

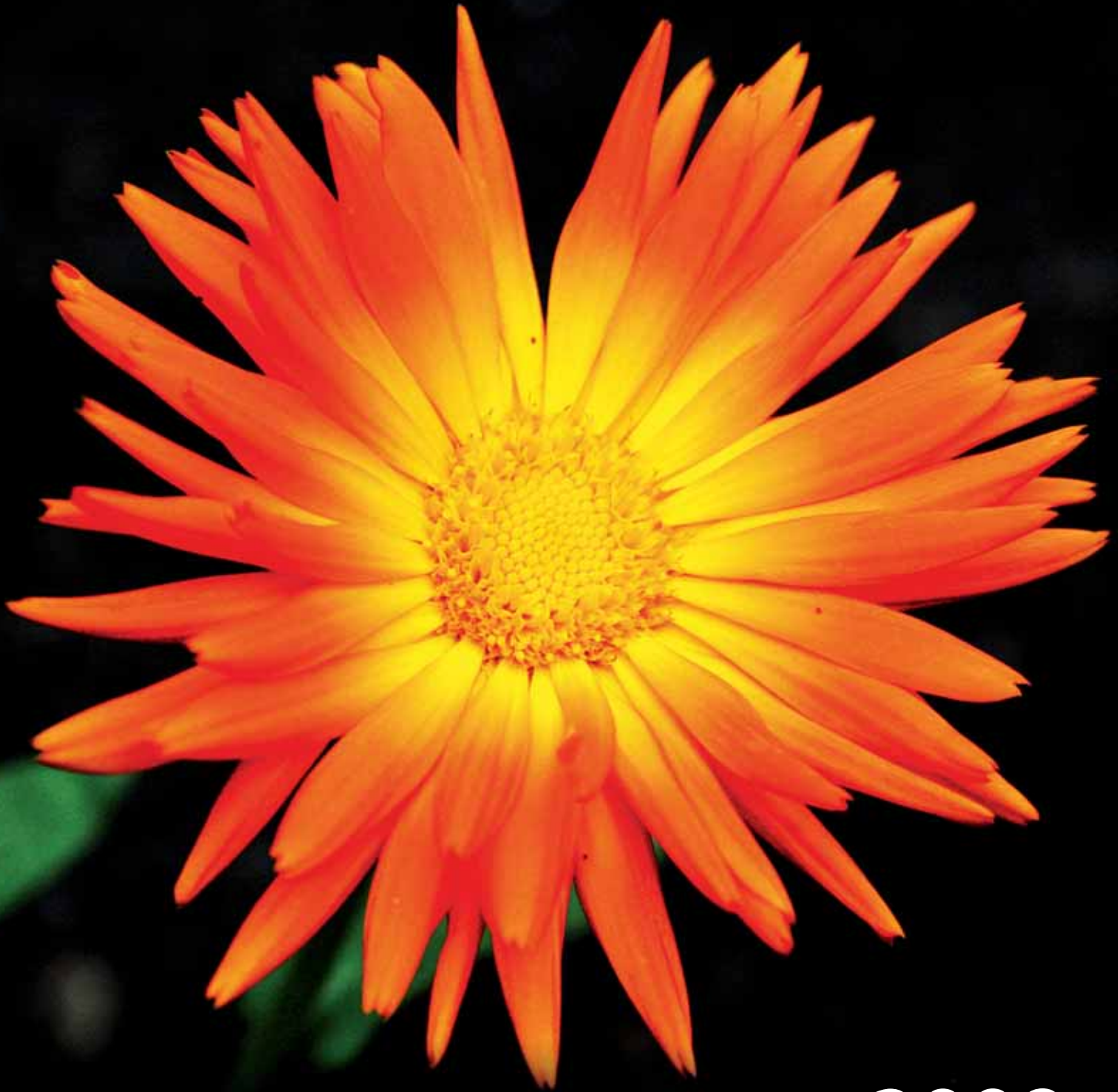


**EcoGreen Fine Chemicals Group Limited**

**中怡精細化工集團有限公司\***

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

Stock code 股份代號 : 2341



\* For identification purposes only  
\* 僅供識別

**2009**  
**Annual Report 年報**



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# Corporate Information

## 公司資料

### Board of Directors

#### Executive Directors

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

#### Non-executive Directors

Mr. Feng Tao (*Vice Chairman*)

#### Independent non-executive Directors

Mr. Yau Fook Chuen  
Mr. Wong Yik Chung, John  
Dr. Zheng Lansun

### Board Committees

#### Audit Committee

Mr. Yau Fook Chuen (*Chairman*)  
Mr. Wong Yik Chung, John  
Dr. Zheng Lansun

#### Remuneration Committee

Mr. Han Huan Guang (*Chairman*)  
Mr. Yau Fook Chuen  
Mr. Wong Yik Chung, John  
Dr. Zheng Lansun

### Company secretary

Mr. Lam Kwok Kin *FCCA, FCPA*

### Auditor

PricewaterhouseCoopers

### Principal bankers

Citic Ka Wah Bank  
The Hong Kong and Shanghai Banking Corporation Limited  
Bank of Communications  
Agricultural Bank of China  
China Merchants Bank  
China Citic Bank  
Bank of China

### Registered office

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

### 董事會

#### 執行董事

楊毅融先生 (*主席兼總裁*)  
龔雄輝先生  
盧家華女士  
林力克先生  
韓歡光先生

#### 非執行董事

馮濤先生 (*副主席*)

#### 獨立非執行董事

丘福全先生  
黃翼忠先生  
鄭蘭蓀博士

### 董事委員會

#### 審核委員會

丘福全先生 (*主席*)  
黃翼忠先生  
鄭蘭蓀博士

#### 薪酬委員會

韓歡光先生 (*主席*)  
丘福全先生  
黃翼忠先生  
鄭蘭蓀博士

### 公司秘書

林國健先生 *FCCA, FCPA*

### 核數師

羅兵咸永道會計師事務所

### 主要往來銀行

中信嘉華銀行  
香港上海滙豐銀行有限公司  
交通銀行  
中國農業銀行  
招商銀行  
中信銀行  
中國銀行

### 註冊辦事處

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



# Corporate Information

## 公司資料

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

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

### Principal share registrar and transfer office

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

### Hong Kong branch share registrar and transfer office

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

### Website

<http://www.ecogreen.com>

### Stock Codes

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

### Shareholders' calendar

Book closing dates for the proposed final dividend:  
24 June 2010 to 28 June 2010 (both days inclusive)

Record date for the proposed final dividend:  
28 June 2010

2010 Annual General Meeting:  
28 June 2010

Payment date for the proposed final dividend:  
16 July 2010

### 總辦事處兼香港主要營業地點

香港灣仔  
港灣道18號  
中環廣場  
37樓3706室

### 股份過戶登記總處

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

### 香港股份過戶登記分處

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

### 網址

<http://www.ecogreen.com>

### 股份代號

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

### 股東日誌

就擬派末期股息暫停辦理股份過戶登記日期：  
二零一零年六月二十四日至  
二零一零年六月二十八日(包括首尾兩日)  
擬派末期股息記錄日期：  
二零一零年六月二十八日  
二零一零年股東週年大會日期：  
二零一零年六月二十八日  
擬派末期股息派付日期：  
二零一零年七月十六日

# Chairman's Statement

## 主席報告書



EcoGreen is the leading fine chemicals company in the PRC  
Further advanced towards one of the major global flavour and fragrance suppliers  
中怡是中國領先的精細化工公司  
進一步向全球其中一間最具影響力之香精香料供應商進發

### Review

On behalf of the Board of Directors (the "Board"), I would like to report to our shareholders the Group's financial results for the year ended 31 December 2009.

The Group recorded a turnover of approximately RMB728 million in 2009, representing a slight decrease of 2% compared with last year. EBITDA for 2009 was RMB174 million, a 3% decline from RMB179 million for previous year. Profit attributable to shareholders decreased by 6% to RMB107 million. Basic earnings per share amounted to RMB0.231 in 2009, compared with RMB0.244 in 2008. To thank our shareholders for their enduring support, the Board proposed to declare a final dividend of HK3 cents per share for the year, subject to the shareholders' approval in the upcoming general meeting. Together with an interim dividend of HK0.8 cents per share, the total dividend distribution for the year amounts to HK3.8 cents (2008: HK4.1 cents) per share.

### 回顧

本人謹代表董事會向各股東匯報本集團截至二零零九年十二月三十一日止年度之業績。

二零零九年營業額約為7.28億元人民幣，與去年比較輕微下跌2%。期內未計利息、稅項、折舊及攤銷之溢利(EBITDA)為1.74億元人民幣，較去年的EBITDA為1.79億元人民幣比較跌幅有3%，股東應佔溢利則減少6%至1.07億元人民幣。每股基本溢利為0.231元人民幣，相對於二零零八年每股基本溢利為0.244元人民幣。為了回報廣大股東之支持，董事會建議宣派本年度末期股息每股港幣3仙，惟須待股東於應屆股東週年大會批准。連同中期股息每股港幣0.8仙，本年度之股息分派總額為每股港幣3.8仙，相對去年的股息為每股港幣4.1仙。

# Chairman's Statement

## 主席報告書

### Review (continued)

The financial tsunami, which had swept across the globe since the fourth quarter of 2008, continued to dampen the world's economy throughout the year 2009. Most countries suffered from different degrees of recession and slowdown. The severe turbulence and confidence crisis of the global market in the first half of 2009 had led to a tightening of commercial credit and a shrinking of overseas demand. Many companies were severely affected as a result of the falling market confidence and deteriorating overseas demand.

The Group's major clients are the world's few largest international flavour and fragrance enterprises. They were inevitably affected by the economic crisis. In 2009, they recorded the most dramatic change in sales and earnings in decades. In particular, high-end businesses with their weak results, altered their trend of sustainable growth in the past years. The global demand for production declined as a massive inventory reduction took place in the first half of 2009. Most customers from developed markets adopted a prudent approach in spending during the first half of the year. They kept on destocking, postponed their procurement and reduced their purchase. Therefore, the Group, notwithstanding its leading position in the industry, posted a decline in its sales in the first half of the year. The Group's business resumed and became stable in the second half as monthly sales picked up after customer finished their inventory reduction and our further effort on negotiations with customers. The Group's turnover for the second half rose by 14 percentage points over the first half and was slightly lower than that for the second half of the previous financial year. This demonstrated that the Group's operation, after undergoing a time of turbulence in 2009, has gradually regained its growth momentum.

The Group is currently using botanic essential oils, which are rich natural resources in China, as its major raw materials, of which turpentine accounts for the largest share. The nationwide procurement network built up by the Group in the early stage and its related resources management strategies enabled it to secure a stable supply of raw materials amid violent fluctuations of the raw materials markets during the year. Yet, the financial crisis adversely affected the industry supply and demand in the world, resulting a material change in the cost structure of the gum rosin and gum turpentine sectors. Gum turpentine enjoys an inelastic demand as it has an extensive application. At the same time, as it is a kind of renewable natural resources, its supply can be adversely affected by force majeure, such as bad weather. As a result, its price stood at a record high in the year and kept rising steadily. Although the Group is committed to adopting more cost-saving measures, such as increasing its product price modestly and launching new product mix with higher margin to minimize the negative impacts from rising raw material cost, the profitability of the Group's products has been inevitably weakened as the raw material cost rose. The gross profit margin decreased by 2.7 percentage points from 28.4% in 2008 to 25.7%.

### 回顧(續)

金融海嘯自二零零八年第四季度開始席捲全球，直至二零零九年全年海嘯的陰霾仍然濃罩全球經濟，大部份國家經濟出現了不同程度上的衰退和放緩。其間，特別是零九年上半年，環球市場出現的嚴重波動及信心危機，導致了商業信貸流動性的緊縮和海外消費需求的持續萎縮。面對市場信心及海外需求降低的情況，企業的經營經受了嚴峻的挑戰。

本集團的主要客戶為全球最有份量之跨國香精香料企業。這些企業無可避免地受到了是次經濟危機之拖累，零九年期間的銷售及盈利出現了大幅波動，情況是近數十年來之最甚，特別是高端業務的大幅下滑打破了近年來持續增長的態勢，同時因為上半年出現的大規模減少庫存的行動使到全球的生產需求出現緊縮。儘管本集團在業內已有一定的領導地位，但因為大多數成熟市場的客戶於上半年度購買行為轉趨審慎，並將手上正常存貨進行壓縮和清理，甚至將新的購買決定延後及減少，致使二零零九年上半年度本集團之銷售出現了較大的跌幅。及至下半年，經過加強與客戶協商等努力，在客戶大規模減少庫存告終後，本集團的業務開始穩定，每月的銷售亦有逐步回復攀升之趨勢，下半年的營業額比上半年上升了14個百分點，且只稍低於上一個財政年度下半年的數額，顯示了本集團的業務經歷了零九年的波動後正在逐步恢復過往的成長動力。

本集團的原料仍以中國本土豐產的植物精油等天然可再生資源為主，其中以松節油佔最大比重。本集團早期佈局的全國採購網路以及相關的資源管理戰略，在年內原料市場劇烈波動的環境下基本保障了本集團原料的穩定供應。但本輪的金融危機嚴重地影響了全球產業的供求關係，使得松香及松節油行業的成本結構發生深刻變化。一方面，由於松節油用途較廣，表現出很強的需求剛性；另一方面，作為可再生天然資源，卻也受到自然氣候等不可抗力的不利的影響，使得本年度內松節油市場價格一直處於歷史高位，並且穩中有升。最終，原材料成本的增加無可避免地削弱了本集團產品的盈利能力。儘管，本集團於期內致力採取了更多的節省成本措施，包括透過適度調高產品價格以及推出較高利潤新產品的銷售組合，以將原材料成本上升的不利影響儘量減至最低，但本集團之毛利率仍較二零零八年的28.4%減少約2.7個百分點至25.7%。

# Chairman's Statement

## 主席報告書

### Review (continued)

Amid the challenging operational environment, the Group adheres to its customer-oriented commitment by offering quality products with stable supply to strengthen customer relationships, with an aim to be one of the world's most influential suppliers of aroma chemicals. The Group becomes one of the three largest suppliers in the world, with its Dihydromyrcenol and terpene chemicals output accounting for approximately 25% of the world's total supply. Other newly launched aroma chemicals were also well received in the international market, which would eventually further enlarge the Group's market share.

The Group has always been seeking to strengthen its competitiveness continuously through an increase its production capacity of quality products and a development of new technologies to reduce costs. The Group's management team is fully dedicated to its business in spite of difficult or easy times. Thanks to the joint efforts of all staff with a same goal, the Group managed to offer value-added services for its customers under the challenging environment. Against the backdrop of the economic downturn brought by the financial turmoil and the changes in investment conditions, the Group adopted prudent investment strategies by adjusting construction schedule for the new production facility at Changtai, Fujian Province. Except substructure and basic civil works were in progress in the first half of the year, the main construction of the project was appropriately postponed by three quarters. Only when the global economy showed signs of stabilization and recovery in the last quarter, the project has restarted its main construction, and is expected to progress by stages and start to generate revenue by the end of 2010. The Group may conduct further review and proper adjustment subject to any possible changes of the market and economic environment during the course of its future implementation of this project.

### 回顧(續)

面對艱難之經營環境，本集團仍然堅守以客為尊的承諾，為客戶提供優良產品的同時，亦極力確保產品供應的穩定性，以此加強與大小客戶之關係，並努力將自身進一步打造成為全球最具影響力的香原料供應商之一。通過有效回應全球香精香料市場的變化和客戶的需求，本集團生產的二氫月桂烯醇及其同系產品粗略估計目前已達全球供應的百分之二十五，這已使得本集團成為了該項重要香原料系列的全球三大供應商之一。其他新上市的香原料也在國際市場上開始受到客戶的歡迎，並進一步增加市場份額。

本集團一直在尋求提升優勢產品產能，同時亦積極研究和開發各種節能降耗的技術和節省成本之新方案，以不斷提升本集團之競爭力。無論順境或逆境，本集團管理團隊始終對業務充滿熱誠，全體員工勤奮努力，齊心協力，目標一致，在充滿挑戰之營商環境下致力為客戶提供增值服務。惟回顧年間，由於金融海嘯所引致之經濟衰退，及因應周邊投資條件的變化，集團採取了較為謹慎的投資策略，適時地調整了於福建長泰工廠建設計劃和進度，控制了企業發展的風險。期間，除基礎土建及產業佈局於上半年緩緩有序地進行外，其餘主體項目的建設比原來之計劃適當地延後約三個季度。等到全球經濟重新出現回穩和復甦之跡象時，本集團已在零九年下半年起重啟投入及建設，並預期在二零一零年年底前可以開始逐項產生營業貢獻。集團計劃在該項目未來的分階段實施中，仍將按照市場和經濟環境的變化適時地再行檢討、調整。



# Chairman's Statement

## 主席報告書

### Outlook

The year 2009 was a year of hardship for most industries. Yet thanks to loosened credit facility and fiscal stimulus policies implemented by China, the U.S., major developed countries as well as emerging economies, customers' confidence improved in 2010, which gradually restored the entire market demand. The pace of economic recovery is expected to accelerate. Nonetheless, price hike in some essential raw materials and rising production cost, due possibly to market expectation on inflation, may hinder the recovery of the fragile economy. As a result, the economic environment will remain unclear in the upcoming year and the operations may still face challenges. The Group is, therefore, taking the following measures to confront possible challenges in the future, and is determined to strive for a better performance in the coming year.

- 1) Our unique, innovative technology and industry experience have built up our core competence. It is expected that the Group will put more efforts in introducing the world's latest jet-spray technologies into its major plants and actualizing a large-scale commercialisation in 2010 when the market improves. Such a technology innovation can boost the existing production capacity of key products by 50% gradually and save more than 50% of the energy consumed in use of existing technologies. The advancement can be made on the existing infrastructure to achieve a large productivity enhancement while minimizing related capital expenditure. Through such revolutionary advancement in technology, the production cost of the Group can be further reduced and the competitiveness of the products can be reinforced. The advancement work is expected to commence soon and trial production will be carried out by late 2010. It is believed that the Group's products will achieve a further dominant share in global market when the operation of innovated plant reaches its normal efficiency and economies of scale.
- 2) The Group will strive to transform into a Total-solutions provider of aroma chemicals, at the same time continue to strengthen and develop its partnership with major international flavor and fragrance customers in the coming year. Under the partnership framework, the Group will launch new, edgy product mix, by which the Group's operating performance will be improved.

### 展望

二零零九年對於大部分行業而言，是艱辛的一年。進入二零一零年，在中國、美國、主要發達國家以及新興經濟體政府的寬鬆信貸和刺激經濟的措施下，消費者信心已有見底回升的跡象，這將有助整體市場需求的逐步增加，預期經濟復甦的步伐也將加快。然而，近期部分基礎原料的價格上升、加上市場對通脹的預期可能會導致生產成本出現上升，這或會阻礙仍然虛弱的經濟復甦，使得未來一年的經濟環境依然未能明朗，企業的经营仍將面臨重重挑戰。有見及此，本集團正推行多項措施以應付未來挑戰，並決意在未來一年創造更好的成績：

- 一、獨有的創新技術和產業化經驗仍是本集團核心競爭力。預計二零一零年內，在市場轉佳的情況下，本集團將加緊籌劃把當前國際最新之噴射技術引入主體廠房，實現大規模商業化應用。該技術預期能夠逐步將現有主要產品之產能大幅提升百份之五十，而能耗方面卻比原有技術節省超過一半，並且在現有基礎建設上進行技改，在獲得巨大生產力擴張之同時卻把資本支出降至最低。通過這項革命性的技改，期待可進一步降低集團之生產成本、及提升產品競爭力。技改工程預計在下半年進行建設及試產，並會在年底前正式投入運作。相信當廠房使用率達到正常營運效率後，在規模效益的情況下，本集團現有產品在全球市場之份額將會佔據領導地位。
- 二、在新的一年裏，本集團也逐步向香原料整體方案供應商轉型，並繼續加強和發展與國際主要香精香料客戶的夥伴關係。在夥伴關係的框架下，將推出具有市場優勢的新產品組合。本集團的運營績效相信將因此而得到進一步的提升。

# Chairman's Statement

## 主席報告書

### Outlook (continued)

- 3) Pressure from rising raw material costs is inevitable for the whole industry. To cope with this, the Group will continue its operative measures including managing effectively the supply chain of raw material procurement while strengthening logistics control. Besides, it will navigate the historical opportunities afforded by China's new policies in forestry by formulating a cooperation strategy to work with upstream forestry players so as to make necessary changes to the Group's tradition of raw material supply. It is also a prerequisite for the Group to further explore opportunities of horizontal merger and acquisition. As the fluctuation in forestry chemicals strikes against all downstream sectors recently, integration is again inexorable among sectors. Leveraging on its leading position in turpentine processing, the Group will take advantage of new opportunities to refine its positioning. We also believe that the upstream of forestry chemical industry, a renewable resources sector, will sustain profitability in future. The Group will actively participate in upstream investment and integration to create synergies between upstream and downstream sectors.
- 4) Meanwhile, the first stage of Changtai Plant construction will complete and trial production will be carried out by late 2010. Following the commencement in production, the plant is expected to play a pivotal role timely in the Group's new cooperation with global industry, and it will help reinforce the crucial foundation for the Group's business exploration into areas of other special chemicals. In addition, a GMP accredited workshop, which complies with the standards of medicines and food production, will be set up in the Haichang Plant, and contribute revenue to the Group gradually from late 2010.
- 5) The Group has been committed to serving as a role model of green chemistry player in the industry. Given the trend towards low carbon emission, energy saving and discharges reduction, the Group adheres to its principles of green chemistry, on its technological advancement in Haichang Plant and also development of Changtai Plant. Besides saving energy and reducing consumption and discharge to boost overall competitiveness, the Group also complies strictly with both domestic and international standards (especially European REACH) of fine chemical industry and all related environmental and resources protection ordinances, so that it can meet the requirements of all international customers for supplier qualifications, and fulfill its corporate social responsibilities.
- 6) While developing its existing business, the Group will seek and grasp opportunities proactively in integrating upstream business with a view to expanding business through horizontal merger and acquisition that may give synergies. The Group will by all means strive to enhance its industrial value, strengthen its business foundation and accelerate further growth.

### 展望(續)

- 三、原料成本上漲壓力對整個行業而言是個必需面對的現實，本集團除了將會延續既往有效的措施進一步加以應對，包括將原料採購的供應鏈管理有效前移，實質提升物流控制的能力外，集團也在把握中國林業新政帶來的全新的歷史機遇，制定了與上游林業集團緊密合作的戰略，以求根本改變集團在原料資源供應的傳統格局。這也是集團在積極尋求有發展潛力的產業橫向兼併收購機會重要前提和關鍵基礎。近期林產化工資源的動盪衝擊著各下游產業，產業重新整合勢所必然。本集團將借助在松節油深加工領域龍頭的優勢，把握機遇完善產業佈置。同時我們認為，林產化工的上游屬可再生資源產業，在今後一段時間可持續獲利，本集團將積極參與上游投資和運營，形成上下游協同發展。
- 四、與此同時，長泰廠房工程預期將完成第一階段的建設，並於年底前進行試產。第一階段的長泰廠房投產後，預期將可及時為本集團承接新的國際產業合作發揮重要作用，並且為在其他特殊化學品領域的業務拓展奠定重要基礎。此外，在海滄工廠也將增加新的符合藥品和食品生產規範的GMP車間，以上在二零一零年年底開始將逐項產生營業貢獻。
- 五、本集團將一如繼往地努力擔當綠色化學的行業典範。在當前低碳、節能、減排的產業潮流下，本集團無論是在海滄廠房的技改還是在長泰廠房的建設，都將秉承綠色化學的宗旨，在節能、降耗、減排以提升綜合競爭力的同時，嚴格遵守精細化工行業的國內和國際（尤其是歐洲REACH等）準則、以及各項相關的環境和資源保護條例，使得本集團可以符合所有國際客戶的供應商资格要求外，也完全能夠履行企業的社會責任。
- 六、本集團將會在發展現有業務的同時，積極地尋求和把握機會，優先在上游業務有機整合、和產業橫向併購擴展的方向上，以求在近期達成具協同性的業務拓展。爭取實現產業價值的提升、業務基礎的擴展、以及企業的快速成長。

# Chairman's Statement

## 主席報告書

### Outlook (continued)

Furthermore, the Group will further strengthen its working capital utilization and its expenses control, refine its capital structure for risks management and profitability improvement. It will also endeavor to step up management functions in internal control, performance appraisal, risk management and corporate governance.

As the outlook on global economy may improve in 2010, the constant growth of China's economy and growing demand for fast-moving consumer products in emerging markets will provide the Group with a new valuable opportunity for development. Despite the macroeconomic environment is fraught with some uncertainties, the Group is confident of, and optimistic towards its upstream business development, its long-term prospect of aroma chemical and food additive business and its expansion of other related business (such as special chemicals) in the foreseeable future, thanks to stronger domestic consumption of its products of aroma chemicals and food additives as they are the key components in daily necessities.

### Acknowledgement

On behalf of the Board, I would like to express my sincere gratitude to all our shareholders, customers, suppliers and staff for their enduring trust and unwavering support, which are essential to our success and growth. I also wish to express my profound gratitude to all directors for their unrelenting support and valuable advices.

Thanks to your efforts and contributions, I strongly believe that Ecogreen will be more flourishing, and the Group will achieve its goals of becoming the world's prominent supplier of terpenic aroma chemicals, influential supplier of intermediates, as well as a safety food additive provider that meets the international standards, with a view to creating more handsome returns for our shareholders.

**Yang Yirong**  
Chairman

Hong Kong, 8 April 2010

### 展望(續)

此外，本集團將進一步加強營運資本的運用和開支的控制，以及優化資金結構以控制風險，持續改善盈利能力。本集團還將在未來數年內致力加強內控、績效考核、風險管理以及企業管治等管理功能。

總之，進入二零一零年，隨著環球經濟前景好轉，中國經濟的持續增長及全球新興市場對快速消費品的需求增加，相信本集團將會迎來一個難得的、新的發展契機。儘管國際的宏觀經濟環境仍然存在較多的不明朗因素，但由於新興經濟體的內需增強，加上香原料及食品配料是為生活必需品的關鍵組分，故在可以預見的將來，本集團無論在上游資源的發展、對香原料和食品配料業務的長期展望、以及對其他相關業務(比如特殊化學品)的開拓，都將充滿信心及樂觀的期待。

### 致謝

本人謹代表董事會，對股東、客戶、供應商及全體員工致以衷心謝意。大家對本集團一如以往的信任與支持是本集團取得業務成功和增長的根本要素。同時，也對期間各董事所給予的大力支持和寶貴建議致以真誠感謝。

在大家進一步的努力下，本人深信中怡的業務將會更加蓬勃地發展，集團也將會逐步達致成為全球最主要的萜類香料供應商、和具有影響力的中間體技術供應商、以及符合國際食品安全準則的安全食品服務商的目標，為廣大股東創造更豐厚的價值回報。

主席  
楊毅融

香港，二零一零年四月八日

# Management Discussion and Analysis

## 管理層討論及分析



EcoGreen specializes in natural chemical and natural-identical chemical production with focus in providing building blocks for flavour, fragrance and pharmaceutical products  
中怡專長於製造天然及等同天然的化學產品作為香精、香料及醫藥產品的關鍵組分

### Final Dividend

The Directors will propose at the annual general meeting to be held on 28 June 2010 payment of final dividend of HK3 cents per share for the year ended 31 December 2009 to be payable in cash on 16 July 2010 to shareholders whose names are listed on the register of members of the Company on 28 June 2010. Together with the interim dividend of HK0.8 cents (2008: HK1.2 cents) per share, this will bring the total dividend distribution for the year to HK3.8 cents (2008: HK4.1 cents) per share.

### 末期股息

董事將於二零一零年六月二十八日舉行之應屆股東週年大會，建議於二零一零年七月十六日向於二零一零年六月二十八日名列本公司股東名冊之股東就截至二零零九年十二月三十一日止年度派付末期現金股息每股3港仙。連同中期股息每股0.8港仙(二零零八年：1.2港仙)，本年度之股息分派總額為每股3.8港仙(二零零八年：4.1港仙)。



# Management Discussion and Analysis

## 管理層討論及分析

### Closure of Registers of Members

The transfer books and register of members of the Company will be closed from Thursday, 24 June 2010 to Monday, 28 June 2010, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Wednesday, 23 June 2010.

### Business Review

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

|                      |            | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|----------------------|------------|-----------------------------------|-----------------------------------|
| <b>Revenue</b>       | <b>收益</b>  |                                   |                                   |
| Manufacturing        | 生產         | 655,959                           | 630,694                           |
| Trading              | 貿易         | 72,535                            | 109,279                           |
| <b>Total revenue</b> | <b>總收益</b> | <b>728,494</b>                    | <b>739,973</b>                    |

A further breakdown of turnover by products are as follows:

### 暫停辦理股份過戶手續

本公司將於二零一零年六月二十四日星期四至二零一零年六月二十八日星期一(包括首尾兩日)暫停辦理股東登記手續，期內將不會辦理股份過戶登記手續。為符合資格獲享擬派末期股息，所有過戶檔連同有關股票，須於二零一零年六月二十三日星期三下午四時正前送交本公司股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

### 業務分析

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

產品營業額分析如下：

|                      |            | Turnover<br>營業額      |                          |                      |                          |
|----------------------|------------|----------------------|--------------------------|----------------------|--------------------------|
|                      |            | 2009<br>二零零九年        |                          | 2008<br>二零零八年        |                          |
|                      |            | RMB'000<br>千元<br>人民幣 | % of total<br>佔總額<br>百分比 | RMB'000<br>千元<br>人民幣 | % of total<br>佔總額<br>百分比 |
| <b>Manufacturing</b> | <b>生產</b>  |                      |                          |                      |                          |
| Aroma chemicals      | 芳香化學品      | 486,651              | 67%                      | 453,744              | 61%                      |
| Natural extracts     | 天然提取物      | 113,084              | 15%                      | 108,997              | 15%                      |
| Intermediates        | 中間體        | 56,224               | 8%                       | 67,952               | 9%                       |
|                      |            | <b>655,959</b>       | <b>90%</b>               | 630,694              | 85%                      |
| <b>Trading</b>       | <b>貿易</b>  | <b>72,535</b>        | <b>10%</b>               | 109,279              | 15%                      |
| <b>Turnover</b>      | <b>營業額</b> | <b>728,494</b>       | <b>100%</b>              | 739,973              | 100%                     |

# Management Discussion and Analysis

## 管理層討論及分析

### Business Review (continued)

In 2009, revenue from our manufacturing business was able to sustain a stable growth. The growth for our three major products within the manufacturing business reached 4%. The Group's turnover for the year was RMB728 million, a slight decrease of 2% from the previous year. Profit attributable to shareholders dropped to RMB107 million by 6% from the previous year. Basic earnings per share were approximately RMB23 cents.

### Manufacturing

#### (i) Aroma Chemicals

Aroma Chemicals continued to be the Group's core products during the year under review, and constituted a stable and major income source for the Group. Despite the global economic crisis, since aroma chemicals are primarily used as functional ingredients and key components in many daily consumer goods, with a combined positive effect of its diversified applications and the development in the emerging markets, market demand continued to rise, the aroma chemical products continued to be the major growth driver of the Group's operation.

For the year ended 31 December 2009, with increases in both orders placed by existing customers and on the selling prices, turnover of aroma chemicals increased by 7% to RMB487 million (2008: RMB454 million), accounting for 67% of the Group's turnover (2008: 61%) and a gross profit margin of 24.2% (2008: 27.5%). Dihydromyrcenol was the major contributor which brought a revenue of RMB127 million to the Group. Its sales was up 9% over previous year and accounted for 26% of the total revenue on this product category.

In addition, the launch of certain new food flavor chemicals last year was well received by the market. The production has already contributed RMB73.8 million to the Group's revenue, with a profit margin amounted to 38%, which is higher than the profit margin of our existing fragrance chemicals products and represents one of our new source in profitability for our future growth.

#### (ii) Natural Extracts

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

### 業務分析(續)

回顧二零零九年，本集團的生產及銷售精細化學品的收益錄得穩定增長。生產分部其下的三大類別產品的核心增長仍然達到4%。本集團年度營業額為7.28億元人民幣，僅較去年減少2%。股東應佔溢利達1.07億元人民幣，較去年減少6%。每股基本盈利約為23仙人民幣。

### 生產

#### (i) 芳香化學品

於本回顧年度內，芳香化學品繼續成為本集團之核心產品，為集團提供了穩定的主要收入。雖然全球經濟陷於危機，但作為多種日常必需消費品的關鍵功能組份，本集團的芳香化學品因為應用廣泛及新興市場的發展而導致的市場需求仍然增加，而繼續成為本集團業務的主要增長來源。

截至二零零九年十二月三十一日止年度，在現有客戶的訂單增加和價格調升情況下，芳香化學品的營業額增長7%至4.87億元人民幣(二零零八年：4.54億元人民幣)，佔本集團營業額的67%(二零零八年：61%)，毛利率為24.2%(二零零八年：27.5%)。當中，以二氫月桂烯醇為主要貢獻者，其銷售額較其去年增長了9%，並為集團提供了1.27億元人民幣的收益，佔本產品類別總收益的26%。

另外，若干食用香料之新產品，在去年推出市場後獲得了良好的反應，於本年度為集團提供了7,380萬元人民幣的收益，毛利率達到38%，較現有的日用香料產品的毛利率為高，成為集團未來盈利新的一個增長動力。

#### (ii) 天然提取物

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

# Management Discussion and Analysis

## 管理層討論及分析

### Business Review (continued)

#### Manufacturing (continued)

##### (ii) Natural Extracts (continued)

During the year under review, the Group's natural extract products maintained steady growth as the new food additives business has still been advancing towards its full scale production capability and this new business is still at the development stage, while the market demand for existing natural pharmaceutical raw materials just remained stable. Turnover from sale on Natural Extracts sustained at RMB113 million (2008: RMB109 million), accounting for 15% (2008:15%) of the Group's sales. Gross profit margin amounted to 26.4%, (2008: 30.2%). The performance of Natural Cinnamic Aldehyde was relatively outstanding among other Natural Extracts. This product contributed revenue of RMB38.9 million to the Group and its sales surged by 17% over the corresponding period last year and accounted for 34% of the total revenue for this product category.

##### (iii) Intermediates

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

During the year under review, due to slow-down of the market demand, orders for the Group's intermediate products dropped mildly. Turnover fell by 17% year-on-year to RMB56.2 million (2008: RMB68.0 million), accounting for 8% (2008: 9%) of the Group's sales. Gross profit margin was 56.1% (2008: 67.6%). The gross profit margin of this product category of the Group was still higher than its general peers in the industry. 3-Phenylpropanal Aldehyde is the major intermediate produced by the Group. Sales for this product accounted for 36% of the overall sales of inventories and contributed revenue of RMB20.2 million to the Group.

#### Trading

The trading products include gum rosin, gum turpentine and other special botanic essential oils and their by-products. This year, revenue from the Group's trading business was down 33% year-on-year to RMB72.5 million, accounting for 10% of the Group's turnover. The contribution to gross profit was approximately RMB7.6 million.

### 業務分析(續)

#### 生產(續)

##### (ii) 天然提取物(續)

於本回顧年度，由於新的食品配料業務的規模化生產能力還在形成之中以及仍處於市場拓展階段，加上原有天然藥物原料的市場需求趨向穩定，該項產品類別的銷售表現平穩，營業額維持在1.13億元人民幣(二零零八年：1.09億元人民幣)，佔集團銷售額的15%(二零零八年：15%)，毛利率為26.4%(二零零八年：30.2%)。當中，以天然肉桂醛表現仍較突出，其銷售額較去年同期增長17%並為集團提供3,890萬元人民幣的收益，佔本產品類別總收益的34%。

##### (iii) 中間體

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

於本回顧年度，受市場要求放緩的影響，本集團中間體產品的訂單錄得溫和倒退。營業額較去年錄得17%跌幅至5,620萬元人民幣(二零零八年：6,800萬元人民幣)，佔集團銷售額的8%(二零零八年：9%)，毛利率為56.1%(二零零八年：67.6%)。本集團該類產品的毛利率在同業中仍處於較高水準。在該類別產品中，以3-苯丙醛為主，其銷售額佔本類別之36%，為本集團提供了2,020萬元人民幣的收益。

#### 貿易

相關的貿易產品主要包括松香、松節油和其它特有植物精油及其副產物等。於本年度，本集團貿易與資源運營產品之銷售減少約33%達到7,250萬元人民幣，佔本集團營業額10%；毛利貢獻約為760萬元人民幣。

# Management Discussion and Analysis

## 管理層討論及分析

### Financial Review

#### Turnover

The Group's turnover for the year ended 31 December 2009 amounted to RMB728 million, about the same as RMB740 million recorded in 2008. The Group's Phase III expansion of Haichang Plant was completed in 2008 and launched into production during the year. Meanwhile, the rise in the selling prices of the existing products also contributed to the increase in the Group's operating income.

Geographically, domestic sales of the Group's fine chemical products was down 5% from 2008 whereas overseas sales of the Group's fine chemical products increased by 6%.

#### Gross profit

During the year under review, the Group's gross profit totaled RMB187 million, down 11%. Gross profit margin dropped to 25.7% from 28.4% in 2008. Although the Group has raised the price of some products so as to shift partial cost pressure to customers, the hike in raw material prices still drove down the gross profit margin.

By the products category, the gross profit margin of aroma chemicals decreased from 27.5% in 2008 to 24.2% in 2009, while natural extracts decreased from 30.2% in 2008 to 26.4% this year. The profit margin of intermediates decreased from 67.6% in 2008 to 56.1%. The gross profit margin of trading products increased from 6.5% in 2008 to 11.2%.

#### Operating Income and Expense

The selling and marketing expenses in 2009 accounted for 2.7% of the Group's turnover (2008: 3.8%), while administrative expenses represented 4.2% of turnover (2008: 5.6%). The Group's operation expense has dropped thanks to effective cost-cutting measures.

#### Finance Costs – Net

The net finance costs increased by approximately RMB9.3 million compared with last year's. This was mainly attributable to the Group's interest expense on its new short-term bank borrowings obtained during the year.

### 財務回顧

#### 營業額

本集團於截至二零零九年十二月三十一日止年度的營業額達7.28億元人民幣，與去年共7.40億元人民幣之銷售額接近持平。本集團的海滄廠房第三期擴建於二零零八年投產，該廠房於年內繼續釋放新的產能；另外，集團於年內對原有產品售價的調升也對集團經營收入的增長作出了貢獻。

就地域覆蓋範圍而言，本集團精細化工產品的國內市場銷量較二零零八年下跌5%；而同期，本集團精細化工產品的海外銷量亦較二零零九年上升6%。

#### 毛利

於回顧年內，本集團的毛利為1.87億元人民幣，減幅為11%。本集團的毛利率由二零零八年28.4%下調至二零零九年25.7%。儘管集團已通過適時的產品加價將成本壓力大部份轉嫁給客戶，但年內原材料價格的飆升仍然使集團的毛利率略為下調。

按本集團產品類別分析，芳香化學品的毛利率由二零零八年的27.5%下調至二零零九年的24.2%，而天然提取物的毛利率便由二零零八年的30.2%下調至本年度的26.4%，中間體毛利率由二零零八年67.6%下調至二零零九年56.1%。貿易產品之毛利率由二零零八年6.5%上調至二零零九年11.2%。

#### 經營收入及開支

二零零九年銷售及市場推廣成本佔銷售百分比2.7%（二零零八年：3.8%）。二零零九年行政費用佔營業額4.2%（二零零八年：5.6%）。本集團積極實行成本減省的措施下，經營開支也有所下降。

#### 融資成本－淨額

淨融資成本較去年增加約930萬元人民幣，主要由於集團於年內取得的新短期貸款所引致的利息支出。



# Management Discussion and Analysis

## 管理層討論及分析

### Financial Review (continued)

#### Income Tax Expense

Income tax expense of the Group in 2009 was RMB13.3 million representing an decrease of RMB6.2 million compared with that of previous year. Effective tax rate of the Group is 11.0% (2008: 14.6%) Under the new “Corporate Income Tax Law of the People’s Republic of China” which became effective 1 January 2008, dividends payable by PRC subsidiaries to equity holders outside the PRC are subject to withholding taxes ranging from 5% to 10%.

#### Profit for the year

Profit for the year in 2009 was RMB107 million, representing a decrease of 6% compared with RMB114 million in 2008. EBITDA for the year was RMB174 million, a slight decrease from 179 million in 2008. Net profit margin went down to 14.8% from 15.4% previous year.

#### Liquidity, Financial Resources and Capital Structure

During the year under review, the Group’s primary source of funding mainly involved the cash generated from operating activities. For the year ended 31 December 2009, net cash generated from operating activities amounted to RMB179.3 million (2008: RMB67.4 million). With the financial resources obtained from the Group’s operations, the Group had utilized RMB43.5 million (2008: RMB87.9 million) in the capital expenditure. During the year under review, the net cash outflow from financing activities amounted to RMB7.7 million (net cash inflow in 2008: RMB132 million).

As at 31 December 2009, the Group had cash and bank deposits of approximately RMB542 million (2007: RMB424 million). The average inventory turnover days, average trade receivable turnover days and average trade payable turnover days were 53 days, 100 days and 48 days respectively (2008: 46, 89 and 44 days).

### 財務回顧(續)

#### 所得稅開支

二零零九年度本集團之稅項開支為1,330萬元人民幣，較上年度減少了620萬元人民幣。實際稅率為11.0%(二零零八年：14.6%)根據二零零八年一月一日生效之新《中華人民共和國企業所得稅法》規定，於中國成立之附屬公司向外國投資者宣派股息時須徵收5%–10%之代扣所得稅。

#### 年內溢利

二零零九之年內溢利為1.07億元人民幣，較二零零八年的1.14億元人民幣下調6%。二零零九年的未計利息、稅項、折舊及攤銷前之溢利(EBITDA)為1.74億元人民幣，較二零零八年的1.79億元人民幣有輕微倒退。而本集團的淨利潤率則由上一年度的15.4%下調至本年度的14.8%。

#### 流動資金、財務資源及資本結構

於回顧年內，本集團之基本資金來源主要來自經營業務。截至二零零九年十二月三十一日止年度，本集團錄得經營活動所得現金淨額1.79億元人民幣(二零零八年：6,740萬元人民幣)。憑藉本集團營運所得之財務資源，本集團斥資4,350萬元人民幣(二零零八年：8,790萬元人民幣)於資本支出上。於回顧年度內，本集團融資活動所得現金流出淨額為770萬元人民幣，(二零零八年：流入1.32億元人民幣)。

於二零零九年十二月三十一日，本集團之現金及銀行存款約有5.42億元人民幣(二零零八年：4.24億元人民幣)。存貨平均周轉天數、應收交易帳款平均周轉天數及應付交易帳款平均周轉天數分別為53天、100天及48天(二零零八年：分別為46天、89天及44天)。

# Management Discussion and Analysis

## 管理層討論及分析

### Financial Review (continued)

#### Liquidity, Financial Resources and Capital Structure (continued)

The Group's financial position remains very solid and healthy during the year under review. As at 31 December 2009, the net current assets and the current ratio of the Group were approximately RMB502 million (2008: RMB548 million) and 2.4 (2008: 3.4) respectively.

As at 31 December 2009, the Group had borrowings of approximately RMB353 million (2008: RMB345 million). Among them, outstanding short-term borrowings amounted to RMB253 million (2008: RMB121 million). As at 31 December 2009, the Group's ratio of total borrowings to total equity, was approximately 42% (2008: 46%) and the Group's net cash balance, being cash and cash equivalents plus pledged bank deposits less borrowings amounted to RMB189 million (2008: RMB78.5 million).

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

#### Charges on Assets

As at 31 December 2009, bank deposits of RMB27.1 million (2008: RMB37.4 million) and certain property, plant and equipment of the Group with an aggregate net book value of about RMB84.9 million (2008: RMB70.1 million) have been pledged to secure the Group's bank borrowings. As at 31 December 2009, no land use rights were pledged (2008: nil).

#### Contingent Liabilities

As at 31 December 2009, the Group had no significant contingent liabilities.

### 財務回顧(續)

#### 流動資金、財務資源及資本結構(續)

本集團於回顧年內之財務狀況仍然保持相當穩健。於二零零九年十二月三十一日，本集團之流動資產淨值及流動比率分別約為5.02億元人民幣(二零零八年：5.48億元人民幣)及2.4(二零零八年：3.4)。

於二零零九年十二月三十一日，本集團有借貸約3.53億元人民幣(二零零八年：3.45億元人民幣)，當中未償還短期借貸為人民幣2.53億元人民幣(二零零八年：1.21億元人民幣)。於二零零九年十二月三十一日，本集團之負債權益比率約為42%(二零零八年：46%)，而本集團之現金結餘淨額(即現金及等同現金項目加已抵押銀行存款減借貸)則為1.89億元人民幣(二零零八年：7,850萬元人民幣)。

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

#### 資產抵押

於二零零九年十二月三十一日，銀行存款2,710萬元人民幣(二零零八年：3,740萬元人民幣)，本集團帳面淨值總額約8,490萬元人民幣(二零零八年：7,010萬元人民幣)之若干物業、廠房及設備已抵押作為本集團銀行借貸之抵押品，於二零零九年底並無任何土地使用權作為抵押品(二零零八年：無)。

#### 或然負債

於二零零九年十二月三十一日，本集團概無任何重大之或然負債。

# Management Discussion and Analysis

## 管理層討論及分析

### Financial Review (continued)

#### Capital Commitments

As at 31 December 2009, the Group had capital commitments of approximately RMB21.3 million (2008: RMB38.3 million) in respect of purchases of property, plant and equipment, construction-in-progress, product development projects and land use rights.

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

The Group's assets, liabilities, revenues and transactions are mainly denominated in Renminbi, United States dollars and Hong Kong dollars with its operation mainly in the PRC. As at 31 December 2009, the Group's borrowings of approximately RMB171 million and RMB181 million were denominated in Renminbi and United States dollars, respectively. The Group's cash and bank deposits (comprise cash and cash equivalents and pledged bank deposits) denominated in Renminbi amounted to RMB505.2 million of the total balance, with the remaining balance of approximately RMB36.7 million denominated in Hong Kong dollars and United States dollars.

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

#### Employees and Remuneration Policy

As at 31 December 2009, the Group had 342 full-time employees, among whom 338 were based in the PRC. For the year under review, the total employment costs incurred for 2009 including directors' emoluments amounted to RMB27.4 million. The Group has established its human resources policies and procedures with a view to deploy the incentives and rewards of the remuneration system. The remuneration package offered to the staff is appropriate for the duties and in line with the prevailing market terms. Staff benefits, including medical coverage and provident funds, are provided to employees. The Group has also established effective performance evaluation system in which employees are properly rewarded on a performance-related basis under the Group's salary and bonus system. The Group has adopted a share option scheme for the purpose of providing incentives and rewards to the management, key technician and other eligible participants who contribute to the success of the Group's operations.

### 財務回顧(續)

#### 資本承擔

於二零零九年十二月三十一日，本集團就購買物業、廠房及設備、在建工程、產品開發項目及土地使用權約有2,130萬元人民幣(二零零八年：3,830萬元人民幣)之資本承擔。

#### 庫務政策及匯率波動風險

本集團之資產、負債、收入及交易主要以人民幣、美元及港元列值，而其業務主要於中國進行。於二零零九年十二月三十一日，本集團約1.71億元人民幣及1.81億元人民幣之貸款分別以人民幣及美元列值款。本集團之現金及等同現金項目中(包括已抵押之銀行存款)，合共5.05億元人民幣乃以人民幣列值，餘額約3,670萬元人民幣則主要以港元及美元列值為主。

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

#### 僱員及酬金政策

於二零零九年十二月三十一日，本集團有342名全職僱員，其中338名僱員派駐中國。二零零九年之僱員成本總額包括董事酬金2,740萬元人民幣。本集團制定其人力資源政策及程序，於其薪酬制度中加入花紅及獎勵。向員工發放之酬金待遇乃根據其職責而釐訂，且符合當時當地的市場水平。員工福利包括醫療保險及退休金。本集團亦設立一套有效表現評估制度，據此，本集團設定僱員的薪金及花紅制度，並按僱員表現發放適當的獎勵。本集團亦已採納購股權計劃，以獎勵及獎賞曾對本集團成功經營作出貢獻的管理人員和技術骨幹以及其他合資格參與人士。

# Corporate Governance Report

## 企業管治報告

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

The Company has adopted and applied the code provisions (the “Code Provisions”) set out in the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 to the then prevailing Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) throughout the year ended 31 December 2009. The Company periodically reviews its corporate governance practices to ensure its continuous compliance with the CG Code. In the year under review, the Company has complied with most of the Code Provisions save for the deviations from the Code Provisions A.2.1. The following summarises the Company’s corporate governance practices and explains deviations, if any, from the CG Code.

### The Board Responsibilities

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

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

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

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

截至二零零九年十二月三十一日止整個年度，本公司已採納及應用香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)當時適用規則附錄14所載的企業管治常規守則(「企業管治守則」)的守則條文(「守則條文」)。本公司定期檢討企業管治常規，以確保持續遵守企業管治守則或其後的新企業管治守則的規定。於回顧年內，本公司已遵守大部分守則條文，惟偏離有關守則條文A.2.1者除外。下文概述本公司企業管治常規及闡釋偏離守則條文之情況(如有)。

### 董事會職責

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

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

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



# Corporate Governance Report

## 企業管治報告

### The Board *(continued)*

#### Responsibilities *(continued)*

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

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

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

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

#### Composition

The Board currently comprises a total of nine members including five Executive Directors, one Non-executive Director ("the NED") and three Independent Non-executive Directors ("the INED"). The Board's composition covers a balance of expertise, skills and industry experience so as to bring in valuable contributions and advices for the development of the Group's business. The NED and INED together have substantial experience in fields of auditing, legal matters, business, accounting, corporate internal control and regulatory affairs. Through active participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all NED and INED make various contributions to the effective direction of the Group.

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

### 董事會 *(續)*

#### 職責 *(續)*

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

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

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

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

#### 組成

董事會現時由九名成員組成，包括五名執行董事、一名非執行董事及三名獨立非執行董事。董事會之組成具備恰當專業知識、技巧及行業經驗，故可為本集團業務發展提供寶貴貢獻及意見。各非執行董事於審計、法律事宜、業務、會計、企業內部監控及監管事宜方面具有豐富經驗。透過積極參與董事會會議，領導涉及潛在利益衝突及處理各董事委員會事務，全體非執行董事對本集團之有效領導作出不同貢獻。

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

# Corporate Governance Report

## 企業管治報告

### The Board (continued)

#### Board meetings

The Board meets regularly throughout the year to discuss the overall strategy as well as the operation and financial performance of the Group. A total of four board meetings were held during the year. The individual attendance record of each Director at the meetings of the Board, the Remuneration Committee and the Audit Committee during the year ended 31 December 2009 is set out below:

| Name of Director<br>董事姓名                   | Note<br>附註 | Attendance/Number of meetings<br>出席／舉行會議次數 |                                    |                             |
|--|------------|--|------------------------------------|-----------------------------|
|  |            | Board<br>董事會                               | Remuneration<br>Committee<br>薪酬委員會 | Audit<br>Committee<br>審核委員會 |
| <b>EXECUTIVE DIRECTORS</b><br>執行董事         |            |  |                                    |                             |
| Mr. Yang Yirong (Chairman)<br>楊毅融先生(主席)    |            | 4/4  | N/A 不適用                            | N/A 不適用                     |
| Mr. Gong Xionghui<br>龔雄輝先生                 |            | 4/4  | N/A 不適用                            | N/A 不適用                     |
| Ms. Lu Jiahua<br>盧家華女士                     |            | 3/4  | N/A 不適用                            | N/A 不適用                     |
| Mr. Lin Like<br>林力克先生                      |            | 2/4  | N/A 不適用                            | N/A 不適用                     |
| Mr. Han Huan Guang<br>韓歡光先生                | (i)        | 4/4  | 2/2                                | N/A 不適用                     |
| <b>NED</b><br>非執行董事                        |            |  |                                    |                             |
| Mr. Feng Tao (Vice Chairman)<br>馮濤先生(副主席)  |            | 0/4  | N/A 不適用                            | N/A 不適用                     |
| <b>INED</b><br>獨立非執行董事                     |            |  |                                    |                             |
| Mr. Yau Fook Chuen (iv) (v)<br>丘福全先生       | (ii) (iii) | 4/4  | 2/2                                | 3/3                         |
| Mr. Wong Yik Chung, John (v) (vi)<br>黃翼忠先生 | (iii) (iv) | 4/4  | 2/2                                | 3/3                         |
| Mr. Zheng Lansun (v) (vi)<br>鄭蘭蓀先生         | (iii) (iv) | 0/4  | 0/2                                | 0/3                         |

Notes:

- (i) Chairman of the Remuneration Committee.
- (ii) Chairman of the Audit Committee.
- (iii) Member of the Remuneration Committee.
- (iv) Member of the Audit Committee.

附註：

- (i) 薪酬委員會主席。
- (ii) 審核委員會主席。
- (iii) 薪酬委員會成員。
- (iv) 審核委員會成員。

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

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

# Corporate Governance Report

## 企業管治報告

### The Board *(continued)*

#### Board meetings *(continued)*

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

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

The Board as a whole is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment and succession planning of Directors and assessing the independence of INED. The Board reviewed its own structure, size and composition regularly to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Company. There were no meeting held for the nomination of Directors during the year.

In accordance with the CG Code and the Company's Articles of Association, all Directors are subject to retirement by rotation once every three years and being eligible, can offer themselves for re-election.

#### Term of appointment of NED and INED

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

#### Indemnification

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

### 董事會 *(續)*

#### 董事會會議 *(續)*

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

#### 董事委任、輪值退任及重選

董事會之整體職責是檢討董事會組成、發展及制定提名及委任董事之有關程序、監督董事委任及連任計劃以及評估獨立非執行董事之獨立性。董事會定期檢討其本身的架構、人數及組成，確保具備適當及所需之專長、技能及經驗，以應付本公司業務發展所需。年內並無就董事之提名召開任何會議。

根據守則及本公司組織章程細則，全體董事均須每三年輪流退任，惟符合資格可膺選連任。

#### 非執行董事及獨立非執行董事之委任年期

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

#### 賠償

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

# Corporate Governance Report

## 企業管治報告

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

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

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

### Board Committees

The Board has established two committees, namely the Remuneration Committee and the Audit Committee, for overseeing particular aspects of the Company’s affairs. All Board committees of the Company are established with defined written terms of reference which deal clearly with their authority and duties.

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

### 主席及行政總裁職能之劃分

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

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

### 董事委員會

董事會設有兩個委員會，分別為薪酬委員會及審核委員會，以監管本公司各類具體事務。本公司之所有董事會委員會均有明確的書面職權範圍，清晰訂明其權力及職能。

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



# Corporate Governance Report

## 企業管治報告

### Board Committees (continued)

#### Remuneration Committee

Mr. Han Huan Guang is the chairman while all the three INED, namely, Mr. Yau Fook Chuen, Mr. Wong Yik Chung, John and Dr. Zheng Lansun are the members of the Remuneration Committee.

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

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

#### Audit Committee

The Audit Committee comprises the three INED, namely, Mr. Yau Fook Chuen, Mr. Wong Yik Chung, John and Dr. Zheng Lansun. Mr. Yau is the chairman of the Audit Committee and he possesses recognised professional qualifications in accounting required by the Listing Rules.

The primary duties of the Audit Committee include the following:

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

### 董事委員會(續)

#### 薪酬委員會

韓歡光先生為薪酬委員會主席，而三名獨立非執行董事丘福全先生、黃翼忠先生及鄭蘭蓀博士均為薪酬委員會成員。

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

於回顧年度，薪酬委員會曾舉行會議二次，經參考市況、本集團及個人表現以及企業目標後，檢討及考慮執行董事及高級管理層之酬金政策及組合，包括任何酌情管理花紅。

#### 審核委員會

審核委員會由三名獨立非執行董事組成，分別為丘福全先生、黃翼忠先生及鄭蘭蓀博士。丘先生為審核委員會主席，其擁有上市規則規定之認可專業會計資格。

審核委員會主要職責包括以下各項：

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

# Corporate Governance Report

## 企業管治報告

### Board Committees (continued)

#### Audit Committee (continued)

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

### Model Code for Securities Transactions

The Company has adopted a code of conduct regarding the Directors' securities transactions on terms not less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules. Specific enquiry has been made to all Directors and all the Directors have confirmed that they have complied with all the relevant requirements as set out in the Model Code throughout the year ended 31 December 2009.

### Responsibilities in Respect of the Financial Statements

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

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

### 董事委員會(續)

#### 審核委員會(續)

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

### 進行證券交易的標準守則

本公司已採納一套有關董事進行證券交易的行為守則，條款不遜於上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)的規定標準。本公司已向全體董事作出具體查詢，而全體董事亦已確認，彼等於截至二零零九年十二月三十一日止年度一直遵守標準守則所載所有有關規定。

### 有關財務報表之責任

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

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

# Corporate Governance Report

## 企業管治報告

### Internal Controls

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

The Board periodically conducts review of the effectiveness of the system of internal controls. The tasks include:

- (i) access and review selected aspects of the Group's activities and internal controls;
- (ii) conduct regular comprehensive reviews of the practices, procedures and internal controls of selected business and supporting units and subsidiaries;
- (iii) examine and investigate business ethics, conflicts of interest and other company policy violations; and
- (iv) report results of review to the senior management and make recommendation where appropriate.

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

### External Auditor

During the year, PricewaterhouseCoopers, the external auditor of the Company received approximately RMB1.6 million for audit services provided to the Group. The external auditor did not provide any non-audit service to the Group during the year under review.

### 內部監控

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

董事會定期檢討內部監控制度之有效性，範圍包括：

- (i) 對本集團業務及內部監控選定之範疇進行評估及檢討；
- (ii) 定期對選定之業務、支授單位及附屬公司之常規、程序及內部監控進行全面檢討；
- (iii) 對業務操守，利益衝突及其他公司政策之違反進行審查及調查；及
- (iv) 向高級管理層提交評審結果及提出建議（如適用）。

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

### 外聘核數師

年內，本公司核數師羅兵咸永道會計師事務所就審計服務收取本集團約160萬元人民幣。外聘核數師年內並無向本集團提供任何非審計服務。

# Corporate Governance Report

## 企業管治報告

### Communication with Shareholders and Investor Relations

Details of the rights of shareholders and the procedures for conducting a poll on resolutions at shareholders' meetings will be explained during the proceedings of meetings. The chairman of a meeting will answer any questions from shareholders regarding voting by way of a poll.

The Company continues to enhance communications and relationships with its investors. The annual general meeting enables the Company's shareholders to exchange views with the Board. The chairman of the Board and the chairman of Audit Committee and Remuneration Committee have attended at the annual general meeting to be available to answer the questions of the shareholders of the Company. Regular meetings are also held with media, institutional investors and research analysts to provide them the Group's latest business development and non-price sensitive information.

To promote effective communication, extensive information about the Company business is provided in its interim and annual reports, which are sent to shareholders, analysts and interested parties. The Company also maintains a corporate website on which comprehensive information, updates on the Company's business developments and operations, financial information, corporate governance practices and other information of the Group are provided.

### 與股東之溝通及投資者關係

股東權利及於股東大會就決議案進行按股數方式表決程序之有關詳情將於會議過程中闡釋。大會主席也將會回答股東有關以投票方式表決的任何疑問。

本公司繼續改善與其投資者之溝通及關係。股東週年大會為讓本公司股東可與董事會交流意見之機會。董事會主席及審核委員會與薪酬委員會主席均有出席股東週年大會，以回應本公司股東的提問。本公司亦與傳媒、機構投資者及研究分析員定期舉行會議，向彼等提供本公司最新業務發展及非股價敏感資料。

為推行有效溝通，本公司向股東、分析員及有關人士寄發載有本集團業務詳細資料之中期報告及年報，並設有公司網站，提供全面資訊、本公司業務發展及營運的最新動向、財務資料、企業管治常規及本集團其他資料。



# Biographical Details of Directors and Senior Management

## 董事及高級管理人員履歷

### Directors

#### Executive Directors

Mr. YANG Yirong (*Chairman and President*)

Mr. Yang, aged 48, is the founder of the Group. He is responsible for strategic planning and formulation of overall corporate development policy for the Group. Mr. Yang holds a Bachelor's degree in science, majoring in chemistry from Huaqiao University in 1982. Prior to founding the Group in 1994, Mr. Yang has extensive experience in the fine chemical manufacturing and trading and has more than ten years of experience in natural organic chemistry research.

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

Mr. Gong, aged 46, is responsible for project construction and strategic investment development. Mr. Gong holds a Master's degree in chemical engineering from Xiamen University and has accumulated over 20 years of experience in fine chemicals industry and qualified as an ISO 9000 auditor in the PRC in 1998. He joined the Group in September 1999.

Ms. LU Jiahua (*Senior Vice President – Group Financial Control*)

Ms. Lu, aged 43, oversees the finance and accounting and human resources functions for the Group in the PRC. She has over 19 years of experience in accounting, financial management, administration management and internal auditing in a number of pharmaceutical and fine chemical manufacturing enterprises. Ms. Lu holds a Bachelor's degree and a Master's degree in economics and corporate management from Xiamen University. She joined the Group in April 2002.

Mr. LIN Like (*Senior Vice President – Group Operation and Technology*)

Mr. Lin, aged 47, is responsible for the management of the Group's operation in aroma and natural products and research and development functions for the Group. Mr. Lin oversees the research and development department and other operational departments including the production department and quality management department of the Group. Mr. Lin graduated from the Chemistry Department of Huaqiao University with a Bachelor's degree in science and graduated from the Guangzhou Institute of Chemistry, Academic Sinica with a Master's degree in science. Mr. Lin has been engaged in the research and development of fine chemicals for many years with extensive experience in the natural products industry in China. He joined the Group in August 2004.

### 董事

#### 執行董事

楊毅融先生(*主席兼總裁*)

楊先生，48歲，本集團創辦人，負責制定本集團策略規劃及整體企業發展政策。楊先生在華僑大學主修化學，於一九八二年取得理學士學位。於一九九四年創辦本集團之前，已累積豐富精細化學品生產及貿易經驗，具有逾十年天然有機化學研究經驗。

龔雄輝先生(*資深副總裁－工程項目管理*)

龔先生，46歲，負責項目建設及策略投資發展。龔先生持有廈門大學化學工程碩士學位，並累積超過20年之精細化工行業經驗，龔先生於一九九八年成為中國認可ISO 9000審計師。彼於一九九九年九月加入本集團。

盧家華女士(*資深副總裁－集團財務管控*)

盧女士，43歲，負責監督本集團中國業務之財務與會計及人力資源的工作。盧女士於多間製藥工業及精細化工企業之會計、財務管理、行政管理及內部核數擁有逾19年經驗。盧女士持有廈門大學經濟學學士及企業管理碩士學位。彼於二零零二年四月加入本集團。

林力克先生(*資深副總裁－集團營運及技術管理*)

林先生，47歲，負責管理本集團芳香及天然產物的營運工作及研發工作。林先生掌管本集團研發部及其他營運部門，包括生產部及品質管理部。林先生先後於華僑大學化學系及中國科學院廣州化學研究所畢業，分別獲理學學士學位及理學碩士學位。林先生多年來從事精細化學品的研究和開發工作，對中國天然產物產業擁有豐富經驗。彼於二零零四年八月加入本集團。

# Biographical Details of Directors and Senior Management

## 董事及高級管理人員履歷

### Directors (continued)

#### Executive Directors (continued)

Mr. HAN Huan Guang (*Chairman of Remuneration Committee*) (*Senior Vice President – Group Strategic Investments and Capital Markets*)

Mr. Han, aged 48, responsible for Group strategic investments, capital markets and investor relations. He graduated from Zhongshan University (中山大學) with a Bachelor's degree in biochemistry in 1982 and obtained his Master's degree in Business Administration from University of Technology, Sydney, Australia in 1993. He has over 20 years' experience in corporate finance, merger and acquisition, infrastructure and new technology developments, management of listed and non-listed companies in the PRC and overseas. Over the years, he has been a Director, and then Managing Director in China Everbright Medicine Co. Ltd. (a subsidiary of China Everbright Holdings Group), Livzon Pharmaceutical Group Inc. and in other senior management positions in Hong Kong, Singapore and Mainland companies. He has been appointed as a Councilor of the China Society of Biotechnology, and also member of some professional associations in the region. Mr. Han joined the Group in September 2005 as a non-executive director, and became an executive director from May 2006.

#### Non-executive Directors

Mr. FENG Tao (*Vice Chairman*)

Mr. Feng, aged 42, is the Chief Executive Officer of NewMargin Ventures Capital Co. Ltd., which is a leading venture capital management company in China. Commencing from 1999, Mr. Feng has been serving as the vice president officer (副主任) of The Foundation of Science & Technology for Development of the State Planning Committee, State Economic & Trade Commission of the PRC (中華人民共和國國家經濟貿易委員會) and Chinese Academy of Sciences. As one of pClients of venture-capital of China, Mr. Feng possesses extensive experience and knowledge of both domestic and overseas markets. Mr. Feng was awarded the title of "Top 10 most influential venture capitalists in China" in the "Asia-Pacific Venture Capitalist Summit and Most Influential Venture Capitalists in China Award Ceremony" in April 2005. He obtained a Master's degree in science from the Department of Statistics and Applied Probability of University of Alberta in June 1992. He joined the Group in September 2005.

### 董事(續)

#### 執行董事(續)

韓歡光先生(薪酬委員會主席)(資深副總裁－集團策略投資與資本市場)

韓先生，48歲，負責策略投資、資本市場及投資者關係。韓先生於一九八二年在中山大學畢業，持有生物化學學士，並於一九九三年獲取澳大利亞悉尼理工大學工商管理碩士學位。彼於中國及海外企業融資、併購、基建和新技術開發，以及中國及海外上市及非上市公司管理方面積逾二十年豐富經驗，曾先後於中國光大集團附屬公司China Everbright Medicine Co. Ltd.、麗珠醫藥集團任職董事及董事總經理，亦曾於香港、星加坡和中國公司擔任其他高級管理職務。並曾獲中國生物工程學會委任為理事。彼亦為區內多個專業組織之會員。彼於二零零五年九月加盟本集團作為非執行董事，並於二零零六年五月轉任為執行董事。

#### 非執行董事

馮濤先生(副主席)

馮先生，42歲，為上海聯永宣創業投資管理有限公司之總裁，該公司是國內首屈一指的風險投資管理公司。自一九九九年，馮先生出任中華人民共和國國家計劃委員會、國家經濟貿易委員會中國科學院之科技促進經濟基金委員會副主任。作為中國創業資本先鋒之一，馮先生於中國及國際市場均具備資深經驗及豐富認識。馮先生於二零零五年四月在「亞太風險投資人峰會暨首屆中國最具影響力風險投資人頒獎典禮」中，榮獲「中國最具影響力風險投資人十佳」。馮先生於一九九二年六月在阿爾伯特大學的統計及應用概率學系取得理學碩士學位。彼於二零零五年九月加入本集團為非執行董事兼董事會副主席。

# Biographical Details of Directors and Senior Management

## 董事及高級管理人員履歷

### Directors (continued)

#### Independent Non-executive Directors

Mr. YAU Fook Chuen (*Chairman of Audit Committee, Member of Remuneration Committee*)

Mr. Yau, aged 52, is a practising accountant and has over 18 years of experience in public accountancy practice which covers company secretarial service, accountancy, auditing and taxation. He is a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Yau is currently the proprietor of Yau & Wong, Certified Public Accountants in Hong Kong. He was appointed as an Independent Non-executive Director in February 2004.

Mr. WONG Yik Chung, John (*Member of Audit Committee, Member of Remuneration Committee*)

Mr. Wong, aged 43, among being the Independent Non-executive Director of the Company, was also served as an Independent Non-executive Director of Golden Resources Development International Limited, CDW Holdings Limited and General Steel Holdings Inc, companies listed in Hong Kong, Singapore and the United States respectively. He is a professional accountant by training with more than 17 years of experience in auditing and corporate finance work, with extensive exposure to the business enterprise in the PRC. Mr. Wong is currently the director to TMF China, a firm provides a variety of professional outsourcing solutions to an international client base investing in PRC. Mr. Wong graduated from the University of Melbourne. He is a fellow member of the Australian Society of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants. He also obtained a PRC Certificate of Independent Directorship in 2002. He was appointed as an Independent Non-executive Director in February 2004.

Dr. ZHENG Lansun (*Member of Audit Committee, Member of Remuneration Committee*)

Dr. Zheng, aged 55, is a member of the National Committee of the 10th Chinese People's Political Consultative Conference (中國人民政治協商會議第十屆全國委員會), representing the technology sector. He is also a qualified academician (院士) of the Chinese Academy of Sciences (中國科學院). Dr. Zheng received a Doctoral degree in philosophy from Rice University in the United States of America and has engaged in chemistry related research activities at Xiamen University. He was appointed as an Independent Non-executive Director in February 2004.

### 董事(續)

#### 獨立非執行董事

丘福全先生(審核委員會主席, 薪酬委員會成員)

丘先生, 52歲, 執業會計師, 擁有逾18年有關公司秘書服務、會計、審計及稅務之執業會計師經驗。丘先生為英國特許公認會計師公會及香港會計師公會會員, 現時經營香港執業會計師丘王會計師事務所。彼於二零零四年二月獲委任為獨立非執行董事。

黃翼忠先生(審核委員會成員, 薪酬委員會成員)

黃先生, 43歲, 彼為本公司的獨立非執行董事外, 同時身兼金源米業國際有限公司, CDW Holdings 及通用鋼鐵控股有限公司等分別於香港、新加坡及美國上市之公司獨立非執行董事之職務。彼為合資格會計師, 擁有逾17年審計及企業融資經驗, 對中國商業企業具有資深經驗。彼現為TMF China之董事, 該公司向投資於中國並以國際客戶為主之公司提供專業外判解決方案。黃先生於墨爾本大學畢業, 為澳洲會計師公會及香港會計師公會資深會員。彼亦於二零零二年取得中國獨立董事證書。黃先生於二零零四年二月獲委任為獨立非執行董事。

鄭蘭蓀博士(審核委員會成員, 薪酬委員會成員)

鄭博士, 55歲, 中國人民政治協商會議第十屆全國委員會科技界委員。鄭博士亦為中國科學院合資格院士, 獲美國Rice University頒發哲學博士學位, 其後在廈門大學從事化學研究工作。鄭博士於二零零四年二月獲委任為獨立非執行董事。

# Biographical Details of Directors and Senior Management

## 董事及高級管理人員履歷

### Senior Management

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

Mr. Xie, aged 47, Head of Strategic Resources Management Center. Since he joined Ecogreen, Mr. Xie has been the management positions in purchase department, logistic department and commercial department and the general manager of strategic resources management. He has excellent professional knowledge and rich experience in supply chain management and strategic resources management.

Mr. LIN Zhigang (*Vice President – Food Additives Business*)

Mr. Lin, aged 39, Head of Food Additives Business. He holds a Bachelor's degree of economics obtained from Xiamen University. Prior to joining the Group in June 1996, he worked in a foreign investment enterprise and has concrete experience in sales and marketing management, business development and production management.

Mr. YI Zhi Xiong (*Vice President – Corporate Administration*)

Mr. Yi, aged 48, Head of Corporate Administration. Mr. Yi majored in fine chemicals in Tianjin University with a Bachelor's degree of engineering. He has been the head of management in a large manufacturing company before he joined Ecogreen in September 1998.

Mr. WONG Cang Yan (*Head of President Office*)

MR. Wong, aged 52, Head of President Office. Mr. Wong received Bachelor's degree of management science from National Chiao Tung University. Before joining Ecogreen in July 2007, Mr. Wong has 27 years work experience in enterprise management. During 2003 to 2005, he was the management consultant of Ecogreen, helping the Group to build the daily management system.

Mr. YAN Da Yi David (*General Manager – Marketing and Sales of Aroma Chemicals*)

Mr. Yan, aged 49, General Manager of the Marketing and Sales of Aroma Chemicals, Mr. Yan holds a Bachelor's degree of Engineering. Mr. Yan has 26 years work experience in Canada, Hong Kong and China. Before joining the Group in May 2004, he worked for eight years in a well-known software company in Hong Kong, for positions in marketing, sales, servicing and administrative departments.

### 高級管理人員

謝榮國 (*副總裁 – 戰略資源管理*)

謝先生，47歲，本集團之戰略資源副總裁。謝先生自公司建立入職，歷任採購、物流、商務經理、物流中心總經理及戰略資源總經理等重要職務。在供應鏈管理，戰略資源項目開發、戰略資源運營上具有優秀的專業積累和豐富的運營經驗。

林志剛先生 (*副總裁 – 食品配料事業部*)

林先生，39歲，本集團之食品配料事業部副總裁。林先生持有廈門大學經濟學士學位。於一九九六年六月加入本集團之前，曾在一家外資企業工作，有堅實之銷售與市場推廣管理、業務開發及生產管理經驗。

伊志雄先生 (*副總裁 – 企業管理*)

伊先生，48歲，本集團之企業管理副總裁。伊先生畢業於天津大學精細化工學學士學位。於一九九八年九月加入本集團前，伊先生曾於一家大型製造企業擔任管理部部长，具有優秀的專業積累和豐富的管理經驗。

翁倉煙先生 (*總裁辦公室主任*)

翁先生，52歲，本集團之總裁辦公室主任。翁先生畢業於台灣交通大學管理科學學士學位。於二零零七年十月加入本集團前，翁先生已從事企業管理27年。在二零零三年至二零零五期間擔任本集團的管理顧問，幫助集團建立了日常管理體系，擁有豐富的管理經驗。

顏達義先生 (*香原料市場營銷部總經理*)

顏先生，49歲，本集團之香原料市場營銷部總經理。顏先生持有工學學士學位，在加拿大、香港和中國沿海有26年工作積累，於二零零四年五月加入本集團前，顏先生曾於香港一家知名軟體公司任職八年及擔任市場、銷售、服務和行政管理職務，對不同文化背景的商業運作模式和溝通交流理解深刻、經驗豐富。



# Biographical Details of Directors and Senior Management

## 董事及高級管理人員履歷

### Senior Management (continued)

Mr. XIAO Li Yuan (*Aroma Chemicals Operations Manager*)

Mr. Xiao, aged 46, Director of Aroma Chemicals Operations. Before joining the Group in February 2001, he was the deputy manager in a large chemical enterprise. Mr. Xiao has more than 27 years experience of production management.

Ms. CHEN Ying Hong (*Human Resources Manager*)

Ms. Chen, aged 34, Human Resources Manager. She graduated from Normal University, and holds the certificate of manpower resource management (second class), and certificate of national enterprise training (second class). Before joining the Group in July 2006, she worked in a Japanese corporation and occupied the management position, She has very rich manpower management experience.

Mr. TU Hong Bin (*Aroma Chemicals R&D Manager*)

Mr. Tu, aged 42, Aroma Chemicals R&D Manager, who received a Ph.D degree in 1995 from Beijing Institute of Technology. After the postdoctoral research experience with Professor Alan.R.Katritzky at University of Florida of USA (2001-2004), he joined Ecogreen in May 2005. He has more than 14 years experience in organic synthesis and methodology including 3 years preparation and production of Heterocyclic compounds.

Mr. LAM Kwok Kin (*Financial Controller and Company Secretary*)

Mr. Lam, aged 36, is the financial controller and company secretary of the Company. He holds a Bachelor's degree in accountancy and is a fellow member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Prior to joining the Group in October 2003, he worked with an international accounting firm for seven years and was the financial controller and company secretary of a company listed on the Stock Exchange. Mr. Lam has extensive experience in auditing, accounting, budgeting and company secretarial works.

### 高級管理人員(續)

肖利遠先生(*香原料營運總監*)

肖先生，46歲，本集團香原料製造之營運總監。於二零零一年二月加入本集團前，肖先生曾於一家大型化工企業擔任生產管理副廠長，具有27年化工企業生產管理的豐富經驗。

陳映紅女士(*人力資源部經理*)

陳女士，34歲，本集團之人力資源經理。師範大學本科，國家人力資源管理師(二級)、國家企業培訓師(二級)。於二零零六年七月加入本集團前，陳女士曾於日資企業擔任管理職務，具有豐富的人力資源實務與管理經驗。

塗洪斌先生(*香原料研發主管*)

塗先生，42歲，本集團之香原料研發主管。北京理工大學工學博士，美國佛羅里達大學博士後。於二零零五年五月加入本集團前，塗先生曾於美國佛羅里達大學從事雜環化學研究3年，積累有14年有機化學研究的豐富經驗。

林國健先生(*財務總監兼公司秘書*)

林先生，36歲，本公司之財務總監兼公司秘書。林先生持有會計學士學位，為英國特許公認會計師公會之資深會員及香港會計師公會之資深會員。於二零零三年十月加入本集團前，林先生曾於一家國際會計師行任職七年及擔任一家聯交所上市公司之財務總監兼公司秘書，於核數、會計、預算及公司秘書事務擁有豐富經驗。

# Directors' Report

## 董事會報告

The directors ("the Directors") of EcoGreen Fine Chemicals Group Limited ("the Company") are pleased to present their annual report together with the audited financial statements of the Company and of its subsidiaries (collectively "the Group") for the year ended 31 December 2009.

### Principal activities and geographical analysis of operations

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

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

### Subsidiaries

Particulars of the Company's subsidiaries as at 31 December 2009 are set out in Note 9 to the financial statements.

### Results and dividends

The results of the Group for the year ended 31 December 2009 are set out in the consolidated income statement on page 49.

An interim dividend of HK0.8 cents per share, amounting to a total of about HK\$3,722,000 (equivalent of approximately RMB3,279,000), was paid to shareholders of the Company ("the Shareholders") on 18 December 2009.

The Directors recommend the payment of a final dividend of HK3 cents per share to the Shareholders whose names appear on the register of members on 28 June 2010. Together with the interim dividend, this will bring the total dividend distribution for the year to HK3.8 cents (2008: HK4.1 cents) per share, resulting in an aggregate dividend of about HK\$17.7 million (equivalent of approximately RMB15.6 million) for the year ended 31 December 2009.

### Reserves

Details of movements in reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 51. Details of movements in other reserves of the Group and of the Company during the year are set out in Note 17 to the financial statements.

中怡精細化工集團有限公司(「本公司」)董事(「董事」)欣然呈報其全年報告連同本公司及其附屬公司(統稱「本集團」)截至二零零九年十二月三十一日止年度之經審核財務報表。

### 主要業務及業務地區分析

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

本集團於本年度按業務及地區分部劃分之表現分析載於財務報表附註5。

### 附屬公司

本公司附屬公司於二零零九年十二月三十一日之詳情載於財務報表附註9。

### 業績及股息

本集團截至二零零九年十二月三十一日止年度業績載於第49頁之綜合收益表。

本公司已於二零零九年十二月十八日向本公司股東(「股東」)派付中期股息每股0.8港仙，合共約3,722,000港元(約相等於3,279,000元人民幣)。

董事建議派發末期股息每股3港仙予於二零一零年六月二十八日名列股東名冊之股東，連同中期股息款額，本年度股息分派總額為每股3.8港仙(二零零八年：4.1港仙)，截至二零零九年十二月三十一日止年度之股息合共約為1,770萬港元(約相等於1,560萬元人民幣)。

### 儲備

本集團儲備於年內之變動詳情載於第51頁之綜合權益變動表。本集團及本公司其他儲備於年內之變動詳情載於綜合財務報表附註17。

# Directors' Report

## 董事會報告

### Property, plant and equipment

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

### Share capital

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

### Distributable reserves

Distributable reserves including retained earnings of the Company at 31 December 2009 amounted to RMB314,213,000 (2008: RMB322,447,000).

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

During the year ended 31 December 2009, the Company had not redeemed and neither the Company nor any of its subsidiaries had purchased or sold any of the Company's listed securities.

### Pre-emptive rights

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

### Financial summary

A summary of the results and of the financial positions of the Group for the past five financial years is set out on page 122.

### 物業、機器及設備

本集團物業、機器及設備於年內之變動詳情載於財務報表附註7。

### 股本

本公司股本於年內之變動詳情載於財務報表附註16。

### 可供分派儲備

本公司於二零零九年十二月三十一日包括保留盈利之可供分派儲備為314,213,000元人民幣（二零零八年：322,447,000元人民幣）。

### 購買、出售或贖回本公司上市證券

截至二零零九年十二月三十一日止年度，本公司並無贖回，而本公司或其任何附屬公司概無購買或出售本公司任何上市證券。

### 優先購買權

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

### 財務概要

本集團過去五個財政年度之業績及財務狀況概要載於第122頁。

# Directors' Report

## 董事會報告

### Directors

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

#### Executive Directors

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

#### Non-executive Directors

Mr. Feng Tao

#### Independent Non-executive Directors

Mr. Yau Fook Chuen  
Mr. Wong Yik Chung, John  
Dr. Zheng Lansun

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

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

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

### 董事

於本年度及直至本報告日期之本公司董事如下：

#### 執行董事

楊毅融先生(*主席兼總裁*)  
龔雄輝先生  
盧家華女士  
林力克先生  
韓歡光先生

#### 非執行董事

馮濤先生

#### 獨立非執行董事

丘福全先生  
黃翼忠先生  
鄭蘭蓀博士

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

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

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



# Directors' Report

## 董事會報告

### Directors' interests in contracts

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

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

### Biographical details of Directors and senior management

Biographical details of Directors and senior management are set out on pages 27 to 31.

### Directors' Emoluments

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

### Arrangements to purchase shares or debentures

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

### 董事之合約權益

有關連人士交易詳情載於財務報表附註35。

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

### 董事及高級管理人員履歷

董事及高級管理人員之履歷載於第27至31頁。

### 董事袍金

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

### 購買股份或債券之安排

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

# Directors' Report

## 董事會報告

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

At 31 December 2009, the interests and short positions of the Directors, chief executives and their associates in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were recorded in the register maintained by the Company under Section 352 of the SFO; or which were notified to the Company and the Stock Exchange pursuant to the Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, were as follows:

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

### 董事及行政總裁於股份、相關股份及債券之權益及／或淡倉

於二零零九年十二月三十一日，董事、行政總裁及彼等之聯繫人士於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)股份、相關股份或債券中擁有，並登記於本公司根據證券及期貨條例第352條存置之登記冊；或根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所(包括根據證券及期貨條例有關條文，彼等被當作或視作擁有之權益或淡倉)或根據上市規則上市公司董事進行證券交易的標準守則已知會本公司及聯交所之權益及淡倉如下：

**(a) 於本公司每股面值0.10港元普通股之好倉**

| Name of Director<br>董事姓名   | Number of shares held<br>所持股數 |                          |                                   |                         |   | Total<br>總計 | % of the issued share capital of the Company<br>佔本公司已發行股本百分比 |
|----------------------------|-------------------------------|--------------------------|-----------------------------------|-------------------------|---|-------------|--|
|                            | Personal interests<br>個人權益    | Family interests<br>家族權益 | Corporate interests<br>公司權益       | Other interests<br>其他權益 |   |             |  |
| Mr. Yang Yirong<br>楊毅融先生   | -                             | -                        | 195,389,158<br>(Note a)<br>(附註 a) | -                       | - | 195,389,158 | 42.00%   |
| Mr. Gong Xionghui<br>龔雄輝先生 | -                             | -                        | 11,368,421<br>(Note b)<br>(附註 b)  | -                       | - | 11,368,421  | 2.44%  |
| Ms. Lu Jiahua<br>盧家華女士     | -                             | -                        | 8,526,316<br>(Note c)<br>(附註 c)   | -                       | - | 8,526,316   | 1.83%  |

Notes:

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

附註：

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

# Directors' Report

## 董事會報告

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

(continued)

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

Share options, being unlisted physically settled equity derivatives, to subscribe for the ordinary shares of the Company were granted to Directors, chief executives, employees and certain participants pursuant to the approved Company's share option scheme. Information in relation to these share options during the year ended 31 December 2009 are set out in the following section under the heading "Share options".

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

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

Other than as disclosed above, neither the Directors nor any chief executives, nor any of their associates, had any interests or short positions in the shares, underlying shares, or debentures of the Company or its associated corporation as at 31 December 2009.

### Share options

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

#### 1. Purpose of the Scheme

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

#### 2. Participants of the Scheme

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

### 董事及行政總裁於股份、相關股份及債券之權益或淡倉(續)

#### (b) 於本公司購股權之權益

董事、行政總裁、僱員及根據已獲批准之本公司購股權計劃之若干參與人士，授予屬於非上市實物交收股本衍生工具以認購本公司普通股之購股權。有關截至二零零九年十二月三十一日止年度內該等購股權之詳情，載於下文「購股權」一節。

#### (c) 於本公司一家附屬公司註冊股本之權益

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

除上文披露者外，於二零零九年十二月三十一日，概無董事或任何行政總裁或彼等任何聯繫人士，於本公司或其相聯法團之股份、相關股份或債券中，擁有任何權益或淡倉。

### 購股權

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

#### 1. 計劃之目的

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

#### 2. 計劃參與者

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

# Directors' Report

## 董事會報告

### Share options (continued)

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

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

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

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

As at 23 April 2010, being the latest practicable date prior to the issue of the annual report, options to subscribe for a total of 30,770,000 Shares were still outstanding under the Scheme which represents approximately 6.7% of the Shares in issue.

#### 4. Maximum entitlement of each participant

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

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

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

### 購股權(續)

#### 3. 根據計劃可發行之股份總數

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

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

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

於二零一零年四月二十三日，為發行本年報之最後可行日期，根據計劃仍未行使的購股權可認購股份合共30,770,000股，佔已發行股份約6.7%。

#### 4. 各參與者之最高配額

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

#### 5. 根據購股權認購股份之期限

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



# Directors' Report

## 董事會報告

### Share options (continued)

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

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

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

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

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

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

- a. the closing price of the Company's shares as stated in the daily quotation sheet of the Stock Exchange for trade in one or more board lots of the Company's shares on the date of the offer for the grant;
- b. the average closing price of the Company's shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of the offer for the grant; and
- c. the nominal value of the Company's shares.

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

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

### 購股權(續)

#### 6. 購股權可行使前須持有之最短期限

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

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

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

#### 8. 釐定行使價之基準

行使價由董事釐定，惟不得低於下列最高者：

- a. 以一手或以上單位進行買賣之本公司股份於建議授出購股權當日在聯交所每日報價表所列收市價；
- b. 本公司股份於緊接建議授出購股權當日前五個營業日在聯交所每日報價表所列平均收市價；及
- c. 本公司股份之面值。

#### 9. 計劃剩餘年期

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

# Directors' Report

## 董事會報告

### Share options (continued)

The following table discloses details of share options outstanding as at 31 December 2009 under the Scheme and the movements during the year.

### 購股權(續)

下表載述於二零零九年十二月三十一日根據計劃尚未行使之購股權詳情及其於年內之變動。

| Type of Grantee  | 承授人類別                 | Granted date | Exercise price | Exercisable period    | Balance as at  | Granted during the year | Exercised during the year | Cancelled during the year | Balance as at    |
|--|-----------------------|--------------|----------------|-----------------------|----------------|-------------------------|---------------------------|---------------------------|------------------|
|  |                       |              |                |                       | 1 January 2009 |                         |                           |                           | 31 December 2009 |
|  |                       | 授出日期         | 行使價            | 行使期                   | 於二零零九年一月一日結餘   | 年內授出                    | 年內行使                      | 年內註銷                      | 於二零零九年十二月三十一日結餘  |
|  |                       |              | HK\$           |                       | ('000)         | ('000)                  | ('000)                    | ('000)                    | ('000)           |
| <b>Category 1 - Directors</b>                                      | <b>類別1 - 董事</b>       |              |                |                       |                |                         |                           |                           |                  |
| Mr. Yang Yirong  | 楊毅融先生                 | 25.5.2006    | 1.39           | 25.5.2006 - 24.5.2011 | 400            | -                       | -                         | -                         | 400              |
| Mr. Gong Xionghui  | 龔雄輝先生                 | 8.6.2004     | 1.37           | 8.6.2004 - 7.6.2014   | 3,100          | -                       | -                         | -                         | 3,100            |
| Ms. Lu Jiahua  | 盧家華女士                 | 8.6.2004     | 1.37           | 8.6.2004 - 7.6.2014   | 2,600          | -                       | -                         | -                         | 2,600            |
| Mr. Lin Like   | 林力克先生                 | 25.5.2006    | 1.39           | 25.5.2006 - 24.5.2011 | 2,400          | -                       | -                         | -                         | 2,400            |
| Mr. Han Huan Guang   | 韓歡光先生                 | 25.5.2006    | 1.39           | 25.5.2006 - 24.5.2011 | 2,400          | -                       | -                         | -                         | 2,400            |
| Mr. Fung Tao   | 馮濤先生                  | 25.5.2006    | 1.39           | 25.5.2006 - 24.5.2011 | 2,400          | -                       | -                         | -                         | 2,400            |
| Mr. Yau Fook Chuen   | 丘福全先生                 | 8.6.2004     | 1.37           | 8.6.2004 - 7.6.2014   | 200            | -                       | -                         | -                         | 200              |
|  |                       | 25.5.2006    | 1.39           | 25.5.2006 - 24.5.2011 | 400            | -                       | -                         | -                         | 400              |
| Mr. Wong Yik Chung, John   | 黃翼忠先生                 | 8.6.2004     | 1.37           | 8.6.2004 - 7.6.2014   | 200            | -                       | -                         | -                         | 200              |
|  |                       | 25.5.2006    | 1.39           | 25.5.2006 - 24.5.2011 | 400            | -                       | -                         | -                         | 400              |
| Dr. Zheng Lansun   | 鄭蘭蓀博士                 | 8.6.2004     | 1.37           | 8.6.2004 - 7.6.2014   | 400            | -                       | -                         | -                         | 400              |
|  |                       | 25.5.2006    | 1.39           | 25.5.2006 - 24.5.2011 | 400            | -                       | -                         | -                         | 400              |
| Sub-total  | 小計                    |              |                |                       | 15,300         | -                       | -                         | -                         | 15,300           |
| <b>Category 2 - Employees under continuous employment contract</b> | <b>類別2 - 持續僱傭合約僱員</b> |              |                |                       |                |                         |                           |                           |                  |
|  |                       | 8.6.2004     | 1.37           | 8.6.2004 - 7.6.2014   | 8,270          | -                       | -                         | -                         | 8,270            |
|  |                       | 25.5.2006    | 1.39           | 25.5.2006 - 24.5.2011 | 4,240          | -                       | -                         | (240)                     | 4,000            |
| Sub-total  | 小計                    |              |                |                       | 12,510         | -                       | -                         | (240)                     | 12,270           |
| <b>Category 3 - Other participants</b>                             | <b>類別3 - 其他參與人士</b>   |              |                |                       |                |                         |                           |                           |                  |
|  |                       | 25.5.2006    | 1.39           | 25.5.2006 - 24.5.2011 | 3,200          | -                       | -                         | -                         | 3,200            |
| Sub-total  | 小計                    |              |                |                       | 3,200          | -                       | -                         | -                         | 3,200            |
| <b>Total</b>   | <b>總計</b>             |              |                |                       | 31,010         | -                       | -                         | (240)                     | 30,770           |

# Directors' Report

## 董事會報告

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

As at 31 December 2009, the interests and short positions of the persons, other than the Directors and chief executives of the Company, in the shares and underlying shares of the Company, which were notified to the Company pursuant to Division 2 and 3 of Part XV of the SFO; or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, were as follows:

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

### 根據證券及期貨條例須予披露之股東權益及／或淡倉

於二零零九年十二月三十一日，除董事及本公司行政總裁以外之人士於本公司股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部已知會本公司；或本公司根據證券及期貨條例第336條規定存置之登記冊所記錄之權益及淡倉如下：

於本公司每股面值0.10港元普通股之好倉

| Name<br>名稱   | Beneficial<br>owner<br>實益擁有人      | Investment<br>Manager<br>投資經理 | Number of shares held<br>所持股數   |   | Other<br>interests<br>其他權益       | Total<br>總計 | % of the<br>issued<br>share capital<br>of the<br>Company<br>佔本公司<br>已發行<br>股本百分比 |
|--|-----------------------------------|-------------------------------|---|---|----------------------------------|-------------|--|
|  |                                   |                               | Interest of<br>corporation<br>controlled by<br>the substantial<br>shareholder<br>大股東<br>所控制的法團<br>的權益 |   |                                  |             |  |
| Marietta Limited                                   | 195,389,158<br>(Note a)<br>(附註 a) | -                             | -   | - | -                                | 195,389,158 | 42.00%   |
| Keywise Capital<br>Management (HK) Limited         | -                                 | 71,342,000                    | -   | - | -                                | 71,342,000  | 15.33%   |
| Keywise Greater China<br>Opportunities Master Fund | 53,022,000                        | -                             | -   | - | -                                | 53,022,000  | 11.40%   |
| FMR LLC  | -                                 | 32,742,000                    | -   | - | -                                | 32,742,000  | 7.04%  |
| Platinum Investment Management<br>Limited          | -                                 | 28,234,000                    | -   | - | -                                | 28,234,000  | 6.07%  |
| UBS AG   | -                                 | -                             | -   | - | 28,082,000<br>(Note b)<br>(附註 b) | 28,082,000  | 6.04%  |

Notes:

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

(b) Trustee.

附註：

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

(b) 受託人。

Other than as disclosed above, the Company has not been notified by any persons, other than the Directors and chief executives of the Company, who had interest or short positions in the shares or underlying shares of the Company as at 31 December 2009.

除上文披露者外，本公司並無獲知會，於二零零九年十二月三十一日，除董事及本公司行政總裁以外，有任何人士於本公司之股份或相關股份中擁有權益或淡倉。

# Directors' Report

## 董事會報告

### Management contracts

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

### Major customers and suppliers

The aggregate sales attributable to the Group's largest and the five largest customers were 21% and 49% respectively. The aggregate purchases attributable to the Group's largest and the five largest suppliers were 9% and 35% respectively.

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

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

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

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

The following table is a summary of the transaction amounts of the continuing connected transactions of the Group with Chuxiong Hongbang for the years ended 31 December 2007, 2008 and 2009.

| Connected Party<br>關連人士                              | Category<br>類別                     | Transaction amounts<br>交易款額         |                                     |   |
|--|------------------------------------|-------------------------------------|-------------------------------------|---|
|  |                                    | 2009<br>二零零九年<br>RMB\$'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB\$'000<br>人民幣千元 | (Note)<br>(附註)<br>2007<br>二零零七年<br>RMB\$'000<br>人民幣千元 |
| Chuxiong Hongbang<br>and its associates<br>楚雄弘邦及其聯繫人 | Purchase of raw materials<br>購買原材料 | 43,350                              | 61,170                              | 25,067  |

Note: Chuxiong Zhongyi was incorporated in 2007.

### 管理合約

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

### 主要客戶及供應商

本集團之最大客戶及五大客戶應佔銷量總額分別為21%及49%。本集團之最大供應商及五大供應商應佔採購總額分別為9%及35%。

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

### 持續關連交易及董事之合約權益

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

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

下表為截至二零零七、二零零八及二零零九年十二月三十一日止年度屬於本集團與楚雄弘邦持續關連交易的交易款額概要。

附註：楚雄中怡於二零零七年成立。

# Directors' Report

## 董事會報告

The aforesaid continuing connected transactions have been reviewed by the Directors (including independent non-executive Directors) of the Company.

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

Save as disclosed above:

- (i) no contracts of significance subsisted to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly at the end of the years ended 31 December 2007, 2008 and 2009 or at any time during the years; and
- (ii) there were no transactions which need to be disclosed as connected transactions in accordance with the requirements of the Listing Rules.

### Corporate governance

In the opinion of the Directors, the Company has complied with most of the Code on Corporate Governance Practices ("the CG Code") contained in Appendix 14 of the Listing Rules throughout the year ended 31 December 2009, save for the deviations from code provision A.2.1 of the CG Code. Information on the deviations and further information on the Company's corporate governance practices is set out in the "Corporate Governance Report" as set out on pages 18 to 26.

### Sufficiency of public float

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

### Auditor

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

On behalf of the Directors  
**YANG YIRONG**  
Chairman & President

Hong Kong, 8 April 2010

上述持續關連交易已由本公司董事(包括獨立非執行董事)審閱。

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

除上文所披露者外：

- (i) 於截至二零零七、二零零八及二零零九年度結束時或此三年內任何時間，本公司或其任何附屬公司並無訂立本公司董事擁有重大權益(不論直接或間接)且仍然有效的重大合約；及
- (ii) 概無交易須根據上市規則的規定披露為關連交易。

### 企業管治

董事認為，除若干偏離企業管治常規守則條文第A.2.1條外，本公司於截至二零零九年十二月三十一日止年度一直遵守上市規則附錄14所載大部分企業管治常規守則(「企業管治常規守則」)。有關該等偏離及本公司企業管治常規守則之進一步資料載於第18至26頁「企業管治報告」。

### 充足公眾持股量

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

### 核數師

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

代表董事  
主席兼總裁  
楊毅融

香港，二零一零年四月八日



# Auditor's Report

## 核數師報告



**PricewaterhouseCoopers**  
22nd Floor, Prince's Building  
Central, Hong Kong

**羅兵咸永道會計師事務所**  
香港中環  
太子大廈二十二樓

### **TO THE SHAREHOLDERS OF ECOGREEN FINE CHEMICALS GROUP LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**致中怡精細化工集團有限公司股東**  
*(於開曼群島註冊成立之有限公司)*

We have audited the consolidated financial statements of Ecogreen Fine Chemicals Group Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 46 to 121, which comprise the consolidated and company balance sheets 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 cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

本核數師(以下簡稱「我們」)已審核列載於第46至121頁中怡精細化工集團有限公司(「公司」)及其附屬公司(統稱「集團」)的綜合財務報表，此綜合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資產負債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，以及主要會計政策概要及其他附註解釋。

### **Directors' responsibility for the financial statements**

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. 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.

### **董事就財務報表須承擔的責任**

公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及按照香港《公司條例》的披露規定編製及真實而公平地列報該等綜合財務報表。這責任包括設計、實施及維護與編製及真實而公平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；及按情況下作出合理的會計估計。

### **Auditor's responsibility**

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

### **核數師的責任**

我們的責任是根據我們的審核對該等綜合財務報表作出意見，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上或承擔任何責任。

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

我們已根據香港會計師公會頒佈的香港審計準則進行審核。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。

# Auditor's Report

## 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 auditor's judgment, 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 auditor considers 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 consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2009 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 8 April 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平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地為我們的審核意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映公司及集團於二零零九年十二月三十一日的事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。

**羅兵咸永道會計師事務所**  
*執業會計師*

香港，二零一零年四月八日

# Consolidated Balance Sheet

## 綜合資產負債表

As at 31st December 2009 於二零零九年十二月三十一日

|  |                        | Note<br>附註 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|------------------------|------------|-----------------------------------|-----------------------------------|
| <b>ASSETS</b>  | <b>資產</b>              |            |                                   |                                   |
| <b>Non-current assets</b>  | <b>非流動資產</b>           |            |                                   |                                   |
| Land use rights  | 土地使用權                  | 6          | 9,851                             | 8,631                             |
| Property, plant and equipment  | 物業、機器及設備               | 7          | 384,191                           | 375,818                           |
| Intangible assets  | 無形資產                   | 8          | 57,173                            | 57,441                            |
| Investment in an associate   | 聯營公司投資                 | 10         | 1,750                             | 1,750                             |
| Available-for-sale financial assets                                      | 可供出售金融資產               | 11         | 400                               | 400                               |
|  |                        |            | <b>453,365</b>                    | 444,040                           |
| <b>Current assets</b>  | <b>流動資產</b>            |            |                                   |                                   |
| Inventories  | 存貨                     | 12         | 72,176                            | 76,138                            |
| Trade receivables  | 應收交易帳款                 | 13         | 203,227                           | 192,006                           |
| Prepayments and other receivables  | 預付款項及<br>其他應收款項        | 14         | 45,488                            | 81,493                            |
| Pledged bank deposits  | 已抵押之銀行存款               | 15         | 27,122                            | 37,364                            |
| Cash and cash equivalents  | 現金及現金等價物               | 15         | 514,744                           | 386,619                           |
|  |                        |            | <b>862,757</b>                    | 773,620                           |
| <b>Total assets</b>  | <b>總資產</b>             |            | <b>1,316,122</b>                  | 1,217,660                         |
| <b>EQUITY</b>  | <b>權益</b>              |            |                                   |                                   |
| <b>Capital and reserves attributable to the Company's equity holders</b> | <b>本公司權益持有人應佔股本及儲備</b> |            |                                   |                                   |
| Share capital  | 股本                     | 16         | 49,232                            | 49,232                            |
| Share premium  | 股本溢價                   | 16         | 181,841                           | 181,841                           |
| Other reserves   | 其他儲備                   | 17         | 58,852                            | 56,057                            |
| Retained earnings  | 保留盈利                   |            |                                   |                                   |
| – Proposed final dividend  | – 擬派末期股息               | 31         | 12,274                            | 11,888                            |
| – Others   | – 其他                   |            | 538,284                           | 446,663                           |
|  |                        |            | <b>840,483</b>                    | 745,681                           |
| <b>Minority interest in equity</b>                                       | <b>少數股東權益</b>          |            | <b>3,502</b>                      | 3,291                             |
| <b>Total equity</b>  | <b>總權益</b>             |            | <b>843,985</b>                    | 748,972                           |

# Consolidated Balance Sheet

## 綜合資產負債表

As at 31st December 2009 於二零零九年十二月三十一日

|  | Note<br>附註 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|------------|-----------------------------------|-----------------------------------|
| <b>LIABILITIES</b>                           |            |                                   |                                   |
| <b>Non-current liabilities</b>               |            |                                   |                                   |
| Borrowings                                   | 18         | 100,119                           | 224,456                           |
| Derivative financial instruments             | 21         | 917                               | 5,014                             |
| Deferred tax liabilities                     | 22         | 10,500                            | 13,500                            |
|  |            | <b>111,536</b>                    | 242,970                           |
| <b>Current liabilities</b>                   |            |                                   |                                   |
| Trade payables and bills payable             | 19         | 72,824                            | 69,764                            |
| Current income tax liabilities               |            | 3,886                             | 2,070                             |
| Borrowings                                   | 18         | 252,666                           | 121,019                           |
| Derivative financial instruments             | 21         | 1,833                             | –                                 |
| Accruals and other payables                  |            |                                   |                                   |
| 其他應付款項                                       | 20         | 28,396                            | 31,860                            |
| Amount due to a director                     | 35         | 996                               | 1,005                             |
|  |            | <b>360,601</b>                    | 225,718                           |
| <b>Total liabilities</b>                     |            | <b>472,137</b>                    | 468,688                           |
| <b>Total equity and liabilities</b>          |            | <b>1,316,122</b>                  | 1,217,660                         |
| <b>Net current assets</b>                    |            | <b>502,156</b>                    | 547,902                           |
| <b>Total assets less current liabilities</b> |            | <b>955,521</b>                    | 991,942                           |

**YANG YIRONG**

楊毅融

Chairman

主席

**LU JIAHUA**

盧家華

Executive director

執行董事

The notes on pages 54 to 121 are an integral part of these consolidated financial statements.

第54至121頁附註為該等綜合財務報表其中部分。

# Balance Sheet

## 資產負債表

As at 31st December 2009 於二零零九年十二月三十一日

|  |                        | Note<br>附註 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|------------------------|------------|-----------------------------------|-----------------------------------|
| <b>Non-current assets</b>  | <b>非流動資產</b>           |            |                                   |                                   |
| Investments in and amounts due from subsidiaries                         | 於附屬公司之投資及應收附屬公司款項      | 9          | 515,147                           | 601,243                           |
| <b>Current assets</b>  | <b>流動資產</b>            |            |                                   |                                   |
| Prepayments  | 預付款項                   | 14         | 56                                | 82                                |
| Cash and cash equivalents  | 現金及等同現金項目              | 15         | 21,626                            | 1,778                             |
|  |                        |            | 21,682                            | 1,860                             |
| <b>Total assets</b>  | <b>總資產</b>             |            | <b>536,829</b>                    | <b>603,103</b>                    |
| <b>EQUITY</b>  | <b>權益</b>              |            |                                   |                                   |
| <b>Capital and reserves attributable to the Company's equity holders</b> | <b>本公司權益持有人應佔資本及儲備</b> |            |                                   |                                   |
| Share capital  | 股本                     | 16         | 49,232                            | 49,232                            |
| Share premium  | 股本溢價                   | 16         | 181,841                           | 181,841                           |
| Other reserves   | 其他儲備                   | 17         | 96,408                            | 93,959                            |
| Retained earnings  | 保留盈利                   |            |                                   |                                   |
| – Proposed final dividend  | – 擬派末期股息               | 31         | 12,274                            | 11,888                            |
| – Others   | – 其他                   |            | 23,690                            | 34,759                            |
| <b>Total equity</b>  | <b>總權益額</b>            |            | <b>363,445</b>                    | <b>371,679</b>                    |
| <b>LIABILITIES</b>   | <b>負債</b>              |            |                                   |                                   |
| <b>Non-current liabilities</b>   | <b>非流動負債</b>           |            |                                   |                                   |
| Borrowings   | 借貸                     | 18         | 56,469                            | 169,907                           |
| Derivative financial instruments   | 衍生金融工具                 | 21         | 917                               | 5,014                             |
|  |                        |            | 57,386                            | 174,921                           |
| <b>Current liabilities</b>   | <b>流動負債</b>            |            |                                   |                                   |
| Borrowings   | 借貸                     | 18         | 112,331                           | 53,903                            |
| Derivative financial instruments   | 衍生金融工具                 | 21         | 1,833                             | –                                 |
| Accruals and other payables  | 應計費用及其他應付款項            | 20         | 1,834                             | 2,600                             |
|  |                        |            | 115,998                           | 56,503                            |
| <b>Total liabilities</b>   | <b>總負債</b>             |            | <b>173,384</b>                    | <b>231,424</b>                    |
| <b>Total equity and liabilities</b>                                      | <b>總權益及負債</b>          |            | <b>536,829</b>                    | <b>603,103</b>                    |
| <b>Net current liabilities</b>   | <b>流動負債</b>            |            | <b>(94,316)</b>                   | <b>(54,643)</b>                   |
| <b>Total assets less current liabilities</b>                             | <b>總資產減流動負債</b>        |            | <b>420,831</b>                    | <b>546,600</b>                    |

**YANG YIRONG**

楊毅融  
Chairman  
主席

**LU JIAHUA**

盧家華  
Executive director  
執行董事

The notes on pages 54 to 121 are an integral part of these consolidated financial statements.

第54至121頁附註為該等綜合財務報表其中部分。



# Consolidated Income Statement

## 綜合收益表

—By function of expenses —按費用功能分類

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

|  |                                | Note<br>附註 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|--------------------------------|------------|-----------------------------------|-----------------------------------|
| Revenue  | 收益                             | 5          | 728,494                           | (Note 2.1)<br>739,973             |
| Cost of goods sold   | 已售貨品成本                         | 24         | (541,383)                         | (529,458)                         |
| Gross profit   | 毛利                             |            | 187,111                           | 210,515                           |
| Other gains/(losses) – net   | 其他收益/(虧損) – 淨額                 | 23         | 258                               | (253)                             |
| Selling and marketing costs  | 銷售及市場推廣成本                      | 24         | (20,023)                          | (28,437)                          |
| Administrative expenses  | 行政費用                           | 24         | (30,332)                          | (41,080)                          |
| Operating profit   | 經營溢利                           |            | 137,014                           | 140,745                           |
| Finance income   | 融資收入                           | 26         | 2,182                             | 3,175                             |
| Finance costs  | 融資成本                           | 26         | (18,218)                          | (9,951)                           |
| Finance costs – net  | 融資成本 – 淨額                      | 26         | (16,036)                          | (6,776)                           |
| Profit before income tax   | 除所得稅前溢利                        |            | 120,978                           | 133,969                           |
| Income tax expense   | 所得稅開支                          | 27         | (13,296)                          | (19,513)                          |
| Profit for the year  | 年內溢利                           |            | 107,682                           | 114,456                           |
| Attributable to:   | 應佔：                            |            |                                   |                                   |
| Equity holders of the Company  | 本公司權益持有人                       |            | 107,471                           | 114,237                           |
| Minority interest  | 少數股東權益                         |            | 211                               | 219                               |
|  |                                |            | 107,682                           | 114,456                           |
| Earnings per share for profit attributable to the equity holders of the Company during the year (expressed in RMB per share) | 年內本公司權益持有人應佔溢利之每股盈利 (每股以人民幣列示) |            |                                   |                                   |
| – Basic  | – 基本                           | 30         | 23.1 Cents仙                       | 24.4 Cents仙                       |
| – Diluted  | – 攤薄                           | 30         | 22.9 Cents仙                       | 23.9 Cents仙                       |

The notes on pages 54 to 121 are an integral part of these consolidated financial statements.

第54至121頁附註為該等綜合財務報表其中部分。

|           |    | Note<br>附註 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|-----------|----|------------|-----------------------------------|-----------------------------------|
| Dividends | 股息 | 31         | 15,553                            | 16,818                            |

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

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

|  | Note<br>附註 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|------------|-----------------------------------|-----------------------------------|
| <b>Profit for the year</b>                     | 年內溢利       | <b>107,682</b>                    | 114,456                           |
| Other comprehensive income:                    | 其他全面收益：    |                                   |                                   |
| Currency translation differences               | 貨幣匯兌差額     | (9)                               | 47                                |
| Cash flow hedge                                | 現金流量對沖     |                                   |                                   |
| – Fair value change for the year               | – 年內公平值改變  | 130                               | (4,417)                           |
| – Transfer to finance costs                    | – 轉撥入融資成本  | 2,134                             | (597)                             |
|  |            | <b>2,255</b>                      | (4,967)                           |
| <b>Total comprehensive income for the year</b> | 年內全面收益總額   | <b>109,937</b>                    | 109,489                           |
| Attributable to:                               | 應佔：        |                                   |                                   |
| Equity holders of the Company                  | 本公司權益持有人   | 109,726                           | 109,270                           |
| Minority interests                             | 少數股東權益     | 211                               | 219                               |
| <b>Total comprehensive income for the year</b> | 年內全面收益總額   | <b>109,937</b>                    | 109,489                           |

The notes on pages 54 to 121 are an integral part of these consolidated financial statements.

第54至121頁附註為該等綜合財務報表其中部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

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

|   |                      | Attributable to equity holders<br>of the Company<br>本公司權益持有人應佔 |  |   |  |                                 | Minority<br>interest<br>少數股東<br>權益<br>RMB'000<br>人民幣千元 | Total<br>equity<br>總權益<br>RMB'000<br>人民幣千元 |         |         |       |         |
|---|----------------------|--|--|---|--|---------------------------------|--|--|---------|---------|-------|---------|
|   |                      | Share<br>capital<br>股本<br>RMB'000<br>人民幣千元                     | Share<br>premium<br>股本溢價<br>RMB'000<br>人民幣千元 | Other<br>reserves<br>其他儲備<br>RMB'000<br>人民幣千元 | Retained<br>earnings<br>保留盈利<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |  |  |         |         |       |         |
|   |                      | <b>Balance at 1 January 2009</b>                               | 於二零零九年一月一日<br>之結餘                            | 49,232  | 181,841  | 56,057                          |  |  | 458,551 | 745,681 | 3,291 | 748,972 |
|   |                      | Total comprehensive income for 2009                            | 二零零九年全面收益總額                                  | -   | -  | 2,255                           |  |  | 107,471 | 109,726 | 211   | 109,937 |
| Employees share option scheme:                | 僱員購股權計劃：             |  |  |   |  |                                 |  |  |         |         |       |         |
| - Value of share options granted              | - 授出購股權之價值           | -  | -  | 243   | -  | 243                             | -  | 243  |         |         |       |         |
| - Cancellation of share options               | - 註銷購股權              | -  | -  | (58)  | 58   | -                               | -  | -  |         |         |       |         |
| Dividend relating to 2008                     | 有關二零零八年之股息           | -  | -  | -   | (11,888)   | (11,888)                        | -  | (11,888)                                   |         |         |       |         |
| Dividend relating to 2009                     | 有關二零零九年之股息           | -  | -  | -   | (3,279)  | (3,279)                         | -  | (3,279)                                    |         |         |       |         |
| Transfer from retained earnings<br>(Notes 17) | 保留盈利轉撥(附註17)         | -  | -  | 355   | (355)  | -                               | -  | -  |         |         |       |         |
| <b>Balance at 31 December 2009</b>            | 於二零零九年十二月三十一日<br>之結餘 | 49,232   | 181,841                                      | 58,852  | 550,558  | 840,483                         | 3,502  | 843,985                                    |         |         |       |         |

# Consolidated Statement of Changes in Equity (continued)

## 綜合權益變動表(續)

|   |                      | Attributable to equity holders<br>of the Company<br>本公司權益持有人應佔 |                  |                   |                      |          | Minority<br>interest | Total<br>equity |
|---|----------------------|--|------------------|-------------------|----------------------|----------|----------------------|-----------------|
|   |                      | Share<br>capital   | Share<br>premium | Other<br>reserves | Retained<br>earnings | Total    | 少數股東<br>權益           | 總權益             |
|   |                      | RMB'000  | RMB'000          | RMB'000           | RMB'000              | RMB'000  | RMB'000              | RMB'000         |
|   |                      | 人民幣千元  | 人民幣千元            | 人民幣千元             | 人民幣千元                | 人民幣千元    | 人民幣千元                | 人民幣千元           |
| <b>Balance at 1 January 2008</b>          | 於二零零八年一月一日<br>之結餘    | 49,653   | 188,888          | 51,763            | 371,931              | 662,235  | 1,572                | 663,807         |
| Total comprehensive income for 2008       | 二零零八年全面收益總額          | -  | -                | (4,967)           | 114,237              | 109,270  | 219                  | 109,489         |
| Employees share option scheme:            | 僱員購股權計劃：             |  |                  |                   |                      |          |                      |                 |
| - Value of share options granted          | - 授出購股權之價值           | -  | -                | 913               | -                    | 913      | -                    | 913             |
| - Cancellation of share options           | - 註銷購股權              | -  | -                | (171)             | 171                  | -        | -                    | -               |
| Change in minority interest in equity:    | 少數股東權益之變動：           |  |                  |                   |                      |          |                      |                 |
| - Capital injection                       | - 注入資本               | -  | -                | -                 | -                    | -        | 1,500                | 1,500           |
| Repurchase of shares                      | 回購股份                 | (421)  | (7,047)          | 421               | -                    | (7,047)  | -                    | (7,047)         |
| Dividend relating to 2007                 | 有關二零零七年之股息           | -  | -                | -                 | (14,760)             | (14,760) | -                    | (14,760)        |
| Dividend relating to 2008                 | 有關二零零八年之股息           | -  | -                | -                 | (4,930)              | (4,930)  | -                    | (4,930)         |
| Transfer from retained earnings (Note 17) | 保留盈利轉撥(附註17)         | -  | -                | 8,098             | (8,098)              | -        | -                    | -               |
| <b>Balance at 31 December 2008</b>        | 於二零零八年十二月三十一日<br>之結餘 | 49,232   | 181,841          | 56,057            | 458,551              | 745,681  | 3,291                | 748,972         |

The notes on pages 54 to 121 are an integral part of these consolidated financial statements.

第54至121頁附註為該等綜合財務報表其中部分。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

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

|  | Note<br>附註             | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|------------------------|-----------------------------------|-----------------------------------|
| <b>Cash flows from operating activities</b>            | <b>經營業務現金流量</b>        |                                   |                                   |
| Cash generated from operations                         | 經營業務所得現金 32            | 207,875                           | 88,963                            |
| Interest received                                      | 已收利息                   | 2,182                             | 3,175                             |
| Interest paid  | 已付利息                   | (16,272)                          | (18,815)                          |
| Income tax paid  | 已付所得稅                  | (14,480)                          | (5,914)                           |
| Net cash generated from operating activities           | 經營業務所得現金淨額             | 179,305                           | 67,409                            |
| <b>Cash flows from investing activities</b>            | <b>投資活動現金流量</b>        |                                   |                                   |
| Additions to property, plant and equipment             | 收購物業、廠房及設備 7           | (34,631)                          | (60,313)                          |
| Increase in intangible assets                          | 無形資產增加 8               | (7,544)                           | (27,623)                          |
| Proceeds from sales of property, plant and equipment   | 出售物業、廠房及設備所得款項 32      | -                                 | 75                                |
| Addition of land use right                             | 土地使用權增加 6              | (1,330)                           | -                                 |
| Capital injection from a minority interest             | 少數股東注入資本               | -                                 | 1,500                             |
| Payment for investment in an associate                 | 投資於聯營公司所支付款項 10        | -                                 | (1,750)                           |
| Net cash used in investing activities                  | 投資活動所用現金淨額             | (43,505)                          | (88,111)                          |
| <b>Cash flows from financing activities</b>            | <b>融資活動現金流量</b>        |                                   |                                   |
| Proceeds from borrowings                               | 借貸所得款項                 | 102,215                           | 335,684                           |
| Repayment of borrowings                                | 償還借貸                   | (94,705)                          | (146,602)                         |
| Decrease in amount due to a director                   | 應付一董事款項減少              | (9)                               | (462)                             |
| Dividends paid to the Company's equity holders         | 向本公司權益持有人支付之股息 31      | (15,167)                          | (19,690)                          |
| Repurchase of shares                                   | 回購股份 16                | -                                 | (7,047)                           |
| Early unwinding of derivative financial instruments    | 提前贖回衍生金融工具             | -                                 | (29,835)                          |
| Net cash (used in)/generated from financing activities | 融資活動(所用)/所得現金淨額        | (7,666)                           | 132,048                           |
| <b>Net increase in cash and cash equivalents</b>       | <b>現金及等同現金項目增加淨額</b>   | <b>128,134</b>                    | <b>111,346</b>                    |
| Cash and cash equivalents at beginning of the year     | 年初之現金及等同現金項目           | 386,619                           | 275,226                           |
| Exchange (losses)/gains on cash and cash equivalents   | 現金及等同現金項目之匯兌(虧損)/收益    | (9)                               | 47                                |
| <b>Cash and cash equivalents at end of the year</b>    | <b>年終之現金及等同現金項目</b> 15 | <b>514,744</b>                    | <b>386,619</b>                    |

The notes on pages 54 to 121 are an integral part of these consolidated financial statements.

第54至121頁附註為該等綜合財務報表其中部分。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 1. General information

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

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

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

These consolidated financial statements are presented in Chinese Renminbi (RMB), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 8 April 2010.

### 2. Summary of significant accounting policies

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

#### 2.1 Basis of preparation

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

### 1. 一般資料

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

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

本公司以香港聯合交易所有限公司(「聯交所」)主板為其主要上市地點。

除另有指明者外，該等綜合財務報表均以人民幣列值。該等綜合財務報表於二零一零年四月八日經董事會批准發行。

### 2. 主要會計政策概要

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

#### 2.1 編製基準

本公司的綜合財務報表是根據《香港財務報告準則》(「HKFRSs」)、香港普遍採用的會計原則、香港《公司條例》的規定及《香港聯合交易所有限公司證券上市規則》(「主板上市規則」)中適用的披露規定編制。HKFRSs指香港會計師公會所頒布的《香港財務報告準則》及《香港會計準則》(「HKASs」)內所有適用的個別準則以及所有適用詮釋。綜合財務報表按照歷史成本法編製，並經重估就可供出售金融資產、按公平值透過損益記賬的金融資產和金融負債(包括衍生工具)按公平值列帳作出修訂。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### 2.1 Basis of preparation (continued)

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

#### Standards, amendments and interpretations effective in 2009

The Group has adopted all new/revised HKFRSs which were mandatory for the financial year beginning on or after 1 January 2009 and were pertinent to its operations. The applicable HKFRSs are set out below:

|                                   |   |
|-----------------------------------|---|
| HKAS 1 (Revised)                  | Presentation of financial statements  |
| HKAS 23 (Revised)                 | Borrowing costs   |
| Amendments to HKFRS 1 and HKAS 27 | Cost of an Investment in Subsidiary, Jointly Controlled Entity or Associate |
| HKFRS 2 (Amendment)               | Share-based payment   |
| HKFRS 7 (Amendment)               | Financial instruments: disclosures  |
| HKFRS 8                           | Operating segments  |
| HKFRSs (Amendments)               | Improvements to HKFRSs  |
| HKFRSs (Amendments)               | Improvements to HKFRSs 2009   |

#### HKAS 1 (Revised), 'Presentation of financial statements'

The revised standard requires items of income and expenses (that is 'non-owner changes in equity') to be presented separately from owner changes in equity but to be shown in a statement of comprehensive income. As a result the Group presents in the consolidated statement of changes in equity all owner changes in equity, whereas all non-owner changes in equity are presented in the consolidated statement of comprehensive income. Comparative information has been re-presented so that it also is in conformity with the revised standard. Since the change in accounting policy only impacts presentation aspects, there is no impact on earnings per share.

### 2. 主要會計政策概要(續)

#### 2.1 編製基準(續)

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

#### 在二零零九年已生效的準則、修訂及詮釋

本集團已採納所有於二零零九年一月一日或以後強制應用，而又與本集團業務有關之新／經修訂的HKFRSs。適用的HKFRSs載列如下：

|                        |                                      |
|------------------------|--------------------------------------|
| HKAS 1(經修訂)            | 財務報表的呈列                              |
| HKAS 23(經修訂)           | 借貸成本                                 |
| HKFRS 1及HKAS 27<br>修訂本 | 於一家附屬公司、<br>共同控制實體或<br>聯營公司的<br>投資成本 |
| HKFRS 2(修訂本)           | 以股份為基礎的支付                            |
| HKFRS 7(修訂本)           | 金融工具的披露                              |
| HKFRS 8                | 營運分部                                 |
| HKFRSs(修正)             | 香港財務報告準則<br>的改進                      |
| HKFRSs(修正)             | 二零零九年香港財務<br>報告準則的改進                 |

#### HKAS 1(經修訂)「財務報表的呈列」

此項經修訂準則將禁止於權益變動表內呈列收入及開支項目(即「非擁有人的權益變動」)，並規定「非擁有人的權益變動」須與擁有人權益變動分開呈列。所有「非擁有人的權益變動」將須於全面收益表中呈列。因此，本集團在合併權益變動表中列報全部所有者的權益變動，而非權益持有者的權益變動則在合併綜合收益表中列報。比較數字已重新列報，以符合修訂準則。由於會計政策的改變只影響列報方面，故此對每股收益並無影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.1 Basis of preparation (continued)

##### Standards, amendments and interpretations effective in 2009 (continued)

*HKAS 23 (Revised), 'Borrowing costs'*

The amendment requires an entity to capitalise borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset (one that takes a substantial period of time to get ready for use or sale) as part of the cost of that asset. The option of immediately expensing those borrowing costs has been removed. It is not expected to have any material impact on the Group's financial statements as the relevant borrowing cost have already been capitalized with qualifying assets by the Group in prior years' financial statements.

*Amendments to HKFRS 1 and HKAS 27, 'Cost of an Investment in Subsidiary, Jointly Controlled Entity or Associate'*

The amendments to HKFRS 1 and HKAS 27 require all dividends be presented as income in the separate financial statements of the investor (prior to the amendments, the investor recognises income from the investment only to the extent that the investor receives distributions from retained earnings of the investee arising after the date of acquisition, and distributions received in excess of such profits are regarded as recovery of investment and are recognised as a reduction of the cost of the investment). The amendments to HKFRS 1 and HKAS 27 require prospective application. The adoption of the amendments to HKFRS 1 and HKAS 27 did not have any financial impact to the Company as the Group did not receive distributions from subsidiaries that are in excess of their profits arising after the date of acquisition.

*HKFRS 2 (Amendment), 'Share-based payment'*

The amended standard deals with vesting conditions and cancellations. It clarifies that vesting conditions are service conditions and performance conditions only. Other features of a share-based payment are not vesting conditions. As such these features would need to be included in the grant date fair value for transactions with employees and others providing similar services, that is, these features would not impact the number of awards expected to vest or valuation thereof subsequent to grant date. All cancellations, whether by the entity or by other parties, should receive the same accounting treatment. The adoption of HKFRS 2 (Amendment) did not have any financial impact to the Group in 2009 or prior years as the Group did not have share-based payment arrangements which contain non-vesting features and no share-based payment arrangements have been cancelled.

### 2. 主要會計政策概要(續)

#### 2.1 編製基準(續)

##### 在二零零九年已生效的準則、修訂及詮釋(續)

*HKAS 23(經修訂)「借貸成本」*

此項修訂要求實體將有關收購、興建或生產一項合資格資產(即需要頗長時間才能以供使用或出售的資產)直接應佔的借貸成本資本化,作為該資產的部份成本。將該等借貸成本即時作費用支銷的選擇已被刪去。由於本集團已於以前年度之財務報表上,把相關借貸成本已於合資格資產一起資本化,預期本修訂對本集團財務報表不會造成重大影響。

*HKFRS 1及HKAS 27修訂本「於一家附屬公司、共同控制實體或聯營公司的投資成本」*

經修訂的HKFRS 1及HKAS 27規定,所有股息於投資者的獨立財務報表內列作收益(修訂之前,投資者只會將被投資一方從其被收購日期後的保留盈利所作的分派確認投資收益,超過此等溢利之數的分派概視作收回的投資,並自投資成本中扣除)。經修訂的HKFRS 1及HKAS27訂明其於生效日期起始適用。採納HKFRS 1及HKAS 27的修訂對本公司並無任何財務影響,因本集團並無自附屬公司收取其被收購以後的溢利以外的任何分派。

*HKFRS 2(修訂本)「以股份為基礎的支付」*

此項修訂準則處理有關歸屬條件和註銷,澄清了歸屬條件僅指服務條件和表現條件。以股份為基礎的付款的其他特徵不是歸屬條件。因此,此等特徵將需要包括在與僱員和其他提供類似服務人士的交易於授出日期的公平值內,亦即此等特徵將不影響授出日期後預期將歸屬的獎勵數目或估值。所有註銷,不論由實體或其他方作出,必須按相同的會計處理法入賬。採納HKFRS 2(修訂本),對集團於2009年或之前的年度,並無任何財務影響,因為集團並無附有非權益授予內容的以股份支付之安排,亦未有取消任何以股份支付之安排。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.1 Basis of preparation (continued)

##### Standards, amendments and interpretations effective in 2009 (continued)

*HKFRS 7 'Financial Instruments – Disclosures' (amendment)*

The amendment requires enhanced disclosures about fair value measurement and liquidity risk. In particular, the amendment requires disclosure of fair value measurements by level of a fair value measurement hierarchy. As the change in accounting policy only results in additional disclosures, there is no impact on earnings per share.

*HKFRS 8, 'Operating segments'*

HKFRS 8 replaces HKAS 14, 'Segment reporting'. It requires a 'management approach' under which segment information is presented on the same basis as that used for internal reporting purposes. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision-maker have been identified as the executive directors ("Executive Directors") that make strategic decisions. Following the adoption of HKFRS 8, the presentation of the segment results and segment assets has changed (see Note 5 for details).

*Improvements to HKFRSs*

In October 2008, the HKICPA published several improvements to HKFRSs which were based on the annual improvements project of IASB. In 2009, the Group adopted all such amendments which were pertinent to its operations. The adoption of the amendments had no material effect on how the results and financial position for the current or prior accounting years have been prepared and presented.

### 2. 主要會計政策概要(續)

#### 2.1 編製基準(續)

在二零零九年已生效的準則、修訂及詮釋(續)

*HKFRS 7 (修定本)「金融工具－披露」*

自二零零九年一月一日起生效。此項修改要求提高有關公允價值計量和流動性風險的披露。此修改特別要求按公允價值的計量架構披露公允價值計量。由於會計政策的改變只導致額外披露，故此對每股收益並無影響。

*HKFRS 8「營運分部」*

HKFRS 8取代了HKAS14「分部報告」。該準則規定採用「管理方針」，據此，分部資料按內部報告所採用的相同準備呈列。營運分部的呈報方式與向主要經營決策者提供的內部報告貫徹一致。執行董事為作出策略決定的主要經營決策者。於採納HKFRS 8後，分部業績及分部資產的呈報已改變(詳情載於附註5)。

*改善HKFRSs*

於二零零八年十月，香港會計師公會根據國際會計準則委員會的年度改善計劃公布多項對HKFRSs的改善。在所有此等修訂中，凡與集團業務有關者，集團均已於2009年全部採納。採納此等修訂並無對本會計年度或過往會計年度之業績及財務狀況之編製及呈報方式造成重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.1 Basis of preparation (continued)

##### Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group

The following standards, amendments and interpretations to existing standards have been published and are mandatory for the Group's accounting periods beginning on or after 1 July 2009 or later periods, but the Group has not early adopted:

|                      |  |
|----------------------|--|
| HKFRSs (Amendments)  | Improvements to HKFRSs <sup>1</sup>                                      |
| HKFRSs (Amendments)  | Improvements to HKFRSs 2009 <sup>2</sup>                                 |
| HKAS 24 (Revised)    | Related Party Disclosures <sup>3</sup>                                   |
| HKAS 27 (Revised)    | Consolidated and Separate Financial Statements <sup>4</sup>              |
| HKAS 32 (Amendments) | Classification of Rights Issues <sup>5</sup>                             |
| HKAS 39 (Amendments) | Eligible Hedged Items <sup>4</sup>                                       |
| HKFRS 1 (Amendment)  | Additional Exemptions for First-time Adopters <sup>6</sup>               |
| HKFRS 2 (Amendment)  | Group Cash-settled Share-based Payment Transactions <sup>6</sup>         |
| HKFRS 3 (Revised)    | Business Combinations <sup>3</sup>                                       |
| HKFRS 9              | Financial Instruments <sup>7</sup>                                       |
| HK(IFRIC) – INT 17   | Distributions of Non-cash Assets to Owners <sup>4</sup>                  |
| HK(IFRIC) – INT 19   | Extinguishing Financial Liabilities with Equity Instruments <sup>8</sup> |

- <sup>1</sup> Effective for annual periods beginning on or after 1 July 2009 for the amendments to HKFRS 5.
- <sup>2</sup> Effective for annual periods beginning on or after 1 July 2009 or 1 January 2010, as appropriate.
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2011.
- <sup>4</sup> Effective for annual periods beginning on or after 1 July 2009.
- <sup>5</sup> Effective for annual periods beginning on or after 1 February 2010.
- <sup>6</sup> Effective for annual periods beginning on or after 1 January 2010.
- <sup>7</sup> Effective for annual periods beginning on or after 1 January 2013.
- <sup>8</sup> Effective for annual periods beginning on or after 1 July 2010.

### 2. 主要會計政策概要(續)

#### 2.1 編製基準(續)

仍未生效而本集團亦無提早採納的準則、修訂及對現有準則的詮釋

以下為已公佈的準則、修訂及對現有準則的詮釋，而本集團必須在二零零九年七月一日或之後開始的會計期間或較後期間採納，但本集團並無提早採納：

|                          |                               |
|--------------------------|-------------------------------|
| HKFRSs(修正)               | 香港財務報告準則的改進 <sup>1</sup>      |
| HKFRSs(修正)               | 二零零九年香港財務申報準則的改進 <sup>2</sup> |
| HKAS 24(修訂)              | 關聯方的披露 <sup>3</sup>           |
| HKAS 27(修訂)              | 綜合及個別財務報表 <sup>4</sup>        |
| HKAS 32(修正)              | 供股之分類 <sup>5</sup>            |
| HKAS 39(修正)              | 合資格對沖項目 <sup>4</sup>          |
| HKFRS 1(修正)              | 首次採納的額外豁免 <sup>6</sup>        |
| HKFRS 2(修正)              | 集團現金結算之股權支付交易 <sup>6</sup>    |
| HKFRS 3(修訂)              | 業務合併 <sup>3</sup>             |
| HKFRS 9                  | 金融工具 <sup>7</sup>             |
| 香港(國際財務報告詮釋委員會) – 詮釋第17條 | 向擁有人分派非現金資產 <sup>4</sup>      |
| 香港(國際財務報告詮釋委員會) – 詮釋第19條 | 以股本工具抵銷財務負債 <sup>8</sup>      |

- <sup>1</sup> 香港財務報告準則第5條的修正，於二零零九年七月一日或其後開始的年度期間生效。
- <sup>2</sup> 二零零九年七月一日或二零一零年一月一日或其後開始的年度期間生效，按適用情況。
- <sup>3</sup> 於二零一一年一月一日或其後開始的年度期間生效。
- <sup>4</sup> 於二零零九年七月一日或其後開始的年度期間生效。
- <sup>5</sup> 於二零一零年二月一日或其後開始的年度期間生效。
- <sup>6</sup> 於二零一零年一月一日或其後開始的年度期間生效。
- <sup>7</sup> 於二零一三年一月一日或其後開始的年度期間生效。
- <sup>8</sup> 於二零一零年七月一日或其後開始的年度期間生效。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

#### 2.1 Basis of preparation (continued)

##### **Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group (continued)**

The adoption of HKFRS 3 (Revised) may affect the Group's accounting for business combination for which the acquisition date is on or after 1 January 2010. HKAS 27 (Revised) will affect the accounting treatment for changes in the Group's ownership interest in a subsidiary.

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

During the year ended 31 December 2008, the amortisation of and impairment of product development costs of RMB10,529,000 have been included in administrative expenses. Such amount has been reclassified to cost of sales to conform to current year presentation. This reclassification has no impact on the Group's operating profit and profit for the year ended 31 December 2008.

#### 2.2 Consolidation

The consolidated financial statements include the financial statements of the Company and all its subsidiaries made up to 31 December.

##### (a) Subsidiaries

Subsidiaries are entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

### 2. 主要會計政策概要(續)

#### 2.1 編製基準(續)

仍未生效而本集團亦無提早採納的準則、修訂及對現有準則的詮釋(續)

採納香港財務報告準則第3條(修訂)可能影響收購日期在二零一零年一月一日或其後本集團業務合併的會計處理。香港會計準則第27條(修訂)將會對本集團在其附屬公司的應佔權益變動的會計處理有所影響。

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

截至二零零八年十二月三十一日止年度，10,529,000元人民幣之攤銷和無形資產撥備已計入綜合收益表行政費用內，該金額已重新分類至已售貨品成本以符合本年列報。此重新分類對截至二零零八年十二月三十一日止年度的經營溢利及年內溢利沒有影響。

#### 2.2 綜合

綜合財務報表包括本公司及其所有附屬公司截至十二月三十一日止之財務報表。

##### (a) 附屬公司

附屬公司指本集團有權決定其財務及營運政策之所有實體(包括具特定用途實體)，且一般附有其超過一半投票權之股權。在評估本集團是否控制另一實體時，目前可行使或可兌換的潛在投票權的存在及影響均予以考慮。

附屬公司在控制權轉移至本集團之日全面綜合入帳。附屬公司在控制權終止之日起停止綜合入帳。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.2 Consolidation (continued)

##### (a) Subsidiaries (continued)

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. 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 their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. 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.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's balance sheet the investments in subsidiaries are stated at cost less provision for impairment losses (Note 2.7). The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

##### (b) Transactions with minority interest in connection with equity interests in subsidiaries

The Group applies a policy of treating transactions with minority interest as transactions with parties external to the Group. Disposals to minority interest result in gains and losses for the Group that are recorded in the consolidated income statement. Purchases from minority interest results in goodwill, being the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary.

### 2. 主要會計政策概要(續)

#### 2.2 綜合(續)

##### (a) 附屬公司(續)

本集團收購附屬公司時採用購買會計處理法。收購成本乃按交換日期所給予資產、所發行股本工具及所引致或承擔負債之公平值，加收購直接產生之成本計算。業務合併時所收購可識別資產及所承擔負債及或然負債，初步以收購日之公平值計算，而不考慮任何少數股東權益。收購成本超出本集團應佔所收購可識別資產淨值之差額乃記錄為商譽。倘收購成本低於所收購附屬公司資產淨值，則該差額則直接於收益表中確認。

集團內公司之間的交易、交易結餘及未變現收益乃予撇銷。除非所轉移資產證實已出現減值，否則未變現虧損亦予撇銷。附屬公司之會計政策已按需要作出修訂，確保與本集團所採納之政策貫徹一致。

在本公司之資產負債表內，於附屬公司之投資按成本值減減值虧損撥備列帳(附註2.7)。附屬公司之業績由本公司按已收及應收股息入帳。

##### (b) 與附屬公司權益有關之少數股東進行之交易

本集團政策是將與少數股東進行的交易視作本集團與外界人士進行之交易。向少數股東權益出售構成之集團收益及虧損，會記入綜合收益表內。向少數股東權益購買產生之商譽，即任何已付代價與相關應佔附屬公司資產淨值的帳面值之間的差異。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.2 Consolidation (continued)

##### (c) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost.

The Group's share of its associates' post-acquisition profits or losses is recognised in the consolidated income statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

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

#### 2.3 Segment reporting

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

### 2. 主要會計政策概要(續)

#### 2.2 綜合(續)

##### (c) 聯營公司

聯營公司指所有本集團對其有重大影響力而無控制權的實體，通常附帶有20%–50%投票權的股權。聯營公司投資以權益會計法入賬，初始以成本確認。

本集團應佔聯營公司的收購後利潤或虧損於綜合收益表內確認，而應佔其收購後儲備的變動則於儲備賬內確認。累計之收購後變動於投資賬面值中調整。如本集團應佔一家聯營公司之虧損等於或超過其在該聯營公司之權益，包括任何其他無抵押應收款，本集團不會確認進一步虧損，除非本集團已代聯營公司承擔責任或作出付款。

本集團與其聯營公司之間交易的未實現收益按集團在聯營公司權益的數額對銷。除非交易提供所轉讓資產減值之憑證，否則未實現虧損亦予以對銷。聯營公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

在聯營公司的投資所產生的攤薄盈虧於綜合收益表確認。

#### 2.3 分部呈報

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.4 Foreign currency translation

##### (a) Functional and presentation currency

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

##### (b) Transactions and balances

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

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

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

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

### 2. 主要會計政策概要(續)

#### 2.4 外幣換算

##### (a) 功能及呈列貨幣

本集團各實體之財務報表所列項目，均以該實體營運主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表以中國人民幣(「人民幣」)呈列，人民幣為本公司的功能貨幣及本集團的列帳貨幣。

##### (b) 交易及結餘

外幣交易按交易日之現行匯率換算為功能貨幣。除了符合在權益中遞延入賬的現金流量對沖和淨投資對沖外，結算此等交易產生的匯兌盈虧以及將外幣計值的貨幣資產和負債以年終匯率換算產生的匯兌盈虧在綜合收益表確認。

與借貸和現金及現金等價物有關的匯兌盈虧在收益表內的「融資收入或成本」中呈列。所有其他匯兌盈虧在收益表內的「其他收益/(虧損) – 淨額」中呈列。

以外幣為單位及被分類為可供出售證券之貨幣證券公平值轉變將在其證券攤銷成本轉變衍生之匯兌差額及其他證券帳面值轉變之間分配。與攤銷成本變動有關的匯兌差額確認為利潤或虧損，帳面值之其他轉變則在權益中確認。

非貨幣金融資產及負債(例如按公平值計入損益之權益)之匯兌差額將於損益中確認為公平值盈虧一部分。非貨幣金融資產(例如分類為可供出售之權益)之匯兌差額在權益之公平值儲備內列帳。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.4 Foreign currency translation (continued)

##### (c) Group companies

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

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

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is partly disposed of or sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

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

#### 2.5 Property, plant and equipment

##### (a) Construction-in-progress

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

### 2. 主要會計政策概要(續)

#### 2.4 外幣換算(續)

##### (c) 集團公司

集團旗下所有公司(當中沒有嚴重通脹經濟體系之貨幣)之功能貨幣倘有別於呈列貨幣,則其業績及財務狀況須按如下方式兌換為呈列貨幣:

- (i) 每份呈報的資產負債表所呈列之資產及負債按其結算日之收市匯率換算;
- (ii) 每份收益表所列收入及開支按平均匯率換算,惟倘該平均匯率並非交易日匯率累計影響的合理約數,則收入及開支按交易日的匯率換算;及
- (iii) 所有由此而產生之匯兌差額均確認為權益獨立組成部分。

於綜合帳目時,因換算於海外業務之淨投資、借貸及其他指定作為該等投資對沖的貨幣工具而產生之匯兌差額均計入股東權益內。當處置或出售部分海外業務時,有關匯兌差額乃於收益表確認為出售盈虧一部分。

收購海外實體時產生之商譽及公平值調整乃視為該海外實體之資產及負債處理,並按收市匯率換算。

#### 2.5 物業、廠房及設備

##### (a) 在建工程

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



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

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

##### (b) Other property, plant and equipment

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

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

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

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

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.7).

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

### 2. 主要會計政策概要(續)

#### 2.5 物業、廠房及設備(續)

##### (b) 其他物業、廠房及設備

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

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

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

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

於各結算日檢討及調整(倘適用)資產之餘值及可使用年期。

倘資產之帳面值超過其估計可收回金額，則資產之帳面值將即時減至其可收回金額(附註2.7)。

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.6 Intangible assets

##### (a) Research and development

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

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

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

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

Development assets are tested for impairment annually, in accordance with HKAS 36.

##### (b) Patents and technical know-how

Expenditure on acquired patents and technical know-how is capitalised and amortised using the straight-line method over its estimated useful life of 5 to 10 years, from the date when the patents and technical know-how is available for use.

### 2. 主要會計政策概要(續)

#### 2.6 無形資產

##### (a) 研究及開發成本

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

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

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

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

開發資產會根據香港會計準則36每年測試減值。

##### (b) 專利權及專門技術

購入專利權及專門技術所產生支出乃以直線法，按其估計可使用年期5至10年(自可使用該等專利權及專門技術日期起計)予以資本化及攤銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.7 Impairment of investments in subsidiaries, associates and non-financial assets

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

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

#### 2.8 Financial assets

##### 2.8.1 Classification

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

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

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

### 2. 主要會計政策概要(續)

#### 2.7 附屬公司、聯營公司及非金融資產減值

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

當收到子公司或聯營投資的股利時，而股利超過子公司或聯營在股利宣佈期間的總綜合收益，或在單獨財務報表的投資賬面值超過被投資方淨資產（包括商譽）在合併財務報表的賬面值，則必須對有關投資進行減值測試。

#### 2.8 金融資產

##### 2.8.1 分類

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

(a) 按公平值透過損益記賬的金融資產

按公平值透過損益記賬的金融資產指持有作買賣用途的金融資產。金融資產若在購入時主要用作在短期內出售，則分類為此類別。衍生工具除非被指定為對沖，否則亦分類為持作買賣用途。在此類別的資產分類為流動資產。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.8 Financial assets (continued)

##### 2.8.1 Classification (continued)

###### (b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Group's loans and receivables comprise 'trade and other receivables' in the balance sheet (Note 2.11).

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

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

##### 2.8.2 Recognition and measurement

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

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

### 2. 主要會計政策概要(續)

#### 2.8 金融資產(續)

##### 2.8.1 分類(續)

###### (b) 貸款及應收款

貸款及應收款為有固定或可釐定付款且沒有在活躍市場上報價的非衍生金融資產。此等項目包括在流動資產內，但若到期日由結算日起計超過12個月者，則分類為非流動資產。貸款及應收款列在資產負債表中「貿易及其他應收款」內(附註2.11)。

###### (c) 可供出售金融資產

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

##### 2.8.2 確認及計量

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

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.8 Financial assets (continued)

##### 2.8.2 Recognition and measurement (continued)

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

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

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models, making maximum use of market inputs and relying as little as possible on entity specific inputs.

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is considered an indicator that the security is impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the income statement – is removed from equity and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments are not reversed through the income statement. Impairment testing of trade receivables is described in Note 2.11.

### 2. 主要會計政策概要(續)

#### 2.8 金融資產(續)

##### 2.8.2 確認及計量(續)

以外幣計值並分類為可供出售之貨幣證券，其公平值的變動可就證券成本攤銷變動後的匯兌差額與帳面值的其他變動作出分析。貨幣性證券的折算差在損益表確認，非貨幣性證券的折算差額在其他綜合收益確認、分類為可供出售的貨幣性及非貨幣性證券的公平值變動在其他綜合收益中確認。

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

報價投資之公平值乃根據現行買入價計算。倘金融資產(以及非上市股份)之市場不活躍，本集團使用估價法確定公平值。估價法包括使用最近進行公平交易，參照大致相同的其他工具，折現現金流量分析和期權定價模型，並盡量使用市場的估價參數而非實體獨特的估價參數。

本集團在每個資產負債表日評估是否存在證明一項金融資產或一組金融資產出現減值的客觀證據。對於可供出售之股本證券，其公平值重大或長期下跌並低於其成本時，被認為是證券減值指標。倘可供出售金融資產有此等證據存在，則其累計虧損金額(即收購成本和當前公平值之間的差額)減先前於收益表確認之金融資產的任何減值虧損，從權益中移除，於收益表確認。股本工具確認的減值虧損，不再在收益表中轉回。應收貿易帳款之減值檢測載述於附註2.11。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.9 Derivative financial instruments and hedging activities

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

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

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

##### (a) Cash flow hedge

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

### 2. 主要會計政策概要(續)

#### 2.9 衍生金融工具

衍生工具初步按於衍生工具合約訂立日之公平值確認，其後按公平值重新計量。確認所產生之收益或虧損的方法取決於該衍生工具是否指定作對沖工具，如指定為對沖工具，則取決於其所對沖項目之性質。本集團指定若干衍生工具作為對沖一項已確認負債有關的特定風險或一項非常可能的預測交易(現金流量對沖)。

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

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

##### (a) 現金流量對沖

被指定並符合資格作為現金流量對沖之衍生工具之公平值變動的有效部份於其他綜合收益中確認。與無效部份有關的盈虧即時在收益表中的「其他收益／(虧損)－淨額」內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.9 Derivative financial instruments and hedging activities

(continued)

##### (a) Cash flow hedge (continued)

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

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

#### 2.10 Inventories

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

#### 2.11 Trade and other receivables

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

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

### 2. 主要會計政策概要(續)

#### 2.9 衍生金融工具(續)

##### (a) 現金流量對沖(續)

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

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

#### 2.10 存貨

存貨按成本或可變現淨值兩者間之較低者入帳。成本按加權平均法釐定。製成品及在製品成本包括原材料、直接人工、其他直接成本及相關生產開支(按正常經營規模計算)，惟不包括借款成本。可變現淨值指日常業務過程中之預計售價減適用銷售開支。

#### 2.11 應收交易帳款及其他應收款項

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

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.12 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

#### 2.13 Share capital

Ordinary shares are classified as equity.

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

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

#### 2.14 Trade payables

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

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

#### 2.15 Borrowings

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

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

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

### 2. 主要會計政策概要(續)

#### 2.12 現金及等同現金項目

現金及等同現金項目包括庫存現金、活期銀行存款、其他三個月或以內到期之短期高度流通之投資以及銀行透支。銀行透支在資產負債表的流動負債中貸款內列示。

#### 2.13 股本

普通股歸類為股本。

發行新股份或購股權直接所佔成本之增加，於權益中列為所得款項之扣減項目(扣除稅項)。

如任何集團公司購入本公司的權益股本(庫存股份)，所支付的代價，包括任何直接所佔的新增成本(扣除所得稅)，自本公司權益持有人應佔的權益中扣除，直至股份被註銷或重新發行為止。如股份其後被重新發行，任何已收取的代價(扣除任何直接所佔的新增交易成本及相關的所得稅影響)包括在本公司權益持有人的應佔權益內。

#### 2.14 貿易應付款

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

貿易應付款初步以公平值確認，其後利用實際利息法按攤銷成本計量。

#### 2.15 借款

借款初步按公平值扣除所產生之交易成本確認。借款其後按攤銷成本計算，所得款項(經扣除交易成本)及贖回價值間之任何差額於借貸期間以實際利率法於收益表內確認。

設立貸款融資時支付的費用倘部份或全部融資將會很有可能提取，該費用可遞延入賬直至貸款提取為止。如沒有證據證明部份或全部融資將會很有可能被提取，則該項費用資本化作為流動資金服務的預付款，並按有關融資期間攤銷。

除非本集團具備無條件權利遞延清償債務之期限至結算日後最少十二個月，否則借款將分類為流動負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.16 Current and deferred income tax

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

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

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

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

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

### 2. 主要會計政策概要(續)

#### 2.16 當期及遞延所得稅

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

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

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

遞延所得稅資產於可能出現未來應課稅溢利抵銷暫時差額時方會確認。

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.17 Employee benefits

##### (i) Employee leave entitlements

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

##### (ii) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the income statement, with a corresponding adjustment to equity.

The cash subscribed for the shares issued when the options are exercised is credited to share capital (nominal value) and share premium, net of any directly attributable transaction costs

The grant by the company of options over its equity instruments to the employees of subsidiary undertakings in the group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity.

##### (iii) Pension obligations

Group companies operate various defined contribution plans. The plans are generally funded through payments to trustee-administered funds. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity on a mandatory, contractual or voluntary basis. The Group has no legal or constructive obligations to pay further contributions. The contributions are recognised as employee benefit expense when they are due and are not reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

### 2. 主要會計政策概要(續)

#### 2.17 僱員福利

##### (i) 僱員假期福利

僱員年假福利在僱員享有時確認。就僱員計至結算日之服務年期所享年假估計須承擔之負債作出撥備。僱員可享有之病假及產假於享有時方予以確認。

##### (ii) 股份付款酬金

本集團推行按股本結算、以股份支付酬金之計劃。就換取購股權而獲得的僱員服務，按其公平值確認為開支。於歸屬期內列作開支的總金額，乃參照已授出的購股權之公平值釐定，不包括任何非市場歸屬條件(例如盈利能力及銷售增長目標)的影響。非市場歸屬條件包括在有關預期可予歸屬購股權數目的假設內。於各結算日，各實體均會修訂其估計預期可予歸屬的購股權數目，修訂原來估計數字(如有)之影響，則於收益表內確認，以及對股本作相應調整。

在期權行使時，認購發行股份的現金撥入股本(面值)和股本溢價，並扣除任何直接應佔的交易費用。

本公司向集團子公司的職工授予其權益工具的期權，被視為資本投入。收取職工服務的公允價值，參考授出日的公允價值計量，並在等待期內確認，作為對子公司投資的增加，並相應對權益貸記。

##### (iii) 退休金責任

集團公司營運多項定額供款計劃。一般透過信託管理基金撥付計劃供款。定額供款計劃為本集團向一獨立實體作出強制、合約或自願性質定額供款之退休金計劃。倘基金所持資產並不足以支付所有僱員有關僱員於當期或以往期間服務之福利，本集團並無法律或推定責任作進一步供款。供款於到期時確認為僱員福利開支，且不會以僱員在取得全數供款前退出計劃而被沒收之供款作扣減。預繳供款確認為資產，惟須以可獲現金退款或扣減日後供款為限。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2. Summary of significant accounting policies

(continued)

#### 2.18 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Group's activities. Revenue is shown, net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group. Revenue is recognised as follow:

(a) *Sales of goods*

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

(b) *Interest income*

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

#### 2.19 Operating leases

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

*Land use rights*

The up-front prepayments made for the land use rights are capitalised on the balance sheet and are expensed in the income statement on a straight-line basis over the period of the lease or where there is impairment, the impairment is expensed in the income statement.

#### 2.20 Dividend distribution

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

### 2. 主要會計政策概要(續)

#### 2.18 收益確認

收益包括於本集團日常業務過程中銷售貨品已收或應收代價之公平值，並於扣除增值稅、退貨、回扣及折扣，以及撇銷集團內銷售額後呈列。收益乃於下列情況確認：

(a) *銷售貨品*

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

(b) *利息收入*

利息收入乃採用實際利率法確認。倘應收款項出現減值，本集團會將帳面值減至其可收回款額，即估計日後現金流按該工具之原定實際利率貼現之數額，並繼續解除貼現作為利息收入。減值貸款之利息收入按原定實際利率確認。

#### 2.19 經營租約

資產擁有權之大部分風險及回報仍屬出租人所有之租約，一概列為經營租約。根據經營租約支付之款項須扣除自出租人所得任何優惠，按直線法於租期內自收益表扣除。

*土地使用權*

土地使用權之前期預付款項將於租約期間內以直線法在收益表內扣除，或倘出現減值，減值將於收益表內扣除。於過往年度，土地使用權乃按成本減累計減值列賬。

#### 2.20 股息分派

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3. Financial risk management

#### 3.1 Financial risk factors

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

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

##### (a) Credit risk

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

Trade receivables are due within three months from the date of billing. As at 31 December 2009, 79% of the total trade receivables was due within three months (2008: 91%).

As at 31 December 2009, the five largest customers accounted for 47% of the trade receivables carrying amount (2008: 34%).

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

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

### 3. 財務風險管理

#### 3.1 財務風險因素

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

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

##### (a) 信貸風險

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

應收賬款在出具賬單日起計三個月內到期。於二零零九年十二月三十一日，79%的應收賬款總額將於未來三個月內被支付(二零零八年：91.0%)。

於二零零九年十二月三十一日，應收賬款賬面金額中有47%來自本集團五個最大之客戶(二零零八年：34%)。

信貸風險敞口上限為合併資產負債表中應收賬款的賬面金額。

有關本集團的應收賬款的信貸風險敞口的信息已在附註13披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3. Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

##### (b) Liquidity risk

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

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

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 流動資金風險

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

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

|                                   |                      | Carrying amount | Total contractual undiscounted cash flow | Within 1 year | More than 1 year      | More than 2 years     | More than 5 years |
|-----------------------------------|----------------------|-----------------|--|---------------|-----------------------|-----------------------|-------------------|
|                                   |                      |                 |  | or on demand  | but less than 2 years | but less than 5 years |                   |
| The Group                         | 本集團                  | 賬面值             | 已訂約而未貼現的現金流量總額                           | 接獲通知時一年內或     | 但不足兩年                 | 但不足五年                 | 五年後               |
|                                   |                      | RMB'000         | RMB'000                                  | RMB'000       | RMB'000               | RMB'000               | RMB'000           |
|                                   |                      | 人民幣千元           | 人民幣千元                                    | 人民幣千元         | 人民幣千元                 | 人民幣千元                 | 人民幣千元             |
| <b>At 31 December 2009</b>        | <b>於二零零九年十二月三十一日</b> |                 |  |               |                       |                       |                   |
| Borrowings                        | 借貸                   | 352,785         | 367,121                                  | 263,202       | 79,641                | 22,308                | 1,970             |
| Derivative financial instruments  | 衍生金融工具               | 2,750           | 2,750                                    | 1,833         | 917                   | -                     | -                 |
| Trade payables and bills payables | 應付交易賬款及應付票據          | 72,824          | 72,824                                   | 72,824        | -                     | -                     | -                 |
| Accruals and other payables       | 應計費用及其他應付款項          | 22,699          | 22,699                                   | 22,699        | -                     | -                     | -                 |
| <b>At 31 December 2008</b>        | <b>於二零零八年十二月三十一日</b> |                 |  |               |                       |                       |                   |
| Borrowings                        | 借貸                   | 345,475         | 361,302                                  | 127,495       | 127,112               | 101,662               | 5,033             |
| Derivative financial instruments  | 衍生金融工具               | 5,014           | 5,014                                    | -             | -                     | 5,014                 | -                 |
| Trade payables and bills payables | 應付交易賬款及應付票據          | 69,764          | 69,764                                   | 69,764        | -                     | -                     | -                 |
| Accruals and other payables       | 應計費用及其他應付款項          | 20,558          | 20,558                                   | 20,558        | -                     | -                     | -                 |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3. Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

(b) Liquidity risk (continued)

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

(b) 流動資金風險(續)

|                                      |                      | Carrying amount | Total contractual undiscounted cash flow | Within                     |  |   | More than 5 years |
|--------------------------------------|----------------------|-----------------|--|----------------------------|--|---|-------------------|
|                                      |                      |                 |  | Within 1 year or on demand | More than 1 year but less than 2 years | More than 2 years but less than 5 years |                   |
|                                      |                      | 賬面值             | 而未貼現的現金流量總額                              | 一年內或接獲通知時                  | 一年後但不足兩年                               | 二年後但不足五年                                | 五年後               |
|                                      |                      | RMB'000         | RMB'000                                  | RMB'000                    | RMB'000                                | RMB'000                                 | RMB'000           |
|                                      |                      | 人民幣千元           | 人民幣千元                                    | 人民幣千元                      | 人民幣千元                                  | 人民幣千元                                   | 人民幣千元             |
| <b>The Company</b>                   | <b>本公司</b>           |                 |  |                            |  |   |                   |
| <b>At 31 December 2009</b>           | <b>於二零零九年十二月三十一日</b> |                 |  |                            |  |   |                   |
| Borrowings                           | 借貸                   | 168,800         | 174,462                                  | 117,419                    | 57,043                                 | -                                       | -                 |
| Derivative financial instruments     | 衍生金融工具               | 2,750           | 2,750                                    | 1,833                      | 917                                    | -                                       | -                 |
| Accruals and other payables          | 應計費用及其他應付款項          | 1,834           | 1,834                                    | 1,834                      | -                                      | -                                       | -                 |
| Financial guarantees to subsidiaries | 財務擔保予子公司             | 82,215          | 82,215                                   | 42,215                     | 20,000                                 | 20,000                                  | -                 |
| <b>At 31 December 2008</b>           | <b>於二零零八年十二月三十一日</b> |                 |  |                            |  |   |                   |
| Borrowings                           | 借貸                   | 223,810         | 226,067                                  | 55,331                     | 113,559                                | 57,177                                  | -                 |
| Derivative financial instruments     | 衍生金融工具               | 5,014           | 5,014                                    | -                          | -                                      | 5,014                                   | -                 |
| Accruals and other payables          | 應計費用及其他應付款項          | 2,600           | 2,600                                    | 2,600                      | -                                      | -                                       | -                 |
| Financial guarantees to subsidiaries | 財務擔保予子公司             | 57,245          | 57,245                                   | 7,245                      | 10,000                                 | 40,000                                  | -                 |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3. Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

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

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

During 2009 and 2008, the Group's borrowings at variable rate were denominated in United States dollars ("USD"), RMB and Hong Kong dollars ("HKD").

It is estimated that a general increase/decrease of 100 basis points as at 31 December 2009 in bank borrowing interest rates for bank loans with all other variables held constant would decrease/increase the profit after taxation by approximately RMB3,210,000 (2008: RMB3,121,000).

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

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (c) 現金流量及公平值利率風險

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

於二零零九年及二零零八年內，本集團按浮動利率計算的貸款以美元(「美元」)、人民幣和港元(「港元」)為單位。

於二零零九年十二月三十一日，估計銀行貸款的利率普遍上升/下降100個基準點，如果所有其他變量保持不變，除稅後利潤會減少/增加約3,210,000元人民幣(二零零八年：100個基準點：3,121,000元人民幣)。

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



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3. Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

##### (d) Foreign exchange risk

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

The Group's assets and liabilities, and transactions arising from its operations primarily do not expose to material foreign exchange risk. Other than certain trade receivables, cash and cash equivalents, borrowings and derivative financial instruments denominated in USD and HKD, details of which have been disclosed in Note 13, Note 15, Note 18 and Note 21 respectively, the Group's assets and liabilities are primarily denominated in RMB. Other than approximately 33% (2008: 31%) of the sales are denominated in USD and certain expenses in HKD, the Group mainly generates RMB from sales in Mainland China to meet its liabilities denominated in RMB. The Group has not used any forward contracts as the cost-benefit is considered not effective. The Group has used foreign currency bank borrowings to minimize its exposure on foreign exchange risk.

RMB has experienced certain appreciation in recent years which is the major reason for the exchange losses arised from operating activities and exchange gain arised from financing activities recognised by the Group for the years ended 31 December 2009 and 2008. Further depreciation or appreciation of USD and HKD against RMB will affect the Group's financial position and results of operations.

A 1% strengthening/weakening RMB against USD and HKD as at the respective balance sheet dates would increase/decrease profit after taxation by approximately RMB1,200,000 (2008: RMB1,713,000) and decrease/increase profit after taxation by approximately RMB139,000 (2008: RMB142,000) respectively, mainly as a result of foreign exchange gain/loss on translation of USD denominated bank borrowings and foreign exchange loss/gain on translation of HKD denominated cash and cash equivalents.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (d) 外匯風險

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

本集團的資產與負債以及業務過程中的交易基本上並無重大外匯風險。除若干應收交易帳款、現金及等同現金項目、借貸以及衍生金融工具以美元及港元計值(詳情分別於附註13、附註15、附註18及附註21披露)外，本集團的資產及負債主要以人民幣計值。除約33%(二零零八年：31%)的銷售以美元計值以及若干港元開支外，本集團在中國的銷售主要賺取人民幣，以償付按人民幣計值的負債。由於遠期合約的成本效益不大，故本集團並無採用。本集團採用外幣銀行借貸減低有關外匯風險。

近年人民幣多番升值，是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確認經營活動產生的匯兌虧損及融資活動產生的匯兌收益的主因。美元及港元兌人民幣進一步貶值或升值均會影響本集團的財務狀況及經營業績。

於各相關結算日，人民幣兌美元及港元升值／貶值1%會分別增加／減少除稅後溢利約人民幣1,200,000元(二零零八年：人民幣1,713,000元)及減少／增加稅後溢利約人民幣139,000元(二零零八年：人民幣142,000元)，主要因為換算以美元為單位的銀行貸款所得的匯兌盈利／虧損及換算以港元為單位的現金及現金等同項目所得的匯兌虧損／盈利。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3. Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

##### (e) Price risk

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

#### 3.2 Capital risk management

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

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

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

During 2009, the Group's strategy, which was unchanged from 2008, was to maintain the debt equity ratio to be in a net cash position. The net cash amounts at 31 December 2009 and 2008 were as follows:

|  |                       | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|-----------------------|-----------------------------------|-----------------------------------|
| Total borrowings (Note 18)                   | 總借貸(附註18)             | (352,785)                         | (345,475)                         |
| Less: Cash and cash equivalents<br>(Note 15) | 減: 現金及現金等價物<br>(附註15) | 514,744                           | 386,619                           |
| Net cash                                     | 淨現金                   | 161,959                           | 41,144                            |

The increase in the net cash position during 2009 resulted primarily from the net cash generated from operating activities.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (e) 價格風險

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

#### 3.2 資金風險管理

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

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

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

本集團在二零零九年的策略與二零零八年比較維持不變，為致力將負債比率維持在淨現金水平。在二零零九年及二零零八年十二月三十一日，淨現金之金額如下：

二零零九年淨現金水平增加主要因為經營業務所得現金淨額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 3. Financial risk management (continued)

#### 3.3 Fair value estimation

Effective 1 January 2009, the Group adopted the amendment to HKFRS 7 for financial instruments that are measured in the balance sheet at fair value. This requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Level 1 – Quoted price (unadjusted) in active markets for identical assets or liabilities. The Group does not have this type of financial instruments.
- Level 2 – Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). As at 31 December 2009, the Group had derivative financial instruments of RMB2,750,000 (2008: RMB5,014,000) that are within this category.
- Level 3 – Inputs for asset or liability that are not based on observable market data (that is, unobservable inputs). As at 31 December 2009, the Group had available-for-sale financial assets of RMB400,000 (2008: RMB400,000) that are within this category.

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

### 3. 財務風險管理(續)

#### 3.3 公平值估計

由二零零九年一月一日起，本集團採納香港財務報告準則7有關金融工具在資產負債表按公允價值計量的修改，其規定按下列公允價值計量架構披露公允價值計量：

- 相同資產或負債在活躍市的報價(未經調整)(第1層)。本集團並無此種類的金融工具。
- 除了第1層所包括的報價外，該資產和負債的可觀察的其他輸入，可為直接(即例如價格)或間接(即源自價格)(第2層)。於二零零九年十二月三十一日，本集團擁有屬此類別的衍生金融工具2,750,000元人民幣(二零零八年：5,014,000元人民幣)。
- 資產和負債並非依據可觀察市場數據的輸入(即非可觀察輸入)(第3層)，於二零零九年十二月三十一日，本集團擁有屬此類別的可供出售金融資產400,000元人民幣(二零零八年：400,000元人民幣)。

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 4. Critical accounting estimates and judgements

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

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

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

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

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

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

### 4. 重大會計估計及判斷

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

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

#### (a) 物業、廠房及設備之估計可用年期

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

#### (b) 無形資產、存貨及應收交易帳款之估計減值

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 4. Critical accounting estimates and judgements

(continued)

#### (c) Income taxes

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

### 5. Turnover and segment information

#### (a) Turnover

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

|   | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|---|-----------------------------------|-----------------------------------|
| Sale of goods 銷售貨品<br>(net of value-added tax) (已扣除增值稅) | <b>728,494</b>                    | 739,973                           |

#### (b) Segment information

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

As at 31 December 2009, the Group is organised into two main operating segments:

- (1) manufacturing and selling of fine chemicals; and
- (2) trading of natural materials and fine chemicals.

### 4. 重大會計估計及判斷(續)

#### (c) 所得稅

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

### 5. 銷售額及分部資料

#### (a) 營業額

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

#### (b) 分部資料

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

於二零零九年十二月三十一日，本集團分為兩大主要經營分部：

- (1) 生產及銷售精細化學品；及
- (2) 買賣天然原料及精細化學品。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

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

The segment results for the year ended 31 December 2009 are as follows:

|                                     |             | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|-------------------------------------|-------------|-----------------------------------|-----------------------------------|
| <b>Revenue</b>                      | <b>收益</b>   |                                   |                                   |
| Manufacturing                       | 生產          | 655,959                           | 630,694                           |
| Trading                             | 貿易          | 72,535                            | 109,279                           |
| <b>Total revenue</b>                | <b>總收益</b>  | <b>728,494</b>                    | 739,973                           |
| <b>Segment results</b>              | <b>分部業績</b> |                                   |                                   |
| Manufacturing                       | 生產          | 160,926                           | 179,159                           |
| Trading                             | 貿易          | 6,162                             | 2,919                             |
| Unallocated corporate expense – net | 未分配公司支出－淨額  | (30,074)                          | (41,333)                          |
| Finance costs, net                  | 融資成本、淨額     | (16,036)                          | (6,776)                           |
| Income tax expense                  | 所得稅開支       | (13,296)                          | (19,513)                          |
| <b>Profit for the year</b>          | <b>年內溢利</b> | <b>107,682</b>                    | 114,456                           |

### 5. 銷售額及分部資料(續)

#### (b) 分部資料(續)

截至二零零九年十二月三十一日止年度之分部業績如下：

Other segment items included in the consolidated income statement are as follows: 計入綜合收益表之其他分部項目如下：

|   |                       | Manufacturing<br>生產               |                                   | Trading<br>貿易                     |                                   |
|---|-----------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|   |                       | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
| Depreciation (Note 7)   | 折舊(附註7)               | 26,136                            | 21,170                            | 107                               | 96                                |
| Amortisation (Notes 6 and 8)  | 攤銷(附註6及8)             | 8,778                             | 5,227                             | -                                 | -                                 |
| (Reversal of)/provision for impairment of intangible assets (Note 8)  | 無形資產減值(撥回)/撥備(附註8)    | (856)                             | 5,412                             | -                                 | -                                 |
| (Reversal of)/provision for impairment of inventories (Note 12)       | 存貨減值(撥回)/撥備(附註12)     | (255)                             | 928                               | (5,721)                           | 5,733                             |
| Write-down of inventories (Note 12)                                   | 存貨減記(附註12)            | 1,396                             | -                                 | -                                 | -                                 |
| Provision for/(reversal of) impairment of trade receivables (Note 13) | 應收交易帳款減值撥備/(撥回)(附註13) | 109                               | 51                                | 17                                | (29)                              |
| (Reversal of)/provision for impairment of other receivables (Note 14) | 其他應收款減值(撥回)/撥備(附註14)  | (3,000)                           | 3,000                             | -                                 | -                                 |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

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

The segment assets and liabilities as at 31 December 2009 and capital expenditure for the year then ended are as follows:

|                                |             | 2009<br>二零零九年<br>RMB'000<br>人民幣千元           | 2008<br>二零零八年<br>RMB'000<br>人民幣千元           |
|--------------------------------|-------------|---|---|
| <b>Segment assets</b>          | <b>分部資產</b> |   |   |
| Manufacturing                  | 生產          | <b>705,035</b>                              | 679,159                                     |
| Trading                        | 貿易          | <b>21,583</b>                               | 30,875                                      |
| Cash and cash equivalents      | 現金及現金等價物    | <b>541,866</b>                              | 423,983                                     |
| Other corporate assets         | 其他公司資產      | <b>47,638</b>                               | 83,643                                      |
| <b>Total assets</b>            | <b>資產總值</b> | <b>1,316,122</b>                            | 1,217,660                                   |
| <b>Segment liabilities</b>     | <b>分部負債</b> |   |   |
| Manufacturing                  | 生產          | <b>97,343</b>                               | 92,881                                      |
| Trading                        | 貿易          | <b>7,251</b>                                | 10,303                                      |
| Bank borrowings                | 銀行貸款        | <b>321,015</b>                              | 312,056                                     |
| Deferred tax liabilities       | 遞延稅項負債      | <b>10,500</b>                               | 13,500                                      |
| Current income tax liabilities | 即期所得稅負債     | <b>3,886</b>                                | 2,070                                       |
| Other corporate liabilities    | 其他公司負債      | <b>32,142</b>                               | 37,878                                      |
| <b>Total liabilities</b>       | <b>負債總額</b> | <b>472,137</b>                              | 468,688                                     |
|                                |             | <b>2009<br/>二零零九年<br/>RMB'000<br/>人民幣千元</b> | <b>2008<br/>二零零八年<br/>RMB'000<br/>人民幣千元</b> |
| <b>Capital expenditure</b>     | <b>資本開支</b> |   |   |
| Manufacturing                  | 生產          | <b>43,407</b>                               | 87,845                                      |
| Trading                        | 貿易          | <b>98</b>                                   | 91  |
|                                |             | <b>43,505</b>                               | 87,936                                      |

Segment assets consist primarily of land use rights, property, plant and equipment, intangible assets, inventories and receivables. Segment liabilities comprise operating liabilities. They exclude items such as cash and cash equivalents, taxation and corporate borrowings. Capital expenditure comprises additions to property, plant and equipment (Note 7), land use rights (Note 6), and intangible assets (Note 8).

### 5. 銷售額及分部資料(續)

#### (b) 分部資料(續)

於二零零九年十二月三十一日之資產及負債分部以及截至該日止年度之資本開支如下：

|                                |             | 2009<br>二零零九年<br>RMB'000<br>人民幣千元           | 2008<br>二零零八年<br>RMB'000<br>人民幣千元           |
|--------------------------------|-------------|---|---|
| <b>Segment assets</b>          | <b>分部資產</b> |   |   |
| Manufacturing                  | 生產          | <b>705,035</b>                              | 679,159                                     |
| Trading                        | 貿易          | <b>21,583</b>                               | 30,875                                      |
| Cash and cash equivalents      | 現金及現金等價物    | <b>541,866</b>                              | 423,983                                     |
| Other corporate assets         | 其他公司資產      | <b>47,638</b>                               | 83,643                                      |
| <b>Total assets</b>            | <b>資產總值</b> | <b>1,316,122</b>                            | 1,217,660                                   |
| <b>Segment liabilities</b>     | <b>分部負債</b> |   |   |
| Manufacturing                  | 生產          | <b>97,343</b>                               | 92,881                                      |
| Trading                        | 貿易          | <b>7,251</b>                                | 10,303                                      |
| Bank borrowings                | 銀行貸款        | <b>321,015</b>                              | 312,056                                     |
| Deferred tax liabilities       | 遞延稅項負債      | <b>10,500</b>                               | 13,500                                      |
| Current income tax liabilities | 即期所得稅負債     | <b>3,886</b>                                | 2,070                                       |
| Other corporate liabilities    | 其他公司負債      | <b>32,142</b>                               | 37,878                                      |
| <b>Total liabilities</b>       | <b>負債總額</b> | <b>472,137</b>                              | 468,688                                     |
|                                |             | <b>2009<br/>二零零九年<br/>RMB'000<br/>人民幣千元</b> | <b>2008<br/>二零零八年<br/>RMB'000<br/>人民幣千元</b> |
| <b>Capital expenditure</b>     | <b>資本開支</b> |   |   |
| Manufacturing                  | 生產          | <b>43,407</b>                               | 87,845                                      |
| Trading                        | 貿易          | <b>98</b>                                   | 91  |
|                                |             | <b>43,505</b>                               | 87,936                                      |

分部資產主要包括土地使用權、物業、廠房及設備、無形資產、存貨及應收款項。分部負債包括經營負債，但不包括現金及等同現金項目、稅項及公司借貸等項目。資本開支包括物業、廠房及設備(附註7)、土地使用權(附註6)以及無形資產(附註8)之增額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

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

The Group's two operating segments operate in three main geographical areas.

|                                      |                  | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--------------------------------------|------------------|-----------------------------------|-----------------------------------|
| Turnover                             | 營業額              |                                   |                                   |
| – Mainland China                     | – 中國內地           | 484,267                           | 509,424                           |
| – Europe                             | – 歐洲             | 143,138                           | 117,290                           |
| – Asia<br>(excluding Mainland China) | – 亞洲<br>(中國內地除外) | 56,546                            | 82,295                            |
| – Others                             | – 其他             | 44,543                            | 30,964                            |
|                                      |                  | <b>728,494</b>                    | 739,973                           |

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

### 5. 銷售額及分部資料(續)

#### (b) 分部資料(續)

本集團兩大經營分部於三個主要地區經營。

銷售額乃按客戶所在地區／國家分配。

|                  |        | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|------------------|--------|-----------------------------------|-----------------------------------|
| Total assets     | 資產總值   |                                   |                                   |
| – Mainland China | – 中國內地 | 1,250,453                         | 1,145,388                         |
| – Hong Kong      | – 香港   | 63,784                            | 70,039                            |
| – Unallocated    | – 未分配  | 1,885                             | 2,233                             |
|                  |        | <b>1,316,122</b>                  | 1,217,660                         |

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

資產總值乃按資產所在地分配。

No geographical analysis of capital expenditure is presented as substantially all of the Group's capital expenditure was incurred in respect of assets located in Mainland China.

由於本集團絕大部分資本開支就位於中國內地之資產產生，因此並無呈報資本開支之地區分析。

Revenues of RMB156,126,000 (2008: RMB129,798,000) and RMB92,787,000 (2008: RMB73,590,000) are derived from two major customers. These revenues are mainly attributable to the manufacturing segment.

來自兩個主要客戶的收益分別為156,126,000元人民幣(二零零八年:129,798,000元人民幣)及2,787,000元人民幣(二零零八年:73,590,000元人民幣)。此等收益主要來自生產分部。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 6. Land use rights – Group

The Group's interests in land use rights represent prepaid operating lease payments and their net book values are analysed as follows:

|  |               | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|---------------|-----------------------------------|-----------------------------------|
| In Mainland China, held on<br>Leases of between 10 to 50 years | 於中國內地，按10至50年 | <b>9,851</b>                      | 8,631                             |

### 6. 土地使用權－集團

本集團於土地使用權之權益指預付經營租約款項，其帳面淨值分析如下：

|   |                      | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|---|----------------------|-----------------------------------|-----------------------------------|
| Opening net book amount                                       | 年初帳面淨值               | <b>8,631</b>                      | 8,741                             |
| Additions   | 添置                   | <b>1,330</b>                      | -                                 |
| Amortisation of prepaid operating<br>lease payments (Note 24) | 攤銷預付經營租約款項<br>(附註24) | <b>(110)</b>                      | (110)                             |
| Closing net book amount                                       | 期終帳面淨值               | <b>9,851</b>                      | 8,631                             |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 7. Property, plant and equipment – Group

### 7. 物業、廠房及設備－集團

|                                    |                   | Buildings<br>樓宇<br>RMB'000<br>人民幣千元 | Plant and<br>machinery<br>廠房及機器<br>RMB'000<br>人民幣千元 | Leasehold<br>improvements,<br>office furniture<br>and equipment<br>租賃物業、<br>裝修、辦公室<br>傢俬及設備<br>RMB'000<br>人民幣千元 | Motor<br>vehicles<br>汽車<br>RMB'000<br>人民幣千元 | Construction-<br>in-progress<br>在建工程<br>RMB'000<br>人民幣千元 | Total<br>合計<br>RMB'000<br>人民幣千元 |
|------------------------------------|-------------------|-------------------------------------|---|---|---|--|---------------------------------|
| <b>At 1 January 2008</b>           | 於二零零八年一月一日        |                                     |   |   |   |  |                                 |
| Cost                               | 成本                | 57,304                              | 142,641   | 7,863   | 3,809                                       | 168,510  | 380,127                         |
| Accumulated depreciation           | 累計折舊              | (8,891)                             | (28,825)  | (2,339)   | (3,233)                                     | –  | (43,288)                        |
| Net book amount                    | 帳面淨值              | 48,413                              | 113,816   | 5,524   | 576   | 168,510  | 336,839                         |
| <b>Year ended 31 December 2008</b> | 截至二零零八年十二月三十一日止年度 |                                     |   |   |   |  |                                 |
| Opening net book amount            | 年初帳面淨值            | 48,413                              | 113,816   | 5,524   | 576   | 168,510  | 336,839                         |
| Additions                          | 添置                | –                                   | 256   | 1,988   | 244   | 57,825   | 60,313                          |
| Transfers                          | 轉撥                | 55,729                              | 117,872   | –   | –   | (173,601)  | –                               |
| Disposals (Note 32)                | 出售(附註32)          | –                                   | –   | (21)  | (47)  | –  | (68)                            |
| Depreciation (Note 24)             | 折舊(附註24)          | (2,729)                             | (16,902)  | (1,145)   | (490)                                       | –  | (21,266)                        |
| Closing net book amount            | 年終帳面淨值            | 101,413                             | 215,042   | 6,346   | 283   | 52,734   | 375,818                         |
| <b>At 31 December 2008</b>         | 於二零零八年十二月三十一日     |                                     |   |   |   |  |                                 |
| Cost                               | 成本                | 113,033                             | 260,769   | 9,787   | 3,415                                       | 52,734   | 439,738                         |
| Accumulated depreciation           | 累計折舊              | (11,620)                            | (45,727)  | (3,441)   | (3,132)                                     | –  | (63,920)                        |
| Net book amount                    | 帳面淨值              | 101,413                             | 215,042   | 6,346   | 283   | 52,734   | 375,818                         |
| <b>Year ended 31 December 2009</b> | 截至二零零九年十二月三十一日止年度 |                                     |   |   |   |  |                                 |
| Opening net book amount            | 年初帳面淨值            | 101,413                             | 215,042   | 6,346   | 283   | 52,734   | 375,818                         |
| Additions                          | 添置                | –                                   | 365   | 309   | –   | 33,957   | 34,631                          |
| Transfers                          | 轉撥                | 161                                 | 31,870  | –   | –   | (32,031)   | –                               |
| Disposals (Note 32)                | 出售(附註32)          | –                                   | –   | (15)  | –   | –  | (15)                            |
| Depreciation (Note 24)             | 折舊(附註24)          | (3,287)                             | (21,373)  | (1,363)   | (220)                                       | –  | (26,243)                        |
| Closing net book amount            | 年終帳面淨值            | 98,287                              | 225,904   | 5,277   | 63  | 54,660   | 384,191                         |
| <b>At 31 December 2009</b>         | 於二零零九年十二月三十一日     |                                     |   |   |   |  |                                 |
| Cost                               | 成本                | 113,194                             | 293,004   | 9,940   | 3,415                                       | 54,660   | 474,213                         |
| Accumulated depreciation           | 累計折舊              | (14,907)                            | (67,100)  | (4,663)   | (3,352)                                     | –  | (90,022)                        |
| Net book amount                    | 帳面淨值              | 98,287                              | 225,904   | 5,277   | 63  | 54,660   | 384,191                         |

The Group's buildings including buildings under construction, totalling RMB129,300,000 (2008: RMB112,038,000) are built on pieces of land in Mainland China with lease terms of 50 years up to December 2047, December 2048, May 2053 and April 2054 respectively.

本集團之樓宇包括在建樓宇合共129,300,000元人民幣(二零零八年: 112,038,000元人民幣), 建於中國內地多幅土地上, 為租期50年, 分別於二零四七年十二月、二零四八年十二月、二零五三年五月及二零五四年四月屆滿。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 7. Property, plant and equipment – Group (continued)

Depreciation expense of RMB23,644,000 (2008: RMB18,099,000) has been charged in cost of goods sold and RMB2,599,000 (2008: RMB3,167,000) in administrative expenses.

Analysis of construction-in-progress is:

|  |             | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|-------------|-----------------------------------|-----------------------------------|
| Construction costs of buildings                        | 樓宇建築成本      | 31,013                            | 10,625                            |
| Cost of leasehold improvements and plant and machinery | 租賃物業及廠房與機器成 | 23,647                            | 42,109                            |
|  |             | <b>54,660</b>                     | 52,734                            |

Property, plant and equipment with a net book amount of RMB84,854,000 (2008: RMB70,090,000) were pledged as collateral for the Group's borrowings.

### 7. 物業、廠房及設備－集團(續)

折舊費用其中23,644,000元人民幣(二零零八年：18,099,000元人民幣)在「已售貨品成本」中支銷，而2,599,000元人民幣(二零零八年：3,167,000元人民幣)則計入「行政費用」中。

在建工程分析如下：

|  |             | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|-------------|-----------------------------------|-----------------------------------|
| Construction costs of buildings                        | 樓宇建築成本      | 31,013                            | 10,625                            |
| Cost of leasehold improvements and plant and machinery | 租賃物業及廠房與機器成 | 23,647                            | 42,109                            |
|  |             | <b>54,660</b>                     | 52,734                            |

帳面淨值84,854,000元人民幣(二零零八年：70,090,000元人民幣)之物業、廠房及設備已作為本集團借貸之抵押品。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 8. Intangible assets – Group

### 8. 無形資產－集團

|  |                   | Patents and technical know-how<br>專利權及技術知識<br>RMB'000<br>人民幣千元 | Product development costs<br>產品開發成本<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|--|-------------------|--|---|---------------------------------|
| <b>At 1 January 2008</b>                       | 於二零零八年一月一日        |  |   |                                 |
| Cost   | 成本                | 10,061   | 54,402  | 64,463                          |
| Accumulated amortisation                       | 累計攤銷              | (2,690)  | (21,426)  | (24,116)                        |
| Net book amount                                | 帳面淨值              | 7,371  | 32,976  | 40,347                          |
| <b>Year ended 31 December 2008</b>             | 截至二零零八年十二月三十一日止年度 |  |   |                                 |
| Opening net book amount                        | 期初帳面淨值            | 7,371  | 32,976  | 40,347                          |
| Additions                                      | 添置                | 2,100  | 25,523  | 27,623                          |
| Amortisation (Note 24)                         | 攤銷(附註24)          | (1,393)  | (3,724)   | (5,117)                         |
| Impairment (Note 24)                           | 減值(附註24)          | (1,400)  | (4,012)   | (5,412)                         |
| Closing net book amount                        | 期終帳面淨值            | 6,678  | 50,763  | 57,441                          |
| <b>At 31 December 2008</b>                     | 於二零零八年十二月三十一日     |  |   |                                 |
| Cost   | 成本                | 12,161   | 79,925  | 92,086                          |
| Accumulated amortisation and impairment        | 累計攤銷及減值           | (5,483)  | (29,162)  | (34,645)                        |
| Net book amount                                | 帳面淨值              | 6,678  | 50,763  | 57,441                          |
| <b>Year ended 31 December 2009</b>             | 截至二零零九年十二月三十一日止年度 |  |   |                                 |
| Opening net book amount                        | 期初帳面淨值            | 6,678  | 50,763  | 57,441                          |
| Additions                                      | 添置                | –  | 7,544   | 7,544                           |
| Amortisation (Note 24)                         | 攤銷(附註24)          | (593)  | (8,075)   | (8,668)                         |
| Reversal of provision for impairment (Note 24) | 減值撥回(附註24)        | –  | 856   | 856                             |
| Closing net book amount                        | 期終帳面淨值            | 6,085  | 51,088  | 57,173                          |
| <b>At 31 December 2009</b>                     | 於二零零九年十二月三十一日     |  |   |                                 |
| Cost   | 成本                | 12,161   | 87,469  | 99,630                          |
| Accumulated amortisation and impairment        | 累計攤銷及減值           | (6,076)  | (36,381)  | (42,457)                        |
| Net book amount                                | 帳面淨值              | 6,085  | 51,088  | 57,173                          |

Note:

- (a) Amortisation of RMB8,668,000 (2008: RMB5,117,000) is included in cost of goods sold in the consolidated income statement.
- (b) The Group made a reversal for impairment of intangible assets of RMB856,000 (2008: impairment of RMB5,412,000). The amount has been included in cost of goods sold in the consolidated income statement.

附註：

- (a) 8,668,000元人民幣之攤銷(二零零八年：5,117,000元人民幣)已計入綜合收益表已售貨品成本內。
- (b) 本集團已作出無形資產減值撥回856,000元人民幣(二零零八年：撥備5,412,000元人民幣)。該款項已計入綜合收益表已售貨品成本內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 9. Investments in and amounts due from subsidiaries – Company

### 9. 於附屬公司之投資及應收附屬公司款項 – 公司

|                               |            | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|-------------------------------|------------|-----------------------------------|-----------------------------------|
| Unlisted investments, at cost | 非上市投資，按成本值 | 91,713                            | 91,572                            |
| Amounts due from subsidiaries | 應收附屬公司款項   | 423,434                           | 509,671                           |
|                               |            | <b>515,147</b>                    | <b>601,243</b>                    |

The amounts due from subsidiaries are unsecured and non-interest bearing, and have no fixed repayment terms.

應收附屬公司款項乃無抵押且免息，並無固定還款期。

| Name<br>名稱  | Place of incorporation/<br>operation<br>註冊成立/<br>經營地點 | Principal activities<br>主要業務                  | Issued and fully<br>paid up capital<br>已發行及<br>繳足股本 | Percentage of<br>equity interest<br>attributable to<br>the Group (a)<br>本集團<br>應佔股權<br>百分比(a) |
|---|---|---|---|---|
| EcoGreen Fine Chemicals Limited                                   | British Virgin Islands<br>英屬處女群島                      | Investment holding<br>投資控股                    | US\$95,000<br>95,000美元                              | 100%  |
| EcoGreen Fine Chemicals<br>Manufacturing Limited                  | British Virgin Islands<br>英屬處女群島                      | Investment holding<br>投資控股                    | US\$1<br>1美元  | 100%  |
| EcoGreen Fine Chemicals B.V.                                      | The Netherlands<br>荷蘭                                 | Sale of fine chemicals<br>銷售精細化學品             | EUR18,000<br>18,000歐羅                               | 100%  |
| EcoGreen Holding B.V.   | The Netherlands<br>荷蘭                                 | Investment holding<br>投資控股                    | EUR18,000<br>18,000歐羅                               | 100%  |
| EcoGreen Investments Limited<br>中怡精細化工集團有限公司                      | Hong Kong<br>香港                                       | Inactive<br>暫無業務                              | HK\$2<br>2港元  | 100%  |
| Sino Bright International Trading<br>Limited<br>光華國際貿易有限公司        | Hong Kong<br>香港                                       | Inactive<br>暫無業務                              | HK\$10,000<br>10,000港元                              | 100%  |
| Doingcom International Limited<br>中坤國際有限公司                        | Hong Kong<br>香港                                       | Trading of<br>fine chemicals<br>買賣精細化學品       | HK\$10,000<br>10,000港元                              | 100%  |
| Xiamen Doingcom Biotechnology<br>Co., Ltd. (b)<br>廈門中坤生物科技有限公司(b) | Mainland China<br>中國內地                                | Manufacturing of<br>fine chemicals<br>生產精細化學品 | RMB50,000,000<br>50,000,000元<br>人民幣                 | 100%  |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 9. Investments in and amounts due from subsidiaries – Company (continued)

Particulars of the principal subsidiaries are:

| Name<br>名稱   | Place of incorporation/<br>operation<br>註冊成立/<br>經營地點 | Principal activities<br>主要業務                                   | Issued and fully<br>paid up capital<br>已發行及<br>繳足股本 | Percentage of<br>equity interest<br>attributable to<br>the Group (a)<br>本集團<br>應佔股權<br>百分比(a) |
|--|---|--|---|---|
| 上海萬凱化學有限公司(b)(c)<br>(Shanghai Fine Chemicals<br>Company Limited) (b)(c)      | Mainland China<br>中國內地                                | Research and<br>development of<br>fine chemicals<br>研究及開發精細化學品 | US\$2,000,000<br>2,000,000美元                        | 100%  |
| Xiamen Doingcom Chemical<br>Co., Ltd. (b)<br>廈門中坤化學有限公司(b)                   | Mainland China<br>中國內地                                | Manufacturing and<br>sale of fine chemicals<br>生產及銷售精細化學品      | RMB66,000,000<br>66,000,000元<br>人民幣                 | 100%  |
| 楚雄中怡林產貿易有限公司(b)(c)<br>(Chuxiong Zhongyi Forestry Trading<br>Co. Ltd.) (b)(c) | Mainland China<br>中國內地                                | Sale of forestry products<br>銷售林業產品                            | RMB10,000,000<br>10,000,000元<br>人民幣                 | 70%   |
| Xiamen Doingcom Enterprise<br>Limited (b)<br>廈門中坤貿易有限公司(b)                   | Mainland China<br>中國內地                                | Sale of fine chemicals<br>銷售精細化學品                              | RMB20,000,000<br>20,000,000元<br>人民幣                 | 100%  |
| Xiamen Hoozyn Life Chemistry<br>Technology Limited (b)<br>廈門和辰生化科技有限公司(b)    | Mainland China<br>中國內地                                | Research and<br>development of<br>fine chemicals<br>研究及開發精細化學品 | US\$1,400,000<br>1,400,000美元                        | 100%  |
| Xiamen Sinoloon Import and<br>Export Co., Ltd. (b)<br>廈門中玖進出口有限公司<br>有限公司(b) | Mainland China<br>中國內地                                | Inactive<br>暫無業務   | RMB7,000,000<br>7,000,000元<br>人民幣                   | 100%  |
| Xiamen Sinotek Enterprise<br>Development Co., Ltd. (b)<br>廈門中技實業發展有限公司(b)    | Mainland China<br>中國內地                                | Manufacturing and<br>sale of fine chemicals<br>生產及銷售精細化學品      | RMB20,000,000<br>20,000,000元<br>人民幣                 | 100%  |
| Zhangzhou Zhongyi Fine<br>Chemicals Co., Ltd. (b)<br>漳州中怡精細化工有限公司(b)         | Mainland China<br>中國內地                                | Inactive<br>暫無業務   | US\$3,510,442<br>3,510,442美元                        | 100%  |

### 9. 於附屬公司之投資及應收附屬公司款項 – 公司(續)

附屬公司之詳情如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 9. Investments in and amounts due from subsidiaries – Company (continued)

Particulars of the principal subsidiaries are: (continued)

Notes:

- (a) The shares of EcoGreen Fine Chemicals Limited are held directly by the Company. The shares of other subsidiaries are held indirectly.
- (b) Xiamen Doingcom Chemical Co., Ltd. (“Xiamen Doingcom”) and Xiamen Doingcom Biotechnology Co., Ltd. are sino-foreign owned enterprises established in Xiamen, Fujian Province, Mainland China for a term of 20 years up to October 2017 and July 2024 respectively. Shanghai Fine Chemicals Company Limited is a wholly foreign owned enterprise established in Shanghai, Mainland China for a term of 35 years up to March 2040. Xiamen Doingcom Enterprise Limited is a limited liability enterprise established in Xiamen, Fujian Province, Mainland China for a term of 20 years up to June 2024. Xiamen Hoozyn Life Chemistry Technology Limited, Xiamen Sinoloon Import and Export Co., Ltd. and Xiamen Sinotek Enterprise Development Co., Ltd. are wholly foreign owned enterprises established in Xiamen, Fujian Province, Mainland China for a term of 10 years, 17 years and 20 years up to June 2012, April 2012 and July 2016, respectively. Chuxiong Zhongyi Forestry Trading Co., Ltd. is a limited liability enterprise established in Chuxiong, Yunnan Province, Mainland China for a term of 30 years up to March 2037. Zhangzhou Zhongyi Fine Chemicals Co., Ltd. is wholly foreign owned enterprise established in Zhangzhou, Fujian Province, Mainland China for a term of 50 years up to April 2057.
- (c) The English names of Shanghai Fine Chemicals Co., Ltd. and Chuxiong Zhongyi Forestry Trading Co., Ltd. are for identification purpose only.

### 9. 於附屬公司之投資及應收附屬公司款項 – 本公司(續)

附屬公司之詳情如下：(續)

附註：

- (a) EcoGreen Fine Chemicals Limited 股份由本公司直接持有，其他附屬公司股份則間接持有。
- (b) 廈門中坤化學有限公司及廈門中坤生物科技有限公司為在中國內地福建省廈門市成立之中外合資企業，經營期為二十年，分別二零一七年十月及至二零二四年七月止。上海萬凱化學有限公司為在中國內地上海市成立之全外資企業，經營期為三十五年，至二零四零年三月止。廈門中坤貿易有限公司為在中國內地福建省廈門市成立之有限公司，經營期為二十年，至二零二四年六月止。廈門和辰生化科技有限公司、廈門中玖進出口有限公司及廈門中技實業發展有限公司均為全外資企業，在中國內地福建省廈門市成立，經營期分別為十年、十七年及二十年，分別至二零一二年六月、二零一二年四月及二零一六年七月止。楚雄中怡林產貿易有限公司於中國內地雲南省楚雄市成立之有限公司，經營期為三十年至二零三七年三月止。漳州中怡精細化工有限公司為一間全外資企業，在中國內地福建省漳州市成立，經營期為五十年至二零五七年四月止。
- (c) 上海萬凱化學有限公司及楚雄怡林產貿易有限公司的英文名稱僅供識別。

### 10. Investment in an associate – Group

|                            |          | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|----------------------------|----------|-----------------------------------|-----------------------------------|
| At 1 January               | 於一月一日    | 1,750                             | –                                 |
| Investment in an associate | 聯營公司投資   | –                                 | 1,750                             |
| At 31 December             | 於十二月三十一日 | 1,750                             | 1,750                             |

The associate is an unlisted company and has not commenced business. Particulars of the associate are as follows:

本集團投資之聯營公司，為一間非上市公司，且未有開展任何業務。聯營公司之詳情如下：

| Name<br>名稱  | Place of incorporation/<br>operation<br>註冊成立／經營地點 | Principal activities<br>主要業務                      | Issued and fully<br>paid up capital<br>已發行及繳足股本 | Percentage of equity<br>interest attributable<br>to the Group<br>本集團應佔股權百分比 |
|---|---|---|---|---|
| Jiayang Zhongtian<br>Forestry Chemical<br>Co., Ltd.<br>建陽中天林化有限公司 | Mainland China<br>中國內地                            | Manufacturing of<br>forestry chemicals<br>生產林化化學品 | RMB5,000,000<br>5,000,000元<br>人民幣               | 35%   |



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 11. Available-for-sale financial assets – Group

|                              |               | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|------------------------------|---------------|-----------------------------------|-----------------------------------|
| At 1 January and 31 December | 於一月一日及十二月三十一日 | 400                               | 400                               |
| Less: Non-current portion    | 減：非流動部分       | (400)                             | (400)                             |
| Current portion              | 流動部分          | –                                 | –                                 |

Available-for-sale financial assets are those unlisted equity securities.

### 11. 可供出售金融資產－集團

|                              |               | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|------------------------------|---------------|-----------------------------------|-----------------------------------|
| At 1 January and 31 December | 於一月一日及十二月三十一日 | 400                               | 400                               |
| Less: Non-current portion    | 減：非流動部分       | (400)                             | (400)                             |
| Current portion              | 流動部分          | –                                 | –                                 |

可供出售金融資產為非上市股本證券。

### 12. Inventories – Group

|   |          | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|---|----------|-----------------------------------|-----------------------------------|
| Raw materials                                 | 原料       | 50,589                            | 36,036                            |
| Work-in-progress                              | 在製品      | 865                               | 1,976                             |
| Finished goods                                | 製成品      | 22,573                            | 45,953                            |
|   |          | 74,027                            | 83,965                            |
| Less: Provision for impairment of inventories | 減：存貨減值撥備 | (1,851)                           | (7,827)                           |
|   |          | 72,176                            | 76,138                            |

The cost of inventories recognised as expense and included in cost of goods sold amounted to RMB451,537,000 (2008: RMB425,685,000).

確認為開支及計入售出貨品成本之存貨成本為451,537,000元人民幣(二零零八年：425,685,000元人民幣)。

The Group made a reversal for impairment of inventories of RMB5,976,000 (2008: provision of RMB6,661,000). The amount has been included in cost of goods sold in the consolidated income statement.

本集團已作出存貨減值撥回5,976,000元人民幣(二零零八年：撥備6,661,000元人民幣)。該款額已計入綜合收益表售出貨品成本內。

Write-down of inventories amounted to RMB1,396,000 (2008: Nil) was included in cost of sales.

存貨減記1,396,000元人民幣已計入已售貨品成本內(二零零八年：無)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 13. Trade receivables – Group

### 13. 應收交易帳款 – 集團

|  |              | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|--------------|-----------------------------------|-----------------------------------|
| Trade receivables                                      | 應收交易帳款       | 205,459                           | 194,112                           |
| Less: Provision for impairment<br>of trade receivables | 減：應收交易帳款減值撥備 | (2,232)                           | (2,106)                           |
|  |              | <b>203,227</b>                    | 192,006                           |

The carrying amounts of trade receivables approximate their fair values.

應收交易帳款帳面值與其公平值相若。

The credit period granted by the Group to its customers is generally 60 to 90 days. The aging analysis of trade receivables is as follows:

本集團給予其客戶之信貸期一般60至90天。應收交易帳款之帳齡分析如下：

|  |              | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|--------------|-----------------------------------|-----------------------------------|
| 0 to 30 days   | 0至 30天       | 69,233                            | 77,103                            |
| 31 to 60 days  | 31至 60天      | 53,726                            | 53,003                            |
| 61 to 90 days  | 61至 90天      | 39,024                            | 46,593                            |
| 91 to 180 days   | 91至 180天     | 43,182                            | 16,904                            |
| 181 to 365 days  | 181至365天     | 107                               | 343                               |
| Over 365 days  | 365天以上       | 187                               | 166                               |
|  |              | <b>205,459</b>                    | 194,112                           |
| Less: Provision for impairment<br>of trade receivables | 減：應收交易帳款減值撥備 | (2,232)                           | (2,106)                           |
|  |              | <b>203,227</b>                    | 192,006                           |

The credit quality of trade receivables that are neither past due nor impaired can be assessed by reference to the historical information about counter party default rates. The existing counterparties do not have significant default in the past. There is no concentration of credit risk with respect to trade receivables, as the Group has a large number of customers.

沒有逾期或減值需要之應收交易帳款，其信貸質素是按以往的收款記錄及客戶的壞帳率而定。現有的客戶並無重大的拖欠。由於本集團客戶數目龐大，故有關應收交易帳款之信貸風險並無過份集中。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 13. Trade receivables – Group (continued)

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

|           |     | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|-----------|-----|-----------------------------------|-----------------------------------|
| Renminbi  | 人民幣 | 161,214                           | 157,663                           |
| US dollar | 美元  | 42,013                            | 34,343                            |
|           |     | <b>203,227</b>                    | 192,006                           |

### 13. 應收交易帳款－集團(續)

本集團的貿易應收款的賬面值以下列貨幣為單位：

Movements on the provision for impairment of trade receivables are as follows:

貿易應收款減值撥備的變動如下：

|                                     |         | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|-------------------------------------|---------|-----------------------------------|-----------------------------------|
| At 1 January                        | 一月一日    | 2,106                             | 2,084                             |
| Provision for receivable impairment | 應收款減值撥備 | 126                               | 22                                |
| At 31 December                      | 十二月三十一日 | <b>2,232</b>                      | 2,106                             |

The creation and release of provisions for impaired receivables have been included in administrative expenses in the consolidated income statement. Amounts are charged to the allowance account when there is no expectation of recovering additional cash.

對已減值應收款撥備的設立和撥回已包括在綜合收益表中的行政費用內。在準備賬戶中扣除的數額一般會在預期無法收回額外現金時撇銷。

### 14. Prepayments and other receivables – Group and Company

### 14. 預付款項及其他應收款項－集團及公司

|   |          | Group<br>集團                       |                                   | Company<br>公司                     |                                   |
|---|----------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|   |          | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
| Prepayment for purchases of raw materials | 購買原料預付款項 | 41,090                            | 58,274                            | -                                 | -                                 |
| Input value-added tax recoverable         | 可收回進項增值稅 | 2,863                             | 1,833                             | -                                 | -                                 |
| Advances to employees                     | 向僱員墊款    | 166                               | 99                                | -                                 | -                                 |
| Others                                    | 其他       | 1,369                             | 21,287                            | 56                                | 82                                |
|   |          | <b>45,488</b>                     | 81,493                            | <b>56</b>                         | 82                                |

The carrying amounts of other receivables approximate their fair values and are mainly denominated in RMB.

其他應收款項帳面值與其公平值相若且主要以人民幣列值。

The Group made a reversal for impairment of other receivables of RMB3,000,000 (2008: provision of RMB3,000,000). The amount has been included in administrative expenses in the consolidated income statement.

本集團已作出其他應收款減值撥回3,000,000元人民幣(二零零八年：撥備3,000,000元人民幣)。該款額已計入綜合收益表行政費用內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 15. Pledged bank deposits, cash and cash equivalents – Group and Company

### 15. 已抵押之銀行存款、現金及等同現金項目 – 集團及公司

|                           |           | Group<br>集團                       |                                   | Company<br>公司                     |                                   |
|---------------------------|-----------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|                           |           | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
| Pledged bank deposits     | 已抵押之銀行存款  | 27,122                            | 37,364                            | –                                 | –                                 |
| Cash and cash equivalents | 現金及等同現金項目 |                                   |                                   |                                   |                                   |
| Cash at bank and on hand  | 銀行及手頭現金   | 514,744                           | 386,619                           | 21,626                            | 1,778                             |
|                           |           | <b>541,866</b>                    | 423,983                           | <b>21,626</b>                     | 1,778                             |

The carrying amounts of pledged bank deposits, cash and cash equivalents are denominated in the following currencies:

於已抵押之銀行存款、現金及等同現金項目的帳面值結算貨幣的金額如下：

|                  |     | Group<br>集團                       |                                   | Company<br>公司                     |                                   |
|------------------|-----|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|                  |     | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
| Renminbi         | 人民幣 | 505,183                           | 377,490                           | –                                 | –                                 |
| Hong Kong dollar | 港元  | 13,853                            | 17,146                            | 8,105                             | 1,183                             |
| US dollar        | 美元  | 21,720                            | 27,506                            | 13,521                            | 595                               |
| Euro             | 歐羅  | 1,089                             | 1,841                             | –                                 | –                                 |
| Others           | 其他  | 21                                | –                                 | –                                 | –                                 |
|                  |     | <b>541,866</b>                    | 423,983                           | <b>21,626</b>                     | 1,778                             |

As at 31 December 2009, the Group has cash and cash equivalents of approximately RMB478,061,000 (2008: RMB348,969,000) denominated in RMB, which is not a freely convertible currency in the international market and its exchange rate is determined by the People's Bank of China.

於二零零九年十二月三十一日，本集團共有現金與等同現金項目約478,061,000元人民幣（二零零八年：348,969,000元人民幣），均以人民幣列值，且為不能於國際市場自由轉換貨幣，其匯率由中國人民銀行釐定。

At 31 December 2009, bank balance of RMB27,122,000 (2008: RMB37,364,000) have been pledged to banks to secure credit facilities granted to subsidiaries.

於二零零九年十二月三十一日，共27,122,000元人民幣（二零零八年：37,364,000元人民幣）之銀行存款已予以抵押作為附屬公司向銀行取得借貸額度之抵押。

The cash and cash equivalents are not exposed to material credit risk.

現金及等同現金項目並沒有重大的信貸風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 16. Share capital, premium and share options – Group and Company

#### (a) Share capital – Ordinary shares of HK\$0.1 each

| Authorised:  | 法定：  | Number of shares<br>(thousands)<br>(千股) | Nominal value<br>of ordinary shares<br>普通股面值<br>RMB'000<br>人民幣千元 |
|--|--|---|--|
| At 1 January 2008,<br>31 December 2008<br>and 31 December 2009 | 於二零零八年一月一日、<br>二零零八年十二月三十一日及<br>二零零九年十二月三十一日 | 2,000,000                               | 212,000  |

| Issued:                                      | 已發行：                         | Number of fully paid shares<br>(thousands)<br>(千股) | Nominal value of ordinary shares<br>普通股面值<br>RMB'000<br>人民幣千元 | Share Premium<br>股份溢價<br>RMB'000<br>人民幣千元 | Total<br>合計<br>RMB'000<br>人民幣千元 |
|--|------------------------------|--|---|---|---------------------------------|
| At 1 January 2008                            | 於二零零八年一月一日                   | 469,890  | 49,653  | 188,888                                   | 238,541                         |
| Repurchase of shares (Note i)                | 回購股份(附註i)                    | (4,680)  | (421)   | (7,047)                                   | (7,468)                         |
| At 31 December 2008                          | 於二零零八年十二月三十一日                | 465,210  | 49,232  | 181,841                                   | 231,073                         |
| At 1 January 2009 and<br>at 31 December 2009 | 於二零零九年一月一日及<br>於二零零九年十二月三十一日 | 465,210  | 49,232  | 181,841                                   | 231,073                         |

Note(i): The Company repurchased 4,680,000 of its own shares through purchases on the Stock Exchange during the year ended 31 December 2008. Such shares were cancelled following the repurchases and accordingly the issued share capital of the Company was reduced by the nominal value of these shares. The total amount paid to repurchase the shares, including relevant direct costs of RMB68,000, was RMB7,047,000 and has been deducted from share premium.

附註(i)：截至二零零八年十二月三十一日止年度，本公司於聯交所購回其4,680,000股股份。該等股份已於回購後註銷以及本公司已發行股本亦已按其面值相應減少。購回股份所支付之全部金額，包括相關直接費用68,000元人民幣，為7,047,000元人民幣並於股份溢價中扣除。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 16. Share capital, premium and share options – Group and Company (continued)

#### (b) Share options

Pursuant to a resolution of the shareholders of the Company passed on 16 February 2004, a share option scheme (“the Share Option Scheme”) was approved and adopted. Under the Share Option Scheme, the Company’s directors may, at their sole discretion, grant options to any employee, non-executive director, supplier, customer, person or entity that provides research, development or other technological support to the Group, shareholder and adviser or consultant of the Group to subscribe for shares in the Company at a price per share of not less than the highest of (i) the closing price of the shares as stated in the daily quotation sheet of the Stock Exchange on the date of the offer of grant; or (ii) the average closing price of the shares as stated in the daily quotation sheets of the Stock Exchange for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of a share. A nominal consideration of RMB1.04 (equivalent of HK\$1) is payable on acceptance of the grant of options. The maximum number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme adopted by the Group from time to time must not in aggregate exceed 30% of the share capital of the Company in issue from time to time. The Share Option Scheme will remain in force for a period of 10 years up to February 2014. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

### 16. 股本、溢價及購股權 – 集團及公司(續)

#### (b) 購股權

根據本公司股東於二零零四年二月十六日通過之決議案，購股權計劃(「購股權計劃」)獲批准及採納。根據購股權計劃，本公司董事可全權酌情向本集團任何僱員、非執行董事、供應商、客戶或為本集團提供研發或其他技術支援之人士或實體以及本集團股東及顧問或諮詢顧問授出購股權，彼等可按不低於以下較高者之每股價格認購本公司股份：(i)授出日期在聯交所每日報價表所報之股份收市價；或(ii)緊接授出日期前五個交易日聯交所每日報價表所報股份平均收市價；及(iii)股份面值。在接納購股權時，須支付名義代價1.04元人民幣(相等於1港元)。根據購股權計劃及本集團不時採納之任何其他購股權計劃授出但尚未行使之所有購股權獲行使而可予發行之股份數目，最多合共不得超過本公司不時已發行股本30%。購股權計劃有效期為10年，直至二零一四年二月止。本集團並無法定或推定責任，購回或以現金清償購股權。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 16. Share capital, premium and share options – Group and Company (continued)

#### (b) Share options (continued)

Movements of the number of share options outstanding during the year and their related weighted average exercise prices are as follows:

|                           |          | 2009<br>二零零九年   |                                       | 2008<br>二零零八年   |                                       |
|---------------------------|----------|---|---------------------------------------|---|---------------------------------------|
|                           |          | Average<br>exercise<br>price<br>in HK\$<br>per share<br>每股港元<br>平均行使價 | Options<br>(thousands)<br>購股權<br>(千份) | Average<br>exercise<br>price<br>in HK\$<br>per share<br>每股港元<br>平均行使價 | Options<br>(thousands)<br>購股權<br>(千份) |
| At 1 January              | 於一月一日    | 1.38  | 31,010                                | 1.38  | 32,210                                |
| Cancelled during the year | 年內註銷     | 1.39  | (240)                                 | 1.39  | (1,200)                               |
| At 31 December            | 於十二月三十一日 | 1.38  | 30,770                                | 1.38  | 31,010                                |

All outstanding share options as at 31 December 2009 are exercisable (2008: 26,138,000 options out of 31,010,000 are exercisable).

### 16. 股本、溢價及購股權 – 集團及公司(續)

#### (b) 購股權(續)

尚未行使購股權數目及其相關加權平均行使價於年內之變動如下：

於二零零九年十二月三十一日，所有未行使的購股權（二零零八年：31,010,000 其中的 26,138,000 購股權）可予行使。

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

在年終時未行使的購股權的到期日和行使價如下：

|             |         | Share options<br>購股權                             |                                      |
|-------------|---------|--|--------------------------------------|
| Expiry date | 到期日     | Exercise price<br>HK dollar per share<br>每股港元行使價 |                                      |
|             |         | 2009<br>二零零九年<br>(thousands)<br>(千份)             | 2008<br>二零零八年<br>(thousands)<br>(千份) |
| May 2011    | 二零一一年五月 | 1.39   | 16,240                               |
| June 2014   | 二零一四年六月 | 1.37   | 14,770                               |
|             |         | 30,770   | 31,010                               |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 17. Other reserves – Group and Company

#### (a) Group

### 17. 其他儲備—集團及公司

#### (a) 集團

|                                     |                  | Capital<br>reserve (i) | Contributed<br>surplus (ii) | Statutory<br>reserves (iii)<br>法定<br>公積金(iii) | Capital<br>redemption<br>reserve (iv)<br>股本贖回<br>儲備(iv) | Share<br>options<br>equity<br>reserve<br>購股權<br>股本儲備 | Hedging<br>reserve<br>對沖儲備 | Currency<br>translation<br>reserve<br>匯兌儲備 | Total<br>總計      |
|-------------------------------------|------------------|------------------------|-----------------------------|---|---|--|----------------------------|--|------------------|
|                                     |                  | RMB'000<br>人民幣千元       | RMB'000<br>人民幣千元            | RMB'000<br>人民幣千元                              | RMB'000<br>人民幣千元  | RMB'000<br>人民幣千元                                     | RMB'000<br>人民幣千元           | RMB'000<br>人民幣千元                           | RMB'000<br>人民幣千元 |
| <b>At 1 January 2008</b>            | 於二零零八年一月一日       | 685                    | 9,500                       | 34,749  | -   | 6,869  | -                          | (40)                                       | 51,763           |
| Employee share option scheme:       | 僱員購股權計劃：         |                        |                             |   |   |  |                            |  |                  |
| - Value of share options granted    | - 授出購股權之價值       | -                      | -                           | -   | -   | 913  | -                          | -  | 913              |
| - Cancellation of share options     | - 註銷購股權          | -                      | -                           | -   | -   | (171)  | -                          | -  | (171)            |
| Transfer from retained earnings     | 保留盈利轉撥           | -                      | -                           | 8,098   | -   | -  | -                          | -  | 8,098            |
| Repurchase of shares                | 贖回股份             | -                      | -                           | -   | 421   | -  | -                          | -  | 421              |
| Cash flow hedges                    | 現金流量對沖           |                        |                             |   |   |  |                            |  |                  |
| - Fair value losses during the year | - 年度公平值虧損        | -                      | -                           | -   | -   | -  | (5,014)                    | -  | (5,014)          |
| Currency translation differences    | 匯兌差額             | -                      | -                           | -   | -   | -  | -                          | 47   | 47               |
| <b>Balance at 31 December 2008</b>  | 於二零零八年十二月三十一日之結餘 | 685                    | 9,500                       | 42,847  | 421   | 7,611  | (5,014)                    | 7  | 56,057           |
| <b>At 1 January 2009</b>            | 於二零零九年一月一日       | 685                    | 9,500                       | 42,847  | 421   | 7,611  | (5,014)                    | 7  | 56,057           |
| Employee share option scheme:       | 僱員購股權計劃：         |                        |                             |   |   |  |                            |  |                  |
| - Value of share options granted    | - 授出購股權之價值       | -                      | -                           | -   | -   | 243  | -                          | -  | 243              |
| - Cancellation of share options     | - 註銷購股權          | -                      | -                           | -   | -   | (58)   | -                          | -  | (58)             |
| Transfer from retained earnings     | 保留盈利轉撥           | -                      | -                           | 355   | -   | -  | -                          | -  | 355              |
| Cash flow hedges                    | 現金流量對沖           |                        |                             |   |   |  |                            |  |                  |
| - Fair value gains during the year  | - 年度公平值收益        | -                      | -                           | -   | -   | -  | 2,264                      | -  | 2,264            |
| Currency translation differences    | 匯兌差額             | -                      | -                           | -   | -   | -  | -                          | (9)  | (9)              |
| <b>Balance at 31 December 2009</b>  | 於二零零九年十二月三十一日之結餘 | 685                    | 9,500                       | 43,202  | 421   | 7,796  | (2,750)                    | (2)  | 58,852           |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 17. Other reserves – Group and Company (continued) (b) Company

### 17. 其他儲備－集團及公司(續) (b) 公司

|                                    |                  | Capital<br>reserve (i)<br>股本儲備(i)<br>RMB'000<br>人民幣千元 | Capital<br>redemption<br>reserve (iv)<br>股本贖回<br>儲備(iv)<br>RMB'000<br>人民幣千元 | Share options<br>equity<br>reserve<br>購股權<br>股本儲備<br>RMB'000<br>人民幣千元 | Hedging<br>reserve<br>對沖儲備<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|------------------------------------|------------------|---|---|---|--|---------------------------------|
| <b>Balance at 1 January 2008</b>   | 於二零零八年一月一日之結餘    | 90,941  | -   | 6,869   | -  | 97,810                          |
| Employee share option scheme:      | 僱員購股權計劃：         |   |   |   |  |                                 |
| - Value of share options granted   | - 授出購股權價值        | -   | -   | 913   | -  | 913                             |
| - Cancellation of share options    | - 註銷購股權          | -   | -   | (171)   | -  | (171)                           |
| Repurchase of shares               | 贖回股份             | -   | 421   | -   | -  | 421                             |
| Cash flow hedges                   | 現金流量對沖           |   |   |   |  |                                 |
| - Fair value losses in year        | - 年度公平值虧損        | -   | -   | -   | (5,014)  | (5,014)                         |
| <b>Balance at 31 December 2008</b> | 於二零零八年十二月三十一日之結餘 | 90,941  | 421   | 7,611   | (5,014)  | 93,959                          |
| <b>Balance at 1 January 2009</b>   | 於二零零九年一月一日之結餘    | 90,941  | 421   | 7,611   | (5,014)  | 93,959                          |
| Employee share option scheme:      | 僱員購股權計劃：         |   |   |   |  |                                 |
| - Value of share options granted   | - 授出購股權價值        | -   | -   | 243   | -  | 243                             |
| - Cancellation of share options    | - 註銷購股權          | -   | -   | (58)  | -  | (58)                            |
| Cash flow hedges                   | 現金流量對沖           |   |   |   |  |                                 |
| - Fair value gains in year         | - 年度公平值收益        | -   | -   | -   | 2,264  | 2,264                           |
| <b>Balance at 31 December 2009</b> | 於二零零九年十二月三十一日之結餘 | <b>90,941</b>   | <b>421</b>  | <b>7,796</b>  | <b>(2,750)</b>                                 | <b>96,408</b>                   |

Notes:

附註：

- (i) Capital reserve of the Group represents the difference between the nominal value of the shares of the subsidiaries acquired pursuant to the share exchange on 16 February 2004 over the nominal value of the share capital of the Company issued in exchange therefor.
- Capital reserve of the Company represents the difference between the costs of investments in subsidiaries acquired pursuant to the share exchange on 16 February 2004 over the nominal value of the share capital of the Company issued in exchange therefor.
- (ii) Contributed surplus represents the capital contribution from an executive director and an indirect substantial shareholder of the Company, as part of a group reorganisation exercise.
- (iii) According to the articles of association of the relevant subsidiaries established in Mainland China and the Mainland China rules and regulations, Mainland China subsidiaries are required to transfer not less than 10% of their net profit as stated in their annual financial statements prepared under Mainland China accounting regulations to statutory reserves before the corresponding Mainland China subsidiaries can distribute any dividend. Such a transfer is not required when the amount of statutory reserves reaches 50% of the corresponding subsidiaries' registered capital. The statutory reserves shall only be used to make up losses of the corresponding subsidiaries, to expand the corresponding subsidiaries' production operations, or to increase the capital of the corresponding subsidiaries. Upon approval by resolutions of the corresponding subsidiaries' shareholders in general meetings, the corresponding subsidiaries may convert their statutory reserves into registered capital and issue bonus capital to existing owners in proportion to their existing ownership structure. As at 31 December 2008, the amount of statutory reserve of Xiamen Doingcom has reached 50% of its registered capital and accordingly, no further transfer to its statutory reserves has been made during the year ended 31 December 2009.
- (iv) The capital redemption reserve relates to the cancellation of the Company's own shares. The increase in the year ended 31 December 2008 represents the nominal value of the 4,680,000 shares cancelled during the year as shown in Note 16.
- (v) The Company's other reserves totalled RMB278,249,000 (2008: RMB275,800,000) which, under the Company Law (revised) of the Cayman Islands subject to certain conditions, are available for distribution to shareholders.
- (i) 本集團資本儲備指根據二零零四年二月十六日重組所收購附屬公司股份的面值超過本公司發行以換取上述股份之股本面值的差額。
- 本公司資本儲備指根據二零零四年二月十六日重組所收購附屬公司的投資成本超過本公司發行以換取上述投資之股本面值的差額。
- (ii) 實繳盈餘指本公司一名執行董事兼間接主要股東就集團重組作出之出資額。
- (iii) 根據於中國內地成立之有關附屬公司之組織章程細則及相關中國內地規則及規例，中國內地附屬公司須先行將根據中國內地會計準則編製之年度財務報表所列純利其中不少於10%，撥入法定公積金，方可派付股息。當法定公積金達到有關附屬公司註冊資本50%時，則毋須再作轉撥。法定公積金僅可用於抵銷有關附屬公司虧損、擴大有關附屬公司生產規模或增加有關附屬公司股本。當獲得有關附屬公司之股東在股東大會通過決議案批准，則有關附屬公司可將法定公積金轉為註冊資本，並且按現有股東之現有擁有權結構比例發行紅股。於二零零八年十二月三十一日，廈門中坤化學有限公司的法公積金已達到註冊資本50%，因此截至二零零九年十二月三十一日並無再作轉撥。
- (iv) 股本贖回儲備與註銷本公司之股份有關。於二零零八年十二月三十一日止年度內，因註銷回購4,680,000股股份(附註16)而產生。
- (v) 根據開曼群島公司法(修訂本)，本公司可供分派儲備約為278,249,000元人民幣(二零零八年：275,800,000元人民幣)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 18. Borrowings – Group and Company

### 18. 借貸－集團及公司

|                         |             | Group<br>集團                       |                                   | Company<br>公司                     |                                   |
|-------------------------|-------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|                         |             | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
| <b>Non-current</b>      | <b>非即期</b>  |                                   |                                   |                                   |                                   |
| Government loans        | 無抵押政府貸款     | 3,650                             | 4,550                             | –                                 | –                                 |
| Bank borrowings         | 無抵押銀行借貸     | 96,469                            | 219,906                           | 56,469                            | 169,907                           |
|                         |             | <b>100,119</b>                    | 224,456                           | <b>56,469</b>                     | 169,907                           |
| <b>Current</b>          | <b>即期</b>   |                                   |                                   |                                   |                                   |
| Government loans        | 無抵押政府貸款     | 28,120                            | 28,870                            | –                                 | –                                 |
| Bank borrowings         | 無抵押銀行借貸     | 224,546                           | 92,149                            | 112,331                           | 53,903                            |
|                         |             | <b>252,666</b>                    | 121,019                           | <b>112,331</b>                    | 53,903                            |
| <b>Total borrowings</b> | <b>借貸總額</b> | <b>352,785</b>                    | 345,475                           | <b>168,800</b>                    | 223,810                           |

Government loans represent unsecured loans from the State Development and Reform Commission, Xiamen Development Planning Commission and other Mainland China government bureaus to finance the Group's product development activities and expansion of production facilities.

Government loans of RMB4,100,000 (2008: RMB4,550,000) are repayable in 2010 to 2018, and bear interest at 2.6% per annum. Government loans of RMB7,000,000 (2008: RMB8,000,000) are repayable on demand, and bear interest at 7.6% per annum. Government loans of RMB20,670,000 (2008: RMB20,870,000) are non-interest bearing, and shall be repayable on terms and conditions to be determined between the government bureaus and the Group upon completion of the relevant project.

政府貸款即來自國家發展計劃委員會、廈門市計劃委員會及其他中國內地政府機關之無抵押貸款，用於本集團產品開發及擴建生產設施。

政府貸款4,100,000元人民幣(二零零八年：4,550,000元人民幣)須於二零一零年至二零一八年間償還，並按2.6%厘年利率計息。政府貸款7,000,000元人民幣(二零零八年：8,000,000元人民幣)須應要求償還，並按年利率7.6厘計息。政府貸款20,670,000元人民幣(二零零八年：20,870,000元人民幣)為免息以及將按照政府當局與本集團釐定之條款及條件，於有關項目完成後償還。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 18. Borrowings – Group and Company (continued)

The maturity of borrowings is as follows:

|  |               | Group<br>集團                       |                                   | Company<br>公司                     |                                   |
|--|---------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|  |               | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
| Amounts repayable within a period:                 | 須於以下期間償還之款項：  |                                   |                                   |                                   |                                   |
| – not exceeding one year                           | – 不超過一年       | 252,666                           | 121,019                           | 112,331                           | 53,903                            |
| – more than one year but not exceeding two years   | – 一年以上，但不超過兩年 | 76,919                            | 122,815                           | 56,469                            | 112,815                           |
| – more than two years but not exceeding five years | – 兩年以上，但不超過五年 | 21,350                            | 97,091                            | –                                 | 57,092                            |
| – more than five years                             | – 五年以上        | 1,850                             | 4,550                             | –                                 | –                                 |
|  |               | <b>352,785</b>                    | 345,475                           | <b>168,800</b>                    | 223,810                           |

### 18. 借貸－集團及公司(續)

借貸之還款期如下：

The effective interest rates at the balance sheet date were as follows:

於結算日之實際利率如下：

|                  |      | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|------------------|------|-----------------------------------|-----------------------------------|
| Government loans | 政府貸款 | 2.0%                              | 2.19%                             |
| Bank borrowings  | 銀行借貸 | 3.6%                              | 5.3%                              |

The carrying amounts of borrowings approximate their fair values.

貸款的賬面值與其公平值相近。

The carrying amounts of the borrowings are denominated in the following currencies:

貸款的賬面金額以下列貨幣為單位：

|                  |     | Group<br>集團                       |                                   | Company<br>公司                     |                                   |
|------------------|-----|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|                  |     | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
| Renminbi         | 人民幣 | 171,770                           | 114,420                           | –                                 | –                                 |
| Hong Kong dollar | 港元  | –                                 | 2,940                             | –                                 | –                                 |
| US dollar        | 美元  | 181,015                           | 228,115                           | 168,800                           | 223,810                           |
|                  |     | <b>352,785</b>                    | 345,475                           | <b>168,800</b>                    | 223,810                           |



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 18. Borrowings – Group and Company (continued)

The Group has the following undrawn borrowing facilities:

|                            |          | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|----------------------------|----------|-----------------------------------|-----------------------------------|
| Floating rate              | 浮息       |                                   |                                   |
| – expiring within one year | – 一年內到期  | 8,309                             | 11,968                            |
| – expiring beyond one year | – 一年以上到期 | 9,362                             | 4,000                             |
|                            |          | <b>17,671</b>                     | 15,968                            |

All bank borrowings are secured, among which bank borrowings of RMB20,000,000 (2008: RMB20,678,000) are secured by property, plant and equipment of the Group (Note 7), bank borrowings of RMB82,215,000 (2008: RMB57,245,000) are supported by the corporate guarantees provided by the Company, while bank borrowings of RMB238,801,000 (2008: RMB254,810,000) are secured by cross guarantees among subsidiaries.

The exposure of the Group's borrowings to interest-rate changes and the contractual repricing dates at the balance sheet dates are as follows:

### 18. 借貸－集團及公司(續)

本集團有下列未提取貸款融資：

所有銀行貸款都已擔保，其中銀行貸款20,000,000元人民幣(二零零八年：20,678,000元人民幣)以本集團的物業、廠房及設備(附註7)擔保，銀行貸款2,215,000元人民幣(二零零八年：57,245,000元人民幣)以公司企業支持，銀行貸款238,801,000元人民幣(二零零八年：254,810,000元人民幣)以子公司企業擔保。

於結算日，本集團的貸款在利率變動及合約重新定價日期所承擔的風險如下：

|                  |        | Group<br>集團                       |                                   | Company<br>公司                     |                                   |
|------------------|--------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|                  |        | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
| 6 months or less | 6個月或以下 | 328,685                           | 290,925                           | 168,800                           | 223,810                           |
| 6–12 months      | 6–12個月 | 20,450                            | –                                 | –                                 | –                                 |
| 1–5 years        | 1–5年   | 1,800                             | 50,000                            | –                                 | –                                 |
| Over 5 years     | 5年以上   | 1,850                             | 4,550                             | –                                 | –                                 |
|                  |        | <b>352,785</b>                    | 345,475                           | <b>168,800</b>                    | 223,810                           |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 19. Trade payables and bills payable – Group

|                |        | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|----------------|--------|-----------------------------------|-----------------------------------|
| Trade payables | 應付交易帳款 | 18,955                            | 12,722                            |
| Bills payable  | 應付票據   | 53,869                            | 57,042                            |
|                |        | <b>72,824</b>                     | 69,764                            |

As at 31 December 2009, the aging analysis of trade payables and bills payable is as follows:

|                 |          | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|-----------------|----------|-----------------------------------|-----------------------------------|
| 0 to 30 days    | 0至30天    | 15,730                            | 25,025                            |
| 31 to 60 days   | 31至60天   | 9,496                             | 4,628                             |
| 61 to 90 days   | 61至90天   | 14,842                            | 14,587                            |
| 91 to 180 days  | 91至180天  | 32,262                            | 24,710                            |
| 181 to 365 days | 181至365天 | 163                               | 109                               |
| Over 365 days   | 超過365天   | 331                               | 705                               |
|                 |          | <b>72,824</b>                     | 69,764                            |

The carrying amounts of trade payables and bills payable approximate their fair values and are mainly denominated in RMB.

### 19. 應付交易帳款及應付票據 – 集團

於二零零九年十二月三十一日，應付交易帳款及應付票據之帳齡分析如下：

應付交易帳款及應付票據帳面值與其公平值相若，且主要以人民幣為單位。

### 20. Accruals and other payables – Group and Company

|  |                   | Group<br>集團                       |                                   | Company<br>公司                     |                                   |
|--|-------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|  |                   | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
| Payable for construction and purchase of property, plant and equipment | 應付建造及購買物業、廠房及設備費用 | 3,189                             | 3,124                             | -                                 | -                                 |
| Output value-added tax payable   | 應付銷項增值稅           | 5,697                             | 11,302                            | -                                 | -                                 |
| Accruals for   | 應計費用              |                                   |                                   |                                   |                                   |
| – Administrative expenses  | – 行政費用            | 15,816                            | 13,959                            | 1,834                             | 2,600                             |
| – Government loan interest   | – 政府貸款利息          | 3,694                             | 3,475                             | -                                 | -                                 |
|  |                   | <b>28,396</b>                     | 31,860                            | <b>1,834</b>                      | 2,600                             |

The carrying amounts of other payables approximate their fair values and are mainly denominated in RMB.

### 20. 應計費用及其他應付款項 – 集團及公司

其他應付款項帳面值與其公平值相若且主要以人民幣列值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 21. Derivative financial instruments – Group and Company

### 21. 衍生金融工具－集團及公司

|   |                            | Group<br>集團                       |                                   | Company<br>公司                     |                                   |
|---|----------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|   |                            | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
| Interest rate swaps-cash flow hedges (Note a)                     | 利率掉期－現金<br>流量對沖(附註a)       | 2,750                             | 5,014                             | 2,750                             | 5,014                             |
| <b>Total</b>  | <b>合計</b>                  | <b>2,750</b>                      | <b>5,014</b>                      | <b>2,750</b>                      | <b>5,014</b>                      |
| Less non-current portion:<br>Interest rate swaps-cash flow hedges | 減非流動部份:<br>利率掉期－現金<br>流量對沖 | 917                               | 5,014                             | 917                               | 5,014                             |
| Current portion   | 流動部份                       | 1,833                             | –                                 | 1,833                             | –                                 |

Trading and structured derivatives for non-hedging purposes are classified as a current liability. The full fair value of a hedging derivative is classified as a non-current liability if the remaining maturity of the hedged item is more than 12 months, and as a current liability if the maturity of the hedge item is less than 12 months.

非對沖之買賣性及結構性衍生工具分類為流動負債。若被對沖項目的剩餘期間超過12個月，則對沖衍生工具的全數公平值分類為非流動負債，而若被對沖項目的剩餘期間少於12個月，則分類為流動負債。

Notes:

(a) The notional principal amounts of the outstanding interest rate swap contracts at 31 December 2009 were USD24,750,000 (2008: USD33,000,000).

At 31 December 2009, the fixed interest rate was 3.3% per annum, and the main floating rate is LIBOR. Gains and losses recognised in the hedging reserve in equity (Note 17) on interest rate swap contracts as of 31 December 2009 will be continuously released to the consolidated income statement until the repayment of the bank borrowings (Note 18).

附註：

(a) 於二零零九年十二月三十一日，仍未結算的利率掉期合約的設定金額為美金24,750,000元(二零零八年：美金33,000,000元)。

於二零零九年十二月三十一日，定息年利率為3.3厘，而主要的浮息利率為倫敦銀行同業拆息。於二零零九年十二月三十一日，就利率掉期合約在權益內的對沖儲備中確認的盈虧(附註17)，將會繼續撥回綜合收益表直至償還銀行貸款為止(附註18)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 22. Deferred tax liabilities – Group

Deferred tax liabilities have been recognised for the withholding tax payable on the profits of the PRC subsidiaries of the Group derived since 1 January 2008 using a tax rate of 10% (2008: 10%). The following amount is shown in the consolidated balance sheet:

Deferred tax liabilities to be settled after more than 12 months

### 22. 遞延所得稅－集團

本集團已就其中國附屬公司自二零零八年一月一日產生的盈利於分派時須繳納之代扣所得稅根據10%的稅率(二零零八年：10%)確認遞延所得稅負債。於綜合資產負債表上呈列如下：

超過12個月後收回的遞延稅項負債

|   |                     | Withholding tax<br>代扣所得稅          |                                   |
|---|---------------------|-----------------------------------|-----------------------------------|
|   |                     | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
| At 1 January  | 一月一日                | 13,500                            | –                                 |
| (Credited)/charged to the consolidated income statement (Note 27) | 在綜合收益表(貸記)/扣除(附註27) | (3,000)                           | 13,500                            |
| At 31 December  | 十二月三十一日             | 10,500                            | 13,500                            |

### 23. Other gains/(losses) – net

### 23. 其他收益/(虧損)－淨額

|  |                   | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|-------------------|-----------------------------------|-----------------------------------|
| Income on government grants                                  | 政府撥款之收入           | 200                               | –                                 |
| Realised gain on interest rate swaps – net                   | 利率掉期之變現收益及未變現－淨額  | –                                 | 6,956                             |
| Net foreign exchange gains from interest rate swap (Note 28) | 利率掉期之匯兌收益淨額(附註28) | –                                 | 1,046                             |
| Net exchange losses (Note 28)                                | 淨匯兌虧損(附註28)       | (745)                             | (8,800)                           |
| Others   | 其他                | 803                               | 545                               |
|  |                   | 258                               | (253)                             |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 24. Expenses by nature

### 24. 按性質劃分之開支

|   |                       | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|---|-----------------------|-----------------------------------|-----------------------------------|
| Amortisation of prepaid operating lease payments (Note 6)                         | 預付經營租金款項攤銷(附註6)       | 110                               | 110                               |
| Amortisation of intangible assets (Note 8)  | 無形資產攤銷(附註8)           | 8,668                             | 5,117                             |
| Depreciation (Note 7)   | 折舊(附註7)               | 26,243                            | 21,266                            |
| (Reversal of)/impairment of intangible assets (Note 8)                            | 無形資產減值(撥回)/撥備(附註8)    | (856)                             | 5,412                             |
| (Reversal of)/impairment of inventories (Note 12)                                 | 存貨減值(撥回)/撥備(附註12)     | (5,977)                           | 6,661                             |
| Impairment of trade receivables (Note 13)   | 應收交易帳款減值(附註13)        | 126                               | 22                                |
| Write-down of inventories (Note 12)   | 存貨減記(附註12)            | 1,396                             | -                                 |
| (Reversal of)/impairment of other receivables (Note 14)                           | 其他應收帳款減值(撥回)/撥備(附註14) | (3,000)                           | 3,000                             |
| Employee benefit expense (Note 25)  | 僱員福利開支(附註25)          | 27,425                            | 26,708                            |
| Changes in inventories of finished goods and work-in-progress                     | 製成品及在製品存貨變動           | 24,491                            | 48,293                            |
| Raw materials and consumables used  | 已用原料及消耗品              | 427,046                           | 377,392                           |
| Transportation  | 運輸                    | 10,440                            | 17,549                            |
| Advertising   | 廣告宣傳                  | 88                                | 255                               |
| Operating lease payments  | 營運租賃租金                | 3,769                             | 3,643                             |
| Auditor's remuneration  | 核數師酬金                 | 1,524                             | 1,521                             |
| Other expenses  | 其他費用                  | 70,245                            | 82,026                            |
| Total cost of goods sold, selling and marketing costs and administrative expenses | 已售貨品成本、銷售及市場推廣成本及行政費用 | 591,738                           | 598,975                           |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 25. Employee benefit expense

|  |                     | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|---------------------|-----------------------------------|-----------------------------------|
| Wages, salaries, other allowances and benefits in kind     | 工資、薪金、其他津貼及實物利益     | 24,828                            | 23,804                            |
| Share options granted to directors and employees (Note 16) | 授予董事及僱員之購股權(附註16)   | 243                               | 913                               |
| Pension costs – defined contribution plans (Note a)        | 退休金成本 – 定額供款計劃(附註a) | 2,354                             | 1,991                             |
|  |                     | <b>27,425</b>                     | <b>26,708</b>                     |

### 25. 僱員福利開支

#### (a) Pensions – defined contribution plans

As stipulated by rules and regulations in Mainland China, the Group contributes to a state-sponsored retirement plan for its employees in Mainland China, which is a defined contribution plan. The Group and its employees contribute approximately 6% to 14% and 0% to 4%, respectively, of the employees' salary as specified by the local government, and the Group has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement plan is responsible for the entire pension obligations payable to retired employees.

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its Hong Kong employees makes monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. Both the Group's and the employees' contributions are subject to a cap of HK\$1,000 per month.

During the year, the aggregate amounts of the Group's contributions to the aforementioned retirement schemes were approximately RMB2,354,000 (2008: RMB1,991,000). As at 31 December 2008, the Group was not entitled to any forfeited contributions to reduce the Group's future contributions.

#### (a) 退休金成本 – 定額供款計劃

根據中國內地法規，本集團為其中國內地僱員向國家認可之定額供款退休計劃供款。本集團及其僱員分別按地方政府所指定之僱員薪金約6%至14%及0%至4%供款，除作出年度供款外，本集團毋須再承擔實際支付退休金或退休後福利之責任。國家認可之退休金計劃承擔應付予退休僱員之一切退休福利責任。

本集團已安排其香港僱員參與由獨立信託人管理之定額供款計劃強制性公積金計劃(「強積金計劃」)。根據強積金計劃，本集團及其香港僱員須每月按照強制性公積金條例所釐定之僱員收入5%各自向計劃供款，而本集團及僱員每月供款上限為1,000港元。

年內，本集團有關上述退休金計劃之供款總額約為2,354,000元人民幣(二零零八年：1,991,000元人民幣)。於二零零八年十二月三十一日，本集團並無已沒收供款可用作減少其日後供款。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 25. Employee benefit expense (continued)

#### (b) Directors' emoluments

The remuneration of each director for the year ended 31 December 2009 is set out below:

### 25. 僱員福利開支(續)

#### (b) 董事酬金

截至二零零九年十二月三十一日止年度，各董事之酬金載列如下：

| Name of Director<br>董事姓名                                  | Fees<br>袍金<br>RMB'000<br>人民幣千元 | Salaries,<br>other<br>allowances<br>and benefits<br>in kind<br>薪金、<br>其他津貼<br>及實物福利<br>RMB'000<br>人民幣千元 | Retirement<br>benefit-<br>defined<br>contribution<br>plans<br>退休福利－<br>定額供款計劃<br>RMB'000<br>人民幣千元 | Share<br>options<br>granted to<br>directors<br>授予董事<br>之購股權<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|---|--------------------------------|---|---|---|---------------------------------|
| <b>Executive directors</b><br>執行董事                        |                                |   |   |   |                                 |
| Mr. Yang Yirong<br>楊毅融先生                                  | -                              | 1,501   | 10  | 5   | 1,516                           |
| Mr. Gong Xionghui<br>龔雄輝先生                                | -                              | 712   | 9   | -   | 721                             |
| Ms. Lu Jiahua<br>盧家華女士                                    | -                              | 713   | 9   | -   | 722                             |
| Mr. Lin Like<br>林力克先生                                     | -                              | 715   | 8   | 38  | 761                             |
| Mr. Han Huan Guang<br>韓歡光先生                               | -                              | 1,160   | 11  | 38  | 1,209                           |
| <b>Non-executive director</b><br>非執行董事                    |                                |   |   |   |                                 |
| Mr. Feng Tao<br>馮濤先生                                      | -                              | -   | -   | 38  | 38                              |
| <b>Independent non-executive<br/>directors</b><br>獨立非執行董事 |                                |   |   |   |                                 |
| Mr. Yau Fook Chuen<br>丘福全先生                               | 190                            | 15  | -   | 5   | 210                             |
| Mr. Wong Yik Chung, John<br>黃翼忠先生                         | 190                            | 15  | -   | 5   | 210                             |
| Mr. Zheng Lansun<br>鄭蘭蓀先生                                 | -                              | -   | -   | 5   | 5                               |
|   | <b>380</b>                     | <b>4,831</b>  | <b>47</b>   | <b>134</b>  | <b>5,392</b>                    |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 25. Employee benefit expense (continued)

#### (b) Directors' emoluments (continued)

The remuneration of each director for the year ended 31 December 2008 is set out below:

### 25. 僱員福利開支(續)

#### (b) 董事酬金(續)

截至二零零八年十二月三十一日止年度，各董事之酬金載列如下：

| Name of Director<br>董事姓名   | Fees<br>袍金<br>RMB'000<br>人民幣千元 | Salaries,<br>other<br>allowances<br>and benefits<br>in kind<br>薪金、<br>其他津貼<br>及實物福利<br>RMB'000<br>人民幣千元 | Retirement<br>benefit-<br>defined<br>contribution<br>plans<br>退休福利—<br>定額供款計劃<br>RMB'000<br>人民幣千元 | Share<br>options<br>granted to<br>directors<br>授予董事<br>之購股權<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|--|--------------------------------|---|---|---|---------------------------------|
| <b>Executive directors</b><br><b>執行董事</b>                        |                                |   |   |   |                                 |
| Mr. Yang Yirong<br>楊毅融先生   | —                              | 1,516   | 10  | 19  | 1,545                           |
| Mr. Gong Xionghui<br>龔雄輝先生                                       | —                              | 768   | 8   | —   | 776                             |
| Ms. Lu Jiahua<br>盧家華女士   | —                              | 764   | 8   | —   | 772                             |
| Mr. Lin Like<br>林力克先生  | —                              | 763   | 4   | 140   | 907                             |
| Mr. Han Huan Guang<br>韓歡光先生                                      | —                              | 1,174   | 11  | 140   | 1,325                           |
| <b>Non-executive director</b><br><b>非執行董事</b>                    |                                |   |   |   |                                 |
| Mr. Feng Tao<br>馮濤先生   | —                              | —   | —   | 140   | 140                             |
| <b>Independent non-executive<br/>directors</b><br><b>獨立非執行董事</b> |                                |   |   |   |                                 |
| Mr. Yau Fook Chuen<br>丘福全先生                                      | 168                            | 13  | —   | 19  | 200                             |
| Mr. Wong Yik Chung, John<br>黃翼忠先生                                | 168                            | 10  | —   | 19  | 197                             |
| Mr. Zheng Lansun<br>鄭蘭蓀先生  | 42                             | —   | —   | 19  | 61                              |
|  | 378                            | 5,008   | 41  | 496   | 5,923                           |

Note:

None of the directors waived any emoluments during the year ended 31 December 2009 (2008: Nil).

附註：

截至二零零九年十二月三十一日止年度，並無董事放棄任何酬金(二零零八年：無)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 25. Employee benefit expense (continued)

#### (c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the years ended 31 December 2009 and 31 December 2008 exclusively comprise the five highest paid directors whose emoluments are reflected in the analysis presented above.

During the years ended 31 December 2009 and 2008, no emoluments were paid to the directors or the five highest paid individuals as an inducement to join or as compensation for loss of office.

### 25. 僱員福利開支(續)

#### (c) 五名最高薪人士

本集團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之五名最高薪人士之酬金已完全包括於上文分析內之五名最高薪董事。

截至二零零九年及二零零八年十二月三十一日止年度，並無向本公司董事或該五名最高薪人士支付任何酬金，作為吸引彼加盟之獎金或作為離職之補償。

### 26. Finance income and costs

### 26. 融資收入及成本

|  |                   | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|-------------------|-----------------------------------|-----------------------------------|
| Interest expense on:   | 利息開支：             |                                   |                                   |
| – Bank borrowings wholly repayable within five years         | – 須於五年內全數償還之銀行借貸  | (19,196)                          | (20,136)                          |
| – Government loans wholly repayable within five years        | – 須於五年內全數償還之政府貸款  | (529)                             | (605)                             |
| – Government loans not wholly repayable within five years    | – 無須於五年內全數償還之政府貸款 | (106)                             | (127)                             |
| Net foreign exchange gains on financing activities (Note 28) | 融資活動的淨匯兌收益(附註28)  | 188                               | 8,267                             |
|  |                   | (19,643)                          | (12,601)                          |
| Less: amount capitalised on qualifying assets                | 減：合資格資產資本化數額      | 1,425                             | 2,650                             |
| Finance costs  | 融資成本              | (18,218)                          | (9,951)                           |
| Finance income   | 融資收入              |                                   |                                   |
| – Interest income on short term bank deposits                | – 短期銀行存款的利息收入     | 2,182                             | 3,175                             |
| Net finance costs  | 淨融資成本             | (16,036)                          | (6,776)                           |

Finance cost capitalised during the year have been calculated by applying a capitalisation rate of 6.1% (2008: 1.8%) per annum on expenditure of qualifying assets.

於二零零九年，合資格資本化的融資成本佔合資格資產開支之6.1%(二零零八年：1.8%)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 27. Income tax expense

### 27. 所得稅開支

|  |                       | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|-----------------------|-----------------------------------|-----------------------------------|
| Current tax  | 現有稅項                  |                                   |                                   |
| – Mainland China enterprise income tax   | – 中國內地企業所得稅           | 16,296                            | 6,173                             |
| – Over provision in previous years   | – 以前年度多計之利得稅          | –                                 | (160)                             |
| Deferred tax (Note 22)   | 遞延稅項(附註22)            |                                   |                                   |
| – (Reversal of)/provision for withholding tax on profits of the PRC subsidiaries | – 中國附屬公司之利潤須予支付之代扣所得稅 | (3,000)                           | 13,500                            |
|  |                       | <b>13,296</b>                     | <b>19,513</b>                     |

Notes:

- (a) **Hong Kong profits tax**  
No Hong Kong profits tax has been provided as the Group had no assessable profit arising in or derived from Hong Kong.
- (b) **Mainland China enterprise income tax**  
The subsidiaries established in Xiamen, Fujian Province, Mainland China are subject to Mainland China enterprise income tax at a rate of 20% (2008: 18%). In August 2003, Xiamen Doingcom was accredited as a New High Technology Enterprise and accordingly is exempted from payment of enterprise income tax for two years starting from year 2003. In November 2006, Xiamen Doingcom transformed itself from a domestic enterprise to a wholly foreign owned enterprise. It has obtained approval from Mainland China Tax Bureau to be exempted from enterprise income tax for two years starting from the first year of profitable operations, followed by a 50% reduction in enterprise income tax for the following three years. Xiamen Doingcom has commenced to enjoy its tax holiday in year 2007.
- On 16 March 2007, the Fifth Plenary Session of the Tenth National People's Congress passed the Corporate Income Tax Law of the People's Republic of China ("the New Tax Law") which took effect on 1 January 2008. From 1 January 2008, the income tax rate for the operating subsidiaries mentioned above will be gradually changed to the standard rate of 25% over a five-year transition period. According to the Circular 39 passed by the State Council on 26 December 2007, the tax exemption and reduction will be terminated latest by 2012.
- (c) **Overseas income taxes**  
The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and, accordingly, is exempted from Cayman Islands income tax. The Company's subsidiaries established in the British Virgin Islands are incorporated under the International Business Companies Acts of the British Virgin Islands and, accordingly, are exempted from British Virgin Islands income tax.
- (d) **Mainland China value-added tax**  
The subsidiaries established in Mainland China are subject to Mainland China value-added tax ("VAT") at 17% (2008: 17%) of revenue from sale of goods in Mainland China and entitled to a VAT export refund at 8% to 13% (2008: 9%) from sale of goods outside Mainland China. Input VAT paid on purchases can be used to offset output VAT levied on sales to determine the net VAT recoverable/payable.
- (e) **Withholding tax**  
Pursuant to the New Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries and an associate established in Mainland China in respect of earnings generated from 1 January 2008.

附註：

- (a) **香港利得稅**  
由於本集團並無在香港獲得或賺取應課稅溢利，因此並無就香港利得稅作出撥備。
- (b) **中國內地企業所得稅**  
於中國內地福建省廈門成立之附屬公司須按20%(二零零八年：18%)之稅率繳納中國內地企業所得稅。二零零三年八月，廈門中坤化學有限公司獲認可為高新技術企業，因此獲自二零零三起豁免繳納企業所得稅兩年。二零零六年十一月，廈門中坤化學有限公司由內資企業轉為全外資企業，並且獲得中國內地稅務局豁免自首個獲利年度起繳納企業所得稅兩年，其後三年之企業所得稅則減半。廈門中坤化學有限公司在二零零七年啟用該項稅收優惠。
- 於二零零七年三月十六日，第十屆全國人民代表大會第五次會議通過於二零零八年一月一日施行的《中華人民共和國企業所得稅法》(「新稅法」)。從二零零八年一月一日起，上述營運附屬公司將於五年過渡期內逐步轉變為標準率25%。根據國務院於二零零七年十二月二十六日通過的國法39號通知，稅項豁免及減免最遲將於二零一二年終止。
- (c) **海外所得稅**  
本公司根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司，因此獲豁免繳納開曼群島所得稅。本公司在英屬處女群島成立之附屬公司乃根據英屬處女群島國際商業公司法註冊成立，因此獲豁免繳納英屬處女群島所得稅。
- (d) **中國內地增值稅**  
於中國內地成立之附屬公司在中國內地及境外銷售貨品之收入須分別按17%(二零零八年：17%)，繳納中國內地增值稅(「增值稅」)，但其出口銷售可享受增值稅出口退稅的待遇(退稅率為8%至13%(2008：9%)。計算可收回/應付增值稅淨額時，採購時支付之進項增值稅可用作抵銷出售時徵收之銷項增值稅。
- (e) **代扣所得稅**  
根據新稅法，自二零零八年一月一日起，自中國分配給外商投資者的股息應按10%的稅率代扣繳所得稅。該法令從二零零八年一月一日起生效，並適用於二零零七年十二月三十一日之後所產生利潤的分配。如果中國與外商投資者所在地區已達成稅收協定，則可採用更低的代扣繳所得稅稅率。本集團使用的稅率為10%。因此，自二零零八年一月一日起，本集團按照設立在中國的附屬公司及聯營企業所產生利潤確認遞延所得稅負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 27. Income tax expense (continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the relevant enterprise income tax rate in Mainland China, where substantially all of the Group's profit was earned, and the reconciliation is as follows:

|  |  | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|--|-----------------------------------|-----------------------------------|
| Profit before income tax   | 除所得稅前溢利                                      | 120,978                           | 133,969                           |
| Tax calculated at domestic tax rates applicable to profits in the respective countries             | 按相關國家溢利適用之本地稅率計算之稅項                          | 15,771                            | 13,343                            |
| Income not subject to tax  | 毋須課稅收入                                       | (1,050)                           | (10,605)                          |
| Over provision in previous year (Reversal of)/withholding tax on dividends of the PRC subsidiaries | 以前年度多計之所得稅<br>中國附屬公司之股息須予<br>支付之代扣所得稅(撥回)/撥備 | -                                 | (160)                             |
| Tax losses for which no deferred income tax asset was recognised                                   | 並無確認遞延所得稅資產<br>所產生稅項虧損                       | 1,575                             | 3,435                             |
| Income tax expense   | 所得稅項開支                                       | 13,296                            | 19,513                            |

The weighted average applicable tax rate was 13.0% (2008: 10.0%).

As at 31 December 2009, the Group has unrecognised tax losses of approximately RMB103,435,000 (2008: RMB83,343,000), which can be carried forward to offset against future taxable income. Included in the tax loss as at 31 December 2009 was a loss of RMB25,423,000 (2008: RMB22,459,000) that will expire during the period from 2010 to 2014 (2008: 2009 to 2013), while other losses can be carried forward indefinitely. The deferred tax benefit of such tax losses has not been recognised as it is not probable that future taxable profit will be available against which the unutilised tax losses can be utilised, or the amounts attributable to specific subsidiaries are insignificant.

### 27. 所得稅開支(續)

以本集團除所得稅前溢利計算之稅項，與按照本集團所得絕大部分溢利來源地中國相關之內地企業所得稅稅率計算之理論數額有差異，對帳如下：

|  |  | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|--|-----------------------------------|-----------------------------------|
| Profit before income tax   | 除所得稅前溢利                                      | 120,978                           | 133,969                           |
| Tax calculated at domestic tax rates applicable to profits in the respective countries             | 按相關國家溢利適用之本地稅率計算之稅項                          | 15,771                            | 13,343                            |
| Income not subject to tax  | 毋須課稅收入                                       | (1,050)                           | (10,605)                          |
| Over provision in previous year (Reversal of)/withholding tax on dividends of the PRC subsidiaries | 以前年度多計之所得稅<br>中國附屬公司之股息須予<br>支付之代扣所得稅(撥回)/撥備 | -                                 | (160)                             |
| Tax losses for which no deferred income tax asset was recognised                                   | 並無確認遞延所得稅資產<br>所產生稅項虧損                       | 1,575                             | 3,435                             |
| Income tax expense   | 所得稅項開支                                       | 13,296                            | 19,513                            |

適用加權平均稅率為13.0%(二零零八年：10.0%)。

於二零零九年十二月三十一日，本集團有未確認稅務虧損約103,435,000元人民幣(二零零八年：83,343,000元人民幣)，可結轉抵銷未來應課稅收入。於二零零九年十二月三十一日之稅務虧損包括虧損25,423,000元人民幣(二零零八年：22,459,000元人民幣)，結轉期將於二零一零年至二零一四年(二零零八年：二零零九年至二零一三年)間屆滿，其他虧損則可無限期結轉。由於並不肯定未來有應課稅溢利而可以未動用之稅務虧損抵銷，或該金額對個別子公司微不足道，因此上述稅務虧損之遞延稅項利益並無確認入帳。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 28. Net foreign exchange gains/(losses)

The exchange differences credited/(charged) in the consolidated income statement are included as follows:

|  |                   | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|-------------------|-----------------------------------|-----------------------------------|
| Net foreign exchange gains from interest rate swap (Note 23)   | 利率掉期之匯兌收益淨額(附註23) | -                                 | 1,046                             |
| Net exchange losses (Note 23)                                  | 淨匯兌虧損(附註23)       | (745)                             | (8,800)                           |
| Net foreign exchange gains from financing activities (Note 26) | 融資活動的淨匯兌收益(附註26)  | 188                               | 8,267                             |
|  |                   | <b>(557)</b>                      | 513                               |

### 28. 匯兌收益／(虧損)淨額

在綜合收益表中記入／(扣除)的匯兌差額包括在下列項目內:

### 29. Profit attributable to equity holders of the Company

The profit attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of RMB4,426,000 (2008: RMB31,316,000).

### 29. 本公司權益持有人應佔溢利

於本公司財務報表處理之本公司權益持有人應佔溢利為4,426,000元人民幣(二零零八年: 31,316,000元人民幣)。

### 30. Earnings per share

#### Basic

Basic earnings per share is calculated by dividing profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

### 30. 每股盈利

#### 基本

每股基本盈利乃根據本公司權益持有人應佔溢利除年內已發行普通股加權平均數計算。

|   |                     | 2009<br>二零零九年       | 2008<br>二零零八年 |
|---|---------------------|---------------------|---------------|
| Profit attributable to equity holders of the Company (RMB'000)  | 本公司權益持有人應佔溢利(人民幣千元) | 107,471             | 114,237       |
| Weighted average number of ordinary shares in issue (thousands) | 已發行普通股加權平均數(千股)     | 465,210             | 467,533       |
| Basic earnings per share (RMB per share)                        | 每股基本盈利(每股人民幣)       | <b>23.1 Cents</b> 仙 | 24.4 Cents仙   |



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 30. Earnings per share (continued)

#### Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The dilutive potential ordinary shares of the Company mainly comprise the share options. A calculation is made in order to determine the number of shares that could have been acquired at fair value (determined as the average monthly market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

### 30. 每股盈利(續)

#### 攤薄

每股攤薄盈利假設所有可攤薄的潛在普通股被兌換後，根據已發行普通股的加權平均股數計算。本公司可攤薄的潛在普通股主要包括購股權。根據未行使購股權所附的認購權的貨幣價值，釐定按公平值(釐定為本公司股份的平均月度市價)可購入的股份數目。按以上方式計算的股份數目，與假設購股權行使而應已發行的股份數目作出比較。

|   |                        | 2009<br>二零零九年 | 2008<br>二零零八年 |
|---|------------------------|---------------|---------------|
| Profit attributable to equity holders of the Company (RMB'000)                        | 本公司權益持有人應佔盈利(人民幣千元)    | 107,471       | 114,237       |
| Weighted average number of ordinary shares in issue (thousands)                       | 已發行普通股的加權平均數(千計)       | 465,210       | 467,533       |
| Adjustments assuming the exercise of share options (thousands)                        | 假設購股權被行使的調整(千計)        | 4,172         | 9,501         |
| Weighted average number of ordinary shares for diluted earnings per share (thousands) | 計算每股攤薄盈利的普通股的加權平均數(千計) | 469,382       | 477,034       |
| Diluted earnings per share (RMB per share)  | 每股攤薄盈利(每股人民幣)          | 22.9 Cents仙   | 23.9 Cents仙   |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 31. Dividends

During the year ended 31 December 2009, a final dividend for the year ended 31 December 2008 of RMB11,888,000 (HK2.9 cents/share) (2008: 2007 final dividend of RMB14,760,000 (HK3.5 cents/share)) and an interim dividend for the year ended 31 December 2009 of RMB3,279,000 (HK0.8 cents/share) (2008: 2008 interim dividend of RMB4,930,000 (HK1.2 cents/share)), were paid by the Company, totalling RMB15,167,000 (2008: RMB19,690,000).

A final dividend in respect of the year ended 31 December 2009 of HK3.0 cents per share, totalling approximately of RMB12,274,000, is to be proposed at the forthcoming annual general meeting. These financial statements do not reflect such dividend payable.

### 31. 股息

於截至二零零九年十二月三十一日止年度內，本公司共支付15,167,000元人民幣(二零零八年：19,690,000元人民幣)之股息，分別包括11,888,000元人民幣(每股2.9港仙)之二零零八年末期股息(二零零八年：14,760,000元人民幣(每股3.5港仙)之二零零七年末期股息)和3,279,000元人民幣(每股0.8港仙)之二零零八年中期股息(二零零八年：4,930,000元人民幣(每股1.2港仙)之二零零八年中期股息)。

於即將舉行之股東週年大會上，有關截至二零零九年十二月三十一日止年度擬派末期股息每股3.0港仙，合共約12,274,000元人民幣。財務報表並無反映此應付股息。

|   |                                       | <b>2009</b><br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|---|---------------------------------------|--|-----------------------------------|
| Interim dividend paid of HK0.8 cents<br>(2008: HK1.2 cents)<br>per ordinary share   | 已派中期股息每股普通股<br>0.8港仙(二零零八年：<br>1.2港仙) | <b>3,279</b>                             | 4,930                             |
| Proposed final dividend of HK3.0<br>cents (2008: HK2.9 cents)<br>per ordinary share | 擬派末期股息每股普通股<br>3.0港仙(二零零八年：<br>2.9港仙) | <b>12,274</b>                            | 11,888                            |
|   |                                       | <b>15,553</b>                            | 16,818                            |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 32. Cash generated from operations

### 32. 經營業務產生之現金

|  |                           | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|---------------------------|-----------------------------------|-----------------------------------|
| Profit for the year  | 年內溢利                      | 107,682                           | 114,456                           |
| Adjustments for:   | 按下列各項調整：                  |                                   |                                   |
| – Income tax expense (Note 27)   | – 所得稅開支(附註27)             | 13,296                            | 19,513                            |
| – Depreciation (Note 7)  | – 折舊(附註7)                 | 26,243                            | 21,266                            |
| – Amortisation of:   | – 攤銷以下各項：                 |                                   |                                   |
| – Land use rights (Note 6)   | – 土地使用權(附註6)              | 110                               | 110                               |
| – Intangible assets (Note 8)   | – 無形資產(附註8)               | 8,668                             | 5,117                             |
| – (Reversal of)/impairment of intangible assets (Note 8)               | – 無形資產減值(撥回)/撥備(附註8)      | (856)                             | 5,412                             |
| – Loss/(gain) on disposal of property, plant and equipment (see below) | – 出售物業、廠房及設備之虧損/(收益)(見下文) | 15                                | (7)                               |
| – Income on government grants  | – 政府撥款之收入                 | (200)                             | –                                 |
| – Employee share option costs (Note 25)                                | – 僱員購股權成本(附註25)           | 243                               | 913                               |
| – Realised gain on derivative financial instruments (Note 23)          | – 衍生金融工具之變現收益及未變現虧損(附註23) | –                                 | (6,956)                           |
| – Net exchange gains on derivative financial instruments (Note 23)     | – 衍生金融工具之匯兌收益淨額(附註23)     | –                                 | (1,046)                           |
| – Interest income (Note 26)  | – 利息收入(附註26)              | (2,182)                           | (3,175)                           |
| – Interest expense on bank borrowings and government loans (Note 26)   | – 銀行借貸及政府貸款之利息開支(附註26)    | 16,272                            | 18,815                            |
| Changes in working capital:  | 營運資金變動：                   |                                   |                                   |
| – Inventories  | – 存貨                      | 3,962                             | (30,649)                          |
| – Trade receivables  | – 應收交易帳款                  | (11,221)                          | (26,353)                          |
| – Prepayments and other receivables                                    | – 預付款項及其他應收款項             | 36,005                            | (35,277)                          |
| – Pledged bank deposits  | – 已抵押銀行存款                 | 10,242                            | (5,206)                           |
| – Trade payables and bills payable                                     | – 應付交易帳款及應付票據             | 3,060                             | 14,874                            |
| – Accruals and other payables  | – 應計費用及其他應付款項             | (3,464)                           | (2,844)                           |
| Cash generated from operations   | 經營業務產生之現金                 | 207,875                           | 88,963                            |

In the consolidated cash flow statement, proceeds from disposal of property, plant and equipment comprise:

於綜合現金流量表，出售物業、廠房及設備所得款項包括以下各項：

|  |                    | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|--------------------|-----------------------------------|-----------------------------------|
| Net book amount (Note 7)                                 | 帳面淨值(附註7)          | 15                                | 68                                |
| (Loss)/gain on disposal of property, plant and equipment | 出售物業、廠房及設備之(虧損)/收益 | (15)                              | 7                                 |
| Proceeds from disposal of property, plant and equipment  | 出售物業、廠房及設備所得款項     | –                                 | 75                                |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 33. Commitments

#### (a) Capital commitments

|  |                  | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|------------------|-----------------------------------|-----------------------------------|
| Authorised and contracted but not provided for               | 已授權及訂約但未撥備       |                                   |                                   |
| – Construction-in-progress and property, plant and equipment | – 在建工程以及物業、廠房及設備 | 9,009                             | 18,747                            |
| – Product development projects                               | – 產品開發計劃         | 10,400                            | 16,280                            |
| – Land use rights  | – 土地使用權          | 1,915                             | 3,244                             |
|  |                  | <b>21,324</b>                     | 38,271                            |

#### (b) Operating lease commitments

The Group leases certain premises under non-cancellable operating lease agreements in respect of property, plant and equipment. The lease have varying terms, escalation clauses and renewal rights. The lease expenditure expensed in the consolidated income statement during the year is disclosed in Note 24.

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

|  |            | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|------------|-----------------------------------|-----------------------------------|
| Not later than 1 year                        | 不超過一年      | 2,772                             | 2,314                             |
| Later than 1 year and not later than 5 years | 超過一年但不超過五年 | 5,770                             | 1,033                             |
| Later than 5 years                           | 超過五年       | 15,360                            | 1,333                             |
|  |            | <b>23,902</b>                     | 4,680                             |

### 34. Contingent Liabilities

As at 31 December 2009, the Group had no significant contingent liabilities.

As at 31 December 2009, the Company has provided corporate guarantees in respect of banking facilities granted to certain subsidiaries amounting to RMB103,242,000 (2008: RMB59,891,000).

### 33. 承擔

#### (a) 資本承擔

|  |                  | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|------------------|-----------------------------------|-----------------------------------|
| Authorised and contracted but not provided for               | 已授權及訂約但未撥備       |                                   |                                   |
| – Construction-in-progress and property, plant and equipment | – 在建工程以及物業、廠房及設備 | 9,009                             | 18,747                            |
| – Product development projects                               | – 產品開發計劃         | 10,400                            | 16,280                            |
| – Land use rights  | – 土地使用權          | 1,915                             | 3,244                             |
|  |                  | <b>21,324</b>                     | 38,271                            |

#### (b) 經營租約承擔

本集團根據多份不可撤銷經營租約協議租賃若干物業。該等租約之條款、租金調整條款及續約權利不一。年內於綜合收益表支銷之租賃開支在附註24披露。

本集團根據不可撤銷經營租約之未來最低租金總額如下：

|  |            | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|--|------------|-----------------------------------|-----------------------------------|
| Not later than 1 year                        | 不超過一年      | 2,772                             | 2,314                             |
| Later than 1 year and not later than 5 years | 超過一年但不超過五年 | 5,770                             | 1,033                             |
| Later than 5 years                           | 超過五年       | 15,360                            | 1,333                             |
|  |            | <b>23,902</b>                     | 4,680                             |

### 34. 或然負債

於二零零九年十二月三十一日，本集團概無任何重大之或然負債。

於二零零九年十二月三十一日，本公司就授予某些附屬公司103,242,000人民幣(二零零八年：59,891,000元人民幣)的銀行融資額度作出公司擔保。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 35. Related party transactions

The Company is 42.0% owned by Marietta Limited (incorporated in the British Virgin Islands) which is owned by Mr. Yang Yirong. The remaining 58.0% of the shares are widely held.

The following transactions were carried out with related parties:

#### (a) Key management compensation

|   |             | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|---|-------------|-----------------------------------|-----------------------------------|
| Salaries and other short-term employee benefits | 薪金及其他短期僱員福利 | 5,902                             | 6,051                             |
| Share-based payments                            | 以股份為基礎的支付   | 134                               | 496                               |
|   |             | <b>6,036</b>                      | <b>6,547</b>                      |

#### (b) Details of the amount due to a director were:

|                 |       | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|-----------------|-------|-----------------------------------|-----------------------------------|
| Mr. Yang Yirong | 楊毅融先生 | 996                               | 1,005                             |

Balances with directors were unsecured and non-interest bearing, and are repayable on demand.

No advances were made to Mr. Yang Yirong during the year ended 31 December 2009 and 31 December 2008.

### 35. 有關連人士交易

本公司42.0%權益由一間楊毅融先生持有之英屬處女群島註冊成立之公司－Marietta Limited 擁有。餘下58.0%餘由其他人士持有。

下列為與有關連人士進行之交易：

#### (a) 主要管理人員酬金

|   |             | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|---|-------------|-----------------------------------|-----------------------------------|
| Salaries and other short-term employee benefits | 薪金及其他短期僱員福利 | 5,902                             | 6,051                             |
| Share-based payments                            | 以股份為基礎的支付   | 134                               | 496                               |
|   |             | <b>6,036</b>                      | <b>6,547</b>                      |

#### (b) 應付一董事款項詳情如下：

|                 |       | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 |
|-----------------|-------|-----------------------------------|-----------------------------------|
| Mr. Yang Yirong | 楊毅融先生 | 996                               | 1,005                             |

董事之結餘為無抵押且免息及須應要求償還。

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，本集團並無向楊毅融先生墊付款項。

# Financial Summary

## 財務概要

### Results

### 業績

|  |                 | Year ended 31 December<br>截至十二月三十一日止年度 |                                   |                                   |                                   |                                   | 2009 |
|--|-----------------|--|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|------|
|  |                 | 2005<br>二零零五年<br>RMB'000<br>人民幣千元      | 2006<br>二零零六年<br>RMB'000<br>人民幣千元 | 2007<br>二零零七年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 |      |
| Turnover   | 銷售              | 384,417                                | 532,975                           | 612,159                           | 739,973                           | <b>728,494</b>                    |      |
| Operating profit                                     | 經營溢利            | 82,869                                 | 105,592                           | 140,119                           | 140,745                           | <b>137,014</b>                    |      |
| Finance costs  | 融資成本            | (4,896)                                | (1,175)                           | (2,071)                           | (6,776)                           | <b>(16,036)</b>                   |      |
| Profit before income tax                             | 除所得稅前溢利         | 77,973                                 | 104,417                           | 138,048                           | 133,969                           | <b>120,978</b>                    |      |
| Income tax expense                                   | 所得稅             | (6,923)                                | (8,982)                           | (7,514)                           | (19,513)                          | <b>(13,296)</b>                   |      |
| Profit for the year                                  | 年內溢利            | 71,050                                 | 95,435                            | 130,534                           | 114,456                           | <b>107,682</b>                    |      |
| Dividends  | 股息              | 9,605                                  | 14,226                            | 19,297                            | 16,818                            | <b>15,553</b>                     |      |
| Attributable to:<br>Equity holders of<br>the Company | 應佔：<br>本公司權益持有人 | 71,120                                 | 95,440                            | 130,465                           | 114,237                           | <b>107,471</b>                    |      |
| Minority interest                                    | 少數股東權益          | (70)                                   | (5)                               | 69                                | 219                               | <b>211</b>                        |      |
|  |                 | 71,050                                 | 95,435                            | 130,534                           | 114,456                           | <b>107,682</b>                    |      |

### Financial Positions

### 財務狀況

|  |              | As at 31 December<br>截至十二月三十一日止年度 |                                   |                                   |                                   |                                   | 2009 |
|--|--------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|------|
|  |              | 2005<br>二零零五年<br>RMB'000<br>人民幣千元 | 2006<br>二零零六年<br>RMB'000<br>人民幣千元 | 2007<br>二零零七年<br>RMB'000<br>人民幣千元 | 2008<br>二零零八年<br>RMB'000<br>人民幣千元 | 2009<br>二零零九年<br>RMB'000<br>人民幣千元 |      |
| Non-current assets                       | 非流動資產        | 212,204                           | 254,524                           | 386,327                           | 444,040                           | <b>453,365</b>                    |      |
| Current assets                           | 流動資產         | 436,965                           | 540,371                           | 564,742                           | 773,620                           | <b>862,757</b>                    |      |
| Total assets                             | 資產總值         | 649,169                           | 794,895                           | 951,069                           | 1,217,660                         | <b>1,316,122</b>                  |      |
| Shareholder' equity                      | 股東權益         | 445,014                           | 533,060                           | 663,807                           | 748,972                           | <b>843,985</b>                    |      |
| Non-current liabilities                  | 非流動負債        | 5,020                             | 11,698                            | 58,121                            | 242,970                           | <b>111,536</b>                    |      |
| Current liabilities                      | 流動負債         | 199,135                           | 250,137                           | 229,141                           | 225,718                           | <b>360,601</b>                    |      |
| Total liabilities                        | 負債總額         | 204,155                           | 261,835                           | 287,262                           | 468,688                           | <b>472,137</b>                    |      |
| Total liabilities and equity             | 總負債及權益       | 649,169                           | 794,895                           | 951,069                           | 1,217,660                         | <b>1,316,122</b>                  |      |
| Net current assets                       | 流動資產淨值       | 237,830                           | 290,234                           | 335,601                           | 547,902                           | <b>502,156</b>                    |      |
| Total assets less<br>current liabilities | 總資產減<br>流動負債 | 450,034                           | 544,758                           | 721,928                           | 991,942                           | <b>955,521</b>                    |      |





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

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