薄後每股盈利是按母公司普通股權益持有人應佔本年度溢利除以於年內已發行普通股股份之加權平均股數，用作計算的普通股股份之加權平均股數是指用作計算每股基本盈利的年內已發行普通股股數，加上可能因行使或轉換具攤薄作用的普通股而假設將會無償發行的普通股之加權平均股數。

Notes to the Financial Statements 財務報表附註

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (Cont'd)

The calculations of basic and diluted earnings per share are based on:

Earnings

Profit attributable to ordinary equity holders of the parent

盈利

母公司普通股權益持有人應佔溢利

Shares

Weighted average number of ordinary shares used in the basic earnings per share calculation

Effect of dilution – weighted average number of ordinary shares: Share options

Weighted average number of ordinary shares adjusted for the effect of dilution

股份

用作計算每股基本盈利之加權平均普通股股數

具攤薄影響—加權平均普通股股數：
購股權

就攤薄影響作出調整後之加權平均普通股股數

13. 母公司普通股權益持有人應佔每股盈利 (續)

下列為用作計算每股基本盈利及攤薄後每股盈利的收入及股份的數據：

2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
118,388	102,037

Number of Shares 股份數量	
2009 二零零九年 Thousands 仟位	2008 二零零八年 Thousands 仟位
782,344	791,000
4,012	3,745
786,356	794,745

Notes to the Financial Statements
財務報表附註

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Group 本集團				
		Buildings 樓宇	Machinery and other equipment 機器及 其他設備	Office equipment 辦公室設備	Motor vehicles 汽車	Total 總額
		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
Cost:	成本：					
As at 1 January 2008	於二零零八年一月一日	96,077	200,288	7,987	10,247	314,599
Additions	添置	352	6,973	814	637	8,776
Transferred from construction in progress (note 16)	在建工程轉撥 (附註 16)	20,179	20,389	20	-	40,588
Disposals	出售	-	(1,741)	(248)	(208)	(2,197)
Exchange realignment	匯兌調整	-	-	(39)	-	(39)
As at 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日 及二零零九年一月一日	116,608	225,909	8,534	10,676	361,727
Additions	添置	246	5,317	501	755	6,819
Transferred from construction in progress (note 16)	在建工程轉撥 (附註 16)	5,142	18,257	285	-	23,684
Disposals	出售	(94)	(10,118)	(1,307)	(691)	(12,210)
Exchange realignment	匯兌調整	-	-	(1)	-	(1)
As at 31 December 2009	於二零零九年十二月三十一日	121,902	239,365	8,012	10,740	380,019
Accumulated depreciation and impairment:	累計折舊及減值：					
As at 1 January 2008	於二零零八年一月一日	19,108	61,835	4,671	5,968	91,582
Depreciation provided for the year	年內折舊撥備	4,394	16,041	1,116	1,276	22,827
Disposals	出售	-	(1,182)	(213)	(187)	(1,582)
Exchange realignment	匯兌調整	-	-	(35)	-	(35)
As at 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日 及二零零九年一月一日	23,502	76,694	5,539	7,057	112,792
Depreciation provided for the year	年內折舊撥備	5,698	16,779	909	1,224	24,610
Impairment	減值	-	1,137	-	-	1,137
Disposals	出售	(39)	(7,350)	(770)	(546)	(8,705)
Exchange realignment	匯兌調整	-	-	(1)	-	(1)
As at 31 December 2009	於二零零九年十二月三十一日	29,161	87,260	5,677	7,735	129,833
Net book value:	賬面淨值：					
As at 31 December 2009	於二零零九年十二月三十一日	92,741	152,105	2,335	3,005	250,186
As at 31 December 2008	於二零零八年十二月三十一日	93,106	149,215	2,995	3,619	248,935

Notes to the Financial Statements 財務報表附註

14. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

14. 物業、廠房及設備(續)

		Company 本公司 Office equipment 辦公室設備 RMB'000 人民幣千元
Cost:	成本：	
As at 1 January 2008	於二零零八年一月一日	712
Disposals	出售	(14)
Exchange realignment	匯兌調整	(87)
		<hr/>
As at 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日 及二零零九年一月一日	611
Exchange realignment	匯兌調整	(1)
		<hr/>
As at 31 December 2009	於二零零九年十二月三十一日	610
		<hr/>
Accumulated depreciation and impairment:	累計折舊及減值：	
As at 1 January 2008	於二零零八年一月一日	636
Depreciation provided for the year	年內折舊撥備	61
Disposals	出售	(14)
Exchange realignment	匯兌調整	(84)
		<hr/>
As at 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日 及二零零九年一月一日	599
Depreciation provided for the year	年內折舊撥備	8
Exchange realignment	匯兌調整	(1)
		<hr/>
As at 31 December 2009	於二零零九年十二月三十一日	606
		<hr/>
Net book value:	賬面淨值：	
As at 31 December 2009	於二零零九年十二月三十一日	4
		<hr/> <hr/>
As at 31 December 2008	於二零零八年十二月三十一日	12
		<hr/> <hr/>

Notes to the Financial Statements 財務報表附註

15. LAND USE RIGHTS

The Group's land use rights represent prepaid land lease payments under operating leases and their carrying amounts are analysed as follows:

Carrying amount at 1 January	於一月一日賬面值
Additions	添置
Recognised during the year	年內確認
Carrying amount at 31 December	於十二月三十一日賬面值

The land use rights of the Group are situated in Mainland China and are held under medium lease terms.

16. CONSTRUCTION IN PROGRESS

As at 1 January	於一月一日
Additions	添置
Transferred to property, plant and equipment (note 14)	轉往物業、廠房及設備 (附註 14)
As at 31 December	於十二月三十一日

15. 土地使用權

本集團之土地使用權指按經營租約預付之土地租賃款及其賬面值分析如下：

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
23,078	23,225
26,078	295
(1,694)	(442)
47,462	23,078

本集團持有之土地使用權位於中國大陸並按中期租約持有。

16. 在建工程

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
53,033	10,496
56,350	83,125
(23,684)	(40,588)
85,699	53,033

Notes to the Financial Statements 財務報表附註

17. INTANGIBLE ASSETS

17. 無形資產

		2009 二零零九年				Group 本集團	2008 二零零八年		
		Deferred development cost 遞延開發成本 RMB'000 人民幣千元	Software 軟件 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元	Deferred development cost 遞延開發成本 RMB'000 人民幣千元	Software 軟件 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Cost:	成本：								
As at 1 January	於一月一日	23,150	1,745	588	25,483	21,987	1,393	588	23,968
Additions	添置	2,421	309	-	2,730	1,163	352	-	1,515
As at 31 December	於十二月三十一日	25,571	2,054	588	28,213	23,150	1,745	588	25,483
Accumulated amortisation and impairment:	累計攤銷及減值：								
As at 1 January	於一月一日	10,419	316	117	10,852	9,179	157	-	9,336
Amortisation provided for the year	年內攤銷	1,163	196	117	1,476	855	159	117	1,131
Impairment during the year	年內減值	200	-	-	200	385	-	-	385
As at 31 December	於十二月三十一日	11,782	512	234	12,528	10,419	316	117	10,852
Net book value:	賬面淨值：								
As at 31 December	於十二月三十一日	13,789	1,542	354	15,685	12,731	1,429	471	14,631
As at 1 January	於一月一日	12,731	1,429	471	14,631	12,808	1,236	588	14,632

18. INTERESTS IN SUBSIDIARIES

18. 於附屬公司的權益

		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Unlisted shares, at cost	非上市股份，按成本	82,901	83,034
Amounts due from subsidiaries	應收附屬公司款項	204,604	202,704
		287,505	285,738

Notes to the Financial Statements 財務報表附註

18. INTERESTS IN SUBSIDIARIES (Cont'd)

The amounts due from subsidiaries of RMB204,604,000 (2008: RMB202,704,000) are non-interest bearing which, although technically repayable under the original terms of the transactions giving rise thereto, have been deferred for a longer term and are therefore classified as non-current.

Particulars of the subsidiaries are as follows:

18. 於附屬公司的權益(續)

應收附屬公司款項人民幣204,604,000元(二零零八年：人民幣202,704,000元)為不計利息的結餘。雖然技術上而言，該等結餘須按有關交易原有條款即時償還，但已作遞延處理，並分類為非流動結餘。

附屬公司詳情如下：

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及營業地點	Nominal value of issued share/ paid-up capital 已發行/ 已繳足股本	Percentage of equity attributable to the Company 本公司應佔 股權百分比	Principal activities 主要業務
Directly held 直接持有				
Dawnrays International Company Limited 東瑞國際有限公司	British Virgin Islands 英屬維爾京群島	US\$100 100美元	100%	Investment holding 投資控股
Indirectly held 間接持有				
Dawnrays International Company Limited 東瑞國際股份有限公司	Hong Kong 香港	HK\$200,000 200,000港元	100%	Investment holding 投資控股
Suzhou Dawnrays Pharmaceutical Co., Ltd. # 蘇州東瑞製藥有限公司#	Mainland China 中國大陸	US\$45,000,000 45,000,000美元	100%	Manufacture and sale of pharmaceutical products 製造及銷售醫藥產品
Shanghai Dawnrays Chemical Co., Ltd. # 上海東瑞化工有限公司#	Mainland China 中國大陸	US\$680,000 680,000美元	92%	Manufacture and sale of pharmaceutical intermediates 製造及銷售醫藥 中間體
Suzhou Dawnrays Chemical Co., Ltd. # 蘇州東瑞化工有限公司#	Mainland China 中國大陸	US\$6,000,000 6,000,000美元	100%	Manufacture and sale of pharmaceutical intermediates 製造及銷售醫藥 中間體

Notes to the Financial Statements 財務報表附註

18. INTERESTS IN SUBSIDIARIES (Cont'd)

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及營業地點	Nominal value of issued share/ paid-up capital 已發行/ 已繳足股本	Percentage of equity attributable to the Company 本公司應佔 股權百分比	Principal activities 主要業務
Dawnrays Pharma (Hong Kong) Limited 東瑞藥業(香港)有限公司	Hong Kong 香港	HK\$500,000 500,000 港元	100%	Sale of pharmaceutical products 銷售醫藥產品
Guangdong Dawnrays Pharmaceutical Co., Ltd. # 廣東東瑞藥業有限公司#	Mainland China 中國大陸	RMB3,000,000 人民幣 3,000,000 元	100%	Sale of pharmaceutical products 銷售醫藥產品
Dawnrays (Nantong) Pharmaceutical Science and Technology Co., Ltd. # 東瑞(南通)醫藥科技有限公司#	Mainland China 中國大陸	US\$10,000,000 10,000,000 美元	100%	Manufacture and sale of pharmaceutical intermediates 製造及銷售醫藥 中間體

These subsidiaries were registered under PRC law as foreign-owned enterprises.

該等附屬公司按中國法律註冊為外商投資企業。

19. INVENTORIES

Raw materials (at cost)	原材料(以成本計價)
Work in progress (at cost or net realisable value)	在製品(以成本或可變現淨值計價)
Finished goods (at cost or net realisable value)	製成品(以成本或可變現淨值計價)

The amount of write-down of inventories as an expense is RMB1,548,300 (2008: RMB2,642,000).

19. 存貨

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
28,197	21,237
113,836	90,527
42,313	47,772
184,346	159,536

已作費用列支的存貨撇減金額為人民幣 1,548,300 元(二零零八年: 人民幣 2,642,000 元)。

Notes to the Financial Statements 財務報表附註

20. TRADE AND NOTES RECEIVABLES

20. 應收貿易及票據款項

Trade receivables	應收貿易款項
Impairment	減值
Notes receivable	應收票據款項

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
164,236	167,524
(5,232)	(3,361)
159,004	164,163
276,304	226,878
435,308	391,041

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally for a period of three months for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade and notes receivables are non-interest-bearing.

除新客戶一般需預繳款項外，本集團主要按信貸方式與客戶交易。而主要客戶信貸期一般為期三個月。每位客戶均設有最高信貸限額。本集團嚴謹監察其未償還應收款項，並設有信貸監控部門務求將信貸風險減至最低。高級管理層更會定期檢討逾期欠款。鑒於以上所述及目前本集團的應收貿易款項涉及大量不同客戶，因此並無高度集中的信貸風險。應收貿易及票據款項不計利息。

An aged analysis of the trade and notes receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

按發票日期計及扣除撥備後，於報告期末的應收貿易及票據款項的賬齡分析如下：

Trade receivables	應收貿易款項
Outstanding balances with ages:	按賬齡劃分的尚欠餘額：
Within 90 days	90日內
Between 91 and 180 days	91至180日
Between 181 and 270 days	181至270日
Between 271 and 360 days	271至360日
Over one year	一年以上

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
153,947	159,722
5,044	2,853
3	1,217
-	120
10	251
159,004	164,163

Notes to the Financial Statements 財務報表附註

20. TRADE AND NOTES RECEIVABLES (Cont'd)

Notes receivables	應收票據款項
Outstanding balances with ages:	按賬齡劃分的尚欠餘額：
Within 90 days	90日內
Between 91 and 180 days	91至180日

The movements in provision for impairment of trade receivables are as follows:

At 1 January	於一月一日
Impairment losses recognised	已確認減值虧損
At 31 December	於十二月三十一日

The above provision for impairment of trade receivables is provided for individually impaired trade receivables with an aggregated carrying amount before provision of RMB5,232,000 (2008: RMB3,361,000). The individually impaired trade receivables relate to customers with financial difficulties. The Group does not hold any collateral or other credit enhancements over these balances.

20. 應收貿易及票據款項(續)

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
116,730	87,359
159,574	139,519
276,304	226,878

應收貿易款項的減值撥備變動如下：

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
3,361	3,361
1,871	-
5,232	3,361

上述應收貿易款項的減值撥備乃就撥備前賬面總值為人民幣5,232,000元(二零零八年：人民幣3,361,000元)的個別已減值應收貿易款項計提。該等個別已減值應收貿易款項均與陷入財務困境之客戶有關。本集團並無就該等結餘而持有任何抵押品或採取其他信貸加強措施。

Notes to the Financial Statements 財務報表附註

20. TRADE AND NOTES RECEIVABLES (Cont'd)

The aged analysis of the trade receivables that are not considered to be impaired is as follows:

Neither past due nor impaired	未逾期及並無減值
Less than three month past due	逾期少於3個月
Over three months past due	逾期3個月以上

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Group are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

Prepayments	預付款
Deposits and other receivables	按金及其他應收款項

None of the above assets is either past due or impaired.

20. 應收貿易及票據款項(續)

認為並無減值的應收貿易款項賬齡分析如下：

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
153,947	159,722
5,044	2,853
13	1,588
159,004	164,163

未逾期及並無減值的應收款項乃與大量近期並無違約歷史的多名客戶有關。

逾期但並無減值的應收款項乃與多名與本集團維持良好往績記錄的獨立客戶有關。基於以往經驗，本公司董事認為毋須就該等結餘作出減值撥備，因為信貸質素並無出現重大變動，而有關結餘仍被認為可全數收回。本集團並無就該等結餘而持有任何抵押品或採取其他信貸加強措施。

21. 預付款、按金及其他應收款項

Group 本集團		Company 本公司	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
9,235	9,140	189	190
5,074	6,517	-	-
14,309	15,657	189	190

上述資產未有逾期及並無減值。

Notes to the Financial Statements 財務報表附註

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

22. 透過損益以公允值列賬之財務資產

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Listed equity investments, at market value:	上市股票投資， 按市值：				
Hong Kong	香港	5,814	3,404	5,814	3,404

The above equity investments at 31 December 2008 and 2009 were classified as held for trading.

於二零零八年及二零零九年十二月三十一日，上述股票投資分類為以交易為目的而持有的投資。

23. CASH AND CASH EQUIVALENTS

23. 現金及現金等價物

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結存	86,450	38,462	3,973	3,733
Short-term deposits	短期存款	-	474	-	474
Cash and cash equivalents	現金及現金等價物	86,450	38,936	3,973	4,207

At the end of the reporting period, the cash and bank balances and short-term deposits of the Group denominated in RMB amounted to RMB64,896,000 (2008: RMB31,179,000). The RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於報告期末，本集團以人民幣列值的現金及銀行結存與短期存款總值人民幣64,896,000元（二零零八年：人民幣31,179,000元）。人民幣並不可自由兌換為其他貨幣。然而，根據中國大陸外匯管制法規及結匯、售匯與付匯管理法規，本集團獲准透過特許進行外匯業務的銀行將人民幣兌換為其他貨幣。

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short-term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and cash equivalents approximate to their fair values.

銀行存款的利息按照活期存款的利率賺取。短期定期存款期限界乎一日至三個月不等，視乎本集團的現金需求而定，並以相應的短期定期存款利率賺取利息。銀行結餘已存入近期沒有不良拖欠、信譽良好的銀行中。現金和現金等價物的賬面值接近其公允值。

Notes to the Financial Statements 財務報表附註

24. TRADE AND NOTES PAYABLES

An aged analysis of the trade and notes payables as at the end of the reporting period, based on the invoice date, is as follows:

Outstanding balances with ages:	按賬齡劃分的尚欠餘額：
Within 90 days	90日內
Between 91 and 180 days	91至180日
Between 181 and 270 days	181至270日
Between 271 and 360 days	271至360日
Over one year	一年以上

The trade payables are non-interest-bearing and are normally settled on 90-day terms. The carrying amounts of the trade and notes payables approximate to their fair values.

24. 應付貿易及票據款項

按發票日期計，於報告期末的應付貿易及應付票據款項賬齡分析如下：

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
210,756	152,170
138,366	128,326
165	640
153	97
1,015	195
350,455	281,428

應付款項乃不計利息及一般按九十日除賬期繳付。應付貿易及票據款項之賬面值與其公允值相若。

25. BANK ADVANCES FOR DISCOUNTED BILLS

	Effective interest rate(%) 實際利率(%)		Maturity 到期日
Bank advances for discounted bills 銀行貼現票據墊款	2.16%	Upon expiry of the bills 票據到期後	

25. 銀行貼現票據墊款

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
5,000	24,907

Notes to the Financial Statements 財務報表附註

26. OTHER PAYABLES AND ACCRUALS

26. 其他應付款及應計負債

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Advances from customers	預收賬款	5,963	2,044	-	-
Accruals	預計負債	10,672	5,839	605	738
Taxes other than corporate income tax	除企業所得稅外的稅項	563	11,439	-	-
Payable for purchases of machinery and construction of buildings	新增機器及樓宇建築的應付款	13,948	12,631	-	-
Other payables	其他應付款	9,668	4,395	6	-
		40,814	36,348	611	738

Other payables are non-interest-bearing and have an average settlement term of six months. The carrying amounts of the other payables and accruals approximate to their fair values.

其他應付款乃不計利息及平均六個月結算期。其他應付貿易及應計負債之賬面值與其公允值相若。

27. INTEREST-BEARING BANK LOAN

27. 計息銀行貸款

		2009 二零零九年			
		Effective interest rate (%) 實際利率(%)	Maturity 到期日	Original 原幣 HK\$'000 港幣千元	Equivalent 相等於 RMB'000 人民幣千元
Group	本集團				
Current	短期				
Current portion of long term bank loan-unsecured	無抵押的長期銀行貸款(一年內到期部分)	HIBOR*+1.5%	2010	2,000	1,761
Non-current	非短期				
Long term bank loan-unsecured	無抵押的長期銀行貸款	HIBOR*+1.5%	2011-2012	4,000	3,522

* Hong Kong Inter-Bank Offered Rate.

* 香港銀行同業拆息。

Notes to the Financial Statements 財務報表附註

27. INTEREST-BEARING BANK LOAN (Cont'd)

The carrying amount of the Group's bank loan approximate to its fair value.

Analysed into:	分為：
Bank loan repayable:	計息銀行貸款：
Within one year or on demand	少於一年或按需求
In the second year	於第二年
In the third to fifth year, inclusive	於第三至第五年內

27. 計息銀行貸款(續)

本集團的計息銀行貸款之賬面值與其公允值相若。

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
1,761	-
1,761	-
1,761	-
5,283	-

28. GOVERNMENT GRANTS

At 1 January	於一月一日
Received during the year	取得的政府撥款
Released to the income statement	計入收益表
At 31 December	於十二月三十一日

Government grants have been received mainly for the construction of certain items of property and plant. There are no unfulfilled conditions or contingencies attached to these grants.

28. 政府撥款

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
-	-
1,797	350
(677)	(350)
1,120	-

所取得的政府撥款主要是用來興建指定的物業及廠房。此政府撥款沒有附帶條件或責任。

Notes to the Financial Statements 財務報表附註

29. DEFERRED TAX

The movement in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

Group	本集團
At 1 January 2008	於二零零八年一月一日
Deferred tax (charged)/credited to the consolidated income statement during the year (note 10)	年內於綜合收益表(扣除)/抵免之遞延稅項(附註10)
Deferred tax assets at 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日及二零零九年一月一日之遞延稅項資產淨額
Deferred tax (charged)/credited to the consolidated income statement during the year (note 10)	年內於綜合收益表(扣除)/抵免之遞延稅項(附註10)
Deferred tax assets At 31 December 2009	於二零零九年十二月三十一日之遞延稅項資產

Deferred tax liabilities

Group	本集團	Withholding tax 預扣稅 RMB'000 人民幣千元
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日及二零零九年一月一日	—
Deferred tax charged to the consolidated income statement during the year (note 10)	年內於綜合收益表扣除之遞延稅項(附註10)	10,675
Deferred tax paid during the year	本年度已付遞延稅	(4,677)
At 31 December 2009	於二零零九年十二月三十一日	5,998

29. 遞延稅項

年內遞延稅項資產及負債之變動如下：

遞延稅項資產

Amortisation 攤銷 RMB'000 人民幣千元	Provision 撥備 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
28	840	868
(28)	52	24
—	892	892
—	314	314
—	1,206	1,206

遞延稅項負債

Notes to the Financial Statements 財務報表附註

30. SHARE CAPITAL

30. 股本

Shares

股份

Authorised: 10,000,000,000 (2008: 10,000,000,000) ordinary shares of HK\$0.1 each	法定： 每股面值0.1港元的 普通股10,000,000,000股 (二零零八年：10,000,000,000股)
Issued and fully paid: 786,416,000 (2008: 778,648,000) ordinary shares of HK\$0.1 each	已發行及繳足： 每股面值0.1港元的 普通股786,416,000股 (二零零八年：778,648,000股)
Equivalent to RMB'000	等值人民幣千元

2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
1,000,000	1,000,000
78,642	77,865
83,649	82,964

During the year, 7,952,000 share options under the Company's share option scheme were exercised. Accordingly, 7,952,000 ordinary shares of HK\$0.1 each were issued as a result of exercise of share options.

於本年間，7,952,000股根據本公司購股權計劃之購股權已獲行使。因此，7,952,000股每股面值港元一毫之普通股已因該等購股權獲行使而發行。

The Company repurchased 184,000 shares on the Stock Exchange at an aggregate consideration of HK\$127,960 before expenses. The repurchased shares were subsequently cancelled. The nominal value of the cancelled shares was transferred to the capital redemption reserve and the premium payable on the repurchase was charged against the share premium account. The repurchases were effected by the directors for the enhancement of the shareholder value in the long term.

本公司在香港聯合交易所有限公司購回184,000股本公司股份，除費用前總代價為127,960港元。以上股份於購回後已被註銷。已註銷股份面值的金額已轉撥到資本贖回儲備及於購回股份時支付的溢價已透過股份溢價賬。董事回購股份是為提高股東長遠利益。

Notes to the Financial Statements 財務報表附註

30. SHARE CAPITAL (Cont'd)

A summary of the transactions during the year with reference to the above movements in the Company's issued share capital is as follows:

30. 股本(續)

參照上述變動，本公司已發行股本於本年度的交易綜合如下：

		Number of shares in issue 已發行股份 數目	Issued capital 股本 HK\$'000 港幣千元	Share premium account 股份溢價 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 January 2008	於二零零八年一月一日	793,172,000	79,317	61,269	140,586
Share options exercised	已行使的購股權	1,940,000	194	1,175	1,369
Share repurchased	已購回的股份	(16,464,000)	(1,646)	(9,918)	(11,564)
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日 及二零零九年一月一日	778,648,000	77,865	52,526	130,391
Share options exercised	已行使的購股權	7,952,000	795	4,860	5,655
Share repurchased	已購回的股份	(184,000)	(18)	(115)	(133)
At 31 December 2009	於二零零九年十二月三十一日	786,416,000	78,642	57,271	135,913

Details of the Company's share option scheme are included in note 31 to the financial statements.

有關本公司購股權計劃之詳細內容，載列於財務報表附註31。

Notes to the Financial Statements

財務報表附註

31. SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include the Company’s directors, independent non-executive directors, employees of the Group and other eligible participants as defined under the Scheme. The Scheme was adopted on 21 June 2003, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares currently permitted to be issued upon the exercise of options under the Scheme is an amount equivalent to 10% of the shares of the Company in issue upon listing. The maximum number of shares issuable under share options to each eligible person in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company’s shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders’ approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK\$10 by each grantee with no other consideration being payable by the grantee. An option may be exercised in accordance with the terms of the Scheme at any time during a period commencing on such date on or after the date on which the option is granted as the Board may determine in granting the option and expiring at the close of business on such date as the Board may determine in granting the option but in any event shall not exceed 10 years from the date of grant.

31. 購股權計劃

本公司採用的購股權計劃(「計劃」)，旨在為對本集團業務成就作出貢獻的合資格參與者提供鼓勵及獎勵。計劃的合資格參與者包括本公司董事、獨立非執行董事、本集團僱員及計劃界定的其他合資格參與者。計劃於二零零三年六月二十一日生效，除非另行註銷或修訂，計劃將於該日起計十年內持續有效。

目前，根據計劃行使購股權而可予發行的最高股份數目為相等於購股權行使後佔本公司於上市時已發行股份的10%。在任何12個月期間內授予計劃的每位合資格參與者的購股權的可予發行最高股份數目，以本公司於任何時間的已發行股份1%為限。凡進一步授出超逾此限額的購股權，須在股東大會上獲股東批准。

授予本公司董事、總裁或主要股東或彼等任何關聯方購股權須事先取得獨立非執行董事批准。此外，如於任何12個月期間授予本公司主要股東或獨立非執行董事或彼等任何關聯方的任何購股權超逾本公司於任何時間的已發行股份的0.1%，或有關購股權的總值(根據本公司股份於購股權授出日期的價格計算)超逾5,000,000港元，則須事先在股東大會上取得股東批准。

授予購股權的建議應於建議日期起計21日內獲接納，承授人接納購股權時無須支付其他代價，惟須支付10港元的象徵式代價。由董事會在授出購股權之日或其後所釐定的日期起至董事會在授出購股權時釐定的日期的營業時間結束時止，可隨時(無論如何不得超過由授出日期起計十年)根據該計劃的條款行使購股權。

Notes to the Financial Statements 財務報表附註

31. SHARE OPTION SCHEME (Cont'd)

The exercise price of share options is determined by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer, provided that the exercise price shall not be less than the nominal value of the ordinary shares of the Company.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Scheme during the year:

		2009 二零零九年		2008 二零零八年	
		Weighted average exercise price 加權平均 行使價 HK\$ 港元 per share 每股	Number of options 購股權 數目 '000	Weighted average exercise price 加權平均 行使價 HK\$ 港元 per share 每股	Number of options 購股權 數目 '000
At 1 January	於一月一日	0.649	24,400	0.639	24,680
Granted during the year	年內已授出	-	-	0.718	1,800
Exercised during the year	年內已行使	0.599	(7,952)	0.596	(1,940)
Expired during the year	年內已失效	0.580	(20)	0.580	(140)
At 31 December	於十二月三十一日	0.673	16,428	0.649	24,400

The weighted average share price at the date of exercise for share options exercised during the year was HK\$0.898 (2008: HK\$0.767).

31. 購股權計劃(續)

購股權的行使價由董事釐定，惟不得低於以下各項的較高者：(i)本公司股份於授出購股權當日在聯交所所報的收市價；及(ii)本公司股份於緊接授出日期前五個交易日在聯交所所報的平均收市價，惟行使價不得少於本公司普通股的面值。

購股權並無賦予持有人可享有股息或於股東大會上投票的權利。

以下為該計劃於年內行使的購股權：

年內，已行使的購股權於行使日的加權平均股價為0.898港元(二零零八年：0.767港元)。

Notes to the Financial Statements 財務報表附註

31. SHARE OPTION SCHEME (Cont'd)

The exercise prices and exercise periods of the share options outstanding as at the end of reporting period are as follows:

2009

Number of options 購股權數目 '000	Exercise price* 行使價* HK\$ 港元 per share 每股	Exercise period 行使期間
1,100	0.630	17-11-2005 to 16-11-2010
4,668	0.580	28-12-2005 to 27-12-2010
800	0.720	01-09-2007 to 31-08-2012
7,280	0.710	04-04-2008 to 03-04-2013
780	0.800	10-07-2008 to 09-07-2013
800	0.740	01-02-2009 to 31-01-2014
1,000	0.700	09-12-2009 to 08-12-2014
16,428		

2008

Number of options 購股權數目 '000	Exercise price* 行使價* HK\$ 港元 per share 每股	Exercise period 行使期間
1,900	0.630	17-11-2005 to 16-11-2010
10,700	0.580	28-12-2005 to 27-12-2010
400	0.500	05-05-2006 to 04-05-2009
800	0.720	01-09-2007 to 31-08-2012
7,500	0.710	04-04-2008 to 03-04-2013
1,300	0.800	10-07-2008 to 09-07-2013
800	0.740	01-02-2009 to 31-01-2014
1,000	0.700	09-12-2009 to 08-12-2014
24,400		

* The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other similar changes in the Group's share capital.

31. 購股權計劃(續)

於報告期末，未行使的購股權行使價及行使期間如下：

二零零九年

Exercise price* 行使價* HK\$ 港元 per share 每股	Exercise period 行使期間
0.630	17-11-2005 to 16-11-2010
0.580	28-12-2005 to 27-12-2010
0.720	01-09-2007 to 31-08-2012
0.710	04-04-2008 to 03-04-2013
0.800	10-07-2008 to 09-07-2013
0.740	01-02-2009 to 31-01-2014
0.700	09-12-2009 to 08-12-2014

二零零八年

Exercise price* 行使價* HK\$ 港元 per share 每股	Exercise period 行使期間
0.630	17-11-2005 to 16-11-2010
0.580	28-12-2005 to 27-12-2010
0.500	05-05-2006 to 04-05-2009
0.720	01-09-2007 to 31-08-2012
0.710	04-04-2008 to 03-04-2013
0.800	10-07-2008 to 09-07-2013
0.740	01-02-2009 to 31-01-2014
0.700	09-12-2009 to 08-12-2014

* 倘進行供股或發行紅股或本集團股本出現其他類似變動，則購股權的行使價須予以調整。

Notes to the Financial Statements 財務報表附註

31. SHARE OPTION SCHEME (Cont'd)

The fair value of equity-settled share options granted was estimated as at the date of grant, using a Black-Scholes-Merton valuation model, taking into account the terms and conditions upon which the options were granted. This value is inherently subjective and uncertain due to the assumptions made and the limitation of the valuation model used. The following table lists the inputs to the model:

Date of grant	授出日期	17/11/2004	28/12/2004	5/5/2005	10/1/2007	4/4/2007	10/7/2007	1/2/2008	9/12/2008
Dividend yield (%)	股息率 (%)	6.94	7.53	8.92	6.05	5.87	5.14	5.85	6.27
Expected volatility (%)	預期波幅 (%)	47	46	47	43	43	43	43	39
Historical volatility (%)	過往波幅 (%)	47	46	47	43	43	43	43	39
Risk-free interest rate (%)	無風險折現率 (%)	2.76	2.91	2.90	3.70	4.05	4.63	2.20	1.63
Expected life of option (year)	購股權預計年期 (年)	6	6	4	6	6	6	6	6

The expected life of the options is based on the historical data over the past five years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

The 7,952,000 share options exercised during the year resulted in the issue of 7,952,000 ordinary shares of the Company and new share capital of HK\$795,200 and share premium of HK\$4,860,000 as further detailed in note 30 to the financial statements.

At the end of the reporting period, the Company had 16,428,000 share options outstanding under the Scheme, which represented approximately 2% of the Company's shares in issue as at that date. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 16,428,000 additional ordinary shares of the Company, additional share capital of HK\$1,642,800 and share premium of HK\$11,570,000.

31. 購股權計劃(續)

授予以股本結算的購股權的公允值乃於授予購股權當日以柏力克－舒爾斯估值模式估計，並已考慮授予購股權的條款及條件。鑑於有關假設及所使用的估值模式存在限制，有關價值本身含主觀成分及不確定因素。下表列出該模式的輸入數值：

購股權預計年期乃根據過去五年的歷史資料釐定，未必能顯示行使購股權的方式。預期波幅反映過往波幅可顯示未來趨勢的假設，惟未來趨勢未必是實際結果。

並無其他授予購股權的因素列入公允值的計算當中。

年內，行使的7,952,000份購股權引致本公司發行7,952,000股普通股份、新股本795,200港元及股份溢價4,860,000港元，詳情載於財務報表附註30。

於報告期末，本公司根據計劃擁有16,428,000份購股權尚未行使，相當於當日本公司已發行股份約2%。根據本公司現時的資本架構，悉數行使餘下購股權將引致本公司發行16,428,000股額外普通股、1,642,800港元的額外股本以及股份溢價11,570,000港元。

Notes to the Financial Statements 財務報表附註

32. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 49 to 50 of the financial statements.

(i) *Contributed surplus*

The contributed surplus of the Group represents the difference between the then consolidated net assets of the subsidiaries acquired pursuant to the Group Reorganisation as set out in note 1, over the nominal value of the Company's shares issued in exchange thereof.

(ii) *Statutory surplus reserve ("SSR")*

In accordance with the Company Law of the PRC and the articles of association of the Mainland China subsidiaries, the Mainland China subsidiaries are each required to allocate 10% of their profit after tax, as determined in accordance with the PRC generally accepted accounting principles, to the SSR until this reserve reaches 50% of the registered capital of the Mainland China Subsidiaries. Part of the SSR may be converted to increase paid-up capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

(iii) *Exchange fluctuation reserve*

The exchange fluctuation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

32. 儲備

(a) 本集團

本集團儲備於本年度及過往年度的金額及變動已載於財務報表第49頁至50頁的綜合權益變動表內。

(i) 繳入盈餘

本集團的繳入盈餘指根據附註1所載的集團重組所收購附屬公司當時的綜合資產淨值與本公司為換取有關資產而發行的本公司股份面值的差額。

(ii) 法定盈餘公積金

根據中國公司法及中國附屬公司的公司章程，中國附屬公司各自須按中國公認會計準則，將其稅後溢利的10%分配至法定盈餘公積金，直至法定盈餘公積金達到中國附屬公司註冊資本的50%。部分法定盈餘公積金可轉為繳足股本以增加股本，惟資本化後的餘額不可低於註冊資本的25%。

(iii) 匯兌波動儲備

匯兌波動儲備乃用作記錄換算外國附屬公司的財務報表所產生的匯兌差額。

Notes to the Financial Statements 財務報表附註

32. RESERVES (Cont'd)

32. 儲備(續)

(b) Company

(b) 本公司

		Share premium account 股份溢價 RMB'000 人民幣千元	Contributed surplus 繳入盈餘 RMB'000 人民幣千元	Share option reserve 購股權儲備 RMB'000 人民幣千元	Capital redemption reserve 資本贖回儲備 RMB'000 人民幣千元	Exchange fluctuation reserve 匯兌波動儲備 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
At 1 January 2008	於二零零八年一月一日	65,370	100,175	2,208	1,249	(40,616)	83,275	211,661
Exchange realignment	匯兌調整	-	-	-	-	(17,704)	-	(17,704)
Dividend on shares issued for employee share options exercised after 31 December 2007	二零零七年十二月三十一日後行使的僱員購股權所發行股份的股息	-	-	-	-	-	(22)	(22)
Equity-settled share option arrangements	以股權支付的購股權安排	-	-	609	-	-	-	609
Exercise of share options	行使購股權	31	-	(195)	-	-	-	851
Shares repurchased and cancelled	購回及註銷股份	30	(8,732)	-	1,450	-	(1,450)	(8,732)
Total comprehensive income for the year	本年度全面收益總額	11	-	-	-	-	35,762	35,762
Interim 2008 dividend	二零零八年中期股息	12	-	-	-	-	(12,576)	(12,576)
Proposed final 2008 dividend	擬派二零零八年末期股息	12	-	-	-	-	(27,477)	(27,477)
At 31 December 2008	於二零零八年十二月三十一日	57,684	100,175	2,622	2,699	(58,320)	77,512	182,372
Exchange realignment	匯兌調整	-	-	-	-	(428)	-	(428)
Dividend on shares issued for employee share options exercised after 31 December 2008	二零零八年十二月三十一日後行使的僱員購股權所發行股份的股息	-	-	-	-	-	(17)	(17)
Equity-settled share option arrangements	以股權支付的購股權安排	-	-	325	-	-	-	325
Exercise of share options	行使購股權	31	-	(795)	-	-	-	3,488
Shares repurchased and cancelled	購回及註銷股份	30	(102)	-	16	-	(16)	(102)
Total comprehensive income for the year	本年度全面收益總額	11	-	-	-	-	40,039	40,039
Interim 2009 dividend	二零零九年中期股息	12	-	-	-	-	(12,452)	(12,452)
Proposed final 2009 dividend	擬派二零零九年末期股息	12	-	-	-	-	(34,769)	(34,769)
At 31 December 2009	於二零零九年十二月三十一日	61,865	100,175	2,152	2,715	(58,748)	70,297	178,456

The contributed surplus of the Company represents the excess of the then consolidated net assets of the subsidiaries acquired pursuant to the Group Reorganisation referred to in note 32(a), over the nominal value of the Company's shares issued in exchange thereof.

本公司的繳入盈餘如附註32(a)所述指根據集團重組所收購附屬公司當時的綜合資產淨值超逾本公司為換取有關資產而發行的本公司股份面值的部份。

Notes to the Financial Statements 財務報表附註

32. RESERVES (Cont'd)

(b) Company (Cont'd)

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 2.3 to the financial statements. The amount will either be transferred to the issued capital account and the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire or be forfeited.

32. 儲備(續)

(b) 本公司(續)

購股權儲備包括已授出但尚未行使權的公允值，其進一步資料載於財務報表附註2.3以股份支付的交易的會計政策內。當有關購股權獲行使時，其數額將轉至已發行股本賬及股份溢價賬，或當有關購股權到期或被沒收時，其數額將轉至留存溢利。

33. FINANCIAL INSTRUMENTS BY CATEGORY

33. 按類別劃分之財務工具

Financial assets 財務資產	2009 二零零九年			2008 二零零八年			
	Financial assets at fair value through profit and loss 透過損益 以公允值列賬 之財務資產 RMB'000 人民幣千元	Loans and receivables 貸款及 應收款項 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元	Financial assets at fair value through profit and loss 透過損益 以公允值列賬 之財務資產 RMB'000 人民幣千元	Loans and receivables 貸款及 應收款項 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元	
Trade and notes receivables	應收貿易及 票據款項	-	435,308	435,308	-	391,041	391,041
Financial assets included in prepayments, deposits and other receivables	計入預付款、按金 及其他應收款 之財務資產	-	5,074	5,074	-	6,489	6,489
Financial assets at fair value through profit or loss	透過損益以公允值 列賬之財務資產	5,814	-	5,814	3,404	-	3,404
Cash and cash equivalents	現金及現金等價物	-	86,450	86,450	-	38,936	38,936
		5,814	526,832	532,646	3,404	436,466	439,870
Financial liabilities 財務負債							
Trade and notes payables	應付貿易及票據款項			350,455			281,428
Financial liabilities included in other payables and accruals	計入其他應付款 及應計負債之財務負債			25,299			28,465
				375,754			309,893

Notes to the Financial Statements 財務報表附註

33. FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

33. 按類別劃分之財務工具(續)

Financial assets 財務資產	2009 二零零九年			Company 本公司 2008 二零零八年		
	Financial assets at fair value through profit and loss 透過損益 以公允值列賬 之財務資產	Loans and receivables 貸款及 應收款項	Total 總額	Financial assets at fair value through profit and loss 透過損益 以公允值列賬 之財務資產	Loans and receivables 貸款及 應收款項	Total 總額
	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
Trade and notes receivables Financial assets included in prepayments, deposits and other receivables Financial assets at fair value through profit or loss Cash and cash equivalents	應收貿易及票據款項 計入預付款、按金 及其他應收款 之財務資產 透過損益以公允值 列賬之財務資產 現金及現金等價物	- - -	- - 3,973	- - 3,404	- - 4,207	- - 3,404 4,207 7,611
	5,814	3,973	9,787	3,404	4,207	7,611

34. FAIR VALUE HIERARCHY

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

34. 公允值等級架構

本集團採用以下等級架構以釐定及披露財務工具的公允值：

第一層：公允值按可識別資產或負債於活躍市場的報價(未經調整)計算

第二層：公允值根據採用對記錄的公允值有可觀察的重大影響(直接或間接)的全部數據的估值法計算

第三層：公允值根據採用並非基於可觀察市場數據而對記錄的公允值有重大影響的全部數據(非可觀察數據)的估值法計算

Notes to the Financial Statements 財務報表附註

34. FAIR VALUE HIERARCHY (Cont'd)

As at 31 December 2009, the Group and the Company held the following financial instruments measured at fair value:

Assets measured at fair value as at 31 December 2009:

	Level 1	Level 2	Level 3	Total
	第一層	第二層	第三層	合計
	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
Equity investments at fair value through profit or loss	5,814	-	-	5,814

During the year ended 31 December 2009, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expenses are denominated in a different currency from the Group's functional currency) and the Group's net investments in foreign subsidiaries.

34. 公允值等級架構(續)

於二零零九年十二月三十一日，本集團及本公司持有按公允值計算的下列財務工具：

於二零零九年十二月三十一日按公允值計算的資產：

Level 1	Level 2	Level 3	Total
第一層	第二層	第三層	合計
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
5,814	-	-	5,814

截至二零零九年十二月三十一日止年度，第一層與第二層間並無公允值計算轉移，亦無轉入或移出第三層。

35. 金融風險管理目標及對策

本集團擁有應收貿易款項及應付貿易款項等其他各種財務資產及負債，此乃由其經營直接產生。

本集團財務工具所涉及的主要風險為外匯風險、信貸風險及流動資金風險。以下為董事會檢討並同意管理上述每項風險的政策之概要。

外匯風險

外匯風險即金融工具的公允值或未來現金流量將因匯率變動產生波動的風險。本集團承擔的匯率變動風險主要與本集團業務（倘收益或開支以不同於本集團功能貨幣的貨幣計價）及本集團於外國附屬公司的淨投資有關。

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Foreign currency risk (Cont'd)

Currently, the PRC government imposes control over foreign currencies. RMB, the official currency in the PRC, is not freely convertible. Enterprises operating in the PRC can enter into exchange transactions through the People's Bank of China or other authorised financial institutions. Payments for imported materials or services and remittance of earnings outside of the PRC are subject to the availability of foreign currencies which depends on the foreign currency denominated earnings of the enterprises, or must be arranged through the People's Bank of China or other authorised financial institutions. Approval for exchanges at the People's Bank of China or other authorised financial institutions is granted to enterprises in the PRC for valid reasons such as purchases of imported materials and remittance of earnings. While conversion of RMB to Hong Kong dollars or other foreign currencies can generally be effected at the People's Bank of China or other authorised financial institutions, there is no guarantee that it can be affected at all times.

The Group does not have any significant investment outside of Mainland China. However, the Group has transaction currency exposures. This exposure arises from sales of the Group's subsidiaries denominated in currencies other than the Group's functional currency. Approximately 9% of the Group's sales for the year ended 31 December 2009 (2008: 8%) are denominated in currencies other than the functional currency of the Group. Upon receipt of currency other than the functional currency, the Group sells them to the banks immediately.

The following table demonstrates the sensitivity to a reasonably possible change in foreign currency exchange rates, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

35. 金融風險管理目標及對策(續)

外匯風險(續)

目前，中國政府仍實施外匯管制。中國官方貨幣人民幣不可自由兌換。於中國經營之企業可透過中國人民銀行或其他認可金融機構從事外匯交易。支付進口原料或服務之貨價及將盈利匯出中國境外地區均受外幣供應數額限制，並依賴企業以外幣計值之盈利，或必須透過中國人民銀行或其他認可金融機構作出安排。於中國經營之企業在具充分理據下，如需購入進口原料及匯出盈利，可獲授批准於中國人民銀行或其他認可金融機構進行兌換。雖然人民幣兌換港元或其他外幣一般可在中國人民銀行或其他認可金融機構進行，但無法保證於任何時間均能進行。

本集團於中國大陸以外並無任何重大投資。然而，本集團仍面對交易貨幣風險。有關風險來自以本集團的中國大陸附屬公司以本集團功能貨幣以外之貨幣進行之銷售。截至二零零九年十二月三十一日止年度，本集團約9%之銷售(二零零八年：8%)乃以本集團功能貨幣以外之貨幣計值。於收到功能貨幣以外之貨幣後，本集團會即時將該等貨幣售予銀行以兌換為功能貨幣。

下表列示在所有其他可變因素維持不變之情況下，本集團的除稅前溢利對外幣匯率出現合理可能變動的敏感度(由於貨幣資產及負債的公允值變動)。

Notes to the Financial Statements 財務報表附註

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Foreign currency risk (Cont'd)

2009

二零零九年

If RMB strengthens against US dollar
If RMB weakens against US dollar

倘人民幣兌美元升值
倘人民幣兌美元貶值

+5% (5,032)
-5% 5,032

2008

二零零八年

If RMB strengthens against US dollar
If RMB weakens against US dollar

倘人民幣兌美元升值
倘人民幣兌美元貶值

+5% (3,712)
-5% 3,712

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivables and balances are monitored on an ongoing basis and the Group's exposure to bad debt is not significant.

With respect to credit risk arising from the other financial assets of the Group, which comprise cash and short-term deposits, other receivables and financial assets at fair value through profit or loss, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty. There are no significant concentrations of credit risk within the Group.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables is disclosed in note 20 to the financial statements.

35. 金融風險管理目標及對策(續)

外匯風險(續)

Increase/decrease in foreign currency rate 外幣匯率 上調/下調	Effect on profit before tax 對除稅前 溢利之影響 RMB'000 人民幣千元
+5%	(5,032)
-5%	5,032

Increase/decrease in foreign currency rate 外幣匯率 上調/下調	Effect on profit before tax 對除稅前 溢利之影響 RMB'000 人民幣千元
+5%	(3,712)
-5%	3,712

信貸風險

本集團僅與該等信譽可靠的第三者進行交易。按照本集團的政策，所有擬按信貸期進行交易的客戶，必須經過信貸核實程序後，方可落實。此外，本集團會持續監察應收款項及結餘的情況，而本集團的壞賬風險並不重大。

就有關本集團其他財務資產的信貸風險，其中包括現金及短期存款、其他應收款項及透過損益以公允值列賬的財務資產，本集團因對方違約所產生的信貸風險，上限相等於該等工具的賬面值。

由於本集團僅與該等享譽盛名兼信譽可靠的第三者進行交易，故不需要任何抵押。集中信貸風險由客戶/交易對手管理，因此本集團內並無任何重大集中信貸風險。

有關本集團因應收貿易賬款所產生信貸風險的進一步定量資料乃披露於財務報表附註20。

Notes to the Financial Statements 財務報表附註

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g. trade receivables) and projected cash flows from operations.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

35. 金融風險管理目標及對策(續)

流動資金風險

本集團透過採用經常性流動資金計劃工具，監察其資金短缺的風險。此工具會考慮其財務工具及財務資產(如應收貿易賬款)的到期日以及來自經營業務的預期現金流量。

本集團根據合約未貼現付款計算的於報告期末財務負債之到期日簡述如下：

		Group 本集團				
		2009 二零零九年				
		3 to less than				
	On demand	Less than	12 months	1 to 5	Over	Total
	按要求	少於三個月	三至少於	years	5 years	總計
	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
Bank advances for discounted bills	銀行貼現票據墊款	-	5,000	-	-	5,000
Interest-bearing banks loan	計息銀行貸款	-	-	1,761	3,522	5,283
Trade and notes payables	應付貿易及票據款項	641	224,299	125,515	-	350,455
Other payables	其他應付款	23,870	-	-	-	23,870
		24,511	229,299	127,276	3,522	384,608
		2008 二零零八年				
		3 to less than				
	On demand	Less than	12 months	1 to 5	Over	Total
	按要求	少於三個月	三至少於	years	5 years	總計
	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
Bank advances for discounted bills	銀行貼現票據墊款	-	12,960	11,947	-	24,907
Trade and notes payables	應付貿易及票據款項	2,066	192,637	86,725	-	281,428
Other payables	其他應付款	28,465	-	-	-	28,465
		30,531	205,597	98,672	-	334,800

Notes to the Financial Statements 財務報表附註

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Capital management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2009 and 31 December 2008.

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital plus net debt. The net debt includes, bank advances for discounted bills, trade and notes payables, other payables and accruals, interest-bearing bank loan, government grant less cash and cash equivalents. Capital includes equity attributable to the equity holders of the parent. The gearing ratios as at the end of the reporting period were as follows:

Trade and notes payables	應付貿易及票據款項
Other payables and accruals	其他應付款及應計負債
Bank advances for discounted bills	銀行貼現票據墊款
Interest-bearing bank loan	計息銀行貸款
Government grant	政府撥款
Less: Cash and cash equivalents	減：現金及現金等價物
Net debt	淨負債
Equity attributable to equity holders of the parent	母公司權益 持有人應佔權益
Capital and net debt	資本及淨負債
Gearing ratio	資本負債比率

35. 金融風險管理目標及對策(續)

資本管理

本集團管理資本的首要目標是保障本集團的持續經營能力及維持穩健的資本比率，以支援其業務發展及提升股東價值。

本集團會因應經濟環境變化管理其資本架構並對其作出調整。為維持或調整資本架構，本集團或會調整支付予股東的股息款額、返還資本予股東或發行新股份。於截至二零零九年十二月三十一日及二零零八年十二月三十一日止年度內，有關資本管理的目標、政策及過程並無作出任何變動。

本集團採用資本負債比率監察其資本情況，而資本負債比率乃淨負債除以總資本加淨負債之總和計算。淨負債包括銀行貼現票據墊款、應付貿易及票據款項、其他應付款及應計負債、計息銀行貸款和政府撥款，並扣除現金及現金等價物。資本包括母公司權益持有人應佔權益。於報告期末之資本負債比率如下：

Group 本集團	
2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
350,455	281,428
40,814	36,348
5,000	24,907
5,283	-
1,120	-
(86,450)	(38,936)
316,222	303,747
711,289	628,541
1,027,511	932,288
31%	33%

Notes to the Financial Statements 財務報表附註

36. COMMITMENTS

(a) Operating lease commitments

The Group leases certain of its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to six years.

At 31 December 2009, the Group and the Company had total future minimum lease rentals payable under non-cancellable operating leases falling due as follows:

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Within one year	一年內	1,941	1,368	-	-
After one year but no more than five years	一年後至不 多於五年	2,991	916	-	-
		4,932	2,284	-	-

(b) Capital commitments

Contracted, but not provided for:
Plant and machinery

Authorised, but not contracted for:
Plant and machinery

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Contracted, but not provided for: Plant and machinery	已訂約，但未作撥備： 廠房及機器	33,940	54,990	-	-
Authorised, but not contracted for: Plant and machinery	已授權，但未訂約： 廠房及機器	120,470	58,380	-	-
		154,410	113,370	-	-

36. 承擔

(a) 經營租賃承擔

本集團根據經營租賃安排承租若干辦公物業。物業租賃的商定期限介乎一至六年之間。

截至二零零九年十二月三十一日，本集團及本公司根據不可撤銷經營租約於日後未來應付最低租賃款項總額如下：

(b) 資本承擔

Notes to the Financial Statements 財務報表附註

37. RELATED PARTY TRANSACTION

Compensation of key management personnel of the Group:

Short-term employee benefits	其他短期僱員福利
Post-employment benefits	退休後福利
Share-based payments	以股份為基礎的支付方式
Total compensation paid to key management personnel	主要管理人員 酬金總額

Further details of the directors' emoluments are included in note 7 to the financial statements.

38. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 30 March 2010.

37. 關連方交易

本集團主要管理人員酬金：

2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
3,793	3,682
72	73
89	161
3,954	3,916

董事酬金詳情載於財務報表附註7。

38. 財務報表的批准

財務報表已於二零一零年三月三十日獲董事會批准及授權發行。

Five Year Financial Summary 五年財務概要

A summary of the results and of the assets, liabilities and minority interests of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below.

以下為本集團於過去五個財政年度之業績、資產、負債及少數股東權益概要，此乃摘錄自己公佈經審核的財務報表。

		Year ended 31 December 截至十二月三十一日止年度				
RESULTS	業績	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2007 二零零七年 RMB'000 人民幣千元	2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Revenue	收入	1,082,110	947,710	919,945	788,797	734,002
Cost of sales	銷售成本	(754,058)	(691,047)	(680,443)	(604,788)	(518,769)
Gross profit	毛利	328,052	256,663	239,502	184,009	215,233
Other income and gain	其他收入及收益	4,595	5,072	4,320	2,955	1,959
Selling and distribution costs	銷售及分銷費用	(101,206)	(79,395)	(69,218)	(53,669)	(54,230)
Administrative expenses	行政費用	(47,575)	(43,796)	(41,117)	(36,400)	(38,597)
Other expenses	其他費用	(32,008)	(22,485)	(21,950)	(26,590)	(18,214)
Finance costs	財務費用	(395)	(343)	-	(976)	(202)
PROFIT BEFORE TAX	除稅前溢利	151,463	115,716	111,537	69,329	105,949
Income tax expense	所得稅	(33,119)	(13,585)	(10,380)	(3,451)	(245)
PROFIT FOR THE YEAR	本年度溢利	118,344	102,131	101,157	65,878	105,704
Attributable to:	以下各項應佔：					
Equity holders of the parent	母公司權益持有人	118,388	102,037	101,072	65,781	105,646
Minority interest	少數股東權益	(44)	94	85	97	58
		118,344	102,131	101,157	65,878	105,704
ASSETS, LIABILITIES AND MINORITY INTERESTS	資產、負債及 少數股東權益					
TOTAL ASSETS	總資產	1,126,465	975,215	851,398	758,337	745,053
TOTAL LIABILITIES	總負債	(414,621)	(346,002)	(272,392)	(245,290)	(255,996)
MINORITY INTEREST	少數股東權益	(555)	(672)	(654)	(790)	(743)
		711,289	628,541	578,352	512,257	488,314

Information for shareholders 股東資料

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 5 May 2010 to Friday, 7 May 2010 (both days inclusive) during which period no transfer of shares will be registered and effected. In order to qualify for the final dividend, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate share transfer forms must be lodged with the Company's Registrars in Hong Kong, Tricor Abacus Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on Tuesday, 4 May 2010.

暫停辦理股份過戶登記

本公司於二零一零年五月五日(星期三)至二零一零年五月七日(星期五)(包括首尾兩日)暫停辦理股份過戶登記手續。於有關期間將停止辦理轉讓本公司的股份。為符合獲發末期股息的資格，所有本公司的股份轉讓連同有關股票及股票轉讓書，須於二零一零年五月四日(星期二)下午四時正前，送達本公司的香港股份過戶登記處，香港皇后大道東28號金鐘匯中心26樓卓佳雅柏勤有限公司辦理過戶登記手續。

FINANCIAL CALENDAR

2009 AGM	8 May 2009
Announcement of 2009 interim results	21 August 2009
Announcement of 2009 annual results	30 March 2010
2010 AGM	7 May 2010

財務日誌

二零零九年股東週年大會	二零零九年五月八日
公佈二零零九年中中期業績	二零零九年 八月三十一日
公佈二零零九年全年業績	二零一零年三月三十日
二零一零年股東週年大會	二零一零年五月七日

DIVIDENDS

2009 Interim dividend	\$0.018 per share
Payment date for 2009 interim dividend	16 September 2009
Proposed 2009 final dividend	\$0.050 per share
Ex-dividend date for 2009 final dividend	3 May 2010
Book closing dates for 2009 final dividend	5-7 May 2010
Payment date for proposed 2009 final dividend	on or about 12 May 2010

股息

二零零九年中中期股息	每股港幣 0.018元
二零零九年中中期股息派付日期	二零零九年 九月十六日
擬派發二零零九年末期股息	每股港幣0.050元
二零零九年末期股息除息日期	二零一零年 五月三日
二零零九年末期股息截止過戶日期	二零一零年 五月五日至七日
擬派發之二零零九年末期股息派付日期	二零一零年 五月十二日或前後

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