



**興發鋁業控股有限公司**  
**XINGFA ALUMINIUM HOLDINGS LIMITED**

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(HKEX stock code: 98)

(香港交易所股份代號: 98)

**2018**  
**Annual**  
**Report**  
**年報**



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## Corporate Information 公司資料

### Directors and Board Committees

#### Directors

##### *Executive Directors*

LIU Libin (*Chairman*)  
LIAO Yuqing (*Chief Executive Officer*)  
ZHANG Li (*Chief Financial Officer*)  
LAW Yung Koon  
WANG Zhihua  
LUO Jianfeng

##### *Non-executive Directors*

ZUO Manlun  
XIE Jingyun

##### *Independent Non-executive Directors*

CHEN Mo  
HO Kwan Yiu  
LAM Ying Hung, Andy  
LIANG Shibin

#### Board Committees

##### *Audit Committee*

LAM Ying Hung, Andy (*Chairman*)  
CHEN Mo  
HO Kwan Yiu  
XIE Jingyun

##### *Remuneration Committee*

HO Kwan Yiu (*Chairman*)  
CHEN Mo  
LAM Ying Hung, Andy  
LIU Libin  
LIAO Yuqing

##### *Nomination Committee*

LIU Libin (*Chairman*)  
CHEN Mo  
HO Kwan Yiu  
LAM Ying Hung, Andy  
ZUO Manlun

##### *Company Secretary*

WONG Tik

### 董事及董事委員會

#### 董事

##### *執行董事*

劉立斌 (*主席*)  
廖玉慶 (*行政總裁*)  
張莉 (*財務總監*)  
羅用冠  
王志華  
羅建峰

##### *非執行董事*

左滿倫  
謝景雲

##### *獨立非執行董事*

陳默  
何君堯  
林英鴻  
梁世斌

#### 董事委員會

##### *審核委員會*

林英鴻 (*主席*)  
陳默  
何君堯  
謝景雲

##### *薪酬委員會*

何君堯 (*主席*)  
陳默  
林英鴻  
劉立斌  
廖玉慶

##### *提名委員會*

劉立斌 (*主席*)  
陳默  
何君堯  
林英鴻  
左滿倫

#### 公司秘書

黃荻

## Corporate Information 公司資料

### Authorised Representatives

LIU Libin  
LIAO Yuqing  
WONG Tik (alternate to LIU Libin)  
WANG Zhihua (alternate to LIAO Yuqing)

### Registered Office

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

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

No. 5, Zone D  
Central Science and Technology Industrial Park  
Sanshui District, Foshan City  
Guangdong Province  
China

### Principal Place of Business in Hong Kong

Unit 605, 6/F  
Wing On Plaza  
62 Mody Road  
Tsim Sha Tsui East  
Kowloon  
Hong Kong

### Principal Bankers

Bank of China, Foshan Branch  
Agriculture Bank of China, Foshan Nanzhuang Sub-branch  
China Construction Bank Corporation, Foshan Branch

### 授權代表

劉立斌  
廖玉慶  
黃荻 (劉立斌之替任代表)  
王志華 (廖玉慶之替任代表)

### 註冊辦事處

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

### 中國總辦事處及主要營業地點

中國  
廣東省  
佛山市三水區  
中心科技工業園  
D區5號

### 香港主要營業地點

香港  
九龍  
尖沙咀東部  
麼地道62號  
永安廣場  
6樓605室

### 主要往來銀行

中國銀行佛山分行  
中國農業銀行佛山南莊支行  
中國建設銀行股份有限公司佛山分行



## Corporate Information 公司資料

### Legal Adviser

#### As to Hong Kong law:

LCH Lawyers LLP

#### As to Cayman Islands law:

Conyers Dill & Pearman

### Auditors

KPMG  
8th Floor, Prince's Building  
10 Chater Road  
Central  
Hong Kong

### Share Registrars

#### Principal Share Registrar and Transfer Office in the Cayman Islands

SMP Partners (Cayman) Limited  
Royal Bank House  
3rd Floor, 24 Shedden Road  
P.O. Box 1586  
Grand Cayman, KY1-1110  
Cayman Islands

#### Branch Share Registrar and Transfer Office in Hong Kong

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

### WEBSITE

[www.xingfa.com](http://www.xingfa.com)

### STOCK CODE

00098.HK

### 法律顧問

#### 香港法律：

呂鄭洪律師行有限法律責任合夥

#### 開曼群島法律：

Conyers Dill & Pearman

### 核數師

畢馬威會計師事務所  
香港  
中環  
遮打道10號  
太子大廈8樓

### 股份過戶登記處

#### 開曼群島股份過戶登記總處

SMP Partners (Cayman) Limited  
Royal Bank House  
3rd Floor, 24 Shedden Road  
P.O. Box 1586  
Grand Cayman, KY1-1110  
Cayman Islands

#### 香港股份過戶登記分處

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

### 網址

[www.xingfa.com](http://www.xingfa.com)

### 股份代號

00098.HK

## Chairman's Statement 主席報告



*LIU Libin, Chairman*  
劉立斌，主席

I am pleased to present the 2018 annual results of Xingfa Aluminium Holdings Limited (the “Company” and, together with its subsidiaries, the “Group”, “our Group”, “we”, “us”, “our” or “Xingfa Aluminium”).

2018 was an encouraging and exciting year for Xingfa Aluminium. With the support of our strategic partners and customers, coupled with the relentless efforts of our dealers and all of our staff, both sales and profits of the Group reached historical high in 2018. Our sales revenue was approaching the “10 billion” mark, while profits grew for seven consecutive years.

In 2018, our Group’s revenue increased by 37.1% to approximately RMB9,924.5 million (2017: RMB7,239.7 million), sales volume rose by approximately 31.9% to 517,982 tonnes (2017: 392,708 tonnes), net profit attributable to shareholders increased by 29.4% to approximately RMB495.2 million (2017: RMB382.6 million). The Directors recommended the payment of a final dividend of HKD0.2 per ordinary share of the Company (“Share”) for the year ended 31 December 2018 (2017: HKD 0.2).

本人欣然呈報興發鋁業控股有限公司（「本公司」，連同其附屬公司統稱「本集團」、「我們」或「興發鋁業」）二零一八年之年度業績。

二零一八年對興發鋁業而言是令人振奮的一年，在各位戰略夥伴和廣大客戶的支持下，加上各位經銷商和興發鋁業全體全人的努力，本集團二零一八年的銷售額及利潤均創歷史新高，銷售額已接近「百億」，而利潤則連續第七年錄得增長。

於二零一八年，營業額增加37.1%至約人民幣9,924,500,000（二零一七年：人民幣7,239,700,000元），銷售量上升約31.9%至517,982噸（二零一七年：392,708噸），股東應佔純利上升29.4%至約人民幣495,200,000元（二零一七年：人民幣382,600,000元）。董事建議派付截至二零一八年十二月三十一日止年度之末期股息每股本公司普通股（「股份」）0.2港元（二零一七年：0.2港元）。

## Chairman's Statement 主席報告

In 2018, the Group successfully implemented the strategy in adjusting its marketing model and marketing channel expansion, and most of the dealers hit new high in terms of sales volume, of which six dealers had attained a sales volume of over ten thousand tonnes. The sales and development in the China regions were increasingly balanced, maintained a stable growth in privileged regions, and had a significant increase in the Yangtze River Economic Belt and the western region. As far as the overseas markets are concerned, we extended the Group's overseas sales to Australia, Mauritius, South Africa, Cameroon and several countries in South-East Asia.

In 2018, Xingfa Aluminium implemented the product diversification development strategy, and established Xingfa Aoke (興發奧科) as well as the Home Improvement Department (家裝事業部). Xingfa Aluminium laid a solid foundation in expanding the Group's industry chain in 2019 through completing most of our technical consolidation and product innovation development works in the industry chain.

In the future, the Group will continue to manage its finances, optimize product mix and enhance operation efficiency under a prudent approach, determine its presence in construction aluminum profiles business, achieve breakthroughs in industrial aluminum profiles development, and extend the industrial chain to build a leading company in aluminum processing sector with innovative drivers, smart manufacturing, green recycling and rational product structure.

On behalf of the Group, I would like to take this opportunity to thank every member of the board of directors of the Company, management and staff of the Group for contributing to the success of the Group. Last but not least, I would like to express my sincere appreciation to the customers and business partners of the Group and shareholders for their continuing support.

**LIU Libin, Chairman**

Hong Kong, 26 March 2019

於二零一八年，本集團調整營銷模式及拓寬銷售渠道之策略得以順利實施，大部份經銷商的銷量均創新高，其中銷量超過萬噸的經銷商已有六家。國內區域銷售發展日趨平衡，在具優勢地區銷量保持平穩增長，而在長江經濟帶及西部地區的銷量大幅增加；在海外市場方面，本集團的海外銷售已拓展至澳洲、毛里求斯、南非、喀麥隆及東南亞多個國家。

興發鋁業在二零一八年落實產品多元化的發展戰略，成立了興發奧科及家裝事業部，在產業鏈延伸領域做好了大部分的技術沉澱和產品創新開發工作，為本集團產業鏈於二零一九年的延伸發展打下了堅實的基礎。

本集團在未來將繼續審慎管理財務、優化產品組合、提高營運效率，並確定立足建築鋁型材、突破工業鋁型材，延伸產業鏈，打造成為創新驅動、智能製造、綠色循環、產品結構合理的鋁材加工的領先企業。

本人謹藉此機會代表本集團衷心感謝本公司董事會各位成員、本集團管理層及員工對本集團之成就所作出之貢獻。最後，本人謹此對本集團客戶、業務夥伴及股東一直以來之支持表示謝意。

**主席，劉立斌**

香港，二零一九年三月二十六日

## Management Discussion and Analysis 管理層討論及分析



### Industry and Business Overview

Xingfa Aluminium is one of the leading aluminium profiles manufacturers in the PRC and is principally engaged in the manufacture and sale of aluminium profiles which are being used as construction and industrial materials. Since 2002, the Group has been awarded as the “No. 1 of the National Construction Aluminium Profiles Enterprises” by China Non-Ferrous Metals Fabrication Industrial Association for three consecutive sessions. Currently, we are also one of the largest suppliers of electricity conductive aluminium profiles for metro vehicles in the PRC. Leveraging on our advanced research and development capability and commitment to quality, our Group has established extensive and stable sales networks in the PRC and overseas for the past 35 years. In 2018, the Group recorded significant increase in sales orders due to the successful adjustment in marketing strategies implementation and expansion of sales channels. In addition, thanks to the increase in annual production capacity, export volume and the acceleration of product category expansion by the Group, both our sales and profit hit record high.

### 行業及業務概覽

興發鋁業是中國領先鋁型材製造商之一，主要從事製造及銷售用作建築及工業材料之鋁型材。從二零零二年起，本集團連續三屆被中國有色金屬加工工業協會評定為「中國建築鋁型材企業第一名」。目前，我們亦是中國最大的地鐵機車導電鋁型材供應商之一。過去三十五年，本集團憑藉先進研發能力及對質量之重視，於中國及海外建立廣泛及穩定之銷售網絡。於二零一八年，本集團調整營銷模式及拓寬銷售渠道之策略得以順利實施，銷售訂單因而大幅增加，加上年產能增加、出口量增加以及本集團加快產品種類的拓展，我們的銷售額及利潤均創歷史新高。



## Management Discussion and Analysis 管理層討論及分析

In 2018, the China's economy was undergoing the critical period of transformation, upgrading and structural adjustment. The foreign trade faced more complicated and changing situations due to the Sino-US trade conflicts, emerging trade protectionism and other factors. The domestic real estate industry had cooled down as a result of the stringent regulations for two consecutive years. The overall competition in the construction aluminium profiles market intensified while the residential property market witnessed increasing risks, which placed higher requirements on suppliers. As a supplier of construction aluminium profiles with strong comprehensive strengths, the Group considers the changes in the construction market as challenges as well as opportunities.

The Group has been adjusting its domestic marketing strategies and expanding sales channels in recent years. In 2018, we expanded and consolidated the strategic centralized procurement measure with distributors in soliciting national large-scale real estate developers and regional well-known real estate developers, and vigorously explored the construction aluminium panels market, adjusted sales strategies and service models. As a result, the centralized procurement orders in the real estate sector increased significantly and the sales volume of most distributors reached new high. On the other hand, the development of domestic regional sales is getting more and more balanced. Xingfa Aluminium maintained its steady growth in Zhejiang, Guangdong, Jiangsu provinces and Shanghai as well as in other advantageous regions. The total sales volume in Chongqing, Hubei, Hunan, Jiangxi and Anhui in the Yangtze River Economic Belt as well as in Sichuan, Shaanxi and other western regions increased significantly as compared with the corresponding period of last year. All these had contributed to a more balanced and coordinated development of the Group in terms of sales in the domestic regions.

In terms of product development, "Xingfa System", "Xingfa Doors and Windows" and "Paxdon System" (帕克斯頓系統) and other doors and windows systems for engineering decoration and home decoration purposes are ready for introduction into the market. The service capability of the products, including multi-dimensional integration of product R&D and innovation, ancillary materials, production, processing, inspection and installation instructions have laid a solid foundation for the expansion and development of the industrial chain of the Group in 2019.

二零一八年，國內經濟處在轉型升級、結構調整的關鍵時期；外貿在中美貿易爭端、保護主義等多重因素影響下，更為複雜多變。國內房地產行業在連續兩年的嚴厲調控下，熱度有所下降。建築鋁型材市場整體競爭加劇，住宅市場風險加大，對供應商的要求亦有所提高，作為擁有雄厚綜合實力的建築鋁型材供應商，建築市場的變化對本集團來說，是挑戰、更是機遇。

近年，本集團調整國內營銷模式及拓寬銷售渠道。二零一八年，我們通過與經銷商一起拓展和鞏固與全國大型地產商、區域知名地產商的戰略集採模式，和大力開拓建築鋁模板市場，調整銷售策略和服務模式，使地產集採訂單大幅增加，大部分經銷商銷售量均創新高。另一方面，國內區域銷售發展日趨平衡，興發鋁業在浙江省、廣東省、江蘇省、上海市等優勢地區保持平穩增長；在長江經濟帶的重慶市、湖北省、湖南省、江西省、安徽省；以及在西部地區的四川省、陝西省等總銷量同比大幅增加，使本集團在國內區域的銷售發展變得更为平衡協調。

產品開發方面，「興發系統」、「興發門窗」及「帕克斯頓系統」等工裝和家裝門窗系統已具備推向市場的條件，包括擁有產品研發創新、物料配套、生產加工、檢驗、安裝指導等多維一體的服務能力，為本集團產業鏈於二零一九年的延伸發展打下了堅實的基礎。

## Management Discussion and Analysis 管理層討論及分析

In 2018, the industrial aluminium profiles market was flourishing in many aspects. Under the guidance of national policies, the scope of applications continued to expand steadily. The Group has been focusing on the development of aluminium alloy panels business in recent years. Its sales volume in 2018 went up by 162% from that of the previous year.

In 2018, due to the gradual establishment in overseas market, the Group has established overseas sales to Vietnam, Australia, Singapore, Indonesia, Thailand, Cambodia, Myanmar, Sri Lanka, Mauritius, South Africa and Cameroon. The development of the Vietnam market, in particular, has become a model of the Group in terms of successful exploration in overseas markets.

### Prospects

We expect market competition will intensify in 2019. However, thanks to the political stability and sustained economic growth in China, the construction industry, not limited to the residential market, will maintain its growth in the future. The continuous advancement of urbanization, in particular, will support the long-term development of the construction aluminium profiles market. The industrial aluminium profiles market is developing robustly with tremendous market potential and numerous opportunities.

The Group's lean management reform has gradually achieved results, which plays a constructive role in the sustainability and stability in product quality, cost control and process standardization of the Group. The Group will continue to advance its reform in 2019. In addition, the foundation construction of the Group's precision manufacturing project in Sanshui Industrial Zone was commenced in January 2019 and plant construction will be in full swing this year and is expected to be officially put into operation in 2020. The plant will produce high-end industrial aluminium profiles for lightweight transportation, high-end electronic communication equipment, radiator materials, medical apparatus and instruments and military engineering applications. The Group will further its high-quality development while the plant will assure the provision of construction aluminium profiles according to market demand.

Xingfa Aluminium has set out its strategic plans to propel in 2019, which cover IT strategic planning, data center establishment, capacity expansion, professional marketing services system establishment, product and process standardization and supplier evaluation system. It will also implement diversified strategies that are related to aluminium profiles industrial chain. Meanwhile, the Group will expand and extend projects when appropriate according to market demand and its development.

二零一八年，工業鋁型材市場百花齊放，國家政策多方引導，應用領域範圍持續穩定擴大。本集團近年重點發展鋁合金模板業務，二零一八年銷量比上一年度增加達162%。

由於海外市場建設逐步展開，於二零一八年，本集團的海外銷售已拓展至越南、澳洲、新加坡、印尼、泰國、柬埔寨、緬甸、斯里蘭卡、毛里求斯、南非、喀麥隆等地。特別是越南市場的開拓，為本集團開拓海外市場探索出成功的模式。

### 前景

我們預期二零一九年市場競爭加劇，但在中國政治穩定、國家經濟持續增長的大前提下，建築業（但不限於住宅市場）在未來仍將保持增長，尤其是城鎮化建設的不斷推進，對建築鋁型材市場是一種長期支撐。而工業鋁型材在中國已經開始蓬勃發展，市場潛力巨大，機會眾多。

本集團的精益管理變革已逐步取得成效，對本集團產品品質的持續穩定性、成本控制、工藝規範等方面起到了建設性的作用，本集團將在二零一九年繼續推進。另外，本集團位於三水工業園的精密製造項目已於二零一九年一月奠基啟動，今年將進入全面建設廠房的階段，預期二零二零年正式投產，屆時該廠房將生產交通輕量化、高端電子通訊設備、散熱器材、醫療器械及軍工應用領域等高端工業鋁型材，本集團將能進一步有高品質的發展，而該廠房亦有助於根據市場需求保障現有建築鋁型材的供應。

興發鋁業已定下二零一九年將推進的戰略規劃，涵蓋了IT戰略規劃、資料中心建設、產能拓展、專業化行銷服務體系建設、產品及工藝標準化規範，以及供應商評價體系等方面，並會貫徹鋁型材產業鏈相關多元化的戰略，同時，將視市場需求與企業發展適時拓展延伸項目。

## Management Discussion and Analysis 管理層討論及分析

Leveraging on the Group's competitive strengths, we remain optimistic about the future business prospects of the Group.

憑藉本集團的競爭優勢，我們對未來之業務發展前景仍然保持樂觀態度。

### Financial Review

### 財務回顧

#### Revenue

#### 營業額

The revenue and sales volume of the Group for the Year were increased by 37.1% and 31.9% year-on-year to approximately RMB9,924.5 million and 517,982 tonnes respectively (2017: RMB7,239.7 million and 392,708 tonnes respectively). The growth was attributable to the significant increase in sales orders during the Year.

於本年度，本集團之營業額及銷量按年分別增加37.1%及31.9%至約人民幣9,924,500,000元及517,982噸（二零一七年：分別為人民幣7,239,700,000元及392,708噸）。該增長乃主要由於年內銷售訂單大幅增加所致。

The sales volume of construction aluminium profiles for the Year increased by 31.3% to 381,233 tonnes (2017: 290,393 tonnes). Meanwhile, the sales volume of industrial profiles for the Year also increased by 31.4% to 134,406 tonnes (2017: 102,315 tonnes).

於本年度，建築鋁型材銷量增加31.3%至381,233噸（二零一七年：290,393噸）。與此同時，於本年度，工業產品銷量增加31.4%至134,406噸（二零一七年：102,315噸）。

The following table sets forth the details of our revenue by reportable segments for the years ended 31 December 2018 and 2017:

下表載列本集團於截至二零一八年及二零一七年十二月三十一日止年度按可報告分部劃分的收益詳情：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Manufacturing and sale of aluminium profiles	生產及銷售鋁型材		
– Construction aluminium profiles	– 建築鋁型材	7,220,262	5,461,392
– Industrial aluminium profiles	– 工業鋁型材	2,215,995	1,659,615
		<b>9,436,257</b>	7,121,007
Sale of properties	銷售物業	301,164	–
Others (Note)	其他 (附註)	187,096	118,651
Total	總計	<b>9,924,517</b>	7,239,658

Note: Our Group's other revenue represented revenue generated from service contracts and sale of aluminium panels, aluminium alloy, moulds and spare parts.

附註：本集團其他收益指服務合約及銷售鋁板、鋁合金、模具及零部件所產生之收益。

## Management Discussion and Analysis 管理層討論及分析

### Gross profit and gross profit margin

The gross profit of the Group for the Year increased by 33.1% year-on-year to approximately RMB1,350.8 million (2017: RMB1,014.6 million).

The overall gross profit margin for the Year of the Group maintained similar at 13.6% (2017: 14.0%), while the sales to production ratio increased slightly to 98% (2017: 96%).

The following table sets forth the gross profit margin of our aluminium profiles:

		2018 二零一八年	2017 二零一七年
Overall	整體	13.6%	14.0%
Industrial aluminium profiles	工業鋁型材	12.4%	12.3%
Construction aluminium profiles	建築鋁型材	11.9%	13.9%

The gross profit ratio of industrial aluminium profile remained steady for the Year as compared to that of 2017.

The gross profit ratio of construction aluminium profiles for the Year decreased slightly as compared to that of 2017. This was mainly because the Group lowered the processing fee in order to maintain the existing customers and attract new customers.

### Distribution costs

The distribution costs of the Group for the Year increased by 64.6% to approximately RMB278.9 million (2017: RMB169.5 million), which was 2.8% of the revenue (2017: 2.3%). The increase was due to the expansion of sales channels during the Year, resulting in a corresponding increase in the agency fee.

### Administrative expenses

The administrative expenses of the Group for the Year increased by 11.7% to approximately RMB360.4 million (2017: RMB322.6 million), which was 3.6% of the revenue (2017: 4.5%). The increase of administrative expenses was mainly due to the increase in loss allowance on trade receivables, as resulting from larger overdue amounts relating to certain strategic customers based on market situation during the Year.

### 毛利及毛利率

於本年度，本集團之毛利按年增加33.1%至約人民幣1,350,800,000元（二零一七年：人民幣1,014,600,000元）。

於本年度，本集團之整體毛利率維持在13.6%（二零一七年：14.0%），而銷售生產比率輕微增加至98%（二零一七年：96%）。

下表載列本集團鋁型材之毛利率：

工業鋁型材於本年度之毛利率較二零一七年維持平穩。

建築鋁型材於本年度之毛利率較二零一七年輕微減少，此乃主要由於本集團為維持現有客戶及吸引新客戶而降低加工費所致。

### 分銷成本

於本年度，本集團之分銷成本增加64.6%至約人民幣278,900,000元（二零一七年：人民幣169,500,000元），佔營業額之2.8%（二零一七年：2.3%）。該增加乃由於年內擴大銷售渠道，導致代理費相應增加所致。

### 行政開支

於本年度，本集團之行政開支增加11.7%至約人民幣360,400,000元（二零一七年：人民幣322,600,000元），佔營業額之百分比為3.6%（二零一七年：4.5%）。行政開支之增加乃主要由於本年度基於市場情況與部分戰略合作客戶有關的逾期金額較大而導致交易應收款項虧損撥備增加所致。



## Management Discussion and Analysis 管理層討論及分析

### Finance costs

Finance costs increased by approximately 26% to approximately RMB164.2 million for the Year (2017: RMB130.3 million) mainly due to the increase in average loans and borrowings during the Year.

### Profit for the Year and net profit margin

The profit attributable to shareholders of the Company ("Shareholders") for the Year increased substantially by 29.4% year-on-year to approximately RMB495.2 million (2017: RMB382.6 million). The increase was primarily attributable to the significant increase in sales orders due to the successful implementation of marketing strategies and expansion of sales channels of the Group and the completion of sales of certain units of Xingfa Plaza (as defined below) during the Year.

### Analysis of Financial Position

#### Current and quick ratios

The following table sets out our Group's current and quick ratios as at 31 December 2018 and 2017:

		2018 二零一八年	2017 二零一七年
Current ratio (Note i)	流動比率 (附註i)	1.13	1.09
Quick ratio (Note ii)	速動比率 (附註ii)	0.86	0.76

#### Notes:

- (i) Current ratio is calculated based on the total current assets divided by the total current liabilities at the end of the year.
- (ii) Quick ratio is calculated based on the difference between the total current assets and the inventories divided by the total current liabilities at the end of the year.

During the Year, sales orders and sales volume increased due to the successful implementation of marketing strategies and expansion of sales channels, leading to increase in trade receivables. As such, both current ratio and quick ratio increased for the Year as compared to those of 2017.

### 財務成本

本年度之財務成本增加約26%至約人民幣164,200,000元(二零一七年:人民幣130,300,000元),乃主要由於本年度平均貸款及借貸增加所致。

### 本年度溢利及純利率

本公司股東(「股東」)應佔年度溢利按年大幅增加29.4%至約人民幣495,200,000元(二零一七年:人民幣382,600,000元)。該增加乃主要由於於年內因成功實施市場推廣策略及擴大銷售渠道而令銷售訂單大幅增長及完成銷售興發大廈(定義見下文)若干單元所致。

### 財務狀況分析

#### 流動及速動比率

下表載列本集團於二零一八年及二零一七年十二月三十一日之流動及速動比率:

#### 附註:

- (i) 流動比率以年末之流動資產總值除以流動負債總額計算。
- (ii) 速動比率以年末之流動資產總值與存貨之差額除以流動負債總額計算。

於本年度,因成功實施市場推廣策略及擴大銷售渠道而令銷售訂單及銷售量增加,從而導致交易應收款項增加。因此,本年度之流動比率及速動比率較二零一七年均有所增加。

## Management Discussion and Analysis 管理層討論及分析

### Gearing ratio

The following table sets out our Group's gearing ratio as at 31 December 2018 and 2017:

		2018 二零一八年	2017 二零一七年
Gearing ratio ( <i>Note</i> )	負債比率 (附註)	26.0%	38.5%

*Note:*

Gearing ratio is calculated based on the loans and borrowings divided by total assets and multiplied by 100%.

The gearing ratio decreased for the Year as compared to that of 2017 which was mainly due to the decrease in bank loan balances as at 31 December 2018.

### Inventory turnover days

The following table sets out our Group's inventory turnover days during the years ended 31 December 2018 and 2017:

		2018 二零一八年	2017 二零一七年
Inventory turnover days ( <i>Note</i> )	存貨周轉期 (附註)	51	65

*Note:*

Inventory turnover days is calculated based on the average of the beginning and ending inventory balance before provision for the periods divided by the total cost of sales during the years multiplied by 365 days.

The inventory turnover days for the Year decreased as compared to that of 2017 which was mainly due to the decrease in inventory level of property development as the sale of certain units of Xingfa Plaza (as defined below) completed during the Year.

### 負債比率

下表載列本集團於二零一八年及二零一七年十二月三十一日之負債比率：

	2018 二零一八年	2017 二零一七年
Gearing ratio ( <i>Note</i> )	26.0%	38.5%

附註：

負債比率以貸款及借貸除以資產總值再乘以100%計算。

於本年度之負債比率較二零一七年下降乃主要由於於二零一八年十二月三十一日的銀行貸款結餘減少所致。

### 存貨周轉期

下表載列本集團於截至二零一八年及二零一七年十二月三十一日止年度之存貨周轉：

	2018 二零一八年	2017 二零一七年
Inventory turnover days ( <i>Note</i> )	51	65

附註：

存貨周轉期以計提撥備前之期初及期終之存貨結餘平均數除以年內之銷售成本總額再乘以365日計算。

於本年度之存貨周轉期較二零一七年減少，其乃主要由於因年內完成銷售若干興發大廈（定義見下文）單元而導致物業發展之存貨水平下降所致。



## Management Discussion and Analysis

### 管理層討論及分析

#### Debtors' turnover days

The following table sets out our Group's debtors' turnover days during the years ended 31 December 2018 and 2017:

		2018 二零一八年	2017 二零一七年
Debtors' turnover days ( <i>Note</i> )	應收賬款記賬期 ( <i>附註</i> )	85	88

*Note:*

Debtors' turnover days is calculated based on the average of the beginning and ending balance of trade and bills receivables (net of allowance for doubtful debts) for the periods divided by revenue during the years multiplied by 365 days.

The debtors' turnover days remained steady for the Year as compared to that of 2017.

#### Creditors' turnover days

The following table sets out our Group's creditors' turnover days during the years ended 31 December 2018 and 2017:

		2018 二零一八年	2017 二零一七年
Creditors' turnover days ( <i>Note</i> )	應付賬款記賬期 ( <i>附註</i> )	63	69

*Note:*

Creditors' turnover days is calculated based on the average of the beginning and ending balance of trade and bills payables for the periods divided by the total cost of sales during the years multiplied by 365 days.

The creditors' turnover days for the Year decreased as compared to that of 2017. This was mainly because the Group used prepayment terms more during the Year for acquisition of aluminium ingots and aluminium bars in order to lock-up the price of aluminium ingots with the suppliers.

#### 應收賬款記賬期

下表載列本集團於截至二零一八年及二零一七年十二月三十一日止年度之應收賬款記賬期：

		2018 二零一八年	2017 二零一七年
		85	88

*附註：*

應收賬款記賬期以期初及期終之交易應收款項及應收票據結餘（扣除呆賬撥備）之平均數除以年內之營業額再乘以365日計算。

於本年度之應收賬款記賬期較二零一七年維持穩定。

#### 應付賬款記賬期

下表載列本集團於截至二零一八年及二零一七年十二月三十一日止年度之應付賬款記賬期：

		2018 二零一八年	2017 二零一七年
		63	69

*附註：*

應付賬款記賬期以期初及期終之交易應付款項及應付票據結餘之平均數除以年內之銷售成本總額再乘以365日計算。

於本年度，應付賬款記賬期較二零一七年下降。此乃主要由於為了提前跟供應商鎖定鋁錠採購價格，本集團於年內多採用以預付方式採購鋁錠及鋁棒所致。



## Management Discussion and Analysis 管理層討論及分析

### Loans and borrowings

As at 31 December 2018, the Group's loan and borrowings amounted to approximately RMB1,845.7 million (31 December 2017: RMB2,482.7 million).

The Group's fixed rate borrowings from bank loans amounted to approximately RMB1,021.9 million as at 31 December 2018 (31 December 2017: RMB1,352 million).

Further details of the Group's loans and borrowings at the balance sheet date, including the maturity profile, are set out in note 20 in notes to the consolidated financial statements.

### Banking facilities and guarantee

As at 31 December 2018, the banking facilities of the Group amounted to approximately RMB6,151.8 million (31 December 2017: RMB4,760.8 million), of which approximately RMB2,472.9 million were utilised (31 December 2017: RMB2,875.7 million).

No banking facilities were guaranteed by related parties of the Group.

### Capital expenditure

Capital expenditure was used for acquisition of property, plant and equipment and lease prepayment. During the Year, our Group's capital expenditure was approximately RMB345.5 million (2017: RMB420.3 million). The significant capital expenditure during the Year was mainly for the acquisition of equipment and lease prepayment for our production plants.

### Capital structure

As at 31 December 2018, the Company had 418,000,000 ordinary shares of HKD0.01 each in issue. No shares of the Company has been issued or repurchased during the Year.

### 貸款及借貸

於二零一八年十二月三十一日，本集團之貸款及借貸約為人民幣1,845,700,000元（二零一七年十二月三十一日：人民幣2,482,700,000元）。

於二零一八年十二月三十一日，本集團來自銀行貸款之固定利率借貸約為人民幣1,021,900,000元（二零一七年十二月三十一日：人民幣1,352,000,000元）。

本集團於結算日之貸款及借貸的進一步詳情（包括到期償還概況）載於綜合財務報表附註之附註20。

### 銀行信貸額度及擔保

於二零一八年十二月三十一日，本集團之銀行信貸額度約為人民幣6,151,800,000元（二零一七年十二月三十一日：人民幣4,760,800,000元），其中約人民幣2,472,900,000元（二零一七年十二月三十一日：人民幣2,875,700,000元）已動用。

並無銀行信貸額度已獲本集團關連方擔保。

### 資本開支

資本開支乃用作購買物業、廠房及設備及預付租金。於本年度，本集團之資本開支約為人民幣345,500,000元（二零一七年：人民幣420,300,000元）。本年度之大額資本開支乃主要用作添置生產廠房之設備及預付租金。

### 資本結構

於二零一八年十二月三十一日，本公司已發行418,000,000股每股面值0.01港元之普通股。於本年度，概無發行或回購本公司之股份。



## Management Discussion and Analysis 管理層討論及分析

### Treasury Policies

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

Certain sales and purchases of inventories of the Group are denominated in US dollars and HK dollars. Furthermore, certain trade receivables, trade payables, bank balances are denominated in US dollars and HK dollars, therefore exposing the Group to the currency risk of US dollars and HK dollars. The Group had no material exposure to foreign exchange fluctuation and no hedging has been arranged during the Year.

### CASH FLOW HIGHLIGHTS

The following table sets out our Group's cash flow highlights during the years ended 31 December 2018 and 2017:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 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	1,253,984	(47,647)
Acquisitions of property, plant and equipment	購買物業、廠房及設備	(345,308)	(333,708)
Payment for lease prepayment	預付租金之付款	(181)	(86,561)
Interest paid	支付利息	(163,605)	(123,978)
Net (decrease)/increase in bank borrowings	銀行借貸(減少)／增加淨額	(636,972)	679,297
Dividends paid	支付股息	(70,483)	-

We generally finance our operations through internally generated cash flows, bank borrowings and our cash and cash equivalents. Our Directors believe that on a long-term basis, our liquidity will be funded from operations and, if necessary, additional equity financing or bank borrowings.

As at 31 December 2018, the Group had cash and cash equivalents of RMB448.8 million (31 December 2017: 579.5 million), among which 3.0% was held in US dollars, 3.2% was held in HK dollars and the remaining balance was held in RMB.

### 庫務政策

本集團之政策為定期監察流動資金需求及遵守借貸契諾，以確保其維持充裕現金儲備及向大型金融機構取得足夠的承諾資金額度，從而滿足其短期及長遠流動資金需要。

本集團若干存貨之買賣乃以美元及港元計值。此外，由於若干交易應收賬款、交易應付賬款及銀行結餘乃以美元及港元計值，因而令本集團面臨美元及港元貨幣風險。本集團於年內並無面臨重大外匯波動風險及並無安排任何對沖政策。

### 現金流量摘要

下表截列本集團於截至二零一八年及二零一七年十二月三十一日止年度之現金流量摘要：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Net cash generated from/(used in) operating activities	1,253,984	(47,647)
Acquisitions of property, plant and equipment	(345,308)	(333,708)
Payment for lease prepayment	(181)	(86,561)
Interest paid	(163,605)	(123,978)
Net (decrease)/increase in bank borrowings	(636,972)	679,297
Dividends paid	(70,483)	-

本集團一般透過內部產生之現金流量、銀行借貸及本集團之現金及現金等價物為業務提供資金。董事相信，長遠而言本集團之流動資金將來自營運及(如有需要)額外股本融資或銀行借貸。

於二零一八年十二月三十一日，本集團的現金及現金等價物為人民幣448,800,000元(二零一七年十二月三十一日：人民幣579,500,000元)，其中3.0%以美元持有、3.2%以港元持有及餘下結餘以人民幣持有。

## Management Discussion and Analysis 管理層討論及分析

### Property Development

During the Year, 687 units of “Xingfa Plaza” (興發大廈) (wholly-owned by the Group and is located at the northern side of Jihua Road and the western side of Changang Road, Chancheng District, Foshan City, Guangdong Province, the PRC) had been sold and delivered. The units being sold and delivered is and/or would be used in accordance with the land use rights granted, including commercial service, office, culture and entertainment uses. The property comprises a parcel of land with a site area of approximately 16,961.36 sq.m. and upon completion, the gross floor area is approximately 123,527.29 sq.m.. The revenue recognised from such sale for the Year amounted to approximately RMB301.2 million (31 December 2017: Nil), with gross profit margin at 40.2%.

### Human Resources

As at 31 December 2018, our Group employed a total of approximately 7,200 full time employees in the PRC and Hong Kong which included management staff, technicians, salespersons and workers. In 2018, our Group’s total expenses on the remuneration of employees were approximately RMB713.1 million, represented approximately 7.2% of the revenue of our Group. Our Group’s emolument policies are formulated on the performance of individual employees, which will be reviewed regularly every year. Apart from the provident fund scheme (according to the provisions of the Mandatory Provident Fund Schemes Ordinance for Hong Kong employees), housing fund, medical insurance, unemployment insurance and other relevant insurance (according to the PRC rules and regulations for PRC employees), discretionary bonuses and employee share options are also awarded to employees according to the assessment of individual performance. In-house and external training programmes are provided as and when required.

### 物業發展

於本年度，興發大廈（由本集團全資擁有及位於中國廣東省佛山市禪城區季華路以北及禪港路以西）687個單元已出售及交付。在售及交付及／或根據獲授土地使用權將予使用的單位，用作包括商業服務、辦公室、文化及娛樂用途。物業包括一幅地盤面積約16,961.36平方米的土地，及於竣工後，建築面積約123,527.29平方米。於年內確認之有關銷售收益約為人民幣301,200,000元（二零一七年十二月三十一日：無），毛利率為40.2%。

### 人力資源

於二零一八年十二月三十一日，本集團於中國及香港聘用合共約7,200名全職僱員，包括管理員工、技術人員、銷售人員及工人。於二零一八年，本集團之僱員薪酬總開支約為人民幣713,100,000元，佔本集團營業額約7.2%。本集團之酬金政策乃按個別僱員之表現而制定，並會每年進行定期檢討。除根據強制性公積金計劃條例之規定為香港僱員設立公積金計劃，或根據中國之條例及規定為中國僱員參與住房公積金、醫療保險、失業保險及其他相關保險外，本集團亦會根據個別表現評估結果向僱員提供酌情花紅及僱員購股權作為獎勵。本集團亦按需要提供內部及外界培訓計劃。

## Directors and Senior Management 董事及高級管理人員

### Directors

#### Executive Directors



**Mr. Liu Libin**, aged 47, became the Chairman of the Company (“Chairman”) since 8 September 2011. Mr. Liu Libin obtained a Degree of Executive Master of Business Administration from South China University of Technology and has held various senior positions in financial, marketing and governmental fields. Mr. Liu Libin had been the vice section chief (副科長) of finance division of Department of Foreign Trade and Economic Cooperation of Guangdong Province, finance manager and deputy general manager of Sinomart Development Co. Limited (經貿國際有限公司), director and general manager of the finance department of Goldsland Holdings Company Limited (廣新控股有限公司), deputy chairman of Guangdong Advertisement Co., Ltd. (廣東省廣告有限公司) and chairman of Guangdong Guangxin PACO Technology Co., Ltd. (廣東廣新柏高科技有限公司), a subsidiary of Guangdong Guangxin Holdings Group Ltd. (廣東省廣新控股集團有限公司) (“Guangxin Holdings”). Mr. Liu Libin is the chairman of the board of directors of Guangdong Xingfa Aluminium Co., Ltd. (廣東興發鋁業有限公司) (“Guangdong Xingfa”), a wholly-owned subsidiary of the Company and an executive director of Foshan Xingfa Real Estate Co., Ltd. (“Xingfa Real Estate”), a wholly owned subsidiary of the Company.



**Mr. Liao Yuqing** (“Mr. Liao”), aged 50, is an executive Director and the chief executive officer of the Company. He is also the supervisor of the sales and marketing department in charge of the sales and marketing activities of the Group and is responsible for the planning, development, implementation and evaluation of the marketing strategies of the Group. Mr. Liao joined the Group in January 1993. Prior to that, Mr. Liao was in the military between 1986 to 1991. Mr. Liao worked at the Agricultural Bank of China Jiujiang Branch from 1991 to 1992. Mr. Liao is the director of Guangdong Xingfa and executive director of Foshan Xingfa Trading Co., Ltd.. Mr. Liao is the son-in-law of Mr. Luo Su, the Honourable Adviser of the Group.

### 董事

#### 執行董事

**劉立斌先生**，47歲，在二零一一年九月八日起成為本公司的主席（「主席」）。劉立斌先生於華南理工大學取得高級管理人員工商管理碩士學位(EMBA)，並於金融、市場推廣及政府領域擔任多個高級職位。劉立斌先生曾擔任廣東省對外經濟貿易合作廳財務處之副科長、經貿國際有限公司之財務經理及副總經理、廣新控股有限公司董事兼財務部總經理、廣東省廣告有限公司之副董事長及廣東省廣新控股集團有限公司（「廣新控股」）之附屬公司廣東廣新柏高科技有限公司之主席。劉立斌先生亦為本公司全資附屬公司廣東興發鋁業有限公司（「廣東興發」）之董事會主席及本公司全資附屬公司佛山市興發房地產開發有限公司（「興發房地產」）之執行董事。

**廖玉慶先生**（「廖先生」），50歲，執行董事及本公之行政總裁，兼任銷售及市場推廣部監事，負責本集團銷售及市場推廣活動，並且負責規劃、開展、執行及檢討本集團之市場推廣策略。廖先生於一九九三年一月加入本集團。加入本集團前，廖先生於一九八六年至一九九一年服兵役，於一九九一年至一九九二年任職於中國農業銀行九江分行。廖先生為廣東興發之董事及佛山市興發商貿有限公司之執行董事。慶先生為本集團榮譽顧問羅蘇先生之女婿。

## Directors and Senior Management 董事及高級管理人員

**Ms. Zhang Li (“Ms. Zhang”)**, aged 39, is an executive Director and the chief financial officer of the Company since 10 May 2018. Ms. Zhang has extensive business management experience, before joining the Group, she has worked in various departments of the group companies of Guangxin Holdings since July 2001. She worked at the finance department of Guangdong Dong Fang Import and Export Corp.\* (廣東省東方進出口公司) as an accountant from July 2001 to December 2003 and was then promoted to be the deputy manager from January 2004 to December 2004. She then joined the clearings department of Guangxin Holdings as the deputy head from January 2005 to December 2006 and was promoted to be the head of the clearings department from January 2007 to April 2013. Ms. Zhang worked for the capital management department of Guangxin Holdings as an assistant to the head from May 2013 to June 2014 and as the deputy head of the capital management department from June 2014 to April 2018. She has also been a director of Guangxin Shipbuilding & Heavy Industry Co., Ltd.\* (廣新海事重工股份有限公司) since September 2014. Ms. Zhang was accredited as a senior accountant in the PRC in April 2011. Ms. Zhang obtained a bachelor’s degree in economics from Central University of Finance and Economics in the PRC in 2001 and a master’s degree in accounting from Sun Yat-Sen University in the PRC in 2009. Ms. Zhang is an director of Guangdong Xingfa.

張莉女士(「張女士」), 39歲, 自二零一八年五月十日起為執行董事及本公司財務總監。張女士具有豐富的業務管理經驗, 她在加入本集團之前, 由二零零一年七月起於廣新控股之集團公司的多個部門工作。由二零零一年七月至二零零三年十二月, 彼於廣東省東方進出口公司之財務部擔任會計師, 其後於二零零四年一月至二零零四年十二月獲晉升為副經理。隨後, 由二零零五年一月至二零零六年十二月期間, 彼加入廣新控股之結算中心出任副主管, 並由二零零七年一月至二零一三年四月期間獲晉升為結算中心主管。由二零一三年五月至二零一四年六月期間, 張女士曾於廣新控股之資金管理部擔任部長助理, 並由二零一四年六月至二零一八年四月期間於資金管理部擔任副部長。自二零一四年九月起, 彼亦為廣新海事重工股份有限公司之董事。於二零一一年四月, 張女士獲認可為中國高級會計師。張女士於二零零一年在中國中央財經大學獲得經濟學學士學位, 並於二零零九年在中國中山大學獲得會計學碩士學位。張女士為廣東興發之董事。



**Mr. Law Yung Koon (“Mr. Law”)**, aged 61, is an executive Director since 28 April 2009. He is responsible for the sales and marketing of our products in overseas market. Prior to joining the Group, Mr. Law was the general manager of Hang Fat Aluminium Profiles Company Limited, which was the sole distributor of the Group in Hong Kong and Macau and one of the suppliers of aluminium ingots.

羅用冠先生(「羅先生」), 61歲, 自二零零九年四月二十八日起擔任執行董事, 負責本集團產品於海外市場之銷售及市場推廣。於加入本集團前, 羅先生為恆發鋁型材有限公司之總經理, 該公司為本集團於香港及澳門之唯一分銷商, 並為鋁錠供應商之一。



\* For identification purpose only



## Directors and Senior Management 董事及高級管理人員



**Mr. Wang Zhihua** (“Mr. Wang”), aged 48, is an executive Director. Prior to joining the Group in January 2003, from 1992 to 1997, Mr. Wang worked at Guanglian Industrial Co., Ltd. and the Guangzhou Branch of Huaxia Securities Co., Ltd. Mr. Wang obtained a bachelor’s degree in statistics from the Jiangxi University of Finance and Economics in 1992. Mr. Wang was certified as a securities agent for the period from September 2001 to September 2004 by the Securities Association of China. Mr. Wang is the executive director of Xingfa Aluminium (Chengdu) Co., Ltd..

王志華先生（「王先生」），48歲，執行董事。二零零三年一月加入本集團前，王先生自一九九二年至一九九七年於廣聯實業有限公司及華夏證券有限公司廣州分公司工作。王先生於一九九二年獲頒發江西財經大學統計學學士學位，於二零零一年九月至二零零四年九月期間獲中國證券業協會認可證券代理之資格。王先生為興發鋁業（成都）有限公司之執行董事。



**Mr. Luo Jianfeng**, (“Mr. Luo”), aged 47, is an executive Director since 16 April 2018. Mr. Luo has 25 years of experience in accounting and finance. He worked in (i) Shunde City Accounting Firm from July 1993 to March 1996; (ii) Guangdong Dezheng Accounting Firm with Limited Liability from April 1996 to December 2001; (iii) Guangdong Gongcheng Accounting Firm from January 2002 to December 2007; and (iv) Foshan City Zhongzhengcheng Accounting Firm Co., Limited from January 2008 to April 2016. In addition, Mr. Luo was the independent non-executive director of Bestsun Energy Co. Ltd. (百川能源股份有限公司) (stock code: 600681), the shares of which are listed on the Shanghai Stock Exchange, from June 2009 to June 2015. Mr. Luo obtained a bachelor’s degree in economics from Guangdong University of Business Studies in the PRC in June 1993 and is a non-practising member of The Chinese Institute of Certified Public Accountants. Mr. Luo is an executive director of China Lesso Group Holdings Limited (中國聯塑集團控股有限公司) (stock code: 2128) (“China Lesso”), the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”). He is also a general manager/supervisor of various companies in China Lesso and its subsidiaries.

羅建峰先生（「羅先生」），47歲，自二零一八年四月十六日起為執行董事。羅先生於會計及財務方面擁有25年經驗，(i)於一九九三年七月至一九九六年三月任職於順德市會計師事務所；(ii)於一九九六年四月至二零零一年十二月任職於廣東德正有限責任會計師事務所；(iii)於二零零二年一月至二零零七年十二月任職於廣東公誠會計師事務所；及(iv)於二零零八年一月至二零一六年四月任職佛山市中正誠會計師事務所有限公司。此外，羅先生曾於二零零九年六月至二零一五年六月在百川能源股份有限公司（股份代號：600681，其股份於上海證券交易所上市）出任獨立非執行董事。羅先生於一九九三年六月取得中國廣東商學院的經濟學學士學位，現為中國註冊會計師協會非執業會員。羅先生為中國聯塑集團控股有限公司（「中國聯塑」，其股份於香港聯合交易所有限公司（「聯交所」）主板上市（股份代號：2128））之執行董事。彼亦為中國聯塑內多間公司及其附屬公司之總經理／監事。

## Directors and Senior Management 董事及高級管理人員

### Non-executive Directors

**Mr. Zuo Manlun (“Mr. Zuo”)**, aged 46, is a non-executive Director since 16 April 2018. Mr. Zuo has approximately 19 years of experience in the industry of manufacturing and sale of building materials and interior decoration products. Mr. Zuo has extensive business management experience. He is the chief executive officer of China Lesso and was appointed as an executive director of China Lesso in February 2010. He is also a director/general manager/supervisor of various companies in China Lesso and its subsidiaries. Mr. Zuo’s expertise was recognised by several awards including “Outstanding Worker of the Plastic Industry in the PRC” accredited by China Plastics Processing Industry Association in 2009.

**Ms. Xie Jingyun (“Ms. Xie”)**, aged 38, is a non-executive Director appointed on 6 December 2018. Ms. Xie is experienced in strategic investment and capital operation and is currently the head of the capital operation department of Guangxin Holdings. Ms. Xie first joined the Guangxin Holdings group in 2003. She became the deputy department head of the investment development department of Guangxin Holdings in 2008 and was subsequently promoted as the department head. She then joined the capital operation department of Guangxin Holdings as an assistant to department head in 2015 and was promoted as the deputy department head and department head in 2016 and 2018 respectively. Ms. Xie obtained a bachelor degree in business administration from the Guangdong University of Foreign Studies in 2003. Ms. Xie is also a director of (i) Guangdong Advertising Group Co., Limited\* (廣東省廣告集團股份有限公司), a company established in the PRC whose shares are listed on the Shenzhen Stock Exchange (stock code: 002400); and (ii) Guangdong Shengyi Technology Co., Ltd.\* (廣東生益科技股份有限公司), a company established in the PRC whose shares are listed on the Shanghai Stock Exchange (stock code: 600183).

### 非執行董事

左滿倫先生(「左先生」), 46歲, 自二零一八年四月十六日起擔任非執行董事, 於製造及銷售建材及室內裝飾產品行業擁有約十九年經驗。左先生擁有豐富之業務管理經驗。彼為中國聯塑行政總裁, 於二零一零年二月獲委任為中國聯塑執行董事。彼亦為中國聯塑及其多間子公司之董事/總經理/監事。左先生之專業曾獲多個獎項認可, 包括於二零零九年獲中國塑料加工工業協會評為「中國塑料行業先進工作者」。



謝景雲女士(「謝女士」), 38歲, 於二零一八年十二月六日獲委任為本公司非執行董事。謝女士具有豐富的戰略投資及資本運營經驗, 目前於廣新控股出任資本運營部長。於二零零三年, 謝女士首次加入廣新控股集團。彼於二零零八年成為廣新控股之投資發展部副部門主管, 隨後獲晉升為部門主管。彼其後於二零一五年加入廣新控股之資本運營部擔任部長助理, 並分別於二零一六年及二零一八年獲晉升為副部長及部長。謝女士於二零零三年在廣東外語外貿大學取得工商管理學士學位, 謝女士亦為(i)廣東省廣告集團股份有限公司(於中國成立之公司), 其股份於深圳證券交易所上市(股份代碼: 002400); 及(ii)廣東生益科技股份有限公司(於中國成立之公司, 其股份於上海證券交易所上市(股份代碼: 600183))之董事。



\* For identification purpose only

## Directors and Senior Management 董事及高級管理人員



### Independent non-executive Directors

**Mr. Chen Mo** (“Mr. Chen”), aged 54, is an independent non-executive Director appointed on 29 February 2008. He obtained the lawyer qualification certificate issued by the Guangdong Provincial Department of Justice in June 1989. Mr. Chen has been a practicing lawyer in the PRC since 1993 and has been a partner of (i) Goldsun Law Firm (國信聯合律師事務所) from 1998 to 2011; and (ii) Guangdong King & Land Law Firm (廣東君厚律師事務所) from 2011 to March 2019. Mr. Chen was admitted as a lawyer by the Department of Justice of Guangdong Province in June 1989 and obtained 三級律師資格 (Third Grade Lawyer) from the Department of Personnel of Guangdong Province in 1999. Mr. Chen graduated from the Political Education Department of South China Normal University (華南師範大學) in 1986. He has been granted the 《律師從事證券法律業務資格證書》 (Certificate of Engaging in Securities Law Business) jointly by the Ministry of Justice and China Securities Regulatory Commission in 1996, the 《律師從事集體科技企業產權界定法律業務資格證書》 (Certificate of Engaging in Delimitation of Property Rights of Collective Science and Technology Enterprises) jointly by the Ministry of Justice, the Ministry of Science and Technology of the PRC and the State-owned Asset supervision and Administration Commission of the State Council in 1998, and the 《上市公司獨立董事培訓結業證》 (Certificate of Completion of Training on Independent Directors of Listed Companies) by the China Securities Regulatory Commission and the School of Management of Fudan University jointly in 2001. Mr. Chen joined Guangdong Lianyue Law Firm (廣東連越律師事務所) in April 2019.

### 獨立非執行董事

陳默先生(「陳先生」)，54歲，於二零零八年二月二十九日獲委任為本公司獨立非執行董事。一九八九年六月獲得廣東省司法廳頒發的律師執業資格證書。陳先生自一九九三年起為中國執業律師，及由(i)一九九八年至二零一一年為國信聯合律師事務所合夥人；及(ii)二零一一年至二零一九年三月為廣東君厚律師事務所合夥人。陳先生於一九八九年六月獲委任為廣東省司法廳律師，其後於一九九九年獲得廣東省人事廳三級律師資格。陳先生於一九八六年畢業於華南師範大學政治教育系，於一九九六年獲司法部及中國證券監督管理委員會聯合頒發《律師從事證券法律業務資格證書》，於一九九八年獲司法部、中國科學技術部及國務院國有資產監督管理委員會頒發《律師從事集體科技企業產權界定法律業務資格證書》，於二零零一年獲中國證券監督管理委員會及復旦大學管理學院聯合頒發《上市公司獨立董事培訓結業證》。陳先生於二零一九年四月加入廣東連越律師事務所。



## Directors and Senior Management 董事及高級管理人員

**Mr. Junius K. Y. Ho (“Mr. Ho”)**, aged 56, is an independent non-executive Director appointed on 29 February 2008. He is a Senior Partner of Messrs. K.C. Ho & Fong, Solicitors & Notaries where he is the head of the Litigation and Commercial Department. He is also the Principal Representative of the Guangzhou Office. Having studied at Anglia Ruskin University in the United Kingdom (formerly known as Chelmer Institute of Higher Education), Mr. Ho obtained his Bachelor of Law Degree in 1984. He then joined the University of Hong Kong for the Post-graduate Certificate in Laws study. Mr. Ho was further awarded with the honorary degree of Doctor of Laws by Anglia Ruskin University in 2011.

Mr. Ho was admitted as a solicitor in Hong Kong in 1988. He was subsequently admitted in Singapore, England and Wales in 1995 and 1997 respectively. In 2003, he was appointed as a China-Appointed Attesting Officer.

Mr. Ho has over 30 years of legal experience. Being the Past President (2011-2012) and the Council Member (1995-2017) of the Law Society of Hong Kong, he is committed in serving the community and contributing to the economic co-operation between Hong Kong and Mainland China. Apart from serving the legal profession, he also serves on various government and public boards as follows:

1. Justice of the Peace of the Hong Kong Special Administrative Region;
2. New Territories Justice of the Peace of the Hong Kong Special Administrative Region;
3. Member of Legislative Council of HKSAR (2016-2020);
4. Elected Member of Lok Tsui District of Tuen Mun District Council (2016-2019);

何君堯先生(「何先生」)，56歲，於二零零八年二月二十九日獲委任為本公司獨立非執行董事。彼為何君柱律師樓的高級合夥人，主理訴訟及商業部門，亦同時兼任廣州辦事處首席代表。於英國安格利亞魯斯金大學(前稱州瑪高等教育學院)學習後，何先生於一九八四年取得法律學士學位。之後他攻讀香港大學法律研究生文憑課程。於二零一一年，何先生進一步獲安格利亞魯斯金大學頒授榮譽法學博士學位。

何先生於一九八八年取得香港執業律師資格，其後分別在一九九五年及一九九七年取得新加坡，英格蘭及威爾斯律師資格。於二零零三年，彼獲委任為中國委託公證人。

何先生擁有逾30年之法律工作經驗，作為香港律師會之前任會長(二零一一年至二零一二年)及理事(一九九五年至二零一七年)，他致力於服務社區及促進香港與內地經貿合作。除投身於其本身法律專業外，何先生亦擔任下列之多項政府及公共部門之工作：

1. 香港特別行政區太平紳士；
2. 香港特別行政區新界太平紳士；
3. 香港特別行政區立法會議員(二零一六年至二零二零年)；
4. 屯門區樂翠區區議員(二零一六年至二零一九年)；





## Directors and Senior Management

### 董事及高級管理人員

- |     |   |     |  |
|-----|---|-----|--|
| 5.  | Past President (2011-2012) and Council Member (1995-2017) of the Law Society of Hong Kong;  | 5.  | 香港律師會之前任會長(二零一一年至二零一二年)及理事(一九九五年至二零一七年);             |
| 6.  | Founder of International Probono Legal Services Association Limited;  | 6.  | 國際公益法律服務協會有限公司創辦人;                                   |
| 7.  | Member of the Council of Lingnan University of Hong Kong (2015-2021);   | 7.  | 香港嶺南大學校董(二零一五年至二零二一年);                               |
| 8.  | Member of the Panel of Adjudicators of the Obscene Articles Tribunal (2013-2019);   | 8.  | 管制淫褻及不雅物品審裁小組委員(二零一三年至二零一九年)。                        |
| 9.  | Ex-officio Executive Councillor of Heung Yee Kuk;   | 9.  | 新界鄉議局當然執行委員;   |
| 10. | Spokesman of New Territories Concern Group;   | 10. | 新界關注大聯盟發言人;  |
| 11. | Indigenous Village Representative of Leung Tin Village (2011-2019);   | 11. | 屯門良田村原居民村代表(二零一一年至二零一九年);                            |
| 12. | Director and Chairman of Yan Oi Tong (1993-1997) and Advisory Board Member of Yan Oi Tong (present);  | 12. | 仁愛堂主席及董事(一九九三年至一九九七年)及仁愛堂諮議局成員(現任);                  |
| 13. | Founder of Butterflyers Association Limited (a charitable organization);  | 13. | 慈善組織匯蝶公益有限公司創辦人;                                     |
| 14. | Independent director of Hong Kong Football Association (2011-2019);   | 14. | 香港足球總會獨立董事(二零一一年至二零一九年);                             |
| 15. | Arbitrator of Zhengzhou Arbitration Commission and South China International Economic and Trade Arbitration Commission (Shenzhen Court of International Arbitration) (2009-2018); and | 15. | 鄭州仲裁委員會國際仲裁院及華南國際經濟貿易仲裁委員會(深圳國際仲裁院)仲裁員(二零零九年至二零一八年); |
| 16. | Special Adviser of "One Belt One Road" Legal Services Research Centre of the Guangdong Lawyers Association; and   | 16. | 廣東律師協會「一帶一路」法律服務研究中心特別顧問;及                           |
| 17. | Part-time Tutor of Master of Public Administration, China University of Labor Relations (2018-2021).  | 17. | 中國勞動關係學院公共管理碩士兼職研究生導師(二零一八年至二零二一年)。                  |

## Directors and Senior Management 董事及高級管理人員

**Mr. Lam, Ying Hung Andy (“Mr. Lam”)**, aged 54, is an independent non-executive Director appointed on 29 February 2008. He is an associate member of various professional organisations, namely The Institute of Chartered Secretaries and Administrators, The Hong Kong Institute of Company Secretaries and The Hong Kong Institute of Bankers. Mr. Lam is also a fellow member of The Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He obtained his master’s degree in professional accounting from The Hong Kong Polytechnic University. Mr. Lam has over 20 years of experience in the accounting, banking and finance sectors and currently is the managing consultant of Lontreprise Consulting Limited. Mr. Lam was also the president of Dragon Junior Chamber, a local chamber affiliated with Junior Chamber International Hong Kong in 2004 and was elected as the national vice president of the Junior Chamber International Hong Kong in 2005. He is currently an independent non-executive director of each of Brilliant Circle Holdings International Limited (stock code: 1008), Synertone Communication Corporation (stock code: 1613) and Weiye Holdings Limited (stock code: 1570), the shares of which are listed on the Main Board of the Stock Exchange.

林英鴻先生（「林先生」），54歲，於二零零八年二月二十九日獲委任為獨立非執行董事。林先生為多家專業機構之會員，包括英國特許秘書及行政人員公會、香港公司秘書公會及香港銀行學會，亦是英國特許公認會計師公會及香港會計師公會資深會員。林先生在香港理工大學取得專業會計碩士學位，擁有逾20年會計、銀行和金融行業經驗，目前為龍企諮詢有限公司之首席顧問。林先生於二零零四年擔任騰龍青年商會會長，該商會是國際青年商會香港總會之地方分支機構，並於二零零五年獲選為國際青年商會香港總會副會長。彼目前為貴聯控股國際有限公司（股份代號：1008）、協同通信集團有限公司（股份代號：1613）及偉業控股有限公司（股份代號：1570）之獨立非執行董事，該等公司股份均於聯交所主板上市。



## Directors and Senior Management 董事及高級管理人員



**Mr. Liang Shibin (“Mr. Liang”)**, aged 79, is an independent non-executive Director appointed on 14 December 2013. He completed the programme of Nonferrous Metal and Heat Treatment in the Department of Special Metallurgy from 中南礦冶學院 (unofficial English translation being Central South Institute of Mining and Metallurgy) (now known as 中南大學 (Central South University)). From 1965 to 1982, Mr. Liang had worked in the special workshop of 東北輕合金加工廠 (unofficial English translation being Northeast Light Alloy Processing Factory) first as technician and later as engineer and specialized in atomic reactor technical matters. From 1982 to 1992, Mr. Liang had worked in 廣東省有色金屬加工廠 (unofficial English translation being Guangdong Nonferrous Metal Processing Factory) first as workshop manager, and later as deputy factory general manager and then factory general manager. From 1988 to 1992, he also served as the president of 廣東省鋁型材協會 (unofficial English translation being Guangdong Aluminium Profile Association). From 1992 to 2003, he first served as the general manager of 杭州宏昌鋁業公司 (unofficial English translation being Hangzhou Hongchang Aluminium Company) and later as the deputy general manager and chief engineer of 寧波鋁業公司 (unofficial English translation being Ningbo Aluminium Company). From 2003 to 2011, he served as a senior consultant of 福建省閩發鋁業股份有限公司 (Fujian Minfa Aluminium Co., Ltd.) (a company listed on Small and Medium-sized Enterprise Board of Shenzhen Stock Exchange with stock code: 002578). From 2008 to 2013, Mr. Liang was an independent director of 福建省閩發鋁業股份有限公司 (Fujian Minfa Aluminium Co., Ltd.).

梁世斌先生（「梁先生」），79歲，於二零一三年十二月十四日獲委任為獨立非執行董事。彼自中南礦冶學院（現名中南大學）特種冶金系的有色金屬及熱處理專業畢業。自一九六五年至一九八二年，梁先生曾任職於東北輕合金加工廠專用車間，首先出任技術員，隨後出任工程師，專注於原子反應堆技術事宜。自一九八二年至一九九二年，梁先生曾任職於廣東省有色金屬加工廠，首先出任車間主任，隨後出任工廠副總經理及工廠總經理。自一九八八年至一九九二年，彼亦擔任廣東省鋁型材協會會長。自一九九二年至二零零三年，彼首先擔任杭州宏昌鋁業公司之總經理，隨後擔任寧波鋁業公司之副總經理兼總工程師。自二零零三年至二零一一年，彼擔任福建省閩發鋁業股份有限公司（一間於深圳證券交易所中小企業板上市之公司，股份代號：002578）之高級顧問。自二零零八年至二零一三年，梁先生擔任福建省閩發鋁業股份有限公司之獨立董事。

## Directors and Senior Management 董事及高級管理人員

### Senior Management

**Mr. Lin Yan (“Mr. Lin”)**, aged 50, is the deputy general manager of Guangdong Xingfa and its subsidiaries (“Guangdong Xingfa Group”) and was appointed on 26 August 2011. Mr. Lin is responsible for the sales operation of the Group. Prior to joining Xingfa Aluminium, Mr. Lin worked in a state-owned enterprise, Guangdong Metals & Minerals Import & Export Group Corporation (廣東省五金礦產進出口集團公司), with more than 20 years of experience in international trade. He was awarded a certificate of Economist by Ministry of Human Resources of the PRC in 1996. Mr. Lin held a Bachelor Degree in Economics from Jinan University, the Degree of Executive Master of Business Administration (EMBA) at South China University of Technology.

**Mr. Liu Yuntang**, aged 50, is the deputy general manager of Guangdong Xingfa Group and is responsible for production management of the Group. Mr. Liu Yuntang joined Guangdong Xingfa Aluminium Profiles Factory in 1993. Prior to joining the Group in October 1993, Mr. Liu Yuntang worked at Nanhai Guangdong Cable Factory Co., Ltd. from 1991 to 1993. Mr. Liu Yuntang was granted a bachelor’s degree in engineering by the Guangdong Mechanics Institute in 1991. He was certified as assistant engineer in 1993 by the Nanhai City Science Technology Committee and certified as engineer in 2001 by the Foshan City Human Resources Bureau. He was awarded as senior engineer by Guangdong Human Resources and Social Security Department on 4 May 2015, and was granted a senior executive master in business administration degree by Sun Yat-sen University on 29 December 2015.

### 高級管理人員

**林嚴先生(「林先生」)**，50歲，在二零一一年八月二十六日獲委任為廣東興發及其子公司(「廣東興發集團」)之副總經理，負責本集團銷售業務。林先生加入興發鋁業前，於大型國有企業廣東省五金礦產進出口集團公司工作，有二十多年從事國際貿易的經驗。彼於一九九六年獲全國人力資源部經濟師資格。林先生持有暨南大學經濟學學士學位，華南理工大學高級工商管理碩士學位(EMBA)。

**劉允棠先生**，50歲，廣東興發集團之副總經理，負責本集團之生產管理。劉允棠先生於一九九三年加入廣東興發鋁型材廠。於一九九三年十月加入本集團前，劉允棠先生於一九九一年至一九九三年任職於南海廣東電纜廠。劉允棠先生於一九九一年獲廣東機械學院授予工程學士學位。劉允棠先生於一九九三年獲南海市科學技術委員會評為助理工程師，於二零零一年獲佛山市人力資源局評為工程師。二零一五年五月四日獲廣東省人力資源和社會保障廳評為高級工程師，二零一五年十二月二十九日獲中山大學授予高級管理人員工商管理碩士學位。



## Directors and Senior Management 董事及高級管理人員

**Mr. Chen Wensi (“Mr. Chen”)**, aged 48, is the deputy general manager of Guangdong Xingfa Group. Mr. Chen is responsible for the technology research and development, quality control and safety in environmental protection of the Group. Mr. Chen joined Guangdong Xingfa Aluminum Profiles Factory in 1997. Prior to joining the Group in January 1997, Mr. Chen worked for Guangdong Chang’e Thermal Insulation Container Factory (廣東嫦娥保溫器皿廠) from 1995 to 1996. Mr. Chen graduated from Guangzhou Zhongkai Institute of Agricultural Technology (廣州仲愷農業技術學院) in 1995. He qualified as a senior engineer in mechanical engineering in 2018. He is also a member of the Measurement Technology Committee of China Non-ferrous Metals Industry Association and an expert of the Expert Committee of China Non-ferrous Metals Processing Industry Association. Mr. Chen has participated in the development, management and standardization of scientific research projects from various national, provincial, municipal and district governments. He has won 5 excellence awards in patents in China, 3 first prizes of the excellence awards in technical standards by the National Non-ferrous Metals Standardization Technical Committee, and 2 progress awards in science and technology by Guangdong Province.

**Mr. Guan Dubiao (“Mr. Guan”)**, aged 48, is the deputy general manager of Guangdong Xingfa Group. Mr. Guan, senior CPA is currently the council member of Foshan City CPA Institute and Foshan City Association of Chief Financial Officers. His education background is undergraduate, studying business management (accounting) and economic management. Prior to joining the Group, Mr. Guan started his accounting career in the business department of Foshan Nanzhuang Economic Development Company. Subsequently, Mr. Guan served as different important financial positions, such as chief accountant, chief of finance, etc., within several group companies of Foshan Nanzhuang Economic Development Company. Mr. Guan joined the Group in 1999 as deputy head of finance department and Chief Accountant and subsequently promoted as head of finance department. He was further promoted as deputy general manager of Guangdong Xingfa Group since September 2011.

### COMPANY SECRETARY

**Ms. Wong Tik (“Ms. Wong”)**, aged 47, is the company secretary of the Company. Ms. Wong is a certified public accountant and an associate member of the Hong Kong Institute of Certified Public Accountants and has over 20 years of experience in the field of accounting and has worked in a number of listed companies in Hong Kong. Ms. Wong obtained the Honours Diploma in Accounting from Hong Kong Shue Yan College in 1995. Ms. Wong joined our Group on 29 March 2018.

**陳文泗先生 (「陳先生」)**, 48歲, 廣東興發集團之副總經理, 負責本集團技術研發、質量管控與安全環保。陳先生於一九九七年加入廣東興發鋁型材廠。一九九七年一月加入本集團前, 陳先生於一九九五年至一九九六年任職於廣東嫦娥保溫器皿廠。陳文泗先生一九九五年畢業於廣州仲愷農業技術學院, 於二零一八年獲機械工程高級工程師資格, 兼任中國有色金屬工業協會計量技術委員會委員及中國有色金屬加工工業協會專家委員會專家。陳先生參與多項國家、省、市、區各級政府科研項目開發管理工作及標準編製工作, 獲中國專利優秀獎5項、全國有色金屬標準化技術委員會技術標準優秀獎一等獎3項、廣東省科技進步獎2項等多項科技獎勵。

**關道標先生 (「關先生」)**, 48歲, 廣東興發集團之副總經理。關先生, 高級會計師, 現任佛山市會計學會及佛山市總會計師協會常務理事。學歷: 本科, 攻讀企業管理(財會類)專業和經濟管理專業。加入本集團前, 關先生於佛山南莊經濟發展總公司經營部任會計工作, 其後在佛山南莊經濟發展總公司之下屬多間公司擔任主管會計、財務科長等不同的主要財務職務。關先生於一九九九年加入本集團並任職財務部副部長兼主管會計, 次年升任至財務部部長, 二零一一年九月升任為廣東興發集團之副總經理。

### 公司秘書

**黃荻女士 (「黃女士」)**, 47歲, 為本公司之公司秘書。黃女士為執業會計師及香港會計師公會會員, 於會計領域擁有逾二十年經驗, 並曾於香港多家上市公司任職。黃女士於一九九五年取得香港樹仁學院之會計學榮譽文憑。黃女士於二零一八年三月二十九日加入本集團。

## Report of the Directors 董事會報告

The directors (“Directors”) of Xingfa Aluminium Holdings Limited (“Company”) present their report together with the audited consolidated financial statements of the Company and its subsidiaries (collected referred as to “Group”), for the year ended 31 December 2018 (“Year”).

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of other members of the Group are set out in note 3(a) in notes to the consolidated financial statements.

There were no significant changes in the nature of the Group’s principal activities during the year ended 31 December 2018.

### RESULTS AND APPROPRIATION

The results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss on page 139 of the annual report.

### FINAL DIVIDEND

The Directors recommended the payment of a final dividend of HKD0.2 per ordinary share for the year ended 31 December 2018 (2017: HKD0.2).

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the right to attend the forthcoming annual general meeting to be held on Thursday, 30 May 2019, the register of members of the Company will be closed from Monday, 27 May 2019 to Thursday, 30 May 2019 (both days inclusive). During such period, no transfer of the shares in the Company will be registered. In order to qualify for the attendance in the annual general meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Friday, 24 May 2019.

興發鋁業控股有限公司（「本公司」）董事（「董事」）會呈報其報告，連同本公司及其附屬公司（統稱「本集團」）截至二零一八年十二月三十一日止年度（「本年度」）之經審計綜合財務報表。

### 主要業務

本公司之主要業務為投資控股。本集團其他成員公司之主要業務詳情載於綜合財務報表附註之附註3(a)。

於截至二零一八年十二月三十一日止年度內，本集團之主要業務性質並無重大變動。

### 業績及分配

本集團截至二零一八年十二月三十一日止年度之業績載於年報第139頁綜合損益表。

### 末期股息

董事建議就截至二零一八年十二月三十一日止年度派發末期股息每股普通股0.2港元（二零一七年：0.2港元）。

### 暫停辦理股份過戶登記手續

為釐定出席將於二零一九年五月三十日（星期四）舉行的應屆股東週年大會之權利，本公司將由二零一九年五月二十七日（星期一）起至二零一九年五月三十日（星期四）止（包括首尾兩日）暫停辦理股份過戶登記手續，於該期間內本公司將不會辦理任何股份過戶。為符合資格出席股東週年大會，所有過戶文件連同相關股票必須最遲於二零一九年五月二十四日（星期五）下午四時三十分前送達本公司之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。

## Report of the Directors 董事會報告

For the purpose of determining the entitlement to the final dividend, the register of members of the Company will be closed from Wednesday, 12 June 2019 to Friday, 14 June 2019 (both days inclusive). During such period, no transfer of the shares in the Company will be registered. In order to qualify for the final dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at the above address not later than 4:30 p.m. on Tuesday, 11 June 2019.

### FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five years is set out on page 308.

### LOANS AND BORROWINGS

Details of the Group's loans and borrowings at the balance sheet date are set out in note 20 in notes to the consolidated financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 10 in notes to the consolidated financial statements.

### SHARE CAPITAL

Details of the Company's paid-in capital for the year ended 31 December 2018 are set out in note 24 in notes to the consolidated financial statements.

### DONATIONS

The Group made donation of RMB590,000 (2017: RMB760,000) for charitable or any other purposes during the Year.

### EQUITY-LINKED AGREEMENT

Details of the equity-linked agreements entered into during the Year or subsisting at the end of the Year are set out below.

為釐定享有末期股息之權利，本公司將自二零一九年六月十二日（星期三）起至二零一九年六月十四日（星期五）（包括首尾兩日）暫停辦理股份過戶登記手續。於該期間內，將不會辦理任何本公司股份之過戶。為符合收取末期股息之資格，所有過戶文件連同相關股票須不遲於二零一九年六月十一日（星期二）下午四時三十分按上述地址送交予本公司之香港股份過戶登記分處卓佳證券登記有限公司。

### 財務概要

本集團於過往五年之業績、資產及負債概要載於第308頁。

### 貸款及借貸

本集團於結算日之貸款及借貸詳情載於綜合財務報表附註之附註20。

### 物業、廠房及設備

本集團之物業、廠房及設備於年內之變動詳情載於綜合財務報表附註之附註10。

### 股本

本公司截至二零一八年十二月三十一日止年度之實繳股本詳情載於綜合財務報表附註之附註24。

### 捐款

於本年度，本集團作出人民幣590,000元（二零一七年：人民幣760,000元）之慈善捐款或作任何其他用途。

### 股權掛鈎協議

於本年內訂立或於本年末存續之股權掛鈎協議詳情載於下文。

## Report of the Directors 董事會報告

### SHARE OPTION SCHEMES

The Company conditionally adopted a share option scheme (“2008 Share Option Scheme”) on 29 February 2008. The 2008 Share Option Scheme became effective on 31 March 2008 and expired on 30 March 2018. No share option was granted, exercised, cancelled or lapsed under the 2008 Share Option Scheme. No further option can be granted under the 2008 Share Option Scheme.

The Company conditionally adopted a new share option scheme (“2018 Share Option Scheme”) on 29 December 2017. The 2018 Share Option Scheme became effective for 10 years commencing from 5 January 2018.

The purpose of the 2018 Share Option Scheme is to enable the Group to grant options to eligible participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any invested entity in which the Group holds an equity interest (“Invested Entity”).

Eligible participants under the 2018 Share Option Scheme include directors and employees of the Group or any Invested Entity; any suppliers, customers, advisers or consultants of the Group or any Invested Entity; any persons or entities that provide research development or other technological support to the Group or any Invested Entity; any holders of securities issued by any member of the Group or any Invested Entity; any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and any other groups or classes of participants whom the Board considers have contributed or will contribute to the Group.

The principal terms of the 2018 Share Option Scheme are summarised as follows:

The maximum number of shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the 2018 Share Option Scheme and any other share option scheme adopted by the Group must not in aggregate exceed 30% of the shares of the Company in issue from time to time.

### 購股權計劃

本公司於二零零八年二月二十九日有條件採納一項購股權計劃（「二零零八年購股權計劃」）。二零零八年購股權計劃自二零零八年三月三十一日起生效及於二零一八年三月三十日屆滿。根據二零零八年購股權計劃概無購股權獲授出、行使、註銷或失效。概無其他購股權可根據二零零八年購股權計劃授出。

本公司已於二零一七年十二月二十九日有條件採納一項新購股權計劃（「二零一八年購股權計劃」）。二零一八年購股權計劃自二零一八年一月五日起10年內有效。

二零一八年購股權計劃旨在讓本集團向合資格參與者授出購股權作為彼等對本集團貢獻之鼓勵或獎勵及／或讓本集團招聘及留聘優秀僱員，並吸引對本集團及本集團持有股權之任何實體（「投資實體」）有價值之人力資源。

二零一八年購股權計劃計劃項下之合資格參與者包括本集團或投資實體之董事及僱員；本集團或任何投資實體之任何供應商、客戶、顧問或諮詢人；向本集團或任何投資實體提供研發或其他科技支援之任何人士或實體；本集團任何成員公司或任何投資實體所發行證券之任何持有人；本集團任何成員公司或任何投資實體任何業務範疇或業務發展之任何顧問（專業或其他）；及任何董事會認為對本集團已或將作出貢獻之其他組別或類別之參與者。

二零一八年購股權計劃之主要條款概述如下：

根據二零一八年購股權計劃及本集團採納之任何其他計劃將予授出之授出而尚未行使之所有購股權獲行使時而可予配發及發行之最高普通股數目不得超過本公司不時已發行普通股之30%。



## Report of the Directors 董事會報告

The total number of shares of the Company which may be allotted and issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the 2018 Share Option Scheme and any other share option scheme of the Group) to be granted under the 2018 Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 41,800,000 shares, being 10% of the shares in issue as at the date of approval of the 2018 Share Option Scheme by the Shareholders at the extraordinary general meeting held on 29 December 2017. As at the date of this report, the total number of ordinary shares available for issue under the 2018 Share Option Scheme is 37,620,000 shares, which represents 9% of the issued shares of the Company as at the date of this report.

The maximum number of shares of the Company issued and to be issued upon exercise of the options granted under the 2018 Share Option Scheme and any other share option scheme of the Group to each eligible participant (including exercised and outstanding options) in any 12-month period shall not exceed 1% of the issued shares of the Company from time to time.

The subscription price for shares of the Company under the 2018 Share Option Scheme shall be a price determined by the directors of the Company, but shall not be less than the highest of (i) the closing price of shares of the Company as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the shares on the offer date, which must be a business day; (ii) the average closing price of shares of the Company as stated in the Stock Exchange's daily quotations sheets for trade in one or more board lots of the shares for the five business days immediately preceding the offer date; and (iii) the nominal value of a share of the Company.

Upon acceptance of the grant of an option, the grantee shall pay HK\$1.00 to the Company as nominal consideration for the grant.

The Company has granted 4,180,000 share options pursuant to the 2018 Share Option Scheme on 15 October 2018. The closing price of the shares of the Company immediately before the date of grant of share options was HK\$5.39. The options granted will vest after two years to four years from the date of grant and are then exercisable on or before 14 October 2023. Further details of the options granted under the 2018 Share Option Scheme are set out in note 22 in notes to the consolidated financial statements.

因行使所有根據本集團二零一八年購股權計劃及任何其他購股權計劃而授出的購股權（不包括就根據本集團二零一八年購股權計劃及任何其他購股權計劃條款已失效的購股權）而可配發及發行之本公司股份總數合共不得超過41,800,000股，相當於股東於二零一七年十二月二十九日舉行的股東特別大會上批准二零一八年購股權計劃當天本公司已發行股份的10%。於本報告日期，根據二零一八年購股權計劃可予以發行的普通股總數為37,620,000股，其相當於本公司於本報告已發行股份的9%。

於任何12個月期間根據二零一八年購股權計劃及本集團任何其他購股權計劃授予每名合資格參與者之購股權（包括已行使及未行使購股權）獲行使而已發行及將予發行本公司股份之最高數目，不得超過本公司不時已發行股份之1%。

二零一八年購股權計劃項下本公司股份之認購價將由本公司董事釐定，惟不得低於下列之最高者：(i)本公司股份於發售日期（必須為營業日）按一手或多手買賣單位交易時於聯交所之每日報價表所示之收市價；(ii)緊接發售日期前五個營業日本公司股份按一手或多手買賣單位交易時於聯交所每日報價表所示之平均收市價；及(iii)本公司股份面值。

於接納授出購股權後，承授人須向本公司支付1.00港元作為授出之名義代價。

本公司已於二零一八年十月十五日根據二零一八年購股權計劃授出4,180,000份購股權。本公司緊接購股權授出日期前之股份收市價為5.39港元。獲授購股權將自授出日期後兩至四年內歸屬及隨後於二零二三年十月十四日或之前可予行使。二零一八年購股權計劃項下授出購股權之進一步詳情載於綜合財務報表附註之附註22。

## Report of the Directors 董事會報告

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association ("Articles") or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2018.

### RESERVES

Details of movements in the reserves of the Group during the Year are set out in note 24 in notes to the consolidated financial statements and in the consolidated statement of changes in equity.

### DISTRIBUTABLE RESERVES

As at 31 December 2018, the Company's reserves available for distribution calculated in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands amounted to RMB604,722,000 (2017: RMB575,943,000).

### CONTINGENT LIABILITIES

Details of the contingent liabilities of the Group as at 31 December 2018 are set out in note 27 in notes to the consolidated financial statements.

### 優先購買權

本公司之組織章程細則（「細則」）或開曼群島（即本公司註冊成立之司法權區）法例並無優先購買權之規定，致使本公司必須按比例向現有股東提呈發售新股份。

### 購買、出售或贖回本公司上市證券

於截至二零一八年十二月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

### 儲備

本集團儲備於年內之變動詳情載於綜合財務報表附註之附註24及綜合權益變動表。

### 可供分派儲備

於二零一八年十二月三十一日，本公司根據開曼群島法例第22章公司法（一九六一年第3號法例，經綜合及修訂）計算並可用作分派之儲備達人民幣604,722,000元（二零一七年：人民幣575,943,000元）。

### 或然負債

於二零一八年十二月三十一日，本集團或然負債之詳情載於綜合財務報表附註之附註27。

## Report of the Directors 董事會報告

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2018, sales to the Group's five largest customers accounted for 18.8% (2017: 21.3%) of the Group's revenue where sales to the largest customer accounted for 7.1% (2017: 8.7%) of the Group's revenue.

For the year ended 31 December 2018, purchases from the Group's five largest suppliers accounted for 74.4% (2017: 71.4%) of the Group's total cost of purchase whereas purchases from the largest supplier accounted for approximately 40.2% (2017: 34.1%) of the Group's total cost of purchase.

None of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or five largest suppliers during the year ended 31 December 2018.

### BUSINESS REVIEW

Below is a business review of this report as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). The discussion on a fair review of the Group's business, financial key performance indicators and performance indicators and performance and indication of future development of the Group for the year ended 31 December 2018 can be found in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" in this annual report. Those discussions form part of this report of the Directors.

### PRINCIPAL RISKS AND UNCERTAINTIES FACING THE GROUP

The Group is exposed to various risks and uncertainties. The effects of such risks may vary over time. The following sets forth material risks classified by the Group and the relevant alleviating measures for each material risk for the management of such risks.

### 主要客戶及供應商

截至二零一八年十二月三十一日止年度，本集團向五大客戶之銷售額佔本集團營業額18.8%（二零一七年：21.3%），而向最大客戶之銷售額佔本集團營業額7.1%（二零一七年：8.7%）。

截至二零一八年十二月三十一日止年度，向五大供應商之採購額佔本集團總採購成本約74.4%（二零一七年：71.4%），而向最大供應商之採購額佔本集團總採購成本約40.2%（二零一七年：34.1%）。

於截至二零一八年十二月三十一日止年度內，董事或彼等任何緊密聯繫人士或任何股東（就董事所深知，擁有本公司已發行股本5%以上）概無擁有本集團五大客戶或五大供應商之任何實益權益。

### 業務回顧

以下為按香港法例第622章公司條例附表5規定所作出的本報告業務回顧。有關截至二零一八年十二月三十一日止年度對本集團業務、關鍵財務績效指標及表現以及預計日後發展的討論載於本年報「主席報告」及「管理層討論及分析」章節。該等討論組成本董事會報告一部分。

### 本集團面臨之主要風險及不明朗因素

本集團面臨若干風險及不明朗因素。該等風險之影響可不時發生變動。下表載列本集團分類之重大風險及就各重大風險的相關應對措施，以管理有關風險。



## Report of the Directors 董事會報告

### Business risks

Firstly, most of the Group's revenue was generated from customers in the PRC. Should there be any material adverse change in the political, economic, legal or social conditions in the PRC and the Group is unable to divert sales to other markets outside of the PRC, the turnover, profitability and prospects may be adversely affected.

In order to alleviate such risk, the Group will put efforts to expand overseas market and increase the proportion of overseas sales. During the Year, we have export sales to Australia and Vietnam. The Group will also continue to review competitive edges of the Group in the industry and market trend.

Secondly, the Group's production activities of aluminium profiles rely on, among other things, sufficient and uninterrupted supply of aluminium ingots, being our principal raw materials. The Group procures such principal raw materials from several major suppliers and has not entered into any long-term purchase contracts with any of our major suppliers of aluminium ingots for flexibility in purchasing aluminium ingots at competitive prices at various times.

In order to alleviate such risk, the Group will conduct investigation and assessment on suppliers periodically to ensure stable supply source of raw materials.

### Financial risks

Delayed payments of customers who were granted credit period by the Group will increase the Group's exposure to financial risks and have an impact on financial performance and operating cash flows of the Group.

In order to alleviate such risk, the Group will review accounts receivables due from major customers on a regular basis and control over it to an appropriate level. The Group will also manage and maintain strict control internally and put additional efforts to collect trade receivables overdue.

### 業務風險

首先，本集團大部分營業額產生自中國客戶。倘中國政治、經濟、法律或社會環境出現任何重大不利變動，而本集團未能將銷售轉移至中國境外的其他市場，則營業額、盈利能力及前景可能受到不利影響。

為降低有關風險，本集團將致力拓展海外市場及增加海外銷售比例。於本年度，我們的銷售出口至澳洲及越南。本集團亦將繼續檢討本集團於業內之競爭優勢及市場趨勢。

其次，本集團鋁型材的生產活動依賴（其中包括）主要原材料鋁錠的充足及不間斷供應。本集團自若干主要供應商採購有關主要原材料，及並未與任何主要鋁錠供應商訂立任何長期購買合約，以於不同時期可按具競爭力價格靈活購買鋁錠。

為降低有關風險，本集團將定期對供應商進行調查及評估以確保原材料供應來源的穩定。

### 金融風險

獲授予本集團信貸期的客戶若延遲付款將令本集團面臨的金融風險增加及對本集團之財務表現及營運現金流產生影響。

為降低有關風險，本集團將定期審閱應收主要客戶之賬款並將其控制在適當水平。本集團亦實施嚴密的內部管理及監控並盡力收回逾期應收賬款。



## Report of the Directors 董事會報告

### KEY RELATIONSHIPS

#### 1. Employees

Human resources are the most valuable asset of the Group. Developing and retaining talents are vital to our success. The Group is committed to providing our employees with a safe, pleasant and healthy working environment. The Group rewards and recognises employees by competitive remuneration package and implements a key performance index scheme with appropriate incentives, and promote career development and progression by providing opportunities for career advancement to employees.

In addition, each department of the Group is responsible for determining its training needs for employees in its department and any suggested applicable training courses either arranged internally or by external service providers shall be submitted to the senior management of the Group for approval. Knowledge, skills and capacities of employees are vital to continuous business growth and success of the Group. The Group strives to ensure that all employees can fulfill the relevant job requirements in terms of education, training, technical and work experience.

#### 2. Suppliers

We have developed long-standing relationships with a number of our vendors and take great care to ensure that they share our commitment to quality and ethics. We carefully select our suppliers and require them to satisfy certain assessment criteria including track record, experience, financial strength, reputation, ability to produce high-quality products and quality control effectiveness.

### 主要關係

#### 1. 僱員

人力資源是本集團最具價值之資產。培養及留聘人才對我們的成功至關重要。本集團致力於為我們的僱員提供安全、舒適及健康的工作環境。本集團透過提供有競爭力的薪酬待遇獎勵及認可我們的僱員，實施附帶適當激勵的主要業績指標計劃，通過為僱員提供晉升機會促進僱員職業生涯發展。

此外，本集團各部門負責確定本部門僱員培訓需求，內部安排或外界服務提供商建議的任何相關培訓課程須交由本集團高級管理層批准。僱員的知識、技能及能力對於本集團業務持續增長及成功至關重要。本集團致力確保所有僱員在教育、培訓、技術及工作經驗方面均符合相關工作要求。

#### 2. 供應商

我們已與多名供應商建立長期的合作關係，並盡力確保其遵守我們對質素及道德的承諾。我們審慎挑選供應商，並要求其滿足若干評估標準，包括往績記錄、經驗、財務實力、聲譽、生產高質素產品的能力及質量控制效力。



## Report of the Directors 董事會報告

### 3. Distributors and customers

We sell our products to distributors and customers. We require our distributors and customers to comply with the relevant laws and regulations and our sales and marketing policies, including but not limited to selling price, promotional activities and user of our ERP system. We also monitor the financial condition and repayment history of our distributors and customers, and their sales performance.

## ENVIRONMENTAL POLICIES AND PERFORMANCES

As a supporter of environmental protection and taking into account of the national green manufacturing development plan and guided by enterprise strategy, the Group formulated the Xingfa Aluminium Environmental Protection System. The primary mission for the Group's environmental protection policy is to govern production emissions by relying on technology, comprehensive utilisation of production waste residue, reduce environmental pollution and develop clean production.

The Group has been in compliance with the relevant environmental laws and regulations in both PRC and Hong Kong.

A further discussion of the environmental policies of the Group is contained in the Environmental, Social and Governance Report of the Company.

### 3. 分銷商及客戶

我們向分銷商及客戶銷售我們的產品。我們要求分銷商及客戶遵守相關法律法規以及我們的銷售及市場政策（包括但不限於銷售價格、推廣活動以及我們的ERP系統的使用）。我們亦會監控分銷商及客戶之財務狀況及過往付款情況，以及彼等的銷售表現。

## 環境政策及表現

作為環保擁護者，並結合國家綠色製造發展規劃，以企業戰略為導向，本集團制定了興發鋁業環境保護制度。本集團環境保護的主要任務是依靠科技治理生產排放，生產廢渣綜合利用，減少環境污染及發展潔淨生產。

本集團已遵守中國及香港兩地的相關環境法律法規。

有關本集團環境政策的進一步討論載於本公司環境、社會及管治報告。



## Report of the Directors 董事會報告

### COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with relevant requirements could lead to adverse impact on business operation and financial position of the Group. The Board as a whole is responsible to ensure the Group is in compliance with relevant laws and regulations that have a significant impact on the Company. During the course of the business operations, the Group shall comply with different laws and regulations, including i) laws regarding employee recruitment and benefits, such as the “Labor Law of the PRC”, the “Labor Contract Law of the PRC”, and the “Rulings of Implementing the Labor Contract Law of the PRC”; and ii) the PRC national and local laws and regulations with respect of environmental protection, including the Environmental Protection Law of the PRC. For the year ended 31 December 2018, the Group was in strict compliance with these said laws and regulations.

### DIRECTORS

The Directors during the year ended 31 December 2018 and as at date of this report were:

#### Executive Directors:

Mr. LIU Libin (*Chairman*)  
Mr. LUO Su (*Honorary Chairman*)  
(resigned on 16 April 2018)  
Mr. LUO Riming  
(resigned on 16 April 2018)  
Mr. LIAO Yuqing (*Chief Executive Officer*)  
Mr. DAI Feng  
(resigned on 10 May 2018)  
Ms. ZHANG Li (*Chief Financial Officer*)  
(appointed on 10 May 2018)  
Mr. LAW Yung Koon  
Mr. WANG Zhihua  
Mr. LUO Jianfeng (appointed on 16 April 2018)

### 遵守相關法律及法規

本集團深明遵守監管規定的重要性及不遵守相關規定會對本集團業務營運及財務狀況帶來不利影響之風險。董事會整體負責確保本集團遵守對本公司有重大影響之相關法律及法規。於業務營運過程中，本集團須遵守各類法律法規，包括i)有關員工招募及福利的法律，如《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及《中華人民共和國勞動合同法實施條例》；及ii)有關環境保護的中國國家及地方法律法規，包括《中華人民共和國環境保護法》。本集團於截至二零一八年十二月三十一日止年度已嚴格遵守上述法律法規。

### 董事

於截至二零一八年十二月三十一日止年度內及截至本報告日期之董事如下：

#### 執行董事：

劉立斌先生 (*主席*)  
羅蘇先生 (*榮譽主席*)  
(於二零一八年四月十六日辭任)  
羅日明先生  
(於二零一八年四月十六日辭任)  
廖玉慶先生 (*行政總裁*)  
戴鋒先生  
(於二零一八年五月十日辭任)  
張莉女士 (*財務總監*)  
(於二零一八年五月十日獲委任)  
羅用冠先生  
王志華先生  
羅建峰先生 (於二零一八年四月十六日獲委任)

## Report of the Directors 董事會報告

### Non-executive Directors:

Mr. LU Chaoying  
(resigned on 6 December 2018)  
Mr. ZUO Manlun  
(appointed on 16 April 2018)  
Ms. XIE Jingyun  
(appointed on 6 December 2018)

### Independent non-executive Directors:

Mr. CHEN Mo  
Mr. HO Kwan Yiu  
Mr. LAM Ying Hung, Andy  
Mr. LIANG Shibin

### Alternative Director to Mr. LIU Libin

Mr. WONG Siu Ki (*Chief Investment Officer*)  
(passed away on 7 March 2018)

In accordance with Articles 108(A) and 108(B) of the Articles, each of Mr. LIU Libin, Mr. LIAO Yuqing, Mr. LAW Yung Koon and Mr. WANG Zhihua will retire from the office of Director by rotation and each of them, being eligible, will offer himself for re-election at the Annual General Meeting.

On 6 December 2018, Ms. XIE Jingyun has been appointed as a non-executive Director and a member of the audit committee of the Board. In accordance with Article 112 of the Articles, Ms. XIE Jingyun shall only hold office until the Annual General Meeting and, being eligible, will offer herself for re-election at the Annual General Meeting.

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### 非執行董事:

陸超英先生  
(於二零一八年十二月六日辭任)  
左滿倫先生  
(於二零一八年四月十六日獲委任)  
謝景雲女士  
(於二零一八年十二月六日獲委任)

### 獨立非執行董事:

陳默先生  
何君堯先生  
林英鴻先生  
梁世斌先生

### 劉立斌先生之替任董事

黃兆麒先生 (*投資總監*)  
(於二零一八年三月七日辭世)

根據細則第108(A)及108(B)條，劉立斌先生、廖玉慶先生、羅用冠先生及王志華先生各自將輪席退任董事職務，而彼等各自將合資格並願意於股東週年大會上膺選連任。

於二零一八年十二月六日，謝景雲女士已委任為非執行董事及董事會審核委員會成員。根據細則第112條，謝景雲女士將僅任職至股東週年大會為止，而彼若符合資格，願意於股東週年大會重選。

概無董事與本公司或其任何附屬公司訂立本集團不可於一年內免付賠償（法定賠償除外）而予以終止之服務合約。



## Report of the Directors 董事會報告

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and the Company considered all the independent non-executive Directors to be independent.

### DIRECTORS’ AND SENIOR MANAGEMENT’S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 18 to 28 of the annual report.

### CONTRACT OF SIGNIFICANCE

Save as disclosed in note 28 in notes to the consolidated financial statements and in paragraph headed “Connected transactions” in this report, (i) there is no transaction, arrangement or contract of significance subsisting during or at the end of the Year in which a Director or an entity connected with a Director is or was materially interested, either directly or indirectly; (ii) no other contract of significance was entered into by, and/or subsisted between the Company or any of its subsidiaries with the controlling shareholder or any of its subsidiaries during the Year; and (iii) no other contract of significance in relation to provision of services to the company or any of its subsidiaries by the controlling shareholder or any of its subsidiaries during the Year.

本公司已根據聯交所證券上市規則（「上市規則」）第3.13條自每名獨立非執行董事取得有關其獨立性之年度確認書，而本公司認為全體獨立非執行董事均為獨立人士。

### 董事及高級管理層履歷

本集團董事及高級管理層之履歷詳情載於年報第18至28頁。

### 重大合約

除綜合財務報表附註之附註28及本報告「關連交易」一段所披露者外，(i)本公司於本年度內或於本年度末概無存在任何董事或董事之關連實體於其中直接或間接擁有或曾擁有重大權益之重大交易、安排或合約；(ii)本公司或其任何附屬公司與控股股東或其任何附屬公司之間概無於年內訂立、及／或存在任何其他重大合約；及(iii)年內概無涉及控股股東或任何附屬公司向本公司或其任何附屬公司提供服務之任何其他重大合約。



## Report of the Directors 董事會報告

### DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

### 董事於本公司及其相聯法團之股份、 相關股份及債權證中之權益

As at 31 December 2018, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (Cap. 571, Laws of Hong Kong) (“SFO”)) as recorded in the register required to be kept by the Company under section 352 of the SFO, or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 of the Listing Rules (“Model Code”), to be notified to the Company and the Stock Exchange, were as follows:

於二零一八年十二月三十一日，按本公司根據香港法例第571章證券及期貨條例（「證券及期貨條例」）第352條須予保存之登記冊所記錄，或根據上市規則附錄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」）必須知會本公司及聯交所之資料，各董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證之權益及淡倉如下：

#### Long position

#### 好倉

Name of directors 董事姓名	Capacity 身份	Ordinary shares of the Company 本公司 普通股	Underlying shares of the Company 本公司 相關股份	Total 總數	Percentage of interest in the Company 佔本公司 權益百分比
LIAO Yuqing 廖玉慶	Founder of a discretionary trust who can influence how the trustee exercises his discretion 全權信託創立人，可影響受託人行使其酌情權之方式	48,200,100	–	48,200,100	11.53%
LAW Yung Koon 羅用冠	Beneficial owner 實益擁有人	19,050,000	–	19,050,000	4.56%
	Interest of spouse 配偶權益	1,719,000	–	1,719,000	0.41%

## Report of the Directors 董事會報告

Name of directors 董事姓名	Capacity 身份	Ordinary shares of the Company 本公司 普通股	Underlying shares of the Company 本公司 相關股份	Total 總數	Percentage of interest in the Company 佔本公司 權益百分比
LIU Libin 劉立斌	Beneficial owner 實益擁有人	–	229,000	229,000	0.05%
ZHANG Li 張莉	Beneficial owner 實益擁有人	–	192,000	192,000	0.05%
WANG Zhihua 王志華	Beneficial owner 實益擁有人	–	192,000	192,000	0.05%

Save as disclosed above, as at 31 December 2018, none of the Directors or the chief executive of the Company had registered an interest or short position in the shares, underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Other than the share options granted under the share option scheme disclosed in note 22 in notes to the consolidated financial statements, at no time during the year ended 31 December 2018 were rights to acquire benefits by means of the acquisitions of Shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the Director to acquire such rights in any other body corporate.

除上文所披露者外，於二零一八年十二月三十一日，董事或本公司主要行政人員概無登記於本公司或其任何相聯法團之股份、相關股份中擁有的根據證券及期貨條例第352條須予記錄或根據標準守則須知會本公司及聯交所之權益或淡倉。

### 董事購買股份或債權證之權利

除綜合財務報表附註之附註22披露之購股權計劃項下授出之購股權外，於截至二零一八年十二月三十一日止年度內任何時間概無授予任何董事或彼等各自之配偶或未成年子女可透過購入本公司股份或債權證而獲益之權利，或由彼等行使任何該等權利；或由本公司或其任何附屬公司訂立任何安排致使董事可於任何其他法人團體獲得該等權利。



## Report of the Directors 董事會報告

### DIRECTOR'S INTERESTS IN COMPETING BUSINESS

Save as disclosed in the prospectus of the Company dated 17 March 2008, none of the Directors hold any interests in any business apart from the Company's business, which competes or is likely to compete, either directly or indirectly, with the Company's business for the year ended 31 December 2018.

### SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS WHO ARE REQUIRED TO DISCLOSE THEIR INTERESTS PURSUANT TO PART XV OF THE SFO

As at 31 December 2018, the following persons, other than a Director or the chief executive of the Company, had interests or short positions in the shares and underlying shares of the Company which are required to be recorded in the register required to be kept by the Company under section 336 of the SFO:

#### Long position

Name of entities 實體名稱	Capacity 身份	Total number of ordinary shares of the Company 本公司之 普通股總數	Percentage of interest in the Company 佔本公司權益之百分比
Guangxin Aluminium (HK) Limited 香港廣新鋁業有限公司	Beneficial owner 實益擁有人	125,404,000	30.00%
Guangdong Guangxin Holdings Group Ltd* 廣東省廣新控股集團有限公司	Interest of controlled corporation 受控制法團權益	125,404,000	30.00%
State-owned Assets Supervision and Administration Commission of The People's Government of Guangdong Province* 廣東省人民政府國有資產監督管理委員會	Interest of controlled corporation 受控制法團權益	125,404,000	30.00%

\* For identification purpose only

### 董事於競爭業務之權益

除本公司於二零零八年三月十七日刊發之售股章程所披露者外，截至二零一八年十二月三十一日止年度，董事概無於與本公司業務直接或間接構成競爭或可能構成競爭之任何業務（本公司業務除外）中擁有任何權益。

### 根據證券及期貨條例第XV部須披露彼等之權益之主要股東及其他人士

於二零一八年十二月三十一日，下列人士（董事或本公司行政人員除外）於本公司之股份及相關股份中擁有須記於本公司根據證券及期貨條例第336條而存置之登記冊內之權益或淡倉：

#### 好倉





## Report of the Directors

### 董事會報告

Name of entities 實體名稱	Capacity 身份	Total number of ordinary shares of the Company 本公司之 普通股總數	Percentage of interest in the Company 佔本公司權益之百分比
Lesso Group Holdings Limited 領尚集團控股有限公司	Beneficial owner 實益擁有人	109,842,900	26.28%
China Lesso Group Holdings Limited 中國聯塑集團控股有限公司	Interest of controlled corporation 受控制法團權益	109,842,900	26.28%
New Fortune Star Limited New Fortune Star Limited	Interest of controlled corporation 受控制法團權益	109,842,900	26.28%
Xi Xi Development Limited 西溪發展有限公司	Interest of controlled corporation 受控制法團權益	109,842,900	26.28%
UBS Trustees (B.V.I.) Limited UBS Trustees (B.V.I.) Limited	Interest of controlled corporation 受控制法團權益	109,842,900	26.28%
WONG Luen Hei 黃聯禧	Founder of a discretionary trust who can influence how the trustee exercises his discretion 全權信託創立人，可影響 受託人行使其酌情權之 方式	109,842,900	26.28%
Sure Keen Limited 利順有限公司	Beneficial owner 實益擁有人	48,200,100	11.53%
Glorious Joy Limited	Interest of controlled corporation 受控制法團權益	48,200,100	11.53%
TMF (Cayman) Limited	Trustee 受託人	48,200,100	11.53%



## Report of the Directors 董事會報告

Save as disclosed above and in the paragraph headed “Directors’ interests in shares, underlying shares and debentures of the Company and its associated corporations” above, as at 31 December 2018, no other person had interests or short positions in the shares and underlying shares of the Company which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO.

除上文及於「董事於本公司及其相聯法團之股份、相關股份及債權證中之權益」一段所披露者外，於二零一八年十二月三十一日，概無其他人士於本公司之股份及相關股份中擁有須記錄於本公司根據證券及期貨條例第336條而存置之登記冊內之權益或淡倉。

### CONNECTED TRANSACTIONS

A. The following entities are connected parties of the Company and had connected transactions and/or continuing connected transactions with the Group during the year ended 31 December 2018:

### 關連交易

A. 以下實體為本公司之關連人士，並於截至二零一八年十二月三十一日止年度內與本集團進行關連交易及／或持續關連交易：

Name of the entity 實體名稱	Connection with the Company 與本公司之關係
Guangdong Xingfa Curtain Wall, Door & Window Co., Ltd. (“Xingfa Curtain Wall”) 廣東興發幕牆門窗有限公司 (「興發幕牆」)	Owned as to 46% by Mr. LUO Su, as to 33% by Mr. LUO Riming and as to 21% by Mr. LIAO Yuqing. Each of Mr. LUO Su (resigned on 16 April 2018), Mr. LUO Riming (resigned on 16 April 2018) and Mr. LIAO Yuqing was/is an executive Director. 分別由羅蘇先生、羅日明先生及廖玉慶先生擁有46%、33%及21%權益。羅蘇先生（於二零一八年四月十六日辭任）、羅日明先生（於二零一八年四月十六日辭任）及廖玉慶先生各自為執行董事。
Jin Wo International Leasing Limited (“KW Leasing”) 金沃國際融資租賃有限公司 (「金沃融資租賃」)	An associate of Guangdong Province Guangxin Holdings Group Ltd., a controlling shareholder of the Company indirectly holding, through its wholly-owned subsidiary, Guangxin Aluminium (HK) Limited, approximately 30.00% of the issued shares of the Company as at the date of this report. 廣東省廣新控股集團有限公司之聯營公司，並為於本報告日期通過其全資附屬公司香港廣新鋁業有限公司間接持有本公司已發行股份約30.00%之本公司主要股東。

B. During the year ended 31 December 2018, the following continuing connected transaction was non-exempt continuing connected transaction and is subject to the reporting, announcement, annual review and independent shareholders’ approval requirements.

B. 於截至二零一八年十二月三十一日止年度，下列持續關連交易為非豁免持續關連交易，並須遵守報告、公佈、年度審閱及獨立股東批准規定。



**Report of the Directors**  
**董事會報告**

1. The following is a brief description of the continuing connected transaction:

Sale of aluminium profiles by Guangdong Xingfa to Xingfa Curtain Wall  
廣東興發向興發幕牆銷售鋁型材

Guangdong Xingfa and Xingfa Curtain Wall entered into a master supply agreement dated 22 September 2017 in relation to the supply of aluminium profiles to Xingfa Curtain Wall by Guangdong Xingfa, for a term from 1 January 2018 to 31 December 2020. The construction materials purchased by Xingfa Curtain Wall were further processed into window and curtain wall and sold to its customers.

廣東興發與興發幕牆訂立一份日期為二零一七年九月二十二日之主供應協議，內容有關由廣東興發向興發幕牆供應鋁型材，協議期限自二零一八年一月一日起至二零二零年十二月三十一日止。興發幕牆將購入之建材再加工為門窗及幕牆後向其客戶出售。

For the year ended 31 December 2018, Guangdong Xingfa sold construction materials to Xingfa Curtain Wall for approximately RMB147,213,000.

截至二零一八年十二月三十一日止年度，廣東興發銷售予興發幕牆之建材約人民幣147,213,000元。

2. Set out below is the annual cap for the year ended 31 December 2018 of the continuing connected transaction set out above:

2. 下文載列上文所載持續關連交易截至二零一八年十二月三十一日止年度之年度上限：

**For the year ended  
31 December 2018  
截至二零一八年  
十二月三十一日止年度**

Sale of aluminium profiles by Guangdong Xingfa to Xingfa Curtain Wall  
廣東興發向興發幕牆銷售鋁型材

RMB240,000,000  
人民幣240,000,000元



## Report of the Directors 董事會報告

### 3. Internal control procedures

The Group has complied with the following internal control measures to monitor the pricing and terms of the transactions in relation to the sale of aluminium profiles by Guangdong Xingfa to Xingfa Curtain Wall and ensure that the prices and terms offered by Guangdong Xingfa to Xingfa Curtain Wall will be no less favourable than prices and terms offered to independent customers and that the annual cap is not exceeded:

- (a) monitoring the prevailing price of aluminium as quoted on the Shanghai Nonferrous Metals Price Index and the prevailing spot prices of aluminium as quoted on London Metal Exchange Limited on a daily basis;
- (b) comparing the price and terms of the supply to Xingfa Curtain Wall with the prices and terms of aluminium profiles supplied by the Group in China as agreed with independent customers on a regular basis;
- (c) adhering to the relevant internal control policy of the Group on connected transactions in monitoring the price and terms of supply of aluminium profiles offered by the Group to Xingfa Curtain Wall to ensure that they shall be no less favourable than those offered by the Group to independent customers; and
- (d) periodic financial report which contains information on all connected transactions carried out by the Group including the continuing connected transactions under the master supply agreement was submitted to the Board.

### 3. 內部監控程序

本集團已遵守以下內部監控措施以監察有關廣東興發向興發幕牆銷售鋁型材之交易之定價及條款，並確保廣東興發向興發幕牆提供之價格及條款將不遜於向獨立客戶提供之價格及條款及並無超出年度上限：

- a. 每日監察於上海有色金屬價格指數所報之現行鋁價及於倫敦金屬交易所有限公司所報之現行鋁現貨價格；
- b. 定期將向興發幕牆供應之價格及條款與本集團經與獨立客戶協定於中國供應之鋁型材之價格及條款進行比較；
- c. 秉承本集團有關關連交易之相關內部監控政策監察本集團向興發幕牆提供之供應鋁型材之價格及條款，確保其將不遜於本集團向獨立客戶所提供者；及
- d. 已向董事會提交載有關於本集團進行之所有關連交易（包括主供應協議項下之持續關連交易）之資料之定期財務報告。



## Report of the Directors 董事會報告

### 4. Views of the independent non-executive Directors:

The independent non-executive Directors have reviewed the above continuing connected transactions and considered the information referred to in the section of “3. Internal control procedures” above, and confirmed that the transaction has been entered into:

- (1) in the ordinary and usual course of business of the Company;
- (2) on normal commercial terms or terms no less favourable to the Company than terms available to or from independent third parties; and
- (3) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The Company also confirmed that it has followed the pricing policies and guide lines when determining the price and terms of the transaction during the Year.

### 4. 獨立非執行董事之觀點：

獨立非執行董事已審閱上述持續關連交易及考慮上文「3. 內部監控程序」一節所述之資料，並確認該等交易乃：

- (1) 於本公司一般及日常業務過程中訂立；
- (2) 按一般商業條款或不遜於本公司向獨立第三方提供或取得之條款訂立；及
- (3) 根據規管該等交易之相關協議並按公平合理之條款訂立，且符合股東之整體利益。

本公司亦確認其已於年內在釐定交易之價格及條款時遵守定價政策及指引。



## Report of the Directors 董事會報告

5. The auditor of the Company was engaged to report on the Group's continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his letter to the Board containing his findings and conclusions in respect of the continuing connected transaction as set out above in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange of Hong Kong Limited which stated that:
- a. nothing has come to the attention of the auditor that causes the auditor to believe that the disclosed continuing connected transactions have not been approved by the Company's board of directors;
  - b. for transactions involving the provision of goods or services by the Group, nothing has come to the attention of the auditor that causes the auditor to believe that the disclosed continuing connected transactions were not, in all material respects, in accordance with the pricing policies of the Group;
  - c. nothing has come to the attention of the auditor that causes the auditor to believe that the disclosed continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions;
5. 根據香港會計師公會發佈之香港核證委聘準則第3000號(經修訂)「歷史財務資料審核或審閱以外之核證委聘」並參考實務說明第740號「香港上市規則規定之持續關連交易之核數師函件」,本公司核數師已受聘對本集團持續關連交易作出報告。根據上市規則第14A.56條,核數師已就上述所載之持續關連交易向董事會發出載有其調查結果及結論之函件。本公司已向香港聯合交易所有限公司提供核數師函件之副本,當中表明:
- a. 核數師並無發現任何事項,令其相信所披露持續關連交易並未獲本公司董事會批准;
  - b. 就涉及本集團提供貨物或服務之交易而言,核數師並無發現任何事項,令其相信該等所披露持續關連交易於所有重大方面並未根據本集團之定價政策進行;
  - c. 核數師並無發現任何事項,令其相信該等所披露持續關連交易於所有方面並未根據規管該等交易之相關協議進行;

## Report of the Directors 董事會報告

- d. with respect to the aggregate amount of the continuing connected transactions, nothing has come to the attention of the auditor that causes the auditor to believe the disclosed continuing connected transactions have exceeded the annual cap as set by the Company.
- d. 就持續關連交易之總額而言，核數師並無發現任何事項，令其相信該等所披露持續關連交易已超出本公司所設定之年度上限。
- C. During the year ended 31 December 2018, the following connected transactions were non-exempt connected transactions and are subject to reporting and announcement requirements.
- C. 截至二零一八年十二月三十一日止年度，以下關連交易為非豁免關連交易及須受申報及公告規定所規限。
1. On 26 June 2018, 江西省景興鋁模板製造有限公司 (in English for identification only, Jiangxi Province Jingxing Aluminium Panel Manufacturing Co., Ltd.), a limited liability company established in the PRC and owned as to 80% by the Group (“Jiangxi Jingxing”) and KW Leasing entered into a factoring contract (“Factoring Contract I”), pursuant to which KW Leasing had agreed to provide factoring services relating to factoring finance and management of account receivables to Jiangxi Jingxing for a term of 12 months commencing from 26 June 2018.
1. 於二零一八年六月二十六日，江西省景興鋁模板製造有限公司（「江西景興」，一間於中國成立之有限公司，及由本集團擁有80%權益）與金沃融資租賃訂立保理合同（「保理合同一」），據此，金沃融資租賃已同意向江西景興提供有關保理融資及應收賬款管理之保理服務，由二零一八年六月二十六日起計為期12個月。
- Under the Factoring Contract I, Jiangxi Jingxing applied for the assignment of account receivables in the sum of RMB32,305,918.54 and requested for the factoring finance service and in response to the request, KW Leasing had approved and granted the provision of factoring finance service in the amount of RMB29,705,326.69.
- 根據保理合同一，江西景興就轉讓應收賬款合共金額人民幣32,305,918.54元要求保理融資服務，而金沃融資租賃已應要求批准及授出提供保理融資服務金額為人民幣29,705,326.69元。



## Report of the Directors 董事會報告

2. On 31 July 2018, Jiangxi Jingxing and KW Leasing entered into a factoring contract (“Factoring Contract II”), pursuant to which KW Leasing had agreed to provide factoring services relating to factoring finance and management of account receivables to Jiangxi Jingxing for a term of 13 months commencing from 31 July 2018.

Under the Factoring Contract II, Jiangxi Jingxing applied for the assignment of account receivables in the sum of RMB72,420,318.74 and requested for the factoring finance service and in response to the request, KW Leasing had approved and granted the provision of factoring finance service in the amount of RMB42,000,000.

- D. The Directors confirm that the material related party transactions as disclosed in note 28 to the consolidated financial statements (except the transactions with Jiangxi Jingxing) fall under the definition of “connected transaction” or “continuing connected transaction” (as the case may be) in Chapter 14A of the Listing Rules. The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

2. 於二零一八年七月三十一日，江西景興與金沃融資租賃訂立保理合同（「保理合同二」），據此，金沃融資租賃已同意向江西景興提供有關保理融資及應收賬款管理之保理服務，由二零一八年七月三十一日起計為期13個月。

根據保理合同二，江西景興就轉讓應收賬款合共金額人民幣72,420,318.74元要求保理融資服務，而金沃融資租賃已應要求批准及授出提供保理融資服務金額為人民幣42,000,000元。

- D. 董事確認，綜合財務報表附註28所披露之重大關連方交易（與江西景興的交易除外）屬於上市規則第14A章定義下之「關連交易」或「持續關連交易」（視情況而定）。董事確認，本公司已遵守上市規則第14A章之披露規定。

## CORPORATE GOVERNANCE

In the opinion of the directors of the Company, save as set out in the Company’s corporate governance report in this annual report, the Company had complied with all the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules for year ended 31 December 2018.

## 企業管治

本公司董事認為，除本年報內本公司之企業管治報告所載者外，本公司於截至二零一八年十二月三十一日止年度內一直遵守上市規則附錄14所載之企業管治守則之全部守則條文。





## Report of the Directors 董事會報告

### MODEL CODE

The Company adopted a set of 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 ("Model Code") as its own code of conduct for securities transactions. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the required standards set out in the Model Code and its code of conduct regarding directors' securities transactions during the year ended 31 December 2018.

### PERMITTED INDEMNITY PROVISION

A permitted indemnity provision (as defined in section 9 of the Companies (Directors' Report) Regulation (Chapter 622D of the Laws of Hong Kong)) for the benefit of the Directors is currently in force and was in force throughout the Year.

### EVENTS AFTER THE END OF THE FINANCIAL YEAR

As disclosed in the announcement jointly issued by the Company and Guangxin Aluminium (HK) Limited ("Offeror") on 13 February 2019, Huatai Financial Holdings (Hong Kong) Limited, for and on behalf of the Offeror, is making conditional mandatory cash offers ("Offers") to acquire all of the Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and to cancel all the outstanding share options of the Company in accordance with Rule 26.1 and Rule 13 of the Codes on Takeovers and Mergers of Hong Kong. The composite offer and response document ("Composite Document") in relation to the Offers has been despatched jointly by the Company and the Offeror on 2 April 2019. As set out in the Composite Document, the share offer price for acquiring each offer share is HK\$5.60 (in cash) and the price for cancelling each share option is HK\$0.14 (in cash). Further details of the Offers are set out in the Composite Document jointly issued by the Company and the Offeror on 2 April 2019.

Save as disclosed above, there was no other important event affecting the Company that has occurred since the end of the Year.

### 標準守則

本公司已就董事進行之證券交易採納一套條款並不較上市規則附錄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」）所載之規定標準寬鬆之操守守則作為其本身之證券交易操守守則。經向全體董事作出具體查詢後，全體董事確認彼等於截至二零一八年十二月三十一日止年度內已遵守標準守則所載之規定標準及董事進行證券交易之操守守則。

### 獲准許的彌償條文

為董事訂立之獲准許的彌償條文（定義見香港法例第622D章《公司（董事報告）規例》第9條）現正有效並於本年度一直有效。

### 財政年度結束後事項

誠如本公司及香港廣新鋁業有限公司（「要約人」）於二零一九年二月十三日聯合刊發之公佈所披露，華泰金融控股（香港）有限公司根據香港公司收購及合併守則規則26.1及規則13為及代表要約人就本公司之全部股份（要約人及與其一致行動人士已擁有或同意將予收購者除外）及註銷本公司之全部尚未行使購股權提出有條件強制性現金要約（「要約」）。有關要約的綜合要約及回應文件（「綜合文件」）已由本公司及要約人於二零一九年四月二日聯合寄發。誠如綜合文件所載，收購每股要約股份的股份要約價為現金5.60港元及每份購股權的註銷價格為現金0.14港元。該等要約的進一步詳情載於本公司與要約人於二零一九年四月二日聯合刊發之綜合文件內。

除上文所披露者外，自年末以來並無發生影響本公司的其他重要事項。

## Report of the Directors 董事會報告

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public float as at the date of this report.

### AUDITORS

The financial statements have been audited by KPMG who shall retire and, being eligible, will offer themselves for re-appointment at the forthcoming Annual General Meeting. A resolution will be proposed at the forthcoming Annual General Meeting to re-appoint KPMG as auditors of the Company.

There has been no change of auditors of the Company in any of the preceding three financial years.

On behalf of the Board of Directors

**LIU Libin**  
Chairman

Hong Kong, 26 March 2019

### 足夠公眾持股量

根據本公司可獲提供之公開資料及就董事所知，於本報告日期，本公司一直維持足夠公眾持股量。

### 核數師

財務報表已由畢馬威會計師事務所審計，而畢馬威會計師事務所將於即將舉行之股東週年大會上告退，並符合資格且願意膺選連任。於應屆股東週年大會上將提呈一項決議案以續聘畢馬威會計師事務所為本公司核數師。

本公司於過往三個財政年度並無變更核數師。

代表董事會

主席  
劉立斌

香港，二零一九年三月二十六日



## Corporate Governance Report 企業管治報告

### CORPORATE GOVERNANCE REPORT

The Company has adopted the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. In the opinion of the Directors, save as mentioned in this Corporate Governance Report, the Company had complied with all the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules for the year ended 31 December 2018.

The Directors are committed to upholding the corporate governance of the Company to ensure that formal and transparent procedures are in place to protect and maximise the interests of the Shareholders.

Set out below is a detailed discussion of the corporate governance practices adopted and observed by the Company throughout the year ended 31 December 2018.

#### A. DIRECTORS' SECURITIES TRANSACTIONS

The Company adopted a set of 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 ("Model Code") as its own code of conduct for securities transactions. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the required standards set out in the Model Code and its code of conduct regarding directors' securities transactions during the year ended 31 December 2018.

### 企業管治常規

本公司已採納上市規則附錄14所載之企業管治守則。董事認為，除於本企業管治報告所述者外，本公司於截至二零一八年十二月三十一日止年度內一直遵守上市規則附錄14所載之企業管治守則之全部守則條文。

董事致力維持本公司之公司管治，確保具有正式及具透明度程序保障及為股東謀求最大利益。

下文載列本公司於截至二零一八年十二月三十一日止整個年度內所採納及遵守之企業管治常規之詳細討論。

#### A. 董事進行之證券交易

本公司已就董事進行證券交易採納一套條款並不較上市規則附錄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」）所載之規定標準寬鬆之操守守則作為其本身之證券交易操守守則。經向全體董事作出具體查詢後，全體董事確認彼等於截至二零一八年十二月三十一日止年度內已遵守標準守則所載之規定標準及董事進行證券交易之操守守則。



## Corporate Governance Report 企業管治報告

### B. BOARD OF DIRECTORS

#### (i) Board composition

The Board currently comprises a combination of executive Directors and non-executive Directors. As at the date of this report, the board of Directors (“Board”) consisted of the following Directors:

##### *Executive Directors:*

Mr. LIU Libin (*Chairman*)  
Mr. LIAO Yuqing (*Chief Executive Officer*)  
Ms. Zhang Li (*Chief Financial Officer*)  
Mr. LAW Yung Koon  
Mr. WANG Zhihua  
Mr. LUO Jianfeng

##### *Non-executive Directors:*

Mr. Zuo Manlun  
Ms. Xie Jingyun

##### *Independent non-executive Directors:*

Mr. CHEN Mo  
Mr. HO Kwan Yiu  
Mr. LAM Ying Hung Andy  
Mr. LIANG Shibin

The executive Directors, with the assistance from the senior management, form the core management team of the Company. The executive Directors have the overall responsibility for formulating the business strategies and development plan of the Group and the senior management are responsible for supervising and executing such plans of the Group.

### B. 董事會

#### (i) 董事會之組成

董事會現時由執行董事及非執行董事組成。於本報告日期，董事會（「董事會」）包括以下董事：

##### *執行董事：*

劉立斌先生（主席）  
廖玉慶先生（行政總裁）  
張莉女士（財務總監）  
羅用冠先生  
王志華先生  
羅建峰先生

##### *非執行董事：*

左滿倫先生  
謝景雲女士

##### *獨立非執行董事：*

陳默先生  
何君堯先生  
林英鴻先生  
梁世斌先生

在高級管理層之協助下，執行董事組成本公司之核心管理隊伍。執行董事肩負為本集團制訂業務策略及發展計劃之整體責任，高級管理層則負責監察及執行本集團之相關計劃。





## Corporate Governance Report 企業管治報告

### (ii) Board meetings

During the year ended 31 December 2018, there were 4 full board meetings held, at which, among other matters:

- the Directors approved the annual results of the Group for the year ended 31 December 2017 and reviewed the related results announcement, annual report and the circular to the Shareholders in relation to the general mandate proposal and re-election of the Directors retiring by rotation;
- the Directors approved the interim results of the Group for the six months ended 30 June 2018 and reviewed the related results announcement; and
- the Directors approved the grant of 4,180,000 share options to 3 executive Directors and 49 employees of the Group on 15 October 2018.

During the year ended 31 December 2018, the Board also discussed and approved the Group's affairs by way of circulation of written resolutions.

Prior notices convening the Board meetings were despatched to the Directors setting out the matters to be discussed. At the meetings, the Directors were provided with the relevant documents to be discussed and approved. The company secretary of the Company is responsible for keeping minutes for the Board meetings.

### (ii) 董事會會議

於截至二零一八年十二月三十一日止年度內，曾舉行四次董事會全體會議，會上（其中包括）：

- 董事批准本集團截至二零一七年十二月三十一日止年度之全年業績，並審閱相關業績公佈、年報、有關一般授權建議及重選輪席退任之董事而致股東之通函；
- 董事批准本集團截至二零一八年六月三十日止六個月之中期業績，並審閱相關業績公佈；及
- 於二零一八年十月十五日，董事批准授出共4,180,000份購股權予3位執行董及49名本集團員工。

於截至二零一八年十二月三十一日止年度，董事會亦通過提呈書面決議案的形式討論及批准本集團事宜。

載有將於董事會會議上商討事項之通告已在會議召開前寄發予董事。會議上，董事獲提供將予考慮及批准之有關文件。本公司之公司秘書負責將董事會會議記錄存檔。



## Corporate Governance Report 企業管治報告

### (iii) Attendance record

The following is the attendance record of the board meetings held by the Board and general meeting held during the year ended 31 December 2018:

### (iii) 出席紀錄

以下為董事會於截至二零一八年十二月三十一日止年度所舉行之董事會會議及股東大會出席紀錄：

		Attendance at meeting 會議出席率	
		Board Meetings 董事會會議	General Meeting 股東大會
<b>Executive Directors:</b>			
Mr. LIU Libin ( <i>Chairman</i> )	劉立斌先生 (主席)	4/4	1/1
Mr. LUO Su ( <i>Honorary Chairman</i> ) (Resigned on 16 April 2018)	羅蘇先生 (榮譽主席) (於二零一八年四月 十六日辭任)	2/4	Not applicable 不適用
Mr. LUO Riming (Resigned on 16 April 2018)	羅日明先生 (於二零一八年四月 十六日辭任)	2/4	Not applicable 不適用
Mr. LIAO Yuqing ( <i>Chief Executive Officer</i> )	廖玉慶先生 (行政總裁)	4/4	1/1
Mr. DAI Feng (Resigned on 10 May 2018)	戴鋒先生 (於二零一八年五月 十日辭任)	2/4	Not applicable 不適用
Ms. Zhang Li ( <i>Chief Financial Officer</i> ) (Appointed on 10 May 2018)	張莉女士 (財務總監) (於二零一八年五月 十日獲委任)	2/4	1/1
Mr. LAW Yung Koon	羅用冠先生	4/4	1/1
Mr. WANG Zhihua	王志華先生	4/4	1/1
Mr. LUO Jianfeng (Appointed on 16 April 2018)	羅建峰先生 (於二零一八年四月 十六日獲委任)	2/4	1/1
<b>Non-executive Directors:</b>			
Mr. LU Chaoying (Resigned on 6 December 2018)	陸超英先生 (於二零一八年十二月 六日辭任)	2/4	1/1
Mr. Zuo Manlun (Appointed on 16 April 2018)	左滿倫先生 (於二零一八年四月 十六日獲委任)	2/4	1/1
Ms. XIE Jingyun (Appointed on 6 December 2018)	謝景雲女士 (於二零一八年十二月 六日獲委任)	Not applicable 不適用	Not applicable 不適用
<b>Independent non-executive Directors:</b>			
Mr. CHEN Mo	陳默先生	4/4	1/1
Mr. HO Kwan Yiu	何君堯先生	4/4	0/1
Mr. LAM Ying Hung, Andy	林英鴻先生	4/4	1/1
Mr. LIANG Shibin	梁世斌先生	4/4	1/1

## Corporate Governance Report 企業管治報告

According to the Code Provision A.1.1 of the Corporate Governance Code, the Board should meet regularly and board meeting should be held at least four times a year at approximately quarterly intervals. During the year ended 31 December 2018, the Board has held 4 full board meetings. Instead, the Board has discussed the company matters through exchange of emails and informal meeting among the Directors and obtaining board consent through circulating written resolutions.

### (iv) Independent non-executive Directors

In compliance with Rule 3.10(1) of the Listing Rules, the Company has appointed three independent non-executive Directors. The Board considers that all independent non-executive Directors have appropriate and sufficient industry or finance experience and qualifications to carry out their duties so as to protect the interests of shareholders of the Company. One of the independent non-executive Directors, Mr. LAM Ying Hung, Andy, has over 23 years in the accounting, banking and finance sectors and is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

The Company has received the annual written confirmations from all independent non-executive Directors in respect of their independence. The Board considers that all independent non-executive Directors are being considered to be independent. Particular consideration is paid in assessing the independence of those independent non-executive Directors who have been serving on the Board for more than 9 years and seeking re-election in the Annual General Meeting. When appropriate, reasons will be given in the Annual General Meeting Circular to explain why the Board believes those independent non-executive Directors are still independent and should be re-elected.

根據企業管治守則之守則條文第A.1.1條，董事會須定期召開會議及須至少每年舉行四次董事會會議，大概每季舉行一次。於截至二零一八年十二月三十一日止年度，董事會已舉行四次董事會全體會議。而董事會已透過於董事間之電郵交流及非正式會議討論本公司事宜及透過傳閱書面決議案取得董事會同意。

### (iv) 獨立非執行董事

為符合上市規則第3.10(1)條，本公司委任三名獨立非執行董事。董事會認為，全體獨立非執行董事均具有合適及充足之業界或財務經驗及資格，以履行彼等之職責，以保障本公司股東之權益。其中一名獨立非執行董事林英鴻先生，在會計、銀行及金融業擁有逾23年經驗，並為英國特許公認會計師公會及香港會計師公會資深會員。

本公司已接獲全體獨立非執行董事就其獨立性而發出之年度書面確認。董事會認為全體獨立非執行董事均被視為獨立人士。於評估該等在董事會任職超過九年及擬於股東週年大會上尋求重選之獨立非執行董事的獨立性時應給予特別考慮。倘適用，股東週年大會通函內將列出理由闡述董事會為何仍認為該等獨立非執行董事具獨立性及應予以重選。

## Corporate Governance Report 企業管治報告

### (v) Relationship among members of the Board

Mr. LIAO Yuqing, an executive Director and the chief executive officer of the Company, is the son-in-law of Mr. LUO Su, an executive Director and the Honorary Chairman (resigned on 16 April 2018). Mr. LUO Su has been the Honourable Adviser of the Group since 16 April 2018. Save as aforesaid, there is no other family relationship between any of the Directors and chief executive officer. All of them are free to exercise their independent judgement.

### (vi) Continuous professional development

During the year ended 31 December 2018, the Company has provided regular updates to Directors on material changes to regulatory requirements applicable to the Directors and the Company and on the latest business development of the Company. The Directors confirmed that they have complied with Code Provision A.6.5 of the Corporate Governance Code on directors' training. During the year ended 31 December 2018, all following Directors, namely Mr. LIU Libin, Mr. LIAO Yuqing, Ms. ZHANG Li, Mr. LAW Yung Koon, Mr. WANG Zhihua, Mr. LUO Jianfeng, Mr. ZUO Manlun, Ms. XIE Jingyun, Mr. CHEN Mo, Mr. HO Kwan Yiu, Mr. LAM Ying Hung, Andy, Mr. LIANG Shibin, have participated in continuous professional development by attending seminars/in-house briefing/reading materials to develop and refresh their knowledge and skills in areas related to their roles, functions and duties of Directors such as corporate governance, regulatory updates and topics related to aluminium industry, and provided a record of training to the Company.

### (v) 董事會成員間之關係

執行董事廖玉慶先生為執行董事兼榮譽主席羅蘇先生（於二零一八年四月十六日辭任）之女婿。羅蘇先生已自二零一八年四月十六日擔任本集團榮譽顧問。除上述者外，任何董事或主要行政人員之間概無任何其他家族關係。彼等全體均可作出獨立判斷。

### (vi) 持續專業發展

於截至二零一八年十二月三十一日止年度，本公司已就董事及本公司適用之規管規定之重大變動以及有關本公司最新業務發展向董事提供定期更新資料。董事確認，彼等已遵守企業管治守則之守則條文第A.6.5條有關董事培訓之規定。於截至二零一八年十二月三十一日止年度，全體董事（即劉立斌先生、廖玉慶先生、張莉女士、羅用冠先生、王志華先生、羅建峰先生、左滿倫先生、謝景雲女士、陳默先生、何君堯先生、林英鴻先生、梁世斌先生）已透過出席研討會／內部簡報會／閱讀各種資料之方式參與持續專業發展，以發展及更新有關其作為董事之角色、職能及職責之知識及技能，如企業管治、最新規管資料及鋁材行業相關資料等，並已向本公司提供培訓記錄。



## Corporate Governance Report 企業管治報告

### C. CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Chairman and the chief executive officer are segregated. Mr. LIU Libin is the chairman of the Board. The Chairman is chiefly responsible for managing the Board. Mr. LIAO Yuqing is the chief executive officer of the Company who takes charge of the supervision of the execution of the policies determined by the Board. The Chairman also chairs the Board meetings and briefs the Board members on the issues discussed at the Board meetings.

Code Provision A.2.7 of the then Corporate Governance Code requires the Chairman to hold meetings at least annually with the non-executive Director (including independent non-executive Directors) without the executive Directors present. As Mr. LIU Libin, the Chairman, is also an executive Director, the Company has deviated from the then prevailing Code Provision A.2.7 as it is not applicable. However, Code Provision A.2.7 of the Corporate Governance Code has been amended with effect from 1 January 2019 and now requires the chairman of the Board to hold meetings at least annually with the independent non-executive Directors without the presence of other Directors. The Company will comply with the code provisions of the Corporate Governance Code in the coming years. Currently, the Chairman may communicate with the non-executive Directors on a one-to-one or group basis periodically to understand their concerns, to discuss pertinent issues and to ensure that there is access to adequate and complete information.

### C. 主席及行政總裁

主席及行政總裁兩者角色分立。劉立斌先生為董事會主席。主席主要負責管理董事會。廖玉慶先生則為本公司行政總裁，負責監察及落實董事會釐定之政策。主席亦主持董事會會議，並向董事會成員簡介於董事會會議上商討之事項。

當時企業管治守則之守則條文第A.2.7條規定，主席須至少每年在沒有執行董事出席情況下與非執行董事（包括獨立非執行董事）舉行會議。由於主席劉立斌先生亦為執行董事，故本公司已偏離並不適用當時的守則條文第A.2.7條，然而，企業管治守則之守則條文第A.2.7條自二零一九年一月一日起修訂及現時規定董事會主席須至少每年在其他董事沒有出席情況下與獨立非執行董事舉行會議。本公司將於來年遵守企業管治守則之守則條文。目前，主席可透過單對單或小組會議與非執行董事定期溝通，以了解其關注、討論相關事務及確保可獲得足夠及完備的資料。



## Corporate Governance Report 企業管治報告

### D. INDEPENDENT NON-EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS

Each of Mr. CHEN Mo, Mr. HO Kwan Yiu and Mr. LAM Ying Hung, Andy has been appointed for a fixed term of three years commencing from 1 March 2018.

Mr. ZUO Manlun has been appointed for a fixed term of three years commencing from 16 April 2018.

Ms. XIE Jingyun has been appointed for a fixed term of three years commencing from 6 December 2018.

Mr. LIANG Shibin has been appointed for a fixed term of three years commencing from 14 December 2018.

The independent non-executive Directors have attended the Board meetings and provided independent judgement on the issues discussed.

### E. REMUNERATION OF DIRECTORS

The Company established a remuneration committee with written terms of reference in compliance with the Corporate Governance Code. During the year ended 31 December 2018, the remuneration committee comprised Mr. HO Kwan Yiu (Chairman), Mr. CHEN Mo, Mr. LAM Ying Hung, Andy, Mr. LUO Su (resigned on 16 April 2018), Mr. LIU Libin and Mr. LIAO Yuqing (appointed on 16 April 2018). The primary duties of the remuneration committee are to review and determine the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management.

It is the Company's policy that the remuneration package of each Director and senior management shall be determined by reference to the duties, responsibilities, experience and qualifications of each candidate.

### D. 獨立非執行董事及非執行董事

陳默先生、何君堯先生及林英鴻先生各自之固定委任年期由二零一八年三月一日開始，為期三年。

左滿倫先生之委任年期自二零一八年四月十六日開始，為期三年。

謝景雲女士之固定委任年期由二零一八年十二月六日開始，為期三年。

梁世斌先生之固定委任年期由二零一八年十二月十四日開始，為期三年。

獨立非執行董事已出席董事會會議，並就所商討之事項提供獨立判斷。

### E. 董事薪酬

本公司已遵守企業管治守則，成立薪酬委員會，並以書面界定其職權範圍。於截至二零一八年十二月三十一日止年度，薪酬委員會由何君堯先生（主席）、陳默先生、林英鴻先生、羅蘇先生（於二零一八年四月十六日辭任）、劉立斌先生及廖玉慶先生（於二零一八年四月十六日獲委任）組成。薪酬委員會之主要職責為檢討及釐定薪酬組合、花紅及其他應付董事及高級管理層之酬金之條款。

根據本公司政策，每名董事及高級管理層之薪酬組合須參考各候選人之職責、責任、經驗及資格而釐定。

## Corporate Governance Report 企業管治報告

The following is the attendance record of the committee meeting held by the remuneration committee during the year ended 31 December 2018:

以下為薪酬委員會於截至二零一八年十二月三十一日止年度舉行委員會會議之出席記錄：

		Attendance at meeting 會議出席率
Mr. HO Kwan Yiu	何君堯先生	2/2
Mr. CHEN Mo	陳默先生	2/2
Mr. LAM Ying Hung, Andy	林英鴻先生	2/2
Mr. LUO Su (resigned on 16 April 2018)	羅蘇先生 (於二零一八年四月十六日辭任)	1/1
Mr. LIU Libin	劉立斌先生	2/2
Mr. LIAO Yuqing (appointed on 16 April 2018)	廖玉慶先生 (於二零一八年四月十六日獲委任)	1/1

### F. NOMINATION OF DIRECTORS

The Company established a nomination committee with written terms of reference in compliance with the Corporate Governance Code. During the year ended 31 December 2018, the nomination committee comprised Mr. LIU Libin (Chairman), Mr. LUO Su (resigned on 16 April 2018), Mr. HO Kwan Yiu, Mr. CHEN Mo, Mr. LAM Ying Hung, Andy and Mr. ZUO Manlun (appointed on 16 April 2018). The primary duties of the nomination committee are to make recommendations to the Board on the nominees for appointment as Directors and senior management of the Group.

### F. 提名董事

本公司已遵守企業管治守則，成立提名委員會，並以書面界定其職權範圍。於截至二零一八年十二月三十一日止年度，提名委員會由劉立斌先生（主席）、羅蘇先生（於二零一八年四月十六日辭任）、何君堯先生、陳默先生、林英鴻先生及左滿倫先生（於二零一八年四月十六日獲委任）組成。提名委員會之主要職責為就提名委任為本集團董事及高級管理層之人士向董事會作出推薦意見。



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During the year ended 31 December 2018, no nomination committee meeting has been held. The nomination committee has considered and approved by way of written resolutions the nomination of the following Directors:

- Mr. LUO Jianfeng as an executive Director;
- Mr. ZUO Manlun and Ms. XIE Jingyun as non-executive Directors; and
- Ms. ZHANG Li as an executive Director.

According to the articles of association of the Company, one-third of the Directors are subject to retirement by rotation or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from the office and offer themselves for re-election. The Directors to be retired by rotation shall be those who have been longest in office since their last appointment. At a full Board meeting held on 29 March 2018, the Directors have reviewed the performance of the Directors who would retire at the annual general meeting of the Company held on 1 June 2018 and approved to recommend the re-election of such Directors at the annual general meeting of the Company.

截至二零一八年十二月三十一日止年度，並無舉行提名委員會會議。提名委員會已通過書面決議案形式審議及批准提名以下董事：

- 羅建峰先生為執行董事；
- 左滿倫先生及謝景雲女士為非執行董事；及
- 張莉女士為執行董事。

根據本公司之組織章程細則，三分之一董事須輪席退任，如數目並非三或三之倍數，則為最接近但不少於三分之一之整數須退任並可重選連任。將予輪席退任之董事須為自彼等上一次獲委任起計任期為最長者。在二零一八年三月二十九日舉行之董事會全體會議上，董事已檢討會於本公司在二零一八年六月一日舉行之股東週年大會上退任董事之表現，並批准推薦該等董事於本公司之股東週年大會上重選連任。





## Corporate Governance Report 企業管治報告

The Company continuously seeks to enhance the effectiveness of the Board and to maintain the highest standards of corporate governance and recognizes and embraces the benefits of diversity in the Board. The Board has adopted a Board Diversity Policy (“Board Diversity Policy”) to comply with the code provisions of the Corporate Governance Code which was effective from 1 September 2013. The Company believes that a diversity of perspectives can be achieved through consideration of a number of factors, including but not limited to skills, regional and industry experience, cultural and educational background, race, gender and other qualities. In informing its perspective on diversity, the Company will also take into account factors based on its own business model and specific needs from time to time. The composition, experience and balance of skills on the Board are regularly reviewed to ensure that the Board retains core members with longstanding knowledge of the Group alongside new Director(s) appointed from time to time who bring fresh perspectives and diverse experiences to the Board. The process for the nomination of Directors is led by the nomination committee, which has been made on a merit basis. A nomination policy (“Nomination Policy”) was adopted on 31 December 2018 and became effective on 1 January 2019, which serves to improve the transparency of the process and criteria in selecting and recommending candidates as directors of the Company for the Board’s approval from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. The Directors and the nomination committee will consider and nominate candidates according to the Nomination Policy based on objective criteria with due regard to the benefits of diversity as set out in the Board Diversity Policy, to the Board for approval. In identifying individuals and making recommendations for nominations, the nomination committee considers whether such individuals have the appropriate qualifications, ability and perspectives that would enable them to effectively fulfill their roles and responsibilities as directors of the Company. The Board will review the Board Diversity Policy and the Nomination Policy on a regular basis to ensure their continued effectiveness. During the year ended 31 December 2018, the nomination committee was satisfied with the diversity of the existing Board composition and did not, for the time being, set up any measurable objective regarding board diversity.

本公司不斷尋求提升董事會之效率及維持最高水平之企業管治，且了解及認同董事會多元化之裨益。董事會採納董事會多元化政策（「董事會多元化政策」）以符合於二零一三年九月一日生效之企業管治報告之守則條文。本公司認為多元化觀點可透過考慮若干因素而達致，包括但不限於技能、區域及行業經驗、文化及教育背景、種族、性別及其他質素。於達致於多元化觀點時，本公司亦將根據本身不時之業務模式及特別需要事宜作考慮。董事會組成、經驗及技能平衡將獲定期檢討，以確保董事會維持對本集團具有長期認識之核心成員以及為董事會帶來嶄新觀點及不同經驗之不時獲委任之新董事。提名委員會主導以優點為基準作出之提名董事程序。本公司於二零一八年十二月三十一日採納一項提名政策（「提名政策」），及該政策於二零一九年一月一日起生效，該政策旨在提高於甄選及推薦本公司董事候選人以供董事會不時批准以及隨時委任任何人士為董事以填補董事會臨時空缺或作為新增董事方面的程序透明度及標準。董事及提名委員會將根據提名政策基於客觀標準，並經妥為計及董事會多元化政策所載之多元化之裨益後，審議及提名候選人以供董事會批准。於物色個人及就提名作出推薦意見，提名委員會考慮有關個人是否擁有合適資格、能力及觀點使其能有效履行其作為本公司董事之職責及責任。董事會將定期檢討董事會多元化政策及提名政策，以確保其持續有效。於截至二零一八年十二月三十一日止年度，提名委員會信納現有董事會構成之多元化，及暫時並無就董事會之多元化設立任何可衡量之目標。

## Corporate Governance Report 企業管治報告

### G. AUDITORS' REMUNERATION

For the year ended 31 December 2018, KPMG, the Group's external auditor, provided annual audit services and other non-audit services to the Company. A breakdown of the remuneration of the Group's external auditor is as follows:

### G. 核數師酬金

於截至二零一八年十二月三十一日止年度，本集團外部核數師畢馬威會計師事務所向本公司提供年度核數服務及其他非核數服務。本集團外部核數師之酬金明細如下：

For the year ended  
31 December 2018  
截至二零一八年  
十二月三十一  
止年度  
(RMB'000)  
(人民幣千元)

Audit service	核數服務	
Annual audit services	年度審計服務	1,355
Other non-audit services (among others, for reviewing the interim financial information and conducting procedures in respect of continuing connected transactions of the Group)	其他非審計服務 (其中包括審閱本集團中期財務資料及執行有關持續關連交易之程序)	760

### H. AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference based upon the code provisions and recommended practices of the Corporate Governance Code. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control systems of the Group. During the year ended 31 December 2018, members of the audit committee comprised Mr. LAM Ying Hung, Andy (Chairman), Mr. CHEN Mo and Mr. HO Kwan Yiu, being the three independent non-executive Directors, Mr. LU Chaoying (resigned on 6 December 2018) and Ms. XIE Jingyun (appointed on 6 December 2018), both being non-executive Directors.

### H. 審核委員會

本公司已根據企業管治守則之條文及建議常規成立審核委員會，並以書面界定其職權範圍。審核委員會之主要職責為審閱及監察本集團之財務申報程序及內部監控系統。於截至二零一八年十二月三十一日止年度內，審核委員會由三名獨立非執行董事林英鴻先生（主席）、陳默先生及何君堯先生以及兩名非執行董事陸超英先生（於二零一八年十二月六日辭任）及謝景雲女士（於二零一八年十二月六日獲委任）組成。



## Corporate Governance Report 企業管治報告

During the year ended 31 December 2018, the audit committee has held two meetings, at which:

- the audit committee members have reviewed and discussed with the external auditors of the Company the Group's consolidated financial statements for the year ended 31 December 2017, who is of the opinion that such statements complied with the applicable accounting standards, the Listing Rules and legal requirements, and that adequate disclosures have been made;
- the audit committee have reviewed the reasonableness and fairness of the continuing connected transactions of the Company for the year ended 31 December 2017; and
- the audit committee members have reviewed and discussed with the external auditors of the Company the Group's unaudited consolidated financial statements for the six months ended 30 June 2018.

The following is the attendance record of the committee meetings held by the audit committee during the year ended 31 December 2018:

於截至二零一八年十二月三十一日止年度，審核委員會已舉行兩次會議，會上：

- 審核委員會成員已對本集團截至二零一七年十二月三十一日止年度之綜合財務報表作出審閱，並與本公司外聘核數師進行商討，其認為該報表符合適用會計準則、上市規則及法例規定，亦已作出足夠披露；
- 審核委員會亦已檢討本公司截至二零一七年十二月三十一日止年度之持續關連交易之合理性及公平性；及
- 審核委員會成員已與本公司外部核數師審閱及討論本集團截至二零一八年六月三十日止六個月之未經審核綜合財務報表。

以下為審核委員會於截至二零一八年十二月三十一日止年度舉行委員會會議之出席記錄：

		<b>Attendance at meeting 會議出席率</b>
Mr. LAM Ying Hung, Andy	林英鴻先生	2/2
Mr. CHEN Mo	陳默先生	2/2
Mr. HO Kwan Yiu	何君堯先生	2/2
Mr. LU Chaoying (resigned on 6 December 2018)	陸超英先生 (於二零一八年十二月六日辭任)	1/2
Ms. XIE Jingyun (appointed on 6 December 2018)	謝景雲女士 (於二零一八年十二月六日獲委任)	Not applicable 不適用

## Corporate Governance Report 企業管治報告

### I. DIRECTORS' ACKNOWLEDGEMENT

All Directors acknowledge their responsibility for preparing the accounts for the year ended 31 December 2018.

### J. RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibilities for maintaining a sound and effective risk management and internal control system of the Group. The Board has not established a risk management committee. Instead, the full Board is responsible for performing the risk management function, including establishing and approving the overall risk management strategies of the Group from time to time, overseeing senior management's implementation of those strategies to align with the Company's overall business objectives, determining the Group's risk profile, overseeing risk management framework structure, reviewing key risks and mitigation strategies and ensuring risk management effectiveness.

A bottom-up and top-down approach is utilised to ensure a holistic risk management process. The bottom-up approach is supported by key business units to identify and prioritise risks while the top-down approach reviews and assesses if risks are comprehensively identified, prioritised, and properly addressed by key business units to accomplish the Group's objectives. The management team is regularly monitoring emerging risks for continuous risk assessment purpose and for building the risk-management based internal audit plan and periodically assesses the adequacy and effectiveness of risk management and internal controls for ongoing risk assurance purposes. This enhances the effectiveness of the Group's risk and control framework.

### I. 董事確認

所有董事均已確認彼等編製截至二零一八年十二月三十一日止年度賬目之責任。

### J. 風險管理及內部監控

董事會整體負責維持本集團穩健而有效之風險管理及內部監控系統。董事會未成立風險管理委員會。董事會整體負責行使風險管理功能，包括不時建立及通過本集團整體的風險管理戰略，監督高級管理層對該等戰略的實施以符合本公司整體的業務目標，釐定本集團的風險預測，監督風險管理框架結構，審核主要風險及緩解戰略及保障風險管理的有效性。

集團利用自下而上及自上而下的方式，確保擁有一套完善的風險管理程序。自下而上的方式以核心業務單位識別風險及確定風險評級為基礎；而自上而下的方式則評估及檢討核心業務單位於實現本集團的目標時是否已全面識別風險、為風險劃分級別及予以妥善處理。管理層團隊為持續評估風險定期監測新出現的風險，建立以風險管理為基礎的內部審核計劃，並以現時的風險擔保為目的週期性評估風險管理及內部控制的適當性及有效性。此舉提高了本集團風險及控制框架的有效性。



## Corporate Governance Report 企業管治報告

The Group's risk management and internal control system is designed to reduce risks, safeguard the Group's assets, prevent and detect fraud and protect shareholders' investment as well as to ensure that proper accounting records are maintained and applicable legislation and regulations are complied with. During the year under review, through discussions with the management, the internal audit team and external auditors and with reference to a report submitted by the internal audit team and a risk assessment report prepared by a professional audit firm, the Board has conducted assessments and reviews of the effectiveness of the Group's risk management and internal control system in various perspectives, including, among others, financial control, operational and compliance controls and risk management. The risk management and internal control systems are reviewed by the Board annually and each review covers a whole financial year.

The internal audit unit of the Company, which is subordinated to the Board, formulates the internal audit plan of the Group based on the strategic objectives analysis, business flow analysis, risk assessment and performance evaluation and the self-inspection mechanism with comprehensive risk management functions under the authority of the Board and the guidance of the audit committee. It regularly reports to the audit committee and the Board for its audit findings and recommendations on internal control. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage rather than eliminate risks of failure in the Group's operational systems and in the achievement of the Group's business objectives.

本集團設立風險管理及內部監控系統，旨在減低風險、保障本集團資產、防止及偵查欺詐及保障股東權益，確保維持適當會計記錄，遵守合適法規及規例。於回顧年度，董事會透過與管理層、內部審計團隊及外聘核數師進行討論，及參考內部審計團隊所呈交報告及由專業審計公司編製的風險評估報告，來評估與在各不同角度檢討本集團風險管理及內部監控系統之有效性，其中包括財務監控、營運與合規監控以及風險管理。風險管理及內部控制系統每年由董事會審核且每次審核覆蓋整個財政年度。

本公司內部審計單位—稽核室隸屬董事會，在董事會之授權範圍內及審核委員會指導下，透過戰略目標分析、業務流程分析、風險評估、績效衡量，結合全面風險管理的內部控制自查機制，擬定本集團內部稽核工作計劃，並定期就查核結果與內控建議向審核委員會及董事會彙報。該系統旨在就重大錯誤陳述或損失提供合理而非絕對之保障，並管理而非完全消除本集團營運系統失效之風險，以達致本集團之業務目標。



## Corporate Governance Report 企業管治報告

During the year under review, the internal audit unit of the Company continuously optimised job responsibilities and functions of different departments according to the annual audit plan approved by the Board. Such audit work covered financial, operation, statutory compliance and connected transactions, etc., of the Group. During the year under review, the Board has reviewed the effectiveness of the Group's risk management and material internal controls system. Based on information furnished to it and on its own observations, the Board is satisfied with the present risk management and internal control systems of the Group and considers them effective and adequate. During the year under review and up to the date of this annual report, nothing has been found which requires substantial improvement.

The Company has formulated policies on information disclosure and regularly reminded Directors and employees to properly comply with relevant policies on inside information while notifying the Directors (who are also the senior management of the Group) and employees the latest guidance announced by the regulatory body on such information disclosure from time to time to keep all of them abreast of the latest information.

### K. CORPORATE GOVERNANCE FUNCTIONS

The Board has taken up the corporate governance functions in accordance with Code Provision D.3.1 of the Corporate Governance Code and has reviewed the Company's policies and practices on corporate governance and compliance; has reviewed and monitored the training and continuous professional development of the Directors and senior management; has reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements; and has reviewed the Company's compliance with the Corporate Governance Code during the Year as well as the disclosures in this Corporate Governance Report.

於回顧年度，本公司稽核室在不斷完善部門崗位職責之前提下，遵循董事會通過之年度稽核計劃，對本集團進行項目審計，審計範圍涵蓋財務、營運、法規遵循以及關連交易等。於回顧年度，董事會已檢閱本集團的風險管理及重大內部監控系統的有效性。根據董事會所獲得資料及其本身觀察，董事會滿意本集團現行之風險管理及內部監控系統及認為該系統是有效及充份的。於回顧年度及截至本年報的日期，並無發現有重大事項需要改進。

本公司已制定信息披露政策，並定期提醒董事及員工適當遵守內幕消息的相關政策，並會不時知會董事（彼等亦為本集團的高級管理層）及員工有關監管機構公佈的上述信息披露最新指引，以令彼等全體獲得最新的資訊。

### K. 企業管治職能

董事會根據企業管治守則之守則條文第D.3.1條負責企業管治職能，並已審閱本公司企業管治及遵例方面之政策及常規；審閱及監察董事及高級管理層之培訓及持續專業發展；審閱及監察本公司遵守法定及規管規定之政策及常規；以及審閱本公司於本年度遵守企業管治守則之情況及於企業管治報告中之披露。

## Corporate Governance Report 企業管治報告

### L. COMPANY SECRETARY

During the Year, the Company has appointed Ms. WONG Tik as its company secretary (“Company Secretary”). In delivering her service as Company Secretary, Ms. WONG directly reported to the Chairman. Ms. WONG has confirmed that for the year under review, she has taken no less than 15 hours of relevant professional training.

### M. SHAREHOLDERS’ RIGHTS AND INVESTOR RELATIONS

Pursuant to article 64 of the Company’s articles of association, any one or more shareholder(s) holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself(theyself) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company. The written requisition must state the objects of the meeting, and must be signed by the relevant shareholder(s) and deposited to the Company Secretary at the Company’s principal place of business, which is presently situated at Unit 605, 6/F, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong. Any shareholder enquiry may be directed to the Board through the Company Secretary by sending to the Company’s principal place of business in Hong Kong.

### L. 公司秘書

年內，本公司已委任黃荻女士為其公司秘書（「公司秘書」）。於作為公司秘書提供其服務時，黃女士直接向主席報告。黃女士確認彼已於回顧年度接受不少於15小時之相關專業培訓。

### M. 股東權利及投資者關係

根據本公司之組織章程細則第64條，任何一名或以上之股東，倘於提交要求日期，持有本公司繳足股本（附有股東於本公司股東大會上之投票權）不少於十分之一，則有權隨時向董事會或本公司秘書提交書面要求，要求董事會召開股東特別大會，以處理該要求書中指明之任何事宜，而該大會應於提交該要求書後兩個月內舉行。倘於提交書面要求後二十一日內，董事會未能落實召開該大會，則提出要求之人士可以相同方式自行召開大會，而因董事會未能應要求行事而導致提出要求之人士產生之所有合理費用，應由本公司向其歸還。書面要求須載明大會目的，且須由有關股東簽署及送交公司秘書，地址為本公司之主要營業地點，其現時位於香港九龍尖沙咀東部麼地道62號永安廣場6樓605室。任何股東可透過公司秘書以寄往本公司之香港主要營業地點之方式直接向董事會查詢。

## Corporate Governance Report 企業管治報告

There is no provision allowing shareholders to put forward proposals at the general meeting under the Company's articles of association or under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised), of the Cayman Islands. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

During the year ended 31 December 2018, there was no change in the Company's constitutional documents.

本公司之組織章程細則或根據開曼群島法例第22章公司法（一九六一年第3號法例，經綜合及修訂）並無准許股東於股東大會提呈建議之條文。股東可按上文所載程序召開股東特別大會，以處理有關書面要求中指明之任何事項。

截至二零一八年十二月三十一日止年度，本公司之公司組織章程文件並無變動。

On behalf of the Board of Directors

**LIU Libin**  
Chairman

Hong Kong, 26 March 2019

代表董事會

主席  
劉立斌

香港，二零一九年三月二十六日





## Environmental, Social and Governance Report 環境、社會及管治報告

### 1 MESSAGE FROM THE CHAIRMAN

The year 2018 was the inaugurated year of propelling the spirit of the “19th National Congress of the Communist Party of China (“19th NCCPC”)” and the 40th anniversary of China’s reform and opening up. The economy of China has changed from high-speed growth to high quality development with remarkable results seen in the construction of pollution treatment and ecological civilization. While maintaining a steady growth, Xingfa Aluminium Holdings Limited (hereinafter referred to as “Xingfa Aluminium” or the “Group”) adhered to the corporate strategy of up-keeping the sustainable development of energy conservation and emission reduction as well as green environmental protection, seized opportunities and boldly encountered challenges to further facilitate the transformation of social materials applications and also actively fulfilled the Group’s social responsibility as a corporate citizen.

### 1 主席致辭

2018年是貫徹落實「十九大」精神的開局之年，也是改革開放四十周年。中國經濟由高速增長轉向高質量發展，污染治理和生態文明建設也取得了顯著成效。興發鋁業控股有限公司（以下簡稱「興發鋁業」或「本集團」）在保持穩健增長的同時，以企業戰略為導向，堅持走節能減排、綠色環保的可持續發展道路，抓住機遇，無懼挑戰，進一步推動社會材料使用的轉型，積極履行集團作為企業公民的社會責任。



## Environmental, Social and Governance Report 環境、社會及管治報告

High quality product is the assurance of sustainable development. Xingfa Aluminium cares a lot about product innovation and scientific research, and has obtained 1,168 national patents as at the end of 2018. With the construction aluminium profiles and industrial aluminium profiles as the two key products of Xingfa Aluminium, we embed the principle of sustainable development into our products development planning. With constructing aluminium profiles as our traditional key products, we promote its market position as green, environmentally-friendly, energy-saving and recyclable aluminium profile products. The construction aluminium profile products are relatively matured, its future development strategy is to become more sophisticated and intelligent from its original positioning, so as to save energy consumption and improve quality, strive to develop more low-carbon environmentally-friendly products that are in line with the sustainable development requirements. With the lightweight and durable characteristics, industrial aluminium profiles have the strong potential in the transformation and energy conservation of social materials. In 2018, the investment in and construction of industrial aluminium production lines had reached a stage of substantial development, and we expect to raise the proportion of industrial aluminium profiles and deep-processing products to half of the overall business capacity within the next three to five years. At the same time, in response to the emphasis by the government and society on environmental protection as well as the market demand for lightweight transportation, the Group continued to promote the production of aluminium profile products in lightweight transportation in 2018.

高質量的產品是可持續發展的保障。興發鋁業注重產品研發和創新，截至2018年結束已獲得1,168項國家專利。建築鋁型材和工業鋁型材是興發鋁業的兩大主要產品，我們緊扣可持續發展的宗旨制定適用於相應產品的發展規劃。作為集團的傳統主打產品，我們將建築鋁型材的定位提升為綠色、環保、節能、可循環使用的鋁型材產品，其產品已相對成熟，未來的發展策略是在原有定位的基礎上更加成品化、智慧化，從而節省能耗、提高質量，我們將爭取研發出更多低碳環保、符合可持續發展要求的產品。工業鋁型材以其輕便、耐用的特性為社會材料的轉型和節能帶來新的潛力，2018年工業鋁型材生產線的投入和建設已步入實質性發展階段，我們期望在未來三至五年內將工業鋁型材及深加工產品佔比提升至整體業務的一半水平。同時，為響應國家和社會對環保的重視，以及市場對交通輕量化產品的需求，2018年本集團繼續推進交通輕量化鋁型材產品的生產。



## Environmental, Social and Governance Report 環境、社會及管治報告

Reducing hazardous emissions and utilisation of non-hazardous waste are the essential elements to sustainable development. In 2018, the Group further promoted the project concerning “research on zero hazardous waste treatment”. We recycled the waste from production process, such as etching solution and mold die cavity solution and heavy metal chromium-nickel waste residue, into valuable chemicals, turning waste into treasure. For wastewater discharge, we strictly monitored wastewater treatment and updated certain treatment facilities to ensure compliance. The utilization of non-hazardous wastes is something that simply cannot be ignored. We subdivided the classification of non-hazardous wastes for recycling, for example, aluminum slag from casting workshop can be used as raw materials for high aluminum cement.

In order to lower costs and strengthen product quality and industry competitiveness, the Group continued to focus on lean production and diversified such concept into the entire process of enterprise production and operation, expanded the scope and depth of lean production: a subsidiary of the Company located in Sanshui (“Sanshui Company”) launched phase III of the lean production project in September 2018, which mainly focused on increasing the ancillary ratio and reducing production costs. A subsidiary of the Company located in Chengdu (“Chengdu Company”) formally commenced lean production management in April 2018. In June 2018, another subsidiary of the Company located in Jiangxi (“Jiangxi Company”) launched a six-month consultation on lean management reform, and provided innovative management solutions in the areas such as lean process optimization and establishment of on-site management system.

In the future, the Group will continue to give full play to its advantages and strive to build up its development model and products that meet the needs of modern society. The Group will continue to innovate and surpass, strive to promote industrial modernization, improve manufacturing standards, and promote industry exchanges, cooperation and co-development.

降低有害排放和對無害廢物進行利用是可持續發展的關鍵。2018年，本集團進一步推進「零危害廢物處置研究」項目，回收利用生產過程產生的鹼蝕液、模具煲模槽液及重金屬鉻鎳廢渣，轉變為有利用價值的化學品，變廢為寶。在廢水排放方面，我們嚴格監控廢水處理並更新部分處理設施，確保達標排放。對無害廢物的利用同樣不容忽視，我們細化無害廢棄物的分類並進行回收處理，例如熔鑄車間中的鋁渣可作為高鋁水泥的原料使用。

為降低成本，鞏固產品質量和行業競爭力，本集團繼續以精益生產為導向，將精益理念貫穿至企業生產經營的全過程，擴大精益生產的實施範圍和深度：一位於三水的本公司之子公司（「三水公司」）於2018年9月啟動了第三期精益生產項目，主要針對提高配套率及降低生產成本；一位於成都的本公司之子公司（「成都公司」）於2018年4月正式開始精益生產管理工作；一位於江西的本公司之子公司（「江西公司」）於2018年6月啟動了為期6個月的精益管理變革諮詢指導，主要針對精益流程優化、現場管理體系的建立等方面提供精益變革管理設計方案。

未來，本集團將繼續發揮自身優勢，致力於打造符合現代社會需求的發展模式和產品，不斷創新、不斷超越，努力推進工業現代化，提高製造業水平，促進行業的交流合作與共同發展。

## Environmental, Social and Governance Report 環境、社會及管治報告

### 2 ABOUT THIS REPORT

#### 2.1 Basis of Preparation

This 2018 Environmental, Social And Governance (“ESG”) Report of Xingfa Aluminium is prepared in accordance with the requirements of the “Environmental, Social and Governance Reporting Guide” of the Stock Exchange, covering the reporting period from 1 January 2018 to 31 December 2018 (the “Year” or “Reporting Period”).

#### 2.2 Business of the Group

Founded in 1980s’, the headquarters of the Group is situated in Foshan City, Guangdong Province and is one of the earliest enterprises specializing in aluminium profiles production in Mainland China. During the Reporting Period, the Group mainly specialised in the production and sales of construction aluminium profiles and industrial aluminium profiles.

### 2 關於本報告

#### 2.1 編製基礎

本報告是興發鋁業2018年度環境、社會及管治（「ESG」）報告，依據聯交所《環境、社會及管治報告指引》的要求編製，報告期間為2018年1月1日至2018年12月31日（「本年度」或「報告期」）。

#### 2.2 集團業務

本集團總部位於廣東省佛山市，創立於1980年代，是中國大陸最早專業生產鋁型材的企業之一。報告期內，集團的核心業務為建築鋁型材和工業鋁型材的製造及銷售。





## Environmental, Social and Governance Report 環境、社會及管治報告

### 2.3 Scope of the Report

The subject that this report covers is the activities of the Group and focuses on reporting the environment and social policies relating to the Group's core business during the Reporting Period. The board ("Board") of directors ("Directors") of Xingfa Aluminium is fully responsible for the Group's sustainable development strategy, its reporting and risk management. During the Reporting Period, we made disclosures regarding our important environmental and social issues key performance indicators (see Appendix II), covering four subsidiaries of the Company located in Sanshui, Chengdu, Jiangxi and Henan ("Henan Company").

### 2.4 Information and Feedback

We put great importance on your suggestions or opinions in seeking constant improvement. If you have any comments about this report, please send your enquiry to the Company Secretary at the Company's principal place of business in Hong Kong.

### 2.3 報告範圍

本報告的主體範圍為本集團，著重於匯報報告期內與本集團核心業務相關的環境和社會政策。興發鋁業董事（「董事」）會（「董事會」）對本集團的可持續發展戰略和報告及風險管理負全面責任。報告期內，我們披露了有關重要環境和社會議題的關鍵績效指標（請參閱附錄二），涵蓋了本公司位於三水、成都、江西、河南（「河南公司」）的四間附屬公司。

### 2.4 信息及反饋

我們重視閣下提出的建議或意見，以不斷求進。若閣下對本報告有任何意見，請按本公司於香港之主要營業地點發送至公司秘書。



## Environmental, Social and Governance Report 環境、社會及管治報告

### 3 THE GROUP'S STRATEGY ABOUT ESG DEVELOPMENT

The Group's sustainable development strategy refers to always maintaining constant profit growth and improvement in overall capabilities amid the already leading competitive sector and operation environment of future expansion in pursuing for enterprise self-survival and sustainable development after taking into consideration of operation goals and market positions. In our sustainable development strategy, we placed great emphasis on internal management, information management, customer management, personnel management and market management, and established sustainable development plans in terms of networking, diversification and forward-looking. We formulated formal sustainable development strategy in the environmental, social and governance aspects, which covered the followings:

In order to enhance our flexibility and adaptive capability, we aim at reducing management expenses and improving management efficiency and focus on motivating staff enthusiasm and creativity in terms of management models. Whilst the organisation structure of the Group shifted from the pyramid type to more horizontal-direction structure, the structure of each department needs to be adjusted according to development needs. We have established and are continuing to improve the mechanisms such as decision-making, monitoring, interests, risks, code of conduct, investment, capital raising, audit, information disclosure, capital structure and equity management, incentive-tagging and so on, with the purpose of improving human and capital efficiency.

### 3 集團對於ESG發展的策略

本集團的可持續發展策略是指在追求企業自我生存和永續發展的過程中，在考慮經營目標和市場地位的基礎上，在已領先的競爭領域和未來擴張的經營環境中始終保持持續的盈利增長、提高整體能力。本集團在可持續發展策略中強調的是內部管理、信息管理、客戶管理、人員管理、市場管理，並建立網絡式、多元化的、具備前瞻性的可持續發展計劃。我們在環境、社會及管治方面制定了正式的可持續發展策略，涵蓋以下內容：

為了增強集團的靈活性和應變能力，我們以降低管理費用、提高管理效率為目標，管理模式注重調動員工的積極性、創造性。集團的組織結構從金字塔式向更加扁平化方向轉變，各部門結構根據發展需要進行調整。我們建立並持續完善如決策、監督、利益、風險、行為規範、投資、籌資、審計、信息披露、資本結構和股權管理、激勵約束等機制，以不斷提高人和資本的效率。



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The key to product sustainable development lies on continuous innovation and optimisation. The Group is the first to adopt clean energy production and devotes a lot of resources in environmental protection. Not only can our production base satisfy the national environmental protection requirements, but can also be the demonstration unit in the aluminium profile industry. On the other hand, the construction of a complete sales service process is also the key to the sustainable development of our products. We keep on making constant sample testing and adjustment to produce profiles meeting customer needs from preliminary product design according to customer needs to the testing of customized profile implementation plan, then further to subsequent optimal design. We value product after-sales service and persist on providing professional and perfect service integrating customer-oriented sales concept, which enables our “Xingfa Brand” received well established perpetual reputation both within and outside the industry. We always adhere to the corporate mission of “let aluminium industry bring excellence for better human life”, research and develop and launch more low-carbon and energy-saving environmental protection products, including aluminium templates substituting wooden template operation, solar aluminium frame derived from photovoltaic new energy and a variety of industrial profiles clinging on environmental protection. In today’s ecologically fragile world, we insist on the sustainable development concept and continue to move forward in the course of environmental protection and energy conservation, paving a new and wonderful “aluminium” route for the world.

Talent resources are the first essential elements for the Group’s operation while human resources management is the focus of our management. The sustainable development of our talent resources is mainly focused on remuneration design, performance appraisal, job analysis, quality model, incentive-tagging, competition, recruitment, training and development, etc., with an aim to fully motivate the enthusiasm, and cohesion of our staff. Based on the position requirements, we make adjustments to talent resources introduction policies, introduce talent resources through various channels and attract talents by adopting sustainable development human resources policies.

產品的可持續發展關鍵在於不斷的創新和優化。本集團率先採用清潔能源進行生產，在環保方面投入大量資源，我們的生產基地不僅能滿足國家環境保護要求，還成為鋁型材行業的模範單位。另一方面，構建一條完整的銷售服務流程也是我們產品可持續發展的重點。從前期根據客戶需求構思產品，到試驗定制生產出來的型材實施方案，再到後續的最優化設計，我們堅持不斷地試樣和調整，生產出滿足客戶需求的型材。我們注重產品售後服務，堅持專業、完善的服務結合以客為主的銷售理念，使得「興發牌」在行業內外有口皆碑、長盛不衰。我們始終堅持「讓鋁業為人類美好生活添精彩」的企業使命，研發和推出更多低碳節能環保型的產品，包含替代木模板營運而生的鋁模板、光伏新能源催生的太陽能鋁邊框以及各種以環保著稱的工業型材。在生態脆弱的今天，我們堅持可持續的發展理念，繼續在環保節能的路上不斷前行，為世界新啟一場，絢爛的「鋁」程。

人才是本集團經營的第一要素，人力資源管理是集團管理的重點。我們的人才可持續發展主要集中在薪酬設計、績效考核、工作分析、素質模型、激勵約束、競爭淘汰、招聘引進、培訓開發等方面，目的是充分調動員工的積極性、凝聚力和向心力。我們根據崗位需求，調整人才引進政策，積極通過各種管道引進人才，用可持續發展的人力政策吸收人才。

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### 3.1 Stakeholder Engagement

The main internal stakeholders of the Group include our staff (from management to front-line staff), while the main external stakeholders include suppliers, customers, etc. During the Reporting Period, we expanded the scope of our interviews to cover external stakeholders. By collecting the concerns of stakeholders on different ESG issues, we identified the most important issues in the course of the Group's business operations. In the future, the Group will further enhance the depth and width of its stakeholders' participation.

### 3.2 Materiality Assessment

The following are the important issues that the Group had assessed during the Reporting Period:

Environment	Society
<ul style="list-style-type: none"><li>• Air emissions</li><li>• Hazardous waste disposal</li><li>• Wastewater discharge</li><li>• Electricity use</li></ul>	<ul style="list-style-type: none"><li>• Supply chain management</li><li>• Product responsibility</li><li>• Occupational health and safety</li></ul>

### 3.1 利益相關者參與

本集團的主要內部利益相關者包括內部員工（從管理層到一線員工），主要外部利益相關者包括供貨商、客戶等。報告期內，我們將訪談範圍擴大至外部利益相關者，通過收集這些利益相關者對不同ESG議題的關注程度，以識別在本集團業務運營過程中最為重要的議題。未來，本集團將進一步提升利益相關者參與的深度及廣度。

### 3.2 重要性評估

報告期內本集團重要性評估得到的重要議題如下：

環境	社會
<ul style="list-style-type: none"><li>• 廢氣排放</li><li>• 有害廢物排放</li><li>• 廢水排放</li><li>• 用電</li></ul>	<ul style="list-style-type: none"><li>• 供應鏈管理</li><li>• 產品責任</li><li>• 職業健康與安全</li></ul>





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### 4 ENVIRONMENT

#### 4.1 Environmental Protection Related Policies

Integrating with the national green manufacturing development plan and guided by enterprise strategy, in integrating with the requirements of ISO 14000 environmental management system and ISO 50001 energy management system certification, we formulated the environmental protection system which clearly stated that the primary mission for the Group's environmental protection is to govern production emissions by relying on technology, comprehensive utilization of production waste residue, prevent environmental pollution and develop clean production. We actively excel our infrastructure construction and system improvement, intensify our efforts in energy resources devotion and clean production process, and introduce ecological design concept. At the same time, we implement environmental protection target-oriented accountability system, set up safe environment office to lead and take charge of our environmental protection works. The environmental protection management personnel of each production workshop is responsible for carrying out specific environmental protection works. We implemented the reward and penalty system for environmental protection to reward or penalize employees with either outstanding performance or in violation of regulations respectively in respect of environmental protection.

In the future, we will further optimize the green factory related management system, continue to enhance the quality, environment, occupational health and safety, energy management system and make full use of our technologies, resources and external cooperation conditions to establish Xingfa Aluminium to become an advanced intelligent green factory with high energy efficiency, low pollution and low emission.

### 4 環境

#### 4.1 環境保護相關政策

我們結合國家綠色製造發展規劃，以企業戰略為導向，結合ISO 14000環境管理體系和ISO 50001能源管理體系認證的要求，制定了環境保護制度，明確了集團環境保護的主要任務是依靠科技治理生產排放，生產廢渣綜合利用，防治環境污染，發展潔淨生產。我們積極做好基礎設施建設，完善體系制度，加大能源資源投入力度，潔淨生產流程，引入生態設計理念，同時實行環境保護目標責任制，設立安全環境辦公室領導並負責集團的環保工作。各生產車間環保管理人員負責執行車間具體的環保工作，並實行環保工作獎懲制度，對在環保方面表現突出或違反規定的員工，給予獎勵或處罰。

未來，我們將會進一步優化綠色工廠相關的管理制度，持續改進質量、環境、職業健康安全、能源管理體系，並充分利用公司技術、資源和外部協作條件，把興發鋁業打造成一個高能效、低污染、低排放的先進智慧化綠色工廠。

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### 4.1.1 Air Emission

Air emissions generated during the production process of the Group include nitrogen oxide, particulates, sulphur dioxide and organic waste gas. In our environmental policies, the Group requires stringent restriction of exhaust gas and particulates emission into the atmosphere. Prior to air emission discharge, it must undergo purification treatment and shall not exceed the specified standard prescribed by the national or local environmental protection bureau before emission.

Nitrogen oxide and particulates are mainly generated from casting workshop. The Group has used natural gas as production energy to effectively reduce exhaust gas emission in workshops through the natural gas energy transforming equipment that the Group acquired. At the same time, the Company also has an aerobic bag dust removal system in casting workshops to ensure the production facilities are operated simultaneously with the environmental protection equipment. During the Year, the newly-installed cooling and ash treatment system in the casting workshop of Jiangxi Company was used to handle and collect dust generated during the production process of casting workshop, thus reducing environmental pollution. During the construction process of our plants, we strictly complied with national and local environmental laws and regulations and managed dust and construction waste through a series of environmental protection measures, such as infilling of construction waste within the factory complex, construction suspension in heavy pollution weather, and adoption of dust-covering and sprinkling measures at construction sites.

### 4.1.1 廢氣排放

本集團在生產過程中產生的廢氣包括氮氧化物、粉塵、二氧化硫及有機廢氣等。本集團在環境政策中要求嚴格限制向大氣排放有毒有害的廢氣，需排放的廢氣必須經過淨化處理，不得超過國家或當地環保局規定的排放標準。

氮氧化物和粉塵主要來源於熔鑄車間。本集團已通過採購天然氣能源改造設備，使用天然氣作為生產能源以有效減少車間廢氣排放。同時，熔鑄車間還設有脈衝布袋除塵系統，確保生產設備與環保設備同步運行。本年度，江西公司熔鑄車間新安裝調試好冷灰處理收集系統，用於處理和收集熔鑄車間生產過程中產生的灰塵，減少了揚塵對環境的污染。在廠房建設過程中，我們嚴格遵守國家及當地環保法規，通過一系列環保措施對揚塵和建築垃圾加以管控，例如於廠區內部填埋處理建築垃圾，重污染天氣停止施工，於施工現場採取覆蓋、灑水等降塵措施。

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Organic exhaust gas is mainly generated from paint spraying process in fluorocarbon workshop. Through integrating the technology of recycled activated carbon absorption and catalytic combustion, and exhaust gas recycling, organic exhaust gas finally transforms into carbon dioxide, water and certain heat energy. During the Year, Sanshui Company updated the catalytic combustion technology, and added a catalytic combustion device for organic exhaust gas in the production process of exhaust gas in the production line, so that the exhaust gas is processed before entering into the environmental protection facility, and then processed again after entering into the environmental protection facility. This technology update has achieved good results, and effectively reduced the concentration of exhaust gas before treatment, and ensured the discharged exhaust gas meeting the standard. Henan Company plans to install the catalytic combustion environmental protection equipment in 2019. In order to reduce exhaust gas emissions, this Year, Jiangxi Company purchased and installed one set of C210 hot cleaning furnace, so that the materials sprayed with paint on the surface is hooked onto after the hot cleaning furnace high temperature process, and the tail gas generated is absorbed and sprayed by circulating water, then cleanly discharged. In addition, Jiangxi Company has established an environmental protection online monitoring station to monitor the emission of pollutants.

有機廢氣主要產生於氟碳車間的噴漆過程，通過活性炭吸附和催化燃燒結合的再生廢氣處理方式，最終轉化為二氧化碳、水和部分的熱量。本年度，三水公司對催化燃燒技術進行了更新，在生產線廢氣產生環節增加了有機廢氣的催化燃燒裝置，使廢氣在進入環保設施前先行處理，進入環保設施後再次處理；此項技術更新取得了良好的效果，有效降低了處理前的廢氣濃度，保證廢氣的達標排放。河南公司計劃於2019年增設催化燃燒環保設備。為減少廢氣排放，本年度江西公司採購並安裝了一台C210熱潔爐，使表面噴有油漆的物料掛鉤經熱潔爐高溫鍛燒後，產生的尾氣經循環水噴淋吸收後清潔排放；除此之外，江西公司還建立了環保在線監測站，以對污染物的排放進行實時監測。



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### 4.1.2 Waste Management

#### *Hazardous Waste*

The Group strictly abides the laws and regulations related to hazardous waste issued by both the state and local environmental protection bureaus. The Group's environmental policies have stipulated in details of management requirements for waste generation. Hazardous waste is disposed of by third-party companies holding hazardous waste disposal qualifications, with which we signed contracts with them. For production units producing solid waste, we require them choosing the ways and facilities that meet the requirements of environmental protection in collection, transportation, storage and treatment of solid waste produced. At the same time, the Group took preventive steps on flooding, loss and leakage and other measures to prevent pollution. The Group's environmental policies also stipulated that it is not allowed to place, pile up and pour out solid waste at will. When pollution incidents may or have occurred, emergency measures must be taken immediately to prevent pollution from spreading out, alleviate and even eliminate the impact of incidents. Major incidents or emergent events should be reported to the safety and environment office of the Company for investigation within two hours after occurrence.

### 4.1.2 廢棄物管理

#### 有害廢棄物

本集團嚴格遵守國家及當地環保局頒布的有害廢棄物相關法例。本集團的環境政策中詳細規定了對有害廢棄物的管理要求。我們通過與具備有害廢棄物處理資質的第三方公司簽訂合同，由其回收並處理有害廢棄物。對於有害廢棄物產生單位，我們要求其選擇符合環保規定的方式與設施，收集、運輸、儲存、處置產生的廢物，同時採取防揚散、防流失、防滲漏和其他防止污染的措施。按本集團之環境政策，固廢不得隨意異置、堆放及傾倒；在可能或者已經發生污染事故時，應當立即採取應急措施，控制污染蔓延，減輕、消除事故影響；在重大事故或者突發性事件發生後2小時內，應向公司安全環境辦公室報告，接受調查。



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During the Year, the Group continued to facilitate the process of reducing and harmless treatment of hazardous waste. The recycling process of the etching solution and mold die cavity solution in the surface treatment process of Sanshui Company has commenced normal operation. The recycling process can produce aluminum hydroxide as the intermediate product. At the same time, Sanshui Company has started the environment assessment report on the treatment of chrome-nickel slag, trying to convert the chromium-nickel in the heavy metal waste into water purifying agent by means of extraction, turning waste into treasure. Chengdu Company has newly installed one set of acid recovery equipment to reduce acid emissions of about 20 tonnes per month. It also upgraded the heavy metal on-line monitoring equipment to ensure data accuracy. In addition, the Group has also established a new environmental technology company and is expected to commence operation in 2019. In the future, not only will this company provide support for the disposal of bulk solid waste and certain hazardous waste within the Group, but will also help to solve the problem of solid waste disposal for the companies and peers surrounding Sanshui Company.

本年度，本集團繼續推進有害廢物減量化和無害化處理的進程。三水公司表面處理過程中的鹼蝕液、模具煲模槽液回收利用設施已開始正常運行，回收過程可產生中間產品氫氧化鋁；同時，三水公司已啟動鉻鎳渣處理的環評報告，嘗試通過萃取的方法將重金屬廢渣中的鉻鎳轉化為淨水劑，變廢為寶。成都公司新增一台酸回收設備，每月可減少酸液排放約20噸；並針對重金屬在線監測設備進行了升級，保證數據的準確性。除此之外，本集團還成立了新的環保科技公司並預計於2019年開始運營，未來該公司將不僅能夠為集團內部大宗固體廢物及部分危險廢物的處理提供支持，亦能幫助解決三水公司周邊企業及同行的固廢處理問題。



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### *Non-hazardous Waste*

The Group also focuses on the treatment of non-hazardous wastes, which mainly recycles waste materials and non-hazardous waste residues. Some of the waste materials can be used directly for production after being processed. For example, the scraps of products can be re-used as raw materials after melting. Other waste materials, such as die steel, can be reused by steel plant after recovery and treatment. Non-hazardous waste residue such as aluminum slag in casting workshop, the main components of which are alumina powder, aluminum powder and refractory particles, which are processed by cement plants and used as raw materials for high-alumina cement. During the Year, the four subsidiaries of the Company recycled a total of approximately 1,206 tonnes of waste molds and A3 steel and the aluminum slag in the casting workshop of approximately 6,020 tonnes in total.

#### **4.1.3 Wastewater Discharge**

Industrial wastewater generated by each of the Group's production lines mainly consists of acidic and alkaline wastewater, chromium wastewater and nickel wastewater. Our environmental policy requires strengthening the wastewater treatment to reduce its discharge volume. The policy also requests that good work must be done in the closed-circuit circulation and comprehensive treatment of production wastewater. Specific stipulations are as follows:

- Oily, acidic, alkaline and highly toxic wastewater is prohibited from discharging into the water body. It is strictly restricted to discharge pollutants into the water system to prevent pollution.

### *無害廢棄物*

本集團同樣重視無害廢棄物的處理，特別是廢舊材料和無害廢渣的回收處理。部分廢舊材料被處理後可直接用於生產，例如產品邊角料回爐後可重新作為原材料；其它廢舊材料如模具鋼，可在回收後交由鋼鐵廠進行處理並重新利用。無害廢渣例如熔鑄車間鋁渣的主要成分為氧化鋁粉、鋁粉和耐火材料顆粒，交由水泥廠處理後可作為高鋁水泥的生產原料使用。本年度，四個子公司回收的廢模具鋼、A3鋼共計約1,206噸，熔鑄車間鋁渣共計約6,020噸。

#### **4.1.3 廢水排放**

本集團各生產車間產生的工業廢水主要包括酸鹼污水、鉻廢水、鎳廢水三類。我們的環境政策中要求加強廢水治理，減少廢水排放量，並要求堅持做好生產廢水閉路循環和生產廢水綜合處理工作，具體規定如下：

- 禁止向水體排放油類、酸類、鹼液、劇毒廢液，嚴格限制向水體排放、傾倒污染物，防止水體污染

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- Cleaning of vehicles and containers that contained greasy or poisonous substances with water body is forbidden.
- Testing center is responsible for conducting daily sewage inspection to ensure strictly controlled wastewater is being discharged within standards, make good records and submit inspection reports.
- The safety and environment office of the Group as well as the environmental protection management personnel of production workshop shall cooperate and accept unannounced inspection by the environmental protection agency on waste gas emission, and wastewater discharge.
- 禁止在水體清洗裝貯污染物的過油類或者有毒車輛和容器
- 檢測中心負責實行每天的污水檢測工作，嚴格控制水體的達標排放，做好記錄並上報檢查報告
- 由本集團安全環境辦公室及生產車間環保管理人員配合接受環保局不定期的水體排放檢測工作

We have standardised and centralized processing of sewage generated from production workshop. The wastewater discharge after treatment is required to meet the relevant requirements of the Integrated Wastewater Discharge Standards (《污水綜合排放標準》) and the industrial wastewater discharge requirements of local provinces and cities. During the Year, Sanshui Company installed a new integrated wastewater slag machine to ensure the treatment results of wastewater. Chengdu Company also installed a front-end adjustment treatment tank for sub-tank to adjust the pre-treatment and had effectively ensured that the treated water quality is up to standard.

同時，我們對廢水進行集中處理，處理後的廢水需達到國家《污水綜合排放標準》中的相關規定以及地方省市的工業廢水排放要求。本年度，三水公司還新投入了綜合廢水壓渣機，以保證廢水處理效果。成都公司則通過新增一個前端調節處理池副槽用於調節預處理，有效確保處理的水質達標。



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### 4.1.4 Greenhouse Gas Emissions

During 2012 to 2015, we checked carbon emission periodically and reported to Provincial National Development and Reform Commission (NDRC), and provided NDRC with raw data to formulate carbon emission indicators in the future. However, since 2016, as the PRC government has not issued any specific carbon emission reporting requirements and carbon trading indicators, therefore, the Group currently has no plan to calculate carbon emissions. In future, we will continue to pay attention to the relevant regulations and trends regarding carbon emissions reporting and update our disclosures.

### 4.1.4 溫室氣體排放

在2012年期間到2015年，我們定期進行碳排放審計並報告至省發改委，向發改委提供原始數據用於制定未來的碳排放指標。由於2016年以來，中國政府尚未頒布具體的碳排放報告要求和碳交易指南，本集團暫時未有有計劃地計算碳排放量。未來，我們將繼續留意碳排放報告的相關法規及趨勢，適時更新相關披露。

## 4.2 Resources Use

### 4.2.1 Use of Packaging Materials

We source from packaging materials suppliers that meet the requirements of relevant national laws and regulations. For sourcing products packaging materials, the Group formulated the group-level sourcing management plan as its principal policy. Packaging materials suppliers are selected by tender, which the Group has already established long-term cooperative partnership with them. In view of the good protecting function of non-woven cotton and its recyclable features, in 2018, the Group used non-woven cotton instead of pearl cotton in its packaging materials. We recycle iron frame for export and the wooden boxes for containers from our customers by using our returned trucks after delivery. During the Year, Sanshui Company recycled approximately 1,600 way-out iron frames and container wooden boxes from customers.

## 4.2 資源使用

### 4.2.1 包裝材料使用

我們採用符合國家相關法律法規要求的包裝材料供貨商。針對產品包裝材料的採購，本集團制定了集團層面的採購管理方案作為主要的政策，包裝材料供貨商通過招標方式採用，並建立長期合作夥伴關係。鑒於無紡棉良好的保護性及可循環利用的特點，2018年本集團全面使用無紡棉代替珍珠棉。同樣可循環利用的包裝材料還有出口的鐵框和集裝箱的木箱，我們利用回頭車將它們從客戶處進行回收。本年度，三水公司從客戶處回收了約1,600個出口鐵框和集裝箱木箱。



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### 4.2.2 Energy Use

#### *Use of Electricity*

The Group took effective measures to increase the utilization of electricity resources, including using LED lamps, using energy-efficient equipment, changing electrical machine to new and highly efficient motors, green planting and reclaiming waste heat of boiler, installing solar PV power generation equipment on plant roof top

In addition, the Group also made full use of the energy generated during the production process, such as the heat generated during the operation of the air compressor in the workshop as it could be used to heat the technology groove in the oxidation workshop during production, and also hot water supply for employees for daily use, which could effectively reduce the use of electricity resources and natural gas, save energy, and reduce safety problems caused by the use of liquefied gas facilities.

### 4.2.2 能源使用

#### *用電*

本集團在提高用電資源有效使用的舉措包括：採用LED燈、使用節能設備、將電機更換為新的高效電機、綠色種植、鍋爐餘熱回收供水、於廠房屋頂安裝太陽能光伏發電設備。

同時，本集團還充分利用生產過程中產生的能源，例如車間空壓機運行期間產生的熱量，可用於生產過程中加熱氧化車間工藝槽的溫度，以及日常生活中員工的熱水供應，能有效減少用電和天然氣的使用，節約能源，並降低使用液化氣設施所引發的安全問題。



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Since its inception in 2015, the Group's energy management centre system has fully utilized the measurement and trend analysis of water, electricity and gas and other resources, enabling all production bases to monitor real-time resources consumption and debug and repair control equipment in time to enhance efficient use in resources. During the Year, Henan Company upgraded its energy on-line monitoring system to better monitor energy usage.

### *Use of Natural Gas*

During the Year, the Group continued to use natural gas to reduce greenhouse gas emissions from the use of electricity.

### **4.2.3 Water Consumption**

Water resources are of vital importance to our production process as it is indispensable in every process such as squeezing and casting. The Group uses both municipal water and water from its own well, so as to ensure there is no suspension in production due to water supply shortage. The ratio of the municipal water use to well water use is approximately 8:2.

本集團的能源管理中心系統自2015年啟用以來，充分發揮了水、電、氣等資源的計量和趨勢分析作用，使各生產基地得以實時監測資源消耗情況，及時調試修理控制設備，從而提升資源使用效率。本年度，河南公司升級了能源在線監控系統，以更好地監測能源使用情況。

### *天然氣使用*

本年度，本集團繼續使用天然氣，以減少使用電力帶來的溫室氣體排放。

### **4.2.3 用水**

水資源對本集團的生產過程十分重要，每一個前工序如擠壓、熔鑄等都要用水。本集團使用市水的同時，自備水井，兩種用水比例大約為8:2，確保不會因停水而停產。

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Apart from the source of water, the Group also formulated reclaimed water recycling system. For example, waste water produced by large-scale water purifier in the surface workshop of Henan Company is collected and reused, and waste water is treated for use in toilet flushing. The Group set up circulating water towers and water recycling tanks, etc. Not only can reclaimed water be used in daily life, such as irrigation and toilet flushing, it can also be used in some production processes, such as used as cooling water for equipment. During the Year, the reclaimed water consumption by Sanshui Company was about 800 tonnes/day, and Henan Company's reclaimed water utilization rate was about 30%.

除了水的來源，本集團同時也制定了中水回用制度，例如河南公司表面車間大純水機產出的廢水收集再利用，以及廢水經過處理後用於沖洗廁所。我們亦建有循環水塔、回水池等，不僅可用於澆灌、如廁等日常生活所用，還可用於設備冷卻水等生產工序使用。本年度，三水公司的中水回用量約為800噸/天，河南公司的中水利用率約為30%。

### 4.3 Environment and Natural Resources

In addition to the resources use and environmental protection policies and measures disclosed in the above sections, during the Year, through the implementation of paperless office, environmental protection and energy training, the Group also enhanced employees' awareness of energy conservation and environmental protection and reduced the impact of production operation on the environment and resources.

### 4.3 環境和天然資源

除上述章節披露的有關資源使用和環保政策和措施，本年度本集團還通過推行無紙化辦公、開展環保和能源培訓等方式，提升員工的節能環保意識，減少生產運營對環境和資源的影響。

### 4.4 Legal Compliance

The Group had no breach of relevant laws and regulations related to environmental emissions during the Reporting Period, nor received any violation notice from the government's environmental protection department.

### 4.4 法律合規性

本集團在報告期內未發生過違反環境排放相關的法律法規的行為，未收到政府環保部門的違法公告。



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### 5 OPERATION SPECIFICATION

#### 5.1 Supply Chain Management

The Group has established supplier evaluation control procedures, major raw and auxiliary materials inspection procedures, major raw and auxiliary materials procurement procedures, quality objectives management and statistical regulations for the specification and control of supplier evaluation processes and procurement. The Group's tender purchasing team is led by senior management, comprising of the sourcing director and head of each branch company and department. The main method of purchasing raw materials is by tender invitation. At the same time, we have also formulated a supply chain environment and social risk management policy, and made specific provisions on the environmental and social aspects for partners participating in the supply chain, requiring them to comply with the relevant environmental laws and regulations in production. Our environmental and social risk management policies for supply chain include the followings:

- **Investigation on bidder's qualifications:** The policy states that bidder must be an entity incorporated in the People's Republic of China, and meets the legal person capacity required by bidding units and has an enterprise business license and tax registration certificate. Bidder must provide product specifications, quality certificate, quality system (including environmental management system) certification, credit certificate, etc.
- **Corporate Social Responsibility Management:** The policy requires the suppliers of the Group to satisfy corporate social responsibility management in three dimensions, including economic sustainability, environmental sustainability and social sustainability.

### 5 操作規範

#### 5.1 供應鏈管理

本集團已制定供貨商評價控制程序、主要原輔料檢驗規程、主要原輔料採購規程、質量目標管理及統計規定，以用於規範和控制供貨商評估流程和採購工作的執行。本集團的招標採購小組由高級管理層領導，由採購總監及各分公司與部門主管組成，原材料採購以招標為主要方式。同時，我們亦制定了供應鏈環境及社會風險管理政策，對參與到供應鏈合作夥伴在環境及社會方面提出了具體規定，要求供貨商生產遵守環境相關的法律法規。我們的供應鏈環境及社會風險管理政策涵蓋以下內容：

- **投標方資格審查：**政策規定投標者必須是中華人民共和國註冊單位，並符合招標單位有關要求的法人資格，具有企業營業執照和稅務登記證。必須提供產品說明書、質量證明書、各質量體系認證證書（含環境管理體系）、信譽證書等材料。
- **企業社會責任管理：**政策要求本集團供貨商應滿足三個不同的企業社會責任維度，包括經濟可持續性、環境可持續性以及社會可持續性。

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- **Environmental risk management:** The policy requires suppliers to satisfy the requirements of regulatory, reporting and operational measures. For chemical materials purchased, general safety will be realized through strengthening environmental management, preventing environmental pollution incident, and integrating supplier environmental risk management and supply chain management to achieve “total safety”. The supplier assessment covers the risk assessment of the supplier, which represents 40% of the supplier’s overall risk assessment in terms of product quality and hazardous material control, supplier environment and safety control.
- **Letter of guarantee entered into with suppliers on exclusion of environmentally hazardous substances:** To ensure all materials and components provided by suppliers are free from hazardous substances, those materials are required to pass the tests conducted by professional testing organization, and stamped testing report with official seal shall be submitted.
- **環境風險管理:** 政策要求供貨商滿足監管、報告和運營措施的規定。對採購的化工類物資，加強環境管理，預防環境污染事故，將供貨商環境風險管理與供應鏈管理相結合，實現「整體安全」；供貨商評估涵蓋對供貨商的風險評估，其中對供貨商產品質量及有害物管控、供貨商環境及安全管控方面的評估分值佔到了供貨商整體風險評估分值的40%。
- **與供貨商簽訂環境有害物質不適用保證書:** 要求供貨商提供的所有材料、零部件必須通過專業檢測機構檢測，並提交加蓋公章的檢測報告，以確保其材料不含有害物質。





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### 5.2 Product Responsibility

The Group is an enterprise focusing on innovation and scientific research. By participating in various industry exchanges and seminars, and working closely with universities and research institutes, we continuously optimize production technology and product structure to maintain industry leadership. As of the end of the Year, the Group has obtained 1,168 national patents. Based on the excellent performance in reducing vehicle weight and reducing fuel consumption, the Group continued to promote the production of lightweight transportation products. At the same time, the Group also continues to produce and optimize high-performance environmentally-friendly building aluminum alloy molds, green and environmentally-friendly rare earth passivation film hook curtain wall profiles, high-performance and environmentally-friendly building creates high-rise US curtain wall and other energy-saving and environmentally-friendly architectural aluminum profiles. We endeavor to promote the progress of the aluminum profile industry and improve the green building construction technology.

### 5.2 產品責任

本集團一家注重創新與科研的企業，通過參加各類行業交流和研討會，以及與高校、科研機構開展密切合作，不斷優化生產技術和產品結構，以保持行業領先地位。截止本年度結束，本集團已獲得1,168項國家專利。基於在減輕汽車自重、降低油耗等方面的優秀性能，本年度本集團繼續推進交通輕量化產品的生產。與此同時，本集團亦繼續生產和優化高性能環保建築鋁合金模板、綠色環保稀土鈍化膜掛鉤式幕牆型材、高性能環保建築創高US幕牆等具有節能環保效益的建築鋁型材產品，致力不斷推動鋁型材行業的進步，完善綠色建築施工技術。



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Our product quality control strictly abides the ISO9001 quality control system, government recognized laboratory management system, measurement and certification management system, military certification system and other systems. Our requirements for product quality are higher than industry average. As a pioneer in the industry, we also actively participate in and lead the drafting and formulation of international, national and industry standards for the aluminum alloy profile industry, and promote the implementation of a series of standards to contribute to the technological progress and healthy development of the industry. During the Year, we participated in the drafting of 20 standards such as GB/T 8013-2018 Anodic Oxide Coatings and Organic Polymer Coatings on Aluminum and its Alloys, GB/T 6891-2018 Aluminum and Aluminum Alloy Profiled Sheet. Following 2006 and 2013, the Group was once again awarded the honorary title of “National Standards Development and Innovation Demonstration Base of GB/T 5237 Aluminum Alloy Extruded Profiles for Architecture” on the third occasion.

Our Xingfa Aluminium Product Quality Management Manual emphasises product quality management, which includes the provision of satisfactory products to customers, protection of ecological environment and protection of staff safety and health. The general manager of the Company convened dealers’ meeting once every year, visited key customers from time to time every month, and extensively seeking opinions on product quality and improvement from customers. For those faulty products, we implemented “Control Procedure on Faulty Products” to regulate and manage faulty products for recycling.

我們對產品質量的控制嚴格遵守 ISO9001 質量管理體系、國家認可實驗室管理體系、計量認證管理體系、軍工認證體系等體系，對產品質量的要求高於行業平均標準。作為行業先驅者，我們亦積極參與並主導鋁合金型材行業國際、國家及行業標準的起草制定工作，推動一系列標準的實施，為行業的技術進步和健康發展作出貢獻。本年度，我們參與起草了《GB/T 8013-2018 鋁及鋁合金陽極氧化膜與有機聚合物膜》《GB/T 6891-2018 鋁及鋁合金壓型板》等二十項標準，繼 2006 年、2013 年之後，第三次被授予「GB/T 5237《鋁合金建築型材》國家標準研製創新示範基地」榮譽稱號的企業。

我們在《興發鋁業產品質量管理手冊》中強調產品質量管理包括向顧客提供滿意的產品、保護生態環境以及維護員工安全與健康。公司總經理每年召開一次經銷商會議，每月不定期走訪重點客戶，廣泛徵求客戶對產品質量以及改進方面的意見。針對不合格的產品，我們實施《不合格品控制程序》，以規範和管理不合格產品的回收處理。

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The Group advocates green life cycle on products, which means recycling defective products from customers for melting and re-producing aluminium profiles. To safeguard quality, we only recycle marginal materials during the production process as well as products of the Group. During the Year, Sanshui, Chengdu, Jiangxi and Henan companies collected a total of approximately 299 tonnes of aluminum grade products from customers for reproduction.

During the Reporting Period, there was no regulatory and legal non-compliance in respect of product responsibility in the Group.

本集團倡導產品綠色生命週期，即向客戶回收鋁型材產品或是次品，對其進行回爐重造。為保障質量，我們只回收生產過程中的邊料來及來自本集團的產品。本年度，三水、成都、江西及河南公司共計向客戶回收約299噸鋁型材產品次品進行回爐重造。

在報告期內，集團未發生過違反有關產品責任的法律及規例的行為。

### 6 EMPLOYMENT AND LABOUR STANDARD

#### 6.1 Employment

The Group strictly complies with national and local labour regulations and protects the legitimate rights and interests of employees. We publish policies relating to employee compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunities, diversity, anti-discrimination and other benefits and welfare in the employee handbook.

The Group offered competitive remuneration packages in the same industry and established a scientific and fair remuneration mechanism to ensure staff with excellent performance could obtain corresponding returns. We reviewed regularly the remuneration package at all levels internally, collected industry information on remuneration externally from labour market, strived to create a fair, reasonable and competitive remuneration system with reference to position, work capability, work performance, staff skills and benefits to the Group. Specific remuneration is implemented through the corporate management plan that is approved annually.

### 6 僱傭和勞工準則

#### 6.1 僱傭

本集團嚴格遵照國家和地方的勞工法規，保障員工合法權益。我們在員工手冊中發佈了員工薪酬及解雇、招聘及晉陞、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利方面的政策。

本集團提供在同行業中具有競爭力的薪酬福利待遇，並建立科學與公正的薪酬機制，保證表現優秀的員工得到相應的回報。我們定期對內考察員工各級薪酬水平，對外收集本行業勞動力市場薪酬狀況，根據員工的職務、工作能力、工作業績、技術程度和集團效益等因素，力求建立公平、合理、極具競爭力的薪酬體系。具體薪酬實施通過每年發佈的公司管理方案。

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The personnel management principle that we adopted is performance-based incentives and assurance of internal fairness. For example, the monthly salary of production line staff is calculated according to the comprehensive piecework on a team or group basis, so as to ensure that the staff that works more is paid more. We adopted a policy whereby management personnel shall abstain from any matter relating to their family members and relatives, with an aim to ensure internal fairness, and requires that family members and relatives of management personnel are not allowed to work in their respective departments. We disseminated policy and information through posting announcements on bulletin board, emails, employee manual or training. Staff could put forward opinion and question to management through interview, functional E-mails or group discussion. At the same time, in the course of staff performance assessment, performance assessment measures are imposed for different positions in respective departments.

During the Reporting Period, there was no regulatory and legal non-compliance in respect of remuneration and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare of the employees in the Group.

我們採用的人員管理原則為績效獎勵與保證內部公平性。例如：生產線員工以班組綜合計件的方式核算每月的工資，以保證多勞多得。為保證內部公平，我們實行管理人員親屬迴避制度，要求管理人員的親屬不允許在其所在的部門工作。我們通過公告欄張貼公告、電子郵件、員工手冊、課堂培訓等方式向員工傳達政策和信息，員工可通過面談、職能郵件、小組座談等方式向管理層提出意見和問題。同時對於員工的績效考核過程，不同崗位根據所在部門的績效考核辦法實施。

在報告期內，集團未發生過違反有關薪酬及解僱、招聘及晉陞、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的法律及規例的行為。



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### 6.2 Occupational Health and Safety

The Group adheres to the human-oriented and life-paramount concept, and regards staff health and safety as the important key focus in daily work. To safeguard staff safety and health during production, we prepared the safety production management system, which emphasised that “all activities are based on the life and health of staff”. The Group established the safety production committee which is responsible for our overall safety production management works. For implementation, every production department has established its own safety production leading group respectively and is responsible for staff’s production safety work in respective departments. Currently, 53 staff are dedicated to be responsible for safety management.

Our safety production works are in line with the policy of “Safety First, Focus on Prevention and Comprehensive Treatment” and adhere to the principle of “Production Management must Encompass Safety Management and Person-in-charge is the Responsible Person”. The staff health and safety policy covers the followings:

- To organise safety assessment by safety expert regularly on each production process and all equipment facilities, including performance and risk factors assessment, and disseminate the assessment results to staff, and place hazardous signs at prominent locations.

### 6.2 職業健康和安

本集團堅持以人為本、生命至上的理念，將員工的健康與安全作為日常工作的重中之中。為保障員工的職業健康與安全，我們實施了安全生產管理制度，制度中強調「所有活動要圍繞員工生命健康」。本集團設立了由董事長擔任組長的安全生產委員會，全面負責所有生產基地的安全生產管理工作。在執行層面，由各生產部門分別成立安全生產領導小組，負責本部門的員工生產安全工作，目前專職負責安全管理的員工有53人。

本集團的安全生產工作貫徹「安全第一、預防為主、綜合治理」的方針，堅持「管生產必須管安全，誰主管，誰負責」的原則。員工的健康與安全政策涵蓋以下內容：

- 定期組織安全專家對各個生產環節、所有設備設施進行安全評價，包括性能和危險因素評估。同時將評估結果及時告知員工，並在顯眼處放置危險源標示卡。





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- For dust, noise and toxic gas, the Group will conduct propaganda training for staff, and allocate different labour protection gear to staff according to the national regulations on the prevention and treatment of occupational diseases. The safety production leading group in each department conducts inspection on the actual compliance of staff safety management, and for staff who does not wear safety equipment properly, warning will be given for the first time of non-compliance discovery, and a fine will be imposed on the responsible leader and respective staff for the second time of non-compliance discovery, i.e. strictly adheres to the penalty principle of “Person-in-charge is the Responsible Person”. At the same time, the enterprise invites the local Occupational Disease Prevention and Control Center to conduct occupational health examination for front-line workers and prepare reports.
- To focus on the implementation of fire-fighting management, including staff trainings on fire-fighting knowledge, and deploying fire-fighting facilities in workshops and office buildings. We required all staff, whether in frontline of production line in workshops or back office staff, must understand fire-fighting knowledge, and to be able to use fire-fighting equipment properly.
- 針對生產環境中存在的粉塵、噪音及有毒氣體（如苯、二甲苯），集團會對員工進行宣傳培訓，並按照國家職業病防治的相關規定給員工配置勞動防護用品。各部門的安全生產領導小組對員工遵守安全管理的實際情況進行檢查，對於員工不恰當佩戴安全裝備的行為，第一次對員工予以警告，第二次則依照「誰主管誰負責」的處罰原則對負責的幹部和員工進行罰款。同時，每年均要求當地職業病防治所到企業內給生產一線員工進行職業健康的體檢工作，並形成報告。
- 重點落實對消防管理的工作，包括向員工培訓消防知識，在車間及辦公大樓配置消防設備。我們要求所有員工，無論是車間生產線一線員工，還是後勤人員都必須了解消防知識，以及能夠正確使用消防設備。



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- The environmental measures adopted during production could reduce hazardous waste gas, waste and waste water emissions, which are crucial to the health of the staff that work in workshops for a long period of time. We are committed to indoctrinating environmental protection concept to staff, and require environmental friendly operation, so as to attain achievement on actual application of environmental protection concept as well as environmental protection facility.

During the Year, the Group continued to improve, re-construct, install and maintain safety protection equipment, and continued to strengthen safety precautions through major hazardous source monitoring, occupational hazardous testing, emergency rescue drills, and employee health checks. During the Year, we invested RMB50 million in safety production for the purpose reducing the use of forklifts. We added rails for the transportation of goods in Sanshui Company; and installed error-proof facilities at production sites such as sawing materials and scaffolding to ensure employees safety. We focused on safety education activities under the theme of “Warning by Cases”, and showed employees the same type of safety accidents in the same industry through pictures or videos, so that employees are deeply aware of the danger of illegal operations and enhance safety awareness. We also implemented risk grading management and control, and divided different dangerous points into three levels for management and control, with emphasis on monitoring high-risk sites and operations.

- 生產過程中的環保措施可以減少有害廢氣、廢物和廢水的排放，對長期在生產車間工作的員工健康十分重要。我們致力向員工灌輸環保理念，要求環保作業，使得環保理念和環保設施在實際的運用中取得成效。

本年度，本集團持續完善、改造、加裝及維護安全防護設備，通過重大危險源監控、職業危害檢測、應急救援演練、職工健康檢查等方式，不斷強化安全防範工作。本年度，我們於安全生產方面投入人民幣5,000萬元：為減少叉車的使用，我們於三水公司廠區內增設了導軌，用於物品運輸；於鋸料、棚架等生產現場增加防錯設施，以保障員工安全；重點開展了「以案示警」主題安全教育活動，通過圖文或視頻向員工展示同行業、同類型安全事故，以使員工深刻意識到違規操作的危險性，提升安全防範意識。我們亦實施風險分級管控，將不同危險點分為三級進行管控，重點監控高風險場所和作業。

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The Group offered a comprehensive safety consciousness and skills training for staff and at the beginning of each year, an annual training programme is prepared according to the training requirements of each production workshop and the entire process is tracked and implemented as scheduled. The training involved specific operation in certain positions, emergency drills, re-training for special equipment and first aid training, etc. At the same time, the safety management department established corresponding safety communication group through an instant communication App, and those staff who are team leaders or above could blow the whistle or report the safety problems to management at any time, thus ensuring any information related to safety will be communicated at management level in a timely manner. Furthermore, we also improved the food and accommodation environment of employees by expanding the canteen, stringent supervision on meal quality, conducting traffic safety legal education, building stadiums, and playing movies for free, ensuring the physical and mental health of employees and enhancing corporate cohesion.

During the Reporting Period, the Group did not violate any law and regulation on health and safety nor was any employee fatality incidents due to work. In response to employee injury accidents that occurred during the Year, we promptly and properly treated injured employees, reviewed and investigated the causes of accidents, and adopted measures to strengthen employees' safety production education and improve workplace protection conditions to prevent accidents from happening again.

本集團為員工提供全面的安全意識和技能培训，每年年初按各生產車間的培訓需求制定年度培訓工作計劃，並按時間節點全程跟蹤實施。培訓內容涉及崗位操作規程、應急演練、特種設備再培訓以及急救培訓等。同時，安全管理部門通過實時通信工具，建立了相應的安全溝通群，班長等級以上的員工可以隨時向管理層舉報或報告安全問題，確保任何安全相關的信息及時在管理層面溝通。除此之外，我們亦通過擴建食堂、嚴格監管飯菜品質、開展交通安全法制教育、建設體育場、免費播放電影等途徑改善員工食宿環境，保障員工身心健康，提升企業凝聚力。

在報告期內，集團未發生過違反有關健康與安全的法律及規例的行為，亦未出現員工因工死亡事件。針對年內出現的員工工傷事故，我們已於第一時間妥善安置受傷員工，檢討和調查事故發生原因，並採取加強員工安全生產教育、改善工作場所防護條件等措施，防範事故再次發生。



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### 6.3 Development and Training

The development and training of employees is our assurance to achieve our business objectives, improve performance and achieve sustainable development. It is also a way for employees to be competent, enhance themselves and develop their potential. The Group regards employees' opportunities and potential for sustainable development as their responsibility. The staff development and training policies are published in the employee handbook, and staff training is guided in accordance with the "Staff Training Management System" and "Methods for Staff Career Development Management". The Group develops an annual training implementation plan based on the results of the employee training needs survey and integrated with the training resources and the Company's human resources activity plan. Staff training is mainly carried out through classroom training and online learning. This Year's training work continued to adhere to the principle of comprehensive coverage and key development, mainly initiated from the following aspects:

- Through various forms of training, they enable our new employees to fully understand the Company's development status, organizational structure, rules and regulations, process flow, etc., enhance their recognition and confidence in corporate culture, and give full play to their initiative and enthusiasm.

### 6.3 發展和培訓

員工的發展及培訓是本集團完成經營目標、提高績效、實現持續發展的保證，同時也是員工勝任職責、提升自我、開發潛力的途徑。本集團將為員工提供可持續發展的機會和空間視為己任，在員工手冊中發佈了員工發展及培訓的政策，同時依照《員工培訓管理制度》以及《員工職業發展管理辦法》指導員工培訓及發展具體工作的執行。本集團每年根據員工培訓需求調查結果，並結合培訓資源及公司人力資源活動計劃，制定年度培訓實施計劃。員工培訓主要通過課堂培訓和在線學習兩種方式進行。本年度的培訓工作繼續堅持全面覆蓋、重點開展的原則，主要從以下方面入手：

- 我們通過多種形式的培訓，讓新晉員工全面了解公司的發展現狀、組織架構、規章制度、工藝流程等內容，增強其對公司文化的認同和自信，充分發揮工作主動性和積極性。



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- We also conduct general management training to all employees, such as management skills improvement, business etiquette, emotional management, safety training, communication skills improvement, office automation, relevant laws and regulations, and policy presentations to improve staff quality and comprehensive skills. The Company has established a talent team with continuous competitiveness.
- To enhance the knowledge and skills of our professional staff and improve productivity, we also offer a wide range of professional training, such as trainings on sales skills, financial operations skills, human resources management, and training for specific projects. At the same time, we hire highly-skilled employees as internal lecturers, share work experience and professional skills, and use this as an opportunity to tap the company's outstanding talents, form an efficient internal training instructor team, and inherit the company's culture and skills knowledge.
- To ensure training effectiveness and timeliness, we tackle current training shortcomings by integrating with current intelligentised and Internet-based platform learning methods and collaborate with third-party training institutes to develop an on-line training platform and established Xingfa College. The platform will match different training programmes for employees at each stage, and incorporate the training assessment into the annual assessment to improve the pro-activeness of employees in learning.
- 我們亦面向全體員工開展通用管理類培訓，如管理技能提升、商務禮儀、情緒管理、安全培訓、提升溝通技巧、辦公自動化、相關法律法規和政策宣講等課程，提高員工素質和綜合技能，為公司建立具有持續競爭力的人才隊伍。
- 為提升專業人員的知識和技能，提高工作效率，我們亦為其提供各類專業培訓，例如銷售技巧、財務操作技能、人力資源管理、以及針對特定項目進行的培訓。同時，我們聘任高技能員工為公司內部講師，分享工作經驗和專業技術，並以此為契機挖掘公司優秀人才，組建一支高效的內部培訓講師隊伍，傳承公司文化、技能知識。
- 為保證培訓的有效性和及時性，我們針對目前的培訓短板，結合目前智能化、互聯網化的平台學習方式與第三方培訓機構合作開發線上平台，搭建興發學院。平台將為各階段員工搭配不同的套餐，並將培訓考核納入到年度考核中，從而提高員工學習的積極性。



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For staff career development, the Group performed staff position rotation as and when appropriate according to employees' capabilities, work performance and actual operation needs, which fully gave staff opportunities to demonstrate their abilities and potential so as to achieve the purpose of nurturing staff's abilities in various aspects and improving overall working efficiency. We adhere to internal promotion as the main principle and external recruitment as support in case of job vacancy exists. Staff who worked diligently with outstanding performance and abilities would be given priority in promotion and development opportunities.

### 6.4 Labour Standards

The Group strictly abides the minimum age of employment requirements stipulated by Hong Kong and the PRC labour laws. Our corporate social responsibility has expressly stipulated the prohibition of recruiting child labour under 16 years old. For minors between 16 to 18 years old, we carried out special protection in accordance with the laws.

The Group illustrated the policy of preventing forced labour in the employee handbook. Our leading production model under the order-oriented approach falls under the seasonal-restricted industry category. Pursuant to the labour laws of both Hong Kong and the PRC and the approval from local labour department, we implemented a work system with integrated computation of working hours to ensure staff's right to rest and leave can harmonize with normal completion of production and work tasks through collective working, collective rest, on shift and adjustment leave and flexible working hours, etc.

在員工職業生涯發展方面，本集團根據員工的能力、工作表現和實際經營需要，實行適時將員工進行崗位輪換，充分發揮員工的才幹和潛質，達到培養員工多方面能力和提高整體工作效率的目的。在出現職位空缺時，我們堅持內部晉陞為主、外部引進為輔的原則，工作勤奮、表現出色、能力出眾的員工將獲得優先的晉陞和發展機會。

### 6.4 勞工標準

本集團嚴格遵守香港及中國勞動法規定之最低受雇年齡的要求，並於企業社會責任政策中明文規定禁止僱傭未滿16週歲的童工。對於16至18週歲的未成年工，我們依法實行特殊保護。

本集團在員工手冊中闡述了防止強制勞工的政策。我們是以訂單為主導的生產模式，屬於受季節限制行業。根據香港及中國勞動法與當地勞動部門的批准，我們實行綜合計時工作制，通過採用集中工作、集中休息、輪休調休、彈性工作時間等制度，來確保職工的休息休假權利和生產、工作任務的正常完成。

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During the Reporting Period, there is no misconduct nor regulatory and legal non-compliance related to child labour or forced labour prevention in the Group.

### 6.5 Anti-corruption

The Group prepared the anti-corruption and antibribery code of conduct, which aims to enhance internal control within the Group. According to practical situation, we strengthened system supervision, promoted anti-corruption system, and reinforced supervision for key segments and staff in key positions that are vulnerable to corruption. We have also strengthened the awareness of the integrity of party members and cadres by conducting conferences on party style and clean government building and special learning conferences on discipline education.

The code of conduct for anti-corruption and antibribery is applicable to material procurement, appointment of external processing, facility projects, business sales, equipment procurement and maintenance, quality supervision, other economic activities, and the process of management of individuals, properties and belongings. At the same time, all customers, suppliers, service providers and underwriters who had business relationship with the Group are also covered by the management of this code, which contained the followings:

- Requirements of anti-corruption and antibribery conduct for purchasing and sales staff
- Requirements of capital management involving anti-corruption and anti-bribery conduct during the purchasing and selling process

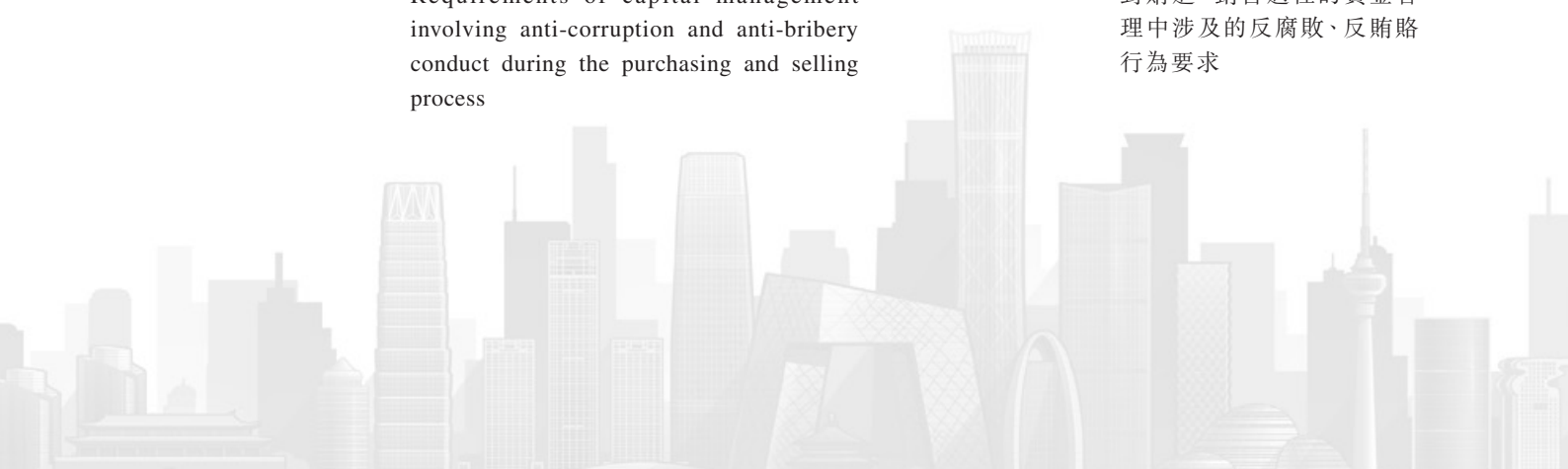
在報告期內，集團未發生過違背有關防止童工或強制勞工的法律及規例的行為。

### 6.5 反腐敗

本集團制定了反腐敗、反賄賂行為守則，目的是加強集團的內控機制。我們結合實際經營情況，強化制度監督，推進制度反腐，加強對易發生腐敗的重點環節以及重點崗位人員的監督。我們亦通過開展黨風廉政建設會議工作暨紀律教育專題學習會議，加強黨員幹部的廉潔意識。

反腐敗、反賄賂行為守則的適用範圍包括在集團範圍內的物料採購、委外加工、設施工程、業務銷售、設備採購和維護、質量監督等經濟活動，以及人、財、物管理的過程。同時，所有與本集團有業務來往的客戶、供貨商、服務商、承包商也在本守則管理範圍內，守則涵蓋以下內容：

- 對採購及銷售人員的反腐敗、反賄賂行為要求
- 對購進、銷售過程的資金管理中涉及的反腐敗、反賄賂行為要求



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- Requirements of anti-corruption and antibribery conduct for accounting cashiers
- Regular check for evaluation system
- Whistle-blowing registration system
- 對會計出納人員的反腐敗、反賄賂行為要求
- 定期檢查考評制度
- 舉報登記制度

During the Reporting Period, there is no misconduct or regulatory non-compliance related to bribery, extortion, fraud and money laundering in the Group.

在報告期內，集團未發生違反有關防止賄賂、勒索、欺詐及洗黑錢的法律及規例的行為。

### 7 COMMUNITY INVESTMENT AND PARTICIPATION

While the enterprise is developing, the Group has always adhered to the “reciprocate of where you get” spirit and has not forgotten in fulfilling its social responsibility and actively participate in charitable activities. We have a variety of ways and initiatives to care for vulnerable groups, participate in environmental public welfare activities, charitable donations, and poverty alleviation, and conduct practical actions to unify corporate development goals and social responsibility. We have set up a dedicated charitable fund and have actively participated in social charitable donations in the name of companies and individuals, and donated funds to socially disadvantaged groups or charitable associations, and constantly improving the corporate charitable and public welfare regime. During the Year, the Group donated a total of RMB590,000 for charities.

### 7 社區投資和參與

在企業發展的同時，本集團始終秉持飲水思源的精神，不忘履行社會責任，積極投身公益慈善事業。我們通用關愛弱勢群體、參與環保公益活動、慈善捐贈、扶貧助學等多種方式和舉措，用實際行動將企業發展目標和社會責任高度統一起來。我們已設立專項慈善基金，長期以公司和個人名義積極參加社會慈善捐款活動，向社會困難群體或慈善會定向捐款，並不斷完善公司慈善公益機制建設。本年度，本集團對外捐贈善款共計59萬元。



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During the Year, the Group actively responded to the Foshan City counterpart to help the Liangshan project, donated RMB30,000 to the counties in Liangshan, and carried out donation of funds and clothing activities to help poor students in Liangshan to receive more education. We also actively cooperated with the government of the Sanshui district and the government of Yanyuan county to help the young people of Liangshan to find jobs. We provided free purchase of daily necessities and dormitory for new employees, and provided them with pre-employment and technical training so that they can integrate into the enterprise as quickly as possible.

本年度，本集團積極響應佛山市對口幫扶涼山項目，為涼山木裡縣捐獻了3萬元善款，並到博科小學開展捐款（衣）助學活動，幫助涼山貧困學子接受更多文化教育的熏陶。我們亦積極配合三水區政府與鹽源縣政府結對幫扶工作，幫扶涼山青年就業，為新入職員工免費購買生活用品、安排宿舍等，為其提供崗前和技術培訓，讓他們盡快融入企業。



The Henan Company continued to carry out precise poverty alleviation activities such as “Hundred enterprises helping hundred villages”, not only do they provide jobs for villagers in Zhangzhuang village, Sanwangzhuang town, Qinyang, help villagers in poverty alleviation, but also investing RMB50,000 to refurbish and construct houses for local elderly people who are in poverty, helping them to improve their living conditions. Henan Xingfa also subscribed the “Adolescent Anti-drug Education Handbook” and donated to primary and secondary schools to support the anti-drug publicity and education activities of the Jiaozuo Municipal Government and contribute to the youth anti-drug work.

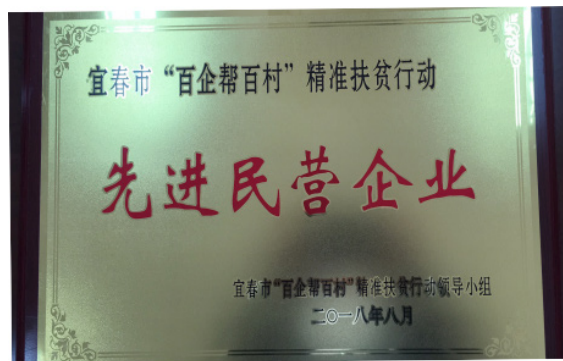
河南公司繼續開展「百企幫百村」等精準扶貧活動，不僅為沁陽市三王莊鎮張莊村的村民提供工作崗位、幫助村民脫貧致富，還出資5萬元為當地生活困難的孤寡老人修建房屋，幫助其改善居住條件。河南興發還通過認購《青少年防毒禁毒教育手冊》並轉贈中小學校，支持焦作市政府的禁毒宣傳教育活動，為青少年防毒禁毒工作做出貢獻。



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Jiangxi Xingfa also actively involved in the 2018 annual industrial poverty alleviation battle, and reached a pairing assistance intention with Xiexi Village, a deeply-poverty village in Wanzha County, Yichun. The village is vigorously implementing the industrial village vitality strategy, and plans to build a workshop for the post-production drying, processing and packaging of organic chrysanthemums and honeysuckle, driving the 56 poor inhabitants to find jobs. As one of the helping companies of Xiexi Village, Jiangxi Xingfa donated RMB80,000 to construct poverty alleviation workshops. Later, it will organize party members to visit the village to help in chrysanthemum picking and helping the villagers get rid of poverty. In another helping object – Meilong Village, Yuanzhou District, the Jiangxi Company continued to participate in the “Hundred Enterprises Helping Hundred Villages” led by the Yichun Municipal Government, and collected RMB100,000 from Yichun Red Cross Society, to reinforce the irrigation canal at the southeast corner of Meilong Village, re-establish the irrigation and flood control functions of the canal and improve local people’s livelihood. Because of its outstanding contribution to poverty alleviation, Jiangxi Xingfa was named as an advanced private enterprise of “Hundred enterprises helping hundred villages” in Yichun.

江西興發亦積極投入到2018年度產業扶貧攻堅戰中，與宜春市萬載縣深度貧困村謝溪村達成結對幫扶意向。該村大力實施產業興村戰略，擬興建一個用於有機菊花、金銀花的後期烘乾、加工和包裝的車間，帶動56名貧困戶就業。江西興發作為謝溪村的幫扶公司之一，捐贈8萬元用於扶貧車間的建設，後期還將組織黨員前往該村幫忙進行菊花的採摘活動，幫助村民脫貧致富。而在另一個幫扶對象一向袁州區寨下鎮梅崙村，江西公司繼續參與宜春市政府主導的「百企幫百村」精準扶貧行動，向宜春市紅十字會募捐10萬元用於加固疏通梅崙村東南角灌溉水渠，重新恢復該水渠的灌溉和防洪功能，改善當地民生。因扶貧攻堅中貢獻突出，江西興發被評為宜春市「百企幫百村」先進民營企業。





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While adhering to charitable move, we also actively established a graceful corporate culture for our employees, visiting employees with difficulties regularly, helped grassroots employees in solving problems, and let employees with difficulties feel the care from the company. During the Year, after learning that the family members of two employees of the fluorocarbon workshop and the packaging deep-processing workshop were in sickness and urgently needed high medical expenses, the Group immediately called on a charity donation initiative to all employees, and sent the donations collected as well as the Company's rescue fund to the respective employees in helping them tide over the difficulties.

在堅持慈善的同時，我們亦積極為員工樹立感恩的企業文化，定期慰問困難員工，幫助基層員工解決困難，讓困難的員工體會到來自公司的關懷。本年度，在得知氟碳車間、包裝深加工車間的兩名員工及質量部一名員工的家屬不幸患病，急需高額醫療費用時，本集團立即向全體員工發出愛心捐款倡議，將募集到的善款和公司困難救助金送至個別員工手中，幫助其渡過難關。



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### APPENDIX I: AWARDS AND HONOURS

We have long been striving for innovation and providing qualified products to customers. In 2018, we were awarded the following national awards and honors:

Awards Sponsor:	Honors	頒發單位	榮譽名稱
China Nonferrous Metals Fabrication Industry Association	No. 1 of the Third Session of the Top-Ten National Construction Aluminium Profiles Enterprises	中國有色金屬加工工業協會	第三屆中國建築鋁型材十強第一名
MIIT, Ministry of Finance	China Technology and Innovation Demonstration Enterprise in 2018	工業和信息化部、財政部	2018年國家技術創新示範企業
National Technical Committee on Nonferrous Metals of Standardization Administration of China	National Standards Development and Innovation Demonstration Base of GB/T5237 Aluminum Alloy Extruded Profiles for Architecture	全國有色金屬標準化技術委員會	GB/T 5237《鋁合金建築型材》國家標準研製創新示範基地
CNIPA	China Patent Premium Award	國家知識產權局	中國專利優秀獎

### 附錄一：獲頒獎項及榮譽

我們一直力求創新，為客戶提供高質量的產品。2018年，我們獲得了以下國家級的獎項及榮譽：

### APPENDIX II: ENVIRONMENTAL AND SOCIAL KEY PERFORMANCE INDICATORS

### 附錄二：環境及社會關鍵績效指標

Key performance indicators 關鍵績效指標	Unit 單位	2018 二零一八年	2017 二零一七年	Remark 備註
<b>Total Aluminum output</b> 鋁產品總產量	Ten thousand tonnes 萬噸	52.6	40.9	Total output of the self-made products of four subsidiaries located in Sanshui, Chengdu, Jiangxi and Henan (excluding the output of the subcontracted production) 為四家位於三水、成都、江西及河南之子公司自製產品的產量之和（不包含委外生產的產量）
<b>Environment 環境</b> <b>Emissions 排放物</b>				
Total non-hazardous wastes disposed 無害廢棄物總量	Tonnes 噸	828	1,508	In 2018, we continued to strengthen our emission reduction and refined production, and as a result, the total amount of non-hazardous waste decreased as compared to 2017. 2018年我們持續加強減排和精益生產，因此無害廢棄物的總量較2017年有所減少

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Key performance indicators 關鍵績效指標	Unit 單位	2018 二零一八年	2017 二零一七年	Remark 備註
Density of non-hazardous waste 無害廢棄物密度	Tonnes/ten thousand tonnes 噸／萬噸	15.7	36.9	
Total hazardous waste 有害廢棄物總量	Tonnes 噸	706	642	Including solid and liquid hazardous waste; The production of aluminum products in 2018 increased and some of the hazardous waste generated in 2017 was being stored and treated in 2018, therefore total volume of hazardous waste increased as compared to 2017. 包括固體和液體有害廢棄物； 2018年鋁產品的生產量增加，且2017年產生的部分有害廢棄物存放至2018年處理，因此有害廢棄物的總量較2017年有所增加。
Density of hazardous waste 有害廢棄物密度	Tonnes/ten thousand tonnes 噸／萬噸	13.4	15.7	



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Key performance indicators 關鍵績效指標	Unit 單位	2018 二零一八年	2017 二零一七年	Remark 備註
<b>Air pollution emission</b>				
<b>大氣污染物排放</b>				
Total nitrogen oxide 氮氧化物總量	kg 千克	46,193	65,532	In 2018, we continued to enhance the treatment and reduction of emissions, refurbishment and upgraded some of our emission treatment facilities, and as a result, the emissions of nitrogen oxides decreased as compared to 2017. 2018年我們持續加強治污減排、改造和升級了部分廢氣處理設施，因此氮氧化物的排放量較2017年有所減少。
Total sulphur oxides 硫氧化物總量	kg 千克	10,211	15,373	Including sulphur dioxide and acid fog; In 2018, we continued to enhance the treatment and reduction of emissions, refurbishment and upgraded some of our emission treatment facilities, and as a result, the emissions of sulphur oxides decreased as compared to 2017. 包括二氧化硫和硫酸霧； 2018年我們持續加強治污減排、改造和升級了部分廢氣處理設施，因此硫氧化物的排放量較2017年有所減少。



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Key performance indicators 關鍵績效指標	Unit 單位	2018 二零一八年	2017 二零一七年	Remark 備註
Total particulate matters 懸浮粒子總量	kg 千克	14,621	35,894	In 2018, we continued to enhance the treatment and reduction of emissions, refurbishment and upgraded some of our emission treatment facilities, and as a result, the emissions of particulate matters decreased as compared to 2017. 2018年我們持續加強治污減排、改造和升級了部分廢氣處理設施，因此懸浮粒子的排放量較2017年有所減少。
Total VOCs 總VOCs量	kg 千克	99,680	Not available 未能披露	
Total fluoride 氟化物總量	kg 千克	4,493	Not available 未能披露	
<b>Wastewater discharge 廢水排放</b>				
Total Chemical Oxygen Demand 化學需氧量總量	kg 千克	7,736	Not available 未能披露	
Total Ammonia 氨氮總量	kg 千克	74	Not available 未能披露	
Exceedance or other non-compliance situations 超出限制或其他不合規情況	times 次數	0	0	
Fines and prosecutions due to inconformity with environmental laws and regulations 因不符合環保法律法規而被罰款或起訴	times 次數	0	0	





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Key performance indicators 關鍵績效指標	Unit 單位	2018 二零一八年	2017 二零一七年	Remark 備註
<b>Use of resource 資源使用</b>				
Total energy consumption 能源消耗總量	KWh 千瓦時	924,964,861	829,062,805	Energy includes electricity and natural gas, among which, the calculation of natural gas is made by reference to the conversion factor in the Guidelines on the Method of Emission and Reporting of Convertible Gas Discharge by Other Industries. The increase in energy consumption as compared to 2017 was due to the increase in the output of aluminum products and staff headcount in 2018. 能源包括電力和天然氣，其中，天然氣的計算參考了《工業其他行業企業溫室氣體排放核算方法與報告指南》中的換算係數。 2018年鋁產品生產量和員工人數增加，因此能源消耗量較2017年有所增加。
Energy consumption density 能源消耗密度	KWh/ten thousand tonnes 千瓦時／萬噸	17,584,883	20,270,484	
Total purchase of electricity 購買電力總量	KWh 千瓦時	275,279,413	242,970,940	
Consumption density 用電密度	KWh/ten thousand tonnes 千瓦時／萬噸	5,233,449	5,940,610	
Total natural gas usage volume 天然氣總用量	M <sup>3</sup> 立方米	60,077,255	54,196,674	



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Key performance indicators 關鍵績效指標	Unit 單位	2018 二零一八年	2017 二零一七年	Remark 備註
Density of Natural Gas Usage 天然氣用量密度	M <sup>3</sup> /ten thousand tonnes 立方米／萬噸	1,142,153	1,325,102	
Total water consumption 用水總量	Tonnes 噸	3,885,915	3,325,376	The increase in water consumption as compared to 2017 was due to the increase in the output of aluminum products and staff headcount in 2018. 2018年鋁產品生產量和員工人數增加，因此用水量較2017年有所增加。
Water density 用水密度	Tonnes/ten thousand tonnes 噸／萬噸	73,877	81,305	
Packing materials used (carton and kraft paper etc.) 包裝材料用量（紙箱、牛皮紙等）	Tonnes 噸	7,759	6,927	We have re-compiled the 2017 information due to discrepancies in statistics; The increase in production volume of aluminum products in 2018 was therefore due to the increase in the use of packaging materials as compared to 2017. 由於統計口径差異，我們重新統計了2017年的數據；2018年鋁產品生產量增加，因此包裝材料的用量較2017年有所增加。
Density of packaging materials (carton and kraft paper etc.) 包裝材料密度（紙箱、牛皮紙等）	Tonnes/ten thousand tonnes 噸／萬噸	147.5	169.4	



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Key performance indicators 關鍵績效指標	Unit 單位	2018 二零一八年	2017 二零一七年	Remark 備註
Usage of packaging materials (Others, including polyethylene wool, protective membrane, condensed membrane, self-adhesive) 包裝材料用量 (其他, 包括珍珠棉、保護膜、收縮膜、自粘膠)	Tonnes 噸	2,154	1,935	We have re-compiled the 2017 information due to discrepancies in statistics. The increase in production volume of aluminum products in 2018 was therefore due to the increase in the use of packaging materials as compared to 2017. 由於統計口径差異, 我們重新統計了2017年的數據。2018年鋁產品生產量增加, 因此包裝材料的用量較2017年有所增加。
Density of packaging materials (Others, including polyethylene wool, protective membrane, condensed membrane, self-adhesive plastic) 包裝材料密度 (其他, 包括珍珠棉、保護膜、收縮膜、自粘膠)	Tonnes/ten thousand tonnes 噸/萬噸	41.0	47.3	
Recycling of raw material (such as aluminium) 原材料循環使用 (如鋁材)	Tonnes 噸	39,319	47,212	
Paper recycled 紙張回收量	Tonnes 噸	0	72	In 2017, Jiangxi Company recycled 72 tonnes of paper packaging materials, and the company ceased to use paper packaging materials in 2018, therefore the amount of paper recycling was 0. 2017年僅江西公司回收了72噸紙質包裝材料, 2018年該公司不再使用紙質包裝材料, 因此紙張回收量為0。



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Key performance indicators 關鍵績效指標	Unit 單位	2018 二零一八年	2017 二零一七年	Remark 備註
<b>Social 社會</b>				
<b>Employment 僱傭</b>				
Total number of employees 總僱員人數	Number of people 人數	7,228	6,429	
By gender 按性別劃分				
Male 男性	Number of people 人數	5,655	5,018	
Female 女性	Number of people 人數	1,573	1,411	
By age 按年齡劃分				
16-30 16-30歲	Number of people 人數	2,210	2,411	
31-50 31-50歲	Number of people 人數	4,643	3,687	
>50 >50歲	Number of people 人數	375	331	
By employment type 按僱傭類型劃分				
Full-time employees 正式僱員	Number of people 人數	7,228	6,429	
Contract labour or part-time employees 契約或非正式僱員	Number of people 人數	0	78	
Turnover rate 僱員流失率	%	36.3	29.5	



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Key performance indicators 關鍵績效指標	Unit 單位	2018 二零一八年	2017 二零一七年	Remark 備註
<b>Health and Safety 健康與安全</b>				
Number of work-related fatality 因工作死亡人數	Number of people 人數	0 0	1 1	
Number of work-related injuries 因工作受傷人數	Number of people 人數	23	25	Due to the discrepancies in statistics, we re-calculated the number of work-related injuries in 2017 according to the Group's new safety accident standard. 由於統計口径差異，我們按集團新的安全事故標準重新統計了2017年的工傷人數。
Number of working days lost due to work-related injuries 因工傷損失共工作日數	days 日	1,758	1,153	Due to discrepancies in statistics, we re-calculated the days lost due to work-related injuries in 2017 according to the Group's new safety accident standard. 由於統計口径差異，我們按集團新的安全事故標準重新統計了2017年的工傷天數。
Fines and prosecutions due to inconformity with laws and regulations related to health and safety 因不符合健康與安全相關法律而被罰款或起訴	times 次數	0	0	
<b>Development and training 發展與培訓</b>				
Total training hours 總培訓時數	hours 小時	116,762 116,762	147,047 147,047	
Average training hours per employee by employees category 按僱員類別劃分每名僱員的平均受訓時數				
Senior management 高級管理層	hours 小時	16	39	
General management 一般管理層	hours 小時	11	34	
Non-management employees 非管理層	hours 小時	16	23	



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Key performance indicators 關鍵績效指標	Unit 單位	2018 二零一八年	2017 二零一七年	Remark 備註
<b>Labour Standard 勞工準則</b>				
Fines and prosecutions due to inconformity with laws and regulations related to labour standard 因不符合相關勞工法律而 被罰款或起訴	times 次數	0	0	
<b>Product Responsibility 產品責任</b>				
Fines and prosecutions due to inconformity with laws and regulations related to product responsibility 因不符合產品相關法律法規而 被罰款或起訴	times 次數	0	0	
New products and technical patents acquired during the year 年內獲得的新產品及技術專利	cases 個	153	112	As a result of the discrepancies in statistics, we have re- calculated the information for 2017. 由於統計口徑差異，我們重新統 計了2017年的數據
Total number of national patents acquired 已獲得國家專利總數	cases 個	1,168	1,015	As the information disclosed in 2017 does not contain patents that have already expired, we have re-compiled the information in 2017. 由於2017年披露的數據未包含 已到期的專利，我們重新統計 了2017年的數據
<b>Anti-corruption 反貪污</b>				
Legal cases regarding corrupt practices brought against the issuer or employees 對發行人或其僱員提出 並已審結的貪污訴訟案件	cases 宗	0	0	



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### APPENDIX III: HKEX ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) REPORTING GUIDELINES

### 附錄三：香港聯交所《環境、社會及 管治報告指引》索引

	Aspects 範疇	Section 章節	Remarks 備註
A	<b>Environmental 環境</b>		
Aspect A1 層面A1	<b>Emissions 排放物</b>  (a) Policies; and (b) Compliance with relevant laws and regulations that have a significant impact on the issuer  relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and nonhazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例	4.1 Environmental Protection Related Policies  4.1 環境保護相關政策	
KPI A1.1 關鍵績效指標 A1.1	The types of emissions and respective emissions data 排放物的種類及相關排放資料	Appendix II: Environmental and social key performance indicators 附錄二：環境及社會關鍵績效指標	
KPI A1.2 關鍵績效指標 A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）	—	This performance indicator is not a material aspect of the Group, we will update our disclosures according to relevant regulations. 此指標並非本集團的重要範疇，我們將按照有關法規更新我們的披露。

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	Aspects 範疇	Section 章節	Remarks 備註
KPI A1.3 關鍵績效指標 A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量 (以噸計算) 及 (如適用) 密度 (如以每產量單位、每項設施計算)	Appendix II: Environmental and social key performance indicators	附錄二: 環境及社會關鍵績效指標
KPI A1.4 關鍵績效指標 A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量 (以噸計算) 及 (如適用) 密度 (如以每產量單位、每項設施計算)	Appendix II: Environmental and social key performance indicators	附錄二: 環境及社會關鍵績效指標
KPI A1.5 關鍵績效指標 A1.5	Description of measures to mitigate emissions and results achieved 描述減低排放量的措施及所得成果	4.1 Environmental Protection 4.1 Related Policies	4.1 環境保護相關政策
KPI A1.6 關鍵績效指標 A1.6	Description of how hazardous and nonhazardous wastes are handled, reduction initiatives and results achieved 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果	4.1.2 Waste management 4.1.2 廢棄物管理	
Aspect A2 層面A2	Use of Resources 資源使用  Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源 (包括能源、水及其他原材料) 的政策	4.2 Use of Resources 4.2 資源使用	



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Aspects 範疇	Section 章節	Remarks 備註
KPI A2.1 關鍵績效指標 A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源（如電、氣或油）總耗量（以千個千瓦時計算）及密度（如以每產量單位、每項設施計算）	Appendix II: Environmental and social key performance indicators 附錄二：環境及社會關鍵績效指標
KPI A2.2 關鍵績效指標 A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度（如以每產量單位、每項設施計算）	Appendix II: Environmental and social key performance indicators 附錄二：環境及社會關鍵績效指標
KPI A2.3 關鍵績效指標 A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果	4.2.2 Use of Resources 4.2.2 能源使用
KPI A2.4 關鍵績效指標 A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果	4.2.3 Water usage 4.2.3 用水
KPI A2.5 關鍵績效指標 A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量（以噸計算）及（如適用）每生產單位估量	Appendix II: Environmental and social key performance indicators 附錄二：環境及社會關鍵績效指標



## Environmental, Social and Governance Report

### 環境、社會及管治報告

	Aspects 範疇	Section 章節	Remarks 備註
Aspect A3 層面A3	<b>The Environment and Natural Resources</b> 環境及天然資源	4.3	The Environment and Natural Resources
	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策	4.3	環境和天然資源
KPI A3.1 關鍵績效指標 A3.1	Description of the significant impacts of activities on the environment and natural resources and the action taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	4.3 4.3	The Environment and Natural Resources 環境和天然資源





## Environmental, Social and Governance Report 環境、社會及管治報告

	Aspects 範疇	Section 章節	Remarks 備註
<b>B</b>	<b>Social 社會</b>		
<b>Aspect B1 層面B1</b>	<b>Employment 僱傭</b>	6.1 Employment 6.1 僱傭	
	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer  relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, antidiscrimination, and other benefits and welfare 有關薪酬及解雇、招聘及晉陞、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料		
KPI B1.1 關鍵績效指標 B1.1	Total workforce by gender, employment type, age group and geographical region 按性別、僱傭類型、年齡組別及地區劃分的僱員總數	Appendix II: Environmental and social key performance indicators 附錄二：環境及社會關鍵績效指標	
KPI B1.2 關鍵績效指標 B1.2	Employee turnover rate by gender, age group and geographical region 按性別、年齡組別及地區劃分的僱員流失比率	Appendix II: Environmental and social key performance indicators 附錄二：環境及社會關鍵績效指標	



## Environmental, Social and Governance Report

### 環境、社會及管治報告

	Aspects 範疇	Section 章節	Remarks 備註
Aspect B2 層面B2	<p><b>Health and Safety</b> 健康與安全</p> <p>(a) Policies; and (b) compliance with relevant laws and regulations relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的：</p> <p>(a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料</p>	6.2 Health and Safety 6.2 健康及安全	
KPI B2.1 關鍵績效指標 B2.1	<p>Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率</p>	Appendix II: Environmental and social key performance indicators 附錄二：環境及社會關鍵績效指標	
KPI B2.2 關鍵績效指標 B2.2	<p>Lost days due to work injury. 因工傷損失工作日數</p>	Appendix II: Environmental and social key performance indicators 附錄二：環境及社會關鍵績效指標	
KPI B2.3 關鍵績效指標 B2.3	<p>Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法</p>	6.2 Health and Safety 6.2 健康及安全	



## Environmental, Social and Governance Report 環境、社會及管治報告

	Aspects 範疇	Section 章節	Remarks 備註
<b>Aspect B3</b> 層面B3	<b>Development and Training</b> 發展與培訓	6.3 6.3	Development and Training 發展和培訓
	<p>Policies on improving employees' knowledge and skills for discharging duties at work.</p> <p>Description of training activities.</p> <p>有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。</p>		
KPI B3.1 關鍵績效指標 B3.1	<p>Percentage of trained employees by gender and employee category (e.g. senior management, middle management, etc.)</p> <p>按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比</p>	—	
KPI B3.2 關鍵績效指標 B3.2	<p>The average training hours completed per employee by gender and employee category</p> <p>按性別及僱員類別劃分,每名僱員完成受訓的平均時數</p>	Appendix II: Environmental and social key performance indicators 附錄二:環境及社會關鍵績效指標	
<b>Aspect B4</b> 層面B4	<b>Labour Standard</b> 勞工準則	6.4 6.4	Labour Standard 勞工準則
	<p>(a) Policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to preventing child and forced labour.</p> <p>有關防止童工或強制勞工的:</p> <p>(a) 政策;及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料</p>		
KPI B4.1 關鍵績效指標 B4.1	<p>Description of measures to review employment practices to avoid child and forced labour.</p> <p>描述檢討招聘慣例的措施以避免童工及強制勞工</p>	6.4 6.4	Labour Standard 勞工準則

## Environmental, Social and Governance Report

### 環境、社會及管治報告

	Aspects 範疇	Section 章節	Remarks 備註
KPI B4.2 關鍵績效指標 B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟	6.4 6.4	Labour Standard 勞工準則
<b>Aspect B5</b> <b>層面B5</b>	<b>Supply Chain Management</b> <b>供應鏈管理</b>	5.1 5.1	Supply Chain Management 供應鏈管理
	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策		
KPI B5.1 關鍵績效指標 B5.1	Number of suppliers by geographical region 按地區劃分的供貨商數目	–	
KPI B5.2 關鍵績效指標 B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供貨商的慣例，向其執行有關慣例的供貨商數目、以及有關慣例的執行及監察方法	5.1 5.1	Supply Chain Management 供應鏈管理
<b>Aspect B6</b> <b>層面B6</b>	<b>Product Responsibility</b> <b>產品責任</b>	5.2 5.2	Product Responsibility 產品責任
	Percentage of sold or delivered products recalled due to safety and health reasons 已售或已運送產品總數中因安全與健康理由而須回收的百分比		
KPI B6.1 關鍵績效指標 B6.1	Policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法及對發行人有重大影響的政策以及遵守相關法律及規例	–	

## Environmental, Social and Governance Report 環境、社會及管治報告

Aspects 範疇	Section 章節	Remarks 備註
KPI B6.2 關鍵績效指標 B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法	5.2 Product Responsibility 5.2 產品責任
KPI B6.3 關鍵績效指標 B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例	Appendix II: Environmental and social key performance indicators 附錄二：環境及社會關鍵績效指標
KPI B6.4 關鍵績效指標 B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序	5.2 Product Responsibility 5.2 產品責任
KPI B6.5 關鍵績效指標 B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法	Not applicable to our business 不適用於我們的業務
<b>Aspect B7 層面B7</b>	<b>Anti-corruption 反貪污</b>	6.5 Anti-corruption 6.5 反腐敗
	Policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢及對發行人有重大影響的政策及遵守相關法律及規例	
KPI B7.1 關鍵績效指標 B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the Reporting Period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	Appendix II: Environmental and social key performance indicators 附錄二：環境及社會關鍵績效指標



## Environmental, Social and Governance Report

### 環境、社會及管治報告

	Aspects 範疇	Section 章節	Remarks 備註
KPI B7.2 關鍵績效指標 B7.2	Description of preventive measures and whistleblowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法	6.5 6.5	Anti-corruption 反腐敗
Aspect B8 層面B8	<b>Community Investment</b> 社區投資	7 7	Community Investment 社區投資
	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解發行人營運所在社區需要和確保其業務活動會考慮社區利益的政策		
KPI B8.1 關鍵績效指標 B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇（如教育、環境事宜、勞工需求、健康、文化、體育）	7 7	Community Investment 社區投資
KPI B8.2 關鍵績效指標 B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用的資源（如金錢或時間）	7 7	Community Investment 社區投資



## Independent Auditor's Report on the Consolidated Financial Statements 綜合財務報表之獨立核數師報告



**Independent Auditor's Report to the Members of  
Xingfa Aluminium Holdings Limited**  
*(Incorporated in the Cayman Islands with limited liability)*

### Opinion

We have audited the consolidated financial statements of Xingfa Aluminium Holdings Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 139 to 307, which comprise the consolidated statement of financial position as at 31 December 2018, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

**獨立核數師報告**  
致興發鋁業控股有限公司股東  
*(於開曼群島註冊成立的有限公司)*

### 意見

本核數師(以下簡稱「我們」)已審計列載於第139至307頁的興發鋁業控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此財務報表包括於二零一八年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據國際會計準則委員會頒佈的《國際財務報告準則》真實而中肯地反映了貴集團於二零一八年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露要求妥為擬備。



## Independent Auditor's Report on the Consolidated Financial Statements 綜合財務報表之獨立核數師報告

### Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”) together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### 意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》（以下簡稱「守則」）以及與我們對開曼群島綜合財務報表的審計相關的道德要求，我們獨立於貴集團，並已履行這些道德要求以及守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及就其出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

<b>Revenue recognition: distributor arrangements</b>	<b>收益確認：分銷商安排</b>
<i>Refer to note 3 to the consolidated financial statements and the accounting policies in note 1(r).</i>	<i>請參閱綜合財務報表附註3及會計政策附註1(r)。</i>
<b>The Key Audit Matter</b> <b>關鍵審計事項</b>	<b>How the matter was addressed in our audit</b> <b>我們的審計如何處理該事項</b>
Revenue mainly comprises sales of aluminium profiles to distributors and other customers in a variety of end-user markets. 收益主要來自向各種終端市場之分銷商及其他客戶銷售鋁型材。	Our audit procedures to assess the recognition of revenue from distributor arrangements included the following: 我們用以評估分銷商安排之收益確認的審計程序包括以下各項：

## Independent Auditor's Report on the Consolidated Financial Statements 綜合財務報表之獨立核數師報告

### Key audit matters (continued)

### 關鍵審計事項 (續)

Revenue recognition: distributor arrangements	收益確認：分銷商安排
Refer to note 3 to the consolidated financial statements and the accounting policies in note 1(r).	請參閱綜合財務報表附註3及會計政策附註1(r)。
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 我們的審計如何處理該事項
<p>Sales to distributors accounted for approximately 63% of the Group's revenue for the year. Each year, the Group enters into a framework distribution agreement with each distributor and sells its products in accordance with the terms of separate purchase orders. Once the products are delivered to the location designated by the distributor, the control of the goods are considered to have been transferred to the distributor and revenue is recognised.</p> <p>向分銷商之銷售佔 貴集團年內收益約63%。 貴集團每年與各分銷商訂立框架分銷協議及根據各採購訂單之條款銷售產品。一旦產品交付至分銷商指定的地點，則貨品的控制權被視為已轉移予分銷商並隨即確認收益。</p> <p>We identified the recognition of revenue from distributor arrangements a key audit matter because revenue is one of the key performance indicators of the Group and therefore there is an inherent risk of manipulation of the timing of recognition of revenue by management to meet specific targets or expectations.</p> <p>我們將分銷商安排之收益確認識別為關鍵審計事項，原因是收益乃 貴集團關鍵表現指標之一，故此管理層於確認收益安排時效以達致具體目標或預期時存在固有風險。</p>	<ul style="list-style-type: none"> <li>• assessing the design, implementation and operating effectiveness of management's key internal controls which govern revenue recognition;</li> <li>• 評估管理收益確認之管理層關鍵內部監控之設計、實施及運行效力；</li> <li>• reading distribution agreements entered into with distributors, on a sample basis, and considering whether any agreements contain terms permitting the distributors to make sales returns;</li> <li>• 抽樣閱覽與分銷商訂立之分銷協議，及考慮是否有任何協議包含允許分銷商售貨退回之條款；</li> <li>• for a sample of revenue transactions recorded just before and after the year end, inspecting the related goods delivery notes, which had been signed and dated by the distributors as evidence of their receipt of the goods, to assess if the related revenue had been recognised in the appropriate financial period on the basis of the terms of sale as set out in the distribution agreements and the terms of the purchase orders; and</li> <li>• 就於年末前後記錄之收益交易樣本而言，檢查有關交貨單（其已由分銷商簽署及註明日期以作收貨憑證），以評估有關收益是否已根據分銷協議所載之銷售條款及採購訂單之條款於適當財務期間予以確認；及</li> <li>• inspecting significant manual adjustments to revenue raised during the reporting period, enquiring of management the reasons for such adjustments and comparing the details of the adjustments with relevant underlying documentation.</li> <li>• 審查報告期內對收益所作的重大手動調整，向管理層詢問有關調整的原因，並將調整的詳情與相關文件進行比較。</li> </ul>

## Independent Auditor's Report on the Consolidated Financial Statements 綜合財務報表之獨立核數師報告

### Key audit matters (continued)

### 關鍵審計事項 (續)

Loss allowance for trade receivables	交易應收賬款的虧損撥備
Refer to note 25(a) to the consolidated financial statements and the accounting policies in note 1(h).	請參閱綜合財務報表附註25(a)及會計政策附註1(h)。
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 我們的審計如何處理該事項
<p>The carrying value of the Group's net trade receivables as at 31 December 2018 totalled RMB1,845,824,000, net of loss allowance of RMB42,907,000.</p> <p>於二零一八年十二月三十一日，貴集團交易應收賬款淨額賬面值（經扣除虧損撥備人民幣42,907,000元）合共為人民幣1,845,824,000元。</p> <p>Management measured loss allowance at an amount equal to lifetime expected credit loss, based on ageing of the receivables and loss rate, for the receivables which existed during the reporting periods in which IFRS 9 "Financial Instruments" was applicable. According to the experience of the Group, the loss patterns for different customers are not significantly different and therefore, the receivables are not segmented for measurement of loss allowance.</p> <p>貴集團根據應收款項的賬齡及虧損率按相等於全期預期信貸虧損的金額計量國際財務報告準則第9號「金融工具」適用的報告期間存在的虧損撥備。根據貴集團管理層的經驗，不同客戶的虧損模型並無重大差異，及因此應收款項並未分類以計量虧損撥備。</p>	<p>Our audit procedures to assess the loss allowance for trade receivables included the following:</p> <p>我們用以評估交易應收賬款之虧損撥備的審計程序包括以下各項：</p> <ul style="list-style-type: none"> <li>• obtaining an understanding of and assessing the design, implementation and operating effectiveness of key internal controls relating to credit control, debt collection and estimate of expected credit losses and making related allowances;</li> <li>• 了解及評估有關信貸監控、債務收回及預期信貸虧損估計及所作相關撥備之關鍵內部監控之設計、實施及運行效力；</li> <li>• obtaining an understanding on the key data and assumptions of the expected credit loss model adopted by the management, including the historical default data and the assumptions involved in management's estimated loss rate;</li> <li>• 了解管理層採用的關鍵數據及預期信貸虧損模型的假設，包括過往預設數據及管理層估計虧損率涉及的假設；</li> </ul>



## Independent Auditor's Report on the Consolidated Financial Statements 綜合財務報表之獨立核數師報告

### Key audit matters (continued)

### 關鍵審計事項 (續)

Loss allowance for trade receivables	交易應收賬款的虧損撥備
Refer to note 25(a) to the consolidated financial statements and the accounting policies in note 1(h). 請參閱綜合財務報表附註25(a)及會計政策附註1(h)。	
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 我們的審計如何處理該事項
<p>We identified loss allowance for trade receivables as a key audit matter because trade receivables and loss allowance are material to the Group and because the recognition of expected credit losses is inherently subjective and requires the exercise of significant management judgement.</p> <p>我們將交易應收賬款的虧損撥備識別為關鍵審計事項，原因是交易應收賬款及虧損撥備對貴集團屬重要及預期信貸虧損的確定存在內在不確定性，且涉及重大的管理層判斷。</p>	<ul style="list-style-type: none"> <li>• assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements, including testing the accuracy of the historical default data and evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information;</li> <li>• 藉檢測管理層用以構成相關判斷的資料（包括測試過往預設數據的準確性及評估過往虧損率是否按目前經濟狀況及前瞻性資料來適切調整）來評估管理層虧損撥備估算的合理性；</li> <li>• assessing, on a sample basis, whether items in the trade receivables ageing report were classified within the appropriate ageing category by comparing individual items with underlying sales invoices; and</li> <li>• 將交易應收賬款賬齡的獨立項目與相關銷售票據比較，抽樣評估相關賬齡報告內項目是否分類至適當的賬齡類別；及</li> <li>• comparing, on a sample basis, cash receipts from debtors subsequent to the financial year end relating to trade receivable balances at 31 December 2018 with bank statements and relevant underlying documentation.</li> <li>• 以抽樣方式比較二零一八年十二月三十一日交易應收賬結餘中於財政年度結束後從債務人收到的現金及銀行對賬單及相關文件。</li> </ul>

## Independent Auditor's Report on the Consolidated Financial Statements 綜合財務報表之獨立核數師報告

### Information other than the consolidated financial statements and auditor's report thereon

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### 綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。



## Independent Auditor's Report on the Consolidated Financial Statements 綜合財務報表之獨立核數師報告

### Responsibilities of the directors for the consolidated financial statements

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB 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.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

### Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 董事就綜合財務報表須承擔的責任

董事須負責根據國際會計準則委員會頒佈的《國際財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審計委員會協助董事履行監督貴集團的財務報告過程的責任。

### 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

## Independent Auditor's Report on the Consolidated Financial Statements 綜合財務報表之獨立核數師報告

### Auditor's responsibilities for the audit of the consolidated financial statements (continued)

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

### 核數師就審計綜合財務報表承擔的責任 (續)

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。



## Independent Auditor's Report on the Consolidated Financial Statements 綜合財務報表之獨立核數師報告

### Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, then we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

### 核數師就審計綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露，或假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審計委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審計委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。



## Independent Auditor's Report on the Consolidated Financial Statements 綜合財務報表之獨立核數師報告

### Auditor's responsibilities for the audit of the consolidated financial statements (continued)

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Lam Kai Wa.

#### KPMG

*Certified Public Accountants*  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong  
26 March 2019

### 核數師就審計綜合財務報表承擔的責任 (續)

從與審計委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是林啟華。

#### 畢馬威會計師事務所

執業會計師  
香港中環  
遮打道十號  
太子大廈八樓  
二零一九年三月二十六日



**Consolidated Statement of Profit or Loss**  
**綜合損益表**For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度  
(Expressed in Renminbi)  
(以人民幣列示)

			2018 二零一八年	2017 二零一七年 (Note) (附註)
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Revenue</b>	<b>營業額</b>	3	<b>9,924,517</b>	7,239,658
Cost of sales	銷售成本		<b>(8,573,745)</b>	(6,225,069)
<b>Gross profit</b>	<b>毛利</b>		<b>1,350,772</b>	1,014,589
Other income	其他收益	4	<b>54,939</b>	44,469
Distribution costs	分銷成本		<b>(278,949)</b>	(169,466)
Administrative expenses	行政開支		<b>(360,422)</b>	(322,619)
<b>Profit from operations</b>	<b>經營溢利</b>		<b>766,340</b>	566,973
Finance costs	財務成本	5(a)	<b>(164,221)</b>	(130,329)
Share of profit of an associate	分佔一間聯營公司溢利	13	<b>5,797</b>	7,801
<b>Profit before taxation</b>	<b>除稅前溢利</b>	5	<b>607,916</b>	444,445
Income tax	所得稅	6	<b>(113,938)</b>	(61,815)
<b>Profit for the year</b>	<b>年度溢利</b>		<b>493,978</b>	382,630
<b>Attributable to:</b>	<b>以下人士應佔：</b>			
Equity shareholders of the Company	本公司權益股東		<b>495,230</b>	382,630
Non-controlling interests	非控股權益		<b>(1,252)</b>	-
<b>Profit for the year</b>	<b>年度溢利</b>		<b>493,978</b>	382,630
<b>Basic and diluted earnings per share (RMB yuan)</b>	<b>每股基本及攤薄盈利 (人民幣元)</b>	9	<b>1.18</b>	0.92

Note: The Group has initially applied IFRS 15 and IFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See Note 1(c).

附註：本集團已於二零一八年一月一日首次應用國際財務報告準則第15號及國際財務報告準則第9號。根據所選擇之過渡方法，可比較資料並無重列。見附註1(c)。

The notes on pages 146 to 307 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in Note 24(b).

第146至307頁之附註為該等財務報表的一部份。本公司權益股東應佔年度溢利之應付股息詳情載於附註24(b)。

**Consolidated Statement of Profit or Loss and Other Comprehensive Income**  
**綜合損益及其他全面收益表**

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度  
(Expressed in Renminbi)  
(以人民幣列示)

		2018 二零一八年	2017 二零一七年 (Note) (附註)
		RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Profit for the year</b>	年度溢利	<b>493,978</b>	382,630
<b>Other comprehensive income for the year that may be reclassified to profit or loss:</b>	可能重新分類至損益之年度其他全面收益：		
Exchange differences on translation of financial statements of operations outside the People's Republic of China (the "PRC")	換算中華人民共和國(「中國」)以外業務之財務報表之匯兌差額	<b>3,042</b>	(1,515)
<b>Total comprehensive income for the year</b>	年度全面收益總額	<b>497,020</b>	381,115
<b>Attributable to:</b>	以下人士應佔：		
Equity shareholders of the Company	本公司權益股東	<b>498,272</b>	381,115
Non-controlling interests	非控股權益	<b>(1,252)</b>	-
<b>Total comprehensive income for the year</b>	年度全面收益總額	<b>497,020</b>	381,115

Note: The Group has initially applied IFRS 15 and IFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See Note 1(c).

附註：本集團已於二零一八年一月一日首次應用國際財務報告準則第15號及國際財務報告準則第9號。根據所選擇之過渡方法，可比較資料並無重列。見附註1(c)。

The notes on pages 146 to 307 form part of these financial statements.

第146至307頁之附註為該等財務報表的一部份。

## Consolidated Statement of Financial Position 綜合財務狀況表

At 31 December 2018  
於二零一八年十二月三十一日  
(Expressed in Renminbi)  
(以人民幣列示)

			31 December 2018 二零一八年 十二月三十一日	31 December 2017 二零一七年 十二月三十一日
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	10	1,952,185	1,862,769
Lease prepayments	預付租金	11	365,114	373,699
Interest in an associate	於聯營公司之權益	13	21,140	16,451
Deferred tax assets	遞延稅項資產	23(b)	38,423	48,570
			<b>2,376,862</b>	2,301,489
<b>Current assets</b>	<b>流動資產</b>			
Inventories and other contract costs	存貨及其他合約成本	14	1,144,044	1,263,683
Trade and other receivables	交易及其他應收款項	15	2,792,028	2,132,420
Pledged deposits	已抵押存款	16	346,762	167,419
Cash and cash equivalents	現金及現金等價物	17	448,787	579,450
			<b>4,731,621</b>	4,142,972
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	交易及其他應付款項	18	2,451,474	1,817,723
Contract liabilities	合約負債	19	218,248	-
Loans and borrowings	貸款及借貸	20	1,467,523	1,968,314
Current taxation	即期稅項	23(a)	52,806	24,469
			<b>4,190,051</b>	3,810,506
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>541,570</b>	332,466
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>2,918,432</b>	2,633,955

**Consolidated Statement of Financial Position**  
**綜合財務狀況表**

At 31 December 2018  
於二零一八年十二月三十一日  
(Expressed in Renminbi)  
(以人民幣列示)

			31 December 2018 二零一八年 十二月三十一日	31 December 2017 二零一七年 十二月三十一日 (Note) (附註)
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Loans and borrowings	貸款及借貸	20	378,204	514,385
Deferred income	遞延收入	21	30,983	45,420
Deferred tax liability	遞延稅項負債	23(b)	5,387	5,115
			<b>414,574</b>	564,920
<b>Net assets</b>	<b>資產淨值</b>		<b>2,503,858</b>	2,069,035
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	24	3,731	3,731
Reserves	儲備		2,500,379	2,065,304
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司權益股東應佔權益總額</b>		<b>2,504,110</b>	2,069,035
<b>Non-controlling interests</b>	<b>非控股權益</b>		(252)	-
<b>Total equity</b>	<b>權益總額</b>		<b>2,503,858</b>	2,069,035

Note: The Group has initially applied IFRS 15 and IFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See Note 1(c).

附註：本集團已於二零一八年一月一日首次應用國際財務報告準則第15號及國際財務報告準則第9號。根據所選擇之過渡方法，可比較資料並無重列。見附註1(c)。

Approved and authorised for issue by the board of directors on 26 March 2019.

於二零一九年三月二十六日獲董事會批准及授權刊發。

**Liu Libin**  
劉立斌  
Chairman  
主席

**Liao Yuqing**  
廖玉慶  
Executive Director  
執行董事

The notes on pages 146 to 307 form part of these financial statements.

第146至307頁之附註為該等財務報表的一部份。



## Consolidated Statement of Changes in Equity 綜合權益變動表

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度  
(Expressed in Renminbi)  
(以人民幣列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔									
		Share capital	Share premium	Capital reserve	Other reserve	Statutory reserves	Exchange reserve	Retained earnings	Total Non-controlling interests	Total equity	
		股本	股份溢價	資本儲備	其他儲備	法定儲備	匯兌儲備	保留盈利	總計 非控股權益	總權益	
Note		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
		Note 24(c)	Note 24(d)(i)	Note 24(d)(iii)	Note 24(d)(ii)	Note 24(d)(iv)	Note 24(d)(v)				
		附註24(c)	附註24(d)(i)	附註24(d)(iii)	附註24(d)(ii)	附註24(d)(iv)	附註24(d)(v)				
Balance at 1 January 2017	於二零一七年一月一日之結餘	3,731	179,568	6,200	209,822	205,700	(1,988)	1,084,887	1,687,920	-	1,687,920
Changes in equity for 2017:	二零一七年權益變動:										
Profit for the year	年度溢利	-	-	-	-	-	-	382,630	382,630	-	382,630
Other comprehensive income	其他全面收益	-	-	-	-	-	(1,515)	-	(1,515)	-	(1,515)
Total comprehensive income	全面收益總額	-	-	-	-	-	(1,515)	382,630	381,115	-	381,115
Appropriation to reserves	轉撥至儲備	-	-	-	-	40,153	-	(40,153)	-	-	-
Balance at 31 December 2017	於二零一七年十二月三十一日之結餘	3,731	179,568	6,200	209,822	245,853	(3,503)	1,427,364	2,069,035	-	2,069,035
Impact on initial application of IFRS 15	初步應用國際財務報告準則第15號之影響	-	-	-	-	-	-	6,725	6,725	-	6,725
Adjusted balance at 1 January 2018	於二零一八年一月一日經調整結餘	3,731	179,568	6,200	209,822	245,853	(3,503)	1,434,089	2,075,760	-	2,075,760
Changes in equity for 2018:	二零一八年權益變動:										
Profit for the year	年度溢利	-	-	-	-	-	-	495,230	495,230	(1,252)	493,978
Other comprehensive income	其他全面收益	-	-	-	-	-	3,042	-	3,042	-	3,042
Total comprehensive income	全面收益總額	-	-	-	-	-	3,042	495,230	498,272	(1,252)	497,020
Employees' share option scheme	僱員購股權計劃	22(b)	-	561	-	-	-	-	561	-	561
Appropriation to reserves	轉撥至儲備	-	-	-	-	41,089	-	(41,089)	-	-	-
Capital injection of non-controlling interest in subsidiaries	附屬公司非控股權益注資	-	-	-	-	-	-	-	-	1,000	1,000
Dividend approved in respect of the previous year	過往年度經批准的股息	24(b)	-	-	-	-	-	(70,483)	(70,483)	-	(70,483)
Balance at 31 December 2018	於二零一八年十二月三十一日之結餘	3,731	179,568	6,761	209,822	286,942	(461)	1,817,747	2,504,110	(252)	2,503,858

Note: The Group has initially applied IFRS 15 and IFRS 9 at 1 January 2018. Under the transitions method chosen, comparative information is not restated. See Note 1(c).

附註: 本集團已於二零一八年一月一日初步應用國際財務報告準則第15號及國際財務報告準則第19號。根據所選擇的過渡方法, 比較資料並未重列。見附註1(c)。

The notes on pages 146 to 307 form part of these financial statements.

第146至307頁之附註為該等財務報表的一部份。

## Consolidated Cash Flow Statement

### 綜合現金流量表

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度  
(Expressed in Renminbi)  
(以人民幣列示)

			2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
		Note 附註		
<b>Operating activities</b>	<b>經營活動</b>			
Cash generated from operations	業務所得現金	17(b)	1,324,469	21,202
Income tax paid	已付所得稅		(68,620)	(68,849)
PRC Land appreciation tax paid	已付中國土地增值稅		(1,865)	-
<b>Net cash generated from/(used in) operating activities</b>	<b>經營活動所得／(所用)現金淨額</b>		<b>1,253,984</b>	<b>(47,647)</b>
<b>Investing activities</b>	<b>投資活動</b>			
Interest received	已收利息		7,813	8,141
Proceeds received upon maturity of pledged deposits	於已抵押存款到期後已收所得款項		377,787	397,790
Payment for pledged deposits	已抵押存款付款		(557,130)	(352,394)
Payment for purchase of property, plant and equipment	購置物業、廠房及設備之付款		(345,308)	(333,708)
Payment for lease prepayment	預付租金之付款		(181)	(86,561)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		1,774	1,494
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>		<b>(515,245)</b>	<b>(365,238)</b>

**Consolidated Cash Flow Statement**  
**綜合現金流量表**For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度  
(Expressed in Renminbi)  
(以人民幣列示)

			2018 二零一八年 <b>RMB'000</b> 人民幣千元	2017 二零一七年 <b>RMB'000</b> 人民幣千元
		Note 附註		
<b>Financing activities</b>	<b>融資活動</b>			
Interest paid	已付利息		(163,605)	(123,978)
Proceeds from loans and borrowings	貸款及借貸所得款項		2,180,600	2,564,711
Repayment of loans and borrowings	償還貸款及借貸		(2,817,572)	(1,885,414)
Capital injection from the Non-controlling interests of subsidiary	附屬公司非控股權益之 注資		1,000	-
Dividends paid	已付股息	24(b)	(70,483)	-
<b>Net cash (used in)/generated from financing activities</b>	<b>融資活動(所用)/所得 現金淨額</b>		<b>(870,060)</b>	555,319
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物(減少)/ 增加淨額</b>		<b>(131,321)</b>	142,434
<b>Cash and cash equivalents at 1 January</b>	<b>於一月一日的現金及 現金等價物</b>		<b>579,450</b>	443,431
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動之影響</b>		<b>658</b>	(6,415)
<b>Cash and cash equivalents at 31 December</b>	<b>於十二月三十一日的 現金及現金等價物</b>		<b>448,787</b>	579,450

The notes on pages 146 to 307 form part of these financial statements.

第146至307頁之附註為該等財務報表的一部份。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRSs”), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations issued by the International Accounting Standards Board (the “IASB”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group is disclosed below.

The IASB has issued certain new and revised IFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

### 1 主要會計政策

#### (a) 合規聲明

該等財務報表是按照所有適用國際財務報告準則（「國際財務報告準則」）編製。國際財務報告準則包括由國際會計準則委員會（「國際會計準則委員會」）頒佈的所有適用個別國際財務報告準則、國際會計準則（「國際會計準則」）及香港公認會計原則以及香港公司條例之披露規定。該等財務報表亦符合香港聯合交易所有限公司證券上市規則之適用披露條文。本集團所採用的主要會計政策披露如下。

國際會計準則委員會已頒佈若干新訂及經修訂國際財務報告準則，該等準則為於本集團本會計期間首次生效或可提早採納。初次應用該等與本集團有關之國際財務報告準則所引致當前和以往會計期間之任何會計政策變動，已反映於該等財務報表內，有關資料列載於附註1(c)。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

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

The consolidated financial statements for the year ended 31 December 2018 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in an associate.

The consolidated financial statements are presented in Renminbi (“RMB”), rounded to the nearest thousand, which is the functional currency of the major subsidiaries carrying out the principal activities of the Group.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

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

### 1 主要會計政策 (續)

#### (b) 財務報表之編製基準

截至二零一八年十二月三十一日止年度的綜合財務報表由本公司及其附屬公司(統稱「本集團」)以及本集團於聯營公司之權益組成。

綜合財務報表乃按人民幣(「人民幣」)呈列，並已約整至最接近的千位，人民幣為從事本集團主要業務之主要附屬公司之功能貨幣。

財務報表之編製以歷史成本法為計量基準。

管理層編製符合國際財務報告準則規定之財務報表時，須作出影響政策應用和所呈報資產、負債及收支金額的判斷、估計和假設。該等估計和相關假設乃根據過往經驗及管理層相信於該等情況下屬合理的各項其他因素作出，所得結果用作判斷該等無法從其他渠道直接獲得之資產及負債賬面值之基礎。實際結果可能與該等估計不同。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (b) Basis of preparation of the financial statements (continued)

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

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 2.

#### (c) Changes in accounting policies

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

- (i) IFRS 9, *Financial instruments*
- (ii) IFRS 15, *Revenue from contracts with customers*
- (iii) IFRIC 22, *Foreign currency transactions and advance consideration*

### 1 主要會計政策 (續)

#### (b) 財務報表之編製基準 (續)

估計及相關假設會持續檢討。會計估計之修訂會在修訂估計期間(倘修訂僅影響該期間)或修訂期間及未來期間(倘修訂影響目前及未來期間)確認。

管理層應用國際財務報告準則時所作出對財務報表有重大影響的判斷及估計不確定因素之主要來源載於附註2。

#### (c) 會計政策變動

國際會計準則理事會已頒佈多項新的國際財務報告準則及國際財務報告準則的修訂本，並於本集團的本會計期間首次生效。其中，以下發展與本集團的財務報表有關：

- (i) 國際財務報告準則第9號，*金融工具*
- (ii) 國際財務報告準則第15號，*客戶合約收益*
- (iii) 國際財務報告詮釋委員會第22號，*外幣交易及墊付代價*



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period, except for the amendments to IFRS 9, Prepayment features with negative compensation which have been adopted at the same time as IFRS 9.

#### (i) *IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation*

IFRS 9 replaces IAS 39, *Financial instruments: recognition and measurement*. It sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

The Group has applied IFRS 9 retrospectively to items that existed at 1 January 2018 in accordance with the transition requirements. The Group has recognised the cumulative effect of initial application as an adjustment to the opening equity at 1 January 2018. Therefore, comparative information continues to be reported under IAS 39.

There is no impact of transition to IFRS9 on retained earnings and reserves at 1 January 2018.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

本集團並無應用任何於本會計期間尚未生效的新準則或詮釋，惟國際財務報告準則第9號具有負補償特性的預付款項的修訂本（與國際財務報告準則第9號同時獲採納）除外。

#### (i) *國際財務報告準則第9號金融工具，包括國際財務報告準則第9號具有負補償特性的預付款項的修訂本*

國際財務報告準則第9號取代國際會計準則第39號金融工具：確認與計量。其載列確認及計量金融資產、金融負債及部份買賣非金融項目合約的規定。

本集團已根據過渡規定對於二零一八年一月一日存在的項目追溯應用國際財務報告準則第9號。本集團已將初步應用的累計影響確認為對於二零一八年一月一日期初權益的調整。因此，比較資料繼續根據國際會計準則第39號呈報。

國際財務報告準則第9號的過渡規定對於二零一八年一月一日的保留盈利及儲備並無影響。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (i) IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation (continued)

Further details of the nature and effect of the changes to previous accounting policies and the transition approach are set out below:

##### a. Classification of financial assets and financial liabilities

IFRS 9 categorises financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income (FVOCI) and at fair value through profit or loss (FVPL). These supersede IAS 39's categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVPL. The classification of financial assets under IFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics. Under IFRS 9, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated from the host. Instead, the hybrid instrument as a whole is assessed for classification.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (i) 國際財務報告準則第9號金融工具，包括國際財務報告準則第9號具有負補償特性的預付款項的修訂本 (續)

對先前會計政策變動及過渡方法的性質及影響的進一步詳情載列如下：

##### a. 金融資產及金融負債的分類

國際財務報告準則第9號將金融資產分類為三個主要分類類別：按攤銷成本、按公平值計入其他全面收益及按公平值計入損益計量。該等取代國際會計準則第39號的持有至到期投資、貸款及應收款項、可供出售金融資產及按公平值計入損益計量的金融資產類別。國際財務報告準則第9號項下的金融資產分類基於管理金融資產的業務模式及其合約現金流量特徵作出。根據國際財務報告準則第9號，在主體為標準範圍內的金融資產合約中嵌入的衍生工具不會與主體分開，而是評估整體混合工具進行分類。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (i) IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation (continued)

###### a. Classification of financial assets and financial liabilities (continued)

For an explanation of how the Group classifies and measures financial assets and recognises related gains and losses under IFRS 9, see respective accounting policy notes in Notes 1(h)(i), (k) and (l).

The measurement categories for all financial assets and financial liabilities remain the same.

The carrying amounts for all financial assets and financial liabilities at 1 January 2018 have not been impacted by the initial application of IFRS 9.

The Group did not designate or de-designate any financial asset or financial liability at FVPL at 1 January 2018.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (i) 國際財務報告準則第9號金融工具，包括國際財務報告準則第9號具有負補償特性的預付款項的修訂本 (續)

###### a. 金融資產及金融負債的分類 (續)

就解釋本集團如何根據國際財務報告準則第9號分類及計量金融資產及確認相關收益及虧損，參閱附註1(h)(i)、(k)及(l)各自會計政策附註。

所有金融資產及金融負債的計量類別維持相同。

於二零一八年一月一日，所有金融資產及金融負債的賬面值並無受初步應用國際財務報告準則第9號的影響。

於二零一八年一月一日，本集團並無指定或取消指定任何按公平值計入損益之金融資產或金融負債。

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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (i) IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation (continued)

##### b. Credit losses

IFRS 9 replaces the “incurred loss” model in IAS 39 with the “expected credit loss” (ECL) model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECLs earlier than under the “incurred loss” accounting model in IAS 39.

The Group applies the new ECL model to the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables and loans to associates);
- lease receivables.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (i) 國際財務報告準則第9號金融工具，包括國際財務報告準則第9號具有負補償特性的預付款項的修訂本 (續)

##### b. 信貸虧損

國際財務報告準則第9號以「預期信貸虧損」模式取代國際會計準則第39號的「已產生虧損」模式。預期信貸虧損模式要求持續計量與金融資產相關的信貸風險，因此較國際會計準則第39號中的「已產生虧損」會計模式更早地確認預期信貸虧損。

本集團對以下項目應用新的預期信貸虧損模式：

- 按攤銷成本計量的金融資產（包括現金及現金等價物、交易及其他應收款項以及給予聯營公司的貸款）；
- 應收租賃款項。



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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

- (i) **IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation**  
(continued)

b. *Credit losses (continued)*

For further details on the Group's accounting policy for accounting for credit losses, see Note 1(h)(i).

The Group has concluded that there was no material impact for the initial application of the new impairment requirements.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

- (i) **國際財務報告準則第9號金融工具，包括國際財務報告準則第9號具有負補償特性的預付款項的修訂本 (續)**

b. *信貸虧損 (續)*

有關本集團信貸虧損會計處理之會計政策之進一步詳情，見附註1(h)(i)。

本集團得出結論，初步應用新的減值規定並無重大影響。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (i) IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation (continued)

###### c. Transition

Changes in accounting policies resulting from the adoption of IFRS 9 have been applied retrospectively, except as described below:

- Information relating to comparative periods has not been restated. Differences in the carrying amounts of financial assets resulting from the adoption of IFRS 9 are recognised in retained earnings and reserves as at 1 January 2018. Accordingly, the information presented for 2017 continues to be reported under IAS 39 and thus may not be comparable with the current period.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (i) 國際財務報告準則第9號金融工具，包括國際財務報告準則第9號具有負補償特性的預付款項的修訂本 (續)

###### c. 過渡

因採納國際財務報告準則第9號引致的會計政策變動已作追溯應用，惟下述除外：

- 有關可比較期間的資料並無重列。採納國際財務報告準則第9號引致的金融資產賬面值差額於二零一八年一月一日於保留盈利及儲備中確認。因此，就二零一七年呈列的資料繼續根據國際會計準則第39號呈報，因此可能無法與本期間作比較。



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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

(i) **IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation**  
(continued)

c. *Transition (continued)*

- The determination of the business model within which a financial asset is held has been made on the basis of the facts and circumstances that existed at 1 January 2018 (the date of initial application of IFRS 9 by the Group):
- If, at the date of initial application, the assessment of whether there has been a significant increase in credit risk since initial recognition would have involved undue cost or effort, a lifetime ECL has been recognised for that financial instrument.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

(i) **國際財務報告準則第9號金融工具，包括國際財務報告準則第9號具有負補償特性的預付款項的修訂本 (續)**

c. *過渡 (續)*

- 涉及持有金融資產的業務模式乃根據於二零一八年一月一日 (本集團初步應用國際財務報告準則第9號之日期) 存在的事實及情況確定；
- 如於初步應用日期，對自初步確認以來信貸風險是否已大幅上升的評估將涉及過度成本或努力，則就該金融工具確認全期預期信貸虧損。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers

IFRS 15 establishes a comprehensive framework for recognising revenue and some costs from contracts with customers. IFRS 15 replaces IAS 18, *Revenue*, which covered revenue arising from sale of goods and rendering of services, and IAS 11, *Construction contracts*, which specified the accounting for construction contracts.

IFRS 15 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

The Group has elected to use the cumulative effect transition method and has recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2018. Therefore, comparative information has not been restated and continues to be reported under IASs 11 and 18. As allowed by IFRS 15, the Group has applied the new requirements only to contracts that were not completed before 1 January 2018.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益

國際財務報告準則第15號建立一個全面框架以確認來自客戶合約的收益及部份成本。國際財務報告準則第15號取代國際會計準則第18號收益（其涵蓋銷售貨品及提供服務產生的收益）及國際會計準則第11號客戶合約（其指定建築合約的會計處理）。

國際財務報告準則第15號亦引入額外的定性及定量披露規定，旨在使財務報表使用者能夠了解與客戶簽訂合約所產生的收益及現金流量的性質、金額、時間及不確定因素。

本集團已選擇採用累計影響過渡法，並將初步應用的累計影響確認為於二零一八年一月一日期初權益結餘的調整。因此，可比較資料並無重列，而是繼續根據國際會計準則第11及18號呈報。如國際財務報告準則第15號所允許，本集團僅對二零一八年一月一日之前尚未完成的合約應用新規定。

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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

The following table summarises the impact of transition to IFRS 15 on retained earnings and the related tax impact at 1 January 2018:

		RMB'000 人民幣千元
<b>Retained earnings</b>	<b>保留盈利</b>	
Capitalisation of sales commissions	銷售佣金資本化	8,966
Related tax	相關稅項	(2,241)
Net increase in retained earnings at 1 January 2018	於二零一八年一月一日的保留盈利增加淨額	<u>6,725</u>

Further details of the nature and effect of the changes on previous accounting policies are set out below:

##### a. Timing of revenue recognition

Previously, revenue arising from construction contracts and provision of services was recognised over time, whereas revenue from sale of goods was generally recognised at a point in time when the risks and rewards of ownership of the goods had passed to the customers.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

下表概述國際財務報告準則第15號過渡規定對於二零一八年一月一日保留盈利的影響及相關稅務影響：

		RMB'000 人民幣千元
<b>Retained earnings</b>	<b>保留盈利</b>	
Capitalisation of sales commissions	銷售佣金資本化	8,966
Related tax	相關稅項	(2,241)
Net increase in retained earnings at 1 January 2018	於二零一八年一月一日的保留盈利增加淨額	<u>6,725</u>

先前會計政策變動的性質及影響的進一步詳情載列如下：

##### a. 收益確認的時間：

之前，建築合約及提供服務產生的收益隨著時間的推移而確認，而貨品銷售收益一般在貨物所有權的風險和報酬轉移給客戶的時間點確認。





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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

##### a. Timing of revenue recognition (continued)

Under IFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. This may be at a single point in time or over time. IFRS 15 identifies the following three situations in which control of the promised good or service is regarded as being transferred over time:

- A. When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;
- B. When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

##### a. 收益確認的時間：(續)

根據國際財務報告準則第15號，當客戶獲得對合約中承諾的貨品或服務的控制權時確認收益。此可能會於單一時間點或隨著時間的推移確認。國際財務報告準則第15號確定以下對承諾的貨品或服務的控制權被視為隨時間轉移之三種情況：

- A. 客戶於實體履約的同時取得並享用實體履約所提供之利益時；
- B. 實體履約創建或改良客戶於創建或改良資產時控制之資產（例如在建工程）；



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

###### a. Timing of revenue recognition (continued)

- C. When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

If the contract terms and the entity's activities do not fall into any of these 3 situations, then under IFRS 15 the entity recognises revenue for the sale of that good or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that is considered in determining when the transfer of control occurs.

The adoption of IFRS 15 does not have a significant impact on when the Group recognises revenue from sales of aluminium products. However, the timing of revenue recognition for sales of properties is affected as follows:

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

###### a. 收益確認的時間：(續)

- C. 實體履約所創建之資產不會對實體有其他用途，且實體具有可強制執行之權利收取迄今已完成履約之付款。

倘合約條款及實體業務並不屬於上述三種情況中之一，則根據國際財務報告準則第15號，實體於某一時間點（即控制權轉移時）確認銷售該貨品或服務之收益。轉移擁有權風險及回報僅為釐定轉移控制權發生時間所考慮之指標之一。

採納國際財務報告準則第15號並不會對本集團何時確認銷售鋁產品的收益帶來重大影響。然而，銷售物業的收益確認時間受到的影響如下：

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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

###### a. Timing of revenue recognition (continued)

The Group's property development activities are carried out in the PRC only. Taking into account the contract terms, the Group's business practice and the legal and regulatory environment of PRC, the property sales contracts do not meet the criteria for recognising revenue over time and therefore revenue from property sales continues to be recognised at a point in time. Previously the Group recognised revenue arising from the sale of properties upon the signing of the sale and purchase agreement, the receipt of the deposits and confirmation of arrangement of settlement of remaining sales proceeds or the achievement of status ready for hand-over to customers as stipulated in the sale and purchase agreement, whichever is the later, which was taken to be the point in time when the risks and rewards of ownership of the property were transferred to the customer. Under the transfer-of-control approach in IFRS 15, revenue from property sales is generally recognised when the property is accepted by the customer, or deemed as accepted according to the contract, whichever is earlier, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

###### a. 收益確認的時間：(續)

本集團的物業開發業務僅在中國進行。考慮到合約條款，本集團的業務慣例以及中國的法律及監管環境，物業銷售合約並不符合確認收益的標準，因此物業銷售收益將繼續於某個時間點確認。之前，本集團於簽訂買賣協議時確認銷售物業產生的收益，收取按金及確認餘下銷售所得款項的結算安排或達成買賣協議中指定的準備移交予客戶的狀態（以較後發生者為準），此乃視為物業所有權的風險及回報轉移予客戶的時間點。根據國際財務報告準則第15號的轉移控制法，物業銷售收益一般於客戶接納或根據合約被視為已接納時（以較早發生者為準），而時間點為客戶有能力指示物業的使用並獲得物業的絕大部分餘下利益。

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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

###### a. Timing of revenue recognition (continued)

This change in accounting policy had no material impact on opening balances as at 1 January 2018.

###### b. Significant financing component

IFRS 15 requires an entity to adjust the transaction price for the time value of money when a contract contains a significant financing component, regardless of whether the payments from customers are received significantly in advance of revenue recognition or significantly deferred.

Previously, the Group only applied such a policy when payments were significantly deferred, which was not common in the Group's arrangements with its customers. The Group did not apply such a policy when payments were received in advance.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

###### a. 收益確認的時間：(續)

此項會計政策變動對於二零一八年一月一日的期初結餘並無重大影響。

###### b. 重大融資成份

國際財務報告準則第15號要求實體在合約包含重大融資成份時調整貨幣時間價值的交易價格，而不論客戶的付款是否較收入確認大幅提升或大幅遞延。

之前，本集團僅在付款被大幅遞延時方應用此政策，此於本集團與其客戶的安排中並不常見。於提前收到付款時，本集團並無應用此項政策。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

##### b. Significant financing component (continued)

It is not common for the Group to receive payments significantly in advance of revenue recognition in the Group's arrangements with its customers, with the exception of when residential properties are marketed by the Group while the property is still under construction. In this situation, depending on market conditions, the Group may offer customers a discount compared to the listed sales price, provided that the customers agree to pay the balance of the consideration early while construction is still ongoing, rather than on legal assignment.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

##### b. 重大融資成份 (續)

在本集團與其客戶的安排中，本集團在收入確認之前大幅收取付款並不常見，但本集團在物業仍在建設期間銷售住宅物業時除外。在此種情況下，根據市場情況，本集團可能會向客戶提供較上市銷售價格的折扣，惟前提是客戶同意在施工仍在進行時盡早支付對價餘額，而非合法轉讓。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

##### b. Significant financing component (continued)

Where payment schemes include a significant financing component, the transaction price is adjusted to separately account for this component. In the case of payments in advance, such adjustment results in interest expense being accrued by the Group to reflect the effect of the financing benefit obtained by the Group from the customers during the period between the payment date and the completion date of legal assignment. This accrual increases the amount of the contract liability during the period of construction, and therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer. The interest is expensed as accrued unless it is eligible to be capitalised under IAS 23, Borrowing costs, in accordance with the policies set out in Note 1(t).

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

##### b. 重大融資成份 (續)

如支付方案包含重大融資成份，則將調整交易價格以就此部分單獨入賬。就預付款項而言，該調整導致本集團產生利息開支以反映本集團於付款日期至法定轉讓完成日期間從客戶取得的融資利益的影響。該應計增加了建設期間的合約負債金額，因此增加了已竣工物業的控制權轉移予客戶時確認的收入金額。除非根據國際會計準則第23號借貸成本予以資本化，否則利息根據附註1(t)所載政策按應計支銷。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

##### b. Significant financing component (continued)

As a result of this change in policy, the Group has made adjustments which increased inventories and contract liabilities by RMB6,083,000 at 1 January 2018. As all of the accrued interest was eligible to be capitalised into projects still under construction, this change in policy has had no effect on retained earnings as at 1 January 2018.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

##### b. 重大融資成份 (續)

由於此項政策變動，本集團已作出調整，對於二零一八年一月一日的存貨及合約負債增加人民幣6,083,000元。由於所有應計利息合資格資本化為仍在建設中的項目，此項政策變動並無對於二零一八年一月一日的保留盈利造成影響。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

##### c. Sales commissions payable related to property sales contracts

The Group previously recognised sales commissions payable related to property sales contracts as distribution costs when they were incurred. Under IFRS 15, the Group is required to capitalise these sales commissions as costs of obtaining contracts when they are incremental and are expected to be recovered, unless the expected amortisation period is one year or less from the date of initial recognition of the asset, in which case the sales commissions can be expensed when incurred. Capitalised commissions are charged to profit or loss when the revenue from the related property sale is recognised and are included as distribution costs at that time.

As a result of this change in accounting policy, the Group has capitalised sales commissions payable related to property sales contracts amounting to RMB8,966,000, increased deferred tax liability by RMB2,241,000 and increased retained earnings by RMB6,725,000 at 1 January 2018.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

##### c. 與物業銷售合約相關的應付銷售佣金

本集團先前已將與物業銷售合約相關的應付銷售佣金於其產生時確認為分銷成本。根據國際財務報告準則第15號，本集團須將該等銷售佣金資本化為取得合約的成本（當其為增量並預期將予以收回），除非預期攤銷期為自首次確認資產之日起一年或以下，於此情況下，銷售佣金可於產生時支銷。當相關物業銷售收益獲確認時，資本化佣金於損益扣除，並計入當時的分銷成本。

由於會計政策變動，本集團已將與物業銷售合約有關的應付銷售佣金資本化為人民幣8,966,000元，於二零一八年一月一日遞延稅項負債增加人民幣2,241,000元及保留盈利增加人民幣6,725,000元。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

##### d. Presentation of contract assets and liabilities

Under IFRS 15, a receivable is recognised only if the Group has an unconditional right to consideration. If the Group recognises the related revenue before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

##### d. 合約資產及負債的呈列

根據國際財務報告準則第15號，僅在本集團擁有對代價的無條件權利時方確認應收款項。如本集團在無條件有權獲得合約中承諾的貨品及服務的代價之前確認相關收入，則將享有代價的權利分類為合約資產。同樣地，在本集團確認相關收益前，當客戶支付代價或合約需要支付代價且金額已到期時，確認合約負債而非應付負債。對於與客戶的單一合約，列報淨合約資產或淨合約負債。對於多份合約，無相關合約的合約資產及合約負債並不按淨額基準列報。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

##### d. Presentation of contract assets and liabilities (continued)

To reflect these changes in presentation, the Group has made the following adjustment at 1 January 2018, as a result of the adoption of IFRS 15:

“Advances received” amounting to RMB380,678,000, which was previously included in trade and other payables are now included under contract liabilities.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

##### d. 合約資產及負債的呈列 (續)

為反映該等呈列變動，由於採納國際財務報告準則第15號，本集團已於二零一八年一月一日作出以下調整：

「已收墊款」為數人民幣380,678,000元，先前計入交易及其他應付款項而現時計入合約負債項下。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

- e. Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of IFRS 15 on 1 January 2018

The following tables summarise the estimated impact of adoption of IFRS 15 on the Group's consolidated financial statements for the year ended 31 December 2018, by comparing the amounts reported under IFRS 15 in these consolidated financial statements with estimates of the hypothetical amounts that would have been recognised under IAS 18 and IAS 11 if those superseded standards had continued to apply to 2018 instead of IFRS 15. These tables show only those line items impacted by the adoption of IFRS 15:

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

- e. 於二零一八年一月一日採納國際財務報告準則第15號，對截至二零一八年十二月三十一日止年度呈報的金額的估計影響披露

下表概述採納國際財務報告準則第15號對本集團截至二零一八年十二月三十一日止年度的綜合財務報表的估計影響，方法是將該等綜合財務報表中根據國際財務報告準則第15號呈報的金額與原應根據國際會計準則第18號及國際會計準則第11號（如該等被取代準則繼續適用於二零一八年）而非國際財務報告準則第15號確認的估計假定金額進行比較。該等表格僅列示受採納國際財務報告準則第15號所影響的項目：

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

e. Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of IFRS 15 on 1 January 2018 (continued)

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

e. 於二零一八年一月一日採納國際財務報告準則第15號，對截至二零一八年十二月三十一日止年度呈報的金額的估計影響披露 (續)

	Amounts reported in accordance with IFRS 15 and 11 (A)	Hypothetical amounts under IASs 18 and 11 (B)	Difference: Estimated impact of adoption of IFRS 15 on 2018 (A)-(B) 差額： 於二零一八年採納國際財務報告準則第15號的估計影響 (A)-(B)
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元

Line items in the consolidated statement of profit or loss for year ended 31 December 2018 impacted by the adoption of IFRS 15:

截至二零一八年十二月三十一日止年度的綜合損益表內受採納國際財務報告準則第15號影響的項目：

Revenue	營業額	9,924,517	9,911,606	12,911
Cost of sales	銷售成本	8,573,745	8,552,961	20,784
<b>Gross profit</b>	<b>毛利</b>	<b>1,350,772</b>	<b>1,358,645</b>	<b>(7,873)</b>
Distribution costs	分銷成本	(278,949)	(281,719)	2,770
<b>Profit from operations</b>	<b>經營溢利</b>	<b>766,340</b>	<b>771,443</b>	<b>(5,103)</b>
<b>Profit before taxation</b>	<b>除稅前溢利</b>	<b>607,916</b>	<b>613,019</b>	<b>(5,103)</b>
Income tax	所得稅	(113,938)	(115,213)	1,275
<b>Profit for the year</b>	<b>年度溢利</b>	<b>493,978</b>	<b>497,806</b>	<b>(3,828)</b>
<b>Profit attributable to equity shareholders of the Company</b>	<b>本公司權益股東應佔溢利</b>	<b>495,230</b>	<b>499,058</b>	<b>(3,828)</b>
<b>Earnings per share</b>	<b>每股盈利</b>			
Basic and diluted	基本及攤薄	RMB1.18	RMB1.19	RMB(0.01)

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

- e. Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of IFRS 15 on 1 January 2018 (continued)

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

- e. 於二零一八年一月一日採納國際財務報告準則第15號，對截至二零一八年十二月三十一日止年度呈報的金額的估計影響披露 (續)

Amounts reported in accordance with IFRS 15 (A)	Hypothetical amounts under IASs 18 and 11 (B)	Difference:
		Estimated impact of adoption of IFRS 15 on 2018 (A)-(B)
		差額：
		於二零一八年
根據國際財務報告準則第15號呈報的金額 (A)	根據國際會計準則第18及11號的假定金額 (B)	採納國際財務報告準則第15號的估計影響 (A)-(B)
RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元

Line items in the consolidated statement of profit or loss and other comprehensive income for year ended 31 December 2018 impacted by the adoption of IFRS 15:	截至二零一八年十二月三十一日止年度的綜合損益及其他全面收益表內受採納國際財務報告準則第15號影響的項目：			
Total comprehensive income for the year	年度全面收益總額	497,020	500,848	(3,828)
Total comprehensive income attributable to the equity shareholders of the Company	本公司權益股東應佔全面收益總額	498,272	502,100	(3,828)

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

e. Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of IFRS 15 on 1 January 2018 (continued)

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

e. 於二零一八年一月一日採納國際財務報告準則第15號，對截至二零一八年十二月三十一日止年度呈報的金額的估計影響披露 (續)

Line items in the consolidated statement of financial position as at 31 December 2018 impacted by the adoption of IFRS 15:	於二零一八年十二月三十一日的綜合財務狀況表內受採納國際財務報告準則第15號影響的項目：	Amounts reported in accordance with IFRS 15 (A)	Hypothetical amounts under IASs 18 and 11 (B)	Difference:
				Estimated impact of adoption of IFRS 15 on 2018 (A)-(B) 差額：
				於二零一八年採納國際財務報告準則第15號的估計影響 (A)-(B)
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Inventories and other contract costs	存貨及其他合約資產	1,144,044	1,140,181	3,863
<b>Total current assets</b>	<b>流動資產總額</b>	<b>4,731,621</b>	<b>4,727,758</b>	<b>3,863</b>
Trade and other payables	交易及其他應付款項	(2,451,474)	(2,669,722)	218,248
Contract liabilities	合約負債	(218,248)	-	(218,248)
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>(4,190,051)</b>	<b>(4,190,051)</b>	<b>-</b>
<b>Net current assets</b>	<b>流動資產淨額</b>	<b>541,570</b>	<b>537,707</b>	<b>3,863</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>2,918,432</b>	<b>2,914,569</b>	<b>3,863</b>
Deferred tax liabilities	遞延稅項負債	(5,387)	(4,421)	(966)
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>	<b>(414,574)</b>	<b>(413,608)</b>	<b>(966)</b>
<b>Net assets</b>	<b>資產淨值</b>	<b>2,503,858</b>	<b>2,500,961</b>	<b>2,897</b>
Reserves	儲備	(2,500,379)	(2,497,482)	(2,897)
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司權益股東應佔權益總額</b>	<b>(2,504,110)</b>	<b>(2,501,213)</b>	<b>(2,897)</b>
<b>Total equity</b>	<b>權益總額</b>	<b>(2,503,858)</b>	<b>(2,500,961)</b>	<b>(2,897)</b>

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

- e. Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of IFRS 15 on 1 January 2018 (continued)

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

- e. 於二零一八年一月一日採納國際財務報告準則第15號，對截至二零一八年十二月三十一日止年度呈報的金額的估計影響披露 (續)

Amounts reported in accordance with IFRS 15 (A)	Hypothetical amounts under IASs 18 and 11 (B)	Difference: Estimated impact of adoption of IFRS 15 on 2018 (A)-(B)
		於二零一八年
根據國際財務報告準則第15號呈報的金額 (A)	根據國際會計準則第18及11號的假定金額 (B)	採納國際財務報告準則第15號的估計影響 (A)-(B)
RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元

Line items in the reconciliation of profit before taxation to cash generated from operations for year ended 31 December 2018 (Note 17(b)) impacted by the adoption of IFRS 15: 受採納國際財務報告準則第15號影響的截至二零一八年十二月三十一日止年度 (附註17(b)) 除稅前溢利與經營活動所得現金之對賬中的項目:

Profit before taxation	除稅前溢利	607,916	613,019	(5,103)
Change in inventories and other contract costs	存貨及其他合約成本變動	134,688	123,502	11,186
Change in trade and other payables	交易及其他應付款項變動	986,166	823,736	162,430
Change in contract liabilities	合約負債變動	(168,513)	-	(168,513)



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) IFRS 15, Revenue from contracts with customers (continued)

- e. Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of IFRS 15 on 1 January 2018 (continued)

The significant differences arise as a result of the changes in accounting policies described above.

##### (iii) IFRIC 22, Foreign currency transactions and advance consideration

This interpretation provides guidance on determining “the date of the transaction” for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) arising from a transaction in which an entity receives or pays advance consideration in a foreign currency.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 國際財務報告準則第15號，客戶合約收益 (續)

- e. 於二零一八年一月一日採納國際財務報告準則第15號，對截至二零一八年十二月三十一日止年度呈報的金額的估計影響披露 (續)

重大差額乃因上述會計政策變動所致。

##### (iii) 國際財務報告詮釋委員會詮釋第22號，外幣交易及預付代價

此詮釋為釐定「交易日期」提供指引，旨在釐定對實體以外幣收取或支付預付代價的交易中產生的相關資產、開支或收入 (或其部份) 在首次確認時使用的匯率。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (iii) IFRIC 22, Foreign currency transactions and advance consideration (continued)

The Interpretation clarifies that “the date of the transaction” is the date on initial recognition of the non-monetary asset or liability arising from the payment or receipt of advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the date of the transaction for each payment or receipt should be determined in this way. The adoption of IFRIC 22 does not have any material impact on the financial position and the financial result of the Group.

#### (d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, 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. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### (iii) 國際財務報告詮釋委員會詮釋第22號，外幣交易及預付代價 (續)

此詮釋澄清「交易日期」為首次確認因支付或收取預付代價而產生的非貨幣性資產或負債的日期。如在識別相關項目之前有多次付款或收款，則應以此方式確定每次付款或收款的交易日期。採納國際財務報告詮釋委員會詮釋第22號對本集團的財務狀況及財務業績並無任何重大影響。

#### (d) 附屬公司及非控股權益

附屬公司指由本集團控制的實體。倘本集團因參與某實體的營運而獲得或有權享有其可變回報，並能夠運用其對實體之權力影響該等回報，則本集團控制該實體。在評估本集團是否擁有控制權時，僅考慮實質權利（由本集團及其他人士持有）。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (d) Subsidiaries and non-controlling interests (continued)

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

### 1 主要會計政策 (續)

#### (d) 附屬公司及非控股權益 (續)

於一間附屬公司之投資自控制開始當日起至控制結束當日期間於綜合財務報表內綜合入賬。集團內公司間結餘、交易及現金流量以及集團內公司間交易產生之任何未變現溢利於編製綜合財務報表時悉數對銷。集團內公司間交易產生之未變現虧損以與未變現收益相同之方式對銷，惟僅於無減值證據時進行。

非控股權益指非本公司直接或間接應佔之附屬公司股權，而本集團並未與有關權益持有人協定任何附加條款，令本集團整體對該等權益產生符合金融負債定義之合約義務。就各企業合併而言，本集團可選擇按公允值或非控股權益所佔附屬公司之淨可識別資產之比例計量任何非控股權益。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (d) Subsidiaries and non-controlling interests (continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with Notes 1(m) or (n) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

### 1 主要會計政策 (續)

#### (d) 附屬公司及非控股權益 (續)

非控股權益在綜合財務狀況表之權益部份內，與本公司權益股東應佔權益分開呈列。非控股權益所佔本集團業績之權益在綜合損益表及綜合損益及其他全面收益表呈列，以顯示本年度之總溢利或虧損及全面收益總額於非控股權益與本公司權益股東之間之分配。非控股權益持有人貸款及其他該等持有人須履行之合約義務根據附註1(m) 或(n)按負債性質於綜合財務狀況表中呈列為金融負債。

本集團將不導致喪失控制權之附屬公司權益變動乃以權益交易入賬，即只調整在綜合權益表內之控股及非控股權益金額以反映相關權益變動，但不調整商譽及確認盈虧。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (d) Subsidiaries and non-controlling interests (continued)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of interest in an associate (see Note 1(e)).

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment losses (Note 1(h)).

#### (e) Associate

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

### 1 主要會計政策 (續)

#### (d) 附屬公司及非控股權益 (續)

當本集團喪失對附屬公司之控制權，將按出售該附屬公司之所有權益入賬，而所產生的盈虧於損益確認。任何於喪失控制權當日仍保留該前附屬公司之權益乃按公允值確認，而此金額被視為初始確認金融資產之公允值，或按權益初始確認於聯營公司（見附註1(e)）。

於本公司之財務狀況表中，於附屬公司之投資按成本減去減值虧損列賬（附註1(h)）。

#### (e) 聯營公司

聯營公司是指本集團可以對其管理層發揮重大影響力（不是控制或共同控制）的企業，其中包括參與財務及經營決策。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (e) Associate (continued)

An investment in an associate is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (Note 1(h)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

### 1 主要會計政策 (續)

#### (e) 聯營公司 (續)

於聯營公司的投資按權益法記入綜合財務報表。根據權益法，投資初始以成本入賬，調整本集團在收購當日應佔被投資方可辨認淨資產公平值超過投資成本的金額調整（如有）。投資成本包括購買價、收購該投資的直接應佔其他成本，及構成本集團權益投資一部份於該聯營公司的任何直接投資。其後，調整本集團收購後應佔被投資方的淨資產的變動及與該投資相關的任何減值虧損變動（附註1(h)）。收購當日出成本的任何金額，本集團本年應佔被投資方的收購後的稅後業績及任何減值虧損在綜合損益表確認，而本集團應佔被投資方的收購後的稅後其他全面收益項目在綜合損益及其他全面收益表確認。



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### 1 Significant accounting policies (continued)

#### (e) Associate (continued)

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with any other long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

### 1 主要會計政策 (續)

#### (e) 聯營公司 (續)

當本集團應佔聯營公司的虧損額超過其所佔權益時，本集團所佔權益會減少至零，並且不再確認額外虧損；但如本集團須履行法定或推定義務，或代被投資方作出付款則除外。就此而言，本集團的權益是以按照權益法計算投資的賬面金額，以及實質上構成本集團於聯營公司投資淨額一部份的任何其他長期權益為準。

本集團與聯營公司之間交易所產生的未實現溢利和損失，均按本集團於被投資方的權益比例抵銷；但如未變現虧損顯示已轉讓資產出現減值，則該等未變現虧損會即時在損益內確認。

在所有其他情況下，如本集團對聯營公司不再有重大影響，應視同整體處置於被投資方所佔的權益，相關盈虧於損益中確認。重大影響喪失當日本集團所保留的於前被投資方的任何剩餘權益按公平值確認，該金額於金融資產初步確認時視為公平值。

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### 1 Significant accounting policies (continued)

#### (e) Associate (continued)

In the Company's statement of financial position, interest in an associate is stated at cost less impairment losses (Note 1(h)).

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

The following items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (Note 1(h)).

- Buildings held for own use which are situated on leasehold land classified as held under operating leases (Note 1(g)); and
- Other items of plant and equipment.

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (Note 1(t)).

Construction in progress is transferred to respective items under property, plant and equipment when it is ready for its intended use. No depreciation is provided against construction in progress.

### 1 主要會計政策 (續)

#### (e) 聯營公司 (續)

於聯營公司之權益在本公司的財務狀況表內按成本減減值虧損呈列(附註1(h))。

#### (f) 物業、廠房及設備

以下物業、廠房及設備項目乃按成本減累計折舊及減值虧損呈列(附註1(h))。

- 位於分類為按經營租賃持有之租賃土地之持作自用樓宇(附註1(g))；及
- 其他廠房及設備項目。

自建物業、廠房及設備項目成本包括材料成本、直接勞工費用、拆卸及搬遷項目以及恢復項目所在地原貌成本之初步估算(如相關)，以及生產成本及借貸成本(附註1(t))之適當部份。

當在建工程可作擬定用途時，其便會轉撥至物業、機器及設備項下相關項目。在建工程不需要計提折舊，直至完成及可作擬定用途。在建工程不計提折舊。



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### 1 Significant accounting policies (continued)

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

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

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

- Buildings and plants held for own use which are situated on leasehold land are depreciated over the shorter of the unexpired term of the lease and their estimated useful lives, being no more than 35 years after the date of completion.
- Machinery 3 – 20 years
- Motor vehicles 3 – 5 years
- Office equipment and others 3 – 10 years

### 1 主要會計政策 (續)

#### (f) 物業、廠房及設備 (續)

物業、廠房及設備項目報廢或出售之收益或虧損按出售所得款項淨額與項目賬面值之差額釐定，並於報廢或出售日期於損益內確認。

折舊是採用直線法在物業、廠房及設備項目之估計可使用年內撇銷項目之成本減估計剩餘價值(如有)，計算方法如下：

- 位於租賃土地持作自用之樓宇及廠房於未屆滿租期與估計可使用年期兩者之較短期間(不得超過落成日期起計35年)內折舊。
- 機器 3至20年
- 汽車 3至5年
- 辦公室設備及其他 3至10年

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### 1 Significant accounting policies (continued)

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

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

#### (g) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

#### (i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

### 1 主要會計政策 (續)

#### (f) 物業、廠房及設備 (續)

倘物業、廠房及設備項目之各個部份擁有不同可使用年期，則該項目之成本值按合理基準於各個部份間分配，且各個部份單獨折舊。資產之可使用年期及其剩餘價值（如有）每年進行檢討。

#### (g) 租賃資產

倘本集團決定根據由一項或多項交易組成之安排於協定期內轉讓特定資產使用權以換取一筆或多筆款項，則有關安排屬於或包含租約。此乃根據有關安排性質評估而定，而不論有關安排是否為法律形式之租約。

#### (i) 本集團承租之資產之分類

本集團根據租約持有，所有權之絕大部份風險及回報已轉移到本集團之資產乃分類為根據融資租賃持有之資產。所有權之絕大部份風險及回報並無轉移到本集團之租賃分類為經營租賃。



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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (g) Leased assets (continued)

##### (ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term.

### 1 主要會計政策 (續)

#### (g) 租賃資產 (續)

##### (ii) 經營租賃支出

如本集團使用根據經營租賃持有之資產，則根據租約支付之款項會在租期內之會計期間之損益中分期等額扣除，惟倘有其他能更清楚反映租賃資產所產生收益模式之入賬方式則除外。獲提供之租賃優惠於損益內確認為淨租金付款總額一部份。或然租金於所涉及會計期間之損益扣除。

收購根據經營租賃持有之土地之成本於租期內按直線法攤銷。

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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets

##### (i) Credit losses from financial instruments and lease receivables

###### (A) Policy applicable from 1 January 2018

The Group recognises a loss allowance for expected credit losses (ECLs) on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables and loans to associates); and
- lease receivables.

Financial assets measured at fair value are not subject to the ECL assessment.

###### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值

##### (i) 金融工具及租賃應收款項之信貸虧損

###### (A) 自二零一八年一月一日起適用的政策

本集團就下列各項的預期信貸虧損確認虧損撥備：

- 按攤銷成本計量的金融資產（包括現金及現金等價物、交易及其他應收款項以及向聯營公司提供貸款）；及
- 租賃應收款項。

以公平值計量的金融資產均不受限於預期信貸虧損的評估。

###### 預期信貸虧損計量

預期信貸虧損乃以概率加權估計的信貸虧損。信貸虧損以所有預期現金短缺（即根據合約應付予本集團的現金流量及本集團預期收取的現金流量之間的差額）的現值計量。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments and lease receivables (continued)

(A) Policy applicable from 1 January  
2018 (continued)

##### Measurement of ECLs (continued)

For undrawn loan commitments, expected cash shortfalls are measured as the difference between (i) the contractual cash flows that would be due to the Group if the holder of the loan commitment draws down on the loan and (ii) the cash flows that the Group expects to receive if the loan is drawn down.

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof;

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (i) 金融工具及租賃應收款項之 信貸虧損 (續)

(A) 自二零一八年一月  
一日起適用的政策  
(續)

##### 預期信貸虧損計量 (續)

對於未提取的貸款承諾而言，預期短缺現金以(i)如貸款承諾持有人提取貸款應付予本集團的合同現金流量及(ii)本集團預期提取貸款收取的現金流量之間的差額計量。

倘貼現影響屬重大，預期短缺現金將使用以下貼現率貼現：

- 固定利率金融資產、交易及其他應收款項及合約資產：初始確認釐定時的實際利率或其近似值；

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments and lease receivables (continued)

###### (A) Policy applicable from 1 January 2018 (continued)

###### Measurement of ECLs (continued)

- variable-rate financial assets:  
current effective interest rate;
- lease receivables: discount  
rate used in the measurement  
of the lease receivable;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (i) 金融工具及租賃應收款項之 信貸虧損 (續)

###### (A) 自二零一八年一月 一日起適用的政策 (續)

###### 預期信貸虧損計量 (續)

- 浮動利率金融  
資產：當前實  
際利率；
- 租賃應收款  
項：計量租賃  
應收款項使用  
的折現率；

於估計預期信貸虧損時考慮的最長期間為本集團承受信貸風險的最長合約期間。

在計量預期信貸虧損時，本集團考慮合理及有理據而毋須付出不必要的成本或努力獲得的資料。這包括過去事件、當前狀況和未來經濟狀況預測等資料。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments and lease receivables (continued)

(A) Policy applicable from 1 January  
2018 (continued)

Measurement of ECLs (continued)

ECLs are measured on either of the  
following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (i) 金融工具及租賃應收款項之 信貸虧損 (續)

(A) 自二零一八年一月  
一日起適用的政策  
(續)

預期信貸虧損計量  
(續)

預期信貸虧損基於下  
列其中一個基準計  
量：

- 12個月預期信  
貸虧損：預期  
於報告日期後  
12個月內可能  
發生的違約事  
件而導致的虧  
損；及
- 整個存續期的  
預期信貸虧  
損：預期於採  
用預期信貸虧  
損模式的項目  
在預期年限內  
所有可能發生  
的違約事件而  
導致的虧損。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments and lease receivables (continued)

###### (A) Policy applicable from 1 January 2018 (continued)

###### Measurement of ECLs (continued)

Loss allowances for trade receivables and lease receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (i) 金融工具及租賃應收款項之 信貸虧損 (續)

###### (A) 自二零一八年一月 一日起適用的政策 (續)

###### 預期信貸虧損計量 (續)

交易應收賬款及應收租賃款項的虧損撥備一般乃按等同於整個存續期的預期信貸虧損的金額計量。該等金融資產的預期信貸虧損是利用基於本集團過往信貸虧損經驗的撥備矩陣進行估算，並按於報告日期債務人的個別因素及對當前及預測整體經濟狀況的評估進行調整。

對於所有其他金融工具而言，本集團確認相當於12個月預期信貸虧損的虧損撥備，除非自初始確認以來金融工具的信用風險顯著增加，在這種情況下，虧損撥備計量等於整個存續期的預期信貸虧損的金額。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments and lease receivables (continued)

###### (A) Policy applicable from 1 January 2018 (continued)

#### Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 180 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (i) 金融工具及租賃應收款項之 信貸虧損 (續)

###### (A) 自二零一八年一月 一日起適用的政策 (續)

#### 信貸風險大幅上升

評估金融工具的信貸風險自初始確認以來有否大幅上升時，本集團會比較於報告日期及於初始確認日期評估的金融工具發生違約的風險。作出該重新評估時，本集團認為，倘(i) 借款人不大可能在本集團無追索權採取變現抵押（如持有）等行動的情況下向本集團悉數支付其信貸承擔；或(ii) 金融資產已逾期180日，則發生違約事件。本集團會考慮合理可靠的定量及定性資料，包括過往經驗及在無需付出過多成本或努力下即可獲得的前瞻性資料。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments and lease receivables (continued)

##### (A) Policy applicable from 1 January 2018 (continued)

Significant increases in credit risk  
(continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (i) 金融工具及租賃應收款項之 信貸虧損 (續)

##### (A) 自二零一八年一月 一日起適用的政策 (續)

信貸風險大幅上升  
(續)

具體而言，評估信貸風險自初始確認以來有否大幅上升時會考慮以下資料：

- 未能按合約到期日期支付本金或利息；
- 金融工具外部或內部信貸測評的實際或預期顯著惡化（如有）；
- 債務人經營業績的實際或預期顯著惡化；及



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments and lease receivables (continued)

(A) Policy applicable from 1 January  
2018 (continued)

Significant increases in credit risk  
(continued)

- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (i) 金融工具及租賃應收款項之 信貸虧損 (續)

(A) 自二零一八年一月  
一日起適用的政策  
(續)

信貸風險大幅上升  
(續)

- 科技、市場、經濟或法律環境的目前或預期變動對債務人履行其對集團責任的能力有重大不利影響。

取決於金融工具的性质，信貸風險大幅上升的評估乃按個別基準或共同基準進行。倘評估為按共同基準進行，金融工具則按共同的信貸風險特徵（如逾期狀況及信貸風險評級）進行分組。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments and lease receivables (continued)

###### (A) Policy applicable from 1 January 2018 (continued)

Significant increases in credit risk  
(continued)

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (i) 金融工具及租賃應收款項之 信貸虧損 (續)

###### (A) 自二零一八年一月 一日起適用的政策 (續)

信貸風險大幅上升  
(續)

預期信貸虧損於各報告日期進行重新計量以反映金融工具自初始確認以來的信貸風險變動。預期信貸虧損金額的任何變動均於損益中確認為減值收益或虧損。本集團就所有金融工具確認減值收益或虧損，並通過虧損撥備賬對彼等之賬面值作出相應調整。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments and lease receivables (continued)

(A) Policy applicable from 1 January  
2018 (continued)

Basis of calculation of interest  
income

Interest income recognised in accordance with Note 1(r)(v) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (i) 金融工具及租賃應收款項之 信貸虧損 (續)

(A) 自二零一八年一月  
一日起適用的政策  
(續)

計算利息收益的基準

根據附註1(r)(v)確認的利息收入乃根據金融資產之總賬面值計算，除非該金融資產出現信貸減值，在此情況下，利息收入乃根據金融資產之攤銷成本（即總賬面值減虧損撥備）計算。

於各報告日期，集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產估計未來現金流量有不利影響的事件時，金融資產出現信貸減值。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments and lease receivables (continued)

###### (A) Policy applicable from 1 January 2018 (continued)

Basis of calculation of interest  
income (continued)

Evidence that a financial asset  
is credit-impaired includes the  
following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (i) 金融工具及租賃應收款項之 信貸虧損 (續)

###### (A) 自二零一八年一月 一日起適用的政策 (續)

計算利息收益的基準  
(續)

金融資產出現信貸減  
值的證據包括以下可  
觀察事件：

- 債務人有重大財務困難；
- 違約，例如拖欠或未能償還利息或本金；
- 借款人可能破產或進行其他財務重組；
- 技術、市場、經濟或法律環境出現重大變動而對債務人造成不利影響；或
- 由於發行人出現財務困難，證券活躍市場消失。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments and lease receivables (continued)

###### (A) Policy applicable from 1 January 2018 (continued)

###### Write-off policy

The gross carrying amount of a financial asset, lease receivable or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (i) 金融工具及租賃應收款項之 信貸虧損 (續)

###### (A) 自二零一八年一月 一日起適用的政策 (續)

###### 撤銷政策

若日後實際上不可收回款項，則會撤銷（部分或全部）金融資產、租賃應收款項或合約資產的總賬面值。該情況通常出現在本集團確定債務人沒有資產或可產生足夠現金流量的收入來源來償還應撤銷的金額。

隨後收回先前撤銷之資產於收回期間在損益內確認為減值撥回。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments and lease receivables (continued)

##### (B) Policy applicable prior to 1 January 2018

Prior to 1 January 2018, an “incurred loss” model was used to measure impairment losses on financial assets not classified as at FVPL. Under the “incurred loss” model, an impairment loss was recognised only when there was objective evidence of impairment. Objective evidence of impairment included:

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

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (i) 金融工具及租賃應收款項之 信貸虧損 (續)

##### (B) 於二零一八年一月一 日前適用的政策

於二零一八年一月一日前，「已產生虧損」模式用於計量尚未分類為按公平值計入損益的金融資產的減值虧損。根據「已產生虧損」模式，減值虧損僅於有客觀證據證明時方予確認。減值的客觀證據包括：

- 債務人陷入重大財政困難；
- 違約，如拖欠或未能到期支付利息或本金；
- 借款人有可能破產或進行其他財務重組；及
- 技術、市場、經濟或法律環境出現重大變動而對債務人造成不利影響。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments and lease receivables (continued)

(B) Policy applicable prior to 1 January  
2018 (continued)

If any such evidence existed, any impairment loss was determined and recognised as follows:

For trade and other receivables and other financial assets carried at amortised cost, the impairment loss was measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting was material.

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

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (i) 金融工具及租賃應收款項之 信貸虧損 (續)

(B) 於二零一八年一月  
一日前適用的政策  
(續)

倘存在任何該等證據，則按下列方式釐定及確認減值虧損：

就按攤銷成本列賬的交易及其他應收款項及其他金融資產而言，減值虧損乃按資產賬面值與估計未來現金流量現值的差額計量（倘貼現影響屬重大，則按金融資產原來實際利率（即該等資產初始確認時計算之實際利息）貼現）。

倘減值虧損金額於其後期間減少，且該減少可客觀地與減值虧損確認後發生的事件聯繫，則減值虧損會透過損益撥回。減值虧損的撥回僅於未導致資產的賬面值超過該資產於過往年度如並無確認任何減值虧損而釐定的賬面值的情況下確認。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments and lease receivables (continued)

##### (B) Policy applicable prior to 1 January 2018 (continued)

When the recovery of a trade debtor or other financial assets carried at amortised cost was considered doubtful but not remote, associated impairment losses were recorded using an allowance account. When the group was satisfied that recovery was remote, the amount considered irrecoverable was written off against the gross carrying amount of those assets directly. Subsequent recoveries of amounts previously charged to the allowance account were reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly were recognised in profit or loss.

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (i) 金融工具及租賃應收款項之 信貸虧損 (續)

##### (B) 於二零一八年一月 一日前適用的政策 (續)

倘就以攤銷成本列賬的應收賬款或其他金融資產的可收回性被認為難以預料而並非微乎其微，則有關的減值虧損以撥備賬入賬。倘集團確認可收回性微乎其微，則視為不可收回的金額直接於該等資產的賬面總值中撇銷。先前在撥備賬中計提的金額如其後被收回，其從撥備賬中撥回。撥備賬的其他變動及其後收回先前直接撇銷的金額均於損益中確認。



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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (ii) Impairment of other non-current assets

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

- property, plant and equipment;
- lease prepayment;
- interest in an associate; and
- investment in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (ii) 其他非流動資產減值

本集團於各報告期末審閱內部及外部資料，以確定下列資產有否減值跡象或先前確認之減值虧損是否不再存在或可能已減少：

- 物業、廠房及設備；
- 預付租金；
- 於一間聯營公司權益；及
- 本公司財務狀況表中於附屬公司的投資。

倘存在任何有關跡象，則會估計資產之可收回金額。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (ii) Impairment of other non-current assets (continued)

###### – Calculation of recoverable amount

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

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (ii) 其他非流動資產減值 (續)

###### – 計算可收回金額

資產之可收回金額為其公平值減出售成本與使用價值之較高者。在評估使用價值時，會按可反映當時市場對貨幣時間價值及資產特定風險評估之稅前貼現率，將估計未來現金流量貼現至其現值。倘資產並無產生基本上獨立於其他資產所產生之現金流入，則以能獨立產生現金流入之最小資產組別（即現金產生單位）釐定可收回金額。



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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (ii) Impairment of other non-current assets (continued)

###### – Recognition of impairment losses

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

###### – Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (ii) 其他資產減值 (續)

###### – 確認減值虧損

倘資產或其所屬現金產生單位之賬面值超過可收回金額，則於損益確認減值虧損。就現金產生單位確認之減值虧損會按比例減少該單位（或該組單位）內其他資產之賬面值，惟資產之賬面值不可減至低於其個別公平值扣減出售成本（如能計量）或使用價值（如能釐定）。

###### – 撥回減值虧損

倘用作計算可收回金額之估計出現有利變化，則會撥回減值虧損。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (h) Credit losses and impairment of assets (continued)

##### (ii) Impairment of other non-current assets (continued)

##### – Reversals of impairment losses (continued)

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

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

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with IAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (Notes 1(h)(i) and (ii)).

### 1 主要會計政策 (續)

#### (h) 信貸虧損及資產減值 (續)

##### (ii) 其他資產減值 (續)

##### – 撥回減值虧損 (續)

所撥回之減值虧損僅限於過往年度並未確認減值虧損時應有之資產賬面值。所撥回之減值虧損在確認撥回年度計入損益。

##### (iii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須遵照國際會計準則第34號中期財務報告編製有關財政年度首六個月之中期財務報告。於中期期末，本集團採用等同該財政年度末之減值測試、確認及撥回標準（附註1(h)(i)及(ii)）。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (i) Inventories and other contract costs

##### (i) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value as follows:

– *Aluminium profiles manufacturing*

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

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

– *Property development*

Cost and net realisable values are determined as follows:

### 1 主要會計政策 (續)

#### (i) 存貨及其他合約成本

##### (i) 存貨

存貨指日常業務過程中持有以作銷售、於該等銷售的生產過程中，或在生產過程中耗用的材料或物料或提供服務的形式持有的資產。

存貨以成本與可變現淨值之較低者列賬，載列如下：

– *鋁型材製造*

成本使用加權平均成本法計算，並包括所有購買成本、兌換成本及將存貨運送至目前地點及變成現狀所涉之其他成本。

可變現淨值為日常業務過程中之估計售價，減去估計完成成本及進行出售所需之估計成本。

– *物業發展*

成本及可變現淨值乃按以下方式釐定：

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 1 Significant accounting policies (continued)

#### (i) Inventories and other contract costs (continued)

##### (i) Inventories (continued)

##### – Property development (continued)

##### – Property under development for sale

The cost of properties under development for sale comprises specifically identified cost, including the acquisition cost of land, aggregate cost of development, materials and supplies, wages and other direct expenses, an appropriate proportion of overheads and borrowing costs capitalised (Note 1(t)). Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the property.

### 1 主要會計政策 (續)

#### (i) 存貨及其他合約成本 (續)

##### (i) 存貨 (續)

##### – 物業發展 (續)

##### – 待售發展中物業

待售發展中物業的成本由具體指定的成本組成，包括土地收購成本、發展、材料及物資總成本、工資及其他直接開支、適當部分的間接費用及已資本化借貸成本（附註1(t)）。可變現淨值指估計售價減去估計完工成本及銷售物業時將產生的成本。



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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (i) Inventories and other contract costs (continued)

##### (i) Inventories (continued)

##### – Property development (continued)

- Completed property held for resale

The cost of completed properties held for sale comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

In the case of completed properties developed by the Group which comprise of multiple units which are sold individually, the cost of each unit is determined by apportionment of the total development costs for that development project to each unit on a per square foot basis, unless another basis is more representative of the cost of the specific unit. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

### 1 主要會計政策 (續)

#### (i) 存貨及其他合約成本 (續)

##### (i) 存貨 (續)

##### – 物業發展 (續)

- 持作轉售之已落成物業

持有待售之已落成物業成本包括所有採購成本、加工成本及使存貨處於當前地點及狀況之其他成本。

就本集團開發之已竣工物業(包括單獨出售之多個單位)而言，各個單位成本乃按發展項目各單位按每平方呎佔總發展成本的比例釐定，除非另有基準更能代表指定單位之成本。變現淨值指銷售物業產生之估計銷售價格。

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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (i) Inventories and other contract costs (continued)

##### (i) Inventories (continued)

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

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

##### (ii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory (see Note 1(i)(i)), or property, plant and equipment (see Note 1(f)).

### 1 主要會計政策 (續)

#### (i) 存貨及其他合約成本 (續)

##### (i) 存貨 (續)

當存貨已出售，該等存貨的賬面值於相關收益獲確認的期間內確認為開支。

存貨撇減至可變現淨值的金額及存貨的所有虧損在撇減或出現虧損的期間確認為開支。存貨的任何撇減撥回金額確認為存貨金額的減少，並於撥回發生期間確認為開支。

##### (ii) 其他合約成本

其他合約成本乃取得客戶合約的增量成本或履行客戶合約的成本，其並無撥充資本為存貨（見附註1(i)(i)）或物業、廠房及設備（見附註1(f)）。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 1 Significant accounting policies (continued)

#### (i) Inventories and other contract costs (continued)

#### (ii) Other contract costs (continued)

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

### 1 主要會計政策 (續)

#### (i) 存貨及其他合約成本 (續)

#### (ii) 其他合約成本 (續)

取得合約的增量成本為本集團就取得客戶合約而產生，倘未能取得合約則不會產生的成本（例如增量銷售佣金）。倘有關收益的成本將在未來報告期內確認，而成本預期可收回，取得合約的增量成本於產生時會撥充資本。取得合約的其他成本在產生時支出。

倘履行合約的成本與現有合約或可識別的預期合約直接有關；產生或提升將於未來用於提供產品或服務的資源；並預期可收回，則會撥充資本。與現有合約或可識別的預期合約直接有關的成本可能包括直接勞工、直接材料、成本分配、明確向客人收取的成本及僅由於本集團訂立合約而產生的其他成本（例如向分包商支付款項）。其他履行客戶合約的成本（其並無撥充資本為存貨、物業、廠房及設備或無形資產）在產生時支銷。



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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (i) Inventories and other contract costs (continued)

##### (ii) Other contract costs (continued)

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in Note 1(r).

#### (j) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see Note 1(r)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses (ECL) in accordance with the policy set out in Note 1(h)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see Note 1(k)).

### 1 主要會計政策 (續)

#### (i) 存貨及其他合約成本 (續)

##### (ii) 其他合約成本 (續)

撥充資本的合約成本按成本減累計攤銷及減值虧損列賬。倘合約成本資產賬面值超過(i)本集團預期收取以交換有關該資產的產品或服務的餘下代價金額，減(ii)任何直接有關提供該等產品或服務，而未確認為開支的成本的淨額，則會確認減值虧損。

當與資產有關的收益獲確認時，撥充資本的合約成本攤銷將自損益扣除。收益確認的會計政策載於附註1(r)。

#### (j) 合約資產及合約負債

在本集團有權無條件獲取合約所載付款條款代價前確認收益(見附註1(r))時確認合約資產。合約資產按附註1(h)(i)所載政策就預期信貸虧損(預期信貸虧損)而獲評估，並在代價權利成為無條件後獲重新分類至應收款項(見附註1(k))。

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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (j) Contract assets and contract liabilities (continued)

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see Note 1(r)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see Note 1(k)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see Note 1(r)).

#### *Policy prior to 1 January 2018*

In the comparative period, no contract balances were recorded. Amounts received before the related work was performed were presented as “advances received” under “trade and other payables”. These balances have been reclassified on 1 January 2018 as shown in Note 15 (see Note 1(c)(ii)).

### 1 主要會計政策 (續)

#### (j) 合約資產及合約負債 (續)

本集團確認相關收益前，合約負債在客戶支代價時確認（見附註1(r)）。如本集團有無條件權利在本集團確認相關收益前收取代價，則合約負債亦會獲確認。在相關情況下，相應應收款項亦會獲確認（見附註1(k)）。

就與客戶的單一合約而言，淨合約資產或淨合約負債得以呈列。就多份合約而言，不相關合約的合約資產及合約負債不按淨額基準呈列。

合約計及重大融資成分時，合約結餘計入按實際利率法累計的利息（見附註1(r)）。

#### *二零一八年一月一日前的政策*

在比較期間，並無錄得合約結餘。執行相關工程前收取的款項呈列為「交易及其他應付款項」下的「預收款項」。如附註15所示，此等結餘已於二零一八年一月一日重新分類（見附註1(c)(ii)）。

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### 1 Significant accounting policies (continued)

#### (k) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see Note 1(j)).

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see Note 1(h)(i)).

#### (l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for expected credit losses (ECL) in accordance with the policy set out in Note 1(h)(i).

### 1 主要會計政策 (續)

#### (k) 交易及其他應收款項

本集團具有無條件權利收取代價時確認應收款項。在該代價到期支付前，收取代價的權利僅需經過一段時間方為無條件。如收益在本集團有無條件權利收取代價前經已確認，則金額呈列為合約資產（見附註1(j)）。

應收款項利用實際利率法按攤銷成本減信貸虧損撥備列賬（見附註1(h)(i)）。

#### (l) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行及其他金融機構的活期存款以及購入後於三個月內到期可隨時轉換為已知金額現金的短期高流通性並且價值改變風險不大的投資。在編製綜合現金流量表時，現金及現金等價物亦包括須按要求償還及構成本集團現金管理一部分的銀行透支。現金及現金等價物乃根據附註1(h)(i)所載的政策評估預期信貸虧損。

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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (m) Trade and other payables

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

#### (n) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see Note 1(t)).

#### (o) Employee benefits

##### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

### 1 主要會計政策 (續)

#### (m) 交易及其他應付款項

交易及其他應付款項初步按公平值確認，其後則按攤銷成本列賬，如貼現影響並不重大，則按成本列賬。

#### (n) 計息借貸

計息借貸乃初步按公平值減交易成本計量。於初步確認後，計息借貸採用實際利率法按攤銷成本列賬。利息開支根據本集團借貸成本之會計政策確認（見附註1(t)）。

#### (o) 僱員福利

##### (i) 短期僱員福利及向定額供款退休計劃供款

薪金、年終花紅、有薪年假、向定額供款退休計劃作出之供款及非貨幣福利之成本於僱員提供相關服務之年度內計算。如延遲付款或結算並構成重大影響，則此等金額會以現值列賬。

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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (o) Employee benefits (continued)

##### (ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

### 1 主要會計政策 (續)

#### (o) 僱員福利 (續)

##### (ii) 以股份為基礎付款

授予僱員購股權之公平值確認為僱員成本，相應的增加會於權益項下資本儲備反映。公平值在授出日期採用二項式期權定價模式，並計及授出購股權之條款及條件計量。倘僱員須符合歸屬條件方可無條件享有購股權，則購股權之估計總公平值會於考慮購股權將歸屬之可能性後在歸屬期內分攤。

於歸屬期內，本公司會檢討預期歸屬的購股權數目。所導致於過往年度確認累計公平值的任何調整乃扣自／計入有關檢討年度的損益，除非原有的僱員支出符合確認為資產的資格而資本儲備作出相應調整則作別論。於歸屬日，本公司調整確認為一項支出的款額，以反映歸屬的實際購股權數目（連同資本儲備的相應調整），惟倘沒收僅因未達致與本公司股份的市價有關的歸屬條件則除外。股權款額乃於資本儲備中確認，直至購股權獲行使（當其計入就已發行股份於股本確認的金額時）或購股權屆滿（當其直接轉出至保留溢利時）為止。



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### 1 Significant accounting policies (continued)

#### (o) Employee benefits (continued)

##### (iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

#### (p) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

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

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

### 1 主要會計政策 (續)

#### (o) 僱員福利 (續)

##### (iii) 終止福利

終止福利乃於本集團不再撤回該等福利要約及涉及支付終止福利之重組成本確認時(以較早者為準)確認。

#### (p) 所得稅

年內所得稅包括即期稅項及遞延稅項資產與負債之增減。即期稅項及遞延稅項資產與負債之增減於損益確認，惟有關於其他全面收益或直接於權益確認項目之即期稅項及遞延稅項資產與負債之增減則分別於其他全面收益或直接於權益確認。

即期稅項乃根據年內應課稅收入按報告期末已實施或大致實施的稅率計算之預計應付稅項，並會按過往年度之應付稅項調整。

可扣稅與應課稅暫時差額分別產生的遞延稅項資產及負債即作財務報告用途之資產與負債賬面值與相關稅基的差額。遞延稅項資產亦產生自未動用稅務虧損及未動用稅務抵免。

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(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (p) Income tax (continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

### 1 主要會計政策 (續)

#### (p) 所得稅 (續)

除若干少數例外情況外，所有遞延稅項負債及所有遞延稅項資產（須可能有日後應課稅溢利可供動用該資產）均會確認。支持確認可扣稅暫時差額所產生遞延稅項資產的日後應課稅溢利包括撥回現有應課稅暫時差額所產生溢利，惟該等差額須與相同稅務機關及相同課稅公司有關，並預期於可扣稅暫時差額預期撥回的同一期間或遞延稅項資產所產生稅務虧損可撥回或結轉的各期間內撥回。釐定現有應課稅暫時差額是否支持確認未動用稅務虧損及抵免所產生遞延稅項資產的條件相同，即與同一稅務機關及課稅公司有關且預期於稅務虧損或抵免動用的期間撥回的差額會計算在內。



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### 1 Significant accounting policies (continued)

#### (p) Income tax (continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

### 1 主要會計政策 (續)

#### (p) 所得稅 (續)

確認遞延稅項資產與負債的少數例外情況為首次確認並不影響會計或應課稅溢利的資產或負債（並非業務合併一部份）產生的暫時差額，以及有關投資附屬公司的暫時差額，如為應課稅差額，則本集團可控制撥回時間及該等差額於可見將來應不會撥回者，而如為可扣稅差額，即於可見將來或會撥回者。

所確認遞延稅項金額乃根據預期資產及負債賬面值變現或結算方式，按報告期末已頒佈或實質頒佈的稅率計算。遞延稅項資產及負債不會貼現。

於各報告期末會檢討遞延稅項資產的賬面值，並會減少至不可能有足夠應課稅溢利供相關稅務優惠動用為止。任何有關減少會於可能有足夠應課稅溢利時撥回。

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### 1 Significant accounting policies (continued)

#### (p) Income tax (continued)

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### 1 主要會計政策 (續)

#### (p) 所得稅 (續)

分派股息產生的額外所得稅會於確認支付相關股息的負債時確認。

即期稅項結餘與遞延稅項結餘以及相關增減會分開呈列，且不會對銷。倘本公司或本集團可合法將即期稅項資產與即期稅項負債對銷，並符合下列其他條件，則可將即期稅項資產與即期稅項負債以及遞延稅項資產與遞延稅項負債互相對銷：

- 如為即期稅項資產及負債，本公司或本集團擬按淨額結算，或同時變現資產及結算負債；或
- 如為遞延稅項資產及負債，則須與同一稅務機關所徵收所得稅有關：
  - 同一應課稅實體；或
  - 不同應課稅實體，計劃在預期有重大金額的遞延稅項負債或資產須予清償或收回的每個未來期間，按淨額基準變現即期稅項資產及清償即期稅項負債，或同時變現及清償該資產及該負債。

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### 1 Significant accounting policies (continued)

#### (q) Provisions and contingent liabilities

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

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

### 1 主要會計政策 (續)

#### (q) 撥備及或然負債

當本集團或本公司因過往事件而須負上法律或推定責任，可能須為履行該責任而耗損經濟利益，並能可靠地估計時，則須就未能確定時間或金額之其他負債計提撥備。倘金額涉及重大時間價值，則有關撥備按預計履行責任所需支出之現值列賬。

倘不大可能需要耗損經濟利益，或其金額未能可靠地預測，則須披露有關責任為或然負債，惟耗損經濟利益之可能性極低者除外。當潛在責任須視乎一項或多項未來事件是否發生方可確定是否存在，則該等責任亦披露為或然負債，惟耗損經濟利益之可能性極低者除外。





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### 1 Significant accounting policies (continued)

#### (r) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

### 1 主要會計政策 (續)

#### (r) 收益及其他收入

當收入由銷售貨品、本集團於日常業務過程提供服務或其他公司使用本集團租賃項下資產所產生時，則由本集團分類為收入。

收入於產品或服務的控制權轉移至客戶或承租人擁有資產使用權時確認，金額為本集團將有權收取之承諾代價，且不包括代表第三方收取的有關金額。收入不包括增值稅或其他銷售稅，且乃經扣減任何貿易折扣。

倘合約載有向客戶提供超過12個月的重大融資利益之融資組成部份，則收益按應收金額的現值計量，並使用反映於與有關客戶的個別融資交易之貼現率貼現，且利息收入根據實際利率法分開應計。倘合約載有向本集團提供重大融資利益之融資組成部份，則根據該合約確認的收入包括根據實際利率法合約責任附有的利息開支。本集團利用國際財務報告準則第15號第63段中的實際便利，並無於倘融資期為12個月或以下而就重大融資組成部份之任何影響調整代價。

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### 1 Significant accounting policies (continued)

#### (r) Revenue and other income (continued)

Further details of the Group's revenue and other income recognition policies are as follows:

##### (i) Sale of aluminum products

Revenue is recognised when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.

In the comparative period, revenue from sales of aluminium products was recognised when the aluminium products were delivered to the customers' premises, which was taken to be the point in time when the customer had accepted the goods and the related risks and rewards of ownership.

### 1 主要會計政策 (續)

#### (r) 收益及其他收入 (續)

本集團收益及其他收入確認政策之進一步詳情如下：

##### (i) 銷售鋁產品

收益乃於客戶佔有及接受產品時確認。倘產品屬部分履行涵蓋其他貨品及／或服務之合約，則確認之收益金額為合約項下交易總價之適當比例，乃按相對獨立售價基準在合約約定之所有商品及服務之間分配。

於比較期間，銷售鋁產品收益在鋁產品及時送達客戶場地且客戶接納貨品及其所有權相關的風險及回報時確認。

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### 1 Significant accounting policies (continued)

#### (r) Revenue and other income (continued)

##### (ii) Sale of properties

Revenue arising from the sale of properties developed for sale in the ordinary course of business is recognised when the property is accepted by the customer, or deemed as accepted according to the contract, whichever is earlier, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under contract liabilities (see Note 1(j)).

When residential properties are marketed by the Group while the property is still under construction, the Group may offer a discount compared to the listed sales price, provided the customer agrees to pay the balance of the consideration early. In such cases, if the advance payments are regarded as providing a significant financing benefit to the Group, interest expense arising from the adjustment of time value of money will be accrued by the Group during the period between the payment date and the completion date of legal assignment. This accrual increases the balance of the contract liability during the period of construction, and therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer. The interest is expensed as accrued unless it is eligible to be capitalised under IAS 23, Borrowing costs, in accordance with the policies set out in Note 1(t).

### 1 主要會計政策 (續)

#### (r) 收益及其他收入 (續)

##### (ii) 銷售物業

持作銷售已開發的物業銷售產生之收益一般於物業獲客戶接納或根據合約視為接納(以較早者為準，即客戶有能力直接使用物業及取得該物業大部分剩餘利益之時間點)時予以確認。按金及於收益確認日期前出售物業所收到的分期款項列入財務狀況表合約負債項下(見附註1(j))。

當住宅物業由本集團推出市場出售，而該物業仍在建設中時，本集團可能提供較已上市銷售價格折讓，惟客戶同意提早支會代價結餘。於此情況下，倘墊付款項被視為向本集團提供重大融資福利，貨幣價值時間調整產生的利息開支將由本集團於支付日期及法律轉讓期間應計。該應計增加了合約負債金額，及因此增加當已完成物業的控制權轉移予客戶時確認的收益金額。除非符合國際會計準則第23號借貸成本中的資本化，否則利息根據附註1(t)所載之政策按應計費用計銷。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 1 Significant accounting policies (continued)

#### (r) Revenue and other income (continued)

##### (ii) Sale of properties (continued)

In the comparative period, revenue from sales of properties was recognised upon the later of the signing of the sale and purchase agreement and the completion of the properties, which was taken to be the point in time when the risks and rewards of ownership of the property had passed to the buyer. Deposits and instalments received on properties sold prior to the date of revenue recognition were included in the statement of financial position under trade and other payables and no interest expense was accrued on payments received in advance. As a result of the change in accounting policy for accruing interest on payments in advance, adjustments have been made to opening balances as at 1 January 2018 (see Note 1(c)(ii)).

##### (iii) Services income

Revenue from services rendered is recognised in profit or loss at the time of provision of the service is completed.

### 1 主要會計政策 (續)

#### (r) 收益及其他收入 (續)

##### (ii) 銷售物業 (續)

於比較期間，於簽訂買賣協議及物業竣工時（於較後發生者為準）確認物業銷售收入，即被視為將物業擁有權之風險及回報轉移至買方之時間點。就於收益確認日期前所售物業所收取的按金及分期付款列入財務狀況表交易應收款項及其他應收款項。並無對預先所收取的付款應計利息開支。由於預付款項應計利息的會計政策變動，因此於二零一八年一月一日的期初結餘作出調整（見附註1(c)(ii)）。

##### (iii) 服務收入

來自提供服務之收益於提供服務時間完成時於損益確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (r) Revenue and other income (continued)

##### (iv) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

##### (v) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see Note 1(h)(i)).

### 1 主要會計政策 (續)

#### (r) 收益及其他收入 (續)

##### (iv) 經營租賃之租金收入

經營租賃之應收租金收入於相關租期內於損益分期等額確認，惟倘有其他方法能更清楚地反映使用租賃資產所得收益之模式則除外。租金優惠於損益確認為淨應收租金總額一部份。或然租金於所涉會計期間確認為收入。

##### (v) 利息收入

由於利息收入採用實際利率法應計，因此確認利息收入。就按攤銷成本計量的金融資產或按公平值計入其他全面收益計量的金融資產（可劃轉）而言，實際利率應用於資產賬面總額。就信貸減值金融資產而言，實際利率應用於資產的攤銷成本（即賬面總額減虧損撥備）（見附註1(h)(i)）。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (r) Revenue and other income (continued)

##### (vi) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are initially recognised as deferred income and subsequently recognised as other income in profit or loss over the useful life of the assets.

#### (s) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

### 1 主要會計政策 (續)

#### (r) 收益及其他收入 (續)

##### (vi) 政府補助金

倘可合理保證可收取政府補助金且本集團可符合有關條件，則政府補助金會首先於財務狀況表確認。補償本集團所涉開支之補助金於相關開支產生之相同期間按系統性基準於損益內確認為收益。補償本集團資產成本之補助金初步確認為遞延收入，並其後於損益按資產之可使用年期確認為其他收益。

#### (s) 外幣換算

年內之外幣交易按交易日當日之匯率換算。以外幣為單位之貨幣性資產及負債按報告期末當日之匯率換算。外匯收益及虧損於損益內確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (s) Translation of foreign currencies (continued)

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

The results of foreign operations are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised directly in other comprehensive income and accumulated separately in equity in the exchange reserve.

#### (t) Borrowing costs

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

### 1 主要會計政策 (續)

#### (s) 外幣換算 (續)

以外幣按歷史成本計算之非貨幣資產及負債按交易日當日之匯率換算。交易日期為本集團初步確認有關非貨幣資產或負債之日。以外幣計值而以公平值列賬之非貨幣資產及負債乃按釐定公平值當日適用之匯率換算。

海外業務之業績按與交易日匯率相若之匯率換算為人民幣。財務狀況表項目按報告期末之匯率換算為人民幣。由此產生之匯兌差額直接於其他全面收益確認及於匯兌儲備中之權益獨立累計。

#### (t) 借貸成本

需要相當長時間方可作擬定用途或銷售之資產之收購、建設或生產直接相關之借貸成本撥作該資產成本一部份。其他借貸成本於產生期間予以支銷。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (t) Borrowing costs (continued)

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

#### (u) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.

### 1 主要會計政策 (續)

#### (t) 借貸成本 (續)

當合資格資產產生開支、涉及借貸成本及將資產作擬定用途或銷售所需之活動進行時，開始將借貸成本資本化為該資產成本一部份。於合資格資產作擬定用途或銷售所需之絕大部份活動中止或完成時，將會暫停或不再將借貸成本資本化。

#### (u) 關連方

- (a) 倘屬以下人士，則該人士或該人士之近親與本集團有關連：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本集團或本集團母公司之主要管理層成員。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (u) Related parties (continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).

### 1 主要會計政策 (續)

#### (u) 關連方 (續)

- (b) 倘符合下列任何條件，則該實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
  - (ii) 一間實體為另一實體之聯營公司或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業）。
  - (iii) 兩間實體均為同一第三方之合營企業。
  - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
  - (v) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃。
  - (vi) 實體受(a)內所識別人土控制或共同控制。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (u) Related parties (continued)

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

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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

#### (v) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

### 1 主要會計政策 (續)

#### (u) 關連方 (續)

(b) 倘符合下列任何條件，則該實體與本集團有關連：  
(續)

(vii) (a)(i)內所識別人對實體有重大影響力或屬該實體（或該實體之母公司）之主要管理層成員。

(viii) 實體或實體所屬之集團任何成員公司向本集團或本集團母公司提供主要管理人員服務。

某一人士之近親家屬成員指預期與實體進行買賣時可影響該人士或受該人士影響的有關家屬成員。

#### (v) 分部報告

經營分部及於財務報表中呈報之各分部項目金額自定期提供予本集團最高行政管理人員就資源分配及評估本集團不同業務及地理位置之表現之財務資料中識別出來。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 1 Significant accounting policies (continued)

#### (v) Segment reporting (continued)

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### 2 Accounting judgements and estimates

#### (a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following accounting judgements:

##### *Investment property*

The Group has temporarily sub-let vacant plants and warehouses but has decided not to treat these properties as investment properties because it is not the Group's intention to hold these properties in the long-term for capital appreciation or rental income. Accordingly, these properties are still treated items of other property, plant and equipment.

### 1 主要會計政策 (續)

#### (v) 分部報告 (續)

就財務呈報而言，除非經營分部具備相似之經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務之方法及監管環境之性質方面相似，否則各個重大經營分部不會進行合算。個別非重大之經營分部，如果符合上述大部份標準，則可進行合計。

### 2 會計判斷及估計

#### (a) 應用於本集團會計政策的主要會計判斷

於應用本集團會計政策過程中，管理層已作出下列會計判斷：

##### *投資物業*

本集團暫時出租閒置廠房及倉儲，但決定不將此等物業視為投資物業，原因為本集團無意為長期資本增值或取得租金收入而持有此等物業。因此，此等物業仍然被視為其他物業、廠房及設備的項目。



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(Expressed in Renminbi unless otherwise indicated)  
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### 2 Accounting judgements and estimates

(continued)

#### (b) Sources of estimation uncertainty

Note 22 contains information about the assumptions and its risk factors relating to valuation of fair value of share options granted. Other key source of estimation uncertainty are as follows:

##### (i) Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives, after taking into account the estimated residual value. The Group reviews annually the useful life of an asset and its residual value, if any. The depreciation expense for future years is adjusted if there are significant changes from previous estimation.

##### (ii) Loss allowance for trade receivables

The Group estimates the loss allowances for trade receivables by assessing the ECLs. This requires the use of estimates and judgements. ECLs are based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, and an assessment of both the current and forecast general economic conditions at the end of reporting period. Where the estimation is different from the original estimate, such difference will affect the carrying amounts of trade receivables and thus the impairment loss in the period in which such estimate is changed. The Group keeps assessing the expected credit loss of trade receivables during their expected lives.

### 2 會計判斷及估計 (續)

#### (b) 估計不確定性之來源

附註22載列有關已授出購股權公平價值估值之假設及其風險因素之資料。其他估計不確定性之主要來源載列如下：

##### (i) 折舊

物業、廠房及設備經計及估計剩餘價值後，在估計可使用年期內以直線法折舊。本集團每年檢討資產的可使用年限及剩餘價值（如有）。倘過往估計有重大改變，則調整日後年度的折舊開支。

##### (ii) 交易應收款項虧損撥備

本集團透過評估預期信貸虧損估計交易應收款項的虧損撥備。此需要運用估計及判斷。預期信貸虧損乃根據與本集團的過往信貸虧損經驗，就具體債務人的因素作出之調整及於報告期末對當前及預期整體經濟狀況作出的評估得出。倘估計與初始估計出現差異，有關差異將影響交易應收款項的賬面值，因此，有關估計期間的減值虧損會出現變動。本集團會在預期期限內不斷評估交易應收款項的預期信貸虧損。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 3 Revenue and segment reporting

#### (a) Revenue

The principle activities of the Group are the manufacturing and sale of aluminium profiles and property development.

#### (i) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

Revenue from contracts with customers within the scope of IFRS 15	國際財務報告準則第15號範圍內之客戶合約收入		
Disaggregated of product lines or service line	按產品線或服務線劃分之明細		
– Sale of aluminium profiles	– 銷售鋁型材	9,436,257	7,121,007
– Sale of aluminium panels, aluminium alloy, moulds and spare parts	– 銷售鋁板、鋁合金、模具及零部件	169,698	106,717
– Sales of completed properties	– 銷售已竣工物業	301,164	–
– Revenue from service contracts	– 服務合約收益	17,398	11,934
		<b>9,924,517</b>	<b>7,239,658</b>

Disaggregation of revenue from contracts with customers by the timing of revenue recognition and by geographic markets is disclosed in Notes 3(b)(i) and 3(b)(iii) respectively.

### 3 收益及分部報告

#### (a) 收益

本集團之主要業務為製造及銷售鋁型材及物業發展。

#### (i) 收益明細

年內按主要產品或服務線劃分之客戶合約收入明細如下：

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
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按收益確認時間及按區域市場劃分之客戶合約收入分別於附註3(b)(i)及3(b)(iii)披露。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 3 Revenue and segment reporting (continued)

#### (a) Revenue (continued)

##### (i) Disaggregation of revenue (continued)

The Group's customer base is diversified and does not include any individual customer (2017: Nil) with whom transactions have exceeded 10% of the Group's revenue.

##### (ii) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

As at 31 December 2018, total amounts of the transaction price under the Group's existing contracts were fully recognised as revenue.

#### (b) Segment reporting

The Group manages its businesses by product lines. In a manner consistent with the way in which the information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following reportable segments.

- Industrial aluminium profiles: this segment manufactures and sells plain aluminium profiles, mainly for industrial usage.

### 3 收益及分部報告 (續)

#### (a) 收益 (續)

##### (i) 收益明細 (續)

本集團客戶基礎多元化，且並不包括交易佔本集團收益超過10%之任何個別客戶(二零一七年：無)。

##### (ii) 於報告日期已存續的客戶合約所產生預期將於日後確認之收益

於二零一八年十二月三十一日，本集團現有合約項下之交易價總額悉數確認為收益。

#### (b) 分部報告

本集團按產品線管理其業務。按與向本集團最高執行管理人員內部呈報資料以進行資源分配及績效評估一致之方式，本集團已呈列下列可報告分部：

- 工業鋁型材：該分部製造及銷售純鋁型材，主要用作工業用途。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 3 Revenue and segment reporting (continued)

#### (b) Segment reporting (continued)

- Construction aluminium profiles: this segment manufactures and sells aluminium profiles with surface finishing, including anodic oxidation aluminium profiles, electrophoresis coating aluminium profiles, powder coating aluminium profiles and PVDF coating aluminium profiles. Construction aluminium profiles are widely used in architecture decoration.
- Property development: this segment develops and sells office premises and residential properties.
- All other segments: include the revenue generated from service contracts and sale of aluminium panels, aluminium alloy, moulds and spare parts.

#### (i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results attributable to each reportable segment on the following bases:

### 3 收益及分部報告 (續)

#### (b) 分部報告 (續)

- 建築鋁型材：該分部製造及銷售經表面處理鋁型材，包括陽極氧化鋁型材、電泳塗裝鋁型材、粉末噴塗鋁型材及PVDF噴塗鋁型材。建築鋁型材廣泛用於建築裝修。
- 物業發展：該分部發展及銷售辦公室及住宅物業。
- 所有其他分部：包括服務合約產生之收入及銷售鋁板、鋁合金、模具及零部件。

#### (i) 分部業績、資產及負債

為進行分部績效評估及分部間資源分配，本集團高級執行管理人員按以下基準監察各個可報告分部應佔業績：





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### 3 Revenue and segment reporting (continued)

#### (b) Segment reporting (continued)

##### (i) Segment results, assets and liabilities (continued)

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments. However, other than reporting inter-segment sales of aluminium profiles, assistance provided by one segment to another, including sharing of assets, is not measured.

The measure used for reporting segment profit is gross profit. The Group's senior executive management is provided with segment information concerning segment revenue and profit. Segment assets and liabilities are not reported to the Group's senior executive management regularly.

### 3 收益及分部報告 (續)

#### (b) 分部報告 (續)

##### (i) 分部業績、資產及負債 (續)

收益及開支乃參考該等分部所產生之銷售及該等分部所產生之開支或該等分部應佔資產折舊或攤銷所產生之其他開支分配至可報告分部。然而，除報告分部間鋁型材之銷售外，某一分部向另一分部提供之協助（包括共用資產）並不計算在內。

用於報告分部溢利之計量方式為毛利。本集團高級執行管理人員獲提供有關分部收益及溢利之分部資料。分部資產及負債並無定期向本集團高級執行管理人員報告。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 3 Revenue and segment reporting (continued)

#### (b) Segment reporting (continued)

##### (i) Segment results, assets and liabilities (continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2018 and 2017 is set out below:

### 3 收益及分部報告 (續)

#### (b) 分部報告 (續)

##### (i) 分部業績、資產及負債 (續)

就截至二零一八年及二零一七年十二月三十一日止年度之資源分配及分部績效評估而言，向本集團最高執行管理人員提供之有關本集團可報告分部資料載列如下：

	Industrial aluminium profiles		Construction aluminium profiles		Property development		All other segments		Total	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Reportable segment revenue										
Revenue from external customers	2,215,995	1,659,615	7,220,262	5,461,392	301,164	-	187,096	118,651	9,924,517	7,239,658
Reportable segment profit										
Gross profit	273,997	204,434	858,277	757,394	120,921	-	97,577	52,761	1,350,772	1,014,589

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 3 Revenue and segment reporting (continued)

### 3 收益及分部報告 (續)

#### (b) Segment reporting (continued)

#### (b) 分部報告 (續)

#### (ii) Reconciliations of reportable segment profit

#### (ii) 可報告分部溢利之對賬

		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Reportable segment profit derived from the Group's external customers	來自本集團外界客戶之可報告分部溢利	1,350,772	1,014,589
Other income	其他收益	54,939	44,469
Distribution costs	分銷成本	(278,949)	(169,466)
Administrative expenses	行政開支	(360,422)	(322,619)
Finance costs	財務成本	(164,221)	(130,329)
Share of profit of an associate	分佔一間聯營公司溢利	5,797	7,801
Consolidated profit before taxation	除稅前綜合溢利	607,916	444,445

#### (iii) Geographic information

#### (iii) 地區資料

Analysis of the Group's revenue and results as well as analysis of the Group's carrying amount of segment assets and additions to property, plant and equipment by geographical market has not been presented as over 97% (2017: 95%) of the revenue are generated from the PRC market.

並無呈列本集團按地區市場劃分之收益及業績分析以及本集團分部資產賬面值及添置物業、廠房及設備之分析，原因為逾97%（二零一七年：95%）之收益均來自中國市場。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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#### 4 Other income

#### 4 其他收益

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Interest income	利息收入	7,813	8,141
Government grants (i)	政府補貼(i)		
– Unconditional subsidies	– 無條件補貼	16,034	13,266
– Conditional subsidies (Note 21)	– 有條件補貼 (附註21)	21,125	22,193
Rental income	租金收入	10,869	11,170
Net foreign exchange loss	外匯虧損淨額	(528)	(5,658)
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備虧損	(374)	(4,643)
		<b>54,939</b>	<b>44,469</b>

(i) Government grants in the form of cash subsidies were received from various PRC government authorities.

– Unconditional subsidies

The entitlements of certain government grants amounting to RMB16,034,000 (2017: RMB13,266,000) were unconditional. The funds were to subsidise the operating expenses of the PRC subsidiaries of the Group during the current year.

– Conditional subsidies

The remaining government grants were conditional government grants and initially recorded as deferred income. The amount of conditional government grants charged to the consolidated statement of profit or loss for the year ended 31 December 2018 was RMB21,125,000 (2017: RMB22,193,000) (Note 21).

(i) 自中國政府各機關獲得現金補貼形式的政府補貼。

– 無條件補貼

金額為人民幣16,034,000元(二零一七年:人民幣13,266,000元)之若干政府補貼配額為無條件。該等資金為年內本集團之中國附屬公司之營運開支提供補貼。

– 有條件補貼

餘下政府補助為有條件政府補貼，並初始列為遞延收入。於截至二零一八年十二月三十一日止年度之綜合損益表內扣除之有條件政府補貼金額為人民幣21,125,000元(二零一七年:人民幣22,193,000元)(附註21)。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 4 Other income (continued)

#### (ii) Total future minimum lease payments receivable by the Group

Total future minimum lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within 1 year	1年內	8,761	9,308
After 1 year but within 5 years	1年後但5年內	24,795	15,247
After 5 years	5年後	8,290	11,370
		<b>41,846</b>	<b>35,925</b>

### 4 其他收益 (續)

#### (ii) 本集團應收未來最低租賃付款總額

本集團將於未來期間根據於報告日期訂立的不可解除經營租賃應收的未來最低租賃付款總額如下：

### 5 Profit before taxation

Profit before taxation is arrived at after charging/crediting:

#### (a) Finance costs:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Interest expenses on bank loans	銀行貸款之利息開支	142,580	118,285
Interest expenses on discounted bills	已貼現票據之利息開支	21,641	12,044
Total borrowing costs	借貸成本總額	<b>164,221</b>	<b>130,329</b>

### 5 除稅前溢利

除稅前溢利乃扣除／(計入)以下各項後得出：

#### (a) 財務成本：





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### 5 Profit before taxation (continued)

#### (b) Staff costs:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Contributions to defined contribution retirement plan	向界定退休福利計劃供款	59,051	44,436
Equity-settled share-based payment expenses (Note 22(b))	以股權結算以股份為基礎的付款開支 (附註22(b))	561	—
Salaries, wages and other benefits	薪金、工資及其他福利	653,518	540,617
		<b>713,130</b>	<b>585,053</b>

Pursuant to the relevant labour rules and regulations in the PRC, the PRC subsidiaries participate in defined contribution retirement benefit schemes (the “Schemes”) organised by the local authority whereby the PRC subsidiaries are required to make contributions to the Schemes based on certain percentages of the eligible employees’ salaries. The local government authorities are responsible for the entire pension obligations payable to the retired employees.

Contributions to the Mandatory Provident Fund (“MPF”) are required under the Hong Kong Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). The Group and its employees in Hong Kong make monthly mandatory contributions to the MPF scheme at 5% of the employees’ relevant income as defined under the Mandatory Provident Fund Schemes Ordinance. The contributions from employees and employers are subject to a cap of monthly relevant income of Hong Kong Dollars (“HKD”) 30,000 for the year ended 31 December 2018 (2017: HKD30,000).

The Group has no other material obligations for payments of retirement and other post-retirement benefits of employees other than the contributions described above.

### 5 除稅前溢利 (續)

#### (b) 員工成本：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Contributions to defined contribution retirement plan	59,051	44,436
Equity-settled share-based payment expenses (Note 22(b))	561	—
Salaries, wages and other benefits	653,518	540,617
	<b>713,130</b>	<b>585,053</b>

根據中國相關勞動規則及法規，中國附屬公司參與由地方政府機關組織的定額供款退休福利計劃（「計劃」），據此，中國附屬公司須按合資格僱員薪金的一定百分比向計劃作出供款。地方政府機關負責就全部養老金責任向退休僱員作出供款。

香港強制性公積金計劃條例（香港法例第485章）規定向強制性公積金（「強積金」）作出供款。本集團及其香港僱員每月按強制性公積金計劃條例下界定的僱員相關收入的5%向強積金計劃作出強制性供款。截至二零一八年十二月三十一日止年度，僱員及僱主的供款以每月相關收入30,000港元（「港元」）（二零一七年：30,000港元）為上限。

除上述供款外，本集團並無就支付僱員退休及其他退休後福利承擔其他重大責任。

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綜合財務報表附註(Expressed in Renminbi unless otherwise indicated)  
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## 5 Profit before taxation (continued)

## 5 除稅前溢利 (續)

## (c) Other items:

## (c) 其他項目:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Depreciation (Note 10)	折舊 (附註10)	281,663	263,029
Amortisation of lease prepayments (Note 11)	預付租金攤銷 (附註11)	8,766	7,323
Research and development costs (ii)	研發成本(ii)	425,295	319,372
Impairment losses on trade receivables	交易應收款項之 減值虧損	17,261	5,203
Impairment losses on other receivables	其他應收款項之 減值虧損	1,544	27
Auditors' remuneration	核數師酬金		
– audit services	– 審核服務	1,355	1,255
– other services	– 其他服務	760	740
Cost of inventories (i)/(Note 14(a))	存貨成本 (i)/(附註14(a))	8,577,702	6,225,069
Operating lease charges	經營租金開支	2,972	2,193

(i) Cost of inventories for the year ended 31 December 2018 included RMB698,725,000 (2017: RMB596,994,000) relating to depreciation, operating lease charges and staff costs, which amount is also included in the respective total amounts disclosed separately above or in Note 5(b) for each of these types of expenses.

(ii) Research and development costs for the year ended 31 December 2018 included RMB91,836,000 (2017: RMB72,320,000) relating to staff costs of employees which amount is also included in total staff costs as disclosed in Note 5(b).

(i) 截至二零一八年十二月三十一日止年度，存貨成本包括與折舊、經營租金開支及員工成本有關之人民幣698,725,000元（二零一七年：人民幣596,994,000元），該金額亦已計入上文或附註5(b)分開披露的各類開支總額。

(ii) 截至二零一八年十二月三十一日止年度之研發成本包括與僱員之員工成本有關之人民幣91,836,000元（二零一七年：人民幣72,320,000元），該金額亦已計入附註5(b)披露之員工成本總額。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 6 Income tax in the consolidated statement of profit or loss

(a) Taxation in the consolidated statement of profit or loss represents:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>Current tax</b>	<b>即期稅項</b>		
Provision for PRC corporate income tax ("CIT") and Hong Kong Profits Tax	中國企業所得稅 (「企業所得稅」) 及香港利得稅撥備	83,194	65,804
Provision for PRC land appreciation tax ("LAT")	中國土地增值稅 (「土地增值稅」) 撥備	18,066	-
		<b>101,260</b>	65,804
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences (Note 23(b))	臨時差額產生及撥回 (附註23(b))	12,678	(3,989)
		<b>113,938</b>	61,815

(i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the "BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.

(ii) The provision for Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the year ended 31 December 2018 (2017: 16.5%).

### 6 於綜合損益表內之所得稅

(a) 於綜合損益表內之稅項為：

(i) 根據開曼群島及英屬處女群島 (「英屬處女群島」) 規則及規例，本集團毋須繳納開曼群島及英屬處女群島之任何所得稅。

(ii) 香港利得稅撥備乃按截至二零一八年十二月三十一日止年度之估計應課稅溢利以16.5% (二零一七年：16.5%) 稅率計算。



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### 6 Income tax in the consolidated statement of profit or loss (continued)

#### (a) Taxation in the consolidated statement of profit or loss represents: (continued)

- (iii) Pursuant to the income tax rules and regulations of the PRC, the PRC subsidiaries of the Group are liable to PRC corporate income tax at a rate of 25% for 2018 (2017: 25%) except for Guangdong Xingfa Aluminium Co., Ltd. (“Guangdong Xingfa”), Xingfa Aluminium (Chengdu) Co., Ltd. (“Chengdu Xingfa”), Guangdong Xingfa Aluminium (Henan) Co., Ltd. (“Xingfa Henan”) and Guangdong Xingfa Aluminium (Jiangxi) Co., Ltd. (“Xingfa Jiangxi”) which were certified as “Advanced and New Technology Enterprises” (“ANTE”) and entitled to the preferential income tax rate of 15% for 2018 (2017: 15%).

### 6 於綜合損益表內之所得稅 (續)

#### (a) 於綜合損益表內之稅項為：(續)

- (iii) 根據中國所得稅規則及規例，本集團之中國附屬公司於二零一八年須按25%（二零一七年：25%）之稅率繳納中國企業所得稅，惟廣東興發鋁業有限公司（「廣東興發」）、興發鋁業（成都）有限公司（「成都興發」）、廣東興發鋁業（河南）有限公司（「興發河南」）及廣東興發鋁業（江西）有限公司（「興發江西」）具備「高新技術企業」（「高新技術企業」）之資格並於二零一八年享有15%（二零一七年：15%）之優惠所得稅稅率。

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### 6 Income tax in the consolidated statement of profit or loss (continued)

#### (a) Taxation in the consolidated statement of profit or loss represents: (continued)

- (iv) Pursuant to the new tax law in the PRC, from 1 January 2008, non-resident enterprises without an establishment or place of business in the PRC or which have an establishment or place of business in the PRC but whose relevant income is not effectively connected with the establishment or a place of business in the PRC, will be subject to withholding tax at the rate of 10% (unless reduced by tax treaty) on various types of passive income such as dividends derived from sources within the PRC. Pursuant to the Sino-Hong Kong Double Tax Arrangement and the related regulations, a qualified Hong Kong tax resident will be liable for a reduced withholding tax rate of 5% on dividends from a PRC enterprise if the Hong Kong tax resident is the “beneficial owner” and holds 25% or more of the equity interest of the PRC enterprise. As Guangdong Xingfa is held by a Hong Kong incorporated subsidiary, a rate of 5% is applicable to the calculation of this withholding tax.

At 31 December 2018, deferred tax liabilities of RMB4,421,000 (2017: RMB5,115,000) (Note 23(b)(i)) have been provided for in this regard based on the expected dividends to be distributed from Guangdong Xingfa in the foreseeable future in respect of the profits generated since 1 January 2008.

### 6 於綜合損益表內之所得稅 (續)

#### (a) 於綜合損益表內之稅項為：(續)

- (iv) 根據中國新稅法，由二零零八年一月一日起，在中國境內未設立機構、場所，或者雖在中國境內設立機構、場所但取得之有關收入與其在中國境內所設機構、場所沒有實際聯繫之非居民企業，將須就多種被動收入（如源於中國境內之股息）按10%稅率（除非按稅收協定減免）繳納預提稅。根據內地與香港訂立的《雙重徵稅安排》及相關法規，倘一名合資格香港稅務居民為「實益擁有人」並持有中國企業25%或以上的股權，則該香港稅務居民須就其來自中國企業的股息按優惠稅率5%繳納預提稅。由於廣東興發由一間於香港註冊成立之附屬公司持有，故計算此預提稅適用之稅率為5%。

於二零一八年十二月三十一日，以廣東興發在可預見將來就自二零零八年一月一日起所產生利潤將會派發的預期股息為基礎，已就人民幣4,421,000元（二零一七年：人民幣5,115,000元）（附註23(b)(i)）之遞延稅項負債作出撥備。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 6 Income tax in the consolidated statement of profit or loss (continued)

#### (a) Taxation in the consolidated statement of profit or loss represents: (continued)

- (v) During the year of 2018, Guangdong Xingfa, Xingfa Henan and Xingfa Jiangxi obtained approval from local tax authorities to claim super deduction on research and development expenses. As such, the income tax for 2018 was reduced by RMB8,755,000 (2017: RMB7,701,000). Such additional tax deduction on research and development expenses equals 50% of the amount actually incurred.
- (vi) LAT is levied on properties developed in the PRC by the Group for sale, at progressive rates ranging from 30% to 60% on the appreciation of land value, which under the applicable regulations is calculated based on the proceeds of sales of properties less deductible expenditures including lease charges of land use rights, borrowing costs and relevant property development expenditures.

### 6 於綜合損益表內之所得稅 (續)

#### (a) 於綜合損益表內之稅項為：(續)

- (v) 於二零一八年，廣東興發、興發河南及興發江西已就申請加計扣除研發開支獲得當地稅務局批准。因此，二零一八年之所得稅減少人民幣8,755,000元（二零一七年：人民幣7,701,000元）。有關對研發開支之額外扣稅相等於實際產生金額之50%。
- (vi) 土地增值稅乃本集團出售的中國已開發物業就地價增值按土地增值稅累進稅率30%至60%徵收，根據適用法規計算，地價增值即物業銷售所得款項減去可扣減支出（包括土地使用權租賃費用、借貸成本及相關物業發展開支）。

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### 6 Income tax in the consolidated statement of profit or loss (continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

### 6 於綜合損益表內之所得稅 (續)

(b) 按適用稅率計算之稅項開支與會計溢利對賬：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	607,916	444,445
Less: LAT	減：土地增值稅	18,066	-
Profit before CIT and Hong Kong Profits Tax	除企業所得稅及香港利得稅前溢利	589,850	444,445
Notional tax on profit before taxation, calculated at the rates applicable to the jurisdiction concerned	按相關司法權區適用稅率計算之除稅前溢利之名義稅項	152,731	115,426
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	783	652
Tax effect of share of profit of an associate	分佔一間聯營公司溢利之稅務影響	(870)	(1,170)
Effect of tax concessions	稅務優惠之影響	(51,823)	(47,411)
Super deduction on research and development expenses in respect of 2017 (Note 6(a)(v))	二零一七年之研發開支加計扣除 (附註6(a)(v))	(8,755)	(7,701)
Effect of withholding on undistributed profits retained by PRC subsidiaries (Note 23)	預扣中國附屬公司未分配保留溢利的影響 (附註23)	3,806	2,019
CIT and Hong Kong Profits Tax	企業所得稅及香港利得稅	95,872	61,815
LAT	土地增值稅	18,066	-
Income tax expense	所得稅開支	113,938	61,815

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綜合財務報表附註(Expressed in Renminbi unless otherwise indicated)  
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## 7 Directors' emoluments

Directors' emoluments disclosed pursuant to section 383(1) of Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

## 7 董事酬金

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露之董事酬金如下：

		Fees	Salary, allowance and benefits in kind	Contribution to retirement benefit plan	Bonus paid	Sub-Total	Share-based payments (i)	2018 Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors</b>	<b>執行董事</b>							
Mr. LIU Libin	劉立斌先生	720	220	23	1,389	2,352	31	2,383
Mr. LUO Su (resigned on 16 April 2018)	羅蘇先生 (於二零一八年 四月十六日辭任)	188	208	-	1,250	1,646	-	1,646
Mr. LUO Riming (resigned on 16 April 2018)	羅日明先生 (於二零一八年 四月十六日辭任)	158	199	-	1,250	1,607	-	1,607
Mr. LIAO Yuqing	廖玉慶先生	636	277	-	1,389	2,302	-	2,302
Mr. LAW Yung Koon	羅用冠先生	523	-	15	952	1,490	-	1,490
Mr. WANG Zhihua	王志華先生	416	93	16	1,111	1,636	26	1,662
Mr. DAI Feng (resigned on 10 May 2018)	戴鋒先生 (於二零一八年 五月十日辭任)	116	87	8	1,111	1,322	-	1,322
Ms. ZHANG Li (appointed on 10 May 2018)	張莉女士 (於二零一八年 五月十日獲委任)	349	157	19	-	525	26	551
Mr. LUO Jianfeng (appointed on 16 April 2018)	羅建峰先生 (於二零一八年 四月十六日獲委任)	291	-	-	-	291	-	291
<b>Non-executive directors</b>	<b>非執行董事</b>							
Mr. LU Chaoying (resigned on 6 December 2018)	陸超英先生 (於二零一八年 十二月六日辭任)	-	-	-	-	-	-	-
Ms. XIE Jingyun (appointed on 6 December 2018)	謝景雲女士 (於二零一八年 十二月六日獲委任)	-	-	-	-	-	-	-
Mr. ZUO Manlun (appointed on 16 April 2018)	左滿倫先生 (於二零一八年 四月十六日獲委任)	218	-	-	-	218	-	218
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>							
Mr. CHEN Mo	陳默先生	150	-	-	-	150	-	150
Mr. HO Kwan Yiu	何君堯先生	150	-	-	-	150	-	150
Mr. LAM Ying Hung, Andy	林英鴻先生	180	-	-	-	180	-	180
Mr. LIANG Shibin	梁世斌先生	150	99	-	-	249	-	249
<b>Alternate director to Mr. Liu Libin</b>	<b>劉立斌先生之 替任董事</b>							
Mr. WONG Siu Ki*	黃兆麒先生*	-	-	-	-	-	-	-
<b>Total</b>	<b>總計</b>	<b>4,245</b>	<b>1,340</b>	<b>81</b>	<b>8,452</b>	<b>14,118</b>	<b>83</b>	<b>14,201</b>

## Notes to the Consolidated Financial Statements

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#### 7 Directors' emoluments (continued)

#### 7 董事酬金 (續)

		Salary, allowance and benefits in kind 薪金、津貼 及實物利益	Contribution to retirement benefit plan 退休福利 計劃供款	Bonus paid 已付花紅	Sub-Total 小計	Share-based payments (i) 以股份為 基礎的付款 (i)	2017 Total 二零一七年 總計
	Fees 袍金	RMB '000 人民幣千元	RMB '000 人民幣千元	RMB '000 人民幣千元	RMB '000 人民幣千元	RMB '000 人民幣千元	RMB '000 人民幣千元
<b>Executive directors</b>	<b>執行董事</b>						
Mr. LIU Libin	劉立斌先生	720	206	23	1,053	2,002	2,002
Mr. LUO Su	羅蘇先生	636	278	-	948	1,862	1,862
Mr. LUO Riming	羅日明先生	536	266	-	948	1,750	1,750
Mr. LIAO Yuqing	廖玉慶先生	536	278	-	1,053	1,867	1,867
Mr. LAW Yung Koon	羅用冠先生	542	-	16	933	1,491	1,491
Mr. WANG Zhihua	王志華先生	416	104	16	1,407	1,943	1,943
Mr. DAI Feng	戴鋒先生	320	199	23	842	1,384	1,384
<b>Non-executive directors</b>	<b>非執行董事</b>						
Mr. CHEN Shengguan (resigned on 26 May 2017)	陳勝光先生 (於二零一七年 五月二十六日辭任)	-	-	-	-	-	-
Mr. LU Chaoying (appointed on 26 May 2017)	陸超英先生 (於二零一七年 五月二十六日獲委任)	-	-	-	-	-	-
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Mr. CHEN Mo	陳默先生	150	-	-	-	150	150
Mr. HO Kwan Yiu	何君堯先生	150	-	-	-	150	150
Mr. LAM Ying Hung, Andy	林英鴻先生	180	-	-	-	180	180
Mr. LIANG Shibing	梁世斌先生	150	56	-	-	206	206
<b>Alternate director to Mr. Liu Libin</b>	<b>劉立斌先生之 替任董事</b>						
Mr. WONG Siu Ki*	黃兆麒先生*	522	120	16	347	1,005	1,005
<b>Total</b>	<b>總計</b>	<b>4,858</b>	<b>1,507</b>	<b>94</b>	<b>7,531</b>	<b>13,990</b>	<b>13,990</b>

\* Mr. WONG Siu Ki passed away on 7 March 2018 and there was no replacement to alternate director to Mr. Liu Libin.

\* 黃兆麒先生於二零一八年三月七日逝世及並無劉立斌先生之替任董事的替任人選。

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### 7 Directors' emoluments (continued)

- (i) These represent the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 1(o)(ii) and, in accordance with that policy, includes adjustments to reverse amounts accrued in previous years where grants of equity instruments are forfeited prior to vesting.

The details of these benefits in kind, including the principal terms and number of options granted, are disclosed under the paragraph "Share option scheme" in the Report of Directors and note 22.

### 8 Individuals with highest emoluments

Of the five Individuals with the highest emoluments, three (2017: five) of them are directors whose emoluments are disclosed in Note 7. The aggregate of the emoluments in respect of the other two (2017: Nil) individuals are as follows:

### 7 董事酬金 (續)

- (i) 該等金額指根據本公司購股權計劃授予董事的購股權的估計價值。該等購股權的價值根據附註1(o)(ii)所載本集團有關股份付款交易的會計政策計量，而根據有關政策，該金額包括過往年度在所授出權益工具於歸屬前被沒收的情況下所累計的儲備金額。

該等實物利益的詳情，包括已授出購股權的主要條款及數目，已於董事會報告內「購股權計劃」一段及附註22中披露。

### 8 最高薪酬人士

五名最高薪酬人士中，三名（二零一七年：五名）為董事，彼等之酬金於附註7披露。其他兩名（二零一七年：無）最高薪酬人士的酬金總額如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Fees	袍金	273	-
Salary, allowance and benefits in kind	薪金、津貼及實物利益	769	-
Contribution to retirement benefit plan	退休福利計劃供款	39	-
Bonus paid	已付花紅	2,862	-
Share-based payments	以股份為基礎的付款	56	-
		<b>3,999</b>	-



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### 8 Individuals with highest emoluments

(continued)

The emoluments of the two (2017: Nil) individuals with the highest emoluments are within the following bands:

HK\$1,000,000 – HK\$2,000,000	1,000,000港元至 2,000,000港元
HK\$2,000,001 – HK\$3,000,000	2,000,001港元至 3,000,000港元

### 8 最高薪酬人士 (續)

兩名(二零一七年：無)最高薪人士的酬金介乎下列組別：

2018 二零一八年 Number of individuals 人數	2017 二零一七年 Number of Individuals 人數
---	---

1	–
1	–

### 9 Earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB495,230,000 (2017: RMB382,630,000) and the weighted average number of 418,000,000 ordinary shares (2017: 418,000,000 ordinary shares) in issue during the year.

There were no dilutive potential ordinary shares in issue for the years ended 31 December 2018 and 31 December 2017, and therefore, the diluted earnings per share are the same as the basic earnings per share.

### 9 每股盈利

每股基本盈利乃根據本公司普通股權益股東應佔溢利人民幣495,230,000元(二零一七年：人民幣382,630,000元)及年內已發行普通股加權平均數418,000,000股(二零一七年：418,000,000股普通股)計算。

截至二零一八年十二月三十一日及二零一七年十二月三十一日止年度，並無已發行攤薄潛在普通股，故每股攤薄盈利與每股基本盈利相同。



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## 10 Property, plant and equipment

## 10 物業、廠房及設備

		Buildings and plants 樓宇及廠房 RMB'000 人民幣千元	Machinery 機器 RMB'000 人民幣千元	Motor Vehicles 汽車 RMB'000 人民幣千元	Office equipment and others 辦公室設備 及其他 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本:</b>						
At 1 January 2017	於二零一七年一月一日	1,039,275	1,546,183	28,259	150,043	13,951	2,777,711
Additions	添置	1,549	197,344	1,110	7,013	130,734	337,750
Transfer from construction in progress	轉撥自在建工程	9,473	25,260	-	1,054	(35,787)	-
Disposal	出售	(1,212)	(11,582)	(4,412)	(108)	-	(17,314)
At 31 December 2017 and 1 January 2018	於二零一七年 十二月三十一日及 二零一八年一月一日	1,049,085	1,757,205	24,957	158,002	108,898	3,098,147
Additions	添置	20	257,767	2,113	14,962	98,365	373,227
Transfer from construction in progress	轉撥自在建工程	38,759	21,978	32	476	(61,245)	-
Disposal	出售	-	(5,708)	(2,321)	(323)	-	(8,352)
At 31 December 2018	於二零一八年十二月 三十一日	1,087,864	2,031,242	24,781	173,117	146,018	3,463,022
<b>Accumulated depreciation:</b>	<b>累計折舊:</b>						
At 1 January 2017	於二零一七年一月一日	(134,447)	(703,582)	(20,588)	(124,909)	-	(983,526)
Charge for the year	本年度支出	(31,718)	(222,853)	(1,969)	(6,489)	-	(263,029)
Written back on disposals	出售時撥回	384	6,727	3,969	97	-	11,177
At 31 December 2017 and 1 January 2018	於二零一七年 十二月三十一日及 二零一八年一月一日	(165,781)	(919,708)	(18,588)	(131,301)	-	(1,235,378)
Charge for the year	本年度支出	(33,633)	(237,420)	(1,613)	(8,997)	-	(281,663)
Written back on disposals	出售時撥回	-	3,818	2,123	263	-	6,204
At 31 December 2018	於二零一八年 十二月三十一日	(199,414)	(1,153,310)	(18,078)	(140,035)	-	(1,510,837)
<b>Net book value:</b>	<b>賬面淨值:</b>						
At 31 December 2018	於二零一八年 十二月三十一日	888,450	877,932	6,703	33,082	146,018	1,952,185
At 31 December 2017	於二零一七年 十二月三十一日	883,304	837,497	6,369	26,701	108,898	1,862,769

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

- (i) All properties owned by the Group are located in the PRC.
- (ii) Up to the date of this report, the Group is in the process of applying for the title certificates of certain properties with carrying value of approximately RMB97,474,000 as at 31 December 2018 (2017: RMB249,095,000). The directors of the Company are of the opinion that the use of and the conduct of operating activities at the properties referred to above are not affected by the fact that the Group has not yet obtained the relevant property title certificates.
- (iii) Certain plants with net book value of RMB241,684,000 (2017: RMB637,547,000) were pledged as securities for bank loans of the Group as at 31 December 2018 (Note 20).

### 10 物業、廠房及設備 (續)

- (i) 本集團擁有的全部物業均位於中國。
- (ii) 截至本報告日期，本集團正在為於二零一八年十二月三十一日之賬面值約為人民幣97,474,000元（二零一七年：人民幣249,095,000元）之若干物業申請辦理業權證。本公司董事認為，使用上述物業及在上述物業從事經營活動並不會因本集團尚未取得相關物業業權證書而受到影響。
- (iii) 於二零一八年十二月三十一日，賬面淨值為人民幣241,684,000元（二零一七年：人民幣637,547,000元）之若干廠房已抵押作為本集團銀行貸款之擔保（附註20）。



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### 11 Lease prepayments

### 11 預付租金

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>		
At 1 January	於一月一日	439,490	352,929
Additions	添置	181	86,561
At 31 December	於十二月三十一日	439,671	439,490
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>		
At 1 January	於一月一日	(65,791)	(58,468)
Charge for the year	本年度支出	(8,766)	(7,323)
At 31 December	於十二月三十一日	(74,557)	(65,791)
<b>Carrying amount:</b>	<b>賬面值：</b>		
At 31 December	於十二月三十一日	365,114	373,699

(i) Lease prepayments represent the Group's land use rights on leasehold land located in the PRC. As at 31 December 2018, the remaining period of the land use rights ranges from 35 to 50 years.

(ii) The lease prepayments with carrying value of RMB247,580,000 (2017: RMB287,424,000) were pledged as securities for bank loans of the Group as at 31 December 2018 (Note 20).

(i) 預付租金指本集團位於中國之租賃土地之土地使用權。於二零一八年十二月三十一日，土地使用權之餘下年期介乎35至50年。

(ii) 於二零一八年十二月三十一日，賬面值為人民幣247,580,000元（二零一七年：人民幣287,424,000元）之預付租金已抵押，作為本集團銀行貸款之擔保（附註20）。



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### 12 Investments in subsidiaries

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated:

### 12 於附屬公司之投資

下表僅載有主要影響本集團業績、資產或負債之附屬公司詳情。除另有指明者外，其持有之股份類別為普通股：

Name of companies 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立地點及日期	Authorised/ registered and fully paid-up capital 法定/註冊及 繳足資本詳情	Proportion of ownership interest 擁有權比例			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 由本公司 持有	Held by a subsidiary 由附屬公司 持有	
China Xingfa (BVI) Limited ("Xingfa BVI")	BVI 2 October 2007	United States Dollars ("USD") 2/USD2	100%	100%	-	Investment holding 投資控股
China Xingfa (BVI) Limited ("Xingfa BVI")	英屬處女群島 二零零七年 十月二日	2美元 ("美元")/ 2美元				
Xingfa Aluminium (Hong Kong) Limited ("Xingfa Hong Kong") 興發鋁業(香港)有限公司 ("興發香港")	Hong Kong 14 April 2008 香港 二零零八年 四月十四日	HKD1,000/ HKD1,000 1,000港元/ 1,000港元	100%	-	100%	Sales of aluminium profiles 銷售鋁型材
Guangdong Xingfa Aluminium Co., Ltd 廣東興發鋁業有限公司 (i)(ii) ("Guangdong Xingfa") 廣東興發鋁業有限公司 (i)(ii) ("廣東興發")	PRC 26 May 2006 中國 二零零六年 五月二十六日	RMB360,040,000/ RMB360,040,000 人民幣 360,040,000元/ 人民幣 360,040,000元	100%	-	100%	Manufacturing and sales of aluminium profiles 生產及銷售鋁型材
Xingfa Aluminium (Chengdu) Co., Ltd. 興發鋁業(成都)有限公司 (i)(iii) ("Xingfa Chengdu") 興發鋁業(成都)有限公司 (i)(iii) ("興發成都")	PRC 7 July 2009 中國 二零零九年 七月七日	RMB130,000,000/ RMB130,000,000 人民幣 130,000,000元/ 人民幣 130,000,000元	100%	-	100%	Manufacturing and sales of aluminium profiles 生產及銷售鋁型材
Guangdong Xingfa Aluminium (Jiangxi) Co., Ltd. 廣東興發鋁業(江西)有限公司 (i)(iii) ("Xingfa Jiangxi") 廣東興發鋁業(江西)有限公司 (i)(iii) ("興發江西")	PRC 14 August 2009 中國 二零零九年 八月十四日	RMB100,000,000/ RMB100,000,000 人民幣 100,000,000元/ 人民幣 100,000,000元	100%	-	100%	Manufacturing and sales of aluminium profiles 生產及銷售鋁型材



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## 12 Investments in subsidiaries (continued)

## 12 於附屬公司之投資 (續)

Name of companies 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立地點及日期	Authorised/ registered and fully paid-up capital 法定/註冊及 繳足資本詳情	Proportion of ownership interest 擁有權比例			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 由本公司 持有	Held by a subsidiary 由附屬公司 持有	
Guangdong Xingfa Aluminium (Henan) Co., Ltd. 廣東興發鋁業(河南)有限公司 (i)(iii) ("Xingfa Henan") 廣東興發鋁業(河南)有限公司 (i)(iii) 〔興發河南〕	PRC 10 May 2010	RMB100,000,000/ RMB100,000,000	100%	-	100%	Manufacturing and sales of aluminium profiles 生產及銷售鋁型材
Foshan Xingfa Real Estate Co., Ltd. 佛山市興發房地產開發有限公司 (i)(iii) ("Xingfa Real Estate") 佛山市興發房地產開發有限公司 (i)(iii) 〔興發房地產〕	PRC 5 June 2013	RMB8,000,000/ RMB8,000,000	100%	-	100%	Development, sale and management of properties 物業開發、 銷售及管理
Foshan Xingfa Trading Co., Ltd. 佛山市興發商貿有限公司 (i)(iii) ("Xingfa Trading") 佛山市興發商貿有限公司 (i)(iii) 〔興發商貿〕	PRC 3 December 2014	RMB10,000,000/ RMB10,000,000	100%	-	100%	Trading of aluminium profiles 鋁型材貿易
Guangdong Xingfa Precision Manufacturing Co., Ltd. 廣東興發精密製造有限公司 (i)(iii) ("Xingfa Precision") 廣東興發精密製造有限公司 (i)(iii) 〔興發精密〕	PRC 26 September 2017	RMB200,000,000/ RMB32,200,000	100%	-	100%	Manufacturing and sales of precision products 生產及銷售精密產品
Guangdong Xingfa Aoke Building Technology Co., Ltd. 廣東興發奧科建築科技有限公司 (i)(iii) ("Xingfa Aoke") 廣東興發奧科建築科技有限公司 (i)(iii) 〔興發奧科〕	PRC 20 July 2018	RMB20,000,000/ RMB10,200,000	51%	-	51%	Manufacturing and sales of architecture products 生產及銷售建築產品

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### 12 Investments in subsidiaries (continued)

### 12 於附屬公司之投資 (續)

Name of companies 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立地點及日期	Authorised/ registered and fully paid-up capital 法定/註冊及 繳足資本詳情	Proportion of ownership interest 擁有權比例			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 由本公司 持有	Held by a subsidiary 由附屬公司 持有	
Guangdong Xingfa Environment Technology Co., Ltd. 廣東興發環境科技有限公司 (i)(iii) ("Xingfa Environment") 廣東興發環境科技有限公司 (i)(iii) (「興發環境」)	PRC 30 August 2018 中國 二零一八年 八月三十日	RMB12,000,000/ RMB12,000,000 人民幣 12,000,000元/ 人民幣 12,000,000元	100%	-	100%	Manufacturing and sales of environment protection products 生產及銷售環保產品

(i) These entities are all PRC limited liability companies. The English translation of the company names is for reference only. The official names of these companies are in Chinese.

(i) 該等實體均為中國有限公司。該等公司名稱之英文翻譯僅供參考。該等公司之正式名稱為中文名稱。

(ii) The subsidiary is a wholly foreign owned enterprise.

(ii) 該附屬公司為外商獨資企業。

(iii) The subsidiaries are companies with limited liability.

(iii) 該等附屬公司為有限責任公司。

### 13 Interest in an associate

### 13 於聯營公司之權益

Details of the Group's interest in the associate, which is accounted for using the equity method in the consolidated financial statements, are as follows:

本集團於聯營公司的權益（於綜合財務報表使用權益法入賬）詳情如下：

Name of associate 聯營公司名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及業務地點	Particulars of issued and paid-up capital 已發行及 繳足資本詳情	Proportion of ownership interest 擁有權比例		Principal activities 主要業務
				Group's effective interest 本集團 實際權益	Held by a subsidiary 由附屬公司 持有	
Jiangxi Province Jingxing Aluminium Panel Manufacturing Co., Ltd. ("Jiangxi Jingxing") ("江西省景興鋁模板製造 有限公司") (i) 江西省景興鋁模板製造有限公司 (「江西景興」) (i)	Limited liability company 有限公司	People's Republic of China 中華人民共和國	Registered capital of RMB5,000,000 註冊資本 人民幣5,000,000元	80% (ii)	80% (ii)	Manufacturing and sales of aluminium panels 生產及銷售鋁板

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(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 13 Interest in an associate (continued)

- (i) The English translation of the company name is for reference only. The official name of the company is in Chinese.
- (ii) 20% of Jiangxi Jingxing's paid-up capital was contributed by 廣州景興建築科技有限公司 (in English for identification only, Guangzhou Jingxing Construction Technology Co., Ltd.) ("Guangzhou Jingxing"). The Group has entered into the contractual arrangement with Guangzhou Jingxing. According to the agreement, Guangzhou Jingxing has control over Jiangxi Jingxing. Hence, the Group considered that Jiangxi Jingxing is an associate of the Group.

Jiangxi Jingxing, the only associate in which the Group participates, is an unlisted corporate entity whose quoted market price is not available.

During 2018, the amount of the Group's share of profit from this associate and the unrealised profit from transactions with this associate are RMB5,797,000 (2017: RMB7,801,000) and RMB1,108,000 (2017: RMB865,000), respectively.

### 13 於聯營公司之權益 (續)

- (i) 公司名稱之英文翻譯僅供參考。該公司之正式名稱為中文名稱。
- (ii) 江西景興之20%繳足股本由廣州景興建築科技有限公司(「廣州景興」)出資。本集團已與廣州景興訂立合約安排，根據協議，廣州景興對江西景興擁有控制權，因此本集團將江西景興視為本集團之聯營公司。

江西景興是本集團唯一參與的聯營公司，為非上市企業實體，其並無市場報價。

於二零一八年，本集團應佔該聯營公司的溢利及與該聯營公司的交易產生之未變現溢利金額分別為人民幣5,797,000元(二零一七年：人民幣7,801,000元)及人民幣1,108,000元(二零一七年：人民幣865,000元)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 14 Inventories and other contract costs

#### 14 存貨及其他合約成本

		31 December 2018 二零一八年 十二月 三十一日	1 January 2018 (i) 二零一八年 一月一日 (i)	31 December 2017 (i) 二零一七年 十二月 三十一日 (i)
		Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Inventories</b>	<b>存貨</b>			
Aluminium profiles manufacturing	鋁型材製造			
– Raw materials	– 原材料		260,446	330,011
– Work in progress	– 在製品		471,823	112,681
– Finished goods	– 製成品		134,086	503,526
			<b>866,355</b>	946,218
Property development	物業發展			
– Lease prepayments	– 預付租金		27,847	47,388
– Deed tax	– 契稅		3,273	4,760
– Construction costs	– 建築成本	(ii)	242,706	271,400
			<b>273,826</b>	323,548
<b>Other contract costs</b>	<b>其他合約成本</b>	(iii)	<b>3,863</b>	8,966
			<b>1,144,044</b>	1,263,683



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 14 Inventories and other contract costs

(continued)

Notes:

- (i) The Group has initially applied IFRS 15 using the cumulative effect method and adjusted the opening balances at 1 January 2018. Comparative information has not been restated.
- (ii) Upon the adoption of IFRS 15, opening adjustments were made as at 1 January 2018 to accrue interest on certain advance payments received from customers. This interest was eligible for capitalisation into the carrying value of the Group's properties under development for sale, which has resulted in an increase in that balance as at that date (see Note 1(c)(ii)).
- (iii) Upon the adoption of IFRS 15, opening adjustments were made as at 1 January 2018 to capitalise certain sales commissions which were expensed in prior periods. This has resulted in an increase in contract costs as at that date (see Note 1(c)(ii)).
- (a) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:**

### 14 存貨及其他合約成本 (續)

附註：

- (i) 本集團已首次應用國際財務報告準則第15號採用累積影響法，並調整於二零一八年一月一日的期初結餘。比較資料並無重列。
- (ii) 於採納國際財務報告準則第15號後，於二零一八年一月一日作出期初調整以就自客戶收取之若干預付款項計算利息。該利息合資格資本化為本集團發展中待售物業的賬面值，並於當日導致結餘增加（見附註1(c)(ii)）。
- (iii) 於採納國際財務報告準則第15號後，於二零一八年一月一日作出期初調整以資本化若干於過往期間支銷的銷售佣金。此舉於當日導致合約成本增加（見附註1(c)(ii)）。
- (a) 確認為開支及計入損益之存貨金額分析如下：**

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Carrying amount of inventories sold 已售存貨賬面值	8,577,702	6,225,069

The amount of properties under development expected to be recovered after more than one year is Nil (2017: RMB93,787,000). All of the other inventories are expected to be recovered within one year.

預期於一年以後可收回之發展中物業金額為零（二零一七年：人民幣93,787,000元）。所有其他存貨預期可於一年內收回。



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### 14 Inventories and other contract costs

(continued)

#### (b) Contract costs

Contract costs capitalised as at 31 December 2018 relate to the incremental sales commissions paid to property agents whose selling activities resulted in customers entering into sale and purchase agreements for the Group's properties which are still under construction at the reporting date. Contract costs are recognised as part of "distribution costs" in the consolidated statement of profit or loss in the period in which revenue from the related property sales is recognised. The amount of capitalised costs recognised in profit or loss during the year was RMB12,911,000. There was no impairment in relation to the opening balance of capitalised costs or the costs capitalised during the year.

In the comparative period, such sales commissions were recognised as "distribution costs" when incurred and therefore an opening balance adjustment was made on 1 January 2018 in this regard (see Note 1(c)(ii)).

The Group applies the practical expedient in paragraph 94 of IFRS 15 and recognises the incremental costs of obtaining contracts relating to the sale of completed properties and services as an expense when incurred if the amortisation period of the assets that the Group otherwise would have recognised is within the same reporting period as the date of entering into the contract.

No capitalised contract costs that is expected to be recovered after more than one year.

### 14 存貨及其他合約成本 (續)

#### (b) 合約成本

於二零一八年十二月三十一日資本化合約成本與支付予銷售活動導致客戶於報告日期就本集團在建物業訂立買賣協議的物業代理的增量銷售佣金有關。合約成本在確認相關物業銷售收入期間於綜合損益表中確認為「分銷成本」的一部分。本年度內於損益確認的資本化成本金額為人民幣12,911,000元。資本化成本的期初結餘或年內資本化成本並無減值。

於比較期間，該等銷售佣金於產生時確認為「分銷成本」，因此，於二零一八年一月一日就此進行期初結餘調整（見附註1(c)(ii)）。

本集團採用國際財務報告準則第15號第94段的可行權宜方法，倘本集團原以其他方式確認的該等資產的攤銷期間落在包括訂立合約日期的相同報告期內，則於產生時將取得與銷售已落成物業的合約及服務有關的增量成本確認為開支。

並無預計於一年後收回的資本化合約成本。



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## 15 Trade and other receivables

## 15 交易及其他應收款項

		<b>31 December 2018</b>	31 December 2017
		二零一八年 十二月 三十一日	二零一七年 十二月 三十一日
	Notes 附註	<b>RMB'000</b> 人民幣千元	RMB'000 人民幣千元
Trade debtors and bills receivable, net of loss allowance	交易應收款項及 應收票據 (扣除虧損撥備)	<b>2,620,584</b>	1,999,861
Other debtors, net of loss allowance	其他應收款項 (扣除虧損撥備)	<b>23,314</b>	16,439
Financial assets measured at amortised cost	按攤銷成本計量之 金融資產	<b>2,643,898</b>	2,016,300
Deposits and prepayments	按金及預付款項	<b>148,130</b>	116,120
		<b>2,792,028</b>	2,132,420

(i) Certain trade debtors with carrying value of RMB57,659,000 were pledged as securities for bank loans of the Group as at 31 December 2018 (31 December 2017: Nil) (Note 20).

(ii) Certain bills receivable with carrying value of RMB192,333,000 were pledged as securities for bank loans of the Group as at 31 December 2018 (31 December 2017: RMB185,759,000) (Note 20).

(iii) As at 31 December 2018, loss allowance on other debtors is RMB3,415,000 (31 December 2017: RMB1,871,000).

(iv) The Group's trade and other receivables as at 31 December 2018 included amounts due from related parties of RMB134,690,000 (31 December 2017: RMB109,581,000) (Note 28(b)(i)). The remaining current trade and other receivables are expected to be recovered or recognised as expense within one year.

(i) 於二零一八年十二月三十一日，賬面值為人民幣57,659,000元的若干交易應收款項已抵押作為本集團銀行貸款的抵押品（二零一七年十二月三十一日：無）（附註20）。

(ii) 於二零一八年十二月三十一日，賬面值為人民幣192,333,000元的若干應收票據已抵押作為本集團銀行貸款的抵押品（二零一七年十二月三十一日：人民幣185,759,000元）（附註20）。

(iii) 於二零一八年十二月三十一日，其他應收款項之虧損撥備為人民幣3,415,000元（二零一七年十二月三十一日：人民幣1,871,000元）。

(iv) 本集團於二零一八年十二月三十一日的交易及其他應收款項包括應收關連方款項人民幣134,690,000元（二零一七年十二月三十一日：人民幣109,581,000元）（附註28(b)(i)）。餘下當期之交易及其他應收款項預期於一年內收回或確認為開支。

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### 15 Trade and other receivables (continued)

#### Ageing analysis

As of the end of the reporting period, the aging analysis of trade debtors and bills receivables (which are included in trade and other receivables) based on the invoice date and net of loss allowance, is as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within 1 month	一個月內	1,177,207	1,186,764
1 to 3 months	一至三個月	782,075	509,604
3 to 6 months	三至六個月	524,965	232,380
Over 6 months	超過六個月	136,337	71,113
		<b>2,620,584</b>	<b>1,999,861</b>

Trade debtors and bills receivable are due within 30 days to 180 days from the date of billing. Further details on the Group's credit policy and credit risk arising from trade debtors and bills receivable are set out in Note 25(a).

### 16 Pledged deposits

Pledged deposits mainly represented bank deposits pledged to bank as securities for certain banking facilities, bills payable, and other deposits, required by the local laws and regulations.

### 17 Cash and cash equivalents and other cash flow information

(a) Cash and cash equivalents comprise:

### 15 交易及其他應收款項 (續)

#### 賬齡分析

於報告期末，按發票日期計算並扣除虧損撥備之交易應收款項及應收票據（其乃計入交易及其他應收款項）之賬齡分析如下：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within 1 month	1,177,207	1,186,764
1 to 3 months	782,075	509,604
3 to 6 months	524,965	232,380
Over 6 months	136,337	71,113
	<b>2,620,584</b>	<b>1,999,861</b>

交易應收款項及應收票據於發票日期後30日至180日內到期。本集團信貸政策及由交易應收款項及應收票據產生的信貸風險進一步詳情載於附註25(a)。

### 16 已抵押存款

已抵押存款主要指已抵押予銀行作為若干銀行信貸、應付票據之擔保之銀行存款，及當地法例及法規規定的其他存款。

### 17 現金及現金等價物及其他現金流量資料

(a) 現金及現金等價物包括：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Cash at bank and on hand	448,787	579,450

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 17 Cash and cash equivalents and other cash flow information (continued) 17 現金及現金等價物及其他現金流量資料 (續)

(b) Reconciliation of profit before taxation to cash generated from operations: (b) 除稅前溢利與業務所得現金之對賬：

		2018 二零一八年	2017 二零一七年 (Note) (附註)
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Profit before taxation	除稅前溢利	607,916	444,445
Adjustments for:	經下列各項調整：		
Depreciation	折舊 5(c)	281,663	263,029
Amortisation of lease prepayments	攤銷預付租金 5(c)	8,766	7,323
Impairment losses on trade and other receivables	交易及其他應收款項減值虧損 5(c)	18,805	5,230
Equity-settled share-based payment expenses	以股權結算以股份為基礎的付款開支 5(b)	561	-
Finance costs	財務成本 5(a)	164,221	130,329
Interest income	利息收入 4	(7,813)	(8,141)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損 4	374	4,643
Share of profit of an associate	應佔一間聯營公司溢利 13	(5,797)	(7,801)
Unrealised profit from transactions with an associate	來自與一間聯營公司交易的未變現溢利 13	1,108	865
Net foreign exchange loss	外匯虧損淨額	2,384	4,900
Changes in working capital:	營運資金之變動：		
Change in inventories and other contract costs	存貨及其他合約成本之變動	134,688	(300,225)
Change in trade and other receivables	交易及其他應收款項之變動	(685,351)	(555,622)
Change in trade and other payables	交易及其他應付款項之變動	986,166	36,405
Change in contract liabilities	合約負債之變動	(168,513)	-
Change in deferred income	遞延收入之變動	(14,709)	(4,178)
<b>Cash generated from operations</b>	<b>業務產生之現金</b>	<b>1,324,469</b>	<b>21,202</b>

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 17 Cash and cash equivalents and other cash flow information (continued)

#### (b) Reconciliation of profit before taxation to cash generated from operations: (continued)

Note: The Group has initially applied IFRS 15 and IFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See Note 1(c).

#### (c) Reconciliation of liabilities arising from financing activities

### 17 現金及現金等價物及其他現金流量資料 (續)

#### (b) 除稅前溢利與業務所得現金之對賬：(續)

附註：本集團已於二零一八年一月一日初步應用國際財務報告準則第15號及國際財務報告準則第9號，根據所選擇過渡法，比較資料未予以重列。見附註1(c)。

#### (c) 融資活動產生的負債之對賬

		Loans and borrowings 貸款及借貸 RMB'000 人民幣千元 Note 20 附註20	Interest payable 應付利息 RMB'000 人民幣千元 Note 18 附註18	Total 總計 RMB'000 人民幣千元
At 1 January 2018	於二零一八年一月一日	2,482,699	12,093	2,494,792
<b>Changes from financing cash flows:</b>	<b>融資現金流量之變動：</b>			
Proceeds of new bank loans	新銀行貸款之所得款項	2,180,600	-	2,180,600
Repayments of bank loans	償還銀行貸款	(2,817,572)	-	(2,817,572)
Finance costs paid	已付財務成本	-	(163,605)	(163,605)
Total changes from financing cash flows	融資現金流量之變動總值	(636,972)	(163,605)	(800,577)
<b>Other changes:</b>	<b>其他變動：</b>			
Interest on bank loans (Note 5(a))	銀行貸款利息 (附註5(a))	-	164,221	164,221
At 31 December 2018	於二零一八年十二月三十一日	1,845,727	12,709	1,858,436



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### 18 Trade and other payables

### 18 交易及其他應付款項

		31 December 2018 二零一八年 十二月 三十一日 RMB'000 人民幣千元	1 January 2018 (i) 二零一八年 一月一日 (i) RMB'000 人民幣千元	31 December 2017 (i) 二零一七年 十二月 三十一日 (i) RMB'000 人民幣千元
Trade payables	交易應付款項	664,605	497,769	497,769
Bills payable	應付票據	1,247,422	535,071	535,071
Receipts in advance (i)	預收款項(i)	–	–	380,678
Accrued payroll and benefits	應計工資及福利	186,842	159,961	159,961
Other payables and accruals	其他應付款項及 應計費用	316,794	208,777	208,777
Interest payable (Note 17(c))	應付利息 (附註17(c))	12,709	12,093	12,093
Deferred income (Note 21)	遞延收入 (附註21)	23,102	23,374	23,374
		<b>2,451,474</b>	1,437,045	1,817,723

(i) As a result of the adoption of IFRS 15, advances received and forward sales deposits and instalments received are included in contract liabilities and disclosed in Note 19 (see Note 1(c)(ii)).

(i) 由於採納國際財務報告準則第15號，已收按金及遠期銷售定金以及已收分期付款計入合約負債及於附註19披露 (見附註1(c)(ii))。

All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

所有交易及其他應付款項預期將於一年內償付或確認為收入或應要求償還。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
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### 18 Trade and other payables (continued)

As of the end of the reporting period, the aging analysis of trade payables and bills payable (which are included in trade and other payables), based on the invoice date, is as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within 1 month	一個月內	771,715	364,935
1 to 3 months	一至三個月	470,252	358,174
3 to 6 months	三至六個月	517,031	218,489
Over 6 months	超過六個月	153,029	91,242
		<b>1,912,027</b>	<b>1,032,840</b>

### 19 Contract liabilities

		31 December 2018 二零一八年 十二月 三十一日 Notes 附註	1 January 2018(i) 二零一八年 一月一日(i)	31 December 2017(i) 二零一七年 十二月 三十一日(i)
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Aluminium profiles	鋁型材			
– Billings in advance of performance	– 履約預付款項	(ii) 194,439	142,613	–
Property development	物業發展			
– Forward sales deposits and instalments received	– 已收遠期銷售按金及分期付款	(ii)/(iii) 23,809	244,148	–
		<b>218,248</b>	<b>386,761</b>	<b>–</b>

### 18 交易及其他應付款項 (續)

於報告期末，按發票日期計算之交易應付款項及應付票據（其乃計入交易及其他應付款項）之賬齡分析如下：

### 19 合約負債

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(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 19 Contract liabilities (continued)

Notes:

- (i) The Group has initially applied IFRS 15 using the cumulative effect method and adjusted the opening balance at 1 January 2018.
- (ii) Upon the adoption of IFRS 15, these amounts were reclassified from “Trade and other payables” (Note 18) to contract liabilities (see Note 1(c)(ii)).
- (iii) Upon the adoption of IFRS 15, an opening adjustment as at 1 January 2018 was made to accrue interest on the advance payments received from customers (see Note 1(c)(ii)).

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

#### – Property development

The Group offer customers a discount compared to the listed sales price, provided that the customers agree to pay the balance of the consideration early while construction is still ongoing, rather than on legal assignment. Such advance payment schemes result in contract liabilities being recognised throughout the remaining property construction period for the full amount of the contract price. In addition, the contract liability will be increased by the amount of interest expense being accrued by the Group to reflect the effect of any financing benefit obtained from the customers during the period between the payment date and the completion date of legal assignment. As this accrual increases the amount of the contract liability during the period of construction, it therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer.

### 19 合約負債 (續)

附註：

- (i) 本集團使用累計影響法初步應用國際財務報告準則第15號及調整於二零一八年一月一日之期初結餘。
- (ii) 於採納國際財務報告準則第15號後，該等款項自「交易及其他應付款項」(附註18)重新分類至合約負債(見附註1(c)(ii))。
- (iii) 於採納國際財務報告準則第15號後，於二零一八年一月一日作出期初調整以應計自客戶收取之預付款項之利息(見附註1(c)(ii))。

對已確認合約負債金額構成影響的一般支付條款如下：

#### – 物業發展

若客戶同意於在建期間而不是法定轉讓完成日提前支付售價的餘額，本集團根據市況可向客戶就銷售價單提供折扣。該預先付款計劃導致於剩餘物業建設期確認有關合約價格全款的合約負債。此外，本集團產生之應計利息開支將增加合約負債以反映本集團於付款日期至法定轉讓完成日期間從客戶取得的融資利益的影響。該應計增加了建設期間的合約負債金額，這因而增加於竣工物業的控制權轉移予客戶時確認的收入。

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### 綜合財務報表附註

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#### 19 Contract liabilities (continued)

#### 19 合約負債 (續)

##### Movements in contract liabilities

##### 合約負債變動

		2018 二零一八年 RMB'000 人民幣千元
Balance at 1 January	於一月一日之結餘	386,761
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the period	因確認年內收入(計入期初合約負債)而產生之合約負債減少	(385,301)
Increase in contract liabilities as a result of billing in advance of manufacturing activities	因製造活動預付款項而產生的合約負債增加	194,316
Increase in contract liabilities as a result of receiving forward sales instalments during the year in respect of properties not delivered as at 31 December 2018	就並無於二零一八年十二月三十一日交付之物業收取遠期銷售分期付款而產生之合約負債增加	22,472
Balance at 31 December	於十二月三十一日之結餘	218,248

The amount of billings in advance of performance and forward sales instalments received expected to be recognised as income after more than one year is Nil (2017: RMB237,615,000, which were included under "trade and other payables").

收取之履約預付款項及遠期銷售分期付款預期於一年後確認之收入金額為零(二零一七年: 人民幣237,615,000元, 計入「交易及其他應付款項」)。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 20 Loans and borrowings

At 31 December 2018, loans and borrowings were repayable as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within one year	一年內	1,467,523	1,968,314
After 1 year but within 2 years	一年後但兩年內	286,659	377,785
After 2 years but within 5 years	兩年後但五年內	91,545	136,600
		<b>378,204</b>	514,385
		<b>1,845,727</b>	2,482,699

### 20 貸款及借貸

於二零一八年十二月三十一日，貸款及借貸應於下列日期償還：

At 31 December 2018, the loans and borrowings were secured as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Secured bank loans	有抵押銀行貸款	1,845,727	2,382,699
Unsecured bank loans	無抵押銀行貸款	-	100,000
		<b>1,845,727</b>	2,482,699

於二零一八年十二月三十一日，貸款及借貸乃由以下各項作抵押：





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(除另有指明外，數額以人民幣列示)

### 20 Loans and borrowings (continued)

At 31 December 2018, the secured bank loans were secured by the following assets of the Group.

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Carrying value of assets:	資產賬面值：		
Property, plant and equipment (Note 10)	物業、廠房及設備 (附註10)	241,684	637,547
Lease prepayments (Note 11)	預付租金 (附註11)	247,580	287,424
Bills receivable (Note 15)	應收票據 (附註15)	192,333	185,759
Trade debtors (Note 15)	交易應收款項 (附註15)	57,659	-
Pledged deposits	已抵押存款	8,571	5,000
Total	總計	<b>747,827</b>	1,115,730

As at 31 December 2018, banking facilities of the Group totaling RMB6,151,800,000 (31 December 2017: RMB4,760,846,000) were utilised to the extent of RMB2,472,939,000 (31 December 2017: RMB2,875,731,000).

As at 31 December 2018, certain bank loans of the Group, amounted to RMB643,000 (31 December 2017: RMB984,000), are subject to the fulfilment of covenants relating to certain of the subsidiaries' balance sheet ratios, which are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the drawn down loans would become repayable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in Note 25(b). As at 31 December 2018, none of the covenants relating to drawn down loans had been breached (2017: Nil).

### 20 貸款及借貸 (續)

於二零一八年十二月三十一日，有抵押銀行貸款以本集團以下資產作抵押。

於二零一八年十二月三十一日，於本集團合共人民幣6,151,800,000元(二零一七年十二月三十一日：人民幣4,760,846,000元)之銀行信貸中，人民幣2,472,939,000元(二零一七年十二月三十一日：人民幣2,875,731,000元)經已動用。

於二零一八年十二月三十一日，本集團若干銀行貸款人民幣643,000元(二零一七年十二月三十一日：人民幣984,000元)須待達成有關附屬公司若干資產負債表比率之契約(常見於與金融機構訂立之貸款安排)後方可作實。倘本集團違反該等契約，已提取之貸款須於要求時償還。本集團定期監察其是否遵守該等契約。有關本集團對流動資金風險之管理之進一步詳情載於附註25(b)。於二零一八年十二月三十一日，並無違反任何有關已提取貸款之契約(二零一七年：無)。

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### 21 Deferred income

The movements in deferred income as stated under current and non-current liabilities are as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
At 1 January	於一月一日	68,794	72,972
Received during the year	於年內取得	6,416	18,015
Recognised in profit or loss (Note 4)	於損益內確認 (附註4)	(21,125)	(22,193)
At 31 December	於十二月三十一日	54,085	68,794
Less: current portion included in trade and other payables (Note 18)	減：列入交易及其他應付款項之流動部份 (附註18)	(23,102)	(23,374)
		<b>30,983</b>	<b>45,420</b>

Deferred income represents government grants obtained for the purposes of subsidising the Group's operation costs and sponsoring the costs of acquisition of fixed assets incurred by the Group. Government grants received are initially recognised in the consolidated statement of financial position as deferred income.

Government grants received to subsidise the operation costs are amortised through profit or loss on a systematic basis in the same periods in which the related costs of operation are incurred.

Government grants received for sponsoring costs of acquisition of fixed assets are recognised in profit or loss over the useful life of the asset.

### 21 遞延收入

列入流動及非流動負債項下之遞延收入之變動如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
At 1 January	於一月一日	68,794	72,972
Received during the year	於年內取得	6,416	18,015
Recognised in profit or loss (Note 4)	於損益內確認 (附註4)	(21,125)	(22,193)
At 31 December	於十二月三十一日	54,085	68,794
Less: current portion included in trade and other payables (Note 18)	減：列入交易及其他應付款項之流動部份 (附註18)	(23,102)	(23,374)
		<b>30,983</b>	<b>45,420</b>

遞延收入指就補貼本集團之營運成本及資助本集團收購固定資產所產生之成本而取得之政府補助金。所取得之政府補助金初步於綜合財務狀況表內確認為遞延收入。

就補貼經營成本而取得之政府補助金於相關經營成本產生之相同期間按系統性基準透過損益攤銷。

就收購固定資產所產生之資助成本而取得之政府補助金按資產使用年期於損益內確認。



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#### 22 Equity settled share-based transactions

The Company has granted share options pursuant to a share option scheme on 15 October 2018. Pursuant to the share option scheme, the directors of the Company are authorised, at their discretion, to grant share options to employees of the Group, including directors of any Company in the Group and other eligible participants, to subscribe for shares of the Company. The options granted will vest after two years to four years from the date of grant and are then exercisable on or before 14 October 2023. Each option gives the holder the right to subscribe for one ordinary share in the Company and is settled gross in shares.

(a) Details of the options granted on 15 October 2018 are as follows:

	Number of underlying shares 相關股份之數目	Vesting conditions 歸屬條件	Contractual life of options 購股權合約年期
Options granted to directors: 於以下日期授予董事之購股權：			
- on 15 October 2018 - 二零一八年十月十五日	204,334	2 years from the date of grant 自授出日期後兩年	5 years 五年
- on 15 October 2018 - 二零一八年十月十五日	204,333	3 years from the date of grant 自授出日期後三年	5 years 五年
- on 15 October 2018 - 二零一八年十月十五日	204,333	4 years from the date of grant 自授出日期後四年	5 years 五年
Options granted to employees: 於以下日期授予僱員之購股權：			
- on 15 October 2018 - 二零一八年十月十五日	1,189,000	2 years from the date of grant 自授出日期後兩年	5 years 五年
- on 15 October 2018 - 二零一八年十月十五日	1,189,000	3 years from the date of grant 自授出日期後三年	5 years 五年
- on 15 October 2018 - 二零一八年十月十五日	1,189,000	4 years from the date of grant 自授出日期後四年	5 years 五年
Total share options granted 已授出購股權總數	4,180,000		

#### 22 以股權結算以股份為基礎的交易

本公司已於二零一八年十月十五日根據一項購股權計劃授出購股權。根據購股權計劃，本公司董事獲授權酌情向本集團僱員（包括本集團任何成員公司董事及其他合資格參與者）授出購股權以認購本公司股份。獲授購股權將自授出日期後兩至四年內歸屬及隨後於二零二三年十月十四日或之前可予行使。各份購股權賦予持有人權利認購本公司一股普通股及以股份總數結算。

(a) 於二零一八年十月十五日授出之購股權詳情如下：

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 22 Equity settled share-based transactions (continued)

#### (a) Details of the options granted on 15 October 2018 are as follows: (continued)

The exercise of the options granted on 15 October 2018 is conditional upon (i) the fulfilment of certain requirements on the Company as set out in the respective offer letters, including, among others, Guangdong Xingfa Aluminium Co., Ltd. and its subsidiaries having achieved the financial performance target, the auditor expressing no disclaimer or adverse opinion in the annual financial report of the Group, there being no relevant institutions, supervisory boards or audit departments for state-owned assets investors raising major objections to the annual financial report of the Group and there being no significant breaches by the Company or punishment of the Company by relevant government authorities; and (ii) the fulfilment of certain requirements on the grantee as set out in the respective offer letters, including, among others, there being no serious dereliction of duty by the grantee, there being no breach of any rules or regulations or constitution of the Company by the grantee, there being no corruption or other violations and misconducts by the grantee which caused damage to the Company and there being no situations where the grantee fails to perform his/her duties up to the required standard or fails to pass the assessments of the Group.

### 22 以股權結算以股份為基礎的交易 (續)

#### (a) 於二零一八年十月十五日授出之購股權詳情如下：(續)

於二零一八年十月十五日授出之購股權須於以下各項獲達成後，方可行使：(i)履行各要約函件所載對本公司之若干規定，其中包括廣東興發鋁業有限公司及其附屬公司已達到財務業績目標；核數師並無就本集團之年度財務報告表示無法表示意見或發表否定意見；並無國有資產出資人的相關機構、監事會或審計部門對本集團之年度財務報告提出重大異議；以及本公司概無發生重大違規行為或受到相關政府機構處罰；及(ii)履行各要約函件所載對承授人之若干規定，其中包括承授人並無嚴重失職；承授人並無違反任何規則或規例或本公司的章程；承授人並無貪污或其他違規行為及不當行為而對本公司造成損失；以及概無發生承授人無法勝任其職責或未能通過本集團之評估之情況。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 22 Equity settled share-based transactions (continued)

(b) The number and weighted average exercise prices of share options are as follows:

### 22 以股權結算以股份為基礎的交易 (續)

(b) 購股權數目及加權平均行使價如下：

		2018 二零一八年	
		Weighted average exercise price 加權平均行使價	Number of options 購股權數目 '000 千份
Outstanding at the beginning of the year	年初尚未行使	-	-
Granted during the year	年內已授出	HKD5.46 5.46港元	4,180
Outstanding at the end of the year	年末尚未行使	HKD5.46 5.46港元	4,180
Exercisable at the end of the year	年末已行使	HKD5.46 5.46港元	4,180

No share option was lapsed, cancelled or exercised during the year.

年內，概無購股權失效、註銷或行使。

The options outstanding at 31 December 2018 had an exercise price of HKD5.46 and a weighted average remaining contractual life of 4.79 years.

於二零一八年十二月三十一日，尚未行使購股權之行使價為5.46港元及加權平均剩餘合約年期為4.79年。

The Group recognised share option expenses of RMB561,000 during the year ended 31 December 2018 (2017: Nil).

截至二零一八年十二月三十一日止年度，本集團確認購股權費用人民幣561,000元（二零一七年：無）。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 22 Equity settled share-based transactions (continued)

#### (c) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a binomial lattice model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the binomial lattice model.

#### *Fair value of share options and assumptions*

Fair value at measurement date (HK\$)	1.32~1.45
Share price (HK\$)	5.27
Exercise price (HK\$)	5.46
Expected volatility	45.10%
Option life	5 years
Expected dividends	2.70%
Risk-free interest rate	2.38%

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grants.

### 22 以股權結算以股份為基礎的交易 (續)

#### (c) 購股權的公平值及假設

就交換所授出購股權收取服務的公平值，乃參考所授出購股權的公平值計量。所授出購股權的公平值估算乃按二項式矩陣模式計量。購股權之合約期限已在此模型作輸入數據。二項式矩陣模式已包括提早行使之預期。

#### *購股權的公平值及假設*

於計量日期的 公平值 (港元)	1.32~1.45
股價 (港元)	5.27
行使價 (港元)	5.46
預期波幅	45.10%
購股權年期	5年
預期股息	2.70%
無風險利率	2.38%

預期波幅乃以按購股權的加權平均剩餘年期計算的歷史波幅為基準，並就按公開所得資料計算的任何預期日後波幅變動作出調整。預期股息乃以歷史股息計算。主觀輸入假設的變化可能對公平值的估計產生重大影響。

購股權乃根據服務條件授出。此條件於計量所收取服務於授出日期的公平值時並無計算在內。購股權授出並無附帶市場條件。

**Notes to the Consolidated Financial Statements**  
**綜合財務報表附註***(Expressed in Renminbi unless otherwise indicated)*  
(除另有指明外，數額以人民幣列示)**23 Income tax in the consolidated statement of financial position****23 於綜合財務狀況表內之所得稅****(a) Current taxation in the consolidated statement of financial position represents:****(a) 於綜合財務狀況表內之即期稅項指：**

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
At 1 January	於一月一日	24,469	27,514
Transfer from deferred tax liabilities	轉撥自遞延稅項負債	4,500	-
Transfer from prepayment for LAT	轉撥自土地增值稅 預付款項	(6,938)	-
Provision for LAT	土地增值稅撥備	18,066	-
Provision for CIT and Hong Kong Profits Tax (Note 6(a))	中國所得稅撥備及 香港利得稅撥備 (附註6(a))	83,194	65,804
Income tax paid	已付所得稅	(68,620)	(68,849)
LAT paid	已付土地增值稅	(1,865)	-
At 31 December	於十二月三十一日	52,806	24,469

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 23 Income tax in the consolidated statement of financial position (continued)

### 23 於綜合財務狀況表內之所得稅 (續)

#### (b) Deferred tax assets and liabilities recognised:

#### (b) 已確認遞延稅項資產及負債：

#### (i) Movement of each components of deferred tax assets and liabilities

#### (i) 遞延稅項資產及負債各部份之變動

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

年內於綜合財務狀況表確認之遞延稅項資產／(負債)組成部份及變動如下：

Deferred tax assets/(liabilities) arising from	所產生之遞延稅項資產／(負債)	非流動金融資產減值 RMB'000 人民幣千元	預售物業之臨時差額 RMB'000 人民幣千元	信貸虧損撥備 RMB'000 人民幣千元	稅項虧損 RMB'000 人民幣千元	資本化合約成本攤銷 RMB'000 人民幣千元	Unrealised profit from intra-group transfer of certain land use right 集團內公司間轉讓若干土地 使用權產生之未變現溢利 RMB'000 人民幣千元	Government grants in deferred income 遞延收入內之政府補助金 RMB'000 人民幣千元	Undistributed profit of PRC subsidiaries 中國附屬公司未分派溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2017	於二零一七年一月一日	1,787	-	5,311	1,024	-	23,494	10,946	(3,096)	39,466
Credited/(charged) to profit or loss (Note 6(a))	於損益內計入／(扣除) (附註6(a))	-	6,155	783	(303)	-	-	(627)	(2,019)	3,989
At 31 December 2017	於二零一七年十二月三十一日	1,787	6,155	6,094	721	-	23,494	10,319	(5,115)	43,455
Impact on initial application of IFRS 15	初步應用國際財務報告準則第15號的影響	-	-	-	-	(2,241)	-	-	-	(2,241)
At 1 January 2018	於二零一八年一月一日	1,787	6,155	6,094	721	(2,241)	23,494	10,319	(5,115)	41,214
Credited/(charged) to profit or loss (Note 6(a))	於損益內計入／(扣除) (附註6(a))	-	(6,155)	857	2,722	1,275	(5,365)	(2,206)	(3,806)	(12,678)
Transferred to current tax	轉撥至即期稅項	-	-	-	-	-	-	-	4,500	4,500
At 31 December 2018	於二零一八年十二月三十一日	1,787	-	6,951	3,443	(966)	18,129	8,113	(4,421)	33,036

Note: Upon the initial application of IFRS 15, the Group has recognised deferred tax liabilities arising from the capitalisation of contract costs which had been expensed in prior periods (see Note 1(c)(ii)).

附註：於初步應用國際財務報告準則第15號後，本集團已確認過往期間支銷的合約成本資本化產生之遞延稅項負債（見附註1(c)(ii)）。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 23 Income tax in the consolidated statement of financial position (continued)

#### (b) Deferred tax assets and liabilities recognised: (continued)

#### (ii) Reconciliation to the consolidated statement of financial position

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	38,423	48,570
Net deferred tax liability recognised in the consolidated statement of financial position	(5,387)	(5,115)
	<b>33,036</b>	<b>43,455</b>

#### (c) Deferred tax liabilities not recognised

The Group is subject to 5% withholding tax on dividends receivable from its PRC subsidiaries in respect of their profits generated since 1 January 2008. As at 31 December 2018, deferred tax liabilities in respect of temporary differences relating to such undistributed profits of RMB1,897,097,000 (2017: RMB1,403,122,000) were not recognised as the Company controls the dividend policy of these subsidiaries and it has been determined that those profits will not be distributed in the foreseeable future.

### 23 於綜合財務狀況表內之所得稅 (續)

#### (b) 已確認遞延稅項資產及負債： (續)

#### (ii) 與綜合財務狀況表的對賬

#### (c) 未確認之遞延稅項負債

本集團須就來自其中國附屬公司自二零零八年一月一日起所產生溢利中應收股息繳納5%的扣繳稅。由於本公司控制該等附屬公司的股息政策，並已確定不會於可見未來分派有關溢利，故於二零一八年十二月三十一日，並未就與該等未分派溢利人民幣1,897,097,000元（二零一七年：人民幣1,403,122,000元）有關的暫時差額確認遞延稅項負債。

Notes to the Consolidated Financial Statements  
綜合財務報表附註(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

## 24 Capital, reserves and dividends

## (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

## The Company

			Share capital 股本	Share premium 股份溢價	Capital Reserve 股本儲備	Other reserve 其他儲備	Exchange reserve 匯兌儲備	Retained earnings 保留盈利	Total 總計
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
			Note 24 (c) 附註24 (c)	Note 24 (d)(i) 附註24 (d)(i)	Note 24 (d)(iii) 附註24 (d)(iii)	Note 24 (d)(ii) 附註24 (d)(ii)	Note 24 (d)(v) 附註24 (d)(v)		
Balance at 1 January 2017	於二零一七年一月一日之結餘	29	3,731	179,568	-	441,976	(8,458)	8,001	624,818
Changes in equity for 2017	二零一七年度股權變動								
Loss for the year	年度虧損		-	-	-	-	-	(6,162)	(6,162)
Other comprehensive loss	其他全面虧損		-	-	-	-	(38,982)	-	(38,982)
Total comprehensive loss for the year	年度全面虧損總額		-	-	-	-	(38,982)	(6,162)	(45,144)
Balance at 31 December 2017 and at 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日之結餘	29	3,731	179,568	-	441,976	(47,440)	1,839	579,674
Changes in equity for 2018	二零一八年度股權變動								
Profit for the year	年度溢利		-	-	-	-	-	72,758	72,758
Other comprehensive loss	其他全面虧損		-	-	-	-	25,943	-	25,943
Total comprehensive loss for the year	年度全面虧損總額		-	-	-	-	25,943	72,758	98,701
Employee's share option scheme	僱員購股權計劃	22(b)	-	-	561	-	-	-	561
Dividend approved in respect of the previous year	就去年批准之股息	24(b)	-	-	-	-	-	(70,483)	(70,483)
Balance at 31 December 2018	於二零一八年十二月三十一日之結餘	29	3,731	179,568	561	441,976	(21,497)	4,114	608,453

## 24 股本、儲備及股息

## (a) 權益部份變動

本集團綜合權益各部份之年初及年末結餘之對賬載於綜合權益變動表。本公司個別權益組成部份於年初及年末之變動詳情載列如下：

## 本公司



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 24 Capital, reserves and dividends (continued)

### 24 股本、儲備及股息 (續)

#### (b) Dividends

#### (b) 股息

#### (i) Dividends payable to equity shareholders of the Company attributable to the year

#### (i) 應付本年度之本公司權益股東股息

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Final dividends proposed after the end of reporting period of HKD0.2 per ordinary share (2017: HKD0.2)	於報告期末後建議派付之末期股息每股普通股0.2港元(二零一七年：每股0.2港元)	71,419	69,882

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

於報告期末後建議派付之末期股息並無於報告期末確認為負債。

#### (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

#### (ii) 於年內批准及派付之上一個財政年度之應付本公司權益股東股息

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Final dividends in respect of the previous financial year were approved and paid during the year, of HKD0.2 per ordinary share (2017: Nil)	於年內批准及派付上一個財政年度之末期股息每股普通股0.2港元(二零一七年：無)	70,483	-



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 24 Capital, reserves and dividends (continued)

### 24 股本、儲備及股息 (續)

#### (c) Share Capital

#### (c) 股本

##### Ordinary shares, issued and fully paid:

##### 已發行及繳足普通股：

	2018 二零一八年			2017 二零一七年		
	No. of shares 股份數目	Nominal value of fully paid shares 繳足股份面值	RMB equivalent '000 千港元 人民幣千元	No. of shares 股份數目	Nominal value of fully paid shares 繳足股份面值	RMB equivalent '000 千港元 人民幣千元
At 1 January and at 31 December 於一月一日及 於十二月三十一日	418,000	4,180	3,731	418,000	4,180	3,731

The ordinary shares of the Company has a par value of HKD0.01 per share.

本公司普通股之面值為每股股份0.01港元。

#### (d) Nature and purpose of reserves

#### (d) 儲備性質及用途

##### (i) Share premium

##### (i) 股份溢價

The share premium represents the difference between the par value of the shares of the Company and proceeds received from the issuance of the shares of the Company.

股份溢價指本公司股份面值與發行本公司股份收取的所得款項之間的差額。

Under the Companies Law of the Cayman Islands, the funds in the share premium account and other reserve account of the Company are distributable to the shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

根據開曼群島公司法，本公司之股份溢價賬及其他儲備賬之資金可分派予股東，惟緊隨建議分派股息當日後，本公司將能清償其於日常業務過程中到期之債務。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 24 Capital, reserves and dividends (continued)

#### (d) Nature and purpose of reserves (continued)

##### (ii) Other reserve

The other reserve of the Group represents the difference between (a) the nominal value of share capital and the existing balance on the share premium account of a subsidiary acquired; and (b) the nominal value of the shares issued by the Company in exchange under the re-organisation of the Group on 29 February 2008.

The other reserve of the Company represents the difference between (a) the consolidated net assets of the subsidiaries acquired; and (b) the nominal value of the shares issued by the Company in exchange under the re-organisation of the Group on 29 February 2008.

##### (iii) Capital reserve

The capital reserve comprises the following:

- waivers of liabilities due to related parties; and
- the portion of the grant date fair value of unexercised share options granted to employees of the Company that has been recognised in accordance with the accounting policy adopted for share-based payments in Note 1(o)(ii).

### 24 股本、儲備及股息 (續)

#### (d) 儲備性質及用途 (續)

##### (ii) 其他儲備

本集團之其他儲備指以下兩者之差額：(a)已收購附屬公司股份溢價賬之股本面值及現有結餘；與(b)本公司根據於二零零八年二月二十九日本集團重組為交換而發行之股份面值。

本公司之其他儲備指以下兩者之差額：(a)已收購附屬公司之綜合資產淨值；與(b)本公司根據於二零零八年二月二十九日本集團重組為交換而發行之股份面值。

##### (iii) 資本儲備

資本儲備包括以下各項：

- 獲豁免之應付關連方負債；及
- 授予本公司僱員尚未行使之購股權之授出日期公平值之部分已根據附註1(o)(ii)就以股份為基礎之付款採納之會計政策確認。



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(Expressed in Renminbi unless otherwise indicated)  
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### 24 Capital, reserves and dividends (continued)

#### (d) Nature and purpose of reserves (continued)

##### (iv) PRC statutory reserves

PRC statutory reserves were established in accordance with the relevant PRC rules and regulations and the articles of association of the PRC subsidiaries of the Group. The subsidiaries are required to transfer at least 10% of their net profit, as determined under the PRC accounting rules and regulations, to statutory general reserve until the reserve reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of a dividend to equity shareholders.

PRC statutory reserves can be used to make good prior years' losses, if any, and may be converted into share capital by issuing new shares to equity shareholders proportionate to their existing percentage of equity interests provided that the balance after such issue is not less than 25% of the registered capital.

##### (v) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of companies with functional currency other than RMB.

### 24 股本、儲備及股息 (續)

#### (d) 儲備性質及用途 (續)

##### (iv) 中國法定儲備

中國法定儲備乃根據有關中國規則及規定以及本集團中國附屬公司之組織章程細則設立。附屬公司須轉撥其根據中國會計規則及規定釐定之純利之至少10%至法定一般儲備，直至儲備達到註冊資本之50%為止。向該儲備所作轉撥必須在分派股息予權益股東之前作出。

中國法定儲備可用以抵銷過往年度之虧損（如有），並可根據權益股東現有股權百分比按比例向彼等發行新股份轉換成股本，惟有關發行後之結餘不得少於註冊資本之25%。

##### (v) 匯兌儲備

匯兌儲備包括因換算功能貨幣並非為人民幣的公司財務報表所產生之所有匯兌差額。

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(Expressed in Renminbi unless otherwise indicated)  
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### 24 Capital, reserves and dividends (continued)

#### (e) Distributability of reserves

The aggregate amount of distributable reserves of the Company as at 31 December 2018 was RMB604,722,000 (2017: RMB575,943,000).

#### (f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of an adjusted net debt-to-capital ratio. For this purpose, adjusted net debt is defined as total debt (which includes interest-bearing loans and borrowings) plus unaccrued proposed dividends, less cash and cash equivalents and pledged deposits. Adjusted capital comprises all components of equity less unaccrued proposed dividends.

During the year, the Group's strategy was to maintain the debt-to-equity ratio at a level considered reasonable by the Group's management from time to time with reference to the prevailing market conditions. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to equity shareholders, issue new shares or raise new debt financing.

### 24 股本、儲備及股息 (續)

#### (e) 可供分派儲備

於二零一八年十二月三十一日，本公司之可供分派儲備總額為人民幣604,722,000元（二零一七年：人民幣575,943,000元）。

#### (f) 資本管理

本集團的主要資本管理目標為保障本集團持續經營的能力，按恰當風險水平為產品及服務定價，並以合理成本取得融資，以繼續為股東提供回報及為持份者提供福利。

本集團積極定期檢討及管理其資本架構，以在維持較高借貸水平可能帶來較高股東回報與取得充裕資金狀況所帶來的裨益及保障之間的平衡，並就經濟環境的轉變對資本架構進行調整。

本集團按經調整淨負債資本比率監控資本架構。就此而言，本集團將經調整淨負債定義為債務總額（包括計息貸款及借貸）加未計提建議股息減現金及現金等價物以及已抵押存款。經調整資本包括權益之所有部份減未計提建議股息。

於年內，本集團之策略乃將負債權益比率維持於本集團管理層經參考當時市況後不時認為合理之水平。為維持或調整比率，本集團可能調整向權益股東支付股息、發行新股份或籌集新債務融資。



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## 24 Capital, reserves and dividends (continued)

## 24 股本、儲備及股息 (續)

## (f) Capital management (continued)

## (f) 資本管理 (續)

The Group's adjusted net debt-to-capital ratio at 31 December 2018 and 2017 was as follows:

於二零一八年及二零一七年十二月三十一日，本集團之經調整淨債務資本比率如下：

	Note	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current liabilities:			
– Loans and borrowings	20	1,467,523	1,968,314
Non-current liabilities:			
– Loans and borrowings	20	378,204	514,385
Total debt		1,845,727	2,482,699
Add: Proposed dividends	24(b)	71,419	69,882
Less: Cash and cash equivalents	17	(448,787)	(579,450)
Pledged deposits	16	(346,762)	(167,419)
Adjusted net debt		1,121,597	1,805,712
Total equity		2,503,858	2,069,035
Less: Proposed dividends	24(b)	(71,419)	(69,882)
Adjusted capital		2,432,439	1,999,153
Adjusted net debt-to-capital ratio		46%	90%

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### 24 Capital, reserves and dividends (continued)

#### (f) Capital management (continued)

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements, except that banking facilities granted to certain subsidiaries are subject to the fulfilment of covenants relating to the subsidiaries' balance sheet ratios (Note 20). The Group will actively and regularly monitor its compliance to such covenants.

### 25 Financial risk management and fair values of financial instruments

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables. The group's exposure to credit risk arising from cash and cash equivalents, bills receivable and derivative financial assets is limited because the counterparties are banks and financial institutions, for which the group considers to have low credit risk.

The Group does not provide any guarantees which would expose the Group to credit risk.

### 24 股本、儲備及股息 (續)

#### (f) 資本管理 (續)

本公司及其任何附屬公司概不受外界資本規定限制，惟授予若干附屬公司的銀行信貸須就附屬公司的資產負債率履行契諾(附註20)。本集團將積極定期監察其是否遵守該等契諾。

### 25 金融風險管理及金融工具之公平值

於信貸、流動資金、利率及貨幣中所承受之風險於本集團之日常業務過程中產生。本集團所承受之該等風險及本集團用以管理該等風險之金融風險管理政策及常規載述如下。

#### (a) 信貸風險

信貸風險指交易對手未履行其合約責任而導致本集團產生財務虧損的風險。本集團的信貸風險主要來自交易應收款項。由於交易對手為本集團認為信貸風險低的銀行及金融機構，因此本集團承擔來自現金及現金等價物、應收票據及衍生金融資產之信貸風險有限。

本集團並無提供任何致使本集團須承擔信貸風險之擔保。



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(Expressed in Renminbi unless otherwise indicated)  
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### 25 Financial risk management and fair values of financial instruments (continued)

#### (a) Credit risk (continued)

##### Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 2% (2017: 3%) and 7% (2017: 12%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively within the plain aluminum profiles and aluminum profiles with surface finishing segment.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 to 180 days from the date of billing. Any debtors with balances that are past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

### 25 金融風險管理及金融工具之公平值 (續)

#### (a) 信貸風險 (續)

##### 交易應收賬款

本集團所承受之信貸風險主要受各客戶而非客戶經營之行業或國家之個別特性所影響，因此信貸風險高度集中之情況主要於本集團對個別客戶有著重大風險承擔時產生。於報告期末，交易應收賬款總額之2%（二零一七年：3%）及7%（二零一七年：12%）分別來自本集團純鋁型材分部及經表面處理鋁型材分部最大客戶及五大客戶。

個別信貸評估乃對所有需要若干信貸金額的客戶進行。該等評估集中於客戶支付到期款項的過往記錄及現時的付款能力，並考慮有關客戶及與客戶經營所在經濟環境有關的特定資料。交易應收賬款乃自發單日期起30至180天內到期。欠款逾期的債務人須於支付所有未清償餘額後，方始獲授任何額外信貸。一般而言，本集團並無自客戶取得抵押品。

本集團使用撥備矩陣計算的全期預期信貸虧損計量交易應收賬款的虧損撥備。由於本集團的過往信貸虧損經驗並無顯示不同客戶分部的虧損模式具有明顯差異，故並無進一步區分本集團不同客戶群按逾期狀況的虧損撥備。

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### 25 Financial risk management and fair values of financial instruments (continued)

#### (a) Credit risk (continued)

##### Trade receivables (continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2018:

		Expected loss rate 預期虧損比率 %	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期 (未逾期)	0.5%	1,698,608	8,493
1 – 180 days past due	逾期1至180天	5.0%	112,457	5,623
181 – 360 days past due	逾期181至360天	10.0%	33,744	3,374
361 – 720 days past due	逾期361至720天	50.0%	37,011	18,506
More than 720 days past due	逾期超過720天	100.0%	6,911	6,911
			1,888,731	42,907

Expected loss rates are based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

### 25 金融風險管理及金融工具之公平值 (續)

#### (a) 信貸風險 (續)

##### 交易應收賬款 (續)

下表提供有關本集團於二零一八年十二月三十一日就交易應收款項所面臨信貸風險及預期信貸虧損的資料：

預期虧損比率乃按過往三年的實際虧損經驗為準。該等比率乃經調整，以反映收集歷史數據期間的經濟狀況、目前狀況以及本集團對應收款項的預期可用年期期間經濟狀況之看法的差異。

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### 25 Financial risk management and fair values of financial instruments (continued)

#### (a) Credit risk (continued)

##### Comparative information under IAS 39

Prior to 1 January 2018, an impairment loss was recognised only when there was objective evidence of impairment (see Note 1(h)(i) – policy applicable prior to 1 January 2018). At 31 December 2017, trade receivables of RMB38,088,000 were determined to be impaired. The aging analysis of trade debtors that were not considered to be impaired was as follows:

Neither past due nor impaired	未逾期亦未減值	1,211,470
1 – 30 days past due	逾期1至30天	22,134
31 – 60 days past due	逾期31至60天	10,176
91 – 180 days past due	逾期91至180天	7,990
Over 180 days past due	逾期超過180天	25,109
		1,276,879

Receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

### 25 金融風險管理及金融工具之公平值 (續)

#### (a) 信貸風險 (續)

##### 國際會計準則第39號的比較資料

於二零一八年一月一日前，減值虧損僅在有客觀減值證據時確認（見附註1(h)(i) – 二零一八年一月一日前適用的政策）。於二零一七年十二月三十一日，交易應收款項人民幣38,088,000元釐定為減值。未視為減值的交易應收款項之賬齡分析如下：

2017  
二零一七年  
RMB'000  
人民幣千元

未逾期亦未減值之應收款項與眾多近期沒有拖欠記錄之客戶有關。

已逾期但未減值的應收款項與多名在本集團有良好往績記錄的獨立客戶有關。根據過往經驗，管理層相信，因信貸質量尚無重大變動及結餘仍視作可悉數收回，故此等結餘而言毋需減值撥備。



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### 25 Financial risk management and fair values of financial instruments (continued)

#### (a) Credit risk (continued)

##### Comparative information under IAS 39 (continued)

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Balance at 1 January	於一月一日之結餘	38,088	32,885
Uncollectible amounts written off	撇銷不可收回金額	(12,442)	-
Written back	撥回	-	(8,712)
Impairment losses recognised	已確認減值虧損	17,261	13,915
Balance at 31 December	於十二月三十一日之結餘	42,907	38,088

The following significant changes in the gross carrying amounts of trade receivables contributed to the increase in the loss allowance during 2018:

- increase in days past due over 180 days resulted in an increase in loss allowance of RMB11,765,000; and
- a write-off of trade receivables with a gross carrying amount of RMB12,442,000 resulted in a decrease in loss allowance of RMB12,442,000.

### 25 金融風險管理及金融工具之公平值 (續)

#### (a) 信貸風險 (續)

##### 國際會計準則第39號的比較資料 (續)

年內，交易應收款項的虧損撥備賬變動如下：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Balance at 1 January	38,088	32,885
Uncollectible amounts written off	(12,442)	-
Written back	-	(8,712)
Impairment losses recognised	17,261	13,915
Balance at 31 December	42,907	38,088

以下為導致二零一八年虧損撥備增加的交易應收款項的賬面總值的重大變動：

- 逾期天數增加超過180天導致虧損撥備增加人民幣11,765,000元；及
- 撇銷賬面總值人民幣12,442,000元的交易應收款項導致虧損撥備減少人民幣12,442,000元。

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### 25 Financial risk management and fair values of financial instruments (continued)

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

### 25 金融風險管理及金融工具之公平值 (續)

#### (b) 流動資金風險

本集團以內的個別經營實體負責其各自的現金管理(包括現金盈餘的短期投資以及籌集貸款以彌補預期現金需求)，惟於借貸超過若干預定權限時須經由母公司董事會批准。本集團的政策乃定期監察其流動資金需要以及遵守借貸契據的情況，以確保維持充足現金儲備及隨時可變現的有價證券以及主要金融機構承諾提供足夠的資金額度，以應付其短期及長期流動資金需要。

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#### 25 Financial risk management and fair values of financial instruments (continued)

##### (b) Liquidity risk (continued)

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities (excluding advances from customers), which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

#### 25 金融風險管理及金融工具之公平值 (續)

##### (b) 流動資金風險 (續)

下表列示於報告期末本集團之金融負債（不包括來自客戶的預收款項）之剩餘合約到期款項，乃按合約未貼現現金流量（包括按合約利率或（如浮動）按於報告期末之現行利率計算之利息款項）及本集團須支付之最早日期計算：

		2018 二零一八年				
		Contractual undiscounted cash outflow 合約未貼現現金流出				
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	Carrying amount at 31 Dec 於十二月 三十一日 之賬面值	
	一年內或 應要求	一年後 但兩年內	兩年後 但五年內	總計		
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Loans and borrowings	1,505,243	329,562	77,201	1,912,006	1,845,727	
Bills payables, creditors and accrued charges*	2,264,896	-	-	2,264,896	2,264,896	
	3,770,139	329,562	77,201	4,176,902	4,110,623	

貸款及借貸  
應付票據、應付賬款及  
應計費用\*



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(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 25 Financial risk management and fair values of financial instruments (continued)

#### (b) Liquidity risk (continued)

### 25 金融風險管理及金融工具之公平值 (續)

#### (b) 流動資金風險 (續)

		2017 二零一七年				
		Contractual undiscounted cash outflow 合約未貼現現金流出				
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	Carrying amount at 31 Dec 於十二月 三十一日 之賬面值	
	一年內或 應要求	一年後 但兩年內	兩年後 但五年內	總計	RMB'000 人民幣千元	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Loans and borrowings	貸款及借貸	2,035,733	389,957	149,503	2,575,193	2,482,699
Bills payables, creditors and accrued charges*	應付票據、應付賬款及應計費用*	1,241,617	-	-	1,241,617	1,241,617
		3,277,350	389,957	149,503	3,816,810	3,724,316

\* The balance included trade payables, bills payable and other payables and accruals, which were financial liabilities in nature.

\* 結餘包括交易應付款項、應付票據及其他應付款項及應計費用，乃屬金融負債性質。

As shown in the above analysis, bank loans and related interest expense of the Group amounting to RMB1,505,243 were due to be repaid during 2018 (2017: RMB2,035,733). The short-term liquidity risk inherent in this contractual maturity date was not significantly changed after the reporting period.

誠如上述分析所示，本集團為數人人民幣1,505,243元（二零一七年：人民幣2,035,733元）之銀行貸款及相關利息開支乃於二零一八年內到期將予償還。於本合約到期日固有之短期流動資金風險於報告期後並無重大變動。

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(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 25 Financial risk management and fair values of financial instruments (continued)

#### (c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from long-term borrowings. Borrowings issued at variable rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's interest rate profile as monitored by management is set out in (i) below.

#### (i) Interest rate profile

The following table details the interest rate profile of the Group's interest-bearing borrowings at the end of the reporting period.

### 25 金融風險管理及金融工具之公平值 (續)

#### (c) 利率風險

利率風險為金融工具之公平值或未來現金流量將因應市場利率變動而波動之風險。本集團之利率風險主要來自長期借貸。按浮動利率及固定利率發出之借貸分別令本集團須承受現金流量利率風險及公平值利率風險。本集團由管理層監察之利率概況載於下文(i)。

#### (i) 利率概況

下表詳列本集團於報告期末計息借貸之利率概況。

		2018 二零一八年		2017 二零一七年	
		Effective interest rates	Amount	Effective interest rates	Amount
		實際利率	金額 '000 千元	實際利率	金額 '000 千元
Fixed rate borrowings:	定息借貸：				
Bank loans	銀行貸款	3.37% - 5.70%	1,021,880	3.21% - 6.80%	1,351,971
Variable rate borrowings:	浮息借貸：				
Bank loans	銀行貸款	4.04% - 6.18%	823,847	4.04% - 6.80%	1,130,728
Total borrowings	借貸總額		1,845,727		2,482,699
Fixed rate borrowings as a percentage of total borrowings	定息借貸佔借貸 總額百分比		55%		54%



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### 25 Financial risk management and fair values of financial instruments (continued)

#### (c) Interest rate risk (continued)

##### (ii) Sensitivity analysis

At 31 December 2018, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variable held constant, would have decreased/increased the Group's profit after taxation and retained profits by approximately RMB6,945,000 (2017: RMB9,552,000).

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax and retained profits that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit after tax and retained profits is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis for 2017.

### 25 金融風險管理及金融工具之公平值 (續)

#### (c) 利率風險 (續)

##### (ii) 敏感度分析

於二零一八年十二月三十一日，估計利率整體上調／下調100個基點，而其他所有變數維持不變，本集團之除稅後溢利及保留溢利將減少／增加約人民幣6,945,000元（二零一七年：人民幣9,552,000元）。

上述敏感度分析指本集團之除稅後溢利及保留溢利可能產生之即時變動。敏感度分析假設利率變動於報告期末已經發生，並已用於重新計量本集團所持有並於報告期末使本集團面臨公平值利率風險之該等金融工具。就本集團於報告期末所持有之浮動利率非衍生工具所產生之現金流利率風險而言，本集團之除稅後溢利及保留溢利之影響乃以因有關利率變動而產生之利息支出或收入之年度影響作估計。該分析乃以二零一七年之同一基準進行。

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### 綜合財務報表附註

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#### 25 Financial risk management and fair values of financial instruments (continued)

##### (d) Currency risk

Renminbi is not a freely convertible currency and the remittance of funds out of the PRC is subject to the exchange restriction imposed by the PRC government. The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily HKD and USD.

##### (i) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Renminbi, translated using the spot rate at the year end date. Difference resulting from the translation of the financial statements of foreign operations into the Group's presentation currency is excluded.

#### 25 金融風險管理及金融工具之公平值 (續)

##### (d) 貨幣風險

人民幣並非可自由兌換之貨幣，而將資金匯出中國須受中國政府所施予之外匯限制。本集團主要透過以與其業務相關之功能貨幣以外之貨幣計值之銷售及購買（其產生應收款項、應付款項及現金結餘）承受貨幣風險。該風險主要來自港元及美元。

##### (i) 外幣風險承擔

下表詳列本集團於報告期末在以公司有關功能貨幣以外之其他貨幣計值之已確認資產或負債所產生之貨幣風險承擔。就呈列目的而言，風險承擔之金額以人民幣列示，並以年結日之現貨率換算。換算海外業務財務報表至本集團呈列貨幣所產生之差額並不包括在內。

Exposure to foreign currencies (expressed in RMB)  
外幣風險承擔 (以人民幣列示)

	2018 二零一八年		2017 二零一七年	
	HKD 港元 '000 千元	USD 美元 '000 千元	HKD 港元 '000 千元	USD 美元 '000 千元
Trade and other receivables	11,447	4,273	12,083	5,127
Cash and cash equivalents	14,576	13,470	16,454	70,234
Trade and other payables	(16,590)	(15,106)	(19,411)	(15,517)
Gross and net exposure arising from recognised assets and liabilities	9,433	2,637	9,126	59,844

已確認資產及負債  
產生之風險總額及淨額

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### 25 Financial risk management and fair values of financial instruments (continued)

#### (d) Currency risk (continued)

##### (ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax and retained profits that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

		2018 二零一八年		2017 二零一七年	
		Increase/ (decrease) Effect on profit in foreign after tax and exchange rate retained profit 對除稅後 溢利及保留 溢利之影響 '000 千元		Increase/ (decrease) Effect on profit in foreign after tax and exchange rate retained profit 對除稅後 溢利及保留 溢利之影響 '000 千元	
United States Dollars	美元	1%	21	1%	508
Hong Kong Dollars	港元	1%	62	1%	56

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit after tax measured in the respective functional currencies, translated into Renminbi at the exchange rate ruling at the end of the reporting period for presentation purposes.

### 25 金融風險管理及金融工具之公平值 (續)

#### (d) 貨幣風險 (續)

##### (ii) 敏感度分析

下表顯示倘本集團於報告期末有重大風險承擔之匯率於該日有所變動，並假設所有其他風險變數維持不變，本集團之除稅後溢利及保留溢利可能出現之即時變動。

上表呈列之分析結果指對本集團各公司以各自之功能貨幣計量之除稅後溢利之合計即時影響，並就呈列目的按報告期末之匯率換算為人民幣。

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### 25 Financial risk management and fair values of financial instruments (continued)

#### (d) Currency risk (continued)

##### (ii) Sensitivity analysis (continued)

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis for 2017.

#### (e) Fair values measurement

##### (i) Financial assets and liabilities measured at fair value

At 31 December 2018 and 31 December 2017, the Group has no financial assets or liabilities measured at fair value.

##### (ii) Fair value of other financial assets and liabilities carried at other than fair value

The carrying amount of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair value as at 31 December 2018 and 31 December 2017.

### 25 金融風險管理及金融工具之公平值 (續)

#### (d) 貨幣風險 (續)

##### (ii) 敏感度分析 (續)

敏感度分析假設匯率變動經已應用以重新計量該等於報告期末讓本集團須承受外幣風險之本集團所持金融工具，包括以貸款人或借款人功能貨幣以外貨幣計值之集團內公司間應付款項及應收款項。分析並不包括換算海外業務財務報表至本集團呈列貨幣所產生之差額。分析已按與二零一七年相同之基準進行。

#### (e) 公平值計量

##### (i) 按公平值計量之金融資產及負債

於二零一八年十二月三十一日及二零一七年十二月三十一日，本集團並無按公平值模式計量之金融資產或負債。

##### (ii) 並非按公平值入賬之其他金融資產及負債之公平值

本集團按成本或攤銷成本入賬之金融工具之賬面值與其於二零一八年十二月三十一日及二零一七年十二月三十一日之公平值並無重大差異。

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### 26 Commitments

#### (a) Capital commitments

Capital commitments outstanding at 31 December 2018 not provided for in the financial statements were as follows:

### 26 承擔

#### (a) 資本承擔

於二零一八年十二月三十一日，於財務報表並無撥備的未履行資本承擔如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Contracted for	已訂約		
– Purchase of property, plant and equipment for the production base in Chengdu City	– 為成都市之生產基地購買物業、廠房及設備	16,763	5,992
– Purchase of property, plant and equipment for the production base in Yichun City	– 為宜春市之生產基地購買物業、廠房及設備	25,802	19,367
– Purchase of property, plant and equipment for the production base in Sanshui, Foshan City	– 為佛山市三水區之生產基地購買物業、廠房及設備	49,630	46,868
– Purchase of property, plant and equipment for the production base in Qinyang City	– 為沁陽市之生產基地購買物業、廠房及設備	20,592	32,012
– Building an integrated commercial and residential property base in Nanzhuang, Foshan City	– 於佛山市南莊興建綜合商業及住宅物業	–	158,465
		<b>112,787</b>	262,704
Authorised but not contracted for	已授權但未訂約	<b>1,235</b>	30,796
		<b>114,022</b>	293,500



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### 26 Commitments (continued)

#### (b) Operating lease commitments

At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within 1 year	一年內	2,090	2,100
After 1 year but within 5 years	一年後但五年內	5,935	6,168
Over 5 years	超過五年	4,370	5,949
		<b>12,395</b>	<b>14,217</b>

The Group is the lessee in respect of a number of properties and items of machinery held under operating leases. The leases typically run for an initial period of 1 to 9 years, with an option to renew the lease after that date at which time all terms are renegotiated. Lease payments are usually increased every three years to reflect market rentals. None of the leases includes contingent rentals.

### 27 Contingent liabilities

The Group had no material contingent liabilities as at 31 December 2018 (2017: Nil).

### 26 承擔 (續)

#### (b) 經營租賃承擔

於二零一八年十二月三十一日，根據不可撤銷經營租賃應付的未來最低租金總額如下：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within 1 year	2,090	2,100
After 1 year but within 5 years	5,935	6,168
Over 5 years	4,370	5,949
	<b>12,395</b>	<b>14,217</b>

本集團為經營租賃項下若干物業及所持機器項目的承租人。租賃一般初步為期1至9年，並有權選擇續訂，屆時所有條款均會重新磋商。租金付款通常會每三年增加，以反映市場租金水平。各項租賃均不包含或然租金。

### 27 或然負債

於二零一八年十二月三十一日，本集團並無重大或然負債（二零一七年：無）。

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### 28 Material related party transactions

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions:

During the year ended 31 December 2018, the directors of the Company are of the view that related parties of the Group include the following individuals/companies:

#### Name of related parties 關連方名稱

Foshan Leahin Coating Co., Ltd. (“Leahin Coating”)  
(佛山立興塗料有限公司) (i)  
佛山立興塗料有限公司 (「立興塗料」) (i)

Guangdong Xingfa Curtain Wall, Door & Window  
Co., Ltd. (“Xingfa Curtain Wall”)  
(廣東興發幕牆門窗有限公司) (i)  
廣東興發幕牆門窗有限公司 (「興發幕牆」) (i)

Guangxi Laibin Yin Hai Aluminium Co., Ltd. (“LBYH”)  
(廣西來賓銀海鋁材股份有限公司) (i)  
廣西來賓銀海鋁材股份有限公司 (「來賓銀海」) (i)

Jiangxi Jingxing Aluminium Panel Manufacturing  
Co., Ltd. (“Jiangxi Jingxing”)  
(江西省景興鋁模板制造有限公司) (i)  
江西省景興鋁模板製造有限公司 (「江西景興」) (i)

(i) The English translation of the company names is for reference only. The official names of these companies are in Chinese.

### 28 重大關連方交易

除該等財務報表其他部份所披露的交易及結餘外，本集團進行以下重大關連方交易：

於截至二零一八年十二月三十一日止年度，本公司董事認為以下人士／公司為本集團的關連方：

#### Relationship with the Group 與本集團關係

Effectively owned by certain executive  
directors of the Company  
由本公司若干執行董事實際擁有

Effectively owned by certain executive  
directors of the Company  
由本公司若干執行董事實際擁有

Joint venture of a substantial shareholder  
of the Group, Guangdong Province,  
Guangxin Holdings Group Ltd.  
本集團主要股東廣東省廣新控股集團  
有限公司之合營企業

Associate of the Group

本集團之聯營公司

(i) 該等公司的英文譯名僅供參考。該等公司的中文名稱為正式名稱。



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### 28 Material related party transactions

(continued)

#### (a) Transactions

##### Sales and purchase

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Sales of goods to	銷售貨品予		
– Xingfa Curtain Wall	– 興發幕牆	147,213	161,362
– Jiangxi Jingxing	– 江西景興	74,373	96,817
		<b>221,586</b>	258,179
Dormitory rent	宿舍租金		
– Jiangxi Jingxing	– 江西景興	4,159	3,641
Purchase of raw materials	採購原材料		
– Xingfa Curtain Wall	– 興發幕牆	100	–

#### (b) Balances with related parties

As at the end of the reporting period, the Group had the following balances with related parties:

##### (i) Trade and other receivables

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Trade related	與交易有關		
Xingfa Curtain Wall	興發幕牆	36,948	28,179
Jiangxi Jingxing	江西景興	97,742	81,402
		<b>134,690</b>	109,581

### 28 重大關連方交易 (續)

#### (a) 交易

##### 買賣

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Sales of goods to	銷售貨品予		
– Xingfa Curtain Wall	– 興發幕牆	147,213	161,362
– Jiangxi Jingxing	– 江西景興	74,373	96,817
		<b>221,586</b>	258,179
Dormitory rent	宿舍租金		
– Jiangxi Jingxing	– 江西景興	4,159	3,641
Purchase of raw materials	採購原材料		
– Xingfa Curtain Wall	– 興發幕牆	100	–

#### (b) 與關連方的結餘

於報告期末，本集團與關連方的結餘如下：

##### (i) 交易及其他應收款項

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Trade related	與交易有關		
Xingfa Curtain Wall	興發幕牆	36,948	28,179
Jiangxi Jingxing	江西景興	97,742	81,402
		<b>134,690</b>	109,581

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### 28 Material related party transactions (continued)

#### (b) Balances with related parties (continued)

##### (ii) Trade and other payables

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Trade related	與交易有關		
Leahin Coating	立興塗料	31	31
Xingfa Curtain Wall	興發幕牆	2,104	-
		2,135	31

The amounts due from related parties are unsecured, interest-free and have no fixed terms of repayment.

### 28 重大關連方交易 (續)

#### (b) 與關連方的結餘 (續)

##### (ii) 交易及其他應付款項

應收關連方款項為無抵押、免息且無固定還款期。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 28 Material related party transactions (continued)

#### (c) Key management personnel compensation

Remuneration for key management personnel, including the amounts paid to the Group's directors as disclosed in Note 7 and the senior management as disclosed in Note 8, is as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	20,382	24,958
Contribution to retirement benefit plan	退休福利計劃供款	134	195
Equity settled share-based payment expenses	以股權結算股份為基礎的付款開支	139	-
		<b>20,655</b>	<b>25,153</b>

Total remuneration is included in "staff costs" (Note 5(b)).

#### (d) Applicability of the Listing Rules relating to connected transactions

The related party transactions of sales and purchase to/from Xingfa Curtain Wall above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The disclosures required by Chapter 14A of the Listing Rules are provided in the section headed "Continuing connected transactions" of the Reports of the Directors of this annual report.

### 28 重大關連方交易 (續)

#### (c) 主要管理人員酬金

主要管理人員之酬金(包括附註7及附註8分別所披露支付予本集團董事及高級管理人員的金額)如下:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	20,382	24,958
Contribution to retirement benefit plan	退休福利計劃供款	134	195
Equity settled share-based payment expenses	以股權結算股份為基礎的付款開支	139	-
		<b>20,655</b>	<b>25,153</b>

酬金總額計入「員工成本」(附註5(b))。

#### (d) 上市規則就關於關連交易之適用性

上述向興發幕牆之購買/出售之關連人士交易構成香港聯合交易所有限公司證券上市規則(「上市規則」)第14A章所界定之關連交易或持續關連交易。上市規則第14A章規定之披露載列於本年報董事會報告之「持續關連交易」一節。



Notes to the Consolidated Financial Statements  
綜合財務報表附註(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

## 29 Company-level statement of financial position

## 29 公司層面財務狀況表

			2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
		Note 附註		
<b>Non-current asset</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司之投資	12	608,199	580,232
<b>Current assets</b>	<b>流動資產</b>			
Amounts due from a subsidiary	應收一間附屬公司款項		75,749	56,204
Cash and cash equivalents	現金及現金等價物		838	697
			76,587	56,901
<b>Current liabilities</b>	<b>流動負債</b>			
Amounts due to subsidiaries	應付附屬公司款項		70,381	52,628
Other payables	其他應付款項		5,952	4,831
			76,333	57,459
<b>Net current assets/(liabilities)</b>	<b>流動資產／(負債)淨值</b>		254	(558)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		608,453	579,674
<b>Net assets</b>	<b>資產淨值</b>		608,453	579,674
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本		3,731	3,731
Reserves	儲備		604,722	575,943
<b>Total equity</b>	<b>權益總額</b>		608,453	579,674

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 30 Non-adjusting events after the reporting period

After the end of the reporting period, the directors of the Company proposed a final dividend. Further details are disclosed in Note 24(b).

### 31 Comparative figures

The Group has initially applied IFRS 15 and IFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. Further details of the changes in accounting policies are disclosed in Note 1(c).

### 32 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2018

Up to the date of issue of these financial statements, the IASB has issued a number of amendments and new standards which are not yet effective for the year ended 31 December 2018 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

### 30 報告期末後之非調整事項

報告期末後，本公司董事會建議派發末期股息，詳情披露於附註24(b)。

### 31 比較數字

本集團已於二零一八年一月一日首次應用國際財務報告準則第15號及國際財務報告準則第9號。根據所選擇之過渡方法，可比較資料並無重列。會計政策變動之進一步詳情披露於附註1(c)。

### 32 於截至二零一八年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的潛在影響

截至該等財務報表的刊發日期，國際會計準則委員會已頒佈下列各項於截至二零一八年十二月三十一日止年度尚未生效的修訂及新準則，而該等財務報表並無採納該等修訂及新準則，包括下列可能與本集團有關的修訂及新準則。

**Effective for  
accounting periods  
beginning on or after  
於下列日期或之後  
開始的會計期間生效**

IFRS 16, *Leases*

國際財務報告準則第16號，租賃

1 January 2019

二零一九年一月一日

IFRIC 23, *Uncertainty over income tax treatments*

國際財務報告詮釋委員會詮釋第23號，所得稅處理的不確定性

1 January 2019

二零一九年一月一日

Annual Improvements to IFRSs 2015-2017 Cycle

國際財務報告準則二零一五年至二零一七年週期的年度改進

1 January 2019

二零一九年一月一日

Amendments to IAS 28, *Long-term interest in associates and joint ventures*

國際會計準則第28號修訂本於聯營公司及合營企業的長期權益

1 January 2019

二零一九年一月一日

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 32 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2018 (continued)

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application. So far the Group has identified some aspects of the IFRS 16 which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. While the assessment has been substantially completed for IFRS 16, the actual impact upon the initial adoption of this standard may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standard is initially applied in the Group's interim financial report for the six months ending 30 June 2019. The Group may also change its accounting policy elections, including the transition options, until the standard is initially applied in that financial report.

#### IFRS 16, Leases

As disclosed in Note 1(g), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

### 32 於截至二零一八年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的潛在影響 (續)

本集團正在評估該等修訂本、新準則及詮釋於首次應用期間預期之影響。本集團迄今為止已識別國際財務報告準則第16號可能對綜合財務報表產生重大影響之若干方面。預期影響之進一步詳情討論如下。雖然對國際財務報告準則第16號之評估已基本完成，但初步採用該等準則的實際影響可能會有所不同，因為迄今為止完成之評估乃基於本集團目前可得之資料，並且可能會在該等準則初步應用於本集團截至二零一九年六月三十日止六個月的中期財務報告前發現進一步的影響。本集團亦可改變其會計政策選擇，包括過渡方案，直至該等準則初步應用於財務報告。

#### 國際財務報告準則第16號，租賃

如在附註1(g)中所披露，本集團現分類租賃為融資租賃及經營租賃，本集團會按租賃的分類而採納會計方法來不同處理租賃安排。本集團會以出租人及受租人身份簽訂租賃合約。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 32 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2018 (continued)

#### IFRS 16, Leases (continued)

IFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once IFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding “right-of-use” asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

IFRS 16 will primarily affect the Group’s accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease.

### 32 於截至二零一八年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的潛在影響 (續)

#### 國際財務報告準則第16號，租賃 (續)

預計國際財務報告準則第16號對出租人根據他們在租賃的權利和義務的會計處理方法未有重大影響。但是，當採納國際財務報告準則第16號，受租人將毋須分辨融資租賃及經營租賃。另外，視乎實際情況，受租人將以現行相同的融資租賃會計法處理所有租賃，即在租賃之生效日受租人將按未來最低租賃付款之現值確認及計算租賃負債，亦會同時確認另一「可使用權利」資產。在初始確認該資產及負債後，受租人將按租賃負債的結餘確認應計利息支出，以及可使用權利資產的折舊，而並不是現行會計政策按租賃期限分期確認為經營租賃的租金支出。視乎實際情況，受租人可選擇不採納此會計模式計算短期租賃（即租賃期是12個月或以下）以及低價值資產之租賃，即仍繼續按租賃期限分期確認為經營租賃的租金支出。

國際財務報告準則第16號將主要影響本集團作為租約承租人就物業、廠房及設備（現時分類為經營租賃）的會計處理方法。預期應用新會計模式將導致資產及負債均有所增加，及影響租賃期間於損益表確認開支的時間。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有指明外，數額以人民幣列示)

### 32 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2018 (continued)

#### IFRS 16, Leases (continued)

IFRS 16 is effective for annual periods beginning on or after 1 January 2019. As allowed by IFRS 16, the Group plans to use the practical expedient to grandfather the previous assessment of which existing arrangements are, or contain, leases. The Group will therefore apply the new definition of a lease in IFRS 16 only to contracts that are entered into on or after the date of initial application. In addition, the Group plans to elect the practical expedient for not applying the new accounting model to short-term leases and leases of low-value assets.

The Group plans to elect to use the modified retrospective approach for the adoption of IFRS 16 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019 and will not restate the comparative information. As disclosed in Note 26(b), at 31 December 2018 the Group's future minimum lease payments under non-cancellable operating leases amount to RMB12,395,000, the majority of which is payable either between 1 and 5 years after the reporting date or in more than 5 years. Upon the initial adoption of IFRS 16, the opening balances of lease liabilities and the corresponding right-of-use assets will be adjusted to RMB10,404,000, after taking account the effects of discounting, as at 1 January 2019.

Other than the recognition of lease liabilities and right-of-use assets, the Group expects that the transition adjustments to be made upon the initial adoption of IFRS 16 will not be material. However, the expected changes in accounting policies as described above could have a material impact on the Group's financial statement from 2019 onwards.

### 32 於截至二零一八年十二月三十一日止年度已頒佈但未生效的修訂、新準則及詮釋的潛在影響 (續)

#### 國際財務報告準則第16號，租賃 (續)

國際財務報告準則第16號於二零一九年一月一日或之後開始的年度期間生效。如國際財務報告準則第16號所允許，本集團計劃運用實際權宜手段豁免現有安排所屬的過往評估並訂定租賃。本集團會因而將國際財務報告準則第16號中的新租賃定義，僅用於在首次應用日期或之後訂立的合約。此外，本集團計劃選取實際權宜手段，以免將新會計模式用於短期租賃及低價值資產租賃。

本集團計劃就採納國際財務報告準則第16號而選用經修訂追溯法，並會於二零一九年一月一日將首次應用的累計影響確認為權益年初結餘調整，並不會重列比較資料。如附註26(b)所披露，於二零一八年十二月三十一日，本集團的不可取消經營租賃下的日後最低租賃款項為人民幣12,395,000元，大部分款項須於報告日期後1至5年內或5年以後支付。首次採納國際財務報告準則第16號後，租賃負債及相應使用權資產的年初結餘，經計及折讓效應後，將於二零一九年一月一日調整至人民幣10,404,000元。

除確認租賃負債及使用權資產外，本集團預期，首次採納國際財務報告準則第16號後將予作出的過渡調整將不屬重大。然而，上文所述會計政策的預期變動可能對本集團自二零一九年往後的財務報表產生重大影響。



**Five Years Summary**  
**五年概要***(Expressed in Renminbi)*  
*(以人民幣列示)*

		As at 31 December 於十二月三十一日				
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Non-current assets	非流動資產	2,376,862	2,301,489	2,140,723	2,249,843	2,231,861
Current assets	流動資產	4,731,621	4,142,972	3,201,732	2,670,474	2,805,883
Current liabilities	流動負債	4,190,051	3,810,506	3,184,340	3,139,012	3,504,372
Non-current liabilities	非流動負債	414,574	564,920	470,195	361,459	349,411
<b>Net assets</b>	<b>資產淨值</b>	<b>2,503,858</b>	<b>2,069,035</b>	<b>1,687,920</b>	<b>1,419,846</b>	<b>1,183,961</b>
<b>Capital and reserves</b>	<b>股本及儲備</b>					
Share capital	股本	3,731	3,731	3,731	3,731	3,731
Reserves	儲備	2,500,379	2,065,304	1,684,189	1,416,115	1,180,230
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司權益股東應佔權益總額</b>	<b>2,504,110</b>	<b>2,069,035</b>	<b>1,687,920</b>	<b>1,419,846</b>	<b>1,183,961</b>
<b>Non-controlling interests</b>	<b>非控股權益</b>	<b>(252)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total equity</b>	<b>權益總額</b>	<b>2,503,858</b>	<b>2,069,035</b>	<b>1,687,920</b>	<b>1,419,846</b>	<b>1,183,961</b>
		For the year ended 31 December 截至十二月三十一日止年度				
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
<b>Results</b>	<b>業績</b>					
Revenue	營業額	9,924,517	7,239,658	5,576,696	4,977,829	4,843,915
Profit before taxation	除稅前溢利	607,916	444,445	351,291	320,660	269,259
Income tax	所得稅	(113,938)	(61,815)	(52,815)	(54,893)	(44,653)
<b>Profit for the year</b>	<b>年度溢利</b>	<b>493,978</b>	<b>382,630</b>	<b>298,476</b>	<b>265,767</b>	<b>224,606</b>
<b>Attributable to:</b>	<b>以下人士應佔:</b>					
Equity shareholders of the Company	本公司權益股東	495,230	382,630	298,476	265,767	224,606
Non-controlling interests	非控股權益	(1,252)	-	-	-	-
		<b>493,978</b>	<b>382,630</b>	<b>298,476</b>	<b>265,767</b>	<b>224,606</b>
<b>Basic and diluted earnings per share (RMB yuan)</b>	<b>每股基本及攤薄盈利 (人民幣元)</b>	<b>1.18</b>	<b>0.92</b>	<b>0.71</b>	<b>0.64</b>	<b>0.54</b>

The summary above does not form part of the audited consolidated financial statements.

上述摘要並不構成經審計綜合財務報表之一部份。

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