



安德利  
ANDRE

烟台北方安德利果汁股份有限公司

Yantai North Andre Juice Co., Ltd.

(於中華人民共和國註冊成立之有限公司)

(a joint stock limited company incorporated in the People's Republic of China)

(股份代號：2218)

(Stock Code: 2218)



二零一零年年報 Annual Report 2010

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# Corporate Information

## 公司資料

### Directors

#### Executive Directors

Wang An  
Zhang Hui

#### Non-executive Director

Lin Wu-Chung  
Liu Tsung-Yi  
Jiang Hong Qi (*served as an executive Director and was re-designated as a non-executive Director on 30 June 2010*)

#### Independent non-executive Directors

Yu Shou Neng  
Qu Wen  
Gong Fan (*appointed on 18 January 2011*)  
Chow Kam Hung (*appointed on 18 January 2011*)  
Xu Guang Zhou (*appointed on 30 June 2010 and resigned on 18 January 2011*)  
Wu Jian Hui (*retired on 30 June 2010*)

### Supervisors

Li Ye Sheng (*appointed on 30 June 2010*)  
Wang Chun Tang  
Li Kun Gui (*appointed on 30 June 2010*)  
Mu Gui Sheng (*retired on 30 June 2010*)  
Qu Wei Jia (*retired on 30 June 2010*)

### Qualified Accountant

Ng Man Yee Karen, CPA FCCA ACA

### Company Secretary

Ng Man Yee Karen, CPA FCCA ACA

### Members of Audit Committee

Gong Fan (*appointed on 18 January 2011*)  
Yu Shou Neng  
Qu Wen  
Chow Kam Hung (*appointed on 18 January 2011*)  
Wu Jian Hui (*retired on 30 June 2010*)  
Xu Guang Zhou (*appointed on 30 June 2010 and resigned on 18 January 2011*)

### 董事

#### 執行董事

王 安  
張 輝

#### 非執行董事

林武忠  
劉宗宜  
姜洪奇 (*曾任執行董事並於二零一零年六月三十日調任為非執行董事*)

#### 獨立非執行董事

俞守能  
曲 雯  
龔 凡 (*委任於二零一一年一月十八日*)  
周錦雄 (*委任於二零一一年一月十八日*)  
徐廣洲 (*委任於二零一零年六月三十日及辭任於二零一一年一月十八日*)  
鄔建輝 (*退任於二零一零年六月三十日*)

### 監事

李業勝 (*委任於二零一零年六月三十日*)  
王春堂  
李坤貴 (*委任於二零一零年六月三十日*)  
慕桂盛 (*退任於二零一零年六月三十日*)  
曲維佳 (*退任於二零一零年六月三十日*)

### 合資格會計師

伍敏怡 CPA FCCA ACA

### 公司秘書

伍敏怡 CPA FCCA ACA

### 審核委員會成員

龔 凡 (*委任於二零一一年一月十八日*)  
俞守能  
曲 雯  
周錦雄 (*委任於二零一一年一月十八日*)  
鄔建輝 (*退任於二零一零年六月三十日*)  
徐廣洲 (*委任於二零一零年六月三十日及辭任於二零一一年一月十八日*)

### Compliance Officer

Zhang Hui

### Authorised Representatives

Wang An

Ng Man Yee Karen, CPA FCCA ACA

### Auditors

KPMG

### Legal Advisers

*As to Hong Kong Law*

Baker & McKenzie

*As to PRC Law*

Shandong Qianwei Law Firm

### Compliance Adviser

Guotai Junan Capital Limited

*(effective from 19 January 2011)*

### Principal Bankers

China Construction Bank (Muping Branch, Yantai City)

Agricultural Bank of China (Muping Branch, Yantai City)

Industrial and Commercial Bank of China

(Muping Branch, Yantai City)

Bank of China (Muping Branch, Yantai City)

HSBC Bank (China) Company Limited (Qingdao Branch)

Rabobank Nederland (Shanghai Branch)

Bank of China (Hong Kong) Limited (Qingdao Branch)

### H Share Registrar and Transfer Office

Tricor Tengis Limited

26th Floor

Tesbury Centre

28 Queen's Road East

Wanchai

Hong Kong

### 監察主任

張輝

### 獲授權代表

王安

伍敏怡 CPA FCCA ACA

### 核數師

畢馬威會計師事務所

### 法律顧問

*香港法律*

貝克•麥堅時律師事務所

*中國法律*

山東前衛律師事務所

### 合規顧問

國泰君安融資有限公司

*(自二零一一年一月十九日起生效)*

### 主要往來銀行

中國建設銀行(烟台市牟平支行)

中國農業銀行(烟台市牟平支行)

中國工商銀行

(烟台市牟平支行)

中國銀行(烟台市牟平支行)

滙豐銀行(中國)有限公司青島分行

荷蘭合作銀行有限公司上海分行

中國銀行(香港)有限公司(青島分行)

### H股過戶登記處

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

# Corporate Information

## 公司資料

### Registered Office and Principal Place of Business in the PRC

No. 18 Andre Avenue  
Muping Economic Development Zone  
Yantai City, Shandong Province, the PRC

### Investors Relationship & Principal Place of Business in Hong Kong

Unit 2805, 28/F  
The Center  
99 Queen's Road Central  
Hong Kong  
Telephone : (852) 2511-6988  
Facsimile : (852) 2587-9166  
Email address : andrehk@biznetvigator.com

### Company Homepage/Website

[www.andre.com.cn](http://www.andre.com.cn)

### Stock Code

2218

(The H shares of the Company were transferred and listed on the Main Board of the Stock Exchange (stock code: 2218) on 19 January 2011 and were delisted from the Growth Enterprise Market of the Stock Exchange (stock code: 8259) on the same date)

### 中國註冊辦事處及主要營業地點

中國山東省煙台市  
牟平經濟開發區  
安德利大街18號

### 投資者關係及香港營業地址

香港皇后大道中99號  
中環中心28樓2805室  
電話：(852) 2511-6988  
傳真：(852) 2587-9166  
電子郵件：andrehk@biznetvigator.com

### 公司網頁／網站

[www.andre.com.cn](http://www.andre.com.cn)

### 股份代號

2218

(本公司H股自二零一一年一月十九日起轉為在聯交所主板買賣(股份代號：2218)並由聯交所創業板除牌(股份代號：8259))

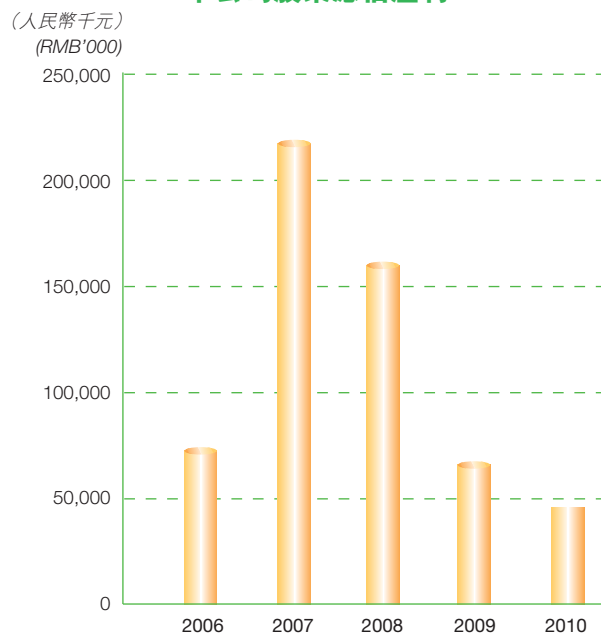
# Financial Highlights

## 財務摘要

### Results 業績

		For the year ended 31 December 截至十二月三十一日止年度				
		2010	2009	2008	2007	2006
		二零一零年	二零零九年	二零零八年	二零零七年	二零零六年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Turnover	收入	1,098,701	597,252	1,309,354	1,662,976	786,435
Profit from operations	經營溢利	80,995	67,792	143,963	292,565	58,662
Profit before taxation	除稅前溢利	55,835	54,202	181,893	266,604	78,823
Profit for the year	本年度溢利	49,170	61,889	156,445	235,153	70,234
Attributable to:	歸屬於：					
Equity shareholders of the Company	本公司股東	49,215	64,382	156,107	213,874	69,673
Minority interests	少數股東	(45)	(2,493)	338	21,279	561
Basic earnings per share	每股基本盈利	<b>RMB 人民幣 0.0115 元</b>	RMB 人民幣 0.0151 元	RMB 人民幣 0.037 元	RMB 人民幣 0.052 元	RMB 人民幣 0.018 元

### Profit Attributable to Equity Shareholders of the Company 本公司股東應佔溢利



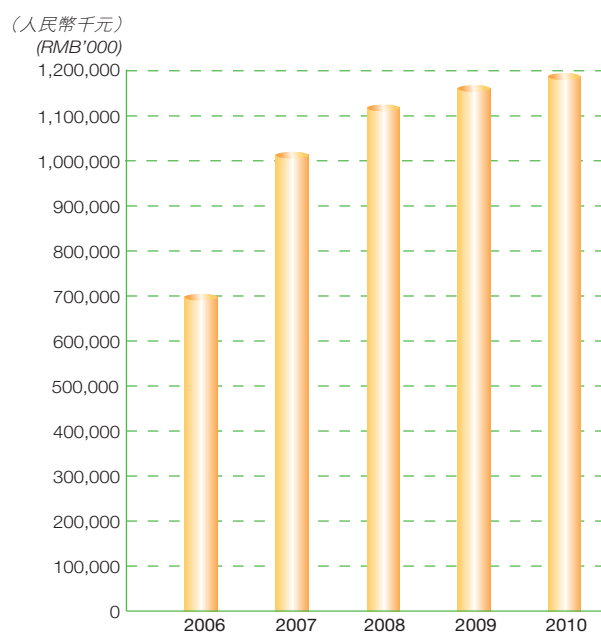
# Financial Highlights

## 財務摘要

### Assets and Liabilities 資產及負債

		As at 31 December 於十二月三十一日				
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2007 二零零七年 RMB'000 人民幣千元	2006 二零零六年 RMB'000 人民幣千元
Total Assets	資產總值	<b>2,340,447</b>	2,302,316	2,232,414	2,853,291	1,852,683
Total Liabilities	負債總值	<b>1,141,302</b>	1,137,412	1,099,540	1,759,852	1,145,146
Total equity attributable to equity shareholders of the Company	本公司股東應佔權益	<b>1,194,133</b>	1,159,847	1,125,324	1,022,302	697,950
Minority interests	少數股東權益	<b>5,012</b>	5,057	7,550	71,137	9,587

### Total Equity Attributable to Equity Shareholders of the Company 本公司股東應佔權益



# Chairman's Statement

## 主席報告書

I am pleased to submit to the shareholders the annual report of the Company and its subsidiaries (collectively known as the "Group") for the financial year ended 31 December 2010.

### Annual Results and Review

The Group recorded a turnover of approximately RMB1,098,701,000 for the year ended 31 December 2010, representing an increase of approximately 84% over the previous year. The profit attributable to equity shareholders was approximately RMB49,215,000, and basic earnings per share was approximately RMB0.0115.

As over 90% of the domestic apple juice concentrate products are for export purpose, the global economic situation has a strong impact on the domestic apple juice concentrate industry. Given the current global economic recovery, export price of domestic apple juice concentrate has shown a steady upward trend. In 2010, exports of China's apple juice concentrate industry amounted to 784,150 tonnes (2009: 795,700 tonnes), representing a slight decrease compared with 2009. As the management of the Company adjusted the pace of product sales in 2009 while the selling price was low with a view to selling more such products when the price recovers, this led to a visible significant upward trend in both selling price and sales volume in the Group's products in 2010.

Under the trend of steady appreciation of Renminbi against US dollar, the Group has enhanced its cooperation with international renowned financial institutions and entered into term loan agreements with certain financial institutions to appropriately adjust the proportion of Renminbi and US dollar loans. The Directors believe that maintaining an appropriate proportion of US dollar loans can reduce the Group's exchange rate risk and finance costs, and can facilitate better business development. In expanding the domestic market sales, the Group continued to

本人欣然提呈本公司及附屬公司(合稱「本集團」)截至二零一零年十二月三十一日止年度報告，敬請各位股東瀏覽。

### 全年業績及回顧

本集團截至二零一零年十二月三十一日止年度實現本集團收入約為人民幣1,098,701,000元，比去年同期上升約84%；實現股東應佔溢利約為人民幣49,215,000元，每股基本盈利約為人民幣0.0115元。

由於國內濃縮蘋果汁行業產品90%以上用於出口，受國際經濟形式影響較大。在目前全球性經濟復蘇的帶動下，國內濃縮蘋果汁的出口價格已呈現穩步回升趨勢。二零一零年年度中國濃縮蘋果汁行業出口量為784,150噸，與二零零九年795,700噸相比略有下降。由於公司管理層有意在二零零九年年度市場價格低迷時調整了銷售速度，在二零一零年果汁價格回升後，再進行銷售，這致使本集團產品在的銷售量和銷售價格在二零一零年年度內呈現明顯上升的趨勢。

在人民幣對美元升值趨穩的形勢下，本集團繼續加強了與國內外著名金融機構的合作，並與若干金融機構訂立了定期貸款協議，適度調整了人民幣和美元貸款之間的比例，董事相信，通過保持適度美元貸款的比例，可有效降低本集團匯率風險和融資成本，以及更好地促進業務的發展。在擴大國內市場銷售方面，本集團積極致力於與國內著名飲料加工生產商保持優質、穩定的合作關係，並積極開發新的優良客戶，開拓新的銷售渠道，二零一零年年度，蘋果汁、梨汁和香精的國內銷售均比二零零九年有所增加，銷售量佔國內市場份額亦有大幅提升。在產業鏈延伸方面，本



# Chairman's Statement

## 主席報告書

maintain close and stable business relationships with certain renowned beverage manufacturers in China and has developed new good customers with broadened sales channels. In 2010, domestic sales of apple juice, pear juice and essence all increased as compared with the previous year; its market share in terms of sales volume in the domestic market also increased significantly from the previous year. For extension of the industrial chain, the Company, Andre Juice Co., Ltd. ("Andre BVI") and Chengdu President Enterprises Food Co., Ltd., a wholly-owned subsidiary of Uni-President China Holdings Limited ("Uni-President"), established a joint venture company, Yantai Tongli Beverage Industries Co., Ltd., to engage in the business of OEM processing and sales of various types of beverages, fruit juice, tea, dairy drinks, mineral water, jelly, flummery, cereal products, fruit puree, soybean milk, PET molding and stretching and contracted processing and sales of other products. The commencement of production of the joint venture company in May 2010 will further enhance the position and market share of our products in the domestic market. For research and development, the Group began to undertake the "Different Maturity Degree Apple Processing and Tank Farms Sterilized Storage Comprehensive Technology Development" project in the National Spark Program; the "Research and Development for Stable Clear Apple Juice Concentrate Processing Technology using Multi-varieties and Immature Apples" in the International Cooperation Projects of Shandong Province; and the "Research and Development for Stable Clear Apple Juice Concentrate Processing Technology Using Multi-varieties and Immature Apples" in the Yantai Municipal Science and Technology Development Plan. The Group has also completed the pilot processing technology research for the production of liquid apple aroma concentrate under low temperature and industrialization research for stable clear apple juice concentrate using multi-varieties and immature apples.

公司、Andre Juice Co., Ltd. (「安德利BVI」)及統一企業中國控股有限公司(「統一企業」)之全資附屬公司成都統一企業食品有限公司成立的合營企業烟台統利飲料工業有限公司於二零一零年五月正式投入生產，該合營企業，從事各類飲料、果汁、茶飲料、乳飲料、礦質水、果凍、布丁、穀物製品、果漿、豆漿、PET瓶裝注塑及吹瓶以及其他產品的代加工及銷售業務，合營企業正式生產經營後，將進一步提高本集團產品在國內市場的影響力，並推動內銷市場佔有率的增長。在研發方面：本集團開始承擔國家星火計劃重點項目中的「不同成熟度蘋果加工及大罐群無菌貯存綜合技術開發」項目；山東省國際科技合作項目「多品種不成熟蘋果加工穩定濃縮清汁技術研究開發」；烟台市科技發展計劃「多品種不成熟蘋果加工穩定濃縮清汁技術研究開發」。完成了蘋果芳香液低溫濃縮生產技術的中試研究和完成多品種不成熟蘋果加工穩定濃縮清汁技術的產業化研究。

### Analysis of Industry and Our Market Share

In 2010, the total volume of China's apple juice concentrate exports was approximately 784,150 tonnes, representing a slight decrease of 1.45% as compared to 795,700 tonnes in 2009. Although the Chinese apple juice concentrate industry has only begun mass production since the late 90's of last century, the industry grew at a tremendous rate and has claimed a world market share of over 50% within just a decade, owing to the abundant apple supplies in the PRC. In 2008, the global financial crisis had led the export-oriented Chinese juice concentrate industry into recession. The severe market condition continued until the third quarter of 2009. From the fourth quarter of 2009, as the global apple juice consumption gradually recovered, sales market also started to recover. In 2010, the demand for apple juice further increased, and the sales market continuously improved. Since the fourth quarter of 2010, the demand for the apple juice was resumed to the normal level before the economic crisis.

In fact, there remains ample of market demand for apple juice. Since apple juice itself is nutritious, people's increasing pursuit for green and healthy food, is bound to bring more rooms for development for the apple juice market. Currently, 85% of the world's apple juice consumer market is concentrated in the developed countries and their demand has basically become saturated with relatively stable growth. In these major consumer countries, we already have relatively fixed market share and customer base. Meanwhile, we believe that the developing countries are highly populated and people have increasingly focused on nutrition in diet and pure apple juice will undoubtedly be the best option. This growing consumer market will surely become a take-off area of future apple juice consumption. Being a leader in the Chinese apple juice concentrate industry and through our proactive and visionary leadership, we have gradually expanded the market share of our products and will seek to secure our leading position in the industry for more rapid and

### 行業和本公司市場份額分析

二零一零年年度，中國濃縮蘋果汁出口量約為784,150噸，與二零零九年年度出口量795,700噸相比下降了1.45%。中國濃縮蘋果汁行業的大規模生產起始於上世紀九十年代後期，但由於中國有著豐富的蘋果資源，發展速度十分驚人，僅十年左右就佔據了世界濃縮果汁市場超過50%的份額。二零零八年年度，全球經濟危機導致以出口為主的中國濃縮蘋果汁行業處於極不景氣的低谷，這種低迷的市場行情一直持續至二零零九年第三季度。自二零零九年第四季度開始，世界蘋果汁消費市場開始回暖，銷售市場也漸漸好轉。二零一零年年度，蘋果汁的市場需求量日趨回升，銷售市場持續好轉。自二零一零年第四季度，蘋果汁的需求已開始恢復至經濟危機前的正常水平。

事實上，蘋果汁市場的需求空間仍然很大。由於蘋果汁本身具有多種營養功能，隨著人們對綠色、健康食品的不斷追求，必將給蘋果汁市場帶來更大的發展空間。目前世界蘋果汁消費市場有85%集中在發達國家，發達國家對蘋果汁的需求已經基本形成剛性，需求量也保持較為穩定的增長態勢，在這些主要的消費國家，我們都已擁有比較固定的市場份額和客戶群體。同時，我們認為發展中國家人口眾多，人們也越來越注重飲食的營養搭配，天然無添加的蘋果汁無疑將是最好的選擇之一。這個正慢慢成熟的消費市場必將成為未來蘋果汁消費的騰飛區。作為中國濃縮果汁行業龍頭企業，本公司領導審時度勢，逐步擴大本公

# Chairman's Statement

## 主席報告書

better development. The export volume of the Group's products represented approximately 11% on the whole industry in 2009. In 2010, such percentage has increased to approximately 17%.

### Prospect and Outlook

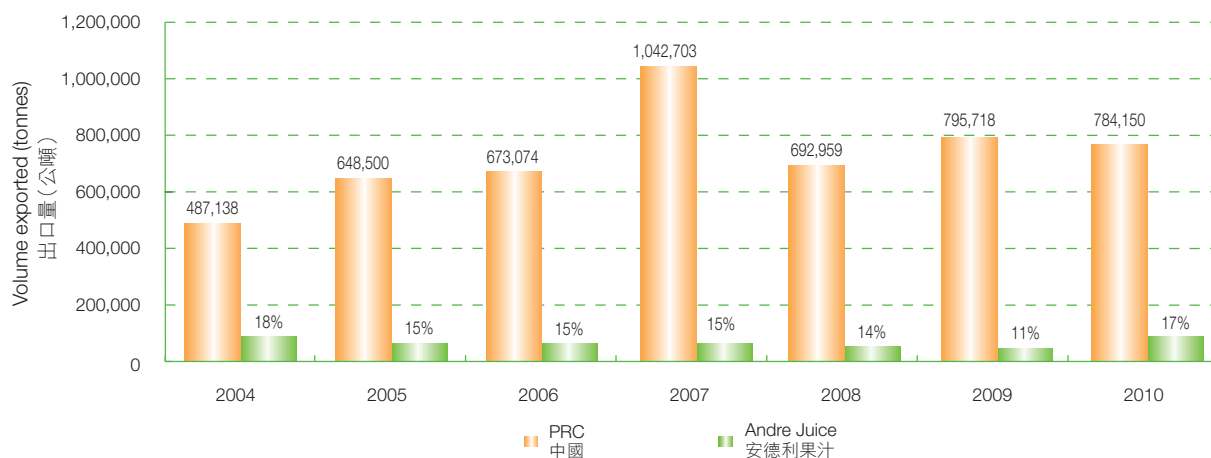
With the rising demand brought by the global economic recovery and the demand for apple juice concentrate was stimulated by the current large price spread between orange juice and apple juice, we expect both the export volume and export price of apple juice will remain steady in the normal level. In addition, with the gradual implementation of specific measures favourable to the agricultural industry under the PRC government's macroeconomic policies as well as the gradual improvement of various relevant PRC laws and regulations, the Group will enjoy better development and financing opportunities. Aiming at enlarging its business scale, the Group will strive to further enlarge its market, enhance productivity, diversify products, expand sales, disperse markets and to develop financing channels, etc.

司產品的市場佔有率，鞏固於本行業的領導地位，謀求公司更快更好的發展。在二零零九年年度本集團產品出口佔整個行業出口量比例約11%的基礎上，本集團二零一零年年度產品出口所佔比例達到了約17%。

### 前景與展望

伴隨著全球經濟不斷回暖帶來的需求上升，以及目前橙汁和蘋果汁價差過大也刺激了濃縮蘋果汁的需求，我們預計蘋果汁的出口量及出口價格將會繼續穩定在理性的正常水平。另外，隨著國家宏觀經濟政策向農業傾斜的各項具體措施的逐步實施，以及國家各項有關法律法規的逐步完善，本集團也將面臨更好的發展及融資機遇。為謀求本集團的規模發展，本集團將繼續在拓寬市場、提升生產能力、產品多樣化、擴展銷售並分散市場、拓寬融資渠道等多方面作更進一步的努力。

Volume of Apple Juice Concentrate Exported from the PRC (tonnes) and our Market Share  
中國濃縮蘋果汁出口量(公噸)及本公司所佔市場份額



Source: Custom General Administration of the PRC and United States Department of Agriculture  
來源：中國海關信息中心及美國農業部

## Chairman's Statement 主席報告書

In terms of juice production capacity, volatility in the industry will force some of the small and medium domestic enterprises out of the market. Moderate reshuffle in the industry will increase concentration in the industry and improve the industry competition. The Group will continue to target small and medium enterprises in the industry, domestic or abroad, to further increase the Group's annual production capacity for juice concentrate through capital activities such as merger and acquisition, and to strengthen its leading position in the industry. On domestic market sales, as the domestic consumer market for apple juice concentrate gradually expands, the Group will continue to maintain good business relationships with existing customers in the coming year while actively exploring new customers through our prime product quality and comprehensive services, with a view to opening a new page in our domestic market sales. On extension of the industrial chain, with the joint venture company jointly established and invested by the Group and Uni-President reaching full production capacity in 2011, the position of our products in the domestic market will be further enhanced, which will help drive our market share in the domestic market. On research and development of new products, in 2011, the Company will complete the industrialization research for the production technology of liquid apple aroma concentrate under low temperature and the industrialization of technology for stable clear apple juice processing using different variety and immature apples. In 2011, the Group will also strive to participate in the research projects under the National Science and Technology Support Program of the "12th Five-Year Plan".

在果汁產能方面，行業的波動將使國內部份中小型企業退出市場競爭，行業適度洗牌將有利於提高行業集中度，改善行業的競爭環境。本集團將繼續著眼於國內外同行業的中小企業，採取兼併收購等資本運作手段，進一步提高本集團年生產濃縮果汁的生產能力，鞏固本集團於行業內的領導地位；在國內市場銷售方面，隨著國內濃縮蘋果汁消費市場的日益擴大，本集團在新的年度會繼續與現有客戶保持良好的業務關係，並積極開拓新的客戶，以優良的品質，完善的服務，打開國內市場銷售的新局面。在產業鏈延伸方面，本集團與統一企業共同投資建立的合營企業預計在二零一一年滿負荷生產，這將進一步提高本集團產品在國內市場的影響力，並推動內銷市場佔有率的增長。在新產品研究與開發方面，公司將在二零一一年完成蘋果芳香液低溫濃縮生產技術的產業化技術研究；及實現多品種不成熟蘋果加工穩定濃縮清汁技術的產業化。展望二零一一年，本集團將爭取承擔「十二•五」國家科技支撐計劃。

# Chairman's Statement

## 主席報告書

At present, the Company has a sound financial base. The Company is also well positioned under the State's policy to construct new rural area, promote agriculture, develop the rural area, enrich farmers and expand domestic demand. The board of directors ("Directors") the Company (the "Board") and I have full confidence in its future development. Our employees will continue to support the Group and to contribute to the Group's continuous and steady development.

### Dividend

The Board proposes a final dividend of RMB0.0035 per share for the financial year 2010 in the forthcoming annual general meeting.

### Appreciation

During the reporting period, the negative impact from the global financial crisis to the whole industry gradually faded. The industry is in steady recovery. The sales volume and the selling price of the Group are under recovery growth. The Directors strongly believe that the Company will have greater development opportunities in 2011, given that some small and medium domestic enterprises have been forced out of the market and the whole industry has been gradually recovered. On behalf of the Board, I would like to express my sincere gratitude to all the investors, loyal customers and suppliers for their appreciation and unfailing support to the Group.

**Yantai North Andre Juice Co., Ltd.\***

**Wang An**

*Chairman*

25 March 2011

\* For identification purpose only

目前本公司財務狀況良好，且本公司符合國家建設新農村、發展農業、繁榮農村、富裕農民、擴大內需的政策導向，本人及本公司董事（「董事」）會（「董事會」）對公司未來發展充滿信心，本公司全體員工將繼續努力，為本集團的持續穩定發展作出貢獻。

### 股利

董事會擬於即將召開的股東週年大會上建議派發二零一零年年度股利每股人民幣0.0035元。

### 致謝

報告期內，全球性經濟危機對整個行業的負面影響逐漸減弱，整個行業處於穩步回升狀態，本集團的銷售量和銷售價格出現了恢復性的增長。董事堅信，由於行業的波動使國內部份中小型企業退出市場競爭，隨著整個行業的穩步恢復，二零一一年度公司將會有更大的發展機遇。在此，本人謹代表董事會就各界投資者、忠誠客戶及各大供應商對本集團的厚愛及堅定支持表示衷心感謝。

烟台北方安德利果汁股份有限公司

王安

董事長

二零一一年三月二十五日

\* 僅供識別

# Management Discussion and Analysis

## 管理層討論及分析

### Financial Review

#### Results

For the year ended 31 December 2010, the Group's turnover increased to approximately RMB1,098,701,000 as compared to approximately RMB597,252,000 in 2009, representing a significant increase of approximately RMB501,449,000 or 84%. The Group's turnover was principally derived from the manufacture and sale of apple juice concentrate, pear juice concentrate, apple essence, feedstuff and related products. The sale of apple juice concentrate accounted for approximately 93% of the total turnover of the Group for the year ended 31 December 2010 (2009: approximately 94%). The increase in turnover was mainly attributable to the increase in sales volume and selling price of apple juice concentrate. The increase in sales volume and selling price was mainly caused by the increase in apple juice consumer sales since the fourth quarter of 2009 due to the recovery of the apple juice sales market.

For the year ended 31 December 2010, the Group's gross profit was approximately RMB150,493,000 and the gross profit margin was approximately 14%. For the corresponding period in 2009, the gross profit was approximately RMB89,015,000 and gross profit margin was approximately 15%.

### 財務回顧

#### 業績

截至二零一零年十二月三十一日止年度，本集團的收入增加至約人民幣1,098,701,000元，與二零零九年約人民幣597,252,000元相比，增加約人民幣501,449,000元或84%。本集團的收入主要來自生產及銷售濃縮蘋果汁、濃縮梨汁、蘋果香精、生物飼料及相關產品。截至二零一零年十二月三十一日止年度，濃縮蘋果汁的銷售約佔本集團總銷售額之93%（二零零九年：約94%）。本年度營業額增加主要是由於濃縮蘋果汁之銷售數量及銷售價格上升引起的。銷售數量及銷售價格上升主要是由於二零零九年第四季度開始，蘋果汁消費市場開始回暖，蘋果汁銷售市場有所好轉所致。

截至二零一零年十二月三十一日止年度，本集團毛利約為人民幣150,493,000元，毛利率約為14%。二零零九年同期的毛利約為人民幣89,015,000元，毛利率約為15%。

# Management Discussion and Analysis

## 管理層討論及分析

For the year ended 31 December 2010, the Group's net profit (i.e. the profit for the year attributable to equity shareholders of the Company) decreased to approximately RMB49,215,000 as compared to approximately RMB64,382,000 for the corresponding period in 2009, representing a decrease of approximately RMB15,167,000 or 24%. The significant decrease in net profit was mainly attributable to the decrease in grants from the government and the income tax income.

### Other Income

For the year ended 31 December 2010, other income of the Group was approximately RMB42,924,000, as compared to approximately RMB72,583,000 for the corresponding period in last year, representing a decrease of approximately RMB29,659,000. The decrease in other income was mainly due to the decrease in royalty fee received from an exclusive distributor to distribute products of the Group in US and Canada, and the decrease in grants from the PRC government.

### Distribution Costs and Administrative Expenses

For the year ended 31 December 2010, the Group incurred distribution costs of approximately RMB76,609,000, as compared to approximately RMB44,478,000 in 2009, representing an increase of approximately RMB32,131,000 or 72%. The Group's distribution costs mainly included transport, export inspection and marketing expenses. Such increase was mainly attributable to the increase in sales volume and cost of transportation, causing the increase in transportation and export related expenses.

For the year ended 31 December 2010, the Group incurred administrative expenses of approximately RMB29,299,000 as compared to approximately RMB44,163,000 in 2009, representing a decrease of approximately RMB14,864,000 or 34%. Such decrease was mainly attributable to the strengthened cost control and the reduction in administrative expenditures by the Group.

截至二零一零年十二月三十一日止年度，本集團淨利潤（即本公司股東應佔本年度溢利）約為人民幣49,215,000元，與二零零九年同期約為人民幣64,382,000元相比，下降約人民幣15,167,000元或24%。淨利潤減少主要是由於政府補貼收入及所得稅收益減少所致。

### 其他收入

截至二零一零年十二月三十一日止年度，本集團其他收入約人民幣42,924,000元，與去年同期約人民幣72,583,000元相比，減少約人民幣29,659,000元。其他收入的減少主要是由於本集團向美國和加拿大的獨家銷售商收取的特許費及中國政府補貼的減少。

### 銷售及管理費用

截至二零一零年十二月三十一日止年度，本集團銷售費用約為人民幣76,609,000元。與二零零九年約人民幣44,478,000元相比增加約人民幣32,131,000元或72%。本集團之銷售費用主要包括運輸費用，出口檢驗費及推廣費用。銷售費用增加主要是由於銷售數量增加以及運費價格上漲，導致運費及相關出口費用增加所致。

截至二零一零年十二月三十一日止年度，本集團的管理費用約為人民幣29,299,000元。與二零零九年約人民幣44,163,000元相比，減少約人民幣14,864,000元或34%。管理費用減少主要是由於集團加大成本控制力度，減少各類行政開支所致。

# Management Discussion and Analysis

## 管理層討論及分析

### Net Finance Costs

For the year ended 31 December 2010, the net finance costs of the Group were approximately RMB38,384,000, as compared to approximately RMB41,034,000 for the corresponding period in 2009, representing a decrease of approximately RMB2,650,000 or 6%. Such decrease was mainly due to the decrease in average loan balance and bank charges during the year.

### Investment Income

For the year ended 31 December 2010, investment income recognised by the Group was approximately RMB9,181,000. Investment income mainly includes the increase in the carrying amount in share of total shareholders' equity of Yantai Andre Pectin Co., Ltd.\* (烟台安德利果膠有限公司) ("Andre Pectin") by the Company. In 2010, since there was capital injection by a new investor to Andre Pectin, the equity interest of the Company in Andre Pectin was diluted from 20% to 18.95%. However, as the amount injected by the new investor was more than the share of the issued capital acquired by the investor, share premium was recorded. As a result, there was an increase in the carrying amount in the share of the total shareholders' equity in Andre Pectin by the Company. For the year ended 31 December 2009, investment income recognised by the Group was approximately RMB14,900,000. On 11 November 2009, Andre BVI, a wholly owned subsidiary of the Company, disposed of its 20% equity interest in Andre Pectin to Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司) ("Andre Group") and an independent third party for a total consideration of RMB50,000,000. The investment income derived from the disposal amounted to approximately RMB10,112,000, representing the difference between the consideration received and the carrying amount of the interests disposed of.

\* For identification purpose only

### 財務成本淨額

截至二零一零年十二月三十一日止年度，本集團的財務成本淨額約為人民幣38,384,000元，比二零零九年同期約人民幣41,034,000元減少約人民幣2,650,000元或6%，財務成本淨額減少主要是由於集團年度平均貸款餘額下降及銀行費用減少導致的。

### 投資收入

截至二零一零年十二月三十一日止年度，本集團的投資收入約為人民幣9,181,000元。主要是由於二零一零年烟台安德利果膠有限公司（「安德利果膠」）接受新的投資者注資，導致本公司佔安德利果膠權益份額比例由原來的20%攤薄至18.95%。但由於新增投資者所繳付的出資額超出其在安德利果膠的股本中所佔金額，產生了股本溢價，從而使本公司佔安德利果膠的股東權益賬表值有所增加所致。截至二零零九年十二月三十一日止年度，本集團的投資收入約為人民幣14,900,000元。是由於二零零九年十一月十一日，本公司之全資附屬公司安德利BVI出售安德利果膠的20%股權予山東安德利集團有限公司（「安德利集團」）及一名獨立第三方所致。以上出售總代價為人民幣50,000,000元。所產生之投資收入約為人民幣10,112,000元，代表收到之代價及出售權益之帳面值的差額。

\* 僅供識別



# Management Discussion and Analysis

## 管理層討論及分析

### Share of Profit from Associates

For the year ended 31 December 2010, share of profit from associates of the Group was approximately RMB4,043,000, as compared to approximately RMB12,544,000 in 2009, representing a decrease of approximately RMB8,501,000 or 68%. Such decrease was mainly due to the decrease in the equity interest held by the Company in Andre Pectin resulting from the disposals by Andre BVI of 20% equity interest in Andre Pectin to Andre Group and an independent third party on 11 November 2009.

### Income Tax

For the year ended 31 December 2010, the income tax expense of the Group was approximately RMB6,665,000. For the corresponding period in 2009, the income tax income was approximately RMB7,687,000. During the year ended 31 December 2009, the production of condensed juice and bio-feedstuff by the Company and certain of its subsidiaries and jointly controlled entities, including Baishui Andre Juice Co., Ltd.\* (白水安德利果蔬汁有限公司), Xuzhou Andre Juice Co., Ltd.\* (徐州安德利果蔬汁有限公司), Yantai Longkou Andre Juice Co., Ltd.\* (烟台龍口安德利果汁飲料有限公司), Dalian Andre Juice Co., Ltd.\* (大連安德利果蔬汁有限公司), Binzhou Andre Juice Co., Ltd.\* (濱州安德利果汁飲料有限公司), Xianyang Andre Juice Co., Ltd.\* (咸陽安德利果蔬汁有限公司), Baishui Andre Bio-feedstuff Co., Ltd.\* (白水安德利生物飼料有限公司), Longkou Andre Bio-feedstuff Co., Ltd.\* (龍口安德利生物飼料有限公司), were recognized as primary processing of agricultural produce under the Corporate Income Tax Law of the PRC and therefore were exempt from the PRC income tax. Accordingly, the Group recognised an income tax income of approximately RMB7,687,000 for the corresponding period in 2009. During the year ended 31 December 2010, the company had reversed certain deferred tax asset arising from some of the income tax payable businesses, thereby incurring the income tax expenses during the reporting period.

\* For identification purpose only

### 應佔聯營公司溢利

截至二零一零年十二月三十一日止年度，本集團應佔聯營公司溢利約人民幣4,043,000元，比二零零九年約人民幣12,544,000元減少約人民幣8,501,000元或68%。應佔聯營公司溢利減少是由於二零零九年十一月十一日，本公司之全資附屬公司安德利BVI出售安德利果膠20%股權予安德利集團及一名獨立第三方，導致本公司在安德利果膠所佔權益份額減少所致。

### 所得稅

截至二零一零年十二月三十一日止年度，本集團所得稅費用約為人民幣6,665,000元，二零零九年同期所得稅收益約人民幣7,687,000元。於二零零九年同期，本公司和若干附屬公司及共同控制實體包括白水安德利果蔬汁有限公司、徐州安德利果蔬汁有限公司、烟台龍口安德利果汁飲料有限公司、大連安德利果蔬汁有限公司、濱州安德利果汁飲料有限公司、咸陽安德利果蔬汁有限公司、白水安德利生物飼料有限公司、龍口安德利生物飼料有限公司的濃縮果汁和生物飼料生產業務被認為符合《中國企業所得稅法》中農產品初加工業務。故於當期確認了所得稅收益約人民幣7,687,000元。截至二零一零年十二月三十一日止年度，本公司轉回了部份應納所得稅業務所產生的遞延所得稅資產而產生所得稅費用。

\* 僅供識別

# Management Discussion and Analysis

## 管理層討論及分析

### Business Review

#### Stabilising Market Coverage

During 2010, by adapting to the market demand and leveraging on its advanced production technology, superb product quality and comprehensive customer service, the Group maintained steady and recoverable market growth in overseas markets sales. The market share in terms of sales volume in the international market increased significantly from the pervious year.

#### Expanding Domestic Sales Market

The Group continued to maintain close and stable business relationships with certain renowned beverage manufacturers in the PRC and has developed new good customers with broadened sales channels. In 2010, domestic sales of apple juice, pear juice and essence all increased as compared with the previous year; its market share in terms of sales volume in the domestic market also increased significantly from the previous year.

#### Commencement of Production of Joint Venture

Yantai Tongli Beverage Industries Co., Ltd., a joint venture company established by the Company, Andre BVI and Chengdu President Enterprises Food Co., Ltd., a wholly-owned subsidiary of Uni-President, commenced production in May 2010. The joint venture company is engaged in the business of OEM processing and sales of various types of beverages, fruit juice, tea, dairy drinks, mineral water, jelly, flummery, cereal products, fruit puree, soybean milk, PET molding and stretching and contracted processing and sales of other products. The commencement of production of the joint venture company will further enhance the position of our products and help drive our market share in the domestic market.

### 業務回顧

#### 穩定市場覆蓋

二零一零年年度，本集團適應市場需求，始終致力於以先進的生產技術、優良的產品品質及完善的客戶服務，在國外市場銷售方面贏得穩步發展，實現了恢復性增長，銷售量佔國際市場份額比上一年度有大幅提升。

#### 擴大國內銷售市場

本集團繼續與國內若干著名飲料加工生產商保持優質、穩定的合作關係，並開發新的優良客戶，開拓新的銷售渠道，二零一零年年度蘋果汁、梨汁、香精的國內銷售均比上一年度有所增加，銷售量佔國內市場份額比上一年度亦有大幅提升。

#### 合營企業投入生產

本公司、安德利BVI及統一企業之全資附屬公司成都統一企業食品有限公司投資成立的合營企業烟台統利飲料工業有限公司於二零一零年五月正式投入生產。該合營企業從事各類飲料、果汁、茶飲料、乳飲料、礦質水、果凍、布丁、穀物製品、果漿、豆漿、PET瓶裝注塑及吹瓶以及其他產品的代加工及銷售業務。合營企業正式生產經營後，將進一步提高本集團產品在國內市場的影響力，並推動內銷市場佔有率的增長。

# Management Discussion and Analysis

## 管理層討論及分析

### Share of Investment Cost in Two Pomace Companies

On 10 February 2010, each of Xuzhou Andre Juice Co., Ltd.\* (徐州安德利果蔬汁有限公司) (“Xuzhou Andre Juice”) and Baishui Andre Juice Co., Ltd.\* (白水安德利果蔬汁有限公司) (“Baishui Andre Juice”), two wholly-owned subsidiaries of the Company, entered into an equity transfer agreement with Andre Pectin to sell its 75% equity interest in each of Xuzhou Andre Pomace Products Co., Ltd.\* (徐州安德利果渣制品有限公司) (“Xuzhou Andre Pomace”) and Baishui Andre Bio-feedstuff Co., Ltd.\* (白水安德利生物飼料有限公司) (“Baishui Andre Bio-feedstuff”), respectively, to Andre Pectin.

The Directors believed that the manufacture of pomace products and bio-feedstuff requires advanced technological know-how and support for market promotions, which involve substantial capital investments. It would be more cost-effective for the Group to have other investors to share the costs of investments and hence decided to transfer 75% equity interest in each of Xuzhou Andre Pomace and Baishui Andre Bio-feedstuff to Andre Pectin. Andre Pectin has ample experience in developing pomace products manufacture technologies. The Directors are therefore of the view that the cooperation with Andre Pectin will facilitate the business development of the Group.

### 分擔兩家果渣公司投資成本

於二零一零年二月十日，安德利果膠與本公司之全資附屬公司徐州安德利果蔬汁有限公司(「徐州安德利果蔬汁」)、白水安德利果蔬汁有限公司(「白水安德利果蔬汁」)分別訂立股權轉讓協議以購買徐州安德利果渣製品有限公司(「徐州安德利果渣」)及白水安德利生物飼料有限公司(「白水安德利生物飼料」)各自75%股權。

董事認為，製造果渣製品及生物飼料有賴先進技術知識及市場推廣的支持，涉及大量資本投資。如有其它投資者分擔投資成本，對本集團來說更符合成本效益，故此決定將於徐州安德利果渣及白水安德利生物飼料各自75%股權轉讓予安德利果膠。安德利果膠於開發果渣製品生產技術方面擁有豐富經驗。因此，董事認為與安德利果膠的合作有助於發展本集團整體業務的發展。

\* For identification purpose only

\* 僅供識別

# Management Discussion and Analysis

## 管理層討論及分析

### Research and Development

The Group began to undertake the “Different Maturity Degree Apple Processing and Tank Farms Sterilized Storage Comprehensive Technology Development” project in the National Spark Program; the “Research and Development for Stable Clear Apple Juice Concentrate Processing Technology Using Multi-varieties and Immature Apples” in the International Cooperation Projects of Shandong Province; and the “Research and Development for Stable Clear Apple Juice Concentrate Processing Technology Using Multi-varieties and Immature Apples” in the Yantai Municipal Science and Technology Development Plan. The Group has also completed the pilot processing technology research for the production of liquid apple aroma concentrate under low temperature and industrialization research for stable clear apple juice concentrate using multi-varieties and immature apples.

### Future Prospects

#### Market Expansion and Product Diversification

Currently the Group has established relatively stable market penetration and customers groups in major consumer markets of apple juice concentrate in the world, namely the US, European, Oceania, African countries and Japan. The Company will put more efforts in the development of various emerging markets, with a view to breaking through these markets. On the other hand, the Company has in recent years explored the market opportunities for its new products and niche products as well as the development of new customers groups. This will satisfy both the needs of the market and our customers, as well as fulfill our target of product mix expansion.

### 研究與開發

在研發方面：本集團開始承擔國家星火計劃重點項目中的「不同成熟度蘋果加工及大罐群無菌貯存綜合技術開發」項目；山東省國際科技合作項目「多品種不成熟蘋果加工穩定濃縮清汁技術研究開發」；煙台市科技發展計劃「多品種不成熟蘋果加工穩定濃縮清汁技術研究開發」。完成了蘋果芳香液低溫濃縮生產技術的中試研究和完成多品種不成熟蘋果加工穩定濃縮清汁技術的產業化研究。

### 未來展望

#### 拓寬市場及產品多元化

目前本集團在美國、歐洲、大洋洲、非洲諸國及日本等世界主要濃縮蘋果汁的消費地區都擁有比較固定的市場份額和客戶群體。新的年度除了穩固好已有的市場份額和客戶群體，公司會著力於開發多處新興市場，希望能夠在此方面有所突破。另外，公司近年來致力於新產品、小品種產品的市場與客戶群體開發，既滿足了市場和客戶的需求也符合公司多元化產品發展的目標。

# Management Discussion and Analysis

## 管理層討論及分析

### Further Exploitation of the Domestic Market

As the domestic consumer market for apple juice concentrate further expands, the Group will continue to maintain good business relationships with existing customers in the coming year while actively exploring new customers through our prime product quality and comprehensive services, with a view to opening a new page in our domestic market sales.

### Continue the Development of Traceability and Farm Management Improvement Linkages Project

In the coming year, the Group will more strictly implement the GLOBALGAP standardisation in the regulation and development of existing and newly established recognition bases. Improvements will be made in the areas of production, management, storage and sales, etc. to generate more revenue from the GLOBALGAP bases, with a view to building up modelling status so that surrounding fruityards will follow the GLOBALGAP standardisation.

### Develop Financing Channels

The Group will closely monitor the trend of Renminbi exchange rate against US dollar and adjust the proportion of Renminbi and US dollar loans. The Group will continue to actively engage in cooperation with domestic and international financial institutions to diversify its financing channels and increase the variety of financing products, in order to reduce the Group's exchange rate risk and finance cost, improve capital structure and facilitate better business development.

### 進一步開拓國內市場

隨著國內濃縮蘋果汁消費市場的日益擴大，本集團在新的年度會繼續與現有客戶保持良好的業務關係，並積極開拓新的客戶，以優良的品質，完善的服務，打開國內市場銷售的新局面。

### 繼續開發可追溯和農戶管理提升的商橋項目

本集團將於下一年度將更加嚴格的執行GLOBALGAP標準，規範和發展原有及新開發的認證基地，進一步加強從生產、管理、儲存和銷售等各環節的建設，確保GLOBALGAP基地獲得更多的收益，樹立典範，引導周邊果園的管理向GLOBALGAP標準看齊。

### 拓寬融資渠道

本集團將密切關注人民幣對美元匯率的走勢，以便適時的調整人民幣和美元貸款之間的比例。本集團將繼續積極致力於與國內外著名金融機構的合作，以利於本集團拓寬融資渠道，增加融資品種，從而降低匯率風險及融資成本，改善資本結構，增強抗風險的能力，同時更好地促進業務的發展。

# Management Discussion and Analysis

## 管理層討論及分析

### Research and Development

We will devote to the research and development of the following apple juice concentrate processing items:

1. Complete the industrialization research of production technology for processing liquid apple aroma concentrate under low temperature;
2. Industrialize the technology for stable clear apple juice concentrate processing using multi-varieties and immature apples; and
3. Strive to participate in the research projects under the National Science and Technology Support Program of the “12th Five-year Plan” in 2011.

### Term Facility Agreement with Certain Financial Institutions

On 27 May 2009, the Company as a borrower entered into the Term Facility Agreement with certain financial institutions whereby the lenders have agreed to make available to the Company a term facility in an aggregate amount of US\$45,000,000 (approximately HK\$349,000,000 upon drawdown) for a term of 36 months commencing from the date of the Term Facility Agreement, subject to early repayment or extension of the final maturity date (to the date falling 60 months from the date of the Term Facility Agreement) as requested by the Company in compliance with the provisions of the Term Facility Agreement.

Under the Term Facility Agreement, each of the following will constitute an event of default upon which the facility will, among others, become immediately due and payable:

- (i) Mr. Wang An ceases to have or ceases to be entitled to exercise, directly or through his controlled corporations, management control over each of the Company and the material subsidiaries (as defined in the Term Facility Agreement) of the Company; or

### 研究與開發

在濃縮蘋果汁方面將致力於以下項目的研究開發：

1. 完成蘋果芳香液低溫濃縮生產技術產業化技術研究；
2. 實現多品種不成熟蘋果加工穩定濃縮清汁技術的產業化；及
3. 在二零一一年爭取承擔「十二·五」國家科技支撐計劃。

### 與若干金融機構訂立定期貸款協議

於二零零九年五月二十七日，本公司(作為借款人)與若干金融機構訂立定期貸款協議。根據該定期貸款協議之條款，貸款人同意授予本公司一項總額為45,000,000美元(於貸款時約港幣349,000,000元)之定期貸款，從定期貸款協議日期起計為期36個月，惟在符合該定期貸款協議條文下，本公司可要求提前清還貸款或延長最後到期日(至簽訂該貸款協議後60個月)。

根據該定期貸款協議，以下各項將構成違約事件。倘發生違約事件，該貸款(其中包括)將即時到期清還：

- (i) 王安先生不再或無權或不再有權直接或透過其受控制法團行使本公司及本公司各主要附屬公司(定義見定期貸款協議)之管理控制權；或

# Management Discussion and Analysis

## 管理層討論及分析

- (ii) the aggregate shareholding in the Company that is beneficially owned by Mr. Wang An, whether directly or through his controlled corporations, ceases to be larger than the aggregate shareholding (whether direct or indirect) in the Company of and/or held to the order of any other person and/or persons acting in concert with such other person; or
- (iii) the Company ceases to have or ceases to be entitled to exercise management control over each of its material subsidiaries, or the aggregate shareholding in each of its material subsidiaries that is beneficially owned by the Company, whether directly or indirectly, ceases to be larger than the aggregate shareholding (whether direct or indirect) in each such material subsidiary of and/ or held to the order of any other person and/or persons acting in concert with such other person.

As at 31 December 2010, Mr. Wang An, whether directly or through his controlled corporations, held approximately 28.25% of the total issued share capital of the Company and was the single largest shareholder of the Company. Mr. Wang An is an executive Director of the Company.

### Charge of Assets

As at 31 December 2010, no assets of the Company were pledged.

### Contingent Liabilities

Except as disclosed in Note 38 to the Financial Statements, the Group has no contingent liabilities as at 31 December 2010.

- (ii) 由王安先生(不論是直接或透過其受控制法團)實益擁有之本公司之持股總額不再高於其他人士及/或代表其他人士及/或與該等人士一致行動之人士於本公司所持有之持股總額; 或
- (iii) 本公司不再或無權行使其各主要附屬公司之管理控制權, 或由本公司實益擁有各主要附屬公司之持股總額(不論是直接或間接)不再高於其他人士及/或代表其他人士及/或與該等人士一致行動之人士於有關主要附屬公司所持有之持股總額。

於二零一零年十二月三十一日, 王安先生(不論是直接或透過其受控制法團)持有本公司已發行股本總額約28.25%及作為本公司單一最大股東。王安先生是本公司之執行董事。

### 資產抵押

於二零一零年十二月三十一日, 本公司無任何對外資產抵押。

### 或然負債

除於財務報表附註38所披露以外, 於二零一零年十二月三十一日本集團並無或然負債。

# Management Discussion and Analysis

## 管理層討論及分析

### Foreign Exchange Exposure

The operating revenue of the Group is partly denominated in US dollars. It is the practice of the Group to convert its operating revenue denominated in US dollars to Renminbi to finance its operating expenses and capital requirements. However, the results of operations and the financial position of the Group may be affected by any changes in the exchange rates.

On the other hand, the conversion of Renminbi denominated balances into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

### Capital Commitment

For the capital commitment of the Group, please refer to note 37 to the Financial Statements.

### Capital Structure

The H shares of the Company were listed on the Growth Enterprise Market of the Stock Exchange (the "GEM") on 22 April 2003. On 19 January 2011, the H shares of the Company were transferred and listed on the Main Board of the Stock Exchange (the "Main Board") and de-listed from GEM. The capital of the Company comprises only ordinary shares (comprising domestic shares and H shares). Details of the share capital of the Company are set out in note 34 to the Financial Statements.

### 外匯風險

本集團之經營收入部份以美元為貨幣單位。本集團一向將以美元為單位之經營收入兌換為人民幣，作為經營支出及資本需求。然而，本集團之經營業績及財務狀況受匯率變動而影響。

另一方面，將以人民幣作為單位之款項兌換為外幣，須受中國政府頒佈之外匯控制規例及規條所限制。

### 資本承擔

本集團之資本承擔詳載於財務報表附註37。

### 股本架構

本公司H股股份於二零零三年四月二十二日在聯交所創業板(「創業板」)上市。於二零一零年一月十九日，本公司H股股份轉為於聯交所主板(「主板」)上市及於創業板除牌。本公司之股本僅由普通股股份(包括內資股及H股)組成。本公司股本詳情載於財務報表附註34。



# Management Discussion and Analysis

## 管理層討論及分析

### Liquidity and Financial Resources

The Group generally financed its operations and investing activities by internally generated financial resources and loans from banks. As at 31 December 2010, the Group had outstanding short-term and long-term bank loans of approximately RMB740,742,000 and RMB136,593,000 respectively. As at 31 December 2010, the short-term bank loans of RMB619,878,000 bore interest at rates ranging from 4.29% to 6.38% per annum and the short-term bank loans of RMB66,227,000 bore floating interest rate of higher of SIBOR + 1.3% or USD best lending rate. Short-term bank loans of RMB54,637,000 bore floating interest rate of LIBOR +3.2%. The long-term bank loans bore floating interest rate of LIBOR +3.2%, with maturity in 2012. In the year 2010, the Group repaid on time the loans due for repayment. The Directors consider that the Group has sufficient financial resources to meet its ongoing operation requirements.

### Gearing Ratio

As at 31 December 2010, the Group had cash and cash equivalents of approximately RMB142,906,000. The Group's gearing ratio as at 31 December 2010 was approximately 49% (2009: approximately 49%) which is calculated by dividing the Group's total liabilities of approximately RMB1,141,302,000 (2009: RMB1,137,412,000) by the Group's total assets of approximately RMB2,340,447,000 (2009: RMB2,302,316,000).

### 流動資金及財務資源

本集團一般以內部財務資源及銀行借貸等為其經營及投資活動之資金。於二零一零年十二月三十一日，本集團尚未償還之短期及長期銀行借貸分別約為人民幣740,742,000元及人民幣136,593,000元，於二零一零年十二月三十一日，短期銀行貸款為數約人民幣619,878,000元之年利率為4.29%至6.38%，短期銀行貸款為數約人民幣66,227,000元之年利率為新加坡銀行同業拆放利率+1.3%和最優美元借款利率二者較高者，短期銀行貸款為數約人民幣54,637,000元之淨動息率為倫敦銀行同業拆放利率+3.2%。長期貸款之浮動息率為倫敦銀行同業拆放利率+3.2%，將於二零一二年到期。二零一零年年度本集團均按期償還到期借款。董事認為，本集團具有充足的財務資源，滿足持續營運需要。

### 資本負債比率

於二零一零年十二月三十一日，本集團之現金及現金等價物約為人民幣142,906,000元。於二零一零年十二月三十一日，本集團之資產負債比率約為49%（二零零九年：約49%），乃按本集團之總負債約人民幣1,141,302,000元（二零零九年：人民幣1,137,412,000元）除以總資產約人民幣2,340,447,000元（二零零九年：人民幣2,302,316,000元）計算。

# Directors, Supervisors and Senior Management

## 董事、監事及高級管理層

### Directors

#### Executive Directors

Mr. Wang An (王安), aged 48, is Chairman of the Board and an executive Director. Mr. Wang has been a Director since 26 June 2001. Mr. Wang is a well known entrepreneur in the PRC. Mr. Wang has received the following awards/recognitions: one of the top ten Outstanding Youths Entrepreneurs in Shandong Province, the medal of “Labor Model of the Nation”, an Advanced Individual of the United Front (統戰系統先進個人), an Outstanding Contributor to the Development of Socialism with Chinese Characteristics in Shandong Province (山東省優秀中國特色社會主義事業建設者), a Top Ten Outstanding and Influential Individual in the Agricultural Industry of Shandong Province (山東省農業產業化最具影響力十大傑出人物), a Star of Hope in the 30 Years’ of Reform and Opening in Yantai (烟台改革開放三十年「希望之星」), an Influential and Outstanding Private Entrepreneur in Yantai to Commemorate the 60th Anniversary of the Establishment of the People’s Republic of China (紀念中國成立60週年影響烟台優秀民營企業家), one of the Top Ten Influential Persons of the Time Among the Top 60 Advanced Individuals in the Development of Socialism in Yantai of Shandong Province (山東(烟台)社會主義建設六十佳先進人物之十佳經濟風雲人物), and is a representative of Shandong Province to the National People’s Congress (人大代表). Mr. Wang graduated from the Institute of the PRC Central Communist Party (中共中央黨校函授學院) in June 1994. He was General Manager of Yangma Resort (養馬島渡假村) for four years before joining the Group. Mr. Wang has the following social services appointments: member of China Business Advisory Council (中國工商理事會理事), member of the 1st Session of the Council of Yantai Charity Federation (烟台市慈善總會第一屆理事會理事). Mr. Wang An is a director of China Pingan Investment Holdings Limited and Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司), which are substantial shareholders of the Company. He joined the Company in March 1996 and has since been involved in the concentrated juice production industry. Mr. Wang is responsible for the overall management of the Group.

\* For identification purpose only

### 董事

#### 執行董事

王安先生，48歲，為董事會董事長及執行董事。王先生自二零零一年六月二十六日起擔任董事。王先生是中國著名的民營企業家。王先生曾先後獲得以下獎項及榮譽：山東省十大傑出青年企業家、中國五一勞動獎章獲獎者、統戰系統先進個人、山東省優秀中國特色社會主義事業建設者、山東省農業產業化最具影響力十大傑出人物、烟台改革開放三十年「希望之星」、紀念中國成立60週年影響烟台優秀民營企業家、山東(烟台)社會主義建設六十佳先進人物之十佳經濟風雲人物。王先生現為山東省人大代表。王先生於一九九四年六月在中共中央黨校函授學院畢業。於加盟本集團前，他曾擔任養馬島渡假村的總經理四年。王先生參與以下的社會公職：中國工商理事會理事、烟台市慈善總會第一屆理事會理事。王安先生是本公司主要股東China Pingan Investment Holdings Limited及山東安德利集團有限公司的董事。王先生於一九九六年三月加入本公司，並自此參予濃縮蘋果汁生產業。王先生目前負責本集團的整體管理。

\* 僅供識別

## Directors, Supervisors and Senior Management

### 董事、監事及高級管理層

Mr. Zhang Hui (張輝), aged 38, is an executive Director and Chief Executive Officer of the Company. Mr. Zhang has been a Director since 26 June 2001. He was Deputy General Manager of Muping Foodstuff Industrial Company Limited (牟平食品工業有限公司) and Muping material (牟平物資) before joining the Group. Mr. Zhang joined the Company in December 1998 and has been involving in the concentrated juice production industry since then. Mr. Zhang has been Supervisor of the Production Department, General Manager of a subsidiary of the Company and Executive President of the Company. Mr. Zhang has received the following awards: Outstanding Member of the Communist Party (優秀共產黨員) of Muping District, The 9th Session Top Ten Outstanding Youth Entrepreneurs of Yantai city (第九屆烟台市十大傑出青年企業家) and the “May 1st Labor Award” of Yantai city. In March 2007, he was appointed as a member of the standing committee of the Fruit and Vegetable Processing Division (果蔬加工分會) of the Chinese Institute of Food Science and Technology. During his tenure as General Manager of Baishui Andre Juice Co., Ltd\* (白水安德利果蔬汁有限公司), he was appointed as a representative of the Communist Party in Weinan city (中共渭南市黨代表) and was a standing member of the Chinese People’s Political Consultative Committee of Baishui County. Mr. Zhang Hui is a director of Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司), which is a substantial shareholder of the Company. Currently, Mr. Zhang assists Mr. Wang An in the overall management of the Group. Mr. Zhang graduated from Shandong Agriculture University with a Bachelor’s degree in Economics and Management (majoring in corporate management) in July 1997. Mr. Zhang is an engineer.

張輝先生，38歲，為本公司執行董事兼行政總裁。張先生自二零零一年六月二十六日起擔任董事。於加盟本集團前，他曾擔任牟平食品工業有限公司及牟平物資的副總經理。張先生於一九九八年十二月加入本公司，並自此參與濃縮蘋果汁生產業，先後擔任生產部主任、附屬公司總經理、公司執行總裁職務。張先生先後被評選為牟平區「優秀共產黨員」、第九屆「烟台市十大傑出青年企業家」、烟台市「五一」勞動獎章獲得者；二零零七年三月起獲委任為中國食品科學技術學會果蔬加工分會常務理事。張先生在白水安德利果蔬汁有限公司擔任總經理期間，曾當選中共渭南市黨代表和白水縣政協常委。張輝先生是本公司主要股東山東安德利集團有限公司的董事。目前張先生協助王安先生負責本集團的整體管理。張先生於一九九七年七月自山東農業大學畢業，並獲得經濟管理學士學位（主修企業管理）。張先生是一名工程師。

\* For identification purpose only

\* 僅供識別

# Directors, Supervisors and Senior Management

## 董事、監事及高級管理層

### Non-executive Director

Mr. Lin Wu-Chung (林武忠), aged 59, is a non-executive Director. Mr. Lin has been as a non-executive Director since 22 June 2009. Mr. Lin is President and an executive director of Uni-President China Holdings Ltd., a company listed on the Main Board (Uni-President China Holdings Ltd., together with its direct and indirect subsidiaries and holding companies are, collectively hereinafter referred to as “Uni-President China Group”). He joined the Uni-President Group in January 1978 and has over 30 years of experience in beverage and instant noodle businesses. He was Head of Uni-President Enterprises Corp.’s beverages department from 1991 to July 1995. Mr. Lin joined the Uni-President China Group in August 1995 and is primarily responsible for its business management. He has been a director of President Enterprises (China) Investment Co., Ltd. (統一企業(中國)投資有限公司) since 2004, a director of Uni-President China Holdings Ltd. since 2007, and General Manager of President Enterprises (China) Investment Co., Ltd. since 2005. He was also appointed as General Manager of Tong Ren Corp. Limited in 2007. He is currently a director of Tong Ren Corp. Limited and each of Uni-President China Group’s PRC subsidiaries except for Nanchang President Enterprises Co., Ltd. (南昌統一企業有限公司). He is also a director of Heilongjiang Wondersun Dairy Co., Ltd. (黑龍江省完達山乳業股份有限公司). Mr. Lin graduated from Tamkang University with a Bachelor’s degree in International Trade in 1975.

### 非執行董事

林武忠先生，59歲，為非執行董事。林先生於二零零九年六月二十二日起擔任非執行董事。林先生現為主板上市公司統一企業中國控股有限公司(連同其直接及間接附屬公司及控股公司，統稱「統一企業中國集團」)的總經理兼執行董事。彼於一九七八年一月加入統一企業集團，並於飲料及方便面業務方面擁有逾30年經驗，並於一九九一年至一九九五年七月期間擔任統一企業股份有限公司的飲料部主管。林先生於一九九五年八月加入統一企業中國集團，現主要負責業務管理。於二零零四年起，林先生一直擔任統一企業(中國)投資有限公司董事，由二零零七年起擔任統一企業中國控股有限公司董事，並由二零零五年起擔任統一企業(中國)投資有限公司總經理。林先生亦於二零零七年獲委任為統仁實業股份有限公司總經理。林先生現任統仁實業股份有限公司及統一企業中國集團(除南昌統一企業有限公司外)各中國附屬公司的董事，現亦為黑龍江省完達山乳業股份有限公司的董事。林先生於一九七五年畢業於淡江大學，獲國際貿易學士學位。

## Directors, Supervisors and Senior Management

### 董事、監事及高級管理層

Mr. Liu Tsung-Yi (劉宗宜), aged 44, is a non-executive Director. He has been a non-executive Director since 22 June 2009. Mr. Liu is Vice President of the Business Integration Division of Uni-President Enterprises Corp., a company listed on the Taiwan Stock Exchange. He joined Uni-President Enterprises Corp. in July 1996, and was subsequently appointed as Head of its Investment Analysis Section. In 2000, he was transferred to President International Development Corporation, and was responsible for its investments. He has also been Director of the Treasury Division of Uni-President Enterprises Corp. since 2004. Currently, Mr. Liu is also President/director/supervisor of 14 member companies of Uni-President Enterprises Corp., amongst which Tait Marketing and Distribution Co., Ltd. is a company listed on the Taiwan Greta Securities Market. Mr. Liu has over 18 years of experience in banking, corporate finance and investment. Before joining Uni-President Enterprises Corp., he was Head of the Credit and Loan Unit of Taipei branch of Cosmos Commercial Bank. Mr. Liu obtained a Bachelor of Laws degree (majoring in Economics) from National Chengchi University in 1989, and a Master of Business Administration degree from National Taiwan University in 1991.

Mr. Jiang Hong Qi (姜洪奇), aged 44, is a non-executive Director. He was appointed as an executive Director on 28 May 2007 and was subsequently redesignated as a non-executive Director on 30 June 2010. Mr. Jiang obtained a Master's degree in Economics from Hangzhou Institute of Electronic Technology (杭州電子工業學院) in 1997 and is a certified public accountant in the PRC. He formerly served as a business manager and senior manager of Shandong International Trust and Investment Corporation (山東省國際信託投資公司) before joining the Company in 2002 as Deputy Chief Accountant.

劉宗宜先生，44歲，為非執行董事。劉先生自二零零九年六月二十二日起擔任非執行董事。劉先生現為台灣證券交易所上市公司統一企業股份有限公司企業整合協理。劉先生於一九九六年七月加入統一企業股份有限公司，之後獲委任為投資分析課長。於二零零零年，劉先生調任統一國際開發股份有限公司，負責該公司之投資。由二零零四年起，劉先生亦擔任統一企業股份有限公司金融業務部經理。劉先生現亦於統一企業股份有限公司的十四個成員公司兼任總經理／董事／監事，其中德記洋行股份有限公司為台灣證券櫃檯買賣中心的上櫃公司。劉先生於銀行、企業融資及投資方面擁有逾18年經驗。於加入統一企業股份有限公司前，劉先生曾擔任萬泰商業銀行台北分行企業授信及融資組組長。劉先生於一九八九年獲得國立政治大學法學士學位(主修經濟學)，並於一九九一年獲得台灣大學工商管理碩士學位。

姜洪奇先生，44歲，為非執行董事。姜先生於二零零七年五月二十八日獲委任為執行董事，並於二零一零年六月三十日調任非執行董事。姜先生於一九九七年獲得杭州電子工業學院經濟學碩士學位，現為中國註冊會計師。姜先生曾任山東省國際信託投資公司業務經理及高級經理。姜先生於二零零二年加入本公司擔任本公司副總會計師。

# Directors, Supervisors and Senior Management

## 董事、監事及高級管理層

### Independent non-executive Directors

Ms. Yu Shou Neng (俞守能), aged 56, is an independent non-executive Director. Ms. Yu has been an independent non-executive Director since 11 June 2004. Ms. Yu obtained a Master's degree in Agricultural Extension (農業推廣) from China Agricultural University in 2004. She is a representative of Shandong Province to the National People's Congress and is also Professor and Head of Shandong Agricultural University Yantai Research Institute (山東農大烟台研究院).

Ms. Qu Wen (曲雯), aged 43, is an independent non-executive Director. Ms. Qu has been a non-executive Director since 28 May 2007. Ms. Qu is a professional lawyer in the PRC, an arbitrator of Yantai Arbitration Committee, a member of the 11th Session of the Chinese People's Political Consultative Committee and acts as Supervisor of Yantai People's Procuratorate. Ms. Qu has received an Individual Third Class Merit (個人三等功) granted by the Yantai Municipal Bureau of Justice and the following awards/recognitions: a Woman Pace-Setter (三八紅旗手), one of the Top Ten Woman Officers of the Judicial Administration in Yantai (烟台市十佳司法行政女幹警), an Outstanding Lawyeress of Shandong Province (山東省優秀女律師), one of the Top Ten Legalists of Yantai Television (烟台電視台十佳法治人物), one of the Top Ten Outstanding Young Lawyers in Shandong Province (山東省十大傑出青年律師), an Outstanding Contributor to the Development of Socialism with Chinese Characteristics in Shandong Province (山東省優秀中國特色社會主義事業建設者), an Advanced Individual of 2010 in the Judicial Administration System of Shandong Province (2010年山東省司法行政系統先進個人). Ms. Qu graduated from Peking University and obtained her Bachelor's degree in Law in 1989. From 1989 to 1992, Ms. Qu worked for the Legal Advisory Office of Muping, Yantai, Shandong Province and the Bureau of Justice of Muping, Yantai, Shandong Province. From 1992 to 2002, Ms. Qu was a lawyer and the head of the Economic Division of the Shandong Qianwei Law Firm. Since October 2002, she has been a lawyer and the Executive Officer-in-Charge of Shandong Xinshiming Law Firm.

### 獨立非執行董事

俞守能女士，56歲，為獨立非執行董事。俞女士自二零零四年六月十一日起擔任獨立非執行董事。俞女士於二零零四年獲得中國農業大學農業推廣碩士學位。俞女士現為山東省人大代表，並為山東農大烟台研究院教授及院長。

曲雯女士，43歲，為獨立非執行董事。曲女士自二零零七年五月二十八日起擔任非執行董事。曲女士為中國合法職業專職律師，烟台仲裁委員會仲裁員，烟台政協第十一屆常委，曾任烟台市人民檢察院人民監督員。曲女士曾榮立烟台市司法局授予的個人三等功，先後榮獲「三八紅旗手」、「烟台市十佳司法行政女幹警」、「山東省優秀女律師」、「烟台電視台十佳法治人物」、「山東省十大傑出青年律師」、「山東省優秀中國特色社會主義事業建設者」、「二零一零年山東省司法行政系統先進個人」等稱號。曲女士畢業於北京大學，並於一九八九年獲得法學學士學位。於一九八九年至一九九二年期間，曲女士曾在山東省烟台市牟平區法律顧問處及烟台市牟平區司法局工作，於一九九二年至二零零二年期間，曲女士為山東前衛律師事務所律師並任經濟部主任之職。二零零二年十月起為山東鑫士銘律師事務所律師並擔任執行主任之職。

# Directors, Supervisors and Senior Management

## 董事、監事及高級管理層

Mr. Gong Fan (龔凡), aged 46, is an independent non-executive Director since 18 January 2011. Mr. Gong graduated from Xi'an Jiaotong University (西安交通大學) in July 1987 with a Bachelor's degree in Industrial Management Engineering (工業管理工程). Mr. Gong has over 20 years of experience in finance and is a certified public accountant and a certified appraiser in the PRC. Mr. Gong worked in the Beihai Finance Bureau in Guangxi Province (廣西北海市財政局) from 1987 to 1992; and Beihai Accounting Firm (北海會計師事務所) and Zhong He Accounting Firm (中和會計師事務所) from 1993 to 2000 as a registered accountant. Mr. Gong was Chief Finance Officer of the Company and Secretary of the Board from 2001 to 2003, a director and Chief Financial Officer of Henan Ping Gao Electric Co., Ltd.\* (河南平高電氣股份有限公司) from 2003 to 2004. He has been Chief Investment Officer of Creat Tian Cheng Investment Holding Co., Ltd.\* (科瑞天誠投資控股有限公司) since 2005.

Mr. Chow Kam Hung (周錦雄), aged 51, is an independent non-executive Director since 18 January 2011. Mr. Chow graduated from St. Cloud State University, U.S.A. in May 1986 with a Bachelor's degree in Electrical Engineering, and Newport University, U.S.A. in December 1998 with a Master of Business Administration degree. Mr. Chow has over 16 years of experience in both overseas and PRC investments. Mr. Chow has been General Manager of the Hong Kong office of Creat Group, a China based investment company which has investments in finance, manufacturing, real estate and resource sectors, since 1996. He is also Chief Operation Officer of Creat Resources Holdings Limited, an Australia based resources investment and development company listed on the AIM of the London Stock Exchange, since July 2010.

\* For identification purpose only

龔凡先生，46歲，自二零一一年一月十八日起為獨立非執行董事。龔先生於一九八七年七月畢業於西安交通大學，並獲頒工業管理工程學士學位。龔先生具有超過20年的財務工作經驗，為中國註冊會計師及中國註冊評估師。龔先生於一九八七年至一九九二年期間就職於廣西北海市財政局；於一九九三年至二零零零年期間先後在北海會計師事務所及中和會計師事務所擔任執業會計師。龔先生於二零零一年至二零零三年期間任本公司財務總監兼董事會秘書，於二零零三年至二零零四年期間任河南平高電氣股份有限公司董事兼財務總監，並於二零零五年至今任科瑞天誠投資控股有限公司投資總監。

周錦雄先生，51歲，自二零一一年一月十八日起為獨立非執行董事。周先生於一九八六年五月畢業於美國St. Cloud State University獲得電機工程專業理學學士學位，於一九九八年十二月畢業於美國Newport University獲得工商管理學碩士。周先生在中國和海外投資領域擁有逾16年經驗。周先生自一九九六年起至今擔任科瑞集團香港辦事處的總經理，該公司為一家中國投資公司，於金融、製造、房地產及資源行業均擁有投資。周先生於二零一零年七月至今亦擔任科瑞資源控股有限公司首席營運官，該公司為一家澳大利亞的資源投資開發公司，並於倫敦另類投資市場上市。

\* 僅供識別

# Directors, Supervisors and Senior Management

## 董事、監事及高級管理層

### Supervisors

Mr. Li Ye Sheng (李業勝) aged 56, is Party Secretary of the Company. Mr. Li has been a Supervisor since 30 June 2010. Mr. Li was the squad leader and captain of a warship under the North Sea Marine from December 1973 to 1990, a supervisor of the Agricultural Bank of Muping, Yantai, Shandong Province from November 1990 to October 1995, and Deputy Manager of Land Development Service Company of Muping, Yantai, Shandong Province from November 1995 to January 1997. Mr. Li joined the Company in 1997 and once served as a general manager for several subsidiaries of the Company.

Mr. Wang Chun Tang (王春堂), aged 57, is an independent representative in the Supervisory Committee of the Company. Mr. Wang has been a Supervisor since 28 May 2007. Mr. Wang was an officer of the Communications Bureau of Muping, Yantai, Shandong Province from May 1973 to December 1987. He studied Economics and Management in the Communist Party School of Shandong Province from September 1995 to December 1997 and obtained the graduation certificate issued by the Communist Party School of Shandong Province on 30 December 1997. From January 1988 to January 2006, Mr. Wang was Supervisor, Deputy Chief and Managing Deputy Chief of the Publishing Office of Muping, Yantai, Shandong Province. From January 2006 to January 2009, Mr. Wang was a member of the Executive Committee of the Yantai Muping National People's Congress.

Mr. Li Kun Gui (李坤貴), aged 56, is a member of the Communist Party. Mr. Li has been a Supervisor since 30 June 2010. Mr. Li served at the logistic department of Kunming Air Force Base in December 1974 and worked at the general office of the Government of Muping County and the Muping County Committee of the Communist Party of China. Mr. Li is General Manager of China North Industries Corporation Yangma Resort (中國北方工業公司養馬島渡假村).

### 監事

李業勝先生，56歲，為本公司黨委書記。李先生自二零一零年六月三十日起擔任監事。李先生於一九七三年十二月至一九九零年在海洋北海艦隊某軍艦服役，任班長及艦長、於一九九零年十一月至一九九五年十月期間在山東省烟台市牟平區農業銀行任科長、於一九九五年十一月至一九九七年一月期間任山東省烟台市牟平區土地開發服務公司副經理之職。李先生於一九九七年加入本公司，曾先後擔任本公司多家附屬公司總經理職務。

王春堂先生，57歲，為本公司監事會獨立代表。王先生自二零零七年五月二十八日起擔任監事。王先生一九七三年五月至一九八七年十二月曾在山東省烟台市牟平區交通局工作，擔任辦公室主任等職。一九九五年九月至一九九七年十二月期間在山東省委黨校學習經濟管理專業，並於一九九七年十二月三十日獲得山東省委黨校頒發的畢業證書。於一九八八年一月至二零零六年一月期間，王先生在山東省烟台市牟平區委宣傳部工作，先後擔任科長、副部長及常務副部長。於二零零六年一月至二零零九年一月期間，王先生任烟台市牟平區人大常委。

李坤貴先生，56歲，為中共黨員。李先生自二零一零年六月三十日起擔任監事。李先生於一九七四年十二月在昆明空軍後勤服役，曾先後在牟平縣政府辦公室、縣委辦公室工作。李先生現任中國北方工業公司養馬島渡假村總經理。



# Directors, Supervisors and Senior Management

## 董事、監事及高級管理層

### Senior Management

Mr. Wang An(王安), aged 48, is Chairman of the Board and an executive Director. Please refer to his biography under the sub-section headed “Directors”.

Mr. Zhang Hui(張輝), aged 38, is an executive Director and Chief Executive Officer of the Company. Please refer to his biography under the sub-section headed “Directors”.

Mr. Wang Yan Hui (王艷輝), aged 33, is a postgraduate and a certified public accountant in the PRC. Mr. Wang formerly worked as an accountant in Yantai Yangma North Hotel (烟台養馬島北方大酒店). Mr. Wang joined the Company in February 2001 and worked as chief accountant, deputy manager, manager in various subsidiaries of the Company. Currently, Mr. Wang is the Financial Controller of the Group.

Mr. Yang Tao (楊濤), aged 40, a college graduate, is a vice president of the Company. Mr. Yang joined the Company in March 1996 and formerly worked as production line leader, workshop supervisor and general manager of a subsidiary of the Company. He previously served as member of the 12th Session of the CPPCC of Longkou City and has been awarded: Outstanding Communist Party Member of Yantai City and Outstanding Party Worker of Longkou New and Hi-Tech Zone. Mr. Yang currently assists the chief executive officer in supervising the production and sales of the Group.

### 高級管理層

王安先生，48歲，為董事會董事長及執行董事。請參閱「董事」分節所載履歷。

張輝先生，38歲，為本公司執行董事兼行政總裁。請參閱「董事」分節所載履歷。

王艷輝先生，33歲，研究生學歷，中國註冊會計師。王先生曾在烟台養馬島北方大酒店任會計職務；二零零一年二月加入本公司先後任會計、多家附屬公司主管會計、副經理、經理等職，現為本集團財務總監。

楊濤先生，40歲，大專學歷，本公司副總裁。楊先生於一九九六年三月加入本公司，曾任本公司生產班長、車間主任、附屬公司總經理等職務。楊先生曾擔任龍口市第十二屆政協委員及被評為：烟台市優秀共產黨員、龍口高新區優秀黨務工作者，現協助行政總裁負責本集團的生產和銷售工作。

## Directors, Supervisors and Senior Management 董事、監事及高級管理層

Ms. Zhao Jing (趙晶), aged 46, is a vice-president of the Company. Ms. Zhao graduated from Shandong Worker's University of International Business and Economic and obtained a Bachelor's degree in Foreign Business Management in July 1990. She worked in the Foreign Trade Investment Center of the Foreign Economics and Trade Commission of Muping from January 1992 to February 1992; Canadian Naisen (Tianjin) Steel Products Co., Ltd. from 1992 to 1997; the Company as a vice-president responsible for sales and market promotion from 1997 to August 2003; and Shandong Freda Biopharm Co., Ltd. from September 2003 to December 2010. Ms. Zhao rejoined the Company in January 2011 and is currently responsible for both domestic and overseas sales of the Group.

Mr. Ren Hou Kun (任厚坤), aged 51, a college graduate, is a vice president of the Company and a general manager of a subsidiary of the Company. Mr. Ren once served as a supervisor and an assistant general manager of a plastic plant in Muping and was awarded the Outstanding Technical Expert in Muping (牟平區技術拔尖人才) for two successive years. He also previously served as the general manager of Jinan Hong Fa Telecommunication Plastics Co., Ltd. (濟南宏發電訊塑膠股份有限公司). Mr. Ren joined the Company in 2002 and was formerly an assistant to the chief executive officer of the Company. Currently, Mr. Ren is mainly responsible for the production management of the Group.

趙晶女士，46歲，本公司副總裁。趙女士於一九九零年七月畢業於山東省對外經濟貿易職工大學，並取得外貿企業管理學士學位。於一九九二年一月至一九九二年二月份在牟平外經委外貿投資中心任職；一九九二年至一九九七年在加拿大奈森(天津)鋼製品有限公司任職；一九九七年至二零零三年八月在本公司任副總經理，負責本集團的銷售及市場推廣；二零零三年九月至二零一零年十二月在山東福瑞達生物醫藥有限公司任職。趙女士於二零一一年一月重新加入本公司現負責本集團的國內、外市場銷售工作。

任厚坤先生，51歲，大專學歷。本公司副總裁兼附屬公司總經理。任先生曾任牟平區塑料廠車間主任、副總經理，並連續兩年被評為「牟平區技術拔尖人才」。曾擔任濟南宏發電訊塑膠股份有限公司的總經理。任先生二零零二年加入本公司，曾任本公司總裁助理，現主要負責本集團的生產營管理工作。

# Directors, Supervisors and Senior Management

## 董事、監事及高級管理層

Mr. Qu Kun Sheng (曲昆生), aged 42, a university graduate with a Bachelor's degree in Agriculture, is a vice president and the chief engineer of the Company. Mr. Qu joined the Company in 1997 to engage in manufacturing technologies development, quality control and on-going supervision of production activities. He was a winner of the 3rd Class Award of Science Advancement of Shandong Province (山東省科技進步三等獎), the 1st Class Award of Science Advancement in Yantai City (烟台市科技進步一等獎) and the 3rd Class Award of Science Advancement in Yantai City (烟台市科技進步三等獎). He is a member of the 8th Session of the CPPCC of Yantai city. Currently, he is responsible for the research, development and quality control of the Group.

Ms. Wang Ning (王寧), aged 36, a college graduate, is the secretary to the Board of the Company. She had previously worked with Jiangsu Pizhou Daily and Yantai Runda Futures Co., Ltd. (烟台潤達期貨有限公司) and Yantai Muping Electronic Equipment Co., Ltd. (烟台市牟平區電子器材有限公司). Ms. Wang joined the Company in August 2003 as an executive secretary. Currently, Ms. Wang is mainly responsible for preparation and documentation of shareholders' meetings and board meetings of the Company, management of shareholders' information and information disclosures, etc.

### Qualified Accountant and Company Secretary

Ms. Ng Man Yee (伍敏怡), aged 39, is the Qualified Accountant and Company Secretary of the Company. Ms. Ng graduated from the Chinese University of Hong Kong and obtained her Bachelor's degree in Business Administration in 1994. She is a fellow Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a Chartered Accountant of the Institute of Chartered Accountants in England and Wales. Ms. Ng has over 15 years of experience in the field of auditing and accounting.

曲昆生先生，42歲。大學本科學歷，農學學士學位，本公司副總裁兼總工程師。一九九七年加入本公司從事工藝技術研發、質量管理、主線生產監控工作。曾獲山東省科技進步三等獎一項，烟台市科技進步一等獎一項，烟台市科技進步三等獎一項。曾擔任烟台市牟平區第八屆政協委員。現負責本集團的研發和質控工作。

王寧女士，36歲，大專學歷，為本公司董事會秘書。曾先後在江蘇省邳州市日報社、烟台潤達期貨有限公司、烟台市牟平區電子器材有限公司任職。王女士於二零零三年八月加入本公司任行政秘書。王女士目前主要負責本公司股東大會和董事會會議的籌備，文件保管以及股東資料的管理，辦理信息披露事務等事宜。

### 合資格會計師及公司秘書

伍敏怡女士，39歲，為本公司合資格會計師及公司秘書。伍女士畢業於香港中文大學，並於一九九四年獲頒工商管理學士學位。伍女士為香港會計師公會資深會計師，英國特許公認會計師公會資深會員，英格蘭及威爾斯會計師公會特許會計師。伍女士於審計及會計業擁有逾十五年經驗。

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The articles of association, the terms of reference of the Audit Committee and the terms of reference of the Supervisory Committee of the Company form the framework for the code of corporate governance practice of the Company.

The Board has reviewed its corporate governance documents and is of the view that such documents have incorporated all of the principles and code provisions in the “Code on Corporate Governance Practices” (the “CG Code”) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The followings are the major aspects in which the Company’s own corporate governance code exceed the code provisions in the CG Code:

- the Company has established a nomination committee in accordance with the recommended best practices of the CG Code; and
- the Board held 7 meetings during 2010.

The Board will constantly monitor and, if necessary, revise the corporate governance documents of the Company, and assess the effectiveness of the Company’s corporate governance practices in order to adapt to changes in the environment and requirements under the CG Code, so as to ensure that the Company’s corporate governance documents and practices are in line with the expectations and interests of the shareholders and comply with the CG Code.

The Company has complied with all the code provisions set out in the CG Code during the period under review.

### 企業管治常規

本公司的企業管治常規守則由公司章程、審核委員會議事守則及監事委員會議事守則組成。

董事會已檢討有關本公司企業管治的文件，並認為文件中已達到香港聯合交易所有限公司證券上市規則（「上市規則」）《企業管治常規守則》（「該守則」）列載的原則及守則條文。以下載列比該守則所載的守則條文更為嚴格的主要方面：

- 本公司按該守則列載的建議最佳常規成立了提名委員會；及
- 在二零一零年內舉行七次董事會會議。

董事會將定期監察公司的企業管治文件並在需要時對公司的管治文件作出修改，及評估其企業管治常規之效益，以應付環境及該守則要求帶來的變動，確保公司企業管治文件及常規符合股東之預期及利益，以及遵守該守則之要求。

本公司於回顧期內一直遵守所有該守則列載的守則條文。

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS

The Company is managed by a Board of Directors, which has the responsibility for leadership and control of the Company. Through the Board, the Directors are collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs.

#### The Directors

As at the date of this annual report, the Board comprised a total of nine Directors, including two executive Directors, namely, Mr. Wang An (Chairman) and Mr. Zhang Hui (Chief Executive Officer); three non-executive Directors, namely, Mr. Lin Wu-Chung, Mr. Liu Tsung-Yi and Mr. Jiang Hong Qi; and four independent non-executive Directors, namely, Ms. Yu Shou Neng, Ms. Qu Wen, Mr. Gong Fan and Mr. Chow Kam Hung.

Except for Mr. Gong Fan and Mr. Chow Kam Hung, each of the Directors has entered into a service contract with the Company for a term of three years. Each of Mr. Gong Fan and Mr. Chow Kam Hung has entered into a service contract with the Company for a term commencing from 18 January 2011 until the conclusion of the Company's annual general meeting to be held in the year of 2013. All Directors are appointed by the shareholders at the shareholders' meeting with formal letters of appointment setting out the key terms and conditions relative to their appointment.

The independent non-executive Directors possess a wide range of skill and experience. They serve the important function of providing adequate monitoring and balances for safeguarding the interests of the shareholders and the Company as a whole. The Board considers that they can make independent judgment effectively and fulfill the independence guidelines set out in Rule 3.13 of the Listing Rules.

The biographical details of the Directors are set out on pages 25 to 30 of this report.

### 董事會

本公司由董事會管理，董事會負責公司的領導及監控工作。各董事透過董事會指揮及監督公司事務，集體負責並推動本公司的事務。

#### 董事

截至本年報日，董事會共有九名董事，包括兩名執行董事，分別為王安先生(主席)及張輝先生(行政總裁)；三名非執行董事，分別為林武忠先生、劉宗宜先生及姜洪奇先生；及四名獨立非執行董事，分別為俞守能女士、曲雯女士、龔凡先生及周錦雄先生。

除龔凡先生及周錦雄先生外，各董事已分別與本公司訂立為期三年之服務合約。龔凡先生及周錦雄先生已分別與公司訂立服務合約任期由二零一一年一月十八日開始至本公司將於二零一三年舉行的股東週年大會結束時為止。所有董事均由股東大會委任，正式委任書對他們的任命列明有關期限和條件。

本公司的獨立非執行董事具備廣泛的技巧和經驗。他們能充分發揮監察和平衡的重要作用，保障股東和公司整體的利益。董事會認為他們能夠有效地作出獨立判斷，符合上市規則第3.13條列載的評估獨立性的指引。

各董事的個人資料載於本報告書第25頁至第30頁。

# Corporate Governance Report

## 企業管治報告

### Responsibilities of the Board

The Board reviews the performance of the operating divisions against their agreed budgets and business objectives on a regular basis and also exercises a number of reserved powers which include:

- convening shareholders' meetings and reporting on their work at shareholders' meetings;
- implementation of resolutions passed at shareholders' meetings;
- formulating the Company's business plans and investment proposals;
- preparing the Company's annual financial budget and final accounts;
- formulating proposals for profit distribution and for setting off of accumulated losses of the Company;
- formulating proposals for increase or reduction in registered capital and the issuance of debt securities of the Company;
- formulating proposals for merger, demerger, or dissolution of the Company;
- formulating the internal management structure of the Company;
- appointment or dismissal of the chief executive officer of the Company and appointment or dismissal of the deputy general manager, financial controller and other senior management at the recommendation of the chief executive officer of the Company and determination of matters relating to their remuneration;
- formulating the basic management system of the Company;

### 董事會職責

本公司董事會定期檢討各營業部門議定的預算及業務目標有關的業績表現，並行使多項保留權力，包括：

- 負責召集股東大會，並向股東報告工作；
- 執行股東大會的決議；
- 決定公司經營計劃和投資方案；
- 制訂公司的年度財務預算及決算方案；
- 制訂公司的利潤分配方案和彌補虧損方案；
- 制訂公司增加或者減少註冊資本的方案以及發行公司債券的方案；
- 擬訂公司合併、分立、解散的方案；
- 決定公司內部管理機構的設置；
- 聘任或者解聘公司行政總裁，根據行政總裁提名，聘任或者解聘公司副總裁、財務總監和其他高級管理人員，決定其報酬事項；
- 制定公司的基本管理制度；

# Corporate Governance Report

## 企業管治報告

- formulating proposals for amendments to the articles of association; and
- carrying out other powers conferred by shareholders' meetings.

The Board is also responsible for the integrity of financial information and the effectiveness of the Company's systems of internal control and risk management processes. The Board is also responsible for preparing the financial accounts of the Company. The day-to-day management of the Company's business is delegated to the chief executive officer and the management. The functions of the Board and the powers delegated to the chief executive officer are reviewed periodically to ensure that they remain appropriate.

To ensure a balance of power and authority, the role of the chairman is separate from that of the chief executive officer. The chairman of the Company is Mr. Wang An. The chairman is responsible for convening and holding general meetings and Board meetings, tracking the progress of implementation of the resolutions passed by the Board, signing the securities issued by the Company and carrying out other powers conferred by the Board. Mr. Zhang Hui is the chief executive officer of the Company. The chief executive officer and the management are responsible for the production, operation and management of the Company, implementation of the resolutions passed by the Board, implementation of annual business plans and investment proposals, formulation of the internal management structure, the basic management system and the specific governance of the Company. In particular, the chief executive officer is responsible for proposing to the Board for appointment or dismissal of deputy general manager, financial controller and other senior management of the Company, appointment or dismissal of other management staff whose appointment and dismissal does not require approval from the Board and carrying out other powers conferred by the Board and the articles of association.

- 制訂公司章程修改方案；及
- 執行股東大會授予的其他職權。

董事會亦須對財務資料的完整性以及公司內部監控制度及風險管理程序的效能負責。董事會亦肩負編製本公司財務報表的責任。達致本公司業務目標及日常業務運作的責任則交由行政總裁及管理層承擔。董事會定期檢討董事會的職能及賦予行政總裁的權力，以確保此安排仍然適當。

為確保權力和授權分布均衡，主席與行政總裁的角色已清楚區分。本公司現任主席是王安先生，主席負責召集和主持股東大會、董事會會議；檢查董事會決議的實施情況；簽署公司發行的證券以及執行董事會授予的其他職權。現任行政總裁是張輝先生。行政總裁及管理層負責主持公司的生產、經營和管理工作；組織實施董事會決議；組織實施公司年度經營計劃和投資方案；擬訂公司內部管理機構設置方案；擬訂公司的基本管理制度及制定公司的具體規章。尤其，行政總裁負責提案董事會聘任或者解聘公司副總經理、財務總監和其他高級管理人員；聘任或者解聘除應由董事會聘任或者解聘以外的管理人員；執行公司章程和董事會授予的其他職權。

# Corporate Governance Report

## 企業管治報告

### Board Meetings

The chairman is responsible for the leadership of the Board, ensuring the effectiveness of the Board in all aspects of its role, setting agenda for board meetings, and taking into account any matters proposed by other Directors for inclusion in the agenda. Agenda and accompanying board papers are circulated where possible at least 3 days before the time of a board or committee meeting. The chairman is also responsible for making sure all Directors are properly briefed on issues arising at board meetings. The chairman ensures that the Directors receive accurate, timely and clear information. Directors are encouraged to update their skills, knowledge and familiarity with the Company through their initial induction, ongoing participation at board and committee meetings, and through meeting key people at head office and in the divisions.

All Directors have access to the services of the company secretary who regularly updates the Board on governance and regulatory matters. Any Director, who wishes to do so in the furtherance of his or her duties, may seek independent professional advice through the chairman at the Company's expense. The availability of professional advice extends to the Audit, Remuneration and other Committees.

Minutes of Board meetings are taken by the company secretary or the secretary to the Board and, together with any supporting Board papers, are available to all Board members. Board meetings are structured to encourage open and frank discussions to ensure the non-executive Directors provide effective enquiries to each executive Director. When necessary, the independent non-executive Directors meet privately to discuss matters which are relevant to their specific responsibility.

### 董事會會議

主席負責領導董事會，確保董事會有效履行其各方面的職責，並負責擬定董事會會議議程及考慮其它董事提議加入議程的事項。議程連同附隨的董事會文件盡可能在董事會會議或委員會會議進行前至少三天傳閱。主席亦有責任確保所有董事就董事會會議上的事項獲適當的簡介。主席確保各董事獲得準確、及時和清楚的資料。透過董事就職時的培訓、持續參與董事會及委員會會議以及透過與總部及各部門主要人員會面，鼓勵各董事不斷更新其技術、知識及對本公司的認識。

所有董事均可享用公司秘書的服務，公司秘書須即時讓董事會知悉有關管治及監管事宜的最新資料。董事可為履行職責而透過主席尋求獨立專業意見，費用由本公司支付。審核委員會、薪酬及其他委員會亦可尋求專業意見。

董事會會議由公司秘書或董事會秘書負責記錄，這些會議記錄連同任何有關的董事會會議文件，均向所有董事會成員提供。董事會會議的設立，旨在鼓勵董事作公開和坦誠的討論，確保非執行董事能向每位執行董事提出有效的查詢。在需要時，獨立非執行董事會私下進行會議，討論與其本身職責有關的事項。



# Corporate Governance Report

## 企業管治報告

In furtherance of good corporate governance, the Board has established three committees: Audit Committee, Nomination Committee and Remuneration Committee. All committees have terms of reference which fulfill the principles set out in the CG Code. The secretary of the Board takes minutes of the meetings of these committees and the work of these committees is reported to the Board.

The Board held seven meetings during 2010. The financial controller also attended most of the Board meetings to advise on corporate governance, risk management, statutory compliance, mergers and acquisitions and accounting and financial matters. The attendance (other than attending by authorised representatives) of individual Directors at the Board meetings and the other committees is set out in the table below.

為確保良好的企業管治，董事會已成立三個小組委員會：審核委員會、提名委員會及薪酬委員會，其職權範圍皆遵守該守則。董事會秘書為這些委員會撰寫會議記錄，而委員會向董事會彙報工作。

董事會於二零一零年召開了七次會議。財務總監出席了大部份董事會會議，並對企業管治、風險管理、遵守法規、合併收購、會計和財務事宜提供意見。下表顯示各董事於二零一零年內出席（除授權其他董事代為出席）董事會及主要委員會會議之詳情：

### Board Meeting

Date (YY/MM/DD) 日期(年/月/日)	Chair person 主席	Members 成員							INED 獨立非執行董事			
		WA	ZH	JHQ	LWC	LTY	WJH*	YSN	QW	XGZ**	GF***	CKH***
2010/02/08	WA	✓	✓	✓	✓	✓	✓	✓	✓	N/A	N/A	N/A
2010/03/19	WA	✓	✓	✓	-	✓	✓	✓	✓	N/A	N/A	N/A
2010/05/10	WA	✓	✓	✓	✓	✓	-	✓	✓	N/A	N/A	N/A
2010/08/10	ZH	-	✓	✓	✓	-	N/A	✓	✓	✓	N/A	N/A
2010/11/10	WA	✓	✓	✓	✓	✓	N/A	✓	✓	✓	N/A	N/A
2010/11/11	WA	✓	✓	✓	✓	✓	N/A	✓	✓	✓	N/A	N/A
2010/11/29	WA	✓	✓	✓	✓	✓	N/A	✓	✓	-	N/A	N/A

### 董事會會議

### Audit Committee Meeting

Date (YY/MM/DD) 日期(年/月/日)	Chair person 主席	Members – INED 成員 – 獨立非執行董事						Attendees 出席者
		WJH*	YSN	QW	XGZ**	GF***	CKH***	Jiang Hong Qi/ Wang Yan Hui (Financial Controller) 姜洪奇/王艷輝 (財務總監)
2010/03/17	WJH	✓	✓	✓	N/A	N/A	N/A	✓
2010/05/10	WJH	✓	✓	✓	N/A	N/A	N/A	✓
2010/08/10	QW	N/A	✓	✓	✓	N/A	N/A	✓
2010/11/10	QW	N/A	✓	✓	✓	N/A	N/A	✓

### 審核委員會會議

# Corporate Governance Report

## 企業管治報告

### Nomination Committee Meeting

### 提名委員會會議

Date (YY/MM/DD) 日期(年/月/日)	Chair person 主席	Members 成員			
		WA	QW	YSN	WJH*
2010/11/05	WA	✓	✓	✓	N/A
2010/11/27	WA	✓	✓	✓	N/A

### Remuneration Committee Meeting

### 薪酬委員會會議

Date (YY/MM/DD) 日期(年/月/日)	Chair person 主席	Members – INED 成員 – 獨立非執行董事		
		WJH*	QW	YSN
2010/03/16	WJH	✓	✓	N/A

#### Note:

WA Wang An  
ZH Zhang Hui  
JHQ Jiang Hong Qi  
LWC Lin Wu-Chung  
LTY Liu Tsung-Yi  
WJH Wu Jian Hui\*  
YSN Yu Shou Neng  
QW Qu Wen  
XGZ Xu Guang Zhou\*\*  
GF Gong Fan\*\*\*  
CKH Chow Kam Hung\*\*\*

#### 註：

王安  
張輝  
姜洪奇  
林武忠  
劉宗宜  
鄔建輝\*  
俞守能  
曲雯  
徐廣洲\*\*  
龔凡\*\*\*  
周錦雄\*\*\*

#### Symbols:

"✓" means attended the meeting  
"–" means not attended the meeting  
"N/A" means not applicable

#### 符號：

「✓」代表出席會議  
「–」代表缺席會議  
「N/A」代表不適用

\* Mr. Wu Jian Hui retired on 30 June 2010.  
\*\* Mr. Xu Guang Zhou was appointed on 30 June 2010 and resigned on 18 January 2011.  
\*\*\* Mr. Gong Fan and Mr. Chow Kam Hung were appointed on 18 January 2011.

\* 鄔建輝先生於二零一零年六月三十日退休。  
\*\* 徐廣洲先生於二零一零年六月三十日被委任及於二零一一年一月十八日辭任。  
\*\*\* 龔凡先生及周錦雄先生於二零一一年一月十八日被委任。

# Corporate Governance Report

## 企業管治報告

### Directors' Interest

All Directors disclosed to the Board on their first appointment their interests as a director or otherwise in other companies or organisation and such declarations of interests are updated annually. When the Board considers any proposal or transaction in which a Director has conflict of interest, the Director declares his interest and is required to abstain from voting and withdraw from the meetings as appropriate. The Company seeks confirmation from the Directors annually in respect of any transactions of the Company or its subsidiaries which are related to Directors or their associates.

### DIRECTORS' SECURITIES TRANSACTIONS

Prior to the transfer and listing of the H shares of the Company on the Main Board on 19 January 2011, the Company had adopted a code of conduct regarding Directors' securities transactions (the "Securities Code") pursuant to The Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") on terms no less exacting than the required standard of dealings contained in Appendix 10 of the Listing Rules. A copy of the Securities Code is sent to each Director upon his appointment and thereafter four times annually, that is one month before the date of the Board meetings to approve the Company's quarterly results and half year results and two months before the date of the Board meetings to approve the Company's annual results, with a reminder that the Director cannot deal in the securities and derivatives of the Company until after such results have been published.

Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the required standard of dealings and the requirements in the Securities Code during 2010.

Specific employees who are likely to be in possession of unpublished price-sensitive information of the Company are also subject to compliance with the Securities Code. No incident of non-compliance was noted by the Company in 2010.

### 董事權益

所有董事須於首次獲委任時向董事會申報在其它公司或機構擔任董事或其它職務的身份，有關利益申報每年更新一次。倘董事會在討論任何動議或交易時認為董事在當中存在利益衝突，該董事須申報利益及放棄投票，並在適當情況下避席。本公司根據指引於每個財務報告期間要求董事確認他們或其聯繫人與公司或其附屬公司進行的任何有關聯的交易。

### 董事進行之證券交易

在本公司H股於二零一一年一月十九日轉為在主板買賣之前，本公司已根據香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）採納一項董事進行證券交易之操守守則（「《證券守則》」），其條款不遜於上市規則附錄十所載所需交易標準。本公司各董事於獲委任時均獲發一份《證券守則》，其後每年四次，分別在通過公司季度業績、中期業績的董事會會議前一個月及通過公司全年業績的董事會會議前二個月連同一份提示一併發出，提醒董事不得在公布業績前買賣本公司的證券或衍生工具。

向全體董事作出特定查詢後，本公司所有董事確認其於二零一零年年度已遵守所需交易標準及《證券守則》。

所有特定僱員若可能擁有關於本公司的尚未公開股價敏感資料，亦須符合《證券守則》。本公司於二零一零年年度並未發現任何違規事件。

# Corporate Governance Report

## 企業管治報告

### SUPERVISORY COMMITTEE

The Supervisory Committee of the Company comprises three members of which two are recommended by shareholders and one is an employee representative elected by the employees. The Supervisory Committee is responsible for supervision of the Board, members of the Board and senior management, to prevent authority abuse, shareholders' interest infringement and to protect legal interest of the Company and its employees. During 2010, the Supervisory Committee held one meeting, during which the committee members reviewed the Company's financial position, legal compliance of the Company's operations and diligence of the senior management.

### INTERNAL CONTROL

#### Internal control system

The Board has the overall responsibility for setting and reviewing the Company's system of internal control. The Audit Committee will also review the effectiveness of such system periodically. Procedures applied by the Audit Committee for reviewing the effectiveness of the Company's internal control system include: discussion with the management on the risky areas arising from auditing and/or raised by the management, reviewing material issues arising from internal or external audit report and reviewing material matters identified by internal auditors and risk assessment manager of the Group. The internal control system of the Company plays an effective role in risk management which is a very important factor for ensuring the achievement of operational goal. The establishment of internal control system is for safeguarding assets against unauthorised use or disposition; for maintaining proper accounting records; and for the reliability of financial information used within the business or for publication. However, the procedures provide reasonable but not absolute assurance against material errors, losses or fraud. Procedures for the Company's internal control system have been designed in accordance with the applicable laws, rules and regulations.

### 監事會

本公司監事會由三名成員組成，其中二名為由股東推薦產生，一名為本公司員工代表並由員工選舉產生。監事會負責對董事會及其成員以及高級管理層進行監督，防止其濫用職權，侵犯股東、公司及公司員工的合法權益。二零一零年監事會召開一次會議，對公司財務狀況、公司依法運作情況和高級管理人員盡職情況進行了審查。

### 內部監控

#### 內部監控制度

董事會全權負責公司的內部監控制度的建立和完善，並通過審核委員會定期檢討該制度是否有效。審核委員會用以檢討內部監控系統是否有效的程序包括：與管理層討論由管理層及／或在審核程序中指出的風險範圍；檢討內部及外聘審計師的審核計劃；檢討由內部及外聘審計師審核報告所引起的重大事項；及檢討集團內部審核部與集團風險經理彙報的重大集團風險。本公司的內部監控制度對風險管理發揮關鍵的作用，而風險管理對於能否達到營運目標非常重要。訂立內部監控程序是為保障資產以防未經授權使用或處理資產；確保適當的會計記錄得以保存；並且可提供可靠的財務資料供內部使用或對外發放。但監控程序旨在合理（但非絕對）保證並無重大失實陳述、損失或舞弊。本公司內部監控程序是按相關法律條例、附屬法例和規章編寫。

# Corporate Governance Report

## 企業管治報告

A review of the Company's internal control system covering financial, operational, compliance and risk management is conducted annually. In particular, the Board has considered the adequacy of resources, qualification and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget. The Board has conducted a review of the effectiveness of the Group's system of internal control. The result has been reported to the Board.

The Board confirms that systems and procedures are in place to identify, control and report on significant risks involved in achieving the Company's strategic objectives. Exposures to these risks are monitored by the Board with the support of various committees and senior management. For the year under review, the Board considered that the Company's internal control system was adequate and the Company had complied with the code provisions on internal control under the CG Code.

### INTERNAL AUDIT

The Internal Audit Department provides an independent review of the adequacy and effectiveness of the internal control system. The department is headed by a manager who is familiar with the Company's operation. Its scope of work mainly includes auditing of financial and operational systems, observance of relevant policies and regulations, regular and special auditing, auditing of production effectiveness, etc. The audit plan, which is prepared based on risk assessment methodology, is discussed and agreed every year with the Audit Committee. In addition to its agreed annual schedule of work, the Internal Audit Department conducts other special reviews as required.

The primary reporting line of the Internal Audit Department is to the chairman of the Board but there is also direct access to the Audit Committee. Internal audit reports are sent to the chief executive officer, the financial controller, external auditors and the relevant management of the departments under audit. A summary of major audit findings is reported to the Audit Committee. The Board and the Audit Committee actively monitor the number and seriousness of findings raised by the Internal Audit Department and also the corrective actions taken by relevant departments.

本公司每年均對內部監控系統進行檢討，內容包括財務、營運、遵守法規及風險管理之監控。董事會特別考慮了本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。董事會已對集團的內部監控進行檢討。有關結果已向董事會報告。

董事會確認本公司已具有辨認、管理及彙報對達致其策略性目標所面對的重大風險系統和程序。董事會持續監察風險，並獲得各委員會及高層管理人員的支持。於本年度內，董事會認為本公司的內部監控制度是足夠的，並且本公司亦已遵守該守則有關內部監控的條文。

### 內部審核

本公司的內部審核部負責對內部監控系統是否足夠及其成效進行獨立審核。部門由熟悉公司業務的經理帶領，內部審核職能的工作範圍主要包括財務與運營系統審訂、有關制度及法規遵守情況審核、經常性與突發審核、生產效益審核等。審核計劃乃以風險評估方法編製並每年經由審核委員會商討及議定。除議定的年度工作外，該部門亦需要進行其它專項的審核工作。

本公司內部審核部的主要彙報流程是向董事會主席彙報，亦可直接聯絡審核委員會。內部審核報告均送交本公司行政總裁、財務總監、外聘審計師及被審核部門的管理層。每次審核主要結果亦與審核委員會討論。董事會及審核委員會積極監察內部審核部門提交的調查結果的數目和嚴重性，以及相關的部門採取的糾正行動。

# Corporate Governance Report

## 企業管治報告

Detailed control guidelines have been set and made available to all employees of the Company regarding handling and dissemination of corporate data which is price sensitive.

### RISK MANAGEMENT

Risk management is concerned with the identification and effective management of business risks, including safety and security, legal, environmental and reputational risks.

#### Risk Management Committee

The Company has established a Risk Management Committee which coordinates the proper application of operational risk management procedures throughout the Company. The Committee assists the Board to fulfill its oversight role over the Company and its subsidiaries in, among others, the following areas:

- establishment of the risk approach and risk management strategy of the Company to formulate its risk profile;
- identification, assessment and management of the material risks faced by the various business units of the Company;
- reviewing and assessment of the adequacy of the Company's risk management process, system and internal control; and
- reviewing and monitoring the Company's risk management process, system and internal control, including whether the development of the Company's business is prudent and in compliance with the legal requirements.

本公司已制定關於處理對價格敏感的公司資料的詳細監控指引，供本公司的所有僱員參閱。

### 風險管理

風險管理關乎識別及有效管理業務風險，包括安全及保安、法律、環境及商譽風險。

#### 風險管理委員會

公司設有一個風險管理委員會，負責協調在整個公司內適當地實施營運風險管理程序。該委員會負責協助董事會對本公司及其附屬公司在以下(包括其他)方面實現監控職責：

- 建立公司的風險取向和風險管理戰略，確定本公司的風險組合狀況；
- 識別、評估、管理本公司不同業務單位面臨的重大風險；
- 審查和評估本公司風險管理程序、制度和內部控制的適當性；及
- 審查及監控本公司對風險管理程序、制度及內部控制的遵守情況，包括本公司在開展業務時是否符合審慎、守法的要求。

# Corporate Governance Report

## 企業管治報告

Financial risk management and the coordination of the Company's policy on environmental issues are outside its terms of reference. The Committee is chaired by the financial controller and includes senior representatives from each division as well as the human resources manager and the head of Internal Audit Department. The Committee reports to the Audit Committee on a regular basis.

### AUDIT COMMITTEE

The Audit Committee is responsible for reviewing the Group's financial reporting, internal controls and corporate governance issues and making relevant recommendations to the Board. All of its members are independent non-executive Directors (namely Mr. Wu Jian Hui (retired on 30 June 2010), Ms. Qu Wen, Ms. Yu Shou Neng, Mr. Xu Guang Zhou (appointed on 30 June 2010 and resigned on 18 January 2011), Mr. Gong Fan (appointed on 18 January 2011) and Mr. Chow Kam Hung (appointed on 18 January 2011)) and its current chairman, Mr. Gong Fan, is an independent non-executive Director.

The terms of reference of the Audit Committee are based on the guidelines recommended by the Hong Kong Institute of Certified Public Accountants.

The Audit Committee met four times in 2010. During 2010, it met to review the internal and external audit findings, the accounting principles and practices adopted by the Group, internal control and listing rules and statutory compliance, and to discuss auditing, internal controls, risk management and financial reporting matters. The quarterly, interim and annual accounts for 2010 were recommended to the Board for approval after discussion of the Audit Committee.

### EXTERNAL AUDITOR

In 2010, the total remuneration paid to the external auditor amounted to approximately RMB1,830,000, of which RMB1,480,000 was for audit services provided by external auditor. The audit fee and other service fee were approved by the Audit Committee and endorsed by the Board.

財務風險管理及公司對環境問題的政策協調工作並不列入其職權範圍內。委員會由財務總監擔任主席，成員包括各部門高層代表、人事主管及內部審核主管。委員會定期向本公司審核委員會彙報工作。

### 審核委員會

審核委員會負責審核財務報告、檢討內部監控及企業管治的工作，並負責向董事會提出相關的建議。委員會成員全部由獨立非執行董事（即鄔建輝先生（於二零一零年六月三十日退任）、曲雯女士、俞守能女士、徐廣洲先生（委任於二零一零年六月三十日及辭任於二零一一年一月十八日）、龔凡先生（委任於二零一一年一月十八日）及周錦雄先生（委任於二零一一年一月十八日））來擔任，並由其中之一的龔凡先生擔任現任委員會主席。

審核委員會的書面職權範圍乃參考香港會計師公會刊發之指引而制訂。

審核委員會在二零一零年間開會四次，於二零一零年，審核委員會就外聘審計師和內部核數師的報告結果、本集團採納之會計原則與常規、內部監控、是否符合上市規則的規定進行審核，對審核、內部監控、風險管理及財務報告事宜進行檢討，本公司的二零一零年季度、中期及全年業績經審核委員會開會討論後才建議交由董事會通過。

### 外聘審計師

二零一零年外聘審計師酬勞約為人民幣1,830,000元，其中人民幣1,480,000元為外聘審計師審計服務方面徵收的費用。審計費用及其他服務費用已經審核委員會及董事會批准。

# Corporate Governance Report

## 企業管治報告

The Statement of the external auditor of the Company about their reporting responsibilities on the consolidated financial statements is set out on pages 76 to 77 of this annual report.

The Audit Committee has resolved the re-appointment of KPMG for audits for the financial year 2011. This resolution has been endorsed by the Board and is subject to final approval and authorisation by the shareholders at the forthcoming annual general meeting.

### REMUNERATION COMMITTEE

The Remuneration Committee comprises Ms. Qu Wen and Ms. Yu Shou Neng as members with Ms. Qu Wen as the chairperson since 30 June 2010. Both of them are independent non-executive Directors. Before 30 June 2010, the chairman was Mr. Wu Jian Hui, who was also an independent non-executive Director. The Committee's responsibilities are as follows:

- to recommend the remuneration policy and structure for all Directors and senior executives under transparent and legal procedures to the Board;
- to approve the remuneration policy and structure (comprising non-monetary benefit, retirement benefit and the amount of compensation including compensation for lost or termination of office or appointment) for all Directors and senior executives with the Board's approval;
- to recommend the remuneration of non-executive Directors to the Board;
- to formulate, review and approve remuneration with reference to the performance and the Company's objectives laid down by the Board at irregularly interval;
- to review and approve the compensation paid to executive Directors and senior management for loss or termination of office or appointment and to ensure such compensation is determined in accordance with the relevant terms of service;

本公司外聘核數師合併財務報表的報告責任的陳述，載於本年報的第76頁至第77頁。

審核委員會已議決再次委任畢馬威會計師事務所進行二零一一年財政年度的審計工作。此決議案已獲得董事會通過，並有待股東於即將召開之股東週年大會上作最終批准和授權。

### 薪酬委員會

薪酬委員會由獨立非執行董事曲雯女士和俞守能女士組成，並自二零一零年六月三十日起由曲雯女士出任主席。二零一零年六月三十日之前，主席一職由鄒建輝（獨立非執行董事）擔任。薪酬委員會的主要職責如下：

- 就在正規而具透明度的程序下制定的公司全體董事及高級管理人員的薪酬政策及架構，向董事會提出建議；
- 如董事會轉授以下職責，即釐定全體董事及高級管理人員的特定薪酬待遇，包括非金錢利益、退休金福利及賠償金額（包括喪失或終止職務或委任的賠償）；
- 就非執行董事的薪酬向董事會提出建議；
- 透過參照董事會不時通過的公司目標，檢討及批准按表現而釐定的薪酬；
- 檢討及批准向執行董事及高級管理人員支付那些與喪失或終止職務或委任有關的賠償，以確保該等賠償按有關合約條款釐定；



# Corporate Governance Report

## 企業管治報告

- to set compensation paid to executive Directors and senior management for loss or termination of office or appointment under the principle of fairness, reasonableness and not to create undue burden to the Company if such compensation cannot be determined in accordance with the relevant terms of service;
  - to review and approve compensation for termination/dismissal of appointment of Directors due to misconduct and to ensure that such arrangement is in compliance with the relevant terms of service;
  - to set compensation for termination/dismissal of appointment of Directors due to misconduct under reasonable and appropriate basis if such compensation cannot be determined in accordance with the relevant terms of service; and
  - to ensure remuneration of any Director or any associated person cannot be set by themselves.
- 若未能按有關合約條款釐定執行董事及高級管理人員喪失或終止職務或委任有關的賠償，亦須按公平合理，不會對公司造成過重負擔之原則來釐定該賠償金額；
  - 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排按有關合約條款釐定；
  - 若未能按有關合約條款釐定因董事行為失當而解僱或罷免有關董事所涉及的賠償，亦須按合理適當的原則來釐定該賠償金額；及
  - 確保任何董事或其任何聯繫人不得自行釐定薪酬。

Factors to be considered by the Remuneration Committee for formulation of remuneration package including the remuneration paid by other similar companies, time devoted by a director, director's responsibilities, employment terms of other positions in the Group, director's performance, etc.

The terms of reference of the Remuneration Committee are available on the Company's website.

The Remuneration Committee met once in 2010 to review and approve the Directors' and senior management's remuneration for 2010. At that meeting, the Committee approved individual Directors' and senior management's remuneration packages to be paid for 2010.

薪酬委員會應考慮包括同類公司支付的薪酬、董事須付出的時間及董事職責、集團內其他職位的僱傭條件及表現等因素以釐定董事薪酬。

薪酬委員會的職權範圍載於本公司網址。

薪酬委員會在二零一零年舉行一次會議，檢討並批准董事及高級管理層之二零一零年年度酬金，在該次會議內，委員會已批准各董事及高級管理層於二零一零年年度的酬金。

### Remuneration Policy for Directors

Remuneration of Directors is subject to annual assessment and recommendation by the Remuneration Committee to the Board for further review and approval, which subsequently require approval by the shareholders at annual general meeting. The primary goal of the remuneration policy on executive remuneration packages is to enable the Company to retain and motivate executive Directors by linking their compensation with performance as measured against corporate objectives. Under the policy, a Director is not allowed to approve his own remuneration.

The elements of the Company's executive remuneration package include basic compensation (comprising of director fee) and discretionary bonus without capping. In determining guidelines for each compensating element, the Company refers to remuneration surveys conducted by independent external consultants on companies operating in similar businesses.

### Basic Compensation

The Remuneration Committee annually reviews and approves the basic compensation of each Director in accordance with the Company's remuneration policy. In accordance with the service contracts entered into by the Company and each of the Directors, all Directors have the right to receive fixed basic compensation.

### Discretionary Bonus

Under the service contracts between the Company and each of the Directors, the Directors are entitled to a discretionary bonus based on the Company's results and the degree of responsibilities of each of the Directors. During the year ended 31 December 2010, the Directors did not receive any discretionary bonus.

The amounts paid to each Director of the Company for 2009 and 2010 are disclosed in note 12 to the Financial Statements. Messrs Lin Wu-Chung and Liu Tsung-Yi, two non-executive Directors, have waived their director's emoluments with effect from 1 April 2010.

### 董事之酬金政策

董事之酬金須由薪酬委員會進行年度評估並將其建議於董事會，董事會審議並通過之後再提交股東週年大會經股東批准後始可作實。董事的酬金組合政策，主旨是使本公司董事之酬金及其表現與公司目標掛鉤，有助激勵董事的工作表現及留任。根據該政策，董事不可批准其自身酬金。

本公司董事酬金之主要組成包括基本薪酬(包括袍金)及無上限之酌情花紅。於釐定各酬金項目指引時，本公司會參考由獨立外聘顧問對本公司相類似業務之公司所作之酬金調查。

### 基本薪酬

薪酬委員會每年均會根據本公司之酬金政策檢討及批准各董事之基本薪酬。根據本公司與各董事之間所訂立之服務合約，各董事有權獲取固定基本薪酬。

### 酌情花紅

根據本公司與各董事之間訂立之服務合約，公司董事會可視公司業績及董事盡職情況決定對董事分紅。截至二零一零年十二月三十一日止年度，董事並沒有收取任何酌情花紅。

於二零零九年及二零一零年支付予各董事之酬金詳情請見財務報表附註12。兩名非執行董事林武忠先生及劉宗宜先生已放棄其董事酬金，自二零一零年四月一日起生效。

### NOMINATION COMMITTEE

The Nomination Committee is chaired by Mr. Wang An, an executive Director, and comprises Mr. Wu Jian Hui (retired on 30 June 2010), Ms. Qu Wen and Ms. Yu Shou Neng (appointed on 30 June 2010) as members. The role of the Committee is to make recommendations to the Board on the appointment of Directors, evaluation of Board composition and the management of Board succession with reference to certain guidelines as endorsed by the Nomination Committee. These guidelines include appropriate professional knowledge and industry experience, personal ethnics, integrity and personal skills, and time commitments of members. The Nomination Committee carries out the process of selecting and recommending candidates for directorship including the consideration of referrals and engagement of external recruitment professional when necessary. The Nomination Committee met twice in 2010 to discuss the Board composition and to evaluate the independence status of the independent non-executive Directors.

### INVESTOR RELATIONS

The Company is committed to fair disclosure and comprehensive, transparent reporting. The chairman of the Company is ultimately responsible for ensuring that there is effective communication with investors and that the Board understands the views of the major shareholders. The chairman therefore makes himself available to meet with the shareholders for this purpose. On a day-to-day basis, the Board's primary contact with the major shareholders is through the chief executive officer and financial controller of the Company.

### 提名委員會

提名委員會由執行董事王安先生出任主席，委員包括鄒建輝先生(退任於二零一零年六月三十日)、曲雯女士及俞守能女士(二零一零年六月三十日被委任)。委員會的角色是，根據委員會認可的若干標準，向董事會就委任董事、評估董事會的組合及董事會成員替換作出建議。有關標準包括董事之適當專業知識及行業經驗、個人操守、誠信及技能，以及付出足夠時間之承諾。提名委員會負責挑選及推薦董事人選，包括考慮經他人推薦的人選及有需要時使用招聘公司的服務。提名委員會在二零一零年舉行二次會議，討論了董事會的架構、人數及組成，並就獨立非執行董事的獨立性進行了評核。

### 與投資者關係

本公司承諾作公正的披露及提供全面而透徹的報告。董事會主席的最終責任，是確保與投資者有有效的溝通，並確保董事會明白主要股東的意見。因此，主席須為此與股東會面。董事會與主要股東的日常接觸，主要是透過公司行政總裁及財務總監進行。

# Corporate Governance Report

## 企業管治報告

To enhance the Company's system of information disclosure, and to ensure the accuracy, completeness and timeliness of the Company's public disclosures, an Information Disclosure Review Committee, led by the financial controller was established. The Information Disclosure Review Committee is responsible for the establishment of procedures to compile, verify and report the Company's financial and operational statistics and other information as well as to supervise the drafting and publication of periodic reports.

Printed copies of the quarterly, interim and annual reports are sent to all shareholders. The most recent annual general meeting was held on 30 June 2010 at 2nd Floor, No. 18 Andre Avenue, Muping Economic Development Zone, Yantai City, Shandong Province, the PRC. The meeting was open to all shareholders and members of the press and was attended by all substantial shareholders personally present or by proxy.

As part of a regular programme of investor relations, senior management holds briefings and attends conferences with institutional investors and financial analysts to engage in a two-way communication on the Company's performance and objectives. A wide range of information on the Group's business activities is made available to investors and the public through the corporate website and the website of the Stock Exchange. Webcasts of the meetings announcing the quarterly, interim and annual results are also available on the corporate website and the website of the Stock Exchange.

為了進一步完善本公司的信息披露制度，確保公司對外披露信息的準確性、完整性和及時性，本公司建立了由財務總監主持的信息披露檢查委員會。信息披露檢查委員會負責訂立本公司的財務運營數據及其它信息的匯總、核實、上報的程序及定期報告的編寫審閱的工作。

本公司亦就其季度、中期及年度業績報告發放予所有股東。最近期的股東週年大會於二零一零年六月三十日，在中國山東省煙台市牟平經濟開發區安德利大街十八號二樓舉行。該會議公開讓所有股東及傳媒參與，會上主要股東均親身或委任代表出席。

由高級行政人員出席與機構投資者及財務分析員的會議，是投資者關係常規項目的一部分，以便就本公司的業績表現及業務目標作雙向溝通。投資者及公眾可登入公司網址及聯交所網站，瞭解有關本公司各項業務的詳細資料。公佈季度、中期及年度業績的公佈亦可在本公司網址及聯交所網站下載。

# Corporate Governance Report

## 企業管治報告

In 2010, the Company held 19 meetings with analysts and investors at its Yantai and Hong Kong offices, including four Company visits by analysts and one investor conference. These activities allowed them to have good opportunities to directly communicate with and understand the senior management, general staff and operating staff of the Company, as well as to visit different places of business of the Group.

According to the information publicly available to the Company and within the best knowledge of the Directors, at least 40% of the Company's total issued share capital is held by the public at all times. As at 24 March 2011, being the latest practicable date, there were over 700 holders of H shares on the Company's register of shareholders.

Enquiries to the Board may be made by contacting the company secretary through the shareholders' hotline or email, or directly by questions at an annual general meeting or special general meeting of the Company. Questions on the procedures for convening of or putting forward proposals at an annual general meeting or a special general meeting of the Company may also be made to the Company by the same means.

二零一零年年度，本公司在其烟台及香港辦公室共接受了十九次專訪，其中組織了四次投資分析員參觀公司及組織了一次投資者發佈會，使他們能與本公司高級管理層、運營管理層和基層員工有更直接的溝通和瞭解，並進行實地考察，參觀集團在不同地方公司的業務及營業地點。

據公司公開所得的資料及就公司董事所知，本公司至少40%已發行股本總額一直由公眾持有。於二零一一年三月二十四日，本公司股東名冊上共有超過七百名H股股東。

如欲向董事會作出任何查詢，股東可透過股東熱線電話或電郵聯絡公司秘書，或直接於本公司股東週年大會或特別股東大會上直接提問。關於股東召開本公司週年大會或特別大會及提呈決議案的程序，亦可透過上述途徑向公司查詢。

# Report of Directors

## 董事會報告

The Directors are pleased to present and submit the annual report together with the audited financial statements for the year ended 31 December 2010.

### Principal Activities

The principal activities of the Group are manufacturing and sale of apple juice concentrate, pear juice concentrate, apple essence, feedstuff and related products. The principal activities of the Company's subsidiaries are set out in note 19 to the Financial Statements.

### Subsidiaries and Jointly Controlled Entities

Particulars of the subsidiaries of the Company and its interest in jointly controlled entities as at 31 December 2010 are set out in notes 19 and 20 to the Financial Statements respectively.

### Results

The results and financial status of the Group for the year ended 31 December 2010 are set out in pages 78 to 184 of this annual report.

### Five-Year Financial Highlights

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 5 to 6 of this annual report.

### Major Customers and Suppliers

In the reporting period, the Group mainly exported products to the US market, Japanese market and European market, and was expanding its market to other countries. The sales attributable to the top five customers of the Group accounted for about 49.51% of the Group's total turnover and sales to the largest customer included therein amounted to about 12.20%.

董事會欣然提呈二零一零年年報及本集團截至二零一零年十二月三十一日止年度經審核財務報表。

### 主要業務

本集團主要從事生產及銷售濃縮蘋果汁、濃縮梨汁、蘋果香精、生物飼料等產品，本公司附屬公司之主要業務詳情載於財務報表附註19。

### 附屬公司及共同控制實體

於二零一零年十二月三十一日本公司之附屬公司及其於共同控制實體權益之詳情分別列載於財務報表附註19及20。

### 業績

本集團截至二零一零年十二月三十一日止年度的業績及財務狀況載於本年報第78頁至第184頁。

### 五年財務摘要

過去五個財政年度本集團業績及資產和負債摘要列載於本年報第5頁至第6頁。

### 主要客戶與供應商

於本報告期內，本集團的產品主要是銷往美國市場、日本市場和歐洲市場，但已逐步開拓了其他市場。本集團向五大客戶的銷售額佔本集團營業額約49.51%。本集團向最大客戶的銷售額佔本集團營業額約12.20%。

# Report of Directors

## 董事會報告

Purchases from the Group's top five largest suppliers accounted for about 7.83% of total purchases for the year. The largest supplier accounted for about 2.16% of the total purchases of the Group for the year.

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

### Dividends

The Board has resolved to recommend a final dividend of approximately RMB14,929,000 (inclusive of tax), or RMB0.0035 per share for 2010. This proposed dividend will be distributed first from the balance of the profit of the Group for distribution to the shareholders of the Company generated in or before 2007. Any insufficiency will be distributed from the profit for distribution to the shareholders of the Company generated in or after 2008. The proposal to declare and pay this final dividend will be submitted to the shareholders of the Company at the forthcoming annual general meeting to be held on 28 June 2011. Final dividend for Domestic Shares will be distributed and paid in Renminbi whereas dividend for H Shares will be declared in Renminbi and paid in Hong Kong dollars. The register of holders of H Shares of the Company will be closed from 28 May 2011 (Saturday) to 28 June 2011 (Tuesday) (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend and for attending and for voting in the forthcoming annual general meeting of the Company, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share Registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 27 May 2011 (Friday). The final dividend will be distributed within one month from the conclusion of the forthcoming annual general meeting.

本集團從五大供應商的採購約佔總採購量的7.83%。同期，本集團最大的供應商約佔總採購量的2.16%。

就董事所知概無董事、監事、他們各自的聯繫人士或任何擁有超過本公司已發行股本5%以上的股東，於本集團五大客戶或供應商中擁有權益。

### 股利

董事會提議案派付二零一零年年度末期股息約人民幣14,929,000元(含稅)或每股人民幣0.0035元。本次股利分配所需之利潤源自本集團二零零七年及以前年度所實現的可供本公司股東分配之利潤餘額，如有不足金額部份，將由二零零八年及以後年度實現的可供本公司股東分配之利潤彌補。宣告和支付末期股息的建議將於二零一一年六月二十八日召開的股東週年大會上提呈予本公司之股東。內資股股東的末期股息將以人民幣宣告並支付，而H股股東的末期股息將以人民幣宣告並以港幣支付。本公司將於二零一一年五月二十八日(星期六)至二零一一年六月二十八日(星期二)止(首尾兩日包括在內)暫停辦理H股登記手續，期間將不會登記H股過戶。為符合收取末期股息以及可出席股東週年大會並於會上投票之資格，所有H股過戶文件連同有關股票及過戶表格，務必於二零一一年五月二十七日(星期五)下午四時半前送達本公司之H股股份過戶登記處卓佳登捷時有限公司作出登記，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。末期股息將於即將舉行之股東週年大會結束後一個月內派付。

# Report of Directors

## 董事會報告

Pursuant to the Corporate Income Tax Law of the PRC and its implementing regulations (collectively referred to as the “Corporate Income Tax Law”) which took effect on 1 January 2008, the tax rate of the corporate income tax applicable to the income of non-resident enterprise deriving from PRC is 10%. Pursuant to the Corporate Income Tax Law, any Chinese domestic enterprise (including our Company) which pays dividend to a non-resident enterprise shareholder shall withhold corporate income tax at 10% for and pay by the Company on behalf of such shareholder. At the same time, pursuant to the provisions of the “Preferential Policy on Profit Earned by Foreign Investors from Foreign Investment Enterprises” in the Circular of the Ministry of Finance and the State Administration of Taxation Concerning Several Preferential Policies Relevant to Corporate Income Tax, any profit accumulated and not yet distributed before 1 January 2008 by foreign investment enterprise when distributed to non-resident enterprise in or after 2008, will be exempted from corporate income tax. Any dividend distributed to non-resident enterprises from profit accumulated since 2008 will be subject corporate income tax.

For this purpose, any H Shares registered under the name of non-natural persons in the H Share register of members of the Company on 27 May 2011 (Friday), including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as non-resident enterprise shareholders.

根據二零零八年一月一日生效之《中華人民共和國企業所得稅法》及其實施條例(合稱《企業所得稅法》),非居民企業源自中國境內所得收入適用企業所得稅稅率為10%。根據企業所得稅法的任何中國內地企業(包括本公司)向非居民企業股東派發股息,須扣除並代繳10%之企業所得稅。同時,依據財政部、國家稅務總局《關於企業所得稅若干優惠政策的通知》中「外國投資者從外商投資企業取得利潤的優惠政策」規定,二零零八年一月一日之前外商投資企業形成的累積未分配利潤,在二零零八年以後分配給非居民企業的,免征企業所得稅;二零零八年及以後年度外商投資企業新增利潤分配給非居民企業的,依法繳納企業所得稅。

就此而言,本公司對於截止於二零一一年五月二十七日(星期五)於本公司H股股東名冊上以非自然人名義登記之任何H股股東,包括以香港中央結算(代理人)有限公司、其他代理人、受托人或其他集團及組織之名義登記者,將被視為非居民企業股東。



# Report of Directors

## 董事會報告

The Company anticipates that all the proposed dividend will be distributed from the balance of the profit of the Group for distribution to the shareholders of the Company generated in or before 2007. Pursuant to the preferential policy of the Corporate Income Tax Law, the Company currently proposes not to withhold 10% corporate income tax and to distribute the final dividend to such non-resident enterprise shareholders at gross amount before corporate income tax. This arrangement is conditional upon obtaining the final approval from the relevant tax authority. If the Company cannot obtain final approval from the relevant tax authorities regarding the exemption of corporate income tax for non-resident enterprise shareholders as mentioned above, the Company will distribute the final dividend to such non-resident enterprise shareholders after withholding corporate income tax of 10% as required by the Corporate Income Tax Law. The Company will issue a separate announcement regarding the withholding of 10% corporate income tax issue after consultation with the relevant tax authority.

The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the shareholders or any disputes over the mechanism of withholding.

### Share Capital

The change(s) in share capital of the Company is set out in note 34 to the Financial Statements.

### Reserves

The change(s) in reserves of the Company in the year is set out in the statements of changes in equity of the Group and the Company in the Financial Statements.

The distributable reserves of the Company as at 31 December 2010 amounted to approximately RMB327,345,000 (2009: RMB285,383,000).

本公司預計本次股利分配之利潤來源將全部為二零零七年及以前年度所實現的利潤，故本公司目前計劃按企業所得稅法之優惠政策規定免予扣繳10%之企業所得稅，並按含稅金額向有關非居民企業股東派發末期股息。以上決定之執行將以本公司最終取得當地稅務機關的批復為準。倘若本公司未能取得上述非居民企業之企業所得稅豁免，本公司將會按企業所得稅法之規定於扣繳10%之企業所得稅後方向有關非居民企業股東派發末期股息。待與當地稅務機關溝通後，本公司將就扣繳10%企業所得稅一事另行發佈公佈。

對於任何因股東身份未能及時確定或錯誤確定情況而提出之任何要求或對代扣代繳安排之爭議，本公司概不負責。

### 股本

本公司股本於本年內之變動詳情載於財務報表附註34。

### 儲備

本公司儲備於本年內之變動詳情載於本集團及本公司股東權益變動表。

於二零一零年十二月三十一日，本公司可分派予本公司股東之儲備金額約為人民幣327,345,000元（二零零九年：約人民幣285,383,000）。

### Property, Plant and Equipment

During the year, the Group incurred approximately RMB81,751,000, mainly for the construction of new production line and acquiring plant and equipment.

The change(s) of property, plant and equipment of the Group is set out in note 17 to the Financial Statements.

### Pre-emptive Rights

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

### Purchase, Sale or Redemption of Shares

For the year ended 31 December 2010, neither the Company nor its subsidiaries had purchased, sold or redeemed any of the Company's shares.

### Directors' and Supervisors' Rights to Acquire Shares or Debentures

None of the Directors or Supervisors of the Company or their respective associates was granted by the Company or its subsidiaries any right to acquire shares or debentures of the Company or any other body corporate, or had exercised any such right as at 31 December 2010.

### 物業、廠房及設備

本年度，本集團支出了大約人民幣81,751,000元用於擴建生產線及購買機器設備。

本集團物業、廠房及設備於本年內之變動詳情載於財務報表附註17。

### 優先認購權

本公司之公司組織章程或中國法例並無訂明本公司須按比例向現有股東發售新股的優先認購權條文。

### 購買、出售或購回股份

截至二零一零年十二月三十一日止年度，本公司或其任何附屬公司概無購入、出售或購回本公司任何股份。

### 董事及監事購入股份或債權證的權利

本公司或其附屬公司概無授出任何權利，以致本公司董事或監事或彼等各自的聯繫人可藉購入本公司或任何其他法人團體的股份或債權證而獲益，而彼等亦無於二零一零年十二月三十一日行使任何該等權利。

### Material Acquisitions and Disposals During the Year

On 10 February 2010, (1) Xuzhou Andre Juice, a wholly-owned subsidiary of the Company, and Xuzhou Andre Pomace entered into a share transfer agreement with Andre Pectin to sell the 75% equity interest held by Xuzhou Andre Juice in Xuzhou Andre Pomace to Andre Pectin for a cash consideration of approximately RMB3,222,000; (2) Baishui Andre Juice, a wholly-owned subsidiary of the Company, and Baishui Andre Bio-feedstuff entered into a share transfer agreement with Andre Pectin to sell the 75% equity interest held by Baishui Andre Juice in Baishui Andre Bio-feedstuff to Andre Pectin for a cash consideration of approximately RMB3,468,000.

These share transfers were completed in April 2010. Andre Pectin currently owns 75% equity interest in each of Xuzhou Andre Pomace and Baishui Andre Bio-feedstuff and the remaining 25% equity interest in each of Xuzhou Andre Pomace and Baishui Andre Bio-feedstuff are indirectly held by the Company. Mr. Wang An, a Director of the Company, through his controlled corporation, Andre Group has 37.9% equity interest in Andre Pectin.

Apart from the above transactions, no material acquisition or disposal of subsidiaries and associated companies had been made by the Company during the year ended 31 December 2010.

### Significant Investments

There was no significant investments made by the Group during the year ended 31 December 2010.

### 年內重大收購及出售

於二零一零年二月十日，(1)本公司之全資附屬公司徐州安德利果蔬汁及徐州安德利果渣與安德利果膠訂立股份轉讓協議，同意出售由徐州安德利果蔬汁所持有徐州安德利果渣75%股權予安德利果膠，現金代價約為人民幣3,222,000元；(2)本公司之全資附屬公司白水安德利果蔬汁及白水安德利生物飼料與安德利果膠訂立股份轉讓協議，同意出售由白水安德利果蔬汁所持有白水安德利生物飼料75%股權予安德利果膠，現金代價約為人民幣3,468,000元。

彼等股份轉讓已於二零一零年四月完成，安德利果膠現分別持有徐州安德利果渣及白水安德利生物飼料75%股權，而徐州安德利果渣及白水安德利生物飼料餘下25%股權間接由本公司持有。本公司之董事王安先生，透過其受控制法團安德利集團持有安德利果膠37.9%權益。

除上述交易外，截至二零一零年十二月三十一日止年度本公司概無對附屬公司或聯營公司進行重大收購或出售。

### 重大投資

截至二零一零年十二月三十一日止年度內，本集團概無進行任何重大投資。

\* For identification purpose only

\* 僅供識別

### Subsequent Event

On 1 February 2011, the Company entered into a legally binding memorandum of understandings with AGRANA Juice Holding GmbH (formerly known as “AGRANA Juice GmbH”, the “AGRANA”) for (1) the purchase by the Company of the 50% equity interest held by AGRANA in Yongji Andre Juice Co., Ltd. for the consideration of Euro 7,000,000 (equivalent to approximately HK\$74,862,100); and (2) the sale to AGRANA of the 50% equity interest held by the Company in Xianyang Andre Juice Co., Ltd. for the consideration of Euro 13,000,000 (equivalent to approximately HK\$139,029,615).

### Employment and Remuneration Policy

As at 31 December 2010, the Group had a total of 1,415 employees (2009: 1,012 employees). Staff costs including directors' remuneration for the years ended 31 December 2010 and 31 December 2009 were approximately RMB34,431,000 and approximately RMB24,280,000 respectively. Details of the emoluments of the Directors and Supervisors and the top five highest paid individuals of the Group are set out in notes 12 and 13 to the Financial Statements. The Group's employment and remuneration policies remained unchanged from those described in the prospectus of the Company dated 11 April 2003. The salaries and benefits of employees of the Group are kept at a competitive level and employees are rewarded on a performance related basis within the general framework of the Group's salary and bonus system which is reviewed annually. A wide range of benefits, including statutory compulsory welfare plans, are also provided to the employees.

### Retirement Fund Scheme

The retirement fund scheme is set out in note 7 to the Financial Statements.

### 期末後事項

於二零一一年二月一日，本公司與AGRANA Juice Holding GmbH(前稱「AGRANA Juice GmbH」，「AGRANA」)就以下事項訂立一項具法律約束力的諒解備忘錄：(1)本公司以代價7,000,000歐元(相當於約74,862,100港元)購買AGRANA於永濟安德利果蔬汁有限公司所持有之50%股權；及(2)向AGRANA出售本公司於咸陽安德利果蔬汁有限公司所持有之50%股權，代價為13,000,000歐元(相當於約139,029,615港元)。

### 僱員及薪酬政策

於二零一零年十二月三十一日，本集團僱用共1,415名員工(二零零九年：1,012名)。截至二零一零年及二零零九年十二月三十一日止年度之員工成本(包括董事酬金)分別約為人民幣34,431,000元及約人民幣24,280,000元。本公司之董事和監事及本集團之五名最高薪酬人士之薪酬詳情載於財務報表附註12及13。本集團僱用及薪酬政策保持與本集團於二零零三年四月十一日的售股章程所述者不變。本集團僱員之薪金及福利維持於具競爭力水準，而僱員之薪酬及福利根據本集團之薪金及花紅制度按僱員表現每年檢討釐定。本集團向僱員提供多種福利(包括法定強制性福利計劃)。

### 退休金計劃

本公司退休金計劃詳情載於財務報表附註7。

# Report of Directors

## 董事會報告

### Directors and Supervisors

During the year 2010 and up to the date of this report, the Directors and Supervisors of the Company were as follows:

Executive Directors: Wang An, Zhang Hui, and Jiang Hong Qi (retired on 30 June 2010)

Non-executive Directors: Lin Wu-Chung, Liu Tsung-Yi and Jiang Hong Qi (appointed on 30 June 2010)

Independent non-executive Directors: Yu Shou Neng, Qu Wen, Wu Jian Hui (retired on 30 June 2010), Xu Guang Zhou (appointed on 30 June 2010 and resigned on 18 January 2011), Gong Fan (appointed on 18 January 2011) and Chow Kam Hung (appointed on 18 January 2011)

Supervisors: Wang Chun Tang, Qu Wei Jia (retired on 30 June 2010), Mu Gui Sheng (retired on 30 June 2010), Li Ye Sheng (appointed on 30 June 2010) and Li Kun Gui (appointed on 30 June 2010)

### Length of Term of Non-executive Directors

Except for the two existing independent non-executive Directors, namely Mr. Gong Fan and Mr. Chow Kam Hung, each of the Directors and Supervisors (including the independent non-executive Directors and Supervisors) has entered into a service contract with the Company for a term of three years. Each of Mr. Gong Fan and Mr. Chow Kam Hung has entered into a service contract with the Company for a term commencing from 18 January 2011 until the conclusion of the Company's annual general meeting to be held in the year of 2013.

None of the Directors or Supervisors had entered into any service contract with the Company which is not terminable by the Company within one year without payment of compensation, other than statutory compensation.

### 董事及監事

於二零一零年及截至本報告日期，本公司之董事及監事如下：

執行董事：王安、張輝及姜洪奇（於二零一零年六月三十日退任）

非執行董事：林武忠、劉宗宜及姜洪奇（委任於二零一零年六月三十日）

獨立非執行董事：俞守能、曲雯、鄔建輝（於二零一零年六月三十日退任）、徐廣洲（委任於二零一零年六月三十日及辭任於二零一一年一月十八日）、龔凡（委任於二零一一年一月十八日）及周錦雄（委任於二零一一年一月十八日）

監事：王春堂、曲維佳（於二零一零年六月三十日退任）、慕桂盛（於二零一零年六月三十日退任）、李業勝（委任於二零一零年六月三十日）及李坤貴（委任於二零一零年六月三十日）

### 非執行董事之服務年期

除兩位現任獨立非執行董事（龔凡先生及周錦雄先生）外，各董事及監事（包括獨立非執行董事及監事）已分別與本公司訂立服務合約，為期三年。龔凡先生及周錦雄先生已分別與本公司訂立服務合約任期由二零一一年一月十八日開始至本公司將於二零一三年舉行的股東週年大會結束時為止。

概無董事或監事與本公司訂有任何不可以由本公司於一年內終止而毋須賠償（法定補償除外）之服務合約。

### Independence of Independent non-executive Directors

The Company confirms that the Company has received written independence status confirmation from all independent non-executive Directors in accordance with Rule 3.13 of the Listing Rules. All independent non-executive Directors are considered as independent.

### Change of Directors, Supervisors and Senior Management

With effect from 30 June 2010, Mr. Jiang Hong Qi retired as an executive Director and Financial Controller of the Company but was redesignated as a non-executive Director, and Mr. Wu Jian Hui retired as an independent non-executive Director. Mr. Gong Fan and Mr. Chow Kam Hung were appointed as independent non-executive Directors on 18 January 2011. Mr. Xu Guang Zhou was appointed as an independent non-executive Director on 30 June 2010 and resigned on 18 January 2011. On 30 June 2010, Mr. Mu Gui Sheng and Mr. Qu Wei Jia retired as Supervisors and Mr. Li Ye Sheng and Mr. Li Kun Gui were appointed as Supervisors. Mr. Wang Yan Hui was appointed as the Financial Controller of the Company on 30 June 2010. Save as disclosed herein, there was no material change to the directors, supervisors and senior management of the Company for the year ended 31 December 2010.

### Management Contracts

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the reporting period.

### 獨立非執行董事之獨立性

本公司確認已根據上市規則第3.13條向本公司各獨立非執行董事收取獨立地位確認書，而全體獨立非執行董事均被認為獨立。

### 董事、監事及高級管理人員變動

於二零一零年六月三十日，姜洪奇先生退任執行董事及財務總監但被調任為非執行董事；鄔建輝先生亦退任獨立非執行董事之職務。於二零一一年一月十八日，龔凡先生及周錦雄先生獲委任為獨立非執行董事。徐廣洲先生於二零一零年六月三十日被委任為獨立非執行董事並於二零一一年一月十八日辭任。於二零一零年六月三十日，慕桂盛先生及曲維佳先生退任為監事及李業勝先生及李坤貴先生被委任為監事。於二零一零年六月三十日王艷輝先生獲委任為本公司財務總監。除本文所述，截至二零一零年十二月三十一日止年度本公司董事、監事及高級管理人員並無重大變動。

### 管理合約

於本報告期內，概無有關管理及經營本公司全部或任何重大部份業務之合約簽訂或存在。

### Connected Transactions

On 10 February 2010, (1) Xuzhou Andre Juice, a wholly subsidiary of the Company, and Xuzhou Andre Pomace entered into a share transfer agreement with Andre Pectin to sell the 75% equity interest held by Xuzhou Andre Juice in Xuzhou Andre Pomace to Andre Pectin for a cash consideration of approximately RMB3,222,000; (2) Baishui Andre Juice, a wholly subsidiary of the Company, and Baishui Andre Bio-feedstuff entered into a share transfer agreement with Andre Pectin to sell the 75% equity interest held by Baishui Andre Juice in Baishui Andre Bio-feedstuff to Andre Pectin for a cash consideration of approximately RMB3,468,000.

As of the date of signing the above share transfer agreements, the H shares of the Company were listed on the GEM and the Company was therefore subject to the GEM Listing Rules. Under the GEM Listing Rules, Andre Pectin was an associate of Andre Group, which was a substantial shareholder of the Company and controlled 40% interest in Andre Pectin as of the date of signing the agreements; Andre Pectin was also an associate of Mr. Wang An, who was a Director and indirectly controlled 40% interest in Andre Pectin through his 80% interest in Andre Group. Therefore, Andre Pectin was a connected person of the Company and the above share transfers constituted connected transactions of the Company pursuant to Chapter 20 of the GEM Listing Rules. As the relevant percentage ratios (as defined in Rules 19.07 of the GEM Listing Rules) in relation to the above share transfers were less than 2.5% and the total consideration was more than HK\$1,000,000, the above share transfers were subject to the reporting and announcement requirements under Chapter 20 of the GEM Listing Rules. The Company has complied with the applicable disclosure requirements in accordance with the GEM Listing Rules.

### 關連交易

於二零一零年二月十日，(1)本公司之全資附屬公司徐州安德利果蔬汁及徐州安德利果渣與安德利果膠訂立股份轉讓協議，同意出售由徐州安德利果蔬汁所持有徐州安德利果渣75%股權予安德利果膠，現金代價約為人民幣3,222,000元；(2)本公司之全資附屬公司白水安德利果蔬汁及白水安德利生物飼料與安德利果膠訂立股份轉讓協議，同意出售由白水安德利果蔬汁所持有白水安德利生物飼料75%股權予安德利果膠，現金代價約為人民幣3,468,000元。

於簽署上述股份轉讓協議之日，本公司的H股在創業板買賣，本公司因此須遵守創業板上市規則的規定。根據創業板上市規則，安德利果膠為安德利集團的聯繫人士，安德利集團為本公司的主要股東並於協議簽署之日控制安德利果膠40%權益；安德利果膠亦為本公司董事王安先生的聯繫人士，王安先生透過其於安德利集團的80%權益間接控制安德利果膠40%權益。因此，安德利果膠為本公司的關連人士，根據創業板上市規則第20章，以上股份轉讓構成本公司的關連交易。由於以上股份轉讓的有關百分比率（定義見第19.07條）低於2.5%及總代價超過1,000,000港元，以上股份轉讓須遵守創業板上市規則第20章項下申報及公佈的規定。本公司已符合創業板上市規則的有關披露要求。

The terms of the above share transfer agreements were negotiated on an arm's length basis with reference to the appraised net assets value of Xuzhou Andre Pomace and Baishui Andre Bio-feedstuff as at 31 December 2009. The Directors consider that the terms of the above share transfer agreements were entered into on normal commercial terms and are fair and reasonable and are in the interest of the Group and shareholders of the Company as a whole.

### Continuing Connected Transactions

On 27 May 2010, the Company entered into a framework agreement with Andre Pectin for the sale of pomace to Andre Pectin and determined the annual caps for the sale of pomace for the three years ended 31 December 2012. The framework agreement took effect on 1 January 2010 and shall expire on 31 December 2012.

As of the date of signing the above framework agreement, the H shares of the Company were listed on the GEM and the Company was therefore subject to the GEM Listing Rules. Andre Pectin was an associate of Andre Group, which was a substantial shareholder of the Company and controlled 40% interest in Andre Pectin as of the date of signing the agreement; Andre Pectin was also an associate of Mr. Wang An, who was a Director and indirectly controlled 40% interest in Andre Pectin through his 80% interest in Andre Group. Therefore, Andre Pectin was a connected person of the Company. The sale of pomace by the Company to Andre Pectin as contemplated under the framework agreement constituted continuing connected transaction under the GEM Listing Rules. As each of the applicable percentage ratios was less than 2.5%, the transactions under the framework agreement were only subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement under the GEM Listing Rules. The Company has complied with the applicable disclosure requirements in accordance with the GEM Listing Rules.

Under the framework agreement, the pomace products shall be sold to Andre Pectin in accordance with the following pricing principles (and in the following order):

- price prescribed by the PRC government; or
- where there is no government-prescribed price, the guidance price set by the PRC government; or
- where there is neither government-prescribed price nor government guidance price, a price determined through tender process or other available market price; or

以上股份轉讓協議的條款乃參考徐州安德利果渣及白水安德利生物飼料於二零零九年十二月三十一日的經評估資產淨值按公平原則磋商釐定。董事認為，以上股份轉讓協議的條款乃按一般商業條款訂立，屬公平合理，且符合本集團及本公司股東的整體利益。

### 持續關連交易

於二零一零年五月二十七日，本公司與安德利果膠訂立一份銷售果渣予安德利果膠框架協議並確定了截至二零一二年十二月三十一日止三年銷售果渣的年度上限。框架協議於二零一零年一月一日生效，並將於二零一二年十二月三十一日屆滿。

於簽署上述框架協議之日，本公司的H股在創業板買賣，本公司因此須遵守創業板上市規則的規定。安德利果膠為安德利集團的聯繫人士，安德利集團為本公司的主要股東並於協議簽署之日控制安德利果膠40%權益；安德利果膠亦為本公司董事王安先生的聯繫人士，王安先生透過其於安德利集團的80%權益間接控制安德利果膠40%權益。因此，安德利果膠為本公司的關連人士，根據創業版上市規則，本公司根據框架協議銷售果渣予安德利果膠乃持續關連交易。由於適用的各項百分比率均低於2.5%，框架協議項下的交易僅須遵守創業板上市規則下的申報及公告規定而獲豁免遵守獨立股東批准的規定。本公司已符合創業板上市規則的有關披露要求。

根據框架協議，須依據以下定價原則（並按以下次序）售賣果渣產品予安德利果膠：

- 中國政府規定的價格；或
- 倘無政府定價，則以中國政府制定的指導價；或
- 倘既無政府定價亦無政府指導價，則以投標定價或其他可獲得的市價；或



# Report of Directors

## 董事會報告

- where none of the above is applicable or available, a price to be agreed between the parties. The agreed price shall be calculated based on the reasonable costs incurred in providing the pomace products plus reasonable profits. In setting the price, the parties may refer to the prices for previous relevant transactions, if available.

The annual transaction cap was determined based on the historical amounts of pomace sold by the Group to Andre Pectin for the two financial years ended 31 December 2009. The cap for the year ended 31 December 2010 was RMB8,000,000.

The actual sale of pomace by the Group to Andre Pectin for the year ended 31 December 2010 was RMB2,319,345 and is subject to annual review requirement under the Listing Rule.

All the independent non-executive Directors have reviewed the continuing connected transaction and confirmed that the continuing connected transaction has been conducted on normal commercial terms or on terms no less favourable than those available to independent third parties under the prevailing local market conditions and are entered into the Group's ordinary and usual course of business, and are fair and reasonable and in the best interests of the shareholders of the Company as a whole.

Based on the work performed, the auditor of the Company has confirmed in a letter to the Board to the following effect with respect to the continuing connected transaction:

- (i) has received approval from the Board;
- (ii) is in accordance to the pricing policy;
- (iii) has been entered into in accordance with the relevant agreement governing the transaction; and
- (iv) does not exceed the cap amount for the financial year ended 31 December 2010 disclosed in the relevant announcement.

- 倘以上均不適用或不可獲得，則由訂約方協商釐定。協定價須依據所提供果渣產品產生的合理成本加上合理溢利計算。定價時，訂約方可參考之前有關交易的價格(如有)。

年度上限是根據截至二零零九年十二月三十一日止兩個財政年度本集團向安德利果膠所售果渣的歷史金額釐定。截至二零一零年十二月三十一日止年度之年度上限為人民幣8,000,000元。

截至二零一零年十二月三十一日止年度之本集團售予安德利果膠之果渣銷售實際金額為人民幣2,319,345元，根據上市規則，此交易並須接受週年審閱。

全體獨立非執行董事已審閱該持續關連交易，並確認持續關連交易乃於本集團正常及一般業務過程中按正常商業條款或不遜於根據當地現行市況向獨立第三方提供的條款訂立，屬公平合理，並符合本公司股東的整體最佳利益。

根據已執行之工作，本公司核數師已在致董事會之函件中確認持續關連交易之以下情況：

- (i) 已獲董事會批准；
- (ii) 屬符合定價政策；
- (iii) 根據約束該交易之協議之條款進行；及
- (iv) 並無超越有關公佈所述截至二零一零年十二月三十一日止財政年度之上限。

## Related Party Transactions

During the year ended 31 December 2010, the Group entered into transactions with related parties as set out in note 35 to the Financial Statements. Some of these related party transactions constitute connected transaction or continuing connected transaction under Chapter 14A of the Listing Rules.

## Directors' Interest in Contracts

Save as disclosed in this report, none of the Directors had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company was a party in 2010.

## Directors', Supervisors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company

As at 31 December 2010, the interests and short positions of the Directors, Supervisors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were (a) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); and (b) required to be recorded in the register kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the directors of the Company as referred to in Appendix 10 of the Listing Rules were as follows:

## 關聯方交易

截至二零一零年十二月三十一日止年度，本集團與關聯方進行財務報表附註35中載列之交易。若干該等關聯方交易構成上市規則第14A章中規定的關連交易或持續性關連交易。

## 董事於合約之權益

除本報告中披露外，於二零一零年內，概無董事於對本集團業務具重大影響之本公司所訂合約中直接或間接持有任何重大權益。

## 董事、監事及行政總裁於本公司股份、基本股份及債權證中的權益及淡倉

於二零一零年十二月三十一日，董事、監事及行政總裁於本公司及其相關法團（按《證券及期貨條例》第十五章的涵義）擁有(i)根據《證券及期貨條例》第十五章第7及8部份之規定須知會本公司及聯交所（包括根據《證券及期貨條例》之規定被當作或被視作擁有之權益及淡倉）；及(ii)根據《證券及期貨條例》第352條須予備存之登記冊所載或根據上市規則附錄十須知會本公司及聯交所有關董事進行證券交易之股份、基本股份或債權證如下：

# Report of Directors

## 董事會報告

### Long positions in the shares of the Company

### 公司長倉股份

Name of Directors 董事姓名	Class of Shares 股份類別	Number of shares held 所持股份數目	Capacity 身份	Type of Interest 權益種類	Approximate percentage of Domestic Shares/ 約佔內資股/ H股百分比	Approximate percentage of total share capital 約佔總股本 百分比
Wang An (Note 1) 王安 (附註1)	Domestic Shares 內資股	1,188,105,006 (L) 1,188,105,006 (長)	Interest of controlled corporations (Note 2) 受控制法團權益 (附註2)	Personal 個人	47.42% (L)(長)	27.85% (L)(長)
	H Shares H股	17,085,000 (L) 17,085,000 (長)	Interest of controlled corporations (Note 3) 受控制法團權益 (附註3)	Personal 個人	0.97% (L)(長)	0.40% (L)(長)
Liu Tsung-Yi 劉宗宜	H Shares H股	1,954,000 (L) 1,954,000 (長)	Beneficial owner 實益擁有人	Personal 個人	0.11% (L)(長)	0.045% (L)(長)

Notes:

附註：

The letter "L" denotes a long position.

「長」表示長倉。

- As at 31 December 2010, Mr. Wang An, a director of the Company, controlled (a) 90% interest in China Pingan Investment Holdings Limited, which held 441,519,606 Domestic Shares and 17,085,000 H Shares, representing 10.35% and 0.40% interest in the total issued share capital of the Company, respectively; and (b) 80% interest in Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司), which held 746,585,400 Domestic Shares, representing 17.50% interest in the total issued share capital of the Company.
- Mr. Wang An was deemed to be interested in these Domestic Shares through his interests in China Pingan Investment Holdings Limited and Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司).
- The long position in 17,085,000 H Shares was held by China Pingan Investment Holdings Limited. Mr. Wang An was deemed to be interested in these H Shares through his 90% interest in China Pingan Investment Holdings Limited.

- 於二零一零年十二月三十一日，本公司的董事王安先生，控制了(a) China Pingan Investment Holdings Limited 90%的權益，其持有441,519,606股內資股及17,085,000股H股，分別佔本公司已發行總股本約10.35%及0.40%和(b)山東安德利集團有限公司80%的權益，其持有746,585,400股內資股，佔本公司已發行總股本約17.50%。
- 王安先生因透過其於China Pingan Investment Holdings Limited和山東安德利集團有限公司之權益而被視作擁有此內資股權益。
- 17,085,000股H股長倉乃由China Pingan Investment Holdings Limited持有。王安先生因透過其於China Pingan Investment Holdings Limited之90%權益而被視作擁有此H股權益。

\* For identification purpose only

\* 僅供識別

### Substantial Shareholders' and Other Persons' Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company

As at 31 December 2010, so far as the Directors are aware, the following persons (other than the Directors, Supervisors and chief executive of the Company) had interests and short positions in the shares, underlying shares and debentures of the Company which were discloseable under Divisions 2 and 3 of Part XV of the SFO and recorded in the register kept by the Company pursuant to section 336 of the SFO:

#### Long positions in the shares of the Company

Name of directors 董事姓名	Class of shares 股份類別	Number of shares held 所持股份數目	Capacity 身份	Type of Interest 權益種類	Approximate percentage of Domestic Shares/ H Shares 約佔內資股/ H股百分比	Approximate percentage of total share capital 約佔總股本 百分比
China Pingan Investment Holdings Limited	Domestic Shares 內資股	441,519,606 (L) (Note 1) 441,519,606 (長) (附註1)	Beneficial owner 實益擁有人	Corporate 公司	17.62% (L)(長)	10.35% (L)(長)
	H Shares H股	17,085,000 (L) 17,085,000 (長)	Beneficial owner 實益擁有人	Corporate 公司	0.97% (L)(長)	0.40% (L)(長)
Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司)	Domestic Shares 內資股	746,585,400 (L) (Note 2) 746,585,400 (長) (附註2)	Beneficial owner 實益擁有人	Corporate 公司	29.80% (L)(長)	17.50% (L)(長)
Donghua Fruit Industry Co., Ltd.	Domestic Shares 內資股	657,794,593 (L) (Note 3) 657,794,593 (長) (附註3)	Beneficial owner 實益擁有人	Corporate 公司	26.26% (L)(長)	15.42% (L)(長)
Uni-President Enterprises Corp. 統一企業股份有限公司	Domestic Shares 內資股	637,460,401 (L) (Note 4) 637,460,401 (長) (附註4)	Interests of controlled corporations (Note 5) 受控制法團權益 (附註5)	Corporate 公司	25.44% (L)(長)	14.94% (L)(長)

\* For identification purpose only

### 主要股東及其他人士於本公司股份、基本股份及債權證中的權益及淡倉

據董事所知，於二零一零年十二月三十一日，除本公司董事、監事或行政總裁外，在本公司之股份、基本股份及債權證中擁有須根據《證券及期貨條例》第十五章第2及3部份之規定而須披露，及已記入本公司根據《證券及期貨條例》第336條之規定存置之登記冊中之權益及淡倉之股東及其他人士如下：

#### 本公司股份之長倉

\* 僅供識別

# Report of Directors

## 董事會報告

Name of directors 董事姓名	Class of shares 股份類別	Number of shares held 所持股份數目	Capacity 身份	Type of Interest 權益種類	Approximate percentage of Domestic Shares/ H Shares 約佔內資股/ H股百分比	Approximate percentage of total share capital 約佔總股本 百分比
Atlantis Investment Management (Hong Kong) Limited	H Shares H股	317,000,000 (L) (Note 6) 317,000,000 (長) (附註6)	Investment manager 投資經理	Corporate 公司	18.01% (L) (長)	7.43% (L) (長)
Mitsui & Co., Ltd. 三井物產株式會社	H Shares H股	97,000,000 (L) 97,000,000 (長)	Beneficial owner 實益擁有人	Corporate 公司	5.51% (L) (長)	2.27% (L) (長)
JP Morgan Chase & Co.	H Shares H股	110,244,020 (L)	Custodian corporation/ approved lending agent 管理法團/ 核准借出代理人	Corporate 公司	6.26% (L) (長)	2.58% (L) (長)
		110,244,020 (P) (Note 7)			6.26% (P) (借)	2.58% (P) (借)
		110,244,020 (借) (附註7)				
HSBC Global Asset Management (Hong Kong) Limited (Formerly manager known as HSBC Investments (Hong Kong) Limited)	H Shares H股	102,250,000 (L) 102,250,000 (長)	Investment manager 投資經理	Corporate 公司	5.80% (L) (長)	2.40% (L) (長)
HSBC Global Asset Management (Hong Kong) Limited (曾稱為 HSBC Investments (Hong Kong) Limited)						

Notes:

附註：

The letter "L" denotes a long position. The letter "P" denotes interests in a lending pool.

「長」表示長倉；「借」表示可供借出的股份。

(1) Mr. Wang An, a director of the Company, was deemed to be interested in these Domestic Shares through his 90% interest in China Pingan Investment Holdings Limited.

(1) 本公司的董事王安，因透過其於China Pingan Investment Holdings Limited之90%權益而被視作擁有此內資股權益。

(2) Mr. Wang An, a director of the Company, was deemed to be interested in these Domestic Shares through his 80% interest in Shandong Andre Group Co., Ltd.\* (山東安德利集團有限公司)。

(2) 本公司的董事王安，因透過其於山東安德利集團有限公司之80%權益而被視作擁有此內資股權益。

\* For identification purpose only

\* 僅供識別

# Report of Directors

## 董事會報告

- (3) The long position in 657,794,593 Domestic Shares were directly held by Donghua Fruit Industry Co., Ltd.. Based on the information provided by Donghua Fruit Industry Co., Ltd., Mr. Zhang Jiaming is deemed to be interested in such 657,794,593 Domestic Shares.
- (3) 657,794,593 股內資股長倉乃由 Donghua Fruit Industry Co., Ltd. 直接持有。根據 Donghua Fruit Industry Co., Ltd. 提供的信息，張家銘被視為擁有此內資股權益。
- (4) The long position in 637,460,401 Domestic Shares were held by Uni-President China Holdings Ltd., a non wholly-owned subsidiary of Uni-President Enterprises Corp. (統一企業股份有限公司), through its two wholly-owned subsidiaries, namely, Chengdu President Enterprises Food Co., Ltd. (成都統一企業食品有限公司), which held 424,183,601 Domestic Shares, and Guangzhou President Enterprises Co., Ltd. (廣州統一企業有限公司), which held 213,276,800 Domestic Shares.
- (4) 637,460,401 股內資股長倉由統一企業股份有限公司之非全資附屬公司 Uni-President China Holdings Ltd. 透過其兩間全資附屬公司成都統一企業食品有限公司(其持有 424,183,601 股內資股)及廣州統一企業有限公司(其持有 213,276,800 股內資股)持有。
- (5) Pursuant to Part XV of the SFO, Uni-President Enterprises Corp. (統一企業股份有限公司) was deemed to be interested in such 637,460,401 Domestic Shares. The 637,460,401 Domestic Shares were held by a series of controlled corporations of Uni-President Enterprises Corp. (統一企業股份有限公司), of which 424,183,601 Domestic Shares, representing approximately 9.94% of the total issued share capital of the Company, were held directly by Chengdu President Enterprises Food Co., Ltd. (成都統一企業食品有限公司) and 213,276,800 Domestic Shares, representing approximately 5% of the total issued share capital of the Company, were held directly by Guangzhou President Enterprises Co., Ltd. (廣州統一企業有限公司).
- (5) 根據《證券及期貨條例》第 XV 部，統一企業股份有限公司被視作持有 637,460,401 股內資股權益。該 637,460,401 股內資股由統一企業股份有限公司之受控制法團持有，其中 424,183,601 股內資股，佔本公司已發行總股本約 9.94%，由成都統一企業食品有限公司直接持有，以及 213,276,800 股內資股，佔本公司已發行總股本約 5%，由廣州統一企業有限公司直接持有。
- (6) According to the public information available on the website of the Stock Exchange, Atlantis Investment Management (Hong Kong) Limited was a controlled corporation of Atlantis Investment Management Limited, which was in turn controlled by Liu Yang; Atlantis Investment Management Limited and Liu Yang were deemed to be interested in such 317,000,000 H Shares.
- (6) 根據聯交所網站提供之公眾資料，Atlantis Investment Management (Hong Kong) Limited 是 Liu Yang 控制的 Atlantis Investment Management Limited 的受控制法團，Atlantis Investment Management Limited 及 Liu Yang 皆被視作擁有 317,000,000 股 H 股權益。
- (7) These H Shares were held directly by JP Morgan Chase Bank N.A., a wholly-owned subsidiary of JP Morgan Chase & Co..
- (7) 該 H 股由 JP Morgan Chase & Co. 之一家全資附屬公司 JP Morgan Chase Bank N.A. 直接持有。

# Report of Directors

## 董事會報告

### Competing Interests

Mr. Wang An, a Director, through his controlled corporation, Andre Group, has 37.90% equity interests in Andre Pectin. The Company currently has 18.95% equity interests in Andre Pectin.

Andre Pectin was incorporated on 25 September 2003. Upon incorporation, Andre Pectin was owned as to 75% by the Company and 25% by Yantai North Andre Juice Inc., a wholly-owned subsidiary of the Company incorporated in the United States of America. Following the completion of the restructuring of Andre Pectin in 2005, Andre Pectin ceased to be a subsidiary of the Company, and was owned as to 40% by Andre BVI, a wholly-owned subsidiary of the Company, and as to 35% by Bytetrion Limited and 25% by Richride Investments Limited, both strategic investors. Further information about such restructuring has been disclosed in the relevant announcement and circular of the Company dated 16 March 2005 and 4 April 2005 respectively.

On 10 March and 15 May 2009, Bytetrion Limited entered into two separate share transfer agreements and transferred its 25% and 5% equity interests, respectively, in Andre Pectin to Andre Group.

On 11 November 2009, Andre BVI entered into several share transfer agreements to transfer its 40% equity interests in Andre Pectin, as to (i) 10% to Andre Group; (ii) 20% to the Company; and (iii) 10% to Richride Investments Limited, respectively. Further information about such agreements and transactions have been disclosed in the relevant announcement of the Company dated 11 November 2009.

On 28 May 2010, Richride Investments Limited entered into a share transfer agreement and transferred its 10% equity interests in Andre Pectin to an independent third party, namely, Meng Yu Corporation Pte. Ltd.. Upon the completion of the aforementioned share transfers, Andre Pectin is owned as to 40% by Andre Group, 25% by Richride Investments Limited, 20% by the Company, 10% by Meng Yu Corporation Pte. Ltd. and 5% by an independent third party, namely, Yantai Anlin Fruit Industry Co., Ltd.\* (烟台安林果業有限公司) (which was transferred to it by Bytetrion Limited).

\* For identification purpose only

### 競爭權益

董事王安先生，透過其所控制的安德利集團，持有安德利果膠37.90%股權。本公司目前持有安德利果膠18.95%股權。

安德利果膠於二零零三年九月二十五日註冊成立，註冊成立後由本公司持有75%及由本公司一間於美國註冊成立的全資附屬公司，美國烟台北方安德利果汁有限公司，持有25%。安德利果膠於二零零五年重組完成後，安德利果膠不再為本公司的附屬公司，而由本公司全資附屬公司，安德利BVI，擁有40%股權以及兩家策略投資者，百特創業有限公司及富邦投資有限公司，分別擁有35%股權及25%股權。有關該重組的進一步資料已分別於本公司於二零零五年三月十六日刊發的公佈及於二零零五年四月四日刊發的通函中披露。

於二零零九年三月十日及五月十五日，百特創業有限公司訂立兩份獨立股份轉讓協議，分別向安德利集團轉讓其於安德利果膠的25%及5%股權。

於二零零九年十一月十一日，安德利BVI訂立多份股份轉讓協議，分別將其於安德利果膠40%股權中的(i)10%股權轉讓予安德利集團；(ii)20%股權轉讓予本公司；及(iii)10%的股權轉讓予富邦投資有限公司。有關該等協議及交易的進一步資料已於本公司於二零零九年十一月十一日的公佈中披露。

於二零一零年五月二十八日，富邦投資有限公司訂立一份股份轉讓協議，向獨立第三方新加坡萌宇實業有限公司轉讓其持有的安德利果膠10%的股權。完成以上股權轉讓後，安德利果膠分別由安德利集團、富邦投資有限公司、本公司、新加坡萌宇實業有限公司及獨立第三方烟台安林果業有限公司(由百特創業有限公司向其轉讓)持有40%、25%、20%、10%及5%股權。

\* 僅供識別

# Report of Directors

## 董事會報告

On 24 December 2010, Andre Pectin increased its registered share capital, which was contributed entirely by a new investor. On the same date, Richride Investments Limited transferred its 25% equity interests in Andre Pectin to the new investor who contributed to the new capital increased and two other new investors. Upon completion of the capital increase and transfers, Andre Pectin is owned as to 37.90% by Andre Group, 18.95% by the Company, 4.74% by Yantai Anlin Fruit Industry Co., Ltd.\* (烟台安林果業有限公司), 9.47% by Meng Yu Corporation Pte. Ltd., and the remaining 28.94% equity interests in Andre Pectin are held by the three new investors, who are independent investors.

The Company currently has 18.95% equity interests in Andre Pectin. The Company considers that pectin business is no longer the principal business of the Company, and Mr. Wang An's holding 37.90% equity interests in Andre Pectin through his controlled corporation, Andre Group, does not constitute competing business under the Listing Rules.

Save as disclosed in this report, none of the Directors, the controlling shareholder of the Company and their respective associates (as defined under the Listing Rules) had any interest in a business which competes or may compete with the businesses of the Group or has or may have any other conflicts of the interest with the Group.

### Sufficiency of Public Float

Based on the information publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules throughout the year ended 31 December 2010.

於二零一零年十二月二十四日，安德利果膠增加了其註冊資本，增資部份全部由一新投資方繳付。同日，富邦投資有限公司將其持有的安德利果膠25%股權轉讓給繳付新增資本的新投資方以及另外兩家新投資方。於本次增資及股權轉讓完成後，安德利果膠分別由安德利集團、本公司、烟台安林果業有限公司、新加坡萌宇實業有限公司持有37.90%、18.95%、4.74%、9.47%，其餘28.94%股權由三家新投資方持有。三家新投資方均為獨立投資方。

本公司目前持有安德利果膠18.95%股權，本公司認為果膠業務已不屬於本公司的主營業務，王安先生，透過其所控制的安德利集團，持有安德利果膠37.90%股權不構成上市規則所述的競爭業務。

除本報告披露外，本公司董事或控股股東或彼等各自之聯繫人(定義見上市規則)概無於任何構成或可能構成與本集團業務出現競爭業務中擁有任何權益，亦無本集團產生或可能產生利益衝突。

### 足夠的公眾持股量

於截至二零一零年十二月三十一日止年度內，根據本公司可得的公開資料及就本公司董事所知，本公司已一直根據上市規則維持指明的公眾持股量。

\* For identification purpose only

\* 僅供識別



# Report of Directors

## 董事會報告

### Practices and Procedures of the Board of Directors

The Company has adopted the required standard of dealings set out in Appendix 10 of the Listing Rules (the “Required Standard”) as the Company’s code of conduct regarding securities transactions by its Directors. A copy of the Required Standard was sent to each Director two months before the date of the Board meeting to approve the Company’s 2010 annual results, with a reminder that the Directors cannot deal in the securities and derivatives of the Company until after such results have been published.

Under the Required Standard, the Directors are required to notify the Chairman of the Company and receive a dated acknowledgement in writing before dealing in the securities and derivatives of the Company and, in the case of the Chairman of the Company himself, he must notify the Chairman of the Audit Committee and receive a dated acknowledgement in writing before any dealing.

All Directors, upon specific enquiries, have confirmed that they had complied with the Required Standard during the reporting period.

Specific employees who are likely to be in possession of unpublished price-sensitive information of the Group are also subject to compliance with the Required Standard. No incident of non-compliance was noted by the Company for the year ended 31 December 2010.

### Audit Committee

The Company has established an Audit Committee with written terms of reference based on the guidelines recommended by the Hong Kong Institute of Certified Public Accountants. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control of the Group, ensuring compliance with Rules 3.21 to 3.24 of the Listing Rules. Currently the Audit Committee comprises four independent non-executive Directors, namely Gong Fan, who is the chairman of the Audit Committee, Qu Wen, Yu Shou Neng and Chow Kam Hung.

### 董事會的常規及程式

本公司已採納上市規則附錄十所載之買賣準則作為本公司的董事證券交易守則(「該標準守則」)。公司各董事於通過公司二零一零年年度業績的董事會會議前二個月已獲發一份該標準守則以及一份提示，提醒董事不得在公佈業績前買賣本公司的證券或衍生工具。

根據該標準守則的規定，董事須於通知主席並接獲註明日期的確認書後，方可買賣本公司的證券或衍生工具。而主席若擬買賣本公司證券或衍生工具，必須在交易前先通知審核委員會主席並獲取註明日期的確認書。

經特定查詢後，本公司所有董事確認於本報告期內已遵守該標準守則。

所有特定僱員若可能擁有關於本集團的未公開而又可能影響股價的敏感資料，亦須符合該標準守則。本公司於截至二零一零年十二月三十一日止年內並未發現任何違規事件。

### 審核委員會

本公司已設立審核委員會，其書面職權範圍乃參考香港會計師公會刊發之「審核委員會指引」而制訂。審核委員會之主要職責為審核及監管本集團之財務申報程式及內部控制，以符合上市規則第3.21至3.24條。現時審核委員會由四名獨立非執行董事(即龔凡、曲雯、俞守能及周錦雄)組成。龔凡為審核委員會主席。

# Report of Directors

## 董事會報告

During the year, the Audit Committee reviewed the accounting principles and practices adopted by the Group and discussed the internal controls and financial reporting matters with the Directors, including a review of the annual results for the year ended 31 December 2010. The Audit Committee held four meetings during the year with all the then existing members present.

### Auditor

KPMG shall retire and a resolution for their re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

In the past three years, the Company's auditor remained unchanged.

By Order of the Board of Directors  
**Yantai North Andre Juice Co., Ltd.\***  
**Wang An**  
*Chairman*

Hong Kong, 25 March 2011

於報告期內，審核委員會已審核本集團所採用的會計原則及慣例，並與董事討論內部控制及財務申報事宜，包括審核本集團截至二零一零年十二月三十一日止之年度業績。本年度審核委員會已舉行四次會議，當時之所有成員全體出席。

### 核數師

在即將召開的股東週年大會中，將提請通過續聘畢馬威會計師事務所為本公司核數師的議案。

本公司於過去三年並無更改核數師。

承董事會命  
**烟台北方安德利果汁股份有限公司**  
**王安**  
*主席*

香港，二零一一年三月二十五日

\* For identification purpose only

\* 僅供識別

# Report of Supervisory Committee

## 監事會報告

To the Shareholders:

The Supervisory Committee (the “Supervisory Committee”) of Yantai North Andre Juice Co., Ltd.\*, in compliance with the relevant laws and regulations and the Articles of Association of the Company, has conducted its work in accordance with the fiduciary principle, and has taken up an active role to work seriously and with diligence to protect the interests of the Company and its shareholders.

During the year, the Supervisory Committee had reviewed cautiously the development plans of the Company and provided reasonable suggestions and opinions to the Board. It also strictly and effectively monitored and supervised the Company’s management in making significant policies and decisions to ensure that they are in compliance with the laws and regulations of the PRC and the Articles of Association of the Company, and in the interests of its shareholders.

We have reviewed and agreed to the report of the Directors, audited financial statements and the dividend to be proposed by the Board for presentation at the forthcoming annual general meeting. We are of the opinion that the Directors, the chief executive officer and other senior management of the Company are able to strictly observe their fiduciary duty, to act diligently, to exercise their authority faithfully in the best interests of the Company and to work in accordance with the Articles of Association of the Company. The operation is becoming more regulated and the internal control is becoming more perfect. The transactions between the Company and connected parties are in the interests of the shareholders as a whole and under fair and reasonable price.

\* For identification purpose only

各位股東：

烟台北方安德利果汁股份有限公司監事會（「本監事會」）遵照有關法律、法規及公司章程的規定，認真履行職權，維護股東權益及維護本公司利益，恪盡職守，合理謹慎、勤勉主動地開展工作。

在本年度內本監事會對本公司的經營及發展計劃進行謹慎審核，並向董事會提出合理的建議和意見，對本公司管理層的重大決策及具體決定是否符合國家法律法規以及本公司章程，是否維護股東利益等，進行了嚴格有效的監督。

本監事會認真審閱並同意董事會擬提呈予本次股東週年大會的董事會報告、經審核的財務報表以及股息派發方案，認為本公司董事會成員、行政總裁及其他高級管理人員，嚴格遵守誠信原則，工作克勤盡職，真誠地以公司最大利益為出發點行使職權，能夠按照公司章程開展各項工作，運作較為規範，內部控制制度日趨完善。本公司與關聯企業交易嚴格按符合本公司股東整體利益之條款及公平合理價格執行。

\* 僅供識別

# Report of Supervisory Committee

## 監事會報告

Up till now, none of the Directors, chief executive officer and senior management staff had been found to have abused their authority, damaged the interests of the Company or infringed upon the interests of its shareholders and employees. None of them was found to be in breach of any laws and regulations or the Articles of Association of the Company.

The Supervisory Committee is satisfied with the achievement and cost-effectiveness of the Company in 2010 and has great confidence in the future prospect of the Company.

By Order of the Supervisory Committee  
**Yantai North Andre Juice Co., Ltd.\***  
**Li Ye Sheng**

25 March 2011

本監事會至今未發現董事、行政總裁及高級管理人員濫用職權，損害公司利益及侵犯本公司股東和本公司員工權益之行為，亦未發現上述人員有違反法律、法規或本公司公司章程的行為。

本監事會對本公司二零一零年年度各項工作和取得的經濟效益表示滿意，對公司未來的發展前景充滿信心。

承監事會命  
**烟台北方安德利果汁股份有限公司**  
**李業勝**

二零一一年三月二十五日

\* For identification purpose only

\* 僅供識別

# Independent Auditor's Report

## 獨立核數師報告書

To the shareholders of

### **Yantai North Andre Juice Company Limited**

*(Incorporated in the People's Republic of China with limited liability)*

We have audited the consolidated financial statements of Yantai North Andre Juice Company Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 78 to 184, which comprise the consolidated and company statement of financial position as at 31 December 2010, and 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.

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

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

### **Auditor's responsibility**

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

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical

致烟台北方安德利果汁股份有限公司各股東

*(於中華人民共和國成立的有限公司)*

本核數師(以下簡稱「我們」)已審核刊載於第78頁至184頁烟台北方安德利果汁股份有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的合併財務報表，此合併財務報表包括於二零一零年十二月三十一日的合併財務狀況表和財務狀況表與截至該日止年度的合併全面收益表、合併權益變動表和合併現金流量表，以及主要會計政策概要及其他附註解釋。

### **董事對合併財務報告的責任**

貴公司的董事須負責根據國際會計準則委員會頒佈的《國際財務報告準則》及香港《公司條例》編製綜合財務報表，以令合併財務報表作出真實而公平的反映及落實其認為編製合併財務報表所必要的內部控制，以使合併財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

### **核數師的責任**

我們的責任是根據我們的審核對該等合併財務報表作出意見。我們是按照香港《公司條例》第141條的規定，僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

我們是按照香港會計師公會頒佈的《香港核數準則》進行審核工作。這些準則要求我們遵守相關道德規範，

# Independent Auditor's Report

## 獨立核數師報告書

requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

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

### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2010 and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

### KPMG

*Certified Public Accountants*  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

25 March 2011

並規劃及執行審核，以合理確定該等合併財務報表是否不存有重大錯誤陳述。

審核涉及執程序以獲取有關合併財務報表所載金額及披露事項有關的審核證據。所選定的程序取決於核數師的判斷，包括評估由於舞弊或錯誤而導致合併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合併財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審核程序，但目的並非為對公司的內部控制的有效性發表意見。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，以及評價合併財務報表的整體列報方式。

我們相信，我們所獲得的審核證據能充足和適當地為我們的審核意見提供基礎。

### 意見

我們認為，該等合併財務報表已按照《國際財務報告準則》真實和公平地反映貴公司及貴集團於二零一零年十二月三十一日的財政狀況和貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》妥為編製。

### 畢馬威會計師事務所

執業會計師  
香港中環遮打道10號  
太子大廈8樓

二零一一年三月二十五日

# Consolidated Statement of Comprehensive Income

## 合併全面收益表

for the year ended 31 December 2010

(Expressed in Renminbi Yuan)

截至二零一零年十二月三十一日止年度

(以人民幣列示)

		Note	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
		附註		
Turnover	收入	4	1,098,701	597,252
Cost of sales	銷售成本		(948,208)	(508,237)
<b>Gross profit</b>	<b>毛利</b>		<b>150,493</b>	89,015
Other income	其他收入	5	42,924	72,583
Distribution costs	銷售費用		(76,609)	(44,478)
Administrative expenses	管理費用		(29,299)	(44,163)
Other operating expenses	其他經營費用	6	(6,514)	(5,165)
<b>Profit from operations</b>	<b>經營溢利</b>		<b>80,995</b>	67,792
Net finance costs	財務成本淨額	8	(38,384)	(41,034)
Investment income	投資收入	9	9,181	14,900
Share of profit from associates	應佔聯營公司溢利		4,043	12,544
<b>Profit before taxation</b>	<b>除稅前溢利</b>	10	<b>55,835</b>	54,202
Income tax	所得稅	11	(6,665)	7,687
<b>Profit for the year</b>	<b>本年度溢利</b>		<b>49,170</b>	61,889
Other comprehensive income	其他全面收益		-	-
<b>Total comprehensive income for the year</b>	<b>期內全面收益總額</b>		<b>49,170</b>	61,889
<b>Profit attributable to:</b>	<b>溢利歸屬於：</b>			
Equity shareholders of the Company	本公司股東		49,215	64,382
Minority interests	少數股東		(45)	(2,493)
<b>Profit for the year</b>	<b>本年度溢利</b>		<b>49,170</b>	61,889

# Consolidated Statement of Comprehensive Income

## 合併全面收益表

for the year ended 31 December 2010

(Expressed in Renminbi Yuan)

截至二零一零年十二月三十一日止年度

(以人民幣列示)

		2010	2009
		二零一零年	二零零九年
Note		RMB'000	RMB'000
附註		人民幣千元	人民幣千元
<b>Total comprehensive income attributable to:</b>	<b>全面收益總額歸屬於：</b>		
Equity shareholders of the Company	本公司股東	49,215	64,382
Minority interests	少數股東	(45)	(2,493)
		<hr/>	<hr/>
<b>Total comprehensive income for the year</b>	<b>期內全面收益總額</b>	<b>49,170</b>	<b>61,889</b>
		<hr/> <hr/>	<hr/> <hr/>
<b>Basic and diluted earnings per share</b>	<b>基本及攤薄後每股盈利</b>	16 <b>RMB 人民幣 0.0115</b>	RMB 人民幣 0.0151
		<hr/> <hr/>	<hr/> <hr/>

The notes on pages 87 to 184 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 15(a).

第87頁至第184頁的附註屬本財務報表的一部份。有關本年度應付本公司股東股息之詳情已詳載於附註15(a)。



# Consolidated Statement of Financial Position

## 合併財務狀況表

at 31 December 2010

(Expressed in Renminbi Yuan)

於二零一零年十二月三十一日

(以人民幣列示)

		Note	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
		附註		
<b>ASSETS</b>	<b>資產</b>			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17(a)	<b>815,805</b>	788,449
Lease prepayments	預付土地租賃費	18	<b>103,019</b>	105,531
Interest in associates	於聯營公司的投資	21	<b>52,470</b>	39,888
Goodwill	商譽	22	<b>1,452</b>	1,452
Deferred tax assets	遞延稅資產	23(a)	<b>2,810</b>	4,975
Total non-current assets	非流動資產合計		<b>975,556</b>	940,295
Current assets	流動資產			
Inventories	存貨	24	<b>791,653</b>	872,188
Trade receivables	應收賬款	25	<b>289,668</b>	97,716
Other receivables and prepayments	其他應收款 及預付賬款	26	<b>134,264</b>	169,113
Restricted deposits	有限制存款	29	<b>6,400</b>	4,294
Cash and cash equivalents	現金及現金等價物	30	<b>142,906</b>	218,710
Total current assets	流動資產合計		<b>1,364,891</b>	1,362,021
Total assets	資產合計		<b>2,340,447</b>	2,302,316
<b>EQUITY AND LIABILITIES</b>	<b>股東權益及負債</b>			
Current liabilities	流動負債			
Bank borrowings	銀行貸款	31	<b>740,742</b>	727,082
Trade and bills payable	應付賬款及應付票據	32	<b>159,355</b>	85,989
Other payables and accrued expenses	其他應付款 及預提費用	33	<b>73,863</b>	70,703
Dividends payable	應付股利		<b>10,267</b>	9,985
Current tax liabilities	流動稅項負債		<b>20,233</b>	18,073
Total current liabilities	流動負債合計		<b>1,004,460</b>	911,832
Net current assets	淨流動資產		<b>360,431</b>	450,189
Total assets less current liabilities	資產合計扣除流動負債		<b>1,335,987</b>	1,390,484

# Consolidated Statement of Financial Position

## 合併財務狀況表

at 31 December 2010  
(Expressed in Renminbi Yuan)  
於二零一零年十二月三十一日  
(以人民幣列示)

		Note	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
		附註		
Non-current liabilities	非流動負債			
Bank borrowings	銀行貸款	31	<b>136,593</b>	225,331
Other long-term liabilities	其他長期負債		<b>249</b>	249
			<hr/>	<hr/>
Total non-current liabilities	非流動負債合計		<b>136,842</b>	225,580
			<hr/>	<hr/>
Total liabilities	負債合計		<b>1,141,302</b>	1,137,412
			<hr/>	<hr/>
Capital and reserves	股本及儲備	34		
Share capital	股本		<b>426,554</b>	426,554
Reserves	儲備		<b>767,579</b>	733,293
			<hr/>	<hr/>
Total equity attributable to equity shareholders of the Company	本公司股東應佔權益		<b>1,194,133</b>	1,159,847
Minority interests	少數股東權益		<b>5,012</b>	5,057
			<hr/>	<hr/>
Total equity	股東權益合計		<b>1,199,145</b>	1,164,904
			<hr/>	<hr/>
Total equity and liabilities	股東權益及負債合計		<b>2,340,447</b>	2,302,316
			<hr/>	<hr/>

Approved and authorised for issue by the board of directors on 25 March 2011.  
董事會於二零一一年三月二十五日核准並授權發出。

<b>Wang An</b>	)	
<b>王安</b>	)	Directors
	)	董事
<b>Zhang Hui</b>	)	
<b>張輝</b>	)	

The notes on pages 87 to 184 form part of these financial statements.

第87頁至第184頁的附註屬本財務報表的一部份。

# Statement of Financial Position

## 財務狀況表

at 31 December 2010  
(Expressed in Renminbi Yuan)  
於二零一零年十二月三十一日  
(以人民幣列示)

		Note	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
		附註		
<b>ASSETS</b>	<b>資產</b>			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17(b)	132,297	148,323
Lease prepayments	預付土地租賃費	18	32,448	33,280
Investments in subsidiaries	於附屬公司的投資	19	459,790	459,790
Interest in jointly controlled entities	於共同控制實體的投資	20	129,102	123,670
Interest in associates	於聯營公司的投資	21	33,080	33,080
Deferred tax assets	遞延稅資產	23(a)	2,810	4,975
Total non-current assets	非流動資產合計		789,527	803,118
Current assets	流動資產			
Inventories	存貨	24	369,265	274,883
Trade receivables	應收賬款	25	160,111	62,431
Other receivables and prepayments	其他應收款及預付賬款	26	98,669	70,070
Dividends receivable	應收股息	27	279,315	270,408
Amounts due from subsidiaries	應收附屬公司款項	28	294,771	253,322
Amounts due from jointly controlled entities	應收共同控制實體款項	28	43	41,175
Restricted deposits	有限制存款	29	6,400	4,294
Cash and cash equivalents	現金及現金等價物	30	125,232	185,881
Total current assets	流動資產合計		1,333,806	1,162,464
Total assets	資產合計		2,123,333	1,965,582
<b>EQUITY AND LIABILITIES</b>	<b>股東權益及負債</b>			
Current liabilities	流動負債			
Bank borrowings	銀行貸款	31	527,742	496,282
Trade and bills payable	應付賬款及應付票據	32	79,186	16,571
Other payables and accrued expenses	其他應付款及預提費用	33	13,990	13,862
Dividends payable	應付股利		10,267	9,985
Amounts due to subsidiaries	應付附屬公司款項	28	275,201	176,663
Amounts due to jointly controlled entities	應付共同控制實體款項	28	51,024	37,162
Total current liabilities	流動負債合計		957,410	750,525

# Statement of Financial Position

## 財務狀況表

at 31 December 2010  
(Expressed in Renminbi Yuan)  
於二零一零年十二月三十一日  
(以人民幣列示)

			2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Net current assets	淨流動資產		<u>376,396</u>	<u>411,939</u>
Total assets less current liabilities	資產合計扣除流動負債		<u>1,165,923</u>	<u>1,215,057</u>
Non-current liabilities	非流動負債			
Bank borrowings	銀行貸款	31	<u>136,593</u>	<u>225,331</u>
Total liabilities	負債合計		<u>1,094,003</u>	<u>975,856</u>
Capital and reserves	股本及儲備	34		
Share capital	股本		<u>426,554</u>	<u>426,554</u>
Reserves	儲備		<u>602,776</u>	<u>563,172</u>
Total equity	股東權益合計		<u>1,029,330</u>	<u>989,726</u>
Total equity and liabilities	股東權益及負債合計		<u>2,123,333</u>	<u>1,965,582</u>

Approved and authorised for issue by the board of directors on 25 March 2011.  
董事會於二零一一年三月二十五日核准並授權發出。

<b>Wang An</b>	)	
<b>王安</b>	)	Directors
	)	董事
<b>Zhang Hui</b>	)	
<b>張輝</b>	)	

The notes on pages 87 to 184 form part of these financial statements.

第87頁至第184頁的附註屬本財務報表的一部份。

# Consolidated Cash Flow Statement

## 合併現金流量表

for the year ended 31 December 2010

(Expressed in Renminbi Yuan)

截至二零一零年十二月三十一日止年度

(以人民幣列示)

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
<b>Cash flows from operating activities</b>	<b>經營活動產生的現金流量</b>		
Profit before taxation	除稅前溢利	55,835	54,202
Adjustments for:	調整：		
Depreciation	折舊	39,730	83,505
Amortisation of lease prepayments	預付土地租賃費攤銷	2,512	2,570
Interest expenses	利息費用	41,114	39,556
Interest income	利息收入	(2,757)	(1,993)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備產生的損失	14	684
Investment income	投資收入	(9,181)	(14,900)
Share of profit from associates	應佔聯營公司溢利	(4,043)	(12,544)
		<hr/>	<hr/>
Operating profit before changes in working capital	流動資金變動前之經營溢利	123,224	151,080
Decrease in inventories	存貨減少	75,840	29,552
Increase in trade receivables	應收賬款增加	(191,952)	(13,127)
Decrease/(increase) in other receivables and prepayments	其他應收款及預付賬款減少/(增加)	3,917	(55,898)
(Increase)/decrease in restricted deposits	有限制存款(增加)/減少	(2,106)	13,403
Increase/(decrease) in trade and bills payable	應付賬款及應付票據增加/(減少)	75,680	(9,631)
Decrease/(increase) in other payables and accrued expenses	其他應付款及預提費用減少/(增加)	8,697	(24,031)
		<hr/>	<hr/>
Cash generated from operations	經營產生之現金	93,300	91,348
Income tax (paid)/refunded	(支付)/退還的所得稅	(1,427)	9,026
Interest paid	支付的利息	(41,114)	(39,556)
Interest received	收到的利息	2,757	1,993
		<hr/>	<hr/>
<b>Net cash generated from operating activities</b>	<b>經營活動之現金產生淨額</b>	<b>53,516</b>	<b>62,811</b>

# Consolidated Cash Flow Statement (continued)

## 合併現金流量表

for the year ended 31 December 2010

(Expressed in Renminbi Yuan)

截至二零一零年十二月三十一日止年度

(以人民幣列示)

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
<b>Cash flow from investing activities</b>	<b>投資活動產生的現金流量</b>		
Payments for the purchase of property, plant and equipment	購置物業、廠房及設備	(64,391)	(79,293)
Payments for lease prepayments	預付土地租賃費	-	(33,310)
Payments for the purchase of short-term investments	購買短期投資	(92,000)	(30,000)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	12,984	6,186
Proceeds from disposal of lease prepayments	出售土地所得款項	-	24,138
Proceeds from disposal of equity interests of a subsidiaries, net of cash disposed of	出售附屬公司權益所得款項(已扣除出售之現金)	4,991	-
Proceeds from disposal of equity interest of an associate	出售聯營公司權益所得款項	-	50,000
Proceeds from disposal of short-term investments	出售短期投資所得款項	93,921	33,300
Advances to third parties	借款予第三方	-	(5,000)
Repayments of advances to third parties	第三方還款	4,900	-
<b>Net cash used in investing activities</b>	<b>投資活動之現金流出淨額</b>	<b>(39,595)</b>	<b>(33,979)</b>
<b>Cash flow from financing activities</b>	<b>籌資活動產生的現金流量</b>		
Proceeds from new bank borrowings	新增銀行貸款	880,841	1,126,554
Repayments of bank borrowings	償還銀行貸款	(955,919)	(1,030,916)
Dividends paid	已付股息	(14,647)	(19,874)
<b>Net cash (used in)/ generated from financing activities</b>	<b>籌資活動之現金流出淨額</b>	<b>(89,725)</b>	<b>75,764</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物(減少)/增加淨額</b>	<b>(75,804)</b>	<b>104,596</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>年初之現金及現金等價物</b>	<b>218,710</b>	<b>114,114</b>
<b>Cash and cash equivalents at end of year</b>	<b>年末之現金及現金等價物</b>	<b>142,906</b>	<b>218,710</b>

The notes on pages 87 to 184 form part of these financial statements.

第87頁至第184頁的附註屬本財務報表的一部份。

# Consolidated Statement of Changes in Equity

## 合併股東權益變動表

for the year ended 31 December 2010

(Expressed in Renminbi Yuan)

截至二零一零年十二月三十一日止年度

(以人民幣列示)

		Share capital	Capital surplus	Share premium	Statutory reserves	Retained earnings	Total equity attributable to equity shareholders of the Company	Minority interests	Total equity
	Note	股本	資本公積	股本溢價	法定儲備	未分配利潤	本公司股東應佔權益合計	少數股東權益	股東權益合計
	附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2009	於二零零九年一月一日	426,554	10	143,535	122,785	432,440	1,125,324	7,550	1,132,874
Total comprehensive income for the year	期內全面收益總額	-	-	-	-	64,382	64,382	(2,493)	61,889
Appropriations	調撥	-	-	-	6,247	(6,247)	-	-	-
Dividends to equity shareholders of the Company	分派股息予本公司股東	-	-	-	-	(29,859)	(29,859)	-	(29,859)
At 31 December 2009	於二零零九年十二月三十一日	426,554	10	143,535	129,032	460,716	1,159,847	5,067	1,164,904
At 1 January 2010	於二零一零年一月一日	426,554	10	143,535	129,032	460,716	1,159,847	5,067	1,164,904
Total comprehensive income for the year	期內全面收益總額	-	-	-	-	49,215	49,215	(45)	49,170
Appropriations	調撥	-	-	-	7,174	(7,174)	-	-	-
Dividends to equity shareholders of the Company	分派股息予本公司股東	-	-	-	-	(14,929)	(14,929)	-	(14,929)
At 31 December 2010	於二零一零年十二月三十一日	426,554	10	143,535	136,206	487,828	1,194,133	5,012	1,199,145

The notes on pages 81 to 172 form part of these financial statements.

第 81 頁至第 172 頁的附註屬本財務報表的一部份。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 1 Organisation and principal activities

Yantai North Andre Juice Company Limited (the “Company”) was established in the form of a Sino-foreign equity joint venture in Yantai, Shandong province, the People’s Republic of China (the “PRC”) on 30 March 1996.

With the approval from the Ministry of Commerce (formerly the Ministry of Foreign Trade and Economic Cooperation) of the PRC, the legal form of the Company was changed from that of a Sino-foreign equity joint venture to a Sino-foreign joint stock limited company on 26 June 2001.

The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the production and sale of condensed juice.

### 2 Significant accounting policies

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) promulgated by the International Accounting Standards Board (“IASB”). IFRSs include all applicable individual International Financial Reporting Standards, International Accounting Standards (“IASs”) and related interpretations. These financial statements also comply with the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A summary of the significant accounting policies adopted by the Group is set out below.

The IASB has issued certain new and revised IFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

### 1 組織和主要活動

烟台北方安德利果汁股份有限公司(「本公司」)是於一九九六年三月三十日在中華人民共和國(「中國」)山東省烟台市註冊成立的中外合資經營企業。

二零零一年六月二十六日經中華人民共和國商務部(原對外貿易經濟合作部)批准，本公司由中外合資經營企業變更為中外合資股份有限公司。

本公司及其附屬公司(合稱「本集團」)主要從事生產和銷售濃縮果汁。

### 2 主要會計政策

此財務報表是按照由國際會計準則委員會頒佈的《國際財務報告準則》編製。該準則包括所有適用的個別《國際財務報告準則》、《國際會計準則》及相關解釋。此財務報表亦符合香港《公司條例》的披露規定以及香港聯合交易所有限公司的《上市規則》中適用的披露條例。本集團所採用之主要會計政策於下列撮要。

國際會計準則委員會已公佈一系列新生效或容許提前於本集團及本公司本期會計期間採用的新及修訂之《國際財務報告準則》。由於初次採用這些新及修訂且適用之《國際財務報告準則》引致會計政策變更，對本集團本會計期間及以前會計期間財務報表的影響列於附註3。



# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (a) Basis of preparation of the financial statements

The consolidated financial statements as at and for the year ended 31 December 2010 comprise the Company, its subsidiaries and the Group's interests in jointly controlled entities and associates.

The financial statements are prepared on the historical cost basis, except where stated otherwise in the accounting policies set out below.

The preparation of the financial statements in accordance with IFRSs requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgments made by management in the application of IFRSs that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are disclosed in Note 40.

### 2 主要會計政策(續)

#### (a) 財務報告編製基準

截至二零一零年十二月三十一日止年度的合併財務報表包含本公司、其附屬公司及本集團於共同控制實體和聯營公司之權益。

除於以下會計政策內列明，本財務報表是以歷史成本作為編製基準。

管理層在編製根據《國際財務報告準則》的財務報表時需要作出判斷、估計和假設，從而影響政策的採用和資產、負債、收入和支出的匯報數額。該等估計及相關假設是以本集團認為合理的過往經驗和其他不同因素作為基礎，而這些經驗和因素均可為對不能透過其他來源確定的資產和負債賬面值作出判斷提供相應的基準。實際結果可能有別於這些估計。

對這些估計和假設須不斷作出審閱。會計估計的變更在相應的期間內確認，即當變更僅影響作出該變更的當期時，於變更當期確認，但若變更對當期及以後期間均產生影響時，於變更當期及以後期間均確認。

於應用《國際財務報告準則》時管理層所作對本財務報告具有重大影響的判斷以及可能引致於下年度需作重大調整的估計在附註40中披露。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

## 2 Significant accounting policies (cont'd)

### (b) Basis of consolidation

#### (i) Subsidiaries and minority interests

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Minority interests represent the portion of the net assets of subsidiaries attributable to interests that are not owned by the Company, whether directly or indirectly through subsidiaries, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. Minority interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Minority interests in the results of the Group are presented on the face of the consolidated statement of comprehensive income as an allocation of the total profit or loss for the year between minority interests and the equity shareholders of the Company.

## 2 主要會計政策(續)

### (b) 合併基準

#### (i) 附屬公司和少數股東權益

附屬公司是指被本集團控制的實體。控制是指本集團有能力支配一家實體的財務和經營政策，並從其業務取得利益。自控制開始起，至其結束當日，附屬公司的財務報表包含於合併財務報表之中。

少數股東權益是指非本公司直接或透過附屬公司間接擁有的權益所佔附屬公司資產淨值的部分。另本集團沒有因與這些權益持有人協議任何額外條款而導致本集團整體需就這些權益承擔符合金融負債定義的合約義務。少數股東權益在合併財務狀況表內的權益項目中，與本公司權益股東應佔的權益分開列示。少數股東所佔本集團業績的權益，會按照本年度損益總額在少數股東權益與本公司權益股東之間進行分配，並在全面收益表中列示。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (b) Basis of consolidation (cont'd)

##### (i) Subsidiaries and minority interests (cont'd)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or jointly controlled entity (Note 2(c)).

##### (ii) Associates

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

### 2 主要會計政策(續)

#### (b) 合併基準(續)

##### (i) 附屬公司和少數股東權益(續)

當本集團喪失了對附屬公司的控制權，於該附屬公司的全部權益會被視為處置，其導致的收益或虧損於損益確認。任何保留在前附屬公司的權益於喪失控制權日以公允價值確認，該金額為金融資產初始確認的公允價值，或如適用，確認為於聯營公司或合營公司的投資初始確認的成本(見附註2(c))。

##### (ii) 聯營公司

聯營公司是指本集團或本公司對其有重大影響但不擁有對其管理(包括參與財務及經營決策)控制權或共同控制權的實體。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

## 2 Significant accounting policies (cont'd)

### (b) Basis of consolidation (cont'd)

#### (ii) Associates (cont'd)

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (Note 2(e) and (j) (ii)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised as other comprehensive income in the consolidated statement of comprehensive income.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

## 2 主要會計政策(續)

### (b) 合併基準(續)

#### (ii) 聯營公司(續)

除已闡明為持有待售(或包括持有待售的處置集團中)於聯營公司的投資是按權益法記入合併財務報表。投資在權益法下先以成本列賬，然後就本集團佔該聯營公司淨資產在收購後的變動和任何與投資相關的減值虧損(見附註2(e)及(j)(ii))作出調整。如於收購日超過成本，年內本集團所佔聯營公司於收購後的稅後業績及任何減值虧損確認於損益，而本集團所佔聯營公司於收購後的稅後其他全面收益項目則確認於合併全面收益表的其他全面收益。

當本集團應佔聯營公司虧損超出本集團於該聯營公司的權益時，本集團之權益會減至零，並且不再確認進一步的損失，除非在本集團需承擔法律或推定責任或需代聯營公司支付款項的情況下，以相關金額為限。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (b) Basis of consolidation (cont'd)

##### (iii) Jointly controlled entities

A jointly controlled entity is an entity which operates under a contractual arrangement between the Group or the Company and other parties, where the contractual arrangement establishes that the Group or the Company and one or more of the other parties share joint control over the economic activity of the entity.

Investments in jointly controlled entities are accounted for in the consolidated financial statements on a proportionate consolidation basis. Under this method, the Group combines its proportionate share of the jointly controlled entities' turnover and expenses with each major turnover and expense caption of the Group's statement of comprehensive income and combines its proportionate share of the jointly controlled entities' assets and liabilities with each major asset and liability caption of the Group's statement of financial position, from the date that joint control commences until the date that joint control ceases.

### 2 主要會計政策(續)

#### (b) 合併基準(續)

##### (iii) 共同控制實體

共同控制實體是指本集團或本公司與其他投資者按合同協定經營的實體。合同協定建立了本集團或本公司及一位或多於一位其他投資者對經濟活動分享的控制權。

於共同控制實體之投資是按比例合併法記入合併財務報告。根據此方法，自共同控制開始起至其結束當日，本集團將其於共同控制實體中按比例分配得之收入及費用分別併入本集團全面收益表內各主要收入及費用科目，亦將本集團於共同控制實體中按比例分配得之資產及負債分別併入本集團財務狀況表內各主要資產及負債科目。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (b) Basis of consolidation (cont'd)

##### (iv) *Transactions eliminated on consolidation*

Intra-group balances and transactions, and any unrealised gains arising from intra-group transactions, are eliminated in full in preparing the consolidated financial statements. Unrealised gains arising from transactions with associates and jointly controlled entities are eliminated to the extent of the Group's interest in the entities. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

#### (c) Investments in subsidiaries, jointly controlled entities and associates

Investments in subsidiaries, jointly controlled entities and associates in the Company's statement of financial position are stated at cost less impairment losses (Note 2 (j)).

Profits or losses on disposal of investments in subsidiaries, jointly controlled entities and associates are determined as the difference between the net disposal proceeds and the carrying amount of the investments and are accounted for in profit or loss as they arise.

### 2 主要會計政策(續)

#### (b) 合併基準(續)

##### (iv) 編製合併財務報表中的抵銷交易事項

集團內部的交易及其產生的科目餘額，和任何由集團內部的交易所產生的未實現利潤，將在編製合併財務報表中全數抵銷。與聯營公司及共同控制實體進行交易產生的未實現利潤按本集團對其擁有的權益進行抵銷。集團內部的交易所產生的未實現虧損與未實現利潤之抵銷方法相同，但只限於沒有減值虧損證據的部份。

#### (c) 對附屬公司，共同控制實體投資及聯營公司

在本公司財務狀況表中，對附屬公司，共同控制實體及聯營公司的投資以成本減減值虧損入賬(附註2(j))。

轉讓對附屬公司，共同控制實體及聯營公司的投資按實際取得的價款與賬面價值的差額計入當期損益。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (d) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses (Note 2(j)).

The cost of an asset comprises its purchase price and any direct attributable costs of bringing the asset to working condition and location for its intended use.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item. They are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost, less their estimated residual values, if any, using the straight-line basis over their estimated useful lives.

The estimated useful lives of property, plant and equipment are as follows:

	Estimated useful life	Estimated rate of residual value
Buildings	40 years	10%
Machinery and equipment	20 years	10%
Motor vehicles	5 years	10%
Office equipment	5 years	10%

In respect of assets which are used for production of goods for only part of the year, due to seasonal factors, the full year's depreciation charge is allocated on a systematic basis to the periods during the year in which the assets are used for production.

### 2 主要會計政策(續)

#### (d) 物業、廠房及設備

物業、廠房及設備是以成本減累計折舊及減值虧損(附註2(j))入賬。

資產的成本包括採購價及為使資產達到其可使用狀態及位置所發生的直接成本。

報廢或出售物業、廠房及設備所產生的損益以處理變賣所得淨額與資產的賬面數額之間的差額釐定，並於報廢或出售當日在損益表中列支。

折舊是按預計可使用年限，扣除預計殘值後，以直線法沖銷其成本計算：

物業、廠房及設備之預計可使用年限如下：

	預計可使用年限	預計殘值率
建築物	40年	10%
機器及設備	20年	10%
汽車	5年	10%
辦公室設備	5年	10%

與生產有關的機器設備，由於季節性原因，未在整個會計期間中使用，其年度折舊額是根據系統性的方法分配到該資產投入使用的期間。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (d) Property, plant and equipment (cont'd)

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Construction in progress is stated at cost less impairment losses (Note 2 (j)). Cost comprises direct costs of construction as well as interest expense capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

### 2 主要會計政策(續)

#### (d) 物業、廠房及設備(續)

當一項物業、廠房及設備的各部分有不同的可使用年限，該資產的成本或估值依照合理的基準分配於其各部分並單獨計提折舊。資產的可使用年限及其殘值(如有)每年作檢討。

替換物業、廠房及設備的一部份所發生之成本，在很有可能為本集團帶來未來經濟效益流入，並且該成本能夠可靠計量時，於該項目之賬面值中確認。替換部份之賬面值撤消承認。日常維修物業、廠房及設備之成本在發生時計入損益表。

在建工程以成本減去減值損失(附註2(j))列示。成本包括建造期間的直接成本及資本化利息。在建工程於達到預定可使用狀態時停止資本化，並將其轉入固定資產。在建工程於達到預定可使用狀態時轉入固定資產。在建工程不計提折舊。



# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (e) Goodwill

Goodwill represents the excess of the cost of a business combination over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (Note 2(j)).

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination is recognised immediately in profit or loss.

On disposal of a cash-generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

#### (f) Lease prepayments

Lease prepayments represent payments made to acquire land use rights. Land use rights are carried at cost less accumulated amortisation and impairment losses (Note 2(j)). Amortisation is charged to profit or loss on a straight-line basis over the respective periods of the land use rights.

### 2 主要會計政策(續)

#### (e) 商譽

商譽指業務合併成本高於本集團所佔在被收購者的可辨認淨資產、負債和或然負債之公允價值權益。

商譽以成本減累積減值虧損列示。商譽會被分配至各現金產出單元，並每年進行減值測試(附註2(j))。

當企業合併時收購成本高於本集團所佔在被收購者的可辨認淨資產、負債和或然負債之公允價值權益立即計入損益表。

於年內處置現金產出單元，聯營公司或共同控制實體時，任何收購商譽之有關金額包含在處置溢利或虧損計算中。

#### (f) 預付土地租賃費

預付土地租賃費是指取得土地使用權所支付的費用。土地使用權是以成本減累計攤銷及減值虧損(附註2(j))列示。攤銷是按照相關土地使用權期限，以直線法進行攤銷至損益表。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (g) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the weighted-average cost principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

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

When inventories are sold, the carrying amount of those inventories is recognised as an expense of the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### 2 主要會計政策(續)

#### (g) 存貨

存貨是以成本及可變現淨值兩者中的較低數額入賬。發出存貨的成本以加權平均成本原則計算，其中包括採購存貨所產生的開支及將存貨變成現狀和運輸的成本。至於生產之存貨及在製品，成本包括按正常生產效能適度分配生產費用。

可變現淨值是以正常業務過程中的估計售價減去完成生產及銷售所需的估計成本後所得之金額。

所出售存貨的賬面金額在相關收入獲確認的期間內列為支出。存貨金額撇減至可變現淨值及存貨的所有虧損，均在出現減值或虧損的期間內列為支出。因可變現淨值增加引致存貨的任何減值轉回之數，均在出現轉回的期間內確認並抵減上述確認的支出。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (h) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost less allowance for impairment of doubtful debts (Note 2(j)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

#### (i) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

### 2 主要會計政策(續)

#### (h) 應收賬款及其他應收款

應收賬款及其他應收款先以公允價值入賬，其後以已攤銷成本減除呆壞賬減值虧損(附註2(j))列示。除非應收款是不含利息、無固定償還期限或折現時沒有重大影響的關聯方貸款，在該情況下，應收款以成本減除呆壞賬減值虧損列示。

#### (i) 現金及現金等價物

現金及現金等價物包括銀行內及手上之現金，銀行及其他金融機構活期存款，及短期、高流通性、可隨時轉成已知金額現金、不受價值變化影響及於購買時短於三個月到期的之投資。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (j) Impairment of assets

##### (i) Impairment of trade and other receivables

Trade and other receivables that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

If any such evidence exists, any impairment loss is determined and recognised as follows:

### 2 主要會計政策(續)

#### (j) 資產減值

##### (i) 應收賬款及其他應收款之減值虧損

於每個結算日評估按成本或經攤銷成本入賬的應收及其他應收款項，以決定是否有客觀的減值憑證。客觀的減值憑證包括顯著的數據引起本集團對以下一項或多項損失事件的關注：

- 債務人的重大財務困難；
- 違反合約，例如拖欠或懈怠利息或本金款；
- 有可能債務人將會破產或其他財務重整；及
- 科技、市場、經濟及法律環境的重大改變對債務人有負面的影響。

如果這些事實存在，減值損失將按以下情況確定：

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (j) Impairment of assets (cont'd)

##### (i) Impairment of trade and other receivables (cont'd)

For trade and other receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the assets' carrying amount and the present value of estimated future cash flows, discounted at the financial assets' original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss recognised in prior years.

### 2 主要會計政策(續)

#### (j) 資產減值(續)

##### (i) 應收賬款及其他應收款之減值虧損(續)

對於經攤銷成本入賬的應收及其他應收款及其他金融資產，減值虧損按資產賬面值與估計未來現金流量現值的差額釐定，如貼現影響屬重大，則按金融資產原來實際利率（即初始確認該等資產時計算的實際利率）貼現。如按攤銷成本列賬的金融資產具備類似的風險特徵，例如類似的逾期情況及並未單獨被評估為減值，則有關的評估會同時進行。金融資產的未來現金流量會根據與該類資產具有類似信貸風險特徵資產的過往虧損情況以一同評估減值。

倘若減值虧損的金額於隨後期間減少，而減幅可與確認減值虧損後發生的事件客觀聯繫，則減值虧損將通過損益予以轉回。轉回減值虧損不得導致資產的賬面值超出其在過往年度在沒有確認減值虧損情況下而釐定的數額。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (j) Impairment of assets (cont'd)

##### (i) *Impairment of trade and other receivables (cont'd)*

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors and bills receivable included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors and bills receivable directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

### 2 主要會計政策(續)

#### (j) 資產減值(續)

##### (i) *應收賬款及其他應收款之減值虧損(續)*

減值虧損應從相應的資產中直接撤銷，但包含在應收賬項和應收票據中、可收回性被視為可疑而並非微乎其微的應收賬項的已確認減值虧損則例外，應以撥備賬記錄呆壞賬的減值虧損。倘本集團確認能收回應收賬款的機會微乎其微，則視為不可收回金額會從應收賬項中直接撤銷，而在撥備賬中持有有關該債務的任何金額會被轉回。若之前計入撥備賬款項在其後收回，則相關的撥備會被轉回。撥備賬的其他變動及之前直接撤銷而其後收回的款項，均在損益中確認。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (j) Impairment of assets (cont'd)

##### (ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- long-term prepayments;
- intangible assets other than goodwill;
- investment in subsidiaries;
- interest in jointly controlled entities;
- interest in associates; and
- goodwill.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

### 2 主要會計政策(續)

#### (j) 資產減值(續)

##### (ii) 其他資產減值

內部及外部資料已於各結賬日獲審閱以識別下列資產可能減值或(除商譽外)先前已確認的減值虧損不再存在或可能已經減少的跡象:

- 物業、廠房及設備;
- 長期預付款;
- 除商譽外的無形資產;
- 對附屬公司的投資;
- 對共同控制實體的投資;
- 對聯營公司的投資; 及
- 商譽。

本集團對存在減值跡象的資產進行減值測試, 估計資產的可收回金額。此外, 對於商譽、尚未可以使用的無形資產和使用壽命不確定的無形資產, 無論是否存在減值跡象, 本集團至少每年估計其可收回金額。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (j) Impairment of assets (cont'd)

##### (ii) Impairment of other assets (cont'd)

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

### 2 主要會計政策(續)

#### (j) 資產減值(續)

##### (ii) 其他資產減值(續)

- 計算可收回金額

資產的可收回金額為其淨銷售價和使用價值兩者之間的較高者。在評估使用價值時，會按反映當時市場對貨幣時間價值及資產特定風險評估的稅前貼現率，將估計未來現金流量貼現至其現值。如果資產並無產生基本上獨立於其他資產所產生的現金流入，則以能獨立產生現金流入的最小資產組別(即現金產生單位)來釐定可收回金額。



# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (j) Impairment of assets (cont'd)

##### (ii) Impairment of other assets (cont'd)

- Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

### 2 主要會計政策(續)

#### (j) 資產減值(續)

##### (ii) 其他資產減值(續)

- 確認減值虧損

倘資產或其所屬現金產生單位的賬面值超過其可收回金額時，則於損益中確認減值虧損。就現金產生單位(或該單位組別)確認的減值虧損會先予以分配，以按比例減少該單位(或該單位組別)內資產的賬面值，惟某資產的賬面值不會減至低於其個別公允價值減去出售成本或使用價值(如能釐定)。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (j) Impairment of assets (cont'd)

##### (ii) Impairment of other assets (cont'd)

- Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

##### (iii) Interim financial reporting and impairment

The Group is required to prepare an interim financial report in compliance with IAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (Notes 2(j)(i) and (ii)).

### 2 主要會計政策(續)

#### (j) 資產減值(續)

##### (ii) 其他資產減值(續)

- 資產減值的轉回

就商譽以外的資產而言，若出現確定可收回金額的估計之有利變動，減值虧損將會轉回。商譽的減值虧損不得予以轉回。

減值虧損的轉回限於過往年度並無確認任何減值虧損的情況下所確定的資產賬面值。減值虧損會於轉回確認的當期計為損益。

##### (iii) 中期財務報告及減值

本集團就財政年度的首六個月編製的中期財務報告須遵守《國際會計準則》第34號「中期財務報告」的要求。於中期末，本集團採用與財務年度終的相同減值測試、確認及轉回標準(註釋2(j)(i)及(ii))。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (j) Impairment of assets (cont'd)

##### (iii) Interim financial reporting and impairment (cont'd)

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

#### (k) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

#### (l) Trade and bills payable, and other payables

Trade and bills payable, and other payables are initially recognised at fair value and subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

### 2 主要會計政策(續)

#### (j) 資產減值(續)

##### (iii) 中期財務報告及減值(續)

就商譽在中期確認的減值虧損，不可於以後期間轉回。即使在年末時評估是沒有或較少的減值虧損，該中期確認的減值虧損均不會被轉回。

#### (k) 計息借貸

計息借貸按公允價值減所佔交易成本作首次確認，其後按攤銷成本入帳而首次確認的金額與確認的贖回價值之任何差額，連同任何利息及應付費用，均以實際利息法於借貸期內在損益表中確認。

#### (l) 應付賬款、應付票據及其他應付款

應付賬款、應付票據及其他應付款先以公允價值入帳，其後以已攤銷成本列示，如折現之影響不重大，則以成本入帳。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (m) Provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### 2 主要會計政策(續)

#### (m) 準備及或有負債

如果本集團或本公司須就已發生的事件承擔法定或推定義務，因而預期很可能會導致經濟利益流出，在有關金額能夠可靠地估計時，本集團或本公司便會對該時間或金額不確定的其他負債計提準備。如果貨幣時間價值重大，則按預計所需費用的現值計提準備。

如果經濟利益流出的可能性較低，或是無法對有關金額作出可靠的估計，便會將該義務披露為或有負債，但經濟利益流出的可能性極低則除外。如果本集團或本公司的義務須視乎某項或多項未來事件是否發生才能確定是否存在，亦會披露該義務為或有負債，但經濟利益流出的可能性極低則除外。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (n) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group, and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

##### (i) Sales of goods

Revenue is recognised when the significant risks and rewards of ownership have been transferred to the customers. No revenue is recognised if there are significant uncertainties regarding recovery of the consideration due, associated costs, or the possible return of goods.

##### (ii) Interest income

Interest income is recognised as it accrues using the effective interest method.

### 2 主要會計政策(續)

#### (n) 收入確認

收入按已收或應收代價之公平值計量。收入是在經濟效益可能會流入本集團，以及能夠可靠地計算收入和成本(如適用)時，按下列方式在當期損益表內確認：

##### (i) 銷售收入

銷售收入會在客戶接收與所有權相關的重大風險及回報時確認。假如在收回到期價款、相關成本或退貨的可能性方面存在重大的不明朗因素，則不會確認收入。

##### (ii) 利息收入

利息收入是以實際利率法，根據權責發生制確認。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

## 2 Significant accounting policies (cont'd)

### (o) Expenses

#### (i) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of that asset. Other borrowing costs are expensed in profit or loss in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

#### (ii) Operating lease payments

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payment made.

## 2 主要會計政策(續)

### (o) 支出

#### (i) 借款費用

除把直接用作購置或需要一段相當長時間建造才可投入既定用途的資產所產生的借貸成本予以資本化外，借貸成本均在發生期間內列作費用。

屬於合資格資產成本一部分的借貸成本於與資產相關的支出發生、借貸成本產生和使資產投入擬定用途或銷售所必需的準備工作時開始資本化。在使合資格資產投入擬定用途或銷售所必須的絕大部分準備工作中止或完成時，借貸成本便會暫停或停止資本化。

#### (ii) 經營租賃付款

經營租賃付款於相關租賃期內以直線法記入損益表。獲得的租賃激勵措施作為經營租賃淨付款額整體的一部份記入損益表。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (p) Employee benefits

##### (i) Short-term benefits

Salaries, wages, bonuses and other benefits and the cost to the Group of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Group.

##### (ii) Defined contribution retirement plans

Obligations for contributions to defined contribution retirement plans are accrued in the year in which the associated services are rendered by employees of the Group. The contribution payables under the Group's retirement plans are recognised as expense in profit or loss as incurred.

### 2 主要會計政策(續)

#### (p) 員工福利

##### (i) 短期福利

薪金、工資、獎金及其他福利以及對本集團非貨幣性福利之成本於本集團員工提供相關服務年度計提。

##### (ii) 定額供款退休計劃

定額供款退休計劃之供款責任於本集團員工提供相關服務年度計提。本集團退休計劃之應付供款於發生時在損益表中確認為費用。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (q) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Grants that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for cost of an asset are recognised in profit or loss as revenue on a systematic basis over the useful life of the asset by way of a reduced depreciation charge.

#### (r) Income tax

Income tax on the profit or loss for the year comprises current and deferred tax.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period.

### 2 主要會計政策(續)

#### (q) 政府補貼

政府補助在能夠滿足政府補助所附條件，並能夠收到時，予以確認。

用於補償本集團之開支費用的補貼在相關費用發生的當期按系統性的方法配比計入當期損益。用於補償本集團資產成本的補貼按系統性的方法在相關資產的預計使用年限間用減少折舊的方法分期計入損益。

#### (r) 所得稅

當期損益表內的所得稅包括本期間稅項及遞延稅項。

本期間稅項包括以結算日施行或實質上施行的稅率計算的本年度應評稅收入的預計應付稅金，以及對以往年度應付稅金作出的任何調整。

遞延稅項是就作財務匯報用的資產與負債的賬面金額與稅務金額之間的暫時差異，按負債法計提準備。遞延稅項準備的金額是以相關資產及負債的賬面金額預期實現或結清的方式為基準並按結算日施行或實質上施行的稅率計算。



# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (s) Foreign currency transactions

The Group's functional and presentation currency is Renminbi ("RMB"). Foreign currency transactions during the year are translated into RMB at the applicable rates of exchange quoted by the People's Bank of China ("PBOC") prevailing on the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into RMB at the applicable PBOC rates ruling at the end of reporting period. Foreign exchange differences arising from translation are recognised as income or expense in profit or loss.

The overseas subsidiaries are considered to be an integral part of the Company's operations. Accordingly, the related foreign exchange differences arising on translation are also recognised in profit or loss.

#### (t) Related parties

For the purposes of these financial statements, a party is considered to be related to the Group if:

- (i) the party has the ability or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- (ii) the Group and the party are subject to common control;

### 2 主要會計政策(續)

#### (s) 外幣換算

本集團的功能性貨幣及列報貨幣是人民幣。本年度之外幣交易按交易日的中國人民銀行(「人民銀行」)頒佈的匯率換算為人民幣。以外幣計價的貨幣性資產及負債則按該結算日的人民銀行之匯率換算為人民幣。換算所發生的匯兌差額會在當期損益表中以收入或費用確認。

境外附屬公司被計為本公司運營的組成部分。因此，有關交易所產生的匯兌換算差額會在當期損益中確認。

#### (t) 關聯方

就本報告而言，下列人士被視為與本集團有關連：

- (i) 該方有能力直接或間接透過一家或多間中介公司，控制本集團或對本集團之財務及經營決策發揮重大的影響力，或擁有對本集團之共同控制權；
- (ii) 本集團與另一方均受制於共同的控制；

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 2 Significant accounting policies (cont'd)

#### (t) Related parties (cont'd)

- (iii) the party is an associate of the Group or a jointly controlled entity in which the Group is a venturer;
- (iv) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
- (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or
- (vi) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is related party of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

### 2 主要會計政策(續)

#### (t) 關聯方(續)

- (iii) 該方為本集團之聯營公司或本集團為其中一個投資方的共同控制實體；
- (iv) 該方為本集團或本集團母公司主要管理人員之一，或與他們關係密切的家庭成員，或受他們控制、共同控制或重大影響之實體；
- (v) 該方與以上(i)所指人士關係密切的家庭成員或受這些家庭成員控制、共同控制或重大影響之實體；或
- (vi) 該方為本集團或為本集團關聯方的任何實體的僱員福利而設的離職後福利計劃。

一方關係密切之家庭成員指該等可能影響該方或受該方影響其與該實體交易的家庭成員。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 3 Changes in accounting policies

The IASB has issued one revised IFRS, a number of amendments to IFRSs and one new interpretation that are first effective for the current accounting period of the Group and the Company. Of these, the following developments are relevant to the Group's financial statements:

- IFRS 3 (revised 2008), *Business combinations*
- Amendments to IAS 27, *Consolidated and separate financial statements*
- Amendments to IFRS 5, *Non-current assets held for sale and discontinued operations – plan to sell the controlling interest in a subsidiary*
- Amendment to IAS 39, *Financial instruments: Recognition and measurement – eligible hedged items*
- Improvements to IFRSs (2009)
- IFRIC 17, *Distributions of non-cash assets to owners*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

The amendment to IAS 39 has had no material impact on the Group's financial statements as the amendment was consistent with policies already adopted by the Group. The other developments resulted in changes in accounting policy but none of these changes in policy have a material impact on the current or comparative periods, for the following reasons:

### 3 會計政策變更

國際會計準則委員會頒布了一條新訂的《國際財務報告準則》、多項新訂闡釋及經修訂的《國際財務報告準則》，這些闡釋及準則在本集團及本公司的本會計期間開始生效。以下新訂及經修訂《國際財務報告準則》對本集團的財務報表相關：

- 《國際財務報告準則》第3號(2008修訂)，「企業合併」
- 《國際會計準則》第27號的修訂「合併與單獨的財務報表」
- 《國際會計準則》第5號的修訂「持有作出售之非流動資產及已中止之業務－計劃出售一間附屬公司之控股權益」
- 《國際會計準則》第39號的修訂「金融工具：確認和計量－合適被對沖之項目」
- 優化《國際財務報告準則》(2009)
- 國際財務報告詮釋委員會第17號的修訂「派發非現金資產予擁有人」

本集團並未採用在目前會計期間尚未生效的相關會計準則或闡釋。

《國際財務報告準則》第39號的修正並未對本集團的財務報表產生重大影響，因為修訂與本集團已採取的政策是一致的。其他發展導致相關會計政策變更，但是該等變更並未對本期間或比較期間產生重大影響，原因如下：

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 3 Changes in accounting policies (cont'd)

- The impact of the majority of the revisions to IFRS 3, IAS 27, IFRS 5 and IFRIC 17 have not yet had a material effect on the Group's financial statements as these changes will first be effective as and when the Group enters into a relevant transaction (for example, a business combination, a disposal of a subsidiary or a non-cash distribution) and there is no requirement to restate the amounts recorded in respect of previous such transactions.
- The impact of the amendments to IFRS 3 (in respect of recognition of acquiree's deferred tax assets) and IAS 27 (in respect of allocation of losses to minority interests in excess of their equity interest) have had no material impact as there is no requirement to restate amounts recorded in previous periods and no such deferred tax assets or losses arose in the current period.
- The amendment introduced by the Improvements to IFRSs (2009) omnibus standard in respect of IAS 17, Leases, resulted in a change of classification of certain of the Group's leasehold land interests, but this had no material impact on the amounts recognised in respect of these leases as the lease premiums in respect of all such leases are fully paid and are being amortised over the remaining length of the lease term.

### 3 會計政策的修訂(續)

- 《國際財務報告準則》第3號、《國際會計準則》第27號、《國際財務報告準則》第5號和國際財務報告詮釋委員會第17號的修訂尚未對本集團的財務報表產生重大影響，因為這些變化首先是在集團訂立有關交易(例如，企業合併，一間附屬公司出售或以非現金分配)時產生影響，而且也無需重編以前這些交易中所記錄的數額。
- 由於《國際財務報告準則》第3號(關於合併方遞延稅項資產的確認)和《國際會計準則》第27號(關於對非控股股東權益分配虧損超過其擁有的股東權益)的修訂，未要求對以前確認的金額進行重述，本會計期間也未發生相關的遞延稅項資產和負債，該變更並未產生重大影響。
- 就《國際會計準則》第17號「租賃」而言，因優化《國際財務報告準則》(2009年)包括多項內容準則之修訂，該修訂令致若干本集團的租借土地權益分類有所改變，由於所有租賃的溢價經已全數清繳以及按餘下租賃年期攤銷，故對確認有關租賃的金額未有重大影響。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 3 Changes in accounting policies (cont'd)

Further details of these changes in accounting policy are as follows:

- As a result of the adoption of IFRS 3 (revised 2008), any business combination acquired on or after 1 January 2010 will be recognised in accordance with the new requirements and detailed guidance contained in IFRS 3 (revised 2008). These include the following changes in accounting policies:
  - Transaction costs that the Group incurs in connection with a business combination, such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees, will be expensed as incurred, whereas previously they were accounted for as part of the cost of the business combination and therefore impacted the amount of goodwill recognised.
  - If the Group holds interests in the acquiree immediately prior to obtaining control, these interests will be treated as if disposed of and re-acquired at fair value on the date of obtaining control. Previously, the step-up approach would have been applied, whereby goodwill was computed as if accumulated at each stage of the acquisition.

### 3 會計政策的修訂(續)

這些會計政策變更的詳情如下：

- 由於採用了《國際財務報告準則》第3號(2008年修訂)，任何在2010年1月1日及或以後發生的企業合併將遵循《國際財務報告準則》第3號(2008年修訂)的新要求及具體指引。該會計政策變更如下：
  - 本集團發生與企業合併相關的交易成本，如中間人佣金、律師費、盡職調查費和其他專業費用和諮詢費，將於發生時確認為費用。該費用以前計入企業合併成本，因此影響已確認商譽的金額。
  - 如本集團在取得被收購方控制權之前持有權益，該權益將被視為被處置，並於取得控制日以公允價值購回。以前採用分步合併法，商譽按照各收購階段計算並累積。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 3 Changes in accounting policies (cont'd)

- Contingent consideration will be measured at fair value at the acquisition date. Subsequent changes in the measurement of that contingent consideration unrelated to facts and circumstances that existed at the acquisition date will be recognised in profit or loss, whereas previously these changes were recognised as an adjustment to the cost of the business combination and therefore impacted the amount of goodwill recognised.
- If the acquiree has accumulated tax losses or other temporary deductible differences and these fail to meet the recognition criteria for deferred tax assets at the date of acquisition, then any subsequent recognition of these assets will be recognised in profit or loss, rather than as an adjustment to goodwill as was previously the policy.
- In addition to the Group's existing policy of measuring the minority interests in the acquiree at the minority interest's proportionate share of the acquiree's net identifiable assets, in future the Group may elect, on a transaction by transaction basis, to measure the non-controlling interest at fair value.

### 3 會計政策的修訂(續)

- 或有價款將在收購日以公允價值計量。與於收購日已經存在的事實或情況無關的或有價款的期後變動將計入損益，而以前該變動會確認為對企業合併成本的調整，所以影響已確認商譽的金額。
- 如被收購方有累積稅務虧損或其他時間性抵扣差異，並且在收購日未能滿足確認遞延稅項資產的條件，任何期後確認的資產將計入損益，而不遵循以前的政策對商譽進行調整。
- 除以本集團現有政策計量非控制性權益享有被收購方可識別淨資產比例外，本集團未來可以選擇在交易基礎上按照公允價值計量非控股股東權益。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 3 Changes in accounting policies (cont'd)

In accordance with the transitional provisions in IFRS 3 (revised 2008), these new accounting policies will be applied prospectively to any business combinations in the current or future periods. The new policy in respect of recognition in the movement of deferred tax assets will also be applied prospectively to accumulated tax losses and other temporary deductible differences acquired in previous business combinations. No adjustments have been made to the carrying values of assets and liabilities that arose from business combinations whose acquisition dates preceded the application of this revised standard.

- As a result of the adoption of IAS 27 (amended 2008), the following changes in policies will be applied as from 1 January 2010:
  - If the Group acquires an additional interest in a non-wholly owned subsidiary, the transaction will be accounted for as a transaction with equity shareholders (the minority interests) in their capacity as owners and therefore no goodwill will be recognised as a result of such transactions. Similarly, if the Group disposes of part of its interest in a subsidiary but still retains control, this transaction will also be accounted for as a transaction with equity shareholders (the minority interests) in their capacity as owners and therefore no profit or loss will be recognised as a result of such transactions. Previously the Group treated such transactions as step-up transactions and partial disposals, respectively.

### 3 會計政策的修訂(續)

根據《國際報告準則》第3號(2008年修訂)的過渡性規定，這些新的會計政策將適用於本期或未來期間的任何企業合併。有關確認遞延稅項資產變動的新會計政策也將適用於在以前的企業合併收購有關累積稅務虧損及其他可抵扣時間性差異。當在收購日已經採用此項修訂的準則，則無需對企業合併產生的資產和負債的賬面價值進行調整。

- 由於採用《國際會計準則》第27號(2008年修訂)，以下政策變動將從2010年1月1日起適用：
  - 如本集團收購非全資附屬公司的額外股權，該項交易將被視為與非控股股東以其股東身份做的權益性交易，所以該交易的商譽將不會被確認。同樣地，如本集團在不喪失控制的情況下處置部分於附屬公司的權益，該項交易亦將被視為非控股股東以其股東身份做的權益性交易，所以該交易的損益將不會被確認。本集團以前分別處理此類交易為分步交易和部份處置。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 3 Changes in accounting policies (cont'd)

- If the Group loses control of a subsidiary, the transaction will be accounted for as a disposal of the entire interest in that subsidiary, with any remaining interest retained by the Group being recognised at fair value as if reacquired. In addition, as a result of the adoption of the amendment to IFRS 5, if at the end of reporting period the Group has the intention to dispose of a controlling interest in a subsidiary, the entire interest in that subsidiary will be classified as held for sale (assuming that the held for sale criteria in IFRS 5 are met) irrespective of the extent to which the Group will retain an interest. Previously such transactions were treated as partial disposals.

In accordance with the transitional provisions in IAS 27, these new accounting policies will be applied prospectively to transactions in current or future periods and therefore previous periods have not been restated.

- In order to be consistent with the above amendments to IFRS 3 and IAS 27, and as a result of amendments to IAS 28, *Investments in associates*, and IAS 31, *Interests in joint ventures*, the following policies will be applied as from 1 January 2010:

### 3 會計政策的修訂(續)

- 如本集團喪失了對於附屬公司的控制權，該項交易將被視為處置其於附屬公司的全部權益，本集團再按照公允價值確認重新取得任何剩餘持有的權益部分。此外，由於採用《國際財務報告準則》第5號的修訂，如本集團在資產負債表日有意圖處置其於附屬公司的權益，該附屬公司的所有權益將被分類為持有待售(假定符合《國際財務報告準則》第5號關於持有待售的條件)，而不考慮本集團處置之後將仍持有的權益。該交易以前被視為部份處置。

根據《國際會計準則》第27號的過渡性規定，這些新會計政策將在當前或未來適用於交易，所以不對以前期間進行重述。

- 為了與上述《國際財務報告準則》第3號和《國際會計準則》第27號的修訂保持一致，以及由於《國際會計準則》第28號於聯營公司的投資的修訂，以下政策將從2010年1月1日起適用：



# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 3 Changes in accounting policies (cont'd)

- If the Group holds interests in the acquiree immediately prior to obtaining significant influence, these interests will be treated as if disposed of and re-acquired at fair value on the date of obtaining significant influence. Previously, the step-up approach would have been applied, whereby goodwill was computed as if accumulated at each stage of the acquisition.
- If the Group loses significant influence, the transaction will be accounted for as a disposal of the entire interest in that investee, with any remaining interest being recognised at fair value as if reacquired. Previously such transactions were treated as partial disposals.

Consistent with the transitional provisions in IFRS 3 and IAS 27, these new accounting policies will be applied prospectively to transactions in current or future periods and therefore previous periods have not been restated.

Other changes in accounting policies which are relevant to the Group's financial statements are as follows:

### 3 會計政策的修訂(續)

- 如本集團在取得被合併方的重大影響力前就持有該企業的權益，該部份權益將被視為在取得重大影響力之日按照公允價值處置並購回。以前採用分步合併法，商譽按照各收購階段計算並累積。
- 如本集團喪失了重大影響力，該項交易將被視為處置了其在被投資單位的全部權益，然後按照公允價值確認購回剩餘權益部份。此類交易以前被視為部份處置。

與《國際財務報告準則》第3號和《國際會計準則》第27號的過渡性規定保持一致，這些新會計政策將在本期或未來期間使用，所以無需對以前期間進行重述。

與本集團財務報表相關的會計政策的其他變動如下：

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 3 Changes in accounting policies (cont'd)

- As a result of the amendments to IAS 27, as from 1 January 2010 any losses incurred by a non-wholly owned subsidiary will be allocated between the controlling and minority interests in proportion to their interests in that entity, even if this results in a deficit balance within consolidated equity being attributed to the minority interests. Previously, if the allocation of losses to the minority interests would have resulted in a deficit balance, the losses were only allocated to the minority interests if the minority interests were under a binding obligation to make good the losses. In accordance with the transitional provisions in IAS 27, this new accounting policy is being applied prospectively and therefore previous periods have not been restated.
- As a result of the amendment to IAS 17, Leases, arising from the “Improvements to IFRSs (2009)” omnibus standard, the Group has re-evaluated the classification of its interests in leasehold land as to whether, in the Group’s judgement, the lease transfers substantially all the risks and rewards of ownership of the land such that the Group is in a position economically similar to that of a purchaser. The Group has concluded that the classification of such leases as operating leases continues to be appropriate. These leasehold interests will no longer be classified by the Group as operating leases as the Group considers that it is in a position economically similar to that of a purchaser. This change in accounting policy has no material impact on the current or previous periods as the lease premiums in respect of all such leases are fully paid and are being amortised over the remaining length of the lease term.

### 3 會計政策的修訂(續)

- 由於採用《國際會計準則》第27號的修訂，從2010年1月1日起，非全資附屬公司發生的任何虧損將會在控制性權益和少數股東權益之間按照雙方享受權益的比例進行分配，即使導致歸屬於少數股東權益在合併股東權益出現借方餘額。以前的處理方式為如果分配給少數股東的虧損導致其權益出現借方餘額的情況下，只有少數股東在限制義務下才將虧損分配給少數股東已彌補損失。根據《國際會計準則》第27號的過渡性規定，該新會計政策採用未來適用法，所以不對以前期間進行重述。
- 由於《國際會計準則》第17號「租賃」的修訂（源於「優化《國際財務報告準則》(2009年)」綜合標準），本集團已重新評核其於租賃土地權益之分類，以釐定（根據本集團判斷）租賃是否把絕大部份土地擁有權之風險及利益轉移，致使本集團所處情況在經濟上與土地的買方近似。本集團認為將該等租賃繼續分類為經營租賃乃合適。本集團不會將該等租賃權益分類為經營租賃，原因為本集團認為其所處情況在經濟上與買方近似。由於所有上述租賃之相關租賃費用已全數繳付，並於剩餘租期內攤銷，故有關會計政策變動並無對本期間及過往期間構成重大影響。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 4 Turnover and segment information

Turnover primarily represents income arising from the sale of condensed juice net of value added tax.

No segment information is presented during the year as the Group is principally engaged in one operating segment which is the manufacture and sale of condensed juice and related products. The Group operates in the PRC and its major assets are located in the PRC.

The Group's customer base is diversified and includes two customers with whom transactions have exceeded 10% of the Group's revenues. In 2010 revenues from sales of condensed juice to these customers amounted to approximately RMB264 million (2009: Nil). The revenue from each of the two customers is RMB134 million and RMB130 million respectively. Details of concentrations of credit risk arising from these customers are set out in note 36(a).

The following is an analysis of the Group's turnover by geographical market:

North America	北美
Europe	歐洲
Others	其他
Total	合計

### 4 收入及分部資料

收入主要指銷售濃縮果汁所產生之收入，當中已扣除增值稅。

由於本集團主要在單一業務分部內經營，即生產及銷售濃縮果汁及相關產品，故不予披露業務分部資料。本集團於中國境內經營且其主要資產均位於中國境內。

本集團擁有廣泛的客戶基礎，其中包括兩個主要客戶，其交易量超過本集團銷售收入的10%。二零一零年本集團向兩個主要客戶銷售濃縮果汁之金額約為人民幣264,000,000元(二零零九年：無)。本集團向兩個主要客戶的銷售金額分別為人民幣134,000,000元和人民幣130,000,000元。關於本集團對客戶的信貸風險敞口的資訊已在附註36(a)披露。

以下是按客戶地區分析之本集團銷售額：

	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
	<b>339,082</b>	187,448
	<b>229,120</b>	121,715
	<b>530,499</b>	288,089
	<b>1,098,701</b>	597,252

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 5 Other income

### 5 其他收入

			2010	2009
			二零一零年	二零零九年
			RMB'000	RMB'000
			人民幣千元	人民幣千元
Sales of packaging materials	銷售包裝材料	(i)	6,819	4,815
Government grants	政府補貼	(ii)	23,483	54,750
Royalty income	特許費收入		-	430
Compensation income	補償收入	(iii)	9,261	9,559
Others	其他		3,361	3,029
Total	合計		<u>42,924</u>	<u>72,583</u>

#### (i) Sales of packaging materials

This represents the sales of barrels, which are used for the storage of the Group's products, and unused steel materials which are the major raw materials to manufacture the barrels.

#### (i) 銷售包裝材料

指本集團銷售用以儲存本集團產品之圓桶及未用的鋼材，這些鋼材是生產圓桶之主要原料。

#### (ii) Government grants

During the year ended 31 December 2010, the Group received a total of RMB23,483,000 (2009: RMB54,750,000) from various government authorities as rewards for its contribution to local agriculture industry, local environmental protection, local technology development and local economic development.

#### (ii) 政府補貼

於截至二零一零年十二月三十一日止年度，本集團收到多個政府部門補貼共人民幣23,483,000元(二零零九年：人民幣54,750,000元)以獎勵對當地農業、對當地環境保護、對當地科技發展和對當地經濟發展之貢獻。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 5 Other income (cont'd)

#### (iii) Compensation income

Compensation income for the year ended 31 December 2010 represents the land acquisition compensation agreed with and received from the government authority during the year.

Compensation income for the year ended 31 December 2009 represents the compensation from a third party distributor in respect of the termination of the exclusive distribution agreement during the year.

### 5 其他收入(續)

#### (iii) 補償收入

截至二零一零年十二月三十一日補償收入表示與政府部門達成協議並收到的土地回收補償款。

截至二零零九年十二月三十一日補償收入表示從第三方分銷商於本年終止獨家分銷協議所獲得的賠償款。

### 6 Other operating expenses

Cost of packaging materials sold	包裝材料銷售成本
Others	其他
Total	合計

### 6 其他經營費用

	2010	2009
	二零一零年	二零零九年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
	5,277	3,977
	1,237	1,188
	<u>6,514</u>	<u>5,165</u>

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 7 Personnel expenses

### 7 職工費用

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Salaries, wages and staff welfare	薪金、工資及員工福利	30,571	21,655
Contributions to retirement benefit schemes	退休福利計劃供款	3,860	2,625
Total	合計	34,431	24,280

As stipulated by the regulations of the PRC, the Group participates in various defined contribution retirement plans organised by municipal governments for its staff. The Group is required to make contributions to the retirement plans at 20% (2009: 20%) of the salaries, bonuses and certain allowances of its staff of last year. A member of the plan is entitled to a pension, to be paid by the municipal governments, equal to a fixed proportion of the salary prevailing at his retirement date. The Group has no other material obligation for the payment of pension benefits associated with these plans beyond the annual contributions described above.

根據中國有關條例，本集團為其職工參與由地方政府安排之僱員固定供款退休計劃。本集團須就退休計劃按職工上年之薪金、花紅及某些補貼之20% (二零零九年：20%) 作出供款。參加計劃的職工有權取得由地方政府支付相等於退休時薪金固定比例之退休金。本集團除上述年度供款以外，毋須就這些計劃承擔其他任何有關支付退休金的重大責任。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 8 Net finance costs

### 8 財務成本淨額

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Interest expenses on bank borrowings repayable wholly within five years	於五年內全數歸還之銀行貸款利息費用	41,114	39,556
Interest income	利息收入	(2,757)	(1,993)
Bank charges	銀行費用	880	4,066
Net exchange gain	匯兌淨收入	(853)	(595)
		<b>38,384</b>	41,034
Less: interest expense capitalized	減：資本化利息費用	-	-
Total	合計	<b>38,384</b>	41,034

### 9 Investment income

### 9 投資收入

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Gain on disposal of equity interest in an associate	處置聯營公司權益收益	-	10,112
Gain on disposal of equity securities	處置權益性證券收益	1,921	3,300
Gain on disposal of equity interest in subsidiaries	處置附屬公司權益收益	713	-
Gain on the dilution of equity interest in an associate	聯營公司權益攤薄收益	6,360	-
Others	其他	187	1,488
Total	合計	<b>9,181</b>	14,900

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 9 Investment income (cont'd)

- (i) During the year ended 31 December 2010, the Group transferred 75% equity interest in each of Baishui Andre Bio-feedstuff Co., Ltd.\* (“Baishui Andre Bio-feedstuff”) and Xuzhou Andre Pomace Products Co., Ltd.\* (“Xuzhou Andre Pomace”), two wholly-owned subsidiaries of the Company, to Yantai Andre Pectin Co., Ltd. (“Andre Pectin”), an associate of the Company, for a total consideration of approximately RMB6,690,000. The investment income recognised for the year ended 31 December 2010 represented the difference between the consideration received and the carrying amount of the equity interest disposed of. After the completion of these transfers, Baishui Andre Bio-feedstuff and Xuzhou Andre Pomace became associates of the Company.

\* For identification purpose only

### 9 投資收入(續)

- (i) 截至二零一零年十二月三十一日止年度，本集團出售兩家全資附屬公司白水安德利生物飼料有限公司(「白水安德利生物飼料」)及徐州安德利果渣製品有限公司(「徐州安德利果渣」)各自75%股權予烟台安德利果膠有限公司(「安德利果膠」)，合計現金代價約為人民幣6,690,000元。於二零一零年十二月三十一日確認之投資收益為本集團收到的對價與處置股權投資的帳面價值之差異。於轉讓完成後，白水安德利生物飼料和徐州安德利果渣成為本公司之聯營公司。

\* 僅供識別



# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 9 Investment income (cont'd)

The effect of the disposal on the financial position of the Group is analysed as follows:

		Note	2010 二零一零年 RMB'000 人民幣千元
		附註	
Property, plant and equipment	物業、廠房及設備	17(a)	1,667
Inventories	存貨		4,695
Other receivables and prepayments	其他應收款及預付賬款		6,668
Cash and cash equivalents	現金及現金等價物		1,699
Trade payables	應付賬款		(2,314)
Other payables and accrued expenses	其他應付款及預提費用		(3,533)
Current tax liabilities	流動稅項負債		(913)
Net assets	淨資產		<u>7,969</u>
Consideration received, satisfied in cash	收到之代價，以現金形式支付		6,690
Less: cash and cash equivalents disposed of	減：出售之現金及現金等價物		(1,699)
Net cash inflow	淨現金流入		<u>4,991</u>

### 9 投資收入(續)

處置附屬公司權益對本集團財務狀況之影響分析如下：

(ii) During the year ended 31 December 2010, there was a capital injection by a new investor to Andre Pectin, an associate of the Company. The Company's equity interest in Andre Pectin was diluted from 20% to 18.95%. The gain on the dilution represents the difference between the carrying amounts of the Company's interest in Andre Pectin immediately before and after the capital injection.

(ii) 截至二零一零年十二月三十一日止年度，安德利果膠接受新的投資者注資。在注資之後，本公司持有安德利果膠權益由20%攤薄至18.95%。權益攤薄收益為本公司持有安德利果膠權益在注資前後賬表值的差異。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 10 Profit before taxation

Profit before taxation is arrived at after charging:

Depreciation of property, plant and equipment	物業、廠房及設備折舊
Auditor's remuneration	核數師酬金
– audit services	– 審核服務
– other services	– 其他服務
Operating lease charge	經營租賃費用
– land use rights	– 土地使用權
– hire of plant	– 租賃廠房
Research and development expenditure	研究及開發費用
Impairment loss	減值損失
– other receivables	– 其他應收款

### 10 除稅前溢利

除稅前溢利已扣除下列項目：

2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
39,730	83,505
1,480	1,480
350	–
2,512	2,570
1,120	1,032
314	324
–	2,073
<u>          </u>	<u>          </u>

### 11 Income tax in the consolidated statement of comprehensive income

(a) Taxation in the consolidated statement of comprehensive income represents provision for PRC income tax and deferred tax recognised from origination or reversal of temporary differences.

### 11 合併全面收益表中的所得稅

(a) 合併全面收益表中的稅項指中國企業所得稅撥備及由於暫時差異引起或轉回時所確認的遞延稅項。

	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Current tax		
Provision for PRC income tax	4,500	4,332
Over-provision in respect of prior years	–	(26,162)
Deferred tax		
Origination and reversal of temporary differences	2,165	14,143
	<u>6,665</u>	<u>(7,687)</u>

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 11 Income tax in the consolidated statement of comprehensive income (cont'd)

(a) (cont'd)

According to the Corporate Income Tax Law of the PRC (the "New Tax Law") which took effect on 1 January 2008, the applicable tax rate of the Company, all the subsidiaries and the jointly controlled entities other than Baishui Andre Juice Co., Ltd. and Xianyang Andre Juice Co., Ltd. is 25% from 1 January 2008. Baishui Andre Juice Co., Ltd. and Xianyang Andre Juice Co., Ltd. can continue to enjoy a preferential tax rate of 15% till the end of 2010. In accordance with the relevant PRC tax rules and regulations, certain subsidiaries and jointly controlled entities of the Company are exempt from PRC income tax for two consecutive years starting from their first profit-making year, and are entitled to a 50% relief on PRC income tax for the following three years ("Tax Holidays"). Pursuant to the transitional arrangement under the New Tax Law, certain subsidiaries and jointly controlled entities will continue to enjoy the tax-exemption or 50% relief on the applicable income tax rate under the New Tax Law until the expiry of the Tax Holidays previously granted, and thereafter they will be subject to the unified rate of 25%. For those enterprises whose preferential tax treatment had not commenced due to lack of taxable profit, such preferential tax treatment would have commenced from 1 January 2008.

### 11 合併全面收益表中的所得稅(續)

(a) (續)

根據二零零八年一月一日起施行的《中華人民共和國企業所得稅法》(「新稅法」)，本公司及除白水安德利果蔬汁有限公司及咸陽安德利果蔬汁有限公司以外的所有附屬公司及共同控制實體適用的所得稅稅率自二零零八年一月一日起已變更為25%。白水安德利果蔬汁有限公司及咸陽安德利果蔬汁有限公司直至二零一零年年底仍可繼續享有15%優惠稅率。根據中國有關稅務規則及條例，本公司的若干附屬公司及共同控制實體從開始獲利的年度起，第一年和第二年免徵企業所得稅，第三年至第五年減半徵收企業所得稅(「稅務優惠期」)。根據新稅法之過渡性安排，若干附屬公司及共同控制實體仍可繼續享有之前賦予之免徵和減半徵收企業所得稅的稅務優惠直至其稅務優惠期結束止，稅務優惠期之後將統一適用25%的企業所得稅稅率。至於那些因缺少稅務利潤而未開始享有稅務優惠待遇之企業，該稅務優惠待遇會於二零零八年一月一日開始。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 11 Income tax in the consolidated statement of comprehensive income (cont'd)

(a) (cont'd)

According to the New Tax Law, income derived from primary processing of agricultural produce is exempt from the PRC income tax. During the year ended 31 December 2010, the production of juice concentrate of the Company and certain of its subsidiaries and jointly controlled entities, including Baishui Andre Juice Co., Ltd., Xuzhou Andre Juice Co., Ltd., Yantai Longkou Andre Juice Co., Ltd., Dalian Andre Juice Co., Ltd., Binzhou Andre Juice Co., Ltd., Xianyang Andre Juice Co., Ltd. and Yongji Andre Juice Co., Ltd., and the production of bio-stuff of Longkou Andre Bio-feedstuff Co., Ltd. and Baishui Andre Bio-feedstuff Co., Ltd., an associate of the Company as at 31 December 2010, are recognised as primary processing of agricultural produce under the New Tax Law and therefore are exempt from the PRC income tax.

The subsidiaries operating in the United States of America are subject to income tax at the appropriate current rates of taxation ruling in the United States of America.

### 11 合併全面收益表中的所得稅(續)

(a) (續)

根據新稅法，符合農產品初加工業務的收入將獲豁免企業所得稅。本公司和若干附屬公司及共同控制實體包括白水安德利果蔬汁有限公司、徐州安德利果蔬汁有限公司、烟台龍口安德利果汁飲料有限公司、大連安德利果蔬汁有限公司、濱州安德利果汁飲料有限公司、咸陽安德利果蔬汁有限公司及永濟安德利果蔬汁有限公司的濃縮果汁生產業務，以及龍口安德利生物飼料有限公司及白水安德利生物飼料有限公司(於二零一零年十二月三十一日為本公司聯營公司)的生物飼料生產業務被認定為符合新稅法中農產品初加工業務，故可獲豁免繳納所得稅。

在美國經營的附屬公司適用的所得稅稅率為美國稅法規定下現行稅率。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 11 Income tax in the consolidated statement of comprehensive income (cont'd)

(b) The following is a reconciliation between accounting profit at the applicable tax rate and income tax expense:

Profit before taxation 除稅前溢利

Expected PRC income tax expense at a tax rate of 25% (2008: 25%)

Tax effect of exemption and relief granted

Tax effect of the difference in tax rates among the Company, the subsidiaries and jointly controlled entities

Tax effect of tax loss of tax-exempted business

Tax effect of unused tax losses not recognised

Tax effect of previously unrecognised tax loss utilised

Over-provision in respect of prior years

Others

Income tax expense

按適用稅率 25% (二零零八年：25%) 計算之中國所得稅

稅務減免

本公司、與附屬公司與共同控制實體適用稅率差別之影響

免稅業務虧損之影響

未確認未利用稅務虧損之影響

利用以前年度未確認稅務虧損之影響

以前年度多計提之所得稅費用

其他

所得稅費用

### 11 合併全面收益表中的所得稅(續)

(b) 以下乃按適用稅率計算之所得稅與所得稅費用之調節：

	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
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	55,835	54,202
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	13,959	13,551
--	--------	--------

	(8,448)	(9,837)
--	---------	---------

	(1,473)	(5,582)
--	---------	---------

	2,819	13,589
--	-------	--------

	1,232	6,242
--	-------	-------

	(1,758)	-
--	---------	---

	-	(26,162)
--	---	----------

	334	512
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	6,665	(7,687)
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(i) Others primarily represent the net tax effect of non-taxable income and non-deductible expenses.

(i) 其他主要為非應稅收入及不可作稅務抵扣支出的淨稅務影響。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 12 Directors' and supervisors' emoluments

Details of directors' and supervisors' emoluments are as follows:

### 12 董事及監事酬金

董事及監事酬金之詳情如下：

Name	姓名	Directors' and supervisors' fees 董事及監事袍金		Salaries, allowances and benefits in kind 基本薪金、津貼及其他福利		Retirement scheme contributions 退休福利計劃供款		Total 合計	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
(RMB'000) (人民幣千元)									
Executive Directors:	執行董事：								
Wang An	王安	50	50	87	76	8	1	145	127
Zhang Hui	張輝	50	50	87	76	8	1	145	127
Zheng Yuewen	鄭躍文	(i)	25	-	-	-	-	-	25
Jiang Hongqi	姜洪奇	(ii)	25	17	55	-	-	42	105
Non-executive Directors:	非執行董事：								
Jiang Hongqi	姜洪奇	(ii)	25	18	-	-	-	43	-
Lin Wu-Chung	林武忠		12	25	-	-	-	12	25
Liu Tsung-Yi	劉宗宜		12	25	-	-	-	12	25
Lo Chih-Hsien	羅智先	(i)	-	25	-	-	-	-	25
Independent Non-executive Directors:	獨立非執行董事：								
Qu Wen	曲雯		50	50	-	-	-	50	50
Wu Jianhui	鄔建輝	(iii)	25	50	-	-	-	25	50
Xu Guangzhou	徐廣洲	(iv)	25	-	-	-	-	25	-
Yu Shoung	俞守能		50	50	-	-	-	50	50
Supervisors:	監事：								
Li Kungui	李坤貴	(iv)	15	-	-	-	-	15	-
Li Yesheng	李業勝	(iv)	15	-	-	-	-	15	-
Mu Guisheng	慕桂盛	(v)	15	30	-	-	-	15	30
Qu Weijia	曲維佳	(iii)	15	30	-	31	-	15	61
Wang Chuntang	王春堂		30	30	-	-	-	30	30
			<b>414</b>	<b>490</b>	<b>209</b>	<b>238</b>	<b>16</b>	<b>639</b>	<b>730</b>

(i) Resigned on 22 June 2009

(ii) Re-designated from Executive Director to Non-executive Directors on 30 June 2010

(iii) Retired on 30 June 2010

(iv) Appointed on 30 June 2010

(v) Resigned on 30 June 2010

(i) 於二零零九年六月二十二日辭任

(ii) 於二零一零年六月三十日由執行董事被調任為非執行董事

(iii) 於二零一零年六月三十日退任

(iv) 於二零一零年六月三十日被委任

(v) 於二零一零年六月三十日辭任

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 12 Directors' and supervisors' emoluments (cont'd)

For the years ended 31 December 2010 and 2009, no emoluments were paid to the directors or supervisors as an inducement to join or upon joining the Company or as compensation for loss of office. During the year ended 31 December 2010, Messrs Lin Wu-Chong and Liu Tsung-Yi, two non-executive Directors, have waived their director's emoluments with effect from 1 April 2010.

During the year ended 31 December 2009, no fees or any other emoluments were waived by director's or supervisors.

### 13 Senior management's emoluments

Of the five individuals with the highest emoluments, two (2009: three) are executive directors whose emoluments are disclosed in Note 12 above. The aggregate of the emoluments in respect of the other three (2009: two) individuals are as follows:

Salaries and other emoluments	薪金及其他酬金
Retirement scheme contributions	退休福利計劃供款

### 12 董事及監事酬金(續)

於截至二零一零年及二零零九年十二月三十一日止年度，本公司並未向董事及監事支付任何酬金以作為吸引其加入本公司的獎勵或離職補償。於截至二零一零年及二零零九年十二月三十一日止年度，兩名非執行董事林武忠先生及劉宗宜先生已放棄其董事酬金，自二零一零年四月一日起生效。

於截至二零零九年十二月三十一日止年度，董事或監事概無放棄袍金或其他酬金。

### 13 高級管理層酬金

在二零一零年五位最高薪高級管理層人士中，二人為執行董事，其酬金已在之上的附註12中予以披露。其他三人之薪酬如下所示：

	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
	311	142
	27	14
	<b>338</b>	<b>156</b>

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 14 Profit attributable to equity shareholders of the Company

The consolidated profit attributable to equity shareholders of the Company includes a profit of RMB23,410,000 (2009: a loss of RMB10,934,000) which has been dealt with in the financial statements of the Company.

### 15 Dividends

(a) Dividends payable to equity shareholders of the Company attributable to the year:

Final dividend proposed after the balance sheet date of RMB0.0035 per share (2009: RMB0.0035 per share)

The final dividend proposed after the end of the reporting period has not been recognised as a liability in the statement of financial position at the end of the reporting period.

### 14 歸屬於本公司股東之溢利

歸屬於本公司股東之合併溢利包括已列入本公司財務報表利潤人民幣23,410,000元(二零零九年：虧損人民幣10,934,000元)。

### 15 股息

(a) 本年度分派股息予本公司股東：

2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
14,929	14,929

於結算日後建議分派之末期股息未在本年度財務狀況表內確認為負債。



# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 15 Dividends (cont'd)

- (b) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year:

Final dividend in respect of the previous financial year, approved and paid during the year, of RMB0.0035 per share (2009: RMB0.007 per share)

屬於上一財政年度，並於本年度核准及支付之末期股息為每股人民幣0.0035元(二零零九年：每股人民幣0.007元)

2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
<u>14,929</u>	<u>29,859</u>

### 16 Basic and diluted earnings per share

The calculation of basic and diluted earnings per share is based on the profit attributable to equity shareholders of the Company of RMB49,215,000 (2009: RMB64,382,000) and 4,265,536,000 shares (2009: 4,265,536,000 shares) in issue during the year.

There was no difference between basic and diluted earnings per share as there were no dilutive potential shares outstanding during the year.

### 15 股息(續)

- (b) 屬於上一財政年度，並於本年度核准及支付予本公司股東的股息：

### 16 基本及攤薄後每股盈利

本年每股基本及攤薄盈利的計算基礎為本公司股東應佔溢利人民幣49,215,000元(二零零九年：人民幣64,382,000元)及本年已發行股份4,265,536,000股(二零零九年：4,265,536,000股)，計算如下：

由於期內並無潛在攤薄普通股，因此每股基本盈利與每股攤薄盈利並無差別。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 17 Property, plant and equipment

#### (a) The Group

### 17 物業、廠房及設備

#### (a) 本集團

		Buildings 建築物	Machinery and equipment 機器及設備	Motor vehicles 汽車	Office equipment 辦公室設備	Construction in progress 在建工程	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>						
At 1 January 2009	於二零零九年 一月一日	417,788	722,226	16,320	20,398	7,878	1,184,610
Additions	添置	7,948	2,545	589	481	36,460	48,023
Transfers	重新分類	15,220	7,391	-	-	(22,611)	-
Disposals	處置	(5,086)	(2,912)	(2,164)	-	-	(10,162)
At 31 December 2009	於二零零九年 十二月三十一日	435,870	729,250	14,745	20,879	21,727	1,222,471
At 1 January 2010	於二零一零年 一月一日	435,870	729,250	14,745	20,879	21,727	1,222,471
Additions	添置	12,757	20,021	520	816	47,637	81,751
Transfers	重新分類	33,415	31,995	-	-	(65,410)	-
Disposal of subsidiaries	處置子公司	-	(3,986)	(21)	-	-	(4,007)
Other disposals	其他處置	(12,882)	(504)	(123)	(27)	-	(13,536)
At 31 December 2010	於二零一零年 十二月三十一日	469,160	776,776	15,121	21,668	3,954	1,286,679
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>						
At 1 January 2009	於二零零九年 一月一日	(67,372)	(264,162)	(10,148)	(12,127)	-	(353,809)
Charge for the year	本年度折舊	(20,173)	(59,705)	(1,692)	(1,935)	-	(83,505)
Written back on disposals	處置轉回	-	1,690	1,602	-	-	3,292
At 31 December 2009	於二零零九年 十二月三十一日	(87,545)	(322,177)	(10,238)	(14,062)	-	(434,022)
At 1 January 2010	於二零一零年一月一日	(87,545)	(322,177)	(10,238)	(14,062)	-	(434,022)
Charge for the year	本年度折舊	(11,806)	(25,125)	(1,261)	(1,538)	-	(39,730)
Written back on:	轉回：						
Disposal of subsidiaries	處置子公司	-	2,326	14	-	-	2,340
Other disposals	其他處置	380	39	110	9	-	538
At 31 December 2010	於二零一零年 十二月三十一日	(98,971)	(344,937)	(11,375)	(15,591)	-	(470,874)
<b>Net book value:</b>	<b>賬面值：</b>						
At 31 December 2010	於二零一零年 十二月三十一日	<b>370,189</b>	<b>431,839</b>	<b>3,746</b>	<b>6,077</b>	<b>3,954</b>	<b>815,805</b>
At 31 December 2009	於二零零九年 十二月三十一日	348,325	407,073	4,507	6,817	21,727	788,449

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 17 Property, plant and equipment (cont'd)

#### (a) The Group (cont'd)

No property, plant and equipment of the Group were pledged as at 31 December 2009 and 2010.

#### (b) The Company

### 17 物業、廠房及設備(續)

#### (a) 本集團(續)

於二零零九年及二零一零年十二月三十一日，本集團概無任何已作抵押的物業、廠房及設備。

#### (b) 本公司

		Buildings 建築物	Machinery and equipment 機器及設備	Motor vehicles 汽車	Office equipment 辦公室設備	Construction in progress 在建工程	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>						
At 1 January 2009	於二零零九年一月一日	104,471	96,171	7,671	7,323	641	216,277
Additions	添置	1,655	433	589	93	8,655	11,425
Transfers	重新分類	5,266	-	-	-	(5,266)	-
Disposals	處置	-	-	(1,399)	-	-	(1,399)
At 31 December 2009	於二零零九年 十二月三十一日	111,392	96,604	6,861	7,416	4,030	226,303
At 1 January 2010	於二零一零年一月一日	111,392	96,604	6,861	7,416	4,030	226,303
Additions	添置	325	343	-	171	401	1,240
Transfers	重新分類	2,945	-	-	-	(2,945)	-
Disposals	處置	(11,599)	-	-	-	-	(11,599)
At 31 December 2010	於二零一零年 十二月三十一日	103,063	96,947	6,861	7,587	1,486	215,944

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 17 Property, plant and equipment (cont'd)

### 17 物業、廠房及設備(續)

#### (b) The Company (cont'd)

#### (b) 本公司(續)

		Machinery and Motor Office Construction					Total
		Buildings	equipment	vehicles	equipment	in progress	
		建築物	機器及設備	汽車	辦公室設備	在建工程	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Accumulated depreciation:</b>	<b>累計折舊:</b>						
At 1 January 2009	於二零零九年一月一日	(17,607)	(37,442)	(5,091)	(4,337)	-	(64,477)
Charge for the year	本年度折舊	(4,717)	(8,264)	(631)	(804)	-	(14,416)
Written back on disposals	處置轉回	-	-	913	-	-	913
At 31 December 2009	於二零零九年十二月三十一日	(22,324)	(45,706)	(4,809)	(5,141)	-	(77,980)
At 1 January 2010	於二零一零年一月一日	<b>(22,324)</b>	<b>(45,706)</b>	<b>(4,809)</b>	<b>(5,141)</b>	-	<b>(77,980)</b>
Charge for the year	本年度折舊	<b>(1,403)</b>	<b>(3,200)</b>	<b>(517)</b>	<b>(611)</b>	-	<b>(5,731)</b>
Written back on disposals	處置轉回	<b>64</b>	-	-	-	-	<b>64</b>
At 31 December 2010	於二零一零年十二月三十一日	<b>(23,663)</b>	<b>(48,906)</b>	<b>(5,326)</b>	<b>(5,752)</b>	-	<b>(83,647)</b>
<b>Net book value:</b>	<b>賬面值:</b>						
<b>At 31 December 2010</b>	<b>二零一零年十二月三十一日</b>	<b>79,400</b>	<b>48,041</b>	<b>1,535</b>	<b>1,835</b>	<b>1,486</b>	<b>132,297</b>
At 31 December 2009	二零零九年十二月三十一日	89,068	50,898	2,052	2,275	4,030	148,323

No property, plant and equipment of the Company were pledged as at 31 December 2009 and 2010.

於二零零九年及二零一零年十二月三十一日，本公司概無任何已作抵押的物業、廠房及設備。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 17 Property, plant and equipment (cont'd)

#### (c) Change of accounting estimates

During the year ended 31 December 2010, the Group conducted an operational efficiency review of its property, plant and equipment. Buildings and machinery, which management previously intended to dispose after 20 years and 10 years of use respectively, are now expected to remain in use for 40 years and 20 years from the date of use respectively. As a result, the expected useful lives of these assets increased. The effect of these changes on depreciation expenses charged to profit or loss for the year ended 31 December 2010 is estimated as follows. The Group has not disclosed the effect of these changes on depreciation expenses charged to profit or loss in future periods due to the impracticability of the estimation.

### 17 物業、廠房及設備(續)

#### (c) 會計估計變更

於截至二零一零年十二月三十一日止年度，本集團對其物業、廠房及設備的運營效率進行了覆核。其中，對於原計劃分別於投入使用後20年及10年進行處置的建築物及機器，管理層現預期該等建築物及機器於投入使用後仍將分別使用40年及20年。由此，該等資產的預期使用年限將會增加。該等變更對截至二零一零年十二月三十一日止年度，於損益中列支的折舊費用之影響估計如下。由於無法估算，本集團未有披露該等變更對以後年度於損益中列支的折舊費用之影響。

		2010 二零一零年 RMB'000 人民幣千元
Decrease in depreciation charges	折舊之減少	54,338
Less: Effect on the depreciation included as inventory costs at the end of the reporting period	減：對包括在期末存貨成本的折舊之影響	(42,469)
Decrease in depreciation expenses charged to profit or loss	於損益中列支的折舊費用之減少	<u>11,869</u>

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 18 Lease prepayments

		The Group 本集團	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
At 1 January	於一月一日	105,531	101,028
Additions	增加	-	31,211
Disposals	出售	-	(24,138)
Amortisation	攤銷	(2,512)	(2,570)
At 31 December	於十二月三十一日	103,019	105,531

Lease prepayments represent payments for land use rights in the PRC.

### 18 預付土地租賃費

		The Company 本公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
At 1 January	於一月一日	33,280	15,352
Additions	增加	-	18,547
Disposals	出售	-	-
Amortisation	攤銷	(832)	(619)
At 31 December	於十二月三十一日	32,448	33,280

預付土地租賃費指為中國土地使用權所支付的款項。

### 19 Investments in subsidiaries – the Company

Unlisted shares, at cost	非上市，成本		
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### 19 於附屬公司的投資 – 本公司

	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Unlisted shares, at cost	459,790	459,790

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 19 Investments in subsidiaries – the Company (cont'd)

Details of the Company's interests in subsidiaries as at 31 December 2010 are as follows:

Name of company 公司名稱	Place of incorporation and operation 成立及營業地點	Principal activities 主營業務	Authorised/Registered capital 法定/註冊資本	Paid-in capital 實收資本	Proportion of ownership interest 所佔股權比例	
					Direct 直接	Indirect 間接
Yantai North Andre Juice Inc. 美國烟台北方安德利果汁股份有限公司	The United States of America 美國	Sale of juice 果汁銷售	US\$100,000 100,000美元	US\$100,000 100,000美元	100%	–
North Andre Juice (USA) Inc. 北方安德利果汁(美國)股份有限公司	The United States of America 美國	Sale of juice 果汁銷售	US\$10,000 10,000美元	US\$10,000 10,000美元	–	100%
Baishui Andre Juice Co., Ltd. 白水安德利果蔬汁有限公司	Shaanxi, PRC 中國陝西省	Manufacture and sale of juice 果汁生產及銷售	US\$17,000,000 17,000,000美元	US\$17,000,000 17,000,000美元	75%	25%
Yantai Longkou Andre Juice Co., Ltd. 烟台龍口安德利果汁飲料有限公司	Shandong, PRC 中國山東省	Manufacture and sale of juice 果汁生產及銷售	US\$12,110,000 12,110,000美元	US\$12,110,000 12,110,000美元	75%	25%
Xuzhou Andre Juice Co., Ltd. 徐州安德利果蔬汁有限公司	Jiangsu, PRC 中國江蘇省	Manufacture and sale of juice 果汁生產及銷售	US\$10,000,000 10,000,000美元	US\$10,000,000 10,000,000美元	75%	25%
Andre Juice Co., Ltd. 安德利果汁有限公司	British Virgin Islands 英屬處女島	Investment holding 投資控股	US\$50,000 (50,000 shares of US\$1 each) 50,000美元 (50,000股每股1美元)	US\$1 1美元	100%	–

### 19 於附屬公司的投資 – 本公司(續)

於二零一零年十二月三十一日，本公司投資於附屬公司之權益如下：

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 19 Investments in subsidiaries – the Company (cont'd)

### 19 於附屬公司的投資 – 本公司(續)

Name of company 公司名稱	Place of incorporation and operation 成立及營業地點	Principal activities 主營業務	Authorised/Registered capital 法定/註冊資本	Paid-in capital 實收資本	Proportion of ownership interest 所佔股權比例	
					Direct 直接	Indirect 間接
Longkou Andre Bio-feedstuff Co., Ltd. 龍口安德利生物飼料有限公司	Shandong, PRC 中國山東省	Manufacture and sale of bio-feedstuff 生物飼料生產及銷售	US\$500,000 500,000美元	US\$500,000 500,000美元	-	100%
Dalian Andre Juice Co., Ltd. 大連安德利果蔬汁有限公司	Liaoning, PRC 中國遼寧省	Manufacture and sale of juice 果汁生產及銷售	RMB80,000,000 人民幣 80,000,000元	RMB80,000,000 人民幣 80,000,000元	70%	30%
Binzhou Andre Juice Co., Ltd. 濱州安德利果汁飲料有限公司	Shandong, PRC 中國山東省	Manufacture and sale of juice 果汁生產及銷售	US\$12,100,000 12,100,000美元	US\$12,100,000 12,100,000美元	75%	25%
Qingdao Nannan Beverage Co., Ltd. 青島南南飲料有限公司	Shandong, PRC 中國山東省	Manufacture and sale of juice 果汁生產及銷售	US\$3,000,000 3,000,000美元	US\$3,000,000 3,000,000美元	70%	-
Yantai Andre Juice Co., Ltd. 烟台安德利果汁飲料有限公司	Shandong, PRC 中國山東省	Manufacture and sale of fruit pulp 果漿生產及銷售	US\$4,832,000 4,832,000美元	US\$4,832,000 4,832,000美元	75%	25%
Yongji Nannan Beverage Co., Ltd. 永濟南南果蔬汁有限公司	Shanxi, PRC 中國山西省	Manufacture and sale of juice 果汁生產及銷售	RMB500,000 人民幣 500,000元	RMB500,000 人民幣 500,000元	-	70%



# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 20 Interest in jointly controlled entities – the Company

### 20 於共同控制實體的投資 – 本公司

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Unlisted, at cost	非上市，成本	<b>129,102</b>	123,670

Details of the Company's interests in the jointly controlled entities as at 31 December 2010 are as follows:

於二零一零年十二月三十一日，本公司投資於以下共同控制實體之詳細如下：

Name of company 公司名稱	Place of incorporation and operation 成立地點	Principal activities 主營業務	Registered capital 註冊資本	Paid-in capital 實收資本	Proportion of ownership interest 所佔股權比例	
					Direct 直接	Indirect 間接
Xianyang Andre Juice Co., Ltd. ("Xianyan Andre") 咸陽安德利果蔬汁有限公司(「咸陽安德利」)	Shaanxi, PRC 中國陝西省	Manufacture and sale of juice 果汁生產及銷售	RMB 109,520,480 人民幣 109,520,480元	RMB 109,520,480 人民幣 109,520,480元	50%	-
Yongji Andre Juice Co., Ltd. ("Yongji Andre") 永濟安德利果蔬汁有限公司(「永濟安德利」)	Shanxi, PRC 中國山西省	Manufacture and sale of juice 果汁生產及銷售	US\$ 12,960,000 12,960,000美元	US\$ 12,960,000 12,960,000美元	50%	-
Yantai Tongli Beverage Industries Co., Ltd. ("Tongli") 烟台統利飲料工業有限公司(「統利」)	Shandong, PRC 中國山東省	Manufacture and sale of beverage 飲料生產及銷售	US\$ 14,621,200 14,621,200美元	US\$ 14,621,200 14,621,200美元	25%	25%

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 20 Interest in jointly controlled entities – the Company (cont'd)

Summary of financial information on the jointly controlled entities – the Group's effective interests:

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Non-current assets	非流動資產	159,723	123,981
Current assets	流動資產	101,450	160,382
Current liabilities	流動負債	(119,590)	(155,980)
Net assets	淨資產	<u>141,583</u>	<u>128,383</u>
Income	收入	206,208	80,008
Expenses	費用	(212,947)	(92,584)
Loss for the year	本年虧損	<u>(6,739)</u>	<u>(12,576)</u>

### 20 於共同控制實體的投資 – 本公司(續)

共同控制實體財務資料撮要 – 本集團之實際權益：

### 21 Interest in associates/an associate

Unlisted, at costs  
Share of net assets

Total

非上市，成本  
應佔淨資產

合計

		The Group 本集團		The Company 本公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
		-	-	33,080	33,080
		<u>52,470</u>	<u>39,888</u>	<u>-</u>	<u>-</u>
		<u>52,470</u>	<u>39,888</u>	<u>33,080</u>	<u>33,080</u>

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 21 Interest in associates/an associate (cont'd)

Details of the associates as at 31 December 2010 are as follows:

Name of company 公司名稱	Place of incorporation and operation 成立地點	Principal activities 主營業務	Registered capital 註冊資本	Paid-in capital 實收資本	Proportion of ownership interest 所佔股權比例	
					Direct 直接	Indirect 間接
Yantai Andre Pectin Co., Ltd. ("Andre Pectin") 烟台安德利果膠有限公司 (「安德利果膠」)	Shandong, PRC (i) 中國山東省	Manufacture and sales of pectin 果膠生產及銷售	US\$21,111,111 21,111,111 美元	US\$21,111,111 21,111,111 美元	18.95%	-
Xuzhou Andre Pomace Products Co., Ltd. ("Xuzhou Andre Pomace") 徐州安德利果渣制品有限公司 (「安德利果渣」)	Jiangsu, PRC 中國江蘇省	Manufacture and sale of pomace products 果渣制品生產及銷售	US\$500,000 500,000 美元	US\$500,000 500,000 美元	-	25%
Baishui Andre Bio-feedstuff Co., Ltd. ("Baishui Ander Bio-feedstuff") 白水安德利生物飼料有限公司 (「白水安德利生物飼料」)	Shaanxi, PRC 中國陝西省	Manufacture and sale of bio-feedstuff 生物飼料生產及銷售	US\$500,000 500,000 美元	US\$500,000 500,000 美元	-	25%

(i) During the year ended 31 December 2010, there was a capital injection by a new investor to Andre Pectin, an associate of the Company. The Company's equity interest in Andre Pectin was diluted from 20% to 18.95%. The Group remained its significant influence over Andre Pectin through its representation on the board of directors of Andre Pectin and therefore accounted for the equity interest in Andre Pectin as an associate.

### 21 於聯營公司的投資 (續)

於二零一零年十二月三十一日，聯營公司之詳情如下：

(i) 於截至二零一零年十二月三十一日止年度，安德利果膠接受新的投資者注資。在注資之後，本公司持有安德利果膠權益由20%攤薄至18.95%。本集團通過其於安德利果膠董事會代表的表決權仍對其有重大影響，因此本集團將對安德利果膠的權益歸屬為聯營公司。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 21 Interest in associates/an associate (cont'd)

Summary of financial information on the associates is as follows:

### 21 於聯營公司的投資 (續)

以下為聯營公司之財務報表撮要：

		Assets 資產 RMB'000 人民幣千元	Liabilities 負債 RMB'000 人民幣千元	Equity 權益 RMB'000 人民幣千元	Turnover 收入 RMB'000 人民幣千元	Profit 溢利 RMB'000 人民幣千元
<b>2010</b>	<b>二零一零年</b>					
100 per cent the Group's effective interest	100% 本集團有效權益	<b>427,887</b>	<b>159,873</b>	<b>268,014</b>	<b>171,946</b>	<b>20,569</b>
		<b>85,005</b>	<b>32,535</b>	<b>52,470</b>	<b>34,806</b>	<b>4,043</b>
2009	二零零九年					
100 per cent the Group's effective interest	100% 本集團有效權益	324,922	125,481	199,441	112,586	31,360
		64,984	25,096	39,888	45,034	12,544

During the year ended 31 December 2010, the Group transferred 75% equity interest in each of Baishui Andre Bio-feedstuff and Xuzhou Andre Pomace, two wholly-owned subsidiaries of the Company, to Andre Pectin, an associate of the Company, for a total consideration of approximately RMB6,690,000. After the completion of these transfers, Baishui Andre Bio-feedstuff and Xuzhou Andre Pomace became associates of the Company.

於截至二零一零年十二月三十一日止年度，本集團出售兩家全資附屬公司白水安德利生物飼料及徐州安德利果渣製品各自75%股權予安德利果膠，合計現金代價約為人民幣6,690,000元。於轉讓完成後，白水安德利生物飼料和徐州安德利果渣成為本公司之聯營公司。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 22 Goodwill – the Group

### 22 商譽 – 本集團

	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
<b>Cost and carrying amount: 成本及賬面值：</b>		
At 1 January and 31 December 於一月一日及十二月三十一日	<b>1,452</b>	1,452

#### Impairment test for the cash-generating unit containing goodwill

The Group's cash-generating unit ("CGU") to which the goodwill is allocated is Yantai Longkou Andre Juice Co., Ltd.

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on actual operating results and financial forecasts less than five years. Cash flows beyond the period covered by the financial forecasts are kept constant which management determined to be no higher than the long-term growth rate of the industry. A pre-tax discount rate of 3.98 per cent has been used in discounting the projected cash flows.

#### 對包含商譽的現金產出單元的減值測試

本集團分配了商譽的現金產出單元為烟台龍口安德利果汁飲料有限公司。

該現金產出單元的可收回值是按使用價值計算來厘定。這些計算採用了以實際經營業績及少於五年的財務預測為基礎的現金流預計。超出該財務預測期間的現金流預計部份維持平穩，管理層確定該水平不會高於行業的長期增長率。運用於現金流量預計的稅前折現率為3.98%。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 23 Deferred tax assets

(a) Deferred tax assets recognised:

The components of deferred tax assets recognised in the consolidated statement of financial position and the Company's statement of financial position, and the movements during the year are as follows:

#### The Group

		Tax loss carry-forwards	Depreciation in excess of allowances	Fair value adjustments on property, plant and equipment and lease prepayments upon acquisition of a subsidiary	Write-down of inventories	Unrealised profits on inventories	Total
		RMB'000	RMB'000	at acquisition of a subsidiary	of inventories	inventories	RMB'000
		人民幣千元	人民幣千元	公司時，對物業廠房、設備及預付租金之公允價值調整	存貨跌價準備	存貨未實現利潤	人民幣千元
<b>Deferred tax arising from:</b>	<b>遞延稅起於：</b>						
At 1 January 2009	於二零零九年一月一日	755	(3,456)	(4,329)	11,005	15,143	19,118
Credited/(charged) to profit or loss	確認至損益	4,178	3,456	4,329	(10,963)	(15,143)	(14,143)
At 31 December 2009	於二零零九年十二月三十一日	4,933	-	-	42	-	4,975
At 1 January 2010	於二零一零年一月一日	4,933	-	-	42	-	4,975
Charged to profit or loss	確認至損益	(2,123)	-	-	(42)	-	(2,165)
At 31 December 2010	於二零一零年十二月三十一日	2,810	-	-	-	-	2,810

### 23 遞延稅資產

(a) 確認的遞延稅資產

確認在合併財務狀況表和公司財務狀況表之遞延稅資產及本年度之變動如下：

#### 本集團

		Tax loss carry-forwards	Depreciation in excess of allowances	Fair value adjustments on property, plant and equipment and lease prepayments upon acquisition of a subsidiary	Write-down of inventories	Unrealised profits on inventories	Total
		RMB'000	RMB'000	at acquisition of a subsidiary	of inventories	inventories	RMB'000
		人民幣千元	人民幣千元	公司時，對物業廠房、設備及預付租金之公允價值調整	存貨跌價準備	存貨未實現利潤	人民幣千元
<b>Deferred tax arising from:</b>	<b>遞延稅起於：</b>						
At 1 January 2009	於二零零九年一月一日	755	(3,456)	(4,329)	11,005	15,143	19,118
Credited/(charged) to profit or loss	確認至損益	4,178	3,456	4,329	(10,963)	(15,143)	(14,143)
At 31 December 2009	於二零零九年十二月三十一日	4,933	-	-	42	-	4,975
At 1 January 2010	於二零一零年一月一日	4,933	-	-	42	-	4,975
Charged to profit or loss	確認至損益	(2,123)	-	-	(42)	-	(2,165)
At 31 December 2010	於二零一零年十二月三十一日	2,810	-	-	-	-	2,810

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 23 Deferred tax assets and liabilities (cont'd)

(a) Deferred tax assets and liabilities recognised: (cont'd)

#### The Company

Deferred tax assets arising from:	遞延稅資產起於：	本公司		Total 合計 RMB'000 人民幣千元
		Tax loss carry-forwards 稅項虧損結轉 RMB'000 人民幣千元	Write-down of inventories 存貨跌價準備 RMB'000 人民幣千元	
At 1 January 2009	於二零零九年一月一日	–	5,130	<b>5,130</b>
Credited/(charged) to profit or loss	確認至損益	4,933	(5,088)	<b>(155)</b>
At 31 December 2009	於二零零九年十二月三十一日	<u>4,933</u>	<u>42</u>	<b><u>4,975</u></b>
At 1 January 2010	於二零一零年一月一日	4,933	42	<b>4,975</b>
Charged to profit or loss	確認至損益 (i)	<u>(2,123)</u>	<u>(42)</u>	<b><u>(2,165)</u></b>
At 31 December 2010	於二零一零年十二月三十一日	<u>2,810</u>	<u>–</u>	<b><u>2,810</u></b>

#### (i) Deferred tax assets arising from tax loss carry-forward

As at 31 December 2010, the Company has recognised deferred tax assets in respect of cumulative tax losses arising from its juice reprocessing operation, which is not exempt from the PRC income tax under the new tax law.

### 23 遞延稅資產及負債(續)

(a) 確認的遞延稅資產及負債：(續)

#### 本公司

Deferred tax assets arising from:	遞延稅資產起於：	本公司		Total 合計 RMB'000 人民幣千元
		Tax loss carry-forwards 稅項虧損結轉 RMB'000 人民幣千元	Write-down of inventories 存貨跌價準備 RMB'000 人民幣千元	
At 1 January 2009	於二零零九年一月一日	–	5,130	<b>5,130</b>
Credited/(charged) to profit or loss	確認至損益	4,933	(5,088)	<b>(155)</b>
At 31 December 2009	於二零零九年十二月三十一日	<u>4,933</u>	<u>42</u>	<b><u>4,975</u></b>
At 1 January 2010	於二零一零年一月一日	4,933	42	<b>4,975</b>
Charged to profit or loss	確認至損益 (i)	<u>(2,123)</u>	<u>(42)</u>	<b><u>(2,165)</u></b>
At 31 December 2010	於二零一零年十二月三十一日	<u>2,810</u>	<u>–</u>	<b><u>2,810</u></b>

#### (i) 因稅項虧損結轉產生的遞延所得稅資產

於二零一零年十二月三十一日，本公司確認了因應稅業務虧損而產生的遞延所得稅資產。根據新稅法，本公司混兌果汁業務不能豁免企業所得稅。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 23 Deferred tax assets and liabilities (cont'd)

(b) Deferred tax assets not recognised:

As at 31 December 2010, the Group has not recognised deferred tax assets in respect of cumulative tax losses in the Group of RMB40,848,000 (2009: RMB42,952,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the Group. As at 31 December 2010, RMB6,560,000, RMB7,402,000, RMB4,020,000, RMB17,938,000 and RMB4,928,000 of these tax losses will expire in 2011, 2012, 2013, 2014 and 2015 respectively.

### 23 遞延稅資產及負債(續)

(b) 未確認遞延稅資產：

於二零一零年十二月三十一日，由於本集團不大可能獲得可供利用有關虧損的未來應稅溢利，因此本集團尚未在二零一零年十二月三十一日對為數人民幣40,848,000元(二零零九年：人民幣42,952,000元)的累計稅項虧損確認有關的遞延稅項資產。於二零一零年十二月三十一日，其中分別為數人民幣6,560,000元、人民幣7,402,000元、人民幣4,020,000元、人民幣17,938,000元及人民幣4,928,000元的稅項虧損的應用限期分別在二零一一年、二零一二年、二零一三年、二零一四年及二零一五年屆滿。



# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 24 Inventories

- (a) Inventories in the statement of financial position comprise:

		The Group 本集團		The Company 本公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Raw materials	原材料	41,183	31,429	6,394	6,495
Finished goods	產成品	750,470	840,759	362,871	268,388
Total	合計	791,653	872,188	369,265	274,883

- (b) The analysis of the amount of inventories recognised as an expense is as follows:

		The Group 本集團	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Carrying amount of inventories sold	出售存貨之賬面金額	953,485	544,229
Reversal of write-down of inventories	存貨減值之轉回	-	(32,015)
Total	合計	953,485	512,214

- (c) As at 31 December 2010, the Group did not have inventories carried at fair value less cost to sell (2009: RMB28,068,000).

### 24 存貨

- (a) 財務狀況表之存貨包括：

		The Group 本集團		The Company 本公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Raw materials	原材料	41,183	31,429	6,394	6,495
Finished goods	產成品	750,470	840,759	362,871	268,388
Total	合計	791,653	872,188	369,265	274,883

- (b) 存貨確認為費用之分析如下：

		The Group 本集團	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Carrying amount of inventories sold	出售存貨之賬面金額	953,485	544,229
Reversal of write-down of inventories	存貨減值之轉回	-	(32,015)
Total	合計	953,485	512,214

- (c) 於二零一零年十二月三十一日，本集團未持有按公允值減去出售成本記賬的存貨（二零零九年：人民幣28,068,000元）。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 25 Trade receivables

An ageing analysis of trade receivables is as follows:

		The Group 本集團		The Company 本公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Within 3 months	三個月以內	259,922	87,767	133,549	56,428
Over 3 months but less than 6 months	三個月以上 但少於六個月	24,535	7,298	23,051	4,998
Over 6 months	六個月以上	5,211	2,651	3,511	1,005
Total	合計	289,668	97,716	160,111	62,431

Customers are normally granted credit terms of one to six months (2009: one to six months), depending on the credit standing of individual customers.

Included in trade receivables, the Group's balance with associates amounted to RMB220,611 (2009: Nil).

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

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

### 25 應收賬款

應收賬款之賬齡分析如下：

		The Group 本集團		The Company 本公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Within 3 months	三個月以內	259,922	87,767	133,549	56,428
Over 3 months but less than 6 months	三個月以上 但少於六個月	24,535	7,298	23,051	4,998
Over 6 months	六個月以上	5,211	2,651	3,511	1,005
Total	合計	289,668	97,716	160,111	62,431

視乎個別客戶之信譽程度，客戶一般享有一個月至六個月賒賬期（二零零九年：一個月至六個月）。

於應收賬款中，本集團與聯營公司餘額為人民幣220,611元（二零零九年：零）。

並無逾期或減值的應收賬款與多名並無近期欠款記錄的客戶相關。

已到期但並無計提減值損失的應收賬款歸屬於本集團有良好信用記錄的第三方客戶。基於過往的經驗，管理層相信，鑒於此等客戶的信用等級無重大變化且全部處於可收回狀態，故無需計提減值損失。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 26 Other receivables and prepayments

### 26 其他應收款及預付賬款

	The Group 本集團		The Company 本公司	
	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Prepayments in connection with construction work and equipment purchases	3,688	23,052	818	17,115
Prepayments to suppliers	54,572	45,790	49,202	16,228
Value added tax ("VAT") refundable for export sales	5,824	6,215	1,350	-
Recoverable input VAT	62,290	36,580	42,596	17,199
Advances to third parties	465	5,365	112	4,780
Government grants receivable	-	28,002	-	-
Compensation receivable	-	9,559	-	9,559
Others	7,425	14,550	4,591	5,189
<b>Total</b>	<b>134,264</b>	<b>169,113</b>	<b>98,669</b>	<b>70,070</b>

(i) The Group's sales are subject to VAT at the rate of 17% but the Group is entitled to VAT refunds of 15% in respect of export sales since 1 June 2009.

(ii) The advances were unsecured, interest free and had no fixed terms of repayment.

(iii) Included in the other receivables and prepayments, the Group's balance with jointly controlled entities amounted to RMB818,000 (2009: RMB20,010,000).

(i) 本集團銷售產品適用之增值稅稅率為17%，但自二零零九年六月一日起享受15%的出口銷售退稅。

(ii) 該等借款無抵押、無利息、並且無固定償還期限。

(iii) 於其他應收款及預付賬款中，本集團與共同控制實體的餘額為人民幣818,000元(二零零九年：人民幣20,010,000元)。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 27 Dividends receivable – the Company

This represents the dividends receivable from the Company's subsidiaries and jointly controlled entities.

### 28 Amounts due from and due to subsidiaries and jointly controlled entities – the Company

Amounts due from and due to subsidiaries and jointly controlled entities are unsecured, interest free and have no fixed terms of repayment.

### 29 Restricted deposits

The restricted deposits are used to secure the letters of credit and bills payable.

### 30 Cash and cash equivalents

### 27 應收股息 – 本公司

該餘額為本公司應向附屬公司及共同控制實體收取之股息。

### 28 應收及應付附屬公司及共同控制實體款項 – 本公司

應收及應付附屬公司及共同控制實體款項無抵押、無利息，並且無固定的償還期限。

### 29 有限制存款

有限制存款用作抵押信用證和應付票據。

### 30 現金及現金等價物

		The Group 本集團		The Company 本公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Cash in hand	現金	1,966	1,430	184	869
Cash at bank	銀行存款	140,940	217,280	125,048	185,012
Total	合計	142,906	218,710	125,232	185,881

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 31 Bank borrowings

- (a) At 31 December 2010, the bank borrowings are repayable as follows:

		The Group 本集團		The Company 本公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Within 1 year	一年以內	740,742	727,082	527,742	496,282
After 1 year but within 2 years	一年以上 兩年以內	136,593	-	136,593	-
After 2 years but within 5 years	兩年以上 五年以內	-	225,331	-	225,331
Total	合計	877,335	952,413	664,335	721,613

- (b) At 31 December 2010, the bank borrowings are secured and guaranteed as follows:

			The Group 本集團		The Company 本公司	
			2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Secured or guaranteed	有抵押或有擔保	(i)	466,500	468,000	383,500	388,000
Unsecured	無抵押	(ii)	410,835	484,413	280,835	333,613
Total	合計	(iii)	877,335	952,413	664,335	721,613

- (i) As at 31 December 2010, bank borrowings of RMB335,000,000 (2009: RMB380,000,000) and RMB16,500,000 (2009: RMB8,000,000) of the Company were guaranteed by a related party and an unrelated third party of the Group respectively.

### 31 銀行貸款

- (a) 於二零一零年十二月三十一日，銀行貸款的還款期如下：

		The Group 本集團		The Company 本公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Within 1 year	一年以內	740,742	727,082	527,742	496,282
After 1 year but within 2 years	一年以上 兩年以內	136,593	-	136,593	-
After 2 years but within 5 years	兩年以上 五年以內	-	225,331	-	225,331
Total	合計	877,335	952,413	664,335	721,613

- (b) 於二零一零年十二月三十一日有抵押及擔保之銀行貸款如下：

			The Group 本集團		The Company 本公司	
			2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Secured or guaranteed	有抵押或有擔保	(i)	466,500	468,000	383,500	388,000
Unsecured	無抵押	(ii)	410,835	484,413	280,835	333,613
Total	合計	(iii)	877,335	952,413	664,335	721,613

- (i) 於二零一零年十二月三十一日，本公司有銀行貸款人民幣335,000,000元（二零零九年：人民幣380,000,000元）及人民幣16,500,000元（二零零九年：人民幣8,000,000元）分別由本集團之關聯方及本集團之非關聯第三方提供擔保。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 31 Bank borrowings (cont'd)

(b) At 31 December 2010, the bank borrowings are secured and guaranteed as follows: (cont'd)

(i) (cont'd)

As at 31 December 2010, bank borrowings of RMB32,000,000 (2009: Nil) of the Company was secured by the Company's deposits at bank.

As at 31 December 2010, bank borrowings of RMB130,000,000 (2009: RMB140,000,000) of a jointly controlled entity, Xianyang Andre, in which the Group's effective interest amounted to RMB65,000,000 (2009: RMB70,000,000), were guaranteed by an unrelated third party of the Group, AGRANA Juice GmbH.

As at 31 December 2010, bank borrowings of RMB20,000,000 (2009: RMB20,000,000) of a jointly controlled entity, Yongji Andre, in which the Group's effective interest amounted to RMB10,000,000 (2009: RMB10,000,000), were guaranteed by an unrelated third party of the Group, AGRANA Juice GmbH.

As at 31 December 2010, bank borrowings of RMB16,000,000 (2009: Nil) of a jointly controlled entity, Tongli, in which the Group's effective interest amounted to RMB8,000,000, were guaranteed by the Company.

### 31 銀行貸款(續)

(b) 於二零一零年十二月三十一日有抵押及擔保之銀行貸款如下：(續)

(i) (續)

於二零一零年十二月三十一日，本公司有銀行貸款人民幣32,000,000元(二零零九年：零)由本公司之銀行存款作抵押。

於二零一零年十二月三十一日，本公司共同控制實體咸陽安德利有銀行貸款人民幣130,000,000元(二零零九年：人民幣140,000,000元)，該項貸款由本集團之非關聯第三方阿格那公司提供擔保，其中本集團之有效權益為人民幣65,000,000元(二零零九年：人民幣70,000,000元)。

於二零一零年十二月三十一日，本公司共同控制實體永濟安德利有銀行貸款人民幣20,000,000元(二零零九年：人民幣20,000,000元)由本集團之非關聯第三方阿格那公司提供擔保，其中本集團之有效權益為人民幣10,000,000元(二零零九年：人民幣10,000,000元)。

於二零一零年十二月三十一日，本公司共同控制實體統利有銀行貸款人民幣16,000,000元(二零零九年：零)，該項貸款由本公司提供擔保，其中本集團之有效權益為人民幣8,000,000元。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 31 Bank borrowings (cont'd)

(b) At 31 December 2010, the bank borrowings are secured and guaranteed as follows: (cont'd)

(ii) Included in the unsecured bank borrowings, bank borrowings of USD28,875,000 (equivalent to RMB191,230,000), impose certain restricted requirements on the Group's financial conditions and specific performance obligations on the major shareholder Mr. Wang An of the Company, who is also the director of the Company. Under the relevant terms, the bank borrowings will become due and payable immediately if the Group's financial conditions are not in compliance with the requirements or when either:

- Mr. Wang An ceases to be entitled to exercise management control over each of the Company and the principal subsidiaries; or
- The aggregate shareholding in the Company that is beneficially owned by Mr. Wang An ceases to be larger than the aggregate shareholding in the Company of and/or held to the order of any other person and/or persons acting in concert with such other person.

### 31 銀行貸款(續)

(b) 於二零一零年十二月三十一日有抵押及擔保之銀行貸款如下：(續)

(ii) 包括在無抵押銀行貸款中有無抵押銀行貸款美元28,875,000(等值人民幣191,230,000元)·該銀行貸款協議之條款對本集團的財務情況施加特定要求及本公司之董事及股東王安先生施加特定之履約責任。根據該銀行貸款協議·如本集團的財務情況未符合要求或存在下述情況將導致該貸款即時到期清還：

- 王安先生並不再或不再有權行使對本公司及其主要附屬公司之管理控制權；或
- 由王安先生實益擁有之本公司之持股總額並不再高於其他人士及／或代表其他人士及／或與該等人士一致行動之人士於本公司所持有之持股總額。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 31 Bank borrowings (cont'd)

(b) At 31 December 2010, the bank borrowings are secured and guaranteed as follows: (cont'd)

(iii) As at 31 December 2010, the Group's bank borrowings of RMB619,878,000 (2009: RMB658,800,000) bore fixed interest rates ranging from 4.29% to 6.38% (2009: 3.46% to 5.31%) per annum.

As at 31 December 2010, the Company's bank borrowings of RMB406,878,000 (2009: RMB428,000,000) bore fixed interest rates ranging from 4.29% to 5.32% (2009: 4.78% to 5.31%) per annum.

As at 31 December 2010, the Group's and the Company's bank borrowings of RMB191,230,000 (2009: RMB225,331,000) bore floating interest rate of LIBOR+3.2% (2009: LIBOR+3.2%) per annum.

As at 31 December 2010, the Group's and the Company's bank borrowings of RMB66,227,000 (2009: RMB68,282,000) bore floating interest rate of higher of SIBOR +1.3% or USD best lending rate (2009: floating interest rate of higher of SIBOR +1.3% or USD best leading rate) per annum.

### 31 銀行貸款(續)

(b) 於二零一零年十二月三十一日有抵押及擔保之銀行貸款如下：(續)

(iii) 於二零一零年十二月三十一日，本集團銀行貸款人民幣619,878,000元(二零零九年：人民幣658,800,000元)，其固定年利率為4.29-6.38%(二零零九年：3.46%-5.31%)。

於二零一零年十二月三十一日，本公司銀行貸款人民幣406,878,000元(二零零九年：人民幣428,000,000元)，其固定年利率為4.29-5.32%(二零零九年：4.78%-5.31%)。

於二零一零年十二月三十一日，本集團及本公司銀行貸款人民幣191,230,000元(二零零九年：人民幣225,331,000元)，其浮動年利率為LIBOR+3.2%(二零零九年：LIBOR+3.2%)。

於二零一零年十二月三十一日，本集團及本公司銀行貸款人民幣66,227,000元(二零零九年：人民幣68,282,000元)其浮動年利率為SIBOR + 1.3%和最優美元借款利率二者較高者(二零零九年：其浮動年利率為SIBOR + 1.3%和最優美元借款利率二者較高者)。



# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 32 Trade and bills payable

### 32 應付賬款及應付票據

		The Group 本集團		The Company 本公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Trade payables	應付賬款	<b>134,355</b>	85,989	<b>54,186</b>	16,571
Bills payable	應付票據	<b>25,000</b>	–	<b>25,000</b>	–
Total	合計	<b>159,355</b>	85,989	<b>79,186</b>	16,571

An ageing analysis of trade and bills payable is as follows:

應付賬款及應付票據的賬齡分析如下：

		The Group 本集團		The Company 本公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Within 6 months	六個月以內	<b>145,772</b>	75,777	<b>76,139</b>	15,070
Over 6 months but less than 1 year	六個月以上但少於一年	<b>11,716</b>	9,156	<b>2,356</b>	1,074
Over 1 year	一年以上	<b>1,867</b>	1,056	<b>691</b>	427
Total	合計	<b>159,355</b>	85,989	<b>79,186</b>	16,571

All the trade and bills payable are expected to be settled within one year or are repayable on demand.

所有應付賬款和應付票據預計於一年內或於接到通知時償還。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 33 Other payables and accrued expenses

### 33 其他應付款及預提費用

		The Group 本集團		The Company 本公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Accrued staff cost	應付職員成本	<b>7,277</b>	9,623	<b>882</b>	1,153
Amount payable for the acquisition of property, plant and equipment	購入物業、廠房及設備之應付款項	<b>21,557</b>	23,561	<b>3,481</b>	2,001
Receipts in advance	預收賬款	<b>1,596</b>	1,694	<b>1,410</b>	1,123
Other taxes payable	應付其他稅金	<b>21,086</b>	10,656	<b>2,108</b>	2,125
Others	其他	<b>22,347</b>	25,169	<b>6,109</b>	7,460
Total	合計	<b>73,863</b>	70,703	<b>13,990</b>	13,862

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 34 Capital and reserves

### 34 股本及儲備

(a) The changes in equity of the Company for the years ended 31 December 2009 and 2010 are as follows:

(a) 截至二零零九及二零一零年十二月三十一日止年度，本公司的權益變動如下：

			Share capital	Capital surplus	Share premium	Statutory reserves	Retained earnings	Total equity
		Note	股本	資本公積	股本溢價	法定儲備	未分配利潤	股東權益合計
		附註	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
At 1 January 2009	於二零零九年一月一日之結餘		426,554	10	169,779	81,303	280,440	958,086
Profit for the year	本年度溢利		-	-	-	-	61,499	61,499
Appropriations	調撥	34(c)	-	-	-	3,308	(3,308)	-
Dividends to equity shareholders of the Company	分派股息予本公司股東	15	-	-	-	-	(29,859)	(29,859)
At 31 December 2009	於二零零九年十二月三十一日之結餘		426,554	10	169,779	84,611	308,772	989,726
At 1 January 2010	於二零一零年一月一日之結餘		426,554	10	169,779	84,611	308,772	989,726
Profit for the year	本年度溢利		-	-	-	-	54,533	54,533
Appropriations	調撥	34(c)	-	-	-	6,325	(6,325)	-
Dividends to equity shareholders of the Company	分派股息予本公司股東	15	-	-	-	-	(14,929)	(14,929)
At 31 December 2010	於二零一零年十二月三十一日之結餘		426,554	10	169,779	90,936	342,051	1,029,330

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 34 Capital and reserves (cont'd)

### 34 股本及儲備(續)

#### (b) Share capital

#### (b) 股本

		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
<b>Registered:</b>	<b>已註冊：</b>		
2,505,360,000 (2009: 2,505,360,000)	2,505,360,000 股(二零零九年：		
Domestic shares of RMB0.10 each	2,505,360,000 股)每股		
(2009: RMB0.10 each)	人民幣0.10元的內資股		
	(二零零九年：每股人民幣0.10元)	<b>250,536</b>	250,536
1,760,176,000 (2009: 1,760,176,000)	1,760,176,000 股(二零零九年：		
H shares of RMB0.10 each	1,760,176,000 股)每股		
(2009: RMB0.10 each)	人民幣0.10元的H股(二零零九年：		
	每股人民幣0.10元)	<b>176,018</b>	176,018
		<b>426,554</b>	426,554
		<hr/> <hr/>	<hr/> <hr/>
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
2,505,360,000 (2009: 2,505,360,000)	2,505,360,000 股(二零零九年：		
Domestic shares of RMB0.10 each	2,505,360,000 股)每股		
(2009: RMB0.10 each)	人民幣0.10元的內資股		
	(二零零九年：每股人民幣0.10元)	<b>250,536</b>	250,536
1,760,176,000 (2009: 1,760,176,000)	1,760,176,000 股(二零零九年：		
H shares of RMB0.10 each	1,760,176,000 股)每股		
(2009: RMB0.10 each)	人民幣0.10元的H股(二零零九年：		
	每股人民幣0.10元)	<b>176,018</b>	176,018
		<b>426,554</b>	426,554
		<hr/> <hr/>	<hr/> <hr/>

All the shares issued by the Company rank pari passu.

本公司發行之所有股份均享有同等權益。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 34 Capital and reserves (cont'd)

### 34 股本及儲備(續)

#### (c) Statutory reserves

#### (c) 法定儲備

		The Group 本集團				
		The Company 本公司	Others 其他		Total 合計	
		Statutory surplus reserve 法定 公積金 (i) RMB'000 人民幣千元	Statutory surplus reserve 法定 公積金 (i) RMB'000 人民幣千元	Reserve fund 儲備基金 (ii) RMB'000 人民幣千元	Enterprise expansion fund 企業 發展基金 (ii) RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2009	於二零零九年一月一日	81,303	1,708	19,887	19,887	122,785
Appropriations	調撥	3,308	53	1,443	1,443	6,247
At 31 December 2009	於二零零九年十二月三十一日	84,611	1,761	21,330	21,330	129,032
At 1 January 2010	於二零一零年一月一日	<b>84,611</b>	<b>1,761</b>	<b>21,330</b>	<b>21,330</b>	<b>129,032</b>
Appropriations	調撥	<b>6,325</b>	<b>849</b>	-	-	<b>7,174</b>
At 31 December 2010	於二零一零年十二月三十一日	<b>90,936</b>	<b>2,610</b>	<b>21,330</b>	<b>21,330</b>	<b>136,206</b>

(i) Pursuant to the Company's and a subsidiary's Articles of Association, the Company and the subsidiary are required to transfer 10% of their profits for the year, as determined in accordance with the China's Accounting Standards, to statutory surplus reserve. The transfer to this reserve must be made before distributing dividends to shareholders.

The statutory surplus reserve can be used to make up for prior years' losses, if any. It may be converted into share capital by issuing new shares to shareholders proportionate to their existing shareholdings, provided that the balance after such issue is not less than 25% of the registered capital.

(i) 按照本公司及一家附屬公司章程的規定，本公司及這家附屬公司須按中國會計準則計算的年利潤的10%提取法定公積金。提取法定公積金須在向股東分配股息前進行。

法定公積金可用作彌補以往年度虧損(如有)，並可藉向股東按現有所持股權比重發行新股份轉換為股本，惟於發行股份後之結餘不得少於註冊股本之25%。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 34 Capital and reserves (cont'd)

#### (c) Statutory reserves (cont'd)

- (ii) Pursuant to the Articles of Association of the subsidiaries incorporated in the PRC, the subsidiaries are required to transfer certain percentages of their profits for the year, as determined in accordance with the China's Accounting Standards to the reserve fund and enterprise expansion fund respectively. The percentage of this appropriation was decided by the directors of the subsidiaries.

The reserve fund can be used for the subsidiaries' working capital purposes and to make up for previous years' losses, if any. This fund can also be used to increase the capital of the subsidiaries, if approved. This fund is non-distributable other than upon liquidation. Transfers to this fund must be made before distributing dividends to the Company.

The enterprise expansion fund can be used for the subsidiaries' business development purposes and for working capital purposes. This fund can also be used to increase the capital of the subsidiaries, if approved. This fund is non-distributable other than upon liquidation. Transfers to this fund must be made before distributing dividends to the Company.

### 34 股本及儲備(續)

#### (c) 法定儲備(續)

- (ii) 根據本公司在中國境內設立之附屬公司的章程規定，該等附屬公司須各自按中國會計準則計算的當年淨利潤的一定比例提取儲備基金及企業發展基金。該調撥比例是由該等附屬公司之董事會決定的。

儲備基金可用作該等附屬公司補充運營資金之目的，並可彌補以往年度虧損(如有)。此項基金亦可用作增加該等附屬公司之資本金(如經批准)。除於清盤時外，此項基金不可用作股息分派。本公司須於分派股息予股東前將有關款項調撥作儲備基金。

企業發展基金可用作該等附屬公司業務發展及補充運營資金之目的。此項基金亦可用作增加該等附屬公司之資本金(如經批准)。除於清盤時外，此項基金不可用作股息分派。本公司須於分派股息予股東前將有關款項調撥作企業發展基金。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 34 Capital and reserves (cont'd)

#### (d) Distributable reserves

Pursuant to the Company's Articles of Association, the Company's retained earnings available for the purpose of profit distribution to equity shareholders of the Company will be the lesser of (i) the retained earnings determined in accordance with the China's Accounting Standards; or (ii) the retained earnings determined in accordance with IFRSs.

Under the Company Law of the PRC and the Company's Articles of Association, net profit can be distributed as dividends after allowance has been made for:

- (i) making up cumulative previous years' losses, if any;
- (ii) allocations of 10% net profit for the year, as determined in accordance with the China's Accounting Standards, to the Company's statutory surplus reserve; and
- (iii) allocations to the discretionary surplus reserve, if approved by the shareholders.

At 31 December 2010, the Company's distributable reserve amounted to RMB327,345,000 (2009: RMB285,383,000), being the amount determined in accordance with the China's Accounting Standards.

### 34 股本及儲備(續)

#### (d) 可分派儲備

根據本公司採用的章程，本公司為利潤分配而可供分配予本公司股東之未分配利潤為下列較低者(i)按照中國會計準則計算之未分配利潤；或(ii)按照國際財務報告準則計算之未分配利潤。

根據中國公司法及本公司之章程，淨利潤須支付下列各項後方可作為股息分派：

- (i) 彌補以前年度累計虧損(如有)；
- (ii) 將按中國會計準則計算的淨利潤之10%提取本公司之法定公積金；及
- (iii) 倘獲得股東大會批准，提取任意盈餘公積金。

於二零一零年十二月三十一日，本公司可分派予本公司股東之儲備金額為人民幣327,345,000元(二零零九年：人民幣285,383,000元)，此金額乃按照中國財務報告準則計算。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 34 Capital and reserves (cont'd)

#### (e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can fund its production and development, and continue to provide returns for shareholders by pricing products commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Consistent with industry practice, the Group monitors its capital structure on the basis of a gearing ratio, as defined by the Group, being the total liabilities divided by the total assets. At 31 December 2010, the gearing ratio of the Group was 48% (2009: 49%).

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements at 31 December 2010.

### 34 股本及儲備(續)

#### (e) 資本管理

本集團管理資本的主要目的是維護本集團的持續經營能力，從而使其能夠透過按風險水平為產品進行適當的定價，以及憑藉以合理的成本取得融資，可以支持本集團的生產及發展，並且繼續為股東提供回報。

本集團積極及定期審核和管理其資本架構，以便保持與更高水平借款相對應的更高股東回報，與可靠的資本定位所帶來的優勢及安全之間的平衡，並且調整資本架構以應對經濟環境的變化。

與行業的慣常做法一致，本集團是以本集團所界定的資產負債比率為基礎監管其資本架構。該比率為本集團之負債總值除以資產總值。於二零一零年十二月三十一日，本集團的資產負債比率為48%（二零零九年：49%）。

於二零一零年十二月三十一日本公司或其任何附屬公司並無受制於任何外部施加的資本管制。



# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 35 Related party disclosures

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions.

#### (a) Transactions with the associates, the jointly controlled entities and other related parties

Sales to the jointly controlled entities	銷售予共同控制實體
Purchases from the jointly controlled entities	採購自共同控制實體
Sales to the associates	銷售予聯營公司
Purchases from the associates	採購自聯營公司
Construction service acquired from a related company	從關聯公司採購工程服務
Utilities acquired from a related company	從關聯公司採購電與蒸汽

#### (b) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors and supervisors as disclosed in Note 12 and the senior management as disclosed in Note 13, is as follows:

Short-term employee benefits	日常在職報酬
Retirement scheme contributions	退休福利計劃供款
Total	合計

### 35 關聯方披露

除於財務報表其他部份披露之交易和餘額外，本集團有以下重大關聯方交易：

#### (a) 與聯營公司、共同控制實體及其他關聯方之交易

2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
7,815	9,854
220,084	79,384
3,089	2,155
277	8,226
407	1,466
262	1,727
<u>221,753</u>	<u>93,428</u>

#### (b) 主要管理人員薪酬

主要管理人員薪酬(包括支付予附註12披露之本公司董事及監事和附註13披露之高層管理層之金額)如下：

2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
2,410	1,858
182	134
<u>2,592</u>	<u>1,992</u>

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 36 Financial risk management and fair values

At 31 December 2010, the Group's financial assets included cash and cash equivalents, restricted deposits, trade receivables and other receivables. At the same date, the Group's financial liabilities included bank borrowings, trade and bills payable, other payables and accrued expenses, and dividends payable. The Group did not hold nor has it issued financial instruments for trading purposes as at 31 December 2010.

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

The Group's credit risk is primarily attributable to trade receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customers' past history of making payments when due and current ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operates. Trade receivables are due within one to six months from the date of billing. Debtors with balances past due are requested to settle all outstanding balances before any further credit is granted.

### 36 財務風險管理及公允價值

於二零一零年十二月三十一日，本集團之金融資產包括現金及現金等價物、有限制存款、應收賬款及其他應收款。同一日期，本集團之金融負債包括銀行貸款、應付帳款及應付票據、其他應付款及預提費用，及應付股利。截至二零一零年十二月三十一日及本年度內本集團並無持有或發行金融工具供買賣用途。

本集團在正常業務過程中承受信貸、流動資金、利率和貨幣風險。本集團承受的風險、採取的管理風險的財務風險管理政策和做法如下。

#### (a) 信貸風險

本集團的信貸風險主要來自應收賬款。管理層已制定適當的信貸政策，並且不斷監察這些信貸風險的敞口。

就應收賬款而言，所有要求就超過某一數額的賬款獲得賒帳安排的客戶均需接受個別的信貨評估。這些評估著重於客戶以往在到期時的還款記錄和目前的還款能力，考慮客戶的特定信息和客戶經營所處的經濟環境。應收賬款在出具賬單日起一到六個月到期。逾期賬款的債務人會被要求先清償所有未償還餘額，才可以獲得進一步的信貨安排。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 36 Financial risk management and fair values (cont'd)

#### (a) Credit risk (cont'd)

As at 31 December 2010, 90% of the total trade receivables were due within three months (2009: 90%).

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. As at 31 December 2010, 42% (2009: 26%) and 54% (2009: 55%) of the total trade receivables was due from the Group's largest two customers and the five largest customers respectively.

The maximum exposure to credit risk is represented by the carrying amount of trade receivables in the consolidated statement of financial position.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables are set out in Note 25.

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the raising of borrowings to cover expected cash demands, subject to approval by the Company's board of directors when the borrowings exceed certain predetermined levels of authority. 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.

### 36 財務風險管理及公允價值(續)

#### (a) 信貸風險(續)

於二零一零年十二月三十一日，90%的應收賬款總額將於未來三個月內被支付(二零零九年：90%)。

本集團的信用風險主要受本集團客戶個性信用特徵的影響，而不是客戶經營所處的行業或地區。因此，當本集團對個別客戶餘額較大時，便會承擔較高的信用集中風險。於二零一零年十二月三十一日，42% (二零零九年：26%)的應收賬款來自於本集團前兩大客戶，54% (二零零九年：55%)的應收賬款來自於本集團前五大客戶。

信貸風險敞口上限為合併財務狀況表中應收賬款的賬面金額。

更多有關本集團的應收賬款的信貸風險敞口的信息已在附註25披露。

#### (b) 流動資金風險

本集團內的個別經營實體需負責本身的現金管理，包括籌借貸款以應付預計現金需求，(如果借款額超過某些預設授權上限，便需尋求本公司董事會的批核)。本集團的政策是定期監查流動資金需求，以及是否符合借款承諾的規定，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，已滿足短期和較長期的流動資金需求。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 36 Financial risk management and fair values (cont'd)

#### (b) Liquidity risk (cont'd)

The following tables detail the remaining contractual maturities at the end of the reporting period 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 end of the reporting period) and the earliest date the Group and the Company can be required to pay.

#### The Group

		2010 二零一零年				
		More than Within 1 year or on demand 一年 內或接 獲通知時 RMB'000 人民幣千元	More than 1 year but less than 2 years 一年 後但 兩年內 RMB'000 人民幣千元	More than 2 years but less than 5 years 兩年 後但 五年內 RMB'000 人民幣千元	Total contractual undiscounted cash flow 已訂約未 貼現現金 流總額 RMB'000 人民幣千元	Balance sheet carrying amount 資產負 債表賬 面價值 RMB'000 人民幣千元
Bank borrowings	銀行貸款	765,356	138,169	-	903,525	877,335
Trade and bills payable	應付帳款及應付票據	159,355	-	-	159,355	159,355
Other payables and accrued expenses	其他應付款及預提費用	73,863	-	-	73,863	73,863
Dividends payable	應付股利	10,267	-	-	10,267	10,267
Total	合計	1,008,841	138,169	-	1,147,010	1,120,820

### 36 財務風險管理及公允價值(續)

#### (b) 流動資金風險(續)

下表載列了本集團和本公司的金融負債於結算日以已訂約未貼現現金流(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)和本集團及本公司可能需要付款的最早日期為準的剩餘合約到期情況：

#### 本集團

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 36 Financial risk management and fair values (cont'd)

#### (b) Liquidity risk (cont'd)

		2009 二零零九年				Balance sheet carrying amount
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total contractual undiscounted cash flow		
		一年內或接獲通知時	一年後但兩年內	兩年後但五年內	已訂約未貼現現金流總額	資產負債表賬面價值
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Bank borrowings	銀行貸款	752,420	7,817	228,522	988,759	952,413
Trade payables	應付帳款	85,989	-	-	85,989	85,989
Other payables and accrued expenses	其他應付款及預提費用	70,703	-	-	70,703	70,703
Dividends payable	應付股利	9,985	-	-	9,985	9,985
<b>Total</b>	<b>合計</b>	<b>919,097</b>	<b>7,817</b>	<b>228,522</b>	<b>1,155,436</b>	<b>1,119,090</b>

#### The Company

### 36 財務風險管理及公允價值(續)

#### (b) 流動資金風險(續)

		2010 二零一零年				Balance sheet carrying amount
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total contractual undiscounted cash flow		
		一年內或接獲通知時	一年後但兩年內	兩年後但五年內	已訂約未貼現現金流總額	資產負債表賬面價值
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Bank borrowings	銀行貸款	548,291	138,169	-	686,460	664,335
Trade and bills payable	應付帳款及應付票據	79,186	-	-	79,186	79,186
Other payables and accrued expenses	其他應付款及預提費用	13,990	-	-	13,990	13,990
Dividends payable	應付股利	10,267	-	-	10,267	10,267
Amounts due to subsidiaries	應付附屬公司	275,201	-	-	275,201	275,201
Amounts due to jointly controlled entities	應付共同控制實體	51,024	-	-	51,024	51,024
<b>Total</b>	<b>合計</b>	<b>977,959</b>	<b>138,169</b>	<b>-</b>	<b>1,116,128</b>	<b>1,094,003</b>

#### 本公司

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 36 Financial risk management and fair values (cont'd)

### 36 財務風險管理及公允價值(續)

#### (b) Liquidity risk (cont'd)

#### (b) 流動資金風險(續)

		2009 二零零九年				Balance sheet
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total contractual undiscounted cash flow	Balance sheet carrying amount	
		一年 內或接 獲通知時	兩年 後但 兩年內	已訂約未 貼現現金 流總額	資產負 債表賬 面價值	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Bank borrowings	銀行貸款	518,719	7,817	228,522	721,613	
Trade payables	應付帳款	16,571	-	-	16,571	
Other payables and accrued expenses	其他應付款 及預提費用	13,862	-	-	13,862	
Dividends payable	應付股利	9,985	-	-	9,985	
Amounts due to subsidiaries	應付附屬公司	176,663	-	-	176,663	
Amounts due to jointly controlled entities	應付共同 控制實體	37,162	-	-	37,162	
<b>Total</b>	<b>合計</b>	<b>772,962</b>	<b>7,817</b>	<b>228,522</b>	<b>975,856</b>	

#### (c) Interest rate risk

Bank balances, restricted deposits and bank borrowings are the major types of the Group's financial instruments subject to interest rate risk. The Group does not anticipate significant impact to bank balances and the restricted deposits because the interest rates of bank deposits are not expected to change significantly.

#### (c) 利率風險

銀行存款、有限制存款和銀行貸款是本集團面臨利率風險的主要金融工具類別。由於預期銀行存款利率不會出現重大變動，故本集團預期利率風險不會對銀行存款以及有限制存款造成重大影響。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 36 Financial risk management and fair values (cont'd)

#### (c) Interest rate risk (cont'd)

The Group's interest rate risk arises primarily from bank borrowings. Bank borrowings at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The interest rate and terms of repayment of the Group's and the Company's borrowings are disclosed in Note 31.

As at 31 December 2010, it is estimated that a general increase/decrease of 50 basis points in bank borrowing interest rates for bank borrowings, with all other variables held constant, would have decreased/increased the Group's profit for the year and equity by approximately RMB965,000 (2009: RMB1,101,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for non-derivative financial instruments in existence at that date. The analysis is performed on the same basis for 2009.

### 36 財務風險管理及公允價值(續)

#### (c) 利率風險(續)

本集團大部份利率風險來自銀行貸款。持有浮動利率貸款和固定利率貸款使本集團分別承受現金流利率風險及公允價值利率風險。本集團和本公司的利率及還款條件披露於註釋31。

於二零一零年十二月三十一日，估計銀行貸款的利率普遍上升／下降50個基準點，如果所有其他變量保持不變，集團本年利潤會減少／增加約人民幣965,000元(二零零九年：人民幣1,101,000元)。

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。這項分析是以與二零零九年相同的基準進行。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 36 Financial risk management and fair values (cont'd)

#### (d) Foreign currency risk

##### (i) Forecast transactions

RMB is not freely convertible into foreign currencies. All foreign exchange transactions involving RMB must take place through PBOC or other institutions authorised to buy and sell foreign exchange. The exchange rate adopted for the foreign exchange transactions are the rates of exchange quoted by the PBOC that would be subject to a managed float against an unspecified basket of currencies.

The Group is exposed to currency risk primarily through borrowings and sales which give rise to bank borrowings, trade receivables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currency giving rise to this risk is primarily United State dollars ("US\$").

The Group did not hedge its foreign currency exposure other than by retaining its foreign currency denominated earnings and receipts to the extent permitted by the State Administration of Foreign Exchange.

### 36 財務風險管理及公允價值(續)

#### (d) 外幣風險

##### (i) 交易預測

由於人民幣不可自由兌換為外幣，所有涉及人民幣的外匯交易必須通過中國人民銀行及其他法定機構再進行外匯買賣。外匯交易所採用的匯率為中國人民銀行所公布的匯率，該匯率可能受非特定貨幣籃子的有限制浮動匯率所限。

本集團承受的外匯風險主要來自於從非記帳本位幣進行的交易相關的借款和銷售而產生的銀行貸款、應收賬款及現金等餘額。引起外匯風險的貨幣主要為美元。

除按外匯管理局所許可情況下保留其以外幣列值的盈利及收款外，本集團並無對沖其外幣風險。



# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 36 Financial risk management and fair values (cont'd)

#### (d) Foreign currency risk (cont'd)

- (ii) *Exposure to foreign currency risk*  
The following table details the Group's and the Company's exposure at the end of the reporting period to significant currency risk:

### 36 財務風險管理及公允價值(續)

#### (d) 外幣風險(續)

- (ii) *外幣風險敞口*  
下表載列了本集團和本公司於結算日所承受的重大貨幣風險敞口：

		The Group		The Company	
		本集團		本公司	
		2010	2009	2010	2009
		二零一零年	二零零九年	二零一零年	二零零九年
		US\$'000	US\$'000	US\$'000	US\$'000
		美元千元	美元千元	美元千元	美元千元
Trade receivables	應收帳款	29,266	11,548	21,006	7,055
Other receivables and prepayments	其他應收及應付賬款	21	1,400	20	1,400
Cash and cash equivalents	現金及現金等價物	14,482	1,248	13,548	1,017
Bank borrowings	銀行貸款	(42,405)	(43,000)	(42,405)	(43,000)
Trade payables	應付帳款	(169)	(1,212)	-	(368)
Other payable and accrued expenses	其他應付款及預提費用	(223)	(108)	-	(108)
Overall net exposure	外幣風險敞口淨值	972	(30,124)	(7,831)	(34,004)

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 36 Financial risk management and fair values (cont'd)

#### (d) Foreign currency risk (cont'd)

##### (iii) Sensitivity analysis

A 5% strengthening/weakening of RMB against US\$ as at the end of the respective reporting period would increase/(decrease) profit for the year by the amount shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

### 36 財務風險管理及公允價值(續)

#### (d) 外幣風險(續)

##### (iii) 敏感度分析

在各個相關結算日，如果人民幣對美元升值／貶值5%，則本年度溢利將會增加／(減少)下表所示金額。本分析所基於的假設是所有其他變量(特別是利率)保持不變。

		The Group 本集團		The Company 本公司	
		2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元
Profit for the year:	本年度溢利：				
5% strengthening in RMB	人民幣 升值5%	<b>(241)</b>	7,713	<b>1,945</b>	8,707
5% weakening in RMB	人民幣 貶值5%	<b>241</b>	(7,713)	<b>(1,945)</b>	(8,707)

The sensitivity analysis assumes that the change in the exchange rate had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis is performed on the same basis for 2009.

上述敏感性分析是假設結算日匯率發生變動，以變動後的匯率對資產負債表日本集團持有的、面臨外幣風險的金融工具進行重新計量得出的。這項分析是以與二零零九年相同的基準進行。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 36 Financial risk management and fair values (cont'd)

#### (e) Fair value

The carrying amounts of significant financial assets and liabilities approximate their respective fair values as at 31 December 2010 and 2009.

(i) *Cash and cash equivalents, restricted deposits, trade and other receivables, trade and bills payable, other payables (current portion), accrued expenses and dividends payable*

The carrying amounts approximate their fair values because of the short maturities of these items.

(ii) *Bank borrowings*

The carrying amounts of bank borrowings approximate their fair values based on the borrowing rates currently available for bank borrowings with similar terms and maturities.

### 36 財務風險管理及公允價值(續)

#### (e) 公允價值

於二零一零年及二零零九年十二月三十一日，重大金融資產及負債之帳面金額約為其公允價值。

(i) 現金及現金等價物、有限制存款、應收帳款及其他應收款、應付帳款、應付票據、其他應付款(一年內到期部分)、預提費用及應付股利

鑒於此等工具之到期日短暫，因此帳面金額約為其公允價值。

(ii) 銀行貸款

以現行相若貸款條件及到期日之銀行貸款利率為依據，銀行貸款之帳面金額為其公允價值。

### 37 Commitments

As at 31 December 2010, the Group and the Company had capital commitments in respect of property, plant and equipment not provided for in the financial statements as follows:

### 37 承擔

於二零一零年十二月三十一日，本集團及本公司就購置物業、廠房及設備而未在財務報表撥備的資本承擔如下：

		The Group 本集團		The Company 本公司	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Contracted for	已簽約	<u>20,620</u>	<u>29,925</u>	<u>1,053</u>	<u>722</u>

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 38 Contingent liabilities

As at 31 December 2010, the Company has issued guarantees to banks in respect of banking facilities granted to certain subsidiaries and a jointly controlled entity. The directors do not consider it probable that a claim will be made against the Company under any of the guarantees. The maximum liability of the Company at the end of reporting period under the guarantees issued is the facilities drawn down by the subsidiaries and the jointly controlled entity of RMB146,000,000.

As at 31 December 2009, the Company has issued guarantees to banks in respect of banking facilities granted to certain subsidiaries. The directors do not consider it probable that a claim will be made against the Company under any of the guarantees. The maximum liability of the Company as at 31 December 2009 under the guarantees issued is the facilities drawn down by the subsidiaries of RMB104,000,000.

### 38 或有負債

與二零一零年十二月三十一日，本公司為其附屬公司及共同控制實體的銀行貸款提供擔保。董事會認為公司向銀行做出的所有擔保均不會導致索償。附屬公司及共同控制實體的銀行貸款人民幣146,000,000元為本公司於資產負債表日向銀行作出擔保的最高負債額。

於二零零九年十二月三十一日，本公司為其附屬公司銀行貸款提供擔保。董事會認為本公司向銀行作出的所有擔保均不會導致索償。附屬公司銀行貸款人民幣104,000,000元為本公司於資產負債表日向銀行作出擔保的最高負債額。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 39 Accounting estimates and judgements

The Group's financial condition and results of operations are sensitive to accounting methods, assumptions and estimates that underlie the preparation of the financial statements. Management bases the assumptions and estimates on historical experience and on various other assumptions that it believes to be reasonable and which form the basis for making judgements about matters that are not readily apparent from other sources. On an ongoing basis, management evaluates its estimates. Actual results may differ from those estimates as facts, circumstances and conditions change.

The selection of critical accounting policies, the judgements and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors to be considered when reviewing the financial statements. Management believes the following critical accounting policies involve the most significant judgements and estimates used in the preparation of the financial statements.

### 39 會計估計及判斷

本集團的財政狀況和經營業績容易受到與編製財務報表有關的會計方法、假設及估計所影響。該等假設及估計是以管理層認為合理的過往經驗和其他不同因素作為基礎，而這些經驗和因素均為對未能從其他來源確定的事宜做出判斷的基準。管理層會持續對這些估計做出評估。由於實際情況、環境和狀況的改變，故實際業績可能有別於這些估計。

在閱讀財務報表時，應考慮的因素有關鍵會計政策的選用、影響這些政策應用的判斷及其他不確定事項、和報告對條件和假設變動的敏感性。集團認為下列關鍵會計政策涉及財務報表編製中的最主要判斷和估計。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 39 Accounting estimates and judgements (cont'd)

#### (a) Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value. Management reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets and take into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

#### (b) Impairment for bad and doubtful debts

The Group estimated impairment losses for bad and doubtful debts resulting from the inability of the customers to make the required payments. The Group bases the estimates on the ageing of the accounts receivable balance, customer credit-worthiness, and historical write-off experience. If the financial condition of the customers were to deteriorate, actual write-offs would be higher than estimated.

### 39 會計估計及判斷(續)

#### (a) 折舊

物業、廠房及設備均在考慮其估計殘值後，於預計可使用年限內按直線法計提折舊。管理層定期審閱資產的預計可使用年限，以決定將記入每一報告期的折舊費用數額。預計可使用年限是本集團根據對同類資產的以往經驗並結合預期的技術的改變確定。如果以前的估計發生重大變化，則會在未來期間對折舊費用進行調整。

#### (b) 呆壞帳減值損失

本集團就客戶無法做出所需付款時產生的估計虧損計提呆壞賬減值虧損。本集團以應收賬款的賬齡、客戶的信譽和歷史沖銷記錄等資料作為估計的基礎。如果該等客戶的財務狀況惡化，實際沖銷數額將會高於估計數額。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 39 Accounting estimates and judgements (cont'd)

#### (c) Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgment is required in determining the provision for income taxes. There are transactions during the ordinary course of business, for which calculation of the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

Recognition of deferred tax assets, which principally related to tax losses, depends on the management's expectation of future taxable profit that will be available against which the tax losses can be utilized. The outcome of their actual utilization may be different.

#### (d) Write-down of inventories

If the costs of inventories fall below their net realisable values, a write-down loss of inventories is recognised. Net realisable value represents the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sales. The Group based the estimates on all available information, including the current market prices of the finished goods and raw materials, and historical operating costs. If the actual selling prices were to be lower or the costs of completion and other distribution costs were to be higher than estimated, the actual write-down loss of inventories could be higher than estimated.

### 39 會計估計及判斷(續)

#### (c) 所得稅

本集團在多個司法權區均須繳納所得稅。釐定世界各地之所得稅撥備時需作出重大估計。於日常業務過程中進行之很多交易及計算之最終稅項無法確定。本集團按是否有應繳之額外稅項之估計，就預期之稅務審計事宜確認負債。如此等事宜之最終稅務結果有別於原先記錄之金額，該等差別將影響所得，並將在釐定之期間內就遞延稅項作出撥備。

遞延稅項資產之確認，與管理層預期之未來稅項收益當中能利用多少稅項虧損相關。實際利用的稅項虧損不同，結果可能會不同。

#### (d) 存貨減值

如存貨成本低於其可變現淨值，減值虧損便會被確認。可變現淨值指以正常業務過程中的估值售價減去完成生產及銷售所需的估計成本後所得之金額。本集團根據所有可得資料，包括成品及原材料之現時市場價格和以往營運成本作估值。如實際銷售價低於或完成生產成本和其他銷售費用高於估值，實際減值虧損可能會高於估值。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 39 Accounting estimates and judgements (cont'd)

#### (e) Impairment for non-current assets

If circumstances indicate that the net book value of a non-current asset may not be recoverable, the asset may be considered “impaired”, and an impairment loss may be recognised in accordance with IAS 36 “Impairment of Assets”. The carrying amounts of non-current assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of the net selling price and the value in use. It is difficult to precisely estimate selling price because quoted market prices for the Group’s assets are not readily available. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to level of sales volume, selling price and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of sale volume, selling price and amount of operating costs.

### 39 會計估計及判斷(續)

#### (e) 非流動資產的減值虧損

倘若情況顯示非流動資產的賬面淨值可能無法收回，有關資產便會視為「已減值」，並可能根據《國際會計準則》第36號「資產減值」確認減值虧損。非流動資產的賬面值會被定期評估，以確定可收回數額是否下跌至低於賬面值。當事項或環境變動顯示資產的賬面值可能無法收回時，有關資產便會進行減值測試。如果出現下跌跡象，賬面值便會減至可收回值。可收回值是以經售價與使用價值兩者中的較高者計算。由於本集團難以獲得資產的公開市價，因此難以準確的估計售價。在確定使用價值時，該資產所產生的預期現金流量會貼現至其現值，因而需要對銷售額、售價和經營成本等作出重大判斷。本集團在確定與可收回數額相近的合理數額時會採用所有現存可供使用的資料，包括根據合理和可支持的假設所作出的估計和銷售額、售價及經營成本的預測。



# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

### 40 Possible impacts of amendments, new standards and interpretations issue but not yet effective for the annual accounting period ended 31 December 2010

Up to the date of issue of these financial statements, the IASB has issued a number of amendments and interpretations and one new standard which are not yet effective for the year ended 31 December 2010 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group:

Revised IAS 24, Related party disclosures  
經修訂《國際會計準則》第24號，關聯方披露  
IFRS 9, Financial instruments  
《國際財務報告準則》第9號－金融工具  
Improvements to IFRSs 2010  
優化《國際財務報告準則》(2010年)  
Amendments to IAS 12, Income taxes  
《國際會計準則》第12號之修訂－所得稅

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

### 40 頒佈但尚未在截至二零一零年十二月三十一日止年度生效的修訂、新準則和詮釋可能帶來的影響

截至本財務報表公布日，國際會計準則委員會已經頒佈以下經修訂及新訂的會計準則及詮釋。該準則及詮釋於截至二零一零年十二月三十一日的年度尚未生效，並未在此財務報表中採用。以下是與本集團可能相關的準則：

#### Effective for accounting periods beginning on or after 由以下期間或之後 開始的會計期間生效

1 January 2011  
2011年1月1日  
1 January 2013  
2013年1月1日  
1 July 2010 or 1 January 2011  
2010年7月1日或2011年1月1日  
1 January 2012  
2012年1月1日

本集團正在評估這些修訂、新準則和新詮釋對開始採用期間的預計影響。到目前為止，本集團相信，採納這些修訂對本集團的經營業績和財政狀況應該不會構成重大影響。

