



# Yongsheng Advanced Materials Company Limited 永盛新材料有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 3608



ANNUAL REPORT  
2014 年報

# Content

## 目錄

|  |          |     |
|--|----------|-----|
| Financial Highlights                           | 財務摘要     | 2   |
| Corporate Information                          | 公司資料     | 5   |
| Group Structure                                | 集團架構圖    | 7   |
| Chairman's Statement                           | 主席報告     | 8   |
| Management Discussion and Analysis             | 管理層討論及分析 | 14  |
| Financial Review                               | 財務回顧     | 19  |
| Directors and Senior Management                | 董事及高級管理層 | 34  |
| Corporate Governance Report                    | 企業管治報告   | 43  |
| Report of the Directors                        | 董事會報告    | 59  |
| Independent Auditor's Report                   | 獨立核數師報告  | 73  |
| Financial Statements                           | 財務報表     |     |
| Consolidated Balance Sheet                     | 合併資產負債表  | 75  |
| Balance Sheet of the Company                   | 本公司資產負債表 | 77  |
| Consolidated Statement of Comprehensive Income | 合併綜合收益表  | 78  |
| Consolidated Statement of Changes in Equity    | 合併權益變動表  | 80  |
| Consolidated Cash Flow Statement               | 合併現金流量表  | 81  |
| Notes to the Consolidated Financial Statements | 合併財務報表附註 | 83  |
| Five-year Financial Summary                    | 五年財務概要   | 179 |

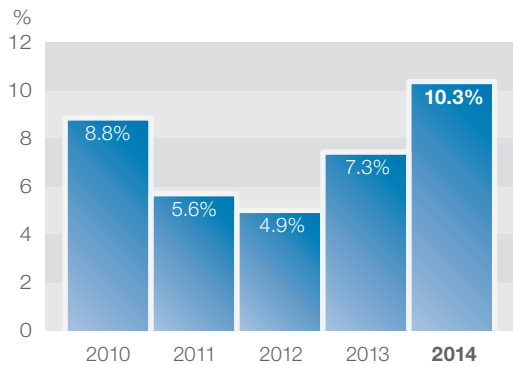
# Financial Highlights

## 財務摘要

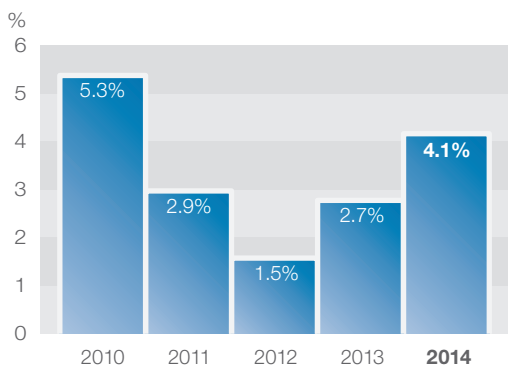
| Statement of Comprehensive Income                  |           | 綜合收益表          |         | For the year ended 31 December |  |  |
|--|-----------|----------------|---------|--------------------------------|--|--|
|  |           |                |         | 截至十二月三十一日止年度                   |  |  |
|  |           | RMB million    |         |                                |  |  |
|  |           | 人民幣百萬元         |         |                                |  |  |
|  |           | 2014           | 2013    | Changes                        |  |  |
|  |           | 二零一四年          | 二零一三年   | 變化                             |  |  |
| Revenue  | 收益        | <b>1,379.0</b> | 1,767.4 | -22.0%                         |  |  |
| Gross profit                                       | 毛利        | <b>141.9</b>   | 128.8   | +10.2%                         |  |  |
| Operating profit                                   | 經營溢利      | <b>73.2</b>    | 77.8    | -6.0%                          |  |  |
| Profit before income tax                           | 除所得稅前溢利   | <b>69.9</b>    | 65.1    | +7.3%                          |  |  |
| Profit for the year                                | 年內溢利      | <b>57.0</b>    | 48.5    | +17.5%                         |  |  |
| Profit attributable to shareholders of the Company | 本公司股東應佔溢利 | <b>47.9</b>    | 40.0    | +19.7%                         |  |  |
| Earnings per share (RMB)                           | 每股盈利(人民幣) | <b>0.12</b>    | 0.13    | N/A 不適用                        |  |  |

| Balance Sheet           |        | 資產負債表          |         | As at 31 December |  |  |
|-------------------------|--------|----------------|---------|-------------------|--|--|
|                         |        |                |         | 於十二月三十一日          |  |  |
|                         |        | RMB million    |         |                   |  |  |
|                         |        | 人民幣百萬元         |         |                   |  |  |
|                         |        | 2014           | 2013    | Changes           |  |  |
|                         |        | 二零一四年          | 二零一三年   | 變化                |  |  |
| Non-current assets      | 非流動資產  | <b>179.8</b>   | 178.4   | +0.8%             |  |  |
| Current assets          | 流動資產   | <b>368.8</b>   | 545.0   | -32.3%            |  |  |
| Current liabilities     | 流動負債   | <b>(166.1)</b> | (368.2) | -54.9%            |  |  |
| Net current assets      | 流動資產淨值 | <b>202.7</b>   | 176.9   | +14.6%            |  |  |
| Non-current liabilities | 非流動負債  | <b>(12.3)</b>  | (38.1)  | -67.7%            |  |  |
| Net assets              | 淨資產    | <b>370.2</b>   | 317.1   | +16.7%            |  |  |

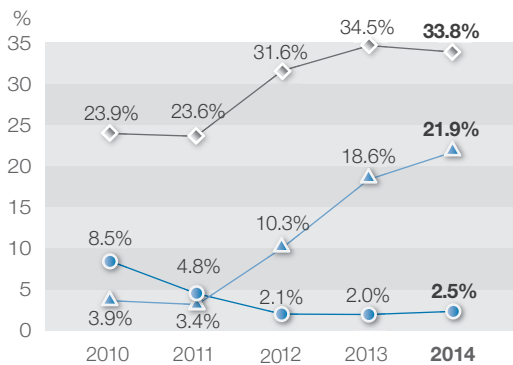
**Gross Profit Margin of the Group**  
集團毛利率



**Net Profit Margin of the Group**  
集團純利率



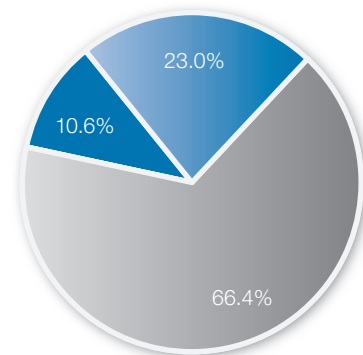
**Gross Profit Margin by Business Segment**  
毛利率按業務分部



- ◆ Dyeing and Processing  
染色及加工
- ▲ Polyester filament yarn production  
滌綸長絲生產
- Trading of textile-related products  
紡織相關產品貿易

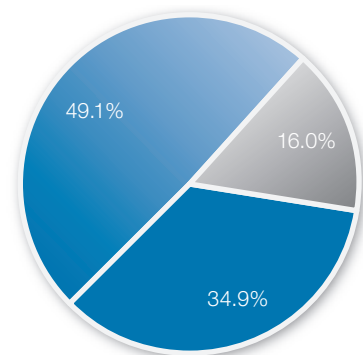
**Revenue by Business Segment**  
業務分部收益佔比

For the year ended 31 December 2014  
截至二零一四年十二月三十一日止年度



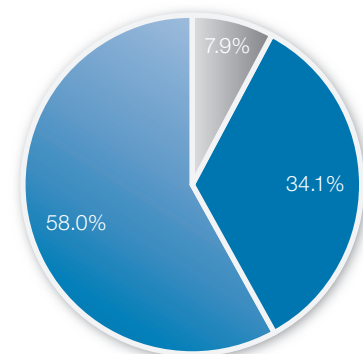
**Gross Profit by Business Segment**  
業務分部毛利佔比

For the year ended 31 December 2014  
截至二零一四年十二月三十一日止年度



**Operating Profit by Business Segment**  
業務分部經營溢利佔比

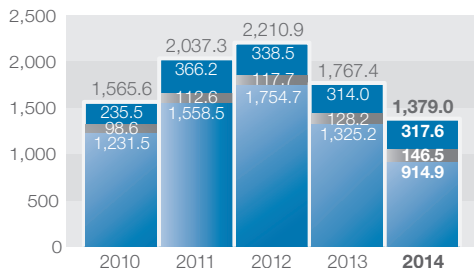
For the year ended 31 December 2014  
截至二零一四年十二月三十一日止年度



- Trading of textile-related products  
紡織相關產品貿易
- Dyeing and processing  
染色及加工
- Polyester filament yarn production  
滌綸長絲生產

Revenue by Business Segment  
收益按業務分部分析

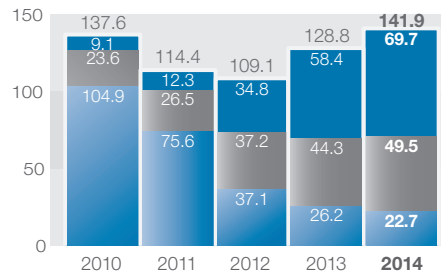
RMB million 人民幣百萬元



- Trading of textile-related products  
紡織相關產品貿易
- Dyeing and processing of differentiated polyester fabric  
差別化滌綸面料染色及加工
- Polyester filament yarn production  
滌綸長絲生產

Gross Profit by Business Segment  
業務分部毛利佔比

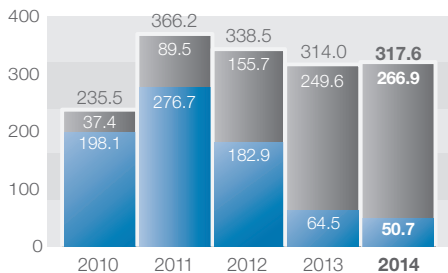
RMB million 人民幣百萬元



- Trading of textile-related products  
紡織相關產品貿易
- Dyeing and processing of differentiated polyester fabric  
差別化滌綸面料染色及加工
- Polyester filament yarn production  
滌綸長絲生產

Revenue Analysis: Polyester  
Filament Yarn Production  
滌綸長絲生產分部收益分析

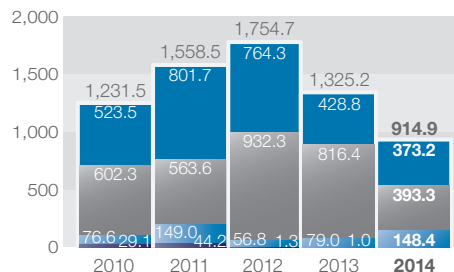
RMB million 人民幣百萬元



- Regular products  
常規產品
- Differentiated products  
差別化產品

Revenue Analysis: Trading Of Textile-  
Related Products  
紡織相關產品貿易分部的收益分析

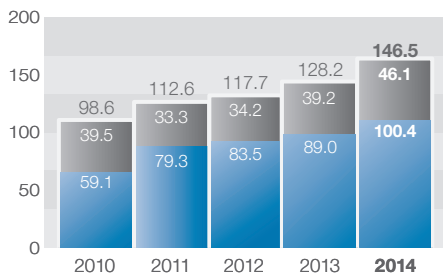
RMB million 人民幣百萬元



- Cotton textile materials  
Includes cotton, wood pulp, cotton pulp, fabrics and cotton yarn  
棉紡原料  
包括棉花、木漿、棉漿、面料及棉紗
- Chemical raw materials  
Includes PET/Nylon chips, PTA and MEG  
化工原料  
包括PET/尼龍切片、PTA及MEG
- Chemical fiber materials  
Include spandex, polyester filament yarn and staple fibers  
化纖原料  
包括氨綸絲、滌綸長絲及短纖
- Others  
其他

Revenue Analysis: Dyeing And  
Processing  
染色及加工分部收益分析

RMB million 人民幣百萬元



- Direct sales of differentiated polyester fabric  
直接銷售差別化滌綸面料
- Provision of dyeing and processing services of differentiated polyester fabric  
提供差別化滌綸面料染色及加工服務

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Li Cheng (*Chairman*)  
Mr. Zhao Jidong (*Chief Executive Officer*)  
Mr. Li Conghua  
Mr. Ma Qinghai

#### Independent Non-executive Directors

Ms. Wong Wai Ling  
Mr. Shiping James Wang  
Dr. Wang Huaping (appointed on 19 August 2014)  
Mr. Duan Xiaoping (resigned on 19 August 2014)

#### AUDIT COMMITTEE

Ms. Wong Wai Ling (*Chairlady*)  
Mr. Shiping James Wang  
Dr. Wang Huaping (appointed on 19 August 2014)  
Mr. Duan Xiaoping (resigned on 19 August 2014)

#### REMUNERATION COMMITTEE

Ms. Wong Wai Ling (*Chairlady*)  
Mr. Zhao Jidong  
Dr. Wang Huaping (appointed on 19 August 2014)  
Mr. Duan Xiaoping (resigned on 19 August 2014)

#### NOMINATION COMMITTEE

Mr. Li Cheng (*Chairman*)  
Mr. Shiping James Wang  
Dr. Wang Huaping (appointed on 19 August 2014)  
Mr. Duan Xiaoping (resigned on 19 August 2014)

#### AUTHORISED REPRESENTATIVES

Mr. Li Cheng  
Mr. Leung Ho Yan, Julian

#### COMPANY SECRETARY

Mr. Leung Ho Yan, Julian

#### QUALIFIED ACCOUNTANT

Mr. Leung Ho Yan, Julian

#### AUDITORS

PricewaterhouseCoopers

#### COMPLIANCE ADVISER

Haitong International Capital Limited

### 董事會

#### 執行董事

李誠先生 (*主席*)  
趙繼東先生 (*行政總裁*)  
李聰華先生  
馬青海先生

#### 獨立非執行董事

黃慧玲女士  
王世平先生  
王華平博士 (於二零一四年八月十九日獲委任)  
端小平先生 (於二零一四年八月十九日辭任)

#### 審核委員會

黃慧玲女士 (*主席*)  
王世平先生  
王華平博士 (於二零一四年八月十九日獲委任)  
端小平先生 (於二零一四年八月十九日辭任)

#### 薪酬委員會

黃慧玲女士 (*主席*)  
趙繼東先生  
王華平博士 (於二零一四年八月十九日獲委任)  
端小平先生 (於二零一四年八月十九日辭任)

#### 提名委員會

李誠先生 (*主席*)  
王世平先生  
王華平博士 (於二零一四年八月十九日獲委任)  
端小平先生 (於二零一四年八月十九日辭任)

#### 授權代表

李誠先生  
梁浩仁先生

#### 公司秘書

梁浩仁先生

#### 合資格會計師

梁浩仁先生

#### 核數師

羅兵咸永道會計師事務所

#### 合規顧問

海通國際資本有限公司

## **LEGAL ADVISER AS TO HONG KONG LAWS**

Loong & Yeung Solicitors

## **LEGAL ADVISER AS TO PRC LAWS**

Tianyuan Law Firm

## **REGISTERED OFFICE**

Clifton House, 75 Fort Street, PO Box 1350,  
Grand Cayman, KY1-1108, Cayman Islands

## **Headquarter and Principal Place of Business in Hong Kong**

Office 1616, 16th Floor, Tower Two Lippo Centre,  
No. 89 Queensway, Hong Kong

## **COMPANY'S WEBSITE**

Website: [www.chinaysgroup.com](http://www.chinaysgroup.com)

## **STOCK CODE**

3608

## **PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS**

Appleby Trust (Cayman) Ltd.  
Clifton House, 75 Fort Street, PO Box 1350  
Grand Cayman, KY1-1108, Cayman Islands

## **HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

Tricor Investor Services Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## **PRINCIPAL BANKERS**

Bank of China  
The Agricultural Bank of China  
China CITIC Bank

## **關於香港法律之法律顧問**

龍炳坤、楊永安律師行

## **關於中國法律之法律顧問**

北京市天元律師事務所

## **註冊辦事處**

Clifton House, 75 Fort Street, PO Box 1350,  
Grand Cayman, KY1-1108, Cayman Islands

## **香港總辦事處及主要營業地點**

香港金鐘道89號  
力寶中心2座16樓1616室

## **本公司網址**

網址：[www.chinaysgroup.com](http://www.chinaysgroup.com)

## **股份代號**

3608

## **開曼群島股份過戶登記總處**

Appleby Trust (Cayman) Ltd.  
Clifton House, 75 Fort Street, PO Box 1350  
Grand Cayman, KY1-1108, Cayman Islands

## **香港股份過戶登記分處**

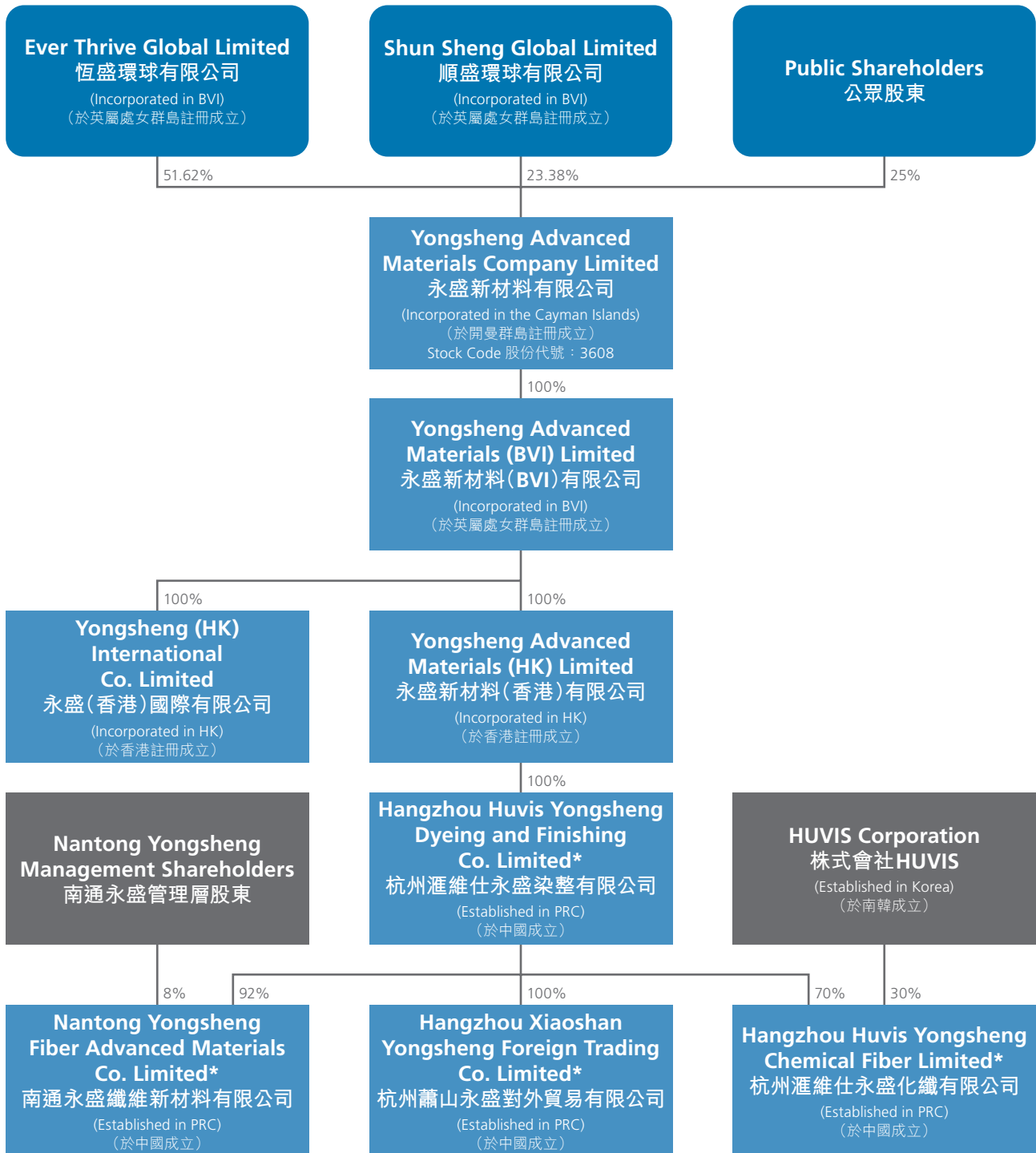
卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓

## **主要往來銀行**

中國銀行  
中國農業銀行  
中信銀行

# Group Structure 集團架構圖

As at 31 December 2014 於二零一四年十二月三十一日



\* For identification purposes only

\* 僅供識別





Exchange Exhibition Hall

交易所展覽館



**Chairman's  
Statement**  
主席報告

# Chairman's Statement 主席報告



**Li Cheng 李誠**

Chairman and Executive Director  
主席兼執行董事

On behalf of the board (the “Board”) of directors (the “Directors”) of Yongsheng Advanced Materials Company Limited (the “Company”) and its subsidiaries (the “Group” or “Yongsheng Advanced Materials” or “we” or “our”), I am pleased to present the annual results of the Group for the year ended 31 December 2014 (the “Review Period”).

Yongsheng Advanced Materials has engaged in three principal business segments includes (1) the production of polyester filament yarn, (2) the dyeing and processing of differentiated polyester filament fabric, and (3) the trading of textile-related products. After years of dedication and diligence, Yongsheng Advanced Materials has now become a high technique group of companies integrating science, research, innovation and efficiency. Differentiated polyester filament yarns produced by us are usually customized products with special functionalities and widely recognized for their high value-added, high quality and competitive pricing by textile manufacturers and home furnishings or sofa manufactures who secure long term orders with us. By leveraging on our core research and development expertise, we strive to establish steady advancement in product innovation to establish advanced and technological techniques with differentiation, hence further diversifies our differentiated products. In 2014, we obtained 8 and 9 patents on differentiated polyester filament yarn and differentiated polyester fabric dyeing techniques, respectively, we were also recognized as a “Fabric China Pioneer Plant on Differential Fibers and Yarn-dyed Fabric” and had obtained a number of industry awards, showcasing the achievements made by Yongsheng Advanced Materials by focusing on the basics and its insistency on innovation.

本人謹代表永盛新材料有限公司（「本公司」）及其附屬公司（「本集團」或「永盛新材料」或「我們」）董事（「董事」）會（「董事會」），欣然提呈本集團截至二零一四年十二月三十一日止年度（「回顧期」）之全年業績報告。

永盛新材料主要從事與中國紡織業有關的三大業務，包括(1)滌綸長絲生產、(2)差別化滌綸面料染色及加工，以及(3)紡織相關產品貿易。經過多年的努力，永盛新材料已發展為一家以誠信經營，集科研創新、高效和規範於一身的高新技術企業。我們生產的差別化滌綸長絲產品一般為具特殊性能的定制產品，憑藉其高附加值、高質量、具競爭力價格之優勢而廣受紡織品生產商及家居或沙發製造商推崇，從而獲取大量長期訂單。我們致力利用核心研發優勢，堅持在產品創新上穩步推進，打造出高端差異化生產技術，使差異化產品更趨向多元化發展。二零一四年，我們分別獲得8種差別化滌綸長絲及9項差別化滌綸面料染色的技術專利，並且成為「國家差別化纖維及染織產品開發基地」及榮獲多個行業獎項，印證永盛新材料立足根本，堅持創新的成果。

## MAKING INNOVATIVE BREAKTHROUGHS AND ESTABLISHING PRODUCTS LEADING POSITION

In 2014, the Chinese textile industry was unavoidably suffered amidst the domestic and global economic turmoil. In a competitive operating environment, we continued to develop new products and expand new markets by utilizing our excellent research and development capabilities and focused on product differentiation strategy. The Group was managed to record steady business growth with an increase in gross profit margin. During the Review Period, the Group continued to focus on developing two business segments with higher profit margin – the production of differentiated polyester filament yarn and the processing of differentiated polyester fabric, thereby resulted in lower revenue in the trading business segment and sales of regular polyester filament yarn products. The overall revenue of the Group decreased by 22.0% to RMB1,379.0 million. However, the differentiation strategy has effectively enhanced the growth of the overall gross profit and gross profit margin of the Group and hence the increase in the net profit. The overall gross profit increased by 10.2% to RMB141.9 million, while gross profit margin up by 3.0 percentage points to 10.3%. Profit for the year increased by 17.5% to RMB57.0 million. Profit attributable to shareholders of the Company amounted to RMB47.9 million, representing a year-on-year increase of 19.7% from last year. The polyester filament yarn production business and the dyeing and processing of differentiated polyester filament fabric business remained the growth engines of the Group. For the year ended 31 December 2014, the revenue from the production of polyester filament yarn, the dyeing and processing of differentiated polyester filament fabric accounted for 33.6% in total of the Group's total revenue. Operating profit accounted for 92.1% in total of the Group's total operating profit, with an operating profit margin of 17.3%.

## 創新突破 確立產品領先地位

二零一四年，國內外宏觀經濟動盪，中國紡織業也無可避免地受到了衝擊。面對競爭激烈的經營環境，我們憑藉超卓研發能力，聚焦差異化的產品策略，不斷研發推出新產品、開闢新市場，使本集團於回顧期內仍然錄得穩固的業績增長，毛利率上升勢頭持續。回顧期內，我們繼續專注於發展差別化滌綸長絲生產，以及差別化滌綸面料加工兩大毛利率較高的業務分部，導致貿易業務分部及常規滌綸長絲產品銷售收益減少。本集團整體收益因此下降22.0%至人民幣1,379.0百萬元。然而，差異化戰略卻有效拉動本集團整體毛利及毛利率增長，以至純利增長。整體毛利上升10.2%至人民幣141.9百萬元，毛利率增加3.0個百分點至10.3%。年內溢利增加17.5%至人民幣57.0百萬元，本公司股東應佔溢利為人民幣47.9百萬元，較去年同比增長19.7%。滌綸長絲生產業務和差別化滌綸面料染色及加工業務仍然是本集團的增長引擎。截至二零一四年十二月三十一日止年度，滌綸長絲生產、以及差別化滌綸面料染色及加工收益共佔本集團總收益的33.6%，經營溢利共佔本集團總經營溢利的92.1%，經營溢利率達17.3%。



During the Review Period, with respect to the production of differentiated polyester filament yarn, we adjusted the product structure according to market demand and put efforts in fabric product development including high-bulk polyester/nylon GPN products, the first of its kind in the People's Republic of China (the "PRC"), and PDH elastic fibre series products. The success of new products facilitated the Group's expansion in the applications of polyester filament yarn products, to secure strong market reputations for our brand name of "Yongsheng" and lay down foundation for our subsequent product research and development and product sales. The national chemical fiber industry standards for "Elastic Polyester DW" (「彈性滌綸牽伸絲」) in which the Group as the main drafter, have been officially issued and implemented during the year which has further enhanced the role of Yongsheng Advanced Materials in research and development in the industry. Furthermore, our efforts to upgrade the dyeing and processing techniques also improved the dyeing quality of differentiated polyester fabric with the view of introducing more products to fulfill market demand. As a result, we have successfully increased both our market share and product sales.

In 2014, we implemented plans on rationalizing and improving our plants, increasing the scale of our plants by adding new production facilities, promoting production efficiency and reducing production costs. In particular, the waste water treatment project has been completed during the year according to the requirements of environmental administration. The project improved the waste water treatment and energy savings system, and also further enhanced the competitiveness of the Group's products in the market. Apart from our dyeing and processing plant, our polyester filament yarn production plant located in Hangzhou, Zhejiang Province was also accredited as "National Advanced Technology Company" in 2014. It not only recognizes the high level of the Group's research and development and techniques, but also helps the Group to enjoy favourable tax concessions. While we are upgrading our research and development and operating scale, we also strive to maintain comprehensive and standardized internal control and cost management. During the year, we further improved the production and sales processes by focusing on the main targets of "Excellence, Standardization, Supervision and Reinforcement". In establishing a fair internal management system, we have also enhanced the trainings to our staff and implemented a performance-based incentive scheme to encourage them to foster corporate cultures and improve the overall operating efficiency.

差別化滌綸長絲生產方面，我們於回顧期內按市場需求調整產品結構，大力開發高性能的差異化纖維產品，包括中華人民共和國（「中國」）首創的高收縮滌錦GPN產品和PDH彈性纖維等系列產品。新產品的成功有助本集團拓展滌綸長絲產品的應用覆蓋，不僅為我們「永盛」品牌贏得了市場美譽，也為我們後續產品研發以至產品銷售奠定基礎。我們牽頭起草的「彈性滌綸牽伸絲」國家化纖行業標準亦已於年內發佈和實施，進一步確立永盛新材料於行業的研發地位。此外，我們於年內積極改善染色及加工技術，提升了差別化滌綸面料染色效果，以迎合市場需求推出更多新產品，成功拓寬產品市場佔有率及增加銷售。

二零一四年，我們實施了廠房整改規劃，擴大廠房建設，增加生產設施，提高生產效率及降低生產成本。其中，我們按照環保治理要求，染色及加工廠房實施的污水處理工程項目已於年內建設完成，這不但改善了污水處理及節能系統，亦進一步加強了本集團產品的市場競爭力。而繼染色及加工廠房後，我們設於浙江省杭州市的滌綸長絲生產廠房亦於二零一四年獲認可為「國家級高新技術企業」，除了對我們的研發及技術水平予以肯定外，本集團亦可因此享有稅務優惠。在提升研發及運營水平的同時，我們亦致力維持完善、規範的內控及成本管理。年內，我們按照「完善、規範、監督、強化」的工作目標，進一步改善生產及銷售流程。我們亦加強對各員工的培訓及推行績效考核，建立公平公正的內部管理體系，激勵員工士氣及推進企業文化建設，使整體營運效益得以持續提升。

## EMPHASIS ON DIFFERENTIATION PRODUCTS AND INNOVATION TO MOVE

Although the textile industry in the PRC is pressurized by the continuing decelerated growth and rising costs, with the accelerated pace of urbanization development and the continual demand for mid to high-end textile products by customers who pay attention to personal style as well as product design and quality, we remain optimistic on the long term development of the textile market in the PRC. In 2014, the Group adhered to the objective of "Seizing Opportunities and Making Innovative Breakthroughs" and made progress amidst the difficult environment. Looking forward and as a conclusion for the past, with the objective of providing customers with innovative products satisfying their needs, we will adopt "Emphasis on Differentiation Products and Innovation to Move" as our operating strategy, to strengthen the competitive advantages of the Group and ensure the steady and healthy operational development, which is based on the operation and management foundation laid down last year. To tackle complicated and changing market environment both within and outside the PRC, we will further optimize the internal control management and facilitate the strategies on sourcing, inventory and marketing. At the same time, we plan to offer a series of professional training programs to promote team spirits, enhance production efficiencies and management standard on the corporate level and reduce operating risk.

## 聚焦差異化 創新謀發展

儘管中國紡織業仍面臨增速放緩、成本上漲等不利因素，但隨著城鎮化發展進程加快，消費者對注重個人風格、產品設計及質素的中、高檔紡織品的需求仍然持續，我們對中國紡織市場的長遠發展仍然樂觀。本集團於二零一四年堅守「搶抓機遇、創新突破」的指標，逆勢而上。展望未來，我們將總結過往經驗，在去年鋪設的營運管理基礎上，以「聚焦差異化、創新謀發展」的經營策略，旨在提供能充分滿足消費者需求的創新產品，加強本集團的競爭優勢，維持業務的穩健有序發展。面對複雜多變的國內外經濟環境，我們將進一步優化內控管理，完善採購、庫存及銷售策略。同時，我們亦計劃開設各項業務培訓，加強團隊凝聚力，提升企業的整體生產效率及管理水平，降低營運風險。



Innovation has been one of the key elements for the success of Yongsheng Advanced Materials. By leveraging on our strong research and development capabilities and subject to market demands, we are dedicated to develop new products and services with high added-value and high gross profit margin. We will increase the production capacity of differentiated polyester filament yarn as scheduled. We will also extend the new chemical fiber plant to scale-up the production of the Group and optimize its production process and to escalate the production capacity and operation efficiency. At the same time, we will explore new drivers for our business growth through directional corporate development, internal business collaboration and external synergistic acquisition and merger opportunities, to establish new industrial lineups and enhance the market share of the Group.

The Group has been reviewing the effectiveness of the existing business strategies and insisting on making breakthroughs with technology innovation so as to secure the core competitiveness of Yongsheng Advanced Materials and support its sustainable development. While strengthening the research and innovation and optimising the internal control management, we will also enhance sales, explore new markets with an aim of establishing Yongsheng Advanced Materials as a world-class enterprise. To capture the market development opportunities and maintain the favourable development momentum of differentiated products, the Group will concentrate its effort on technical reforms and production capacities upgrades to enhance our brand value and product quality, thereby broaden the revenue sources and maximize return for shareholders.

Lastly, I hereby express on behalf of the Board my sincere gratitude to the shareholders and business partners for their supports, and would like to take this opportunity to thank our management and staff for their dedication and professional contribution to the Group.

**Li Cheng**  
Chairman

Hong Kong, 27 March 2015

創新是永盛新材料的成功因素之一。我們將憑著自身的強大研發能力，順應市場需求，致力開發高附加值、高毛利率的新產品及服務。我們亦將按計劃增加差別化滌綸長絲產能，以及增建新的化纖廠房，逐步擴大本集團生產規模及完善生產流程，提升產能及運營效益。同時，我們將積極尋求新的業務增長點，其中包括針對企業發展，進行內部業務整合，以及對外物色具協同效益的收購及合併機會，努力打造全新的產業佈局及提升本集團的市場佔有率。

本集團不斷檢視現行業務策略的有效性，堅持以科技創新尋求突破，鞏固永盛新材料的核心競爭力以支持企業的可持續發展。我們一方面加強研發創新、完善內控管理；另一方面加強銷售、拓展新市場，旨在將永盛新材料打造成世界級優質企業。為了抓緊市場發展機遇及維持差異化產品的良好發展勢頭，本集團將著力於技術改造及產能提升，提高品牌價值及產品質量，力求擴闊收入來源，並為股東帶來最大的回報。

最後，本人謹代表董事會向各位股東及合作夥伴的支持致以衷心謝意，並謹藉此機會感謝管理層及各員工對本集團的不懈努力及專業貢獻。

主席  
李誠

香港，二零一五年三月二十七日

# Management Discussion and Analysis

## 管理層討論及分析

### MARKET REVIEW

In 2014, there were difficulties and challenges persisted in the macro-economy as a whole. The price of international bulk commodities remained low, and the global political environment remained unstable, while the global economy remained sluggish. According to the data of National Bureau of Statistics of the PRC, the GDP of the PRC in 2014 represented a year-on-year growth rate of only 7.4% which is the slowest growth rate in 20 years. In light of the continuing slowdown of the PRC economy and as affected by the rising production costs and weak consumption sentiment, the PRC textile industry went on to face many challenges. At the same time, the PRC textile industry is in the middle of a strategic development period upgrading towards a new market trend of high-quality, high-end and high added-value, which allows the Group to capitalize on this opportunity to promote its differentiated polyester filament yarn products, excellent fabric dyeing and processing techniques to mid to high-end apparel and fabric producers as well as home furnishings or sofa manufactures and be widely recognized by them.

### BUSINESS REVIEW

The Group is principally engaged in textile-related business in the PRC, namely (1) the production of polyester filament yarn, (2) the dyeing and processing of differentiated polyester filament fabric and (3) the trading of textile-related products. During the year ended 31 December 2014 (the "Review Period"), the Group continued to focus on differentiated products with higher gross profit margin and insist on technology innovation, and achieved stable growth in the Group's business segments.

During the Review Period, total revenue of the Group was approximately RMB1,379.0 million, representing a decrease of approximately 22.0% from approximately RMB1,767.4 million of last year. The decrease in revenue was mainly attributable to the Group's strategy of focusing on differentiated polyester filament yarn products with higher profit margin which resulted in decrease in revenue of the textile-related products trading business. The Group's gross profit and gross profit margin remained relatively stable. Gross profit increased by approximately 10.2% to approximately RMB141.9 million from RMB128.8 million of last year, with gross profit margin of approximately 10.3%. Profit for the Review Period increased by approximately 17.5% to approximately RMB57.0 million as compared with approximately RMB48.5 million in 2013. Profit attributable to shareholders of the Company was approximately RMB47.9 million, representing an increase of approximately 19.7% from approximately RMB40.0 million of last year.

### 市場回顧

二零一四年宏觀經濟面臨整體困難與挑戰。國際大宗商品價格持續低迷，而各地政治環境動盪，全球經濟復甦顯得乏力。據中國國家統計局數據表示，二零一四年中國國內生產總值同比增長僅7.4%，為二十多年以來最慢的增速。面對中國經濟增長持續放緩，而生產成本又不斷上漲及客戶消費氣氛疲弱，中國紡織業繼續面臨諸多挑戰。同時，中國紡織業正處於轉型升級的戰略發展期，市場新趨勢引領紡織生產商趨向高質、高端及高附加值的領域升級發展。這一新趨勢剛好讓本集團抓住機遇，我們憑藉差別化滌綸長絲產品，超卓的面料染色及加工技術因而深受國內中、高端服飾及面料製造商，以及傢俱或沙發製造商推崇。

### 業務回顧

本集團主要於中國從事紡織相關業務，包括(1)滌綸長絲生產、(2)差別化滌綸面料染色及加工，以及(3)紡織相關產品貿易。截至二零一四年十二月三十一日止年度（「回顧期」），本集團繼續專注發展毛利率較高的差別化產品，堅持技術創新，實現了本集團業務的穩定增長。

於回顧期內，本集團的整體收益約為人民幣1,379.0百萬元，較去年的約人民幣1,767.4百萬元下降約22.0%。收益減少主要是由於本集團專注於利潤較高的差別化滌綸長絲產品的策略，導致紡織相關產品貿易業務的收益減少所致。本集團整體毛利及毛利率相對穩定。毛利由去年人民幣128.8百萬元增加約10.2%至約人民幣141.9百萬元，毛利率約為10.3%。回顧期內的溢利約為人民幣57.0百萬元，較二零一三年約人民幣48.5百萬元增加約17.5%。本公司股東應佔溢利約為人民幣47.9百萬元，較去年約人民幣40.0百萬元上升約19.7%。

During the Review Period, the revenue from the production of polyester filament yarn, the dyeing and processing of polyester filament fabric and trading of textile-related products accounted for approximately 23.0%, 10.6% and 66.4% of the Group's total revenue respectively. Operating profit of the three business segments accounted for approximately 58.0%, 34.1% and 7.9% of the Group's total operating profit respectively.

## Production of Polyester Filament Yarn

The Group consistently implemented differentiated development strategies to capture the rising market demand for premium grade differentiated polyester filament yarns. Revenue of the polyester filament yarn segment increased by approximately 1.1% to approximately RMB317.6 million as compared with the corresponding period of last year. As the Group developed and sold those differentiated products with higher profit margin proactively during the Review Period, the revenue of the differentiated products increased by approximately 6.9% from 2013, contributing to an increase in segment gross profit of approximately 19.4% to approximately RMB69.7 million from 2013, while gross profit margin increased 3.3 percentage points to approximately 21.9%.

In 2014, the Group made significant breakthroughs in product structure and application. We have been granted 8 new patents on differentiated products and successfully developed a series of functional products and the textile fabrics derived thereon with international level quality. The national chemical fiber industry standards for "Elastic Polyester DW" (「彈性滌綸牽伸絲」) set out by the Group as the main drafter, have been officially implemented during the Review Period. The efforts and achievements of our team not only increased the sales of the Group, but also be widely recognized in various aspects. During the Review Period, the Group obtained industry awards and titles such as the "Product Development Contribution Award" by China Textile Industry Associations, the "National Base of the Development on Differential Fibers and Yarn-dyed Fabric" by China Textiles Development Centre, the "2015/2016 Autumn/Winter Shortlisted Enterprises of Trendy Fabrics of the PRC" by the appraisal committee of the China International Fabrics Design. The Group owned two polyester filament yarn production facilities which are located in Hangzhou, Zhejiang Province ("Yongsheng Chemical Fiber") and Nantong, Jiangsu Province ("Nantong Yongsheng") respectively. During the Review Period, these production facilities had a total of 30 polyester filament yarn production lines with a total production capacity of 22,000 tonnes per year. Yongsheng Chemical Fiber was also accredited as "National High and New Tech Enterprise" in 2014.

回顧期內，滌綸長絲生產、滌綸面料染色及加工和紡織相關產品貿易之收益分別佔本集團總收益約23.0%、10.6%及66.4%。經營溢利分別佔本集團的總經營溢利約58.0%、34.1%和7.9%。

## 滌綸長絲生產

本集團貫徹執行差別化發展策略以捕捉市場對特級差別化滌綸長絲的上升需求。本集團滌綸長絲分部收益較去年同期增加約1.1%至約人民幣317.6百萬元。本集團於回顧期內積極開發及銷售毛利率較高的差別化產品，差別化產品的收益較二零一三年增加約6.9%，帶動分部毛利較二零一三年上升約19.4%至約人民幣69.7百萬元，毛利率同比上升3.3個百分點至約21.9%。

二零一四年，本集團在產品結構及應用方面取得了重大突破。我們於年內共獲授權8項有關差異化產品的新專利，並且成功開發一系列功能性產品及其衍生紡織面料，產品質量達到國際級水平。本集團作為主起草單位之「彈性滌綸牽伸絲」國家化纖行業標準亦已於回顧期內正式實施。我們團隊開發創新的努力和成果不單為本集團增加銷售，同時也得到各方面的認可。本集團也於回顧期內獲得中國紡織工業協會之「產品開發貢獻獎」、國家紡織產品開發中心之「國家差別化纖維及染織產品開發基地」、中國國際面料設計大賽評審委員會之「2015/2016秋冬中國流行面料入圍企業」等知名行業榮譽和稱號。回顧期內，本集團的兩個滌綸長絲生產設施，分別設於浙江省杭州市（「永盛化纖」）及江蘇省南通市（「南通永盛」），合共設有30條滌綸長絲生產線，總年產能合共22,000公噸。永盛化纖更於二零一四年獲授予「國家級高新技術企業」稱號。



## **Dyeing and Processing of Differentiated Polyester Fabric**

During the Review Period, the Group focused on optimizing dyeing and processing business and launched new products and services that are tailored to the specific needs of different customers. This business segment was thus recorded a satisfactory business growth in spite of the slowing down of market demands. In 2014, the Group was granted 9 patents on dyeing and processing and made improvement on the dyeing quality of fabric to meet market demands. At the same time, the sewage treatment project in the dyeing facilities in Hangzhou City, Zhejiang Province was completed during the Review Period. The implementation of the project can help improve the energy-saving and water circulation facilities of the plant, increase the production capacity of dyeing and processing business, thereby enhancing the production efficiency and reducing the production costs of the Group.

During the Review Period, the Group leveraged on the opportunities brought by the industry consolidation and developed new customers in Zhejiang to secure the market share of its dyeing and processing business. For the year ended 31 December 2014, the segment revenue increased by approximately 14.2% to approximately RMB146.5 million, with the segment gross profit margin decreased by approximately 0.7 percentage points from last year to approximately 33.8%.

## **Trading of Textile-Related Products**

In 2014, the business environment of the Group's trading segment continued to be challenging. Segment revenue was approximately RMB914.9 million, representing a year-on-year decrease of approximately 31.0%. Due to the continuing downturn in both domestic and international markets, the Group approached existing customers and expand new client base proactively in order to explore trading business opportunities of textile-related products. During the Review Period, the Group adopted prudent trading risk management, including the reduction of low margin trading (especially for chemical raw materials and cotton textile materials), trading volume and the shortening of inventory turnover period. These measures enabled the overall segment profit margin to stabilize at approximately 2.5%.

## **差別化滌綸面料染色及加工**

本集團於回顧期內著力優化染色及加工業務，推出各類滿足客戶特定需求的新產品和新服務，使此業務在市場需求放緩下仍然錄得理想增長。二零一四年，本集團已獲授權9項有關染色及加工的新專利，並將進一步加強面料染色效果以符合市場需求。同時，我們位於浙江省杭州市的染色設施內之污水處理工程項目已於回顧期內建設完成。此項目能有效改善廠房之節能及水循環設施，提升染色及加工業務產能，同時亦改善生產效益及減省生產成本。

於回顧期內，本集團積極把握行業整合契機，成功吸納浙江的新客戶，鞏固本集團的染色及加工業務的市場份額。截至二零一四年十二月三十一日止年度，此分部收益增加約14.2%至約人民幣146.5百萬元，分部毛利率較去年減少約0.7百分點至約33.8%。

## **紡織相關產品貿易**

二零一四年，本集團貿易分部的營商環境仍然充滿挑戰，分部收益約為人民幣914.9百萬元，較二零一三年同期減少約31.0%。面對內外市場持續低迷的情況，本集團積極接觸現有客戶和開拓新客源，努力探索紡織相關產品的貿易機會。本集團於回顧期內採取謹慎的貿易風險管理，包括減少邊際利潤低的貿易（尤其是化工原料及棉紡原料），減少貿易量和縮短存貨周轉期，使分部整體毛利率維持在約2.5%的穩定水平。

## PROSPECTS

We look forward to global economic recoveries in 2015, while the economy of China will enter into a new normalcy of steady growth, structure optimization and quality improvement. Following the guidelines set out by the current government policies, and in light of the acceleration of urbanization and sustained increase in disposable income of citizens, the Group is convinced that the development direction of the Chinese textile industry will be oriented towards the expedition of transformation and upgrade, therefore there is still room for the growth of demands for mid to high-end textile products.

To that end, the Group has laid down a development blueprint of “Focus on Differentiation Products and Innovation to Move” to fully capitalize on the core technological advantages of differentiated products and boost production capacity, and continuously improve the Group’s profitability. At the same time, the Group will strengthen research and development, in particular, the research and development of differentiated products and dyeing and processing techniques with higher added-value and competitive advantages, enlarging the Group’s market share. The Group is collecting its experience of cooperation with well-known academic institutions and looks forward to more in-depth research and cooperation opportunities with higher education institutions in 2015 to achieve another milestone in new materials sectors.

The Group believes that operational structure optimization will help improve production efficiency and is an important milestone for the long term development of the Company. Among which, Nantong Yongsheng will build 2 new differentiated polyester filament yarn production lines in 2015 as scheduled and commence trial production during the second half of the same year. It is expected that the production capacity of polyester filament yarn will further increase to meet the demands from orders of premium or differentiated polyester filament yarn products. The Group also plans to construct a new plant focusing on the production of differentiated polyester filament yarn near the existing plant of Yongsheng Chemical Fiber. The construction of the new plant will be completed in 2015. Furthermore, the Group will optimize the sewage treatment project of its dyeing facilities to enhance the competitive advantages of the Group in dyeing and processing techniques. Besides enhancing the production efficiency and lowering the rising production costs, the gradual expansion of the production scale of the above facilities also help the Group capture the clients’ demands for diversified and high-quality differentiated products, thereby achieving sustained business growth of the Group.

## 展望

展望二零一五年，全球經濟有望回穩，中國經濟將步入平穩增長、結構優化、質量提升的新常態。在當前國家政策指引下，加上城鎮化的快速推進及國民可支配收入持續增加，本集團相信中國紡織業將朝向加快轉型升級的方向發展，消費者對中、高端紡織品的需求仍有增長空間。

有見及此，本集團已部署「聚焦差異化、創新謀發展」的發展藍圖，貫徹發揮差異化產品的核心技術優勢，積極提升產能，持續改善本集團的盈利能力。同時，本集團亦將加強研發力度，重點研發及生產高附加值、具競爭優勢的差別化產品及染色加工技術，搶佔市場份額。本集團在總結與知名學院的合作經驗，計劃於二零一五年與更多高等院校開展深度合作，促進本集團在新材料領域的發展更上一層。

本集團相信，優化營運結構可提升生產效益，並且為本集團長遠發展的重要基石。本集團正積極籌備滌綸長絲的產能擴展工程。其中，南通永盛將按計劃於二零一五年新增2條差別化滌綸長絲生產線，並於同年下半年開始試產，預期可進一步提升滌綸長絲產能，以滿足特級或差別化滌綸長絲產品的訂單需求。本集團亦計劃在永盛化纖附近增設新廠房，新廠房預計將於二零一五年完成建設，專注於生產差別化滌綸長絲。此外，本集團計劃優化染色設施的染水處理工程，以加強本集團於染色及加工技術上的競爭優勢。隨著以上設施的生產規模逐漸擴大，除可促進生產效率及降低不斷上升之生產成本外，亦可迎合客戶對多元化、高質量的差別化產品的需求，實現本集團業務之持續增長。

## Management Discussion and Analysis

### 管理層討論及分析

In the future, the Group will continue to focus on the development of two advantageous businesses – differentiated polyester filament yarn production and the dyeing and processing of differentiated polyester filament fabric. The Group will fully capitalize on its extensive experiences to enhance the technological transformation and production efficiency so as to maintain the current strong momentum of developments in differentiated products. Leveraging on the Group's widely-recognized research and development capacities, the Group will take market-oriented approach by launching different kinds of innovative high-end and functional products and services to expand the Group's market share and optimize its product sales network. The Group will analyze the situation and optimize its internal resources allocation through stringent internal control and cost management policies to consolidate its operating capacity. The operational strategies of the Group are based on the vision of sustainable corporate development and satisfactory returns to our shareholders.

未來，本集團將繼續專注發展兩大優勢業務，差別化滌綸長絲生產，以及差別化滌綸面料染色及加工。本集團將全面發揮自身豐富經驗，致力於技術改造及產能提升，維持目前差異化產品的良好發展勢頭。同時，憑藉備受認可的研發能力，本集團將積極面向市場，推出各類高端、高性能的創新產品及服務，擴大本集團的市場份額及完善產品網絡覆蓋。本集團亦將審時度勢，透過嚴謹的內控及成本管理政策，優化內部資源分配，鞏固營運實力。本集團之經營策略乃立足於企業的可持續發展，並為股東爭取理想的盈利回報。



### REVENUE AND GROSS PROFIT

The following table sets forth a breakdown of the Group's revenue and gross profit by our business segment for the year ended 31 December 2014:

### 收益及毛利

下表載列本集團截至二零一四年十二月三十一日止年度按業務分部劃分的收益及毛利明細：

|  |                  | Year ended 31 December<br>截至十二月三十一日止年度 |               |                           |              |
|--|------------------|--|---------------|---------------------------|--------------|
| Revenue                                      | 收益               | 2014                                   | % of sales    | 2013                      | % of sales   |
|  |                  | 二零一四年<br>RMB'000<br>人民幣千元              | 佔銷售額<br>的百分比  | 二零一三年<br>RMB'000<br>人民幣千元 | 佔銷售額<br>的百分比 |
| 1) Textile-related products trading (Note)   | 1) 紡織相關產品貿易 (附註) | 914,927                                | 66.4%         | 1,325,166                 | 75.0%        |
| 2) Polyester filament yarn production (Note) | 2) 滌綸長絲生產 (附註)   | 317,602                                | 23.0%         | 314,030                   | 17.8%        |
| – Differentiated                             | – 差別化            | 266,850                                | 19.3%         | 249,576                   | 14.1%        |
| – Regular                                    | – 常規             | 50,752                                 | 3.7%          | 64,454                    | 3.7%         |
| 3) Dyeing and processing                     | 3) 染色及加工         | 146,479                                | 10.6%         | 128,227                   | 7.2%         |
|  |                  | <b>1,379,008</b>                       | <b>100.0%</b> | 1,767,423                 | 100.0%       |

Note: Revenue of trading business in 2013 included sales of raw materials in the polyester filament yarn production of RMB4,717,000 (2014: Nil).

附註：二零一三年貿易業務的收益包括滌綸長絲生產的原材料銷售額人民幣4,717,000元（二零一四年：無）。

Revenue of the Group in 2014 was RMB1,379.0 million, representing a decrease of 22.0% in revenue. The decrease was mainly contributed by the decrease in revenue of RMB410.2 million in our textile-related products trading business, offset by increase in revenue in dyeing and processing revenue business and polyester filament yarn production business by RMB18.2 million and RMB3.6 million, respectively. Details of the fluctuations of revenue in each business segment were discussed separately in the section below.

本集團於二零一四年的收益為人民幣1,379,000,000元，相當於收益減少22.0%。收益減少主要因我們的紡織相關產品貿易業務的收益減少人民幣410,200,000元，惟被染色及加工業務收益以及滌綸長絲生產業務的收益分別增加人民幣18,200,000元及人民幣3,600,000元所抵銷。各業務分部的收益變動詳情於下節分開討論。

|  |                | Year ended 31 December<br>截至十二月三十一日止年度 |              |                           |           |
|--|----------------|--|--------------|---------------------------|-----------|
| Gross profit                                 | 毛利             | 2014                                   | GP Margin    | 2013                      | GP Margin |
|  |                | 二零一四年<br>RMB'000<br>人民幣千元              | 毛利率<br>%     | 二零一三年<br>RMB'000<br>人民幣千元 | 毛利率<br>%  |
| 1) Textile-related products trading          | 1) 紡織相關產品貿易    | 22,693                                 | 2.5%         | 26,211                    | 2.0%      |
| 2) Polyester filament yarn production (Note) | 2) 滌綸長絲生產 (附註) | 69,687                                 | 21.9%        | 58,370                    | 18.6%     |
| – Differentiated                             | – 差別化          | 62,905                                 | 23.6%        | 55,584                    | 22.3%     |
| – Regular                                    | – 常規           | 6,782                                  | 13.4%        | 2,786                     | 4.3%      |
| 3) Dyeing and processing                     | 3) 染色及加工       | 49,539                                 | 33.8%        | 44,256                    | 34.5%     |
|  |                | <b>141,919</b>                         | <b>10.3%</b> | 128,837                   | 7.3%      |

Gross profit of the Group in 2014 was RMB141.9 million, representing an increase of 10.2%, mainly contributed by the increase in gross profit of RMB11.3 million and RMB5.3 million in our polyester filament yarn production business and dyeing and processing business respectively, offset by decrease in gross profit of RMB3.5 million in our textile-related products trading business. Details of the fluctuations of gross profit in each business segment were discussed separately in the section below.

## 1) Trading business

|  |                 | Year ended 31 December<br>截至十二月三十一日止年度 |                            |                                   |                            |
|--|-----------------|--|----------------------------|-----------------------------------|----------------------------|
|  |                 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | % of sales<br>佔銷售額<br>的百分比 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 | % of sales<br>佔銷售額<br>的百分比 |
| Revenue                                | 收益              |  |                            |                                   |                            |
| a) Cotton textile materials (Note i)   | a) 棉紡原料 (附註i)   | 373,162                                | 40.8%                      | 428,784                           | 32.3%                      |
| b) Chemical raw materials (Note ii)    | b) 化工原料 (附註ii)  | 393,335                                | 43.0%                      | 816,363                           | 61.6%                      |
| c) Chemical fiber materials (Note iii) | c) 化纖原料 (附註iii) | 148,430                                | 16.2%                      | 79,047                            | 6.0%                       |
| d) Others                              | d) 其他           | -                                      |                            | 972                               | 0.1%                       |
|  |                 | <b>914,927</b>                         | <b>100.0%</b>              | 1,325,166                         | 100.0%                     |

|  |                 | Year ended 31 December<br>截至十二月三十一日止年度 |                  |                                   |                  |
|--|-----------------|--|------------------|-----------------------------------|------------------|
|  |                 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | GP Margin<br>毛利率 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 | GP Margin<br>毛利率 |
| Gross Profit                           | 毛利              |  |                  |                                   |                  |
| a) Cotton textile materials (Note i)   | a) 棉紡原料 (附註i)   | 14,608                                 | 3.9%             | 21,051                            | 4.9%             |
| b) Chemical raw materials (Note ii)    | b) 化工原料 (附註ii)  | 2,736                                  | 0.7%             | 1,622                             | 0.2%             |
| c) Chemical fiber materials (Note iii) | c) 化纖原料 (附註iii) | 5,349                                  | 3.6%             | 3,472                             | 4.4%             |
| d) Others                              | d) 其他           | -                                      |                  | 66                                | 6.8%             |
|  |                 | <b>22,693</b>                          | <b>2.5%</b>      | 26,211                            | 2.0%             |

Note i: Cotton textile materials include cotton, wood pulp, cotton pulp, fabrics and cotton yarn.

Note ii: Chemical raw materials include PET/Nylon chips, PTA and MEG.

Note iii: Chemical fiber materials include spandex, polyester filament yarn and staple fibers.

本集團於二零一四年的毛利為人民幣141,900,000元，增加10.2%，主要因我們的滌綸長絲生產業務以及染色及加工業務的毛利分別增加人民幣11,300,000元及人民幣5,300,000元所致，而該等毛利增加被我們的紡織相關產品貿易業務的毛利減少人民幣3,500,000元所抵銷。各業務分部的毛利變動詳情於下節分開討論。

## 1) 貿易業務

附註i：棉紡原料包括棉花、木漿、棉漿、面料及棉紗。

附註ii：化工原料包括PET／尼龍切片、PTA及MEG。

附註iii：化纖原料包括氨綸絲、滌綸長絲及短纖。

Revenue and gross profit of textile-related products trading business in 2014 were RMB914.9 million and RMB22.7 million respectively, representing a decrease of 31.0% and 13.4% respectively, mainly comprise of the following:

- i) Sales volume in cotton textile materials reduced to 29,719 tonnes and the average selling price increased from RMB12,246/tonne to RMB12,556/tonne. We observed fewer trading opportunities of cotton in the market during 2014 as compared to 2013 due to the decline in cotton price. We maintained a gross profit margin of 3.9% in 2014 as compared to 4.9% in 2013 in the trading of cotton textile materials.
- ii) Sales volume in a chemical raw materials reduced to 59,846 tonnes and the average selling price decreased from RMB8,223/tonne to RMB6,572/tonne. We observed fewer trading opportunities in PTA and PET/Nylon chips in the market during 2014 as compared with 2013. Due to the decline in oil price, we recorded a gross profit margin of 0.7% as compared to 0.2% in 2013 in the trading of chemical raw materials.
- iii) Sales volume in chemical fiber materials increased to 9,423 tonnes and the average selling price decreased from RMB 26,007/tonne to RMB 15,752/tonne. Due to the increase in demand for premium grade chemical fiber materials, including spandex and polyester filament yarns for production, trading volume for chemical fiber materials increased in 2014. We recorded a gross profit margin of 3.6% as compared to 4.4% in 2013 in the trading of chemical fiber materials.

紡織相關產品貿易業務於二零一四年的收益及毛利分別為人民幣914,900,000元及人民幣22,700,000元，分別減少31.0%及13.4%，主要包括以下各項：

- i) 棉紡原料的銷量減少至29,719公噸，而平均售價由人民幣12,246元／公噸上升至人民幣12,556元／公噸。我們觀察到，由於棉花價格下跌，於二零一四年內市場上的棉花買賣商機較二零一三年減少。我們於二零一四年的棉紡原料貿易維持3.9%的毛利率，而二零一三年則為4.9%。
- ii) 化工原料的銷量減少至59,846公噸，而平均售價由人民幣8,223元／公噸下跌至人民幣6,572元／公噸。我們觀察到，於二零一四年內市場上的PTA及PET／尼龍切片商機較二零一三年減少。由於油價下跌，我們的化工原料貿易錄得的毛利率為0.7%，而二零一三年則為0.2%。
- iii) 化纖原料的銷量增加至9,423公噸，而平均售價由人民幣26,007元／公噸下跌至人民幣15,752元／公噸。由於用作生產的特級化纖原料（包括氨綸絲及滌綸長絲）的需求有所增加，化纖原料的貿易量於二零一四年有所增加。我們的化纖原料貿易錄得的毛利率為3.6%，而二零一三年則為4.4%。

## 2) Polyester filament yarn production business

## 2) 滌綸長絲生產業務

|                |     | Year ended 31 December<br>截至十二月三十一日止年度 |                            |                                   |                            |
|----------------|-----|--|----------------------------|-----------------------------------|----------------------------|
|                |     | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | % of sales<br>佔銷售額<br>的百分比 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 | % of sales<br>佔銷售額<br>的百分比 |
| Revenue        | 收益  |  |                            |                                   |                            |
| Differentiated | 差別化 | 266,850                                | 84.0%                      | 249,576                           | 79.5%                      |
| Regular        | 常規  | 50,752                                 | 16.0%                      | 64,454                            | 20.5%                      |
|                |     | <b>317,602</b>                         | <b>100.0%</b>              | 314,030                           | 100.0%                     |

|                |     | Year ended 31 December<br>截至十二月三十一日止年度 |                  |                                   |                  |
|----------------|-----|--|------------------|-----------------------------------|------------------|
|                |     | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | GP Margin<br>毛利率 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 | GP Margin<br>毛利率 |
| Gross Profit   | 毛利  |  |                  |                                   |                  |
| Differentiated | 差別化 | 62,905                                 | 23.6%            | 55,584                            | 22.3%            |
| Regular        | 常規  | 6,782                                  | 13.4%            | 2,786                             | 4.3%             |
|                |     | 69,687                                 | 21.9%            | 58,370                            | 18.6%            |

Revenue and gross profit of polyester filament yarn production business in 2014 were RMB317.6 million and RMB69.7 million respectively, representing an increase of 1.1% and 19.4% respectively, mainly comprise of the following:

The increase in polyester filament yarn sales by RMB3.6 million was mainly attributable to the increase in sales of differentiated products by RMB17.3 million, which was offset by decrease in sales of regular products of RMB13.7 million. Consistent with our strategy to focus on differentiated products with higher gross profit margin, the percentage of the revenue derived from sales of differentiated polyester filament yarn increased from 79.5% in 2013 to 84.0% in 2014. As a result, our gross profit margin increased from 18.6% in 2013 to 21.9% in 2014.

- i) Sales volume in differentiated polyester filament yarn increased 16.4% from 13,057 tonnes to 15,195 tonnes. Due to the increase in demand for premium grade polyester filament yarns for production, especially for SPH, CEY, REN, CEI and SSY, the revenue and volume for differentiated polyester filament yarn increased sharply in 2014. We also promoted new products, such as CEH, D400 and GPN during the year. The average selling price decreased from RMB19,114/tonne to RMB17,562/tonne as we lowered the price of differentiated products in order to secure more market share. Since a significant portion of cost of sales represented raw materials costs for PET/Nylon chips and POY, the general decrease in raw materials price benefit our production. We maintained a stable gross profit margin of 23.6% as compared to 22.3% in 2013 in the differentiated polyester filament yarn.

滌綸長絲生產業務於二零一四年的收益及毛利分別為人民幣317,600,000元及人民幣69,700,000元，分別增加1.1%及19.4%，主要包括以下各項：

滌綸長絲的銷售額增加人民幣3,600,000元，主要由於差別化產品的銷售額增加人民幣17,300,000元，惟被常規產品的銷售額減少人民幣13,700,000元所抵銷。與我們專注於毛利率較高的差別化產品的策略一致，銷售差別化滌綸長絲產生的收益百分比由二零一三年的79.5%增加至二零一四年的84.0%。因此，我們的毛利率由二零一三年的18.6%上升至二零一四年的21.9%。

- i) 差別化滌綸長絲的銷量由13,057公噸增加16.4%至15,195公噸。由於用作生產的特級滌綸長絲的需求增加（尤其是SPH、CEY、REN、CEI及SSY），差別化滌綸長絲的收益及銷量於二零一四年大幅增加。我們於年內亦推廣如CEH、D400及GPN等新產品。平均售價由人民幣19,114元／公噸下降至人民幣17,562元／公噸，原因為我們下調差別化產品的價格以爭取更大的市場份額。由於大部分銷售成本為PET／尼龍切片及POY的原材料成本，故原材料價格普遍下降對我們的生產有利。我們的差別化滌綸長絲維持毛利率23.6%，而二零一三年則為22.3%。

ii) Sales volume in regular polyester filament yarn decreased 22.8% from 6,141 tonnes to 4,738 tonnes. Consistent with our strategy to focus on differentiated products, we sold less regular products during the year 2014. We produced and sold regular products mainly for the purpose of utilizing our production facilities to keep the plant and machineries at the best working status and to share manufacturing fixed costs such as depreciation of plant and equipment. We maintained a relatively high gross profit margin of 13.4% as compared to 4.3% in 2013 in the regular polyester filament yarn mainly because we ceased production and sales of certain types of regular polyester filament yarn which had low gross profit margin.

ii) 常規滌綸長絲的銷量由6,141公噸減少22.8%至4,738公噸。與我們專注於差別化產品的策略一致，我們於二零一四年年內銷售的常規產品減少。我們生產及銷售常規產品的主要目的是善用我們的生產設施，以使廠房及機器處於最佳工作狀態，並分攤生產固定成本（例如廠房及設備折舊）。我們的常規滌綸長絲維持13.4%的較高毛利率，而二零一三年則為4.3%，主要原因是我們停止生產及銷售若干種類毛利率偏低的常規滌綸長絲。

### 3) Dyeing and processing business

### 3) 染色及加工業務

|                     |           | Year ended 31 December<br>截至十二月三十一日止年度 |                            |                                   |                            |
|---------------------|-----------|--|----------------------------|-----------------------------------|----------------------------|
|                     |           | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | % of sales<br>佔銷售額<br>的百分比 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 | % of sales<br>佔銷售額<br>的百分比 |
| <b>Revenue</b>      | <b>收益</b> |  |                            |                                   |                            |
| Processing activity | 加工活動      | 100,420                                | 68.6%                      | 89,006                            | 69.4%                      |
| Direct sales        | 直接銷售      | 46,059                                 | 31.4%                      | 39,221                            | 30.6%                      |
|                     |           | <b>146,479</b>                         | <b>100.0%</b>              | 128,227                           | 100.0%                     |

|                     |           | Year ended 31 December<br>截至十二月三十一日止年度 |                  |                                   |                  |
|---------------------|-----------|--|------------------|-----------------------------------|------------------|
|                     |           | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | GP Margin<br>毛利率 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 | GP Margin<br>毛利率 |
| <b>Gross Profit</b> | <b>毛利</b> |  |                  |                                   |                  |
| Processing activity | 加工活動      | 41,452                                 | 41.3%            | 35,129                            | 39.5%            |
| Direct sales        | 直接銷售      | 8,087                                  | 17.6%            | 9,127                             | 23.3%            |
|                     |           | <b>49,539</b>                          | <b>33.8%</b>     | 44,256                            | 34.5%            |

Revenue and gross profit of dyeing and processing business in 2014 were RMB146.5 million and RMB49.5 million respectively, representing an increase of 14.2% and 11.9%, respectively, mainly comprise of the following:

染色及加工業務於二零一四年的收益及毛利分別為人民幣146,500,000元及人民幣49,500,000元，分別增加14.2%及11.9%，主要包括以下各項：



- i) Processing volume in dyeing and processing activity decreased slightly from 37,102,000 meters to 36,825,000 meters due to the decrease in processing orders during 2014. The average processing income increased from RMB2.4/meter in 2013 to RMB2.7/meter in 2014. We achieved a gross profit margin of 41.3% as compared to 39.5% in 2013 in the processing activity because of the economy of scale in operation of the plant and decrease in costs of production as part of the energy savings and water recycle initiatives.
  - ii) Sales volume in direct sale increased 13.7% from 3,639,000 meters to 4,138,000 meters as we have more new customers in 2014. The average selling price for direct sale remained stable at RMB11.1/meter in 2014 as compared to RMB10.8/meter in 2013. We achieved a gross profit margin of 17.6% as compared to 23.3% in 2013 for direct sales mainly due to the increase in unit cost of fabric.
- i) 由於二零一四年內的加工訂單減少，染色及加工活動的加工量由37,102,000米輕微減少至36,825,000米。平均加工收入由二零一三年的人民幣2.4元/米增加至二零一四年的人民幣2.7元/米。由於廠房營運產生規模效應及在節能及用水循環再用措施令致生產成本減少，我們的加工活動錄得毛利率41.3%，而二零一三年則為39.5%。
  - ii) 由於我們於二零一四年吸納更多新客戶，直接銷售的銷量由3,639,000米增加13.7%至4,138,000米。直接銷售的平均售價於二零一四年維持穩定於人民幣11.1元/米，而二零一三年則為人民幣10.8元/米。我們的直接銷售錄得毛利率17.6%，而二零一三年則為23.3%，乃主要由於面料的單位成本增加所致。

### Other gains, net

Other net gains decreased by RMB4.6 million from RMB7.4 million for the year ended 31 December 2013 to RMB2.8 million for the year ended 31 December 2014, primarily due to (1) an increase in foreign exchange losses of approximately RMB1.9 million due to the fluctuations of the exchange rates of USD against RMB, and hence we recorded net exchange loss on our accounts receivables and payables not denominated in RMB mainly in our trading activities; (2) a decrease in subsidy income received from local tax bureau and Bureau of Finance of RMB1.7 million; and (3) a decrease in reimbursement for transportation expenses of RMB1.0 million as we did not trade any cotton from Xinjiang in 2014.

### 其他收益淨額

其他收益淨額由截至二零一三年十二月三十一日止年度的人民幣7,400,000元減少人民幣4,600,000元至截至二零一四年十二月三十一日止年度的人民幣2,800,000元，主要由於(1)美元兌人民幣匯率波動導致外匯虧損增加約人民幣1,900,000元，故此主要於貿易活動中產生的並非以人民幣計值的應收賬款及應付賬款錄得匯兌虧損淨額；(2)地方稅務局和財政局發放的補貼收入減少人民幣1,700,000元；及(3)由於我們於二零一四年並沒有從新疆進行任何棉花貿易，故此運輸開支補償減少人民幣1,000,000元所致。

Selling expenses

銷售開支

|                        |        | Year ended 31 December<br>截至十二月三十一日止年度 |                                   |
|------------------------|--------|--|-----------------------------------|
|                        |        | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| Selling expenses total | 銷售開支總額 | 19,593                                 | 16,075                            |

Selling expenses increased by RMB3.5 million, or 21.9% from RMB16.1 million for the year ended 31 December 2013 to RMB19.6 million for the year ended 31 December 2014, primarily attribute to the increased staff costs in relation to marketing of RMB2.7 million, and increase in transportation and storage cost by RMB1.0 million, which was mainly due to the fact that we conducted less intermediary trade during 2014 in which we purchased goods from overseas and then sold to our overseas customers, and on average we incurred more transportation and storage costs by conducting importing or trading within the PRC than intermediary trading.

銷售開支由截至二零一三年十二月三十一日止年度的人民幣16,100,000元增加人民幣3,500,000元或21.9%至截至二零一四年十二月三十一日止年度的人民幣19,600,000元，主要由於有關市場推廣的員工成本增加人民幣2,700,000元及運輸和儲存開支增加人民幣1,000,000元所致，主要由於二零一四年我們較少進行將從海外採購貨物並將其出售予我們國外客戶的轉口貿易，而平均而言，我們進行進口或國內貿易的運輸及儲存成本較轉口貿易產生的運輸及儲存成本為高。

Administrative expenses

行政開支

|                               |        | Year ended 31 December<br>截至十二月三十一日止年度 |                                   |
|-------------------------------|--------|--|-----------------------------------|
|                               |        | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| Administrative expenses total | 行政開支總額 | 51,978                                 | 42,360                            |

Administrative expenses increased by RMB9.6 million, or 22.7% from RMB42.4 million for the year ended 31 December 2013 to RMB52.0 million for the year ended 31 December 2014 primarily due to, (i) the increase in staff costs of RMB14.8 million to reward employees as a result of the improvement in profitability of the Group for 2014, and (ii) the increase in professional service expenses of RMB1.8 million in the first year after listing; offset by the decrease in listing expenses by RMB10.3 million in 2013 due to the successful listing of the Company on 27 November 2013.

行政開支由截至二零一三年十二月三十一日止年度的人民幣42,400,000元增加人民幣9,600,000元或22.7%至截至二零一四年十二月三十一日止年度的人民幣52,000,000元，主要由於(i)基於本集團於二零一四年的盈利改善，獎勵僱員令致員工成本增加人民幣14,800,000元，及(ii)上市後首年的專業服務開支增加人民幣1,800,000元所致，惟被本公司於二零一三年十一月二十七日順利上市後上市開支減少人民幣10,300,000元所抵銷。

### Finance costs, net

Net finance costs decreased by RMB9.4 million, or 74.0% from RMB12.7 million for the year ended 31 December 2013 to RMB3.3 million for the year ended 31 December 2014, primarily due to the decrease in interest expenses on bank borrowings by RMB15.4 million, mainly as a result of the decrease in bank borrowings of RMB219.6 million from 31 December 2013 to 31 December 2014 according to our strategy to repay bank borrowings with excess cash balances during the year 2014, offset by a decrease in interest income from cash and cash equivalents and restricted cash deposits of RMB4.4 million mainly as a result of decrease in the aggregate balance by RMB143.3 million from 31 December 2013 to 31 December 2014.

### Profit before income tax

Profit before income tax increased from RMB65.1 million for the year ended 31 December 2013 to RMB69.9 million for the year ended 31 December 2014 by RMB4.8 million or 7.3%, which was mainly due to (1) increase in gross profit by RMB13.1 million; (2) decrease in net finance costs by RMB9.4 million; offset by (3) increase in administrative expenses of RMB9.6 million; (4) decrease in other net gains of RMB4.6 million; and (5) increase in selling expenses of RMB3.5 million.

### Income tax expenses

Income tax expense decreased by 22.5% from 2013 to 2014, which was in an opposite direction to the increase of profit before income tax of 7.3% as the corporate income tax rate of Yongsheng Chemical Fiber reduced from 25% for the year ended 31 December 2013 to 15% for the year ended 31 December 2014 as it obtained the certificate of qualifying as "advanced technology company" in 2014.

### Total comprehensive income

As a result of the foregoing, our total comprehensive income increased by RMB9.2 million, or 19.2% from RMB47.5 million for year ended 31 December 2013 to RMB56.7 million for the year ended 31 December 2014. Our net profit margin before interest and tax and net profit margin increased from 4.4% and 2.7% respectively for the year ended 31 December 2013 to 5.3% and 4.1% respectively for the year ended 31 December 2014, mainly as a result of our increased gross profit margin from 7.3% to 10.3% due to the improvement of gross profit margin of production activities.

### 融資成本淨額

融資成本淨額由截至二零一三年十二月三十一日止年度的人民幣12,700,000元減少人民幣9,400,000元或74.0%至截至二零一四年十二月三十一日止年度的人民幣3,300,000元，主要由於銀行借款的利息開支減少人民幣15,400,000元，主要因為本集團於二零一四年內實行以剩餘現金結餘償還銀行借款的策略，以致銀行借款於二零一四年十二月三十一日較二零一三年十二月三十一日減少人民幣219,600,000元，惟被現金及現金等值物以及受限制現金存款的利息收入減少人民幣4,400,000元所抵銷，主要由於結餘總額於二零一四年十二月三十一日較二零一三年十二月三十一日減少人民幣143,300,000元。

### 除所得稅前溢利

除所得稅前溢利由截至二零一三年十二月三十一日止年度的人民幣65,100,000元增加人民幣4,800,000元或7.3%至截至二零一四年十二月三十一日止年度的人民幣69,900,000元，主要由於(1)毛利增加人民幣13,100,000元；(2)融資成本淨額減少人民幣9,400,000元；惟被(3)行政開支增加人民幣9,600,000元；(4)其他淨收益減少人民幣4,600,000元；及(5)銷售開支增加人民幣3,500,000元所抵銷。

### 所得稅開支

二零一四年的所得稅開支較二零一三年減少22.5%，而除所得稅前溢利增加7.3%，原因為永盛化纖由於在二零一四年取得「高新技術企業」資格證書，故企業所得稅率由截至二零一三年十二月三十一日止年度的25%下降至截至二零一四年十二月三十一日止年度的15%。

### 綜合收益總額

由於上述原因，我們的綜合收益總額由截至二零一三年十二月三十一日止年度的人民幣47,500,000元增加人民幣9,200,000元或19.2%至截至二零一四年十二月三十一日止年度的人民幣56,700,000元。我們的除利息及稅項前純利率及純利率分別由截至二零一三年十二月三十一日止年度的4.4%及2.7%上升至截至二零一四年十二月三十一日止年度的5.3%及4.1%，主要由於我們的毛利率因生產活動的毛利率有所改善（由7.3%上升至10.3%）所致。

## Property, plant and equipment

Property, plant and equipment as at 31 December 2014 increased by RMB3.2 million, or 2.5% as compared to 31 December 2013, mainly attributable to additions of RMB15.9 million, mainly for construction-in-progress and plant and machinery for production offset by depreciation of RMB12.3 million.

## Inventories

|                                |             | Year ended 31 December<br>截至十二月三十一日止年度 |                                   |
|--------------------------------|-------------|--|-----------------------------------|
|                                |             | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| Trading inventories            | 貿易類存貨       | 50,535                                 | 84,268                            |
| Finished goods                 | 製成品         | 22,230                                 | 20,093                            |
| Raw materials                  | 原材料         | 15,509                                 | 11,752                            |
| Work in progress               | 在製品         | 2,178                                  | 3,044                             |
|                                |             | <b>90,452</b>                          | 119,157                           |
| Less: provision                | 減：撥備        | <b>(2,623)</b>                         | (5,995)                           |
|                                |             | <b>87,829</b>                          | 113,162                           |
| Inventory turnover days (Note) | 存貨周轉日數 (附註) | <b>27 days</b> 日                       | 27 days日                          |

Note: Inventory turnover days equals to the average of beginning and ending inventory balances of the year divided by revenue of the year and multiplied by the total number of days for the respective year.

Inventories as at 31 December 2014 decreased by RMB25.3 million, or 22.4% as compared to 31 December 2013, mainly due to decrease in trading inventories by RMB33.7 million as a result of decrease in trading revenue by RMB410.2 million for 2014 as compared to 2013.

Inventory turnover days remained stable at 27 days in 2013 and 2014.

## 物業、廠房及設備

於二零一四年十二月三十一日的物業、廠房及設備較二零一三年十二月三十一日增加人民幣3,200,000元或2.5%，主要由於在建工程及添置用於生產的廠房及機器人民幣15,900,000元所致，惟被折舊人民幣12,300,000元所抵銷。

## 存貨

附註：存貨周轉日數相等於年初及年末存貨結餘的平均數除以年內收益再乘以各年的總日數。

於二零一四年十二月三十一日的存貨較二零一三年十二月三十一日減少人民幣25,300,000元或22.4%，主要由於貿易類存貨因二零一四年的貿易類收入較二零一三年下跌人民幣410,200,000元而減少人民幣33,700,000元所致。

二零一三年及二零一四年的存貨周轉日數保持於27日的穩定水平。

Trade and bills receivables

貿易應收款項及應收票據

|                                   |                | Year ended 31 December<br>截至十二月三十一日止年度 |                                   |
|-----------------------------------|----------------|--|-----------------------------------|
|                                   |                | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| Trade receivables                 | 貿易應收款項         | 95,757                                 | 94,006                            |
| Bills receivable                  | 應收票據           | 38,165                                 | 37,207                            |
|                                   |                | <b>133,922</b>                         | 131,213                           |
| Less: Provision for impairment    | 減：減值撥備         | <b>(4,941)</b>                         | (5,108)                           |
| Trade and bills receivables – net | 貿易應收款項及應收票據－淨額 | <b>128,981</b>                         | 126,105                           |
| Debtors' turnover days (Note)     | 應收賬款周轉日數 (附註)  | <b>24 days</b> 日                       | 32 days日                          |

Note: Debtors' turnover days equals to the average of the beginning and ending trade receivable balances of the year divided by revenue and multiplied by the total number of days for the respective year.

附註：應收賬款周轉日數相等於年初及年末貿易應收款項結餘的平均數除以收益再乘以各年的總日數。

Trade and bills receivable as at 31 December 2014 increased by RMB2.9 million, or 2.28% as compared to 31 December 2013, mainly attributable to the increase in trade related receivable of Yongsheng (HK) International Co., Limited closed to the balance sheet date.

於二零一四年十二月三十一日的貿易應收款項及應收票據較二零一三年十二月三十一日增加人民幣2,900,000元或2.28%，主要由於永盛（香港）國際有限公司的貿易相關應收款項於臨近結算日有所增加所致。

Debtors' turnover days decreased from 32 days in 2013 to 24 days in 2014, mainly due to the decreased in revenue for the year ended 31 December 2014 by approximately 22.0%.

應收賬款周轉日數由二零一三年的32日縮短至二零一四年的24日，主要由於截至二零一四年十二月三十一日止年度的收益減少約22.0%所致。

## Trade payables

## 貿易應付款項

|                                 |               | Year ended 31 December<br>截至十二月三十一日止年度 |                                   |
|---------------------------------|---------------|--|-----------------------------------|
|                                 |               | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| Trade payables                  | 貿易應付款項        | 105,535                                | 116,829                           |
| Creditors' turnover days (Note) | 應付賬款周轉日數 (附註) | 35 days日                               | 43 days日                          |

Note: Creditors' turnover days equal to the average of the beginning and ending trade payable balances of the year divided by cost of sales and multiplied by the actual number of days in respective year. The above calculations include trade related payables due to related parties.

附註：應付賬款周轉日數相等於年初及年末貿易應付款項結餘的平均數除以銷售成本再乘以各年的實際日數。以上計算計入應付關連方的貿易相關應付款項。

Trade payable as at 31 December 2014 decreased by RMB11.3 million, or 9.7% as compared to 31 December 2013, mainly attributable to the decline in total revenue by RMB388.4 million for the year ended 31 December 2014 as compared to the year ended 31 December 2013 as a result of decrease in trading revenue.

於二零一四年十二月三十一日的貿易應付款項較二零一三年十二月三十一日減少人民幣11,300,000元或9.7%，主要由於截至二零一四年十二月三十一日止年度的總收益因貿易收益減少而較截至二零一三年十二月三十一日止年度減少人民幣388,400,000元所致。

Creditors' turnover days decreased from 43 days in 2013 to 35 days in 2014, mainly due to decrease in trading revenue during the year resulted in the decrease in trade payable by 9.7%, offset by decline in total cost of sales for the year ended 31 December 2013 by approximately 24.5%.

應付賬款周轉日數由二零一三年的43日減少至二零一四年的35日，主要由於本年度貿易收益減少導致貿易應付款項減少9.7%所致，惟被截至二零一三年十二月三十一日止年度的總銷售成本下降約24.5%所抵銷。

## Advances from customers

## 客戶墊款

Advances from customers remained stable at RMB7.1 million as at 31 December 2014 as compared to RMB8.1 million as at 31 December 2013.

二零一四年十二月三十一日的客戶墊款保持於人民幣7,100,000元的穩定水平，而二零一三年十二月三十一日為人民幣8,100,000元。

## Cash flow

The following table sets forth a summary of our consolidated cash flow statements for the year:

|  |                             | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|-----------------------------|-----------------------------------|-----------------------------------|
| Net cash generated from / (used in) operating activities             | 經營活動所得 / (所用) 現金淨額          | 101,497                           | (6,664)                           |
| Net cash generated from investing activities                         | 投資活動所得現金淨額                  | 90,873                            | 232,452                           |
| Net cash used in financing activities                                | 融資活動所用現金淨額                  | (229,697)                         | (135,845)                         |
| <b>Net (decrease)/increase in cash and cash equivalents</b>          | <b>現金及現金等值物 (減少) / 增加淨額</b> | <b>(37,327)</b>                   | 89,943                            |
| Cash and cash equivalents at beginning of the year                   | 年初現金及現金等值物                  | 166,559                           | 75,700                            |
| Effect of foreign exchange rate changes on cash and cash equivalents | 現金及現金等值物外匯匯率變動影響            | (537)                             | 916                               |
| <b>Cash and cash equivalents at end of the year</b>                  | <b>年終現金及現金等值物</b>           | <b>128,695</b>                    | 166,559                           |

## 現金流量

下表載列年內合併現金流量表概要：

### Cash flow from operating activities

Our net cash generated from operating activities amounted to RMB101.5 million, which was primarily attributable to (1) profit before taxation of RMB69.9 million; and (2) decrease in inventories primarily due to the tightened inventory control in the textile-related products trading business.

### Cash flow from investing activities

We generated cash from investing activities of RMB90.9 million in 2014, which was mainly due to the decrease in restricted bank deposits of RMB105.5 million, due to the decrease in purchases incurred from letter of credit from 2013 to 2014.

### Cash flow from financing activities

Net cash used in financing activities in 2014 amounted to RMB229.7 million, which mainly consisted of (1) net repayment of bank borrowings of RMB220.1 million and interest paid of RMB6.0 million, according to our strategy to repay bank borrowings with excess cash balances; and (2) dividend paid to non-controlling shareholders of RMB3.0 million.

### 經營活動的現金流量

本集團的經營活動產生現金淨額達人民幣101,500,000元，其中主要由於(1)除稅前溢利人民幣69,900,000元；及(2)存貨主要由於加強於紡織相關產品貿易業務的存貨管理而有所減少所致。

### 投資活動的現金流量

本集團於二零一四年自投資活動產生的現金為人民幣90,900,000元，主要由於受限制銀行存款減少人民幣105,500,000元，此乃由於二零一三年至二零一四年使用信用證進行的採購減少所致。

### 融資活動的現金流量

於二零一四年用於融資活動之現金淨額達人民幣229,700,000元，其中主要包括(1)償還銀行借款淨額人民幣220,100,000元及已付利息人民幣6,000,000元，此乃根據本集團以剩餘現金結餘來償還銀行貸款的政策；及(2)向非控股股東支付股息人民幣3,000,000元。

## Capital Structure

The Company's issued share capital as at 31 December 2014 is HK\$4,000,000 divided into 400,000,000 shares of HK\$0.01 each.

The Group adopts a prudent treasury policy, and its debt to equity ratio (calculated by dividing the total interest-bearing borrowings by total equity) as at 31 December 2014 was approximately 0.5% (31 December 2013: approximately 69.9%). The current ratio (calculated as current assets divided by current liabilities) as at 31 December 2014 was approximately 2.22 times (31 December 2013: approximately 1.48 times).

## Liquidity, financial resources, and use of the IPO proceeds

As at 31 December 2014, the total amount of the borrowings by the Group was RMB2.0 million (31 December 2013: RMB221.6 million). The Group settled borrowings in the amount of approximately RMB219.6 million for the year ended 31 December 2014. The Group's cash and bank balances, including restricted cash, amounted to RMB141.6 million (31 December 2013: RMB284.9 million). The Group has received net proceeds of HK\$81.5 million (approximately RMB63.7 million) from issuance of ordinary shares under the share offer on 27 November 2013. The Group has utilised approximately RMB28.2 million of the net proceeds as at 31 December 2014 and intends to apply the remaining net proceeds in the manner consistent with that disclosed in the announcement of the Company dated 26 November 2013 in respect of the share offer.

## Pledge of Group's assets

As at 31 December 2014, bank borrowings of RMB2.0 million were pledged by buildings with net book value of RMB35.1 million and land use rights with net book value of RMB12.3 million.

## Capital commitments

Capital expenditure contracted for at each balance sheet dates, but not yet incurred as follows:

|                               |          | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|-------------------------------|----------|-----------------------------------|-----------------------------------|
| Property, plant and equipment | 物業、廠房及設備 | 1,678                             | -                                 |

## 資本架構

本公司於二零一四年十二月三十一日的已發行股本為4,000,000港元，分為400,000,000股每股面值0.01港元的股份。

本集團採取審慎的庫務政策，而其於二零一四年十二月三十一日的負債與權益比率（按計息借款總額除以權益總額計算）約為0.5%（二零一三年十二月三十一日：約69.9%）。於二零一四年十二月三十一日的流動比率（按流動資產除以流動負債計算）約為2.22倍（二零一三年十二月三十一日：約1.48倍）。

## 流動資金、財務資源及首次公開發售所得款項用途

於二零一四年十二月三十一日，本集團的借款總額為人民幣2,000,000元（二零一三年十二月三十一日：人民幣221,600,000元）。本集團截至二零一四年十二月三十一日止年度償還借款約人民幣219,600,000元。本集團的現金及銀行結餘（包括受限制現金）為人民幣141,600,000元（二零一三年十二月三十一日：人民幣284,900,000元）。本集團已於二零一三年十一月二十七日獲得根據股份發售發行普通股的所得款項淨額81,500,000港元（約人民幣63,700,000元）。本集團於二零一四年十二月三十一日已動用所得款項淨額其中約人民幣28,200,000元，並擬按本公司日期為二零一三年十一月二十六日有關股份發售的公佈內所披露者一致的方式動用餘下的所得款項淨額。

## 集團資產抵押

於二零一四年十二月三十一日，人民幣2,000,000元的銀行借款乃以賬面淨值為人民幣35,100,000元的樓宇及賬面淨值為人民幣12,300,000元的土地使用權作抵押。

## 資本承擔

於各結算日已訂約但尚未產生的資本開支如下：



## Operating lease commitments

The Group's future aggregate minimum lease payments to be paid under non-cancellable operating leases were as follows:

|   |            | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---|------------|-----------------------------------|-----------------------------------|
| Not later than 1 year                       | 不遲於一年      | 848                               | 1,066                             |
| Later than 1 year and no later than 5 years | 遲於一年及不遲於五年 | 504                               | 995                               |
|   |            | <b>1,352</b>                      | 2,061                             |

## Contingent liabilities

As at 31 December 2014, the Group has no material contingent liabilities.

## Material Acquisition and Disposals

Save as disclosed in note 18(a) paragraph(b) to the financial statements, the Group did not have any material acquisition or disposal of subsidiaries or associates during the year ended 31 December 2014.

## Exposure to Fluctuations in Exchange Rates and Related Hedge

Most transactions of the Group are settled in Renminbi ("RMB") since the operations of the Group are mainly carried out in the PRC, and the major subsidiaries of the Group are operating in an RMB environment and the functional currency of the major subsidiaries is RMB. The reporting currency of the Group is RMB. The Group carried on trading of textile products from overseas and most of the transactions were settled in United States Dollars. The Group's cash and bank deposits are predominantly in RMB. The Company will pay dividends in Hong Kong Dollars if dividends are declared. The Directors are of the view that RMB is relatively stable against the other currencies and the Group will closely monitor the fluctuations in exchange rates, and that hedging by means of derivative instruments is therefore not necessary. RMB is currently not a freely convertible currency. A portion of the Group's RMB revenue or profit may be converted into other currencies to meet foreign currency obligations of the Group such as the payment of dividends, if declared.

## 經營租約承擔

本集團根據不可註銷經營租約將予支付的未來最低租賃付款總額如下：

|  |  | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|--|-----------------------------------|-----------------------------------|
|  |  | 848                               | 1,066                             |
|  |  | 504                               | 995                               |
|  |  | <b>1,352</b>                      | 2,061                             |

## 或然負債

於二零一四年十二月三十一日，本集團並無重大或然負債。

## 重大收購及出售

除財務報表附註18(a)第(b)段所披露者外，本集團於截至二零一四年十二月三十一日止年度並無進行任何附屬公司或聯營公司的重大收購或出售。

## 匯率波動風險及有關對沖

由於本集團主要在中國境內經營業務及本集團的主要附屬公司於人民幣（「人民幣」）環境下營運，而主要附屬公司的功能貨幣為人民幣，故本集團大部分交易以人民幣結算。本集團的呈報貨幣為人民幣。本集團從事來自海外的紡織產品貿易及大部份交易以美元結算。本集團現金及銀行存款主要以人民幣計值。倘宣派股息，本公司將以港元派付股息。董事認為人民幣與其他貨幣的匯率相對穩定，且本集團將密切留意匯率波動的情況，因此並無必要採用衍生工具進行對沖。人民幣目前為不可自由兌換的貨幣。本集團部分人民幣收入或溢利可兌換為其他貨幣，以履行本集團的外匯責任，例如派付股息（如有宣派）。

## Property, plant and equipment

Property, plant and equipment as at 31 December 2014 increased by RMB3.2 million, or 2.5% as compared to 31 December 2013, mainly attributable to additions of RMB15.9 million, mainly for construction-in-progress and plant and machinery for production offset by depreciation of RMB12.3 million.

## Inventories

|                                |             | Year ended 31 December<br>截至十二月三十一日止年度 |                                   |
|--------------------------------|-------------|--|-----------------------------------|
|                                |             | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| Trading inventories            | 貿易類存貨       | 50,535                                 | 84,268                            |
| Finished goods                 | 製成品         | 22,230                                 | 20,093                            |
| Raw materials                  | 原材料         | 15,509                                 | 11,752                            |
| Work in progress               | 在製品         | 2,178                                  | 3,044                             |
|                                |             | <b>90,452</b>                          | 119,157                           |
| Less: provision                | 減：撥備        | <b>(2,623)</b>                         | (5,995)                           |
|                                |             | <b>87,829</b>                          | 113,162                           |
| Inventory turnover days (Note) | 存貨周轉日數 (附註) | <b>27 days</b> 日                       | 27 days日                          |

Note: Inventory turnover days equals to the average of beginning and ending inventory balances of the year divided by revenue of the year and multiplied by the total number of days for the respective year.

Inventories as at 31 December 2014 decreased by RMB25.3 million, or 22.4% as compared to 31 December 2013, mainly due to decrease in trading inventories by RMB33.7 million as a result of decrease in trading revenue by RMB410.2 million for 2014 as compared to 2013.

Inventory turnover days remained stable at 27 days in 2013 and 2014.

## 物業、廠房及設備

於二零一四年十二月三十一日的物業、廠房及設備較二零一三年十二月三十一日增加人民幣3,200,000元或2.5%，主要由於在建工程及添置用於生產的廠房及機器人民幣15,900,000元所致，惟被折舊人民幣12,300,000元所抵銷。

## 存貨

|                                |             | Year ended 31 December<br>截至十二月三十一日止年度 |                                   |
|--------------------------------|-------------|--|-----------------------------------|
|                                |             | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| Trading inventories            | 貿易類存貨       | 50,535                                 | 84,268                            |
| Finished goods                 | 製成品         | 22,230                                 | 20,093                            |
| Raw materials                  | 原材料         | 15,509                                 | 11,752                            |
| Work in progress               | 在製品         | 2,178                                  | 3,044                             |
|                                |             | <b>90,452</b>                          | 119,157                           |
| Less: provision                | 減：撥備        | <b>(2,623)</b>                         | (5,995)                           |
|                                |             | <b>87,829</b>                          | 113,162                           |
| Inventory turnover days (Note) | 存貨周轉日數 (附註) | <b>27 days</b> 日                       | 27 days日                          |

附註：存貨周轉日數相等於年初及年末存貨結餘的平均數除以年內收益再乘以各年的總日數。

於二零一四年十二月三十一日的存貨較二零一三年十二月三十一日減少人民幣25,300,000元或22.4%，主要由於貿易類存貨因二零一四年的貿易類收入較二零一三年下跌人民幣410,200,000元而減少人民幣33,700,000元所致。

二零一三年及二零一四年的存貨周轉日數保持於27日的穩定水平。

# Directors and Senior Management

## 董事及高級管理層

### EXECUTIVE DIRECTORS

#### Mr. Li Cheng

aged 52, an executive Director and the chairman of the Board of the Company (the “Chairman”). Mr. Li is also the chairman of the Nomination Committee under the Board and the authorised representative of the Company. Mr. Li has more than 20 years of experience in textile and trading industry, and is mainly responsible for overall business strategy and management of the Group. From August 1985 to May 1993, Mr. Li had been engaged in trading of textile products as a sole proprietorship. He worked as the general manager of Xiaoshan Yongsheng Trading Company from March 1993 to November 1997, and from November 1997 to June 1999, he assumed the role of general manager of Xiaoshan Yongsheng Chemical Fiber Company Limited (currently known as Hangzhou Yongsheng Group Limited, “Yongsheng Group”). He served as the general manager of Hangzhou Yongsheng Weaving Limited (“Yongsheng Weaving”) from June 1999 to April 2003. Since 2003, Mr. Li has been appointed as a chairman of the board of directors of Yongsheng Group. Mr. Li has been a senior economist since October 2013.

Mr. Li completed his professional study major in dyeing and processing engineering in Zhejiang Institute of Silk Textile (now known as Zhejiang Sci-Tech University) in July 1985, and in March 2004, he completed a course on corporate director advanced business administration which was held by Ningbo Jianfeng Management Technology Research Centre. Between 2006 and 2012, Mr. Lee had also completed various courses including the Senior Training Course on the Philosophy of New Technology and Enterprise Growth—Growth enterprise and the Senior Training Course on Financial Investment in Real Operations respectively offered by the school of humanities and the school of media of Zhejiang University, the Senior Training course for Business Administration Executives offered by Zhejiang Gongshang University, the training course for senior enterprise operators and managers in Hangzhou City on “356 Engineering Programme” in relation to investment, financing and capital operation training offered by Fudan University. Mr. Li was appointed as the deputy chairman of The Professional Committee of Zhejiang Province Privately-operated Economic Research Centre in December 2002.

Mr. Li has been elected as a member of the Hangzhou City Xiaoshan District Committee of the Chinese People’s Political Consultative Conference since May 2005. He was also elected as the chairman of the Hangzhou City Xiaoshan District Wenzhou Chamber of Commerce in July 2010, the vice-chairman of the Hangzhou City Xiaoshan District General Chamber of Commerce in December 2012 and the standing council member of the China Chemical Fiber Association in April 2012. In October 2008, Mr. Li was named the “Staff Caring Outstanding Entrepreneur” of Hangzhou City jointly awarded by the Federation of Trade Union of Hangzhou City and the Industry and Commerce Joint Committee of Hangzhou City. In February 2013, Mr. Li was awarded the “Outstanding Socialist Builder” for the years 2010–2012 by the Office of China Hangzhou City Xiaoshan District and The People’s Government Office of Hangzhou City Xianshan District.

### 執行董事

#### 李誠先生

52歲，本公司執行董事兼董事會主席（「主席」）。李先生亦為董事會轄下提名委員會主席及本公司授權代表。李先生於紡織及貿易行業擁有逾20年經驗，主要負責本集團整體業務策略及管理。於一九八五年八月至一九九三年五月，李先生成立獨資企業，一直從事紡織品貿易。彼於一九九三年三月至一九九七年十一月擔任蕭山永盛貿易有限公司總經理，及於一九九七年十一月至一九九九年六月擔任蕭山市永盛化纖有限公司（現稱杭州永盛集團有限公司，「永盛集團」）總經理。自一九九九年六月至二零零三年四月，彼擔任杭州永盛紡織有限公司（「永盛紡織」）總經理。自二零零三年起，李先生一直擔任永盛集團董事會主席一職。李先生自二零一三年十月起獲授高級經濟師職稱。

李先生於一九八五年七月於浙江絲綢工學院（現稱浙江理工大學）完成專業學習，主修染色及加工工藝，及於二零零四年三月修畢由寧波健峰管理技術研修中心開設的公司董事先進業務管理課程。李先生於二零零六年至二零一二年修畢多門課程，包括由浙江大學人文學院及傳媒學院開設的浙大新科技與企業成長之道—成長型企業高級研修班及金融投資實戰運營高級研修班、由浙江工商大學開設的工商管理總裁高級研修班，及由復旦大學開設的杭州市企業高級經營管理者培訓「356工程」投融資與資本運作研修班。於二零零二年十二月，李先生獲委任為浙江省民營經濟研究中心專業委員會副主任。

李先生自二零零五年五月起一直擔任中國人民政治協商會議杭州市蕭山區委員會委員。彼亦於二零一零年七月及二零一二年十二月分別獲選為杭州市蕭山區溫州商會會長及杭州市蕭山區總商會副會長，並於二零一二年四月獲選為中國化學纖維工業協會常務理事。於二零零八年十月，李先生獲杭州市總工會及杭州市工商業聯合會共同評選為杭州市「關愛員工優秀企業家」。彼亦於二零一三年二月獲中共杭州市蕭山區委辦公室及杭州市蕭山區人民政府辦公室評為二零一零至二零一二年度之「優秀社會主義事業建設者」。

## Mr. Zhao Jidong

aged 50, an executive Director and chief executive officer (the “Chief Executive Officer”) of the Company. Mr. Zhao is also a member of the Remuneration Committee under the Board. Mr. Zhao has more than 25 years of experience in textile industry, and is mainly responsible for general management and overall operations of the Group. Mr. Zhao joined Yongsheng Group as the position of chief executive officer since June 2010. Mr. Zhao was previously also a director of Yongsheng Group. From July 1985 to October 2006, Mr. Zhao had worked in Yangzhou Cloth Factory and he served previously as the factory director. He had also served as the deputy director and director of Yangzhou Textile Research Institute from February 1990 to October 2006. From September 2006 to July 2011, Mr. Zhao had been the director of Shanghai Huayuan Company Limited, a company which is listed on the Shanghai Stock Exchange (stock code: 600094). From November 2006 to July 2011, Mr. Zhao had been the deputy general manager and chief engineer of Shanghai Huayuan Company Limited.

Mr. Zhao obtained his bachelor degree major in textile engineering from Wuxi Light Industry Institute (currently known as Jiangnan University) in July 1985. Mr. Zhao has also completed the Senior Training Course for Young Entrepreneur in Financial Control and Capital Operation offered by Tsinghua University in December 2011. Mr. Zhao was elected as a council member of Yangzhou City Textile Construction Association in June 1991. He joined the Jiangsu Textile Engineering Association as a product professional committee member in January 2004, and had been granted the government special allowance certificate by the State Council of the PRC in 2000. He has completed and passed the Training Course for Senior Management of Listed Companies offered by China Securities Regulatory Commission Shanghai Regulatory Bureau respectively in 2007 and 2008. He was also accredited as a senior engineer on textile engineering by the Job Title Reform Office of Jiangsu Province Textile Industry Bureau and professor level senior engineer by Jiangsu Department of Personnel respectively in 1995 and 2000. Mr. Zhao was engaged by the Graduate School of Donghua University as an off-campus mentor in September 2012.

Mr. Zhao also obtained a number of awards, including the “3rd prize of Yangzhou Science and Technology Advancement Awards” and the “1st prize of Yangzhou Science and Technology Advancement Awards” awarded by Yangzhou Science and Technology Advancement Awards Judging Committee, the “National Textile Labour Working Role Model” awarded by China Textile Industrial Bureau, the “Yangzhou City Technology Contributor” awarded by Yangzhou City, the “Central Enterprise Labour Working Role Model” awarded jointly by the National Ministry of Personnel and State-owned Assets Supervision and Administration Commission of the State Council, and the “2nd Prize of Sang Ma Textile Technology” by the Sang Ma Trust Fund. Mr. Zhao was awarded the “3rd prize of Jiangsu Province Science and Technology Advancement Awards” on his projects of “High Stimulation Twisted Peach Skin flannel” and “The Ultrafine Composite Fabric Thread”, and was awarded the “2nd prize of Jiangsu Province Science and Technology Advancement Awards” on his project of “The Sea-island Ultrafine Composite Synthetic Chamois Leathers” by Jiangsu Province Science and Technology Advancement Awards Judging Committee. He has been selected as one of the “Candidates of the First Batch National Engineering Talents of the National New Century Project” by the Ministry of Personnel of the PRC in April 2004 and passed its advanced training in July 2005.

## 趙繼東先生

50歲，本公司執行董事兼行政總裁（「行政總裁」）。趙先生亦為董事會轄下薪酬委員會成員。趙先生於紡織業擁有逾25年經驗，主要負責本集團綜合管理及整體營運。彼自二零一零年六月起加入永盛集團擔任行政總裁，亦曾擔任永盛集團董事。於一九八五年七月至二零零六年十月，趙先生加入揚州布廠並曾任廠長。於一九九零年二月至二零零六年十月，彼擔任揚州紡織研究所副所長及所長。趙先生於二零零六年九月至二零一一年七月擔任上海華源股份有限公司（一家於上海證券交易所上市之公司，股份代號：600094）之董事，及於二零零六年十一月至二零一一年七月擔任上海華源股份有限公司副總經理兼總工程師。

趙先生於一九八五年七月於無錫輕工業學院（現稱江南大學）取得學士學位，主修紡織工程。趙先生亦於二零一一年十二月修畢由清華大學開設的青年經營者財務管控與資本運營高級研修班。於一九九一年六月，彼獲選為揚州市紡織工程學會理事會理事。趙先生於二零零四年一月加入江蘇省紡織工程學會並擔任產品專業委員會委員，及於二零零零年獲中國國務院授予政府特殊津貼證書。彼分別於二零零七年及二零零八年修畢並通過中國證券監督管理委員會上海監管局開設的上市公司高級管理人員培訓班課程。彼亦分別於一九九五年及二零零零年獲江蘇省紡織工業廳職稱改革辦公室及江蘇省人事廳評為紡織工程高級工程師及教授級高級工程師，及於二零一二年九月被東華大學研究生部聘任為校外導師。

趙先生曾獲得多項獎項，包括揚州市科學技術進步獎評審委員會授予的「揚州市科技進步三等獎」及「揚州市科技進步一等獎」、中國紡織工業部的「全國紡織工業勞動模範」稱號、揚州市授予的「揚州市科技功臣」稱號、國家人事部及國務院國有資產監督管理委員會共同授予的「中央企業勞動模範」稱號、香港桑麻基金會的「桑麻紡織科技貳等獎」等。趙先生先後憑藉其「高仿真倍捻桃皮絨」項目、「超細複合織物摩絲」項目及「海島極細複合纖維織物麂皮」項目，分別獲得江蘇省科學技術進步獎評審委員會授予的「江蘇省科技進步三等獎」及「江蘇省科技進步二等獎」。彼亦於二零零四年四月獲中華人民共和國人事部選為「首批新世紀百千萬人才工程國家級人選」，並於二零零五年七月通過高級培訓。

### Mr. Li Conghua

aged 40, an executive Director of the Company and general manager of Hangzhou Xiaoshan Yongsheng Foreign Trading Company Limited ("Hangzhou Yongsheng Trading"). Mr. Li has more than 15 years of experience in the textile industry, and is mainly responsible for management and supervision of ordinary operation of the Group's trading business. He worked as a chemical fiber materials salesperson in the chemical fiber department in Xiaoshan Yongsheng Trading Company Limited from June 1997 to December 2000, and worked as a department manager in chemical fiber department of Yongsheng Group from January 2000 to to December 2004. Since March 2005, he has been the general manager of Hangzhou Yongsheng Trading.

Mr. Li has also completed the Senior Training Course for Chief Executive Officer of Growth Enterprise offered by Zhejiang University in January 2008. Mr. Li is the nephew of Mr. Li Cheng.

### Mr. Ma Qinghai

aged 40, an executive Director of the Company and general manager of Hangzhou Huvis Yongsheng Dyeing and Finishing Company Limited ("Yongsheng Dyeing") manufacturing division. Mr. Ma has more than 15 years of experience in the textile industry, and is mainly responsible for management and supervision of ordinary operation of the Group's dyeing business. Mr. Ma was the technical supervisor and workshop officer of Zhejiang Hongli Group Limited Printing and Dyeing Branch Company from August 1994 to February 2001. Mr. Ma held the position of internal trading manager of Yongsheng Group from January 2002 to July 2005 and was previously a director of Yongsheng Group. Mr. Ma served as the vice factory director, factory director and deputy general manager of Yongsheng Dyeing from August 2005 to February 2008, and has held the general manager position of Yongsheng Dyeing since February 2008.

In July 1994, Mr. Ma completed his professional study major in dyeing and processing in Zhejiang Province Common Intermediate Professional School. He completed the Senior Training Course for Chief Executive Officer of Growth Enterprise offered by the school of humanity of Zhejiang University in April 2007. Mr. Ma was awarded the "Progressive Individual of Xiaoshan Dongpian Printing, Dyeing and Chemical Industry Provincial Level Environmental Protection Key Regulatory Area Remediation Work" by the People's Government of Xiaoshan District of Hangzhou City in 2007. Mr. Ma obtained the award of "Outstanding Contract Manager of Xiaoshan District" jointly offered by the Hangzhou Administration for Industry and Commerce Xiaoshan Branch and Hangzhou City Xiaoshan District Enterprise Contract Management Association in 2010.

### 李聰華先生

40歲，本公司執行董事兼杭州蕭山永盛對外貿易有限公司（「杭州永盛貿易」）總經理。李先生於紡織業擁有逾15年經驗，主要負責管理及監督本集團貿易業務的日常營運。李先生於一九九七年六月至二零零零年十二月擔任蕭山永盛貿易有限公司化纖部化纖材料銷售人員，及於二零零零年一月至二零零四年十二月擔任永盛集團化纖部部門經理。自二零零五年三月起，彼一直擔任杭州永盛貿易總經理。

李先生於二零零八年一月修畢由浙江大學開設的成長型企業總裁高級研修班。李先生為李誠先生之侄子。

### 馬青海先生

40歲，本公司執行董事兼杭州滙維仕永盛染整有限公司（「永盛染整」）事業部總經理。馬先生於紡織業擁有逾15年經驗，主要負責管理及監督本集團印染業務的日常營運。馬先生於一九九四年八月至二零零一年二月擔任浙江紅利集團有限公司印染分公司技術指導兼車間主任。於二零零二年一月至二零零五年七月，馬先生擔任永盛集團國內銷售部部門經理及曾任永盛集團董事。於二零零五年八月至二零零八年二月，彼先後擔任永盛染整副廠長、廠長及副總經理，及自二零零八年二月起擔任永盛染整總經理。

馬先生於一九九四年七月於浙江省普通中等專業學校完成專業學習，主修染色及加工。彼亦於二零零七年四月修畢由浙江大學人文學院開設的成長型企業總裁高級研修班。馬先生於二零零七年獲杭州市蕭山區人民政府授予「蕭山東片印染染化行業省級環保重點監管區整治工作先進個人」稱號，並於二零一零年榮獲杭州市工商行政管理局蕭山分局及杭州市蕭山區企業合同管理協會聯合評選為「蕭山區優秀合同管理員」。

## INDEPENDENT NON-EXECUTIVE DIRECTORS

### Ms. Wong Wai Ling

aged 53, an independent non-executive Director of the Company. She is also the chairlady of the Audit Committee and the Remuneration Committee under the Board. Ms. Wong has over twenty years of experience in accounting and auditing, and mainly provides her independent judgment on strategy, performance, resources, code of conduct and other aspects of the Company. She had worked for more than seven years in major international accounting firms and local accounting firms before she set up her own accounting firm in Hong Kong in 1993.

Ms. Wong is an independent non-executive director and the chairperson of the audit committees of AVIC International Holdings Limited (Main Board stock code: 161), China Ruifeng Renewable Energy Holdings Limited (Main Board stock code: 527), Overseas Chinese Town (Asia) Holdings Limited (Main Board stock code: 3366) and Glory Flame Holdings Limited (Growth Enterprise Market ("GEM") stock code: 8059). Ms. Wong is a non-executive director of Hin Sang Group (International) Holding Co. Limited (Main Board stock code: 6893). Ms. Wong is also an executive director and chief executive officer of JC Group Holdings Limited (GEM stock code: 8326).

Ms. Wong obtained a Bachelor of Arts degree from University of Hong Kong in November 1983 and a postgraduate diploma in accounting and finance from the London School of Economics and Political Science, University of London, in the United Kingdom in July 1985. She has been registered as a Certified Public Accountant in Hong Kong since June 1991. Ms. Wong has become a fellow member of the Association of Chartered Certified Accountants ("FCCA") and a fellow member of Hong Kong Institute of Certified Public Accountants ("FCPA") since May 1995 and February 2001 respectively. Ms. Wong has been appointed as the independent non-executive Director of the Company since 7 November 2013.

### Mr. Shiping James Wang

aged 54, an independent non-executive Director of the Company. He is also a member of the Audit Committee and the Nomination Committee under the Board. Mr. Wang mainly provides his independent judgment on strategy, performance, resources, code of conduct and other aspects of the Company. Mr. Wang was the Foreign General Legal Counsel of Zhongxin Law Firm Shanghai Branch from July 2009 to March 2013 and has been the Foreign General Legal Counsel of Shanghai Hanyuan Law Firm since June 2013.

Mr. Wang obtained a master degree of science in biochemical engineering from Massachusetts Institute of Technology in May 1988. He completed his Juris Doctoris in Seton Hall Law School in June 1994. Mr. Wang was admitted as an attorney at law in the Supreme Court of New Jersey and the US District Court for the District of New Jersey in December 1994. Mr. Wang has been appointed as the independent non-executive Director of the Company since 7 November 2013.

## 獨立非執行董事

### 黃慧玲女士

53歲，本公司獨立非執行董事，亦為董事會轄下審核委員會主席及薪酬委員會主席。黃女士於會計及審計方面擁有逾20年經驗，主要就本公司策略、表現、資源及行為準則等事項提供獨立判斷。彼於一九九三年於香港成立會計師事務所前，曾於主要國際會計師事務所及本地會計師事務所任職逾7年。

黃女士現為中航國際控股股份有限公司（主板股份代號：161）、中國瑞風新能源控股有限公司（主板股份代號：527）、華僑城（亞洲）控股有限公司（主板股份代號：3366）及朝威控股有限公司（創業板股份代號：8059）之獨立非執行董事及審核委員會主席，衍生集團（國際）控股有限公司（主板股份代號：6893）之非執行董事，JC Group Holdings Limited（創業板股份代號：8326）之執行董事兼行政總裁。

黃女士於一九八三年十一月取得香港大學文學士學位，並於一九八五年七月於英國倫敦大學倫敦政治經濟學院取得會計及財務深造文憑。彼自一九九一年六月起註冊為香港執業會計師，並分別自一九九五年五月及二零零一年二月起成為英國特許公認會計師公會資深會員及香港會計師公會資深會員。黃女士自二零一三年十一月七日起獲委任為本公司獨立非執行董事。

### 王世平先生

54歲，本公司獨立非執行董事，亦為董事會轄下審核委員會及提名委員會成員。王先生主要就本公司策略、表現、資源及行為準則等事項提供獨立判斷。王先生於二零零九年七月至二零一三年三月擔任眾鑫律師事務所上海分所國外法律總顧問，並自二零一三年六月起擔任上海瀚元律師事務所國外法律總顧問。

王先生於一九八八年五月於麻省理工學院取得生化工程專業理學碩士學位，及於一九九四年六月取得Seton Hall法學院法律博士學位。彼於一九九四年十二月取得新澤西州高等法院及新澤西州聯邦地區法院律師資格。王先生自二零一三年十一月七日起獲委任為本公司獨立非執行董事。

### Dr. Wang Huaping

aged 49, an independent non-executive Director of the Company. He is also a member of the Audit Committee, the Remuneration Committee and the Nomination Committee under the Board. Dr. Wang mainly provides his independent judgment on strategy, performance, resources, code of conduct and other aspects of the Company.

Dr. Wang has been serving as a professor and a doctoral advisor in the Faculty of Materials Science and Engineering of Donghua University since October 2002, and has been the associate dean of the Research Institute of Donghua University since 2011. Dr. Wang is renowned for his research in nanomaterials for fiber forming and polymer-based nanocomposite fibers, spinning forming theory and processing technology, systems of new clean production: ionic liquid/fiber-forming polymer and has published a number of papers on those topics.

Dr. Wang has been the independent director of Jiangsu Jiangnan High Polymer Fiber Co. Ltd, a company listed on the Shanghai Stock Exchange (stock code: 600527) since May 2013.

Dr. Wang obtained a doctorate degree from the Faculty of Materials Science and Engineering of Donghua University in March 2002. From January 1989 to March 1992, Dr. Wang was employed by the China Textile University (currently known as Donghua University) as a trainee researcher and then worked at Donghua University as an officer of the Technology Laboratory of Chemical Fiber Engineering Research Centre. Dr. Wang served as an assistant researcher, a deputy officer, an officer, and an associate researcher in the Faculty of Materials Science and Engineering from March 1992 to September 2002. Dr. Wang was appointed as the associate dean of the Faculty of Materials Science and Engineering from November 2004 to April 2010. Since September 2008, Dr. Wang has been the director of the Institute for Engineering Research Center of Advanced Glass Manufacturing Technology.

Dr. Wang is the deputy director of the Gaoxin Fibers Professional Committee of China Chemical Fibers Association, deputy director of Fibers Professional Committee of China Textile Engineering Society, deputy director of Fibers Professional Committee of Shanghai Textile Engineering Society, deputy director of Industrial Standard Committee of China Chemical Fibers Association, committee member of Expertise Committee of China Nonwovens & Industrial Textiles Association, the expert of the Textile Industry Division of the National Development and Reform Commission, committee member of Technical Committee of the Engineering Research Centre of the Textile Equipment of the Ministry of Education and the deputy director of the Editorial Committee of China Synthetic Fiber Industry. Dr. Wang has been appointed as the independent non-executive Director of the Company since 19 August 2014.

### 王華平博士

49歲，本公司獨立非執行董事，亦為董事會轄下審核委員會、薪酬委員會及提名委員會成員。王博士主要就本公司策略、表現、資源及行為準則等事項提供獨立判斷。

王博士自二零零二年十月起出任東華大學材料科學與工程學院教授及博士研究生導師，及自二零一一年起出任東華大學研究院副院長。王博士於成纖納米材料及聚合納米複合材料纖維、旋壓成形理論及加工技術、新清潔生產系統：離子溶液／成纖聚合物等研究方面享負盛名，並且曾就該等課題發表多篇論文。

王博士自二零一三年五月起擔任江蘇江南高纖股份有限公司（一家於上海證券交易所上市之公司，股份代號：600527）之獨立董事。

王博士於二零零二年三月取得東華大學材料科學與工程學院博士學位。於一九八九年一月至一九九二年三月，王博士擔任中國紡織大學（現稱東華大學）實習研究員及出任化纖工程研究中心工藝研究室主任。彼於一九九二年三月至二零零二年九月先後擔任材料科學與工程學院助理研究員、副主任、主任及副研究員，及於二零零四年十一月至二零一零年四月出任東華大學材料科學與工程學院副院長。彼自二零零八年九月起出任高性能纖維及製品教育部重點實驗室主任。

王博士為中國化學纖維工業協會高新技術纖維專業委員會副主任、中國紡織工程學會化纖專業委員會副主任、上海市紡織工程學會化纖專業委員會副主任、中國化學纖維工業協會標準化工作委員會副主任委員、中國產業用紡織品行業協會專家委員會委員、國家發改委產業司輕紡工業專家、紡織裝備教育部工程研究中心技術委員會委員及《合成纖維工業》編委會副主任委員。王博士自二零一四年八月十九日起獲委任為本公司獨立非執行董事。

## SENIOR MANAGEMENT

### Mr. Zhao Ganghua

aged 51, the general manager of Hangzhou Huvis Yongsheng Chemical Fiber Company Limited ("Yongsheng Chemical Fiber"). Mr. Zhao has over 15 years of experience in management, and is mainly responsible for management and supervision of day-to-day operation of fiber manufacturing business of Yongsheng Chemical Fiber. Mr. Zhao was the vice president of Yongsheng Group from January 2007 to December 2011, and he joined Yongsheng Chemical Fiber as a general manager as well as the chairman of the Labour Union of Yongsheng Group in February 2008. Mr. Zhao worked in Singapore Dongyuan China Investment Company Limited as the chairman assistant from February 1995 to January 1999. He worked in Shenzhen Franchise Association as a vice secretary-general from November 2001 to November 2002, and he was the management advisory counsellor of Hangzhou Shidai Guanghua Limited from May 2003 to December 2005.

Mr. Zhao completed the enterprise management course held by Vigor Management Consulting Co., Ltd. in March 2001 and obtained his master of business administration from the University of Ballarat in Australia in May 2003. He was invited by Huzhou University as guest lecturer in June 2005. He was named as the "Asia Top Ten Trainer" by the International Profession Training Business Society in 2006. Mr. Zhao has been a senior economist since December 2009.

### Mr. Shi Hongxing

aged 46, the general manager of Nantong Yongsheng Fiber Advanced Materials Company Limited ("Nantong Yongsheng"), and is mainly responsible for management and supervision of day-to-day operation of fiber manufacturing business of Nantong Yongsheng. Mr. Shi joined the Group in June 2010. Mr. Shi had been the general manager assistant and the head of production department of Nantong Huatong Chemical Fiber Limited from July 1993 to June 2008. He had been the general manager assistant in Shenghong Group Jiangsu Zhonglu Technology Company Limited from August 2008 to May 2010.

Mr. Shi obtained his bachelor degree majoring in chemical fiber from the Suzhou Silk Technical Institute in July 1993. Mr. Shi has been accredited as a senior engineer since December 2008.

## 高級管理層

### 趙崗華先生

51歲，杭州滙維仕永盛化纖有限公司（「永盛化纖」）總經理。趙先生於管理方面擁有逾15年經驗，主要負責管理及監督永盛化纖的化纖製造業務的日常營運。趙先生於二零零七年一月至二零一一年十二月擔任永盛集團副總裁，及於二零零八年二月擔任永盛化纖總經理兼永盛集團工會主席。趙先生於一九九五年二月至一九九九年一月擔任新加坡東園中國投資有限公司董事長助理。彼於二零零一年十一月至二零零二年十一月擔任深圳市零售商業行業協會秘書處副秘書長，及於二零零三年五月至二零零五年十二月擔任杭州時代光華有限公司管理諮詢顧問。

趙先生於二零零一年三月修畢由健峰管理技術研修中心開設的企業管理課程，及於二零零三年五月於澳洲University of Ballarat取得工商管理碩士學位。彼於二零零五年六月擔任湖州師範學院客座講師，並於二零零六年獲國際職業培訓師行業協會授予「亞洲十大培訓師」稱號。趙先生自二零零九年十二月起獲授高級經濟師職稱。

### 石紅星先生

46歲，南通永盛纖維新材料有限公司（「南通永盛」）總經理，主要負責管理及監督南通永盛的化纖製造業務的日常營運。石先生於二零一零年六月加盟本集團。彼於一九九三年七月至二零零八年六月擔任南通華通化纖有限公司總經理助理兼生產部主管，並於二零零八年八月至二零一零年五月擔任盛虹集團江蘇中鱷科技股份有限公司總經理助理。

石先生於一九九三年七月於蘇州絲綢工學院取得學士學位，主修化學纖維。石先生自二零零八年十二月起獲授高級工程師職稱。



### **Mr. Leung Ho Yan, Julian**

aged 35, the financial controller, company secretary and authorised representative of the Group. Mr. Leung has over 13 years of experience in audit and accounting industry, and is mainly responsible for compliance, financial reporting and planning of the Group. Mr. Leung joined Yongsheng (HK) International Co., Limited in February 2012. He worked in KPMG from August 2001 to January 2012 with his secondment to KPMG Huazhen Beijing Office from January 2008 to September 2009.

Mr. Leung obtained the Bachelor of Arts in Accountancy from The Hong Kong Polytechnic University in November 2001 and further obtained the master of corporate governance from The Hong Kong Polytechnic University in October 2014. Mr. Leung has been a fellow member of The Association of Chartered Certified Accountants (“FCCA”), a fellow member of the Hong Kong Institute of Certified Public Accountants (“FCPA”), an associate of Institute of Chartered Secretaries and Administrators (“ACIS”) and an associate of the Hong Kong Institute of Chartered Secretaries (“ACS”).

### **Mr. Li Min**

aged 47, the head of internal audit department of the Group. Mr. Li has over 20 years of accounting experience, and is mainly responsible for internal control and risk management of the Group. Mr. Li joined Yongsheng Group in March 2000 as a financial manager and then a director. Mr. Li worked as an assistant accountant in various factories including Xiaoshan Agricultural Machinery Factory (currently known as Hangzhou Safe Company Limited), Xiaoshan Building Materials Factory and Saintyear Holding Co., Ltd..

Mr. Li completed his higher education in industrial statistic in Hangzhou Business School in June 1992. Mr. Li was awarded as the “2003 Outstanding Statistics Financial Worker of Hangzhou Township Enterprises” by the Hangzhou Economic Commission in 2004 and has been conferred by the Ministry of Finance of the PRC as a senior accountant since November 2009.

### **梁浩仁先生**

35歲，本集團財務總監、公司秘書兼授權代表。梁先生在審計及會計方面擁有超過13年經驗，主要負責本集團的合規、財務申報及規劃。梁先生於二零一二年二月加盟永盛（香港）國際有限公司。彼於二零零一年八月至二零一二年一月任職於畢馬威會計師事務所，並於二零零八年一月至二零零九年九月借調至畢馬威華振北京辦事處。

梁先生於二零零一年十一月於香港理工大學取得會計學文學士學位，及於二零一四年十月在香港理工大學取得企業管治碩士學位。彼現為特許公認會計師公會資深會員、香港會計師公會資深會員、英國特許秘書及行政人員公會會士及香港特許秘書公會會士。

### **李敏先生**

47歲，本集團內部審計部主管。李先生擁有逾20年會計經驗，主要負責本集團的內部監控及風險管理。李先生於二零零零年三月加盟永盛集團，先後擔任財務經理及董事。彼曾於蕭山農機廠（現稱杭州保險箱櫃有限公司）、蕭山建材廠及三元控股集團有限公司擔任助理會計師。

李先生於一九九二年六月於杭州商學院完成工業統計的高等教育。李先生於二零零四年榮獲杭州市經濟委員會頒授的「2003年度杭州鄉鎮企業優秀統計財務工作者」稱號，並自二零零九年十一月起獲中國財政部授予高級會計師職稱。

### Ms. Zhang Yingli

aged 41, the head of finance department of the Group, and is mainly responsible for financial reporting and treasury management for subsidiaries of the Group. Ms. Zhang joined Yongsheng Group in October 2003. She was the financial accountant of Zhejiang Asia Pacific Electrical and Mechanical Group Limited from July 1995 to November 2001.

Ms. Zhang completed her higher education in accounting in the Central China Agricultural University in July 1995. Ms. Zhang has obtained the certificate of passing the professional stage examinations of the Chinese Institute of Certified Public Accountants ("CICPA"). Ms. Zhang has been conferred by the Ministry of Finance of the PRC as an intermediate accountant since May 2002.

### Mr. Xu Bing

aged 34, the head of human resources and administration department of the Group. Mr. Xu has over 10 years in human resources and administration management, and is mainly responsible for human resources management and administration of the Group. Mr. Xu joined Yongsheng Weaving in May 2003 as the office manager and then the office manager of Yongsheng Dyeing, and is mainly responsible for human resources, administration and purchasing management. He rotated to Yongsheng Group as the head of human resources and administration department in December 2008. Mr. Xu worked as the manager of the human resources department of Zhejiang Chenhui Lighting Company Limited from July 2002 to May 2003.

Mr. Xu graduated in Hubei Xiangfan Institute (currently known as Hubei University of Arts and Science) majoring in business administration in June 2002.

### 張穎莉女士

41歲，本集團財務部主管，主要負責本集團附屬公司的財務申報及庫務管理。張女士於二零零三年十月加盟永盛集團。彼於一九九五年七月至二零零一年十一月擔任浙江亞太機電集團有限公司財務會計師。

張女士於一九九五年七月修畢華中農業大學的會計學高等教育課程。彼已取得中國註冊會計師協會專業階段成績合格證書，並自二零零二年五月起獲中國財政部授予中級會計師職稱。

### 徐冰先生

34歲，本集團人力資源及行政部主管。徐先生於人力資源及行政管理方面擁有逾10年經驗，主要負責本集團的人力資源管理及行政工作。徐先生於二零零三年五月加盟永盛紡織，先後擔任永盛紡織及永盛染整之辦公室主任，主要負責人力資源、行政及採購管理。彼於二零零八年十二月調任永盛集團人力資源及行政部主管。徐先生於二零零二年七月至二零零三年五月擔任浙江晨輝照明有限公司人力資源部部門經理。

徐先生於二零零二年六月畢業於湖北襄樊學院（現稱湖北文理學院），主修工商管理。

### Mr. Xu Hua

aged 49, the supervisor of product information department of the Group. Mr. Xu has over 20 years of experience of fabric product development, and is mainly responsible for product research and development and market research. Mr. Xu joined Yongsheng Group in March 2011. Mr. Xu had been the head of product development department of Yangzhou Cloth Factory from December 1993 to June 1997 and had been the head of product development department and general engineer of Yangzhou Huayuan Company Limited from November 2004 to February 2011.

Mr. Xu graduated from Nantong Textile Institute in July 1987 majoring in textile engineering. He was awarded the 3rd prize, the 3rd prize and the 2nd prize of “Jiangsu Province Science and Technology Advancement Awards” by Jiangsu Province Science and Technology Advancement Judging Committee on his projects of “High Stimulation Twisted Peach Skin Flannel”, “The Ultrafine Composite Fabric Thread” and “The Sea-island Ultrafine Composite Synthetic Chamoic Leather” in September 1996, October 1999 and December 2001 respectively. Mr. Xu was appraised by the People’s Government of Jiangsu Province in September 1997 for the achievement made from his work in relation to technological transformation in production between 1991 and 1996. He was named as the “Young Professional with outstanding contribution” by the People’s Government of Yangzhou and awarded the “Five-One Labour Medal by Yangzhou Federation of Trade Unions” in 2006. Mr. Xu was named as the head of young professionals in respect of scientific technology of “333 Training Programme for Talented Individuals” by Leading Group for Talented Individuals in Jiangsu Province between 2007 and 2010. Mr. Xu was accredited as a senior engineer in 2002.

### 徐華先生

49歲，本集團產品信息部主管。徐先生在纖維產品開發方面擁有逾20年經驗，主要負責本集團的產品研發及市場調研。徐先生於二零一一年三月加盟永盛集團。彼於一九九三年十二月至一九九七年六月擔任揚州布廠產品開發部主管，及於二零零四年十一月至二零一一年二月擔任揚州華源有限公司產品開發部主管兼總工程師。

徐先生於一九八七年七月畢業於南通紡織工學院，主修紡織工程。彼分別於一九九六年九月、一九九九年十月及二零零一年十二月憑藉「高仿真倍捻桃皮絨」項目、「超細複合織物摩絲」項目及「海島極細複合纖維織物麂皮」項目，獲江蘇省科學技術進步獎評審委員會分別頒發「江蘇省科學技術進步獎三等獎」、「江蘇省科學技術進步獎三等獎」及「江蘇省科學技術進步獎二等獎」。於一九九七年九月，徐先生獲江蘇省人民政府表彰其於一九九一年至一九九六年於生產技術改造方面取得的成就。彼於二零零六年獲揚州市人民政府授予「有突出貢獻的中青年專家」稱號及獲揚州市總工會授予「五一勞動獎章」。彼於二零零七年至二零一零年獲江蘇省人才工作領導小組評選為「333高層次人才培養工程」中青年科學技術帶頭人，並自二零零二年獲授高級工程師職稱。

# Corporate Governance Report

## 企業管治報告

The Company was committed to achieving and maintaining high standards of corporate governance, the principles of which serve to uphold transparency, accountability and independence in all aspects of business and endeavours to ensure that affairs are conducted in accordance with applicable laws and regulations.

### CORPORATE GOVERNANCE CODE

The Group's corporate governance practices are based on the Corporate Governance Code (the "Code") – Appendix 14 to the Listing Rules. During the Review Period, the Board considered that the Company had complied with the Code.

The Board will periodically review the Company's current corporate practices and procedures and will maintain and further enhance the standard of corporate governance practices of the Company, in order to ensure it is in line with international and local best practices and optimise the interests of the shareholders, investors, employees, business partners and the community as a whole.

### CODE OF CONDUCT REGARDING DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"). Specific enquiry has been made to all the Directors and the Directors have confirmed that they had complied with the Model Code and such code of conduct during the Review Period.

本公司致力達致及維持高水平的企業管治，其原則旨在於各個業務方面維持透明度、問責性及獨立性，並努力確保一切事務均按照適用的法律及法規進行。

### 企業管治守則

本集團的企業管治常規乃以上市規則附錄14所載的企業管治守則（「守則」）為基準。於回顧期內，董事會認為本公司一直遵守守則。

董事會將定期檢討本公司現時的企業慣例和程序，並會維持及進一步提升本公司的企業管治常規水平，以確保其符合國際和本地最佳慣例，及盡量提升股東、投資者、僱員、業務夥伴及公眾的整體利益。

### 董事進行證券交易的操守守則

本公司已採納有關董事進行證券交易的操守守則，其條款不遜於上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）所載的規定標準。本公司已向全體董事作出具體查詢，而各董事已確認彼等於回顧期內一直遵守標準守則及有關操守準則。

## THE BOARD OF DIRECTORS

### Composition of the Board

The Board has a balance of skills and experience appropriate for the requirements of the Group's business. The Board includes a balanced composition of executive and independent non-executive Directors so that independent judgement can be effectively exercised.

The Board currently comprises four executive Directors and three independent non-executive Directors. During the Review Period, the Directors were:

### Executive Directors

Mr. Li Cheng (*Chairman*)  
Mr. Zhao Jidong (*CEO*)  
Mr. Li Conghua  
Mr. Ma Qinghai

### Independent Non-Executive Directors

Ms. Wong Wai Ling  
Mr. Shiping James Wang  
Dr. Wang Huaping (appointed on 19 August 2014)  
Mr. Duan Xiaoping (resigned on 19 August 2014)

The brief biographic details of and relationships between the existing Directors are set out in the section headed "Directors and Senior Management" on pages 34 to 38. Save as disclosed under the section headed "Directors and Senior Management", there is no financial, business, family or other material or relevant relationships between Board members and in particular, between the Chairman and the Chief Executive Officer of the Company.

During the Review Period, the Board maintained a high level of independence, with more than one-third of the Board comprised of independent non-executive Directors, who had exercised independent judgement. The independent non-executive Directors are expressly identified in all corporate communications whenever the names of the Directors are disclosed.

## 董事會

### 董事會的組成

董事會具備本集團業務所需的適當平衡的技能及經驗。董事會包括執行董事及獨立非執行董事的均衡組成，可更有效地行使獨立判斷。

董事會現由四名執行董事及三名獨立非執行董事組成。於回顧期內，董事為：

### 執行董事

李誠先生 (主席)  
趙繼東先生 (行政總裁)  
李聰華先生  
馬青海先生

### 獨立非執行董事

黃慧玲女士  
王世平先生  
王華平博士 (於二零一四年八月十九日獲委任)  
端小平先生 (於二零一四年八月十九日辭任)

現有董事的簡歷詳情及彼等之間的關係載於第34頁至第38頁「董事及高級管理層」一節。除「董事及高級管理層」一節所披露者外，董事會成員之間，尤其是本公司主席及行政總裁之間，概無任何財務、業務、家族或其他重大或相關關係。

於回顧期內，董事會中超過三分之一成員由獨立非執行董事組成，彼等已行使獨立判斷及維持高水平的獨立性。於所有披露董事姓名的公司通訊中，獨立非執行董事乃獲明確識別。

The Company has received from each independent non-executive Director an annual confirmation of his or her independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company considers all independent non-executive Directors satisfied the Listing Rules requirement of independence.

## Board Meetings and General Meetings

The Board meeting is held regularly. In addition to regular meetings, it meets as and when warranted by particular circumstances. During the Review Period, five Board meetings were held. The Directors attended the meetings in person or by telephone in accordance with the Articles of Association.

A record of the Directors' attendance at the Board meetings and the general meeting held during the Review Period is set out as follows:

本公司已收到各獨立非執行董事根據上市規則第3.13條所載的獨立性指引發出的年度獨立性確認書。本公司認為全體獨立非執行董事均符合上市規則有關獨立性的規定。

## 董事會會議及股東大會

董事會定期召開會議。本公司除例會外，亦於特殊情況下召開會議。於回顧期內，已舉行五次董事會會議。根據組織章程細則，董事親自或通過電話參加會議。

董事出席於回顧期內舉行的董事會會議及股東大會的記錄載列如下：

|  |                | (Attendance/<br>Number of Board<br>meetings held)<br>(出席次數/<br>所舉行董事會<br>會議次數) | (Attendance/<br>Number of general<br>meetings held)<br>(出席次數/<br>所舉行股東大會<br>次數) |
|--|----------------|--|---|
| <b>Executive Directors</b>                 | <b>執行董事</b>    |  |   |
| Mr. Li Cheng                               | 李誠先生           | 5/5  | 1/1   |
| Mr. Zhao Jidong                            | 趙繼東先生          | 5/5  | 1/1   |
| Mr. Li Conghua                             | 李聰華先生          | 5/5  | 1/1   |
| Mr. Ma Qinghai                             | 馬青海先生          | 5/5  | 1/1   |
| <b>Independent Non-Executive Directors</b> | <b>獨立非執行董事</b> |  |   |
| Ms. Wong Wai Ling                          | 黃慧玲女士          | 5/5  | 1/1   |
| Mr. Shiping James Wang                     | 王世平先生          | 5/5  | 0/1<br>(Note 3)<br>(附註3)  |
| Dr. Wang Huaping                           | 王華平博士          | 2/2<br>(Note 1)<br>(附註1)   | N/A 不適用<br>(Note 1)<br>(附註1)  |
| Mr. Duan Xiaoping                          | 端小平先生          | 2/3<br>(Note 2) (Note 4)<br>(附註2)(附註4)   | 0/1<br>(Note 5)<br>(附註5)  |

Note 1: Dr. Wang Huaping was appointed as an independent non-executive Director of the Company on 19 August 2014. Dr. Wang attended two out of two Board meetings held during his tenure in the Review Period and there was no general meeting held during the said period.

附註1：王華平博士於二零一四年八月十九日獲委任為本公司獨立非執行董事。於回顧期內，王博士於其任期內舉行的兩次董事會會議中出席兩次，而上述期間並無舉行股東大會。

*Note 2:* Mr. Duan Xiaoping retired from office as an independent non-executive Director of the Company on 19 August 2014. Mr. Duan attended two out of three Board meetings held during his tenure in the Review Period.

*Note 3:* Mr. Shiping James Wang was unable to attend the general meeting held in 2014 due to his unavoidable business arrangements.

*Note 4:* Mr. Duan Xiaoping was not able to attend one Board meeting held in 2014 due to his unavoidable business arrangements.

*Note 5:* Mr. Duan Xiaoping was not able to attend the general meeting held in 2014 due to his unavoidable business arrangements.

The annual general meeting (“AGM”) of our Company was held on 5 June 2014. Our next AGM will be held on 20 May 2015. Our Directors, financial controller and company secretary and other senior executives of the Company will attend the AGM together with our external auditor to answer any questions from shareholders. All Directors treasure the opportunity to canvass the views of the shareholders in the AGM held annually.

## Board Responsibilities and Delegation

The Board is responsible for leadership and control of the Group and be collectively responsible for promoting the success of the Group by directing and supervising the Group’s affairs. The Board focuses on formulating the Group’s overall strategies, authorising the annual development plan and budget; monitoring financial and operating performance; reviewing the effectiveness of the internal control system; supervising and managing management’s performance and determining the corporate governance policy of the Group. The Board delegates the day-to-day management, administration and operation of the Group to management. The delegated functions are reviewed by the Board periodically to ensure that they accommodate the needs of the Group. The Board gives clear directions to management as to the matters that must be approved by the Board before decisions are made on behalf of the Group.

During the Review Period, the Board has reviewed and discussed the corporate governance policy of the Group and is satisfied with the effectiveness of the corporate governance policy.

*附註2:* 端小平先生於二零一四年八月十九日退任本公司獨立非執行董事。於回顧期內，端先生出席了其任期內舉行的三次董事會會議中的其中兩次。

*附註3:* 王世平先生因無法避免的業務安排而未能出席於二零一四年舉行的股東大會。

*附註4:* 端小平先生因無法避免的業務安排而未能出席於二零一四年舉行的一次董事會會議。

*附註5:* 端小平先生因無法避免的業務安排而未能出席於二零一四年舉行的股東大會。

本公司股東週年大會已於二零一四年六月五日舉行。本公司下一次股東週年大會將於二零一五年五月二十日舉行。本公司董事、財務總監及公司秘書以及其他高級行政人員連同本公司外聘核數師將出席股東週年大會，並回答股東的任何提問。全體董事均重視於每年舉行的股東週年大會上徵詢股東意見的機會。

## 董事會責任及授權

董事會負責領導及監控本集團，及透過指導及監督本集團的事務，集體負責促進本集團取得理想業績。董事會專注於制訂本集團的整體策略、審批年度發展計劃及預算；監察財務及營運表現；審查內部監控制度的有效性；監督和管理管理層的表現及釐定本集團的企業管治政策。董事會授權管理層處理本集團的日常管理、行政及營運。董事會定期檢討授出的職能，以確保該等職能配合本集團的需要。對於須經由董事會批准的事宜，董事會會先行給予管理層清晰指示，再由管理層代表本集團作出決策。

於回顧期內，董事會已審閱及討論本集團的企業管治政策，並信納企業管治政策的有效性。

## Appointment, Re-election and Removal of Directors

The Company has established the Nomination Committee on 7 November 2013. The Nomination Committee has from time to time identify individuals suitably qualified to become Board members and make recommendations to the Board. The main consideration in selecting candidates for directorships is whether their characters, qualifications and experience are appropriate for the businesses of the Group.

Each of the independent non-executive Directors has entered into a service contract for a term of 3 years which may be terminated by either party giving to the other party at least 3 months' prior written notice. All independent non-executive Directors are subject to rotation and re-election at AGM of the Company in accordance with the Articles of Association of the Company.

On 19 August 2014, Mr. Duan Xiaoping resigned as the independent non-executive Director, a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. On the same date, Dr. Wang Huaping was appointed as the independent non-executive Director and member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Details of the appointment and resignation of Directors are set out in the Company's announcement dated 19 August 2014.

Dr. Wang Huaping has entered into a service contract with the Company for a term of 3 years which may be terminated by either party giving to the other party at least 3 months' prior written notice and is subject to rotation and re-election at AGM of the Company in accordance with the Articles of Association of the Company.

In accordance with Article 108(a) of the Articles of Association, at each AGM of the Company, at least one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every director shall be subject to retirement at an annual general meeting at least once every three years. All such retiring Directors being eligible will offer themselves for re-election. Accordingly, Mr. Zhao Jidong and Mr. James Shiping Wang will retire from office as Directors, being eligible, will offer themselves for re-election at the forthcoming AGM of the Company.

Dr. Wang Huaping was appointed by the Board as independent non-executive Director on 19 August 2014. Pursuant to Article 112 of the Articles of Association, Dr. Wang Huaping will retire from office as Director, being eligible and will offer himself for re-election at the forthcoming AGM of the Company.

## 董事的委任、重選及罷免

本公司已於二零一三年十一月七日成立提名委員會。提名委員會不時物色具備合適資格出任董事會成員的人選，並向董事會作出推薦建議。挑選候選董事人選的主要考慮在於其性格、資歷及經驗是否適合本集團的業務。

各獨立非執行董事已訂立為期三年的服務合約，並可由一方向另一方發出最少三個月的書面通知予以終止。所有獨立非執行董事均須按照本公司的組織章程細則於本公司股東週年大會上輪席退任及膺選連任。

於二零一四年八月十九日，端小平先生辭任本公司之獨立非執行董事、審核委員會、薪酬委員會及提名委員會成員。於同日，王華平博士獲委任為本公司之獨立非執行董事及審核委員會、薪酬委員會及提名委員會成員。有關董事委任及辭任之詳情載於本公司日期為二零一四年八月十九日之公佈內。

王華平博士已與本公司訂立為期三年的服務合約，並可由一方向另一方發出最少三個月的書面通知予以終止並須按照本公司的組織章程細則於本公司股東週年大會上輪席退任及膺選連任。

根據組織章程細則第108(a)條，於本公司每屆股東週年大會上，當時最少三分之一董事（或倘人數並非三(3)的倍數，則為最接近但不少於三分之一的人數）將輪席退任，惟每位董事須最少每三年於股東週年大會上退任一次。所有符合資格的有關退任董事將可膺選連任。因此，趙繼東先生及王世平先生將於本公司應屆股東週年大會上退任董事職務，並符合資格且願意膺選連任。

王華平博士於二零一四年八月十九日獲董事會委任為獨立非執行董事。根據組織章程細則第112條，王華平博士將退任董事並願意於本公司應屆股東週年大會上膺選連任。



## Insurance of the Directors and Officers

The Company has bought a liability insurance for Directors and officers in respect of legal action against the Directors and officers has been bought which is in compliance with code provision A.1.8 of the Code.

## Induction and Continuous Professional Development

Newly appointed Directors will receive guideline and reference materials to enable them to familiarise with the Group's business operations and Board's policies. The Company is committed to arranging and funding suitable training to all Directors for their continuous professional development. Each Director is briefed and updated from time to time to ensure that he is fully aware of his responsibilities under the Listing Rules and applicable legal and regulatory requirements and the governance policies of the Group. All the Directors also understand the importance of continuous professional development and are committed to participating any suitable training to develop and refresh their knowledge and skills. According to the records provided by the Directors, a summary of training received by the Directors during the Review Period is set out below:

## 董事及高級人員的保險

本公司已遵守守則的守則條文第A.1.8條，就針對董事及高級人員的法律訴訟投購董事及高級人員責任保險。

## 入職簡報及持續專業發展

新委任董事將獲發指引及參考資料，以便其熟識本集團業務運作及董事會政策。本公司致力為全體董事的持續專業發展向彼等安排及資助適當的培訓。各董事不時獲簡介及更新最新發展，以確保其充分知悉其於上市規則及適當法例及監管規定以及本集團管治政策項下的責任。全體董事亦明白持續專業發展的重要性，並承諾參與任何合適的培訓，以發展及更新彼等的知識與技能。按董事提供的記錄，董事於回顧期內所接受的培訓概要載列如下：

(Types of continuous professional development programmes)  
(持續專業發展課程類型)

### Executive Directors

| 執行董事            |               |
|-----------------|---------------|
| Mr. Li Cheng    | 李誠先生 2, 3, 4  |
| Mr. Zhao Jidong | 趙繼東先生 2, 3, 4 |
| Mr. Li Conghua  | 李聰華先生 2, 3, 4 |
| Mr. Ma Qinghai  | 馬青海先生 2, 3, 4 |

### Independent Non-Executive Directors

| 獨立非執行董事                |            |
|------------------------|------------|
| Ms. Wong Wai Ling      | 黃慧玲女士 2, 4 |
| Mr. Shiping James Wang | 王世平先生 2, 4 |
| Dr. Wang Huaping       | 王華平博士 1, 2 |

Notes:

- Attend induction program organized by lawyers of the Company
- Attend update program organized by lawyers of the Company
- Attend internal training organized by the company secretary of the Company
- Read relevant materials of workshops/internal trainings/updates on the Listing Rules and other applicable regulations

附註：

- 出席由本公司律師組織的入職簡介課程
- 出席由本公司律師組織的更新資料課程
- 出席由本公司的公司秘書組織的內部培訓
- 閱讀研討會／內部培訓／有關上市規則及其他適用法規的更新資料的相關材料

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under code provision A.2.1 of the Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Chairman of the Board is Mr. Li Cheng and the Chief Executive Officer is Mr. Zhao Jidong. The Chairman is responsible for providing leadership to, and overseeing, the functioning of the Board and seeking to ensure that all Directors are properly briefed on issues arising at Board meetings and that they receive, in a timely manner, adequate and reliable information. The Chief Executive Officer is responsible for managing the business of the Group and leading the management team to implement strategies and objectives adopted by the Board. Their respective responsibilities are clearly established and set out in writing.

## BOARD COMMITTEES

### Remuneration Committee

The Company established the Remuneration Committee which comprises one executive Director and two independent non-executive Directors. The roles and functions of the Remuneration Committee include consulting the Chairman of the Board about their remuneration proposals for other executive Directors, making recommendation to the Board on the Company's remuneration policy and structure for all Directors' and senior management and making recommendation to the Board on the remuneration packages of individual Directors' and senior management. The Remuneration Committee also make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. The Remuneration Committee's authority and duties are set out in written terms of reference that are posted on the website of the Stock Exchange and the Company.

On 19 August 2014, Mr. Duan Xiaoping resigned as the member of the Remuneration Committee of the Company. On the same date, Dr. Wang Huaping was appointed as the member of the Remuneration Committee of the Company.

During the Review Period, among others, the Remuneration Committee had reviewed the Group's remuneration policy and the terms of the executive Directors' service contracts, made recommendation to the Board on the policy for the remuneration of non-executive Directors, independent non-executive Director and Chief Executive Officer, assessed performance of non-executive Directors, independent non-executive Directors and Chief Executive Officer and approved the terms of independent non-executive Director's service contracts.

## 主席及行政總裁

根據守則的守則條文第A.2.1條，主席及行政總裁的角色應有所區分，並不應由同一人士兼任。董事會主席為李誠先生，而行政總裁為趙繼東先生。主席負責領導和監督董事會的運作，及設法確保所有董事均獲適當簡介有關董事會會議上處理的事項，及彼等適時取得充足及可靠的資料。行政總裁負責管理本集團的業務及領導管理團隊執行董事會採納的策略與目標。彼等各自的職責已明確制定並以書面記載。

## 董事委員會

### 薪酬委員會

本公司已成立薪酬委員會，由一名執行董事及兩名獨立非執行董事組成。薪酬委員會的職責及職能包括向董事會主席諮詢彼等就其他執行董事的薪酬建議，就本公司薪酬政策及全體董事及高級管理層的架構向董事會作出推薦建議，以及就個別董事及高級管理層的薪酬待遇向董事會作出推薦建議。薪酬委員會亦就個別執行董事及高級管理層的薪酬待遇向董事會作出推薦建議。薪酬委員會的權力及職責載於書面職權範圍內，並刊載於聯交所及本公司網站。

端小平先生於二零一四年八月十九日辭任本公司之薪酬委員會成員。王華平博士於同日獲委任為本公司之薪酬委員會成員。

於回顧期內，（其中包括）薪酬委員會已檢討本集團的薪酬政策及執行董事服務合約的條款，就非執行董事、獨立非執行董事及行政總裁的薪酬政策向董事會作出推薦建議，評價非執行董事、獨立非執行董事及行政總裁的表現以及批准獨立非執行董事的服務合約條款。

There are two meetings held during the Review Period and the attendance by each committee member is set out below:

於回顧期內，舉行了兩次會議，每位委員會成員的出席情況載列如下：

| Members of Remuneration Committee      | 薪酬委員會成員    | (Attendance/<br>Number of meetings)<br>(出席次數／會議次數) |
|--|------------|--|
| Ms. Wong Wai Ling ( <i>Chairlady</i> ) | 黃慧玲女士 (主席) | 2/2  |
| Mr. Zhao Jidong                        | 趙繼東先生      | 2/2  |
| Dr. Wang Huaping                       | 王華平博士      | N/A 不適用<br>(Note) (附註)                             |
| Mr. Duan Xiaoping                      | 端小平先生      | 2/2  |

Note: Dr. Wang Huaping was appointed as a member of Remuneration Committee of the Company on 19 August 2014. There was no meeting held by the Remuneration Committee during his tenure in the Review Period.

附註：王華平博士於二零一四年八月十九日獲委任為本公司薪酬委員會成員。於回顧期內，薪酬委員會於其任期內並無舉行會議。

## Nomination Committee

The Company established the Nomination Committee which comprises one executive Director and two independent non-executive Directors. The roles and functions of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board, identifying individuals suitably qualified to become Board member and assessing the independence of independent non-executive Directors. The Nomination Committee is established with specific terms of reference which deal clearly with the committee's authority and duties and is available on the website of the Stock Exchange and the Company.

On 19 August 2014, Mr. Duan Xiaoping resigned as the member of the Nomination Committee of the Company. On the same date, Dr. Wang Huaping was appointed as the member of the Nomination Committee of the Company.

During the Review Period, the Nomination Committee reviewed the structure, size and composition of the Board and assessed the independence of the independent non-executive Directors. The Nomination Committee also endorsed the Board Diversity Policy.

As part of the Board Diversity Policy, the Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. All Board appointments will be based on meritocracy, and candidates will be considered against selection criteria. Selection of candidates will be based on a range of diversity perspectives, which would include but not be limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination Committee will from time to time review this policy, as appropriate, to ensure the effectiveness of this policy.

## 提名委員會

本公司已成立由一名執行董事及兩名獨立非執行董事組成的提名委員會。提名委員會的職責及職能包括審閱董事會的架構、規模及組成（包括技能、知識及經驗），識別合適資格人士出任董事會成員及評估獨立非執行董事的獨立性。提名委員會訂明具體職權範圍，清楚說明委員會的職權和責任，並刊載於聯交所及本公司網站。

端小平先生於二零一四年八月十九日辭任本公司之提名委員會成員。王華平博士於同日獲委任為本公司之提名委員會成員。

於回顧期內，提名委員會已檢討董事會的架構、規模及組成，並已評估獨立非執行董事的獨立性。提名委員會亦贊同董事會成員多元化政策。

作為董事會成員多元化政策的一部份，本公司認同並深信董事會成員多元化有利於提升本公司的表現。所有董事會成員的委任均以用人唯才為原則，並在考慮人選時會採用甄選準則。甄選人選將按一系列多元化範疇為基準，可包括（但不限於）性別、年齡、文化及教育背景、專業資格、技能、知識及服務任期。最終將按人選的長處及可為董事會提供的貢獻而作決定。提名委員會將不時在適當時候檢討本政策，以確保本政策行之有效。

There are two meetings held during the Review Period and the attendance by each committee member is set out below:

於回顧期內，舉行了兩次會議，每位委員會成員的出席情況載列如下：

| Members of Nomination Committee  | 提名委員會成員   | (Attendance/<br>Number of meetings)<br>(出席次數/會議次數) |
|----------------------------------|-----------|--|
| Ms. Li Cheng ( <i>Chairman</i> ) | 李誠先生 (主席) | 2/2  |
| Mr. Shiping James Wang           | 王世平先生     | 2/2  |
| Dr. Wang Huaping                 | 王華平博士     | N/A 不適用<br>(Note) (附註)                             |
| Mr. Duan Xiaoping                | 端小平先生     | 2/2  |

Note: Dr. Wang Huaping was appointed as a member of Nomination Committee of the Company on 19 August 2014. There was no meeting held by the Nomination Committee during his tenure in the Review Period.

附註：王華平博士於二零一四年八月十九日獲委任為本公司提名委員會成員。於回顧期內，提名委員會於其任期內並無舉行會議。

## Audit Committee

The Audit Committee currently consists of 3 independent non-executive Directors. The primary duties of the Audit Committee are to review the Company's financial information, review and supervise the Company's financial reporting process and internal control procedures, nominate and monitor external auditors and provide advice and comments to the Board. The Audit Committee is established with specific terms of references which deal clearly with the committee's authority and duties and is available on the website of the Stock Exchange and the Company. During the Review Period, the Audit Committee discussed and reviewed the interim and final results of the Group and certain other businesses. The effectiveness of the Company's internal control was also discussed at the meetings. The Audit Committee has also reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the interim report, annual report and the final result of the Group for the financial year ended 31 December 2014. The Group's final results for the financial year ended 31 December 2014 had been reviewed by the Audit Committee before submission to the Board for approval. The Audit Committee had also reviewed this annual report, and confirmed that this annual report complies with the Listing Rules. In the opinion of the Audit Committee, there are no material uncertainties relating to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. There is no disagreement between the Board and the Audit Committee regarding the selection, appointment, resignation or dismissal of the external auditors.

On 19 August 2014, Mr. Duan Xiaoping resigned as the member of the Audit Committee of the Company. On the same date, Dr. Wang Huaping was appointed as the member of the Audit Committee of the Company.

## 審核委員會

審核委員會現由三位獨立非執行董事組成。審核委員會的主要職責是審閱本公司的財務資料，檢討及督管本公司的財務申報流程及內部監控程序、提名及監察外聘核數師以及向董事會提供意見及評論。審核委員會訂明具體職權範圍，清楚說明委員會的職權和責任，並刊載於聯交所及本公司網站。於回顧期內，審核委員會討論及審閱本集團的中期及末期業績以及若干其他事宜。本公司亦於該等會議上討論內部監控的成效。審核委員會亦已與管理層檢討本集團所採納的會計原則和慣例，並討論內部監控及財務申報事宜，包括審閱本集團的中期報告、截至二零一四年十二月三十一日止財政年度的年報及末期業績。本集團於截至二零一四年十二月三十一日止財政年度的末期業績於提交董事會審批前，已由審核委員會審閱。審核委員會亦已審閱本年報，並確認本年報符合上市規則的規定。審核委員會認為，並無有關可能對本集團的持續經營能力構成重大疑問的事件或狀況的重大不確定因素。董事會與審核委員會在外聘核數師的甄選、委任、辭任或罷免方面並無意見分歧。

端小平先生於二零一四年八月十九日辭任本公司之審核委員會成員。王華平博士於同日獲委任為本公司之審核委員會成員。

There are two meetings held during the Review Period and the attendance by each committee member is set out below:

於回顧期內，舉行了兩次會議，每位委員會成員的出席情況載列如下：

| Members of Audit Committee             | 審核委員會成員    | (Attendance/<br>Number of meetings)<br>(出席次數／會議次數) |
|--|------------|--|
| Ms. Wong Wai Ling ( <i>Chairlady</i> ) | 黃慧玲女士 (主席) | 2/2  |
| Mr. Shiping James Wang                 | 王世平先生      | 2/2  |
| Dr. Wang Huaping                       | 王華平博士      | 1/1<br>(Note 1) (附註1)                              |
| Mr. Duan Xiaoping                      | 端小平先生      | 1/1<br>(Note 2) (附註2)                              |

Note 1: Dr. Wang Huaping was appointed as a member of Audit Committee of the Company on 19 August 2014. Dr. Wang attended one out of one meeting held during his tenure in the Review Period.

附註1：王華平博士於二零一四年八月十九日獲委任為本公司審核委員會成員。於回顧期內，王博士於其任期內舉行的一次會議中出席一次。

Note 2: Mr. Duan Xiaoping retired from office as a member of Audit Committee of the Company on 19 August 2014. Mr. Duan attended one out of one meeting held by the Audit Committee during his tenure in the Review Period.

附註2：端小平先生於二零一四年八月十九日退任本公司審核委員會成員。於回顧期內，端先生於其任期內舉行的一次審核委員會會議中出席一次。

## INTERNAL CONTROL

The Board is committed to manage business risks and to maintain a proper and effective system of internal control to safeguard the shareholders' investments and the Group's assets. The Board, through the Audit Committee, has conducted annual review of the effectiveness of the Group's system of internal control covering all controls, including financial, operational and compliance controls, and risk management processes. The Board is satisfied that the Group has fully complied with the Code in respect of internal controls during the Review Period.

## 內部監控

董事會致力管理業務風險，並維持適當及有效的內部監控制度，以保障股東投資及本集團資產。董事會透過審核委員會對本集團內部監控制度的有效性進行年度檢討，其中涵蓋財務、營運及合規控制以及風險管理程序的所有監控事宜。董事會信納本集團於回顧期內已全面遵守有關內部監控的守則。

## COMPLIANCE AND ENFORCEMENT OF THE NON-COMPETITION UNDERTAKING FROM CONTROLLING SHAREHOLDERS

As disclosed in the Prospectus, Mr. Li Cheng and Ever Thrive Global Limited are the controlling shareholders of the Company (the "Controlling Shareholders"). To protect the Group from any potential competition, the Controlling Shareholders have given an irrevocable non-competition undertaking (the "Non-competition Undertaking") in favour of the Company on 7 November 2013 pursuant to which each of the Controlling Shareholders has, among other matters, undertaken with the Company that each of the Controlling Shareholders and their respective associates (other than the Group) shall not, engaged in any business which will or may compete with the business currently and from time to time engaged by the Group. Details of the Non-competition Undertaking have been set out in paragraph headed "Relationship with our controlling shareholders – Non-competition Undertaking" of the Prospectus.

## 控股股東對不競爭承諾的遵守及執行

誠如招股章程所披露，李誠先生及恆盛環球有限公司為本公司的控股股東（「控股股東」）。為保護本集團免遭受任何潛在競爭，控股股東已於二零一三年十一月七日為本公司作出不可撤銷的不競爭承諾（「不競爭承諾」），據此，各控股股東已（其中包括）向本公司承諾，各控股股東及彼等各自的聯繫人（本集團除外）不得參與任何將或可能與本集團目前及不時從事的業務構成競爭的業務。有關不競爭承諾的詳情載於招股章程「與我們的控股股東的關係—不競爭承諾」一段。

The Company has received the annual declaration from each of the Controlling Shareholders in respect of their respective compliance with the terms of the Non-competition Undertaking during 2014. The independent non-executive Directors, having reviewed the annual declarations and made reasonable enquiry, are satisfied that the Controlling Shareholders have complied with the terms of the Non-competition Undertaking during the Review Period.

## UPDATES ON COMPLIANCE AND REGULATORY MATTERS AS DISCLOSED IN PROSPECTUS

As disclosed in the section headed “Business – Non-compliance and legal proceedings” of the Prospectus, during the three financial years ended 31 December 2012 and the six months ended 30 June 2013 (“Track Record Period”), the Group has failed to comply with laws and regulations in the PRC.

As part of remedial action and monitoring process, our Company has engaged an independent consulting firm (the “Internal Control Consultant”) as our internal control consultant in November 2012 to review selected areas of our Group’s internal controls over financial reporting. During the review, the Internal Control Consultant identified internal control deficiencies of non-compliance incidents relating to (i) non-compliant bill arrangements, (ii) housing provident fund contributions and (iii) social insurance contributions and has recommended remedial measures to enhance our internal control system. Set out below are the updates of the remedial actions taken in relation to those non-compliance matters.

### Non-compliance bill arrangement

As disclosed in the Prospectus and the annual report of the Company in 2013, we used the proceeds from bank acceptance notes for purposes other than for payment of purchase from certain suppliers during the Track Record Period, which did not comply with the terms of the credit agreements and Article 10 of the PRC Negotiable Instruments Law. As advised by the Internal Control Consultant, our Group has undertaken the following remedial measures with effect from March 2013:

- established segregation of duties between application and approval of issuance of bank acceptance notes;

本公司已接獲各控股股東有關彼等各自於二零一四年內遵守不競爭承諾條款的年度聲明。獨立非執行董事已審閱上述年度聲明，及經合理查詢後認為各控股股東於回顧期內一直遵守不競爭承諾的條款。

## 招股章程內所披露的合規及規管事宜的更新資料

誠如招股章程的「業務－違規事項及法律訴訟」一節所披露，於截至二零一二年十二月三十一日止三個財政年度及截至二零一三年六月三十日止六個月內（「往績記錄期間」），本集團未能遵守中國的法律及法規。

作為修正行動及監控程序的一部份，本公司已於二零一二年十一月聘請一間獨立諮詢公司（「內部監控顧問」）擔任我們的內部監控顧問，檢討本集團有關財務報告的內部監控的指定部份。於審閱中，內部監控顧問識別有關(i)違規票據安排、(ii)住房公積金供款及(iii)社會保險供款的違規事件的內部監控缺陷，並已提出補救措施，以提升我們的內部監控制度。下文載列就該等不合規事宜採取的補救措施的最新情況。

### 違規票據安排

誠如招股章程及本公司二零一三年之年報所披露，於往績記錄期間，我們將銀行承兌票據所得款項用作支付對若干供應商的採購款項以外的用途，此舉並不符合信貸協議及《中華人民共和國票據法》第10條的條款。誠如內部監控顧問所告知，本集團已自二零一三年三月起實施以下補救措施：

- 明確劃分申請與審批發行銀行承兌票據的職責；

- when the bank acceptance note is issued, the finance department reviews and makes record to ensure each bank acceptance note is tracked and managed;
- the finance department performs checking on a monthly basis to identify any discrepancy between the note payables issued and the actual underlying transactions; and
- the internal control department of our Group performs checking on the compliance regarding non-compliance bill arrangement on a monthly basis.

In addition, we have appointed an independent external consultant to examine and monitor our bill financing activities. Based on the reviews performed, no non-compliance bill arrangement incident was noted in the Review Period.

### **Housing provident fund and social insurance contribution**

As disclosed in the Prospectus and the annual report of the Company in 2013, we did not make full social insurance and housing provident fund contributions for all of our respective employees as required under the relevant national PRC laws and regulations during the Track Record Period. All underpaid social insurance and housing provident fund contributions during the Track Record Period has been accrued in the financial statements. As advised by the Internal Control Consultant, our Group has undertaken the following remedial measures with effect from April 2013:

- the finance department reviews the payment details of housing provident fund and social insurance to ensure that they are timely provided to all the employees; and
- the internal control department performs checking on the compliance regarding housing provident fund contributions and social insurance contributions on a monthly basis.

During the Review Period, the Company has made full social insurance and housing provident fund contributions for all of our respective employees as required under the relevant PRC laws and regulations.

- 於發行銀行承兌票據時，由財務部門審閱並作記錄，以確保各銀行承兌票據有據可查及受管理；
- 財務部門每月進行查核以識別已發行應付票據及實際相關交易之間的任何差異；及
- 本集團內部監控部門每月對有關違規票據安排的合規情況進行查核。

此外，我們已委任一名獨立外部顧問以審查及監察本集團的票據融資活動。根據所進行的審查，於回顧期內並無注意到任何違規票據安排事件。

### **住房公積金及社會保險供款**

誠如招股章程及本公司二零一三年之年報所披露，於往績記錄期間，我們並未根據中國相關法律及法規的規定為我們各自全部僱員悉數作出社會保險及住房公積金的供款。於往績記錄期間的所有未繳足社會保險及住房公積金供款已於財務報表計提。誠如內部監控顧問所告知，本集團已自二零一三年四月起實施以下補救措施：

- 財務部門審閱住房公積金及社會保險的繳付詳情以確保按時為全部僱員繳付款項；及
- 內部監控部門每月對有關住房公積金供款及社會保險供款的合規情況進行查核。

於回顧期內，本公司已根據中國相關法律及法規的規定，為我們各自全部僱員悉數作出社會保險及住房公積金的供款。

## Regulatory requirements of applying building ownership certificate

As disclosed in the Prospectus and the annual report of the Company in 2013, we are not able to obtain the building ownership certificate for one building with gross floor area of approximately 70 square metres in our Nantong plant (“Defective Building”). The Defective Building had been vacated and no longer in use. The Defective Building was demolished during the Review Period.

## AUDITOR’S REMUNERATION

The Group’s external auditor is PricewaterhouseCoopers. The remuneration paid or payable to the external auditor of the Group for the financial year ended 31 December 2014 comprised fees for audit services of RMB1,350,000 (2013: RMB950,000). During the financial year ended 31 December 2014, there was no non-audit service provided by our external auditor.

## DIRECTORS’ AND AUDITOR’S RESPONSIBILITIES FOR FINANCIAL STATEMENTS

All Directors are responsible for the preparation of the financial statements which give a true and fair view of the state of affairs of the Group. The auditors of the Company acknowledges its reporting responsibilities in the auditor’s report on the financial statements for the financial year ended 31 December 2014. The statement by the auditors of the Company about their responsibilities for the financial statements is set out in the report of the independent auditor’s report contained in this annual report. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company’s ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements on a going-concern basis.

## 申請房屋所有權證的監管規定

誠如招股章程及本公司二零一三年之年報所披露，我們未能取得位於我們南通廠房內一棟總建築面積約70平方米的樓宇（「欠妥樓宇」）的房屋所有權證。欠妥樓宇處於空置狀態且不再使用。欠妥樓宇已於回顧期內拆除。

## 核數師酬金

本集團的外聘核數師為羅兵咸永道會計師事務所。本集團於截至二零一四年十二月三十一日止年度已付或應付外聘核數師的薪酬包括審核服務費用人民幣1,350,000元（二零一三年：人民幣950,000元）。於截至二零一四年十二月三十一日止年度，本公司外聘核數師並無提供非審核服務。

## 董事及核數師對財務報表所負的責任

全體董事負責編製真實及公平地反映本集團事務狀況的財務報表。本公司核數師在本公司截至二零一四年十二月三十一日止年度財務報表的核數師報告中確認其申報責任。本公司核數師就其對財務報表所負責任的聲明載於本年報所載的獨立核數師報告內。董事並不知悉任何有關可能對本公司的持續經營能力構成重大疑問的事件或狀況的重大不確定因素，故董事已按持續經營基準編製財務報表。



## COMPANY SECRETARY

Mr. Leung Ho Yan Julian (*ACIS, ACS, FCCA, FCPA*) has been the company secretary of the Company (the “Company Secretary”) since 7 November 2013. Mr. Leung is a full time employee of the Group and has day-to-day knowledge of the Company’s affairs. The Company Secretary reports to the Chairman and is responsible for advising the Board on corporate governance matters and facilitating communication between Board members, the shareholders and management of the Company. Mr. Leung has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules. The biography of the Company Secretary is set out in the section “Directors and Senior Management” on page 40 of this annual report.

## THE SHAREHOLDERS’ RIGHTS

### Convening an Extraordinary Meeting by Shareholders

Pursuant to Article 64 of the Articles of Association, extraordinary general meetings shall be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner.

### Procedures for Putting Forward Proposals at General Meetings by Shareholders

Shareholders are requested to follow Article 64 of the Articles of Association for including a resolution at an extraordinary general meeting. The requirements and procedures are set out above in the paragraph headed “Convening an Extraordinary Meeting by Shareholders”. Pursuant to Article 113 of the Articles of Association, no person (other than a retiring Director) shall be eligible for election to the office of Director at any general meeting unless a notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days. The procedures for shareholders to propose a person for election as a Director is posted on the website of the Company.

## 公司秘書

梁浩仁先生 (*ACIS, ACS, FCCA, FCPA*) 自二零一三年十一月七日起擔任本公司的公司秘書（「公司秘書」）。梁先生為本集團全職僱員，並了解本公司的日常事務。公司秘書向主席匯報，並負責就企業管治事宜向董事會提供意見及促進董事會成員、本公司股東及管理層之間的溝通。梁先生已妥為遵守上市規則第3.29條項下的相關專業培訓規定。公司秘書的履歷載於本年報第40頁的「董事及高級管理層」一節。

## 股東權利

### 股東召開股東特別大會

根據組織章程細則第64條，股東特別大會須於一名或多名於遞呈要求當日持有不少於本公司有權於股東大會上投票的繳足股本十分之一的股東要求時召開。有關要求須以書面向董事會或公司秘書作出，以供董事會應該要求中所指定的任何事項而召開股東特別大會。該大會須於該項要求呈遞後兩個月內舉行。倘董事會於呈遞該要求後21日內未能召開該大會，則提出要求者本人（彼等）可以相同方式召開大會。

### 股東於股東大會上提呈建議的程序

股東須遵照組織章程細則第64條於股東特別大會提呈決議案。有關要求及程序載於上文「股東召開股東特別大會」一段。根據組織章程細則第113條，除非有意提名選舉該人士為董事的書面通知及該人士表明願意接受選舉的書面通知已遞交總辦事處或登記處，否則除退任董事外，任何人士概無資格於任何股東大會上膺選董事職位，惟遞交通知的期限由不早於就有關參選的指定股東大會通告寄發後當日起計至不遲於該股東大會舉行日期前七日止，而向本公司寄發通知的最低期限為最少七日。股東提名人士參選董事的程序於本公司網站刊載。

## Communication with Shareholders

Information of the Group is delivered to the shareholders through a number of channels, which include annual report, interim report, announcements and circulars at the corporate website (<http://www.chinaysgroup.com>). The latest information of the Group together with the published documents are also available on the Company's website. Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company whose contact details are as follows:

Yongsheng Advanced Materials Company Limited  
Room 1616, 16/F, Tower II,  
Lippo Centre No 89 Queensway, Admiralty,  
Hong Kong  
Website: [www.chinaysgroup.com](http://www.chinaysgroup.com)  
Tel No.: (852) 2776 5228  
Fax No.: (852) 2994 9699

The Company will handle both telephone and written enquiries from shareholders from time to time. Shareholders' enquiries and concerns will be forwarded to the Board and/or relevant Board Committees of the Company, where appropriate, to answer the shareholders' questions.

## INVESTOR RELATIONS

### Constitutional Documents

During the Review Period, the Company did not make any changes to the Memorandum and Articles of Association, the current version of which is available on the websites of the Stock Exchange and the Company.

### Number of shares

Our total number of shares outstanding in 31 December 2014 is 400,000,000. The company will periodically announce the total number of issued shares in its monthly returns.

## 與股東交流

本公司通過多個渠道向股東提供本集團的資料，該等渠道包括於公司網站(<http://www.chinaysgroup.com>) 刊載年報、中期報告、公佈及通函。本公司網站亦載有本集團的最新資料以及已刊發的文件。股東可於任何時間以書面方式透過本公司向董事會提出查詢及關切問題，其聯絡詳情如下：

永盛新材料有限公司  
香港  
金鐘金鐘道89號力寶中心  
2座16樓1616室  
網站：[www.chinaysgroup.com](http://www.chinaysgroup.com)  
電話號碼：(852) 2776 5228  
傳真號碼：(852) 2994 9699

本公司將不時處理股東的電話及書面查詢。在適當的情況下，股東的查詢及關切問題將轉交董事會及／或本公司相關董事委員會，以解答股東的提問。

## 投資者關係

### 憲章文件

本公司於回顧期內並無對組織章程大綱及細則作出任何變動，其當前版本刊載於聯交所及本公司網站。

### 股份數目

本公司於二零一四年十二月三十一日的已發行股份總數為400,000,000股。本公司將定期於其月報表內公佈已發行股份總數。

### Important schedule for shareholders – AGM

Our AGM will be held at Admiralty Conference Centre, 1804B, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 20 May 2015. Details of the AGM and resolutions will be dispatched at the time together with this annual report.

### Information for Hong Kong branch registrar

Tricor Investor Services Centre  
Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong  
Tel No: (852) 2980 1333  
Fax No: (852) 2810 8185  
Email: is-enquiries@hk.tricorglobal.com  
Website: www.tricoris.com  
Office Hours: 9:00 am – 4:30 pm  
(Monday to Friday, except public holidays)

## CORPORATE GOVERNANCE ENHANCEMENT

Enhancing corporate governance is not simply a matter of applying and complying with the Code but also about promoting and developing an ethical and healthy corporate culture. The Company will continue to review and, where appropriate, improve the current practices on the basis of the experience, regulatory changes and developments. Any views and suggestions from the shareholders to promote and improve the transparency are also welcomed.

On behalf of the Board

**Li Cheng**

*Chairman*

Hong Kong, 27 March 2015

### 股東的重要議事日程 – 股東週年大會

本公司的股東週年大會將於二零一五年五月二十日假座香港金鐘夏慤道18號海富中心1座1804B室金鐘商務會議中心舉行。股東週年大會及決議案的詳情將連同本年報一併寄發。

### 香港股份過戶登記分處資料

卓佳投資者服務中心  
香港皇后大道東183號合和中心22樓  
電話號碼: (852) 2980 1333  
傳真號碼: (852) 2810 8185  
電郵: is-enquiries@hk.tricorglobal.com  
網站: www.tricoris.com  
辦公時間: 上午九時正至下午四時三十分  
(星期一至星期五, 公眾假期除外)

## 提升企業管治水平

提升企業管治水平並非只為應用及遵守守則, 亦為推動及發展具道德與健全的企業文化。本公司將按經驗、監管變動及發展, 不斷檢討及於適當時改善現行常規。本公司亦歡迎股東提出任何意見和建議, 以提高及改善其透明度。

代表董事會

主席

**李誠**

香港, 二零一五年三月二十七日

# Report of the Directors

## 董事會報告

The Board is pleased to present the annual report and the audited financial statements of the Group for the financial year ended 31 December 2014.

### PRINCIPAL ACTIVITIES

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (as revised) on 19 April 2012. The registered office of the Company is at Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands and its principal place of business is at Office 1616, 16th Floor, Tower Two Lippo Centre, No. 89 Queensway, Hong Kong. The principal activity of the Company is investment holding and those of its subsidiaries which principally affected the results, assets or liabilities of the Group are principally engaged in the developing and manufacturing of polyester filament yarns, the provision of dyeing services of differentiated polyester filament fabric and trading of textile raw materials and products in PRC. There were no significant changes in the nature of the Group's principal activities during the year ended 31 December 2014.

### SUBSIDIARIES

Particulars of the Company and the Group's subsidiaries as at 31 December 2014 are set out in note 9 to the financial statements.

### FINANCIAL STATEMENTS

The profit of the Group for the financial year ended 31 December 2014 and the financial conditions of the Company and the Group as at that date are set out in the financial statements on pages 75 to 178.

### REORGANIZATION AND USE OF PROCEEDS FROM SHARE OFFER

Pursuant to a reorganization scheme to rationalize the structure of the Group in preparation for the listing of the Company's ordinary shares with a nominal value of HK\$0.01 each on the Stock Exchange, the Company became the holding company of the companies currently comprising the Group on 28 December 2012.

董事會欣然提呈本集團截至二零一四年十二月三十一日止財政年度的年度報告及經審計財務報表。

### 主要業務

本公司於二零一二年四月十九日根據公司法（經修訂）在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處位於Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands，其主要營業地點位於香港金鐘道89號力寶中心2座16樓1616室。本公司主要業務為投資控股，而其附屬公司主要在中國從事開發及製造滌綸長絲、提供差別化滌綸面料染色服務及紡織原材料及產品貿易，該等業務對本集團的業績、資產或負債造成重大影響。截至二零一四年十二月三十一日止年度，本集團主要業務的性質概無重大變動。

### 附屬公司

於二零一四年十二月三十一日，本公司及本集團附屬公司的詳情載列於財務報表附註9。

### 財務報表

本集團截至二零一四年十二月三十一日止財政年度的溢利以及本公司及本集團於該日期的財務狀況乃載於第75頁至第178頁的財務報表。

### 重組及股份發售所得款項用途

為籌備本公司每股面值0.01港元的普通股於聯交所上市，本公司曾進行重組計劃以整頓本集團架構，據此本公司已於二零一二年十二月二十八日成為現組成本集團各公司的控股公司。

As part of the preparation for the listing of the Shares of the Company on the Stock Exchange, the Company implemented a capitalization issue of 297,327,010 Shares and an issue of 100,000,000 new Shares under the share offer (the "Share Offer") in November 2013. The net proceeds of the Share Offer received by the Company were approximately HK\$81,500,000. These proceeds are intended to be applied in accordance with the proposed application set out in the section headed "Future plans and use of proceeds from the Share Offer" in the prospectus of the Company dated 15 November 2013 (the "Prospectus") and the announcement dated 26 November 2013 for the Share Offer.

The Company's Shares were listed on the Main Board of the Stock Exchange on 27 November 2013 (the "Listing Date").

## RESERVES

Movements in reserves during the financial year ended 31 December 2014 are set out in the Consolidated Statement of Changes in Equity on page 80.

As at 31 December 2014, the Company had distributable reserves of approximately RMB222,475,000 (2013: approximately RMB 223,988,000 (restated)) available for distribution to the shareholders.

## SHARE CAPITAL AND SHARE OPTION SCHEME

Details of the Company's share capital and share option scheme are set out in note 17 to the financial statements and the paragraph "Share Option Scheme of the Company" below, respectively.

## DIVIDEND

The Board has recommended the payment of a final dividend (the "Final Dividend") of HK\$0.04 per Share of the Company for the financial year ended 31 December 2014. The proposed final dividend, if approved by the shareholders at the AGM, will be paid to the shareholders whose names appear on the register of members of the Company on 28 May 2015.

## PROPERTY, PLANT AND EQUIPMENT

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

為籌備本公司股份於聯交所上市，本公司於二零一三年十一月根據股份發售（「股份發售」）實行資本化發行297,327,010股股份及發行100,000,000股新股份。本公司收取的股份發售所得款項淨額約為81,500,000港元。該等所得款項擬用於本公司日期為二零一三年十一月十五日的招股章程（「招股章程」）中「未來計劃及股份發售所得款項用途」一節及二零一三年十一月二十六日的有關股份發售公告所載的建議用途。

本公司股份於二零一三年十一月二十七日（「上市日期」）在聯交所主板上市。

## 儲備

截至二零一四年十二月三十一日止財政年度的儲備變動情況載列於第80頁的合併權益變動表。

於二零一四年十二月三十一日，本公司擁有可供分派儲備約人民幣222,475,000元（二零一三年：約人民幣223,988,000（重報））可用於向股東作出分派。

## 股本及購股權計劃

本公司股本及購股權計劃的詳情分別載於財務報表附註17及下文「本公司的購股權計劃」一段。

## 股息

董事會建議就截至二零一四年十二月三十一日止財政年度派付末期股息（「末期股息」）每股本公司股份0.04港元。倘股東於股東週年大會上批准建議末期股息，建議末期股息將派付予於二零一五年五月二十八日名列本公司股東名冊的股東。

## 物業、廠房及設備

本財政年度的物業、廠房及設備變動情況載列於財務報表附註7。

## MAJOR SUPPLIERS AND CUSTOMERS

During the year ended 31 December 2014, the aggregate sales attributable to the Group's five largest customers accounted for approximately 16.2% of the Group's total sales and the sales attributable to the Group's largest customer accounted for approximately 5.4% of the Group's total sales. During the year ended 31 December 2014, the aggregate purchases attributable to the Group's five largest suppliers accounted for approximately 18.7% of the Group's total purchases and the purchases attributable to the Group's largest supplier accounted for approximately 4.4% of the Group's total purchases.

So far as is known to the Directors, other than those disclosed in "Connected transactions and related party transactions" section in this report, none of the Directors, their associates or substantial shareholders (which to the best knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in the share capital of any of the five largest customers and suppliers of the Group.

## CHARITABLE DONATIONS

The Group made charitable donations in 2013 totalling RMB 798,000 (2014: nil).

## BANK BORROWINGS

Details of bank borrowings of the Group as at 31 December 2014 are set out in note 22 to the financial statements.

## DIRECTORS

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

Mr. Li Cheng (李誠) (*Chairman*)  
Mr. Zhao Jidong (趙繼東) (*Chief Executive Officer*)  
Mr. Li Conghua (李聰華)  
Mr. Ma Qinghai (馬青海)  
Ms. Wong Wai Ling (黃慧玲)  
Mr. Shiping James Wang (王世平)  
Dr. Wang Huaping (王華平) (appointed on 19 August 2014)  
Mr. Duan Xiaoping (端小平) (resigned on 19 August 2014)

## 主要供應商及客戶

截至二零一四年十二月三十一日止年度，本集團五大客戶應佔的銷售總額佔本集團總銷售額約16.2%，而本集團最大客戶應佔的銷售額佔本集團總銷售額約5.4%。截至二零一四年十二月三十一日止年度，本集團五大供應商應佔的採購總額佔本集團總採購額約18.7%，而本集團最大供應商應佔的採購額佔本集團總採購額約4.4%。

據董事所知，除本報告「關連交易及關連方交易」一節所披露外，概無董事、彼等的聯繫人或主要股東（據董事所深知，擁有本公司已發行股本超過5%）於本集團任何五大客戶及供應商的股本中擁有任何權益。

## 慈善捐款

本集團於二零一三年作出慈善捐款人民幣798,000元（二零一四年：無）。

## 銀行借款

本集團於二零一四年十二月三十一日的銀行借款詳情載列於財務報表附註22。

## 董事

於本財政年度及直至本報告日期，本公司的董事如下：

李誠先生（主席）  
趙繼東先生（行政總裁）  
李聰華先生  
馬青海先生  
黃慧玲女士  
王世平先生  
王華平博士（於二零一四年八月十九日獲委任）  
端小平先生（於二零一四年八月十九日辭任）

Mr. Zhao Jidong, Mr. Shiping James Wang and Dr. Wang Huaping are due to retire from the Board at the forthcoming AGM. Being eligible, they offer themselves for re-election. None of the retiring Directors proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The biographies of the Directors proposed for re-election at the forthcoming AGM ("Directors for Re-election") are set out on pages 35 to 38. Except as disclosed in such biographies, the Directors for Re-election have not held any other directorships in any listed public companies in the last three years. Further, except as noted in the biographies, none of the Directors for Re-election is connected with any directors, senior management or substantial or controlling shareholders of the Company and, except as disclosed in the paragraphs headed "Directors' and Chief Executive's Interest and Short Positions in Shares, Underlying Shares and Debentures" and "Share Option Scheme of the Company" below, none of them has any interests in the shares of the Company within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance ("SFO").

## DIRECTOR'S SERVICE CONTRACTS

Each of the Directors has entered into a service contract with the Company for an initial fixed term of three years commencing from 7 November 2013 (except for Dr. Wang Huaping, whose service contract commenced on 19 August 2014) subject to termination, among others, by giving not less than three-month notice in writing. Each of such Directors will be subject to retirement by rotation and re-election at AGM of the Company every three years. Mr. Zhao Jidong, Mr. Shiping James Wang and Dr. Wang Huaping are entitled to an annual director's fee of HK\$100,000 (equivalent to RMB80,000 at exchange rate of HK\$1.25/1RMB), as proposed by the Board and approved by the shareholders of the Company. Director's fees are payable on a time pro-rata basis for any non-full year's service. In addition, for the financial year ended 31 December 2014, Mr. Zhao Jidong received annual remuneration, including retirement scheme contributions, of RMB460,000, plus a discretionary bonus as determined by the Board with respect to the director's performance. The remuneration of these Directors has been determined with reference to the individual's duties, responsibilities and experience, and to prevailing market conditions.

趙繼東先生、王世平先生及王華平博士將於應屆股東週年大會上自董事會退任，惟彼等均符合資格，並願意膺選連任。於應屆股東週年大會上提呈重選的退任董事與本公司概無訂立僱主不得在一年內於毋須作出賠償（法定賠償除外）下將其終止的任何服務合約。

## 董事會及高級管理層

擬在應屆股東週年大會上膺選連任的董事（「重選董事」）的履歷載於第35頁至第38頁。除於該等履歷中披露者外，重選董事在過去三年內並無在任何上市公司擔任任何其他董事職務。此外，除履歷中披露者外，重選董事與本公司的任何董事、高級管理人員、主要股東或控股股東概無關連。除於以下「董事及最高行政人員於股份、相關股份及債權證的權益及淡倉」及「本公司的購股權計劃」各段所披露者外，重選董事並無擁有香港證券及期貨條例（「證券及期貨條例」）第XV部所指本公司任何股份權益。

## 董事的服務合約

各董事已與本公司訂立服務合約，初始固定期限由二零一三年十一月七日起計（王華平博士的服務合約由二零一四年八月十九日起計除外）三年，惟可（其中包括）藉發出不少於三個月的書面通知予以終止。各董事將每三年於本公司股東週年大會上輪席退任及重選。趙繼東先生、王世平先生及王華平博士分別享有由董事會建議並由本公司股東批准的董事袍金每年100,000港元（按匯率1.25港元／人民幣1元計算，相等於人民幣80,000元），服務不足一年的，按服務時間比例支付董事袍金。此外，截至二零一四年十二月三十一日止財政年度，趙繼東先生享有包括退休計劃供款在內的年度薪酬人民幣460,000元及由董事會按其工作表現而釐定的酌情花紅。該等董事的酬金乃參考彼等於本公司的職務、責任、經驗及當前市況等釐定。

During the Review Period, Mr. Duan Xiaoping has agreed to waived the director's fee in the service contract dated 7 November 2013. The amount waived in 2014 amounted to HK\$63,172 (equivalent to RMB50,538 at exchange rate of HK\$1.25/1RMB). Saved as disclosed above, no Directors have waived or agreed to waive any emoluments.

## INTERESTS IN CONTRACTS

Save as disclosed in this annual report, no contract of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the Review Period or at any time during the Review Period.

## MANAGEMENT CONTRACTS

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

## CONTRACTS WITH CONTROLLING SHAREHOLDERS

Save as disclosed in this annual report, no contract of significance has been entered into between the Company or any of its subsidiaries and the controlling shareholders during the Review Period.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save for the share option scheme of the Company, at no time during the financial year was the Company, its subsidiaries or its ultimate holding company or any subsidiary of that ultimate holding company a party to any arrangement to enable the Directors of the Company to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

## DIRECTOR'S INTERESTS IN COMPETING BUSINESS

None of the Directors is or was interested in any business apart from the Group's business, that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during the Review Period and up to and including the date of this annual report.

於回顧期內，端小平先生已同意放棄日期為二零一三年十一月七日的服務合約內的董事袍金。於二零一四年所放棄的金額為63,172港元（按匯率1.25港元／人民幣1元計算，相等於人民幣50,538元）。除上文所披露者外，概無董事已放棄或同意放棄任何酬金。

## 於合約的權益

除本年報所披露者外，本公司或其任何附屬公司於回顧期終結時或回顧期內任何時間，概無訂立本公司董事直接或間接於其中享有重大權益的重要合約。

## 管理合約

於回顧期內概無訂立或存在任何有關本公司全部或絕大部份業務的管理及行政合約。

## 與控股股東的合約

除本年報所披露者外，本公司或其任何附屬公司並無於回顧期內與控股股東訂立任何重大合約。

## 購買股份或債權證的安排

除本公司的購股權計劃外，於本財政年度內，本公司、其附屬公司或其最終控股公司或該最終控股公司的任何附屬公司均無任何安排，致令本公司董事因取得本公司或任何其他法人團體的股份或債權證而獲得利益。

## 董事於競爭業務的權益

於回顧期內及直至和包括本年報日期止期間內任何時間，董事概無於本集團業務以外且現在或以前與本集團業務直接或間接競爭或可能構成競爭的任何業務中擁有權益。



## CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive Directors to be independent.

## DIRECTOR'S AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2014, interests or short positions in the shares of the Company (the "Shares"), underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) held by the Directors and chief executive of the Company which have been 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 were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") are as follows:

### (A) Long position in the Shares

| Name of Director                                  | Capacity/Nature                              | Number of shares held/ interested | Percentage of shareholding |
|---|--|-----------------------------------|----------------------------|
| 董事姓名  | 身份／性質  | 所持／擁有權益<br>股份數目                   | 股權百分比                      |
| Mr. Li Cheng ("Mr. Li") (Note)<br>李誠先生(「李先生」)(附註) | Interest in controlled corporation<br>受控法團權益 | 300,000,000                       | 75%                        |

Note: Mr. Li beneficially owns approximately 79.61% of the issued share capital of Ever Thrive Global Limited which in turn, beneficially holds 206,471,700 Shares. Therefore, Mr. Li is deemed or taken to be interested in all our Shares held by Ever Thrive Global Limited for the purposes of the SFO. Mr. Li is the sole director of Shun Sheng Global Limited and Shun Sheng Global Limited is accordingly accustomed to act in accordance with Mr. Li's directions. Therefore, Mr. Li is deemed or taken to be interested in all our Shares held by Shun Sheng Global Limited for the purposes of the SFO. Mr. Li is also the sole director of Ever Thrive Global Limited.

## 獨立性的確認

本公司已獲各獨立非執行董事按照上市規則第3.13條發出其每年的獨立性確認書，並認為全體獨立非執行董事均具獨立性。

## 董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

於二零一四年十二月三十一日，董事及本公司的最高行政人員於本公司股份(「股份」)、本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)相關股份及債權證中，持有已根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例有關條文彼等被當作或視為擁有的權益及淡倉)，或列入本公司遵照證券及期貨條例第352條保存的登記冊內的權益或淡倉，或根據聯交所證券上市規則(「上市規則」)附錄10上市發行人董事進行證券交易的標準守則(「標準守則」)已知會本公司及聯交所的權益或淡倉如下：

### (A) 於股份的好倉

附註：李先生實益擁有恆盛環球有限公司約79.61%的已發行股本，而恆盛環球有限公司實益持有206,471,700股股份。因此，根據證券及期貨條例，李先生被視為或當作於恆盛環球有限公司持有的全部股份中擁有權益。李先生為順盛環球有限公司的唯一董事，故順盛環球有限公司一向按李先生的指示行事。因此，就證券及期貨條例而言，李先生被視為或當作於順盛環球有限公司持有的全部股份中擁有權益。李先生亦為恆盛環球有限公司的唯一董事。

**(B) Long position in shares of associated corporation**

| Name of Director | Name of Associated Corporation         | Capacity/Nature           | Number of shares held/ interested<br>所持/擁有權益<br>股份數目 | Percentage of shareholding<br>股權百分比 |
|------------------|--|---------------------------|--|-------------------------------------|
| 董事姓名             | 相聯法團名稱                                 | 身份/性質                     |  |                                     |
| Mr. Li<br>李先生    | Ever Thrive Global Limited<br>恆盛環球有限公司 | Beneficial owner<br>實益擁有人 | 371  | 79.61%                              |

Apart from those disclosed herein, as at 31 December 2014, none of the directors nor the chief executive of the Company had any interests or short positions in any of the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of the SFO) that is required to be recorded and kept in the register in accordance with section 352 of the SFO or any interests required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

**(B) 於相聯法團股份的好倉**

除本文所披露者外，於二零一四年十二月三十一日，董事或本公司的最高行政人員並無於本公司或其任何相聯法團（定義見證券及期貨條例）的股份、相關股份或債權證中擁有根據證券及期貨條例第352條須記入該條所述的登記冊內的任何權益或淡倉，或根據標準守則須知會本公司及聯交所的任何權益。

**SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES**

As at 31 December 2014, so far as is known to the Directors, the following persons (other than a Director or chief executive of the Company) had or were deemed or taken to have an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, were directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

**主要股東及其他人士於股份及相關股份的權益及淡倉**

於二零一四年十二月三十一日，據董事所知，以下人士（董事或本公司的最高行政人員除外）擁有或被視為或當作於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的權益或淡倉，或直接或間接持有附有權利可於任何情況下於本集團任何其他成員公司股東大會上投票的任何類別股本的面值5%或以上的權益：

| Name of shareholder                    | Capacity/Nature                              | Number of Shares held/ interested<br>所持/擁有權益<br>股份數目 | Percentage of shareholding<br>股權百分比 |
|--|--|--|-------------------------------------|
| 股東名稱/姓名                                | 身份/性質  |  |                                     |
| Ever Thrive Global Limited<br>恆盛環球有限公司 | Beneficial owner<br>實益擁有人                    | 206,471,700  | 51.62%                              |
| Shun Sheng Global Limited<br>順盛環球有限公司  | Beneficial owner<br>實益擁有人                    | 93,528,300   | 23.38%                              |
| Ms. Chen Fangqin (Note)<br>陳芳芹女士（附註）   | Interest in controlled corporation<br>受控法團權益 | 300,000,000  | 75%                                 |
| Nice Investments Limited<br>麗思投資有限公司   | Beneficial owner<br>實益擁有人                    | 32,000,000   | 8%                                  |

Note: Ms. Chen Fangqin is the spouse of Mr. Li. Therefore, Ms. Chen Fangqin was deemed, or taken to be interested in all our Shares which are interested by Mr. Li for the purposes of the SFO.

## SUBSTANTIAL SHAREHOLDERS OF OUR SUBSIDIARIES

Huvis Corporation holds 30% of the equity interest in Hangzhou Huvis Yongsheng Chemical Fiber Limited as at 31 December 2014. For details, please refer to the paragraph headed “Yongsheng Chemical Fiber” set out in the section headed “History and development” of the Prospectus.

## SHARE OPTION SCHEME OF THE COMPANY

The Company adopted a share option scheme (the “Scheme”) on 7 November 2013 as to attract and retain the best available personnel and to provide additional incentive to the eligible participants under the Scheme. Pursuant to the Scheme, the Board is authorised, at its absolute discretion and subject to the terms of the Scheme, to grant options to subscribe the Shares to any employees (full-time or part-time), directors, consultants or advisor of the Group, or any substantial shareholder of the Group, or any distributor, contractor, supplier, agent, customer, business partner or service provider of the Group. The Scheme shall be valid and effective for a period of ten years commencing on 7 November 2013, subject to early termination provisions contained in the Scheme.

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an option is HK\$1.00. The subscription price of a Share in respect of any particular option granted under the Scheme shall be a price solely determined by the Board and notified to a participant and shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date on which an option is offered to a participant; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange’s daily quotations sheets for the 5 business days immediately preceding the date on which an option is offered to a participant; and (iii) the nominal value of a Share on the date on which an option is offered to a participant.

附註：陳芳芹女士為李先生的配偶，因此，就證券及期貨條例而言，陳芳芹女士被視為或當作於李先生擁有權益的全部股份中擁有權益。

## 本集團附屬公司的主要股東

株式會社Huvis於二零一四年十二月三十一日持有杭州匯維仕永盛化纖有限公司30%股權，詳情請參閱招股章程「歷史及發展」一節所載「永盛化纖」一段。

## 本公司的購股權計劃

本公司於二零一三年十一月七日採納一項購股權計劃（「該計劃」），旨在吸引及挽留最稱職人員及向該計劃項下的合資格參與者提供額外獎勵。根據該計劃，董事會獲授權全權酌情及按該計劃的條款向本集團任何僱員（全職或兼職）、董事、諮詢人員或顧問、或本集團任何主要股東、或任何分銷商、承包商、供貨商、代理、客戶、商業夥伴或服務供貨商授出購股權以認購股份。該計劃將自二零一三年十一月七日起十年期有效及具效力，惟受該計劃的提早終止條文所規限。

授出購股權的建議須於發出有關建議日期（包括當日）起計七日內接納。購股權承授人須於接納購股權建議時就每份購股權向本公司支付1.00港元。就根據該計劃授出的任何指定購股權的股份認購價，將完全由董事會釐定並通知參與者，但不得低於下列較高者：(i)聯交所每日報價表所報股份在授予參與者購股權當日的收市價；(ii)聯交所每日報價表所報股份於緊接截至授予參與者購股權前五個交易日的平均收市價；及(iii)授予參與者購股權日期的股份面值。

The Company shall be entitled to issue options, provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company must not exceed 10% of the shares in issue on the Listing Date. The Company may at any time refresh such limit, subject to the shareholders' approval and issue of a circular in compliance with the Listing Rules, provided that the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under all the share option schemes of the Company does not exceed 30% of the Shares in issue from time to time. The total number of Shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the Shares in issue unless approved by the shareholders of the Company and issue of a circular and all other information in compliance with the Listing Rules.

An option may be exercised in accordance with the terms of the Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

As at 31 December 2014, the total number of securities available for issuance under the Scheme was 40,000,000 Shares, which represented 10% of the issued share capital of the Company.

During the Review Period, no share option was granted, exercised, cancelled or lapsed and there was no outstanding share option under the Scheme as at 1 January 2014 and as at 31 December 2014.

## CONNECTED TRANSACTIONS AND RELATED PARTIES TRANSACTIONS

### (A) Connected transactions – continuing connected transactions

During the year ended 31 December 2014, the Group entered into the following continuing connected transactions which are subject to the reporting and annual review requirements set out in Chapter 14A of the Listing Rules.

本公司將有權發行購股權，惟將根據該計劃及本公司任何其他購股權計劃授出的所有購股權獲行使時將予發行的股份總數，不得超過上市日期已發行股份的10%。本公司可於取得股東批准及根據上市規則發出通函後隨時更新該限額，惟根據本公司所有購股權計劃已授出但尚未行使的所有購股權獲行使時將予發行的股份總數不得超過當時已發行股份的30%。於任何12個月期間內，授予各參與者的購股權（包括已行使及尚未行使購股權）獲行使時已發行及將予發行的股份總數不得超過已發行股份的1%，除非獲本公司股東批准及根據上市規則發出通函及所有其他資料者除外。

購股權可根據該計劃條款於董事會釐定的期間內隨時行使，惟有關年期不得超出購股權授出日期起計十年，並須受該計劃的提早終止條文所規限。

於二零一四年十二月三十一日，根據該計劃可予發行的證券總數為40,000,000股股份，相當於本公司已發行股本10%。

於回顧期內，概無購股權獲授出、行使、註銷或失效，而於二零一四年一月一日及於二零一四年十二月三十一日，概無該計劃項下的尚未行使購股權。

## 關連交易及關連方交易

### (A) 關連交易 – 持續關連交易

截至二零一四年十二月三十一日止年度，本集團訂立以下須遵守上市規則第14A章所載申報及年度審閱規定的持續關連交易。

Details of the continuing connected transactions are set out below:

### **I. Lease Agreement**

As Yongsheng Group is an associate of Mr. Li, Yongsheng Group is a connected person of the Company under the Listing Rules.

On 25 December 2012, Yongsheng Dyeing and Yongsheng Group entered into an agreement pursuant to which Yongsheng Dyeing agreed to lease part of its owned land situated at Jingjiang Industry Zone (Qing Six Lane), Xiaoshan District, Hangzhou, Zhejiang Province, the PRC with a gross floor area of approximately 10,260.08 square metres to Yongsheng Group for a term of two years commencing from 1 January 2013 and ending on 31 December 2014 in accordance with the terms and conditions stipulated therein (the "Lease Agreement").

For the year ended 31 December 2014, rental income received from Hangzhou Yongsheng Group amounted to approximately RMB574,000, which is within the annual cap of RMB930,000 as disclosed in the Prospectus dated 15 November 2013.

### **II. Master Bonded Warehouse Storage Services Agreement**

On 7 November 2013, Yongsheng Group and Yongsheng Dyeing entered into an agreement pursuant to which Yongsheng Group agreed to provide its storage services in the Properties to our Group from time to time for a term of two years commencing from 1 January 2013 and ending on 31 December 2014 in accordance with the terms and conditions stipulated therein (the "Master Bonded Warehouse Storage Services Agreement").

For the year ended 31 December 2014, storage service fee paid to Hangzhou Yongsheng Group amounted to approximately RMB110,000, which is within the annual cap of RMB720,000 as disclosed in the Prospectus dated 15 November 2013.

持續關連交易的詳情乃載於下文：

### **I. 租賃協議**

由於永盛集團為李先生的聯繫人，根據上市規則，永盛集團為本公司的關連人士。

於二零一二年十二月二十五日，永盛染整與永盛集團訂立一項協議，據此，永盛染整同意根據該協議訂明的條款及條件出租其擁有的一幅位於浙江省杭州市蕭山區靖江工業區（青六線）且總地盤面積約為10,260.08平方米的土地的一部份予永盛集團，為期兩年，自二零一三年一月一日起至二零一四年十二月三十一日止（「租賃協議」）。

截至二零一四年十二月三十一日止年度，來自杭州永盛集團已收租金收入約達人民幣574,000元，該金額屬於日期為二零一三年十一月十五日的招股章程所披露年度上限人民幣930,000元內。

### **II. 主保稅倉庫存儲服務協議**

於二零一三年十一月七日，永盛集團與永盛染整訂立一項協議，據此，永盛集團同意根據協議訂明的條款及條件不時於該等物業內向本集團提供存儲服務，為期兩年，自二零一三年一月一日起至二零一四年十二月三十一日止（「主保稅倉庫存儲服務協議」）。

截至二零一四年十二月三十一日止年度，已支付予杭州永盛集團的存儲服務費約達人民幣110,000元，該金額屬於日期為二零一三年十一月十五日的招股章程所披露年度上限人民幣720,000元內。

### III. Master Procurement Agreement

As Huvis Corporation is a substantial shareholder of Yongsheng Chemical Fiber, a non-wholly owned subsidiary of the Company, Huvis Corporation is a connected person of the Company under the Listing Rules.

On 12 November 2013, Huvis Corporation and Yongsheng Chemical Fiber entered into an agreement pursuant to which our Group agreed to purchase textile-related products for trading and production of differentiated polyester filament yarn from Huvis Corporation and/or its associate(s) from time to time for a term of three years commencing from 1 January 2013 and ending on 31 December 2015 in accordance with the terms and conditions stipulated therein (the "Master Procurement Agreement").

For the year ended 31 December 2014, purchases from Huvis amounted to approximately RMB36,698,000, which is within the annual cap of RMB68,000,000 as disclosed in the Prospectus dated 15 November 2013.

Confirmations from the independent non-executive Directors and auditors of the Company pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into:

- (i) in the ordinary and usual course of the business of the Company;
- (ii) either (a) on normal commercial terms; or (b) where there is no available comparable terms, on terms no less favorable to the Company than terms available to or from independent third parties; and
- (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

### III. 主採購協議

由於株式會社Huvis為本公司非全資附屬公司永盛化纖的主要股東，根據上市規則，株式會社Huvis為本公司的關連人士。

於二零一三年十一月十二日，株式會社Huvis與永盛化纖訂立一項協議，據此，本集團同意根據協議訂明的條款及條件不時向株式會社Huvis及／或其聯繫人採購紡織相關產品以進行貿易及生產差別化滌綸長絲，為期三年，自二零一三年一月一日起至二零一五年十二月三十一日止（「主採購協議」）。

截至二零一四年十二月三十一日止年度，自株式會社Huvis的採購約達人民幣36,698,000元，該金額屬於日期為二零一三年十一月十五日的招股章程所披露年度上限人民幣68,000,000元內。

本公司獨立非執行董事及核數師的確認根據上市規則第14A.55條，獨立非執行董事已審閱上述持續關連交易並確認該等交易已按下列訂立：

- (i) 於本公司日常業務過程中；
- (ii) 按(a)正常商業條款；或(b)倘並無可資比較條款，按不遜於向或自獨立第三方條款提供予本公司；及
- (iii) 根據規管該等交易的相關協議按公平合理並符合本公司股東整體利益的條款。

Pursuant to Rule 14A.56 of the Listing Rules, the Board has engaged the auditors of the Company to perform certain assurance procedures on the continuing connected transactions. Based on the work performed, the auditors of the Company provided a letter to the Board confirming that the aforesaid continuing connected transactions:

- (i) have been approved by the Directors;
- (ii) were entered into in accordance with the pricing policies of the Company;
- (iii) were entered into in accordance with the terms of the relevant agreements governing such transactions; and
- (iv) did not exceed the annual cap amounts for the year ended 31 December 2014.

## (B) Related Party Transactions

Details of the significant related party transactions undertaken in the normal course of business of the Group are provided under note 36 to the financial statements. None of these related party transactions constitutes a connected transaction as defined under the Listing Rules that is required to be disclosed, except for those described above in the paragraphs headed "(A) Connected transactions – continuing connected transactions", in respect of which the disclosure requirements in accordance with Chapter 14A of the Listing Rules have been complied with.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained the prescribed public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

根據上市規則第14A.56條，董事會已委聘本公司核數師對持續關連交易進行若干鑒證程序。根據所進行工作，本公司核數師已向董事會提供一份函件確認上述持續關連交易：

- (i) 已經董事批准；
- (ii) 根據本公司的定價政策訂立；
- (iii) 根據規管該等交易的相關協議條款訂立；及
- (iv) 並無超過截至二零一四年十二月三十一日止年度的年度上限金額。

## (B) 關連方交易

於本集團日常業務過程中進行的重大關連方交易的詳情乃於財務報表附註36項下提供。該等關連方交易概無構成一項根據上市規則界定須予披露的關連交易，惟上文「(A)關連交易-持續關連交易」一段所述者除外，該等交易已根據上市規則第14A章遵守披露規定。

## 充足的公眾持股量

於本報告日期，根據本公司所得的公開資料及據董事所知，本公司已根據上市規則維持所規定的不少於本公司已發行股份25%的公眾持股量。

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association and the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## PURCHASE, SALE OR REDEMPTION OF SHARES

Save as disclosed in the Prospectus, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the financial year.

## AUDITORS

The financial statements now presented have been audited by PricewaterhouseCoopers, Certified Public Accountants, who retire and, being eligible, offer themselves for re-appointment.

## PROPOSED FINAL DIVIDEND AND CLOSURE OF THE REGISTER OF MEMBERS

The register of members of the Company will be closed from 18 May 2015 to 20 May 2015, both days inclusive, for the purpose of determining shareholders' entitlement to attend the forthcoming AGM to be held on Wednesday, 20 May 2015, during which period no transfer of shares of the Company will be registered. In order to qualify for attending the AGM, Shareholders should ensure that all transfers accompanied by the relevant share certificates and transfer forms are lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 15 May 2015.

## 優先購買權

組織章程細則及開曼群島法律並無優先購買權的規定，致使本公司須按比例基準向現有股東發售新股份。

## 購買、出售或贖回股份

除於招股章程所披露者外，本公司或其任何附屬公司於財政年度內概無購買、出售或贖回本公司任何已上市證券。

## 核數師

現呈報的財務報表已由執業會計師羅兵咸永道會計師事務所審核，其將告退任，惟符合資格，並願意膺選連任。

## 建議末期股息及暫停辦理股份過戶登記

本公司將於二零一五年五月十八日至二零一五年五月二十日（包括首尾兩日）期間暫停辦理股東登記，以釐定有權出席於二零一五年五月二十日（星期三）舉行的應屆股東週年大會的股東身份，期間概不會辦理本公司股份的過戶登記手續。如欲符合資格出席股東週年大會，股東應確保所有過戶文件連同有關股票及過戶表格須於二零一五年五月十五日下午四時三十分前交回本公司的香港股份過戶登記分處卓佳證券登記有限公司（地址為香港皇后大道東183號合和中心22樓），方為有效。



The Board recommends the payment of a Final Dividend of HK\$0.04 per Share to Shareholders whose names appear on the register of members of the Company on Thursday, 28 May 2015. The payment of the proposed Final Dividend is subject to approval by the Shareholders at the Annual General Meeting. If the resolution for the proposed Final Dividend is passed at the Annual General Meeting, the register of members will be closed from 27 May 2015 to 28 May 2015, both days inclusive, and the proposed Final Dividend is expected to be paid on Wednesday, 17 June 2015. In order to qualify for the proposed Final Dividend, Shareholders should ensure that all transfers accompanied by the relevant share certificates and transfer forms are lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 26 May 2015.

## **GROUP FINANCIAL SUMMARY**

A summary of the results and of the assets and liabilities of the Group for the five financial years is set out on pages 179 to 180 of this annual report.

By Order of the Board  
**LI Cheng**  
*Chairman and Executive Director*  
Hong Kong, 27 March 2015

董事會建議向於二零一五年五月二十八日（星期四）名列本公司股東名冊的股東派付末期股息每股0.04港元。建議末期股息須待股東於股東週年大會上批准後，方可派付。倘派付建議末期股息的決議案在股東週年大會上獲得通過，股東名冊將於二零一五年五月二十七日至二零一五年五月二十八日（包括首尾兩日）期間暫停辦理股東登記，並且預期於二零一五年六月十七日（星期三）派付建議末期股息。如欲符合資格獲取建議末期股息，股東應確保所有過戶文件連同有關股票及過戶表格須於二零一五年五月二十六日下午四時三十分前交回本公司的香港股份過戶登記分處卓佳證券登記有限公司（地址為香港皇后大道東183號合和中心22樓），方為有效。

## **集團財務概要**

本集團於最近五個財政年度的業績以及資產及負債概要乃載於本年報第179頁至180頁。

承董事會命  
主席兼執行董事  
**李誠**  
香港，二零一五年三月二十七日

# Independent Auditor's Report

## 獨立核數師報告



羅兵咸永道

To the shareholders of  
**Yongsheng Advanced Materials Company Limited**

*(incorporated in Cayman Islands with limited liability)*

致永盛新材料有限公司股東

*(於開曼群島註冊成立的有限公司)*

We have audited the consolidated financial statements of Yongsheng Advanced Materials Company Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 75 to 178, which comprise the consolidated and company balance sheets as at 31 December 2014, 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.

本核數師(以下簡稱「吾等」)已審計列載於第75至178頁永盛新材料有限公司(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二零一四年十二月三十一日的合併資產負債表及公司資產負債表與截至該日止年度的合併綜合收益表、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資料。

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### 董事就合併財務報表須承擔的責任

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

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. 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.

### 核數師的責任

吾等的責任是根據吾等的審計對該等合併財務報表作出意見。吾等已根據國際審計準則進行審計。這些準則要求吾等遵守道德規範,並規劃及執行審計,以合理確定合併財務報表是否不存在任何重大錯誤陳述。

*PricewaterhouseCoopers, 22/F Prince's Building, Central, Hong Kong  
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com*

## Independent Auditor's Report

### 獨立核數師報告

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 judgment, 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 consolidated financial statements 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 2014, and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 27 March 2015

審計涉及執行情序以獲取有關合併財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致合併財務報表存在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，以設計適當的審計程序，但目的並非為對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價合併財務報表的整體列報方式。

吾等相信，吾等所獲得的審計憑證能充足和適當地為吾等的審計意見提供基礎。

### 意見

吾等認為，該等合併財務報表已根據國際財務報告準則真實而公平地反映 貴公司和 貴集團於二零一四年十二月三十一日的事務狀況及 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》的披露規定妥為編製。

**羅兵咸永道會計師事務所**  
*執業會計師*

香港，二零一五年三月二十七日

# Consolidated Balance Sheet

## 合併資產負債表

As at 31 December 2014 於二零一四年十二月三十一日

|   |                | Note | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---|----------------|------|-----------------------------------|-----------------------------------|
|   |                | 附註   |                                   |                                   |
| <b>ASSETS</b>   | <b>資產</b>      |      |                                   |                                   |
| <b>Non-current assets</b>                             | <b>非流動資產</b>   |      |                                   |                                   |
| Land use rights                                       | 土地使用權          | 6    | 30,964                            | 31,781                            |
| Property, plant and equipment                         | 物業、廠房及設備       | 7    | 134,285                           | 131,063                           |
| Intangible assets                                     | 無形資產           | 8    | 6,198                             | 7,006                             |
| Deferred income tax assets                            | 遞延所得稅資產        | 10   | 8,416                             | 8,573                             |
|   |                |      | <b>179,863</b>                    | 178,423                           |
| <b>Current assets</b>                                 | <b>流動資產</b>    |      |                                   |                                   |
| Inventories   | 存貨             | 11   | 87,829                            | 113,162                           |
| Trade and bills receivables                           | 貿易應收款項及應收票據    | 12   | 128,981                           | 126,105                           |
| Prepayments, deposits and other receivables           | 預付款項、按金及其他應收款項 | 13   | 10,342                            | 20,058                            |
| Financial assets at fair value through profit or loss | 按公平值計入損益的金融資產  | 14   | -                                 | 757                               |
| Restricted cash                                       | 受限制現金          | 15   | 12,937                            | 118,387                           |
| Cash and cash equivalents                             | 現金及現金等值物       | 16   | 128,695                           | 166,559                           |
|   |                |      | <b>368,784</b>                    | 545,028                           |
| <b>Total assets</b>                                   | <b>資產總值</b>    |      | <b>548,647</b>                    | 723,451                           |
| <b>EQUITY</b>   | <b>權益</b>      |      |                                   |                                   |
| Share capital   | 股本             | 17   | 3,165                             | 3,165                             |
| Share premium   | 股份溢價           | 17   | 235,512                           | 235,512                           |
| Other reserves  | 其他儲備           | 18   | (30,654)                          | (33,680)                          |
| Retained earnings                                     | 保留盈利           |      | 131,919                           | 87,510                            |
| Equity attributable to shareholders of the Company    | 本公司股東應佔權益      |      | <b>339,942</b>                    | 292,507                           |
| Non-controlling interests                             | 非控股權益          |      | <b>30,296</b>                     | 24,634                            |
| <b>Total equity</b>                                   | <b>權益總額</b>    |      | <b>370,238</b>                    | 317,141                           |

## Consolidated Balance Sheet 合併資產負債表

As at 31 December 2014 於二零一四年十二月三十一日

|  |                  | Note<br>附註 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|------------------|------------|-----------------------------------|-----------------------------------|
| <b>LIABILITIES</b>                               | <b>負債</b>        |            |                                   |                                   |
| <b>Non-current liabilities</b>                   | <b>非流動負債</b>     |            |                                   |                                   |
| Borrowings                                       | 借款               | 22         | -                                 | 25,000                            |
| Other non-current liabilities                    | 其他非流動負債          | 23         | <b>12,325</b>                     | 13,132                            |
|  |                  |            | <b>12,325</b>                     | 38,132                            |
| <b>Current liabilities</b>                       | <b>流動負債</b>      |            |                                   |                                   |
| Trade payables                                   | 貿易應付款項           | 20         | <b>105,535</b>                    | 116,829                           |
| Advances from customers                          | 客戶墊款             |            | <b>7,131</b>                      | 8,084                             |
| Accruals and other current liabilities           | 應計款項及其他流動負債      | 21         | <b>35,610</b>                     | 27,278                            |
| Current portion of other non-current liabilities | 其他非流動負債的即期部分     | 23         | <b>807</b>                        | 807                               |
| Amounts due to related parties                   | 應付關連方款項          | 36(b)      | <b>5,990</b>                      | 7,513                             |
| Current income tax liabilities                   | 即期所得稅負債          |            | <b>9,011</b>                      | 11,096                            |
| Borrowings                                       | 借款               | 22         | <b>2,000</b>                      | 196,571                           |
|  |                  |            | <b>166,084</b>                    | 368,178                           |
| <b>Total liabilities</b>                         | <b>負債總額</b>      |            | <b>178,409</b>                    | 406,310                           |
| <b>Total equity and liabilities</b>              | <b>權益及負債總額</b>   |            | <b>548,647</b>                    | 723,451                           |
| <b>Net current assets</b>                        | <b>流動資產淨值</b>    |            | <b>202,700</b>                    | 176,850                           |
| <b>Total assets less current liabilities</b>     | <b>資產總值減流動負債</b> |            | <b>382,563</b>                    | 355,273                           |

The notes on pages 83 to 178 are an integral part of these consolidated financial statements.

第83至178頁的附註為該等合併財務報表的一部分。

The financial statements on page 75 to 178 were approved by the Board of Directors on 27 March 2015 and were signed on its behalf.

第75至178頁的財務報表已於二零一五年三月二十七日獲董事會批准並由以下人士代為簽署。

**LI CHENG**

李誠

Director

董事

**ZHAO JIDONG**

趙繼東

Director

董事

# Balance Sheet of the Company

## 本公司資產負債表

As at 31 December 2014 於二零一四年十二月三十一日

|  |                    | Note<br>附註 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|--------------------|------------|-----------------------------------|-----------------------------------|
| <b>ASSETS</b>                                | <b>資產</b>          |            |                                   |                                   |
| <b>Non-current assets</b>                    | <b>非流動資產</b>       |            |                                   |                                   |
| Interest in subsidiaries                     | 於附屬公司的權益           | 9          | 218,712                           | 155,535                           |
|  |                    |            | <b>218,712</b>                    | 155,535                           |
| <b>Current assets</b>                        | <b>流動資產</b>        |            |                                   |                                   |
| Prepayments, deposits and other receivables  | 預付款項、按金及<br>其他應收款項 | 13         | 187                               | 114                               |
| Cash and cash equivalents                    | 現金及現金等值物           | 16         | 17,848                            | 86,043                            |
|  |                    |            | <b>18,035</b>                     | 86,157                            |
| <b>Total assets</b>                          | <b>總資產</b>         |            | <b>236,747</b>                    | 241,692                           |
| <b>EQUITY</b>                                | <b>權益</b>          |            |                                   |                                   |
| Share capital                                | 股本                 | 17         | 3,165                             | 3,165                             |
| Share premium                                | 股份溢價               | 17         | 235,512                           | 235,512                           |
| Other reserve                                | 其他儲備               | 18         | (4,486)                           | (5,258)                           |
| Accumulated losses                           | 累計虧損               | 19         | (8,551)                           | (6,266)                           |
| <b>Total equity</b>                          | <b>權益總額</b>        |            | <b>225,640</b>                    | 227,153                           |
| <b>LIABILITIES</b>                           | <b>負債</b>          |            |                                   |                                   |
| <b>Current liabilities</b>                   | <b>流動負債</b>        |            |                                   |                                   |
| Accruals and other current liabilities       | 應計款項及其他流動負債        | 21         | 863                               | 6,010                             |
| Amounts due to subsidiaries                  | 應付附屬公司款項           |            | 10,244                            | 8,529                             |
|  |                    |            | <b>11,107</b>                     | 14,539                            |
| <b>Total liabilities</b>                     | <b>負債總額</b>        |            | <b>11,107</b>                     | 14,539                            |
| <b>Total equity and liabilities</b>          | <b>權益及負債總額</b>     |            | <b>236,747</b>                    | 241,692                           |
| <b>Net current assets</b>                    | <b>流動資產淨值</b>      |            | <b>6,928</b>                      | 71,618                            |
| <b>Total assets less current liabilities</b> | <b>總資產減流動負債</b>    |            | <b>225,640</b>                    | 227,153                           |

The notes on pages 83 to 178 are an integral part of these financial statements.

The financial statements on page 75 to 178 were approved by the Board of Directors on 27 March 2015 and were signed on its behalf.

第83至178頁的附註為該等財務報表的一部分。

第75至178頁的財務報表已於二零一五年三月二十七日獲董事會批准並由以下人士代為簽署。

**LI CHENG**

李誠

Director

董事

**ZHAO JIDONG**

趙繼東

Director

董事

# Consolidated Statement of Comprehensive Income

## 合併綜合收益表

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

|  |                        | Note<br>附註 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|------------------------|------------|-----------------------------------|-----------------------------------|
| Revenue  | 收益                     | 5          | 1,379,008                         | 1,767,423                         |
| Cost of sales  | 銷售成本                   | 25         | (1,237,089)                       | (1,638,586)                       |
| <b>Gross profit</b>  | <b>毛利</b>              |            | <b>141,919</b>                    | 128,837                           |
| Other gains, net   | 其他收益淨額                 | 24         | 2,832                             | 7,420                             |
| Selling expenses   | 銷售開支                   | 25         | (19,593)                          | (16,075)                          |
| Administrative expenses                                    | 行政開支                   | 25         | (51,978)                          | (42,360)                          |
| <b>Operating profit</b>                                    | <b>經營溢利</b>            |            | <b>73,180</b>                     | 77,822                            |
| Finance income   | 融資收入                   | 28         | 2,480                             | 6,897                             |
| Finance costs  | 融資成本                   | 28         | (5,783)                           | (19,617)                          |
| Finance costs, net   | 融資成本淨額                 |            | (3,303)                           | (12,720)                          |
| <b>Profit before income tax</b>                            | <b>除所得稅前溢利</b>         |            | <b>69,877</b>                     | 65,102                            |
| Income tax expense   | 所得稅開支                  | 29         | (12,843)                          | (16,577)                          |
| <b>Profit for the year</b>                                 | <b>年內溢利</b>            |            | <b>57,034</b>                     | 48,525                            |
| <b>Other comprehensive income:</b>                         | <b>其他全面收益：</b>         |            |                                   |                                   |
| Items that may be reclassified to profit or loss           | 可能重新分類至損益的項目           |            |                                   |                                   |
| – Currency translation differences                         | – 貨幣換算差額               |            | (337)                             | (980)                             |
| <b>Other comprehensive income for the year, net of tax</b> | <b>年內其他全面收益 (扣除稅項)</b> |            | <b>(337)</b>                      | (980)                             |
| <b>Total comprehensive income for the year</b>             | <b>年內全面收益總額</b>        |            | <b>56,697</b>                     | 47,545                            |

## Consolidated Statement of Comprehensive Income 合併綜合收益表

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

|  |                    | Note<br>附註 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|--------------------|------------|-----------------------------------|-----------------------------------|
| <b>Profit attributable to:</b>                     | <b>以下應佔溢利：</b>     |            |                                   |                                   |
| Shareholders of the Company                        | 本公司股東              |            | <b>47,897</b>                     | 40,024                            |
| Non-controlling interests                          | 非控股權益              |            | <b>9,137</b>                      | 8,501                             |
|  |                    |            | <b>57,034</b>                     | 48,525                            |
| <b>Total comprehensive income attributable to:</b> | <b>以下應佔全面收益總額：</b> |            |                                   |                                   |
| Shareholders of the Company                        | 本公司股東              |            | <b>47,560</b>                     | 39,044                            |
| Non-controlling interests                          | 非控股權益              |            | <b>9,137</b>                      | 8,501                             |
|  |                    |            | <b>56,697</b>                     | 47,545                            |

|  |                       | Note<br>附註 | 2014<br>二零一四年<br>RMB<br>人民幣 | 2013<br>二零一三年<br>RMB<br>人民幣 |
|--|-----------------------|------------|-----------------------------|-----------------------------|
| <b>Earnings per share for profit attributable to the shareholders of the Company</b> | <b>本公司股東應佔溢利的每股盈利</b> |            |                             |                             |
| – Basic  | – 基本                  | 31         | <b>0.12</b>                 | 0.13                        |
| – Diluted  | – 攤薄                  | 31         | <b>0.12</b>                 | 0.13                        |

The notes on pages 83 to 178 are an integral part of these consolidated financial statements.

第83至178頁的附註為該等合併財務報表的一部分。

|                  |           | Note<br>附註 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|------------------|-----------|------------|-----------------------------------|-----------------------------------|
| <b>Dividends</b> | <b>股息</b> | 33         | <b>12,668</b>                     | –                                 |



# Consolidated Statement of Changes in Equity

## 合併權益變動表

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

|   | Note<br>附註           | Attributable to shareholders of the Company<br>本公司股東應佔                   |   |  |                                 | Non-<br>controlling<br>interests<br>非控股權益<br>RMB'000<br>人民幣千元 | Total<br>equity<br>權益總額<br>RMB'000<br>人民幣千元 |
|---|----------------------|--|---|--|---------------------------------|---|---|
|   |                      | Share capital<br>and Share<br>premium<br>股本及<br>股份溢價<br>RMB'000<br>人民幣千元 | Other<br>Reserves<br>其他儲備<br>RMB'000<br>人民幣千元 | Retained<br>earnings<br>保留盈利<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |   |   |
| <b>Balance at 1 January 2013</b>                      | 於二零一三年一月一日的<br>結餘    | 160,413  | (34,815)                                      | 49,601   | 175,199                         | 16,133  | 191,332                                     |
| <b>Comprehensive income</b>                           | 全面收入                 |  |   |  |                                 |   |   |
| Profit for the year                                   | 年內溢利                 | -  | -   | 40,024   | 40,024                          | 8,501   | 48,525                                      |
| <b>Other comprehensive income</b>                     | 其他全面收入               |  |   |  |                                 |   |   |
| Currency translation differences                      | 貨幣換算差額               | 18   | (980)   | -  | (980)                           | -   | (980)                                       |
| <b>Total comprehensive income</b>                     | 全面收入總額               | -  | (980)   | 40,024   | 39,044                          | 8,501   | 47,545                                      |
| <b>Transactions with equity holders</b>               | 與權益持有人的交易            |  |   |  |                                 |   |   |
| Issuance of new shares                                | 發行新股份                | 17   | 78,264  | -  | 78,264                          | -   | 78,264                                      |
| Appropriation to statutory reserves                   | 分撥至法定儲備              | 18   | -   | (2,115)  | -                               | -   | -   |
| <b>Total transactions<br/>with equity holders</b>     | 與權益持有人的交易總額          | 78,264   | 2,115   | (2,115)  | 78,264                          | -   | 78,264                                      |
| <b>Balance at 31 December 2013</b>                    | 於二零一三年十二月<br>三十一日的結餘 | 238,677  | (33,680)                                      | 87,510   | 292,507                         | 24,634  | 317,141                                     |
| <b>Balance at 1 January 2014</b>                      | 於二零一四年一月一日的<br>結餘    | 238,677  | (33,680)                                      | 87,510   | 292,507                         | 24,634  | 317,141                                     |
| <b>Comprehensive income</b>                           | 全面收入                 |  |   |  |                                 |   |   |
| Profit for the year                                   | 年內溢利                 | -  | -   | 47,897   | 47,897                          | 9,137   | 57,034                                      |
| <b>Other comprehensive income</b>                     | 其他全面收入               |  |   |  |                                 |   |   |
| Currency translation differences                      | 貨幣換算差額               | 18   | (337)   | -  | (337)                           | -   | (337)                                       |
| <b>Total comprehensive income</b>                     | 全面收入總額               | -  | (337)   | 47,897   | 47,560                          | 9,137   | 56,697                                      |
| <b>Transactions with equity holders</b>               | 與權益持有人的交易            |  |   |  |                                 |   |   |
| Acquisition of additional interest in<br>a subsidiary | 收購一間附屬公司的<br>額外權益    | 18   | (125)   | -  | (125)                           | (475)   | (600)                                       |
| Dividend paid to non-controlling<br>interests         | 向非控股權益支付股息           | -  | -   | -  | -                               | (3,000)   | (3,000)                                     |
| Appropriation to statutory reserves                   | 分撥至法定儲備              | 18   | 3,488   | (3,488)  | -                               | -   | -   |
| <b>Total transactions<br/>with equity holders</b>     | 與權益持有人的交易總額          | -  | 3,363   | (3,488)  | (125)                           | (3,475)   | (3,600)                                     |
| <b>Balance at 31 December 2014</b>                    | 於二零一四年十二月<br>三十一日的結餘 | 238,677  | (30,654)                                      | 131,919  | 339,942                         | 30,296  | 370,238                                     |

The notes on pages 83 to 178 are an integral part of these consolidated financial statements.

第83至178頁的附註為該等合併財務報表的一部分。

# Consolidated Cash Flow Statement

## 合併現金流量表

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

|   | Note  | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---|-------|-----------------------------------|-----------------------------------|
|   | 附註    |                                   |                                   |
| <b>Cash flows from operating activities</b>                                     |       |                                   |                                   |
|   |       | <b>經營活動現金流量</b>                   |                                   |
| Cash generated from operations  | 32(a) | <b>111,331</b>                    | (9,276)                           |
| Interest received   |       | <b>4,936</b>                      | 11,154                            |
| Income tax paid   |       | <b>(14,770)</b>                   | (8,542)                           |
| <b>Net cash generated from/(used in) operating activities</b>                   |       | <b>101,497</b>                    | (6,664)                           |
|   |       | <b>經營活動所得／(所用)<br/>現金淨額</b>       |                                   |
| <b>Cash flows from investing activities</b>                                     |       |                                   |                                   |
|   |       | <b>投資活動現金流量</b>                   |                                   |
| Purchase of property, plant and equipment                                       |       | <b>(15,601)</b>                   | (6,350)                           |
| Proceeds from disposals of property, plant and equipment                        | 32(b) | <b>259</b>                        | 2,482                             |
| Loan repayments from related parties  |       | –                                 | 6,482                             |
| Loan repayment received from a third party                                      |       | –                                 | 20,819                            |
| Proceeds from disposal of investment in an associate                            |       | –                                 | 8,440                             |
| Decrease of restricted bank deposits  |       | <b>105,450</b>                    | 13,009                            |
| Proceeds from disposal of other financial asset                                 |       | –                                 | 190,716                           |
| Proceeds from disposal of financial assets at fair value through profit or loss |       | <b>765</b>                        | –                                 |
| Cash paid for acquisition of a subsidiary                                       |       | –                                 | (3,146)                           |
|   |       | <b>所支付的現金</b>                     |                                   |
| <b>Net cash generated from investing activities</b>                             |       | <b>90,873</b>                     | 232,452                           |
|   |       | <b>投資活動所得現金淨額</b>                 |                                   |

## Consolidated Cash Flow Statement

### 合併現金流量表

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

|  | Note<br>附註             | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|------------------------|-----------------------------------|-----------------------------------|
| <b>Cash flows from financing activities</b>                          | <b>融資活動現金流量</b>        |                                   |                                   |
| Proceeds from issuance of ordinary share                             | 發行普通股的所得款項             | -                                 | 91,827                            |
| Proceeds from bank borrowings  | 銀行借款的所得款項              | 76,205                            | 335,097                           |
| Dividend paid to non-controlling interests                           | 向非控股權益派付股息             | (3,000)                           | -                                 |
| Acquisition of additional interest in a subsidiary                   | 收購一間附屬公司的<br>額外權益      | (600)                             | -                                 |
| Repayments of related party borrowings                               | 償還關連方借款                | -                                 | (2,994)                           |
| Repayments of bank borrowings  | 償還銀行借款                 | (296,292)                         | (539,226)                         |
| Interest paid  | 已付利息                   | (6,010)                           | (20,549)                          |
| <b>Net cash used in financing activities</b>                         | <b>融資活動所用現金淨額</b>      | <b>(229,697)</b>                  | <b>(135,845)</b>                  |
| Net (decrease)/increase in cash and cash equivalents                 | 現金及現金等值物<br>(減少)/增加淨額  | (37,327)                          | 89,943                            |
| Cash and cash equivalents at beginning of the year                   | 年初現金及現金等值物             | 166,559                           | 75,700                            |
| Effect of foreign exchange rate changes on cash and cash equivalents | 外匯匯率變動對現金及<br>現金等值物的影響 | (537)                             | 916                               |
| <b>Cash and cash equivalents at end of the year</b>                  | <b>年終現金及現金等值物</b>      | <b>128,695</b>                    | <b>166,559</b>                    |

The notes on pages 83 to 178 are an integral part of these consolidated financial statements.

第83至178頁的附註為該等合併財務報表的一部分。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 1. GENERAL INFORMATION

Yongsheng Advanced Materials Company Limited (the “Company”) was incorporated in the Cayman Islands on 19 April 2012 as an exempted company with limited liability under the Companies Law (2010 Revision) of the Cayman Islands. The address of the Company’s registered office is Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands.

The Company and its subsidiaries (the “Group”) are principally engaged in the developing and manufacturing of polyester filament yarns, the provision of dyeing services of differentiated polyester filament fabric and trading of textile raw materials and products in the People’s Republic of China (the “PRC”) (the “Listing Businesses”). The directors consider the ultimate holding company of the Company to be Ever Thrive Global Limited (“Ever Thrive”), a company incorporated in the BVI and controlled by Mr. Li Cheng (the “Controlling Shareholder”).

The Company’s shares have been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 27 November 2013.

These consolidated financial statements are presented in Renminbi (“RMB”), unless otherwise stated. These consolidated financial statements have been approved for issue by the Company’s Board of Directors on 27 March 2015.

### 1. 一般資料

永盛新材料有限公司(「本公司」)於二零一二年四月十九日根據開曼群島公司法(二零一零年修訂本)在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands。

本公司及其附屬公司(「本集團」)主要在中華人民共和國(「中國」)從事開發及製造滌綸長絲、提供差別化滌綸面料染色服務及紡織原材料及產品貿易(「上市業務」)。董事認為本公司的最終控股公司為恆盛環球有限公司(「恆盛」)(一間在英屬處女群島註冊成立並由李誠先生(「控股股東」)控制的公司)。

本公司股份自二零一三年十一月二十七日起於香港聯合交易所有限公司(「聯交所」)上市。

除另有指明外，此等合併財務報表乃以人民幣(「人民幣」)呈列。此等合併財務報表已由本公司董事會於二零一五年三月二十七日批准刊發。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

### 2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRSs"). The consolidated financial statements have been prepared under the historical cost convention except for the financial assets at fair value through profit or loss which are carried at fair value.

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

#### **Changes in accounting policy and disclosures**

(a) *New and amended standards adopted by the Group*

The following standards have been adopted by the Group for the first time for the financial year beginning on or after 1 January 2014:

Amendment to IAS 32, 'Financial instruments: Presentation' on offsetting financial assets and financial liabilities. This amendment clarifies that the right of set-off must not be contingent on a future event. It must also be legally enforceable for all counterparties in the normal course of business, as well as in the event of default, insolvency or bankruptcy. The amendment also considers settlement mechanisms. The amendment did not have a significant effect on the Group financial statements.

## 2. 主要會計政策概要

編製此等合併財務報表時所採用的主要會計政策載列如下。除另有指明外，此等政策於所有呈列年度貫徹應用。

### 2.1 編製基準

本集團的合併財務報表乃根據國際財務報告準則（「國際財務報告準則」）而編製。合併財務報表已根據歷史成本法編製，惟以公平值列賬的按公平值計入損益的金融資產除外。

按照國際財務報告準則編製財務報表要求採用若干重要會計估計。其亦要求管理層於應用本集團會計政策的過程中作出判斷。涉及較高程度判斷或複雜性的範圍或有關假設及估計對合併財務報表屬重大的範圍於下文附註4披露。

#### **會計政策及披露變動**

(a) *本集團採納的新訂及經修訂準則*

下文載列本集團已於二零一四年一月一日或之後開始的財政年度首次採用的準則：

國際會計準則第32號「金融工具：呈列」的修訂，有關金融資產及金融負債的抵銷。此項修訂釐清抵銷權不得取決於未來事件。其亦必須在正常業務過程中及在違約事件、無力償債或破產事件的情況下可對所有交易對手依法執行。此項修訂亦考慮和解機制。此項修訂對本集團的財務報表並無重大影響。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.1 Basis of preparation (Continued)

#### *Changes in accounting policy and disclosures (Continued)*

(a) *New and amended standards adopted by the Group (Continued)*

Amendments to IAS 36, 'Impairment of assets' on the recoverable amount disclosures for non-financial assets. This amendment removed certain disclosures of the recoverable amount of cash-generating units ("CGUs"), which had been included in IAS 36 by the issue of IFRS 13.

Amendment to IAS 39, 'Financial instruments: Recognition and measurement' on the novation of derivatives and the continuation of hedge accounting. This amendment considers legislative changes to 'over-the-counter' derivatives and the establishment of central counterparties. Under IAS 39 novation of derivatives to central counterparties would result in discontinuance of hedge accounting. The amendment provides relief from discontinuing hedge accounting when novation of a hedging instrument meets specified criteria. The Group has applied the amendment and there has been no significant impact on the Group financial statements as a result.

IFRIC 21, 'Levies', sets out the accounting for an obligation to pay a levy if that liability is within the scope of IAS 37 'Provisions'. The interpretation addresses what the obligating event is that gives rise to the payment a levy and when a liability should be recognised. The Group is not currently subjected to significant levies so the impact on the Group is not material.

## 2. 主要會計政策概要 (續)

### 2.1 編製基準 (續)

#### *會計政策及披露變動 (續)*

(a) 本集團採納的新訂及經修訂準則 (續)

國際會計準則第36號「資產減值」的修訂，有關非金融資產的可收回金額披露。此項修訂剔除國際財務報告準則第13號頒佈時在國際會計準則第36號所加入現金產生單位可收回金額的若干披露內容。

國際會計準則第39號「金融工具：確認及計量」的修訂，有關衍生工具更替及對沖會計的延續。此項修訂考慮「場外」衍生工具及建立中央交易對手的立法變動。根據國際會計準則第39號，對中央交易對手的衍生工具更替會導致對沖會計終止。此修訂放寬於對沖工具更替符合指定條件時終止對沖會計法的規定。本集團已應用此項修訂，且並無因此對本集的之財務報表造成重大影響。

國際財務報告詮釋委員會第21號「徵費」，載列倘負債屬國際會計準則第37號「撥備」的範疇時支付徵費責任的會計處理。此詮釋闡述何等債務事件產生支付徵費及何時應確認負債。本集團現時毋須繳付大額徵費，故此對本集團並無重大影響。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.1 Basis of preparation (Continued)

#### *Changes in accounting policy and disclosures (Continued)*

(a) *New and amended standards adopted by the Group (Continued)*

Other standards, amendments and interpretations which are effective for the financial year beginning on 1 January 2014 are not material to the Group.

In addition, the requirements of Part 9 'Accounts and Audit' of the new Hong Kong Companies Ordinance (Cap. 622) come into operation as from the Company's first financial year commencing on or after 3 March 2014 in accordance with section 358 of that Ordinance. The Group is in the process of making an assessment of expected impact of the changes in the Companies Ordinance on the consolidated financial statements in the period of initial application of Part 9 of the new Hong Kong Companies Ordinance (Cap. 622). So far it has concluded that the impact is unlikely to be significant and only the presentation and the disclosure of information in the consolidated financial statements will be affected.

## 2. 主要會計政策概要 (續)

### 2.1 編製基準 (續)

#### *會計政策及披露變動 (續)*

(a) *本集團採納的新訂及經修訂準則 (續)*

其他於二零一四年一月一日開始的財政年度生效的準則、修訂及詮釋對本集團並不重大。

此外，新香港公司條例（法例第622章）第9部「賬目及審計」的規定根據該條例第358節於二零一四年三月三日或之後的本公司首個財政年度開始運作。本集團正就公司條例變動於首次應用新香港公司條例（法例第622章）第9部期間對合併財務報表的預期影響進行評估。至今結論為不大可能造成重大影響及僅會影響合併財務報表資料的呈列和披露資料方式。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.1 Basis of preparation (Continued)

#### *Changes in accounting policy and disclosures (Continued)*

(b) *New standards and interpretations not yet adopted*

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2014, and have not been applied in preparing these consolidated financial statements. None of these is expected to have a significant effect on the consolidated financial statements of the Group, except the following set out below:

IFRS 9, 'Financial instruments', addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through other comprehensive income ("OCI") and fair value through profits or losses. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in OCI not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities there were no changes to classification and measurement except for the recognition of changes in own credit risk in OCI, for liabilities designated at fair value through profit or loss. IFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the 'hedged ratio' to be the same as the one management actually use for risk management purposes.

## 2. 主要會計政策概要 (續)

### 2.1 編製基準 (續)

#### *會計政策及披露變動 (續)*

(b) *尚未採納的新訂準則及詮釋*

編製此等合併財務報表時，並未應用多項於二零一四年一月一日之後開始年度期間生效的新訂準則以及準則的修訂和詮釋。除下列者外，預期此等新訂準則以及準則的修訂和詮釋不會對本集團合併財務報表造成重大影響：

國際財務報告準則第9號「金融工具」，闡述金融資產及金融負債的分類、計量及確認。國際財務報告準則第9號完整版本於二零一四年七月刊發，取代國際會計準則第39號有關金融工具分類及計量的指引。國際財務報告準則第9號保留但簡化混合計量模式，並為金融資產建立三個主要計量類別：攤銷成本、按公平值計入其他全面收入及按公平值計入損益。分類基準視乎實體的業務模式及該金融資產的合約現金流特徵而定。股本工具投資須於初始時連同不可撤銷選擇權按公平值計入損益，以在其他全面收益計量呈列不會收回的公平值變動。現時有新預期信貸虧損模型取代國際會計準則第39號使用的產生減值虧損模型。就金融負債而言，除於其他全面收益確認本身信貸風險變動外，指定按公平值計入損益之負債的分類及計量並無改變。國際財務報告準則第9號取代明確對沖成效測試，放寬對沖有效性的要求。其規定對沖項目與對沖工具之間須存在經濟關係，以及「對沖比例」須與管理層就風險管理目的實際使用的對沖比例一致。



## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.1 Basis of preparation (Continued)

#### *Changes in accounting policy and disclosures (Continued)*

##### *(b) New standards and interpretations not yet adopted (Continued)*

Contemporaneous documentation is still required but is different to that currently prepared under IAS 39. The standard is effective for accounting periods beginning on or after 1 January 2018. Early adoption is permitted. The Group is yet to assess IFRS 9's full impact.

IFRS 15, 'Revenue from contracts with customers' deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces IAS 18 'Revenue' and IAS 11 'Construction contracts' and related interpretations. The standard is effective for annual periods beginning on or after 1 January 2017 and earlier application is permitted. The Group is assessing the impact of IFRS 15.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

## 2. 主要會計政策概要 (續)

### 2.1 編製基準 (續)

#### *會計政策及披露變動 (續)*

##### *(b) 尚未採納的新訂準則及詮釋 (續)*

提交同期文件的規定仍然存在，但與現時根據國際會計準則第39號編製的文件有別。該項準則於二零一八年一月一日或以後開始的會計期間生效，但允許提早採納。本集團尚未評估國際會計準則第9號的全面影響。

國際財務報告準則第15號「來自客戶合約的收入」處理收益確認，並就實體從與客戶合約產生的收入及現金流的性質、數額、時間及不確定因素向財務報表使用者報告有用資料建立原則。收益乃於客戶獲得產品或服務並因而有能力指示用途且從產品或服務獲得利益時確認。此項準則取代國際會計準則第18號「收益」及國際會計準則第11號「建造合約」及相關詮釋。此項準則於二零一七年一月一日或之後開始的年度期間生效並允許提前應用。本集團正評估國際會計準則第15號的影響。

預期其他尚未生效的國際財務報告準則或國際財務報告詮釋委員會詮釋不會對本集團造成重大影響。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.2 Subsidiaries

#### 2.2.1 Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

(a) *Business combinations*

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by IFRSs.

## 2. 主要會計政策概要 (續)

### 2.2 附屬公司

#### 2.2.1 綜合

附屬公司指由本集團控制的所有實體(包括結構實體)。當本集團面對或有權取得來自其涉及該等實體的可變回報,並有能力通過其對實體的權力影響有關回報時,則本集團控制該實體。附屬公司從控制權轉移至本集團日期起綜合入賬,直至控制權終止日期為止。

(a) *業務合併*

本集團應用收購法對業務合併進行入賬。就收購附屬公司而轉讓的代價為本集團轉讓資產、被收購方前擁有人所產生負債及發行股權的公平值。所轉讓的代價包括或然代價安排產生的任何資產或負債的公平值。在業務合併中所收購可識別的資產以及所承擔的負債及或然負債,初步以其於收購日期的公平值計量。

本集團按個別收購基準,確認在被購買方的任何非控股權益。被購買方的非控制性權益為現時的擁有權權益,並賦予持有人一旦清盤時按比例攤佔實體的淨資產,可按公平值或按現時擁有權權益攤佔被收購方可識別淨資產的確認金額比例而計量。非控股權益的所有其他組成部分按收購日期的公平值計量,除非國際財務報告準則規定須以其他計量基準計量則作別論。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.2 Subsidiaries (Continued)

#### 2.2.1 Consolidation (Continued)

(a) *Business combinations (Continued)*

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in the consolidated statement of comprehensive income.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement.

## 2. 主要會計政策概要 (續)

### 2.2 附屬公司 (續)

#### 2.2.1 綜合 (續)

(a) *業務合併 (續)*

購買相關成本在產生時支銷。

倘業務合併分階段進行，收購方過往於被收購方持有之股權的收購日期賬面值重新計量至收購日期的公平值；有關重新計量產生的任何盈虧於合併綜合收益表中確認。

本集團將轉讓的任何或然代價按於收購日期的公平值確認。或然代價（被視為資產或負債）公平值其後的變動則根據國際會計準則第39號，於損益確認或作為其他全面收入的變動。歸類為股權的或然代價不會重新計量，而其後的結算則於股權列賬。

所轉讓代價、被收購方的任何非控股權益金額及任何先前於被收購方的股權於收購日期的公平值超逾本集團應佔所收購可識別資產淨值公平值的差額，乃入賬列作商譽。就議價購買而言，倘轉讓代價、已確認非控股權益及先前持有權益計量總額低於所收購附屬公司資產淨值公平值，差額直接在收益表中確認。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.2 Subsidiaries (Continued)

#### 2.2.1 Consolidation (Continued)

- (a) *Business combinations (Continued)*  
Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.
- (b) *Changes in ownership interests in subsidiaries without change of control*  
Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.
- (c) *Disposal of subsidiaries*  
When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in the consolidated statement of comprehensive income. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

## 2. 主要會計政策概要 (續)

### 2.2 附屬公司 (續)

#### 2.2.1 綜合 (續)

- (a) *業務合併 (續)*  
本集團內公司間交易、結餘及未變現交易收益將會對銷。未變現虧損亦會對銷。必要時，附屬公司所呈報金額經調整以確保與本集團的會計政策一致。
- (b) *控制權無變動下附屬公司的擁有權益變動*  
與非控股權益進行且不會導致失去控制權的交易入賬列作股權交易—即與擁有人(以彼等為擁有人的身份)進行的交易。所支付任何代價的公平值與所收購附屬公司資產淨值賬面值相關份額的差額於股權列賬。向非控股權益的出售所產生的收益或虧損亦於股權列賬。
- (c) *出售附屬公司*  
當本集團不再擁有控制權，於該實體的任何保留權益按其於失去控制權日期當日的公平值重新計量，賬面值變動則於合併綜合收益表中確認。為隨後將保留權益入賬列作聯營公司、合資企業或金融資產，公平值為初始賬面值。此外，之前就該實體於其他全面收益確認的任何數額，均猶如本集團直接出售相關資產或負債而列賬，即之前於其他全面收益確認的數額可能重新分類至損益賬。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.2 Subsidiaries (Continued)

#### 2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

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

### 2.3 Segment reporting

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

### 2.4 Foreign currency translation

#### (a) Functional and presentation currency

Items included in these financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Company's functional currency is HK dollars (HK\$) and most of its subsidiaries' functional currencies are RMB. These consolidated financial statements are presented in RMB, which is the Group's presentation currency.

## 2. 主要會計政策概要 (續)

### 2.2 附屬公司 (續)

#### 2.2.2 獨立財務報表

於附屬公司的投資按成本值扣除減值入賬。成本值亦包括投資的直接應佔成本。附屬公司的業績在本公司賬目內按已收及應收股息入賬。

倘自附屬公司收取的股息超出宣派股息期間該附屬公司的全面收入總額，或倘獨立財務報表中的投資賬面值超出合併財務報表所示被投資公司的資產淨值（包括商譽）的賬面值，則須對該等附屬公司的投資進行減值測試。

### 2.3 分部報告

經營分部以向主要經營決策者提供內部呈報一致的形式呈報。負責分配資源及評估經營分部表現的主要經營決策者已確定為作出策略決策的執行董事。

### 2.4 外匯兌換

#### (a) 功能及呈報貨幣

本集團旗下每個實體的財務報表所包括的項目均以該實體的主要營運經濟環境的貨幣（「功能貨幣」）計算。本公司的功能貨幣為港元（「港元」）且其大部分附屬公司的功能貨幣為人民幣。該等合併財務報表乃以人民幣呈報，人民幣為本集團的呈報貨幣。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.4 Foreign currency translation (Continued)

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income.

Foreign exchange gains and losses that relate to borrowings and other financial asset are presented in the consolidated statement of comprehensive income within 'finance expenses, net'. All other foreign exchange gains and losses are presented in the income statement within 'other gains, net'.

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

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

## 2. 主要會計政策概要 (續)

### 2.4 外匯兌換 (續)

#### (b) 交易及結餘

外幣交易均按交易當日或估值當日(倘項目再計量)的匯率換算為功能貨幣。此等交易結算以及按年結日的匯率換算外幣資產和負債而產生的外匯收益及虧損，均於合併綜合收益表內確認。

有關借款和其他金融資產的外匯收益及虧損於合併綜合收益表中「融資開支淨額」一項中呈列。所有其他外匯收益及虧損於收益表中「其他收益淨額」中呈列。

以外幣列值分類為可供出售債務證券的公平值變動乃以證券的攤銷成本變動及證券賬面值的其他變動所導致換算差額分析。有關攤銷成本變動的換算差額乃於損益確認，而賬面值的其他變動乃於其他全面收益確認。

非貨幣金融資產及負債(例如持作按公平值計入損益的股權)的換算差額乃於損益確認作公平值收益或虧損的一部分。非貨幣金融資產(例如分類為可供出售的股權)乃於其他全面收益列賬。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.4 Foreign currency translation (Continued)

#### (c) Group companies

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

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

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

## 2. 主要會計政策概要 (續)

### 2.4 外匯兌換 (續)

#### (c) 集團公司

功能貨幣與呈報貨幣不同的集團實體(當中沒有任何一間有嚴重通脹貨幣)的業績和財務狀況按如下方法換算為呈報貨幣:

- (i) 所呈列各資產負債表的資產和負債按該資產負債表日期的收市匯率換算;
- (ii) 各收益表收入和費用按平均匯率換算(除非此平均匯率並不代表交易日期匯率的累計影響的合理約數;在此情況下,收支項目按交易日期的匯率換算);及
- (iii) 所有由此產生的貨幣換算差額於其他全面收益內確認。

因收購海外實體而產生的商譽及公平值調整乃視為海外實體的資產及負債並按收市匯率換算。所產生貨幣換算差額乃於其他全面收益確認。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.4 Foreign currency translation (Continued)

#### (d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the Company are reclassified to the profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in the consolidated statement of comprehensive income. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange difference is reclassified to the consolidated statement of comprehensive income.

## 2. 主要會計政策概要 (續)

### 2.4 外匯兌換 (續)

#### (d) 出售及部分出售海外業務

於出售海外業務(即出售集團於海外業務的全部權益,或出售涉及失去對一家包括海外業務的附屬公司之控制權,或出售涉及失去一家包括海外業務的合資企業之共同控制權,或出售涉及失去一間包括海外業務的聯營公司之重大影響)時,所有歸屬於本公司權益持有人業務權益的累計匯兌差額,將重新分類至損益。

倘部分出售並未導致本集團失去對包括海外業務的附屬公司的控制權,所佔累計匯兌差額比例重新歸屬於非控股權益及不會於合併綜合收益表確認。就所有其他部分出售(即削減本集團於聯營公司或共同控制實體的擁有權權益並未導致本集團失去重大影響或共同控制權),則累計匯兌差額所佔比例乃重新分類至合併綜合收益表。



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.5 Property, plant and equipment

Construction-in-progress (the "CIP") represents buildings, plant and machinery under construction or pending installation and is stated at cost less accumulated impairment losses, if any. Cost includes the costs of construction and acquisition. No provision for depreciation is made on CIP until such time as the relevant assets are completed and ready for intended use. When the assets concerned are available for use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated below.

Property, plant and equipment from capital contribution are recognised initially at fair value, and are subsequently carried at depreciated cost less accumulated impairment.

Other property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

## 2. 主要會計政策概要 (續)

### 2.5 物業、廠房及設備

在建工程(「在建工程」)指興建中或待裝置的樓宇、廠房及機器，按成本減累計減值虧損(如有)入賬。成本包括建造及收購成本。於有關資產落成及可作擬定用途之前，不會就在建工程計提折舊撥備。當有關資產可供使用時，成本即轉入物業、廠房及設備，並按下述政策折舊。

注資的物業、廠房及設備初步按公平值確認，其後按折舊成本減累計減值列賬。

其他物業、廠房及設備乃按歷史成本減累計折舊及累計減值虧損(如有)列賬。歷史成本包括收購該等項目直接應佔開支。

只有在與項目相關的未來經濟利益有可能流入本集團，並能夠可靠地計量項目成本的情況下，本集團才會將其後成本計入資產賬面值或確認為獨立資產項目(如適用)。所替換部分的賬面值乃撇除確認。所有其他維護及保養費用均需於產生時的財務期間的合併綜合收益表扣除。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Depreciation is calculated using the straight-line method to allocate the cost less impairment loss of each asset to its residual value over its estimated useful life, as follows:

|   |                      |
|---|----------------------|
| - Buildings   | 20-40 years 5% - 10% |
| - Plant and machinery                                 | 10-14 years 5% - 10% |
| - Vehicles  | 4-5 years 5% - 10%   |
| - Office equipment, leasehold improvements and others | 2-5 years 5% - 10%   |

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

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

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are recognised within 'other gains, net' in the consolidated statement of comprehensive income.

### 2.6 Land use rights

Land use rights represent upfront payments made for the land use rights for self-use buildings. It is stated at cost and charged to the consolidated statement of comprehensive income over the remaining period of the lease on a straight-line basis, net of any impairment losses, if any.

## 2. 主要會計政策概要 (續)

### 2.5 物業、廠房及設備 (續)

折舊以直線法計算，以於估計可使用年內分配各項資產的成本值減減值虧損至其剩餘價值如下：

|                   |               |
|-------------------|---------------|
| - 樓宇              | 20至40年 5%-10% |
| - 廠房及機械           | 10至14年 5%-10% |
| - 汽車              | 4至5年 5%-10%   |
| - 辦公室設備、租賃物業裝修及其他 | 2至5年 5%-10%   |

本集團在各報告期末重檢資產的剩餘價值及可使用年期，並按適當情況作出調整。

倘資產的賬面值大於其估計可收回金額，資產的賬面值實時撇減至其可收回金額。

出售的收益及虧損將按出售所得款項與有關資產賬面值的差額而釐定，並於合併綜合收益表中「其他收益淨額」中確認。

### 2.6 土地使用權

土地使用權指就自用樓宇的土地使用權所支付的預付款。土地使用權按成本列賬，並於租約餘下期間扣除任何減值虧損（如有）後按直線法於合併綜合收益表內扣除。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.7 Intangible assets

#### (a) Technical Know-How

Acquired technical know-how of manufacturing processes is shown at historical cost. Acquired technical know-how are capitalised on the basis of the costs incurred to acquire the know-how and are amortised over their estimated useful lives of 10 years.

#### (b) Computer Software

Acquired computer software is shown at historical cost and is capitalised on the basis of the costs incurred to acquire the specific software. These costs are amortised over their estimated useful lives of 10 years.

#### (c) Sewage Pipes Use Right

Acquired sewage pipes use right is shown at historical cost and is capitalised on the basis of the cost incurred to acquire the use right. The costs are amortised over the contractual lives of 20 years.

### 2.8 Impairment of non-financial assets

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

## 2. 主要會計政策概要 (續)

### 2.7 無形資產

#### (a) 技術知識

所獲得有關製造過程的技術知識按歷史成本值列示。所獲得的技術知識按獲得有關知識所產生的成本撥充資本，並於10年估計可使用年期內攤銷。

#### (b) 計算機軟件

所獲得的計算機軟件按歷史成本值列示，並按獲得指定軟件所產生的成本撥充資本。該等成本於10年估計可使用年期內攤銷。

#### (c) 污水渠使用權

所獲得的污水渠使用權按歷史成本值列示，並按獲得有關使用權所產生的成本撥充資本。有關成本於20年合約年期內攤銷。

### 2.8 非金融資產減值

具無限使用年期的無形資產或未可使用的無形資產無須攤銷但每年作減值測試。當有事件出現或情況改變顯示賬面值可能無法收回時，須就攤銷資產是否減值進行審閱。減值虧損按資產的賬面值超出其可收回金額的差額確認。可收回金額以資產的公平值扣除銷售成本或使用價值兩者之間較高者為準。於評估減值時，資產按可分開識別現金流量（現金產生單位）的最低層次組合。除商譽外，已出現減值的非金融資產在各報告日期均就減值是否可以撥回進行檢討。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.9 Financial assets

#### 2.9.1 Classification

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

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

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.

(b) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise 'trade and bills receivables', 'prepayments, deposits and other receivables', 'restricted cash' and 'cash and cash equivalents' in the balance sheet.

## 2. 主要會計政策概要 (續)

### 2.9 金融資產

#### 2.9.1 分類

本集團將金融資產劃分為以下類別：按公平值計入損益的金融資產、貸款及應收款項及可供銷售金融資產。分類視乎收購金融資產的目的而定。管理層於首次確認時釐定金融資產分類。

(a) *按公平值計入損益的金融資產*

按公平值計入損益的金融資產為持作買賣的金融資產。倘收購金融資產的主要目的為於短期內進行出售，則有關金融資產分類為此類別。除非衍生工具指定作對沖用途，否則衍生工具亦分類為持作買賣。此類別內的資產倘預期將於十二個月內結算，則分類為流動資產；否則，則分類為非流動資產。

(b) *貸款及應收款項*

貸款及應收款項為無活躍市場報價並附帶固定或可釐定付款的非衍生金融資產。貸款及應收款項均計入流動資產，惟到期日由報告期末起計超過十二個月後結算或預期結算的金額除外，該等金額分類為非流動資產。本集團的貸款及應收款項包括計入資產負債表的「貿易應收款項及應收票據」、「預付款項、按金及其他應收款項」、「受限制現金」及「現金及現金等值物」。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.9 Financial assets (Continued)

#### 2.9.1 Classification (Continued)

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

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

#### 2.9.2 Recognition and measurement

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

## 2. 主要會計政策概要 (續)

### 2.9 金融資產 (續)

#### 2.9.1 分類 (續)

(c) *可供銷售金融資產*

可供銷售金融資產為指定為此類別或並非分類為任何其他類別的非衍生工具。除非投資到期日在報告期末後十二個月內或管理層有意在報告期末後十二個月內出售此等投資，否則可供銷售金融資產均計入非流動資產。

#### 2.9.2 確認及計量

以常規方式買賣金融資產於交易日 (即本集團承諾買賣有關資產當日) 確認。就並非按公平值計入損益的所有金融資產，投資最初按公平值加交易成本確認。按公平值計入損益的金融資產最初按公平值確認，並於合併綜合收益表中將交易成本列為開支。當收取投資現金流量的權利到期或轉讓，且集團已在實質上轉移所有的風險及回報時，金融資產會終止確認。可供銷售金融資產及按公平值計入損益的金融資產其後以公平值列賬。貸款及應收款項使用實際利率法以攤銷成本列賬。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.9 Financial assets (Continued)

#### 2.9.2 Recognition and measurement (Continued)

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

Changes in the fair value of monetary and non-monetary securities classified as available for sale and carried at fair value are recognised in other comprehensive income.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated statement of comprehensive income as 'gains and losses from investment securities'.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the consolidated statement of comprehensive income as part of other income. Dividends on available-for-sale equity instruments are recognised in the consolidated statement of comprehensive income as part of other income when the Group's right to receive payments is established.

## 2. 主要會計政策概要 (續)

### 2.9 金融資產 (續)

#### 2.9.2 確認及計量 (續)

「按公平值計入損益的金融資產」類別的公平值變動盈虧在產生期間於合併綜合收益表中「其他收益淨額」呈列。當本集團有權收取付款時，按公平值計入損益的金融資產的股息收入於合併綜合收益表內確認為其他收入的部分。

分類為可供銷售及按公平值列賬的貨幣性及非貨幣性證券的公平值變動於其他全面收益確認。

當分類為可供銷售的證券售出或減值時，於股權確認的累計公平值調整計入合併綜合收益表列作「投資證券的盈虧」。

使用實際利率法計算的可供銷售證券的利息於合併綜合收益表確認為其他收益的一部分。當本集團收取付款的權利確立時，可供銷售股權工具的股息於合併綜合收益表確認為其他收入的一部分。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

### 2.11 Impairment of financial assets

#### (a) *Assets carried at amortised cost*

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

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

## 2. 主要會計政策概要 (續)

### 2.10 抵銷金融工具

當有法定可執行權利可抵銷已確認金額，並有意按淨額基準結算或同時變現資產及結算負債時，財務資產與負債可互相抵銷，並在資產負債表報告其淨額。

### 2.11 金融資產減值

#### (a) *以攤銷成本列賬的資產*

本集團於各報告期末評估有否客觀證據顯示金融資產或金融資產組別出現減值。僅當有客觀證據表明資產首次確認後發生一項或多項事件（「虧損事件」），且該項（或該等）虧損事件對金融資產或金融資產組別估計未來現金流量的影響能夠可靠估計時，則金融資產或金融資產組別視為已減值並產生減值虧損。

減值虧損的證據可包括債務人或債務人組別出現重大財務困難、逾期或拖欠支付利息或本金、債務人可能破產或進行其他方式的財務重組，以及可觀察數據顯示估計未來現金流量出現可計量的跌幅以及有可觀察數據顯示估計未來現金流有可計量的減少，例如與違約有相互關聯的拖欠情況或經濟狀況改變。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.11 Impairment of financial assets (Continued)

#### (a) Assets carried at amortised cost (Continued)

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated statements of comprehensive income. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated statement of comprehensive income.

## 2. 主要會計政策概要 (續)

### 2.11 金融資產減值 (續)

#### (a) 以攤銷成本列賬的資產 (續)

就貸款及應收款項類別，虧損金額以資產賬面值與按該金融資產原實際利率折現的估計未來現金流量（不包括未產生的未來信貸虧損）現值的差額計量。資產的賬面值會相應扣減，虧損金額於合併綜合收益表確認。倘貸款採用浮動利率，計量任何減值虧損的折現率則為根據合約釐定的當前實際利率。作為可行權宜之計，本集團採用可觀察市價根據工具的公平值計量減值。

倘於往後期間減值虧損金額下降且該下降客觀上有關減值確認後發生的事件（例如債務人的信用評級提高），過往確認的減值虧損撥回於合併綜合收益表確認。



## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.11 Impairment of financial assets (Continued)

#### (b) *Assets classified as available for sale*

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For debt securities, if any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the consolidated income statements.

For equity investments, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. Impairment losses recognised in the consolidated income statements on equity instruments are not reversed through the consolidated income statements.

## 2. 主要會計政策概要 (續)

### 2.11 金融資產減值 (續)

#### (b) *分類為可供銷售的資產*

本集團於各報告期末評估有否客觀證據表明金融資產或金融資產組別出現減值。

對於債務證券，倘存在該等證據，則累計虧損（以收購成本與當前公平值的差額，減過往於損益確認的金融資產減值虧損計算）從股權轉撥並於損益確認。往後期間，倘分類為可供銷售的債務工具的公平值增加，且該增加客觀上有關減值虧損於損益確認後發生的事件，則減值虧損於合併綜合收益表撥回。

就股權投資而言，證券公平值大幅或長期低於其成本亦為資產減值的證據。倘存在任何有關證據，累計虧損（按收購成本與現時公平值的差額，減去該金融資產之前在損益確認的任何減值虧損計量）自權益剔除，並在損益確認。在綜合收益表確認的權益工具減值虧損不會透過綜合收益表撥回。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.12 Inventories

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

### 2.13 Trade and other receivables

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

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

### 2.14 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

## 2. 主要會計政策概要 (續)

### 2.12 存貨

存貨以成本或可變現淨值兩者的較低者入賬。成本以加權平均法釐定。製成品的成本包括原材料、勞工、其他直接成本及相關間接生產成本（按一般營運能力），但不包括借貸成本。可變現淨值則以日常業務過程中估計出售價格減估計完成成本及銷售開支計算。

### 2.13 貿易應收款項及其他應收款項

貿易應收款項為在日常業務過程中就售出商品或所提供服務應收客戶的款項。倘貿易應收款項及其他應收款項預期可於一年或之內（或仍在業務正常營運週期內，則可較長時間）收款，則分類為流動資產。倘未能於一年或之內收款，則以非流動資產呈列。

貿易應收款項及其他應收款項最初按公平值確認，其後以實際利率法按攤銷成本減減值撥備計量。

### 2.14 現金及現金等值物

現金及現金等值物包括手頭現金、銀行通知存款及其他到期日為三個月或以下的短期高流動性投資。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.15 Share capital

Ordinary shares are classified as equity.

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

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

### 2.16 Trade payables

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

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

## 2. 主要會計政策概要 (續)

### 2.15 股本

普通股乃分類為權益。

與發行新股或購股權直接有關的增量成本，列入權益作為所得款項的減值（扣除稅項）。

倘任何集團公司購買本公司的權益股本（庫存股份），則所支付的代價（包括任何直接應佔的新增成本減去所得稅）乃從本公司擁有人應佔權益中扣除，直至該等股份被註銷或重新發行為止。倘該等普通股其後被重新發行，則任何已收取的代價（減去任何直接應佔的新增交易成本及相關所得稅影響）乃計入本公司股東應佔權益中。

### 2.16 貿易應付款項

貿易應付款項為在日常業務過程中自供應商收購商品或服務的付款責任。倘貿易應付款項於一年或之內到期（如仍在業務正常營運周期中，則可較長時間），則分類為流動負債。倘並非於一年或之內到期，則以非流動負債呈列。

貿易應付款項及其他應付款項最初按公平值確認，其後以實際利率法按攤銷成本計量。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.17 Borrowings

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

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

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

### 2.18 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

## 2. 主要會計政策概要 (續)

### 2.17 借款

借款最初按公平值(扣除已產生的交易成本)確認。借款其後按攤銷成本列賬,如扣除交易成本後的所得款項與贖回價值出現任何差額,則於借款期內以實際利率法在合併綜合收益表內確認。

在貸款將很有可能部分或全部提取的情況下,就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下,該費用將遞延至提取貸款發生時。在並無跡象顯示該貸款將很有可能部分或全部提取的情況下,該費用撥充資本作為流動資金服務的預付款項,並於其相關融資期間內予以攤銷。

除非本集團有權無條件將債務結算日期遞延至報告期末後至少十二個月,否則借款分類為流動負債。

### 2.18 借貸成本

直接歸屬於收購、興建或生產合資格資產(指必須經一段長時間處理以作其預定用途或銷售的資產)的一般及特定借貸成本,加入該等資產的成本內,直至資產大致上備妥供其預定用途或銷售為止。

就特定借貸,因有待合資格資產的支出而臨時投資賺取的投資收入,應自合資格資本化的借貸成本中扣除。

所有其他借款成本於產生期間在損益內確認。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.19 Current and deferred income tax

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

#### (a) Current income tax

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

#### (b) Deferred income tax

##### *Inside basis differences*

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

## 2. 主要會計政策概要 (續)

### 2.19 當期及遞延所得稅

期內稅項開支包括當期及遞延稅項。稅項在合併綜合收益表中確認，除非其涉及在其他全面收益中確認或直接在權益中確認的項目。在此情況下，稅項亦分別在其他全面收益中確認或直接在權益中確認。

#### (a) 當期所得稅

當期所得稅費用根據於結算日本公司的附屬公司及聯營公司經營並獲得應課稅收入所在的國家已經頒布或實際上已頒布的稅法計算。管理層定期評估適用稅務規定的情況下的納稅申報情況，並且就預期須支付稅務機關的金額作出適當撥備。

#### (b) 遞延所得稅

##### *內部基準差異*

遞延所得稅以負債法就資產及負債的評稅基準與其於合併財務報表內的賬面值兩者間的暫時差異予以確認。然而，若遞延所得稅負債來自對商譽的初始確認，以及若遞延所得稅來自在交易（不包括業務合併）中對資產或負債的初始確認，而在交易時不影響會計損益或應課稅利潤或損失，則不作記賬。遞延所得稅乃根據於結算日前已頒布或實際上已頒布而預期當有關遞延所得稅資產已變現後或遞延所得稅負債已清償後將應用的有關稅率（及法例）釐定。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.19 Current and deferred income tax (Continued)

#### (b) Deferred income tax (Continued)

##### *Inside basis differences (Continued)*

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

##### *Outside basis differences*

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate's undistributed profits is not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

#### (c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

## 2. 主要會計政策概要 (續)

### 2.19 當期及遞延所得稅 (續)

#### (b) 遞延所得稅 (續)

##### *內部基準差異 (續)*

遞延所得稅資產只會在未來應課稅溢利有可能用作抵銷暫時差異時才會確認。

##### *外部基準差異*

遞延所得稅負債須就投資於附屬公司而引致的暫時差異作出撥備，惟本集團可控制暫時差異會在何時轉回，且暫時差異很可能不會在可見的未來轉回的遞延所得稅負債則除外。只有當訂有協議以賦予本集團能力於可見未來控制暫時差額的撥回時，有關因聯營公司的未分派溢利而引致的應課稅暫時差額才不予確認遞延稅項負債。

遞延所得稅資產就投資於附屬公司、聯營公司及合營安排引致的可扣減暫時差異予以確認，惟暫時差異可能將於日後撥回，且有充足的應課稅溢利而動用暫時差異。

#### (c) 抵銷

遞延所得稅資產及負債僅可在當期稅項資產與當期稅項負債有合法權利互相抵銷及遞延所得稅資產及負債與於同一稅務機關向同一應課稅實體或不同應課稅實體徵收所得稅（有關實體擬按淨額基準支付有關結餘）相關時，方可互相抵銷。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.20 Employee benefits

#### (a) Pension obligations

PRC employees of the Group covered by PRC government-sponsored defined-contribution pension plans under which the employees become entitled to a monthly pension based on certain formulas. The relevant government agencies are responsible for the pension liability to these employees when they retire. The Group contributes on a monthly basis to these pension plans for the employees which are determined at a certain percentage of their salaries. Under these plans, the Group has no obligation for post-retirement benefits beyond the contribution made. Contributions to these plans are expenses as incurred.

#### (b) Housing benefits

PRC employees of the Group are entitled to participate in government-sponsored housing funds. The Group contributes on a monthly basis to these funds based on certain percentages of the employees' salaries. The Group's liability in respect of these funds is limited to the contributions payable in each period.

### 2.21 Provisions

Provisions for environmental restoration, restructuring costs and legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

## 2. 主要會計政策概要 (續)

### 2.20 僱員福利

#### (a) 退休金責任

本集團的中國僱員參與中國政府資助的退休金計劃，僱員可按若干公式每月獲得退休金。相關政府機構承擔向該等退休僱員支付退休金的責任。本集團按僱員薪金的一定百分比每月為僱員向該等退休金計劃供款。根據該等退休金計劃，除所作供款外，本集團並無退休後福利責任。該等計劃供款於產生時支銷。

#### (b) 住房福利

本集團的中國僱員均可參與政府資助住房公積金。本集團按僱員薪金的一定百分比每月向該等基金供款。本集團有關該等基金的責任僅限於各期間應付的供款。

### 2.21 撥備

倘本集團因過往事件而承擔現時法律或推定責任；可能須動用資源履行有關責任；及能可靠估計相關金額，則確認環境復原、重組成本及法律索償撥備。重組撥備包括終止租約罰款及終止僱員支付款項。未來經營虧損毋須確認撥備。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.21 Provisions (Continued)

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

### 2.22 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the consolidated statement of comprehensive income over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment and land use rights are included in liabilities as other non-current liabilities and are credited to the consolidated statement of comprehensive income on a straight-line basis over the expected lives of the related assets.

## 2. 主要會計政策概要 (續)

### 2.21 撥備 (續)

如有多項類似責任，其需要在償付中流出資源的可能性根據責任的類別整體考慮。即使同一責任類別所包含的任何一個項目相關的資源流出的可能性極低，仍須確認撥備。

撥備以預期用以償付責任的開支，按反映當時市場對金錢時間價值的評估及該責任的特有風險的稅前費率計算的現值計量。因時間過去而增加的撥備確認為利息開支。

### 2.22 政府資助

倘合理地確定將收取政府資助，且本集團會符合所有附帶條件，則政府資助按公平值確認。

有關成本的政府資助遞延入賬，並於擬補償成本的同一期間在合併綜合收益表確認。

有關購置物業、廠房及設備以及土地使用權的政府資助計入負債，列作其他非流動負債，並於有關資產的預計可使用年期內以直線法計入合併綜合收益表。



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.23 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sales of goods and services in the ordinary course of the Group's activities. Sales are shown, net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. The Group bases its estimates of return on historical results, the type of transaction and the specifics of each arrangement.

#### (a) Sales of goods and materials

Sales of goods and materials are recognised on the transfer of the significant risks and rewards of ownership, which generally coincides with the time when the Group has delivered goods to the customers and collectability of the related receivables is reasonably assured.

#### (b) Interest income

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

## 2. 主要會計政策概要 (續)

### 2.23 收益確認

收益包括本集團於日常業務中出售貨品及服務的已收或應收代價的公平值。所示銷售額已扣除增值稅、退貨、回扣及折扣，並已抵銷本集團的內部銷售額。

當收益金額能夠可靠計量；未來經濟利益將可能流入實體；及本集團每項活動均符合具體條件時（如下文所述），本集團便會確認收益。本集團根據往績、交易類別及每項安排的具體情況作出回報估計。

#### (a) 銷售貨品及材料

貨品及材料的銷售額於轉移擁有權的重大風險及回報時（一般為本集團已將貨品交付予客戶且有關應收款項的收回可合理保證時）確認。

#### (b) 利息收入

利息收入依據實際利率法確認。當貸款及應收款項減值時，本集團將賬面值減至其可回收金額（即按該工具的原實際利率折現的估計未來現金流），並持續解除折現作為利息收入。減值貸款及應收款項的利息收入使用原實際利率確認。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.24 Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

#### (a) As a lessee

Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated statement of comprehensive income on a straight-line basis over the period of the lease.

#### (b) As a lessor

When assets are leased out under an operating lease, the asset is included in the balance sheet based on the nature of the asset. The revenue from operating lease is charge to the consolidated statement of comprehensive income on a straight-line basis over the period of the lease.

### 2.25 Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that an outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

### 2.26 Dividend distributions

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

## 2. 主要會計政策概要 (續)

### 2.24 經營租賃

凡擁有權的大部分風險及回報仍歸出租人所有的租賃，均列作經營租賃。

#### (a) 作為承租人

根據經營租賃的付款（扣除出租人給予的任何優惠）在租期內以直線基準自合併綜合收益表扣除。

#### (b) 作為出租人

當資產根據經營租賃出租，資產根據其性質納入資產負債表內。經營租賃的收入乃按直線法於租賃期內自合併綜合收益表中扣除。

### 2.25 或然負債

或然負債為可能因過往事件而產生的潛在責任，而其存在與否僅因一件或多件不確定且非本集團可控制的未來事件是否發生方可確定。或然負債亦可指因很可能毋須經濟資源流出或責任金額無法可靠估計而並無確認的過往事件而產生的現時責任。

儘管或然負債不會確認入賬，但會於合併財務報表披露。倘資源流出的機會改變，而很可能導致資源流出，則或然負債將會確認為撥備。

### 2.26 股息分派

向本公司股東分派的股息在股息獲本公司股東（倘適用）批准的期間於本集團及本公司的財務報表內確認為負債。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 3. FINANCIAL RISK MANAGEMENT

### 3.1 Financial risk factors

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

#### (a) Market risk

##### (i) Foreign exchange risk

Most of the Company's subsidiaries' functional currencies are RMB as majority of the revenues of these companies are derived from operations in the PRC. The Group is exposed to foreign currency risks with respect to sales and purchases from overseas customers and suppliers as well as foreign currency denominated financial assets as at each balance sheet date. The Group has not hedged its foreign exchange risk. Details of the Group's trade and bills receivables, restricted cash, cash and cash equivalents, trade payables and borrowings as at 31 December 2014, which are denominated in currencies other than RMB, are disclosed in Notes 12, 15, 16, 20 and 22 respectively.

At 31 December 2014, if US dollars had weakened/strengthened by 10% against the RMB with all other variables held constant, profit before income tax for the year would have been lower/higher by RMB480,000 (2013: RMB13,883,000, higher/lower), mainly as a result of foreign exchange losses/gains on translation of US\$-denominated trade and bills receivables, restricted cash, cash and cash equivalents and foreign exchange gains/losses on translation of US\$-denominated trade payables.

## 3. 財務風險管理

### 3.1 財務風險因素

本集團經營活動面臨各種財務風險：市場風險（涵蓋外匯風險、公平值利率風險、現金流量利率風險及價格風險）、信用風險及流動資金風險。本集團的整體風險管理乃關注不可預測的金融市場和尋求降低潛在的負面因素對本集團財務表現所帶來的影響。

#### (a) 市場風險

##### (i) 外匯風險

由於本公司大部分附屬公司大部分的收益來自中國的業務經營，因此該等公司的功能貨幣為人民幣。本集團就海外客戶及供貨商的買賣以及於各結算日以外幣計值的金融資產面臨外匯風險。本集團並無對沖其外匯風險。本集團於二零一四年十二月三十一日按人民幣以外的貨幣計值的貿易應收款項及應收票據、受限制現金、現金及現金等值物、貿易應付款項及借款的詳情分別披露於附註12、15、16、20及22。

於二零一四年十二月三十一日，假若美元兌人民幣貶值／升值10%，而所有其他可變因素維持不變，則該年度的除所得稅前溢利應減少／增加人民幣480,000元（二零一三年：增加／減少人民幣13,883,000元），該變動主要來自換算以美元計值的貿易應收款項、受限制現金、現金及現金等值物的外匯虧損／收益，以及換算以美元計值的貿易應付款項的外匯收益／虧損。

### 3. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

###### (i) Foreign exchange risk (Continued)

At 31 December 2014, if HK\$ had weakened/strengthened by 10% against the RMB with all other variables held constant, profit before income tax for the year would have been lower/higher by RMB40,000 (2013: RMB719,000), mainly as a result of foreign exchange losses/gains on translation of HK\$-denominated cash and cash equivalents.

At 31 December 2014, if EURO had weakened/strengthened by 10% against the RMB with all other variables held constant, profit before income tax for the year would have been lower/higher by RMB13,000 (2013: RMB13,000), mainly as a result of foreign exchange losses/gains on translation of EUR-denominated trade and bills receivables.

###### (ii) Price risk

The Group is exposed to price risk of funds because investments held by the Group are classified on the consolidated balance sheet as at fair value through profit or loss. The Group has not hedged its price risk arising from investments in financial assets at fair value through profit or loss.

As the Group's investments in funds are publicly traded, their fair value is determined with reference to quoted market prices.

### 3. 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (a) 市場風險 (續)

###### (i) 外匯風險 (續)

於二零一四年十二月三十一日，假若港元兌人民幣貶值／升值10%，而所有其他可變因素維持不變，則該年度的除所得稅前溢利應減少／增加人民幣40,000元（二零一三年：人民幣719,000元）。該變動主要來自換算以港元計值的現金及現金等值物的外匯虧損／收益。

於二零一四年十二月三十一日，假若歐元兌人民幣貶值／升值10%，而所有其他可變因素維持不變，則該年度的除所得稅前溢利應減少／增加人民幣13,000元（二零一三年：人民幣13,000元），該變動主要來自換算以歐元計值的貿易應收款項及應收票據的外匯虧損／收益。

###### (ii) 價格風險

由於本集團持有投資，並於合併資產負債表內分類為按公平值計入損益，本集團並無對沖按公平值計入損益的金融資產投資所引致的價格風險。

由於本集團於基金的投資屬公開買賣，其公平值乃經參考所報市值而釐定。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 3. FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.1 Financial risk factors (Continued)

#### (a) Market risk (Continued)

##### (iii) Cash flow and fair value interest rate risk

As the Group has no significant interest-bearing assets except for cash and cash equivalents and restricted cash, the Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's interest rate risk primarily arises from bank borrowings.

Bank borrowings issued at fixed rates expose the Group to fair value interest rate risk. The Group did not use any interest rate swap contracts or other financial instruments to hedge against its interest rate risk exposure for the year ended 31 December 2014. Management will continue to monitor interest rate risk exposure and will consider hedging significant interest rate risk exposure should the need arise.

#### (b) Credit risk

Credit risk arises mainly from trade and other receivables, amounts due from customers for contract work, and cash at bank. The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at the reporting dates in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated balance sheet.

## 3. 財務風險管理 (續)

### 3.1 財務風險因素 (續)

#### (a) 市場風險 (續)

##### (iii) 現金流量及公平值利率風險

由於本集團並無重大計息資產(現金及現金等值物以及受限制現金除外)，故本集團的收入及經營現金流量絕大部分不受市場利率變動的影響。本集團的利率風險主要來自借款。

按固定利率計息的銀行借款使本集團承受公平值利率風險。截至二零一四年十二月三十一日止年度，本集團並無使用任何利率掉期合約或其他金融工具對沖其利率風險。管理層將繼續監察利率風險情況，並將於有需要時考慮對沖重大利率風險。

#### (b) 信貸風險

信貸風險主要來自貿易應收款項及其他應收款項、就合約項目應收客戶款項及銀行現金。倘對約方未能於報告日就各類別的已確認金融資產履行其責任，本集團信貸風險的最大程度為該等資產於合併資產負債表內列賬的賬面值。

### 3. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

As at 31 December 2014, most of cash and cash equivalents, and restricted cash, were deposited in the major financial institutions in the PRC and Hong Kong with good credit rating. The Group categorises its major counterparties into the following groups:

- Group 1 – Top 4 banks in the PRC (China Construction Bank, Bank of China, Agriculture Bank of China, and Industrial and Commercial Bank of China);
- Group 2 – Other major listed banks; and
- Group 3 – Other banks.

The cash at bank balances as at 31 December 2014 and 2013, which are placed with these institutions are shown as below:

|                 |           | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|-----------------|-----------|-----------------------------------|-----------------------------------|
| <b>Category</b> | <b>類型</b> |                                   |                                   |
| Group 1         | 第一類       | <b>37,575</b>                     | 193,162                           |
| Group 2         | 第二類       | <b>87,012</b>                     | 85,236                            |
| Group 3         | 第三類       | <b>17,007</b>                     | 6,469                             |
|                 |           | <b>141,594</b>                    | 284,867                           |

### 3. 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

於二零一四年十二月三十一日，絕大部分現金及現金等值物和受限制現金均存放於信貸級別良好的中國和香港主要金融機構。本集團將其主要對約方分類如下：

- 第一類－中國四大銀行（中國建設銀行、中國銀行、中國農業銀行及中國工商銀行）；
- 第二類－其他主要上市銀行；及
- 第三類－其他銀行。

於二零一四年及二零一三年十二月三十一日，存放於此等機構的銀行現金結餘列示如下：

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 3. FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.1 Financial risk factors (Continued)

#### (b) Credit risk (Continued)

In respect of trade and other receivables, individual credit evaluations are performed on all customers and counterparties. These evaluations focus on the counterparty's financial position, past history of making payments and take into account information specific to the counterparty as well as pertaining to the economic environment in which the counterparty operates. Monitoring procedures have been implemented to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade and other receivable balance at the end of each reporting period to ensure adequate impairment losses are made for irrecoverable amounts.

#### (c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with debt covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from banks and other financial institutions to meet their liquidity requirements in the short and longer term. Management believes there is no significant liquidity risk as the Group has sufficient committed facilities to fund their operations.

## 3. 財務風險管理 (續)

### 3.1 財務風險因素 (續)

#### (b) 信貸風險 (續)

就貿易應收款項及其他應收款項而言，本集團會對所有客戶及對約方進行個別信貸評估。此等評估集中於對約方的財務狀況及過往付款記錄，並且計及對約方的具體資料和有關對約方經營所在的經濟環境的資料。監控程序經已實施，以確保採取跟進行動以收回逾期債務。此外，本集團會於各報告期末審閱每項個別貿易應收款項及其他應收款項結餘的可收回款項，以確保就不可收回款項作出足夠減值虧損。

#### (c) 流動資金風險

本集團的政策是定期監控當期及預期流動資金需求及其是否遵守債務契約，以確保持有充足的現金儲備及從銀行及其他金融機構獲取足夠的承諾貸款額度，藉以滿足其短期及長期的流動資金要求。管理層相信，由於本集團有充足的承諾信貸支付其業務需要，故並無重大流動資金風險。

### 3. FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3. 財務風險管理 (續)

#### 3.1 Financial risk factors (Continued)

#### 3.1 財務風險因素 (續)

##### (c) Liquidity risk (Continued)

The following table details the remaining contractual maturities of the Group'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 year end) and the earliest date the Group may be required to pay:

##### (c) 流動資金風險 (續)

下表載列本集團金融負債按合約非折現現金流量 (包括於採用合約利率或 (倘屬浮息) 按年終利率計算的利息付款) 以及本集團可能須付款的最早日期的餘下合約到期日:

|  |                                 | Within 1 year<br>一年內<br>RMB'000<br>人民幣千元 | Between<br>1 and 2 years<br>一年至兩年<br>RMB'000<br>人民幣千元 |
|--|---------------------------------|--|---|
| <b>At 31 December 2014</b>   |                                 |  |   |
|  | 於二零一四年十二月三十一日                   |  |   |
| Borrowings   | 借款                              | 2,000                                    | -   |
| Trade payables   | 貿易應付款項                          | 105,535                                  | -   |
| Amounts due to related parties   | 應付關連方款項                         | 5,990                                    | -   |
| Accruals, interest payable and other current liabilities (Not including payroll payable and tax payable) | 應計款項、應付利息及其他流動負債 (不包括應付工資及應付稅項) | 8,821                                    | -   |
|  |                                 | <b>122,346</b>                           | <b>-</b>  |
| <b>At 31 December 2013</b>   |                                 |  |   |
|  | 於二零一三年十二月三十一日                   |  |   |
| Borrowings   | 借款                              | 196,571                                  | 25,000  |
| Trade payables   | 貿易應付款項                          | 116,829                                  | -   |
| Amounts due to related parties   | 應付關連方款項                         | 7,513                                    | -   |
| Accruals, interest payable and other current liabilities (Not including payroll payable and tax payable) | 應計款項、應付利息及其他流動負債 (不包括應付工資及應付稅項) | 14,547                                   | 49  |
|  |                                 | <b>335,460</b>                           | <b>25,049</b>   |



## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 3. FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.2 Capital risk management

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

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

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

The gearing ratios at 31 December 2014 and 2013 were as follows:

|   |                     | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---|---------------------|-----------------------------------|-----------------------------------|
| Total borrowings (Note 22)                    | 借款總額 (附註22)         | 2,000                             | 221,571                           |
| Less: cash and cash equivalents (Note 16)     | 減: 現金及現金等值物 (附註16)  | (128,695)                         | (166,559)                         |
| Restricted cash for bank borrowings (Note 15) | 有關銀行借款的受限制現金 (附註15) | -                                 | (97,703)                          |
| Net debt                                      | 債務淨額                | (126,695)                         | (42,691)                          |
| Total equity                                  | 權益總額                | 370,238                           | 317,141                           |
| Total capital                                 | 資本總額                | 243,543                           | 274,450                           |
| <b>Gearing ratio</b>                          | <b>資本負債比率</b>       | <b>-52%</b>                       | <b>-16%</b>                       |

## 3. 財務風險管理 (續)

### 3.2 資本風險管理

本集團管理資本的目的為保障本集團的持續經營能力，從而為本公司股東提供回報及為其他股東保障利益，以及維持最佳資本結構以減低資本成本。

為維持或調整資本結構，本集團可能調整派付予股東的股息、向股東退還資本、發行新股份或出售資產以減低債務。

本集團按照業內慣例基於資本負債比率監察資本。該比率以債務淨額除以總資本計算。債務淨額以借款總額（包括合併資產負債表列示的「當期及非當期借款」）減現金及現金等值物及有關銀行借款的受限制現金計算。總資本以合併資產負債表列示的「股權」加債務淨額計算。

於二零一四年及二零一三年十二月三十一日的資本負債比率如下：

### 3. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.3 Fair value estimation

The carrying amounts of the Group's financial assets including cash and cash equivalents, restricted bank balances, trade and other receivables; and financial liabilities including trade and other payables, and borrowings, approximate their fair values due to their short maturities. The carrying values less any estimated credit adjustments for financial assets with a maturity of less than one year are a reasonable approximation of their fair values.

The table below analyses the Group's financial instruments carried at fair value as at 31 December 2014 and 2013 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

### 3. 財務風險管理 (續)

#### 3.3 公平值估計

由於本集團金融資產(包括現金及現金等值物、受限制銀行結餘和貿易應收款項及其他應收款項)及金融負債(包括貿易應付款項及其他應付款項和借款)的到期日較短,因此其賬面值與公平值相若。就到期日少於一年的金融資產,賬面值減任何估計信貸調整為其公平值的合理概約值。

下表按計量公平值的估值技術所用輸入數據的層級,分析本集團於二零一四年及二零一三年十二月三十一日按公平值列賬的金融工具。有關輸入數據按下文所述而分類歸入公平值架構內的三個層級:

- 相同資產或負債在活躍市場的報價(未經調整)(第一級)。
- 除第一級內所載報價外,資產或負債可直接(即價格)或間接(即源自價格)觀察的輸入數據(第二級)。
- 資產或負債並非依據可觀察市場數據的輸入數據(即不可觀察輸入數據)(第三級)。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 3. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.3 Fair value estimation (Continued)

The following table presents the Group's level 1 financial assets that are measured as at fair value at 31 December 2013 and 2014.

|   |                         | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---|-------------------------|-----------------------------------|-----------------------------------|
| Assets  | 資產                      |                                   |                                   |
| Financial assets at fair value through profit or loss (Note 14) | 按公平值計入損益的金融資產<br>(附註14) | -                                 | 757                               |

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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

#### (a) Useful lives of property, plant and equipment

The Group determines the estimated useful lives for its property, plant and equipment based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charges where useful lives are different from previously estimated, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

### 3. 財務風險管理 (續)

#### 3.3 公平值估計 (續)

下表載列本集團按於二零一三年及二零一四年十二月三十一日的公平值計量的第一級金融資產。

### 4. 關鍵會計估算及判斷

估計及判斷會持續基於過往經驗及其他因素 (包括在有關情況下認為合理的未來事件預期) 接受評估。

本集團作出有關未來的估計及假設。顧名思義，該等會計估計甚少與相關實際結果相同。很可能導致資產及負債的賬面值於下個財政年度大幅調整的估計及假設討論如下。

#### (a) 物業、廠房及設備的可使用年期

本集團根據過往經驗，按過往類似性質及功能的物業、廠房及設備的實際可使用年期釐定物業、廠房及設備的估計可使用年期。倘可使用年期與先前估計有差異，本集團會修訂折舊開支，或撇銷或撇減已廢棄或出售的技術過時或非策略性資產。

#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

##### (b) Impairment of property, plant and equipment, land use rights and intangible assets

Impairment losses for property, plant and equipment, land use rights and intangible assets are recognised for the amount by which the carrying amount exceeds its recoverable amount in accordance with the accounting policy stated in Note 2.8. The recoverable amounts, being the higher of fair value less costs to sell or net present value of future cash flows which are estimated based upon the continued use of the asset in the business, are determined with reference to the best information available at each of the balance sheet date. Changing the assumptions selected by the Group's management in assessing impairment, including the discount rates or the operating and growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial position and results of operations.

##### (c) Impairment of financial assets

###### (i) *Assets carried at amortised cost*

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

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

#### 4. 關鍵會計估算及判斷 (續)

##### (b) 物業、廠房及設備、土地使用權及無形資產的減值

物業、廠房及設備、土地使用權以及無形資產的減值虧損根據附註2.8所述的會計政策就賬面值超出其可收回金額的數額確認。可收回金額即公平值減銷售成本或按於業務中持續使用資產估計的未來現金流量淨現值(以較高者為準)，乃參考於各結算日的現有最佳數據釐定。倘本集團管理層用以釐定減值程度的假設(包括現金流量預測中採用的折現率或經營及增長率假設)有變，或會對減值測試所用淨現值構成重大影響，並因此影響本集團的財務狀況及營運業績。

##### (c) 金融資產減值

###### (i) *以攤銷成本列賬的資產*

本集團於各報告期末評估有否客觀證據顯示金融資產或金融資產組別出現減值。僅當有客觀證據表明資產首次確認後發生一項或多項事件(「虧損事件」)，且該項(或該等)虧損事件對金融資產或金融資產組別估計未來現金流量的影響能夠可靠估計時，則金融資產或金融資產組別視為已減值並產生減值虧損。

減值虧損的證據可包括債務人或債務人組別出現重大財務困難、逾期或拖欠支付利息或本金、債務人可能破產或進行其他方式的財務重組，以及可觀察數據顯示估計未來現金流量出現可計量的跌幅以及有可觀察數據顯示估計未來現金流有可計量的減少，例如拖欠款項或有關拖欠情況的經濟狀況改變。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

##### (c) Impairment of financial assets (Continued)

###### (i) Assets carried at amortised cost (Continued)

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated comprehensive income statement. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated comprehensive income statement.

#### 4. 關鍵會計估算及判斷 (續)

##### (c) 金融資產減值 (續)

###### (i) 以攤銷成本列賬的資產 (續)

就貸款及應收款項類別，虧損金額以資產賬面值與按該金融資產原實際利率折現的估計未來現金流量（不包括未產生的未來信貸虧損）現值的差額計量。資產的賬面值會相應扣減，虧損金額於合併綜合收益表確認。倘貸款採用浮動利率，計量任何減值虧損的折現率則為根據合約釐定的當前實際利率。作為可行權宜之計，本集團採用可觀察市價根據工具的公平值計量減值。

倘於往後期間減值虧損金額下降且該下降客觀上有關減值確認後發生的事件（例如債務人的信用評級提高），過往確認的減值虧損撥回於合併綜合收益表確認。

#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

##### (c) Impairment of financial assets (Continued)

###### (ii) *Assets classified as available for sale*

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For debt securities, the group uses the criteria referred to in (i) above. In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. Impairment losses recognised in the consolidated comprehensive income statement on equity instruments are not reversed through the consolidated comprehensive income statement. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the consolidated comprehensive income statement.

##### (d) Net realisable value of inventories

Net realisable value of inventory is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expense. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of technical innovations, changes in customer taste and competitor actions in response to severe industry cycle. Management reassesses these estimates at each balance sheet date.

#### 4. 關鍵會計估算及判斷 (續)

##### (c) 金融資產減值 (續)

###### (ii) 分類為可供銷售的資產

本集團於各報告期末評估有否客觀證據表明金融資產或金融資產組別出現減值。對於債務證券，本集團使用上文(i)項所述標準。對於分類為可供銷售的股權投資，證券的公平值大幅或持續下跌至低於其成本亦為資產減值的證據。倘可供銷售金融資產存在該等證據，則累計虧損（以收購成本與當前公平值的差額，減過往於損益確認的金融資產減值虧損計算）從股權轉撥並於損益確認。於合併綜合收益表確認的股權工具減值虧損不會於合併綜合收益表撥回。往後期間，倘分類為可供銷售的債務工具的公平值增加，且該增加客觀上有關減值虧損於損益確認後發生的事件，則減值虧損於合併綜合收益表撥回。

##### (d) 存貨的可變現淨值

存貨的可變現淨值乃在日常業務過程中的估計售價，減估計完成成本及銷售開支。該等估計乃以現行市況及製造及銷售同類產品的過往經驗為基準進行，並可因科技創新、客戶品味變化及競爭對手因應嚴峻行業周期所採取的行動而顯著改變。管理層於各結算日重新評估有關估計。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

##### (e) Income taxes and deferred income tax

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

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

#### 5. SEGMENT INFORMATION – GROUP

The chief operating decision-makers have been identified as the executive directors. The decision-maker reviews the Group's internal reporting in order to assess performance and allocate resources. Directors have determined the operating segment based on these reports.

Directors consider the business from a business perspective, and assesses the performance of the business segment based on profit before income tax without allocation of finance income/ (costs).

The amount provided to directors with respect to total assets is measured in a manner consistent with that of the consolidated financial statements. These assets are allocated based on the operations of segment.

#### 4. 關鍵會計估算及判斷 (續)

##### (e) 所得稅及遞延所得稅

本集團須繳納多個司法權區的所得稅。於釐定多個司法權區的所得稅撥備時須作出重大的判斷。很多交易及計算中均未能清楚釐定最終稅項。本集團基於是否有額外應付稅項的估計，而對預料的稅項審計問題確認負債。於該等事項的最後稅項結果與起初記錄的金額出現差異時，該等差異將會於其獲釐定期間對當期及遞延所得稅資產及負債構成影響。

當管理層認為將來可能有應課稅溢利以抵銷暫時性差異或可使用稅務虧損時，有關若干暫時性差異及稅務虧損的遞延稅項資產予以確認。實際應用結果可能不同。

#### 5. 分部資料 – 本集團

主要經營決策人已獲確認為執行董事。決策人審閱本集團的內部報告程序，以評估表現及分配資源。董事已根據該等報告釐定經營分部。

董事從商業角度考慮業務，並根據未分配融資收入／(成本)的所得稅前溢利來評估業務分部的表現。

就資產總值向董事提供的金額按與合併財務報表一致的方式計量，該等資產根據經營分部進行分配。

## 5. SEGMENT INFORMATION – GROUP (CONTINUED)

The Group's operations are mainly organised under the following business segments:

- Trading: Trading of textile raw materials and products;
- Production: Production of polyester filament yarns;
- Processing: The dyeing processing of differentiated polyester filament yarn.

Segment assets consist primarily of land use rights, property, plant and equipment, intangible assets, inventories, trade and bills receivables, prepayments, deposits and other receivables, restricted cash, cash and cash equivalents. Unallocated assets mainly comprise corporate cash.

Segment liabilities mainly comprise operating liabilities, amounts due to related parties and borrowings. Unallocated liabilities mainly comprise accruals and payroll payable.

### (a) Revenue

## 5. 分部資料－本集團（續）

本集團的經營主要根據以下業務分部設立：

- －貿易： 買賣紡織原材料及產品；
- －生產： 生產滌綸長絲；
- －加工： 差別化滌綸長絲染色加工。

分部資產主要包括土地使用權、物業、廠房及設備、無形資產、存貨、貿易應收款項及應收票據、預付款項、按金及其他應收款項、受限制現金、現金及現金等值物。未分配資產主要包括公司現金。

分部負債主要包括經營負債、應付關連方款項及借款。未分配負債主要包括應計款項及應付工資。

### (a) 收益

|            |    | Year ended 31 December<br>截至十二月三十一日止年度 |                                   |
|------------|----|--|-----------------------------------|
|            |    | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| Trading    | 貿易 | 914,927                                | 1,320,449                         |
| Production | 生產 | 317,602                                | 318,747                           |
| Processing | 加工 | 146,479                                | 128,227                           |
|            |    | <b>1,379,008</b>                       | 1,767,423                         |



## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 5. SEGMENT INFORMATION – GROUP (CONTINUED)

### (b) Segment information

The segment information provided to directors for the reportable segments for the year ended 31 December 2014 is as follows:

| Business segment<br>業務分部                      |             | For the year ended 31 December 2014<br>截至二零一四年十二月三十一日止年度 |                                      |                                      |                                 |
|---|-------------|--|--------------------------------------|--------------------------------------|---------------------------------|
|   |             | Trading<br>貿易<br>RMB'000<br>人民幣千元                        | Production<br>生產<br>RMB'000<br>人民幣千元 | Processing<br>加工<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
| <b>Revenue</b>                                | <b>收益</b>   |  |                                      |                                      |                                 |
| Sales of products                             | 產品銷售        | 1,173,375  | 317,711                              | 146,479                              | 1,637,565                       |
| Inter-segment sales                           | 分部間銷售       | (258,448)  | (109)                                | -                                    | (258,557)                       |
| Revenue from external customers               | 來自外界客戶的收益   | 914,927  | 317,602                              | 146,479                              | 1,379,008                       |
| <b>Results</b>                                | <b>業績</b>   |  |                                      |                                      |                                 |
| Segment gross profit                          | 分部毛利        | 22,693   | 69,687                               | 49,539                               | 141,919                         |
| Segment operating profit                      | 分部經營溢利      | 6,856  | 50,564                               | 29,706                               | 87,126                          |
| Unallocated expense                           | 未分配開支       |  |                                      |                                      | (13,946)                        |
| Total operating profit                        | 經營溢利總額      |  |                                      |                                      | 73,180                          |
| Finance income                                | 融資收入        |  |                                      |                                      | 2,480                           |
| Finance costs                                 | 融資成本        |  |                                      |                                      | (5,783)                         |
| Profit before income tax                      | 除所得稅前溢利     |  |                                      |                                      | 69,877                          |
| <b>Other information</b>                      | <b>其他資料</b> |  |                                      |                                      |                                 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊  | 531  | 6,435                                | 5,296                                | 12,262                          |
| Amortisation of land use rights               | 土地使用權攤銷     | -  | 502                                  | 315                                  | 817                             |
| Amortisation of intangible assets             | 無形資產攤銷      | -  | 210                                  | 598                                  | 808                             |
| Provision for write-down of inventories       | 撇銷存貨撥備      | 1,957  | 322                                  | -                                    | 2,279                           |
| Provision for impairment of receivables       | 應收款項減值撥備    | 41   | (29)                                 | -                                    | 12                              |
| Capital expenditure                           | 資本開支        | 30   | 6,217                                | 9,612                                | 15,859                          |

## 5. 分部資料－本集團（續）

### (b) 分部資料

截至二零一四年十二月三十一日止年度，向董事提供有關可報告分部的分部資料如下：

## Notes to the Consolidated Financial Statements

合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 5. SEGMENT INFORMATION – GROUP (CONTINUED)

### 5. 分部資料—本集團(續)

#### (b) Segment information (Continued)

#### (b) 分部資料(續)

| Business segment<br>業務分部  |       | As at 31 December 2014<br>於二零一四年十二月三十一日 |                                      |                                      | Total<br>總計 |
|---------------------------|-------|---|--------------------------------------|--------------------------------------|-------------|
|                           |       | Trading<br>貿易<br>RMB'000<br>人民幣千元       | Production<br>生產<br>RMB'000<br>人民幣千元 | Processing<br>加工<br>RMB'000<br>人民幣千元 |             |
| Segment assets            | 分部資產  | 195,141                                 | 238,448                              | 295,501                              | 729,090     |
| Unallocated assets        | 未分配資產 |   |                                      |                                      | 18,049      |
| Inter-segment elimination | 分部間對銷 |   |                                      |                                      | (198,492)   |
| Total assets              | 資產總值  |   |                                      |                                      | 548,647     |
| Segment liabilities       | 分部負債  | 153,684                                 | 113,608                              | 108,746                              | 376,038     |
| Unallocated liabilities   | 未分配負債 |   |                                      |                                      | 863         |
| Inter-segment elimination | 分部間對銷 |   |                                      |                                      | (198,492)   |
| Total liabilities         | 負債總額  |   |                                      |                                      | 178,409     |

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 5. SEGMENT INFORMATION – GROUP (CONTINUED)

### (b) Segment information (Continued)

The segment information provided to directors for the reportable segments for the year ended 31 December 2013 is as follows:

|   |             | For the year ended 31 December 2013<br>截至二零一三年十二月三十一日止年度 |                                      |                                      |                                 |
|---|-------------|--|--------------------------------------|--------------------------------------|---------------------------------|
| Business segment<br>業務分部                      |             | Trading<br>貿易<br>RMB'000<br>人民幣千元                        | Production<br>生產<br>RMB'000<br>人民幣千元 | Processing<br>加工<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
| <b>Revenue</b>                                | <b>收益</b>   |  |                                      |                                      |                                 |
| Sales of products                             | 產品銷售        | 1,532,703  | 315,013                              | 128,227                              | 1,975,943                       |
| Sales of raw materials                        | 原材料銷售       | -  | 4,717                                | -                                    | 4,717                           |
| Inter-segment sales                           | 分部間銷售       | (212,254)  | (983)                                | -                                    | (213,237)                       |
| Revenue from external customers               | 來自外界客戶的收益   | 1,320,449  | 318,747                              | 128,227                              | 1,767,423                       |
| <b>Results</b>                                | <b>業績</b>   |  |                                      |                                      |                                 |
| Segment gross profit                          | 分部毛利        | 26,238   | 58,343                               | 44,256                               | 128,837                         |
| Segment operating profit                      | 分部經營溢利      | 11,899   | 45,759                               | 33,202                               | 90,860                          |
| Unallocated expense                           | 未分配開支       |  |                                      |                                      | (13,038)                        |
| Total operating profit                        | 經營溢利總額      |  |                                      |                                      | 77,822                          |
| Finance income                                | 融資收入        |  |                                      |                                      | 6,897                           |
| Finance costs                                 | 融資成本        |  |                                      |                                      | (19,617)                        |
| Profit before income tax                      | 除所得稅前溢利     |  |                                      |                                      | 65,102                          |
| <b>Other information</b>                      | <b>其他資料</b> |  |                                      |                                      |                                 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊  | 677  | 6,023                                | 4,941                                | 11,641                          |
| Amortisation of land use rights               | 土地使用權攤銷     | -  | 483                                  | 315                                  | 798                             |
| Amortisation of intangible assets             | 無形資產攤銷      | -  | 216                                  | 667                                  | 883                             |
| Provision for write-down of inventories       | 撇銷存貨撥備      | (77)   | 210                                  | -                                    | 133                             |
| Provision for impairment of receivables       | 應收款項減值撥備    | 349  | 38                                   | (20)                                 | 367                             |
| Capital expenditure                           | 資本開支        | 42   | 4,783                                | 1,336                                | 6,161                           |

## 5. 分部資料－本集團（續）

### (b) 分部資料（續）

截至二零一三年十二月三十一日止年度，向董事提供有關可報告分部的分部資料如下：

For the year ended 31 December 2013  
截至二零一三年十二月三十一日止年度

| Business segment<br>業務分部                      |             | Trading<br>貿易<br>RMB'000<br>人民幣千元 | Production<br>生產<br>RMB'000<br>人民幣千元 | Processing<br>加工<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|---|-------------|-----------------------------------|--------------------------------------|--------------------------------------|---------------------------------|
| <b>Revenue</b>                                | <b>收益</b>   |                                   |                                      |                                      |                                 |
| Sales of products                             | 產品銷售        | 1,532,703                         | 315,013                              | 128,227                              | 1,975,943                       |
| Sales of raw materials                        | 原材料銷售       | -                                 | 4,717                                | -                                    | 4,717                           |
| Inter-segment sales                           | 分部間銷售       | (212,254)                         | (983)                                | -                                    | (213,237)                       |
| Revenue from external customers               | 來自外界客戶的收益   | 1,320,449                         | 318,747                              | 128,227                              | 1,767,423                       |
| <b>Results</b>                                | <b>業績</b>   |                                   |                                      |                                      |                                 |
| Segment gross profit                          | 分部毛利        | 26,238                            | 58,343                               | 44,256                               | 128,837                         |
| Segment operating profit                      | 分部經營溢利      | 11,899                            | 45,759                               | 33,202                               | 90,860                          |
| Unallocated expense                           | 未分配開支       |                                   |                                      |                                      | (13,038)                        |
| Total operating profit                        | 經營溢利總額      |                                   |                                      |                                      | 77,822                          |
| Finance income                                | 融資收入        |                                   |                                      |                                      | 6,897                           |
| Finance costs                                 | 融資成本        |                                   |                                      |                                      | (19,617)                        |
| Profit before income tax                      | 除所得稅前溢利     |                                   |                                      |                                      | 65,102                          |
| <b>Other information</b>                      | <b>其他資料</b> |                                   |                                      |                                      |                                 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊  | 677                               | 6,023                                | 4,941                                | 11,641                          |
| Amortisation of land use rights               | 土地使用權攤銷     | -                                 | 483                                  | 315                                  | 798                             |
| Amortisation of intangible assets             | 無形資產攤銷      | -                                 | 216                                  | 667                                  | 883                             |
| Provision for write-down of inventories       | 撇銷存貨撥備      | (77)                              | 210                                  | -                                    | 133                             |
| Provision for impairment of receivables       | 應收款項減值撥備    | 349                               | 38                                   | (20)                                 | 367                             |
| Capital expenditure                           | 資本開支        | 42                                | 4,783                                | 1,336                                | 6,161                           |

## Notes to the Consolidated Financial Statements

合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 5. SEGMENT INFORMATION – GROUP (CONTINUED)

### 5. 分部資料－本集團（續）

#### (b) Segment information (Continued)

#### (b) 分部資料（續）

|                           |       | As at 31 December 2013<br>於二零一三年十二月三十一日 |                                      |                                      | Total                           |
|---------------------------|-------|---|--------------------------------------|--------------------------------------|---------------------------------|
| Business segment<br>業務分部  |       | Trading<br>貿易<br>RMB'000<br>人民幣千元       | Production<br>生產<br>RMB'000<br>人民幣千元 | Processing<br>加工<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
| Segment assets            | 分部資產  | 312,617                                 | 257,675                              | 234,978                              | 805,270                         |
| Unallocated assets        | 未分配資產 |   |                                      |                                      | 87,903                          |
| Inter-segment elimination | 分部間對銷 |   |                                      |                                      | (169,722)                       |
| Total assets              | 資產總值  |   |                                      |                                      | 723,451                         |
| Segment liabilities       | 分部負債  | 268,976                                 | 160,631                              | 140,406                              | 570,013                         |
| Unallocated liabilities   | 未分配負債 |   |                                      |                                      | 6,019                           |
| Inter-segment elimination | 分部間對銷 |   |                                      |                                      | (169,722)                       |
| Total liabilities         | 負債總額  |   |                                      |                                      | 406,310                         |

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 6. LAND USE RIGHTS – GROUP

The Group's interest in land use rights represents prepaid operating lease payment for land and its net book values were analysed as follows:

|                        |        | <b>2014</b><br>二零一四年<br><b>RMB'000</b><br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|------------------------|--------|---|-----------------------------------|
| Opening net book value | 年初賬面淨值 | <b>31,781</b>                                   | 32,579                            |
| Amortisation charges   | 攤銷費用   | <b>(817)</b>                                    | (798)                             |
| Closing net book value | 年終賬面淨值 | <b>30,964</b>                                   | 31,781                            |

The Group's land use rights are located in Hangzhou and Nantong of the PRC and the remaining lease periods were between 10 to 50 years as at 31 December 2014.

As at 31 December 2014, land use rights with net book values of approximately RMB12,322,000 were pledged as collaterals for the Group's bank borrowings (2013: RMB27,137,000) (Note 22).

Amortisation of land use rights has been charged to the consolidated statement of comprehensive income as follows:

|                         |      | <b>Year ended 31 December</b><br>截至十二月三十一日止年度   |                                   |
|-------------------------|------|---|-----------------------------------|
|                         |      | <b>2014</b><br>二零一四年<br><b>RMB'000</b><br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| Administrative expenses | 行政開支 | <b>523</b>                                      | 510                               |
| Cost of sales           | 銷售成本 | <b>215</b>                                      | 209                               |
| Others                  | 其他   | <b>79</b>                                       | 79                                |
|                         |      | <b>817</b>                                      | 798                               |

## 6. 土地使用權－本集團

本集團於土地使用權的權益指有關土地的預付經營租賃款項，其賬面淨值分析如下：

本集團的土地使用權位於中國杭州及南通，於二零一四年十二月三十一日，餘下租期分別介乎10至50年。

於二零一四年十二月三十一日，賬面淨值約人民幣12,322,000元（二零一三年：人民幣27,137,000元）的土地使用權已就本集團的銀行借款質押為抵押品（附註22）。

土地使用權攤銷已於合併綜合收益表中扣除如下：

## Notes to the Consolidated Financial Statements

合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 7. PROPERTY, PLANT AND EQUIPMENT – GROUP

### 7. 物業、廠房及設備—本集團

|                             |                   | Buildings              | Plant and machinery       | Vehicles               | Office equipment and others<br>辦公室設備及其他 | Leasehold improvements   | Construction-in-progress | Total                  |
|-----------------------------|-------------------|------------------------|---------------------------|------------------------|---|--------------------------|--------------------------|------------------------|
|                             |                   | 樓宇<br>RMB'000<br>人民幣千元 | 廠房及機械<br>RMB'000<br>人民幣千元 | 汽車<br>RMB'000<br>人民幣千元 | 及其他<br>RMB'000<br>人民幣千元                 | 租賃裝修<br>RMB'000<br>人民幣千元 | 在建工程<br>RMB'000<br>人民幣千元 | 總計<br>RMB'000<br>人民幣千元 |
| At 1 January 2013           | 於二零一三年一月一日        |                        |                           |                        |   |                          |                          |                        |
| Cost                        | 成本                | 78,153                 | 111,646                   | 6,905                  | 6,807                                   | 955                      | 4,617                    | 209,083                |
| Accumulated depreciation    | 累計折舊              | (15,892)               | (43,639)                  | (4,545)                | (5,511)                                 | (645)                    | -                        | (70,232)               |
| Net book amount             | 賬面淨值              | 62,261                 | 68,007                    | 2,360                  | 1,296                                   | 310                      | 4,617                    | 138,851                |
| Year ended 31 December 2013 | 截至二零一三年十二月三十一日止年度 |                        |                           |                        |   |                          |                          |                        |
| Opening net book amount     | 年初賬面淨值            | 62,261                 | 68,007                    | 2,360                  | 1,296                                   | 310                      | 4,617                    | 138,851                |
| Additions                   | 添置                | 232                    | 2,014                     | 253                    | 202                                     | 177                      | 3,283                    | 6,161                  |
| Transfers                   | 轉撥                | -                      | 5,690                     | -                      | -                                       | -                        | (5,690)                  | -                      |
| Depreciation                | 折舊                | (2,364)                | (8,002)                   | (770)                  | (410)                                   | (95)                     | -                        | (11,641)               |
| Disposals                   | 出售                | -                      | (1,787)                   | (42)                   | -                                       | -                        | (479)                    | (2,308)                |
| Closing net book amount     | 年終賬面淨值            | 60,129                 | 65,922                    | 1,801                  | 1,088                                   | 392                      | 1,731                    | 131,063                |
| At 31 December 2013         | 於二零一三年十二月三十一日     |                        |                           |                        |   |                          |                          |                        |
| Cost                        | 成本                | 78,385                 | 116,174                   | 6,733                  | 6,954                                   | 1,132                    | 1,731                    | 211,109                |
| Accumulated depreciation    | 累計折舊              | (18,256)               | (50,252)                  | (4,932)                | (5,866)                                 | (740)                    | -                        | (80,046)               |
| Net book amount             | 賬面淨值              | 60,129                 | 65,922                    | 1,801                  | 1,088                                   | 392                      | 1,731                    | 131,063                |
| Year ended 31 December 2014 | 截至二零一四年十二月三十一日止年度 |                        |                           |                        |   |                          |                          |                        |
| Opening net book amount     | 年初賬面淨值            | 60,129                 | 65,922                    | 1,801                  | 1,088                                   | 392                      | 1,731                    | 131,063                |
| Additions                   | 添置                | 31                     | 6,189                     | 882                    | 455                                     | 135                      | 8,167                    | 15,859                 |
| Transfers                   | 轉撥                | -                      | 2,309                     | -                      | -                                       | -                        | (2,309)                  | -                      |
| Depreciation                | 折舊                | (2,378)                | (8,581)                   | (809)                  | (300)                                   | (194)                    | -                        | (12,262)               |
| Disposals                   | 出售                | -                      | (83)                      | (292)                  | -                                       | -                        | -                        | (375)                  |
| Closing net book amount     | 年終賬面淨值            | 57,782                 | 65,756                    | 1,582                  | 1,243                                   | 333                      | 7,589                    | 134,285                |
| At 31 December 2014         | 於二零一四年十二月三十一日     |                        |                           |                        |   |                          |                          |                        |
| Cost                        | 成本                | 78,416                 | 124,505                   | 6,479                  | 7,297                                   | 1,267                    | 7,589                    | 225,553                |
| Accumulated depreciation    | 累計折舊              | (20,634)               | (58,749)                  | (4,897)                | (6,054)                                 | (934)                    | -                        | (91,268)               |
| Net book amount             | 賬面淨值              | 57,782                 | 65,756                    | 1,582                  | 1,243                                   | 333                      | 7,589                    | 134,285                |

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

#### 7. PROPERTY, PLANT AND EQUIPMENT – GROUP (CONTINUED)

Depreciation expenses have been charged to the consolidated statement of comprehensive income as follows:

#### 7. 物業、廠房及設備—本集團 (續)

折舊開支已於合併綜合收益表中扣除如下：

|                         |      | Year ended 31 December<br>截至十二月三十一日止年度 |                                   |
|-------------------------|------|--|-----------------------------------|
|                         |      | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| Cost of sales           | 銷售成本 | 9,160                                  | 9,029                             |
| Administrative expenses | 行政開支 | 2,637                                  | 2,147                             |
| Selling expenses        | 銷售開支 | 107                                    | 107                               |
| Others                  | 其他   | 358                                    | 358                               |
|                         |      | <b>12,262</b>                          | 11,641                            |

As at 31 December 2014, buildings with net book values of approximately RMB35,128,000 were pledged as collaterals for the Group's bank borrowings (2013: RMB43,903,000) (Note 22).

於二零一四年十二月三十一日，賬面淨值約人民幣35,128,000元的樓宇已就本集團的銀行借款質押為抵押品（附註22）。

## Notes to the Consolidated Financial Statements

合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 8. INTANGIBLE ASSETS – GROUP

Intangible assets represent technical know-how related to advanced fabric dyeing and finishing process, sewage pipes use right and computer software. Movement was as follows:

### 8. 無形資產－本集團

無形資產指有關先進布料染整過程的技術知識、污水渠使用權及計算機軟件，有關變動如下：

|                                    |                   | Computer software | Technical know-how | Sewage pipes use right | Total   |
|------------------------------------|-------------------|-------------------|--------------------|------------------------|---------|
|                                    |                   | 計算機軟件             | 技術知識               | 污水渠使用權                 | 總計      |
|                                    |                   | RMB'000           | RMB'000            | RMB'000                | RMB'000 |
|                                    |                   | 人民幣千元             | 人民幣千元              | 人民幣千元                  | 人民幣千元   |
| <b>At 1 January 2013</b>           | 於二零一三年一月一日        |                   |                    |                        |         |
| Cost                               | 成本                | 225               | 7,274              | 2,400                  | 9,899   |
| Accumulated amortisation           | 累計攤銷              | (132)             | (1,348)            | (530)                  | (2,010) |
| Net book amount                    | 賬面淨值              | 93                | 5,926              | 1,870                  | 7,889   |
| <b>Year ended 31 December 2013</b> | 截至二零一三年十二月三十一日止年度 |                   |                    |                        |         |
| Opening net book amount            | 年初賬面淨值            | 93                | 5,926              | 1,870                  | 7,889   |
| Amortisation charge                | 攤銷費用              | (22)              | (741)              | (120)                  | (883)   |
| Closing net book amount            | 年終賬面淨值            | 71                | 5,185              | 1,750                  | 7,006   |
| <b>At 31 December 2013</b>         | 於二零一三年十二月三十一日     |                   |                    |                        |         |
| Cost                               | 成本                | 225               | 7,274              | 2,400                  | 9,899   |
| Accumulated amortisation           | 累計攤銷              | (154)             | (2,089)            | (650)                  | (2,893) |
| Net book amount                    | 賬面淨值              | 71                | 5,185              | 1,750                  | 7,006   |
| <b>Year ended 31 December 2014</b> | 截至二零一四年十二月三十一日止年度 |                   |                    |                        |         |
| Opening net book amount            | 年初賬面淨值            | 71                | 5,185              | 1,750                  | 7,006   |
| Amortisation charge                | 攤銷費用              | (24)              | (664)              | (120)                  | (808)   |
| Closing net book amount            | 年終賬面淨值            | 47                | 4,521              | 1,630                  | 6,198   |
| <b>At 31 December 2014</b>         | 於二零一四年十二月三十一日     |                   |                    |                        |         |
| Cost                               | 成本                | 225               | 7,274              | 2,400                  | 9,899   |
| Accumulated amortisation           | 累計攤銷              | (178)             | (2,753)            | (770)                  | (3,701) |
| Net book amount                    | 賬面淨值              | 47                | 4,521              | 1,630                  | 6,198   |



## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 8. INTANGIBLE ASSETS – GROUP (CONTINUED)

Amortisation expenses have been charged to the consolidated statement of comprehensive income as follows:

|                         |      | Year ended 31 December<br>截至十二月三十一日止年度 |                                   |
|-------------------------|------|--|-----------------------------------|
|                         |      | 2014<br>二零一四年<br>RMB'000<br>人民幣千元      | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| Cost of sales           | 銷售成本 | 784                                    | 861                               |
| Administrative expenses | 行政開支 | 24                                     | 22                                |
|                         |      | <b>808</b>                             | 883                               |

## 8. 無形資產－本集團（續）

攤銷開支已於合併綜合收益表中扣除如下：

## 9. INTEREST IN SUBSIDIARIES – COMPANY

### (a) Interest in subsidiaries

|   |              | 2014<br>二零一四年<br>RMB<br>人民幣 | 2013<br>二零一三年<br>RMB<br>人民幣 |
|---|--------------|-----------------------------|-----------------------------|
| Investments in unlisted shares, at cost | 非上市股份投資，按成本  | 6                           | 6                           |
| Advances to subsidiaries – non-current  | 向附屬公司的墊款－非流動 | 218,712,425                 | 155,534,959                 |
|   |              | <b>218,712,431</b>          | 155,534,965                 |

Advances to subsidiaries represent equity funding provided by the Company and are measured in accordance with the Company's accounting policy for investments in subsidiaries. It is unsecured and non-interest bearing.

## 9. 於附屬公司的權益－本公司

### (a) 於附屬公司的權益

向附屬公司的墊款指本公司提供的股本資金，並根據本公司的會計政策計量為於附屬公司的投資。墊款乃無抵押及不計息。

## 9. INTEREST IN SUBSIDIARIES – COMPANY (CONTINUED)

### (a) Interest in subsidiaries (Continued)

The details of the Company's principal subsidiaries at 31 December 2014, all of which are unlisted, are as follow:

| Name<br>名稱  | Place of incorporation and<br>type of legal entity<br>註冊成立地點及法律實體類型                     | Principal activities and<br>place of operations<br>主要業務及營業地點                          | Particulars of<br>issued and fully<br>paid share capital<br>已發行及繳足股本詳情 | Interest held<br>所持有之權益                     |   |
|---|---|---|--|---|---|
|   |   |   |  | 2014<br>二零一四年                               | 2013<br>二零一三年                               |
| Yongsheng Advanced Materials (BVI) Limited<br>永盛新材料(BVI)有限公司  | Limited liability company incorporated in The British Virgin Island<br>於英屬處女群島註冊成立的有限公司 | Investment holding company in Hong Kong<br>於香港從事投資控股                                  | US\$1<br>1美元   | 100%<br>(Directly held)<br>100%<br>(直接持有)   | 100%<br>(Directly held)<br>100%<br>(直接持有)   |
| Yongsheng Advanced Materials (HK) Limited<br>永盛新材料(香港)有限公司  | Limited liability company incorporated in Hong Kong<br>於香港註冊成立的有限公司                     | Investment holding company in Hong Kong<br>於香港從事投資控股                                  | US\$1<br>1美元   | 100%<br>(Indirectly held)<br>100%<br>(間接持有) | 100%<br>(Indirectly held)<br>100%<br>(間接持有) |
| Yongsheng (HK) International Co., Limited<br>永盛(香港)國際有限公司   | Limited liability company incorporated in Hong Kong<br>於香港註冊成立的有限公司                     | Trading of textile raw materials and products in Hong Kong<br>於香港從事紡織原材料及產品貿易         | US\$500,000<br>500,000美元   | 100%<br>(Indirectly held)<br>100%<br>(間接持有) | 100%<br>(Indirectly held)<br>100%<br>(間接持有) |
| Yongsheng Dyeing and Finishing Company Limited ("Yongsheng Dyeing")<br>杭州滙維仕永盛染整有限公司(「永盛染整」)                  | Limited liability company incorporated in the PRC<br>於中國註冊成立的有限公司                       | Provision of dyeing services in the PRC<br>於中國從事提供染色服務                                | RMB200,000,000<br>人民幣200,000,000元                                      | 100%<br>(Indirectly held)<br>100%<br>(間接持有) | 100%<br>(Indirectly held)<br>100%<br>(間接持有) |
| Hangzhou Xiaoshan Yongsheng Foreign Trading Company Limited<br>杭州蕭山永盛對外貿易有限公司                                 | Limited liability company incorporated in the PRC<br>於中國註冊成立的有限公司                       | Trading of textile raw materials and products in the PRC<br>於中國從事紡織原材料及產品貿易           | RMB11,000,000<br>人民幣11,000,000元  | 100%<br>(Indirectly held)<br>100%<br>(間接持有) | 100%<br>(Indirectly held)<br>100%<br>(間接持有) |
| Hangzhou Huvis Yongsheng Chemical Fiber Company Limited ("Yongsheng Chemical Fiber")<br>杭州匯維仕永盛化纖有限公司(「永盛化纖」) | Limited liability company incorporated in the PRC<br>於中國註冊成立的有限公司                       | Developing and manufacturing of polyester filament yarns in the PRC<br>於中國從事開發及製造滌綸長絲 | RMB40,000,000<br>人民幣40,000,000元  | 70%<br>(Indirectly held)<br>70%<br>(間接持有)   | 70%<br>(Indirectly held)<br>70%<br>(間接持有)   |
| Nantong Yongsheng Fiber Advanced Materials Company Limited ("Nantong Yongsheng")<br>南通永盛纖維新材料有限公司(「南通永盛」)     | Limited liability company incorporated in the PRC<br>於中國註冊成立的有限公司                       | Developing and manufacturing of polyester filament yarns in the PRC<br>於中國從事開發及製造滌綸長絲 | RMB30,000,000<br>人民幣30,000,000元  | 92%<br>(Indirectly held)<br>92%<br>(間接持有)   | 90%<br>(Indirectly held)<br>90%<br>(間接持有)   |

## 9. 於附屬公司的權益—本公司(續)

### (a) 於附屬公司的權益(續)

於二零一四年十二月三十一日，本公司主要附屬公司(全部均未上市)的詳情如下：

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 9. INTEREST IN SUBSIDIARIES – COMPANY (CONTINUED)

### (b) Material non-controlling interests

The total non-controlling interest as at 31 December 2014 is RMB30,296,000, of which RMB27,693,000 is for Yongsheng Chemical Fiber and RMB2,603,000 is attributed to Nantong Yongsheng. Set out below are the summarised financial information for each subsidiary that has non-controlling interests.

#### Summarised balance sheet:

|  |               | Yongsheng Chemical Fiber<br>永盛化纖  |                                   | Nantong Yongsheng<br>南通永盛         |                                   |
|--|---------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|  |               | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| Current Assets                         | 流動資產          | 82,919                            | 82,318                            | 67,662                            | 84,680                            |
| Liabilities                            | 負債            | (21,644)                          | (42,541)                          | (87,017)                          | (112,530)                         |
| Total current net assets/(liabilities) | 流動資產/(負債)淨值總額 | 61,275                            | 39,777                            | (19,355)                          | (27,850)                          |
| Non-current Assets                     | 非流動資產         | 33,244                            | 37,240                            | 54,633                            | 53,454                            |
| Liabilities                            | 負債            | (2,209)                           | (2,373)                           | (2,738)                           | (3,188)                           |
| Total non-current net assets           | 非流動資產淨值總額     | 31,035                            | 34,867                            | 51,895                            | 50,266                            |
| Net assets                             | 資產淨值          | 92,310                            | 74,644                            | 32,540                            | 22,416                            |

## 9. 於附屬公司的權益—本公司 (續)

### (b) 重大非控股權益

於二零一四年十二月三十一日的非控股權益總額為人民幣30,296,000元，其中人民幣27,693,000元乃屬於永盛化纖及人民幣2,603,000元乃歸屬於南通永盛。以下載列持有非控股權益的各附屬公司的財務資料概要。

#### 資產負債表概要：

9. INTEREST IN SUBSIDIARIES – COMPANY  
(CONTINUED)9. 於附屬公司的權益 – 本公司  
(續)(b) Material non-controlling interests  
(Continued)

## (b) 重大非控股權益 (續)

## Summarised income statement:

## 收益表概要：

|   |                 | Yongsheng Chemical Fiber<br>永盛化纖  |                                   | Nantong Yongsheng<br>南通永盛         |                                   |
|---|-----------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|   |                 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| Revenue   | 收益              | 212,233                           | 241,517                           | 127,756                           | 94,615                            |
| Profit before income tax  | 除所得稅前溢利         | 33,937                            | 36,405                            | 13,702                            | 7,573                             |
| Income tax expense  | 所得稅開支           | (6,268)                           | (9,947)                           | (3,577)                           | (1,932)                           |
| Post-tax profit from continuing operations                        | 來自持續業務的除稅後溢利    | 27,669                            | 26,458                            | 10,125                            | 5,641                             |
| Total comprehensive income  | 綜合收益總額          | 27,669                            | 26,458                            | 10,125                            | 5,641                             |
| Total comprehensive income allocated to Non-Controlling Interests | 分配至非控制權益的綜合收益總額 | 8,300                             | 7,937                             | 837                               | 564                               |
| Dividend paid to Non-Controlling Interests                        | 向非控股股東支付股息      | 3,000                             | -                                 | -                                 | -                                 |

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 9. INTEREST IN SUBSIDIARIES – COMPANY (CONTINUED)

### (b) Material non-controlling interests (Continued)

#### Summarised cash flows:

|  |                   | Yongsheng Chemical Fiber<br>永盛化纖  |                                   | Nantong Yongsheng<br>南通永盛         |                                   |
|--|-------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|  |                   | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| Cash generated from/(used in) operations               | 經營所得/(所用)現金       | 37,040                            | 50,954                            | 39,965                            | (14,418)                          |
| Interest paid  | 已付利息              | (52)                              | (1,138)                           | (3,679)                           | (3,725)                           |
| Income tax paid  | 已付所得稅             | (8,753)                           | (3,208)                           | (1,565)                           | -                                 |
| Net cash generated from/(used in) operating activities | 經營活動所得/(所用)現金淨額   | 28,235                            | 46,608                            | 34,721                            | (18,143)                          |
| Net cash used in investing activities                  | 投資活動所用現金淨額        | (48)                              | (46,326)                          | (5,969)                           | (4,361)                           |
| Net cash (used in)/generated from financing activities | 融資活動(所用)/所得現金淨額   | (26,000)                          | (1,000)                           | (28,806)                          | 50,288                            |
| Net increase/(decrease) in cash and cash equivalents   | 現金及現金等值物增加/(減少)淨額 | 2,187                             | (718)                             | (54)                              | 27,784                            |
| Cash and cash equivalents at beginning of year         | 年初的現金及現金等值物       | 1,548                             | 2,417                             | 30,368                            | 2,588                             |
| Exchange losses on cash and cash equivalents           | 現金及現金等值物換算虧損      | (297)                             | (151)                             | (6)                               | (4)                               |
| Cash and cash equivalents at end of year               | 年末的現金及現金等值物       | 3,438                             | 1,548                             | 30,308                            | 30,368                            |

The information above is the amount before inter-company eliminations.

#### 現金流量概要：

## 9. 於附屬公司的權益－本公司 (續)

### (b) 重大非控股權益 (續)

上述的資料乃為於公司間抵銷前的金額。

## Notes to the Consolidated Financial Statements

合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 10. DEFERRED INCOME TAX – GROUP

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset and when the deferred income taxes relate to the same fiscal authority. The net deferred income tax balances after offsetting are as follows:

|   |             | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---|-------------|-----------------------------------|-----------------------------------|
| Deferred income tax assets:                 | 遞延所得稅資產：    |                                   |                                   |
| – to be recovered after more than 12 months | – 將於十二個月後收回 | 3,065                             | 3,283                             |
| – to be recovered within 12 months          | – 將於十二個月內收回 | 5,351                             | 5,290                             |
|   |             | <b>8,416</b>                      | 8,573                             |

The gross movements in the deferred income tax account are as follows:

|   |                 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---|-----------------|-----------------------------------|-----------------------------------|
| Beginning of the year   | 年初              | 8,573                             | 10,794                            |
| Debited to the consolidated statement of comprehensive income (Note 29) | 計入合併綜合收益表(附註29) | (157)                             | (2,221)                           |
| End of the year   | 年末              | <b>8,416</b>                      | 8,573                             |

Movements in deferred income tax assets and liabilities, without taking into consideration the offsetting of balance within the same tax jurisdiction, are as follows:

### 10. 遞延所得稅 – 本集團

於遞延所得稅資產與負債有合法可執行權利互相抵銷，及當遞延所得稅與同一稅務機構有關時，則可抵銷。於抵銷後遞延所得稅結餘淨額如下：

遞延所得稅賬目的總變動如下：

遞延所得稅資產及負債變動(未有計及抵銷同一稅務司法權區內的結餘)如下：

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 10. DEFERRED INCOME TAX – GROUP (CONTINUED)

The movements in deferred tax assets:

|  |               | Provision for write-down of inventories<br>存貨撇減撥備<br>RMB'000<br>人民幣千元 | Deferred income<br>遞延收入<br>RMB'000<br>人民幣千元 | Accruals<br>應計款項<br>RMB'000<br>人民幣千元 | Provision for impairment of receivables<br>應收款項減值撥備<br>RMB'000<br>人民幣千元 | Pre-operating expenses<br>經營前開支<br>RMB'000<br>人民幣千元 | Changes in fair values of financial assets<br>公平值變動<br>RMB'000<br>人民幣千元 | Tax losses<br>稅項虧損<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|--|---------------|---|---|--------------------------------------|---|---|---|--|---------------------------------|
| At 1 January 2013  | 於二零一三年一月一日    | 1,466   | 3,374                                       | 1,823                                | 1,302   | 39  | 38  | 3,968                                  | 12,010                          |
| Recognised in the consolidated statement of comprehensive income | 已於合併綜合收益表內確認  | 33  | 91  | 621                                  | 36  | (39)  | (38)  | (2,268)                                | (1,564)                         |
| At 31 December 2013  | 於二零一三年十二月三十一日 | 1,499   | 3,465                                       | 2,444                                | 1,338   | -   | -   | 1,700                                  | 10,446                          |
| Recognised in the consolidated statement of comprehensive income | 已於合併綜合收益表內確認  | (843)   | (215)                                       | 3,192                                | (308)   | -   | -   | 59                                     | 1,885                           |
| At 31 December 2014  | 於二零一四年十二月三十一日 | 656   | 3,250                                       | 5,636                                | 1,030   | -   | -   | 1,759                                  | 12,331                          |

## 10. 遞延所得稅—本集團(續)

遞延稅項資產的變動：

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through the future taxable profit is probable. The Group did not recognise cumulative deferred tax assets of RMB1,316,000 (2013: RMB1,316,000) in respect of tax losses amounted to RMB5,264,000 (2013: RMB5,264,000) that can be carried forward against future taxable income as at 31 December 2014.

當有可能透過未來應課稅溢利變現相關稅務利益時，則會就結轉的稅項虧損確認遞延所得稅資產。於二零一四年十二月三十一日，本集團並無就可結轉抵銷未來應課稅收入的稅項虧損人民幣5,264,000元（二零一三年：人民幣5,264,000元）確認累計遞延稅項資產人民幣1,316,000元（二零一三年：人民幣1,316,000元）。

## Notes to the Consolidated Financial Statements

合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 10. DEFERRED INCOME TAX – GROUP (CONTINUED)

The movements in deferred tax liabilities are as follows:

|  |               | Unrealized investment income<br>未變現投資收入<br>RMB'000<br>人民幣千元 | Unrealized interest income<br>未變現利息收入<br>RMB'000<br>人民幣千元 | Withholding tax<br>預扣稅<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|--|---------------|---|---|--|---------------------------------|
| At 1 January 2013  | 於二零一三年一月一日    | (1,216)   | -   | -  | (1,216)                         |
| Recognised in the consolidated statement of comprehensive income | 已於合併綜合收益表內確認  | 1,216   | (700)   | (1,173)                                    | (657)                           |
| At 31 December 2013  | 於二零一三年十二月三十一日 | -   | (700)   | (1,173)                                    | (1,873)                         |
| Recognised in the consolidated statement of comprehensive income | 已於合併綜合收益表內確認  | -   | 695   | (2,737)                                    | (2,042)                         |
| At 31 December 2014  | 於二零一四年十二月三十一日 | -   | (5)   | (3,910)                                    | (3,915)                         |

### 10. 遞延所得稅－本集團（續）

遞延稅項負債的變動如下：

### 11. INVENTORIES – GROUP

|                  |      | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|------------------|------|-----------------------------------|-----------------------------------|
| Finished goods   | 製成品  | 72,765                            | 104,361                           |
| Raw materials    | 原材料  | 15,509                            | 11,752                            |
| Work in progress | 在製品  | 2,178                             | 3,044                             |
| Less: provision  | 減：撥備 | (2,623)                           | (5,995)                           |
|                  |      | 87,829                            | 113,162                           |

For the year ended 31 December 2014, the cost of inventories recognised as cost of sales amounted to approximately RMB1,232,510,000 (2013: RMB1,633,160,000).

截至二零一四年十二月三十一日止年度，已確認為銷售成本的存貨成本約為人民幣1,232,510,000元（二零一三年：人民幣1,633,160,000元）。



## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

#### 11. INVENTORIES – GROUP (CONTINUED)

Movements of provision for inventory are analysed as follows:

|                       |    | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|-----------------------|----|-----------------------------------|-----------------------------------|
| Beginning of the year | 年初 | (5,995)                           | (5,862)                           |
| Addition              | 添置 | (2,279)                           | (133)                             |
| Write-off             | 撇銷 | 5,651                             | -                                 |
| End of the year       | 年終 | (2,623)                           | (5,995)                           |

#### 11. 存貨－本集團（續）

存貨撥備變動分析如下：

#### 12. TRADE AND BILLS RECEIVABLES – GROUP

|                                   |               | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|-----------------------------------|---------------|-----------------------------------|-----------------------------------|
| Trade receivables                 | 貿易應收款項        | 95,757                            | 94,006                            |
| Bills receivable                  | 應收票據          | 38,165                            | 37,207                            |
|                                   |               | 133,922                           | 131,213                           |
| Less: Provision for impairment    | 減：減值撥備        | (4,941)                           | (5,108)                           |
| Trade and bills receivables – net | 貿易應收款項及應收票據淨額 | 128,981                           | 126,105                           |

#### 12. 貿易應收款項及應收票據－本集團

## Notes to the Consolidated Financial Statements

合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 12. TRADE AND BILLS RECEIVABLES – GROUP (CONTINUED)

The Group's sales are normally made on credit terms of 30-90 days. Ageing analysis of trade receivables based on invoice date was as follows:

|                    |         | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--------------------|---------|-----------------------------------|-----------------------------------|
| Trade receivables: | 貿易應收款項： |                                   |                                   |
| Less than 3 months | 少於三個月   | 84,338                            | 71,694                            |
| 3 to 6 months      | 三至六個月   | 3,424                             | 10,546                            |
| 6 months to 1 year | 六個月至一年  | 1,125                             | 5,451                             |
| 1 to 2 years       | 一至兩年    | 1,929                             | 1,384                             |
| 2 to 3 years       | 兩至三年    | 134                               | 1,128                             |
| More than 3 years  | 超過三年    | 4,807                             | 3,803                             |
|                    |         | <b>95,757</b>                     | 94,006                            |

Ageing analysis of past due but not impaired trade receivables was as follows:

|                    |        | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--------------------|--------|-----------------------------------|-----------------------------------|
| Trade receivables: | 貿易應收款項 |                                   |                                   |
| 3 to 6 months      | 三至六個月  | 3,424                             | 10,546                            |
| 6 months to 1 year | 六個月至一年 | 1,125                             | 5,451                             |
| 1 to 2 years       | 一至兩年   | 1,929                             | 1,207                             |
|                    |        | <b>6,478</b>                      | 17,204                            |

### 12. 貿易應收款項及應收票據－本集團（續）

本集團一般按介乎30至90日的信貸期進行銷售。貿易應收款項按發票日期的賬齡分析如下：

已到期但未減值的貿易應收款項賬齡分析如下：

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 12. TRADE AND BILLS RECEIVABLES – GROUP (CONTINUED)

As at 31 December 2014, based on the past experiences and review of the operating situation with the customers, the directors are of the view that past due trade receivables, amounting to approximately RMB6,478,000 (2013: RMB17,204,000) were not impaired, as there has not been a significant change in their credit quality and the balances are considered fully recoverable.

The ageing of bills receivables is within 180 days, which is within the credit term.

The carrying amounts of the Group's trade and bills receivables were denominated in the following currencies:

## 12. 貿易應收款項及應收票據—本集團(續)

於二零一四年十二月三十一日，根據過往經驗及檢討與客戶的經營情況，董事認為，約為人民幣6,478,000元(二零一三年：人民幣17,204,000元)的已到期貿易應收款項尚未減值，原因為彼等的信貸質量並無重大變動，並且認為可全數收回該等結餘。

應收票據的賬齡為180日內，屬信貸期內。

本集團貿易應收款項及應收票據的賬面值以下列貨幣結算：

|   |             | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---|-------------|-----------------------------------|-----------------------------------|
| Trade and bills receivables are denominated in: | 貿易應收款項及應收票據 |                                   |                                   |
|   | 乃按下列貨幣計值：   |                                   |                                   |
| RMB   | 人民幣         | 71,532                            | 101,372                           |
| US\$  | 美元          | 62,256                            | 29,706                            |
| EUR   | 歐元          | 134                               | 135                               |
|   |             | <b>133,922</b>                    | 131,213                           |

## 12. TRADE AND BILLS RECEIVABLES – GROUP (CONTINUED)

Movement of the provision for impairment of trade receivables is as follows:

|   |               | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---|---------------|-----------------------------------|-----------------------------------|
| At beginning of year                      | 年初            | (5,108)                           | (5,116)                           |
| Provision for trade receivables           | 貿易應收款項撥備      | (188)                             | (225)                             |
| Write-off of receivables as uncollectible | 撇銷應收款項為不可收回款項 | 355                               | 233                               |
| At end of year                            | 年終            | (4,941)                           | (5,108)                           |

Provision for impairment of trade receivables is charged to administrative expenses in the consolidated statement of comprehensive income (Note 25). Amounts charged to the allowance account are generally written off when there is no expectation of recovery of additional cash.

The maximum exposure to credit risk as at the balance sheet date is the carrying value of the trade receivables.

## 12. 貿易應收款項及應收票據—本集團 (續)

貿易應收款項減值撥備變動如下：

貿易應收款項減值撥備已於合併綜合收益表的行政開支中扣除(附註25)。於撥備賬目中扣除的金額一般於預期不能收回額外現金時撇銷。

於結算日的最大信貸風險為貿易應收款項的賬面值。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 13. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES – GROUP AND COMPANY

#### (a) Group

|   |                  | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---|------------------|-----------------------------------|-----------------------------------|
| Prepayment to suppliers                           | 向供應商支付的預付款項      | 5,651                             | 13,609                            |
| Deposits and other receivables                    | 按金及其他應收款項        | 3,070                             | 3,179                             |
| Prepaid expenses                                  | 預付開支             | 1,166                             | 766                               |
| Interest receivables                              | 應收利息             | 385                               | 2,841                             |
| Value-added tax recoverable                       | 可收回增值稅           | 231                               | -                                 |
|   |                  | <b>10,503</b>                     | 20,395                            |
| Less: provision for impairment                    | 減：減值撥備           | <b>(161)</b>                      | (337)                             |
| Prepayments, deposits and other receivables – net | 預付款項、按金及其他應收款項淨額 | <b>10,342</b>                     | 20,058                            |

Movement of the provision for impairment of other receivables is as follows:

其他應收款項減值撥備變動如下：

|   |                     | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---|---------------------|-----------------------------------|-----------------------------------|
| At beginning of year                                    | 年初                  | <b>(337)</b>                      | (195)                             |
| Reversal of provision/(provision) for other receivables | 其他應收款項撥備撥回/<br>(撥備) | <b>176</b>                        | (142)                             |
| At end of year  | 年終                  | <b>(161)</b>                      | (337)                             |

**13. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES – GROUP AND COMPANY (CONTINUED)****(a) Group (Continued)**

Impairment provision for other receivables is charged to administrative expenses in the consolidated statement of comprehensive income (Note 25). Amounts charged to the allowance account are generally written off when there is no expectation of recovery of additional cash.

The maximum exposure to credit risk as at the balance sheet date is the carrying value of prepayments, deposits and other receivables.

**(b) Company****13. 預付款項、按金及其他應收款項 – 本集團及本公司 (續)****(a) 本集團 (續)**

其他應收款項減值撥備已於合併綜合收益表的行政開支中扣除(附註25)。於撥備賬目中扣除的金額一般於預期不能收回額外現金時撇銷。

於結算日的最大信貸風險為預付款項、按金及其他應收款項的賬面值。

**(b) 本公司**

|  | <b>2014</b><br>二零一四年<br><b>RMB'000</b><br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|---|-----------------------------------|
| Prepaid expenses and other receivables 預付開支及其他應收款項 | <b>187</b>                                      | 114                               |

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

#### 14. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS – GROUP

|                    |        | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--------------------|--------|-----------------------------------|-----------------------------------|
| Listed in the PRC: | 於中國上市： |                                   |                                   |
| – Funds            | – 基金   | –                                 | 757                               |

Financial assets at fair value through profit or loss represented trading security. The fair values of this security is based on their closing bid prices in an active market. Changes in fair value of and gains or losses on disposal of the financial assets at fair value through profit or loss are recorded in 'other gains, net' (Note 24).

#### 15. RESTRICTED CASH – GROUP

Restricted cash were denominated in the following currencies:

|      |     | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|------|-----|-----------------------------------|-----------------------------------|
| RMB  | 人民幣 | 11,541                            | 114,859                           |
| US\$ | 美元  | 1,396                             | 3,528                             |
|      |     | <b>12,937</b>                     | 118,387                           |

#### 14. 按公平值計入損益的金融資產－本集團

按公平值計入損益的金融資產指買賣證券。該證券的公平值根據其於活躍市場上的收市買入價計算。按公平值計入損益的金融資產的公平值變動及出售收益或虧損記入「其他收益淨額」項內（附註24）。

#### 15. 受限制現金－本集團

受限制現金以下列貨幣結算：

## Notes to the Consolidated Financial Statements

合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 15. RESTRICTED CASH – GROUP (CONTINUED)

Restricted cash refers to deposits pledged for letter of credits and bank borrowings as collaterals:

|                           |            | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---------------------------|------------|-----------------------------------|-----------------------------------|
| Letter of credits         | 信用證        | 12,937                            | 20,684                            |
| Bank borrowings (Note 22) | 銀行借款(附註22) | -                                 | 97,703                            |
|                           |            | <b>12,937</b>                     | 118,387                           |

### 15. 受限制現金－本集團(續)

受限制現金指就信用證及銀行借款質押為抵押品的存款：

### 16. CASH AND CASH EQUIVALENTS – GROUP AND COMPANY

Cash and cash equivalents represent cash in hand and demand deposits.

Cash and cash equivalents were denominated in the following currencies:

|      |     | Group<br>本集團                      |                                   | Company<br>本公司                    |                                   |
|------|-----|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|      |     | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| RMB  | 人民幣 | 119,744                           | 132,527                           | 17,747                            | 80,397                            |
| US\$ | 美元  | 8,554                             | 26,842                            | 3                                 | -                                 |
| HK\$ | 港元  | 397                               | 7,190                             | 98                                | 5,646                             |
|      |     | <b>128,695</b>                    | 166,559                           | <b>17,848</b>                     | 86,043                            |

### 16. 現金及現金等值物－本集團及本公司

現金及現金等值物指手頭現金及活期存款。

現金及現金等值物以下列貨幣結算：



## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

#### 16. CASH AND CASH EQUIVALENTS – GROUP AND COMPANY (CONTINUED)

RMB is currently not a freely convertible currency in international market. The conversion of RMB denominated balances into foreign currencies and the remittance of the foreign currencies out of the PRC are subject to relevant rules and regulations of foreign exchange control promulgated by the PRC government.

#### 16. 現金及現金等值物—本集團及本公司(續)

人民幣目前是一種不能在國際市場自由兌換的貨幣，兌換以人民幣結算的結餘為外幣及從中國匯出外幣均受到中國政府頒佈的相關外匯控制規則及規例所規限。

#### 17. SHARE CAPITAL AND SHARE PREMIUM – GROUP AND COMPANY

#### 17. 股本及股份溢價—本集團及本公司

|  |   | Number of<br>shares<br>股份數目<br>'000<br>千股 | Ordinary shares<br>普通股<br>HK\$'000<br>千港元 |                                      |                                 |
|--|---|---|---|--------------------------------------|---------------------------------|
| <b>Authorised shares:</b>  |   | <b>法定股本：</b>                              |   |                                      |                                 |
| At 31 December 2014 and 2013<br>(ordinary shares of HK\$0.01 each) | 於二零一四年及二零一三年<br>十二月三十一日<br>(每股0.01港元的普通股) | 2,000,000                                 |   |                                      | 20,000                          |
| <b>Issued shares and fully paid up:</b>                            |   | <b>已發行股份及已繳足股款：</b>                       |   |                                      |                                 |
|  |   | Number of<br>shares<br>股份數目               | Share<br>capital<br>RMB'000<br>人民幣千元      | Share<br>premium<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
| At 1 January 2013  | 於二零一三年一月一日                                | 2,000,000                                 | 16  | 160,397                              | 160,413                         |
| Issue of shares to Ever Thrive in 2013 (a)                         | 於二零一三年向恆盛發行股份(a)                          | 672,990                                   | 5   | -                                    | 5                               |
| Capitalisation issue on 27 November 2013 (b)                       | 於二零一三年十一月二十七日<br>資本化發行(b)                 | 297,327,010                               | 2,353                                     | -                                    | 2,353                           |
| Issue of shares on 27 November 2013 (b)                            | 於二零一三年十一月二十七日<br>發行股份(b)                  | 100,000,000                               | 791                                       | 75,115                               | 75,906                          |
| At 31 December 2014 and 2013                                       | 於二零一四年及二零一三年<br>十二月三十一日                   | 400,000,000                               | 3,165                                     | 235,512                              | 238,677                         |

## 17. SHARE CAPITAL AND SHARE PREMIUM – GROUP AND COMPANY (CONTINUED)

- (a) On 31 January 2013, 672,990 shares at par value of HK\$0.01 were allotted and issued to Ever Thrive at consideration of HK\$6,730 (equivalent to RMB5,400) by the Company.
- (b) Pursuant to the written resolution passed by the Company's board of directors and shareholders on 7 November 2013, the authorised share capital of the Company was increased from HK\$380,000 (divided into 38,000,000 shares of HK\$0.01 each) to HK\$20,000,000 (divided into 2,000,000,000 shares of HK\$0.01 each) by creation of an additional 1,962,000,000 shares of HK\$0.01 each.

The Company capitalised an amount of HK\$2,973,270 (equivalent to RMB2,353,000) credited from share premium account as a result of the public offering of shares of the Company (the "Capitalisation issue") and to appropriate such amount as capital to pay up in full at par 297,327,010 shares for allotment and issue to the persons whose names appear on the register of members of the Company on 6 November 2013 in proportion to their then existing shareholdings in the Company, each ranking pari passu in all respects with the shares then in issue.

On 27 November 2013, the Company completed its initial public offering of 400,000,000 shares of HK\$0.01 each at a price of HK\$1.18 per share, comprising 100,000,000 new shares offered by the Company and 300,000,000 existing shares of the Company offered by the shareholders of the Company. The Company's shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited on the same date. Total listing proceeds, net of listing expenses of RMB15,084,000, resulted in an increase in issued share capital of the Company by RMB3,144,000 and share premium by RMB75,115,000.

## 17. 股本及股份溢價—本集團及本公司 (續)

- (a) 本公司於二零一三年一月三十一日按面值0.01港元向恆盛配發及發行672,990股股份，代價為6,730港元（相當於人民幣5,400元）。
- (b) 根據本公司董事會及股東於二零一三年十一月七日通過的書面決議案，本公司法定股本已通過增發額外1,962,000,000股每股面值0.01港元的股份而自38,000,000港元（分為38,000,000股每股面值0.01港元的股份）增加至20,000,000港元（分為2,000,000,000股每股面值0.01港元的股份）。

本公司將因公開發售本公司股份而自股份溢價賬錄得進賬的款項2,973,270港元（相當於人民幣2,353,000元）撥充資本（「資本化發行」），並將有關款項分撥為用以按面值悉數繳足297,327,010股股份的資本，以向於二零一三年十一月六日名列本公司股東名冊的人士按彼等當時於本公司的現有股權比例配發及發行，而將予配發及發行的各股份將在各方面與當時已發行股份享有同等權利。

於二零一三年十一月二十七日，本公司完成以每股1.18港元的價格首次公開發售400,000,000股每股面值0.01港元的股份，包括由本公司發售的100,000,000股新股份及由本公司股東發售的300,000,000股本公司現有股份。於同日，本公司股份在香港聯合交易所有限公司主板上市。上市所得款項總額（扣除上市開支人民幣15,084,000元）導致本公司已發行股本增加人民幣3,144,000元及股份溢價增加人民幣75,115,000元。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 18. OTHER RESERVES – GROUP AND COMPANY

### (a) Group

|   |                   | Note | Others<br>其他<br>RMB'000<br>人民幣千元 | Statutory<br>reserves<br>法定儲備<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|---|-------------------|------|----------------------------------|---|---------------------------------|
| At 31 December 2012                                   | 於二零一二年十二月三十一日     |      | (46,005)                         | 11,190  | (34,815)                        |
| Currency translation differences                      | 貨幣換算差額            |      | (980)                            | -   | (980)                           |
| Appropriation to statutory reserves                   | 分撥至法定儲備           | (a)  | -                                | 2,115   | 2,115                           |
| At 31 December 2013                                   | 於二零一三年十二月三十一日     |      | (46,985)                         | 13,305  | (33,680)                        |
| Currency translation differences                      | 貨幣換算差額            |      | (337)                            | -   | (337)                           |
| Appropriation to statutory reserves                   | 分撥至法定儲備           | (a)  | -                                | 3,488   | 3,488                           |
| Acquisition of additional interest<br>in a subsidiary | 收購一間附屬公司的<br>額外權益 | (b)  | (125)                            | -   | (125)                           |
| At 31 December 2014                                   | 於二零一四年十二月三十一日     |      | (47,447)                         | 16,793  | (30,654)                        |

(a) As stipulated by regulations in the PRC and the Articles of Association of the Company's subsidiaries established in the PRC, the subsidiaries established in the PRC are required to appropriate 10% of their PRC GAAP after-tax profit (after offsetting prior years' losses) to statutory surplus reserve fund before distributing their profit. When the balance of such reserve reaches 50% of each subsidiary's share capital, any further appropriation is optional. The statutory surplus reserve fund can be utilised to offset prior years' losses or to issue bonus shares.

(b) On 1 March 2014, the Group acquired a 2% equity interest in Nantong Yongsheng, a subsidiary, from the non-controlling shareholder at cash consideration of RMB600,000. The carrying amount of the acquired non-controlling interests on the date of acquisition amounted to RMB475,000. The difference between the consideration paid and the acquired non-controlling interests, amounting to RMB125,000 was credited into the other reserve. Upon the completion of the acquisition, the Group has a 92% equity interest in Nantong Yongsheng.

## 18. 其他儲備—本集團及本公司

### (a) 本集團

|   |                   | Note | Others<br>其他<br>RMB'000<br>人民幣千元 | Statutory<br>reserves<br>法定儲備<br>RMB'000<br>人民幣千元 | Total<br>總計<br>RMB'000<br>人民幣千元 |
|---|-------------------|------|----------------------------------|---|---------------------------------|
| At 31 December 2012                                   | 於二零一二年十二月三十一日     |      | (46,005)                         | 11,190  | (34,815)                        |
| Currency translation differences                      | 貨幣換算差額            |      | (980)                            | -   | (980)                           |
| Appropriation to statutory reserves                   | 分撥至法定儲備           | (a)  | -                                | 2,115   | 2,115                           |
| At 31 December 2013                                   | 於二零一三年十二月三十一日     |      | (46,985)                         | 13,305  | (33,680)                        |
| Currency translation differences                      | 貨幣換算差額            |      | (337)                            | -   | (337)                           |
| Appropriation to statutory reserves                   | 分撥至法定儲備           | (a)  | -                                | 3,488   | 3,488                           |
| Acquisition of additional interest<br>in a subsidiary | 收購一間附屬公司的<br>額外權益 | (b)  | (125)                            | -   | (125)                           |
| At 31 December 2014                                   | 於二零一四年十二月三十一日     |      | (47,447)                         | 16,793  | (30,654)                        |

(a) 誠如中國法規及於中國成立的本公司附屬公司的組織章程細則所規定，於中國成立的附屬公司須於分派其溢利前將其中國公認會計準則稅後溢利（於抵銷過往年度的虧損後）的10%撥至法定盈餘公積金。倘有關儲備結餘達致各附屬公司股本的50%，則可選擇是否再撥款。法定盈餘公積金可用於抵銷過往年度虧損或發行紅股。

(b) 於二零一四年三月一日，本集團以現金代價人民幣600,000元向非控股股東收購一間附屬公司南通永盛的2%股權。獲收購非控股權益於收購日期的賬面值為人民幣475,000元。已付代價與所收購非控股權益之間的差額人民幣125,000元已計入其他儲備。於收購完成時，本集團持有南通永盛92%股權。

## Notes to the Consolidated Financial Statements

合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 18. OTHER RESERVES – GROUP AND COMPANY (CONTINUED)

#### (b) Company

|                                  |               | <b>Other reserve</b> |
|----------------------------------|---------------|----------------------|
|                                  |               | 其他儲備                 |
|                                  |               | RMB'000              |
|                                  |               | 人民幣千元                |
| At 31 December 2012              | 於二零一二年十二月三十一日 | –                    |
| Currency translation differences | 匯兌差異          | (5,258)              |
| At 31 December 2013              | 於二零一三年十二月三十一日 | (5,258)              |
| Currency translation differences | 匯兌差異          | <b>772</b>           |
| At 31 December 2014              | 於二零一四年十二月三十一日 | <b>(4,486)</b>       |

### 18. 其他儲備—本集團及本公司 (續)

#### (b) 本公司

### 19. ACCUMULATED LOSSES – COMPANY

The loss attributable to owners of the Company is dealt with in the financial statements of the Company to the extent of RMB2,285,000 (2013:RMB5,915,000).

The movement on the accumulated losses was as follows:

### 19. 累計虧損—本公司

於本公司財務報表內處理的本公司擁有人應佔虧損為人民幣2,285,000元(二零一三年:人民幣5,915,000元)。

累計虧損的變動如下:

|                             |                  | <b>Accumulated losses</b> |
|-----------------------------|------------------|---------------------------|
|                             |                  | 累計虧損                      |
|                             |                  | RMB'000                   |
|                             |                  | 人民幣千元                     |
| Balance at 1 January 2013   | 於二零一三年一月一日的結餘    | (351)                     |
| Loss for the year           | 年度虧損             | (5,915)                   |
| Balance at 31 December 2013 | 於二零一三年十二月三十一日的結餘 | (6,266)                   |
| Loss for the year           | 年度虧損             | <b>(2,285)</b>            |
| Balance at 31 December 2014 | 於二零一四年十二月三十一日的結餘 | <b>(8,551)</b>            |

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 20. TRADE PAYABLES – GROUP

## 20. 貿易應付款項 – 本集團

|                |        | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|----------------|--------|-----------------------------------|-----------------------------------|
| Trade payables | 貿易應付款項 | <b>105,535</b>                    | 116,829                           |

Ageing analysis of trade payables based on invoice date was as follows:

貿易應付款項根據發票日期的賬齡分析如下：

|                    |        | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--------------------|--------|-----------------------------------|-----------------------------------|
| Less than 6 months | 少於六個月  | <b>100,584</b>                    | 109,898                           |
| 6 months to 1 year | 六個月至一年 | <b>2,873</b>                      | 5,104                             |
| 1 to 2 years       | 一至兩年   | <b>466</b>                        | 296                               |
| 2 to 3 years       | 兩至三年   | <b>154</b>                        | 285                               |
| More than 3 years  | 超過三年   | <b>1,458</b>                      | 1,246                             |
|                    |        | <b>105,535</b>                    | 116,829                           |

The carrying amounts of the Group's trade payables were denominated in the following currencies:

本集團貿易應付款項的賬面金額以下列貨幣結算：

|      |     | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|------|-----|-----------------------------------|-----------------------------------|
| RMB  | 人民幣 | <b>32,750</b>                     | 16,492                            |
| US\$ | 美元  | <b>72,785</b>                     | 100,337                           |
|      |     | <b>105,535</b>                    | 116,829                           |

## Notes to the Consolidated Financial Statements

合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 21. ACCRUALS AND OTHER CURRENT LIABILITIES – GROUP AND COMPANY

### 21. 應計款項及其他流動負債—本集團及本公司

|   |                     | Group<br>本集團                      |                                   | Company<br>本公司                    |                                   |
|---|---------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|   |                     | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
| Accrued payroll   | 應計工資                | 17,597                            | 6,001                             | 797                               | 86                                |
| Pension and other social welfare payables                 | 應付退休金及其他社會福利        | 5,493                             | 5,033                             | -                                 | -                                 |
| Accruals  | 應計款項                | 5,287                             | 8,860                             | 66                                | 5,924                             |
| Value-added and other taxes payable                       | 應付增值稅及其他稅項          | 3,787                             | 5,838                             | -                                 | -                                 |
| Payables for purchase of property,<br>plant and equipment | 購買物業、廠房及設備的<br>應付款項 | 1,832                             | 674                               | -                                 | -                                 |
| Deposits  | 按金                  | 717                               | 244                               | -                                 | -                                 |
| Others  | 其他                  | 897                               | 628                               | -                                 | -                                 |
|   |                     | <b>35,610</b>                     | 27,278                            | <b>863</b>                        | 6,010                             |

### 22. BORROWINGS – GROUP

### 22. 借款—本集團

|   |              | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---|--------------|-----------------------------------|-----------------------------------|
| <b>Non-current</b>                                  | <b>非即期</b>   |                                   |                                   |
| Non-current portion of<br>long-term bank borrowings | 長期銀行借款的非即期部分 | -                                 | 25,000                            |
| <b>Current</b>                                      | <b>即期</b>    |                                   |                                   |
| Current portion of long-term bank borrowings        | 長期銀行借款的即期部分  | -                                 | 46,000                            |
| Short-term bank borrowings                          | 短期銀行借款       | 2,000                             | 150,571                           |
|   |              | <b>2,000</b>                      | 196,571                           |
| <b>Total borrowings</b>                             | <b>借款總額</b>  | <b>2,000</b>                      | 221,571                           |
| Representing:                                       | 指：           |                                   |                                   |
| Unsecured   | 無抵押          | -                                 | 41,395                            |
| Pledged   | 已質押          | 2,000                             | 180,176                           |
|   |              | <b>2,000</b>                      | 221,571                           |

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 22. BORROWINGS – GROUP (CONTINUED)

As at 31 December 2014, bank borrowings of RMB2,000,000 were pledged by buildings with net book value of RMB35,128,000 (Note 7) and land use rights with net book value of RMB12,322,000 (Note 6).

As at 31 December 2013, bank borrowings of RMB86,471,000 were pledged by restricted bank deposits of RMB91,273,000, bank borrowings of RMB5,705,000 were pledged by restricted cash and bills receivable of RMB6,430,000 and RMB200,000 respectively and bank borrowings of RMB88,000,000 were pledged by buildings with net book value of RMB43,903,000 (Note 7) and land use rights with net book value of RMB27,137,000 (Note 6).

Analysis of the carrying amounts of the Group's borrowings by type and currency was as follows:

## 22. 借款－本集團（續）

於二零一四年十二月三十一日，人民幣2,000,000元的銀行借款乃以賬面淨值為人民幣35,128,000元的樓宇（附註7）及賬面淨值為人民幣12,322,000元的土地使用權（附註6）作抵押。

於二零一三年十二月三十一日，人民幣86,471,000元的銀行借款以人民幣91,273,000元的受限制銀行存款作質押，而人民幣5,705,000元的銀行借款則分別以人民幣6,430,000元及人民幣200,000元的受限制現金及應收票據作質押，及人民幣88,000,000元的銀行借款以賬面淨值為人民幣43,903,000元的樓宇（附註7）及賬面淨值為人民幣27,137,000元的土地使用權（附註6）作質押。

本集團借款賬面值按種類及貨幣的分析如下：

|                           |                    | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---------------------------|--------------------|-----------------------------------|-----------------------------------|
| At fixed rates in RMB     | 按固定利率計息及<br>以人民幣計算 | 2,000                             | 47,000                            |
| At floating rates in RMB  | 按浮動利率計息及<br>以人民幣計算 | -                                 | 76,000                            |
| At floating rates in US\$ | 按浮動利率計息及<br>以美元計算  | -                                 | 98,571                            |
|                           |                    | <b>2,000</b>                      | 221,571                           |

The weighted average interest rates per annum were as follows:

加權平均年利率如下：

|      |     | 2014<br>二零一四年 | 2013<br>二零一三年 |
|------|-----|---------------|---------------|
| RMB  | 人民幣 | 6.08%         | 6.62%         |
| US\$ | 美元  | 2.06%         | 3.79%         |
| EUR  | 歐元  | -             | 2.43%         |

## Notes to the Consolidated Financial Statements

合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 22. BORROWINGS – GROUP (CONTINUED)

### 22. 借款 – 本集團 (續)

The maturity of borrowings were as follows:

借款到期日如下：

|                   |       | <b>2014</b><br>二零一四年<br><b>RMB'000</b><br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|-------------------|-------|---|-----------------------------------|
| Within 1 year     | 一年內   | <b>2,000</b>                                    | 196,571                           |
| 1 year to 2 years | 一年至兩年 | -   | 25,000                            |
|                   |       | <b>2,000</b>                                    | 221,571                           |

The fair values of current bank borrowings appropriately equal their carrying amounts as the discounting impact is not significant. The carrying amounts and fair values of the non-current bank borrowings are as follows:

由於折現影響極微，故當期銀行借款的公平值與其賬面值相若。非當期銀行借款的賬面值及公平值如下：

|                  |     | <b>2014</b><br>二零一四年<br><b>RMB'000</b><br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|------------------|-----|---|-----------------------------------|
| Carrying amounts | 賬面值 | -   | 25,000                            |
| Fair values      | 公平值 | -   | 25,074                            |

The fair values of bank borrowings are based on cash flows discounted using the annual interest rate published by the People's Bank of China for long-term bank loans prevailing at each balance sheet date.

銀行借款的公平值乃根據於各結算日採用中國人民銀行公佈的長期銀行貸款年利率折現的現金流量計算。



## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 23. OTHER NON-CURRENT LIABILITIES – GROUP

Other non-current liabilities referred to government grants were as follows:

|                       |        | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|-----------------------|--------|-----------------------------------|-----------------------------------|
| Government grants     | 政府資助   | 13,132                            | 13,939                            |
| Less: current portion | 減：當期部分 | (807)                             | (807)                             |
|                       |        | <b>12,325</b>                     | 13,132                            |

The movement on the government grants was as follows:

|                                |             | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--------------------------------|-------------|-----------------------------------|-----------------------------------|
| Beginning balance of the year  | 年初結餘        | 13,939                            | 13,652                            |
| Grant received during the year | 年內接受資助      | -                                 | 1,000                             |
| Amortised as income (Note 24)  | 攤銷為收入(附註24) | (807)                             | (713)                             |
| Ending balance of the year     | 年終結餘        | <b>13,132</b>                     | 13,939                            |

Government grants were provided to the Group to support its purchase of land use rights and intangible asset in Hangzhou and the plant expansion in Nantong. In Hangzhou, the amounts were deferred to match with amortisation of related land use rights and intangible asset over an expected useful life of from 48 to 50 years and 8 years respectively. For Nantong's plant expansion, the amount was deferred to match with depreciation of the related equipments over the expected useful lives of 10 years.

### 23. 其他非流動負債－本集團

其他非流動負債指政府資助如下：

|                       |        | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|-----------------------|--------|-----------------------------------|-----------------------------------|
| Government grants     | 政府資助   | 13,132                            | 13,939                            |
| Less: current portion | 減：當期部分 | (807)                             | (807)                             |
|                       |        | <b>12,325</b>                     | 13,132                            |

政府資助變動如下：

|                                |             | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--------------------------------|-------------|-----------------------------------|-----------------------------------|
| Beginning balance of the year  | 年初結餘        | 13,939                            | 13,652                            |
| Grant received during the year | 年內接受資助      | -                                 | 1,000                             |
| Amortised as income (Note 24)  | 攤銷為收入(附註24) | (807)                             | (713)                             |
| Ending balance of the year     | 年終結餘        | <b>13,132</b>                     | 13,939                            |

政府資助指支持本集團在杭州購買土地使用權及無形資產及在南通擴建廠房的政府資助。在杭州，有關金額已遞延以配合於預期可使用年期分別為介乎48年至50年及8年期間攤銷相關土地使用權及無形資產。就擴建南通廠房而言，有關金額已遞延以配合於預期可使用年期10年期間折舊相關設備。

## Notes to the Consolidated Financial Statements

合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 24. OTHER GAINS, NET

### 24. 其他收益淨額

|  |                                   | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|-----------------------------------|-----------------------------------|-----------------------------------|
| Subsidy income (a)   | 補貼收入(a)                           | 1,158                             | 2,846                             |
| Rental income  | 租金收入                              | 1,084                             | 1,429                             |
| Government grant (Note 23)   | 政府資助(附註23)                        | 807                               | 713                               |
| Commission income  | 佣金收入                              | 524                               | 582                               |
| Fair value gains on financial assets<br>at fair value through profit or loss (Note 14) | 按公平值計入損益的金融資產的<br>公平值收益(附註14)     | 8                                 | 112                               |
| Reimbursement for transportation expense (b)   | 運輸開支補償(b)                         | -                                 | 953                               |
| Losses on disposal of financial assets<br>at fair value through profit or loss         | 出售按公平值計入損益的<br>金融資產的虧損            | -                                 | (382)                             |
| (Losses)/gains on disposal of property,<br>plant and equipment, net (Note 32(a))       | 出售物業、廠房及設備的(虧損)<br>／收益淨額(附註32(a)) | (116)                             | 174                               |
| Depreciation and amortization  | 折舊及攤銷                             | (437)                             | (437)                             |
| Foreign exchange (losses)/gains (Note 30)  | 外匯(虧損)／收益(附註30)                   | (708)                             | 1,207                             |
| Others   | 其他                                | 512                               | 223                               |
| Other gains, net   | 其他收益淨額                            | <b>2,832</b>                      | 7,420                             |

(a) Subsidy income primarily represents tax refund by local tax bureau to encourage the Group's business growth and other subsidies granted by the Bureau of Finance in Hangzhou and Nantong, the PRC.

(b) This represents reimbursement of transportation expense by the Bureau of Finance in Hangzhou, the PRC, in respect of the Group's purchases of cotton from Xinjiang Uygur Autonomous Region, the PRC.

(a) 補貼收入主要指地方稅務局退稅以鼓勵本集團擴充業務及中國杭州和南通財政局發放的其他補貼。

(b) 此項指中國杭州財政局就本集團從中國新疆維吾爾自治區購買棉花而償付的運輸開支。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 25. EXPENSES BY NATURE

Expenses included in cost of sales, sales tax, selling expenses and administrative expenses were analysed as follows:

## 25. 按性質分類的開支

計入銷售成本、營業稅、銷售開支及行政開支的開支分析如下：

|  |                         | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|-------------------------|-----------------------------------|-----------------------------------|
| Changes in inventories of finished goods and work in progress                | 製成品及在製品的存貨變動            | 32,461                            | 36,867                            |
| Raw materials consumed and consumable used                                   | 所耗用原材料及所採用消耗品           | 1,148,521                         | 1,545,711                         |
| Utilities charges  | 公用事業收費                  | 20,150                            | 21,305                            |
| Transportation cost  | 運輸成本                    | 10,369                            | 13,052                            |
| Employee benefit expenses, including directors' emoluments (Note 26&27)      | 僱員福利開支(包括董事酬金)(附註26及27) | 60,000                            | 37,637                            |
| Depreciation and amortisation (Note 6&7&8)                                   | 折舊及攤銷(附註6及7以及8)         | 13,450                            | 12,885                            |
| Stamp duty, property tax and other surcharges                                | 印花稅、物業稅及其他附加收費          | 6,665                             | 7,326                             |
| Travelling and entertainment   | 差旅及應酬                   | 3,507                             | 3,093                             |
| Bank charges   | 銀行收費                    | 1,547                             | 1,780                             |
| Provision for impairment of receivables (Note 12&13)                         | 應收款項減值撥備(附註12及13)       | 12                                | 367                               |
| Office rental  | 辦公室租金                   | 1,208                             | 1,359                             |
| Professional service expenses  | 專業服務開支                  | 2,399                             | 473                               |
| Listing expenses   | 上市開支                    | -                                 | 10,251                            |
| Auditors' remuneration   | 核數師酬金                   | 1,350                             | 1,277                             |
| Provision for write-down of inventories (Note 11)                            | 存貨撇減撥備(附註11)            | 2,279                             | 133                               |
| Others   | 其他                      | 4,742                             | 3,505                             |
| Total cost of sales, sales tax, selling expenses and administrative expenses | 銷售成本、營業稅、銷售開支及行政開支總額    | 1,308,660                         | 1,697,021                         |

## Notes to the Consolidated Financial Statements

合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 26. EMPLOYEE BENEFIT EXPENSES

### 26. 僱員福利開支

|                                    |            | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|------------------------------------|------------|-----------------------------------|-----------------------------------|
| Salaries, bonus and other welfares | 薪金、花紅及其他福利 | 54,889                            | 33,637                            |
| Defined contribution plans         | 界定供款計劃     | 2,051                             | 1,623                             |
| Social security insurance          | 社會保障保險     | 3,060                             | 2,377                             |
|                                    |            | <b>60,000</b>                     | 37,637                            |

### 27. DIRECTORS AND SENIOR MANAGEMENT'S EMOLUMENTS

### 27. 董事及高級管理層酬金

#### (a) Directors' emoluments

The emoluments of individual director of the Company which were included in the employee benefit expense as disclosed in Note 26 were set out below:

#### (a) 董事酬金

本公司個別董事的酬金(計入於附註26披露的僱員福利開支)載列如下:

|                             |          | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|-----------------------------|----------|-----------------------------------|-----------------------------------|
| Directors' emoluments       | 董事酬金     |                                   |                                   |
| - Fees                      | - 袍金     | 527                               | 75                                |
| - Salaries and allowances   | - 薪金及津貼  | 1,342                             | 431                               |
| - Discretionary bonus       | - 酌情花紅   | 3,970                             | 220                               |
| - Social security insurance | - 社會保障保險 | 120                               | 32                                |
|                             |          | <b>5,959</b>                      | 758                               |

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 27. DIRECTORS AND SENIOR MANAGEMENT'S EMOLUMENTS (CONTINUED)

## 27. 董事及高級管理層酬金 (續)

### (a) Directors' emoluments (Continued)

### (a) 董事酬金 (續)

For year ended 31 December 2014

截至二零一四年十二月三十一日止年度

| Name of Director                    | 董事姓名    | Fees<br>袍金<br>RMB'000<br>人民幣千元 | Salaries and allowances<br>薪金及津貼<br>RMB'000<br>人民幣千元 | Discretionary bonus<br>酌情花紅<br>RMB'000<br>人民幣千元 | Social Security<br>Insurance<br>社會保障保險<br>RMB'000<br>人民幣千元 | Total<br>合計<br>RMB'000<br>人民幣千元 |
|-------------------------------------|---------|--------------------------------|--|---|--|---------------------------------|
| Executive directors                 | 執行董事    |                                |  |   |  |                                 |
| Mr. Li Cheng                        | 李誠先生    | 79                             | 403  | 737   | 30   | 1,249                           |
| Mr. Zhao Jidong                     | 趙繼東先生   | 79                             | 430  | 1,317   | 30   | 1,856                           |
| Mr. Li Conghua                      | 李聰華先生   | 79                             | 241  | 54  | 30   | 404                             |
| Mr. Ma Qinghai                      | 馬青海先生   | 79                             | 268  | 1,862   | 30   | 2,239                           |
| Independent non-executive directors | 獨立非執行董事 |                                |  |   |  |                                 |
| Mr. Shiping James Wang              | 王世平先生   | 79                             | -  | -   | -  | 79                              |
| Ms. Wong Wai Ling                   | 黃慧玲女士   | 103                            | -  | -   | -  | 103                             |
| Mr. Wang Huaping                    | 王華平先生   | 29                             | -  | -   | -  | 29                              |
| Mr. Duan Xiaoping                   | 端小平先生   | -                              | -  | -   | -  | -                               |
|                                     |         | 527                            | 1,342  | 3,970   | 120  | 5,959                           |

For year ended 31 December 2013

截至二零一三年十二月三十一日止年度

| Name of Director                    | 董事姓名    | Fees<br>袍金<br>RMB'000<br>人民幣千元 | Salaries and allowances<br>薪金及津貼<br>RMB'000<br>人民幣千元 | Discretionary bonus<br>酌情花紅<br>RMB'000<br>人民幣千元 | Social Security<br>Insurance<br>社會保障保險<br>RMB'000<br>人民幣千元 | Total<br>合計<br>RMB'000<br>人民幣千元 |
|-------------------------------------|---------|--------------------------------|--|---|--|---------------------------------|
| Executive directors                 | 執行董事    |                                |  |   |  |                                 |
| Mr. Li Cheng                        | 李誠先生    | 12                             | 66   | 80  | 8  | 166                             |
| Mr. Zhao Jidong                     | 趙繼東先生   | 12                             | 127  | 80  | 8  | 227                             |
| Mr. Li Conghua                      | 李聰華先生   | 12                             | 123  | 5   | 8  | 148                             |
| Mr. Ma Qinghai                      | 馬青海先生   | 12                             | 115  | 55  | 8  | 190                             |
| Independent non-executive directors | 獨立非執行董事 |                                |  |   |  |                                 |
| Mr. Shiping James Wang              | 王世平先生   | 12                             | -  | -   | -  | 12                              |
| Ms. Wong Wai Ling                   | 黃慧玲女士   | 15                             | -  | -   | -  | 15                              |
| Mr. Duan Xiaoping                   | 端小平先生   | -                              | -  | -   | -  | -                               |
|                                     |         | 75                             | 431  | 220   | 32   | 758                             |

## 27. DIRECTORS AND SENIOR MANAGEMENT'S EMOLUMENTS (CONTINUED)

### (b) Five highest paid individuals

For the year ended 31 December 2014, the five individuals whose emoluments were the highest in the Group include three (2013: one) directors, whose emoluments are reflected in the analysis presented above. The emoluments paid to the remaining two (2013: four) individuals were as follows.

|                           |        | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---------------------------|--------|-----------------------------------|-----------------------------------|
| Salaries and allowances   | 薪金及津貼  | 887                               | 1,892                             |
| Discretionary bonus       | 酌情花紅   | 2,498                             | 270                               |
| Social security insurance | 社會保障保險 | 34                                | 35                                |
|                           |        | <b>3,419</b>                      | 2,197                             |

The emoluments of the five highest paid individuals fell within the following bands:

|                             |                                 | 2014<br>二零一四年 | 2013<br>二零一三年 |
|-----------------------------|---------------------------------|---------------|---------------|
| Emolument bands             | 酬金範圍                            |               |               |
| RMB1,000,000 and below      | 人民幣1,000,000元及以下                | -             | 5             |
| RMB1,000,001 – RMB1,500,000 | 人民幣1,000,001元至<br>人民幣1,500,000元 | 2             | -             |
| RMB1,500,001 – RMB2,000,000 | 人民幣1,500,001元至<br>人民幣2,000,000元 | 1             | -             |
| RMB2,000,001 – RMB2,500,000 | 人民幣2,000,001元至<br>人民幣2,500,000元 | 2             | -             |
|                             |                                 | <b>5</b>      | 5             |

During the year ended 31 December 2014 and 2013, no directors or any of the five highest paid individuals received any emoluments from the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

## 27. 董事及高級管理層酬金 (續)

### (b) 五位最高薪人士

截至二零一四年十二月三十一日止年度，本集團五位最高薪人士包括三名（二零一三年：一名）董事，彼等的酬金已於上文分析反映。向其餘兩名（二零一三年：四名）最高薪人士支付的酬金如下：

五位最高薪人士的酬金範圍如下：

截至二零一四年及二零一三年十二月三十一日止年度，董事或任何五位最高薪人士概無收取本集團任何酬金作為招攬加入本集團或於加入本集團時的獎勵或作為離職補償。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 28. FINANCE COSTS, NET

## 28. 融資成本淨額

|  |                              | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|------------------------------|-----------------------------------|-----------------------------------|
| Interest expenses on bank borrowings   | 銀行借款利息開支                     | 5,266                             | 20,630                            |
| Net exchange losses/(gains) on financing activities (Note 30)                                      | 融資活動匯兌虧損/(收益)淨額(附註30)        | 517                               | (1,013)                           |
| Total finance cost   | 融資成本總額                       | 5,783                             | 19,617                            |
| Interest income from cash and cash equivalents, restricted cash deposits and other financial asset | 現金及現金等值物、受限制現金存款及其他金融資產的利息收入 | (2,480)                           | (6,897)                           |
| Total finance income   | 融資收入總額                       | (2,480)                           | (6,897)                           |
| Net finance cost   | 融資成本淨額                       | 3,303                             | 12,720                            |

## Notes to the Consolidated Financial Statements

合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 29. INCOME TAX EXPENSE

### 29. 所得稅開支

|                         |         | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|-------------------------|---------|-----------------------------------|-----------------------------------|
| Current income tax      | 即期所得稅   |                                   |                                   |
| – Enterprise income tax | – 企業所得稅 | 12,686                            | 14,356                            |
| Deferred income tax     | 遞延所得稅   | 157                               | 2,221                             |
|                         |         | <b>12,843</b>                     | 16,577                            |

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the effective tax rate applicable to profits of the companies comprising the Group as follows:

有關本集團除稅前溢利的稅項與採用適用於本集團旗下公司溢利的實際稅率計算的理論金額的不同情況，載列如下：

|  |                         | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|-------------------------|-----------------------------------|-----------------------------------|
| Profit before income tax   | 除所得稅前溢利                 | 69,877                            | 65,102                            |
| Tax calculated at domestic tax rate applicable to profits in PRC (25%)       | 按適用於中國溢利的國內稅率(25%)計算的稅項 | 17,469                            | 16,276                            |
| Effect of difference between Hong Kong income tax rate and domestic tax rate | 香港所得稅率與國內稅率間差異的影響       | 202                               | 309                               |
| Effect of preferential corporate income tax rate                             | 優惠企業所得稅率的影響             | (6,146)                           | (2,526)                           |
| Super deduction for research and development expenses                        | 研發費用超額抵扣                | (952)                             | –                                 |
| Change of tax rates  | 稅率變動                    | (1,099)                           | 33                                |
| Withholding tax  | 預扣稅                     | 2,737                             | 1,173                             |
| Expenses not deductible for tax purpose                                      | 不可扣稅開支                  | 632                               | 1,312                             |
| Income tax expense   | 所得稅開支                   | <b>12,843</b>                     | 16,577                            |
| Effective tax rate   | 實際稅率                    | <b>18%</b>                        | 25%                               |



## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 29. INCOME TAX EXPENSE (CONTINUED)

### (a) Cayman Islands income tax

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Company Law of Cayman Islands and, accordingly, is exempted from payment of Cayman Islands income tax.

### (b) Hong Kong profits tax

Enterprises incorporated in Hong Kong are subject to profits tax rates of 16.5% (2013: 16.5%).

### (c) PRC corporate income tax

Enterprises incorporated in the PRC are generally subject to income tax rates of 25% (2013: 25%) except for enterprises with approval for preferential rate (Note (d) below).

The income tax provision of the Group in respect of its operations in the PRC has been calculated at the applicable tax rate on the estimated assessable profits based on existing legislations, interpretations and practices.

Since the deferred income tax assets and liabilities shall be measured at the tax rates that are expected to apply to the year when the assets is realised or the liability is settled, the change in the applicable tax rate will affect the determination of the carrying values of deferred tax assets and liabilities of the Group's subsidiaries located in the PRC.

### (d) Tax effect of reduced tax rate

Certain subsidiaries of the Group enjoyed preferential income tax rates and have obtained approvals from the relevant tax authorities in the PRC. Yongsheng Dyeing obtained the certificate of qualifying as "advanced technology company" in 2012 and is subject to 15% corporate income tax rate for three years from 2012 to 2014. Yongsheng Chemical Fiber obtained the certificate of qualifying as "advanced technology company" in 2014 and is subject to 15% corporate income tax rate for three years from 2014 to 2016.

## 29. 所得稅開支(續)

### (a) 開曼群島所得稅

本公司於開曼群島根據開曼群島公司法註冊成立為獲豁免有限公司，因此獲豁免繳納開曼群島所得稅。

### (b) 香港利得稅

於香港註冊成立的企業須按利得稅率16.5% (二零一三年: 16.5%) 繳稅。

### (c) 中國企業所得稅

於中國註冊成立的企業一般按所得稅率25% (二零一三年: 25%) 繳稅，惟獲批享有優惠稅率的企業則除外(見下文附註(d))。

本集團就其於中國的經營作出的所得稅撥備乃根據現行法例、詮釋及慣例基於估計應課稅溢利按適用稅率計算。

由於遞延所得稅資產及負債應按預期適用於變現資產或清償負債年度的稅率計量，故適用稅率的變動將影響所釐定的本集團中國附屬公司的遞延稅項資產及負債賬面值。

### (d) 稅率下調的稅務影響

本集團若干附屬公司享有優惠所得稅率，並已取得中國有關稅務機關之批准。永盛染整於二零一二年獲得「高新技術企業」資格證書，並自二零一二年至二零一四年三年間按15%之企業所得稅率繳稅。永盛化纖於二零一四年獲得「高新技術企業」資格證書，並自二零一四年至二零一六年三年間按15%之企業所得稅率繳稅。

## 29. INCOME TAX EXPENSE (CONTINUED)

## (d) Tax effect of reduced tax rate (Continued)

The effective corporate income tax rate for the companies with tax preferential treatment are as follows:

|                          |      | 2014<br>二零一四年 | 2013<br>二零一三年 |
|--------------------------|------|---------------|---------------|
| Yongsheng Chemical Fiber | 永盛化纖 | 15%           | 25%           |
| Yongsheng Dyeing         | 永盛染整 | 15%           | 15%           |

No tax reductions and exemptions were granted to the other subsidiaries of the Company in the PRC for years ended 31 December 2014 and 2013.

## (e) PRC withholding income tax

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on the dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of their earnings generated from the date when these subsidiaries became foreign owned enterprises in the PRC. As at 31 December 2014, deferred tax liabilities of approximately RMB4,836,000 (2013:RMB4,836,000) has not been recognised for withholding tax that would be payable on the unremitted earnings of the Group's subsidiaries in the PRC, as the directors do not intend to declare any dividends out of these unremitted earnings for the subsidiaries.

## 29. 所得稅開支(續)

## (d) 稅率下調的稅務影響(續)

享有稅務優惠待遇的公司的實際企業所得稅率如下:

|                          |      | 2014<br>二零一四年 | 2013<br>二零一三年 |
|--------------------------|------|---------------|---------------|
| Yongsheng Chemical Fiber | 永盛化纖 | 15%           | 25%           |
| Yongsheng Dyeing         | 永盛染整 | 15%           | 15%           |

本公司在中國的其他附屬公司於截至二零一四年及二零一三年十二月三十一日止年度概無獲授予稅項寬減及豁免。

## (e) 中國預扣所得稅

根據中國企業所得稅法，在中國成立的外資企業向海外投資者宣派的股息須繳納10%預扣稅。有關規定由二零零八年一月一日起生效，適用於二零零七年十二月三十一日後的盈利。倘中國與海外投資者的司法權區訂有稅務條約，則可能適用較低的預扣稅率。本集團因而有可能須就該等在中國成立的附屬公司就彼等成為中國境內的外商投資企業當日起賺取的盈利所派發的股息繳納預扣稅。於二零一四年十二月三十一日，並未就本集團於中國的附屬公司的未匯付盈利將予支付的預扣稅確認遞延稅項負債約人民幣4,836,000元(二零一三年：人民幣4,836,000元)，原因為董事並不擬從附屬公司的該等未匯付盈利中宣派任何股息。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 30. NET FOREIGN EXCHANGE (LOSSES)/GAINS

The exchange differences (charged)/credited in the consolidated statement of comprehensive income are included as follows:

|   |                            | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---|----------------------------|-----------------------------------|-----------------------------------|
| Other (losses)/gains, net (Note 24)                           | 其他(虧損)/收益淨額<br>(附註24)      | (708)                             | 1,207                             |
| Net exchange (losses)/gains on financing activities (Note 28) | 融資活動的外匯(虧損)/<br>收益淨額(附註28) | (517)                             | 1,013                             |
|   |                            | <b>(1,225)</b>                    | 2,220                             |

### 30. 外匯(虧損)/收益淨額

在合併綜合收益表(扣除)/計入的匯兌差額如下:

### 31. EARNINGS PER SHARE

#### (a) Basic

Basic earnings per share for the years ended 31 December 2014 and 2013 is calculated by dividing the profit attributable to the owners of the Company by the weighted average number of ordinary shares in issue. In determining the weighted average number of ordinary shares in issue during the year ended 31 December 2013, the 297,327,010 shares issued and allotted through capitalisation of the share premium account of the Company upon Listing on 27 November 2013 (Note 17 (b)) have been regarded as if these shares were in issue since 1 January 2013.

### 31. 每股盈利

#### (a) 基本

截至二零一四年及二零一三年十二月三十一日止年度的每股基本盈利乃以本公司擁有人應佔溢利除以已發行普通股的加權平均數計算。於釐定截至二零一三年十二月三十一日止年度的已發行普通股加權平均數時，已計及於二零一三年十一月二十七日上市(附註17(b))後透過資本化本公司股份溢價賬所發行及配發的297,327,010股股份，猶如該等股份自二零一三年一月一日起已予以發行。

## 31. EARNINGS PER SHARE (CONTINUED)

## 31. 每股盈利(續)

## (a) Basic (Continued)

## (a) 基本(續)

|  |                      | 2014<br>二零一四年 | 2013<br>二零一三年 |
|--|----------------------|---------------|---------------|
| Profit attributable to the shareholders of the Company (RMB'000) | 本公司股東應佔溢利<br>(人民幣千元) | 47,897        | 40,024        |
| Weighted average number of ordinary shares in issue              | 已發行普通股加權平均數          | 400,000,000   | 309,589,041   |
| Basic earnings per share (RMB per share)                         | 每股基本盈利<br>(每股人民幣元)   | 0.12          | 0.13          |

## (b) Diluted

## (b) 攤薄

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

The fully diluted earnings per share for years ended 31 December 2014 and 2013 are the same as the basic earnings per share as there are no dilutive potential ordinary shares.

每股攤薄盈利透過調整已發行普通股加權平均數以假設已轉換所有攤薄性潛在普通股而計算。

由於截至二零一四年及二零一三年十二月三十一日止年度並無攤薄性潛在普通股，因此每股全面攤薄盈利與每股基本盈利相同。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 32. NOTES TO CONSOLIDATED CASH FLOW STATEMENTS

## 32. 合併現金流量表附註

### (a) Reconciliation of cash generated from/ (used in) operations

### (a) 經營所得／(所用)現金對賬

|  |                             | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|-----------------------------|-----------------------------------|-----------------------------------|
| <b>Profit before income tax</b>  | <b>除所得稅前溢利</b>              | <b>69,877</b>                     | 65,102                            |
| Adjustments for:   | 就以下項目作出的調整：                 |                                   |                                   |
| - Depreciation of property, plant and equipment (Note 7)                                   | - 物業、廠房及設備折舊(附註7)           | <b>12,262</b>                     | 11,641                            |
| - Amortisation of land use rights (Note 6)   | - 土地使用權攤銷(附註6)              | <b>817</b>                        | 798                               |
| - Amortisation of intangible assets (Note 8)   | - 無形資產攤銷(附註8)               | <b>808</b>                        | 883                               |
| - Losses/(gains) on disposal of property, plant and equipment (Note 24)                    | - 出售物業、廠房及設備虧損／(收益)(附註24)   | <b>116</b>                        | (174)                             |
| - Provision for impairment of receivables (Note 25)  | - 應收款項減值撥備(附註25)            | <b>12</b>                         | 367                               |
| - Provision for write-down of inventories to their net realisable value (Note 25)          | - 存貨撇減至其可變現淨值撥備(附註25)       | <b>2,279</b>                      | 133                               |
| - Net foreign exchange losses/(gains)  | - 外匯虧損／(收益)淨額               | <b>1,053</b>                      | (896)                             |
| - Interest income (Note 28)  | - 利息收入(附註28)                | <b>(2,480)</b>                    | (6,897)                           |
| - Interest expenses (Note 28)  | - 利息開支(附註28)                | <b>5,266</b>                      | 20,630                            |
| Operating profits before working capital changes   | 營運資金變動前的經營溢利                | <b>90,010</b>                     | 91,587                            |
| Changes in working capital:  | 營運資金變動：                     |                                   |                                   |
| - Inventories  | - 存貨                        | <b>23,053</b>                     | 37,622                            |
| - Trade and bills receivables  | - 貿易應收款項及應收票據               | <b>(3,064)</b>                    | 118,822                           |
| - Prepayments, financial assets at fair value through profit or loss and other receivables | - 預付款項、按公平值計入損益的金融資產及其他應收款項 | <b>8,337</b>                      | 31,810                            |
| - Trade payables   | - 貿易應付款項                    | <b>(11,294)</b>                   | (119,401)                         |
| - Advance receipts from customers  | - 預先收取客戶款項                  | <b>(953)</b>                      | (142,432)                         |
| - Accruals and other payables  | - 應計款項及其他應付款項               | <b>5,242</b>                      | (27,284)                          |
| Cash flow generated from/(used in) operations  | 經營所得／(所用)現金流量               | <b>111,331</b>                    | (9,276)                           |

## Notes to the Consolidated Financial Statements

合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

### 32. NOTES TO CONSOLIDATED CASH FLOW STATEMENTS (CONTINUED)

(b) In the consolidated cash flow statement, proceeds from disposal of property, plant and equipment comprise:

|  |                               | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|-------------------------------|-----------------------------------|-----------------------------------|
| Net book amount disposed (Note 7)                                  | 所出售賬面淨值 (附註7)                 | 375                               | 2,308                             |
| (Loss)/gain on disposal of property, plant and equipment (Note 24) | 出售物業、廠房及設備的<br>(虧損)/收益 (附註24) | (116)                             | 174                               |
| Proceeds from disposal of property, plant and equipment            | 出售物業、廠房及設備的<br>所得款項           | 259                               | 2,482                             |

### 32. 合併現金流量表附註 (續)

(b) 合併現金流量表內，出售物業、廠房及設備的所得款項包括：

### 33. DIVIDENDS

No dividend has been paid by the Company for year ended 31 December 2014 and 2013. A dividend in respect of the year ended 31 December 2014 of HK\$0.0400 (equivalent to RMB0.0317) per share, amounting to a total dividend of HK\$16,000,000 (equivalent to RMB12,668,000), is to be proposed at the annual general meeting on 20 May 2015. These financial statements do not reflect this dividend payable.

### 33. 股息

截至二零一四年及二零一三年十二月三十一日止年度，本公司並無派付股息。於二零一五年五月二十日舉行的股東週年大會上，將建議就截至二零一四年十二月三十一日止年度派付股息每股0.0400港元（相當於人民幣0.0317元），總股息金額為16,000,000港元（相當於人民幣12,668,000元）。該等財務資料並無反映此項應付股息。

|  |   | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|---|-----------------------------------|-----------------------------------|
| Proposed final dividend of HK\$0.0400 (equivalent to RMB0.0317) (2013: HK\$nil) per ordinary share | 擬派末期股息每股<br>普通股0.0400港元<br>(相等於人民幣0.0317元)<br>(二零一三年：零港元) | 12,668                            | -                                 |

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

#### 34. COMMITMENTS

##### (a) Capital commitments

Capital expenditure contracted for at each balance sheet dates, but not yet incurred is as follows:

|  | <b>2014</b><br>二零一四年<br><b>RMB'000</b><br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|---|-----------------------------------|
| Property, plant and equipment 物業、廠房及設備 | <b>1,678</b>                                    | -                                 |

##### (b) Operating lease commitments

The Group leases certain office premises under non-cancellable operating lease agreements.

The Group's future aggregate minimum lease payments to be paid under non-cancellable operating leases contracted for at the balance sheet dates but not recognised as liabilities were as follows:

|  | <b>2014</b><br>二零一四年<br><b>RMB'000</b><br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|---|-----------------------------------|
| Not later than 1 year 不遲於一年                            | <b>848</b>                                      | 1,066                             |
| Later than 1 year and no later than 5 years 遲於一年及不遲於五年 | <b>504</b>                                      | 995                               |
|  | <b>1,352</b>                                    | 2,061                             |

#### 34. 承擔

##### (a) 資本承擔

於各結算日已訂約但尚未產生的資本開支如下：

##### (b) 經營租賃承擔

本集團根據不可註銷經營租賃協議租用若干辦公室物業。

本集團根據於結算日已訂約但未確認為負債的不可註銷經營租賃將予支付的未來最低租賃付款總額如下：

**35. OPERATING LEASE**

The future aggregate minimum lease rental receipts in respect of warehouses in the PRC under non-cancellable operating leases are as follows:

|   |            | <b>2014</b><br>二零一四年<br><b>RMB'000</b><br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|---|------------|---|-----------------------------------|
| No later than 1 year                        | 不遲於一年      | 7   | 1,277                             |
| Later than 1 year and no later than 5 years | 遲於一年及不遲於五年 | 3   | 10                                |
|   |            | <b>10</b>                                       | <b>1,287</b>                      |

**35. 經營租賃**

有關不可撤銷經營租賃項下中國倉庫的未來最低租約租金收款總額如下：

**36. RELATED PARTY TRANSACTIONS**

The Directors are of the view that the following companies are related parties of the Group:

| <b>Name</b><br>名稱   | <b>Relationship with the Group</b><br>與本集團的關係   |
|---|---|
| Hangzhou Yongsheng Group Limited<br>杭州永盛集團有限公司                      | Controlled by the Controlling Shareholders<br>由控股股東控制   |
| HUVIS Corporation and its subsidiary<br>株式會社HUVIS及其附屬公司             | Joint venture partner and its subsidiary<br>合資企業夥伴及其附屬公司  |
| Hangzhou Xiaoshan HongChang Chemical Fiber Co.,Ltd.<br>杭州蕭山宏昌化纖有限公司 | Controlled by Mr. Li Zhihong, one of the individual shareholders of the Group<br>由本集團的個人股東之一李志洪先生控制 |

**36. 關連方交易**

董事認為以下公司為本集團的關連方：



## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 36. RELATED PARTY TRANSACTIONS (CONTINUED)

### (a) Transactions with related parties

Save as disclosed elsewhere in these consolidated financial statements, the Group had the following significant transactions with related parties:

#### (i) Purchase of goods

|  |                 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|-----------------|-----------------------------------|-----------------------------------|
| HUVIS Corporation and<br>its subsidiary                | 株式會社HUVIS及其附屬公司 | 36,698                            | 49,002                            |
| Hangzhou Xiaoshan HongChang<br>Chemical Fiber Co.,Ltd. | 杭州蕭山宏昌化纖有限公司    | -                                 | 4,174                             |
|  |                 | <b>36,698</b>                     | 53,176                            |

#### (ii) Rental income

|                                     |            | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|-------------------------------------|------------|-----------------------------------|-----------------------------------|
| Hangzhou Yongsheng<br>Group Limited | 杭州永盛集團有限公司 | 574                               | 905                               |

## 36. 關連方交易 (續)

### (a) 與關連方的交易

除於該等合併財務報表其他地方所披露者外，本集團與關連方進行以下重大交易：

#### (i) 採購貨品

|  |                 | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|-----------------|-----------------------------------|-----------------------------------|
| HUVIS Corporation and<br>its subsidiary                | 株式會社HUVIS及其附屬公司 | 36,698                            | 49,002                            |
| Hangzhou Xiaoshan HongChang<br>Chemical Fiber Co.,Ltd. | 杭州蕭山宏昌化纖有限公司    | -                                 | 4,174                             |
|  |                 | <b>36,698</b>                     | 53,176                            |

#### (ii) 租金收入

|                                     |            | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|-------------------------------------|------------|-----------------------------------|-----------------------------------|
| Hangzhou Yongsheng<br>Group Limited | 杭州永盛集團有限公司 | 574                               | 905                               |

**36. RELATED PARTY TRANSACTIONS  
(CONTINUED)****36. 關連方交易（續）****(a) Transactions with related parties  
(Continued)****(a) 與關連方的交易（續）****(iii) Storage fee paid to related party****(iii) 向關連方支付儲存費用**

|                                     |            | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|-------------------------------------|------------|-----------------------------------|-----------------------------------|
| Hangzhou Yongsheng<br>Group Limited | 杭州永盛集團有限公司 | 110                               | 309                               |

**(iv) Purchase of property, plant and equipment****(iv) 購買物業、廠房及設備**

|                                     |            | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|-------------------------------------|------------|-----------------------------------|-----------------------------------|
| Hangzhou Yongsheng<br>Group Limited | 杭州永盛集團有限公司 | 353                               | -                                 |

**(b) Year-end balance arising from related  
party transactions****(b) 關連方交易產生的年終結餘**

The Group had the following significant trade balance with its related party:

本集團與其關連方的重大貿易結餘如下：

|  |                       | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|--|-----------------------|-----------------------------------|-----------------------------------|
| Due to related party:<br>HUVIS Corporation | 應付關連方款項：<br>株式會社HUVIS | 5,990                             | 7,513                             |

All balance with related party is unsecured and bears no interest.

所有與關連方的結餘為無抵押及免息。

## Notes to the Consolidated Financial Statements

### 合併財務報表附註

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

## 36. RELATED PARTY TRANSACTIONS (CONTINUED)

### (b) Year-end balance arising from related party transactions (Continued)

Details of amount due from Mr. Li Cheng, a director is as follows:

| Year ended 31 December<br>截至十二月三十一日止年度 | At end of the year<br>年終<br>RMB'000<br>人民幣千元 | At beginning of the year<br>年初<br>RMB'000<br>人民幣千元 | Maximum outstanding during the year<br>年內最高未償付金額<br>RMB'000<br>人民幣千元 | Terms<br>年期   |
|--|--|--|--|---|
| 2013<br>二零一三年                          | -  | 6,482  | 6,482  | The balance was unsecured and interest free, which was repayable on demand.<br>結餘為無抵押及免息，須按要求的償還。 |
| 2014<br>二零一四年                          | -  | -  | -  |   |

## 36. 關連方交易（續）

### (b) 關連方交易產生的年終結餘（續）

應收董事李誠先生的款項的詳情如下：

### (c) Key management compensation

|                                     |  | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 |
|-------------------------------------|--|-----------------------------------|-----------------------------------|
| Salary and allowances<br>薪金及津貼      |  | 2,397                             | 1,265                             |
| Discretionary bonus<br>酌情花紅         |  | 3,800                             | 328                               |
| Social security insurance<br>社會保障保險 |  | 155                               | 59                                |
|                                     |  | <b>6,352</b>                      | 1,652                             |

### (c) 主要管理層報酬

## 37. EVENTS AFTER THE BALANCE SHEET DATE

On 6 January 2015, the Company granted options to acquire 15,000,000 ordinary shares to certain directors and employees at exercise price of HK\$1.480 (equivalent to RMB1.185) per share (expiry date: 5 January 2025).

## 37. 結算日後事件

於二零一五年一月六日，本公司已向若干董事及僱員授出可購入15,000,000股普通股的購股權，行使價為每股1.480港元（相等於人民幣1.185元）（到期日為二零一五年一月五日）。

# Five-year Financial Summary

## 五年財務概要

### RESULTS

### 業績

|  |                           | For the year ended 31 December<br>截至十二月三十一日止年度 |                                   |                                   |                                   |                                   |
|--|---------------------------|--|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|  |                           | 2014<br>二零一四年<br>RMB'000<br>人民幣千元              | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 | 2012<br>二零一二年<br>RMB'000<br>人民幣千元 | 2011<br>二零一一年<br>RMB'000<br>人民幣千元 | 2010<br>二零一零年<br>RMB'000<br>人民幣千元 |
| Revenue  | 收益                        | 1,379,008                                      | 1,767,423                         | 2,210,853                         | 2,037,346                         | 1,565,630                         |
| Gross profit   | 毛利                        | 141,919  | 128,837                           | 109,145                           | 114,409                           | 137,624                           |
| Operating profit   | 經營溢利                      | 73,180   | 77,822                            | 58,788                            | 93,231                            | 119,378                           |
| Finance costs, net   | 融資成本淨額                    | (3,303)  | (12,720)                          | (19,740)                          | (12,972)                          | (12,480)                          |
| Profit before income tax                                   | 除所得稅前溢利                   | 69,877   | 65,102                            | 39,048                            | 80,259                            | 106,898                           |
| Income tax expense   | 所得稅開支                     | (12,843)                                       | (16,577)                          | (6,061)                           | (20,248)                          | (23,968)                          |
| Profit for the year  | 年內溢利                      | 57,034   | 48,525                            | 32,987                            | 60,011                            | 82,930                            |
| Attributable to:<br>Shareholders of the Company            | 以下項目應佔溢利：<br>本公司股東        | 47,897   | 40,024                            | 23,173                            | 54,206                            | 78,217                            |
| Non-controlling interests                                  | 非控股權益                     | 9,137  | 8,501                             | 9,814                             | 5,805                             | 4,713                             |
| Earnings per share<br>Basic and diluted<br>(RMB per share) | 每股盈利<br>基本及攤薄<br>(每股人民幣元) | 0.12   | 0.13                              | 0.08                              | 0.18                              | 0.26                              |

ASSETS AND LIABILITIES

資產及負債

|  |           | As at 31 December<br>於十二月三十一日     |                                   |                                   |                                   |                                   |
|--|-----------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|  |           | 2014<br>二零一四年<br>RMB'000<br>人民幣千元 | 2013<br>二零一三年<br>RMB'000<br>人民幣千元 | 2012<br>二零一二年<br>RMB'000<br>人民幣千元 | 2011<br>二零一一年<br>RMB'000<br>人民幣千元 | 2010<br>二零一零年<br>RMB'000<br>人民幣千元 |
| <b>Non-current assets</b>                          | 非流動資產     | <b>179,863</b>                    | 178,423                           | 190,113                           | 198,575                           | 194,899                           |
| <b>Current assets</b>                              | 流動資產      | <b>368,784</b>                    | 545,028                           | 891,166                           | 1,071,870                         | 968,688                           |
| <b>Total assets</b>                                | 總資產       | <b>548,647</b>                    | 723,451                           | 1,081,279                         | 1,270,445                         | 1,163,587                         |
| <b>Current liabilities</b>                         | 流動負債      | <b>(166,084)</b>                  | (368,178)                         | (829,977)                         | (1,060,990)                       | (1,016,544)                       |
| <b>Non-current liabilities</b>                     | 非流動負債     | <b>(12,325)</b>                   | (38,132)                          | (59,970)                          | (9,565)                           | (19,002)                          |
| <b>Total liabilities</b>                           | 負債總額      | <b>(178,409)</b>                  | (406,310)                         | (889,947)                         | (1,070,555)                       | (1,035,546)                       |
| <b>EQUITY</b>                                      | 權益        |                                   |                                   |                                   |                                   |                                   |
| Equity attributable to shareholders of the Company | 本公司股東應佔權益 | <b>339,942</b>                    | 292,507                           | 175,199                           | 163,886                           | 97,842                            |
| Non-controlling interests                          | 非控股權益     | <b>30,296</b>                     | 24,634                            | 16,133                            | 36,004                            | 30,199                            |
| <b>Total equity</b>                                | 權益總額      | <b>370,238</b>                    | 317,141                           | 191,332                           | 199,890                           | 128,041                           |

The Company was incorporated in the Cayman Islands on 19 April 2012 and the consolidated statements of comprehensive income and consolidated balance sheets of the Group for the year ended 31 December 2010, 2011 and 2012 have been prepared as if the current group structure had been existed throughout the years.

The financial results of the company for the year ended 31 December 2010, 2011 and 2012 and financial position as at 31 December 2010, 2011 and 2012 are extracted from the Company's IPO Share Offer prospectus dated 15 November 2013.

本公司於二零一二年四月十九日在開曼群島註冊成立，而本集團截至二零一零年、二零一一年及二零一二年十二月三十一日止年度的合併綜合收益表及合併資產負債表已按猶如現時集團架構已於該等年度內一直存在而編製。

本公司截至二零一零年、二零一一年及二零一二年十二月三十一日止年度的財務業績及於二零一零年、二零一一年及二零一二年十二月三十一日的財務狀況乃摘錄自本公司日期為二零一三年十一月十五日的首次公開招股股份發售招股章程。

