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烟台北方安德利果汁股份有限公司

Yantai North Andre Juice Co., Ltd.*

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

(Stock Code: 2218)

2011 ANNUAL RESULTS ANNOUNCEMENT

The Board of Directors (the “Board”) of the Yantai North Andre Juice Co., Ltd.* (the “Company”) is pleased to announce the audited results of the Company and its subsidiaries for the year ended 31 December 2011. This announcement, containing the full text of the 2011 Annual Report of the Company, complies with the relevant requirements of the Listing Rules in relation to information to accompany preliminary announcements of annual results. Printed version of the Company’s 2011 Annual Report will be delivered to the H Share Holders of the Company and available for viewing on the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and of the Company at www.andre.com.cn on 31 March 2012.

* For identification purpose only

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Corporate Information

公司資料

Directors

Executive Directors

Wang An
Zhang Hui

Non-executive Directors

Lin Wu-Chung
Liu Tsung-Yi
Jiang Hong Qi

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 (*resigned on 18 January 2011*)

Supervisors

Li Ye Sheng
Wang Chun Tang
Li Kun Gui

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*)
Xu Guang Zhou (*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

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 (*辭任於二零一一年一月十八日*)

監事

李業勝
王春堂
李坤貴

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*)
徐廣洲 (*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)

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

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

中國註冊辦事處及主要營業地點

中國山東省烟台市
牟平經濟開發區
安德利大街18號

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
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傳真：(852) 2587-9166
電子郵件：andrehk@biznetvigator.com

Company Homepage/Website

www.andre.com.cn

公司網頁／網站

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 de-listed from the Growth Enterprise Market of the Stock Exchange (stock code: 8259) on the same date)

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))

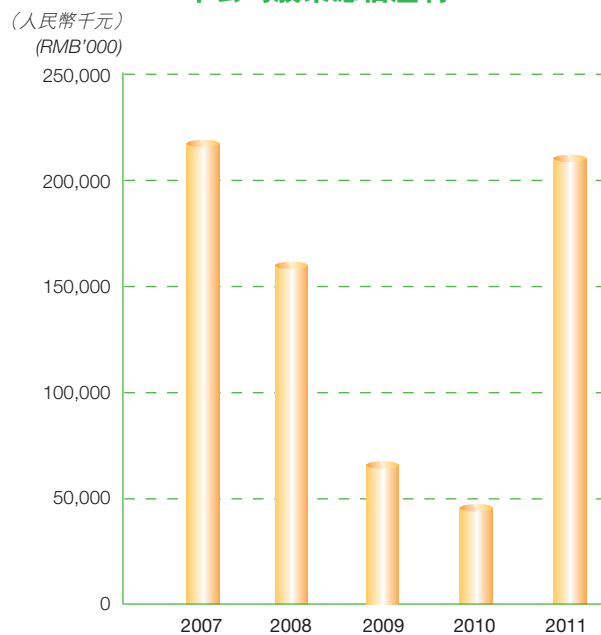
Financial Highlights

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				
		2011 二零一一年 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	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
Turnover	收入	1,375,705	1,098,701	597,252	1,309,354	1,662,976
Profit from operations	經營溢利	169,523	80,995	67,792	143,963	292,565
Profit before taxation	除稅前溢利	212,921	55,835	54,202	181,893	266,604
Profit for the year	本年度溢利	208,091	49,170	61,889	156,445	235,153
Attributable to:	歸屬於：					
Equity shareholders of the Company	本公司股東	207,168	49,215	64,382	156,107	213,874
Minority interests	少數股東	923	(45)	(2,493)	338	21,279
Basic earnings per share	每股基本盈利	RMB 人民幣 0.0486 元	RMB 人民幣 0.0115 元	RMB 人民幣 0.0151 元	RMB 人民幣 0.037 元	RMB 人民幣 0.052 元

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



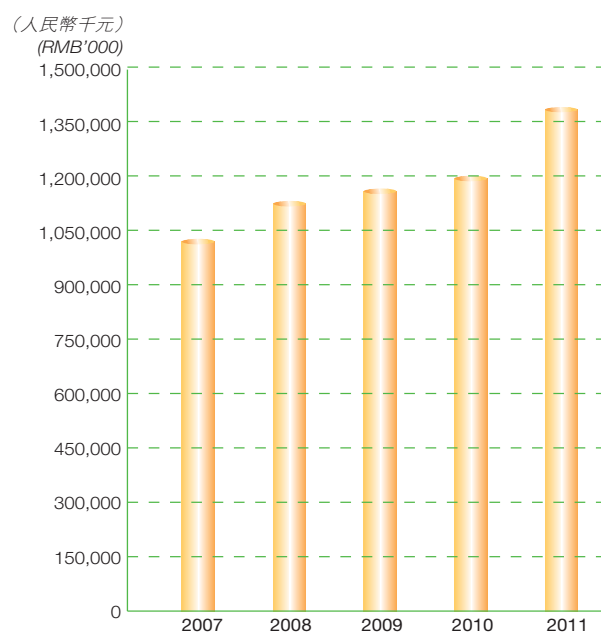
Financial Highlights

財務摘要

Assets and Liabilities 資產及負債

		As at 31 December 於十二月三十一日				
		2011 二零一一年 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	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
Total Assets	資產總值	2,233,192	2,340,447	2,302,316	2,232,414	2,853,291
Total Liabilities	負債總值	846,820	1,141,302	1,137,412	1,099,540	1,759,852
Total equity attributable to equity shareholders of the Company	本公司股東應佔權益	1,386,372	1,194,133	1,159,847	1,125,324	1,022,302
Minority interests	少數股東權益	-	5,012	5,057	7,550	71,137

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 2011.

Annual Results and Review

The Group recorded a turnover of approximately RMB1,375,705,000 for the year ended 31 December 2011 as compared to approximately RMB1,098,701,000 last year, representing an increase of approximately 25%. The gross profit margin was approximately 22% for the year ended 31 December 2011. The gross profit margin was approximately 14% for the last year. The profit attributable to equity shareholders was approximately RMB207,168,000 for the year under review, representing an increase of approximately 321% over the previous year. Basic earnings per share was approximately RMB0.0486.

The increase in the turnover of the Group was mainly due to the consumption of past inventory and the global economic recovery on China's apple juice concentrate industry. In 2011, the supply of apple juice concentrate could not meet the demand of the market, causing significant increase in the selling price of the apple juice concentrate. The increase in gross profit margin was attributable to the rise in the selling price.

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 of the Company ("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 maintain close and stable business relationships with certain renowned beverage manufacturers in China and has developed new good customers with broadened sales channels. Its market share in terms of sales volume in the domestic market also increased significantly from the previous year. For research and development, the Group undertook and completed the research project on "Comprehensive Technology Development for Apples with Different Maturity Degree and Tank Farms Sterilized Storage" in the National Spark Program; continued the "Research and Development for Stable Clear Apple

本人欣然提呈本公司及附屬公司(合稱「本集團」)截至二零一一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

本集團截至二零一一年十二月三十一日止年度實現本集團收入約為人民幣1,375,705,000元，比去年同期的人民幣約1,098,701,000元相比上升了約25%；截至二零一一年十二月三十一日止年度毛利率為22%，而去年同期則約為14%；回顧期內實現股東應佔溢利約為人民幣207,168,000元，較去年同期增加約為321%，每股基本盈利約為人民幣0.0486元。

本集團收入的增長主要是由於中國濃縮果汁行業的去庫存化及全球性經濟復蘇的帶動下，在二零一一年年度濃縮蘋果汁的供應量跟不上市場的需求，濃縮蘋果汁的銷售價格大幅提升所致。本集團毛利率的提升是由於本集團的銷售價格上升所致。

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定，適度調整了人民幣和美元貸款之間的比例，本公司董事(「董事」)相信，通過保持適度美元貸款的比例，可以有效降低本集團匯率風險和融資成本，以便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，銷售量佔國內市場份額亦有大幅提升。在研發方面：本集團承擔並完成了國家級星火計劃項目「不同成熟度蘋果加工及大罐群無菌貯存綜合技術開發」的研究工作；繼續承擔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」和煙台市科技發展計劃「多品種

Chairman's Statement

主席報告書

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; filed and undertook the “Research and Development of Processing Technology and Equipment for Natural Liquid Apple Aroma Concentrate under Low Temperature” in the International Cooperation Projects of Yantai City; completed the industrialization research for stable clear apple juice concentrate using immature apples and the processing technology research for the production of liquid apple aroma concentrate under low temperature; applied for two national invention patents and obtained one national invention patent authorization; completed two provincial achievement accreditations for attaining national advanced levels; formulated and implemented three company standards; won the Prize of the Outstanding Team for Implementation of National Science and Technology Program of the “11th Five-Year Plan”; awarded a Shandong Province Progress in Science and Technology Prize and a Prize on Patent of Shandong Province.

Analysis of Industry and Our Market Share

In 2011, the total volume of China's apple juice concentrate exports was approximately 608,500 tonnes, representing a decrease of 22.4% as compared to 784,150 tonnes in 2010. 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. From the fourth quarter of 2009, as the global apple juice consumption gradually recovered, sales market also started to recover. In 2010, after the gradual recovery of the global economy, the demand for China's apple juice further increased, and the sales market continuously improved and gradually consumed the excess inventory piled up in previous years. Since the fourth quarter of 2010, the demand for the apple juice resumed to the pre-economic crisis normal level. In 2011, the supply of apple juice concentrate in China could not meet the demand of the market, causing significant increase in the average selling price of the apple juice concentrate of the Group.

不成熟蘋果加工穩定濃縮清汁技術研究開發」；申報並承擔烟台市國際科技合作項目「天然蘋果芳香液低溫冷濃縮生產技術及設備研究開發」；完成了不成熟蘋果直接加工穩定濃縮清汁和蘋果芳香液低溫濃縮生產產業化技術研究；申請2項國家發明專利，獲國家授權發明專利1項；完成省級鑒定成果2項，技術水準達到國家先進；制定了3項企業標準並頒佈實施；獲「十一·五」國家科技計劃執行優秀團隊獎；獲山東省科技進步獎1項及山東省專利獎1項。

行業和本公司市場份額分析

二零一一年年度，中國濃縮蘋果汁出口量為608,500噸，與二零一零年年度出口量784,150噸相比下降了22.4%。中國濃縮蘋果汁行業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蘋果汁市場超過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經濟不景氣的低谷。自二零零九年第四季度開始，世界蘋果汁銷費市場開始回暖，銷售市場也漸漸好轉。二零一零年年度，隨著全球經濟的逐漸回暖，世界對中國蘋果汁需求量日趨回升，銷售市場持續好轉，以前年度的庫存消化過程逐漸完成。自二零一零年第四季度，果汁的需求已經恢復至經濟危機前的正常水準，在二零一一年年度中國濃縮蘋果汁的供應量跟不上市場的需求，使得本集團在本年度平均銷售價格較去年同期出現了大幅的上升。

Chairman's Statement

主席報告書

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, 80% of the world's apple juice consumer market is concentrated in the developed countries with solid demands and steady growth. In these major consumer countries, we already have relatively fixed market shares and customer base. Meanwhile, we believe that the dense population in the developing countries and people's increasing attention on dietary nutrition, natural apple juice will undoubtedly be one of the best options. This gradually maturing consumer market will surely become a take-off area of future apple juice consumption. In the long run, healthy and pure juice will become more and more popular.

Being a leader in the Chinese apple juice concentrate industry and through our proactive and visionary leadership, we have gradually expanded the market shares of our products and will seek to secure our leading position in the industry for more rapid and better development.

Prospects and Outlook

With the rising demand brought by the global economic recovery and the gradual consumption of inventories in China's apple juice concentrate industry, we expect both the export volume and export price of apple juice will steadily stabilise at a rational and 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.

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80%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趨勢，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。長期來看，健康、純天然的果汁將會受到越來越多消費者的喜愛。

作為中國濃縮蘋果汁行業龍頭企業，本公司領導審時度勢，在逐步擴大國內市場佔有率的同時，穩定本公司在本行業的出口領導地位，謀求公司更快更好的發展。

前景與展望

伴隨著全球經濟回暖帶來的需求上升，以及目前中國濃縮果汁行業的去庫存化，我們預計蘋果汁的出口量與出口價格將逐步穩定在理性正常的水準。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。

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 reshuffling in the industry will favour industry consolidation and improve industry competition. The Group aims to further increase its annual juice concentrate production capacity and to strengthen its leading position in the industry by targeting small and medium enterprises in the industry, both domestic and abroad, through merger and acquisitions and to rationally adjust the Group's existing production capacities according to changes in the sources of raw materials. 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 research and development of new products, in 2012 the Company will undertake the research of aseptic filling technology under low temperature for apple juice concentrate and processing technology for ultra-high multiple apple puree; to complete the commercialization of the production technology for liquid apple aroma concentrate under low temperature and the technology for stable clear apple juice concentrate using multi-varieties and immature apples. Also in 2012, the Group acting as the main bidder, will undertake the research project under the National Science and Technology Support Program of the "12th Five-Year Plan" on the "Demonstration on the Research and Industrialization of Key Technologies on Apple Comprehensive Processing".

At present, the Group has a sound financial base. The Group is also well positioned to take advantage of the State's policy on development of new villages and agriculture with a view to developing rural villages, enriching farmers and expanding domestic demands. The board of Directors (the "Board") and I have full confidence in the Group's future development. Our employees will continue to support the Group and to contribute to the Group's continuous and steady development.

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。本集團將著眼於國內外同行業的中小企業，採取兼並收購等資本運作手段，同時對本集團內現有產能根據原料資源的變化進行合理的調整，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。在新產品研究與開發方面，公司將在二零一二年進行濃縮蘋果汁的無菌冷灌裝技術和超高倍蘋果果漿加工技術研究；完成蘋果芳香液低溫濃縮生產技術和多品種不成熟蘋果加工穩定濃縮清汁技術的成果轉化。展望二零一二年，本集團作為主持單位開始承擔「十二·五」國家科技支撐計劃「蘋果綜合加工關鍵技術研究及產業化示範」課題的研究。

目前本集團財務狀況良好，且本集團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，本人及本公司董事會（「董事會」）對集團未來發展充滿信心，本集團全體員工將繼續努力，為本集團的持續穩定發展作出貢獻。

Chairman's Statement

主席報告書

Dividend

The Board proposes a final dividend of approximately RMB0.005 per share for the financial year 2011 in the forthcoming annual general meeting.

Appreciation

During the reporting period, although there was a significant slow down in the pace of the global economic recovery, the consumption of past inventory in China's apple juice concentrate industry and the increasing demand for healthy and pure juice has boosted up the average selling prices of the products of the whole industry. The significant increase in selling price has caused a visible increase in the Group's turnover. The Directors strongly believe that the Company will have even more development opportunities in 2012, given that some small and medium domestic enterprises have been forced out of the market and the whole industry is gradually recovering. 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

29 March 2012

股利

董事會擬於即將召開的股東週年大會上建議派發二零一一年年度股利每股約人民幣0.005元。

致謝

報告期內，雖然全球經濟復蘇步伐明顯放緩，但隨着人們對健康、純天然果汁需求的不斷增長及中國濃縮果汁業的去庫存化使整個行業的平均銷售價格出現了大幅的上升，銷售價格的上升使集團銷售收入出現了明顯的增長。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，二零一二年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

二零一二年三月二十九日

* For identification purpose only

* 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 2011, the Group's turnover increased to approximately RMB1,375,705,000 as compared to approximately RMB1,098,701,000 in 2010, representing a significant increase of approximately RMB277,004,000 or 25%. 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 increase in the turnover of the Group was mainly due to the consumption of past inventory and the impact of the global economic recovery on China's apple juice concentrate industry. In 2011, the supply of apple juice concentrate could not meet the market demand, thus causing significant increase in the selling price of the apple juice concentrate.

For the year ended 31 December 2011, the Group's gross profit was approximately RMB302,001,000 and the gross profit margin was approximately 22%. For the corresponding period in 2010, the gross profit was approximately RMB150,493,000 and gross profit margin was approximately 14%.

For the year ended 31 December 2011, the Group's net profit (i.e. the profit for the year attributable to equity shareholders of the Company) increased to approximately RMB207,168,000 as compared to approximately RMB49,215,000 for the corresponding period in 2010, representing an increase of approximately RMB157,953,000 or 321%. The increase in net profit was mainly attributable to the significant increase in selling price caused by the recovery of the apple juice sales market.

Other Income

For the year ended 31 December 2011, other income of the Group was approximately RMB9,001,000, as compared to approximately RMB42,924,000 for the corresponding period last year, representing a decrease of approximately RMB33,923,000. The decrease in other income was mainly due to the decrease in grants from the PRC government.

財務回顧

業績

截至二零一一年十二月三十一日止年度，本集團的收入上升至約人民幣1,375,705,000元，與二零一零年約人民幣1,098,701,000元相比，增加約人民幣277,004,000元或25%。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。本年度營業額增加主要是由於中國濃縮果汁行業的去庫存化及全球性經濟復蘇的帶動下，在二零一一年年度濃縮蘋果汁的供應量跟不上市場的需求，濃縮蘋果汁的銷售價格大幅提升所致。

截至二零一一年十二月三十一日止年度，本集團毛利約為人民幣302,001,000元，毛利率約為22%。二零一零年同期的毛利約為人民幣150,493,000元，毛利率約為14%。

截至二零一一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207,168,000元，與二零一零年同期約為人民幣49,215,000元相比，上升約為人民幣157,953,000元或321%。淨利潤增加主要是由於果汁銷售價格大幅升高所致。

其他收入

截至二零一一年十二月三十一日止年度，本集團其他收入約為人民幣9,001,000元，與去年同期約為人民幣42,924,000元相比，減少約為人民幣33,923,000元。其他收入的減少主要是中國政府補貼的減少所致。

Management Discussion and Analysis

管理層討論及分析

Distribution Costs and Administrative Expenses

For the year ended 31 December 2011, the Group incurred distribution costs of approximately RMB80,647,000, as compared to approximately RMB76,609,000 in 2010, representing an increase of approximately RMB4,038,000 or 5%. The Group's distribution costs mainly included transport, export inspection and marketing expenses. Such increase was mainly attributable to the increase in ocean freight expenses caused by the decrease in the proportion of sales in FOB terms.

For the year ended 31 December 2011, the Group incurred administrative expenses of approximately RMB58,150,000 as compared to approximately RMB29,299,000 in 2010, representing an increase of approximately RMB28,851,000 or 98%. Such increase was mainly attributable to the rise in the staff salary and other administrative expenses caused by inflation in the PRC.

Net Finance Costs

For the year ended 31 December 2011, the net finance costs of the Group were approximately RMB35,826,000, as compared to approximately RMB38,384,000 for the corresponding period in 2010, representing a decrease of approximately RMB2,558,000 or 7%. 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 2011, investment income recognised by the Group was approximately RMB69,070,000. In 2011, the Company disposed its 50% equity interest in Xianyang Andre Juice Co., Ltd. ("Xianyang Andre") to AGRANA Juice Holding GmbH ("AGRANA") for a total consideration of EUR11,500,000. The investment income derived from the disposal amounted to approximately RMB69,302,000, representing the difference between the consideration received and the carrying amount of the interests disposed of.

銷售及管理費用

截至二零一一年十二月三十一日止年度，本集團銷售費用約為人民幣80,647,000元。與二零一零年約人民幣76,609,000元相比增加約人民幣4,038,000元或5%。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以FOB價格方式銷售的比重減少導致海運費用增加所致。

截至二零一一年十二月三十一日止年度，本集團的管理費用約為人民幣58,150,000元。與二零一零年約人民幣29,299,000元相比，增加約為人民幣28,851,000元或98%。管理費用的增加主要是由於員工工資上漲及國內通貨膨脹因素的影響，使各項行政開支都有不同程度增長所致。

財務成本淨額

截至二零一一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35,826,000元，比二零一零年同期約人民幣38,384,000元減少約人民幣2,558,000元或7%，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導致的。

投資收入

截至二零一一年十二月三十一日止年度，本集團的投資收入約為人民幣69,070,000元。主要是由於二零一一年年度，本公司出售咸陽安德利果蔬汁有限公司（「咸陽安德利」）的50%股權予AGRANA Juice Holding GmbH（「AGRANA」）所致。以上出售總代價為11,500,000歐元。所產生之投資收入約為人民幣69,302,000元，代表收到之代價及出售權益之帳面值的差額。

Management Discussion and Analysis

管理層討論及分析

Share of Profit from Associates

For the year ended 31 December 2011, share of profit from associates of the Group was approximately RMB10,154,000, as compared to approximately RMB4,043,000 in 2010, representing an increase of approximately RMB6,111,000 or 151%. Such increase was mainly attributable to the increase in profit from Yantai Andre Pectin Co., Ltd. ("Andre Pectin") due to the significant increase in sales volume and turnover of pectin.

Income Tax

For the year ended 31 December 2011, the income tax expense of the Group was approximately RMB4,830,000. For the corresponding period in 2010, the income tax expense was approximately RMB6,665,000. During the year ended 31 December 2011, the production of condensed juice and bio-feedstuff by the Company and certain of its subsidiaries was recognized as primary processing of agricultural produce under the Corporate Income Tax Law of the PRC and therefore was exempt from the PRC income tax.

Business Review

Stabilising Market Coverage

During 2011, by adapting to the market demand and leveraging on its advanced production technology, superb product quality and comprehensive customer services, the Group maintained steady growth in markets sales. With years of continuous efforts, the Group has already expanded its sales network to major countries and regions in the world, including the US, Japan, Europe, Oceania and African countries and PRC market.

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 2011, 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 as compared to that of the previous year.

應佔聯營公司溢利

截至二零一一年十二月三十一日止年度，本公司應佔聯營公司溢利約人民幣10,154,000元，比二零一零年約人民幣4,043,000元增加約人民幣6,111,000元或151%。應佔聯營公司溢利增加主要是由於烟台安德利果膠股份有限公司（「安德利果膠」）的果膠銷售量及銷售額都大幅增加，利潤也同比增加。

所得稅

截至二零一一年十二月三十一日止年度，本集團所得稅費用約為人民幣4,830,000元，二零一零年同期的所得稅費用約為人民幣6,665,000元。截至二零一一年十二月三十一日止年度，本公司和若干附屬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，豁免繳納所得稅。

業務回顧

穩定市場覆蓋

二零一一年度，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市場中贏得穩步發展。經過多年的努力，本集團的銷售網路已擴展至世界主要國家和地區，包括美國、日本、歐洲、大洋洲、非洲諸國及中國內需市場。

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，開拓新的銷售管道，二零一一年度蘋果汁、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所提升。

Management Discussion and Analysis

管理層討論及分析

Optimisation of Customer Base

While expanding its market places and market share, the Group also leveraged on the prime quality of its products to optimise its profile of customer base continuously. Currently, the customer base of the Group mainly comprises renowned beverage manufacturers of the world.

Acquisition of 50% Equity Interest in Yongji Andre and Disposal of 50% Equity Interest in Xianyang Andre

On 26 April 2011, (1) the Company and Andre Juice Co., Ltd. ("Andre BVI"), a wholly-owned subsidiary of the Company, entered into a share transfer agreement ("Yongji Share Transfer Agreement") with AGRANA for the purchase by the Company and Andre BVI of an aggregate of 50% equity interest held by AGRANA in Yongji Andre Juice Co., Ltd. ("Yongji Andre") for a total consideration of EUR6,000,000; and (2) the Company also entered into a share transfer agreement ("Xianyang Share Transfer Agreement") with AGRANA for the sale to AGRANA of the 50% equity interest held by the Company in Xianyang Andre for the consideration of EUR11,500,000. As at the date of signing the above agreements, the equity interest of each of Yongji Andre and Xianyang Andre was held as to 50% by AGRANA and as to 50% by the Company. Upon completions of the share transfers in August 2011, Yongji Andre is owned as to 100% by the Group and the Group has no more interest in Xianyang Andre. The above transfers were made for improving the management efficiency and for expansion of the sales markets of each of Yongji Andre and Xianyang Andre. After fair negotiations, the Company and AGRANA agreed on the above share transfers.

Sale of 70% Equity Interest in Qingdao Nannan

On 23 November 2011, the Company and Yantai Anlin Fruit Industry Co., Ltd.* (烟台安林果業有限公司), an independent third party, entered into a share transfer agreement for the sale by the Company of 70% equity interest in Qingdao Nannan Beverage Co., Ltd. ("Qingdao Nannan"), a subsidiary of the Company, for a total consideration of USD2,200,000. After the share transfer, the Company has no more equity interest in Qingdao Nannan. Qingdao Nannan is located in Laixi city in Qingdao and had a production line with capacity of 10 tonnes/hour. In recent years, as the apple resources there reduced significantly and the Company has subsidiary factories in Yantai and Longkou city, which are very close

優化客戶群體

本集團拓寬市場、提高市場佔有率的同時，依托公司優質的產品品質，繼續對公司客戶群體進行優化組合。目前，本集團的客戶群體主要是世界上著名的飲料生產商。

收購永濟安德利50%股權及出售咸陽安德利50%股權

於二零一一年四月二十六日，(1)本公司及其全資附屬公司安德利果汁有限公司(「安德利BVI」)與AGRANA訂立了一份股份轉讓協議(「永濟股份轉讓協議」)，內容有關本公司及安德利BVI以總代價6,000,000歐元購買AGRANA於永濟安德利果蔬汁有限公司(「永濟安德利」)所持有合共50%之股權；及(2)本公司亦與AGRANA訂立了一份股權轉讓協議(「咸陽股份轉讓協議」)，向AGRANA出售本公司於咸陽安德利所持有之50%股權，代價為11,500,000歐元。永濟安德利與咸陽安德利之股權於簽署股份轉讓協議日由AGRANA及本公司分別持有50%及50%。於二零一一年八月以上股份轉讓完成後，本集團擁有永濟安德利全部權益，而本集團不再擁有咸陽安德利任何權益。為提高永濟安德利及咸陽安德利兩家公司之管理效率及擴大各自之銷售市場，本公司與AGRANA經公平磋商同意以上股份轉讓。

出售青島南南70%股權

於二零一一年十一月二十三日，本公司與其獨立第三方烟台安林果業有限公司訂立了一份股權轉讓協議，內容有關本公司向烟台安林果業有限公司出售本公司一家附屬公司青島南南飲料有限公司(「青島南南」)70%股權，總代價2,200,000美元。股份轉讓後，本公司不再持有青島南南任何股權。青島南南位於青島萊西市，原擁有10噸／小時的生產線一條。近幾年當地蘋果資源大量減少，又及萊西市距烟台市、龍口市非常近，本公司於烟台、龍口都有

Management Discussion and Analysis

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to Laixi city, and to avoid internal keen competition in the purchase of raw materials and to protect the interest of the shareholders of the Company, the Group has relocated the production line of Qingdao Nannan to the subsidiary in Yongji. Before the transfer, Qingdao Nannan mainly has remaining land and property left.

Buyback 75% Equity Interest of 3 Residue Companies

To expand the sales of the fruit residue of the Group and to avoid material machinery and equipment investment, on 7 December 2011, the Group entered into three separate share transfer agreements with Andre Pectin: (1) Yantai Longkou Andre Juice Co., Ltd. ("Longkou Andre Juice") (as purchaser) entered into the Longkou Bio-feedstuff Equity Transfer Agreement with Andre Pectin (as vendor) whereby Andre Pectin agreed to transfer to Longkou Andre Juice its 75% equity interest in Longkou Andre Bio-feedstuff Co., Ltd.* (龍口安德利生物飼料有限公司) ("Longkou Andre Bio-feedstuff") at a total consideration of RMB2,864,016.19; (2) Baishui Andre Juice Co., Ltd. ("Baishui Andre Juice") (as purchaser) entered into the Baishui Bio-feedstuff Equity Transfer Agreement with Andre Pectin (as vendor) whereby Andre Pectin agreed to transfer to Baishui Andre Juice, a wholly-owned subsidiary of the Company, its 75% equity interest in Baishui Andre Bio-feedstuff Co., Ltd.* (白水安德利生物飼料有限公司) ("Baishui Bio-feedstuff") at a total consideration of RMB3,425,988.68; and (3) Xuzhou Andre Juice Co., Ltd. ("Xuzhou Andre Juice") (as purchaser) entered into the Xuzhou Pomace Equity Transfer Agreement with Andre Pectin (as vendor) whereby Andre Pectin agreed to transfer to Xuzhou Andre Juice, a wholly-owned subsidiary of the Company, its 75% equity interest in Xuzhou Andre Pomace Products Co., Ltd.* (徐州安德利果渣製品有限公司) ("Xuzhou Pomace") at a total consideration of RMB3,018,784.46. The total consideration payable by the Group to Andre Pectin was RMB9,308,789.33. As at 31 December 2011, the above three transactions had been completed and Longkou Andre Bio-feedstuff, Baishui Bio-feedstuff and Xuzhou Pomace became all wholly-owned subsidiaries of the Company.

* For identification purpose only

分廠，為了防止在原料收購上的內部惡性競爭，避免本公司股東的利益受損，本集團已將青島南南的生產線搬遷到永濟的附屬公司，該公司轉讓前主要剩房產和土地。

回收三間飼料公司 75% 股權

為了擴大本集團果渣的銷售，避免重大的機械設備投資，本公司董事會決定本著便於經營管理及拓寬果渣的銷售渠道的原則，並且為了本公司全體股東的利益，於二零一一年十二月七日，本集團與安德利果膠分別訂立了三份股權轉讓協議，(1) 龍口安德利果汁飲料有限公司(「龍口安德利果汁」)(作為買方)與安德利果膠(作為賣方)訂立龍口飼料股權轉讓協議。據此，安德利果膠同意向龍口安德利果汁轉讓龍口安德利生物飼料有限公司(「龍口安德利飼料」)75%的股權，總代價為人民幣2,864,016.19元；(2) 白水安德利果蔬汁有限公司(「白水安德利果蔬汁」)(作為買方)與安德利果膠(作為賣方)訂立白水飼料股權轉讓協議。據此，安德利果膠同意向本公司的全資附屬公司白水安德利果蔬汁轉讓白水安德利生物飼料有限公司(「白水飼料」)75%的股權，總代價為人民幣3,425,988.68元；(3) 徐州安德利果蔬汁有限公司(「徐州安德利果蔬汁」)(作為買方)與安德利果膠(作為賣方)訂立徐州果渣股權轉讓協議。據此，安德利果膠同意向本公司的全資附屬公司徐州安德利果蔬汁轉讓徐州安德利果渣製品有限公司(「徐州果渣」)75%的股權，總代價為人民幣3,018,784.46元。本集團應向安德利果膠支付的總代價為人民幣9,308,789.33元。於二零一一年十二月三十一日，以上3項收購已完成，龍口安德利飼料、白水飼料及徐州果渣均成為本公司的全資附屬公司。

* 僅供識別

Management Discussion and Analysis

管理層討論及分析

Research and Development

The Group undertook and completed the research project on “Comprehensive Technology Development for Apples with Different Maturity and Tank Farms Sterilized Storage” in the National Spark Program; continued 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; filed and undertook the “Research and Development of Processing Technology and Equipment of Natural Liquid Apple Aroma Concentrate under Low Temperature” in the International Cooperation Projects of Yantai city; completed the industrialization research for stable clear apple juice concentrate using immature apples and the processing technology research for the production of liquid apple aroma concentrate under low temperature; applied for two national invention patents and obtained one national invention patent authorization; completed two provincial achievement accreditations for attaining national advanced levels; formulated and implemented three company standards; won the Prize of the Outstanding Team for Implementation of National Science and Technology Program of the “11th Five-Year Plan”; awarded a Shandong Province Progress in Science and Technology Prize and a Prize on Patent of Shandong Province.

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 customer 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：本集團承擔並完成了國家級星火計劃項目「不同成熟度蘋果加工及大罐群無菌貯存綜合技術開發」的研究工作；繼續承擔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」；申報並承擔煙台市國際科技合作項目「天然蘋果芳香液低溫冷濃縮生產技術及設備研究開發」；完成了不成熟蘋果直接加工穩定濃縮清汁和蘋果芳香液低溫濃縮生產產業化技術研究；申請2項國家發明專利，獲國家授權發明專利1項；完成省級鑒定成果2項，技術水準達到國家先進；制定了3項企業標準並頒佈實施；獲「十一·五」國家科技計劃執行優秀團隊獎；獲山東省科技進步獎1項及山東省專利獎1項。

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了公司多元化產品發展目標。

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 the 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.

Research and Development

For apple juice concentrate, the Group will strive for the following research and development:

1. Complete the commercialization of the technology for production of liquid apple aroma concentrate under low temperature;
2. Complete the commercialization of the processing technology for stable clear apple juice concentrate using multi-varieties and immature apples;
3. Research on the key technologies for aseptic filling under low temperature for apple juice concentrate;
4. Research on the industrialization of the processing technology of ultra-high multiple apple puree;

進一步開拓國內市場

隨著國內濃縮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標專案

本集團將於下一年度更加嚴格的執行 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。

研究與開發

在濃縮蘋果汁方面本集團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成果轉化；
- 2、完成多品種不成熟蘋果加工穩定濃縮清汁技術成果轉化；
- 3、研究濃縮蘋果汁的無菌冷灌裝關鍵技術；
- 4、研究超高倍蘋果果漿加工產業化技術；

Management Discussion and Analysis

管理層討論及分析

5. Acting as the main bidder, undertake the research project under the National Science and Technology Support Program of the “12th Five-Year Plan” on the “Demonstration on Research and Industrialization of Key Technologies on Apple Comprehensive Processing”.

- 5、作為主持單位承擔「十二•五」國家科技支撐計劃「蘋果綜合加工關鍵技術研究及產業化示範」課題的研究。

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
- (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.

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
- (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。

Management Discussion and Analysis

管理層討論及分析

As at 31 December 2011, 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 2011, no assets of the Company were pledged.

Contingent Liabilities

Except as disclosed in Note 40 to the Financial Statements, the Group has no contingent liabilities as at 31 December 2011.

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 39 to the Financial Statements.

於二零一一年十二月三十一日，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

於二零一一年十二月三十一日，本公司無任何對外資產抵押。

或然負債

除於財務報表附註40所披露以外，於二零一一年十二月三十一日本集團並無或然負債。

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39。

Management Discussion and Analysis

管理層討論及分析

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 36 to the Financial Statements.

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 2011, the Group had outstanding short-term and long-term bank loans of approximately RMB524,681,000 and RMB120,000,000 respectively. As at 31 December 2011, the short-term bank loans of RMB363,220,000 bore interest at rates ranging from 4.96% to 7.63% per annum and the short-term bank loans of RMB31,505,000 bore floating interest rate of the lender's cost of fund +4% per annum. Short-term bank loans of RMB129,956,000 bore floating interest rate of LIBOR +3.2% per annum. The long-term bank loans bore annual interest rate of 6.65%, with maturity in 2013. In the year 2011, 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 2011, the Group had cash and cash equivalents of approximately RMB96,641,000. The Group's gearing ratio as at 31 December 2011 was approximately 38% (2010: approximately 49%) which is calculated by dividing the Group's total liabilities of approximately RMB846,820,000 (2010: RMB1,141,302,000) by the Group's total assets of approximately RMB2,233,192,000 (2010: RMB2,340,447,000).

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。於二零一一年一月十九日，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36。

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。於二零一一年十二月三十一日，本集團尚未償還之短期及長期銀行借貸分別約為人民幣524,681,000元及人民幣120,000,000元，於二零一一年十二月三十一日，短期貸款為數約為人民幣363,220,000元之年利率為4.96%至7.63%，短期銀行貸款為數約為人民幣31,505,000元之浮動年利率為貸方資金成本+4%，短期銀行貸款為數約為人民幣129,956,000元之浮動息率為倫敦銀行同業拆放利率+3.2%。長期貸款之年利率為6.65%，將於二零一三年到期。二零一一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

於二零一一年十二月三十一日，本集團之現金及現金等價物約為人民幣96,641,000元。於二零一一年十二月三十一日，本集團之資產負債比率約為38% (二零一零年：約49%)，乃按本集團之總負債約人民幣846,820,000元(二零一零年：人民幣1,141,302,000元)除以總資產約人民幣2,233,192,000元(二零一零年：人民幣2,340,447,000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 49, 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 (煙台改革開放三十年「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週年影響煙台優秀民營企業家), 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(煙台)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 the 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 (煙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.

Mr. Zhang Hui (張輝), aged 39, 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

* For identification purpose only

董事

執行董事

王安先生，49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、煙台改革開放三十年「希望之星」、紀念中國成立60週年影響煙台優秀民營企業家、山東(煙台)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、煙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。

張輝先生，39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

* 僅供識別

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

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. 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.

Non-executive Directors

Mr. Lin Wu-Chung, aged 60, is a non-executive Director. Mr. Lin has been as a non-executive Director of the Company since 22 June 2009. Mr. Lin is the Vice President of the General Manager Office of Uni-President Enterprises Corp.. 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 general manager and a director of President Enterprises (China) Investment Co., Ltd. since 2005. He was also appointed as a director of Uni-president China Holding Ltd. and the general manager of Tong Ren Corp. Limited in 2007. He formerly was a director of each of Uni-President China Group’s PRC subsidiaries except for Nanchang President Enterprises Co., Ltd., Mr. Lin graduated from Tamkang University with a Bachelor’s degree in International Trade in 1975.

* For identification purpose only

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「烟台市十大杰出青年企業家」、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。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。

非執行董事

林武忠先生，60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。林先生現任統一企業總經理室協理。彼於一九七八年一月加入統一企業集團，並於飲料及速食麵業務方面擁有逾三十年經驗，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，負責業務管理。於二零零五年起擔任統一企業(中國)投資有限公司總經理及董事，並由二零零七年起擔任統一企業中國控股有限公司董事。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。林先生曾任統一企業中國集團(除南昌統一企業有限公司外)各中國附屬公司的董事。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。

* 僅供識別

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Liu Tsung-Yi (劉宗宜), aged 45, is a non-executive Director. He has been a non-executive Director of the Company since 22 June 2009. Mr. Liu is the 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 the 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 the manager of the Treasury Division of Uni-President Enterprises Corp. since 2004. Currently, Mr. Liu is also the 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 19 years of experience in banking, corporate finance and investment. Before joining Uni-President Enterprises Corp., he was the head of the Credit and Loan Unit of Taipei branch of Cosmos Commercial Bank. Mr. Liu obtained a Bachelor of Law 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 45, is a non-executive Director. He was appointed as an executive Director of the Company 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 a deputy chief Accountant.

劉宗宜先生，45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19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，45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 57, 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 (山東農大煙台研究院).

Ms. Qu Wen (曲雯), aged 44, 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 12th Session of the Chinese People's Political Consultative Committee and acted previously 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 (煙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 Broadcast (煙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 city. 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 of Shandong Xinshiming Law Firm, and since March 2004, she has been the executive officer-in-charge of Shandong Xinshiming Law Firm.

獨立非執行董事

俞守能女士，57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，並為山東農大煙台研究院教授及院長。

曲雯女士，44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，煙台仲裁委員會仲裁員，煙台政協第十二屆常委，曾任煙台市人民檢察院人民監督員。曲女士曾榮立煙台市司法局授予的個人三等功，先後榮獲「三八紅旗手」、「煙台市十佳司法行政女幹警」、「山東省優秀女律師」、「煙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，曲女士曾在山東省煙台市牟平區法律顧問處及煙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，二零零四年三月始擔任執行主任之職。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Gong Fan (龔凡), aged 47, 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 52, 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.

龔凡先生，47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，52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。

* For identification purpose only

* 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 57, 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 58, 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 57, 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，57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，58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，57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 49, 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 39, 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 35, 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 accountant, 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 41, 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 of the Group.

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 Economics 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; and in 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.

高級管理層

王安先生，49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，39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，35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，41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工作。

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。

Directors, Supervisors and Senior Management

董事、監事及高級管理層

Mr. Qu Kun Sheng (曲昆生), aged 43, 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 the two-time winner of the 3rd Class Award of Science Advancement of Shandong Province (山東省科技進步三等獎), the winner of the 1st Class Award of Science Advancement in Yantai City (烟台市科技進步一等獎) and the winner of the 3rd Class Award of Science Advancement in Yantai City (烟台市科技進步三等獎). Currently, he is responsible for the technology, research and development of the Group.

Ms. Wang Ning (王寧), aged 37, 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.

Company Secretary

Ms. Ng Man Yee (伍敏怡), aged 40, is the 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，43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二項，烟台市科技進步一等獎一項，烟台市科技進步三等獎一項。現負責本集團的技術和研發工作。

王寧女士，37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。

公司秘書

伍敏怡女士，40歲，為本公司公司秘書。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, the Terms of Reference of the Nomination Committee, the Terms of Reference of the Remuneration 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 6 meetings during 2011.

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、提名委員會議事守則、薪酬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
- 在二零一一年內舉行六次董事會會議。

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 providing 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 appointments.

Each of the independent non-executive Directors possesses a wide range of skills 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 22 to 26 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22頁至第26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.

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.

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。

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，而委員會向董事會匯報工作。

Corporate Governance Report

企業管治報告

The Board held six meetings during 2011. 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 in 2011 is set out in the table below.

董事會於二零一一年召開了六次會議。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。下表顯示各董事於二零一一年內出席(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

董事會會議

Date (YY/MM/DD) 日期(年/月/日)	Chair person 主席	WA	ZH	JHQ	LWC	LTY	YSN	QW	GF**	CKH**	XGZ*
2011/02/03	WA	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A
2011/03/25	WA	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A
2011/04/26	WA	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A
2011/08/05	WA	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A
2011/11/21	WA	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A
2011/11/30	WA	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A

Audit Committee Meeting

審核委員會

Date (YY/MM/DD) 日期(年/月/日)	Chair person 主席	YSN	QW	GF**	CKH**	XGZ*
2011/03/24	GF	✓	✓	✓	✓	N/A
2011/08/04	GF	✓	✓	✓	✓	N/A

Nomination Committee Meeting

提名委員會

Date (YY/MM/DD) 日期(年/月/日)	Chair person 主席	WA	YSN	QW
2011/11/18	WA	✓	✓	✓

Remuneration Committee Meeting

薪酬委員會

Date (YY/MM/DD) 日期(年/月/日)	Chair person 主席	QW	YSN
2011/03/18	QW	✓	✓

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企業管治報告

Note:

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

Symbols:

“✓” means attended the meeting
“—” means not attended the meeting
“N/A” means not applicable

* Mr. Xu Guang Zhou resigned on 18 January 2011.

** Mr. Gong Fan and Mr. Chow Kam Hung were appointed on 18 January 2011.

Directors' Interest

All Directors disclosed to the Board on their first appointment their interests as a director or otherwise in other companies or organisations 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 has to declare 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.

註:

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

符號:

「✓」代表出席會議
「—」代表缺席會議
「N/A」代表不適用

* 徐廣洲先生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。

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。

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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 twice annually, that is one month before the date of the Board meetings to approve the Company's interim 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 2011.

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 2011.

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 2011, 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.

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》，其後每年二次，分別在通過公司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二零一一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》。本公司於二零一一年度並未發現任何違規事件。

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。二零一一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。

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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 the internal and external audit plan of the Company, 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.

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.

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匯報的重大集團風險。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。

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、管理及匯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。

Corporate Governance Report

企業管治報告

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 by 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.

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;

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匯報流程是向董事會主席匯報，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。

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；

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- 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.

The terms of reference of the Committee do not include financial risk management and the coordination of the Company's policy on environmental issues. The Committee is chaired by the financial controller of the Company 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 Ms. Qu Wen, Ms. Yu Shou Neng, Mr. Xu Guang Zhou (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 is Mr. Gong Fan.

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 twice in 2011. During 2011, 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 interim and annual accounts for 2011 were recommended to the Board for approval after discussion of the Audit Committee.

- 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。

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匯報工作。

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（即曲雯女士、俞守能女士、徐廣洲先生（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。

審核委員會在二零一一年間開會二次，於二零一一年，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，本公司的二零一一年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。

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EXTERNAL AUDITORS

In 2011, the total remuneration paid to the external auditors amounted to approximately RMB1,480,000, which was all for the audit services provided by the external auditors. The audit fee and other service fees have been approved by the Audit Committee and endorsed by the Board.

The statement of the external auditors of the Company about their reporting responsibilities on the consolidated financial statements is set out on pages 70 to 71 of this annual report.

The Audit Committee has resolved the re-appointment of KPMG for the audit work of the Company for the financial year 2012. 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. Both of them are independent non-executive Directors. 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 benefits in kind, pension rights and compensation payments including compensation for loss 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;

外聘審計師

二零一一年外聘審計師酬勞約為人民幣1,480,000元，全部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。

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70頁至第71頁。

審核委員會已議決再次委任畢馬威會計師事務所進行二零一二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，並由曲雯女士出任主席。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；

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- 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.

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 2011 to review and approve the Directors' and senior management's remuneration for 2011. At that meeting, the Committee approved the individual remuneration packages for Directors and senior management to be paid for 2011.

- 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。

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。

薪酬委員會在二零一一年舉行一次會議，檢討並批准董事及高級管理層之二零一一年年度酬金，在該次會議內，委員會已批准各董事及高級管理層於二零一一年年度的酬金。

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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 requires approval by the shareholders at annual general meeting. The primary goal of the remuneration policy on 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 2011, the Directors did not receive any discretionary bonus.

The amounts paid to each Director of the Company for 2010 and 2011 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。截至二零一一年十二月三十一日止年度，董事並沒有收取任何酌情花紅。

於二零一零年及二零一一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。

Corporate Governance Report

企業管治報告

NOMINATION COMMITTEE

The Nomination Committee is chaired by Mr. Wang An, an executive Director, and comprises Ms. Qu Wen and Ms. Yu Shou Neng 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 once in 2011 to discuss the Board structure, size and 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.

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.

提名委員會

提名委員會由執行董事王安先生出任主席，委員包括曲雯女士及俞守能女士。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。提名委員會在二零一一年舉行一次會議，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。

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。

Corporate Governance Report

企業管治報告

Printed copies of the interim and annual reports are sent to all shareholders. The most recent annual general meeting was held on 28 June 2011 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 interim and annual results are also available on the corporate website and the website of the Stock Exchange.

In 2011, the Company held 20 meetings with analysts and investors at its Yantai and Hong Kong offices, including two 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, operating management and general 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 26 March 2012, being the latest practicable date, there were over 650 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 Shareholders' meeting of the Company. Questions on the procedures for convening of or putting forward proposals at an annual general meeting or a special shareholders' meeting of the Company may also be made to the Company by the same means.

本公司亦就其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二零一一年六月二十八日，在中國山東省烟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份，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。

二零一一年年度，本公司在其烟台及香港辦公室共接受了二十次專訪，其中組織了二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。於二零一二年三月二十六日，本公司股東名冊上共有超過六百五十名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 2011.

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 2011 are set out in notes 19 and 21 to the Financial Statements respectively.

Results

The results and financial status of the Group for the year ended 31 December 2011 are set out in pages 72 to 172 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 46.58% of the Group's total turnover and sales to the largest customer included therein amounted to about 12.84%.

董事會欣然提呈二零一一年年報及本集團截至二零一一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

於二零一一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21。

業績

本集團截至二零一一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72頁至第172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46.58%。本集團向最大客戶的銷售額佔本集團營業額約12.84%。

Report of Directors

董事會報告

Purchases from the Group's top five largest suppliers accounted for about 5.09% of total purchases for the year. The largest supplier accounted for about 2.07% 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 RMB21,328,000 (inclusive of tax), or RMB0.005 per share for 2011. 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 26 June 2012. 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 25 May 2012 (Friday) to 26 June 2012 (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 24 May 2012 (Thursday). 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5.09%。同期，本集團最大的供應商約佔總採購量的2.07%。

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

董事會提議案派付二零一一年年度末期股息約人民幣21,328,000元(含稅)或每股人民幣0.005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二零一二年六月二十六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。本公司將於二零一二年五月二十五日(星期五)至二零一二年六月二十六日(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，務必於二零一二年五月二十四日(星期四)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 to corporate income tax.

Pursuant to the *Notice on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 45* (No. 348, Guo Shui Han [2011]), where the non-resident individual shareholders obtain dividend and bonuses from domestic non-foreign-invested enterprise which issued shares in Hong Kong, individual income tax shall be withheld by the withholding agent according to the domain of “interest, dividends and bonuses”. The non-resident individual shareholders of domestic non-foreign-invested enterprise which issued shares in Hong Kong, shall enjoy the taxation preferences in accordance with the agreements between countries of their origins and China and the regulation on taxation arrangement between the Mainland and Hong Kong (Macau). The related tax rate of dividend as provided by taxation agreement is generally at a rate of 10%. In order to simplify the collection and management of taxation, the individual income tax with a rate of 10% in general will be withheld when dividend is paid by the domestic non-foreign-invested enterprise which issued shares in Hong Kong without making applications. Where the dividend tax rate is not 10%, it will be handled according to the following requirements: (1) for residents of countries which have entered into an agreement with China in respect of a tax rate lower than 10%, the withholding agent may apply for the relevant entitlements hereunder on their behalf. Upon examination and approval by the competent tax authorities, the additional amount of tax withheld will be refunded; (2) for residents of countries which have entered into an agreement with China in respect of a tax rate of 10% or more but less than 20%, the withholding agent shall withhold individual income tax at the agreed tax rate when distributing dividends or bonuses, and no application for approval is needed; (3) for residents of a country or which has not entered into any tax treaties with the PRC and in any other circumstances, the withholding agent shall withhold individual income tax at the tax rate of 20% when distributing dividends and bonuses.

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，免徵企業所得稅；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。

根據《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅征管問題的通知》（國稅函[2011]348號）的規定，境外居民個人股東從境內非外商投資企業在香港發行股票取得的股息紅利所得，應按照“利息、股息、紅利所得”專案，由扣繳義務人依法代扣代繳個人所得稅。境內非外商投資企業在香港發行股票，其境外居民個人股東根據其居民身份所屬國家與中國簽署的稅收協定及內地和香港（澳門）間稅收安排的規定，享受相關稅收優惠。根據相關稅收協定及稅收安排規定的相關股息稅率一般為10%，為簡化稅收征管，在香港發行股票的境內非外商投資企業派發股息紅利時，一般可按10%稅率扣繳個人所得稅，無需辦理申請事宜。對股息稅率不屬10%的情況，按以下規定辦理：（1）低於10%稅率的協定國家居民，扣繳義務人可代為辦理享受有關協定待遇申請，經主管稅務機關審核批准後，對多扣繳稅款予以退還；（2）高於10%低於20%稅率的協定國家居民，扣繳義務人派發股息紅利時應按協定實際稅率扣繳個人所得稅，無需辦理申請審批事宜；（3）沒有稅收協定國家居民及其他情況，扣繳義務人派發股息紅利時應按20%扣繳個人所得稅。

Report of Directors

董事會報告

Pursuant to the *Notice of Withholding and Payment of Enterprise Income Tax Regarding China Resident Enterprise Paying Dividend to Non-Resident Enterprise Holders of Overseas H-Share* (No. 897, Guo Shui Han[2008]) issued by the State Administration of Taxation, any domestic enterprise of PRC which pays dividends to non-resident enterprise shareholders (as defined in the Tax Law) for the year of 2008 and subsequent years shall withhold and pay enterprise income tax at the tax rate of 10%.

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 24 May 2012 (Thursday), including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as non-resident enterprise shareholders.

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 36 to the Financial Statements.

根據國家稅務總局《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)的規定，中國居民企業向境外H股非居民企業股東派發二零零八年及以後年度股息時，統一按10%的稅率代扣代繳企業所得稅。

就此而言，本公司對於截止於二零一二年五月二十四日(星期四)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。

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36。

Report of Directors

董事會報告

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 2011 amounted to approximately RMB362,684,000 (2010: approximately RMB327,345,000).

Property, Plant and Equipment

During the year, the Group incurred approximately RMB40,359,000, 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 2011, 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 2011.

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。

於二零一一年十二月三十一日，本公司可分派予本公司股東之儲備金額約為人民幣362,684,000元（二零一零年：約人民幣327,345,000）。

物業、廠房及設備

本年度，本集團支出了大約人民幣40,359,000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

截至二零一一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，而彼等亦無於二零一一年十二月三十一日行使任何該等權利。

Material Acquisitions and Disposals During the Year

The Group had the following material acquisitions and disposals during the year:

- I. On 12 April 2011, Andre Pectin (as purchaser) entered into the Longkou Share Transfer Agreement with Longkou Andre Juice (as vendor) and Longkou Andre Bio-feedstuff whereby Andre Pectin agreed to purchase from Longkou Andre Juice, a wholly-owned subsidiary of the Company, 75% equity interest in Longkou Andre Bio-feedstuff at a cash consideration of RMB3,201,873.19. The Longkou Share Transfer Agreement was completed on 30 April 2011. After the completion of the Longkou Share Transfer Agreement and before the Longkou Bio-feedstuff Equity Transfer Agreement as stated in II below, Longkou Andre Bio-feedstuff was owned as to 75% by Andre Pectin and 25% by the Group and was accounted for as an associated company of the Company.
- II. On 7 December 2011, (1) Longkou Andre Juice (as purchaser) entered into the Longkou Bio-feedstuff Equity Transfer Agreement with Andre Pectin (as vendor) whereby Andre Pectin agreed to transfer to Longkou Andre Juice its 75% equity interest in Longkou Andre Bio-feedstuff at a total consideration of RMB2,864,016.19; (2) Baishui Andre Juice (as purchaser) entered into the Baishui Bio-feedstuff Equity Transfer Agreement with Andre Pectin (as vendor) whereby Andre Pectin agreed to transfer to Baishui Andre Juice, a wholly-owned subsidiary of the Company, its 75% equity interest in Baishui Bio-feedstuff at a total consideration of RMB3,425,988.68; and (3) Xuzhou Andre Juice (as purchaser) entered into the Xuzhou Pomace Equity Transfer Agreement with Andre Pectin (as vendor) whereby Andre Pectin agreed to transfer to Xuzhou Andre Juice, a wholly-owned subsidiary of the Company, its 75% equity interest in Xuzhou Pomace at a total consideration of RMB3,018,784.46. The total consideration payable by the Group to Andre Pectin is RMB9,308,789.33. Upon completion of the above acquisitions on 31 December 2011, Longkou Andre Bio-feedstuff, Baishui Bio-feedstuff and Xuzhou Pomace all became wholly-owned subsidiaries of the Company, and the financial results of which were consolidated into the Group's accounts.

年內重大收購及出售

本集團於本年度有以下之重大收購及出售：

- I. 於二零一一年四月十二日，安德利果膠（作為買方）與龍口安德利果汁（作為賣方）及龍口安德利生物飼料訂立龍口股份轉讓協議，據此，安德利果膠同意自本公司的全資附屬公司龍口安德利果汁購買龍口安德利生物飼料75%股權，現金代價為人民幣3,201,873.19元。龍口股份轉讓協議於二零一一年四月三十日完成，本交易完成後至以下第II項之龍口飼料股權轉讓協議完成前，龍口安德利生物飼料由安德利果膠持有75%及由本集團持有25%股權並作本公司之聯營公司入賬。
- II. 於二零一一年十二月七日，(1)龍口安德利果汁（作為買方）與安德利果膠（作為賣方）訂立龍口飼料股權轉讓協議。據此，安德利果膠同意向龍口安德利果汁轉讓龍口安德利飼料75%的股權，總代價為人民幣2,864,016.19元；(2)白水安德利果蔬汁（作為買方）與安德利果膠（作為賣方）訂立白水飼料股權轉讓協議。據此，安德利果膠同意向本公司的全資附屬公司白水安德利果蔬汁轉讓白水飼料75%的股權，總代價為人民幣3,425,988.68元；(3)徐州安德利果蔬汁（作為買方）與安德利果膠（作為賣方）訂立徐州果渣股權轉讓協議。據此，安德利果膠同意向本公司的全資附屬公司徐州安德利果蔬汁轉讓徐州果渣75%的股權，總代價為人民幣3,018,784.46元。本集團應向安德利果膠支付的總代價為人民幣9,308,789.33元。於二零一一年十二月三十一日收購完成後，龍口安德利飼料、白水飼料及徐州果渣均成為本公司的全資附屬公司，其財務業績已合併入本集團帳目。

Report of Directors

董事會報告

III. On 26 April 2011, (1) the Company and Andre BVI, a wholly-owned subsidiary of the Company, entered into the Yongji Share Transfer Agreement with AGRANA for the purchase by the Company and Andre BVI of an aggregate of 50% equity interest held by AGRANA in Yongji Andre for a total consideration of EUR6,000,000 (equivalent to approximately HK\$67,653,835); and (2) the Company also entered into the Xianyang Share Transfer Agreement with AGRANA for the sale to AGRANA of the 50% equity interest held by the Company in Xianyang Andre for the consideration of EUR 11,500,000 (equivalent to approximately HK\$129,669,851). Before the above transfers, the equity interest of each of Yongji Andre and Xianyang Andre was held as to 50% by AGRANA and as to 50% by the Company. Upon completion of the share transfers on 30 June 2011 and 21 July 2011, Yongji Andre is owned as to 100% by the Group and the Group has no more interest in Xianyang Andre.

IV. On 23 November 2011, the Company and Yantai Anlin Fruit Industry Co., Ltd.* (烟台安林果業有限公司), an independent third party, entered into a share transfer agreement for the sale by the Company of 70% equity interest in Qingdao Nannan, a subsidiary of the Company, for a total consideration of USD2,200,000. After the completion of the share transfer on 30 November 2011, the Company has no more equity interest in Qingdao Nannan.

Significant Investments

The significant investments are set out in note 25 to the Financial Statements.

III. 於二零一一年四月二十六日，(1)本公司及其全資附屬公司安德利BVI與AGRANA訂立了永濟股份轉讓協議，內容有關本公司及安德利BVI以總代價6,000,000歐元（相當於約67,653,835港元）購買AGRANA於永濟安德利所持有合共50%之股權；及(2)本公司亦與AGRANA訂立咸陽股份轉讓協議，向AGRANA出售本公司於咸陽安德利所持有之50%股權，代價為11,500,000歐元（相當於約129,669,851港元）。於以上轉讓前，永濟安德利及咸陽安德利之股權由AGRANA及本公司分別持有50%及50%。於二零一一年六月三十日及二零一一年七月二十一日股份轉讓完成後，本集團擁有永濟安德利100%權益，而本集團不再擁有咸陽安德利任何權益。

IV. 於二零一一年十一月二十三日，本公司與其獨立第三方烟台安林果業有限公司訂立了一份股權轉讓協議，內容有關本公司向烟台安林果業有限公司出售本公司一家附屬公司青島南南70%股權，總代價2,200,000美元。於二零一一年十一月三十日股份轉讓完成後，本公司不再持有青島南南任何股權。

重大投資

本公司重大投資詳情載於財務報表附註25。

* For identification purpose only

* 僅供識別

Subsequent Event

I) Share Repurchase

In February 2012, the Company repurchased a total of 23,635,000 H Shares on the Hong Kong Stock Exchange at an aggregate consideration of HK\$6,141,075. All the 23,635,000 H Shares repurchased have not yet been cancelled by the Company. Details of the shares repurchase are as follows:

Date of repurchase 購回日期	Number of H Shares purchased 購回H股股數	Price per share 每股價格		Aggregate consideration 總代價 HK\$ (港元)
		Highest 最高 HK\$ (港元)	Lowest 最低 HK\$ (港元)	
20/02/2012	3,225,000	0.255	0.25	819,350
21/02/2012	18,915,000	0.26	0.25	4,890,000
24/02/2012	65,000	0.275	0.275	17,875
27/02/2012	85,000	0.28	0.28	23,800
28/02/2012	1,345,000	0.29	0.29	390,050
Total 合共	23,635,000			6,141,075

The repurchases were made by the Directors, pursuant to the general mandate granted by the shareholders at the 2010 Annual General Meeting, with a view to benefitting the Company and the shareholders as a whole in terms of enhancement of the net assets per share and earnings per share.

II) ICC Arbitration brought by AGRANA against the Company

By a request for arbitration dated 7 December 2011, AGRANA brought ICC proceedings against the Company in respect of a shareholders' agreement in relation to Xianyang Andre ("Xianyang SHA") dated 9 June 2006 and an Allocation Plan dated 14 January 2011 for an amount of RMB64,551,079.

期末後事項

I) 股份購回

於二零一二年二月，本公司於聯交所購回共23,635,000股H股，總代價為6,141,075港元。全部回購的23,635,000股H股仍未註銷。股份回購詳情如下：

回購是董事根據二零一零年股東週年大會由股東批准之一般性授權進行，旨在提升公司之每股淨資產值及每股盈利，增加本公司及股東整體利益。

II) AGRANA向本公司提出國際商會仲裁

藉日期為二零一一年十二月七日之仲裁要求，AGRANA就日期為二零零六年六月九日有關咸陽安德利（「咸陽SHA」）之股東協議及日期為二零一一年一月十四日之分配計劃的金額人民幣64,551,079元，向本公司提出訴訟。

Report of Directors

董事會報告

The Company served submission to object to the jurisdiction of the Arbitration Tribunal on 20 January 2012.

The Company further served an answer to the request for arbitration on 13 January 2012 and made a counterclaim for damages in the amount of RMB899,697.40 for breach of the Xianyang SHA by AGRANA.

The Company is currently waiting for AGRANA to submit its reply and for the ICC to appoint a chairperson.

The Company published an announcement on 6 January 2012 on the arbitration brought by AGRANA against the Company.

On 27 March 2012, the Company filed a separate request for arbitration in Hong Kong against AGRANA for breach of the Distribution and Agency Agreement dated 28 February 2008 for failure on the part of AGRANA to perform its obligations as the distributor to purchase the minimum quantities of apple juice concentrate specified in the agreement in an amount of RMB40,128,693, being the gross margin of the shortfall in the minimum commitments.

Employment and Remuneration Policy

As at 31 December 2011, the Group had a total of 1,471 employees (2010: 1,415 employees). Staff costs including directors' remuneration for the years ended 31 December 2011 and 31 December 2010 were approximately RMB40,602,000 and approximately RMB34,431,000 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.

本公司於二零一二年一月二十日送達仲裁協議書以反對仲裁庭的管轄權。

本公司於二零一二年一月十三日已進一步送達仲裁要求的答覆，並就 AGRANA 違反咸陽 SHA 提出反索償人民幣 899,697.40 元之損失。

本公司目前正等待 AGRANA 提交答覆，以及等待國際商會委任主席。

本公司已就 AGRANA 提出的仲裁於二零一二年一月六日刊發有關公佈。

於二零一二年三月二十七日，本公司在香港入稟 AGRANA 就違反日期為二零零八年二月二十八日之分銷及代理協議展開個別仲裁，當中 AGRANA 無法履行其作為分銷商之責任以購買協議指定濃縮蘋果汁之最低數量，應向本公司支付金額為人民幣 40,128,693 元的毛利補償款，即最低承擔中差額之毛利。

僱員及薪酬政策

於二零一一年十二月三十一日，本集團僱用共 1,471 名員工（二零一零年：1,415 名）。截至二零一一年及二零一零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 40,602,000 元及約人民幣 34,431,000 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 2011 and up to the date of this report, the Directors and Supervisors of the Company were as follows:

Executive Directors: Wang An and Zhang Hui

Non-executive Directors: Lin Wu-Chung, Liu Tsung-Yi and Jiang Hong Qi

Independent non-executive Directors: Yu Shou Neng, Qu Wen, Xu Guang Zhou (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, Li Ye Sheng and Li Kun Gui

董事及監事

於二零一一年及截至本報告日期，本公司之董事及監事如下：

執行董事：王安及張輝

非執行董事：林武忠、劉宗宜及姜洪奇

獨立非執行董事：俞守能、曲雯、徐廣洲（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、李業勝及李坤貴

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.

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.

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。

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。

Report of Directors

董事會報告

Change of Directors, Supervisors and Senior Management

Mr. Gong Fan and Mr. Chow Kam Hung were appointed as independent non-executive Directors on 18 January 2011. Mr. Xu Guang Zhou resigned as an independent non-executive Director on 18 January 2011. 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 2011.

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.

Connected Transactions

- I. On 12 April 2011, Andre Pectin (as purchaser) entered into the Longkou Share Transfer Agreement with Longkou Andre Juice (as vendor) and Longkou Andre Bio-feedstuff whereby Andre Pectin agreed to purchase from Longkou Andre Juice, a wholly-owned subsidiary of the Company, 75% equity interest in Longkou Andre Bio-feedstuff at a cash consideration of RMB3,201,873.19. Under the Listing Rules, Andre Pectin is an associate of Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司) ("Andre Group"), which is a substantial shareholder of the Company and controls 37.9% interest in Andre Pectin; Andre Pectin is also an associate of Mr. Wang An, who is a director of the Company and indirectly controls 37.9% interest in Andre Pectin through his 90% interest in Andre Group. Therefore, Andre Pectin is a connected person of the Company and the Longkou Share Transfer Agreement constituted a connected transaction of the Company pursuant to Chapter 14A of the Listing Rules. As the relevant percentage ratios in relation to the Longkou Share Transfer Agreement were more than 0.1% but less than 5% and the total consideration is more than HK\$1,000,000, the Longkou Share Transfer Agreement was subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules.

* For identification purpose only

董事、監事及高級管理人員變動

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。徐廣洲先生於二零一一年一月十八日辭任為獨立非執行董事。除本文所述，截至二零一一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。

關連交易

- I) 於二零一一年四月十二日，安德利果膠（作為買方）與龍口安德利果汁（作為賣方）及龍口安德利生物飼料訂立龍口股份轉讓協議，據此，安德利果膠同意自本公司的全資附屬公司龍口安德利果汁購買龍口安德利生物飼料75%股權，現金代價為人民幣3,201,873.19元。根據上市規則，安德利果膠為山東安德利集團有限公司（「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控制安德利果膠37.9%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90%權益間接控制安德利果膠37.9%權益。因此，安德利果膠為本公司的關連人士，根據上市規則第14A章，龍口股份轉讓協議構成本公司的關連交易。由於龍口股份轉讓協議的有關百分比率高於0.1%但低於5%及總代價超過1,000,000港元，龍口股份轉讓協議須遵守上市規則第14A章項下申報及公佈的規定。

* 僅供識別

The terms of the Longkou Share Transfer Agreement were negotiated on an arm's length basis with reference to the appraised net assets value of Longkou Andre Bio-feedstuff as at 31 December 2010. The Directors considered that the terms of the Longkou Share Transfer Agreement were entered into on normal commercial terms and were fair and reasonable and were in the interest of the Group and shareholders of the Company as a whole.

- II. On 7 December 2011, (1) Longkou Andre Juice (as purchaser) entered into the Longkou Bio-feedstuff Equity Transfer Agreement with Andre Pectin (as vendor) whereby Andre Pectin agreed to transfer to Longkou Andre Juice its 75% equity interest in Longkou Andre Bio-feedstuff at a total consideration of RMB2,864,016.19; (2) Baishui Andre Juice (as purchaser) entered into the Baishui Bio-feedstuff Equity Transfer Agreement with Andre Pectin (as vendor) whereby Andre Pectin agreed to transfer to Baishui Andre Juice, a wholly-owned subsidiary of the Company, its 75% equity interest in Baishui Bio-feedstuff at a total consideration of RMB3,425,988.68; and (3) Xuzhou Andre Juice (as purchaser) entered into the Xuzhou Pomace Equity Transfer Agreement with Andre Pectin (as vendor) whereby Andre Pectin agreed to transfer to Xuzhou Andre Juice, a wholly-owned subsidiary of the Company, its 75% equity interest in Xuzhou Pomace at a total consideration of RMB3,018,784.46. The total consideration payable by the Group to Andre Pectin was RMB9,308,789.33.

As Andre Pectin is a connected person of the Company and the acquisitions in Longkou Andre Bio-feedstuff, Baishui Bio-feedstuff and Xuzhou Pomace constituted connected transactions of the Company pursuant to Chapter 14A of the Listing Rules. In order to calculate the relevant percentage ratio (as defined under Rule 14.07 of the Listing Rules), the Company aggregated the three acquisitions pursuant to Rules 14A.25 and 14A.26 of the Listing Rules. As the relevant aggregate percentage ratios were more than 0.1% but less than 5%, the transactions contemplated under the Longkou Andre Bio-feedstuff Equity Transfer Agreement, Baishui Bio-feedstuff Equity Transfer Agreement and Xuzhou Pomace Equity Transfer Agreement were therefore subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules, but were exempt from the independent shareholders' approval requirement.

龍口股份轉讓協議的條款乃參考龍口安德利生物飼料於二零一零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，龍口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。

- II) 於二零一一年十二月七日，(1)龍口安德利果汁（作為買方）與安德利果膠（作為賣方）訂立龍口飼料股權轉讓協議。據此，安德利果膠同意向龍口安德利果汁轉讓龍口安德利飼料75%的股權，總代價為人民幣2,864,016.19元；(2)白水安德利果蔬汁（作為買方）與安德利果膠（作為賣方）訂立白水飼料股權轉讓協議。據此，安德利果膠同意向本公司的全資附屬公司白水安德利果蔬汁轉讓白水飼料75%的股權，總代價為人民幣3,425,988.68元；(3)徐州安德利果蔬汁（作為買方）與安德利果膠（作為賣方）訂立徐州果渣股權轉讓協議。據此，安德利果膠同意向本公司的全資附屬公司徐州安德利果蔬汁轉讓徐州果渣75%的股權，總代價為人民幣3,018,784.46元。本集團應向安德利果膠支付的總代價為人民幣9,308,789.33元。

安德利果膠為本公司的關連人士，根據上市規則第14A章，龍口安德利飼料收購事項、白水飼料收購事項及徐州果渣收購事項均構成本公司的關連交易。為計算有關的百分比率（定義見上市規則第14.07條），本公司已根據上市規則第14A.25條和第14A.26條將三項收購予以合併。由於經合併的相關百分比率超逾0.1%但低於5%，故龍口安德利飼料股權轉讓協議、白水飼料股權轉讓協議及徐州果渣股權轉讓協議項下擬進行的交易構成上市規則第14A章下有關申報及公佈的規定，但獲豁免遵守有關獨立股東批准的規定。

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The Directors (including independent non-executive Directors) considered that the terms of the Longkou Andre Bio-feedstuff Equity Transfer Agreement, Baishui Bio-feedstuff Equity Transfer Agreement and Xuzhou Pomace Equity Transfer Agreement were entered into on normal commercial terms and were fair and reasonable and 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 transactions 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.

董事，包括獨立非執行董事，認為，龍口安德利飼料股權轉讓協議、白水飼料股權轉讓協議及徐州果渣股權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。

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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
- 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 2011 was RMB5,000,000.

The actual sale of pomace by the Group to Andre Pectin for the year ended 31 December 2011 was RMB2,381,980 and is subject to annual review requirement under the Listing Rules.

All the independent non-executive Directors had reviewed the continuing connected transactions and confirmed that the continuing connected transactions had 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 were entered into the Group's ordinary and usual course of business, and were fair and reasonable and in the best interests of the shareholders of the Company as a whole.

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
- 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。截至二零一一年十二月三十一日止年度之年度上限為人民幣5,000,000元。

截至二零一一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2,381,980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。

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Based on the work performed, the auditors of the Company have confirmed in a letter to the Board to the following effect with respect to the continuing connected transactions of the Company that such transactions:

- (i) have received approval from the Board;
- (ii) were conducted in accordance to the pricing policy;
- (iii) have been entered into in accordance with the relevant agreement governing such transactions; and
- (iv) have not exceeded the cap amount for the financial year ended 31 December 2011 disclosed in the relevant announcement.

Related Party Transactions

During the year ended 31 December 2011, the Group entered into transactions with related parties as set out in note 37 to the Financial Statements. Some of these related party transactions constituted connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules.

Directors' and Supervisors' Interest in Contracts

Save as disclosed in this report, none of the Directors or the Supervisors 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 2011.

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

As at 31 December 2011, 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

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二零一一年十二月三十一日止財政年度之上限。

關聯方交易

截至二零一一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37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。

董事及監事於合約之權益

除本報告中披露外，於二零一一年內，概無董事或監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

於二零一一年十二月三十一日，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

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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:

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
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	17,085,000 (L)	Interest of controlled corporations (Note 3)	Personal 個人	0.97% (L) (長)	0.40% (L) (長)
	H 股	17,085,000 (長)	受控制法團權益 (附註3)			
Liu Tsung-Yi 劉宗宜	H Shares	1,954,000 (L)	Beneficial owner	Personal	0.11% (L) (長)	0.045% (L) (長)
	H 股	1,954,000 (長)	實益擁有人	個人		

Notes:

The letter "L" denotes a long position.

- As at 31 December 2011, 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% interests in the total issued share capital of the Company, respectively; and (b) 90% 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.

* For identification purpose only

有關董事進行證券交易之股份、基本股份或債權證如下：

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
Personal 個人	47.42% (L) (長)	27.85% (L) (長)
Personal 個人	0.97% (L) (長)	0.40% (L) (長)
Personal 個人	0.11% (L) (長)	0.045% (L) (長)

附註：

「長」表示長倉。

- 於二零一一年十二月三十一日，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90%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。

* 僅供識別

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

As at 31 December 2011, 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:

Name of shareholders 股東姓名	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，於二零一一年十二月三十一日，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：

* 僅供識別

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Name of shareholders 股東姓名	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 Capital Holdings Limited	H Shares H股	320,000,000 (L) (Note 6) 320,000,000 (長) (附註6)	Beneficial owner 實益擁有人	Corporate 公司	18.18% (L) (長)	7.50% (L) (長)
Norges Bank	H Shares H股	123,360,000 (L) 123,360,000 (長)	Beneficial owner 實益擁有人	Corporate 公司	7.01% (L) (長)	2.90% (L) (長)
Mitsui & Co., Ltd. 三井物產株式會社	H Shares H股	213,400,000 (L) (Note 7) 213,400,000 (長) (附註7)	Beneficial owner 實益擁有人	Corporate 公司	12.12% (L) (長)	5.00% (L) (長)
JP Morgan Chase & Co.	H Shares H股	123,360,000 (L) 123,360,000 (長)	Custodian corporation/ approved	Corporate 公司	7.01% (L) (長)	2.90% (L) (長)
		123,360,000 (P) (Note 8) 123,360,000 (借) (附註8)	lending agent 管理法團/ 核准借出代理人		7.01% (P) (借)	2.90% (P) (借)
HSBC Global Asset Management (Hong Kong) Limited (Formerly 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)						

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Notes:

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

- (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.
- (2) Mr. Wang An, a Director of the Company, was deemed to be interested in these Domestic Shares through his 90% interest in Shandong Andre Group Co., Ltd.* (山東安德利集團有限公司).
- (3) The long position in 657,794,593 Domestic Shares was 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 these 657,794,593 Domestic Shares.
- (4) The long position in 637,460,401 Domestic Shares was 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.
- (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).
- (6) According to the public information available on the website of the Stock Exchange, Atlantis Capital Holdings Limited was a 100% controlled corporation of Liu Yang; Liu Yang was deemed to be interested in such 320,000,000 H Shares.
- (7) After the capitalization issue of shares by the Company in 2007, the number of H Shares held by Mitsui & Co., Ltd. was adjusted from 97,000,000 H shares to 213,400,000 H shares.
- (8) According to the public information available on the website of the Stock Exchange, these H Shares were held directly by JP Morgan Chase Bank N.A., a wholly-owned subsidiary of JP Morgan Chase & Co..

* For identification purpose only

附註：

「長」表示長倉；「借」表示可供借出的股份。

- (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) 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90%權益而被視作擁有此內資股權益。
- (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) 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) 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) 根據聯交所網站提供之公眾資料，Atlantis Capital Holdings Limited是Liu Yang控制的100%受控制法團，Liu Yang被視作擁有320,000,000股H股權益。
- (7) 本公司於二零零七年向H股股東及內資股股東進行資本化發行後，三井物產株式會社持有本公司的H股股份由97,000,000股調整為213,400,000股。
- (8) 根據聯交所網站提供之公眾資料，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。

* 僅供識別

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 were 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 has 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).

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

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。

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

Report of Directors

董事會報告

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 2011.

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 2011 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.

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

於截至二零一一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。

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二零一一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。

* For identification purpose only

* 僅供識別

Report of Directors

董事會報告

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 2011.

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.

During the reporting period, 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 2011. The Audit Committee held two 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, 29 March 2012

* For identification purpose only

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。本公司於截至二零一一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。

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二零一一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二次會議，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，二零一二年三月二十九日

* 僅供識別

Report of the 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 operation and 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 were 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 the 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 2011 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

29 March 2012

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。

本監事會對本公司二零一一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

二零一二年三月二十九日

* 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 72 to 172, which comprise the consolidated and company statement of financial position as at 31 December 2011, 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 information.

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, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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72頁至172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二零一一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》之披露規定編製及真實而公允地列報該等合併財務報表及落實董事認為編製合併財務報表所必要之內部控制，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。本報告乃按照香港《公司條例》第141條，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，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。

Independent Auditor's Report

獨立核數師報告書

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 2011 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

29 March 2012

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二零一一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

二零一二年三月二十九日

Consolidated Statement of Comprehensive Income

合併全面收益表

for the year ended 31 December 2011

(Expressed in Renminbi Yuan)

截至二零一一年十二月三十一日止年度

(以人民幣列示)

		Note	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Turnover	收入	4	1,375,705	1,098,701
Cost of sales	銷售成本		(1,073,704)	(948,208)
Gross profit	毛利		302,001	150,493
Other income	其他收入	5	9,001	42,924
Distribution costs	銷售費用		(80,647)	(76,609)
Administrative expenses	管理費用		(58,150)	(29,299)
Other operating expenses	其他經營費用	6	(2,682)	(6,514)
Profit from operations	經營溢利		169,523	80,995
Net finance costs	財務成本淨額	8	(35,826)	(38,384)
Investment income	投資收入	9	69,070	9,181
Share of profit from associates	應佔聯營公司溢利		10,154	4,043
Profit before taxation	除稅前溢利	10	212,921	55,835
Income tax	所得稅	11	(4,830)	(6,665)
Profit for the year	本年度溢利		208,091	49,170
Other comprehensive income	其他全面收益		-	-
Total comprehensive income for the year	期內全面收益總額		208,091	49,170
Profit attributable to:	溢利歸屬於：			
Equity shareholders of the Company	本公司股東		207,168	49,215
Minority interests	少數股東		923	(45)
Profit for the year	本年度溢利		208,091	49,170

Consolidated Statement of Comprehensive Income

合併全面收益表

for the year ended 31 December 2011

(Expressed in Renminbi Yuan)

截至二零一一年十二月三十一日止年度

(以人民幣列示)

		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
	Note 附註		
Total comprehensive income attributable to:			
Equity shareholders of the Company	本公司股東	207,168	49,215
Minority interests	少數股東	923	(45)
Total comprehensive income for the year	期內全面收益總額	208,091	49,170
Basic and diluted earnings per share	基本及攤薄後每股盈利	16 RMB 人民幣 0.0486	RMB 人民幣 0.0115

The notes on pages 81 to 172 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81頁至第172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 2011

(Expressed in Renminbi Yuan)

於二零一一年十二月三十一日

(以人民幣列示)

		Note	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17(a)	803,090	815,805
Lease prepayments	預付土地租賃費	18	89,687	103,019
Interest in an associate	於聯營公司的投資	22	60,560	52,470
Goodwill	商譽	23	6,019	1,452
Deferred tax assets	遞延稅資產	24(a)	2,329	2,810
Total non-current assets	非流動資產合計		961,685	975,556
Current assets	流動資產			
Short-term investments	短期投資	25	128,488	—
Inventories	存貨	26	822,723	791,653
Trade receivables	應收賬款	27	113,886	289,668
Other receivables and prepayments	其他應收款 及預付賬款	28	109,769	134,264
Restricted deposits	有限制存款	31	—	6,400
Cash and cash equivalents	現金及現金等價物	32	96,641	142,906
Total current assets	流動資產合計		1,271,507	1,364,891
Total assets	資產合計		2,233,192	2,340,447
EQUITY AND LIABILITIES	股東權益及負債			
Current liabilities	流動負債			
Bank borrowings	銀行貸款	33	524,681	740,742
Trade and bills payable	應付賬款及應付票據	34	131,346	159,355
Other payables and accrued expenses	其他應付款 及預提費用	35	48,224	73,863
Dividends payable	應付股利		1,545	10,267
Current tax liabilities	流動稅項負債		20,775	20,233
Total current liabilities	流動負債合計		726,571	1,004,460
Net current assets	淨流動資產		544,936	360,431

Consolidated Statement of Financial Position

合併財務狀況表

at 31 December 2011
(Expressed in Renminbi Yuan)
於二零一一年十二月三十一日
(以人民幣列示)

		Note	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Total assets less current liabilities	資產合計扣除流動負債		1,506,621	1,335,987
Non-current liabilities	非流動負債			
Bank borrowings	銀行貸款	33	120,000	136,593
Other long-term liabilities	其他長期負債		249	249
Total non-current liabilities	非流動負債合計		120,249	136,842
Total liabilities	負債合計		846,820	1,141,302
Capital and reserves	股本及儲備	36		
Share capital	股本		426,554	426,554
Reserves	儲備		959,818	767,579
Total equity attributable to equity shareholders of the Company	本公司股東應佔權益		1,386,372	1,194,133
Minority interests	少數股東權益		-	5,012
Total equity	股東權益合計		1,386,372	1,199,145
Total equity and liabilities	股東權益及負債合計		2,233,192	2,340,447

Approved and authorised for issue by the board of directors on 29 March 2012.
董事會於二零一二年三月二十九日核准並授權發出。

Wang An)
王安) Directors
) 董事
Zhang Hui)
張輝)

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。

Statement of Financial Position

財務狀況表

at 31 December 2011
(Expressed in Renminbi Yuan)
於二零一一年十二月三十一日
(以人民幣列示)

		Note	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17(b)	130,054	132,297
Lease prepayments	預付土地租賃費	18	31,616	32,448
Investments in subsidiaries	於附屬公司的投資	19	541,667	459,790
Interest in a jointly controlled entity	於共同控制實體的投資	21	25,000	129,102
Interest in an associate	於聯營公司的投資	22	33,080	33,080
Deferred tax assets	遞延稅資產	24(a)	2,329	2,810
Total non-current assets	非流動資產合計		763,746	789,527
Current assets	流動資產			
Short-term investments	短期投資	25	97,200	—
Inventories	存貨	26	65,734	369,265
Trade receivables	應收賬款	27	63,015	160,111
Other receivables and prepayments	其他應收款及預付賬款	28	20,154	98,669
Dividends receivable	應收股息	29	195,136	279,315
Amounts due from subsidiaries	應收附屬公司款項	30	451,101	294,771
Amounts due from a jointly controlled entity	應收共同控制實體款項	30	72	43
Restricted deposits	有限制存款	31	—	6,400
Cash and cash equivalents	現金及現金等價物	32	77,643	125,232
Total current assets	流動資產合計		970,055	1,333,806
Total assets	資產合計		1,733,801	2,123,333
EQUITY AND LIABILITIES	股東權益及負債			
Current liabilities	流動負債			
Bank borrowings	銀行貸款	33	382,965	527,742
Trade and bills payable	應付賬款及應付票據	34	56,454	79,186
Other payables and accrued expenses	其他應付款及預提費用	35	13,883	13,990
Dividends payable	應付股利		1,545	10,267
Amounts due to subsidiaries	應付附屬公司款項	30	100,334	275,201
Amounts due to a jointly controlled entity	應付共同控制實體款項	30	—	51,024
Total current liabilities	流動負債合計		555,181	957,410

Statement of Financial Position

財務狀況表

at 31 December 2011
(Expressed in Renminbi Yuan)
於二零一一年十二月三十一日
(以人民幣列示)

		Note	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Net current assets	淨流動資產		414,874	376,396
Total assets less current liabilities	資產合計扣除流動負債		1,178,620	1,165,923
Non-current liabilities	非流動負債			
Bank borrowings	銀行貸款	33	120,000	136,593
Total liabilities	負債合計		675,181	1,094,003
Capital and reserves	股本及儲備	36		
Share capital	股本		426,554	426,554
Reserves	儲備		632,066	602,776
Total equity	股東權益合計		1,058,620	1,029,330
Total equity and liabilities	股東權益及負債合計		1,733,801	2,123,333

Approved and authorised for issue by the board of directors on 29 March 2012.
董事會於二零一二年三月二十九日核准並授權發出。

Wang An	)	
王安	)	Directors
	)	董事
Zhang Hui	)	
張輝	)	

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。

Consolidated Cash Flow Statement

合併現金流量表

for the year ended 31 December 2011

(Expressed in Renminbi Yuan)

截至二零一一年十二月三十一日止年度

(以人民幣列示)

		Note	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Cash flow from operating activities	經營活動產生的現金流量			
Profit before taxation	除稅前溢利		212,921	55,835
Adjustments for:	調整：			
Depreciation	折舊		37,747	39,730
Amortisation of lease prepayments	預付土地租賃費攤銷		2,648	2,512
Interest expenses	利息費用		35,732	41,114
Interest income	利息收入		(1,067)	(2,757)
(Gain)/loss on disposal of property, plant and equipment and land use right	出售物業、廠房及設備與土地使用權產生的(收益)/損失		(1,075)	14
Gain from bargain purchase of subsidiaries	附屬公司之議價收購收益	20(b)	(5)	—
Investment income	投資收入	9	(69,070)	(9,181)
Share of profit from associates	應佔聯營公司溢利		(10,154)	(4,043)
Operating profit before changes in working capital	流動資金變動前之經營溢利		207,677	123,224
(Increase)/decrease in inventories	存貨(增加)/減少		(25,514)	75,840
Decrease/(increase) in trade receivables	應收賬款減少/(增加)		159,807	(191,952)
Decrease in other receivables and prepayments	其他應收款及預付賬款減少		7,720	3,917
Decrease/(increase) in restricted deposits	有限制存款減少/(增加)		6,400	(2,106)
(Increase)/decrease in trade and bills payable	應付賬款及應付票據(增加)/減少		(28,206)	75,680
Decrease in other payables and accrued expenses	其他應付款及預提費用減少		40,631	8,697
Cash generated from operations	經營產生之現金		368,515	93,300
Income tax paid	支付的所得稅		(4,589)	(1,427)
Interest paid	支付的利息		(35,732)	(41,114)
Interest received	收到的利息		1,067	2,757
Net cash generated from operating activities	經營活動之現金產生淨額		329,261	53,516

Consolidated Cash Flow Statement (continued)

合併現金流量表

for the year ended 31 December 2011

(Expressed in Renminbi Yuan)

截至二零一一年十二月三十一日止年度

(以人民幣列示)

			2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
	Note 附註			
Cash flow from investing activities		投資活動產生的現金流量		
Payments for the purchase of property, plant and equipment		購買物業、廠房及設備	(44,114)	(64,391)
Acquisition of subsidiaries, net of cash acquired	20	收購附屬公司 (已扣除收購之現金)	(64,110)	—
Payments for the purchase of short-term investments		購買短期投資	(1,638,930)	(92,000)
Proceeds from disposal of property, plant and equipment and land use right		出售物業、廠房及設備與 土地使用權所得款項	17,581	12,984
Proceeds from disposal of equity interests of subsidiaries, net of cash disposed of	9(i)	出售附屬公司權益 所得款項(已扣除 出售之現金)	17,043	4,991
Proceeds from disposal of equity interests of a jointly controlled entity, net of cash disposed of	9(ii)	出售共同控制實體權益 所得款項(已扣除出售 之現金)	104,553	—
Proceeds from disposal of short-term investments		出售短期投資所得 款項	1,498,756	93,921
Repayments of advances to third parties		第三方還款	—	4,900
Net cash used in investing activities		投資活動之現金流出淨額	(109,221)	(39,595)
Cash flow from financing activities		籌資活動產生的現金流量		
Proceeds from new bank borrowings		新增銀行貸款	452,554	880,841
Repayments of bank borrowings		償還銀行貸款	(695,208)	(955,919)
Dividends paid		已付股息	(23,651)	(14,647)
Net cash used in financing activities		籌資活動之 現金流出淨額	(266,305)	(89,725)
Net decrease in cash and cash equivalents		現金及現金等價物減少 淨額	(46,265)	(75,804)
Cash and cash equivalents at beginning of year		年初之現金及 現金等價物	142,906	218,710
Cash and cash equivalents at end of year		年末之現金及 現金等價物	96,641	142,906

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。

Consolidated Statement of Changes in Equity

合併股東權益變動表

for the year ended 31 December 2011

(Expressed in Renminbi Yuan)

截至二零一一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
			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
		Note	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
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	5,057	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	36(c)	-	-	-	7,174	(7,174)	-	-	-
Dividends to equity shareholders of the Company	分派股息予本公司股東	15	-	-	-	-	(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
At 1 January 2011	於二零一一年一月一日		426,554	10	143,535	136,206	487,828	1,194,133	5,012	1,199,145
Total comprehensive income for the year	期內全面收益總額		-	-	-	-	207,168	207,168	923	208,091
Appropriations	調撥	36(c)	-	-	-	18,699	(18,699)	-	-	-
Dividends to equity shareholders of the Company	分派股息予本公司股東	15	-	-	-	-	(14,929)	(14,929)	-	(14,929)
Disposal of a subsidiary with minority interests	處置少數股東權益		-	-	-	-	-	-	(5,935)	(5,935)
At 31 December 2011	於二零一一年十二月三十一日		426,554	10	143,535	154,905	661,368	1,386,372	-	1,386,372

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，對本集團本期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 2011 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 41.

2 主要會計政策 (續)

(a) 財務報告編製基準

截至二零一一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41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.

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)).

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。

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))。

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

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.

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 (k)(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 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

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。

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(k)(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中。

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.

(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.

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。

(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。

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)

(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 (k)).

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.

(d) Property, plant and equipment

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

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.

2 主要會計政策 (續)

(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(k))。

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。

(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(k))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：

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)

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.

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(k)). 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)

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。

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(k))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(k)).

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) Other investments in debt and equity securities

The Group's and the Company's policies for investments in debt and equity securities, other than investments in subsidiaries, associates and jointly controlled entities, are as follows:

Investments in debt and equity securities are initially stated at fair value, which is their transaction price unless fair value can be more reliably estimated using valuation techniques whose variables include only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

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(k))。

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) 其他債券及證券投資

本集團及本公司有關債券及證券投資(於附屬公司及聯營公司的投資除外)的政策如下：

債券及證券投資的價值是以初始公允價值列示，一般是指其成交價，除非該等投資的公允價值能純粹以可見的市場數據而作出的評估更可靠地估計。除以下說明外，該成本包括所有可歸屬的交易成本。債券及證券投資在期後是根據下述分類計算：

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)

(f) Other investments in debt and equity securities (cont'd)

Investments in securities held for trading are classified as current assets. Any attributable transaction costs are recognised in profit or loss as incurred. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in profit or loss. The net gain or loss recognised in profit or loss does not include any dividends or interest earned on these investments as these are recognised in accordance with the policies set out in note 2(o).

Dated debt securities that the group and/or the Company have the positive ability and intention to hold to maturity are classified as held-to-maturity securities. Held-to-maturity securities are stated at amortised cost less impairment losses (see note 2(k)).

Investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognised in the statement of financial position at cost less impairment losses (see note 2(k)).

2 主要會計政策 (續)

(f) 其他債券及證券投資 (續)

為買賣所持有的證券投資歸類為流動資產列示。所有可歸屬的交易成本將被一並計入收益或虧損內。公允價值會於每個資產負債表日重計，任何衍生的收益或虧損會確認為損益。由於這些投資賺取的股息或利息是根據附註2(o)列示的政策確認，故確認於損益的淨收益或虧損並不包括任何股息或利息。

本集團及/或本公司有能力並有意持有至到期的有期債券，歸類為持有至到期的證券。持有至到期的證券是以攤銷成本減減值虧損(見附註2(k))於資產負債表列示。

證券投資如在活躍市場沒有市場報價，而該公允價值不能可靠地計算，則該證券投資在資產負債表中以成本減減值虧損(見附註2(k))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)

(f) Other investments in debt and equity securities (cont'd)

Investments in securities which do not fall into any of the above categories are classified as available-for-sale securities. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the fair value reserve, except foreign exchange gains and losses resulting from changes in the amortised cost of monetary items such as debt securities which are recognised directly in profit or loss. Dividend income from these investments is recognised in profit or loss in accordance with the policy set out in note 2(o) and, where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss in accordance with the policy set out in note 2(o). When these investments are derecognised or impaired (see note 2(k)), the cumulative gain or loss is reclassified from equity to profit or loss.

Investments are recognised / derecognised on the date the Group commits to purchase /sell the investments or they expire.

(g) 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(k)). 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)

(f) 其他債券及證券投資 (續)

不屬上述類別的證券投資會被歸類為可供出售的證券。公允價值會於每個資產負債表日重計，任何衍生的收益或虧損會確認於其他綜合收益並分別累計在權益中的公允價值儲備，唯攤余成本變動導致貨幣性項目的匯兌損益如債券的匯兌損益則直接確認於損益。該投資的股息收入是根據附註2(o)列示的政策確認於損益，如該投資是帶息的，計算的利息應根據附註2(o)列示的政策按有效利息方法並確認於損益。如該投資已停止確認或已減值（見附註2(k)），累積損益會由權益重分類至損益。

投資會於本集團正式購買／出售該投資或到期當日確認／撤銷確認或至期滿。

(g) 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(k)）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)

(h) 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.

(i) 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(k)), 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.

2 主要會計政策 (續)

(h) 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。

(i) 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(k)）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。

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) 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.

(k) Impairment of assets

(i) *Impairment of investment in debt and equity securities and trade and other receivables*

Investment in debt and equity securities and trade and other receivables that are stated at cost or amortised cost or are clarified as available for sale securities 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;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

2 主要會計政策 (續)

(j) 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。

(k) 資產減值

(i) *債券及證券投資及其他應收款的減值虧損*

以成本或攤銷成本列示的債券及證券投資及其他流動及非流動應收款，或歸類為可供出售的證券，將會於每個資產負債表日被複核以確定是否有減值的客觀迹象。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；
- 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；及
- 股權證券投資的公允價值出現重大或持續下降至低於成本。

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)

(k) Impairment of assets (cont'd)

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

(i) *Impairment of investment in debt and equity securities and trade and other receivables (cont'd)*

For investments in subsidiaries, associates and jointly controlled entities (including those recognised using the equity method), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 2(k)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 2(k)(ii).

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.

2 主要會計政策 (續)

(k) 資產減值 (續)

如果這些事實存在，減值損失將按以下情況確定：

(i) *債券及證券投資及其他應收款的減值虧損 (續)*

以包括按權益法確認的對附屬公司以及聯營公司的投資，其減值虧損是以投資的賬面金額及可變現淨值的差額計算，該方法與附註2(k)(ii)一致。如出現對附註2(k)(ii)所述情況的有利變化，則對投資的減值虧損也應予以轉回。

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。

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)

(k) Impairment of assets (cont'd)

(i) *Impairment of investment in debt and equity securities and trade and other receivables (cont'd)*

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.

For available-for-sale securities, the cumulative loss that has been recognised in the fair value reserve is reclassified to profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity securities are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised in other comprehensive income.

Impairment losses in respect of available-for-sale debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversals of impairment losses in such circumstances are recognised in profit or loss.

2 主要會計政策 (續)

(k) 資產減值 (續)

(i) 債券及證券投資及其他應收款的減值虧損 (續)

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。

已確認在公允價值儲備的可供出售的證券的累計虧損應重分類至損益。在損益確認累計虧損的金額是收購成本(減去任何本金還款及攤銷)和現行公允價值的差額，減去任何以前在損益確認有關該資產的減值虧損。

已在損益內確認的可供出售的證券的減值虧損，不會在損益沖回。該資產在期後增加任何的公允價值會確認於其他綜合權益。

假若期後增加的公允價值可以客觀地聯繫到在減值虧損被確認後才發生的事項，可供出售的債券的減值虧損便可被沖回。減值虧損的沖回在該情況下會被確認在損益。

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)

(k) Impairment of assets (cont'd)

(i) *Impairment of investment in debt and equity securities and 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)

(k) 資產減值 (續)

(i) 債券及證券投資及其他應收款的減值虧損 (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)

(k) 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;
- lease 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)

(k) 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；
- 預付土地租賃費；
- 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)

(k) 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).
- 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)

(k) 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。
- 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)

(k) 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(k)(i) and (ii)).

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.

2 主要會計政策 (續)

(k) 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(k)(i)及(ii)）。

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。

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)

(l) 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.

(m) Trade payables, bills payable and other payables

Trade payables, 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.

(n) 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)

(l) 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。

(m) 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賬，其後以已攤銷成本列示，如折現之影響不重大，則以成本入賬。

(n) 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)

(o) 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.

(iii) Dividend

- Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.
- Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

2 主要會計政策 (續)

(o) 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。假如在收到到期價款、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。

(iii) 股利收入

- 非上市權益工具投資的股利收入於集團收取股利時的權力確立時在利潤表內確認。
- 上市權益工具投資的股利收入在投資項目的股價除息時確認。

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)

(p) 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 capitalised 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)

(p) 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)

(q) 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.

(r) 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 reduced depreciation expenses.

2 主要會計政策 (續)

(q) 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。

(r) 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。

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) 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.

(t) 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.

2 主要會計政策 (續)

(s) 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。

(t) 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。

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)

(u) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member).

2 主要會計政策 (續)

(u) 關聯方

(a) 符合以下條件之一的人士及其直系家庭成員將被視為本集團的關聯方：

(i) 該人士有能力直接或間接地聯合一個或多個人士控制本集團或共同控制本集團；

(ii) 該人士有能力直接或間接地聯合一個或多個人士對本集團的財務及經營政策決策發揮重大影響力；

(iii) 該人士為本集團或本集團母公司的主要管理人員。

(b) 符合以下條件之一的實體將被視為本集團的關聯方：

(i) 該實體與本集團隸屬同一母公司(包括同時受到第三方共同控制，共同控制第三方子公司或其它)；

(ii) 該實體是本集團內其它實體的聯營公司或合資公司(或是該實體為本集團內其它實體的聯營公司或合資企業的成員之一)。

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)

(u) Related parties (cont'd)

- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

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

2 主要會計政策 (續)

(u) 關聯方 (續)

- (iii) 該實體與本集團內其它實體為相同第三方的合資企業；
- (iv) 該實體為第三方的合資企業，而本集團內其它實體為該第三方的聯營企業；
- (v) 該實體為一僱員退休福利計劃，且該福利計劃的受益實體為本集團或本集團任何關聯方；
- (vi) 該實體被上文(a)中所涉及的人士控制或共同控制；
- (vii) 在上文(a)(i)中所涉及的人士對該實體有重大影響，或為該實體或其母公司的主要管理人員。

個人的直系家庭成員是指預期他們在與企業的交易中，可能會影響該個人或受其影響的家屬。

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 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:

- IAS 24 (revised 2009), *Related party disclosures*
- Improvements to IFRSs (2010)
- Amendments to IFRIC 14, IAS 19 – *The limit on a defined benefit asset, minimum funding requirements and their interaction – Prepayments of a minimum funding requirement*
- IFRIC 19, *Extinguishing financial liabilities with equity instruments*

3 會計政策變更

國際會計準則委員會頒布了在本集團本會計期間開始生效的多項對《國際財務報告準則》的修訂及一項新《國際財務報告準則》的闡釋，並於本集團及本公司的現行會計期間首次生效。其中，以下更新與本集團的財務報表相關：

- 《國際財務報告準則第24號（2009年修訂版）》—「關聯方披露」
- 國際財務報告準則修訂（2010年）
- 《國際財務報告解釋公告第19號》—「以權益工具清償金融負債」
- 《國際財務報告解釋公告第14號》《國際會計準則第19號》的修訂—「對設定受益資產的限制，最低資金要求及其相互作用—最低資金要求的預付款」

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

The amendments to IFRIC 14 have had no material impact on the Group's financial statements as they were consistent with policies already adopted by the Group. IFRIC 19 has not yet had a material impact on the Group's financial statements as these changes will first be effective as and when the Group enters a relevant transaction (for example, a debt for equity swap).

The impacts of other developments are discussed below:

- IAS 24 (revised 2009) revises the definition of a related party. As a result, the Group has re-assessed the identification of related parties and concluded that the revised definition does not have any material impact on the Group's related party disclosures in the current and previous period. IAS 24 (revised 2009) also introduces modified disclosure requirements for government related entities. This does not impact the Group because the Group is not a government-related entity.
- Improvements to IFRSs (2010) omnibus standard introduces a number of amendments to the disclosure requirements in IFRS 7, *Financial instruments: Disclosures*. The disclosures about the Group's financial instruments in Note 38 have been conformed to the amended disclosure requirements. These amendments do not have any material impact on the classification, recognition and measurements of the amounts recognised in the financial statements in the current and previous periods.

3 會計政策變更(續)

本集團於本會計期間並未採用任何尚未生效的國際財務報告準則及相關詮釋。

《國際財務報告會計解釋公告第14號》的修訂對本集團的財務報告沒有重大影響，因為該等修訂與本集團現行會計政策一致。《國際財務報告解釋公告第19號》所導致的會計政策變更對本集團的財務報告沒有重大影響，因為該變更將會在本集團發生相關業務時才首次生效(例如債轉股)。

其他改進產生的影響如下：

- 《國際財務報告準則第24號(2009年修訂版)》修訂了關聯方的定義。因此，本集團重新評估了對關聯方的認定，該修訂後的定義在本期及以前期間均對本集團關聯方的披露沒有重大影響。《國際財務報告準則第24號(2009年修訂版)》同時修正了對政府相關企業進行披露的要求。鑒於本集團並非政府相關企業，因此該修正對本集團無影響。
- 國際財務報告準則修訂(2010年)綜合修訂了《國際財務報告準則第七號》—「金融工具」：披露。本集團在附註38對金融工具的披露符合修訂後的披露要求。該修訂對當期及以前年度對金融工具的分類、確認以及計量沒有重大影響。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

4 Turnover and segment information

Turnover primarily represents income arising from the sales 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 2011 revenues from sales of condensed juice to these two customers amounted to approximately RMB152 million (2010: RMB134 million) and RMB145 million (2010: RMB130 million) respectively. Details of concentrations of credit risk arising from these customers are set out in note 38(a).

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

North America	北美
Europe	歐洲
Asia	亞洲
Oceania	大洋洲
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%。二零一一年本集團向兩個主要客戶銷售濃縮果汁之金額分別為人民幣152,000,000元（二零一零年：人民幣134,000,000元）和人民幣145,000,000元（二零一零年：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38(a)披露。

以下是按客戶地區分析之本集團銷售額：

2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
320,699	339,082
308,216	229,120
462,741	311,376
199,353	115,329
84,696	103,794
1,375,705	1,098,701

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

5 Other income

Sales of packaging materials	銷售包裝材料
Government grants	政府補貼
Compensation income	補償收入
Others	其他
Total	合計

(i) Compensation income

Compensation income for the year ended 31 December 2011 represents the land acquisition compensation agreed with and received from the government authority during the year.

5 其他收入

2011	2010
二零一一年	二零一零年
RMB'000	RMB'000
人民幣千元	人民幣千元
890	6,819
2,981	23,483
(i) 1,537	9,261
3,593	3,361
9,001	42,924

(i) 補償收入

截至二零一一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。

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

2011	2010
二零一一年	二零一零年
RMB'000	RMB'000
人民幣千元	人民幣千元
687	5,277
1,995	1,237
2,682	6,514

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

7 Personnel expenses

Salaries, wages and staff welfare	薪金、工資及員工福利
Contributions to retirement benefit schemes	退休福利計劃供款
Total	合計

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% (2010: 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.

7 職工費用

2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
35,181	30,571
5,421	3,860
40,602	34,431

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% (二零一零年：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

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
Interest income	利息收入
Bank charges	銀行費用
Net exchange loss/(gain)	匯兌淨損失／(收入)

Less: interest expense capitalised	減：資本化利息費用
Total	合計

8 財務成本淨額

2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
-----------------------------------	-----------------------------------

35,732	41,114
(1,067)	(2,757)
626	880
535	(853)
35,826	38,384
-	-
35,826	38,384

9 Investment income

(Loss)/gain on disposal of equity securities	處置權益性證券(損失)／收益	
Gain on disposal of equity interest of subsidiaries	處置附屬公司權益收益	(i)
Gain on disposal of equity interest of a jointly controlled entity	處置合營公司權益收益	(ii)
Gain on the dilution of equity interest in an associate	聯營公司權益攤薄收益	
Remeasurement to fair value of pre-existing interest in an acquired subsidiary	收購的子公司於合併前投資調整至公允價值	
Others	其他	
Total	合計	

9 投資收入

2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
-----------------------------------	-----------------------------------

(11,686)	1,921
129	713
69,302	-
-	6,360
11,325	-
-	187
69,070	9,181

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 2011, the Group transferred 75% equity interest in Longkou Andre Bio-feedstuff Co., Ltd. ("Longkou Andre Bio-feedstuff"), a subsidiary of the Company, to Yantai Andre Pectin Co., Ltd. ("Andre Pectin"), an associate of the Company, for a total consideration of approximately RMB3,202,000.

During the year ended 31 December 2011, the Group transferred 70% equity interest in Qingdao Nannan Beverage Co., Ltd. ("Qindao Nannan"), a subsidiary of the Company, to Yantai Anlin Fruit Processing Industry Co., Ltd., for a total consideration of USD2,200,000 (equivalent to RMB13,900,000).

The investment income recognised for the year ended 31 December 2011 represented the difference between the considerations received and the carrying amount of the equity interest disposed of. After the completion of these transfers, Longkou Andre Bio-feedstuff became an associate of the Company and the Company ceased owning any equity interest in Qingdao Nannan.

9 投資收入(續)

- (i) 截至二零一一年十二月三十一日止年度，本集團出售附屬公司龍口安德利生物飼料有限公司(「龍口安德利生物飼料」) 75%股權予本公司聯營公司烟台安德利果膠股份有限公司(「安德利果膠」)，現金代價約為人民幣3,202,000元。

截至二零一一年十二月三十一日止年度，本集團出售附屬公司青島南南飲料有限公司(青島南南) 70%股權予烟台安林果業有限公司，現金代價為美元2,200,000元(相等於人民幣13,900,000元)。

於二零一一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賬面價值之差異。於轉讓完成後，龍口安德利生物飼料曾經成為本公司之聯營公司，本公司不再擁有青島南南任何權益。

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) (cont'd)

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

		Note 附註	2011 二零一一年 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	17(a)	6,859
Lease prepayments	預付土地租賃費	18	6,153
Other receivables and prepayments	其他應收款及預付賬款		14,589
Cash and cash equivalents	現金及現金等價物		59
Trade payables	應付賬款		(258)
Other payables and accrued expenses	其他應付款及預提費用		(3,452)
			23,950
Amount of net assets attributable to a holder of minority interests	歸屬於少數股東之淨資產金額		(5,935)
Amount of net assets attributable to the Group thereafter accounted for as an associate	歸屬於本集團交易後成為聯營公司之淨資產金額		(1,042)
The Group's share of net assets	歸屬於本集團之淨資產		16,973
Consideration received, satisfied in cash	收到之代價，以現金形式支付		17,102
Less: cash and cash equivalents disposed of	減：出售之現金及現金等價物		(59)
Net cash inflow	現金流入淨額		17,043

(ii) During the year ended 31 December 2011, the Group transferred 50% equity interest in Xianyang Andre Juice Co., Ltd.* ("Xianyang Andre"), a jointly controlled entity of the Company, to AGRANA Juice Holding GmbH, for a total consideration of EUR11,500,000 (equivalent to RMB105,814,000).

9 投資收入(續)

(i) (續)

處置附屬公司權益對本集團財務狀況之影響分析如下：

	Note 附註	2011 二零一一年 RMB'000 人民幣千元
Property, plant and equipment	17(a)	6,859
Lease prepayments	18	6,153
Other receivables and prepayments		14,589
Cash and cash equivalents		59
Trade payables		(258)
Other payables and accrued expenses		(3,452)
		23,950
Amount of net assets attributable to a holder of minority interests		(5,935)
Amount of net assets attributable to the Group thereafter accounted for as an associate		(1,042)
The Group's share of net assets		16,973
Consideration received, satisfied in cash		17,102
Less: cash and cash equivalents disposed of		(59)
Net cash inflow		17,043

(ii) 截至二零一一年十二月三十一日止年度，本集團出售合營公司咸陽安德利果蔬汁有限公司*（「咸陽安德利」）50%股權予 AGRANA Juice Holding GmbH，總代價為11,500,000歐元（相等於人民幣105,814,000元）。

* For identification purpose only

* 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)

(ii) (cont'd)

The investment income recognised for the year ended 31 December 2011 represented the difference between the consideration received and the carrying amount of the equity interest disposed of. After the completion of the transfer, the Company ceased owning any equity interest in Xianyang Andre.

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

9 投資收入(續)

(ii) (續)

於二零一一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賬面價值之差異。於轉讓完成後，本公司不再擁有咸陽安德利任何權益。

處置共同控制實體權益對本集團財務狀況之影響分析如下：

		The Group's effective interest of assets and liabilities disposed of 所處置的資產及負債中 本集團之有效權益	RMB'000 人民幣千元
	Note 附註		
Property, plant and equipment	物業、廠房及設備	17(a)	65,209
Lease prepayments	預付土地租賃費	18	1,279
Inventories	存貨		13,379
Trade receivables	應收賬款		21,957
Other receivables and prepayments	其他應收款及預付賬款		5,067
Cash and cash equivalents	現金及現金等價物		1,261
Trade payables	應付賬款		(1,903)
Other payables and accrued expenses	其他應付款及預提費用		(69,625)
Current tax liabilities	流動稅項負債		(112)
			36,512
Consideration received, satisfied in cash	收到之代價，以現金形式支付		105,814
Less: cash and cash equivalents disposed of	減：出售之現金及現金等價物		(1,261)
Net cash inflow	現金流入淨額		104,553

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
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：

2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
37,747	39,730
1,480	1,480
–	350
2,648	2,512
2,021	1,120
4,232	–

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。

Current tax	當期稅項
Provision for PRC income tax	中國企業所得稅費用
Deferred tax	遞延稅項
Origination and reversal of temporary differences	暫時差異的確認和轉回

2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
4,349	4,500
481	2,165
4,830	6,665

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. (disposed during the year), is 25% from 1 January 2008. Baishui Andre Juice Co., Ltd. and Xianyang Andre Juice Co., Ltd. continued to enjoy a preferential tax rate of 15% till the end of 2011. 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(於本年處置)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二零一一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 2011, 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. (disposed during the year) 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., subsidiaries of the Company as at 31 December 2011, 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(於本年處置)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(於二零一一年十二月三十一日為本公司附屬公司)的生物飼料生產業務被認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% (2010: 25%)	按適用稅率 25% (二零一零年：25%) 計算之中國所得稅
Tax effect of exemption and relief granted	稅務減免
Tax effect of the difference in tax rates among the Company, the subsidiaries and jointly controlled entities	本公司、與附屬公司與共同控制實體適用稅率差別之影響
Tax effect of tax loss of tax-exempted business	免稅業務虧損之影響
Tax effect of unused tax losses not recognised	未確認未利用稅務虧損之影響
Tax effect of previously unrecognised tax loss utilised	利用以前年度未確認稅務虧損之影響
Over-provision in respect of prior years	以前年度多計提之所得稅費用
Others	其他
Income tax expense	所得稅費用

(i) Others primarily represent the net tax effect of non-taxable income and non-deductible expenses.

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：

2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
212,921	55,835
53,230	13,959
(49,541)	(8,448)
(2,630)	(1,473)
1,763	2,819
3,450	1,232
(1,637)	(1,758)
-	-
195	334
4,830	6,665

(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

12 董事及監事酬金

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

董事及監事酬金之詳情如下：

Name	姓名		Directors' and supervisors' fees		Salaries, allowances and benefits in kind		Retirement scheme contributions		Total	
			董事及監事袍金		基本薪金、津貼及其他福利		退休福利計劃供款		合計	
			2011	2010	2011	2010	2011	2010	2011	2010
			二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年
			(RMB' 000)	(RMB' 000)	(RMB' 000)	(RMB' 000)	(RMB' 000)	(RMB' 000)	(RMB' 000)	(RMB' 000)
(人民幣千元)									(人民幣千元)	(人民幣千元)
Executive Directors:	執行董事：									
Wang An	王安		50	50	105	87	8	8	163	145
Zhang Hui	張輝		50	50	105	87	8	8	163	145
Jiang Hongqi	姜洪奇	(i)	-	25	-	17	-	-	-	42
Non-executive Directors:	非執行董事：									
Jiang Hongqi	姜洪奇	(i)	50	25	-	18	-	-	50	43
Lin Wu-Chung	林武忠		-	12	-	-	-	-	-	12
Liu Tsung-Yi	劉宗宜		-	12	-	-	-	-	-	12
Independent Non-executive Directors:	獨立非執行董事：									
Gong Fan	龔凡	(ii)	46	-	-	-	-	-	46	-
Yu Shouneng	俞守能		50	50	-	-	-	-	50	50
Qu Wen	曲雯		50	50	-	-	-	-	50	50
Chow Kam Hung	周錦雄	(ii)	46	-	-	-	-	-	46	-
Xu Guangzhou	徐廣洲	(iii)	4	25	-	-	-	-	4	25
Wu Jianhui	鄔建輝	(iv)	-	25	-	-	-	-	-	25
Supervisors:	監事：									
Li Kungui	李坤貴	(v)	30	15	-	-	-	-	30	15
Li Yesheng	李業勝	(v)	30	15	-	-	-	-	30	15
Wang Chuntang	王春堂		30	30	-	-	-	-	30	30
Mu Guisheng	慕桂盛	(vi)	-	15	-	-	-	-	-	15
Qu Weijia	曲維佳	(iv)	-	15	-	-	-	-	-	15
			436	414	210	209	16	16	662	639

- (i) Changed from Executive Director to Non-executive Directors on 30 June 2010
- (ii) Appointed on 18 January 2011
- (iii) Resigned on 18 January 2011
- (iv) Retired on 30 June 2010
- (v) Appointed on 30 June 2010
- (vi) Resigned on 30 June 2010

- (i) 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
- (ii) 於二零一一年一月十八日被委任
- (iii) 於二零一一年一月十八日辭任
- (iv) 於二零一零年六月三十日退任
- (v) 於二零一零年六月三十日被委任
- (vi) 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 2011 and 2010, 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. For the year ended 31 December 2011 and 2010, Mr. Lin Wu-Chong and Liu Tsung-Yi, two non-executive Directors, have waived their director's emoluments with effect from 1 April 2010.

13 Individuals with the highest emoluments

Of the five individuals with the highest emoluments, two (2010: two) are executive directors whose emoluments are disclosed in Note 12 above. The aggregate of the emoluments in respect of the other three (2010: three) 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

The emoluments of the three (2010: three) individuals with the highest emoluments are within the following band:

HK\$Nil – HK\$1,000,000	港幣零元 – 港幣 1,000,000 元
-------------------------	-----------------------

12 董事及監事酬金 (續)

於截至二零一一年及二零一零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。於截至二零一一年及二零一零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。

13 最高薪人士

在二零一一年五位最高薪人士中，二人(二零一零年：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(二零一零年：三人)之薪酬如下所示：

2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
298	311
3	27
301	338

該三位最高薪人士的薪酬在以下範圍之內：

2011 二零一一年 Number of individuals 人數	2010 二零一零年 Number of individuals 人數
3	3

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 loss of RMB4,618,000 (2010: a profit of RMB23,410,000) which has been dealt with in the financial statements of the Company.

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虧損人民幣4,618,000元(二零一零年：利潤人民幣23,410,000元)。

15 Dividends

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

Final dividend proposed after the balance sheet date of RMB0.005 per share (2010: RMB0.0035 per share)	於結算日後建議分派末期股息每股人民幣0.005元(二零一零年：每股人民幣0.0035元)
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The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

15 股息

(a) 本年度分派股息予本公司股東：

2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
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21,328	14,929
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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 (2010: RMB0.0035 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(二零一零年：每股人民幣0.0035元)

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：

2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
-----------------------------------	-----------------------------------

14,929

14,929

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 RMB207,168,000 (2010: RMB49,215,000) and 4,265,536,000 shares (2010: 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.

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207,168,000元(二零一零年：人民幣49,215,000元)及本年已發行股份4,265,536,000股(二零一零年：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

	Note 附註	Machinery and equipment					Total 合計
		Buildings 建築物	Motor vehicles 汽車	Office equipment 辦公室設備	Construction in progress 在建工程		
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Cost:	成本：						
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
At 1 January 2011	於二零一一年一月一日	469,160	776,776	15,121	21,668	3,954	1,286,679
Additions	添置	2,754	9,605	2,625	1,701	23,674	40,359
Transfers	重新分類	18,228	5,127	-	-	(23,355)	-
Acquisition of subsidiaries	收購附屬公司	26,497	28,170	103	212	263	55,245
Other additions	其他增加	4,186	6,438	-	-	-	10,624
Disposal of subsidiaries	處置子公司	(9,471)	(2,806)	-	(95)	-	(12,372)
Disposal of a jointly controlled entity	處置合營公司	(31,468)	(54,174)	(738)	(1,501)	-	(87,881)
Other disposals	其他處置	(9,139)	(1,346)	(4,380)	(865)	-	(15,730)
At 31 December 2011	於二零一一年十二月三十一日	470,747	767,790	12,731	21,120	4,536	1,276,924
Accumulated depreciation:	累計折舊：						
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)
At 1 January 2011	於二零一一年一月一日	(98,971)	(344,937)	(11,375)	(15,591)	-	(470,874)
Charge for the year	本年度折舊	(9,867)	(24,862)	(1,432)	(1,586)	-	(37,747)
Written back on:	轉回：						
Disposal of subsidiaries	處置子公司	4,199	1,230	-	84	-	5,513
Disposal of a jointly controlled entity	處置合營公司	4,498	16,528	445	1,201	-	22,672
Other disposals	其他處置	1,701	285	3,901	715	-	6,602
At 31 December 2011	於二零一一年十二月三十一日	(98,440)	(351,756)	(8,461)	(15,177)	-	(473,834)
Net book value:	賬面值：						
At 31 December 2011	於二零一一年十二月三十一日	372,307	416,034	4,270	5,943	4,536	803,090
At 31 December 2010	於二零一零年十二月三十一日	370,189	431,839	3,746	6,077	3,954	815,805

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 2010 and 2011.

(b) The Company

17 物業、廠房及設備(續)

(a) 本集團(續)

於二零一零年及二零一一年十二月三十一日，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
Cost:	成本：						
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
At 1 January 2011	於二零一一年一月一日	103,063	96,947	6,861	7,587	1,486	215,944
Additions	添置	1,017	1,557	1,093	290	150	4,107
Disposals	處置	-	-	(2,861)	-	-	(2,861)
At 31 December 2011	於二零一一年十二月三十一日	104,080	98,504	5,093	7,877	1,636	217,190

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)

		Buildings	Machinery and equipment	Motor vehicles	Office equipment	Construction in progress	Total
		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
Accumulated depreciation: 累計折舊:							
At 1 January 2010	於二零一零年一月一日	(22,324)	(45,706)	(4,809)	(5,141)	-	(77,980)
Charge for the year	本年度折舊	(1,403)	(3,200)	(517)	(611)	-	(5,731)
Written back on disposals	處置轉回	64	-	-	-	-	64
At 31 December 2010	於二零一零年十二月三十一日	(23,663)	(48,906)	(5,326)	(5,752)	-	(83,647)
At 1 January 2011	於二零一一年一月一日	(23,663)	(48,906)	(5,326)	(5,752)	-	(83,647)
Charge for the year	本年度折舊	(1,885)	(3,185)	(463)	(492)	-	(6,025)
Written back on disposals	處置轉回	-	-	2,536	-	-	2,536
At 31 December 2011	於二零一一年十二月三十一日	(25,548)	(52,091)	(3,253)	(6,244)	-	(87,136)
Net book value: 賬面值:							
At 31 December 2011	二零一一年十二月三十一日	78,532	46,413	1,840	1,633	1,636	130,054
At 31 December 2010	二零一零年十二月三十一日	79,400	48,041	1,535	1,835	1,486	132,297

No property, plant and equipment of the Company were pledged as at 31 December 2010 and 2011.

於二零一零年及二零一一年十二月三十一日，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)

18 Lease prepayments

		The Group 本集團		The Company 本公司	
		2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年
		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
Note 附註					
At 1 January	於一月一日	103,019	105,531	32,448	33,280
Acquisition of a subsidiary	收購子公司	20(a) 3,425	—	—	—
Other additions	其他增加	701	—	—	—
Disposal of a subsidiary	處置子公司	9(i) (6,153)	—	—	—
Disposal of a jointly controlled entity	處置合營公司	9(iii) (1,279)	—	—	—
Other disposals	其他出售	(7,378)	—	—	—
Amortisation	攤銷	(2,648)	(2,512)	(832)	(832)
At 31 December	於十二月三十一日	89,687	103,019	31,616	32,448

Lease prepayments represent payments for land use rights in the PRC.

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	
		2011 二零一一年	2010 二零一零年
		RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January	於一月一日	459,790	459,790
Transfer from interests in jointly controlled entities	自共同控制實體投資 轉入	49,343	—
Other additions	其他新增	48,101	—
Disposals	處置	(15,567)	—
At 31 December	於十二月三十一日	541,667	459,790

19 於附屬公司的投資－本公司

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 2011 are as follows:

19 於附屬公司的投資 – 本公司 (續)

於二零一一年十二月三十一日，本公司投資於附屬公司之權益如下：

	Place of incorporation and operation		Authorised/ Registered capital		Proportion of ownership interest 所佔股權比例	
Name of company	成立及	Principal activities	法定／	Paid-in capital	Direct	Indirect
公司名稱	營業地點	主營業務	註冊資本	實收資本	直接	間接
(a) Enterprises established outside the PRC						
在境外成立的公司						
Andre Juice Co., Ltd.	British Virgin Islands	Investment holding	US\$50,000	US\$1	100%	—
安德利果汁有限公司	英屬處女島	投資控股	(50,000 shares of US\$1 each) 50,000 美元 (50,000 股每股 1 美元)	1 美元		
North Andre Juice (USA) Inc.	The United States	Sale of juice	US\$10,000	US\$10,000	—	100%
北方安德利果汁(美國) 股份有限公司	of America 美國	果汁銷售	10,000 美元	10,000 美元		
(b) Sino-foreign equity joint venture enterprises established in the PRC						
在中國境內成立的外商投資企業						
Baishui Andre Juice Co., Ltd.	Shaanxi, PRC	Manufacture and	US\$17,000,000	US\$17,000,000	75%	25%
白水安德利果蔬汁有限公司	中國陝西省	sale of juice 果汁生產及銷售	17,000,000 美元	17,000,000 美元		
Baishui Andre Bio-feedstuff Co., Ltd.	Shaanxi, PRC	Manufacture and	US\$500,000	US\$500,000	—	100%
(“Baishui Andre Bio-feedstuff”)	中國陝西省	sale of bio-feedstuff	500,000 美元	500,000 美元		
白水安德利生物飼料有限公司 (「白水安德利生物飼料」)		生物飼料生產 及銷售				
Binzhou Andre Juice Co., Ltd.	Shandong, PRC	Manufacture and	US\$12,100,000	US\$12,100,000	75%	25%
濱州安德利果汁飲料有限公司	中國山東省	sale of juice 果汁生產及銷售	12,100,000 美元	12,100,000 美元		

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. ("Longkou Andre Bio-feedstuff") 龍口安德利生物飼料有限公司 (「龍口安德利生物飼料」)	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%
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%
Xuzhou Andre Pomace Products Co., Ltd. ("Xuzhou Andre Pomace") 徐州安德利果渣製品有限公司 (「安德利果渣」)	Jiangsu, PRC 中國江蘇省	Manufacture and sale of pomace products 果渣製品生產及銷售	US\$500,000 500,000 美元	US\$500,000 500,000 美元	–	100%
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%
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%
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	Production 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	75%	25%
(c) Domestic company established in the PRC						
在中國境內成立的內資企業						
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%

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

20 Acquisitions of subsidiaries

(a) Acquisition of Yongji Andre

During the year ended 31 December 2011, the Group acquired 50% equity interest of Yongji Andre, a jointly controlled entity of the Company before the acquisition, from AGRANA Juice Holding GmbH, a company incorporated in Austria, at a cash consideration of EUR6,000,000 (equivalent to RMB56,202,000). After the acquisition, the Group held 100% equity interest of Yongji Andre and Yongji Andre became a subsidiary of the Group.

The acquisition had the following effect on the Group's assets and liabilities on the acquisition date:

20 收購附屬公司

(a) 收購永濟安德利

截至二零一一年十二月三十一日止年度，本集團以總代價6,000,000歐元（相等於人民幣56,202,000元）購買AGRANA Juice Holding GmbH（一家於奧地利成立之公司）（於收購前為本公司之共同控制實體）所持有合共50%永濟安德利之股權。於收購完成後，本集團擁有永濟安德利全部權益，永濟安德利亦成為本集團之附屬公司。

該收購於收購日對本集團的資產和負債的影響如下：

		The Group's effective interest in identifiable assets acquired and liabilities assumed 所收購的可辨認資產及 所承擔的負債中 本集團之有效權益 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	52,176
Lease prepayments	預付土地租賃費	3,425
Inventories	存貨	13,450
Trade receivables	應收賬款	85
Other receivables and prepayments	其他應收款及預付賬款	2,219
Cash and cash equivalents	現金及現金等價物	749
Bank loans	銀行貸款	(10,000)
Trade payables	應付帳款	(1,576)
Other payables and accrued expenses	其他應付款及預提費用	(8,893)
		51,635
The Group's share of the net identifiable assets acquired and liabilities assumed	所收購的可辨認資產及 所承擔的負債中本集團擁有部分	51,635
Goodwill arising on acquisition	因收購產生的商譽	4,567
Total purchase consideration	購買總代價	56,202
Purchase consideration, satisfied in cash	收購代價：以現金滿足	56,202
Cash and cash equivalents acquired	收購的現金及現金等價物	(749)
Net cash outflow	現金流出淨額	55,453

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

20 Acquisitions of subsidiaries (cont'd)

(a) Acquisition of Yongji Andre (cont'd)

Goodwill amounting to RMB4,567,000 was recognised as a result of the acquisition of Yongji Andre during the year.

The remeasurement to fair value of the Group's existing 50% interest in Yongji Andre resulted in a gain of RMB11,325,000, which has been recognised in investment income in the statement of comprehensive income (see Note 9).

Pre-acquisition carrying amounts were determined based on applicable IFRSs immediately before the acquisition. The values of assets and liabilities recognised on acquisition are their estimated fair values.

The newly acquired subsidiary has incurred a loss of RMB530,000 since the acquisition date. The consolidated revenue and consolidated profit for the year would not be significantly different if the acquisition had occurred on 1 January 2011.

(b) Acquisitions of Baishui Andre Bio-feedstuff, Xuzhou Andre Pomace and Longkou Andre Bio-feedstuff

During the year ended 31 December 2011, the Group acquired 75% equity interest in each of Baishui Andre Bio-feedstuff, Xuzhou Andre Pomace and Longkou Andre Bio-feedstuff, associates of the Company before the transfers, from Andre Pectin, an associate of the Company incorporated in the PRC, at an aggregate cash consideration of RMB9,309,000. After the acquisitions, the Group totally held 100% equity interests of Baishui Andre Bio-feedstuff, Longkou Andre Bio-feedstuff and Xuzhou Andre Pomace and they became subsidiaries of the Group.

The acquisitions had the following effect on the Group's assets and liabilities on the acquisition date:

20 收購附屬公司(續)

(a) 收購永濟安德利(續)

本年人民幣4,567,000元之商譽產生自永濟安德利的收購確認。

本集團擁有的永濟安德利50%權益調整至公允價值產生收益人民幣11,325,000元，該金額已在全面收益表中確認為投資收益。(參見附註9)。

收購前的賬面金額是在收購當時根據所適用的國際財務報告準則計算得出的。收購所確認的資產及負債的價值為估計之公允價值。

新收購的附屬公司自收購日錄得人民幣530,000元虧損。倘此收購於二零一一年一月一日發生，年內綜合營業額及綜合溢利將不會有重大差異。

(b) 收購白水安德利生物飼料，徐州安德利果渣以及龍口安德利生物飼料

截至二零一一年十二月三十一日止年度，本集團以現金代價總額人民幣9,309,000元向本公司於中國成立之聯營公司安德利果膠購買於轉讓前聯營公司之白水安德利生物飼料，徐州安德利果渣，以及龍口安德利生物飼料各自75%之股權。於收購完成後，本集團擁有白水安德利生物飼料，徐州安德利果渣以及龍口安德利生物飼料全部權益，它們亦成為本集團之附屬公司。

該收購於收購日對本集團的資產和負債的影響如下：

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

20 Acquisitions of subsidiaries (cont'd)

(b) Acquisitions of Baishui Andre Bio-feedstuff, Xuzhou Andre Pomace and Longkou Andre Bio-feedstuff (cont'd)

		2011 二零一一年 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	3,069
Inventories	存貨	5,485
Trade receivables	應收賬款	5,897
Other receivables and prepayments	其他應收款及預付賬款	3,516
Cash and cash equivalents	現金及現金等價物	652
Trade payables	應付帳款	(782)
Other payables and accrued expenses	其他應付款及預提費用	(4,524)
Current tax liabilities	流動稅項負債	(894)
Net identifiable assets and liabilities	可辨認資產及負債	12,419
The Group's 75% share of the net identifiable assets acquired and liabilities assumed	所收購的可辨認資產及所承擔的負債中本集團擁有75%部分	9,314
Gain from bargain purchase of subsidiaries	附屬公司議價收購收益	(5)
Total purchase consideration	購買總代價	9,309
Purchase consideration, satisfied in cash	收購代價：以現金滿足	9,309
Cash and cash equivalent acquired	收購的現金及現金等價物	(652)
Net cash outflow	現金流出淨額	8,657

Gain from bargain purchase of subsidiaries amounting to RMB5,000 was recognised as a result of the acquisitions of Baishui Andre Bio-feedstuff, Longkou Andre Bio-feedstuff and Xuzhou Andre Pomace during the year.

The newly acquired subsidiaries have not incurred profit or loss since the acquisition date. The consolidated revenue and consolidated profit for the year would not be significantly different if the acquisition had occurred on 1 January 2011.

20 收購附屬公司(續)

(b) 收購白水安德利生物飼料，徐州安德利果渣以及龍口安德利生物飼料

本年人民幣5,000元之附屬公司議價收購收益產生自白水安德利生物飼料，徐州安德利果渣以及龍口安德利生物飼料的收購確認如下：

新收購的附屬公司自收購日錄得人民幣零元虧損。倘此收購於二零一一年一月一日發生，年內綜合營業額及綜合溢利將不會有重大差異。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

21 Interest in a jointly controlled entity – the Company

21 於共同控制實體的投資 – 本公司

		Unlisted, at cost 非上市，成本	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
At 1 January	於一月一日	129,102	123,670
Addition	增加	–	5,432
Disposal	處置	(54,759)	–
Transfer to investments in subsidiaries	轉至附屬公司投資	(49,343)	–
At 31 December	於十二月三十一日	25,000	129,102

Details of the Company's interests in the jointly controlled entity as at 31 December 2011 are as follows:

於二零一一年十二月三十一日，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
Sino-foreign equity joint venture enterprise established in the PRC 在中國境內成立的外商投資企業						
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)

21 Interest in a jointly controlled entity – the Company (cont'd)

Summary of financial information on the jointly controlled entity/entities – the Group's effective interests:

		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Non-current assets	非流動資產	44,847	159,723
Current assets	流動資產	14,944	101,450
Current liabilities	流動負債	(2,873)	(119,590)
Net assets	淨資產	56,918	141,583
Income	收入	75,675	206,208
Expenses	費用	(83,737)	(212,947)
Loss for the year	本年虧損	(8,062)	(6,739)

21 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：

22 Interest in an associate

		The Group 本集團		The Company 本公司	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Unlisted, at costs	非上市，成本	–	–	33,080	33,080
Share of net assets	應佔淨資產	60,560	52,470	–	–
Total	合計	60,560	52,470	33,080	33,080

22 於聯營公司的投資

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

22 Interest in an associate (cont'd)

Details of the associate as at 31 December 2011 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
Sino-foreign joint stock limited company established in the PRC 在中國境內成立的中外合資股份有限公司						
Yantai Andre Pectin Co., Ltd. ("Andre Pectin")	Shandong, PRC (i) 中國山東省	Manufacture and sales of pectin	RMB175,000,000 人民幣	RMB175,000,000 人民幣	18.95%	—
烟台安德利果膠股份有限公司 (「安德利果膠」)		果膠生產及銷售	175,000,000 元	175,000,000 元		

(i) The Group exercised 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.

於二零一一年十二月三十一日，聯營公司之詳情如下：

(i) 本集團通過其於安德利果膠董事會代表的表決權對其有重大影響，因此本集團將對安德利果膠的權益歸屬為聯營公司。

Summary of financial information on the associate/associates are as follows:

以下為聯營公司之財務報表摘要：

		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
2011	二零一一年					
100 per cent	100%	590,777	271,153	319,624	214,437	53,512
the Group's effective interest	本集團有效權益	111,937	51,376	60,560	40,937	10,154
2010	二零一零年					
100 per cent	100%	427,887	159,873	268,014	171,946	20,569
the Group's effective interest	本集團有效權益	85,005	32,535	52,470	34,806	4,043

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

23 Goodwill – the Group

Cost and carrying amount:	成本及賬面值：
At 1 January	於一月一日
Additions	增加
At 31 December	於十二月三十一日

Goodwill is allocated to the following groups of cash-generating units:

Longkou Andre	龍口安德利
Yongji Andre	永濟安德利

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 and Yongji Andre.

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 3.78 per cent has been used in discounting the projected cash flows.

23 商譽－本集團

2011	2010
二零一一年	二零一零年
RMB'000	RMB'000
人民幣千元	人民幣千元

1,452	1,452
4,567	—
6,019	1,452

商譽分配至以下各組的現金產生單位：

	2011	2010
	二零一一年	二零一零年
Note	RMB'000	RMB'000
附註	人民幣千元	人民幣千元
	1,452	1,452
20(a)	4,567	—
	6,019	1,452

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以及永濟安德利。

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3.78%。

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財務報表附註

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(以人民幣列示)

24 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 and the Company

		Tax loss carry-forwards 稅項虧損結轉 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Deferred tax assets arising from:	遞延稅資產起於：			
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
At 1 January 2011	於二零一一年一月一日	2,810	–	2,810
Charged to profit or loss	確認至損益	(2,810)	2,329	(481)
At 31 December 2011	於二零一一年十二月三十一日	–	2,329	2,329

24 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：

本集團及本公司

Notes to the Financial Statements

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(Expressed in Renminbi Yuan)

(以人民幣列示)

24 Deferred tax assets (cont'd)

(b) Deferred tax assets not recognised:

As at 31 December 2011, the Group has not recognised deferred tax assets in respect of cumulative tax losses in the Group of RMB41,538,000 (2010: RMB40,848,000) 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 2011, RMB7,402,000, RMB4,020,000, RMB11,390,000, RMB4,928,000 and RMB13,798,000 of these tax losses will expire in 2012, 2013, 2014, 2015 and 2016 respectively.

24 遞延稅資產(續)

(b) 未確認遞延稅資產：

於二零一一年十二月三十一日，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，因此本集團尚未在二零一一年十二月三十一日對為數人民幣41,538,000元(二零一零年：人民幣40,848,000元)的累計稅項虧損確認有關的遞延稅項資產。於二零一一年十二月三十一日，其中分別為數人民幣7,402,000元、人民幣4,020,000元、人民幣11,390,000元、人民幣4,928,000元及人民幣13,798,000元的稅項虧損的應用限期分別在二零一二年、二零一三年、二零一四年、二零一五年及二零一六年屆滿。

25 Short-term investments

25 短期投資

		The Group 本集團		The Company 本公司	
		2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年
		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
Listed equity securities, at fair value	上市權益性證券，以公允價值計量	24,883	—	—	—
Wealth management products, designated as at fair value through profit or loss	理財產品，指定為以公允價值計量且變動計入當期損益	103,605	—	97,200	—
Total	合計	128,488	—	97,200	—

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財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

26 Inventories

- (a) Inventories in the statement of financial position comprise:

		The Group 本集團		The Company 本公司	
		2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年
		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
Raw materials	原材料	39,379	41,183	5,077	6,394
Finished goods	產成品	783,344	750,470	60,657	362,871
Total	合計	822,723	791,653	65,734	369,265

- (b) As at 31 December 2011, the Group did not have inventories carried at fair value less cost to sell (2010: Nil). The amount of inventories recognised in consolidated statement of comprehensive income amounting to RMB1,074,391,000 for the year ended 31 December 2011 (2010: RMB953,485,000).

26 存貨

- (a) 財務狀況表之存貨包括：

- (b) 於二零一一年十二月三十一日，本集團未持有按公允價值減去出售成本記賬的存貨（二零一零年：零）。於二零一一年十二月三十一日，存貨確認在合併全面收益表中的金額為人民幣1,074,391,000元（二零一零年：人民幣953,485,000元）。

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財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

27 Trade receivables

An ageing analysis of trade receivables is as follows:

		The Group 本集團		The Company 本公司	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Within 3 months	三個月以內	100,459	259,922	54,838	133,549
Over 3 months but less than 6 months	三個月以上 但少於六個月	13,325	24,535	8,075	23,051
Over 6 months	六個月以上	102	5,211	102	3,511
Total	合計	113,886	289,668	63,015	160,111

Customers are normally granted credit terms of one to six months (2010: one to six months), depending on the credit standing of individual customers.

Included in trade receivables, the Group's balance with an associate amounted to RMB1,899,000 (2010: RMB221,000).

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.

應收賬款之賬齡分析如下：

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（二零一零年：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1,899,000元（二零一零年：人民幣221,000元）。

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。

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財務報表附註

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(以人民幣列示)

28 Other receivables and prepayments

28 其他應收款及預付賬款

		The Group 本集團		The Company 本公司	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Prepayments in connection with property, plant and equipment purchases	物業、廠房及設備採購預付款	9,531	3,688	-	818
Prepayments to suppliers	預付供應商款	6,259	54,572	2,908	49,202
Value added tax ("VAT") refundable for export sales	出口銷售之增值稅返還 (i)	8,051	5,824	-	1,350
Recoverable input VAT	可抵扣進項增值稅	83,211	62,290	17,102	42,596
Others	其他	2,717	7,890	144	4,703
Total	合計	109,769	134,264	20,154	98,669

(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.

(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。

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(以人民幣列示)

29 Dividends receivable – the Company

This represents the dividends receivable from the Company's subsidiaries.

29 應收股息 – 本公司

該餘額為本公司應向附屬公司收取之股息。

30 Amounts due from and due to subsidiaries and a jointly controlled entity – the Company

Amounts due from and due to subsidiaries and a jointly controlled entity are unsecured, interest free and have no fixed terms of repayment.

30 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。

31 Restricted deposits

The restricted deposits were used to secure letters of credit and bills payable.

31 有限制存款

有限制存款用作抵押信用證和應付票據。

32 Cash and cash equivalents

32 現金及現金等價物

		The Group 本集團		The Company 本公司	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Cash in hand	現金	323	1,966	158	184
Cash at bank	銀行存款	96,318	140,940	77,485	125,048
Total	合計	96,641	142,906	77,643	125,232

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財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

33 Bank borrowings

- (a) At 31 December 2011, the bank borrowings are repayable as follows:

		The Group 本集團		The Company 本公司	
		2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年
		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
Within 1 year	一年以內	524,681	740,742	382,965	527,742
After 1 year but within 2 years	一年以上 兩年以內	120,000	136,593	120,000	136,593
Total	合計	644,681	877,335	502,965	664,335

- (b) At 31 December 2011, the bank borrowings are secured and guaranteed as follows:

			The Group 本集團		The Company 本公司	
			2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年
			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
Secured or guaranteed	有抵押或有擔保	(i)	363,505	466,500	341,505	383,500
Unsecured	無抵押	(ii)	281,176	410,835	161,460	280,835
Total	合計	(iii)	644,681	877,335	502,965	664,335

- (i) As at 31 December 2011, bank borrowings of RMB311,505,000 (2010: RMB335,000,000) and RMB30,000,000 (2010: RMB16,500,000) of the Company were guaranteed by a related party and an unrelated third party of the Group respectively.

- (a) 於二零一一年十二月三十一日，銀行貸款的還款期如下：

- (b) 於二零一一年十二月三十一日有抵押及擔保之銀行貸款如下：

- (i) 於二零一一年十二月三十一日，本公司有銀行貸款人民幣311,505,000元(二零一零年：人民幣335,000,000元)及人民幣30,000,000元(二零一零年：人民幣16,500,000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)

33 Bank borrowings (cont'd)

- (b) At 31 December 2011, the bank borrowings are secured and guaranteed as follows: (cont'd)

(i) (cont'd)

As at 31 December 2011, bank borrowings of RMB Nil (2010: RMB32,000,000) of the Company were secured by the Company's deposits at bank.

As at 31 December 2011, bank borrowings of RMB20,000,000 of a subsidiary, Yongji Andre, were guaranteed by an unrelated third party of the group, AGRANA Beteiligungs-AG.

As at 31 December 2010, bank borrowings of RMB20,000,000 of a jointly controlled entity, Yongji Andre, in which the Group's effective interest amounted to RMB10,000,000, were guaranteed by an unrelated third party of the Group, AGRANA Beteiligungs-AG.

As at 31 December 2011, bank borrowings of RMB4,000,000 (2010: RMB16,000,000) of a jointly controlled entity, Tongli, in which the Group's effective interest amounted to RMB2,000,000 (2010: RMB8,000,000), were guaranteed by the Company.

33 銀行貸款(續)

- (b) 於二零一一年十二月三十一日有抵押及擔保之銀行貸款如下：
(續)

(i) (續)

於二零一一年十二月三十一日，本公司有銀行貸款人民幣零元(二零一零年：人民幣32,000,000元)由本公司之銀行存款作抵押。

於二零一一年十二月三十一日，子公司永濟安德利有銀行貸款人民幣20,000,000元，由本集團之非關聯第三方 AGRANA Beteiligungs-AG 公司提供擔保。

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，該項貸款由本集團之非關聯第三方 AGRANA Beteiligungs-AG 公司提供擔保，其中本集團之有效權益為人民幣10,000,000元。

於二零一一年十二月三十一日，本公司共同控制實體統利有銀行貸款人民幣4,000,000元(二零一零年：人民幣16,000,000元)，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2,000,000元(二零一零年：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)

33 Bank borrowings (cont'd)

- (b) At 31 December 2011, the bank borrowings are secured and guaranteed as follows: (cont'd)

(i) (cont'd)

As at 31 December 2010, bank borrowings of RMB130,000,000 of a jointly controlled entity, Xianyang Andre, in which the Group's effective interest amounted to RMB65,000,000, were guaranteed by an unrelated third party of the Group, AGRANA Beteiligungs-AG.

- (ii) Included in the unsecured bank borrowings, bank borrowings of USD20,625,000 (equivalent to RMB129,956,000), which will be due within one year, 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.

33 銀行貸款(續)

- (b) 於二零一一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，本公司共同控制實體咸陽安德利有銀行貸款人民幣130,000,000元由本集團之非關聯第三方AGRANA Beteiligungs-AG公司提供擔保，其中本集團之有效權益為人民幣65,000,000元。

- (ii) 包括在無抵押銀行貸款中有無抵押銀行貸款美元20,625,000(等值人民幣129,956,000元)，將於一年內到期，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)

33 Bank borrowings (cont'd)

(b) At 31 December 2011, the bank borrowings are secured and guaranteed as follows: (cont'd)

(iii) As at 31 December 2011, the Group's bank borrowings of RMB483,220,000 (2010: RMB619,878,000) bore fixed interest rates ranging from 4.96% to 7.63% (2010: 4.29% to 6.38%) per annum.

As at 31 December 2011, the Company's bank borrowings of RMB341,504,000 (2010: RMB406,878,000) bore fixed interest rates ranging from 4.96% to 7.22% (2010: 4.29% to 5.32%) per annum.

As at 31 December 2011, the Group's and the Company's bank borrowings of RMB129,956,000 (2010: RMB191,230,000) bore floating interest rate of LIBOR+3.2% (2010: LIBOR+3.2%) per annum.

As at 31 December 2011, the Group's and the Company's bank borrowings of RMB31,505,000 (2010: RMB66,227,000) bore floating interest rate of the lender's cost of fund plus 4% (2010: floating interest rate of higher of SIBOR +1.3% or USD best leading rate) per annum.

33 銀行貸款(續)

(b) 於二零一一年十二月三十一日有抵押及擔保之銀行貸款如下：(續)

(iii) 於二零一一年十二月三十一日，本集團銀行貸款人民幣483,220,000元(二零一零年：人民幣619,878,000元)，其固定年利率為4.96%-7.63%(二零一零年：4.29%-6.38%)。

於二零一一年十二月三十一日，本公司銀行貸款人民幣341,504,000元(二零一零年：人民幣406,878,000元)，其固定年利率為4.96%-7.22%(二零一零年：4.29%-5.32%)。

於二零一一年十二月三十一日，本集團及本公司銀行貸款人民幣129,956,000元(二零一零年：人民幣191,230,000元)，其浮動年利率為LIBOR+3.2%(二零一零年：LIBOR+3.2%)。

於二零一一年十二月三十一日，本集團及本公司銀行貸款人民幣31,505,000元(二零一零年：人民幣66,227,000元)其浮動年利率為貸方資金成本+4%(二零一零年：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)

34 Trade and bills payable

34 應付賬款及應付票據

		The Group 本集團		The Company 本公司	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Trade payables	應付賬款	131,346	134,355	56,454	54,186
Bills payable	應付票據	—	25,000	—	25,000
Total	合計	131,346	159,355	56,454	79,186

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	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Within 6 months	六個月以內	124,224	145,772	54,917	76,139
Over 6 months but less than 1 year	六個月以上但少於一年	6,512	11,716	1,537	2,356
Over 1 year	一年以上	610	1,867	—	691
Total	合計	131,346	159,355	56,454	79,186

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)

35 Other payables and accrued expenses

35 其他應付款及預提費用

		The Group		The Company	
		本集團		本公司	
		2011	2010	2011	2010
		二零一一年	二零一零年	二零一一年	二零一零年
		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
Accrued staff cost	應付職員成本	11,712	7,277	882	882
Amounts payable for the acquisition of property, plant and equipment	購入物業、廠房及設備之應付款項	14,947	21,557	2,198	3,481
Receipts in advance	預收賬款	4,649	1,596	3,115	1,410
Other taxes payable	應付其他稅金	10,894	21,086	3,632	2,108
Others	其他	6,022	22,347	4,056	6,109
Total	合計	48,224	73,863	13,883	13,990

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

36 Capital and reserves

(a) The changes in equity of the Company for the years ended 31 December 2010 and 2011 are as follows:

		Note	Share capital	Capital surplus	Share premium	Statutory reserves	Retained earnings	Total equity
		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	於二零一零年							
2010	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	36(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	於二零一零年							
2010	十二月三十一日之結餘		426,554	10	169,779	90,936	342,051	1,029,330
At 1 January	於二零一一年							
2011	一月一日之結餘		426,554	10	169,779	90,936	342,051	1,029,330
Profit for the year	本年度溢利		-	-	-	-	44,219	44,219
Appropriations	調撥	36(c)	-	-	-	8,657	(8,657)	-
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	於二零一一年							
2011	十二月三十一日之結餘		426,554	10	169,779	99,593	362,684	1,058,620

36 股本及儲備

(a) 截至二零一零及二零一一年十二月三十一日止年度，本公司的權益變動如下：

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

36 Capital and reserves (cont'd)

(b) Share capital

Registered:

2,505,360,000 (2010: 2,505,360,000)
Domestic shares of RMB0.10 each
(2010: RMB0.10 each)

1,760,176,000 (2010: 1,760,176,000)
H shares of RMB0.10 each
(2010: RMB0.10 each)

Issued and fully paid:

2,505,360,000 (2010: 2,505,360,000)
Domestic shares of RMB0.10 each
(2010: RMB0.10 each)

1,760,176,000 (2010: 1,760,176,000)
H shares of RMB0.10 each
(2010: RMB0.10 each)

已註冊：

2,505,360,000 股 (二零一零年：
2,505,360,000 股) 每股
人民幣 0.10 元的內資股
(二零一零年：每股人民幣 0.10 元)

1,760,176,000 股 (二零一零年：
1,760,176,000 股) 每股
人民幣 0.10 元的 H 股 (二零一零年：
每股人民幣 0.10 元)

已發行及繳足：

2,505,360,000 股 (二零一零年：
2,505,360,000 股) 每股
人民幣 0.10 元的內資股
(二零一零年：每股人民幣 0.10 元)

1,760,176,000 股 (二零一零年：
1,760,176,000 股) 每股
人民幣 0.10 元的 H 股 (二零一零年：
每股人民幣 0.10 元)

(b) 股本

2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
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250,536

250,536

176,018

176,018

426,554

426,554

250,536

250,536

176,018

176,018

426,554

426,554

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)

36 Capital and reserves (cont'd)

(c) Statutory reserves

		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 2010	於二零一零年一月一日	84,611	1,761	21,330	21,330	129,032
Appropriations	調撥	6,325	849	–	–	7,174
At 31 December 2010	於二零一零年十二月三十一日	90,936	2,610	21,330	21,330	136,206
At 1 January 2011	於二零一一年一月一日	90,936	2,610	21,330	21,330	136,206
Appropriations	調撥	8,657	2,654	3,694	3,694	18,699
At 31 December 2011	於二零一一年十二月三十一日	99,593	5,264	25,024	25,024	154,905

- (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.

36 股本及儲備(續)

(c) 法定儲備

- (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)

36 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.

36 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)

36 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 2011, the Company's distributable reserve amounted to RMB362,684,000, being the amount determined in accordance with IFRS.

At 31 December 2010, the Company's distributable reserve amounted to RMB327,345,000 being the amount determined in accordance with the China's Accounting Standards.

36 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。

於二零一一年十二月三十一日，本公司可分派予本公司股東之儲備金額為人民幣362,684,000元，此金額乃按照國際財務報告準則計算。

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，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)

36 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 2011, the gearing ratio of the Group was 38% (2010: 48%).

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements at 31 December 2011.

36 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。於二零一一年十二月三十一日，本集團的資產負債比率為38% (二零一零年：48%)。

於二零一一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)

37 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

37 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

2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
2,637	7,815
306	220,084
3,645	3,089
43	277
13	407
-	262

(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披露之高級管理層之金額)如下：

2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
2,396	2,410
137	182
2,533	2,592

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

38 Financial risk management and fair values

At 31 December 2011, the Group's financial assets included cash and cash equivalents, short-term investment, 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.

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.

38 財務風險管理及公允價值

於二零一一年十二月三十一日，本集團之金融資產包括現金及現金等價物、短期投資、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。

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除帳安排的客戶均需接受個別的信貸評估。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貸安排。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

38 Financial risk management and fair values (cont'd)

(a) Credit risk (cont'd)

As at 31 December 2011, 88% of the total trade receivables were due within three months (2010: 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 2011, 32% (2010: 42%) and 53% (2010: 54%) 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 27.

(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.

38 財務風險管理及公允價值(續)

(a) 信貸風險(續)

於二零一一年十二月三十一日，88%的應收賬款總額將於未來三個月內被支付(二零一零年：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賒銷餘額較大時，便會承擔較高的信用集中風險。於二零一一年十二月三十一日，32%(二零一零年：42%)的應收賬款來自於本集團前兩大客戶，53%(二零一零年：54%)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27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)

38 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

		2011 二零一一年			Total contractual undiscounted cash flow 已訂約未 貼現現金 流總額	Balance sheet carrying amount 資產負 債表賬 面價值
		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		
Bank borrowings	銀行貸款	543,260	122,993	-	666,253	644,681
Trade and bills payable	應付帳款及應付票據	131,346	-	-	131,346	131,346
Other payables and accrued expenses	其他應付款 及預提費用	48,224	-	-	48,224	48,224
Dividends payable	應付股利	1,545	-	-	1,545	1,545
Total	合計	724,375	122,993	-	847,368	825,796

38 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

		2011 二零一一年			Total contractual undiscounted cash flow 已訂約未 貼現現金 流總額	Balance sheet carrying amount 資產負 債表賬 面價值
		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		
Bank borrowings	銀行貸款	543,260	122,993	-	666,253	644,681
Trade and bills payable	應付帳款及應付票據	131,346	-	-	131,346	131,346
Other payables and accrued expenses	其他應付款 及預提費用	48,224	-	-	48,224	48,224
Dividends payable	應付股利	1,545	-	-	1,545	1,545
Total	合計	724,375	122,993	-	847,368	825,796

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

38 Financial risk management and fair values (cont'd)

(b) Liquidity risk (cont'd)

		2010 二零一零年				Balance sheet carrying amount 資產負債表賬面價值 RMB'000 人民幣千元
		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	
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

The Company

(b) 流動資金風險 (續)

本公司

		2011 二零一一年				Balance sheet carrying amount 資產負債表賬面價值 RMB'000 人民幣千元
		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	
Bank borrowings	銀行貸款	398,289	122,993	–	521,282	502,965
Trade and bills payable	應付帳款及應付票據	56,454	–	–	56,454	56,454
Other payables and accrued expenses	其他應付款及預提費用	13,883	–	–	13,883	13,883
Dividends payable	應付股利	1,545	–	–	1,545	1,545
Amounts due to subsidiaries	應付附屬公司	100,334	–	–	100,334	100,334
Total	合計	570,505	122,993	–	693,498	675,181

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

38 Financial risk management and fair values (cont'd)

(b) Liquidity risk (cont'd)

		2010 二零一零年				Balance sheet carrying amount 資產負債表賬面價值 RMB'000 人民幣千元
		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	
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
Total	合計	977,959	138,169	–	1,116,128	1,094,003

(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.

38 財務風險管理及公允價值 (續)

(b) 流動資金風險 (續)

(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)

38 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 33.

As at 31 December 2011, 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 RMB605,000 (2010: RMB965,000).

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 2010.

38 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33。

於二零一一年十二月三十一日，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605,000元(二零一零年：人民幣965,000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。這項分析是以與二零一零年相同的基準進行。

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財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

38 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.

38 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)

38 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:

		The Group 本集團		The Company 本公司	
		2011 二零一一年 US\$'000 美元千元	2010 二零一零年 US\$'000 美元千元	2011 二零一一年 US\$'000 美元千元	2010 二零一零年 US\$'000 美元千元
Trade receivables	應收帳款	13,811	29,266	8,002	21,006
Other receivables and prepayments	其他應收及應付賬款	-	21	-	20
Cash and cash equivalents	現金及現金等價物	2,173	14,482	1,806	13,548
Bank borrowings	銀行貸款	(30,625)	(42,405)	(30,625)	(42,405)
Trade payables	應付帳款	-	(169)	-	-
Other payable and accrued expenses	其他應付款及預提費用	-	(223)	-	-
Overall net exposure					
	外幣風險敞口淨值	(14,641)	972	(20,817)	(7,831)

38 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：

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

38 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 and equity by the amount shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

		The Group 本集團		The Company 本公司	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Profit for the year and equity:	本年度溢利和權益				
5% strengthening in RMB	人民幣升值5%	3,459	(241)	4,919	1,945
5% weakening in RMB	人民幣貶值5%	(3,459)	241	(4,919)	(1,945)

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 2010.

(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%，則本年度溢利和權益將會增加／(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。

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。這項分析是以與二零一零年相同的基準進行。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

38 Financial risk management and fair values (cont'd)

(e) Fair value

(a) Financial instruments carried at fair value

The following table presents the carrying value of financial instruments measured at fair value at the end of the reporting period across the three levels of the fair value hierarchy defined in IFRS 7, Financial Instruments: Disclosures, with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

- Level 1 (highest level): fair values measured using quoted prices (unadjusted) in active markets for identical financial instruments
- Level 2: fair values measured using quoted prices in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data
- Level 3 (lowest level): fair values measured using valuation techniques in which any significant input is not based on observable market data

38 財務風險管理及公允價值(續)

(e) 公允價值

(a) 按公允價值列帳的金融工具

下表呈列於結算日，按國際財務報告準則第7號金融工具：披露所釐定的公允價值等級制度的三個等級中，以公允價值計量的本集團金融工具的賬面值，每項被分類的金融工具的公允價值全數乃基於輸入的最低等級，有關輸入對公允價值計量相當重要。有關等級定義如下：

- 第1級(最高等級)：利用在活躍市場中相同金融工具的報價(未經調整)計算公允價值。
- 第2級：利用在活躍市場中類似金融工具的報價，或所有重要輸入均直接或間接基於可觀察市場數據的估值技術，計算公允價值。
- 第3級(最低等級)：利用任何重要輸入並非基於可觀察市場數據的估值技術計算公允價值。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

38 Financial risk management and fair values (cont'd)

(e) Fair value (cont'd)

(a) Financial instruments carried at fair value (cont'd)

2011

Assets

Listed equity securities
Wealth management
products

資產

上市權益性證券
理財產品

Total

合計

During the years ended 31 December 2011 and 2010, there were no significant transfers between instruments in Level 1 and Level 2.

- (b) The carrying amounts of significant financial assets and liabilities approximate their respective fair values as at 31 December 2011 and 2010.

- (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.

38 財務風險管理及公允價值(續)

(e) 公允價值(續)

(a) 按公允價值列帳的金融工具(續)

The Group

The Company

本集團

本公司

Level 1

Level 1

第1級

第1級

RMB'000

RMB'000

人民幣千元

人民幣千元

24,883

—

103,605

97,200

128,488

97,200

於截至2010年及2011年12月31日止年內，並無任何工具在第1級與第2級之間做出顯著轉移。

- (b) 於二零一一年及二零一零年十二月三十一日，重大金融資產及負債賬面金額約為其公允價值。

- (i) 現金及現金等價物、限制性存款、應收賬款及其他應收款、應付帳款及應付票據、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，因此賬面金額約為其公允價值。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

38 Financial risk management and fair values (cont'd)

(e) Fair value (cont'd)

(b) (cont'd)

(ii) Short term investments

Fair value is based on quoted market prices at the end of the reporting period without any deduction for transaction costs.

(iii) 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.

38 財務風險管理及公允價值(續)

(e) 公允價值(續)

(b) (續)

(ii) 短期投資

公允價值乃根據結算日的市場報價(未扣減任何交易成本)計算。

(iii) 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，銀行貸款之賬面金額為其公允價值。

39 Commitments

As at 31 December 2011, the Group and the Company had capital commitments in respect of property, plant and equipment not provided for in the financial statements as follows:

39 承擔

於二零一一年十二月三十一日，本集團及本公司就購置物業、廠房及設備而未有在財務報表撥備的資本承擔如下：

		The Group 本集團		The Company 本公司	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Contracted for	已簽約	5,821	20,620	849	1,053

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

40 Contingent liabilities

- (a) As at 31 December 2011, 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 RMB158,000,000.

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 as at 31 December 2010 under the guarantees issued is the facilities drawn down by the subsidiaries and the jointly controlled entity of RMB146,000,000.

- (b) In December 2011, the Company received a notice of arbitration issued by the International Court of Arbitration of the International Chamber of Commerce. According to the notice of arbitration, AGRANA Juice Holding GmbH ("AGRANA") submitted an arbitration application to request a damage of USD9,785,656 (equivalent to RMB64,551,000) from the Company in respect of a dispute arising from an agreement relating to the purchase of the apple juice concentrate. The Company considers that it has reasonable defense to the arbitration, and the directors do not believe it probable that the court of arbitration will find against the Company. No provision has therefore been made in respect of this arbitration.

40 或有負債

- (a) 與二零一一年十二月三十一日，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158,000,000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。董事會認為本公司向銀行作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。

- (b) 二零一一年十二月，本公司收到國際商會國際仲裁院發出的仲裁通知。根據該仲裁通知，AGRANA Juice Holding GmbH (「AGRANA」)提交了一項要求本公司向其賠償9,785,656元美元(相等於人民幣64,551,000元)損失的仲裁申請，該仲裁申請涉及本公司與AGRANA就蘋果汁濃縮液的購買而訂立的協議。本公司認為本公司具有合理抗辯索償的理由，董事會亦不認為本公司存在遭受索賠的可能性，故本公司並未就此仲裁確認準備。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

41 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.

(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.

41 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。

(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。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

41 Accounting estimates and judgements (cont'd)

(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.

(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 utilised. The outcome of their actual utilisation 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.

41 會計估計及判斷 (續)

(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帳減值虧損。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。

(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)

41 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.

(f) Provision and contingent liabilities

The Group considers each claim individually to assess the probability of any outflow of resources. If in the opinion of the directors, an outflow of resources embodying economic benefits will be required to settle the litigation or arbitration, a provision will be made to the extent of the probable outflow. In other cases, unless the possibility of an outflow of resources embodying economic benefits is remote, a contingent liability will be disclosed.

41 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收值。可收回收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。

(f) 準備和或有負債

本集團對各涉及索償之事件已做個別考慮，以估計任何資源外流之可能性。倘董事認為解決訴訟或仲裁將導致帶有經濟利益之資源外流，將為該有可能之支出做出準備。就其他事件而言，除非帶有經濟利益之資源外流機會甚微，否則將會對或有負債做出披露。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

42 Possible impacts of amendments, new standards and interpretations issue but not yet effective for the annual accounting period ended 31 December 2011

Up to the date of issue of these financial statements, the IASB has issued the following amendments and five new standards which are not yet effective for the year ended 31 December 2011 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

42 頒佈但尚未在截至二零一一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了以下修訂案和五條新會計準則。截至二零一一年十二月三十一日，這些修訂案及新準則尚未生效，同時本公司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

Amendment to IFRS 7, *Financial instruments*:

Disclosures – Transfers of financial assets

1 July 2011

國際財務報告準則第7號的修訂《金融工具：

列報—金融資產的轉移》

2011年7月1日

Amendments to IAS 12, *Income taxes – Deferred tax*:

Recovery of underlying assets

1 January 2012

國際會計準則第12號的修訂《所得稅—遞延所

得稅：標的資產的恢復》

2012年1月1日

Amendments to IAS 1, *Presentation of financial statements*

– *Presentation of items of other comprehensive income*

1 July 2012

國際會計準則第1號的修訂《財務報表的列報

—其他綜合收益的列報》

2012年7月1日

IFRS 9, *Financial instruments*

1 January 2013

國際財務報告準則第9號《金融工具》

2013年1月1日

IFRS 10, *Consolidated financial statements*

1 January 2013

國際財務報告準則第10號《合併財務報表》

2013年1月1日

IFRS 11, *Joint arrangements*

1 January 2013

國際財務報告準則第11號《合營安排》

2013年1月1日

IFRS 12, *Disclosure of interests in other entities*

1 January 2013

國際財務報告準則第12號《其他實體的權益披露》

2013年1月1日

IFRS 13, *Fair value measurement*

1 January 2013

國際財務報告準則第13號公允價值計量》

2013年1月1日

IAS 27, *Separate financial statements* (2011)

1 January 2013

國際會計準則第27號《分部財務報告(2011)》

2013年1月1日

IAS 28, *Investments in associates and joint ventures*

1 January 2013

國際會計準則第28號《聯營企業和合營企業投資》

2013年1月1日

Revised IAS 19, *Employee benefits*

1 January 2013

國際會計準則第19號《僱員福利(修訂版)》

2013年1月1日

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan)

(以人民幣列示)

42 Possible impacts of amendments, new standards and interpretations issue but not yet effective for the annual accounting period ended 31 December 2011 (cont'd)

The Group is in the process of making an assessment of what the impact of these amendments and new standards in the period of initial application and has so far concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

42 頒佈但尚未在截至二零一一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(續)

本集團正在評估這些修訂、新準則和新詮釋隊開始採用期間的預定影響。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。