



DaChan Food (Asia) Limited

大成食品(亞洲)有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 3999

享受安心的味道

Enjoy Safe Delicacy



年報 **2013**
Annual Report

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公司介紹

Corporate Profile

大成食品（亞洲）有限公司（「本公司」或「大成」）是於中華人民共和國（「中國」）、越南及馬來西亞經營業務的跨國企業集團。本公司股份自二零零七年起在香港聯合交易所有限公司（「聯交所」）上市。本公司（與其附屬公司及合營公司統稱為「本集團」）乃領先的全面整合動物蛋白產品提供商，產品涵蓋飼料、禽畜、水產動物營養先進配方及加工食品。

本集團在中國、越南及馬來西亞共擁有超過30間工廠，其動物飼料大部分以「綠騎士」、「補克博士」及「TSOS」品牌出售，雞肉及加工食品則多數以「姐妹廚房」品牌出售。

本集團透過國內及國際知名連鎖店、農貿市場、網店、分銷商、超級市場以及自有休閒食品連鎖賣店「歐麥吉」銷售產品。本集團在中國主要都市的農貿集市設有「農貿安鮮小店」，以協調促銷及推廣品牌。藉著已建立的完善銷售渠道，本集團已充分具備快速增長的條件。

本集團將食品品質視為重中之重，因其高標準的品質控制而贏得諸多行業獎項及認證。於二零零九年，本集團為「姐妹廚房」品牌產品引入業內領先的產品可溯源體系，使消費者能夠追蹤諸如農戶姓名、養雞場地址、所餵養飼料以及加工工廠名稱等產品信息。

DaChan Food (Asia) Limited (the “Company” or “DaChan”) is a conglomerate with operations in the People’s Republic of China (“PRC”), Vietnam and Malaysia. The Company’s shares have been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 2007. The Company, along with its subsidiaries and its jointly-controlled entities (collectively the “Group”) is a leading fully integrated animal protein provider whose products range from feeds, poultry and advanced nutritional formulas for aquatic animals to processed foods.

The Group has more than 30 factories across the PRC, Vietnam and Malaysia. Its animal feeds are mainly sold under the brands of “Green Knight”（綠騎士）, “Dr. Nupak”（補克博士） and “TSOS”, and chicken meat and processed foods are mainly sold under the brands of “Sisters’ Kitchen”（姐妹廚房）.

The Group distributes its products through well known domestic and international chain stores, wet markets, online stores, distributors, supermarkets as well as the Group’s own casual food chains “OMYG”. The Group also maintains “Safe and Fresh Restaurant” in strategic urbans in the PRC to coordinate sales and marketing activities. Through its established and comprehensive sales channels, the Group is well positioned for rapid growth.

The Group attaches the highest importance to the quality of its food products. The Group’s high standard quality control have earned it numerous industry awards and recognitions. In 2009, the Group introduced a pioneering product safety traceability system for its “Sisters’ Kitchen” products which enables consumers to trace product information such as the name of the farmer, location of the chicken farm, the feeds consumed by the animals as well as the name of the food-processing factories.

公司介紹 Corporate Profile

本集團努力不懈地運用最新食品科技以開發全新的高附加價值產品。通過及時回應市場不斷轉變之需求，本集團大大提升了對客戶的服務品質。

願景

身為食物全產業鏈的整合者，由上游的農業源頭、中游的食品研發製造者、到下游廣大的消費者，大成用心聯結每一個環節，以提升整個食物產業鏈的效率與附加價值，並提供消費者安心、營養、健康的產品與服務。我們希望包括我們的員工、投資股東、供應商及源頭的農戶在內的產業鏈的上中下游每個參與者都以我們公司為驕傲，本集團獲利能力領跑業界。此外，本集團也會著重生態環保，積極履行社會責任。同時，大成將為同行業中投入最多於生物科技及信息技術有關的創新與應用的公司，並致力於成為大中國區最支持員工發展且最令人尊敬的公司之一！

The Group develops brand new and high value-added products by constantly utilizing the latest food science and technology. By promptly addressing the ever-changing market demand, the Group has greatly enhanced its level of customer services.

VISION

As a company integrating the entire food production chain, from agricultural source in the upstream, to the food researchers and manufacturers in the middle to the mass consumers in the downstream, Dachan links every section attentively in order to enhance the efficiency and the value of the entire food production chain, as well as providing consumers with safe, nutritious and healthy products and services. We hope each party involved in the production chain, including our staff, shareholders, suppliers, and farmers at the source of production, will be proud of cooperating with us and the Group can lead the industry in terms of profitability. The Group will also emphasise eco-environmental protection and proactively fulfil its social responsibilities. Meanwhile, Dachan will be the company which invests most resources on the innovation and application of biotechnology and information technology across the industry and endeavour to become one of the most respectable companies being the most supportive of staff development in the Greater China Region!



公司介紹 Corporate Profile

競爭優勢

- 市場領導者且具高品牌知名度
- 業務高度整合，一條龍作業極具高效率營運模式
- 嚴格高標準品質監控，以及可溯源系統
- 與全國及國際知名客戶有穩定及長期關係
- 生產設施及技術具擴充及延展性，可遍及中國、越南及馬來西亞的主要據點
- 擁有經驗豐富及敬業的管理人員

COMPETITIVE ADVANTAGES

- Market leader with high brand publicity
- Vertically integrated business with high efficiency
- Strict and high standard of quality control and traceability system
- Stable and long-standing relationship with nationally and internationally renowned customers
- Extendable and scalable production capability and facilities in strategic locations across the PRC, Vietnam and Malaysia
- Experienced and dedicated management team

財務摘要

Financial Highlights

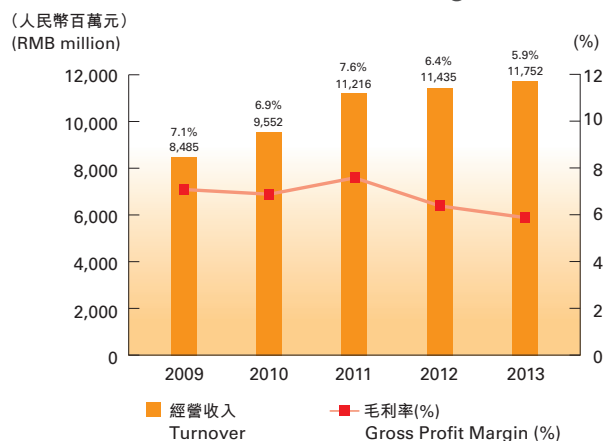
截至2013年12月31日止年度
For the year ended 31 December 2013

| 人民幣千元 RMB'000 | | 二零一三年 2013 | 二零一二年 2012 | 變動 Changes |
|-----------------------|--|-------------------|---------------|---------------|
| 經營收入 | Turnover | 11,751,905 | 11,435,455 | 3% |
| 本公司股東應佔/ (虧損)溢利 | (Loss)/profit attributable to owners of the Company | (8,730) | 72,044 | -112% |
| 資產總值 | Total assets | 3,947,692 | 3,695,563 | 7% |
| 資產淨值 | Net assets | 1,984,295 | 1,988,078 | -0% |
| 每股基本(虧損)/盈利 (人民幣元) | Basic (loss)/earnings per share (RMB) | (0.01) | 0.07 | -114% |
| 資產總值回報(%) | Return on total assets (%) | 0.79% | 3.02% | -74% |
| 權益回報(%) | Return on equity (%) | 1.57% | 5.61% | -72% |
| * 負債權益比率 | *Gearing ratio | 41.3% | 32.2% | 28% |
| 每股資產淨值(人民幣元) | Net assets per share (RMB) | 1.96 | 1.96 | -0% |

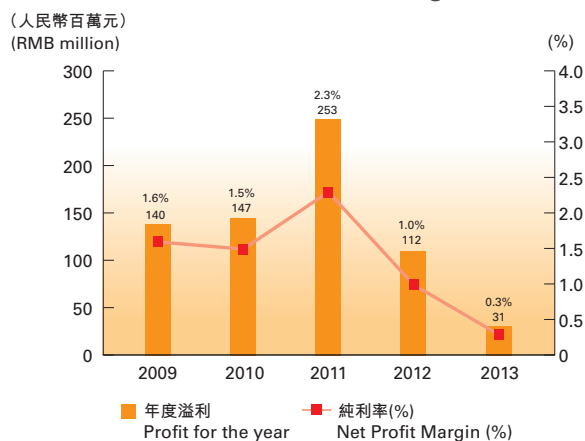
* 負債權益比率 = 計息借貸 / 平均資產淨值

* Gearing Ratio = Interest bearing debt / Average net assets

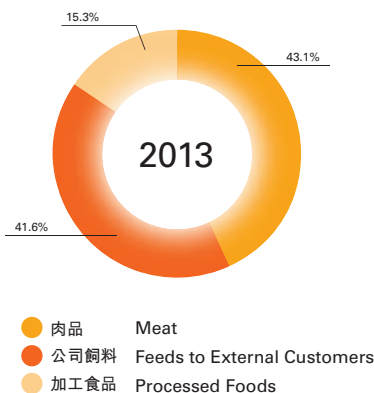
經營收入及毛利率
Turnover and Gross Profit Margin



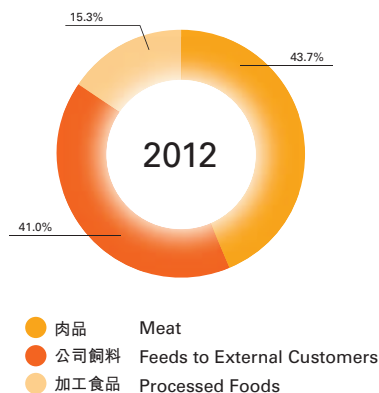
純利及純利率
Net Profit and Net Profit Margin



經營收入按業務分部
Turnover by Business Segment



經營收入按業務分部
Turnover by Business Segment



主席報告 Chairman's Statement

持續「做大、做深食品化」
致力發展自有品牌

Continually "strengthen
and deepen" food product
processing operations
Dedicated to developing
own brand



韓家寰 主席

Han Jia-Hwan
Chairman

主席報告 Chairman's Statement

尊敬的各位股東，

本人謹宣布，截止2013年12月31日止之年度（「報告年度」）本集團總營收延續一貫成長態勢，達至117.5億元人民幣，惟本集團整體毛利比前一年下降了4.5%至7.0億元，毛利率降為5.9%。本公司股東應佔溢利下跌，有別於前一年，本公司在報告年度內略虧九百萬元。其中，雖然肉品事業毛利減少49%，但其策略有效幫助本集團對抗行業低迷的情況，營收小幅成長至50.6億元。海外飼料事業表現亦令人鼓舞，營收及毛利大幅成長10.7%和18.3%；至於大陸飼料事業營收基本持平，毛利減少8%。食品事業成長受壓，營收增速降低至3.2%，毛利減少6.2%。基於本公司的營運需要，董事會在鄭重考慮後決定在報告年度內暫不派發股息。

雖然在報告年度內，本集團股東應佔溢利出現自本公司股份上市以來首次小幅虧損，但這是集團自二零一二年開始實施「潛心變革——去風險化，食品化，品牌化」的戰略後，在全行業承壓的嚴峻形勢下，本集團上下共同努力的成果。在這持續兩年的養殖行業低潮期，國內主要同業紛紛折戟，任何一間全產業鏈企業皆難以獨善其身。雖然本集團經營績效受到了相當影響，但是於報告年度，本集團仍然取得了諸多值得肯定的成績。其中，去風險化策略在尤其險惡的環境中保證了本集團的永續穩健經營，為股東守護了更多利益。

Dear Shareholders,

I hereby announce that the total turnover of the Group continued its constant growth momentum and reached RMB11.75 billion for the year ended 31 December 2013 ("the Reporting Year"). However, the Group's overall gross profit decreased by 4.5% to RMB700 million and the gross profit margin decreased to 5.9% compared with the previous year. Profit attributable to shareholders of the Company dropped, and unlike in the year of 2012, the Company made a slight loss of RMB9 million in the Reporting Year. Amongst others, despite the decrease in gross profit by 49%, the meat segment employed strategies which effectively withstood the sluggish conditions of the industry and resulted in a slight rise in turnover to RMB5.06 billion. The performance of the overseas feed segment was also encouraging as turnover and gross profit rose significantly by 10.7% and 18.3%, while turnover of the feed segment in Mainland China basically remained unchanged and gross profit decreased by 8%. The growth of the food segment was suppressed. The growth rate of its turnover slowed down to 3.2% and gross profit decreased by 6.2%. In view of the operational needs of the Company, the Board decided not to distribute any dividend for the Reporting Year after detailed deliberation.

For the first time since the listing of the Company's shares, the Group suffered a slight loss attributable to shareholders in the Reporting Year, yet this had been an achievement as a result of the joint efforts of all members of the Group amid the harsh environment of the entire industry since the Group adopted the strategy of "Devotion to reform – risk elimination, food processing, brand building" in 2012. In this trough period of the breeding and rearing industry lasting for two consecutive years, major counterparts in China lost their strengths one after another, and it was very difficult for any enterprise with a full industry chain to remain unaffected. Although the operating results of the Group were affected to a certain extent, in the Reporting Year, the Group has attained several achievements worthy to be recognized. Among others, the risk elimination strategy assured the sustainable and healthy operation of the Group in such a specially adverse environment and better safeguarded the interests of shareholders.

主席報告

Chairman's Statement

肉品事業因行業劇烈波動帶來的盈利不確定性，一定程度的影響到股東收益。為了降低該事業的各種風險，本集團首先從集團層面策略性地控制了肉品事業所有非核心的產能擴張，因此近兩年本集團總體養殖及屠宰規模基本維持不變，成功令本集團在肉價極其低迷的情況下避免了更大損失。另外，報告年度內，肉品事業的雞雛採購合約市價化推進工作也順利進行，新合約基本覆蓋了本集團80%以上契約農戶的雞雛供應。以往因雞雛的養殖周期過長，出現合約價和市價差異過大引致損失的影響已逐漸減弱。在報告年度，得益於上述戰略性決定，本集團節約了數額可觀的雞雛成本。而本集團賴以生存和發展的契約農戶，也因本集團的自供雞雛和契約飼料的質量不斷改善，帶來良好的風險控制，利潤相對提升。肉品及調理品的分銷渠道，亦突破傳統的經批、特販兩大渠道，積極擴展農貿直銷通路—安鮮小店—將本集團之「姐妹廚房」品牌的安心雞肉及相關產品直接帶入中國主要消費都市的家庭餐桌。不僅如此，本集團的食品品類從單一雞肉類加工食品拓展至豬肉類、海鮮類等其他品類，分散了禽肉行情波動帶來的風險，也更好地滿足消費者的需求。

The uncertainty in terms of profit of the meat segment caused by the severe industrial fluctuation affected the return of shareholders to a certain extent. In order to reduce the various risks of that segment, the Group first strategically controlled all non-core capacity expansion of the meat segment from the group level. As a result, the overall scale of breeding, rearing and slaughtering of the Group basically remained unchanged over the past two years and this has successfully saved the Group from further losses in the circumstances of extremely low meat prices. In addition, the task of fixing the contract price for the purchase contracts of day-old chicks with reference to market price had smooth progress and the meat segment and the new contracts basically covered over 80% of the supply of day-old chicks from the contract farmers of the Group in the Reporting Year. The impact of losses resulting from the excessive discrepancies between contract prices and market prices due to the excessively long breeding and rearing period of day-old chick also gradually lessened. Benefited from this strategic decision, the Group saved substantial costs of day-old chicks during the Reporting Year. Regarding the contract farmers whom the Group relied on for survival and development, their profit was relatively improved as a result of the continuous improvement of the quality of the Group's own supplies of day-old chicks and contract feed, which have brought good risk control to them. The distribution channels of meat product and seasoning product had also achieved a breakthrough from the two main traditional channels of wholesaler and special retailer. We actively expanded the direct sales path of the agricultural trade – “Safe and Fresh Restaurant” – to bring the Group's safety-assured chicken and related products under the brand of “Sisters' Kitchen” directly to the dining tables of the major consumption cities of China. Moreover, the types of food of the Group extended from the single type of chicken processed food to other types of food such as pork, seafood etc. Such extension dispersed risks caused by the volatility of the poultry industry, and better satisfied the demand of consumers.

主席報告 Chairman's Statement

食品化策略是去風險化的必然延伸。自二零零七年金融危機後，本集團為應對行業波動帶來的風險，意識到從養殖企業轉型到食品企業的必然性，自此開啟了本集團食品事業的高速成長時代。不可否認，消費者對食品的品质和體驗要求更高，食品事業現也正面臨更加激烈的競爭。在報告年度內，雖本集團於雞肉食品終端消費市場面臨挑戰，但本集團肉品的食品轉化率持續提高，各個市場通路深耕奮進，其中包括：本集團於擁有傳統優勢的國際市場渠道和專業膳食渠道，繼續穩固其業內領先地位；在重要客戶市場，本集團緊跟餐飲市場的消費脈絡，尋求從傳統西洋快餐連鎖的配合供應拓展至中西式快餐連鎖和便利店連鎖的配合供應；而終端消費零售市場部門也積極擁抱互聯網和新媒體，在產品營銷和品牌推廣方面尋求更大影響力。

在報告年度內，可溯源安心體系除了繼續為本集團的生產和終端消費者提供安心保障之外，也配合品質管理要求和技術進步需要，不斷升級。品保中心在年內也完成升級改造，新增多項物質的檢驗設備和技術，並且積極探索與第三方機構認證的機會和配合微信及二維碼技術的應用，讓本集團之安心碼更安心，其產品之可溯程度更高。本集團更透過其研發中心的先進食品加工工藝，將阿拉善環保公益協會治理沙漠化生產出的小米，開發成完美融合公益和養生概念的小米產品，在市場上掀起不小風潮。上述小米產品營業利潤將全數回捐給阿拉善協會，用於沙漠化治理工作，實現本集團作為最環保公益的食品企業之願景。

The food strategy is an essential extension of risk elimination. Since the financial crisis in 2007, in order to cope with the risk arising out of industrial fluctuation, the Group realized that it was necessary to transform from a breeding and rearing enterprise into a food enterprise and started the era of rapid growth in the Group's food segment since then. Undeniably, consumers are growingly demanding for high quality food and better consumption experience, and the food segment is facing keener competition. During the Reporting Year, although the Group has faced challenges in the end user market of chicken processed food, the conversion rate of the Group's meat products to food continued to increase. The Group worked hard in all market channels, including the international market channel, which is the traditional strength of the Group, and the professional catering channel, to continue to consolidate the Group's leading position in the industry. In the key client markets, the Group closely followed the consumption trend of the food and beverage market, and sought to expand from supplying to the traditional western fast food chains to Chinese and western fast food chains and convenience chain stores. The end user consumption and retail market department also actively embraced the internet and new media and seek to exert more influences in the areas of product marketing and brand promotion.

During the Reporting Year, in addition to continuing to provide assurance for the production of the Group and to the end users, the traceable assurance system also had continuous upgrade in view of the requirements of quality management and the need for technological advance. The upgrade and transformation of the Quality Control Centre were also completed during the year, many inspection equipment and technologies for various substances were newly acquired, and the Centre actively explored the opportunities of accreditation with third party organizations and considered the application of WeChat and QR code technology, so that the Group's Safety Code would be more safe assuring and the degree of traceability of its products would be improved. The Group also used the millet produced under the desertification treatment programs of the SEE Environmental Protection Foundation to develop millet products which perfectly integrated the charity and regimen concepts by use of the advanced food processing skills of its Research and Development Centre. This had stirred up a swirl in the market. All the operating profit of the said millet products will be donated to the SEE Foundation for its work to fight against desertification, so as to realise the Group's vision to be the most devoted food enterprise in the fields of environmental protection and charity.

主席報告 Chairman's Statement

不平靜的二零一三年已經過去，但是，對於行業未來和本集團發展的嶄新思考才剛剛開始。

二零一三年，中國肉雞養殖業還未從上一年速生雞的重創中恢復，又迎來H7N9的衝擊。而中國的肉雞養殖連同生豬養殖行業，都在產業供過於求的集體困境中，苦苦掙扎。對於本集團這些大型養殖企業而言，單純的規模擴張和產能釋放，已經不足以應對危機或引領行業發展。養殖業的疲軟，導致上游飼料業也未能幸免，中國大陸工業飼料總產量在報告年度出現了十三年來的首降。對於飼料工業而言，粗放的圈地式成長也能帶來銷量增長的好日子一去不復返，飼料事業從生產供應商轉型為全方位飼養和技術服務商的要求十分迫切。至於下游食品加工行業，速成雞和流感時間的爆發和其沖擊背後，折射出消費者對食品企業的不信任。民以食為天，本集團更認為，「食以安為先」。食品安全問題已成為消費者常態化關注議題，但是在中國現有逐漸惡化的自然養殖環境的考驗下，食品企業需要付出長期更加艱苦卓越的努力和堅持。

The unsettled year of 2013 was over, yet the new thinking on the future of the industry and the development of the Group has just started.

In 2013, while the Chinese broiler breeding and rearing industry had not yet recovered from the severe damage arising from the Fast-Grown Chickens in the previous year, and faced with the impact of H7N9. The broiler breeding and rearing and live hog breeding and rearing industries in China have been struggling in the collective predicament of over-supply. For large scale and leading breeding and rearing enterprises like the Group, mere expansion of scale and release of production capacity could no longer enable the Group to properly cope with crises or lead the development of the industry. The weak breeding and rearing industry affected the upstream feed industry and resulted in the drop of the total production output of industrial feed in mainland China for the first time in thirteen years. As for the feed industry, the good days of achieving sales growth by means of extensive land enclosure have gone forever. The need for the food segment to transform from feed producers and suppliers to comprehensive breeding, rearing and technology service providers is very imminent. With regard to the downstream food processing industry, affected by the Fast-Grown Chickens and the outbreak of bird flu incidents, it reflected the mistrust of consumers to the food enterprises. Food is paramount to the people. The Group also recognises "Safety First" for food. Food safety issue has become a regular concern for consumers, however amid the present challenges under the gradually deteriorating natural environment for breeding and rearing in China, the food enterprises need to pay more striking efforts and persevere on a long term basis.

主席報告 Chairman's Statement

經過二零一二和二零一三年連續的行業震盪及考驗，本集團的經營成果證明其總體策略方向正確，並行之有效，未來本集團仍將堅定於此。養殖業的群體困境，亦在二零一四年開年迎來利好。國內多家養殖企業形成共識，開創性成立了中國白羽雞產業聯盟，主動與消費者溝通白羽雞工業的科學養殖過程，使他們放心食用白羽雞。此外，該聯盟也將致力於有效把握供需走勢。值得一提的是，本集團肉品事業營運長李景輝先生榮任該聯盟首任總裁，將運用他在業內的資深和影響力，帶領國內養殖企業，為全行效益改善及消費者教育積極努力。

感謝一直陪伴、不離不棄支持和監督本集團的股東朋友！感謝每一位與本集團攜手共度風雨的農戶朋友！感謝每一位對本集團產品給予肯定和關注的消費者！感謝每一位為本集團盡心盡力積極進取的員工！謝謝大家！

主席
韓家寰

香港
二零一四年四月

After the continuing challenges and industry volatility in 2012 and 2013, the operational achievement of the Group proved that the direction of its overall strategies was correct and effective, and the Group will persist on such strategies in the future. Despite the general adversity of the breeding and rearing industry, some bullish factors emerged in the beginning of 2014. Many breeding and rearing enterprises in China have reached a consensus, and as an innovative move, they set up China White Feather Broiler Alliance which will actively communicate with consumers about the scientific breeding and rearing process of broilers, and make them feel assured to consume such meat. The said alliance will also seek to effectively keep track on the supply and demand trend. It is worth mentioning that Mr Li Jing-Hui, a Chief Operation Officer of the Meat Products Segment of the Group, was appointed as the first president of the said alliance. He will use his profound experience and influence in the industry to lead the breeding and rearing enterprises in China, and will actively devote efforts to improving the efficiency and effectiveness of the whole industry and consumer education.

I would like to express my gratitude to shareholders for their faithful support and supervision of the Group all along, to farmers who join hands with the Group in times of adversity, to consumers for their recognition and interest in the Group's products, and to all the Group's staff members for their dedication. Thank you!

Han Jia-Hwan
Chairman

Hong Kong
April 2014

管理層討論與分析 Management Discussion and Analysis



管理層成員

後排左起：歐倉舟（倉品事業營運長） 宋強（戰略長） 陳禮琴（財務長） 盧世哲（飼料事業營運長） 李景輝（肉品事業營運長）
張裕隆（稽核長）（以上相片並無顯示）

前排左起：韓家寅（執行長） 韓家寰（主席）

Management Executives

From left to right (Back row): Ou Chang-Jou (Chief Operation Officer of the Global Food Solutions Group), Sung Chiang (Chief Strategic Officer), Chen Li-Chin (Chief Financial Officer), Lu Shih-Che (Chief Operation Officer of the Feed and Animal Nutrition Group), Li Jing-Hui (Chief Operation Officer of the Poultry & Value Meat Group), Chang Yu-Lung (Chief Controller and the Chief Officer of the Process & Performance Group) (Not shown in the above picture)

From left to right (Front row): Han Chia-Yin (Chief Executive Officer), Han Jia-Hwan (Chairman)

管理層討論與分析

Management Discussion and Analysis

| | | 二零一三年 2013 | 二零一二年 2012 | 增減百分比 % change |
|-----------------------|---|-------------------|---------------|-------------------|
| 經營收入(人民幣千元) | Turnover (RMB'000) | 11,751,905 | 11,435,455 | 2.8% |
| 毛利(人民幣千元) | Gross profit (RMB'000) | 695,207 | 727,868 | -4.5% |
| 毛利率(%) | Gross profit margin (%) | 5.9 | 6.4 | |
| 本公司股東應佔(虧損)/溢利(人民幣千元) | (Loss)/Profit attributable to shareholders of the Company (RMB'000) | (8,730) | 72,044 | -112.1% |

經濟環境及集團策略

二零一三年中國經濟延續前一年增速放緩態勢，居民消費疲軟，加之新一屆政府嚴控公款消費行為，使得餐飲業增速降低。在產業方面，生豬產量仍居高位，全年肉價不振，雞肉價格也受到連帶影響，而且飼料成本仍保持高位。屢次發生的H7N9流感疫情加劇行業波動，使得家禽養殖業持續承壓。在上述二零一三年度的嚴峻環境下，本集團延續前一年制定的「變革醞釀，潛心調整」總體戰略，繼續在去風險化、食品化、品牌化的道路深耕精做。在畜禽業整體低迷的行情下，本集團的抗風險能力進一步得到優化，終端市場的品牌力和渠道建設能力更逐步提升。

ECONOMIC OVERVIEW AND GROUP STRATEGIES

In 2013, the growth of catering industry decelerated as (i) China's economic growth continued the trend of deceleration starting from the previous year; (ii) the household consumption was weak and (iii) the new government exerted strict control over consumption with public funds. With regard to the production business, pork prices have languished near the bottom throughout the year as the production volume of pigs stood high. Chicken prices were also affected incidentally and the costs of feeds remained at the high level. The recurring incidence of H7N9 flu epidemic further increased the industrial fluctuation and continued to exert pressure on the breeding and rearing industry. Under the challenging environment in 2013 mentioned above, the Group adhered to its overall strategy of "preparing to reform, devoting to adjustment" as devised in the previous year, and continually committed to the progress of de-risking, food productization and brand building. Against the background of overall depression of the poultry and livestock industries, the risk resistant capability of the Group was further strengthened, and its branding and channel building capacity for the end market were gradually strengthened.

管理層討論與分析 Management Discussion and Analysis

業務回顧

二零一三年，本集團整體營收保持小幅增長：最大成長亮點是飼料業務，主要原因在於飼料事業在東南亞市場成長積極，本集團產品銷量和市佔率進一步提升；加工食品業務受經濟形勢下行、消費需求疲軟、疫病頻發等因素的影響，增速較往年有所放緩；肉品事業在養殖行業景氣不振的情況下，去風險化工作有效推進使得營收持平。本集團二零一三年的主要收入來源為肉品與飼料，分別佔集團整體營收的43.1%和41.6%。但因飼料原料成本仍保持上漲，且激烈競爭影響產品售價和銷售結構，肉品部門的養殖風險和飼料成本也不斷加大，食品終端消費市場需求受損，導致業務毛利水平和毛利率受到影響，使得二零一三年度集團總體利潤小幅報虧。

相較於集團的營收，二零一三年度的分銷費用和行政費用也呈現增加，主要原因首先在於渠道建設的推進和新部門以及業務的拓展；其次，員工平均薪資水平調升，而且為配合政府政策，本集團加強員工福利保險政策的保障；最後，在食品安全和品保技術上，本集團更增加了多項重要物質的檢驗流程和技術引進，使得費用增加。

BUSINESS REVIEW

The Group's overall turnover increased moderately in 2013. The feed segment continued to be the key growth driver mainly because of its robust growth in the Southeast Asian market as both the sales volume and market share of the Group's products further enhanced. However, affected by the downward economic trend, weak consumption demand and the frequent outbreak of epidemics, the growth of the processed food segment decelerated. Despite the overall depression of the breeding and rearing industries, the meat product business has managed to maintain its level of revenue due to its effective implementation and progress on de-risking. Meat and feeds segments were still the major sources of income in 2013 and accounted for 43.1% and 41.6% of the Group's total turnover respectively. However, given the rising material cost of feeds, the effect of fierce competition on selling price and sales structure, the risks in respect of breeding and rearing and feed costs of the meat segment was enlarged and the demand from the end-market for food was lowered, the gross profit and gross profit margin of the business were affected, which resulted in a moderate loss in the overall results of the Group in 2013.

In 2013, compared with the Group's level of turnover, both distribution and administration expenses also increased mainly due to: (1) advancement of establishing sales channels and development of new departments and businesses; (2) increase in average salary of employees and reinforcement of protection under employee welfare insurance policies provided by the Group in compliance with government policies; and (3) rising inspection expenses arising from the introduction of examination process and technologies regarding many types of important substances in respect of food safety and quality assurance by the Group.

管理層討論與分析 Management Discussion and Analysis

在今天的中國，食品安全已經成為消費者首要關心的議題，而且消費者對待食品安全問題的態度日趨科學和嚴格，任何的疏忽與鬆懈都可能帶來無法估量的損失，這也給品保工作造成更高挑戰。在二零一三年度，全集團在食品安全責任和使命上，秉持企業是食品安全第一責任人宗旨，不斷探究品質改善的機會，力求持續增強，具體的表徵為大成食品安全中心在二零一三年度全面完成改造並投入使用，更好的承擔其作為集團食品安全工作的推動力和領航的作用。

Nowadays, food safety has already been a prime concern of consumers in China. Moreover, consumers have developed an increasingly scientific and strict attitude towards food safety. Any negligence and slack may lead to inestimable losses. These factors pose greater challenges to quality assurance. In 2013, in respect of responsibility and mission on food safety, the entire Group insisted that the enterprise be the first responsible party for food safety and continued to seek opportunities to improve quality and strived to continually strengthen itself. A specific example included that the Food Safety Centre of DaChan Food (Asia) Limited commenced its operation in 2013 after comprehensive restructuring, to better fulfil its role as the driving force and navigator for food safety of the Group.

管理層討論與分析

Management Discussion and Analysis



肉品

MEAT PRODUCT

| | | 二零一三年 2013 | 二零一二年 2012 | 增減百分比 % change |
|-------------|-------------------------|------------------|---------------|-------------------|
| 經營收入(人民幣千元) | Turnover (RMB'000) | 5,064,118 | 5,000,702 | 1.3% |
| 毛利(人民幣千元) | Gross profit (RMB'000) | 24,648 | 48,334 | -49.0% |
| 毛利率(%) | Gross profit margin (%) | 0.5 | 1.0 | |

肉品事業的業務包括生產和銷售冰鮮及冷凍雞肉、供應契約農戶飼料和雞雛。肉品事業產品主要供應速食店、內外部食品加工廠及加工食品服務供應商，生產區域覆蓋東北、華北以及華東。

The business of the meat product segment includes the production and sales of chilled and frozen chicken meat, the supply of contract feed and contract day-old chicks to contract farmers. The products of the meat segment were mainly supplied to fast food restaurants, both internal and external food processors and the service providers for processed food. The production regions of the segment covered Northeast China, North China and East China.

管理層討論與分析 Management Discussion and Analysis

業績回顧

二零一三年度該事業主要營收來源中，由於業務拓展積極、產品性能提升、孵化效率提高及價格策略一致，契約飼料和雞雛銷售收入均出現有力增長；而由於市場需求和肉價不振影響到銷量和平均售價，最大營收佔比來源之冰鮮及冷凍雞肉收入有一定降幅，使得整體肉品事業全年營收基本持平。

在自供雞雛部分，孵化量有所增加，且雞雛合約市價化推進有效，養殖績效不斷提高，有效降低雞雛成本，大幅提高了雞雛銷售的毛利和毛利率；契約飼料得益於本集團孵化成功率和自供雞的有利增長，以及飼料性能的持續改善，雖銷量略減，但毛利和毛利率也有同幅增加。冰鮮肉的單位成本因飼料原料價格上漲而攀升，但未能成功轉嫁予消費者，原因是由於流感疫情的發生和民眾對其的有限認識造成了一定的市場恐慌，而且如學校工廠機構之類的專業膳食市場，作為本集團的高附加值銷售通路受到統一政策性要求減少雞肉採購，銷量受到顯著影響。總體而言，肉品事業整體毛利水平因冰鮮肉銷售佔比較大，仍有顯著下降，毛利率減弱。

REVIEW OF RESULTS

Among the main sources of turnover in 2013, turnover derived from sale of feed and day-old chicks to contract farmers had a significant growth because of the aggressive business expansion, improved product performance, increased incubation efficiency and consistent pricing strategies. Owing to the weak market demand and meat prices, the sales volume and average price of the meat products were affected. Therefore, turnover derived from the sales of chilled and frozen chicken meat, which accounted for the largest source of the turnover, recorded moderate decline. As such, turnover of overall meat product business remained stable throughout the year.

In respect of the self-supplied day-old chicks, as the volume of successful incubation increased and the price of a growing number of contracts for day-old chicks were determined with reference to market price, the efficiency of breeding and rearing were continually enhanced and the costs of a day-old chick was lowered and the gross profit and gross profit margin of the sales of day-old chick increased significantly. Benefited from the growth of the success rate of incubation and the self-supplied day-old chick of the Group and the continuing improvement of the functions of the feeds, the gross profit and the gross profit margin from the sales of feeds for contract farmer increased to the same extent despite the slight decrease in sales volume. Unit cost of fresh frozen meat increased because of rising prices of raw materials of feed. However, the increased costs was unable to be transferred to consumers as the outbreak of the influenza epidemic and the limited understanding of the disease caused a certain level of market panic. Further, the professional catering markets, being the high value-added sales channel of the Group and include schools, factories and institutions, reduced their chicken purchases in compliance with the uniform policy, and thus the sales volume was significantly affected. As a whole, since the sales of fresh frozen chicken accounted for a great proportion of the meat product segment, the overall gross profit of the segment still declined significantly whereas the gross profit margin decreased.

管理層討論與分析 Management Discussion and Analysis

營運說明

經濟形勢的走弱和H7N9疫情的爆發，導致在二零一三年一季度略有起色的養殖行業再受重創。幸而肉品事業二零一三年度的主要營運策略是延續前一年起即開始推行的「去風險化+養殖能力提高」。該策略在二零一三年度成功保護集團免於更大的風險暴露，實施的具體營運措施包括：通過按照市場浮動價格決定雞雛合約價格，有效控制雞雛價格行情波動帶來的風險；孵化產能利用率有效提升，改善成本控制；有效雞雛及飼料環節控制，改善料肉比，明顯提升養殖績效，和農民合作共贏；以及持續提升雞肉的食品轉化率，包括增加集團內部熟食廠的肉品利用量，以及提升調理品產銷量。

未來策略

養殖行業行情因近幾年波動頻繁，而且養殖企業相應受壓的程度及持續效應不斷加深，所以本集團會本著審慎的態度，未來繼續採取以下方針：加大食品化的步伐，提高肉品到食品的轉換率，包括增加內部熟食廠的轉撥利用，以及提升調理品的產銷量；最大化養殖價值鏈，培養合作農戶加強養殖績效，利潤共享；以及加大分配資源不斷至高附加價值銷售通路，提高產品的盈利能力。

OPERATIONAL HIGHLIGHTS

Slowdown in economic growth and outbreak of H7N9 epidemic gave another heavy blow to the breeding and rearing industry which showed a sign of slight recovery in the first quarter of 2013. Fortunately, the main operational strategy of the meat business in 2013 continued to be “de-risking + enhancement of breeding capability”, which have been implemented since 2012. The strategy succeeded in protecting the Group against greater risk exposure in 2013. Major operating measures implemented by the Group included: effective control of risks resulting from price fluctuation of day-old chick through determining contract prices with reference to the changing market price; effective improvement of the utilization of incubation capacity and cost control; effective control in the segments of day-old chick and feed, improvement of feed conversion ratio, and significant enhancement of breeding and rearing performance and mutual cooperation with farmers to achieve mutual benefits; and further improvement in the conversion rate from chicken to food products, including the increase of volume of chicken used by the Group's internal cooked food factories and increase the production and sales volume of prepared food.

FUTURE STRATEGIES

Given the frequent fluctuation in the breeding and rearing industry in recent years, and the resultant rising level of pressure and increasing effect on breeding and rearing enterprises, the Group will continue to adopt the following approach in a prudent manner: (1) to maximize the pace of the food productization and to improve conversion rate from meat to food products, including increasing the use of internal processed food factories for conversion purpose and increasing the production and sales volume of processed food; (2) maximize the value chain of breeding and rearing, raise the awareness of contracted farmers in enhancing breeding performance and share profits with them; and (3) continually increase the resources allocated to the high value-added sales channels and improve product profitability.

管理層討論與分析 Management Discussion and Analysis



向外部客戶銷售飼料

FEEDS TO EXTERNAL CUSTOMERS

| | | 二零一三年 2013 | 二零一二年 2012 | 增減百分比 % change |
|-------------|-------------------------|------------------|---------------|-------------------|
| 經營收入(人民幣千元) | Turnover (RMB'000) | | | |
| – 中國 | – China | 3,089,777 | 3,066,506 | 0.8% |
| – 越南、馬來 | – Vietnam and Malaysia | 1,798,628 | 1,624,175 | 10.7% |
| 合計 | Total | 4,888,405 | 4,690,681 | 4.2% |
| 毛利(人民幣千元) | Gross profit (RMB'000) | | | |
| – 中國 | – China | 255,014 | 277,327 | -8.0% |
| – 越南、馬來 | – Vietnam and Malaysia | 184,817 | 156,231 | 18.3% |
| 合計 | Total | 439,831 | 433,558 | 1.4% |
| 毛利率(%) | Gross profit margin (%) | | | |
| – 中國 | – China | 8.3 | 9.0 | |
| – 越南、馬來 | – Vietnam and Malaysia | 10.3 | 9.6 | |
| 合計 | Total | 9.0 | 9.2 | |

管理層討論與分析 Management Discussion and Analysis

該事業的收入主要來自對中國、越南及馬來西亞銷售幼豬、母豬、肉豬及家禽飼料，玉米及豆粕為本集團飼料的主要原料。產品品牌為補克博士、綠騎士，及SOS，生產與銷售區域覆蓋中國東北、華北、華中、中國西南，以及海外東南亞地區。

業績回顧

二零一三年度，飼料部門在海外市場延續多年穩定成長的趨勢，銷售價量齊升，尤其高附加值豬料銷售成長有力，推動飼料整體營收小幅增長。國內市場在下游養殖業低迷及行業競爭白熱化、行業洗牌升級的情況下，豬料銷量成長受抑，雞料銷量也有一定下降，但得益於產品銷售結構較上一年的相對改善，高價值的專業豬場TSOS預混料服務推進有效，使飼料分部整體營收基本持平。

大陸部分，豬料銷量雖基本持平，但產品銷售結構正逐步改善，高附加值預混料佔比日益提高；在原料成本控制上，玉米的平均市場價格較前一年下降約2%，豆粕較前一年增加約12%，總成本增幅仍超過產品提價幅度，使毛利和毛利率均略減；隨著越南子公司的豬料銷量和產品佔比在激烈競爭中顯著提升，產品結構改善，本集團在越南的品牌競爭力不斷提高，海外飼料事業在二零一三年的毛利和毛利率有所增加。

The turnover of this segment was primarily derived from the sales of piglet, sow, hog and poultry feeds in China, Vietnam and Malaysia. Corn and soybean are the primary raw materials of the Group's feeds. The brands of the products are "Dr. Nupak", "Green Knight", and "SOS" with production and sales areas covering Northeast China, North China, Central China, Southwest China and Southeast Asia overseas.

REVIEW OF RESULTS

In 2013, the feed segment continued its trend of steady growth both in sales volume and price in the overseas market as it did over the previous years. Particularly, the sales growth of highly value-added pig feeds promoted the mild growth of the overall feed turnover. In the domestic market, the growth of sale volume of pig feeds was inhibited and the sales volume of chicken feeds declined to a certain extent due to the depression of the downstream sector of the breeding and rearing industry, heated competition and reshuffling and upgrade of competitors in the industry. However, benefited from the improvement of the sales structure of the products and the effective progress of high value-added premix (SOS) service for professional hogger, the overall sales volume of the feed segment remained generally stable.

In Mainland China, whilst the sales volume of pig feeds was generally stable, the sales structure of the products gradually improved and the high value-added premix accounted for an increasing proportion of the sales volume. In respect of cost control of raw materials, the average market price of corns decreased by 2% compared with the previous year whereas that of the soybean increased by 12% compared to the previous year. The growth rate of total cost still exceeded that of the selling price in of our products and resulted in a slight reduction in gross profit and gross profit margin. Along with the significant enhancement of the sales volume and proportion of pig feed in Vietnam subsidiaries in the fierce competition, the improvement of products structure and the continuing enhancement of competitiveness of the Group's brand in Vietnam, the gross profit and the gross profit margin of the overseas feed business increased in 2013.

管理層討論與分析 Management Discussion and Analysis

營運說明

二零一三年度飼料分部的總體策略為「全面升級+重點突出」。期內，飼料部門加大了前後兩端——研發能力和終端用戶營銷能力，全面升級飼料的服務體系和產品線，重點突出與高附加值客戶和經銷商的戰略合作，積極改善飼料事業的成長節奏和盈利能力。通過進一步完善產品線，各階段產品均可和各家主要對手抗衡。同時，飼料部門把母豬和乳豬定位為核心產品線，並提出920養殖模式，科學設計養殖用料配合方案。在終端市場，飼料事業的規模豬場直營團隊已全面啟動，開始提供並完善針對專業豬場的特色產品(SOS預混料)及高附加值服務。在研發與營銷相互拉動的思路下，飼料分部通過研發的核心生物預消化技術平臺與母豬920計劃，以提供最佳生物效價的預混料為主，同時推廣小包裝及特色功能的飼料，客制化專業豬場的產品和滿足其服務需求。此外，飼料分部組織多場母豬營養與飼養管理國際論壇及全國巡演，通過技術宣導提供產品切入點爭取趕進市場及提升產品認受性。

OPERATIONAL HIGHLIGHTS

In 2013, the overall strategy of the feed segment was “full-scale upgrade and emphasis on key products”. During the period, the feed segment enhanced both of its R&D capacity and end-user marketing capacity, had a full upgrade of the feed service system and product lines, emphasized the strategic cooperation with high value-added customers and dealers and actively improved its growth pace and profitability. With the further improved product line, the Group was capable of competing with its major rivals in all kinds of products. Meanwhile, the feed department positioned sow and piglet as its core product line and proposed the “920” breeding and rearing model and scientifically designed proposals for breeding and rearing material mix. In the end-market, the direct marketing team of scale hoggerly in the feed segment was fully launched and had begun to provide and improve special products (premix: SOS) and high value-added service for professional hoggerly. Focusing on the interaction between R&D and marketing, the feed segment customised the products for professional hoggerly and satisfied their demand for service through the research and development of core biological pre-digestion technology platform and the “920” plans for sows in order to focus on providing premix feeds with best biological efficiency and to promote feeds in small packages and with special functions. Besides, the feed segment organized several international forums and roadshows nationwide on sow nutrition and breeding management, in an effort to lead the market and improve product recognition through technology promotion.

管理層討論與分析 Management Discussion and Analysis

未來策略

本集團的傳統優勢之飼料業務，正逐步完成從傳統飼料生產商到飼養銷售合作事業夥伴的轉變，未來會更加專注前端事業合作和後端科技研發的職能升級。通過生物預消化技術及其他高效低殘留營養技術，飼料分部將致力協助客戶減少養殖糞污的排放，符合國家2014年開始執行的養殖業環保要求，增強養殖戶環保養殖的合作基礎。飼料事業將以生物預消化技術平臺為核心的技術、重點開發母豬和小豬料等高附加值產品，不斷提升產品性能，提高市佔率和品牌知名度，積極探索和經銷商全面合作為兩者帶來利益最大化的事業合作模式。

FUTURE STRATEGIES

The feed segment, being the constant strength of the Group, is completing its gradual transformation from a traditional feed producer to a breeding and sales partner and will focus more on the functional upgrade of front-end business cooperation and back-end R&D of technologies. Through the biological pre-digestion technology and other effective and low residue nutrition technologies, the feed segment will commit to assist its customers to reduce the discharge of faeces and waste generated from the process of breeding and rearing and comply with the national environmental requirements coming into operation in 2014 in respect of the breeding and rearing industry and consolidate the basis of cooperation with breeders in respect of environmentally friendly breeding and rearing practices. The feed business will use its technologies based on the biological pre-digestion technology platform, concentrate on the development of high value-added sow and piglet feeds, further enhance its product performance, expand its market share and brand publicity and actively explore the business cooperation model to maximize benefits for the distributors and the Group.

管理層討論與分析 Management Discussion and Analysis



加工食品

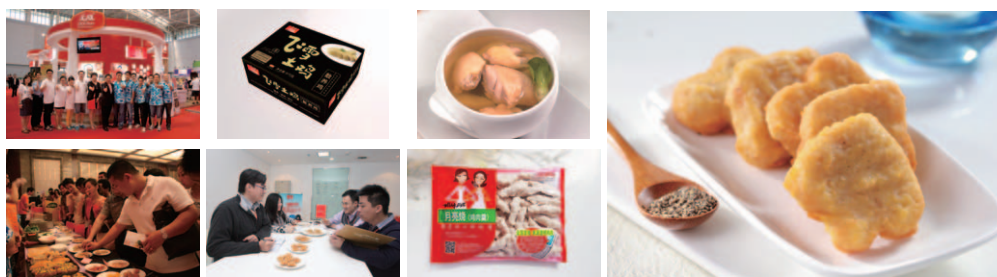
PROCESSED FOOD

| | | 二零一三年 2013 | 二零一二年 2012 | 增減百分比 % change |
|-------------|-------------------------|------------------|---------------|-------------------|
| 經營收入(人民幣千元) | Turnover (RMB'000) | | | |
| – 中國內地 | – Mainland China | 1,333,993 | 1,285,548 | 3.8% |
| – 出口 | – Export | 465,389 | 458,524 | 1.5% |
| 合計 | Total | 1,799,382 | 1,744,072 | 3.2% |
| 毛利(人民幣千元) | Gross profit (RMB'000) | | | |
| – 中國內地 | – Mainland China | 173,795 | 183,146 | -5.1% |
| – 出口 | – Export | 56,933 | 62,830 | -9.4% |
| 合計 | Total | 230,728 | 245,976 | -6.2% |
| 毛利率(%) | Gross profit margin (%) | | | |
| – 中國內地 | – Mainland China | 13.0 | 14.2 | |
| – 出口 | – Export | 12.2 | 13.7 | |
| 合計 | Total | 12.8 | 14.1 | |

管理層討論與分析 Management Discussion and Analysis

加工食品業務包括生產及分銷【姐妹廚房】品牌的冰鮮肉及冷凍肉、滾揉醃漬生食、以及滷製、預炸、蒸煮及速食。本集團之加工產品除於中國市場銷售外，亦出口海外市場如日本。客戶群體包括終端消費市場和專業市場，銷售通路主要為專業膳食、休閒外燴、國際客戶、關鍵客戶及零售消費市場。生產與銷售區域覆蓋東北、華北、華東、華南，以及二零一三年新增的西北和西南等內陸區域。

The processed food business included the production and distribution of chilled and frozen meat and marinated food under the “Sister’s Kitchen” brand, as well as stewed, pre-fried, steamed and ready-to-eat food. The processed products of the Group were not only sold in the PRC market but also exported to overseas markets like Japan. Customer groups included end-consumer markets and professional markets. Sales channels were mainly professional catering, casual catering, international customers, major customers and retail consumption market. Production and sales areas covered Northeast China, North China, East China, South China, and have expanded to the inland regions of Northwest China and Southwest China in 2013.



業績回顧

加工食品事業在二零一三年度受到嚴峻考驗。因疫情和經濟增長乏力的影響，雞肉食品消費需求減弱，國內食品銷量只收獲小幅增長。國際市場銷量雖有大幅突進，但受到國內其他參與國際出口業務的競爭對手的價格競爭，產品平均售價降低，導致營收成長受限。

REVIEW OF RESULTS

The processed food business faced severe challenges in 2013. Affected by the epidemic and slow economic growth, the consumption demand for chicken meat reduced and therefore the sales quantity of domestic processed food only recorded a slight growth in 2013. Despite the significant increase in sales volume in the international market, the average selling price of processed products dropped as a result of the price war in international trade initiated by other domestic competitors, and led to a limited growth in revenue.

管理層討論與分析 Management Discussion and Analysis

二零一三年度雖適逢肉價低迷，國內市場熟食產品銷後結構有改善，平均售價提高，但終端市場的消費需求受抑，調理品生食銷售佔比較多影響國內食品業務整體毛利表現。國際市場雖製造成本控制較好，但毛利受價格競爭嚴重影響，為保持領先市場地位，本集團的低附加值產品佔銷量比重加大，帶來最終毛利的減少，毛利率水平受損，使得食品部門整體毛利和毛利率略降。

Despite the low meat price, the improved product structure in domestic market and the rise in average selling price, the overall gross profit of the processed food business in domestic market was affected by the suppressed demand from end-market consumers and the relatively great proportion of sales volume of marinated food. In international market, although the cost control on production improved, the gross profit was seriously affected by price war. In order to maintain its leading market position, the Group's low value-added products accounted for a greater proportion of the sales volume and this resulted in the reduction of gross profit and gross profit margin. Both the gross profit and gross profit margin of the food segment decreased slightly.



營運說明

於期內，集團繼續集中資源發展食品化和品牌化事業，逐步完善食品供應商的銷售平臺。各銷售通路的具體策略說明如下：

專業膳食市場方面，集中向終端餐飲消費者提供膳食、配餐服務的專業機構提供食品，其目標市場是學校及廠辦之食堂及配餐公司、休閒性餐廳、外燴性鄉厨和城市酒樓，銷售渠道以經銷商批發為主，營業地域集中在沿海一線城市，並已逐步推進到內陸主要消費都市。

OPERATIONAL HIGHLIGHTS

During the period, the Group continued to utilize the Group's resources to develop its business of food production and brand construction and gradually optimized the sales platforms of food suppliers. Specific measures regarding marketing channels are described as follows:

Professional catering market focused on provision of food products to professional organisations which supplied catering service for end-consumers. The target markets are canteens and catering companies run by schools and factories, casual-dining restaurants, countryside kitchens and city restaurants, with distributors as the main sales channel. Regions of operations are concentrated on coastal first-tier cities and are now gradually extending to major consumption cities inland in Mainland China.

管理層討論與分析

Management Discussion and Analysis

二零一三年度，加工食品事業分部的產品聚焦戰略取得顯著進步，重點產品如鹽酥雞、漢堡等明星產品銷量與盈利均勝往年，有助本集團鞏固領先市佔。加工食品事業也針對禽類產品消費需求波動較大的形勢開發了海洋誘惑系列，完善非雞肉類產品線。本集團帶同專業膳食事業中的明產品，聚力參加2014上海國際食品飲料及餐飲設備展覽會，專業膳食市場部門成功宣傳了大成與姐妹廚房品牌形象，向餐飲行業同仁進行業務推廣。

重要客戶市場，對知名快餐連鎖供應雞塊、雞排及關東煮等客製化產品。年內，該事業通路成功切入成為主要中式快餐品牌的重要供應商，形成完整的西式快餐、中式快餐、便利店和其他連鎖客戶的市場服務團隊。同時，為配合市場形勢，該部門在非雞肉類產品推廣和提案積極高效。針對客制化產品服務市場，加工食品分部積極推動定期與特製提案實施和營銷，並與知名調料供應商共同提案，協同營銷，改善客戶體驗和營銷精確度。

國際市場客戶通路主要針對日本市場穩定出口烤串和炸品，在日本有較大品牌影響力和市佔率，主要客戶包括日本各主要零售連鎖與快餐連鎖。二零一三年，本集團的加工食品在國際市場銷量再創新高，產能利用充分，保持市場領先地位，並進一步提升生產效率，優化生產流程，生產成本控制卓有成效。

In 2013, processed food segment achieved remarkable progress in implementing the strategy of product focus in professional catering market. Both the sales volume and earnings of important products such as Taiwanese Style Fried Chicken and hamburger were better than ever and helped the Group to consolidate its leading market position. In view of the great fluctuations of consumption demand for poultry products, the processed food segment also developed the “Ocean Temptation” series to optimize non-chicken meat product line. With our key food products in professional catering business, the Group joined 2014 Shanghai International Food & Beverage and Catering Equipment Exhibition, and the professional catering market division successfully promoted the brand image of DaChan and Sister’s Chicken to its counterparts in the catering industry.

The key accounts business supplied customised products such as chicken nuggets, popcorn chicken and Kantoni to well-known fast food chains. During the year, the business channel successfully became an important supplier of major Chinese fast-food brands and established a comprehensive market service team for Western fast-food restaurants, Chinese fast-food restaurants, convenience stores and other chain customers. Meanwhile, in face of the market condition, the processed food department also proactively and efficiently marketed and promoted non-chicken meat products. With regard to customised products and service market, the processed food segment actively promoted the implementation and marketing of regular and specialized proposals, and made proposals and conducted marketing activities with famous seasoning suppliers, so as to improve customer experience and marketing effectiveness.

International customer channel mainly focus on steady export of skewers and fried products to Japanese market, and gained greater brand influence and market share in Japan. Our major customers include Japan’s major retail chains and fast-food chains. During 2013, the sales volume of processed food of the Group in international market reached a new peak, the production capacity is utilised fully and the Group maintained its leading market position. The Group further enhanced its production efficiency, optimized its production flow and effectively controlled its production cost.

管理層討論與分析 Management Discussion and Analysis

零售消費及營銷通路直接面對終端消費者。當中包含商超、網店、農貿及休閒食品連鎖賣店，例如歐麥雞，以及微博微信營銷平臺，目前該通路還在建設推廣中。二零一三年，該通路企劃部門從市場品牌影響力和宣傳角度，確定以黑色為品牌統一標示色，開發出常溫新品-糖熏滷味系列和阿拉善節水小米禮盒，市場反響熱烈，並成功進駐便利連鎖店銷售渠道。微信和微博營銷的平臺也已搭建完成。食品事業未來將整合電商、網店和新媒體營銷手段，持續提升品牌在終端消費市場的影響力。

未來策略

專業膳食市場部門將聚焦終端，業務推廣側重菜單提案推廣。在聚焦重點產品，以擴大市場領先優勢的基礎上，積極拓展非雞肉類產品種類，規劃增加豬肉類加工品和牛肉類加工品開發推廣。本集團也計劃成立大成餐飲學院，加強業務團隊訓練，培養客戶營銷水平共同進步。

重要客戶市場部門未來會重點向國內連鎖快餐品牌—尤其是中式快餐—傾斜，通過策略聯盟方式，該部門將進行聯合提案和建立信息共享體系，提高客制化服務提案的營銷精確度。

The retail consumption and market channels are directly facing end-customers, and such channels included supermarkets, online stores, groceries and the casual food chains like OMYG, and marketing platforms in miniblog and WeChat. The exploration of this new channel is still underway. Considering from the perspective of market influence of the brand and promotion, such channel confirmed its use of black as the only colour for identification in 2013 and tried to develop new products which could be stored in room temperature, such as the sugar-smoked marinated series and Alashan water saving millet gift box. The new products received critical acclaim in the market and successfully entered the sales channel of chain convenience stores. The marketing platforms of miniblog and WeChat have also been established. In the future, food product business will explore the possibilities of integrating e-commerce, online store and new media marketing initiatives and continue to increase the influence of the brand in end-consumer market.

FUTURE STRATEGIES

Regarding professional food market segment, it will focus on end consumers and emphasize on the promotion of proposed menus to promote the business. Based on the focused development of important products and the reinforcement of its market leading advantages, the Group will actively explore non-chicken meat products, and plans to develop and promote processed pork and beef products. The Group also plans to establish DaChan Catering College to enhance business team training and improve its customers' marketing capability.

Regarding major customer markets segment, it will focus on domestic fast-food chain, especially Chinese fast-food shops in the future. The segment will, by way of strategic alliance, launch joint proposals and establish information sharing system in order to improve marketing effectiveness of customised service proposals.

管理層討論與分析 Management Discussion and Analysis

國際業務市場部門計劃發展更多附加價值高的產品，避免單一價格競爭。同時，市場部門會積極開發適合內銷市場口味的產品，計劃將更多外銷優質產品口味和工藝帶給國內客戶。食品工廠也會保持一貫的優質生產與嚴格成本控制。

最後，本集團未來在零售消費及營銷通路方面，會繼續開發零售消費食品以迎合消費者口味和品牌推廣，同時開發更有效零售合作模式，以有效控制分銷成本。

前景及展望

二零一四年，中國經濟在新政府帶領下步入新的發展階段，機會和挑戰並存。新政府在社會經濟各個領域的前瞻與熟慮，在開年的各主要工作部署和會議文件中有著充分體現。雖然中國經濟面臨著結構轉型和發展模式升級，連年蓬勃的發展增速受到壓力，但政府有充分信心在不過分干預市場經濟自由化配置資源的前提下，進行重要改革和維護經濟穩定，其中的首要任務包括持續城鎮化和中央一號文件推動的農村土地及金融等改革。尤其在農業和消費相關領域，政策的穩定和利好仍是行業發展的有力保障和推動因素。

Regarding international business market segment, such business plans to develop more high value-added products so as to avoid direct price competition. Moreover, the Group will actively develop products catering for tastes of domestic consumption market and plan to introduce more excellent products and techniques sold or used for exports. The food factories will also maintain its consistently high production quality and stringent cost control.

Lastly, regarding retail consumption and marketing channel, the Group will continue to develop retail food products meeting consumer tastes and to promote the brand and develop more efficient retail model to control the distribution cost.

OUTLOOK AND PROSPECTS

Looking into 2014, the Chinese economy will, under the leadership of the new government, enter into a new phase of development where opportunities and challenges coexist. The visions and due considerations of the new government in the various social and economic aspects were fully embodied in the major work plans and conference documents at the beginning of the year. Although the Chinese economy is facing the challenge of structural transformation and upgrade in its development pattern, and its growth pace is under pressure after years of rapid development, the government has great confidence to undergo reforms and maintain the stable economic performance without excessive intervention of resources allocation in the liberalisation of market economy. The primary task of the government included continuation of the urbanization as well as the rural land and financial reforms as stipulated in the No.1 Central Document. In the fields of agriculture and consumption, favourable and stable policies will still be a powerful protection and driving force for the development of the industry.

管理層討論與分析 Management Discussion and Analysis

農畜養殖行業經歷過二零一一的繁榮後，已連續兩年在玉米豆粕原料價格屢創新高的壓力下，陸續受到黃浦江死豬肉、速成雞、H7N9等事件衝擊，供需未能改善，行業處於低谷，各大主要企業的競爭更加白熱，有效的企業運營和正確的經營策略對企業的生存和發展至關重要。行業未來有望在一系列惠農政策、國家穩定經濟增長目標、及自身的效益改善基礎上逐漸走出低谷，食品安全監督機制和農產品流通效率的提升也會對行業發展有更健康高效的支持，而農地改革和農村金融改革更是直接對農畜企業和農民互惠互利的長期發展有決定意義。

大成食品採用穩定運營，嚴控風險的策略應對行業形勢，已經逐步在去風險化和食品化的道路上收穫成長，未來將在一條龍中間養殖環節風險和規模的控制，和兩端飼料和食品研發，以及終端消費市場的建設上繼續著力，取得成果。

After the boom in 2011, the breeding and rearing industry has been under pressure for two consecutive years in the midst of the ever-surging prices of wheat and soybean meal and was hard hit by incidents of the dead pigs in the Huangpu River, fast-grown chicken and H7N9, the balance of supply and demand has yet to resume and the industry is still in the doldrums. Competition among major enterprises intensifies and effective corporate operation and correct business strategy are of crucial importance for the survival and growth of the enterprise. Looking forward, supported by a series of preferential policies for the farmers, the nation's stable economic growth target and improvements of the enterprise's own operational efficiency, the industry is expected to revive gradually. Perfection of the food safety monitoring mechanism and better logistics efficiency for the transportation of agricultural products will also support the healthy and efficient development of the industry. Moreover, reforms in rural land and rural finance system will be the decisive factors in favour of the mutual long-term development of both the agricultural and livestock enterprises and farmers in the industry.

DaChan Food adopts a stable operational strategy with stringent risk control to cope with the situation, and has been rewarded through the process of de-risking and food productization. The Group will continue to endeavour in the aspect of risk and scale control of the entire breeding and rearing segment, research and development of feeds and food, as well as the building up of the end-consumer market to gain better return in the future.

管理層討論與分析 Management Discussion and Analysis

財務回顧：

1) 其他經營收入及經營開支

二零一三年，本集團錄得其他經營收入人民幣37,096千元(二零一二年：人民幣23,977千元)，當中主要包括利息收入及政府補助。其他經營收入的增加主要來源於政府補助的增加。

二零一三年，取得其他淨損失人民幣6,828千元(二零一二年：收益人民幣1,857千元)。其他淨(損失)/收益主要包括外匯收益淨值、固定資產處置淨損益等營業外收支淨額。

分銷成本佔經營收入總額的3.24%，較二零一二年的2.87%有所上升。

行政開支佔經營收入的2.45%(二零一二年：2.28%)。

2) 流動資金、財務資源及資本架構

截至二零一三年十二月三十一日，本集團的現金及銀行存款結餘為人民幣590,126千元，較二零一二年減少人民幣20,285千元。本集團的銀行貸款增加人民幣181,565千元至人民幣820,378千元(二零一二年：人民幣638,813千元)。負債權益比率為41.3%(二零一二年：32.2%)。流動比率維持於1.80倍(二零一二年：1.76倍)的穩健水準。

3) 資本開支

二零一三年，本集團耗資人民幣230,577千元購買物業、機器及設備。本集團的內部資源及銀行借款為資本開支的主要資金來源。

FINANCIAL REVIEW:

1) OTHER OPERATING INCOME AND OPERATING EXPENSES

In 2013, other operating income of the Group amounted to RMB37,096 thousand (2012: RMB23,977 thousand) which mainly comprised interest income and government subsidies. The increase in other operating income was mainly due to the increase in government subsidies.

In 2013, other net loss of RMB6,828 thousand (2012: gain of RMB1,857 thousand) was recorded. Other net (loss)/gains mainly includes other non-operating net income such as net foreign exchange gain and net gain and loss on the disposal of fixed assets, etc.

Distribution costs accounted for 3.24% of total turnover, up from 2.87% in 2012.

Administrative expenses accounted for 2.45% of turnover (2012: 2.28%).

2) LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2013, the Group's cash and bank deposit balances amounted to RMB590,126 thousand, representing an decrease of RMB20,285 thousand from 2012. Bank loans increased by RMB181,565 thousand to RMB820,378 thousand (2012: RMB638,813 thousand). Debt to equity ratio was 41.3% (2012: 32.2%). Current ratio was maintained at a healthy level of 1.80 times (2012: 1.76 times).

3) CAPITAL EXPENDITURE

In 2013, the Group's capital expenditure on the acquisition of properties, machinery and equipment amounted to RMB230,577 thousand which was primarily paid from internal resources and bank borrowings.

管理層討論與分析 Management Discussion and Analysis

4) 匯率

本集團的業務交易主要以人民幣、美元及越南盾計值。於回顧年度內，越南盾對人民幣貶值4.31%，人民幣對美元升值3%。

5) 利息

本集團於二零一三年錄得利息開支人民幣18,822千元(二零一二年：人民幣20,477千元)，較二零一二年減少8.1%，利息開支的減少主要是由於銀行貸款由利率較高的人民幣貸款更改為利率較低的美元貸款。

6) 股息

為保留資源用作本集團之業務發展，董事會決定不分派截至二零一三年十二月三十一日止年度之末期股息(二零一二年不分派)。

7) 資產抵押

截至二零一三年十二月三十一日，本集團抵押了價值人民幣8,071千元的土地、物業、廠房及設備，以作為總值人民幣3,951千元的銀行信貸之抵押品，其中人民幣2,543千元的信貸額於二零一三年十二月三十一日動用。

8) 資本承擔

截至二零一三年十二月三十一日，本集團已訂約但未於財務報表作出撥備的資本開支為人民幣96,044千元(二零一二年：人民幣221,323千元)，已授權但未訂約的資本開支為人民幣102,867千元(二零一二年：人民幣123,817千元)。

4) EXCHANGE RATE

The Group's business transactions are mainly denominated in RMB, USD and VND. During the year under review, VND against RMB depreciated 4.31% while RMB against USD appreciated 3%.

5) INTEREST

In 2013, the Group's interest expense amounted to RMB18,822 thousand (2012: RMB20,477 thousand), a decrease of 8.1% from 2012. The decrease in interest expense was primarily due to bank loans changed from RMB bank loans of higher interest rates to US dollar bank loans of lower interest rates.

6) DIVIDENDS

To reserve the resources for the Group's business development, the Board decides not to distribute any final dividend for the year ended 31 December 2013 (2012: No distribution).

7) CHARGE ON ASSETS

As at 31 December 2013, the Group pledged assets worth RMB8,071 thousand in land, property, plant and equipment as security against bank facilities of RMB3,951 thousand, of which RMB2,543 thousand had been utilized as at 31 December 2013.

8) CAPITAL COMMITMENT

As at 31 December 2013, the capital expenditure of the Group contracted for but not provided in the financial statements was RMB96,044 thousand (2012: RMB221,323 thousand) and the capital expenditure authorised but not contracted for was RMB102,867 thousand (2012: RMB123,817 thousand).

管理層討論與分析

Management Discussion and Analysis

僱員薪酬及培訓

於二零一三年十二月三十一日，本集團共有14,774名僱員（二零一二年十二月三十一日：14,220名）。本集團根據行業慣例、本集團的財務表現及僱員的工作表現向僱員支付薪酬，以建立一支由專業員工及管理層組成的團隊，滿足本公司發展需要。本集團十分重視僱員培訓及發展，並認為優秀的僱員是其核心競爭力。本集團為管理層員工及其他僱員提供多項培訓項目，以不斷提升彼等的技能及知識。本集團執行此等計劃乃為提高員工的質素，同時為彼等提供最佳的個人職業發展機會，本集團相信該等計劃對本集團自身及其僱員均有裨益。本集團根據業界標準、財務業績及僱員個人表現定期檢討薪酬及福利政策，以為僱員提供公平且具競爭優勢的薪酬。本集團亦向留任的敬業僱員提供諸如保險、醫療福利及公積金等其他附加福利。

EMPLOYEE COMPENSATION AND TRAINING

As at 31 December 2013, the Group had a total of 14,774 employees (31 December 2012: 14,220). The Group pays remuneration to its staff with reference to industry practice, the financial performance of the Group and the employee's individual work performance in order to form a team of professional staff and management to fulfil the development needs of the Company. The Group places great emphasis on the training and development of employees and regards excellent employees as its core competitiveness. With a view to further enhancing their job skills and industry knowledge, the Group has offered various training programs to its management staff and other employees. The Group believes that these programs will not only enhance the quality of its staff, but also give best chances for development of their personal career. The Group believes these programs benefit both itself and its employees. The Group regularly reviews compensation and benefit policies according to industry benchmark, financial results as well as the individual performance of employees so as to offer fair and competitive compensation packages to the employees. Other fringe benefits including insurance, medical benefits and provident fund are provided to retain loyal employees.

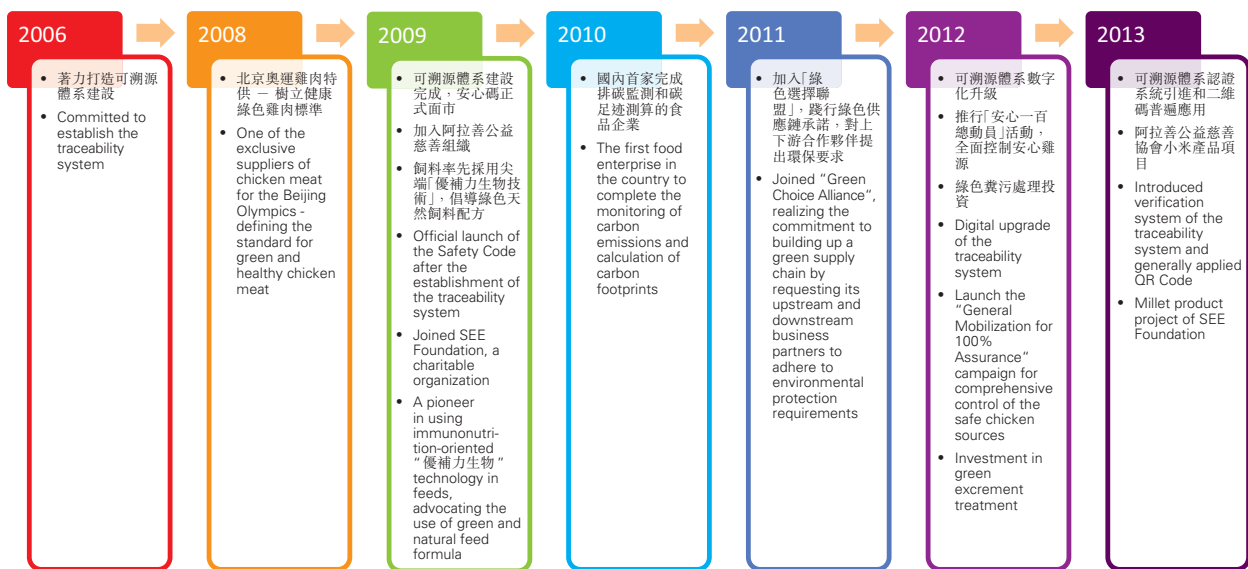
企業社會責任 Corporate Social Responsibility

1. 企業戰略規劃及願景：可持續發展報告，安心環保紀事圖

1. PLANNING AND VISION OF CORPORATE STRATEGIES: REPORT ON SUSTAINABLE DEVELOPMENT, CHRONICLE DIAGRAM OF SAFETY AND ENVIRONMENTAL PROTECTION

安心環保紀事圖

CHRONICLE DIAGRAM OF SAFETY AND ENVIRONMENTAL PROTECTION



所獲獎項

AWARDS GRANTED

| | |
|------|--|
| 2013 | <ul style="list-style-type: none"> • 董事會主席韓家寰先生獲頒2013年香港鏡報兩岸四地「傑出企業家社會責任獎」 • 旗下子公司大成食品(大連)有限公司建成遼寧省禽肉出口示範區 • Mr. Han Jia-Hwan, the Chairman of the Board, was awarded the “Outstanding Socially Responsible Entrepreneur Award” in Greater China by The Mirror in 2013 • Great Wall Food (Dalian) Co., Limited (“Dalian Great Wall”), a subsidiary of the Company, built up an export demonstration area for poultry in Liaoning Province |
| 2012 | <ul style="list-style-type: none"> • 「2012中國肉類食品行業最具價值品牌」獎 • 獲頒「中國畜牧行業百強優秀企業」稱號 • 再獲「2012中國綠公司百強」稱號 • 獲得2012年越南高品質優良獎 • Awarded “Most Valuable Brand in China Meat Products Industry 2012” • Honoured as one of the “Top 100 Outstanding Animal Agriculture Corporations in China” • Recognized as one of the “Top 100 Green Companies of China 2012” again • Awarded Vietnam Quality Merit Award 2012 |
| 2011 | <ul style="list-style-type: none"> • 榮獲「2011中國綠色公司百強」稱號 • 入圍第二屆中國綠金獎 • 董事會主席韓家寰先生當選中國畜牧業協會副會長和阿拉善公益環保協會會長 • Granted the honour as one of the “Top 100 Green Companies of China 2011” • Nominated as a candidate of the 2nd “China Green Gold Award” • Mr. Han Jian-Hwan, the Chairman of the Board, was elected as Vice-chairman of China Animal Agriculture Association and the Chairman of SEE Foundation Environmental Protection Society |
| 2010 | <ul style="list-style-type: none"> • 董事會主席韓家寰獲頒「中國肉類食品行業影響力企業家」獎項 • 獲頒「2010中國傑出CSR競爭力」獎項 • Mr. Han Jian-Hwan, the Chairman of the Board, was awarded “Influential Entrepreneur in China’s Meat Products Industry” • Awarded “China Outstanding CSR Competitiveness 2012” |
| 2009 | <ul style="list-style-type: none"> • 榮膺「中國肉類產業影響力品牌」稱號 • 旗下子公司遼寧大成農牧事業有限公司獲頒「全國五十強飼料企業」稱號 • Granted the honour of the “Influential Brand in China’s Meat Products Industry” • Liaoning Great Wall Agri-Industrial Co., Ltd., a subsidiary of the Company, was named as one of the “Top 50 Feeds Corporation in China” |

企業社會責任 Corporate Social Responsibility

可持續發展之方向

綠色農業：在2013年度，本集團在低碳生產方面繼續不斷提高排碳檢測技術和降低排碳量，降低溫室效應。通過採用預冷槽使用循環機節能、平衡谷時和峰時用電量、使用熱管式省煤器、利用高效率粉碎機和替換低效率鍋爐等系列措施，本集團在2013年度節省耗電3,071,981度；節省耗煤1,198噸，減少廢氣排放量1,198萬標立方米，減少SO₂排放量17T，氮化合物排放量10,876T。節約水的耗用量283,438T，減少污水排放量14,172T。

現時大成前瞻科技通過微藻處理污糞，掌握了相關核心技術：1. 生物環保飼料，達到最佳糞污生物處理效率；2. 畜禽廢棄物完全解決方案設計與施工；3. 培訓人員維持微藻生化處理系統；4. 藻種的供應與持續優化；5. 微藻收成與利用；6. 微藻水二次蔬果栽培利用，生產有機經濟作物。大成天津前瞻寶坻農場作為先進的畜禽養殖規模場，受到政府大力支持，是本集團的形象工程示範基地。未來，本集團有望以此高端生態工程為模型，全面推廣至其他規模豬場，甚至是家庭養殖的養殖集中區。本集團的核心科技支持著永續農業發展，著眼於發掘生物資源，高效處理養殖、屠宰、廚餘等廢棄物，運用轉廢為寶的概念將原先無價值的廢棄物轉化為高附加價值的副產物。透過把核心科技與有機無土栽培相結合，本集團將滿足達標排放、零污染的新農業願景，創造高科技的新品牌形象。



DIRECTION OF SUSTAINABLE DEVELOPMENT

Green Agriculture: In the aspect of low-carbon production, the Group continued to improve its carbon emission detection technology and reduce carbon emissions to alleviate greenhouse effect during 2013. By adopting various measures such as using pre-cooling recycling machines to save energy, balancing the power consumption during trough and peak hours, using heat-pipe coal economizers and high-efficiency crushers and replacing inefficient boilers, the Group saved power by 3,071,981 units, reduced coal by 1,198 tonnes, reduced gas emission by 11.98 million standard cubic meters, sulphur dioxide emissions by 17T and nitrogen oxides by 10,876T; it also reduced water consumption by 283,438T, sewage discharged by 14,172T.

DaChan Innovation Technology currently possesses the relevant core technology through processing faeces with microalgae: 1. Bio-environmentally-friendly feed, reaching the highest efficiency in biological treatment of faeces; 2. Design and construction of a comprehensive solution for livestock and poultry wastes; 3. Training of personnel for the maintenance of microalgae biological treatment system; 4. Supply and continuous improvement of algae species; 5. Harvest and utilization of microalgae; 6. Reuse of water containing microalgae in growing fruits and vegetable and producing organic economic produce. As an advanced and large scale livestock and poultry farm, DaChan Tianjin Innovation Baochi Farm is highly supported by the government and is a demonstration base for the image project of the Group. The Group hopes that this high-end ecological construction will become a model that can be fully extended to other large scale swine farms, or even concentration zones for family farming. The Group's core technology supports sustainable agricultural development, with a focus on discovering biological resources, highly efficient treatment of wastes generated from farming, slaughtering and food waste and applies the concept of turning wastes into treasure to convert wastes with no value into high value-added by-products. By integrating the core technology with organic soil-free cultivation, the Group will realize the vision of new agriculture by achieving emission target and zero pollution and create a high-tech new brand image.

企業社會責任 Corporate Social Responsibility

人資開發：人才是企業核心競爭優勢，人才的吸納和培養是企業人資的核心任務。為達成此核心任務，本集團在二零一三年於全國十四地區舉行了共十八場的高校演講會和招聘會，進行儲備幹部招聘和校企合作項目，並且於年內完成對所招聘儲備幹部的集訓和定崗，以保證穩定的新員輸入和本集團的持續發展動力。

二零一三年，本公司順利完成與博思匯合作學習與培訓管理系統(e-learning)項目的評估與引進，在八月份推廣應用，為2,964名員工開通網絡學習課程平臺。領導力學院在二零一三年度也完成本集團各事業部門在湖思培訓基地的年度集訓和拓展項目共計27場，內容包括戰略發展、業務培訓、團隊建設及年度重要會議等，有效提升員工的學習力和凝聚力。



Human Resources Development: Talent represents the core competitiveness of an enterprise. Recruitment and nurturing of talents are the core mission of human resources of an enterprise. To achieve the core missions, the Group held a total of 18 recruitment talks and sessions at high schools in 14 regions in the country in 2013 to recruit reserve officers and implement our co-operation project with educational institutes and completed the training and job allocation of such reserve officers during the year to ensure a stable admission of new staff members and the driving force for the Group's sustainable development.

In 2013, the Company successfully completed the assessment and introduction of e-learning and training management system in co-operation with BS Hinfo. The system was introduced in August and opened up the platform of online learning courses for 2,964 staff members. The leadership academy also completed a total of 27 trainings and staff development projects for various business departments of the Group at the Husi training base in 2013, the contents of the trainings and staff development projects included strategy development, business training, team building and important meetings. The learning capacity and cohesion of staff were effectively enhanced.

企業社會責任 Corporate Social Responsibility

農民合作：二零一三年度，本集團作為國內的契約養殖領導企業之一，在養殖模式和與農民合作方面再出新成績。首先，本集團扶持養殖戶使其養殖規模和養殖績效不斷提升。平均養殖數量由10,000羽/戶提高到11,000羽/戶，採用契約料養殖的料肉比轉換率亦持續提高。其次，本集團將傳統的「公司+農戶」模式不斷改良，逐步將更加全面的服務和技術支持直接提供給優秀的契約養殖合作農戶，建立雙方更穩定的合作關係和創造更優秀的養殖成績。

二零一三年，本集團養殖事業繼續保持和農戶及政府的良好合作。本集團和安徽省固鎮縣人民政府正式簽訂了投資合作協議，參與固鎮縣「億隻肉雞產業化項目」建設，計劃用2-3年時間建立新的全套肉雞養殖產業工廠。該項目的養殖設備技術先進，自動化程度非常高，採用全自動餵飼系統及全自動溫控系統，領先國內水平。產業模式採用「公司+基地+農戶」模式，由政府和公司合作推動建設標準化雞舍，由政府進行相關貼息政策鼓勵農戶產業升級。本公司與農戶之間的直營模式，能有效扶持當地農民的養殖規模和養殖收益，提高農民收入。



Cooperation with Farmers: During 2013, as one of the leading corporations for contract farming in China, the Group made new achievements in the aspects of farming model and co-operation with farmers. First, the Group supported farmers for the continuous improvement of their farming scale and performance. The average breeding number rose from 10,000 birds/farmer to 11,000 birds/farmer. The conversion rate from feeds to meat using contract feeds also continued to rise. Besides, the Group consistently improved the traditional model of “Company + farmer” and gradually provided more comprehensive service and technology support directly to outstanding contract farmers to establish a more stable co-operation relationship between them and the Group and to create better farming results.

In 2013, the breeding and rearing business of the Group continued to maintain good co-operation with farmers and the government. The Group and the People’s Government of Guzhen County of Anhui Province formally entered into an investment cooperation agreement, in which the Group would participate in the construction of “Industrialization Project for 100 Million Broilers” in Guzhen County, and plan to construct new factory for one-stop broiler breeding and rearing in 2 to 3 years’ time. The breeding and rearing facilities of this project is technology-advanced with a high degree of automation and had adopted a fully automatic feeding system and a fully automatic temperature control system, leading in terms of national standard. The industrial model of “Company + base + farmer” was adopted. The government and the Company co-operated in promoting the construction of standardized broiler houses. The government encouraged farmers to upgrade their production with relevant subsidies policy. The direct sales model between the Company and farmers can effectively support the farming scale and revenue of local farmers, and raise their income.

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Corporate Social Responsibility

環保公益

本集團作為有良心和富有社會責任感的食品企業，長期積極投入公益環保事業。本集團於二零一三年上半年與深圳壹基金公益基金會合作，為雅安地震受災群眾捐助了一批價值近八十萬元的安心食品。自二零零五年起，本集團每年均通過阿拉善公益協會為治理內蒙古沙化問題獻策獻力。二零一三年，本集團投入阿拉善公益協會的項目不僅包括捐款，還包括企業性生產。本集團首度集合食品研發部門的精英力量，開發出兩款阿拉善小米產品，將公益和生產之元素完美結合。作為阿拉善小米的主要分銷力量，本集團在各主要電商平臺、微信圈等進行售賣，所得營業利潤也將全部回捐阿拉善協會，專項用於沙化治理。



ENVIRONMENTAL CHARITY

As a food enterprise with conscience and the sense of social responsibility, the Group has proactively participated in charity and environmental protection for a long time. The Group cooperated with Shenzhen One Foundation in the first half of 2013 and donated a batch of safe assuring food of almost RMB 800,000 to the victims of the Ya'an earthquake. Since 2005, the Group has contributed its ideas and effort to address the issue of desertification in Inner Mongolia through SEE Foundation every year. In 2013, the Group not only made donation to the charity projects of SEE Foundation but also its corporate production. The Group gathered the elite taskforce from its food products research and development department for the first time and developed two millet products for SEE Foundation, which perfectly integrated the elements of charity and production. As a major distribution channel of SEE Foundation millets, the Group conducted sales through various e-business platforms and Wechat circles and will donate all profit to SEE Foundation to tackle the problem of desertification.

| 二零零九年 | 二零一零年 | 二零一一年 | 二零一二年 | 二零一三年 |
|-------|-------|-------|-------|-------|
| 2009 | 2010 | 2011 | 2012 | 2013 |

| | | | | | | |
|-----|---------------------|---------|---------|---------|---------|----------------------|
| 捐款額 | Amount of Donations | 100,000 | 100,000 | 446,000 | 913,000 | 889,000 ¹ |
|-----|---------------------|---------|---------|---------|---------|----------------------|

¹ 該金額包括100,000元阿拉善年度會費和789,000元深圳壹基金的雅安地震捐款，未包含阿拉善小米銷售利潤

¹ This amount includes RMB 100,000 SEE Foundation annual membership fee and a donation of RMB 789,000 to Shenzhen One Foundation for Ya'an earthquake. It does include the profit coming from the sales of millet produces.



董事及高級管理人員履歷

Directors and Senior Management Profile

董事

執行董事

韓家寰先生，58歲，自二零零七年起擔任本公司主席及執行董事，彼自二零零七年起亦是薪酬委員會及提名委員會成員兼執行委員會主席。韓先生負責制訂本集團整體企業策略、規劃及業務發展。

韓先生擁有逾30年亞太地區飼料及食品生產的業務經驗。鑒於彼對農業所作出的貢獻，韓先生於一九九四年獲選為台灣十大傑出青年之一。韓先生先後於一九七七年及一九八三年獲得國立政治大學企業管理學士學位及美國芝加哥大學企業管理碩士學位。他是韓家宇先生及韓家宸先生的弟弟，韓家寅先生的哥哥。

韓家寅先生，53歲，自二零一一年十月二十七日起被委任為本公司執行董事及執行委員會成員。韓先生現任大成長城企業股份有限公司之董事，該公司於台灣成立，其股份於台灣證券交易所上市，是本公司之控股股東。他曾任大成集團餐飲服務群之總經理，並於多個台灣的食品產業公會擔任職務。韓先生於逢甲大學取得資訊系學士學位，並於美國新哈芬大學取得電腦碩士學位。

DIRECTORS

EXECUTIVE DIRECTORS

Mr. Han Jia-Hwan (韓家寰), aged 58, is the Chairman and an executive Director of the Company since 2007. He is also a member of the remuneration committee and nomination committee and the Chairman of the executive committee since 2007. Mr. Han is responsible for the overall corporate strategies, planning and business development of the Group.

Mr. Han has over 30 years of experience in feeds and food production business in the Asia Pacific region. In recognition of his contributions to the agricultural industry, Mr. Han was one of the Ten Outstanding Young Persons (十大傑出青年) in Taiwan in 1994. Mr. Han received his bachelor degree in business administration from National Cheng-chi University (國立政治大學) and a master degree in business administration from the University of Chicago in 1977 and 1983 respectively. He is a brother of Mr. Han Chia-Yau, Mr. Harn Jia-Chen and Mr. Han Chia-Yin.

Mr. Han Chia-Yin (韓家寅), aged 53, has been appointed as an executive director and a member of the Executive Committee since 27 October 2011. He also serves as a director of Great Wall Enterprise Co., Ltd., a company incorporated in Taiwan whose shares are listed on Taiwan Stock Exchange Corporation and is the controlling shareholder of the Company. He used to be the president of the Great Wall Group Food Service Division and held a number of positions in certain associations of the food industry in Taiwan. Mr. Han graduated from Feng Chia University in Taiwan with a bachelor degree in Information Engineering & Computer Science and obtained a master degree in Computer Science from the University of New Haven in USA.

董事及高級管理人員履歷 Directors and Senior Management Profile

非執行董事

趙天星先生，67歲，自二零零七年起擔任本公司非執行董事及僑泰興投資股份有限公司主席兼董事，亦為致福投資股份有限公司及中經合全球創業投資股份有限公司的主席兼董事，以及紅十字會(地區運作中心)董事。

趙先生於淡江大學畢業，持有灌溉工程學士學位，擁有豐富的信息技術業及傳統工業(如食品及服務)管理經驗。

韓家宇先生，64歲，自二零零七年起擔任本公司非執行董事及本公司薪酬委員會成員。韓先生於一九九一年加入大成長城企業，並自一九九五年至二零零一年期間出任大成長城企業副主席。彼自二零零一年起一直擔任大成長城企業主席。

韓先生先分別於一九七三年及一九八一年獲得中原大學學士學位及美國康乃狄格大學計算機科學碩士學位。他是韓家寰先生、韓家宸先生及韓家寅先生之兄長。

NON-EXECUTIVE DIRECTORS

Mr. Chao Tien-Shin (趙天星), aged 67, is a non-executive Director of the Company since 2007 and the chairman and a director of Qiao Tai Xing Investment Co. Ltd. He is also the chairman and director of both 致福投資股份有限公司 and 中經合全球創業投資股份有限公司 and a director of Red Cross Organization (Regional Operations Centre).

Mr. Chao graduated from Tamkang University (淡江大學) with a bachelor degree in irrigation engineering with extensive business management experience in both the information technology industry and traditional industries, such as food and services.

Mr. Han Chia-Yau (韓家宇), aged 64, is a non-executive Director of the Company and a member of the remuneration committee of the Company since 2007. Mr. Han joined Great Wall Enterprise in 1991 and from 1995 to 2001, he was the vice chairman of Great Wall Enterprise. Since 2001, Mr. Han has been the chairman of Great Wall Enterprise.

Mr. Han obtained a bachelor degree from Chung Yuan Christian University (中原大學) and a master degree in Computer Science from the University of Connecticut in 1973 and 1981 respectively. He is a brother of Mr. Han Jia-Hwan, Mr. Harn Jia-Chen and Mr. Han Chia-Yin.

董事及高級管理人員履歷

Directors and Senior Management Profile

韓家宸先生，59歲，自二零零七年起擔任本公司非執行董事及提名委員會成員、大成長城企業副董事長，自一九九五年起一直任大成長城企業的附屬公司大成食品（天津）有限公司（從事麵粉生產業務）的董事長，自二零零一年起一直任北京大成永和食品有限公司董事長，自一九九九年起一直任大成萬達（天津）有限公司董事長，一九九七年至二零零六年擔任大成食品（蛇口）有限公司董事，自二零零六年至二零一一年任大成食品（蛇口）有限公司董事長，二零零三年起至今擔任大成昭和食品（天津）有限公司董事長，二零零六年五月當選天津市台灣同胞投資企業協會會長，二零零七年四月至二零一零年五月當選全國台灣同胞投資企業聯誼會副會長，二零一零年五月至今當選全國台灣同胞投資企業聯誼會常務副會長。

韓先生於一九八六年獲得美國紐海文大學企業管理碩士學位。他是韓家寰先生及韓家寅先生之兄長及是韓家宇先生的弟弟。

Nicholas William Rosa 先生，61歲，自二零零七年起擔任本公司非執行董事，亦為Continental Capital Limited及Conti Chia Tai International Limited董事。

Mr. Harn Jia-Chen（韓家宸），aged 59, is a non-executive Director of the Company and a member of nomination committee of the Company since 2007. Mr. Harn is also the vice chairman of Great Wall Enterprise. Since 1995, he has been the chairman of Great Wall Food (Tianjin) Co., Ltd. (大成食品(天津)有限公司), a subsidiary of Great Wall Enterprise engaged in flour production. Since 2001, he has been the chairman of Great Wall Yung Huo Food (Beijing) Co., Ltd. (北京大成永和食品有限公司). Since 1999, he has been the chairman of Great Wall Food (Tianjin) Co., Ltd. (大成萬達(天津)有限公司). From 1997 to 2006, he was the director of Great Wall Food (Shekou) Co., Ltd. (大成食品(蛇口)有限公司). From 2006 to 2011, he was the chairman of Great Wall Food (Shekou) Co., Ltd. From 2003 until present, he is the chairman of DaChan Showa Food (Tianjin) Co., Ltd. (大成昭和食品(天津)有限公司). In May 2006, he was elected as the director of Taiwan Asset Enterprise Association of Tianjin (天津市台灣同胞投資企業協會). From April 2007 to May 2010, he was elected as the vice-chairman of the Association of Taiwan Investment Enterprises on the Mainland China (全國台灣同胞投資企業聯誼會). From May 2010 to present, he has been the standing vice-president of the Association of Taiwan Investment Enterprises on the Mainland China.

Mr. Harn obtained his master degree in business administration from the University of New Haven in 1986. He is a brother of Mr. Han Jia-Hwan, Mr. Han Chia-Yin and Mr. Han Chia-Yau.

Mr. Nicholas William Rosa, aged 61, is a non-executive Director of the Company since 2007 and is also a director of Continental Capital Limited and Conti Chia Tai International Limited.

董事及高級管理人員履歷 Directors and Senior Management Profile

Rosa先生從事農業，尤其是家禽業務逾30年，於一九七五年加入Continental Grain Company的動物飼料部，在伊利諾州芝加哥Wayne Feed部門擔任副總裁及總經理前，彼擔任信貸、市場推廣及銷售的管理職務。於一九九七年，彼擔任紐約Continental Grain Company國際工業部副總裁。彼於二零零七年遷居中國北京，並於Continental Grain Company的康地亞洲擔任高級副總裁及董事總經理。Rosa先生於一九九七年至二零零零年任American Feed Industry Association執行委員會董事兼成員，在歐洲和南美洲多家家禽公司任董事職務。

Rosa先生於一九七四年在亞利桑那州立大學獲得經濟學學士學位及於一九七五年獲得工商管理碩士學位。

獨立非執行董事

陳治博士，60歲，自二零零七年起擔任本公司獨立非執行董事、本公司提名委員會主席兼審核委員會及薪酬委員會成員。自一九九六年起，陳博士擔任通用電氣(中國)醫療系統集團總裁，自二零零一年十一月晉升為通用電氣公司副總裁。彼於二零零九年自通用電氣公司退任。陳博士亦自二零零九年起擔任香港世康融醫療集團及的中國核子醫療技術集團主席。

陳博士於一九八四年獲得里海大學機械工程博士學位。

Mr. Rosa has been in the agricultural industry, particularly the poultry business, for over 30 years. He joined the animal feed division of Continental Grain Company in 1975, and held positions in credit, marketing and sales management, prior to becoming vice president and general manager of Wayne Feed Division in Chicago, Illinois. In 1997, he became the vice president of International Industries for Continental Grain Company in New York. He relocated to Beijing, China in 2007 and became the senior vice president and managing director of ContiAsia division of Continental Grain Company. Mr. Rosa was the director and a member of the executive committee of the American Feed Industry Association from 1997 to 2000 and has been a director of several poultry companies in Europe and South America.

Mr. Rosa received his bachelor degree in economics in 1974 and a master degree in business administration in 1975, both from Arizona State University.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Chen Chih (陳治), aged 60, is an independent non-executive Director of the Company, the Chairman of the nomination committee and a member of the audit committee and remuneration committee of the Company since 2007. Dr. Chen served as the president of GE Medical Systems China since 1996 and was promoted to vice president of General Electric Company since November 2001. He retired from General Electric Company in 2009. Dr. Chen is also the chairman of both SKR Healthcare Group (香港世康融醫療集團) and China Nucleon Medical Technology Group (中國核子醫療技術集團) since 2009.

Dr. Chen received his Ph.D. degree in mechanical engineering from Lehigh University in 1984.

董事及高級管理人員履歷 Directors and Senior Management Profile

劉福春先生，67歲，自二零零七年起擔任本公司獨立非執行董事、本公司薪酬委員會主席兼審核委員會及提名委員會成員。彼於國際貿易及管理方面積逾23年經驗，並在歐洲工作多年。

劉先生於一九七五年於北京外貿學院取得學院英語證書。

魏永篤先生，69歲，為本公司獨立非執行董事、審核委員會主席兼提名委員會及薪酬委員會成員。魏先生擁有逾35年財務顧問、會計及審核經驗，曾在台灣多家國際會計師事務所任職管理合夥人和首席執行官，並於二零零七年退休。

魏先生畢業於台灣東吳大學，持有會計學學士學位及美國喬治亞大學工商管理碩士學位，魏先生具有台灣及美國喬治亞州會計師資格，亦為內部審計師協會註冊內部審計師。

Mr. Liu Fuchun (劉福春), aged 67, is an independent non-executive Director of the Company, the Chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company since 2007. He has more than 23 years of experience in international trade and management and used to work in Europe for several years.

Mr. Liu obtained his Institute Certificate for the English program from Beijing Institute of Foreign Trade (北京外貿學院) in 1975.

Mr. Way Yung-Do (魏永篤), aged 69, is an independent non-executive Director of the Company, the Chairman of the audit committee and a member of the nomination committee and the remuneration committee. Mr. Way has over 35 years of experience in financial advisory, accounting and auditing and had served as managing partner and CEO of international accounting firms in Taiwan and was retired in 2007.

Mr. Way graduated from Soochow University Taiwan with a bachelor degree in accounting and obtained a master degree in business administration from the University of Georgia. Mr. Way has the public accountant qualification in Taiwan and Georgia, U.S.A. He is also a certified internal auditor of the Institute of Internal Auditors.

董事及高級管理人員履歷 Directors and Senior Management Profile

高級管理層

陳禮琴女士，56歲，於二零零九年二月十六日獲委任為本公司財務長，並於二零一一年九月二十二日晉升為本公司首席行政官。二零一四年三月二十一日陳女士再次獲委任為財務長。彼為本公司資深副總裁，亦為執行委員會成員。陳女士現時負責本集團的總體財務管理、資金計劃及分配，並領導本公司之策略規劃中心及法務室。在加入本公司之前，彼為台灣上市公司台橡股份有限公司之副總裁。陳女士於財務及投資者關係範疇擁有超過二十年的經驗，並於多間著名的大型跨國公司擔任高級職位，包括美商英特爾亞太科技有限公司 (Intel Microelectronic)、嬌生集團 (Johnson & Johnson Medical) 及台灣吉悌電信股份有限公司 (Siemens Telecommunication System)。

陳女士持有國立台灣大學高級管理人員工商管理碩士學位。

歐倉舟先生，62歲，1980年加入本集團。彼現任本公司首席營運官、資深副總裁及執行委員會成員，負責全球食品群的管理與營運。彼於台灣與大陸間商品採購及貿易業務運作方面累積近30年經驗，並曾負責大豆，小麥，飼料與肉品一條龍的加工營運業務。

歐先生於一九七四年獲得國立成功大學企業管理學士學位。

SENIOR MANAGEMENT TEAM

Ms. Chen Li-Chin (陳禮琴), aged 56, was appointed as the Chief Financial Officer of the Company ("CFO") on 16 February 2009 and was promoted as the Chief Administrative Officer of the Company on 22 September 2011. On 21 March 2014, Ms. Chen was appointed as the CFO again. She is a senior vice-president, and is also a member of the executive committee of the Company. Ms. Chen is responsible for the Group's overall financial management, capital planning and allocation, and leads the Company's Strategic Planning Centre and Law Affair Office. Prior to joining the Company, she was the Vice President of TSRC Corporation, a listed company in Taiwan. She had over 20 years of experience in the fields of finance and investor relations, and assumed the senior positions of many large and renowned multinational corporations, including Intel Microelectronic (美商英特爾亞太科技有限公司), Johnson & Johnson Medical (嬌生集團) and Siemens Telecommunication System (台灣吉悌電信股份有限公司).

Ms. Chen obtained an EMBA degree from National Taiwan University.

Mr. Ou Chang-Jou (歐倉舟), aged 62, joined the Group on 1980. He is the Chief Operation Officer, a senior vice-president and a member of the Executive Committee of the Company, and is responsible for the management and operation of the Global Food Solutions Group. He has accumulated almost 30 years of experience in commodity procurement and trading business operation between Taiwan and the Mainland China and was responsible for vertically integrated business with soybeans, wheat, feed and meat processing.

Mr. Ou obtained a bachelor degree in business management from the National Cheng-Kung University (國立成功大學) in 1974.

董事及高級管理人員履歷 Directors and Senior Management Profile

李景輝先生，56歲，於二零一一年十月二十四日加入本集團，本公司首席營運官、資深副總裁及執行委員會成員，負責家禽與價值肉品群的管理與營運。於加入本公司前，李先生曾任河北省秦皇島第十一屆人大代表，同時擔任中國家禽協會常務理事等職。彼也曾任職威海農牧、正大等國內知名大型企業。李先生現任中國白羽肉雞聯盟總裁。彼在中國畜牧養殖領域擁有近30年的豐富產業經驗。

李先生於1982年畢業於河北農業大學，專攻畜牧，取得學士學位。

盧世哲先生，54歲，於二零零九年加入本集團。彼現任本公司首席營運官、副總裁及執行委員會成員，負責飼料及動物營養事業群的管理與營運。彼於台灣及大陸動物營養及飼料業務領域擁有超過25年的經驗。盧先生自二零零九年起負責飼料研發及中國市場行銷。

盧先生於1986年獲得國立台灣大學動物營養學碩士學位。

Mr. Li Jing-Hui (李景輝), aged 56, joined the Group on 24 October 2011. He is a Chief Operation Officer, a senior vice-president and a member of the Executive Committee of the Company, and is responsible for the management and operation of the Poultry & Value Meat Group. Before joining the Company, Mr. Li was the representative of the 11th Session of People's Congress of Qinhuangdao of Hebei Province and an executive director of China Poultry Association. He also worked for several famous local enterprises such as 威海農牧 and CP Group. Mr. Li is the president of China White Feather Broiler Alliance (中國白羽肉雞聯盟). He has almost 30 year experience in livestock industry.

Mr. Li graduated from Agricultural University of Hebei with a bachelor degree in livestock in 1982.

Mr. Lu Shih-Che (盧世哲), aged 54, joined the Group in 2009. He is a Chief Operation Officer, the vice-president and a member of the Executive Committee of the Company, and is responsible for the management and operation of the Feed and Animal Nutrition Group. He has over 25 years of experience in the fields of animal nutrition and feed business in Taiwan and the Mainland China. Mr. Lu has been responsible for the R&D on feed and sales and marketing in China market since 2009.

Mr. Lu obtained a master degree in Animal Nutrition from the National Taiwan University (國立台灣大學) in 1986.

董事及高級管理人員履歷 Directors and Senior Management Profile

張裕隆先生，52歲，於二零零零年加入本集團。二零一一年至二零一三年任本公司首席營運官，二零一四年二月十九日，張先生獲委任為首席稽核官及流程與績效優化群主管；彼亦為本公司資深副總裁及執行委員會成員，負責內部稽核、訊息及流程管理中心、公司採購及物流管理。於加入本集團前，張先生曾在台灣、越南大成集團負責中國及東南亞市場的飼料業務，累積逾22年的飼料業經驗。

張先生於一九八八年獲得國立中央大學產業經濟碩士學位。

宋強先生，58歲，於二零一三年八月九日獲委任為本公司財務長，並已於二零一四年三月二十一日辭任此職位。同時，宋先生於二零一三年十二月二十四日被委任為戰略長至今，彼亦為本公司資深副總裁，負責戰略管理及投資者關係。彼於財務規劃及管理方面擁有逾25年經驗，並於財務管理、內部監控、企業管治、財務規劃、投資及投資者關係等方面擁有豐富經驗。於加入本集團之前，宋先生擔任財務、營運及管理的高級職位，包括於亞洲及美國的大型及國際知名公司擔任副總裁及董事。

宋先生持有國立台灣大學的經濟學法學士學位及芝加哥大學的工商管理碩士學位。

Mr. Chang Yu-Lung (張裕隆), aged 52, joined the Group in 2000. From 2011 to 2013, he was the Chief Operation Officer. On 19 February 2014, Mr. Chang was appointed as the Chief Controller and the Chief Officer of the Process & Performance Group; he is also the senior vice-president and a member of the Executive Committee of the Company, responsible for the internal audit, Information & Process Innovation Center, corporate procurements and logistics management. Before joining the Group, Mr. Zhang worked for DaChan Group in Taiwan and Vietnam and took charge of feed business of Chinese and South Asian market. He has over 22-year experience in feed business.

Mr. Zhang graduated from National Central University with a master degree in industrial economics in 1988.

Mr. Sung Chiang (宋強), aged 58, was appointed as the Chief Financial Officer of the Company on 9 August 2013 and resigned this post on 21 March 2014. In the meantime, Mr. Sung was appointed as the Chief Strategic Officer on 24 December 2013 and is also a senior vice-president of the Company, responsible for strategic management and investor relations. He has over 25 years of experience in financial planning and management discipline and extensive experience in financial management, internal control, corporate governance, financial planning, investment and investor relations, etc. Before joining the Group, Mr. Sung held various senior finance, operation and management positions including vice president and director with sizeable corporation of international repute in Asia and the United States of America.

Mr. Sung has obtained a bachelor degree of Laws in Economics from the National Taiwan University and a master degree of Business Administration with Specialisation Finance and Concentration in Econometrics from the University of Chicago.

企業管治報告

Corporate Governance Report

簡介

本公司董事會（「董事會」）欣然提呈截至二零一三年十二月三十一日止年度之企業管治報告。

董事會以有效的渠道披露資料，致力提高企業透明度，從而提升本集團企業管治標準。董事會相信良好的企業管治有利於維繫與僱員、經營夥伴、股東及投資者的緊密及信任關係。

董事會採用香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載企業管治常規守則之守則條文作為本集團企業管治指引，並已在適用情況下採取符合守則的措施。上市規則附錄十四已由香港聯交所於二零一一年十月修訂及改名為「企業管治守則及企業管治報告」（「守則」）。於二零一二年三月二十三日，董事會已採納守則所載的守則條文（「守則條文」）為本集團最新的企業管治指引。

企業管治常規

除以下情況外，本公司於截至二零一三年十二月三十一日止整個年度內一直遵守守則條文：

INTRODUCTION

The board of directors (the “Board”) of the Company is pleased to present the Corporate Governance Report for the year ended 31 December 2013.

The Board is committed to enhancing the Group’s corporate governance standards by improving corporate transparency through effective channels of information disclosure. The Board believes that good corporate governance is beneficial for maintaining close and trustful relationships with its employees, business partners, shareholders and investors.

The Board adopted the code provisions of the “Code on Corporate Governance Practices” set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) as the guidelines for corporate governance of the Company, and has taken steps to comply with the Code wherever appropriate. Appendix 14 to the Listing Rules was revised and renamed as “Corporate Governance Code and Corporate Governance Report” (the “Code”) by The Stock Exchange of Hong Kong in October 2011. On 23 March 2012, the Board adopted the code provisions (the “Code Provisions”) contained in the Code as the latest guidelines for corporate governance of the Group.

CORPORATE GOVERNANCE PRACTICES

Throughout the year ended 31 December 2013, the Company has complied with the Code Provisions with the following exceptions:

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根據守則條文A.6.7，獨立非執行董事及其他非執行董事應出席股東大會及對股東之意見有公正之瞭解。

由於必須出席其他預先安排的業務活動，本公司非執行董事韓家宇先生、韓家宸先生、Nicholas William Rosa先生及趙天星先生，以及本公司獨立非執行董事魏永篤先生、劉福春先生未能出席本公司於二零一三年六月二十八日舉行之股東週年大會。

根據守則條文E.1.2，董事會主席應出席股東週年大會。

由於董事會主席（「主席」）韓家寰先生必須出席其他預先安排的業務活動，故彼未能出席本公司於二零一三年六月二十八日舉行之股東週年大會。

根據守則條文F.1.1，公司秘書應為本公司僱員，及對本公司的日常事務有所認識。

本公司公司秘書彭小燕女士為本公司法律顧問張秀儀、唐滙棟、羅凱栢律師行的合夥人。彭女士自二零零八年二月起獲委任為本公司的公司秘書。本公司亦已指派一名高級管理層，本公司法律部門主管馮玉俠女士作為彭女士的聯絡人。有關本集團表現、財務狀況及其他主要發展及事務的資料（包括但不限於管理層每月向董事會提交的報告）會盡快透過委派的聯絡人送交予彭女士。鑒於彭女士與本公司長期以來的關係，彭女士十分熟悉本集團的營運，並對本集團的管理具有深入的瞭解。在現時機制下，彭女士可及時掌握本集團的發展而不會出現大幅延誤，而彼亦

UNDER CODE PROVISION A.6.7, INDEPENDENT NON-EXECUTIVE DIRECTORS AND OTHER NON-EXECUTIVE DIRECTORS SHOULD ATTEND GENERAL MEETINGS AND DEVELOP A BALANCED UNDERSTANDING OF THE VIEWS OF THE SHAREHOLDERS.

Due to other pre-arranged business commitments which must be attended to by them, Mr. Han Chia-Yau, Mr. Harn Jia-Chen, Mr. Nicholas William Rosa and Mr. Chao Tien-Shin, being non-executive Directors of the Company and Mr. Way Yung-Do and Mr. Liu Fuchun, being independent non-executive Directors of the Company, were not present at the annual general meeting of the Company held on 28 June 2013.

UNDER CODE PROVISION E.1.2, THE CHAIRMAN OF THE BOARD SHOULD ATTEND THE ANNUAL GENERAL MEETING.

Due to other pre-arranged business commitments which must be attended by him, Mr. Han Jia-Hwan, the chairman of the Board (the "Chairman"), was not present at the annual general meeting held on 28 June 2013.

UNDER CODE PROVISION F.1.1, THE COMPANY SECRETARY SHOULD BE AN EMPLOYEE OF THE COMPANY AND HAVE THE DAY-TO-DAY KNOWLEDGE OF THE COMPANY'S AFFAIRS.

The company secretary of the Company, Ms. Pang Siu Yin, is a partner of the Company's legal adviser, Cheung Tong & Rosa Solicitors. Ms. Pang has been appointed as the company secretary of the Company since February 2008. The Company has also assigned a member of the senior management, Ms. Feng Yuxia, head of legal department of the Company, as the contact person with Ms. Pang. Information in relation to the performance, financial position and other major developments and affairs of the Group (including but not limited to the management monthly report to the Board) are promptly delivered to Ms. Pang through the contact person assigned. Given the long-term relationship between Ms. Pang and the Group, Ms. Pang is very familiar with the operations of the Group and has an in-depth knowledge of

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擁有專業知識及經驗，因此董事會有信心彭女士擔任公司秘書有利於本集團遵守相關董事會程序、適用法律、規則及法規。

董事

董事會

由主席領導的董事會帶領着本公司業務的方向。其職責包括制定本公司的長期策略、業務發展目標、評估管理政策成果、監察管理層表現及定期確保風險管理措施的有效實施。

本公司董事（「董事」）定期舉行會議檢討本集團財務及經營表現並且討論及制定未來發展計劃。大多數董事親身或以其他電子通訊方式出席定期董事會會議。

於二零一三年，董事會舉行四次定期會議及一次額外會議。

就股東大會而言，本公司於二零一三年六月二十八日舉行股東週年大會。

the management of the Group. Having in place a mechanism that allows Ms. Pang to keep abreast of the Group's development promptly without material delay and with her expertise and experience, the Board is confident that having Ms. Pang as the company secretary is beneficial to the Group's compliance with the relevant Board procedures, applicable laws, rules and regulations.

DIRECTORS

THE BOARD

The Board, led by the Chairman, steers the Company's business direction. It is responsible for formulating the Company's long-term strategies, setting business development goals, assessing results of management policies, monitoring the management's performance and ensuring effective implementation of risk management measures on a regular basis.

The directors of the Company (the "Directors") meet regularly to review the Group's financial and operational performance and to discuss and formulate future development plans. Regular Board meetings are attended by a majority of the Directors in person or through other electronic means of communication.

During the year of 2013, the Board held 4 regular meetings and 1 additional meeting.

In regard to general meeting, the Company held the annual general meeting on 28 June 2013.

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於二零一三年，各董事出席董事會會議及股東大會的紀錄如下：

| 董事 | 定期董事 會會議 | 額外 董事會議 | 股東 大會 |
|--------------------------|-------------|------------|----------|
| 執行董事 | | | |
| 韓家寰先生(主席) | 4/4 | 1/1 | 0/1 |
| 韓家寅先生 | 4/4 | 1/1 | 1/1 |
| 非執行董事 | | | |
| 韓家宇先生 | 3/4 | 0/1 | 0/1 |
| 韓家宸先生 | 1/4 | 0/1 | 0/1 |
| Nicholas William Rosa 先生 | 4/4 | 1/1 | 0/1 |
| 趙天星先生 | 4/4 | 0/1 | 0/1 |
| 獨立非執行董事 | | | |
| 魏永篤先生 | 3/4 | 1/1 | 0/1 |
| 劉福春先生 | 3/4 | 1/1 | 0/1 |
| 陳治先生 | 4/4 | 1/1 | 1/1 |

定期董事會會議的通知皆於會議舉行前最少14日向全體董事發出，而其他董事會會議則一般於合理時間前發出通知。

議程及相關董事會文件連同所有適用、完備及可靠資料皆及時，並至少於各董事會會議或委員會會議擬召開日期前3天(惟成員間另有協定除外)寄發予全體董事，以確保彼等有充足時間審閱董事會文件，為會議作好準備，並令董事獲悉本公司最新發展及財務狀況，確保彼等可提出任何事項列入會議議程，並作出知情決定。

The attendance records of each Director at the Board meetings and general meetings in 2013 are set out below:

| Directors | Regular Board Meetings | Additional Board Meetings | General Meetings |
|--|------------------------------|---------------------------------|---------------------|
| Executive Directors | | | |
| Mr. Han Jia-Hwan (<i>Chairman</i>) | 4/4 | 1/1 | 0/1 |
| Mr. Han Chia-Yin | 4/4 | 1/1 | 1/1 |
| Non-Executive Directors | | | |
| Mr. Han Chia-Yau | 3/4 | 0/1 | 0/1 |
| Mr. Harn Jia-Chen | 1/4 | 0/1 | 0/1 |
| Mr. Nicholas William Rosa | 4/4 | 1/1 | 0/1 |
| Mr. Chao Tien-Shin | 4/4 | 0/1 | 0/1 |
| Independent Non-Executive Directors | | | |
| Mr. Way Yung-Do | 3/4 | 1/1 | 0/1 |
| Mr. Liu Fuchun | 3/4 | 1/1 | 0/1 |
| Mr. Chen Chih | 4/4 | 1/1 | 1/1 |

Notice of regular Board meetings are served to all Directors at least 14 days before the meeting while reasonable notice is generally given for other Board meetings.

Agenda and Board papers together with all appropriate, complete and reliable information are sent to all Directors in a timely manner, and at least 3 days before the intended date of each Board or committee meeting, except agreed otherwise among the members, to ensure that they had sufficient time to review the Board papers, be adequately prepared for the meeting, keep the Directors abreast of the latest developments and financial position of the Company and to enable them to include any matter in the agenda and to make informed decisions.

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董事會及各董事在適當情況下可合理要求徵詢獨立專業意見以協助彼等履行職責，費用由本公司承擔。彼於需要時及向董事會提出要求後，董事可於履行職責時獲取獨立專業意見，費用由本公司承擔。

所有董事會會議及審核委員會、薪酬委員會及提名委員會會議之會議記錄，均由公司秘書保存。上述所有會議記錄均詳細記載經審核之事項及經達成之決定，包括董事提出的任何關注或表達的反對意見。任何董事可於合理時間作出合理通知後查閱該等會議記錄。

會議記錄初稿一般於每次會議後，於合理時間內發送至董事或相關委員會成員，而最終定稿皆寄發予全體董事或委員會成員，以供記錄。

根據現行董事會常規，任何涉及主要股東或董事與本公司之間的利益衝突之重大交易，將在正式召開且獨立非執行董事列席之董事會會議上由董事會審核及處理。若董事或彼等聯繫人於相關交易中有重大利益，則該等董事須於批准相關交易之會議上放棄投票，且不應計入該會議之法定人數。

The Board and each Director, upon reasonable request, have access to independent professional advice to assist them in performing their duties to the Company, at the Company's expense. When needed and upon making request to the Board, Directors may obtain independent professional advice at the Company's expense in carrying out their duties.

Minutes of all Board meetings and Audit Committee and Remuneration Committee and Nomination Committee meetings are kept by the Company Secretary. All of the above minutes record in sufficient detail the matters considered and decisions reached, including any concern raised by Directors or dissenting views expressed. Any Director may inspect the minutes at any reasonable time on reasonable notice.

Draft minutes are normally circulated to Directors or members of the relevant committee for comment within a reasonable time after each meeting and the final version is sent to all Directors or committee members for their record.

According to the current Board practice, any material transaction, which involves a conflict of interests between a substantial shareholder or a Director and the Company, will be considered and dealt with by the Board at a duly convened Board meeting with the presence of the independent non-executive Directors. Directors are abstained from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

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主席及首席執行官

截至二零一三年十二月三十一日止之年度，主席及首席執行官的職位分別由韓家寰先生及韓家寅先生擔任。此乃確保明確區分主席管理董事會的職責與首席執行官監督本集團整體內部營運的職責。

董事會組成

本公司董事會目前共有九名成員，其中包括兩名執行董事、四名非執行董事及三名獨立非執行董事。董事會之組成載列如下：

執行董事

韓家寰先生(主席)

韓家寅先生(首席執行官)

非執行董事

韓家宇先生

韓家宸先生

Nicholas William Rosa 先生

趙天星先生

獨立非執行董事

魏永篤先生

劉福春先生

陳治先生

本公司董事按類識別彼等角色的更新名單可於本公司網站或聯交所網站查詢。該名單訂明各董事是否為獨立非執行董事，並列明各董事之職責。

本公司於所有企業通訊中列明獨立非執行董事，並披露彼等之姓名。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

During the year ended 31 December 2013, the positions of the Chairman and Chief Executive Officer are held by Mr. Han Jia-Hwan and Mr. Han Chia-Yin respectively. This ensures a clear distinction between the Chairman's duty to manage the Board and the Chief Executive Officer's duty to oversee the overall internal operation of the Group.

BOARD COMPOSITION

The Board of the Company currently comprises 9 Directors, 2 of whom are executive Directors, 4 are non-executive Directors and 3 are independent non-executive Directors. The composition of the Board is set out as follows:

Executive Directors

Mr. Han Jia-Hwan (*Chairman*)

Mr. Han Chia-Yin (*Chief Executive Officer*)

Non-executive Directors

Mr. Han Chia-Yau

Mr. Harn Jia-Chen

Mr. Nicholas William Rosa

Mr. Chao Tien-Shin

Independent Non-executive Directors

Mr. Way Yung-Do

Mr. Liu Fuchun

Mr. Chen Chih

An updated list of the Company's Directors by category identifying their roles is at all times available on the websites of the Company and the Stock Exchange. The list specifies whether a Director is an independent non-executive Director and expresses the respective roles of each Director.

The Company identifies the independent non-executive Directors in all corporate communications which disclose the names of Directors.

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董事之具體履歷載於本年報第38至45頁「董事及高級管理人員」一節。

根據上市規則第3.13條，本公司已接獲各獨立非執行董事向本集團發出的確認函，確認其於本集團的獨立性。本公司已就彼等之獨立性進行評估，並基於上市規則規定之獨立性標準，確認所有獨立非執行董事均屬獨立，且並無涉及本集團之日常營運及管理，亦無任何影響彼等行使其獨立判斷之關係。

本公司確認所有獨立非執行董事的服務年期均少於九年。

除於本年報的董事及高級管理人員履歷中披露的關係外，董事會各成員（特別是主席與首席執行官）間並無其他關係（包括財務、商業、家族或其他重大或相關關係）。

非執行董事於董事會中身負重任，佔董事會成員一半以上，各有所長，是不同領域的資深專業人員。彼等負責確保董事會維持高水準的財政及其他法定申報，並充分發揮查核及制衡的作用，以保障股東及本集團的整體利益。於二零一三年整個年度內，本公司董事會一直遵守上市規則之有關規定，即至少委任三名獨立非執行董事，而至少一名獨立非執行董事擁有適當的專業會計資格或相關財務管理經驗。獨立非執行董事人數至少佔董事會成員三分之一。

Details of the biographies of the Directors are given under the section “Director and Senior Management” of this annual report on pages 38 to 45.

Pursuant to Rule 3.13 of the Listing Rules, the Company has received a written confirmation from each independent non-executive Director of his independence to the Company. The Company has assessed the independence and considers all of the independent non-executive Directors to be independent based on the independence criteria in accordance with the requirements in Listing Rules, their non-involvement in the daily operation and management of the Group and the absence of any relationships which will interfere with the exercise of their independent judgment.

The Company confirms that year of service of all independent non-executive directors is less than 9 years.

Save as disclosed in the Directors and Senior Management profile of this annual report, there are no relationships (including financial, business, family or other material or relevant relationships) among members of the Board, in particular between the Chairman and the Chief Executive Officer.

The non-executive Directors play an important role on the Board. Accounting for more than half of the Board members, they are experienced professionals in their respective fields. They are responsible for ensuring that the Board maintains high standards of financial and other mandatory reporting as well as providing adequate checks and balances for safeguarding the interest of shareholders of the Company and the Group as a whole. Throughout the year of 2013, the Company's Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one of them possessing appropriate professional qualifications on accounting or related financial management expertise. The number of independent non-executive Directors has represented at least one-third of the Board.

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任命、連任及免職

根據本公司組織章程細則第108條，於每屆股東週年大會上，不少於當時三分之一董事須輪流退任，而根據本公司企業管治守則之守則條文第A.4.2條，每位董事（包括獲委任具體任期者）須至少每三年輪流退任一次，惟該等退任董事可合資格重選連任。於股東週年大會前三年無須輪流退任之董事須在該股東週年大會上輪流退任。任何須據此退任的其他董事須為自彼等上次連任或獲委任後任期最長之董事。

根據守則條文第A.4.1條，非執行董事之委任須有指定任期，而該任期須受重選連任限制。

本公司所有非執行董事均以三年為其指定任期，而該任期須受(i)重選或輪流退任；(ii)其各自之委任函中的提早終止任期條款；及(iii)本公司組織章程細則及開曼群島法律的相關規定限制。

根據上述組織章程細則條文及守則條文第A.4.1條，本公司於二零一三年六月二十八日舉行之股東週年大會上已作出下列重選安排：

- 執行董事韓家寰先生獲重選。
- 獨立非執行董事陳治先生及劉福春先生獲重選，任期直至本公司於二零一五年舉行之股東週年大會結束時屆滿。

本公司之所有其他非執行董事獲留任至本公司於二零一四年舉行之股東週年大會結束時屆滿。

APPOINTMENTS, RE-ELECTION AND REMOVAL

Under article 108 of the Company's Article of Association, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation and, under Code Provision A.4.2 of the corporate governance code of the Company, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years while those retiring Directors shall be eligible for re-election. Any Director who has not been subject to retirement by rotation in the 3 years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment.

Under Code Provision A.4.1, non-executive Directors should be appointed for a specific term, subject to re-election.

All of the non-executive Directors of the Company were appointed on a specific term of three years, subject to (i) re-election or retirement by rotation requirements; (ii) provisions regarding early termination of terms under their respective letters of appointment; and (iii) other requirements under the Articles of Association and the laws of Cayman Island.

In accordance with the said provision of the Articles and Code Provision A.4.1, the following re-election arrangement was made in the annual general meeting held on 28 June 2013:

- Mr. Han Jia-Hwan, being executive Director, was re-elected.
- Mr. Chen Chih and Mr. Liu Fuchun, being independent non-executive Directors, were re-elected to hold office until the conclusion of the annual general meeting of the Company to be held in 2015.

All other non-executive Directors of the Company were appointed to hold office until the conclusion of the annual general meeting to be held in 2014.

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董事提名

於二零零七年九月十四日，董事會根據經修訂的《企業管治守則》（「經修訂守則」）要求成立提名委員會（「提名委員會」），為委任具資歷及能力帶領本公司獲取可持續發展之高質素董事提供框架並訂立標準。提名委員會考慮有關董事提名及／或委任或續任之事宜。

有關提名委員會之詳情載於下文「提名委員會」小節。

董事職責

為使新任董事熟悉其作為本公司董事的職責及責任，以及本公司的業務運作，本公司於新任董事獲委任前後均與其保持緊密合作。

各新任董事同時獲發一份由本公司法律顧問編制及審閱的相關資料，列明根據上市規則、公司條例，以及其他相關法例及香港有關監管規例所訂明之董事職責及責任。該資料亦包含有關本集團業務運作之資料。董事將不時獲發有關董事職責及責任之法例、規則及規例最新發展的資料更新。由香港公司註冊處及香港董事學會刊發之董事指引已送予各董事以供其等參考及閱覽。

NOMINATION OF DIRECTORS

On 14 September 2007, the Board has established a nomination committee (the "Nomination Committee") pursuant to the requirements of the revised Corporate Governance Code (the "Revised Code"), to provide a framework and set the standards for the appointment of high quality Directors who should have the capacity and ability to lead the Company towards achieving sustainable development. It considers matters regarding the nomination and/or appointment or re-appointment of Director(s).

Details of the Nomination Committee are set out in the sub-section headed "Nomination Committee" below.

RESPONSIBILITIES OF DIRECTORS

The Company works closely with the newly appointed Directors both immediately before and after his appointment to acquaint the newly appointed Directors with the duties and responsibilities as a Director of the Company and the business operation of the Company.

A package compiled and reviewed by the Company's legal advisors setting out such duties and responsibilities under the Listing Rules, Companies Ordinance and other related law and relevant regulatory requirements of Hong Kong is provided to each newly appointed Director. The package also includes information relating to the operations and business of the Group. The Directors are updated with the latest developments in laws, rules and regulations relating to the duties and responsibilities of Directors from time to time. Guidelines for Directors issued by the Company Registry of Hong Kong and The Hong Kong Institute of Directors have been forwarded to each Director for his information and reference.

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董事會認為非執行董事已知悉並積極履行彼等之職責，包括但不限於在董事會會議上作出獨立判斷，當潛在利益衝突出現時發揮牽頭引導，審議本公司業績，就本公司的業務策略、政策、業績及管理提供建設性及知情意見。彼等亦須定期檢討本公司的財務資料、監控本公司的營運表現及於審核委員會、薪酬委員會及提名委員會履職。

董事於獲委任時已向本公司披露其於公眾公司或組織擔任的職位及其他重大承諾；並及時披露其於任何公眾公司或組織擔任之職位變動、數目及性質，以及其他重大承諾。彼等亦已向本公司提供彼等任職的其他公眾公司或組織之名稱及任職期限。

全體董事對其負責的業務範疇及運作均有實際知識及相關專長，並投入時間專注本公司的事務。董事對本公司事務所作出的貢獻乃按時間、專注質量及參照其知識和專長衡量。

The Board views that the non-executive Directors are well-aware of their functions and have been actively performing their functions including but not limited to exercising their independent judgment at the Board Meetings, taking the lead where potential conflicts of interest arise, scrutinizing the Company's performance and providing constructive and informed advice on the business strategy, policy, performance and management of the Company. They regularly review the financial information, monitor the operational performance of the Company and serve on the Audit, Remuneration and Nomination Committee.

The Directors have disclosed to the Company at the time of their appointment, and in a timely manner for any change, the number and nature of offices held in public companies or organisations and other significant commitments. They have also informed the Company of the identity of other public companies or organisations they serve and the time involved in these public companies or organisations.

All Directors have devoted their time and attention to the affairs of the Company with their hands-on knowledge and expertise in the areas and operation in which he/she is charged with. The contribution made by the Directors to the affairs of the Company is measured in terms of time as well as quality of the attention and the ability of the Directors with reference to his necessary knowledge and expertise.

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入職及持續專業發展

董事會透過各董事會會議、決議案、備忘錄及董事會文件不斷獲得有關法律及監管發展、業務及市場變化之資料，以履行彼等職責。根據本公司存置之記錄，為符合守則關於持續專業發展之規定，董事在自二零一三年一月一日至二零一三年十二月三十一日止的期間接受以下培訓：

| 董事 | 閱讀材料 | 參加 | |
|--------------------------|------|-------------|------|
| | | 研討會/ 簡報會 | 電子學習 |
| 執行董事 | | | |
| 韓家寰先生(主席) | ✓ | ✓ | |
| 韓家寅先生(首席執行官) | ✓ | ✓ | |
| 非執行董事 | | | |
| 韓家宇先生 | ✓ | ✓ | |
| 韓家宸先生 | ✓ | ✓ | |
| Nicholas William Rosa 先生 | ✓ | ✓ | ✓ |
| 趙天星先生 | ✓ | ✓ | |
| 獨立非執行董事 | | | |
| 魏永篤先生 | ✓ | ✓ | |
| 劉福春先生 | ✓ | ✓ | |
| 陳治先生 | ✓ | ✓ | |

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

The Directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities through various Board meetings, resolutions, memos and Board papers. According to the records maintained by the Company, the Directors received training in compliance with the requirement of the Code on continuous professional development during the period from 1 January 2013 to 31 December 2013:

| Directors | Read materials | Attend seminars/ briefings/ conferences | | E-learning |
|--|----------------|---|---|------------|
| | | | | |
| Executive Directors | | | | |
| Mr. Han Jia-Hwan (Chairman) | ✓ | | ✓ | |
| Mr. Han Chia-Yin (Chief Executive Officer) | ✓ | | ✓ | |
| Non-executive Directors | | | | |
| Mr. Han Chia-Yau | ✓ | | ✓ | |
| Mr. Harn Jia-Chen | ✓ | | ✓ | |
| Mr. Nicholas William Rosa | ✓ | | ✓ | ✓ |
| Mr. Chao Tien-Shin | ✓ | | ✓ | |
| Independent Non-executive Directors | | | | |
| Mr. Way Yung-Do | ✓ | | ✓ | |
| Mr. Liu Fuchun | ✓ | | ✓ | |
| Mr. Chen Chih | ✓ | | ✓ | |

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證券交易指引

董事會已採納條款不寬鬆於上市規則附錄十所載上市發行人之董事進行證券交易之標準守則(「標準守則」)所規定標準之守則，以規範有關董事的證券交易。

經向全體董事作出具體查詢後，彼等確認，於截至二零一三年十二月三十一日止之年度，彼等進行證券交易時已遵守標準守則及本公司行為守則的標準。

於二零一三年十二月三十一日，董事所擁有本公司股份的權益載於本年報第160至161頁。

董事會亦已訂定嚴謹程度不比標準守則寬鬆之書面指引，要求本集團有關僱員恪守，相關人士包括任何因其職位或僱傭關係而於處理本公司證券時可能擁有與本公司或其證券有關的內部資料的僱員、董事、及附屬公司或控股公司之僱員。

SECURITIES TRANSACTIONS GUIDELINES

The Board has adopted a code of conduct regarding Directors' securities transaction on terms no less exacting than the required standard as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

Specific enquiries have been made with all Directors and they have confirmed that throughout the year ended 31 December 2013, they complied with the required standard set out in the Model Code and the Company's code of conduct regarding Directors' securities transactions.

The Directors' interests in shares of the Company as at 31 December 2013 are set out on pages 160 to 161 of this annual report.

The Board has also established written guidelines on no less exacting terms than the Model Code for the relevant employee, including any employee or a Director or employee of a subsidiary or holding company who, because of his office or employment, is likely to be in possession of inside information in relation to the Company or its securities, in respect of their dealings in the Company's securities.

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董事會授權

管理職能

董事會不時向董事委員會授予其權力，以確保營運效率及具體問題可由相關專家處理。所有董事委員會均可及時獲得準確及充足資訊，以確保董事委員會作出有益於本公司之知情決定，並保證彼等有充足資源履行職責。

於二零一二年三月二十三日，董事會已採納一份備忘錄（「備忘錄」）載列（其中包括）其轉授權力政策及董事報告程序。該備忘錄作為本公司之內部指引，已清晰訂明董事會及管理層責任及職責區分。

以下各類事宜須由董事會決定或待其批准：

- 企業及資本結構；
- 企業策略；
- 影響本集團整體的重大政策；
- 經董事會採納之重大政策變更；
- 業務計劃，包括主要生產及營銷計劃、預算及公告；
- 主要財務事宜；
- 董事會之結構、規模及組成變動；

DELEGATION BY THE BOARD

MANAGEMENT FUNCTIONS

The Board delegates its powers and authorities from time to time to the Board Committees in order to ensure the operational efficiency and specific issues are being handled by relevant expertise. All Board Committees are provided with accurate and sufficient information in timely manner so as to enable the Board Committees to make informed decisions for the benefit of the Company and sufficient resources to discharge their duties.

On 23 March 2012, the Board has adopted a memorandum (the "Memorandum") setting out, among others, its delegation policy and reporting procedures of the Directors. The segregation of duties and responsibilities between the Board and the management has been clearly defined and provided as in the Memorandum as the internal guidelines of the company.

The types of decisions which are to be taken by the Board and reserved for its approval include those relating to:

- corporate and capital structure;
- corporate strategy;
- significant policies affecting the Group as a whole;
- material changes to policies adopted by the Board;
- business plan including major production and marketing plans, budgets and publication of announcements;
- key financial matters;
- change to the structure, size and composition of the Board;

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- 任免或續任董事會成員、高級管理人員及核數師；
- 董事和高級管理人員的酬金政策；及
- 與主要利益相關團體(包括股東及監管機構)溝通。
- appointment, removal or reappointment of Board members, senior management and auditors;
- remuneration policy of Directors and senior management; and
- communication with key stakeholders, including shareholders and regulatory bodies.

董事會已授權管理層決定之事宜包括：

The types of decisions that the Board has delegated to the management include:

- 批准本集團非大規模擴大經營至新地區或新業務；
- 批准、評審及監察所有業務單元的表現及確保採取所有必要糾正措施；
- 批准不超過指定限額的開支；
- 批准訂立毋須根據上市規則披露的關連交易；
- 批准提名及委任人員；
- 批准有關董事會已決定事宜的新聞發佈；
- 批准與本集團有關的常規事務或日常業務(包括訂立毋須根據上市規則披露的交易及結束本集團的非重大業務)；及
- 執行董事會不時委派的其他職責。
- approving the extension of the Group's activities not in a material manner into a new geographic location or a new business;
- approving, assessing and monitoring the performance of all business units and ensuring that all necessary corrective actions have been taken;
- approving expenses up to a certain limit;
- approving the entering into of any connected transactions not requiring disclosure under the Listing Rules;
- approving the nomination and appointment of personnels;
- approving press release concerning matters decided by the Board;
- approving any matters related to routine matters or day-to-day operation of the Group (including the entering into of any transaction not requiring disclosure under the Listing Rules and cessation of non-material part of the Group's business); and
- carrying out any other duties as the Board may delegate from time to time.

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就授權予管理層之管理及行政方面的職能，董事會已就管理層之權力給予清晰的指引，特別是管理層須作出的相關匯報及事先取得董事會批准之情況。

董事會保留之職權及其授權管理層之職權已正式劃分，並定期審閱以確保其合理性。

董事已接獲於二零一二年三月二十三日採納之備忘錄，並清楚理解本公司上述之授權安排。本公司備有訂明董事委任之主要條款及條件之委任信函。

董事委員會

董事會設有四個董事委員會，即提名委員會、薪酬委員會、審核委員會及執行委員會，以監督本集團各個具體方面之事務。

董事委員會均獲充足資源以執行其職責，在適當情況下可合理要求徵詢獨立專業意見，費用由本公司承擔。

提名委員會

董事會於二零零七年九月十四日根據經修訂守則之規定成立提名委員會，為委任具資歷及能力帶領本公司獲取可持續發展之高水準董事提供框架並訂立標準。提名委員會考慮有關董事提名及／或委任或續任之事宜。提名委員會現時包括一名執行董事、一名非執行董事及三名獨立非執行董事，即：

For aspects of management and administration functions delegated to the management, the Board has given clear directions as to the management's power, particularly as to where management should report back and obtain prior Board approval.

The functions reserved to the Board and those delegated to management have been formalised and are reviewed periodically to ensure that they remain appropriate.

Directors receive the Memorandum adopted on 23 March 2012 and clearly understand the above delegation arrangements of the Company. The Company has formal letters of appointment for Directors setting out the key terms and conditions of their appointment.

BOARD COMMITTEES

The Board has set up 4 Board Committees, namely, the Nomination Committee, the Remuneration Committee, the Audit Committee and the Executive Committee to oversee particular aspects of the Group's affairs.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

Nomination Committee

On 14 September 2007, the Board has established the Nomination Committee pursuant to the requirements of the Revised Code, to provide a framework and set the standards for the appointment of high quality Directors who should have the capacity and ability to lead the Company towards achieving sustainable development. It considers matters regarding the nomination and/or appointment or re-appointment of Director(s). The Committee currently comprises 1 executive Director, 1 non-executive Director and 3 independent non-executive directors, namely:

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執行董事

韓家寰先生

非執行董事

韓家宸先生

獨立非執行董事

陳治先生(主席)

魏永篤先生

劉福春先生

提名委員會受其職權範圍(已由董事會於二零一二年三月二十三日修訂)約束，其職權範圍與相關守則條文之規定密切結合，且於本公司網站www.dfa3999.com及聯交所網站www.hkex.com.hk均可查閱。

提名委員會的主要職責包括：

- 檢討及監督董事會架構、規模及組成；
- 釐定並審閱董事提名政策；
- 物色合資格人士擔任董事會成員；
- 評估獨立非執行董事的獨立性；
- 就委任、連任或續任董事，並就執行本公司企業策略而對董事會作出的擬訂變動向董事會提出推薦建議。

Executive Directors

Mr. Han Jia-Hwan

Non-Executive Directors

Mr. Harn Jia-Chen

Independent Non-Executive Directors

Mr. Chen Chih (*Chairman*)

Mr. Way Yung-Do

Mr. Liu Fuchun

The Nomination Committee is governed by its terms of reference, which have been revised by the Board on 23 March 2012, which are closely aligned with the relevant Code Provisions requirements and are available at both the Company's website www.dfa3999.com and HKEx's website www.hkex.com.hk.

The main duties of the Nomination Committee include the following:

- review and supervise the structure, size and composition of the Board;
- determine and review the policy for nomination of Directors;
- identify qualified individuals to become members of the Board;
- assess the independence of the independent non-executive directors;
- make recommendations to the Board on the appointment, re-appointment and succession planning of directors, and any proposed change to the Board to implement the Company's corporate strategy.

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自二零一三年一月一日至二零一三年十二月三十一日，提名委員會舉行一次會議。該委員會各成員出席上述委員會會議的記錄如下：

| 提名委員會成員 | 出席／會議次數 |
|----------------|---------|
| 執行董事 | |
| 韓家寰先生 | 1/1 |
| 非執行董事 | |
| 韓家宸先生 | 0/1 |
| 獨立非執行董事 | |
| 魏永篤先生 | 1/1 |
| 劉福春先生 | 1/1 |
| 陳洽先生 | 1/1 |

提名委員會於該等會議上進行以下工作：

- 檢討董事會之架構、規模及組成（包括技術、知識及經驗）；
- 採納董事會多元化政策，並考慮各種因素包括但不限於，性別、年齡、文化及教育背景或專業經驗。

From 1 January 2013 to 31 December 2013, 1 Nomination Committee meeting was held. The attendance records of each member of the Nomination Committee at the said Committee meetings are set out below:

| Members of Nomination Committee | Attendance/ Number of Meeting(s) |
|--|----------------------------------|
| Executive Directors | |
| Mr. Han Jia-Hwan | 1/1 |
| Non-executive Directors | |
| Mr. Harn Jia-Chen | 0/1 |
| Independent Non-executive Directors | |
| Mr. Way Yung-Do | 1/1 |
| Mr. Liu Fuchun | 1/1 |
| Mr. Chen Chih | 1/1 |

During the meeting, the Nomination Committee has conducted the following tasks:

- reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board;
- adopted a board diversity policy and considered a number of factors including but not limited to gender, age, cultural and educational background or professional experience.

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多元化政策

本公司確認董事會成員多元化之裨益並致力確保董事會擁有合適及均衡技能水平、經驗及觀點，以支持本公司業務策略之執行。

提名委員會已於二零一三年十月二十四日採納董事會成員多元化政策（「董事會多元化政策」），當中列載董事會為達致及維持成員多元化以提升董事會之有效性而採取之方針。根據董事會多元化政策，本公司會審核董事的文化和教育背景，在同行業中的相關經驗作為優先因素，同時考慮到本公司自身的經營模式和特色產業。

提名委員會已制定可衡量目標以推行董事會多元化政策，並不時檢視該等目標以確保其合適度及確定達致該等目標之進度。執行董事將在適當時候檢討董事會多元化政策，以不時確保政策行之有效。

儘管所有董事均為同一性別，本公司認為，不論從專業背景或技能方面考慮，董事會目前之組成具有多元化特點。

BOARD DIVERSITY POLICY

The Company recognises the benefits of Board diversity and endeavours to ensure that the Board has the appropriate balance and level of skills, experience and perspectives required to support the execution of its business strategies.

The Nomination Committee has adopted a board diversity policy (“Board Diversity Policy”) on 24 October 2013 which sets out its approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board. Pursuant to the Board Diversity Policy, the Company would consider the Directors’ cultural and educational background, relevant experience in the industry as preferential factors, taking into account the Company’s own business model and special features of the industry.

The Nomination Committee has set measurable objectives to implement the Board Diversity Policy and review such objects from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The executive directors will review the Board Diversity Policy, as appropriate, to ensure its continued effectiveness from time to time.

Despite all the Directors being of the same gender, the Company considers that the current composition of the Board is characterised by diversity, whether considered in terms of professional background and skills.

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薪酬委員會

董事薪酬

薪酬委員會於二零零七年九月十四日根據上市規則第3.25條成立。

薪酬委員會之主席為獨立非執行董事。現由五名成員組成，大部分為獨立非執行董事，即：

執行董事

韓家寰先生

非執行董事

韓家宇先生

獨立非執行董事

劉福春先生(主席)

魏永篤先生

陳治先生

薪酬委員會受其職權範圍(已由董事會於二零一二年三月二十三日根據守則條文修訂)約束。有關職權範圍可在本公司網站 www.dfa3999.com 及香港交易所網站 www.hkex.com.hk 查閱。

薪酬委員會的主要職責包括：

- 就建立執行董事與高級管理層薪酬政策的程序及薪酬架構提出建議；
- 就本公司所有董事及高級管理層薪酬的政策及架構向董事會提出建議；

Remuneration Committee

Remuneration of Directors

The Remuneration Committee was established in 14 September 2007 pursuant to Rule 3.25 of the Listing Rules.

The Remuneration Committee is chaired by the independent non-executive Directors. It now consists of 5 members, the majority of whom are INEDs, namely:

Executive Directors

Mr. Han Jia-Hwan

Non-Executive Directors

Mr. Han Chia-Yau

Independent Non-Executive Directors

Mr. Liu Fuchun (*Chairman*)

Mr. Way Yung-Do

Mr. Chen Chih

The Remuneration Committee is governed by its terms of reference, which have been revised by the Board on 23 March 2012 pursuant to the Revised Code. The terms of reference are made available on the Company's website www.dfa3999.com and HKEx's website www.hkex.com.hk.

The primary functions of the Remuneration Committee include:

- to make recommendations on the establishment of procedures for developing remuneration policy and structure of the executive Directors and the senior management;
- to make recommendation to the Board on the Company's policy and structure for remuneration of all Directors and senior management;

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- 就建立有關該等薪酬釐定政策的正式及具透明度的程序向董事會提出建議；
- 參考董事會不時決定的企業目標及指標，審閱及批准與表現掛鈎的薪酬。
- to make recommendation to the Board on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- to review and approve the performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

於二零一三年內，薪酬委員會於十月二十四日舉行一次會議。

During 2013, 1 Remuneration Committee meeting was held on 24 October.

該委員會各成員出席上述委員會會議的記錄如下：

The attendance records of each member of the Remuneration Committee at the said Committee meetings are set out below:

| 薪酬委員會成員 | 出席／會議次數 | Members of Remuneration Committee | Attendance/ Number of Meeting(s) |
|----------------|---------|--|----------------------------------|
| 執行董事 | | Executive Directors | |
| 韓家寰先生 | 1/1 | Mr. Han Jia-Hwan | 1/1 |
| 非執行董事 | | Non-executive Directors | |
| 韓家宇先生 | 0/1 | Mr. Han Chia-Yau | 0/1 |
| 獨立非執行董事 | | Independent Non-executive Directors | |
| 劉福春先生(主席) | 1/1 | Mr. Liu Fuchun (<i>Chairman</i>) | 1/1 |
| 魏永篤先生 | 1/1 | Mr. Way Yung-Do | 1/1 |
| 陳治先生 | 1/1 | Mr. Chen Chih | 1/1 |

薪酬委員會於二零一三年完成之工作如下：

The work performed by the Remuneration Committee during 2013 included the followings:

- 行使董事會授予的權力釐定所有執行董事與高級管理層薪酬方案及就非執行董事薪酬向董事會提出建議；及
- exercised the delegated powers of the Board to determine the remuneration packages of all executive Directors, and senior management and made recommendation to the Board on the remuneration of non-executive Directors; and

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- 討論本公司購股權計劃及限制性股份激勵計劃之執行進展。

審核委員會

審核委員會對董事會負責，協助董事會履行其確保內部監控制度有效及充足的責任，並履行其對外財務申報責任與遵守法定及監管要求。審核委員會亦檢討及監督外聘核數師的工作範圍及有效性。

審核委員會現時包括三名獨立非執行董事，即劉福春先生、陳治先生及魏永篤先生。審核委員會主席魏永篤先生為擁有豐富財務及會計經驗的專業會計師。

審核員會受其書面職權範圍（已由董事會於二零一二年三月二十三日根據經修訂守則修訂）約束。有關書面職權範圍可在本公司網站 www.dfa3999.com 及香港交易所網站 www.hkex.com.hk 查閱。

審核委員會每年最少舉行四次會議，檢討本公司的季度、中期及年度業績。

審核委員會會議由本公司財務總監出席。當會議和日常財務控制有關，本公司的內部控制部門主管亦會出席會議，以匯報於內部控制審計過程中發現的問題及建議方法，緩解和解決發現的問題。外聘核數師通常出席有關財務業績審計及審計計劃的討論。

- discussed the enforcement progress of the Company's share option scheme and restricted share award scheme.

Audit Committee

The Audit Committee is accountable to the Board and assists the Board in meeting its responsibilities in ensuring an effective and adequate system is in place for internal controls and for meeting its external financial reporting obligations and compliance with other legal and regulatory requirements. The Audit Committee also reviews and monitors the scope and effectiveness of the work of external auditors.

The Audit Committee currently comprises 3 independent non-executive Directors, namely Mr. Liu Fuchun, Mr. Chen Chih and Mr. Way Yung-Do. The Chairman of the Audit Committee, Mr. Way Yung-Do, is a professional accountant with profound financial and accounting expertise.

The Audit Committee is governed by its terms of reference, which have been revised by the Board on 23 March 2012 pursuant to the Revised Code. The terms of reference are made available on the Company's website www.dfa3999.com and HKEx's website www.hkex.com.hk.

The Audit Committee meets at least 4 times a year to review the Company's quarterly, interim and annual results.

The Audit Committee meetings are normally attended by the Company's chief financial officer. When meetings concern the routine finance control, the head of the internal control department of the Company also attends the meeting to report on the problems identified during the internal control audits and recommendation of methods to alleviate and solve the problems identified. The external auditors are often present on discussion of the audit of financial results and audit planning.

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審核委員會的主要職責包括：

- 檢閱財務報表及報告；
- 參考核數師的工作表現、收費及服務條款，檢討與外聘核數師的關係，並就委任、重新委任及免除外聘核數師向董事會作出建議；
- 檢討本集團遵守法定及監管的要求；
- 衡量會計準則之發展及其對本集團的影響；
- 檢討本集團內部監控制度的有效性；
- 向董事會提出有關加強本集團內部監控制度的建議。

審核委員會於二零一三年舉行四次會議。該委員會各成員出席審核委員會會議的記錄如下：

| 審核委員會成員 | 出席／會議次數 |
|-----------|---------|
| 獨立非執行董事 | |
| 魏永篤先生(主席) | 4/4 |
| 劉福春先生 | 3/4 |
| 陳治先生 | 4/4 |

The main duties of the Audit Committee include the following:

- review the financial statements and reports;
- review the relationship with the external auditors by reference to the work performed by the external auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors;
- review the Group's compliance with statutory and regulatory requirements;
- consider developments in accounting standards and the effect on the Group;
- review the effectiveness of the system of internal control of the Group;
- propose to the Board in relation to enhancement of the internal control system of the Group.

During year 2013, the Audit Committee met 4 times and the attendance of each member at the Audit Committee meetings is as follows:

| Members of Audit Committee | Attendance/ Number of Meeting(s) |
|-------------------------------------|-------------------------------------|
| Independent Non-executive Directors | |
| Mr. Way Yung-Do (Chairman) | 4/4 |
| Mr. Liu Fuchun | 3/4 |
| Mr. Chen Chih | 4/4 |

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審核委員會於二零一三年期間履行的工作, 包括審議以下事宜:

- 截至二零一二年十二月三十一日止年度及二零一三年首三個季度的財務報表是否完整及準確;
- 本公司遵守法定及監管要求的情況;
- 衡量會計準則之發展及其對本公司的影響;
- 本公司採取之會計原則及方法;
- 本公司內部審計部提交的內部審計報告;
- 本公司內部監控制度及風險管理制度;

The work performed by the Audit Committee during 2013 included consideration of the following matters:

- the completeness and accuracy of the financial statements for the year ended 31 December 2012 and the first three quarters of 2013;
- the Company's compliance with statutory and regulatory requirements;
- developments in accounting standards and the effect on the Company;
- the accounting principles and practices adopted by the Company;
- the internal control reports submitted by the internal audit department of the Company;
- the internal control system and risk management system of the Company;

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- 外聘核數師所編製的管理函件；
- 支付予外聘核數師的審計費用及於二零一三年的審計範疇；
- 就續任畢馬威會計師事務所為外聘核數師一事，向董事會作出推薦建議，以獲股東批准；及
- 於二零一二年本公司簽訂的持續關連交易。
- the management letter prepared by the external auditors;
- the audit fees payable to external auditors, the scope of the audit for year 2013;
- recommendations to the Board, for the approval by shareholders, for the reappointment of Messrs. KPMG as the external auditors; and
- the continuing connected transactions entered into by the Company in the year of 2012.

審核委員會並獲悉，在需要情況下可要求徵詢獨立專業意見，費用由本公司承擔。審計委員會獲內部審計部員工及外聘核數師支援。

The Audit Committee has also been advised that it may seek independent professional advice at the expense of the Company wherever necessary. The Audit Committee is supported by the staff of internal audit department and the external auditor.

執行委員會

董事會於二零零七年九月十四日下設執行委員會，並以書面形式列明其等的特定職權範圍。董事會授權執行委員會就本公司之管理作出若干決定。

EXECUTIVE COMMITTEE

The Board established the Executive Committee on 14 September 2007 with specific written terms of reference. The Board has delegated responsibilities to the Executive Committee for making certain decisions for the management of the Company.

執行委員會受其職權範圍約束；董事會於二零零七年十二月四日採納該職權範圍。有關職權範圍可在本公司網站www.dfa3999.com及香港交易所網站www.hkex.com.hk查閱。

The Executive Committee is bound by its terms of reference, which have been adopted by the Board on 4 December 2007. The terms of reference are available on the Company's website at www.dfa3999.com and HKEx's website at www.hkex.com.hk.

根據其職權範圍，執行委員會成員須由董事會從本公司執行董事及高級管理層中委任。執行委員會由七名成員組成，包括本公司兩名執行董事、首席營運官、首席財務官及首席稽核官。執行委員會現時包括以下成員：

In accordance with its terms of reference, members of the Executive Committee shall be appointed by the Board from amongst the executive Directors and senior management of the Company only. The Executive Committee consists of 7 Members, which include 2 executive Directors, the chief operation officer, the chief financial officer and the chief controller of the Company as members. The Executive Committee currently comprises the following members as follows.

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執行董事

韓家寰先生(主席)

韓家寅先生

Executive Director

Mr. Han Jia-Hwan (*Chairman*)

Mr. Han Chia-Yin

首席營運官

歐倉舟先生

李景輝先生

盧世哲先生

Chief Operation Officer

Mr. Ou Chang-Jou

Mr. Li Jing-Hui

Mr. Lu Shih-Che

首席財務官

陳禮琴女士

Chief Financial Officer

Ms. Chen Li-Chin

首席稽核官

張裕隆先生

Chief Controller

Mr. Chang Yu-Lung

執行委員會的主要職責包括：

The main duties of the Executive Committee include the following:

- 執行董事會不時授權的職務；
 - 批准任何常規事務或有關本集團日常運作之事宜；
 - 制定本集團整體企業管治政策及投資者關係政策供董事會審閱；
 - 實施經董事會批准之本公司年度經營計劃、營運及資本支出預算；
 - 實施經董事會批准的戰略計劃及長期目標；
 - 根據上市規則或法規要求，批准內幕信息的及時刊發。
- carry out any duties as the Board may delegate from time to time;
 - approve any routine matters or matters concerning day-to-day operation of the Group;
 - formulate for the Board's review the Group's overall corporate governance policy and investor relation policy;
 - implement the annual business plan, operating and capital expenditure budgets of the Company as approved by the Board;
 - implement the strategic plans and long-term objectives as approved by the Board;
 - approve publication of inside information in timely manner if required by Listing Rules or statutory requirements.

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於二零一三年內，執行委員會舉行七次會議。該委員會各成員出席執行委員會會議的記錄如下：

執行委員會成員 出席／會議次數

執行董事

韓家寰先生(主席) 7/7
韓家寅先生 7/7

首席營運官

歐倉舟先生 7/7
李景輝先生 7/7
張裕隆(已調任首席稽核官) 7/7

首席行政官

陳禮琴女士(已調任首席財務官) 7/7

執行委員會於二零一三年期間履行的工作，包括審議以下事宜：

- 批准任何常規事務或有關本集團日常運作之事宜；
- 制定本集團整體企業管治政策及投資者關係政策供董事會審閱；
- 實施經董事會批准之本公司年度經營計劃、營運及資本支出預算；
- 實施經董事會批准的戰略計劃及長期目標；

During 2013, 7 Executive Committee meetings were held and the attendance of each member at the Executive Committee meetings is as follows:

Members of Attendance/
Executive Committee Number of Meeting(s)

Executive Directors

Mr. Han Jia-Hwan (*Chairman*) 7/7
Mr. Han Chia-Yin 7/7

Chief Operation Officers

Mr. Ou Chang-Jou 7/7
Mr. Li Jing-Hui 7/7
Mr. Chang Yu-Lung (redesignated as the Chief Controller) 7/7

Chief Administrative Officer

Ms. Chen Li-Chin (redesignated as the Chief Financial Officer) 7/7

The work completed by the Executive Committee during 2013 included consideration of the following matters:

- approve any routine matters or matters concerning day-to-day operation of the Group;
- formulate for the Board's review the Group's overall corporate governance policy and investor relation policy;
- implement the annual business plan, operating and capital expenditure budgets of the Company as approved by the Board;
- implement the strategic plans and long-term objectives as approved by the Board;

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- 根據上市規則或法規要求，批准內幕信息的及時刊發。

問責及核數

財務申報

根據上市規則及其他監管規定，董事會旨在呈列一份平衡，清晰及易於理解評估的年報及中期報告，內部資料公告及其他財務披露。

董事會負責財務資料的完整性。董事知悉彼等有責任編製各財務期間的財務報表，以真實公允反映該期間本集團的經營狀況、業績及現金流量。

本公司核數師就其對本集團財務報表的申報責任的聲明載於獨立核數師報告第94頁。

經適當查詢後，董事認為本集團有足夠資源於可預見未來繼續經營。因此，董事會採取持續經營準則編製載於第97至264頁的財務報表。董事會並不知悉任何可能會嚴重影響本公司持續經營能力的重大不明朗事件或情況。

- approve the publication of inside information in timely manner if required by Listing Rules or statutory requirements.

ACCOUNTABILITY AND AUDIT

FINANCIAL REPORTING

The Board aims to present a balanced, clear and understandable assessment in annual and interim reports, inside information announcements and other financial disclosures required under the Listing Rules and other regulatory requirements.

The Board is responsible for the integrity of financial information. The Directors have acknowledged their responsibility for the preparation of the accounts for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period.

The statement by the auditor of the Company regarding its reporting responsibilities on the financial statements of the Group is set out in the "Independent Auditor's Report" on page 94.

The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and hence decide that it is appropriate to prepare the financial statements set out on pages 97 to 264 on a going concern basis. The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

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內部監控

董事會負責確保本公司內維持有效的內部監控系統。董事確認彼等有責任建立，維持及不時審查本集團內部監控系統的有效性。

本公司已僱用其內部核數師，以定期及有系統地檢討本集團之內部監控制度。該等檢討可合理保證內部監控制度繼續在本集團及本公司內令人滿意及有效地運行。

於回顧年度內，憑藉專業顧問及審核委員會的輔助，董事會進行了對本集團內部監控制度所有重大範疇之有效性的年度檢討，尤其對財務、經營、合規及風險管理相關的內部監控進行檢討，以保障股東的投資及本集團的資產。

董事會於二零一三年年度作出上述檢討後，對本公司的內部監控制度的充足性及資源的充裕、本集團會計及財務申報部門員工的資歷及經驗以及彼等的培訓計劃及預算滿意。

INTERNAL CONTROLS

The Board is responsible for ensuring that an effective internal control system is maintained within the Company. The Directors acknowledge their responsibility to establish, maintain and review from time to time the effectiveness of the Group's system of internal controls.

The Company has employed its own internal auditors to perform regular and systematic reviews of the Group's internal control system. The reviews provide reasonable assurance that the internal control system continues to operate satisfactorily and effectively within the Group and the Company.

During the year under review, the Directors, with the assistance of the professional advisers and the Audit Committee, have annually reviewed the effectiveness of all material aspects of the internal control system of the Group, particularly in respect of the controls on financial, operational, compliance and risk management, to safeguard shareholders' investment and the Group's assets.

After the said annual review in 2013, the Board is satisfied with the adequacy of the system of internal control of the Company and the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budget.

企業管治報告

Corporate Governance Report

核數師酬金

於回顧年度內，本公司就核數師提供之服務所支付的酬金大致如下：

| | 金額 (人民幣千元) |
|--------|---------------|
| 審核服務 | 4,629 |
| 非審核服務 | |
| • 稅務合規 | 31 |

公司秘書

本公司公司秘書由香港執業律師彭小燕女士擔任。彭女士並非本公司僱員。公司秘書可透過本公司法律部門主管馮玉俠女士聯絡本公司。公司秘書向董事會負責，並不時向主席匯報。所有董事均可徵詢及取得公司秘書的意見和服務，以確保董事會程序及所有適用的法律、法規和規章皆獲遵守。

由於彭女士於二零零八年獲委任，她需於二零一三年內接受不少於15小時的相關專業培訓。回顧年內，彭女士已經履行了有關要求。

與股東及投資者的溝通

本公司致力維持高水平的企業透明度。本公司投資者關係團隊的主要目標之一是讓股東、投資者、分析員、銀行及其他利益相關團體知悉本公司企業策略及業務營運。

AUDITOR'S REMUNERATION

For the year under review, the remuneration paid for services provided by the Company's auditors is roughly as follows:

| | Amount (RMB'000) |
|--------------------|---------------------|
| Audit services | 4,629 |
| Non-audit services | |
| • Tax compliance | 31 |

COMPANY SECRETARY

The position of Company Secretary is held by Ms. Pang Siu Yin, a practising solicitor of Hong Kong who is not an employee of the Company. The Company Secretary can contact the Company through the head of legal department of the Company, Ms. Feng Yuxia. The Company Secretary is responsible to the Board and reports to the Chairman from time to time. All Directors have access to the advice and services of the Company Secretary to ensure that Board procedures, and all applicable laws, rules and regulations are followed.

Since Ms. Pang was appointed in 2008, she has to take no less than 15 hours of relevant professional training during the year 2013. She fulfilled the requirement during the year under review.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company endeavours to uphold a high level of corporate transparency. Keeping shareholders, investors, analysts, bankers and other stakeholders informed of the Company's corporate strategies and business operations has been one of the key objectives of the Company's investor relations team.

企業管治報告 Corporate Governance Report

本公司的股東大會為董事會與股東之間提供最好的溝通機會。本公司已遵守適用法律，規則及法規所規定召開股東大會所需的通知期。

董事會主席及薪酬委員會、提名委員會和審核委員會主席，或在其等缺席時，各委員會的其他成員以及(如適用)獨立董事委員會，可在股東大會上回答有關提問。

以投票方式表決

本公司於相關的企業通訊中皆說明，股東應以投票方式表決，以允許股東以持有本公司一股一票的方式表決。會議主席解釋表決的程序及回答股東有關在股東大會上以投票方式表決投票的任何疑問。股東大會的投票表決結果於股東大會後當日分別登載於聯交所及本公司網站。

股東權利

根據本公司組織章程細則第 64 條，股東特別大會須於一名或多名股東要求時召開，惟於提出該要求當日，有關股東須持有不少於本公司具有股東大會表決權的繳足股本十分之一。該要求須以書面形式向董事會或秘書作出，以要求董事會召開股東特別大會處理有關要求所列明的任何事務。有關股東特別大會須於提出上述要求後兩個月內舉行。倘提出上述要求後二十一日內，董事會未有著手召開股東特別大會，則請求人可以相同方式自行召開股東特別大會。

The general meetings of the Company provide the best opportunity for communication between the Board and the shareholders. The Company complied with the required notice periods for general meetings under the applicable laws, rules and regulations.

The Chairman of the Board and chairman of the Remuneration Committee, Nomination Committee and the Audit Committee or, in their absence, other members of the respective committees and, where applicable, the independent board committee, are available to answer questions at the shareholders' meetings.

VOTING BY POLL

The Company expresses in each relevant corporate communication that the shareholders shall vote by poll so as to allow the shareholders to have one vote for every share of the Company held. The chairman of the meeting would explain the voting procedure and answer any questions from the shareholders regarding voting in poll in the general meetings. The poll voting results of the general meetings were published on the websites of the Stock Exchange and the Company respectively on the same day after the general meetings.

SHAREHOLDERS' RIGHTS

Under Article 64 of the Articles of Association of the Company, extraordinary general meetings shall be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, at least 10% of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in the said requisition. The relevant extraordinary general meeting shall be held within 2 months after the deposit of the said requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) may do so in the same manner.

企業管治報告 Corporate Governance Report

除股東大會，本公司每年於本集團的中期及末期業績公佈後，舉行至少兩次新聞發佈會及分析簡報會，董事及管理層於會上可回答有關提問。

組織章程大綱及細則

於回顧年度內，本公司並無就組織章程大綱及細則作出任何修訂。

總結

所有公佈資料，包括所有法定公告、新聞發佈及行事曆均立即在本公司網站 www.dfa3999.com 公佈。投資者如有問題亦可向董事會或高級管理層寄發電子郵件查詢（電郵地址為 investors@dachan.com.cn）或直接於本公司股東大會上提問。本公司的投資者關係團隊採取積極的態度，通過進行定期面對面會議及電話會議，與現有及潛在投資者及時溝通。

In addition to the general meetings, press conferences and analysts briefings are held at least twice a year subsequent to the interim and final results announcements in which the directors and management are available to answer questions about the Group.

MEMORANDUM AND ARTICLES OF ASSOCIATION

During the year under review, no amendment to the Memorandum and Articles of Association of the Company has been made.

CONCLUSION

All published information, including all the statutory announcements, press releases and event calendars, is promptly posted on the Company's website at www.dfa3999.com. Investors can also submit enquiries to the Board or senior management by sending emails to investors@dachan.com.cn or raised directly at the general meeting of the Company. The Company's dedicated investor relations team takes a proactive approach to communicate with existing and potential investors in a timely manner by making regular face-to-face meetings and conference calls with investors.

董事會報告

Report of the Directors

董事會欣然提呈截至二零一三年十二月三十一日止年度之年度報告及經審核財務報表。

主要業務

本公司的主要業務為投資控股，透過附屬公司經營高度整合的一條龍業務，包括飼料製造、雞肉加工及供應加工食品。

附屬公司

附屬公司連同其經營及註冊地點與已發行股本／註冊資本的詳情，載於財務報表附註15。

業績及分配

本集團截至二零一三年十二月三十一日止年度的溢利及本公司及本集團於當天的業務狀況載於財務報表第97至264頁。

本公司股東應佔虧損人民幣8,730千元(二零一二年：溢利人民幣72,044千元)已轉撥至儲備。本集團及本公司的其他儲備變動載於本年報第102頁及財務報表附註27(d)。

為保留資源供本集團之業務發展，董事會決定不就截至二零一三年十二月三十一日止之年度向股東派發末期股息(二零一二年：不派發股息)。

The Board has pleasure in submitting the annual report together with the audited financial statements for the year ended 31 December 2013.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding, and operating a highly vertically integrated business model encompassing feeds production, chicken meat processing and supply of processed foods through its subsidiaries.

SUBSIDIARIES

A list of subsidiaries together with their places of operations and incorporation and particulars of their issued share capital/registered capital are set out in note 15 to the financial statements.

RESULTS AND APPROPRIATION

The profit of the Group for the year ended 31 December 2013 and the state of affairs of the Company and of the Group as at that date are set out in the financial statements on pages 97 to 264.

Loss attributable to owners of the Company of RMB8,730 thousand (2012: profits RMB72,044 thousand) have been transferred to reserves. Other movements in reserves of the Group and of the Company are set out on page 102 of the annual report and note 27(d) to the financial statements.

To reserve the resources for the Group's business development, the Board decides not to distribute any final dividend for the year ended 31 December 2013 (2012: no dividend).

董事會報告 Report of the Directors

股本

本公司股本年內變動詳情載於財務報表附註27(c)。

優先權

本公司組織章程或開曼群島法例並無有關優先權的條文規定本公司須按持股比例向現有股東發售新股份。

捐款

本集團於年內向慈善機構捐款合共人民幣889,000元。

固定資產

固定資產的年內變動詳情載於財務報表附註14。

銀行貸款及透支

本集團於二零一三年十二月三十一日的銀行貸款及透支詳情載於財務報表附註24。

股份上市

本公司股份於二零零七年十月四日在聯交所主板上市。

SHARE CAPITAL

Details of movements in share capital of the Company during the year are set out in note 27(c) to the financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to the existing shareholders.

DONATIONS

Donations made by the Group during the year amounted to RMB889,000.

FIXED ASSETS

Details of movements in fixed assets during the year are set out in note 14 to the financial statements.

BANK LOANS AND OVERDRAFT

Particulars of bank loans and overdrafts of the Group as at 31 December 2013 are set out in note 24 to the financial statements.

LISTING OF SHARES

The shares of the Company were listed on the Main Board of the Stock Exchange on 4 October 2007.

董事會報告
Report of the Directors**董事**

於年內及截至本報告日期，本公司董事（「董事」）為：

執行董事：

韓家寰先生(主席)
韓家寅先生

非執行董事：

趙天星先生
韓家宇先生
韓家宸先生
Nicholas William Rosa 先生

獨立非執行董事：

陳治博士
劉福春先生
魏永篤先生

DIRECTORS

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

EXECUTIVE DIRECTORS:

Mr. Han Jia-Hwan (*Chairman*)
Mr. Han Chia-Yin

NON-EXECUTIVE DIRECTORS:

Mr. Chao Tien-Shin
Mr. Han Chia-Yau
Mr. Harn Jia-Chen
Mr. Nicholas William Rosa

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Dr. Chen Chih
Mr. Liu Fuchun
Mr. Way Yung-Do

董事會報告

Report of the Directors

董事服務合約

各執行董事均與本公司簽訂了服務合約，該服務合約並無固定任期。各非執行董事及獨立非執行董事與本公司均簽訂了委任函，自二零一三年一月一日起生效，為期三年。

然而，各董事的委任期限於本公司的章程細則（「章程細則」）及／或上市規則及／或開曼群島法律的規定，本公司或董事可根據服務合約或委任函條款終止該服務合約或委任函。

根據章程細則第108條，於每屆股東週年大會上，不少於當時三分之一的董事須輪值退任，而根據本公司企業管治守則第A.4.2條，每名董事（包括以指定年期獲委任者）須至少每三年輪值退任一次。所有退任的董事均應符合資格重選連任。

因此，趙天星先生、韓家宇先生、韓家宸先生將於本公司應屆股東週年大會結束時輪值退任。

此外，根據本公司於二零一二年六月二十九日通過的決議案，Nicholas William Rosa先生及魏永篤先生之任期將於應屆股東週年大會結束時屆滿。

所有上述董事均符合資格並願意於應屆股東週年大會上接受重選。倘彼等獲重選，該等董事之三年任期將自應屆股東週年大會日計起獲續期。

概無擬於應屆股東週年大會上接受重選的董事與本公司訂有不可於一年內由本公司或其任何附屬公司在毋須作出賠償（一般法定賠償除外）情況下終止的未屆滿服務合約。

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors have entered into a service contract with the Company with no fixed term of appointment, whereas each of the non-executive Directors and independent non-executive Directors have entered into a letter of appointment with the Company with effect from 1 January 2013 for a term of 3 years.

However, the term of appointment of each Director is subject to the Articles of Association (the "Articles") of the Company and/or the Listing Rules and/or the laws of Cayman Islands and may be terminated by the Company or the Director pursuant to the service contract or the letter of appointment.

In accordance with Article 108 of the Articles, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation and, under code provision A.4.2 of the corporate governance code of the Company, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years. All retiring Directors shall be eligible for re-election.

Accordingly, Mr. Chao Tien-Shin, Mr. Han Chia-Yau, Mr. Harn Jia-Chen shall retire from office by rotation at the conclusion of the forthcoming AGM.

Further, pursuant to the resolutions of the Company passed on 29 June 2012, the terms of office of Mr. Nicholas William Rosa and Mr. Way Yung-Do shall expire at the conclusion of the forthcoming AGM:

All of the abovenamed Directors, being eligible, will offer themselves for re-election at the forthcoming AGM. If re-elected, the 3-year term of appointment of these Directors will be renewed from the date of forthcoming AGM.

No Director proposed for re-election at the forthcoming AGM has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

董事會報告 Report of the Directors

根據上市規則第3.13條，各獨立非執行董事已向本公司確認其獨立性，而本公司認為，所有非執行董事均屬獨立。

Each of the independent non-executive Directors has confirmed his independence to the Company pursuant to Rule 3.13 of the Listing Rules and the Company considers all the independent non-executive Directors to be independent.

董事及高級管理人員之履歷

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

董事及本集團高級管理人員之履歷載於本年報第38至45頁。

Biographical details of the Directors and the senior management of the Group are set out in pages 38 to 45 of this annual report.

董事、高級管理層及五名最高薪酬人士酬金

EMOLUMENTS OF DIRECTORS, SENIOR MANAGEMENT AND THE FIVE HIGHEST-PAID INDIVIDUALS

董事、高級管理層及五名最高薪酬人士酬金載於財務報表附註8及9。

The emoluments of Directors, senior management and the five highest-paid individuals are set out in notes 8 and 9 to the financial statements.

董事的合約權益

DIRECTORS' INTERESTS IN CONTRACTS

董事或彼等聯繫人概無於本公司、其任何附屬公司、控股公司或同系附屬公司於年內訂立、對本集團業務屬重大的合約中直接或間接擁有重大權益。

None of the Directors or their associates had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, or any of its subsidiaries, holding companies or fellow subsidiaries was a party during the year.

有限制股份獎勵計劃

RESTRICTED SHARE AWARD SCHEME

董事會於二零零八年十二月二十三日（「採納日期」）採納有限制股份獎勵計劃。除非董事會提出提前終止，否則有限制股份獎勵計劃將由採納日期起十年內有效及生效。於二零零九年十月二十三日，本公司向多名董事及高級管理層人員授出該等股份，已全部於二零一一年十二月十五日歸屬。於二零一一年十月二十七日向一名高級管理人員授出該等股份，已全部於二零一三年十二月十五日歸屬。於二零一二年三月二十六日向多名董事、高級管理人員及若干僱員授出2,025,000股股份，其中1,298,000股股份於二零一三年五月十五日歸屬。

The Restricted Share Award Scheme (the "RSAS") was adopted by the Board on 23 December 2008 (the "Adoption Date"). Unless terminated earlier by the Board, the RSAS shall be valid and effective for a term of ten years commencing from the Adoption Date. On 23 October 2009, 910,000 shares were granted by the Company to a number of Directors and senior management, and all of those shares were vested on 15 December 2011. On 27 October 2011, 390,000 shares were granted to one of the senior management, and all of those shares were vested on 15 December 2013. On 26 March 2012, 2,025,000 shares were granted to a number of Directors, senior management staffs and certain employees, 1,298,000 of which were vested on 15 May 2013.

董事會報告

Report of the Directors

有限制股份獎勵計劃之目的在於表揚本集團若干僱員（包括但不限於同時擔任董事的僱員）作出的貢獻並給予獎勵，務求挽留人才並使彼等能繼續為本集團的持續營運及發展效力，並吸引適合的人員以進一步推動本集團的發展。

根據有限制股份獎勵計劃之條款，董事會可能不時按其絕對酌情權及以其可能認為適當之該等條款及條件（包括由董事會不時釐定的每名僱員是否符合資格的基準）揀選僱員以參與有限制股份獎勵計劃作為入選僱員，並釐定將授予獎勵的股份數目。董事會不得獎授任何股份而導致董事會根據有限制股份獎勵計劃授出作獎勵的股份總數（但不包括任何已失效或沒收之股份）超過本公司於採納日期已發行股本的2%。

購股權計劃

本公司設有購股權計劃（「購股權計劃」），藉以鼓勵及回饋對本集團之成功經營有所貢獻之合資格參與者。根據購股權計劃，自採納日期（即二零零七年九月十四日）起計十年內本公司可授出最多100,000,000股購股權。在截至二零一三年十二月三十一日止之年度，概無根據購股權計劃已授出且尚未行使之購股權。

The purpose of the RSAS is to recognize the contribution by certain employees (including without limitation employees who are also Directors) of the Group and to reward them in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group.

Pursuant to the terms of the RSAS, the Board may, from time to time, at its absolute discretion and subject to such terms and conditions as it may think fit (including the basis of eligibility of each employee determined by the Board from time to time) to select an employee for participation in the RSAS and determine the number of shares to be awarded. The Board shall not grant any award of shares which would result in the total number of shares being granted by the Board under the RSAS (but not counting those which have lapsed or have been forfeited) exceeding 2% of the issued share capital of the Company as at the Adoption Date.

SHARE OPTION SCHEME

The Company operates a share option scheme (“Option Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. In accordance with the Option Scheme, the Company may grant up to 100,000,000 share options within 10 years from its adoption date (i.e. 14 September 2007). No share options were granted and outstanding under the Option Scheme during the year ended 31 December 2013.

| 參與者姓名或類別 | 於二零一三年 | | | | | 於二零一三年 | | 授出日期 | 購股權行使期 (包括首尾兩日) | 每股 行使價 (港元) |
|---------------------------------------|----------------------------|-------------------------------|---------------------------------|------------------------------|---------------------------------|------------------------------|------------------------------|---|---------------------------------------|-------------------|
| | 一月一日 | 年內授出 | 年內行使 | 年內失效 | 年內註銷 | 十二月 三十一日 | As at 31 December 2013 | | | |
| Name or Category of Participant | As at 1 January 2013 | Granted during the year | Exercised during the year | Lapsed during the year | Cancelled during the year | As at 31 December 2013 | Date of grant | Exercise period of share options (both dates inclusive) | Exercise price per Share (HK\$) | |
| 僱員合共 Employees in Aggregate | 900,000 | - | - | - | - | 900,000 | 二零一一年十月 二十七日 27-Oct-11 | 二零一二年十月二十八日至 二零一五年十月二十七日 28-Oct-12 to 27-Oct-15 | 1.62 | |

董事會報告 Report of the Directors

董事及主要行政人員於股份、相關股份及債券的權益及淡倉

於二零一三年十二月三十一日，本公司董事及主要行政人員於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有的權益及淡倉，按本公司根據證券及期貨條例第352條備存之登記冊所載，或根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2013, the interests and short positions of the Directors and chief executive in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules ("Model Code"), were as follows:

(a) 於本公司之權益－好倉：

(a) INTEREST IN THE COMPANY – LONG POSITIONS:

| 董事姓名 | 所持普通股數目 | | 根據股本 衍生工具持有之 相關股份數目 | 總計 | 佔本公司 已發行股本 之概約百分比 |
|---------------------------------|-----------------------------------|-------------------|---|-----------|--|
| | 個人權益 | 其他權益 | | | |
| Name of Directors | Number of ordinary shares held | | Number of underlying shares held under equity derivatives | Total | Approximate % of issued share capital of the Company |
| | Personal interest | Other interest | | | |
| 執行董事： | | | | | |
| <i>Executive Directors:</i> | | | | | |
| 韓家寰(附註1) | 294,000 | 50,000 | – | 344,000 | 0.03% |
| Han Jia-Hwan (Note 1) | | | | | |
| 韓家寅(附註2) | 332,000 | 250,000 | – | 582,000 | 0.06% |
| Han Chia-Yin (Note 2) | | | | | |
| 非執行董事： | | | | | |
| <i>Non-executive Directors:</i> | | | | | |
| 趙天星(附註3) | – | 3,834,000 | – | 3,834,000 | 0.38% |
| Chao Tien-Shin (Note 3) | | | | | |
| 陳治 | 300,000 | – | – | 300,000 | 0.03% |
| Chen Chih | | | | | |
| 劉福春 | 300,000 | – | – | 300,000 | 0.03% |
| Liu Fuchun | | | | | |
| 魏永篤 | 300,000 | – | – | 300,000 | 0.03% |
| Way Yung-Do | | | | | |

董事會報告

Report of the Directors

附註：

1. 韓家寰先生持有344,000股股份，其中50,000股股份乃受限制及未歸屬。
2. 韓家寅先生被視為於582,000股股份中擁有權益，其中(i) 50,000股股份乃受限制及未歸屬以及(ii) 200,000股股份由其配偶持有。
3. 趙天星先生被視為於3,834,000股股份中擁有權益，其中(i) 3,534,000股股份由趙先生及其配偶控制的CTS Capital Group Limited的附屬公司Hannibal International Limited所持有以及(ii) 300,000股股份由趙先生及其配偶共同持有。

Notes:

1. Mr. Han Jia-Hwan holds 344,000 shares, of which 50,000 shares are restricted and unvested.
2. Mr. Han Chia-Yin is deemed to be interested in 582,000 shares, of which (i) 50,000 shares are restricted and unvested and (ii) 200,000 shares are held by his spouse.
3. Mr. Chao Tien-Shin is deemed to be interested in 3,834,000 shares comprising (i) 3,534,000 shares are held by Hannibal International Limited, a subsidiary of CTS Capital Group Limited which is controlled by Mr. Chao and his spouse and (ii) 300,000 shares are jointly held by Mr. Chao and his spouse.

(b) 於本公司相聯法團之權益－好倉：

(b) INTERESTS IN ASSOCIATED CORPORATION OF THE COMPANY – LONG POSITIONS:

| 董事姓名 | 聯營公司 名稱 | 權益性質 | 股份權益 | 佔相關聯營公司 已發行股本 概約百分比 Approximate % of the relevant associated corporation's issued share capital |
|--|--|---|-----------------------------|---|
| Name of Directors | Name of associated corporations | Nature of interest | Interests in shares held | |
| 韓家宇 Han Chia-Yau | 大成長城企業股份有限公司(附註1) Great Wall Enterprise Co. Ltd. (Note 1) | 實益權益 Beneficial owner | 42,692 | 0.0075% |
| 韓家宸 Harn Jia-Chen | 大成長城企業股份有限公司 Great Wall Enterprise Co. Ltd. | 實益權益 Beneficial owner | 45,856 | 0.0081% |
| 趙天星(附註2) Chao Tien-Shin (Note 2) | 大成長城企業股份有限公司 Great Wall Enterprise Co. Ltd. | 受控制公司 之權益 Interest of controlled corporation | 7,241,095 | 1.2783% |

董事會報告 Report of the Directors

附註：

1. 大成長城企業股份有限公司(「大成長城企業」)，於台灣註冊成立並於台灣證券交易所上市的公司，為本公司的最終控股股東。
2. 趙天星先生視為擁有由趙先生及其配偶控制的僑泰興投資股份有限公司所持的7,241,095股份權益。

除上文所披露者外，於二零一三年十二月三十一日，董事及主要行政人員及彼等的聯繫人於本公司或任何其聯營公司均無持有根據證券及期貨條例第352條須登記或根據標準守則須知會本公司或聯交所的股份、相關股份或債券的權益或淡倉。

本年度內並無授出權利予任何董事或彼等之配偶或十八歲以下之子女，以購入本公司股份或債權證而獲取利益，彼等亦無行使該等權利；本公司或其任何附屬公司、控股公司或同系附屬公司亦無成為任何安排的一方，以令董事能於任何其他法人團體獲得該等權利。

本公司主要股東

截至二零一三年十二月三十一日為止，本公司根據證券及期貨條例第336條須備存之權益登記冊上所載之有關人士(本公司董事或主要行政人員除外)於本公司股份及相關股份中擁有的權益及淡倉如下：

Notes:

1. Great Wall Enterprise Co. Ltd. ("Great Wall Enterprise"), a company incorporated in Taiwan and listed on Taiwan Stock Exchange Corporation, is the ultimate controlling shareholder of the Company.
2. Mr. Chao Tien-Shin is deemed to be interested in the 7,241,095 shares held by Qiao Tai Xing Investment Co. Limited which is controlled by Mr. Chao and his spouse.

Save as disclosed above, as at 31 December 2013, none of the Directors and chief executive and their associates had registered an interest or short position in the shares, underlying shares or debentures 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.

At no time during the year were rights to acquire benefits by means of acquisition of shares in or debentures of the Company granted to any director or his spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, or any of its subsidiaries, holding companies or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS OF THE COMPANY

As at 31 December 2013, the interests and short positions held by the persons, other than a director or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

董事會報告

Report of the Directors

本公司股份好倉：

LONG POSITIONS IN SHARES OF THE COMPANY:

| 名稱 Name | 權益性質 Nature of interests | 股份數目 Number of shares | 概約百分比 Approximate % |
|---|---|--------------------------|------------------------|
| Waverley Star Limited | 實益權益 Beneficial interests | 375,899,946 | 36.99% |
| 亞洲營養技術公司 Asia Nutrition Technologies Corporation | 實益權益 Beneficial interests | 152,924,906 | 15.05% |
| 大成長城企業股份有限公司 Great Wall Enterprise Co., Ltd. | 受控制公司之權益 Interests of controlled corporation | 528,824,852 | 52.04% |
| Great Wall International (Holdings) Ltd. | 受控制公司之權益 Interests of controlled corporation | 528,824,852 | 52.04% |
| Continental Enterprises Ltd. | 實益權益 Beneficial interests | 60,000,029 | 5.90% |
| ContiGroup Companies Inc. | 受控制公司之權益 Interests of controlled corporation | 60,000,029 | 5.90% |
| Fribourg Grandchildren Family L.P. | 受控制公司之權益 Interests of controlled corporation | 60,000,029 | 5.90% |
| Fribourg Enterprises, LLC | 受控制公司之權益 Interests of controlled corporation | 60,000,029 | 5.90% |
| 以 Robert Fribourg 為 受益人的一九五七年 五月三十一日信託書 Declaration of Trust dated May 31, 1957, for the benefit of Robert Fribourg | 受控制公司之權益 Interests of controlled corporation | 60,000,029 | 5.90% |
| 以 Paul Jules Fribourg 為 受益人的一九五七年 五月三十一日信託書 Declaration of Trust dated May 31, 1957, for the benefit of Paul Jules Fribourg | 受控制公司之權益 Interests of controlled corporation | 60,000,029 | 5.90% |

董事會報告
Report of the Directors

| 名稱 Name | 權益性質 Nature of interests | 股份數目 Number of shares | 概約百分比 Approximate % |
|--|---|--------------------------|------------------------|
| 以 Nadine Louise Fribourg 為 受益人的一九五七年 五月三十一日信託書 Declaration of Trust dated May 31, 1957, for the benefit of Nadine Louise Fribourg | 受控制公司之權益 Interests of controlled corporation | 60,000,029 (L) | 5.90% |
| 以 Charles Arthur Fribourg 為 受益人的一九五七年 五月三十一日信託書 Declaration of Trust dated May 31, 1957, for the benefit of Charles Arthur Fribourg | 受控制公司之權益 Interests of controlled corporation | 60,000,029 (L) | 5.90% |
| 以 Caroline Renee Fribourg 為 受益人的一九六三年 九月十六日信託協議 Trust Agreement Dated September 16, 1963, for the benefit of Caroline Renee Fribourg | 受控制公司之權益 Interests of controlled corporation | 60,000,029 (L) | 5.90% |
| Fribourg Charles Arthur | 受託人 Trustee | 60,000,029 (L) | 5.90% |
| Sosland Morton Irvin | 受託人 Trustee | 60,000,029 (L) | 5.90% |
| Fribourg Paul Jules | 受託人 Trustee | 60,000,029 (L) | 5.90% |

董事會報告

Report of the Directors

除上文所披露者外，截至二零一三年十二月三十一日為止，除本公司董事及主要行政人員（彼等的權益載於上文「董事及主要行政人員於股份、相關股份及債券的權益及淡倉」一節）外，概無其他人士知會本公司，彼等於本公司股份或相關股份中擁有根據證券及期貨條例第336條須登記的權益或淡倉。

關連交易

年內，本集團與下列上市規則所界定的關連人士簽訂若干關連交易，彼等為：

- (1) 本公司的最終控股股東大成長城企業及其除本集團以外（「除外集團」）的附屬公司（大成長城企業的聯繫人）；及
- (2) Marubeni Corporation（「Marubeni」，本公司非全資附屬公司的主要股東）及其附屬公司（Marubeni的聯繫人）。

本集團於截至二零一三年十二月三十一日止年度曾進行下列關連交易（按上市規則第14A.31條獲豁免遵守申報規定者除外）及持續關連交易（按上市規則第14A.33條獲豁免遵守申報規定者除外）：

Save as disclosed above, as at 31 December 2013, no person, other than the Directors and chief executive of the Company whose interests are set out in the section “Directors’ and chief executive’s interests and short positions in shares, underlying shares and debentures” above, had notified the Company of an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

CONNECTED TRANSACTIONS

During the year, the Group entered into a number of connected transactions with the following connected persons (as defined in the Listing Rules), namely:

- (1) Great Wall Enterprise (being the ultimate controlling shareholder of the Company) and its subsidiaries (being associates of Great Wall Enterprise) excluding the Group (the “Excluded Group”); and
- (2) Marubeni Corporation (“Marubeni”, being a substantial shareholder of a non wholly-owned subsidiary of the Company) and its subsidiaries (being an associate of Marubeni).

The Group entered into the following connected transactions (other than those exempted from the reporting requirements under Rule 14A.31 of the Listing Rules) and continuing connected transactions (other than those exempted from the reporting requirements under Rule 14A.33 of the Listing Rules) during the year ended 31 December 2013:

董事會報告 Report of the Directors

(a) 於二零一二年十一月六日，本集團與大成長城企業訂立一份主供應協議（「大成長城企業主供應協議（二零一二年）」），內容關於向除外集團銷售本集團產品及根據除外集團指定規格及要求生產的產品。大成長城企業主購買協議（二零一二年）於二零一三年一月一日生效，該協議的詳情請參閱本公司日期為二零一二年十一月六日的公告（「二零一二年公告」）及本公司日期為二零一二年十二月三日的通函（「二零一二年通函」）。

年內，本集團根據大成長城企業主供應（續期）協議向大成長城企業出售的產品總值為人民幣 122,371 千元。

(b) 於二零一二年十一月六日，本集團與大成長城企業訂立一份主購買協議（「大成長城企業主購買協議（二零一二年）」），內容關於本集團向除外集團採購除外集團產品及根據本集團指定規格及要求生產的產品。大成長城企業主購買協議（二零一二年）於二零一三年一月一日生效，該協議的詳情請參閱本公司二零一二年公告及二零一二年通函。

年內，本集團自大成長城企業的採購總額為約人民幣 19,500 千元。

(a) On 6 November 2012, the Group entered into a master supply agreement (“GWE Master Supply Agreement (2012)”) with Great Wall Enterprise in respect of sale to the Excluded Group products of the Group and products manufactured in conformance with the specifications and requirements specified by the Excluded Group. GWE Master Supply Agreement (2012) became effective on 1 January 2013. For details of that agreement, please refer to the announcement of the Company dated 6 November 2012 (the “2012 Announcement”) and the circular of the Company dated 3 December 2012 (the “2012 Circular”).

During the year, the Group sold products to Great Wall Enterprise with a total value of RMB122,371 thousand under the GWE Master Supply (Renewal) Agreement.

(b) On 6 November 2012, the Group entered into a master purchase agreement (2012) (“GWE Master Purchase Agreement (2012)”) with Great Wall Enterprise in respect of purchasing from the Excluded Group the products of the Excluded Group and products manufactured in conformance with the specifications and requirements specified by the Group. The GWE Master Purchase Agreement (2012) became effective on 1 January 2013. For details of that agreement, please refer to the 2012 Announcement and the 2012 Circular.

During the year, the total procurement from Great Wall Enterprise by the Group amounted to approximately RMB19,500 thousand.

董事會報告

Report of the Directors

- (c) 根據本集團與大成長城企業訂立的日期為二零一二年十一月六日的商標特許契約(二零一二年)「商標特許契約(二零一二年)」，大成長城企業授予本集團一項獨家及不可轉讓的許可，可使用大成長城企業擁有的商標，並有權將之再授權予本公司任何附屬公司。商標特許契約(二零一二年)於二零一三年一月一日生效。該契約的詳情參閱二零一二年公告。

年內，本集團已付大成長城企業特許使用費共約人民幣0千元。

- (d) 根據本集團與Marubeni訂立的日期為二零一二年十二月六日的主供應協議(二零一二年)（「丸紅主供應協議」(二零一二年)），本集團同意向Marubeni出售加工食品。丸紅主供應協議(二零一二年)於二零一三年一月一日生效。該協議的詳情請參閱二零一二年公告及二零一二年通函。

年內，本集團向Marubeni出售的加工食品總值約人民幣243,668千元。

- (e) 根據本集團與丸紅(中國)有限公司(「丸紅中國」，即一間於中國成立的有限公司，為Marubeni的附屬公司)訂立的日期為二零一二年十一月六日的主採購協議(二零一二年)（「丸紅主採購協議(二零一二年)」），本集團同意向丸紅中國及其附屬公司採購產品(主要為用作生產雞飼料的豆粕)。丸紅主採購協議(二零一二年)於二零一三年一月一日生效。該協議的詳情請參閱二零一二年公告及二零一二年通函。

年內，本集團向丸紅中國採購的商品的價值總額約為人民幣7,987千元。

- (c) Pursuant to the trademark licence deed dated 6 November 2012 entered into between the Group and Great Wall Enterprise (2012) (“Trademarks Licence Deed (2012)”), Great Wall Enterprise grants to the Group an exclusive and non-transferable licence to use the trademarks owned by Great Wall Enterprise, with a right to sub-licence to any of the subsidiaries of the Group. Trademarks Licence Deed (2012) was effective on 1 January 2013. For further details of that deed, please refer to the 2012 Announcement.

During the year, the Group paid a sum of approximately RMB0 thousand as royalties to Great Wall Enterprise.

- (d) Pursuant to the master supply agreement (2012) (the “MB Master Supply Agreement (2012)”) dated 6 November 2012 entered into between the Group and Marubeni, the Group has agreed to sell processed food to Marubeni. The MB Master Supply Agreement (2012) became effective on 1 January 2013. For details of that agreement, please refer to the 2012 Announcement and the 2012 Circular.

During the year, the Group sold processed food to Marubeni with a total value of approximately RMB243,668 thousand.

- (e) Pursuant to the master purchase agreement 2012 (the “MB Master Purchase Agreement (2012)”) dated 6 November 2012 entered into between the Group and Marubeni (China) Co., Ltd (“Marubeni PRC”, a Company established in the PRC with limited liability and a subsidiary of Marubeni) under which the Group has agreed to purchase products (mainly soybean meal for chicken feeds production) from Marubeni PRC and its subsidiaries. The MB Master Purchase Agreement (2012) became effective on 1 January 2013. For details of that agreement, please refer to the 2012 Announcement and the 2012 Circular.

During the year, the Group purchased products from Marubeni PRC with a total value of approximately RMB7,987 thousand.

董事會報告 Report of the Directors

除上文所披露者外，並無根據上市規則須於本年報中披露的其他交易。

董事確認，除以上所披露者外，本公司一直遵守上市規則第14A章之披露規定。

本公司之獨立非執行董事已確認上述持續關連交易乃(i)於本集團日常業務運作中訂立；(ii)該等交易是按照一般商務條款進行，或對本集團而言，該等交易的條款不遜於獨立第三方可取得或提供的條款；及(iii)該等交易是根據有關規管該等交易的協議條款進行，而交易條款公平合理，並且符合本公司股東的整體利益。

本公司之核數師已就上市規則第14A.38條之規定對持續關連交易進行審閱，並以書面通知董事會(函件副本已送交聯交所)，確認該等持續關連交易(i)經由董事會批准；(ii)乃根據有關交易的協議條款進行；及(iii)並無超逾先前披露的上限。

購買、出售或購回上市證券

年內，本公司或其附屬公司概無購買、出售或購回本公司任何上市證券。

Save as disclosed above, there are no other transactions which require disclosure in the annual report in accordance with the Listing Rules.

The Directors confirmed that save as disclosed above, the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

The independent non-executive Directors of the Company have confirmed that the above-mentioned continuing connected transactions were entered into: (i) in the ordinary and usual course of the Group's business; (ii) either on normal commercial terms or on terms no less favorable to the Group than those available to or from independent third parties; and (iii) in accordance with the terms of the respective agreements governing such transactions on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company have reviewed the above-mentioned continuing connected transactions pursuant to rule 14A.38 of the Listing Rules and advised the Board in writing with a copy provided to the Stock Exchange that the transactions: (i) have been approved by the Board; (ii) have been entered into in accordance with the relevant agreements governing the transactions; and (iii) have not exceeded the cap disclosed previously.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

董事會報告

Report of the Directors

主要客戶及供應商

本集團五大客戶分別佔二零一三年及二零一二年總銷售額的8.1%及9.1%。截至二零一二年及二零一三年十二月三十一日止兩年度，本集團五大供應商應佔採購量合共少於總採購量的30%。

概無董事、彼等聯繫人或任何股東（就董事所知擁有本公司股本5%以上）擁有五大客戶或供應商之任何權益。

薪酬政策

本集團的薪酬政策由人力資源部制訂，盡可能根據僱員成就、資格及能力釐定薪金待遇。

董事及本公司高級行政人員的薪金由薪酬委員會基於多項因素審閱，有關因素包括本集團經營業績、董事及高級行政人員的職責及同類市場資料。

充足公眾持股量

根據截止本年報刊發前的最後實際可行日期（即二零一四年四月十七日）本公司可查閱之公開資料且就本公司董事所知，本公司一直維持上市規則規定之公眾持股量。

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales attributable to the Group's five largest customers in 2013 and 2012 accounted for 8.1% and 9.1% of the total sales of the Group respectively. The aggregate purchases attributable to the Group's five largest suppliers accounted for less than 30% of total purchases for both years ended 31 December 2012 and 2013.

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

EMOLUMENT POLICY

The emolument policy of the Group is set up by its human resources department and seeks to provide remuneration packages on the basis of the merit, qualifications and competence of the employees.

The emoluments of the Directors and senior management of the Company will be reviewed by the Remuneration Committee, having regard to factors including the Group's operating results, responsibilities required of the Directors and senior management and comparable market information.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company as at the latest practicable date prior to the publication of this annual report (i.e. 17 April 2014), the Company has maintained the prescribed public float under the Listing Rules.

董事會報告
Report of the Directors**五年財務摘要**

本集團於過往五個財政年度業績及資產與負債摘要載於本年報第268頁。

核數師

畢馬威會計師事務所，作為本公司核數師，將退任並合資格獲重新委任。本公司將於即將舉行之股東週年大會上提呈決議案，重新委任畢馬威會計師事務所為本公司核數師。

代表董事會

主席

韓家寰

香港，二零一四年三月二十一日

FIVE YEARS FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 268 of the annual report.

AUDITORS

KPMG as the Company's auditors, will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming AGM.

On behalf of the Board

Han Jia-Hwan

Chairman

Hong Kong, 21 March 2014

獨立核數師報告 Independent Auditor's Report



致大成食品（亞洲）有限公司各股東

(於開曼群島註冊成立的有限公司)

本核數師（以下簡稱「我們」）已審核列載於第94頁至第264頁的大成食品（亞洲）有限公司（以下統稱「貴公司」）及其附屬公司（以下統稱「貴集團」）的綜合財務報表，此財務報表包括於二零一三年十二月三十一日的綜合財務狀況表及財務狀況表，與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就綜合財務報表須承擔的責任

貴公司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》及香港公司條例的有關披露規定編製真實而公允之綜合財務報表，以及制定編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

Independent auditor's report to the shareholders of DaChan Food (Asia) Limited

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of DaChan Food (Asia) Limited (the "Company") and its subsidiaries (hereafter collectively referred to as the "Group") set out on pages 94 to 264, which comprise the consolidated and Company statements of financial position as at 31 December 2013, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

獨立核數師報告

Independent Auditor's Report

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表發表意見，並僅向整體股東報告。除此以外，我們的報告書不可用作其他用途。我們概不就本報告書的內容，對任何其他人士負責或承擔法律責任。

我們已根據香港會計師公會頒佈的《香港審計準則》進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

審計涉及執行程序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與編製綜合財務報表以作出真實而公允的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當的，為我們發表審核意見提供了基礎。

AUDITOR'S RESPONSIBILITY

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

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

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

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

獨立核數師報告

Independent Auditor's Report

意見

我們認為，該等綜合財務報表已按照《國際財務報告準則》真實而公允地反映了貴公司及貴集團於二零一三年十二月三十一日的財務狀況及貴集團截至該日止年度的溢利及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

KPMG

執業會計師

香港中環

遮打道10號

太子大廈8樓

二零一四年三月二十一日

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2013 and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

KPMG

Certified Public Accountants

8th Floor, Prince's Building

10 Chater Road

Central, Hong Kong

21 March 2014

綜合損益表

Consolidated Income Statement

截至二零一三年十二月三十一日止年度(除另有指明外,以人民幣千元呈列)
For the year ended 31 December 2013 (Expressed in thousands of Renminbi unless otherwise stated)

| | | 附註 Note | 二零一三年 2013 | 二零一二年 2012 |
|--------------|--|------------|-----------------------|------------------|
| 經營收入 | Turnover | 4 | 11,751,905 | 11,435,455 |
| 銷售成本 | Cost of sales | | (11,056,698) | (10,707,587) |
| 毛利 | Gross profit | | 695,207 | 727,868 |
| 生物資產公允價值的變動 | Change in fair value of biological | | | |
| 減銷售成本 | assets less costs to sell | 18 | 4,804 | (6,544) |
| 按公允價值初步確認農產品 | Fair value of agricultural produce | | | |
| | on initial recognition | 17(d) | 22,888 | 31,645 |
| 因銷售及處置農產品而 | Reversal of fair value of agricultural | | | |
| 撥回的公允價值 | produce due to sales and disposals | 17(d) | (22,989) | (32,987) |
| 其他經營收入 | Other operating income | 5 | 37,096 | 23,977 |
| 其他淨(虧損)/收益 | Other net (losses)/gains | 5 | (6,828) | 1,857 |
| 分銷成本 | Distribution costs | | (381,145) | (328,471) |
| 行政開支 | Administrative expenses | | (287,783) | (260,691) |
| 經營溢利 | Profit from operations | | 61,250 | 156,654 |
| 財務開支 | Finance costs | 6(a) | (18,822) | (20,477) |
| 應佔權益入賬參股公司虧損 | Share of losses of | | | |
| | equity-accounted investees | 16 | (5,861) | (2,259) |
| 除稅前溢利 | Profit before taxation | 6 | 36,567 | 133,918 |
| 所得稅 | Income tax | 7 | (5,498) | (22,331) |
| 年內溢利 | Profit for the year | | 31,069 | 111,587 |
| 下列人士應佔: | Attributable to: | | | |
| 本公司股東 | Equity shareholders of the Company | | (8,730) | 72,044 |
| 非控股權益 | Non-controlling interests | | 39,799 | 39,543 |
| 年內溢利 | Profit for the year | | 31,069 | 111,587 |
| 每股(虧損)/盈利 | (Loss)/earnings per share | | | |
| — 基本 | — Basic | 12 | 人民幣 (0.0086) 元 | 人民幣0.0712元 |
| | | | RMB(0.0086) | RMB0.0712 |
| — 攤薄 | — Diluted | 12 | 人民幣 (0.0086) 元 | 人民幣0.0711元 |
| | | | RMB(0.0086) | RMB0.0711 |

第106至第264頁的附註為本財務報表的組成部分。

The notes on pages 106 to 264 form part of these financial statements.

綜合全面收益表

Consolidated Statement of Comprehensive Income

截至二零一三年十二月三十一日止年度(除另有指明外，以人民幣千元呈列)
For the year ended 31 December 2013 (Expressed in thousands of Renminbi unless otherwise stated)

| | 附註 Note | 二零一三年 2013 | 二零一二年 2012 |
|-----------------------|------------|-----------------|---------------|
| 年內溢利 | | 31,069 | 111,587 |
| 年內其他全面收益 | | | |
| 其後可重新分類至 損益之項目： | | | |
| 換算海外附屬公司財務 報表的匯兌差額 | 11 | (20,439) | (6,329) |
| 年內其他全面收益 | | (20,439) | (6,329) |
| 年內全面收益總額 | | 10,630 | 105,258 |
| 下列人士應佔： | | | |
| 本公司股東 | | (5,425) | 64,719 |
| 非控股權益 | | 16,055 | 40,539 |
| 年內全面收益總額 | | 10,630 | 105,258 |

第106至第264頁的附註為本財務報表的組成部分。

The notes on pages 106 to 264 form part of these financial statements.

綜合財務狀況表

Consolidated Statement of Financial Position

於二零一三年十二月三十一日(除另有指明外，以人民幣千元呈列)
At 31 December 2013 (Expressed in thousands of Renminbi unless otherwise stated)

| | | 附註 Note | 二零一三年 2013 | 二零一二年 2012 |
|------------------|--|------------|------------------|---------------|
| 非流動資產 | Non-current assets | | | |
| 固定資產 | Fixed assets | 14 | | |
| — 物業、廠房及設備 | — Property, plant and equipment | | 1,171,853 | 1,122,632 |
| — 預付租賃款項 | — Lease prepayments | | 174,888 | 155,617 |
| 於權益入賬參股公司的權益 | Interests in equity-accounted investees | 16 | 118,356 | 54,635 |
| 遞延稅項資產 | Deferred tax assets | 26(c) | 36,857 | 29,701 |
| | | | 1,501,954 | 1,362,585 |
| 流動資產 | Current assets | | | |
| 存貨 | Inventories | 17 | 1,073,219 | 990,192 |
| 生物資產 | Biological assets | 18 | 11,608 | 7,154 |
| 應收貿易賬款 | Trade receivables | 19 | 364,251 | 341,003 |
| 其他應收款項 | Other receivables | 20 | 405,976 | 384,035 |
| 可收回所得稅 | Income tax recoverable | 26(a) | 558 | 183 |
| 現金及現金等價物 | Cash and cash equivalents | 21 | 590,126 | 610,411 |
| | | | 2,445,738 | 2,332,978 |
| 流動負債 | Current liabilities | | | |
| 應付貿易賬款 | Trade payables | 22 | 740,321 | 678,244 |
| 其他應付款項 | Other payables | 23 | 382,364 | 368,324 |
| 銀行貸款 | Interest-bearing borrowings | 24 | 212,398 | 257,921 |
| 應付所得稅 | Income tax payable | 26(a) | 19,975 | 21,541 |
| | | | 1,355,058 | 1,326,030 |
| 流動資產淨值 | Net current assets | | 1,090,680 | 1,006,948 |
| 資產總值減流動負債 | Total assets less current liabilities | | 2,592,634 | 2,369,533 |

第106至第264頁的附註為本財務報表的組成部分。

The notes on pages 106 to 264 form part of these financial statements.

綜合財務狀況表（續）

Consolidated Statement of Financial Position (Continued)

於二零一三年十二月三十一日（除另有指明外，以人民幣千元呈列）
At 31 December 2013 (Expressed in thousands of Renminbi unless otherwise stated)

| | | 附註 Note | 二零一三年 2013 | 二零一二年 2012 |
|--------------|--|------------|------------------|---------------|
| 非流動負債 | Non-current liabilities | | | |
| 銀行貸款 | Interest-bearing borrowings | 24 | 607,980 | 380,892 |
| 遞延稅項負債 | Deferred tax liabilities | 26 | 359 | 563 |
| | | | 608,339 | 381,455 |
| 資產淨值 | Net assets | | 1,984,295 | 1,988,078 |
| 資本及儲備 | Capital and reserves | | | |
| 股本 | Share capital | 27(c) | 97,349 | 97,685 |
| 儲備 | Reserves | 27(d) | 910,523 | 894,375 |
| 保留溢利 | Retained profit | | 693,238 | 718,215 |
| 本公司股東應佔權益總值 | Total equity attributable to equity shareholders of the Company | | 1,701,110 | 1,710,275 |
| 非控股權益 | Non-controlling interests | | 283,185 | 277,803 |
| 權益總值 | Total equity | | 1,984,295 | 1,988,078 |

經由董事會於二零一四年三月二十一日批准
及授權刊發。

Approved and authorised for issue by the board of directors on 21
March 2014.

韓家寰
Han Jia-Hwan
主席
Chairman

韓家寅
Han Chia-Yin
執行董事
Executive director

第106至第264頁的附註為本財務報表的組成
部分。

The notes on pages 106 to 264 form part of these financial
statements.

財務狀況表

Statement of Financial Position

於二零一三年十二月三十一日(除另有指明外，以人民幣千元呈列)
At 31 December 2013 (Expressed in thousands of Renminbi unless otherwise stated)

| | | 附註 Note | 二零一三年 2013 | 二零一二年 2012 |
|------------------|--|------------|------------------|---------------|
| 非流動資產 | Non-current assets | | | |
| 於附屬公司的投資 | Investments in subsidiaries | 15 | 1,099,409 | 758,394 |
| 流動資產 | Current assets | | | |
| 其他應收款項 | Other receivables | 20 | 10,285 | 7,129 |
| 應收附屬公司款項 | Amounts due from subsidiaries | | 855,379 | 876,674 |
| 現金及現金等價物 | Cash and cash equivalents | 21 | 103,622 | 21,606 |
| | | | 969,286 | 905,409 |
| 流動負債 | Current liabilities | | | |
| 其他應付款項 | Other payables | 23 | 9,042 | 10,529 |
| 銀行貸款 | Interest-bearing borrowings | 24 | 146,630 | – |
| 應付關連方款項 | Amounts due to related parties | 23 | 233 | 8,583 |
| | | | 155,905 | 19,112 |
| 流動資產淨值 | Net current assets | | 813,381 | 886,297 |
| 資產總值減流動負債 | Total assets less current liabilities | | 1,912,790 | 1,644,691 |
| 非流動負債 | Non-current liabilities | | | |
| 銀行貸款 | Interest-bearing borrowings | 24 | 605,997 | 378,058 |
| | | | 605,997 | 378,058 |
| 資產淨值 | Net assets | | 1,306,793 | 1,266,633 |
| 資本及儲備 | Capital and reserves | | | |
| 股本 | Share capital | 27(a) | 97,914 | 97,914 |
| 儲備 | Reserves | 27(d) | 1,044,746 | 1,082,746 |
| 保留溢利 | Retained profit | | 164,133 | 85,973 |
| 權益總值 | Total equity | | 1,306,793 | 1,266,633 |

經由董事會於二零一四年三月二十一日批准
及授權刊發。

Approved and authorised for issue by the board of directors on 21
March 2014.

韓家寰
Han Jia-Hwan
主席
Chairman

韓家寅
Han Chia-Yin
執行董事
Executive director

第106至第264頁的附註為本財務報表的組成
部分。

The notes on pages 106 to 264 form part of these financial
statements.

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零一三年十二月三十一日止年度（除另有指明外，以人民幣千元呈列）
For the year ended 31 December 2013 (Expressed in thousands of Renminbi unless otherwise stated)

| | | 本公司股東應佔 | | | | | | | | | | | |
|------------------|--|--|-------------------|-----------------------|---------------------|-----------------------|------------------------|---------------------------------------|---------------------|---------|----------------------------------|-----------------|-----------|
| | | Attributable to equity shareholders of the Company | | | | | | | | | | | |
| | | 以股份為基礎 的支出儲備 | | | | | | | 非控股權益 | | | | |
| | | 股本 | 股份溢價 | 贖回儲備 | 合併儲備 | 法定儲備 | 匯兌儲備 | Share- based payment reserve | 留存盈利 | 合計 | Non- controlling interests | 權益總值 | |
| | | Share capital | Share premium | Redemption reserve | Merger reserve | Statutory reserves | Translation reserve | based payment reserve | Retained profits | Total | controlling interests | Total equity | |
| | | (附註 27 (c)) | (附註 27 (d)(i)) | (附註 27 (d)(i)) | (附註 27 (d)(ii)) | (附註 27 (d)(iii)) | (附註 27 (d)(iv)) | (附註 27 (d)(v)) | | | | | |
| | | 附註 Note | (note 27(c)) | (note 27(d)(i)) | (note 27(d)(ii)) | (note 27(d)(iii)) | (note 27(d)(iv)) | (note 27(d)(v)) | | | | | |
| 於二零一三年一月一日 | At 1 January 2013 | | 97,685 | 582,271 | 231 | 396,064 | 77,904 | (163,455) | 1,360 | 718,215 | 1,710,275 | 277,803 | 1,988,078 |
| 年內溢利 | Profit for the year | | - | - | - | - | - | - | (8,730) | (8,730) | 39,799 | 31,069 | |
| 其他全面收益 | Other comprehensive income | 11 | - | - | - | - | 3,305 | - | - | 3,305 | (23,744) | (20,439) | |
| 年內全面收益總額 | Total comprehensive income for the year | | - | - | - | - | 3,305 | - | (8,730) | (5,425) | 16,055 | 10,630 | |
| 以權益結算的股份支付交易 | Equity-settled share-based payment transactions | 25 | (336) | 1,122 | 336 | - | - | (472) | (4,390) | (3,740) | - | (3,740) | |
| 分配至撥備 | Appropriations | | - | - | - | 11,857 | - | - | (11,857) | - | - | - | |
| 過往年度批准的股息 | Dividends approved in respect of the previous year | 27(b) | - | - | - | - | - | - | - | - | (10,673) | (10,673) | |
| 於二零一三年十二月三十一日的結餘 | Balance at 31 December 2013 | | 97,349 | 583,393 | 567 | 396,064 | 89,761 | (160,150) | 888 | 693,238 | 1,701,110 | 283,185 | 1,984,295 |

第106至第264頁的附註為本財務報表的組成部分。

The notes on pages 106 to 264 form part of these financial statements.

綜合權益變動表(續)

Consolidated Statement of Changes in Equity (continued)

截至二零一三年十二月三十一日止年度(除另有指明外,以人民幣千元呈列)
For the year ended 31 December 2013 (Expressed in thousands of Renminbi unless otherwise stated)

| | | 本公司股東應佔 Attributable to equity shareholders of the Company | | | | | | | | | | | |
|----------------------|--|---|--|--|---|---|---|---|-----------------------------|-------------|---|-------------------------|-------------------------|
| | | 以股份為基礎 的支出儲備 Share-based payment reserve | | | | | | | 留存盈利 Retained profits | | 非控股權益 Non- controlling interests | | 權益總值 Total equity |
| | | 股本 Share capital (附註27 (c)) | 股份溢價 Share premium (附註27 (d)(i)) | 贖回儲備 Redemption reserve (附註27 (d)(ii)) | 合併儲備 Merger reserve (附註27 (d)(iii)) | 法定儲備 Statutory reserves (附註27 (d)(iii)) | 匯兌儲備 Translation reserve (附註27 (d)(iv)) | Share-based payment reserve (附註27 (d)(v)) | 留存盈利 Retained profits | 合計 Total | 非控股權益 Non- controlling interests | 權益總值 Total equity | |
| 附註 Note | | (note 27(c)) | (note 27(d)(i)) | (note 27(d)(ii)) | (note 27(d)(iii)) | (note 27(d)(iii)) | (note 27(d)(iv)) | (note 27(d)(v)) | | | | | |
| 於二零一二年一月一日 | At 1 January 2012 | 97,330 | 577,372 | 287 | 396,064 | 65,838 | (156,130) | 2,180 | 731,734 | 1,714,675 | 259,403 | 1,974,078 | |
| 年內溢利 | Profit for the year | - | - | - | - | - | - | - | 72,044 | 72,044 | 39,543 | 111,587 | |
| 其他全面收益 | Other comprehensive income | 11 | - | - | - | - | (7,325) | - | - | (7,325) | 996 | (6,329) | |
| 年內全面收益總額 | Total comprehensive income for the year | - | - | - | - | - | (7,325) | - | 72,044 | 64,719 | 40,539 | 105,258 | |
| 以權益結算的股份支付交易 | Equity-settled share-based payment transactions | 25 | 355 | 4,899 | (56) | - | - | (820) | 991 | 5,369 | - | 5,369 | |
| 分配至撥備 | Appropriations | - | - | - | - | 12,066 | - | - | (12,066) | - | - | - | |
| 非控股權益之資本貢獻 | Capital contribution from non-controlling interests | - | - | - | - | - | - | - | - | - | 22,791 | 22,791 | |
| 過往年度批准的股息 | Dividends approved in respect of the previous year | 27(b) | - | - | - | - | - | - | (74,488) | (74,488) | (44,330) | (119,418) | |
| 於二零一二年十二月三十一日 的結餘 | Balance at 31 December 2012 | 97,685 | 582,271 | 231 | 396,064 | 77,904 | (163,455) | 1,360 | 718,215 | 1,710,275 | 277,803 | 1,988,078 | |

第106至第264頁的附註為本財務報表的組成部分。

The notes on pages 106 to 264 form part of these financial statements.

綜合現金流量表

Consolidated Cash Flow Statement

截至二零一三年十二月三十一日止年度(除另有指明外，以人民幣千元呈列)
For the year ended 31 December 2013 (Expressed in thousands of Renminbi unless otherwise stated)

| | 附註 Note | 二零一三年 2013 | 二零一二年 2012 |
|---|------------|------------------|---------------|
| 經營活動 | | | |
| Operating activities | | | |
| 除稅前溢利 | | 36,567 | 133,918 |
| 就以下各項調整： | | | |
| 就以下各項調整： | | | |
| – 生物資產公允價值的變動減銷售成本 | 18 | (4,804) | 6,544 |
| – 按公允價值初步確認農產品 | 17(d) | (22,888) | (31,645) |
| – 因銷售及出售農產品而撥回的公允價值 | 17(d) | 22,989 | 32,987 |
| – 應佔權益入賬參股公司虧損 | 16 | 5,861 | 2,259 |
| – 折舊及攤銷 | 14 | 127,977 | 124,746 |
| – 出售固定資產虧損淨值 | 5 | 13,961 | 5,082 |
| – 應收貿易賬款減值虧損淨值 | 19(b) | 7,558 | 345 |
| – 存貨撇銷 | 17(b) | 45,002 | 7,842 |
| – 撥回存貨撇銷 | 17(b) | (624) | (489) |
| – 利息收入 | 5 | (7,498) | (3,198) |
| – 利息開支 | 6(a) | 18,822 | 20,477 |
| – 以權益結算的股份支付交易 | 6(b) | 649 | 2,117 |
| – 匯兌收益淨值 | 5 | (7,681) | (5,651) |
| 營運資金變動前經營現金流量 | | 235,891 | 295,334 |
| Operating cash flows before changes in working capital | | | |
| 存貨增加 | | (127,405) | (38,770) |
| 生物資產減少 | | 350 | 616 |
| 應收貿易賬款及其他應收款項(增加)/減少 | | (62,011) | 46,027 |
| 應付貿易賬款及其他應付款項增加/(減少) | | 75,790 | (41,538) |
| 經營活動所得之現金 | | 122,615 | 261,669 |
| Cash generated from operations | | | |
| 已付所得稅 | 26(a) | (14,706) | (31,417) |
| 經營活動所得之現金淨額 | | 107,909 | 230,252 |
| Net cash generated from operating activities | | | |

第106至第264頁的附註為本財務報表的組成部分。

The notes on pages 106 to 264 form part of these financial statements.

綜合現金流量表(續)

Consolidated Cash Flow Statement (continued)

截至二零一三年十二月三十一日止年度(除另有指明外,以人民幣千元呈列)
For the year ended 31 December 2013 (Expressed in thousands of Renminbi unless otherwise stated)

| | 附註 Note | 二零一三年 2013 | 二零一二年 2012 |
|-------------------------------|------------|------------------|---------------|
| 投資活動 | | | |
| 已收利息 | | 7,498 | 3,198 |
| 購買固定資產款項 | | (218,814) | (213,633) |
| 出售固定資產所得款項 | | 14,131 | 6,429 |
| 於權益入賬參股公司的投資 | | (71,500) | (28,723) |
| 收購出售一間附屬公司部份權益 的現金流入淨額 | | 1,384 | – |
| 投資活動所用現金淨額 | | (267,301) | (232,729) |
| 融資活動 | | | |
| 已付利息 | | (19,490) | (21,463) |
| 已付股息 | 27(b)(ii) | (10,673) | (119,418) |
| 新增貸款所得款項 | | 697,464 | 818,963 |
| 償還貸款 | | (515,899) | (582,229) |
| 股份回購 | | (4,390) | – |
| 行使購股權所得款項 | | – | 3,252 |
| 融資活動所得現金淨額 | | 147,012 | 99,105 |
| 現金及現金等價物 (減少)/增加淨額 | | (12,380) | 96,628 |
| 於年初之現金及現金等價物 | | 610,411 | 512,110 |
| 匯率變動的影響 | | (7,905) | 1,673 |
| 於年末之現金及現金等價物 | 21 | 590,126 | 610,411 |

第106至第264頁的附註為本財務報表的組成部分。

The notes on pages 106 to 264 form part of these financial statements.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

1 一般資料

大成食品（亞洲）有限公司（「本公司」）根據開曼群島一九六一年第3號法例公司法（經綜合及修訂）第22章於二零零七年五月十八日在開曼群島註冊成立為受豁免有限公司。截至二零一三年十二月三十一日止年度的綜合財務報表包括本公司及其附屬公司（以下統稱「本集團」）以及本集團於聯營公司及合營公司的權益。本集團主要從事禽畜飼料、家禽以及冰鮮肉及加工食品的製作及買賣。

本公司股份於二零零七年十月四日於香港聯合交易所有限公司主板公开发售。

2 呈列基準

(a) 遵例聲明

本財務報表乃根據國際會計準則委員會頒佈的國際財務報告準則以及香港《公司條例》的披露規定編製。該等財務報表亦遵守《香港聯合交易所有限公司證券上市規則》（「上市規則」）的適用披露規定。

1 GENERAL INFORMATION

DaChan Food (Asia) Limited (the “Company”) was incorporated in the Cayman Islands on 18 May 2007 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The consolidated financial statements for the year ended 31 December 2013 comprise the Company and its subsidiaries (collectively referred to as the “Group” and individually as “Group entities”) and the Group’s interest in associates and joint ventures. The Group primarily is involved in the manufacturing and trading of livestock feeds, poultry and chilled meat and processed food.

The Company publicly offered shares on the Main Board of The Stock Exchange of Hong Kong Limited on 4 October 2007.

2 BASIS OF PREPARATION

(a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) as issued by the International Accounting Standards Board (“IASB”) 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 (the “Listing Rules”).

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

2 呈列基準(續)

(b) 計量基準

除下述資產以公允價值呈報外，編製財務報表所用的計算方法為歷史成本法：

- 衍生金融工具以公允價值計算；及
- 生物資產以公允價值減銷售成本計算。

(c) 功能及列示貨幣

本集團各公司之財務報表項目以最能反映與該公司相關的事項及環境之經濟特徵的貨幣(「功能貨幣」)計量。財務報表以人民幣(「呈列貨幣」)呈列。除另有指明外，所有以人民幣呈列的財務資料均湊整至最相近的人民幣千元計算。

(d) 使用估計及判斷

按照國際財務報告準則編製的財務報表須管理層作出判斷、估計和假設。此等判斷、估計和假設會影響會計政策應用和所呈報的資產、負債、收入及支出金額。實際結果或會有別於此等估計。

此等估計及相關假設會持續予以審閱。有關修訂會在對會計估計作出修訂期間內及受影響的未來任何期間確認。

2 BASIS OF PREPARATION (continued)

(b) Basis of measurement

The measurement basis used in the preparation of the financial statements is the historical cost except that the following assets:

- derivative financial instruments are measured at fair value; and
- biological assets are measured at fair value less costs to sell.

(c) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity ("functional currency"). The financial statements are presented in Renminbi Yuan ("RMB") ("presentation currency"). All financial information presented in RMB has been rounded to the nearest thousand except when otherwise indicated.

(d) Use of estimates and judgements

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

2 呈列基準(續)

(d) 使用估計及判斷(續)

管理層採納國際財務報告準則時所作對財務報表有重大影響的判斷，以及估計不確定性的主要來源在附註32內披露。

(e) 會計政策變動

國際會計準則委員會已頒佈了多項於本集團及本公司現有會計期間首次生效的國際財務報告準則之修訂，其中，以下事項與本集團財務報表有關：

- 國際會計準則第1號，*財務報表呈報－其他綜合收益項目的呈報*之修訂
- 國際財務報告準則第10號，*綜合財務報表*
- 國際財務報告準則第11號，*合營安排*
- 國際財務報告準則第12號，*於其他實體權益的披露*
- 國際財務報告準則第13號，*公允價值計量*
- 國際財務報告準則第7號，*金融工具：披露－抵銷金融資產及金融負債*之修訂

2 BASIS OF PREPARATION (continued)

(d) Use of estimates and judgements (continued)

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are disclosed in note 32.

(e) 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 and the Company. Of these, the following developments are relevant to the Group's financial statements:

- Amendments to IAS 1, *Presentation of Financial Statements – Presentation of items of other comprehensive income*
- IFRS 10, *Consolidated Financial Statements*
- IFRS 11, *Joint Arrangements*
- IFRS 12, *Disclosure of Interests in Other Entities*
- IFRS 13, *Fair Value Measurement*
- Amendments to IFRS 7, *Disclosures – Offsetting financial assets and financial liabilities*

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

2 呈列基準(續)

(e) 會計政策變動(續)

本集團並無應用任何於現有會計期間尚未生效的新準則或詮釋。

採納新訂或經修訂國際財務報告準則之影響如下：

- 國際會計準則第1號，*財務報表呈報－其他綜合收益項目的呈報*之修訂

有關修訂規定，在符合若干條件的情況下，實體須將日後可能重新分類至損益的其他全面收益項目與永不會重新分類至損益的其他全面收益項目分開呈列。本集團已相應修訂於財務報表中綜合全面收益表呈列其他全面收益的方式。

2 BASIS OF PREPARATION (continued)

(e) 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.

The impacts of the adoption of new or amended IFRSs are discussed below:

- Amendments to IAS 1, *Presentation of Financial Statements – Presentation of items of other comprehensive income*

The amendments require entities to present separately the items of other comprehensive income that would be reclassified to profit or loss in the future if certain conditions are met from those that would never be reclassified to profit or loss. The presentation of other comprehensive income in the consolidated statement of comprehensive income in these financial statements has been modified accordingly.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

2 呈列基準(續)

(e) 會計政策變動(續)

- 國際財務報告準則第10號，*綜合財務報表*

國際財務報告準則第10號取代有關編製綜合財務報表的國際會計準則第27號，*綜合及獨立財務報表*以及常務詮釋委員會—詮釋第12號*合併—特殊目的實體*的規定。國際財務報告準則第10號引入單一控制權模式，以釐定被投資公司應否予以合併，著重該實體是否有權控制被投資公司、因參與被投資公司業務而獲得可變動回報的風險或權利，以及運用權力影響該等回報金額的能力。

由於採納國際財務報告準則第10號，本集團已修訂有關釐定是否有權控制被投資公司的會計政策。採納是項準則不會改變本集團於二零一三年一月一日參與其他實體業務所達致的任何有關控制權方面的結論。

2 BASIS OF PREPARATION (continued)

(e) Changes in accounting policies (continued)

- IFRS 10, *Consolidated Financial Statements*

IFRS 10 replaces the requirements in IAS 27, *Consolidated and separate financial statements* relating to the preparation of consolidated financial statements and SIC 12 *Consolidation – Special purpose entities*. It introduces a single control model to determine whether an investee should be consolidated, by focusing on whether the entity has power over the investee, exposure or rights to variable returns from its involvement with the investee and the ability to use its power to affect the amount of those returns.

As a result of the adoption of IFRS 10, the Group has changed its accounting policy with respect to determining whether it has control over an investee. The adoption does not change any of the control conclusions reached by the Group in respect of its involvement with other entities as at 1 January 2013.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

2 呈列基準(續)

(e) 會計政策變動(續)

- 國際財務報告準則第11號，合營安排

國際財務報告準則第11號取代國際會計準則第31號於合營企業之權益，將共同安排分為共同經營及合營企業。實體須審視根據共同安排所定權責之結構、法律形式、合約條款以及其他事實及情況，從而確定安排之種類。共同安排若被歸類為國際財務報告準則第11號項下之共同經營，則逐項確認，惟以共同經營者於共同經營之權益為限。所有其他共同安排會被歸類為國際財務報告準則第11號項下之合營企業，須按權益法入賬。會計政策中不再有比例綜合選擇權。

由於採納國際財務報告準則第11號，本集團已就其於合營安排之權益改變其會計政策，並重新評估其於合營安排之參與程度。本集團已將其於共同控制實體之投資，重新分類為合營企業之投資。投資會繼續採用權益法入賬，因此，有關重新分類並不會對本集團之財務狀況及財務業績造成任何重大影響。

2 BASIS OF PREPARATION (continued)

(e) Changes in accounting policies (continued)

- IFRS 11, *Joint Arrangements*

IFRS 11, which replaces IAS 31, *Interests in joint ventures*, divides joint arrangements into joint operations and joint ventures. Entities are required to determine the type of an arrangement by considering the structure, legal form, contractual terms and other facts and circumstances relevant to their rights and obligations under the arrangement. Joint arrangements which are classified as joint operations under IFRS 11 are recognised on a line-by-line basis to the extent of the joint operator's interest in the joint operation. All other joint arrangements are classified as joint ventures under IFRS 11 and are required to be accounted for using the equity method in the Group's consolidated financial statements. Proportionate consolidation is no longer allowed as an accounting policy choice.

As a result of the adoption of IFRS 11, the Group has changed its accounting policy with respect to its interests in joint arrangements and re-evaluated its involvement in its joint arrangements. The Group has reclassified the investment from jointly controlled entity to joint venture. The investment continues to be accounted for using the equity method and therefore this reclassification does not have any material impact on the financial position and the financial result of the Group.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

2 呈列基準(續)

(e) 會計政策變動(續)

- 國際財務報告準則第12號，於其他實體權益的披露

國際財務報告準則第12號將有關某實體於附屬公司、合營安排、聯營公司以及非合併處理結構實體的所有披露規定融入一個單一的準則內。國際財務報告準則第12號規定的披露範圍一般較各準則之前規定者更為廣泛。倘有關規定適用於本集團，本集團已於附註15及16提供該等披露。

- 國際財務報告準則第13號，公允價值計量

國際財務報告準則第13號替代個別國際財務報告準則的現有指引，集結公允價值計量指引為單一來源。國際財務報告準則第13號亦包括有關金融工具及非金融工具的公允價值計量的全面披露規定。倘有關規定適用於本集團，本集團已於附註18及31(g)提供該等披露。採納國際財務報告準則第13號並不會對本集團的資產及負債的公允價值計量造成任何重大影響。

2 BASIS OF PREPARATION (continued)

(e) Changes in accounting policies (continued)

- IFRS 12, *Disclosure of Interests in Other Entities*

IFRS 12 brings together into a single standard all the disclosure requirements relevant to an entity's interests in subsidiaries, joint arrangements, associates and unconsolidated structured entities. The disclosures required by IFRS 12 are generally more extensive than those previously required by the respective standards. To the extent that the requirements are applicable to the Group, the Group has provided those disclosures in notes 15 and 16.

- IFRS 13, *Fair Value Measurement*

IFRS 13 replaces existing guidance in individual IFRSs with a single source of fair value measurement guidance. IFRS 13 also contains extensive disclosure requirements about fair value measurements for both financial instruments and non-financial instruments. To the extent that the requirements are applicable to the Group, the Group has provided those disclosures in notes 18 and 31(g). The adoption of IFRS 13 does not have any material impact on the fair value measurements of the Group's assets and liabilities.

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2 呈列基準(續)

(e) 會計政策變動(續)

- 國際財務報告準則第7號，
金融工具：披露－抵銷金
融資產及金融負債之修訂

該等修訂引入有關抵銷金融資產及金融負債的新披露事項。該等新披露事項乃須就所有根據國際會計準則第32號金融工具：呈列予以抵銷以及涉及可執行總淨額結算安排或涵蓋同類金融工具及交易的類似協議(不論金融工具是否根據國際會計準則第32號抵銷)的已確認金融工具作出。採納該等修訂並不會對此等財務報表造成影響，原因是本集團於呈列期間內並無抵銷金融工具，亦無訂立總淨額結算安排或類似協議，而導致須根據國際財務報告準則第7號作出披露。

2 BASIS OF PREPARATION (continued)

(e) Changes in accounting policies (continued)

- Amendments to IFRS 7, *Disclosures – Offsetting financial assets and financial liabilities*

The amendments introduce new disclosures in respect of offsetting financial assets and financial liabilities. Those new disclosures are required for all recognised financial instruments that are set off in accordance with IAS 32, *Financial instruments: Presentation* and those that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments and transactions, irrespective of whether the financial instruments are set off in accordance with IAS 32. The adoption of the amendments does not have an impact on these financial statements because the Group has not offset financial instruments, nor has it entered into master netting arrangement or similar agreement which is subject to the disclosures of IFRS 7 during the periods presented.

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3 主要會計政策

下文所載已應用之會計政策與所有期間之綜合財務報表所呈列者相一致，並與本集團各實體所採納者相一致，惟附註2(e)所述會計政策變動除外。

(a) 綜合基準

(i) 業務合併

當控制權轉讓至本集團時，本集團使用收購法為業務合併入賬(見(a)(iii))。收購代價一般以公允價值計量，所收購之可識別淨資產亦相同。任何所產生之商譽將每年進行減值測試。任何於議價購入的收益即時於收益表確認。交易成本為所產生之開支(除與發行債務或股本證券有關者外)。

轉讓代價不包括結清先前已建立關係相關的金額。該等金額一般於收益表確認。

任何應付或然代價於收購日期按公允價值確認。分類為權益之或然代價其後不會重新計量，有關結算於權益內入賬。否則，或然代價公允價值之其後變動於收益表確認。

3 SIGNIFICANT ACCOUNTING POLICIES

Except for the changes explained in Note 2(e), the Group has consistently applied the following accounting policies to all periods presented in these consolidated financial statements.

(a) Basis of consolidation

(i) Business combinations

The Group accounts for business combinations using the acquisition method when control is transferred to the Group (see (a)(iii)). The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in income statement immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in income statement.

Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes in the fair value of the contingent consideration are recognised in income statement.

財務報表附註

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(除另有指明外，以人民幣千元呈列)
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3 主要會計政策(續)

(a) 綜合基準(續)

(i) 業務合併(續)

當以股份為基礎支付獎勵(置換獎勵)須與被收購方僱員持有的獎勵(被收購方獎勵)兌換，被收購方之全部或部分置換獎勵金額則用以計量業務合併之轉讓代價。此決定乃基於置換獎勵之市場計量與被收購方獎勵之市場計量的比較，並以過往及／或合併前服務相關之置換獎勵為限。

(ii) 非控股權益

非控股權益乃按於收購日期被購方可識別淨資產之比例權益計算。

本集團並無導致失去附屬公司控制權的擁有權變動以權益交易入賬。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of consolidation (continued)

(i) Business combinations (continued)

If share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree's employees (acquiree's awards), then all or a portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market-based measure of the replacement awards compared with the market-based measure of the acquiree's awards and the extent to which the replacement awards relate to pre-combination service.

(ii) Non-controlling interests

Non-controlling interests are measured at their proportionate share of the acquiree's identifiable net assets at the acquisition date.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

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3 主要會計政策 (續)

(a) 綜合基準 (續)

(iii) 附屬公司

附屬公司指本集團控制之實體。當本集團承受或享有參與實體所得之可變回報，且有能力透過其對實體之權力影響該等回報時，則本集團控制該實體。附屬公司之財務報表乃於開始控制當日直至控制終止當日記入綜合財務報表。附屬公司之會計政策已於必要時作出調整，以符合本集團所採納之政策。附屬公司之適用非控股權益虧損分配至非控股權益，即使會導致非控股權益出現虧絀結餘。

(iv) 失去控制權

當本集團失去對附屬公司之控制權時，本集團終止確認附屬公司之資產及負債，及任何相關之非控股權益及其他權益部分。任何所得損益於收益表確認。於失去控制權時，任何於前附屬公司之保留權益以公允價值計量。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of consolidation (continued)

(iii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group. Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

(iv) Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in income statement. Any interest retained in the former subsidiary is measured at fair value when control is lost.

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3 主要會計政策(續)

(a) 綜合基準(續)

(v) 權益入賬參股公司之權益

本集團於權益入賬參股公司之權益包括於聯營公司及合營公司之權益。

聯營公司為本集團對其管理包括參與財務及營運政策決定而無控制權或有共同控制權之實體。合營企業指本集團與其他方合約上同意分佔該等安排之控制權之安排，並對該等安排之淨資產擁有權利。

於聯營公司及合營企業之權益以權益法入賬。其以成本初始入賬(包括交易成本)。於初始確認後，綜合財務報表計入本集團應佔損益或權益入賬參股公司之其他全面收益，直至重大影響或共同控制終止之日為止。

3 SIGNIFICANT ACCOUNTING POLICIES
(continued)

(a) Basis of consolidation (continued)

(v) *Interests in equity-accounted investees*

The Group's interests in equity-accounted investees comprise interests in associates and joint ventures.

Associates are those entities in which the Group has significant influence, but not control or joint control, over their management, including participation in the financial and operating policy decisions. Joint ventures are those arrangements whereby the Group and other parties contractually agree to share control of the arrangements, and have rights to the net assets of the arrangements.

Interests in associates and joint ventures are accounted for using the equity method. They are recognised initially at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity accounted investees, until the date on which significant influence or joint control ceases.

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3 主要會計政策 (續)

(a) 綜合基準 (續)

(v) 權益入賬參股公司之權益 (續)

倘本集團分佔虧損超過其於權益入賬參股公司所佔權益，本集團之權益會減至零，並且不再確認虧損，惟本集團產生法律或推定責任或經已代參股公司支付款項者除外。

於本公司的財務狀況表中，於權益入賬參股公司的權益乃按成本減減值虧損列賬（見附註3(e)）。

(vi) 合併時抵銷之交易

在編製此等綜合財務報表時，集團內部結餘、交易及因集團內部交易所產生之任何未變現收入及開支會全部抵銷。因與權益入賬參股公司進行交易所產生之未實現溢利會按本集團在參股公司之權益與投資相抵銷。未變現虧損會以未變現溢利之相同方法作抵銷，惟必須沒有減值證據。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of consolidation (continued)

(v) *Interests in equity-accounted investees (continued)*

When the Group's share of losses exceeds its interest in an equity-accounted investee, 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.

In the Company's statement of financial position, interests in equity-accounted investees are stated at cost less impairment losses (see note 3(e)).

(vi) *Transactions eliminated on consolidation*

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

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3 主要會計政策(續)

(b) 物業、廠房及設備

物業、廠房及設備項目按成本減去累計折舊及任何累計減值虧損計量(見附註3(e))。

成本包括收購資產應佔直接開支。自建資產成本包括以下各項：

- 原料成本及直接勞工成本；
- 將資產達至運作狀態作擬定用途的其他直接成本；
- 當本集團有責任搬遷資產或重置地盤，估計拆卸及搬遷項目以及恢復項目所在地原貌的成本；及
- 資本化借貸成本(見附註3(t))。

出售物業、廠房及設備項目的任何收益或虧損，以該項目的出售所得款項淨額與其賬面值的差額計算，並於損益表中確認。

其後開支僅於與其相關的日後經濟利益可能流入本集團時資本化。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses (see note 3(e)).

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the following:

- the cost of materials and direct labour;
- any other costs directly attributable to bringing the assets to a working condition for their intended use;
- when the Group has an obligation to remove the asset or restore the site, an estimate of the costs of dismantling and removing the items and restoring the site on which they are located; and
- capitalised borrowing costs (see note 3(t)).

Any gain or loss on disposal of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit and loss.

Subsequent expenditure is capitalised only when it is probable that the future economic benefits associated with the expenditure will flow to the Group.

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3 主要會計政策 (續)

(b) 物業、廠房及設備 (續)

折舊乃採用直線法在估計可使用年期內撇銷物業、廠房及設備項目的成本並扣除其估計剩餘價值(如有)計算如下：

| | |
|----------|-----|
| 樓宇 | 20年 |
| 廠房及機器 | 10年 |
| 傢俬、裝置及設備 | 5年 |
| 汽車 | 5年 |

倘物業、廠房及設備項目各部份的可使用年期不同，則該項目的成本按合理基準於各部分之間分配，每部份分開折舊。資產的可使用年期及其剩餘價值(如有)每年審閱。

在建工程指多項興建中的辦公大樓、基建項目以及有待安裝的設備，以成本減去減值虧損列示(見附註3(e))。成本包括建築和安裝期間的建築直接成本、初始估計的分拆費用以及搬移項目及回復該地方原來面貌的費用(如適用)。縱使由有關政府部門所簽發的啟用證明書有任何延誤，當資產基本上可作既定用途時，這些成本會停止資本化，而在建工程則轉撥至固定資產。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Property, plant and equipment (continued)

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual values, if any, using the straight-line method over their estimated useful lives as follows:

| | |
|-----------------------------------|----------|
| Buildings | 20 years |
| Plant and machinery | 10 years |
| Furniture, fittings and equipment | 5 years |
| Motor vehicles | 5 years |

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.

Construction in progress represents office buildings, various infrastructure projects under construction and equipment pending installation, and is measured at cost less impairment losses (see note 3(e)). Cost comprises direct costs of construction and the initial estimate, where relevant, of the costs of dismantling and removing the item and restoring the site on which it is located during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to fixed assets when the asset is substantially ready for its intended use, notwithstanding any delays in the issue of the relevant commissioning certificates by the relevant authorities.

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3 主要會計政策(續)

(b) 物業、廠房及設備(續)

在建工程在完成並可作擬定用途之前不計提任何折舊。

(c) 租賃

倘集團認為安排附有於協定期間使用特定資產之權利作為一項或多項付款之回報，該安排(包括一項或多項交易)則為租賃或包括租賃在內。有關決定乃根據安排之本質的評估，不論有關安排是否以法律租賃形式訂立。

每當租賃條款將絕大部分擁有權風險及回報轉嫁予承租人時，租約分類為融資租賃，所有其他租約則分類為經營租賃。

(i) 本集團作為出租人

來自經營租約之租金收入於相關租約期內按直線法確認為經營租賃。磋商及安排經營租賃之初步直接成本計入租賃資產之賬面值，並於租約期間按直線法確認。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Property, plant and equipment (continued)

No depreciation is provided in respect of construction in progress until it is completed and ready for its intended use.

(c) Lease

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.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

(i) The Group as lessor

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

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3 主要會計政策 (續)

(c) 租賃 (續)

(ii) 本集團作為承租人

如本集團根據經營租賃下使用的資產，根據租賃而支付的款項會於租賃期所涵蓋的會計期間以等額在損益扣除；除非有其他基準能更清楚地反映租賃資產所產生的收益模式時則除外。獲取之租賃優惠於收益表內確認為租賃淨付款總額的組成部分。或然租金在其產生的會計期間自損益扣除。

(d) 預付租賃款項

預付租賃款項指土地使用權購買成本，於土地使用權期限內按直線法攤銷。土地使用權按成本減累計攤銷及減值虧損列賬（見附註3(e)）。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Lease (continued)

(ii) The Group as lessee

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 income statement 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.

(d) Lease prepayments

Lease prepayments represent the purchase costs of land use rights and are amortised on a straight-line basis over the period of land use rights. Land use rights are carried at cost less accumulated amortisation and impairment losses (see note 3(e)).

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3 主要會計政策(續)

(e) 資產減值

(i) 應收貿易賬款及其他應收款項減值

本集團於每個報告期間結算日審閱按成本或經攤銷成本入賬的應收貿易賬款及其他應收款項，以決定是否有客觀的減值憑證。減值之客觀證據包括有下列引起本集團關注一項或多項虧損事項之客觀數據：

- 債務人遇上重大財政困難；
- 債務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對債務人產生不利影響。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Impairment of assets

(i) Impairment of trade and other receivables

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

- significant financial difficulty of the debtor;
- 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.

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3 主要會計政策 (續)

(e) 資產減值 (續)

(i) 應收貿易賬款及其他應收款項減值 (續)

倘有任何減值跡象，則減值虧損會按資產賬面值與估計未來現金流量現值之間的差異計算，倘貼現的影響重大，則按金融資產的原有實際利率貼現（即該等資產首次確認時的實際利率）。當按攤銷成本列賬的金融資產有類似風險性質（如類似過往到期狀況）且尚未個別作減值評估，則作合併評估。合併作減值評估的金融資產的未來現金流量根據與合併組別有類似信貸風險性質的資產之過往虧損而定。

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

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Impairment of assets (continued)

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

If any such evidence exists, the impairment loss is 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 is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

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

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3 主要會計政策(續)

(e) 資產減值(續)

(i) 應收貿易賬款及其他應收款項減值(續)

減值虧損直接於相應之資產撇銷，惟就應收賬款及應收票據(於應收貿易賬款及其他應收款項內列值)確認之減值虧損除外，其金額之可收回性視為呆賬但並非不可能收回。在此情況，呆賬之減值虧損使用備抵賬記錄。倘本集團認為收回金額可能性甚微，視為不可收回之金額會於應收賬款及應收票據中直接撇銷，而備抵賬內關於該債務之任何金額會獲撥回。倘在其後收回過去於備抵賬入賬之金額，會於備抵賬內撥回。備抵賬之其他變動及於其後收回先前直接撇銷之金額，均於損益賬確認。

(ii) 其他資產減值

本集團於每個報告期間結算日審閱內部及外部資料來源，以確定以下資產是否存在減值跡象，或先前確認的減值虧損是否不再存在或可能已經減少：

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Impairment of assets (continued)

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

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

(ii) Impairment of other assets

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

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3 主要會計政策 (續)

(e) 資產減值 (續)

(ii) 其他資產減值 (續)

- 物業、廠房及設備；
- 預付租賃款；
- 於附屬公司的投資；
及
- 於聯營公司及合營公
司的權益。

倘存在任何上述跡象，則
資產的可收回金額將予估
計。

- 計算可收回金額

資產的可收回金額按
照公允價值減出售成
本與使用價值孰高確
定。使用價值以資產
的預計未來現金流量
按照反映當前市場貨
幣的時間價值和資產
特定風險的稅前利率
進行折現而得。如果
某項資產產生的現金
流入基本獨立於其他
資產，則可收回金額
應當以獨立產生現金
流入的最小資產組合
所釐定（即：現金產
出單元）。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

- property, plant and equipment;
- lease prepayments;
- investments in subsidiaries; and
- interest in associates and joint ventures.

If any such indication exists, the asset's
recoverable amount is estimated.

- 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).

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3 主要會計政策(續)

(e) 資產減值(續)

(ii) 其他資產減值(續)

— 確認減值損失

倘資產或其所屬現金產出單元的賬面值超過其可收回金額時，則於損益表中確認減值虧損。就現金產出單元確認的減值虧損會予以分配，按比例減少該單位(或該單位組別)內其他資產的賬面值，惟某資產的賬面值不會減至低於其個別公允價值減去出售成本(如能計量)或使用價值(如能釐定)。

— 撥回減值虧損

倘用作釐定可收回金額的估算出現正面的變化，則會撥回減值虧損。

所撥回的減值虧損僅限於假設過往年度並未確認減值虧損時原應釐定的資產賬面值。所撥回的減值虧損在確認撥回的年度計入損益。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

— Recognition of impairment losses

An impairment loss is recognised in income statement 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.

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.

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3 主要會計政策 (續)

(e) 資產減值 (續)

(iii) 中期財務報告及減值

根據《上市規則》，本集團須根據國際會計準則第34號中期財務報告就財政年度首六個月編製中期財務報告。於中期完結時，本集團採用於財政年度完結時應採用之同一減值測試、確認及撥回條件（見附註3(e)(i)及(ii)）。

(f) 生物資產及農產品

生物資產按公允價值減銷售成本入賬，任何所產生之收益或虧損均在損益表中確認。銷售成本是直接歸屬於資產處置的增量成本，但不包括財務費用、所得稅及將該資產推出市場所需之成本。家畜的公允價值是按相似年齡、種類及基因特性的家畜現有市價釐定。

農產品（包括肉雞蛋）初步按產蛋時的公允價值減銷售成本入賬。農產品的公允價值按當地市場價格釐定，任何所產生之收益或虧損均在損益表中確認。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Impairment of assets (continued)

(iii) Interim financial reporting and impairment

Under the Listing Rules, 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 (see note 3(e)(i) and (ii)).

(f) Biological assets and agricultural produce

Biological assets are stated at fair value less costs to sell, with any resultant gain or loss recognised in income statement. Costs to sell are incremental costs directly attributable to the disposal of an asset excluding financial cost, income tax and costs necessary to get the assets to market. The fair value of livestock is determined based on the current market price of livestock of similar age, breed and genetic merit.

Agricultural produce, which comprises broiler breeder eggs is initially measured at its fair value less costs to sell at the point of lay. The fair value of agricultural produce is determined based on market prices in the local area, any resultant gain or loss recognised in income statement.

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3 主要會計政策(續)

(g) 存貨

存貨以成本與可變現淨值兩者中之較低者入賬。

成本以加權平均成本法計算，包括所有採購成本、兌換成本及將存貨運往現址及變成現狀之其他成本。

農產品依據附註3(f)初步按產蛋時的公允價值減銷售成本計算，其後計入存貨並按成本及可變現淨值的較低者入賬。

可變現淨值指日常業務中之估計售價減估計完成生產之成本及銷售所需的成本。

存貨出售時，該等存貨之賬面值於確認有關收入的期間確認為開支。存貨撇減至可變現淨值之減幅及所有存貨虧損均於撇減或虧損產生期間確認為開支。任何存貨撇減或撥回金額，在作出撥回期間內確認為減少已確認為開支的存貨金額。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Inventories

Inventories are stated at the lower of cost and net realisable value.

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.

Agricultural produce is included under inventories at its fair value less costs to sell at the point of lay in accordance with note 3(f), subsequently included under inventory and stated at the lower of cost and net realisable value.

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

When inventories are sold, the carrying amount of those inventories is recognised as an expense 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.

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3 主要會計政策 (續)

(h) 應收貿易賬款及其他應收款項

應收貿易賬款及其他應收款項初步按公允價值確認，其後按經攤銷成本扣除呆壞賬減值虧損列賬（見附註3(e)），惟倘若應收款項為給予關連人士的無固定還款期的免息貸款，或其貼現影響並不重大者則除外。在該等情況下，應收款項乃按成本減呆賬減值撥備入賬。

(i) 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、存放於銀行和其他財務機構的活期存款，以及可以隨時換算為已知現金額且價值變動風險不大，並在購入後三個月內到期的短期和高流動性投資。就編製綜合現金流量表而言，現金及現金等價物亦包括隨時按要求還款及屬於本集團現金管理組成部分的銀行透支。

(j) 銀行貸款

銀行貸款初步按公允價值減應佔交易成本確認。於初步確認後，銀行貸款按經攤銷成本列賬，最初確認金額與贖回價值的任何差額（連同任何應付利息及費用）會在借貸期間以實際利率法於損益表內確認。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 3(e)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

(i) Cash and cash equivalents

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

(j) Interest-bearing borrowings

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

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3 主要會計政策(續)

(k) 應付貿易賬款及其他應付款項

應付貿易賬款及其他應付款項先按公允價值初步確認，其後按經攤銷成本入賬，惟倘若該等應付款項為來自關連人士的免息貸款且無任何固定還款期或貼現影響並不重大，則按成本入賬。

(l) 金融工具

(i) 非衍生金融資產及金融負債 – 確認及終止確認

本集團於貸款及應收款及已發行債務證券產生當月初始確認。所有其他金融資產及負債於交易日初始確認。

本集團金融資產包括現金及現金等價物、應收貿易賬款及其他應收款項以及應收關連人士款項。當自資產收取現金流量的權利屆滿或金融資產獲轉讓及本集團已將金融資產的所有權的絕大部分風險及回報轉移，則金融資產撇除確認。於撇除確認金融資產時，資產賬面值與所收取的代價總和間的差額乃於損益表中確認。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Trade and other payables

Trade and other payables are initially recognised at fair value and thereafter stated at amortised cost, except where the payables are interest-free loans from related parties without any fixed repayment terms or the effect of discounting would be immaterial, in which case they are stated at cost.

(l) Financial instruments

(i) *Non-derivative financial assets and financial liabilities – recognition and derecognition*

The Group initially recognises loans and receivables and debt securities issued on the date when they are originated. All other financial assets and financial liabilities are initially recognised on the trade date.

The Group's financial assets include cash and cash equivalents, trade and other receivables, and amounts due from related parties. Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in income statement.

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3 主要會計政策 (續)

(I) 金融工具 (續)

(i) 非衍生金融資產及金融負債 – 確認及終止確認 (續)

本集團金融負債包括銀行貸款、應付貿易賬款及其他應付款項，以及應付關連人士款項。金融負債於有關合約的特定責任獲解除、取消或屆滿時撇除確認。撇除確認的金融負債賬面值與已付代價間的差額乃於綜合損益表中確認。

(ii) 衍生金融工具

衍生金融工具於交易日按公允價值初步確認，並於各報告期間結算日重新釐定公允價值。重新釐定公允價值所產生的損益即時於損益賬確認。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Financial instruments (continued)

(i) *Non-derivative financial assets and financial liabilities – recognition and derecognition (continued)*

Financial liabilities of the Group include interest-bearing borrowings, trade and other payables, and amounts due to related parties. Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in income statement.

(ii) *Derivative financial instruments*

Derivative financial instruments are recognised initially at fair value on trade date. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in income statement.

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3 主要會計政策(續)

(m) 股本

普通股

普通股獲分類為權益。發行普通股及購股權之直接應佔遞增成本確認為權益削減(扣除任何稅務影響)。

贖回及重新發行普通股

當購回確認為權益之股本，所付代價金額(包括直接應佔成本)扣除任何稅務影響被確認為自權益扣除款項。購回股份被分類為贖回股份。其後出售或重新發行庫存股份時，所收取金額確認為權益增加，就此產生的交易盈餘或虧絀列賬為股份溢價。

(n) 僱員福利

(i) 短期僱員福利及界定供款退休計劃之供款

薪金、年度獎金、有薪年假、向定額供款退休計劃作出的供款及非貨幣福利成本於僱員提供相關服務的年度內入賬。當延期支付或結算並構成重大影響時，則該等金額以貼現值列賬。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Share capital

Ordinary shares

Ordinary Shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares, net of any tax effects, are recognised as a deduction from equity.

Redemption and reissue of ordinary shares

When shares recognised as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the redemption reserve. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is presented within share premium.

(n) 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.

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3 主要會計政策 (續)

(n) 僱員福利 (續)

(i) 短期僱員福利及界定供款退休計劃之供款 (續)

根據有關勞動規例及法規向當地相關定額供款退休計劃作出之供款於產生時確認為支出。

(ii) 以股份為基礎的支出

已授予僱員的購股權按公允價值確認為僱員成本，並在權益中列為以股份為基礎的支出儲備之相應增加。公允價值在授予日以二項式點陣模式計量，並計入購股權授予的條款和條件。如僱員須符合歸屬條件才能無條件地享有購股權，在考慮到購股權歸屬的可能性後，購股權的估計公允價值總額會在整個歸屬期內分攤。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Employee benefits (continued)

(i) Short term employee benefits and contributions to defined contribution retirement plans (continued)

Contributions to appropriate local defined contribution retirement schemes pursuant to the relevant labour rules and regulations are recognised as an expense when they are due.

(ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share-based payment 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.

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3 主要會計政策(續)**(n) 僱員福利(續)***(ii) 以股份為基礎的支出(續)*

本公司會在歸屬期內評估預期歸屬的購股權數目。已於以往年度確認的累計公允價值的任何調整會在審閱當年在損益賬中扣除／計入；但如原來的僱員支出符合資格確認為資產，便會對以股份為基礎的支出儲備作出相應的調整。已確認為支出的數額會在歸屬日作出調整，以反映所歸屬購股權的實際數目(同時對以股份為基礎的支出儲備作出相應的調整)，但僅因無法達致與本公司股份市價相關的歸屬條件而被沒收的購股權則除外。權益數額在以股份為基礎的支出儲備中確認，直至購股權獲行使(屆時將轉入股份溢價賬)或購股權到期(屆時將直接轉入留存盈利)時為止。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)**(n) Employee benefits (continued)***(ii) Share-based payments (continued)*

During the vesting period, the number of share options that is expected to vest is reviewed. Any 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 share-based payment 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 share-based payment 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 share-based payment reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

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3 主要會計政策 (續)

(n) 僱員福利 (續)

(iii) 終止福利

終止福利於本集團不再能取消提供該等福利時及本集團確認涉及支付離職福利的重組成本時(以較早者為準)確認。

(o) 所得稅

年度所得稅包括當期稅項及遞延稅項資產和負債的變動。當期稅項及遞延稅項資產和負債的變動均於損益表內確認，但與其他全面收入或直接於權益內確認的項目有關者，則稅項的有關金額分別於其他全面收益或直接於權益確認。

當期稅項為按年內應課稅收入，根據於結算日已執行或實質上已執行的稅率計算的預期應付稅項，以及對過往年度應付稅項作出的任何調整。

遞延稅項資產及負債分別由可扣減和應課稅的暫時性差額產生，即資產和負債就財務報告上的賬面值與其稅基之間的差額。遞延稅項資產亦由未使用稅項虧損和未使用稅項抵免產生。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) 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.

(o) 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 income statement 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 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.

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3 主要會計政策(續)**(o) 所得稅(續)**

除首次確認資產及負債產生的差額外，倘可能有未來應課稅溢利供有關資產動用，則所有遞延稅項負債和遞延稅項資產均會確認。能支持可確認由可扣減暫時差額所產生遞延稅項資產的未來應課稅溢利包括因撥回現存應課稅暫時性差額而產生的金額，但此等差額必須與同一稅務機關及同一應課稅實體有關，並預期在可扣減暫時性差額預計撥回的同一期間或遞延稅項資產所產生稅項虧損可向後期或向前期結轉的期間內撥回。在決定現時應課稅暫時性差額是否支持確認由未使用稅項虧損和稅項抵免產生的遞延稅項資產時，亦會採用同一準則，即該等差額若與同一稅務機關及同一應課稅實體有關，並預期在能使用稅項虧損或抵免的同一期間撥回，則會被考慮。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)**(o) Income tax (continued)**

Apart from differences which arose on initial recognition of assets and liabilities, 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.

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3 主要會計政策 (續)

(o) 所得稅 (續)

確認遞延所得稅資產及負債之特殊例外情況，為初步確認資產或負債而不影響會計或應課稅溢利（且不屬業務合併部分）之暫時性差額及投資相關之暫時性差額，惟倘為應課稅差額，則本集團必需能控制撥回時間及差額很大機會不會在可見未來撥回，倘為可扣減差額，則除非暫時性差額能於日後撥回。

已確認的遞延稅項金額按照資產和負債賬面值的預期變現或清償方式，根據在結算日未已頒布或實際已頒布的稅率計算。遞延稅項資產和負債均不作貼現。

本集團會在每個報告期間結算日末審閱遞延稅項資產的賬面值。如果不再可能獲得足夠的應課稅溢利以抵扣相關稅項利益，則該遞延稅項資產的賬面值便會調低。如果日後可能獲得足夠的應課稅溢利，則該等調減金額會撥回。

由派發股息引起的額外所得稅當履行支付有關股息責任時確認。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) 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.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

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3 主要會計政策(續)

(o) 所得稅(續)

當期稅項結餘及遞延稅項結餘及其變動額會各自分開呈報且不予抵銷。倘本公司或本集團有法定行使權以當期稅項資產抵銷當期稅項負債，並且符合以下附帶條件，則當期稅項資產可抵銷當期稅項負債，及遞延稅項資產可抵銷遞延稅項負債：

- 倘為當期稅項資產和負債，本公司或本集團計劃按淨額結算，或同時變現該資產和清償該負債；或
- 倘為遞延稅項資產和負債，而此等資產和負債與同一稅務機關就以下其中一項徵收的所得稅有關：
 - 同一應課稅實體；或
 - 不同的應課稅實體，此等實體計劃在日後每個預計有大額遞延稅項負債需要清償或大額遞延稅項資產可以收回的期間，按淨額變現當期稅項資產和清償當期稅項負債，或同時變現該資產和清償該負債。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Income tax (continued)

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.

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3 主要會計政策 (續)

(p) 已發出財務擔保、撥備及或然負債

(i) 已發出財務擔保

財務擔保乃要求發行人(即擔保人)就擔保受益人(「持有人」)因特定債務人未能根據債項工具之條款於到期時付款而蒙受之損失，而向持有人支付特定款項之合約。

倘本集團發出財務擔保，該擔保之公允價值最初確認為應付賬款及其他應付款項下的遞延收入。所出具財務擔保於發出時的公允價值乃參照就類似服務的公平交易中所收取的費用(如可獲取有關資料)，或參照於提供擔保時放款人實際收取的費用與放款人在未有提供擔保時估計可收取的費用(如可就有關資料作出可靠估計)之間的利率差異釐定。倘在發行該擔保時已收取或可收取代價，該代價則根據本集團適用於該類資產之政策而予以確認。倘並無收取或不會收取有關代價，則於最初確認任何遞延收入時，即時於損益表內確認為開支。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Financial guarantees issued, provisions and contingent liabilities

(i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in income statement on initial recognition of any deferred income.

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3 主要會計政策(續)

(p) 已發出財務擔保、撥備及或然負債(續)

(i) 已發出財務擔保(續)

最初確認為遞延收入之擔保款額按擔保年期於損益表內攤銷為已發出財務擔保收入。此外，倘(i)擔保持有人有可能根據擔保要求本集團還款；及(ii)向本集團索償之金額預期超過現時於有關擔保之應付賬款及其他應付款項(即最初確認之金額)減累計攤銷，則撥備根據附註3(p)(ii)確認。

(ii) 其他撥備及或然負債

倘本集團或本公司須就已發生的事件承擔法律或推定的責任，並可能須為處理該責任而導致付出經濟利益，而且能夠作出可靠的估計時，則須為未能確定時間或數額的負債計提撥備。當數額涉及的時間價值重大時，則按預計履行責任所需開支的現值將撥備列賬。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Financial guarantees issued, provisions and contingent liabilities (continued)

(i) Financial guarantees issued (continued)

The amount of the guarantee initially recognised as deferred income is amortised in income statement over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 3(p)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

(ii) Other provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a present legal or constructive obligation arising as a result of a past event, and 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 and value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

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3 主要會計政策 (續)

(p) 已發出財務擔保、撥備及或然負債 (續)

(ii) 其他撥備及或然負債 (續)

倘可能毋須付出經濟利益，或其金額未能可靠地預測，則將有關責任披露為或然負債，惟付出經濟效益的可能性極微則除外。如果本集團可能承擔的責任須視乎一項或多項未來事件之產生與否所決定，則此等責任亦披露為或然負債，惟付出經濟利益的可能性極微則除外。

(q) 收入確認

收入乃按已收或應收代價的公允價值計量。只當經濟利益有可能流入本集團，而收入及成本(如適用)能可靠計算時，收入才根據下列方法在損益表確認：

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Financial guarantees issued, provisions and contingent liabilities (continued)

(ii) Other provisions and contingent liabilities (continued)

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.

(q) Revenue recognition

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

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3 主要會計政策(續)

(q) 收入確認(續)

(i) 銷售貨品

當貨品付運至客戶之物業，即客戶接納貨品擁有權之相關風險及回報時，收入將確認入賬。收入不包括增值稅或其他銷售稅，並已扣除任何營業折扣。

(ii) 利息收入

利息收入於計提時採用實際利率法確認。

(iii) 政府補助

當可合理確定能夠收取政府補助金，並且本集團將符合所附帶的條件，則政府補助金將初步在綜合財務狀況表中確認。補償本集團招致的開支的補助金於產生開支的同一期間有系統地於收益表確認為收益。補償本集團資產成本的補助金從達致該資產賬面值中扣除，並透過削減折舊開支於資產可使用年內於收益表有效地確認。

3 SIGNIFICANT ACCOUNTING POLICIES
(continued)

(q) Revenue recognition (continued)

(i) Sale of goods

Revenue is recognised when goods are delivered at the customers' premises which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax ("VAT") or other sales taxes and is after deduction of any trade discounts.

(ii) Interest income

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

(iii) 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 income statement 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 deducted from the carrying amount of the asset and consequently are effectively recognised in income statement over the useful life of the asset by way of reduced depreciation expense.

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3 主要會計政策 (續)

(q) 收入確認 (續)

(iv) 經營租賃的租金收入

經營租賃項下之租金收入於租賃期內平均分期於收益表確認，除非另有基準能更清楚地反映源自租賃資產的利益模式。租賃的激勵措施均在收益表列作應收租賃淨付款總額的一部份。或然租金於其所賺取會計期間確認為收入。

(v) 管理費

收入於提供服務時確認。

(r) 外幣

(i) 外幣交易

外幣交易按交易日期之匯率換算為本集團實體各功能貨幣。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Revenue recognition (continued)

(iv) Rental income from operating leases

Rental income receivable under operating leases is recognised in income statement 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 income statement 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) Management fees

Revenue is recognised when the related services are rendered.

(r) Foreign currencies

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions.

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3 主要會計政策(續)

(r) 外幣(續)

(i) 外幣交易(續)

於報告日期以外幣計值之貨幣資產及負債按當日匯率重新換算為功能貨幣。按公允價值計量的外幣計值的非貨幣資產及負債按該公允價值釐定的匯率換算為功能貨幣。外匯差額一般於損益表確認。以外幣列值按歷史成本計量的非貨幣項目不作匯率換算。

惟以下重新換算之差額於其他全面收益確認：

- 可供出售股權投資(已於其他全面收入確認之外幣差額減值重新分類至損益則除外)
- 指定為屬有效對沖之海外業務投資淨額對沖之金融負債；或
- 有效對沖之合資格現金流對沖。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Foreign currencies (continued)

(i) Foreign currency transactions (continued)

Monetary assets and liabilities denominated in foreign currencies are retranslated to the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency at the exchange rate when the fair value was determined. Foreign currency differences are generally recognised in income statement. Non-monetary items that are measured based on historical cost in a foreign currency are not translated.

However, foreign currency differences arising from the translation of the following items are recognised in other comprehensive income:

- available-for-sale equity investments (except on impairment, in which case foreign currency differences that have been recognised in other comprehensive income are reclassified to profit or loss);
- a financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective; or
- qualifying cash flow hedges to the extent that the hedges are effective.

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(除另有指明外，以人民幣千元呈列)
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3 主要會計政策 (續)

(r) 外幣 (續)

(ii) 海外業務

海外業務之資產及負債(包括收購產生之商譽及公允價值調整)按報告日期之匯率換算為人民幣。海外業務之收入及開支(不包括惡性通貨膨脹經濟之海外業務)按交易日期之匯率換算為人民幣。

外匯差額於其他全面收益確認並於權益之外匯換算儲備內累計。惟外匯差額分配至非控股權益除外。

倘全部或部分出售海外業務而喪失控制權、重大影響力或共同控制權，與海外業務相關之換算儲備累計金額重新分類為損益，作為出售收益或虧損之一部分。倘本集團出售附屬公司的部分權益並保留控制權，累計金額之相關部分應歸屬於非控股權益。當本集團僅出售聯營公司或合營公司並保留重大影響力或共同控制權，累計金額之相關部分重新分類為損益。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Foreign currencies (continued)

(ii) Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into RMB at exchange rates at the reporting date. The income and expenses of foreign operations, excluding foreign operations in hyperinflationary economies, are translated into RMB at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income, and accumulated in the translation reserve, except to the extent that the translation difference is allocated to non-controlling interests.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary that retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

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(除另有指明外，以人民幣千元呈列)
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3 主要會計政策(續)

(r) 外幣(續)

(ii) 海外業務(續)

倘於可見將來並無計劃亦不大可能結清應收或應付海外業務之貨幣項目，該貨幣項目產生之外匯差額於海外業務之投資淨額一部分。因此，該等差額於其他全面收益表內確認及於外匯換算儲備內累計。

(s) 研發成本

研發成本包含直接屬於研發活動，或可按合理基準分配至該等活動的所有成本。由於本公司或本集團研發活動的性質，並無研發成本符合將之確認為資產的準則，因此研發成本均於發生期間確認為支出。

(t) 借貸成本

購買、建造或生產一項需要一段頗長時間始能達至其擬定用途或出售之資產所直接產生之借貸成本，均撥作資本，作為該資產成本的一部分。其他借貸成本均於產生期間入賬列作開支。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Foreign currencies (continued)

(ii) Foreign operations (continued)

If the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur in the foreseeable future, then foreign currency differences arising from such item form part of the net investment in the foreign operation. Accordingly, such differences are recognised in other comprehensive income and accumulated in the translation reserve.

(s) Research and development costs

Research and development costs comprise all costs that are directly attributable to research and development activities or that can be allocated on a reasonable basis to such activities. Because of the nature of the Company's or the Group's research and development activities, no development costs satisfy the criteria for the recognition of such costs as an asset. Both research and development costs are therefore recognised as expenses in the period in which they are incurred.

(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.

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3 主要會計政策 (續)

(t) 借貸成本 (續)

作為合資格資產的部分成本的借貸成本乃於資產的開支產生、借貸成本產生及使資產投入其擬定用途或銷售所需的活動進行時開始資本化。於使合資格資產投入其擬定用途或銷售所需的活動大致上中止或完成時，則暫停或停止將借貸成本資本化。

(u) 關連人士

(i) 倘任何人士符合以下條件，則視為與集團有關連之人士或該名人士之近親：

- 有能力直接或間接控制集團；
- 可對集團行使重大影響力；或
- 集團或集團母公司之主要管理層成員。

(ii) 倘實體符合以下任何條件，則視為與集團有關連：

- 該實體與集團屬同一個集團成員(母公司、附屬公司及同系附屬公司各自互相有關連)；

3 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 completed.

(u) Related parties

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

- has direct control or indirect control over the Group;
- has significant influence over the Group; or
- is a member of the key management personnel of the Group or the Group's parent.

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

- The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to each other);

財務報表附註

Notes to the Financial Statements

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3 主要會計政策(續)

(u) 關連人士(續)

(ii) 倘實體符合以下任何條件，則視為與集團有關連：(續)

- 一間實體為另一間實體之聯營公司或合營公司(或集團成員公司之聯營公司或合營公司，當中另一間實體為該集團之成員公司)；
- 一間實體為第三方實體之合營公司，而另一間實體為第三方實體之聯營公司；
- 該實體為集團或與集團有關實體之僱員福利之離職後福利計劃；
- 該實體受於(i)所界定的人士控制或共同控制。
- 於(i)所界定的人士對該實體有重大影響力或為該實體(或該實體母公司)之主要管理層成員。

任何個別人士的近親指與該實體進行交易時預期可能影響該個別人士，或受該個別人士影響的家庭成員。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Related parties (continued)

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

- 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);
- One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- The entity is controlled or jointly controlled by a person identified in (i).
- A person identified in (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close 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.

財務報表附註

Notes to the Financial Statements

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3 主要會計政策 (續)

(v) 每股盈利

本集團提出了普通股每股基本及攤薄盈利數據。每股基本盈利乃根據年內本公司普通權益持有人應佔溢利除以年內已發行普通股股份的加權平均數股。每股攤薄盈利乃根據本公司普通權益持有人應佔溢利除以普通股股份的加權平均數股，通過調整已持有之股份，所有具潛在攤薄影響的普通股，其中包括向僱員授出購股權。

(w) 分部報告

財務報表呈報的經營分部及各分部項目金額乃從為分配資源至集團各業務及地區並評估該等業務及地區表現而定期向首席執行官提供的財務資料中確認。

就財務報表而言，個別重大經營分部不會合併，惟分部間有類似經濟特點及在產品及服務性質、生產過程性質、客戶種類或類別、用作分銷產品或提供服務之方法以及監管環境性質方面相類似則除外。倘並非個別重大的經營分部符合大部分此等準則，則該等經營分部可能會予以合併。

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Earnings per share

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise share options granted to employees.

(w) 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 CEO for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

In terms of financial statements, 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.

財務報表附註

Notes to the Financial Statements

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4 經營收入

本集團的主要業務包括生產及買賣禽畜飼料、家禽及冰鮮肉，以及加工食品。本年度確認的各主要經營收入類別的金額如下：

4 TURNOVER

The principal activities of the Group include manufacturing and trading of livestock feeds, poultry and chilled meats and processed foods. The amount of each significant category of turnover recognised during the year is as follows:

| | | 二零一三年 2013 | 二零一二年 2012 |
|--------|--------------------------|-------------------|---------------|
| 銷售雞肉 | Sales of chicken meats | 5,064,118 | 5,000,702 |
| 銷售禽畜飼料 | Sales of livestock feeds | 4,888,405 | 4,690,681 |
| 銷售加工食品 | Sales of processed foods | 1,799,382 | 1,744,072 |
| | | 11,751,905 | 11,435,455 |

本集團的客戶基礎多元，其中並不包括與其交易超逾本集團經營收入10%的客戶。該客戶產生的主要信貸風險詳情載於附註31(a)。

The Group's customer base is diversified and includes no customer with whom transactions have exceeded 10 percent of the Group's turnover. Details of concentrations of credit risk arising from these customers are set out in note 31(a).

有關本集團主要業務活動的其他詳情披露於財務報表附註13。

Further details regarding the Group's principal activities are disclosed in note 13 to these financial statements.

5 其他經營收入及其他淨(虧損)/收益

5 OTHER OPERATING INCOME AND OTHER NET (LOSSES)/GAINS

| | | 二零一三年 2013 | 二零一二年 2012 |
|--------------|---|----------------|---------------|
| 其他經營收入 | Other operating income | | |
| 利息收入 | Interest income | 7,498 | 3,198 |
| 政府補助 | Government grants | 27,288 | 18,631 |
| 租金收入 | Rental income | 2,310 | 2,148 |
| | | 37,096 | 23,977 |
| 其他淨(虧損)/收益 | Other net (losses)/gains | | |
| 出售固定資產之虧損淨值 | Net loss on disposals of fixed assets | (13,961) | (5,082) |
| 匯兌收益淨值 | Net foreign exchange gain | 7,681 | 5,651 |
| 商品衍生合約之已變現收益 | Realised gain on commodity derivative contracts | 15 | — |
| 其他 | Others | (563) | 1,288 |
| | | (6,828) | 1,857 |

財務報表附註

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6 除稅前溢利

除稅前溢利乃經扣除以下各項而達至：

6 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

| | | 二零一三年 | 二零一二年 |
|----------------------|---|----------------|---------|
| | | 2013 | 2012 |
| (a) 財務開支 | (a) Finance costs | | |
| 須於五年內悉數償還 的銀行借貸利息 | Interest on bank borrowings wholly repayable within five years | 18,822 | 20,477 |
| (b) 員工成本 | (b) Staff costs | | |
| 薪金、工資、獎金及 其他福利 | Salaries, wages, bonuses and other benefits | 678,375 | 621,581 |
| 退休福利計劃供款 | Contributions to retirement schemes | 72,708 | 53,691 |
| 以權益結算的 股份支付(附註25) | Equity-settled share-based payment expenses (note 25) | 649 | 2,117 |
| | | 751,732 | 677,389 |

對於中國僱員，本集團必須參與中國有關市政府營辦的退休金計劃，即本集團於有關年內須按有關中國機關所釐定標準工資為基準，按18%至22%（二零一二年：18%至22%）的比例支付年度退休金供款。除上述供款外，本集團並無就中國僱員退休福利承擔其他重大責任。

The Group is required to participate in pension schemes organised by the respective municipal governments of the People's Republic of China (the "PRC") whereby the Group is required to pay annual contributions for PRC based employees at rates ranging from 18 to 22 percent (2012: 18 to 22 percent) of the standard wages determined by the relevant authorities in the PRC during the year. The Group has no other material obligation for payment of retirement benefits to the PRC based employees beyond the annual contributions described above.

財務報表附註

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6 除稅前溢利(續)

(b) 員工成本(續)

根據香港強制性公積金計劃條例，本集團亦為按香港僱傭條例所管轄之僱員採納強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立信託人管理的定額供款退休計劃。根據強積金計劃，本集團及其僱員均須按僱員相關收入的5%向計劃供款，供款額的每月相關收入以25,000港元為限。向計劃作出的供款即時歸屬僱員。

向馬來西亞的僱員公積金所作供款乃根據合資格僱員薪金的13%(二零一二年：13%)計算。

本集團亦在越南為合資格員工投購法定社會保障及醫療保險，供款比例達彼等薪酬的17%(二零一二年：17%)。

除上述計劃外，本集團並無就支付供款以外的退休福利承擔其他重大責任。

6 PROFIT BEFORE TAXATION (continued)

(b) Staff costs (continued)

The Group also operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the Group and its employees are each required to make contributions to the scheme at 5 percent of the employees' relevant income, subject to a cap of monthly relevant income of Hong Kong Dollar ("HKD") 25,000. Contributions to the scheme vest immediately.

Contribution made to Malaysia's Employees Provident Fund is based on 13 percent (2012: 13 percent) of the eligible employees' salaries.

The Group also made contribution on the statutory social security and health insurance in Vietnam at 17 percent (2012: 17 percent) of the eligible employees' salaries.

Save for the above schemes, the Group has no other material obligation for payment of retirement benefits beyond the contributions.

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6 除稅前溢利(續)

6 PROFIT BEFORE TAXATION (continued)

(c) 其他項目

(c) Other items

| | | 二零一三年 2013 | 二零一二年 2012 |
|----------------------------|--|----------------|---------------|
| 核數師酬金 | Auditors' remuneration | | |
| — 核數服務 | — audit services | 4,629 | 4,561 |
| — 稅務服務 | — tax services | 31 | 44 |
| | | 4,660 | 4,605 |
| 預付租賃款項攤銷 (附註 14) | Amortisation of lease prepayments (note 14) | 4,043 | 4,138 |
| 物業、廠房及設備 折舊(附註 14) | Depreciation of property, plant and equipment (note 14) | 123,934 | 120,608 |
| 應收貿易賬款減值虧損 淨值(附註 19(b)) | Net impairment loss on trade receivables (note 19(b)) | 7,558 | 345 |
| 存貨撇減淨值 (附註 17(b)) | Net write-down of inventory (note 17(b)) | 44,378 | 7,353 |
| 經營租賃費用 | Operating lease charges | | |
| — 廠房及機器 | — plant and machinery | 29,296 | 22,083 |
| — 其他 | — others | 8,528 | 6,741 |
| 研發成本 | Research and development costs | 2,307 | 2,420 |

財務報表附註

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7 綜合損益表內之所得稅

7 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT

(a) 綜合損益表內之稅項指：

(a) Taxation in the consolidated income statement represents:

| | | 二零一三年 2013 | 二零一二年 2012 |
|-------------------|---|-----------------|---------------|
| 當期稅項 | Current tax | | |
| 年內撥備 | Provision for the year | 30,213 | 23,933 |
| 過往數年撥備過多 | Over provision in respect of prior years | (17,355) | (2,500) |
| | | 12,858 | 21,433 |
| 遞延稅項 | Deferred tax | | |
| 暫時性差額的產生及撥回(附註26) | Origination and reversal of temporary differences (note 26) | (7,360) | 898 |
| | | 5,498 | 22,331 |

(i) 根據開曼群島、英屬處女群島及薩摩亞的規則及規例，本集團毋須於開曼群島、英屬處女群島及薩摩亞繳納任何所得稅。

(ii) 本公司被香港稅務局核定為香港居民納稅人，並適用16.5%的所得稅率。

(i) Pursuant to the rules and regulations of the Cayman Islands, British Virgin Islands ("BVI") and Samoa, the Group is not subject to any income tax in the Cayman Islands, BVI and Samoa.

(ii) The Company is regarded as resident tax payer by Inland Revenue Department of Hong Kong and imposed the income tax rate of 16.5 percent.

財務報表附註**Notes to the Financial Statements**

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7 綜合損益表內之所得稅(續)**(a) 綜合損益表內之稅項指：(續)**

- (iii) 根據中國企業所得稅法律及法規，本集團旗下各中國公司須按25%的稅率繳納中國企業所得稅，惟下列情況除外：大成美食（上海）有限公司及湖南大成科技飼料有限公司於自二零零八年（即抵銷所有過往年度結轉的稅項虧損後的首個獲利年度）起兩年內，獲豁免繳納所有中國企業所得稅，其後三年獲中國企業所得稅減半優惠。截至二零一三年十二月三十一日止年度的適用稅率為25%（二零一二年：12.5%）。
- (iv) 根據馬來西亞所得稅法律及法規，截至二零一三年十二月三十一日止年度，馬來西亞的附屬公司須按稅率25%（二零一二年：25%）繳納馬來西亞所得稅。

7 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (continued)**(a) Taxation in the consolidated income statement represents: (continued)**

- (iii) Pursuant to the income tax rules and regulations of the PRC, the Group entities incorporated in the PRC are liable to PRC Corporate Income Tax at a rate of 25 percent during the periods, except for Greatwall Gourmet (Shanghai) Co., Ltd. and Hunan Greatwall Technologies & Feeds Co., Ltd. which are entitled to a full exemption from the PRC Corporate Income Tax for the two years beginning from 2008, their first profit-making year after offsetting all tax losses carried forward from the previous years, followed by a 50 percent reduction in the PRC Corporate Income Tax for the next three years. The applicable tax rate for both subsidiaries for the year ended 31 December 2013 is 25 percent (2012: 12.5 percent).
- (iv) Pursuant to the income tax rules and regulations of Malaysia, the subsidiary in Malaysia was liable to Malaysian income tax rate of 25 percent for the year ended 31 December 2013 (2012: 25 percent).

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(除另有指明外，以人民幣千元呈列)
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7 綜合損益表內之所得稅(續)

(a) 綜合損益表內之稅項指：(續)

- (v) 根據同奈工業區管理局於二零零三年九月二十三日頒發的經修訂投資執照No. 1219/GPDC1-BKH-KCN-DN，亞洲營養技術(越南)有限公司(「亞洲營養技術(越南)」)須按15%(二零一二年：15%)優惠稅率繳納越南企業所得稅。
- (vi) 亞洲營養技術(河內)有限公司(「亞洲營養技術(河內)」)須自其營業首年起計首15年內按10%稅率繳納越南企業所得稅，其後年度按25%繳稅。然而，根據海陽省稅務局於二零零六年十一月二十四日發出的審查記錄，亞洲營養技術(河內)自其首個獲利年度二零零五年起四年均可獲全數稅務豁免優惠，其後四年獲稅率減半優惠。因此，亞洲營養技術(河內)於截至二零一三年十二月三十一日止年度的適用稅率為10%(二零一二年：5%)。

7 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (continued)

(a) Taxation in the consolidated income statement represents: (continued)

- (v) Pursuant to the Amended Investment Licence No. 1219/GPDC1-BKH-KCN-DN dated 23 September 2003, issued by Dong Nai Industrial Zone Authority, Asia Nutrition Technologies (VN) Co., Ltd. ("ANT-VN") is subject to Corporate Income Tax of Vietnam at a preferential rate of 15 percent (2012: 15 percent).
- (vi) Asia Nutrition Technologies (HN) Co., Ltd. ("ANT-HN") is subject to Corporate Income Tax of Vietnam at the rate of 10 percent for the first fifteen years commencing from its first year of operation and 25 percent for the succeeding years. However, ANT-HN is entitled to a full tax exemption for four years starting from 2005, its first profit-making year pursuant to the Minutes of Inspection by Tax Department of Hai Duong Province dated 24 November 2006 and a 50 percent reduction in tax rate for the next four years. Therefore, the applicable tax rate of ANT-HN is 10 percent for the year ended 31 December 2013 (2012: 5 percent).

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(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

7 綜合損益表內之所得稅(續)

(a) 綜合損益表內之稅項指：(續)

(vii) 亞洲營養技術(隆安)有限公司(「亞洲營養技術(隆安)」)必須自其營業首年起計首十年內按20%稅率繳納越南企業所得稅，其後年度按25%繳稅。然而，亞洲營養技術(隆安)自其首個獲利年度二零零八年起兩年均可獲全數稅務豁免優惠，其後三年獲稅率減半優惠。因此，亞洲營養技術(隆安)於截至二零一三年十二月三十一日止年度的適用稅率為20% (二零一二年：10%)。

(viii) 根據平定省經濟區管理局於二零一二年九月二十六日頒發的經修訂投資執照No.43/2010/ND-CP，亞洲營養技術(平定)有限公司(「亞洲營養技術(平定)」)於截至二零一三年十二月三十一日止年度須按25%稅率繳納越南企業所得稅。

7 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (continued)

(a) Taxation in the consolidated income statement represents: (continued)

(vii) Asia Nutrition Technologies (LA) Co., Ltd. ("ANT-LA") is subject to Corporate Income Tax of Vietnam at the rate of 20 percent for the first ten years commencing from its first year of operation and 25 percent for the succeeding years. However, ANT-LA is entitled to a full tax exemption for two years starting from 2008, its first profit-making year and a 50 percent reduction in tax rate for the next three years. Therefore, the applicable tax rate of ANT-LA is 20 percent for the year ended 31 December 2013 (2012: 10 percent).

(viii) Pursuant to the Amended Investment Licence No. 43/2010/ND-CP dated 26 September 2012, issued by Binh Dinh Province Economic Zone Authority, Asia Nutrition Technologies (MV) Co., Ltd. ("ANT-MV") is subject to Vietnam Corporate Income Tax of 25 percent for the year ended 31 December 2013.

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7 綜合損益表內之所得稅(續)

7 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (continued)

(b) 按適用稅率計算的稅項支出及會計溢利調節如下：

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

| | | 二零一三年 2013 | 二零一二年 2012 |
|--|--|-----------------|---------------|
| 除稅前溢利 | Profit before taxation | 36,567 | 133,918 |
| 按中國企業所得稅 稅率 25% (二零一二年： 25%) 計算的 所得稅* | Income tax calculated at PRC's Corporate Income Tax rate of 25% (2012: 25%) * | 9,142 | 33,480 |
| 於不同稅務權區經營的 附屬公司的不同稅率 的影響 | Effect of different tax rates of subsidiaries operating in different tax jurisdictions | (13,645) | (23,312) |
| 不可扣減支出的稅務影響 | Tax effect of non-deductible expenses | 4,711 | 1,664 |
| 毋須課稅收益的稅務影響 | Tax effect of non-taxable income | (39,848) | (24,820) |
| 未確認稅項虧損 的稅務影響 | Tax effect of tax losses not recognised | 78,469 | 44,134 |
| 動用先前未確認之 稅項虧損 | Utilisation of tax losses previously not recognised | (15,976) | (4,054) |
| 給予附屬公司的稅項豁免 的稅務影響 | Effect of tax exemptions granted to subsidiaries | - | (2,261) |
| 過往數年撥備過多 | Over provision in respect of prior years | (17,355) | (2,500) |
| 實際稅項開支 | Actual tax expense | 5,498 | 22,331 |

* 25% (二零一二年：25%) 所得稅稅率指本集團主要營運所在司法權區的當地稅率。

* The income tax rate of 25 percent (2012: 25 percent) represents the domestic tax rate in the jurisdiction where the operations of the Group are substantially based.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

8 董事酬金

根據香港公司條例第161條披露的董事酬金如下：

8 DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to Section 161 of the Hong Kong Companies Ordinance is as follows:

| | | 二零一三年 | | | | | | |
|------------------|--|--------------------------|---------------------------------------|-------------------------|-------------------|----------------|-------|-------|
| | | 2013 | | | | | | |
| | | 薪金、津貼及 實物福利 | 酌情花紅 | 退休 計劃供款 | 以股份為 基礎 的支出 | 小計 | 總計 | |
| 董事袍金 | Salaries, allowances and benefits | Discretionary bonuses | Retirement scheme contributions | Share-based payments | Sub-total | (附註) (note) | Total | |
| 主席 | Chairman | | | | | | | |
| 韓家寰 | Han Jia-Hwan | - | 1,611 | 51 | 24 | 1,686 | 45 | 1,731 |
| 執行董事 | Executive directors | | | | | | | |
| 韓家寅 | Han Chia-Yin | - | 1,318 | 50 | 25 | 1,393 | 45 | 1,438 |
| 獨立非執行董事 | Independent non-executive directors | | | | | | | |
| 劉福春 | Liu Fuchun | 159 | - | - | - | 159 | - | 159 |
| 陳治 | Chen Chih | 159 | - | - | - | 159 | - | 159 |
| 魏永篤 | Way Yung-Do | 159 | - | - | - | 159 | - | 159 |
| 非執行董事 | Non-executive directors | | | | | | | |
| 韓家宸 | Han Jia-Chen | 119 | - | - | - | 119 | - | 119 |
| 韓家宇 | Han Chia-Yau | 119 | - | - | - | 119 | - | 119 |
| Nicholas W. Rosa | Nicholas W. Rosa | 119 | - | - | - | 119 | - | 119 |
| 趙天星 | Chao Tien-Shin | 119 | - | - | - | 119 | - | 119 |
| | | 953 | 2,929 | 101 | 49 | 4,032 | 90 | 4,122 |

財務報表附註

Notes to the Financial Statements

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(Expressed in thousands of Renminbi unless otherwise stated)

8 董事酬金(續)

8 DIRECTORS' REMUNERATION
(continued)

| | | 二零一二年 2012 | | | | | | |
|------------------|--|--|----------------------------|----------------------------------|---|-----------------|--|-------------|
| | | 薪金、津貼及 實物福利 Salaries, allowances and benefits in kind | 董事袍金 Directors' fees | 酌情花紅 Discretionary bonuses | 退休 計劃供款 Retirement scheme contributions | 小計 Sub-total | 以股份為 基礎 的支出 Share-based payments (附註) (note) | 總計 Total |
| 主席 | Chairman | | | | | | | |
| 韓家寰 | Han Jia-Hwan | - | 1,578 | 93 | 25 | 1,696 | 135 | 1,831 |
| 執行董事 | Executive directors | | | | | | | |
| 韓家寅 | Han Chia-Yin | - | 1,027 | 93 | 21 | 1,141 | 135 | 1,276 |
| 陳禮琴* | Chen Li-Chin* | - | 1,432 | 127 | 21 | 1,580 | 101 | 1,681 |
| 獨立非執行董事 | Independent non-executive directors | | | | | | | |
| 劉福春 | Liu Fuchun | 162 | - | - | - | 162 | - | 162 |
| 陳治 | Chen Chih | 162 | - | - | - | 162 | - | 162 |
| 魏永篤 | Way Yung-Do | 162 | - | - | - | 162 | - | 162 |
| 非執行董事 | Non-executive directors | | | | | | | |
| 韓家宸 | Han Jia-Chen | 121 | - | - | - | 121 | - | 121 |
| 韓家宇 | Han Chia-Yau | 121 | - | - | - | 121 | - | 121 |
| Nicholas W. Rosa | Nicholas W. Rosa | 121 | - | - | - | 121 | - | 121 |
| 趙天星 | Chao Tien-Shin | 121 | - | - | - | 121 | - | 121 |
| | | 970 | 4,037 | 313 | 67 | 5,387 | 371 | 5,758 |

* 於二零一二年十月二十六日退任

* Resigned on 26 October 2012

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
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8 董事酬金(續)

附註：

指根據本公司購股權計劃及受限股份回報計劃授予董事的購股權的估計價值。該等購股權的價值乃按照附註3(n)(ii)所載以股份為基礎的交易的會計政策，以及根據該政策，計入就歸屬前被沒收之股本工具撥回之過往年度應計款項之調整。

該等實物福利(包括已授出購股權的主要條款及數目以及回報)的詳情披露於董事會報告「購股權計劃」及「受限股份回報計劃」兩段及附註25。

年內，概無董事自本集團獲得款項，以作為吸引其加入或離開本集團或作為放棄職位的補償，亦無董事放棄或同意放棄任何酬金。

9 最高薪酬人士

五位最高薪酬人士中，兩位(二零一二年：兩位)為董事，其酬金已於附註8作出披露。本集團其餘三位(二零一二年：三位)最高薪酬人士之薪酬詳情如下：

| | | 二零一三年 2013 | 二零一二年 2012 |
|-----------|---------------------------------|---------------|---------------|
| 薪金及其他薪酬 | Salaries and other emoluments | 4,167 | 3,453 |
| 退休計劃供款 | Retirement scheme contributions | 50 | 50 |
| 以股份為基礎的支出 | Share-based payments | 189 | 491 |
| 酌情花紅 | Discretionary bonuses | 118 | 356 |
| | | 4,524 | 4,350 |

8 DIRECTORS' REMUNERATION (continued)

Note:

These represent the estimated value of share options granted to the directors under the Company's share option scheme and restricted share award 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 3(n)(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 principal terms and number of options and awards granted, are disclosed under the paragraphs "Share Options Scheme" and "Restricted Share Award Scheme" in the report of the directors and note 25.

During the year, no director received any emoluments from the Group as an inducement to join or leave the Group or compensation for loss of office; no director waived or has agreed to waive any emoluments.

9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2012: two) are directors whose emoluments are disclosed in note 8. The aggregate of the emoluments in respect of the other three (2012: three) individuals are as follows:

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9 最高薪酬人士(續)

三位(二零一二年：三位)最高薪酬人士的酬金介乎下列組別：

| | | 二零一三年 2013 人數 Number of individuals | 二零一二年 2012 人數 Number of individuals |
|-------------------------------|------------------------------|---|---|
| 1,500,001 港元至 2,000,000 港元 | HKD1,500,001 to HKD2,000,000 | 2 | 3 |
| 2,000,001 港元至 2,500,000 港元 | HKD2,000,001 to HKD2,500,000 | 1 | — |

年內，本集團概無向該等人士支付款項，以吸引其加入本集團或作為加入本集團的獎勵，或作為放棄職位之補償。

9 INDIVIDUALS WITH HIGHEST EMOLUMENTS (continued)

The emoluments of the three (2012: three) individuals with the highest emoluments are within the following bands:

| | | 二零一三年 2013 人數 Number of individuals | 二零一二年 2012 人數 Number of individuals |
|-----------------------------------|------------------------------|---|---|
| 1,500,001 HKD to 2,000,000 HKD | HKD1,500,001 to HKD2,000,000 | 2 | 3 |
| 2,000,001 HKD to 2,500,000 HKD | HKD2,000,001 to HKD2,500,000 | 1 | — |

No emoluments have been paid to these individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year.

10 本公司股東應佔溢利

本公司股東應佔綜合溢利包括已分別計入本公司截至二零一三年及二零一二年十二月三十一日止年度財務報表的溢利人民幣 78,949,000 元及溢利人民幣 43,922,000 元。

10 PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The consolidated profit attributable to equity shareholders of the Company includes a profit of RMB 78,949,000 and a profit of RMB43,922,000 which have been dealt with in the financial statements of the Company for the years ended 31 December 2013 and 2012 respectively.

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11 其他全面收益

有關其他全面收益各部分的稅務影響

| | | 二零一三年 | | | 二零一二年 | | |
|-----------|---|----------|--------|----------|---------|--------|---------|
| | | 2013 | | | 2012 | | |
| | | 除稅前影響 | 除稅後影響 | Net-of- | 除稅前影響 | 除稅後影響 | Net-of- |
| | | Before- | 稅務影響 | tax | Before- | 稅務影響 | tax |
| | | tax | Tax | tax | tax | Tax | tax |
| | | amount | effect | amount | amount | effect | amount |
| 換算海外附屬公司 | Exchange differences | | | | | | |
| 財務報表的匯兌差額 | on translation of financial statements of overseas subsidiaries | (20,439) | - | (20,439) | (6,329) | - | (6,329) |
| 其他全面收益 | Other comprehensive income | (20,439) | - | (20,439) | (6,329) | - | (6,329) |

11 OTHER COMPREHENSIVE INCOME

Tax effects relating to each component of other comprehensive income

| | | 二零一三年 | | | 二零一二年 | | |
|-----------|---|----------|--------|----------|---------|--------|---------|
| | | 2013 | | | 2012 | | |
| | | 除稅前影響 | 除稅後影響 | Net-of- | 除稅前影響 | 除稅後影響 | Net-of- |
| | | Before- | 稅務影響 | tax | Before- | 稅務影響 | tax |
| | | tax | Tax | tax | tax | Tax | tax |
| | | amount | effect | amount | amount | effect | amount |
| 換算海外附屬公司 | Exchange differences | | | | | | |
| 財務報表的匯兌差額 | on translation of financial statements of overseas subsidiaries | (20,439) | - | (20,439) | (6,329) | - | (6,329) |
| 其他全面收益 | Other comprehensive income | (20,439) | - | (20,439) | (6,329) | - | (6,329) |

12 每股(虧損)/盈利

(a) 每股基本(虧損)/盈利

截至二零一三年十二月三十一日止年度，每股基本(虧損)/盈利乃根據年內本公司普通權益持有人應佔虧損人民幣8,730,000元(二零一二年：盈利人民幣72,044,000元)及年內已發行普通股股份的加權平均數1,010,977,805股(二零一二年：1,011,403,200股)計算如下：

12 (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share for the year ended 31 December 2013 is based on the loss attributable to ordinary equity shareholders of the Company of RMB8,730,000 (2012: profit RMB72,044,000) and the weighted average of 1,010,977,805 ordinary shares (2012: 1,011,403,200) in issue during the year, calculated as follows:

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(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

12 每股(虧損)/盈利(續)

12 (LOSS)/EARNINGS PER SHARE (continued)

(a) 每股基本(虧損)/盈利(續)

(a) Basic (loss)/earnings per share (continued)

| 普通股的加權平均股數 | | Weighted average number of ordinary shares | |
|----------------------------|--|--|---------------|
| | | 二零一三年 2013 | 二零一二年 2012 |
| 於一月一日已發行的普通股 | Issued ordinary shares at 1 January | 1,013,529,000 | 1,009,170,000 |
| 購回購股權的影響 (附註27(c)(iii)) | Effect of shares repurchased (note 27(c)(ii)) | (3,067,825) | - |
| 行使購股權的影響(附註27(c)(iii)) | Effect of shares options exercised (note 27(c)(iii)) | - | 1,801,556 |
| 授出股份的影響(附註27(c)(v)) | Effect of shares granted (note 27(c)(v)) | 516,630 | 431,644 |
| 於十二月三十一日普通股的 加權平均股數 | Weighted average number of ordinary shares at 31 December | 1,010,977,805 | 1,011,403,200 |

(b) 每股攤薄(虧損)/盈利

(b) Diluted (loss)/earnings per share

由於本公司購股權具有反攤薄效果，所以在計算截至二零一三年十二月三十一日止年度的每股攤薄虧損時，並未假定本公司購股權的行使。截至二零一二年十二月三十一日止年度的每股攤薄盈利乃根據年內本公司普通權益持有人應佔盈利人民幣72,044,000元及普通股股份的攤薄加權平均數1,012,925,918股計算。

The calculation of diluted loss per share for the year ended 31 December 2013 does not assume the exercise of the Company's share options as the effect is anti-dilutive. The calculation of diluted earnings per share for the year ended 31 December 2012 is based on the profit attributable to ordinary equity shareholders of the Company of RMB72,044,000 and the weighted average of 1,012,925,918 ordinary shares.

| 普通股的加權平均股數(攤薄) | | Weighted average number of ordinary shares (diluted) | |
|------------------------------|--|--|---------------|
| | | 二零一三年 2013 | 二零一二年 2012 |
| 於十二月三十一日 普通股的加權平均股數 | Weighted average number of ordinary shares at 31 December | 1,010,977,805 | 1,011,403,200 |
| 未行使的購股權的影響 (附註25(a)(iii)) | Effect of outstanding share options (note 25(a)(ii)) | - | 1,004,403 |
| 有限股份獎勵計劃的影響 (附註25(b)) | Effect of restricted share award scheme (note 25(b)) | - | 518,315 |
| 於十二月三十一日普通股的 加權平均股數(攤薄) | Weighted average number of ordinary shares (diluted) at 31 December | 1,010,977,805 | 1,012,925,918 |

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(除另有指明外，以人民幣千元呈列)
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13 分部報告

本集團按不同分支，即同時按產品和服務所屬的業務線及地理分佈來管理其業務。以內部就資源分配及表現評估向首席執行官報告資料一致的呈報方式，本集團呈報下列三個報告分部。下列報告分部概無由合併的經營分部組成。

雞肉品： 雞肉品分部進行肉雞蛋產卵及孵化、契約飼養、以「大成」品牌銷售之冰鮮及冷鮮雞肉加工及貿易業務。

禽畜飼料： 禽畜飼料分部以「補克博士」及「大成」品牌生產及分銷豬隻、產蛋雞、肉雞、奶牛、鴨及種禽的完全飼料、基礎混合飼料及預混合飼料。

加工食品： 加工食品分部生產及分銷滷製、預炸及烘烤食品，以及以「姐妹廚房」品牌銷售之再加工冰鮮及冷鮮雞肉。

13 SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of both business lines (products and services) and geography. In a manner consistent with the way in which information is reported internally to the CEO for the purposes of resource allocation and performance assessment, the Group has presented the following three reportable segments. No operating segments have been aggregated to form the following reportable segments.

Chicken meat: The chicken meat segment carries on business of breeding and hatching of broiler breeder eggs, contract farming, processing and marketing of chilled and frozen chicken meat marketed under the brand of “DaChan”.

Livestock feeds: The livestock feeds segment manufactures and distributes complete feed, base mix and pre-mix for swine, layer, broiler, dairy, duck, and breeder poultry under the brands of “Dr. Nupak” and “Dachan”.

Processed foods: The processed foods segment produces and distributes pickled, pre-fried, and roasted foods, and further processed chilled and frozen chicken meat marketed under the brand of “Sisters’ Kitchen”.

財務報表附註

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(除另有指明外，以人民幣千元呈列)
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13 分部報告(續)

(a) 分部業績、資產及負債

就評估分部業績及各分部間的資源分配而言，首席執行官按下列基準監察各呈報分部應佔之業績、資產及負債：

分部資產包括所有有形資產及流動資產，惟遞延稅項資產及其他公司資產除外。分部負債包括各獨立分部的製作及銷售業務應佔的應付賬款及其他應計費用。

經營收入及開支乃參考各分部所產生的銷售額，以及各分部所錄得的開支或因有關分部應佔資產的折舊或攤銷而產生的開支而分配至各項須予呈報分部。

報告分部溢利所用方法為毛利法。

除接獲有關毛利的分部資料外，首席執行官亦獲提供有關經營收入(包括分部間經營收入)、折舊及攤銷的分部資料。分部間銷售乃參考外部人士就類似訂單作出的價格而進行定價。

13 SEGMENT REPORTING (continued)

(a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the CEO monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible assets and current assets with the exception of deferred tax assets and other corporate assets. Segment liabilities include trade creditors and accruals attributable to the manufacturing and sales activities of the individual segments.

Turnover 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.

The measure used for reporting segment profit is gross profit.

In addition to receiving segment information concerning gross profit, the CEO is provided with segment information concerning turnover (including inter segment sales), depreciation and amortisation. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

財務報表附註

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(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

13 分部報告(續)

(a) 分部業績、資產及負債(續)

就截至二零一三年及二零一二年十二月三十一日止年度的資源分配及評估分部表現向首席執行官提供有關本集團報告分部之資料載於下文：

13 SEGMENT REPORTING (continued)

(a) Segment results, assets and liabilities (continued)

Information regarding the Group's reportable segments as provided to the CEO for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2013 and 2012 is set out below:

| | | 肉品 | | 禽畜飼料 | | 加工食品 | | 合計 | |
|--------------|---|--------------|-----------|-----------------|-----------|-----------------|-----------|------------|------------|
| | | Chicken meat | | Livestock feeds | | Processed foods | | Total | |
| | | 二零一三年 | 二零一二年 | 二零一三年 | 二零一二年 | 二零一三年 | 二零一二年 | 二零一三年 | 二零一二年 |
| | | 2013 | 2012 | 2013 | 2012 | 2013 | 2012 | 2013 | 2012 |
| 來自外部客戶的經營收入 | Turnover from external customers | 5,064,118 | 5,000,702 | 4,888,405 | 4,690,681 | 1,799,382 | 1,744,072 | 11,751,905 | 11,435,455 |
| 分部間經營收入 | Inter-segment turnover | 707,167 | 923,732 | 1,679,757 | 1,693,242 | - | - | 2,386,924 | 2,616,974 |
| 合計 | Total | 5,771,285 | 5,924,434 | 6,568,162 | 6,383,923 | 1,799,382 | 1,744,072 | 14,138,829 | 14,052,429 |
| 分部業績 | Segment result | 24,648 | 48,334 | 439,831 | 433,558 | 230,728 | 245,976 | 695,207 | 727,868 |
| 未分配經營收入及開支 | Unallocated operating income and expenses | | | | | | | (633,957) | (571,214) |
| 經營溢利 | Profit from operations | | | | | | | 61,250 | 156,654 |
| 財務開支 | Finance costs | | | | | | | (18,822) | (20,477) |
| 應佔權益入賬參股公司虧損 | Share of losses of equity-accounted investees | | | | | | | (5,861) | (2,259) |
| 所得稅 | Income tax | | | | | | | (5,498) | (22,331) |
| 年內溢利 | Profit for the year | | | | | | | 31,069 | 111,587 |
| 年內折舊及攤銷 | Depreciation and amortisation for the year | 61,130 | 62,230 | 43,522 | 40,388 | 23,325 | 22,128 | 127,977 | 124,746 |
| 報告分部資產 | Reportable segment assets | 1,052,157 | 993,424 | 1,518,125 | 1,387,782 | 500,606 | 496,739 | 3,070,888 | 2,877,945 |
| 報告分部負債 | Reportable segment liabilities | 278,761 | 280,370 | 670,159 | 597,010 | 144,622 | 134,093 | 1,093,542 | 1,011,473 |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

13 分部報告(續)

13 SEGMENT REPORTING (continued)

(b) 報告分部經營收入、損益、資產
及負債調節表(b) Reconciliations of reportable segment turnover, profit or
loss, assets and liabilities

| | | 二零一三年 2013 | 二零一二年 2012 |
|-----------------------|--|--------------------|---------------|
| 經營收入 | Turnover | | |
| 報告分部經營收入 | Reportable segment turnover | 14,138,829 | 14,052,429 |
| 分部間經營收入抵銷 | Elimination of inter-segment turnover | (2,386,924) | (2,616,974) |
| 綜合經營收入(附註4) | Consolidated turnover (note 4) | 11,751,905 | 11,435,455 |
| 溢利 | Profit | | |
| 報告分部溢利 | Reportable segment profit | 695,207 | 727,868 |
| 生物資產公允價值的變動 | Change in fair value of biological assets | | |
| 減銷售成本 | less costs to sell | 4,804 | (6,544) |
| 按公允價值初次確認農產品 | Fair value of agricultural produce on initial recognition | 22,888 | 31,645 |
| 因銷售及處置農產品而 撥回的公允價值 | Reversal of fair value of agricultural produce due to sales and disposals | (22,989) | (32,987) |
| 其他經營收入 | Other operating income | 37,096 | 23,977 |
| 其他淨(虧損)/收益 | Other net (losses)/gains | (6,828) | 1,857 |
| 分銷成本 | Distribution costs | (381,145) | (328,471) |
| 行政開支 | Administrative expenses | (287,783) | (260,691) |
| 財務開支 | Finance costs | (18,822) | (20,477) |
| 應佔權益入賬參股公司虧損 | Share of losses of equity-accounted investees | (5,861) | (2,259) |
| 綜合除稅前溢利 | Consolidated profit before taxation | 36,567 | 133,918 |
| 資產 | Assets | | |
| 報告分部資產 | Reportable segment assets | 3,070,888 | 2,877,945 |
| 遞延稅項資產 | Deferred tax assets | 36,857 | 29,701 |
| 可收回所得稅 | Income tax recoverable | 558 | 183 |
| 現金及現金等價物 | Cash and cash equivalents | 590,126 | 610,411 |
| 未分配總部及公司資產 | Unallocated head office and corporate assets | 249,263 | 177,323 |
| 綜合資產總值 | Consolidated total assets | 3,947,692 | 3,695,563 |
| 負債 | Liabilities | | |
| 報告分部負債 | Reportable segment liabilities | 1,093,542 | 1,011,473 |
| 應付所得稅 | Income tax payable | 19,975 | 21,541 |
| 遞延稅項負債 | Deferred tax liabilities | 359 | 563 |
| 銀行貸款 | Interest-bearing borrowings | 820,378 | 638,813 |
| 未分配總辦事處及公司負債 | Unallocated head office and corporate liabilities | 29,143 | 35,095 |
| 綜合負債總值 | Consolidated total liabilities | 1,963,397 | 1,707,485 |

財務報表附註

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(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

13 分部報告(續)

(c) 地區資料

下表載列有關(i)來自外部客戶的本集團經營收入及(ii)本集團有形固定資產及權益入賬參股公司權益(「指明非流動資產」)的地理位置資料。客戶的地理位置根據提供服務或交付貨品的位置釐定。指明非流動資產的地理位置根據資產實際所處位置(如屬物業、廠房及設備)及經營業務所在地(如屬權益入賬參股公司權益)釐定。

13 SEGMENT REPORTING (continued)

(c) Geographical information

The following table sets out information about the geographical location of (i) the Group's turnover from external customers and (ii) the Group's tangible assets and interests in equity-accounted investees ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of property, plant and equipment and the location of operations, in the case of interests in equity-accounted investees.

| | | 來自外部客戶的經營收入 | | 指明非流動資產 | |
|--------|----------------------|--------------------|------------|--------------------|-----------|
| | | Turnover from | | Specified | |
| | | external customers | | non-current assets | |
| | | 二零一三年 | 二零一二年 | 二零一三年 | 二零一二年 |
| | | 2013 | 2012 | 2013 | 2012 |
| 中國 | The PRC | 9,462,675 | 9,321,876 | 1,173,187 | 1,071,849 |
| 越南 | Vietnam | 1,745,804 | 1,575,966 | 106,766 | 93,425 |
| 日本 | Japan | 443,519 | 445,538 | - | - |
| 其他亞太地區 | Rest of Asia Pacific | 99,907 | 92,075 | 10,256 | 11,993 |
| | | 11,751,905 | 11,435,455 | 1,290,209 | 1,177,267 |

財務報表附註

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14 固定資產

14 FIXED ASSETS

本集團

Group

| | | 在建工程 | 廠房及 機器 | 傢俬、裝置 及設備 Furniture, fittings and equipment | 汽車 | 預付 租賃款項 | 總計 | | |
|---------------|---|-----------------------------|-----------------|---|-------------------|--------------------------------|-----------|---------|-----------|
| | | Construction in progress | 樓宇 Buildings | Plant and machinery | Motor vehicles | 小計 Sub-total prepayments | Total | | |
| 成本： | Cost: | | | | | | | | |
| 於二零一三年一月一日 | At 1 January 2013 | 29,202 | 115,705 | 1,655,343 | 128,948 | 29,052 | 1,958,250 | 179,814 | 2,138,064 |
| 添置 | Additions | 91,345 | 4,898 | 78,704 | 25,769 | 5,491 | 206,207 | 24,370 | 230,577 |
| 轉入 | Transfers | (50,370) | 12,720 | 34,590 | 2,752 | 308 | - | - | - |
| 處置 | Disposals | - | (615) | (48,404) | (6,996) | (1,991) | (58,006) | (328) | (58,334) |
| 匯兌差額 | Exchange differences | (430) | (2,717) | (5,468) | (566) | (624) | (9,805) | (985) | (10,790) |
| 於二零一三年十二月三十一日 | At 31 December 2013 | 69,747 | 129,991 | 1,714,765 | 149,907 | 32,236 | 2,096,646 | 202,871 | 2,299,517 |
| 累計折舊及攤銷： | Accumulated depreciation and amortisation: | | | | | | | | |
| 於二零一三年一月一日 | At 1 January 2013 | - | 30,353 | 721,207 | 70,515 | 13,543 | 835,618 | 24,197 | 859,815 |
| 本年度折舊及攤銷 | Charge for the year | - | 6,078 | 96,694 | 16,867 | 4,295 | 123,934 | 4,043 | 127,977 |
| 處置 | Disposals | - | (141) | (22,934) | (5,721) | (1,388) | (30,184) | (58) | (30,242) |
| 匯兌差額 | Exchange differences | - | (873) | (2,909) | (489) | (304) | (4,575) | (199) | (4,774) |
| 於二零一三年十二月三十一日 | At 31 December 2013 | - | 35,417 | 792,058 | 81,172 | 16,146 | 924,793 | 27,983 | 952,776 |
| 賬面值： | Carrying values: | | | | | | | | |
| 於二零一三年十二月三十一日 | At 31 December 2013 | 69,747 | 94,574 | 922,707 | 68,735 | 16,090 | 1,171,853 | 174,888 | 1,346,741 |

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14 固定資產(續)

本集團(續)

14 FIXED ASSETS (continued)

Group (continued)

| | | 在建工程 Construction in progress | 樓宇 Buildings | 廠房及 機器 Plant and machinery | | 傢俬、裝置 及設備 Furniture, fittings and equipment | 汽車 Motor vehicles | 預付 租賃款項 Lease prepayments | | 總計 Total |
|-----------------|---|-------------------------------------|-----------------|---|-------------------------|---|------------------------------|------------------------------------|-----------|-------------|
| | | | | 傢俬、裝置 及設備 Furniture, fittings and equipment | 汽車 Motor vehicles | 小計 Sub-total | 租賃款項 Lease prepayments | | | |
| 成本： | Cost: | | | | | | | | | |
| 於二零一二年一月一日 | At 1 January 2012 | 35,050 | 116,018 | 1,503,527 | 113,470 | 24,807 | 1,792,872 | 152,864 | 1,945,736 | |
| 添置 | Additions | 66,119 | 1,612 | 98,988 | 15,582 | 6,126 | 188,427 | 27,630 | 216,057 | |
| 轉入 | Transfers | (71,985) | 650 | 67,162 | 4,173 | - | - | - | - | |
| 處置 | Disposals | - | (3,011) | (18,465) | (4,352) | (1,991) | (27,819) | (885) | (28,704) | |
| 匯兌差額 | Exchange differences | 18 | 436 | 4,131 | 75 | 110 | 4,770 | 205 | 4,975 | |
| 於二零一二年十二月三十一日 | At 31 December 2012 | 29,202 | 115,705 | 1,655,343 | 128,948 | 29,052 | 1,958,250 | 179,814 | 2,138,064 | |
| 累計折舊及攤銷： | Accumulated depreciation and amortisation: | | | | | | | | | |
| 於二零一二年一月一日 | At 1 January 2012 | - | 24,827 | 631,815 | 58,964 | 11,453 | 727,059 | 20,903 | 747,962 | |
| 本年度折舊及攤銷 | Charge for the year | - | 6,108 | 96,362 | 14,404 | 3,734 | 120,608 | 4,138 | 124,746 | |
| 處置 | Disposals | - | (688) | (11,033) | (2,895) | (1,692) | (16,308) | (885) | (17,193) | |
| 匯兌差額 | Exchange differences | - | 106 | 4,063 | 42 | 48 | 4,259 | 41 | 4,300 | |
| 於二零一二年十二月三十一日 | At 31 December 2012 | - | 30,353 | 721,207 | 70,515 | 13,543 | 835,618 | 24,197 | 859,815 | |
| 賬面值： | Carrying values: | | | | | | | | | |
| 於二零一二年十二月三十一日 | At 31 December 2012 | 29,202 | 85,352 | 934,136 | 58,433 | 15,509 | 1,122,632 | 155,617 | 1,278,249 | |

財務報表附註

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(Expressed in thousands of Renminbi unless otherwise stated)

14 固定資產(續)

若干樓宇及預付租賃款項被抵押予銀行，以取得授予本集團的銀行信貸，詳情披露於附註24(c)。

本集團位於以下地點之預付租賃款項的賬面值如下：

14 FIXED ASSETS (continued)

Certain buildings and lease prepayments are pledged to banks for banking facilities granted to the Group as disclosed in note 24(c).

The carrying amounts of the Group's lease prepayments are situated in the following locations:

| | | 集團 Group | |
|------|----------|----------------|---------------|
| | | 二零一三年 2013 | 二零一二年 2012 |
| 中國 | The PRC | 160,569 | 140,153 |
| 越南 | Vietnam | 12,545 | 13,456 |
| 馬來西亞 | Malaysia | 1,774 | 2,008 |
| | | 174,888 | 155,617 |

預付租賃款項賬面淨值分析如下：

An analysis of net book value of the lease prepayments is as follows:

| | | 集團 Group | |
|-----------|------------------------|----------------|---------------|
| | | 二零一三年 2013 | 二零一二年 2012 |
| 屆滿期： | Expiring: | | |
| 介乎26年至50年 | Between 26 to 50 years | 174,689 | 155,353 |
| 介乎10年至25年 | Between 10 to 25 years | 199 | 264 |
| | | 174,888 | 155,617 |

財務報表附註

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(Expressed in thousands of Renminbi unless otherwise stated)

15 於附屬公司的投資

15 INVESTMENTS IN SUBSIDIARIES

| | | 公司 | |
|-----------|--------------------------|------------------|---------|
| | | Company | |
| | | 二零一三年 | 二零一二年 |
| | | 2013 | 2012 |
| 非上市股本，按成本 | Unlisted shares, at cost | 1,099,409 | 758,394 |

附屬公司詳情載列如下。除另有說明外，所持股份類別為普通股：

Details of the subsidiaries are set out below. The class of shares held is ordinary unless otherwise stated:

| 公司名稱 Name of company | 註冊成立/ 成立及營運地點及日期 Place and date of incorporation/ establishment and operation | 已發行及 已繳足股本/ 註冊資本 Issued and fully paid up/ registered capital | 應佔股權 Attributable equity interest | | 主要業務 Principal activities |
|---|--|--|---|----------------|------------------------------|
| | | | 直接 Direct | 間接 Indirect | |
| | | | % | % | |
| Great Wall Northeast Asia Corporation ("NAC") | 開曼群島 一九九六年十二月三日 Cayman Islands 3 December 1996 | 140,000,000美元 USD140,000,000 | 100 | - | 投資控股 Investment holding |
| Impreza Investments Ltd. ("Impreza") | 英屬處女群島 一九九六年十一月七日 BVI 7 November 1996 | 14,700,000美元 USD14,700,000 | - | 100 | 投資控股 Investment holding |
| Great Wall Dalian Investment Co., Ltd. ("GWDL") | 英屬處女群島 一九九五年二月二十三日 BVI 23 February 1995 | 24,500,000美元 USD24,500,000 | - | 57 | 投資控股 Investment holding |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

15 於附屬公司的投資(續)

15 INVESTMENTS IN SUBSIDIARIES
(continued)

| 公司名稱 Name of company | 註冊成立/ 成立及營運地點及日期 Place and date of incorporation/ establishment and operation | 已發行及 已繳足股本/ 註冊資本 Issued and fully paid up/ registered capital | 應佔股權 Attributable equity interest | | 主要業務 Principal activities |
|---|--|--|---|---------------------|--|
| | | | 直接 Direct % | 間接 Indirect % | |
| 大成食品(大連)有限公司(「大連大成」) (附註(1)及(3)) Great Wall Food (Dalian) Co., Limited ("GWF-DL") (note (1) and (3)) | 中國 一九九五年十二月六日 PRC 6 December 1995 | 26,600,000美元 USD26,600,000 | - | 57 | 生產及買賣動物飼料， 養殖及買賣家禽及家 畜，加工及買賣肉類及 肉產品及食品加工 Manufacturing and trading of animal feeds, husbandry and trading of poultry and livestock, processing and trading of meat and meat products and foods processing |
| 大成長城農技(遼寧)有限公司 (「遼寧大成(BVI)」) Great Wall Agritech (Liaoning) Co., Limited ("Liaoning Greatwall (BVI)") | 英屬處女群島 一九九零年九月十三日 BVI 13 September 1990 | 21,600,000美元 USD21,600,000 | - | 100 | 投資控股 Investment holding |
| 大成長城農技(遼寧)有限公司 (「遼寧大成(香港)」) Great Wall Agritech (Liaoning) Co., Limited ("Liaoning Greatwall (HK)") | 香港 一九九零年七月二十四日 Hong Kong 24 July 1990 | 168,440,000港元 HKD168,440,000 | - | 100 | 投資控股 Investment holding |

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15 於附屬公司的投資(續)

15 INVESTMENTS IN SUBSIDIARIES (continued)

| 公司名稱 Name of company | 註冊成立/ 成立及營運地點及日期 Place and date of incorporation/ establishment and operation | 已發行及 已繳足股本/ 註冊資本 Issued and fully paid up/ registered capital | 應佔股權 | | 主要業務 Principal activities |
|--|--|--|---------------------------------|---------------------|---|
| | | | Attributable equity interest | | |
| | | | 直接 Direct % | 間接 Indirect % | |
| 遼寧大成農牧實業有限公司 (「遼寧大成」) (附註(1)、(2)及(3)) Liaoning Great Wall Agri-Industrial Co., Ltd. ("Liaoning Great Wall") (note (1), (2) and (3)) | 中國 一九九零年七月十九日 PRC 19 July 1990 | 19,080,000美元 USD19,080,000 | – | 100 | 生產及買賣動物飼料， 養殖及買賣家禽 及家畜，加工及 買賣肉類及肉產品 Manufacturing and trading of animal feeds, husbandry and trading of poultry and livestock, processing and trading of meat and meat products |
| 大成農技飼料(瀋陽)有限公司 (「瀋陽大成」)(附註(1)、(2)及(3)) Great Wall Agrotech Feed (Shenyang) Co., Ltd. ("Shenyang Great Wall") (note (1), (2) and (3)) | 中國 二零零七年五月十六日 PRC 16 May 2007 | 3,038,000美元 USD3,038,000 | – | 100 | 生產及買賣動物飼料 Manufacturing and trading of animal feeds |
| 大成農牧(黑龍江)有限公司 (「黑龍江大成」)(附註(1)、(2)及(3)) Great Wall Agri. (Heilongjiang) Co., Ltd. ("Heilongjiang Great Wall") (note (1), (2) and (3)) | 中國 二零零五年五月二十五日 PRC 25 May 2005 | 1,562,000美元 USD1,562,000 | – | 100 | 生產及買賣動物飼料 Manufacturing and trading of animal feeds |

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15 於附屬公司的投資(續)

15 INVESTMENTS IN SUBSIDIARIES
(continued)

| 公司名稱 Name of company | 註冊成立/ 成立及營運地點及日期 Place and date of incorporation/ establishment and operation | 已發行及 已繳足股本/ 註冊資本 Issued and fully paid up/ registered capital | 應佔股權 Attributable equity interest | | 主要業務 Principal activities |
|--|--|--|---|----------------|---|
| | | | 直接 Direct | 間接 Indirect | |
| | | | % | % | |
| Dongbei Agri Corporation ("Dongbei Agri") | 英屬處女群島 一九九六年 十一月二十七日 BVI 27 November 1996 | 37,750,000美元 USD37,750,000 | - | 100 | 投資控股 Investment holding |
| 大成農牧(營口)有限公司 (「營口大成」)(附註(1)、(2)及(3)) Great Wall Agri. (Yingkou) Co., Ltd. (「Yingkou Great Wall」) (note (1), (2) and (3)) | 中國 一九九七年四月一日 PRC 1 April 1997 | 14,500,000美元 USD14,500,000 | - | 100 | 生產及買賣動物飼料， 加工及買賣肉類 及肉產品 Manufacturing and trading of animal feeds, processing and trading of meat and meat products |
| 大成農牧(鐵嶺)有限公司 (「鐵嶺大成」)(附註(1)、(2)及(3)) Great Wall Agri (Tieling) Co., Ltd. (「Tieling Greatwall」) (note (1), (2) and (3)) | 中國 一九九七年五月十六日 PRC 16 May 1997 | 14,089,379美元 USD14,089,379 | - | 100 | 生產及買賣動物飼料， 養殖及買賣家禽及 家畜，加工及買賣肉類 及肉產品 Manufacturing and trading of animal feeds, husbandry and trading of poultry and livestock, processing and trading of meat and meat products |

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15 於附屬公司的投資（續）

15 INVESTMENTS IN SUBSIDIARIES (continued)

| 公司名稱 Name of company | 註冊成立/ 成立及營運地點及日期 Place and date of incorporation/ establishment and operation | 已發行及 已繳足股本/ 註冊資本 Issued and fully paid up/ registered capital | 應佔股權 | | 主要業務 Principal activities |
|---|--|--|---------------------------------|----------------|---|
| | | | Attributable equity interest | | |
| | | | 直接 Direct | 間接 Indirect | |
| | | | % | % | |
| 東北農牧(長春)有限公司 (「長春農牧」)(附註(1)、(2)及(3)) Dongbei Agri (Changchun) Co., Ltd. (“Changchun Agri”) (note (1), (2) and (3)) | 中國 二零零六年八月二十八日 PRC 28 August 2006 | 1,093,000美元 USD1,093,000 | – | 100 | 生產及買賣動物飼料 Manufacturing and trading of animal feeds |
| 湖南大成科技飼料有限公司 (「湖南大成」)(附註(1)、(2)及(3)) Hunan Greatwall Technologies & Feeds Co., Ltd. (“Hunan Greatwall”) (note (1), (2) and (3)) | 中國 二零零六年十月八日 PRC 8 October 2006 | 2,200,000美元 USD2,200,000 | – | 100 | 生產及買賣動物飼料 Manufacturing and trading of animal feeds |
| 鐵嶺大成商貿有限公司 (「鐵嶺商貿」)(附註(1)及(3)) Tieling Greatwall Trade Co., Ltd. (“Tieling Trade”) (note (1) and (3)) | 中國 二零零四年六月二十三日 PRC 23 June 2004 | 人民幣2,000,000元 RMB2,000,000 | – | 100 | 買賣動物飼料 Trading of animal feeds |
| Hwabei Agri Corporation (“Hwabei Agri”) | 英屬處女群島 一九九八年 十二月二十三日 BVI 23 December 1998 | 37,700,000美元 USD37,700,000 | – | 100 | 投資控股 Investment holding |
| 大成萬達(香港)有限公司 (「香港大成」) DaChan Wanda (HK) Limited (“Hong Kong DaChan”) | 香港 一九八四年六月二十六日 Hong Kong 26 June 1984 | 33,900,000美元 USD33,900,000 | – | 100 | 投資控股 Investment holding |

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15 於附屬公司的投資(續)

15 INVESTMENTS IN SUBSIDIARIES
(continued)

| 公司名稱 Name of company | 註冊成立/ 成立及營運地點及日期 Place and date of incorporation/ establishment and operation | 已發行及 已繳足股本/ 註冊資本 Issued and fully paid up/ registered capital | 應佔股權 Attributable equity interest | | 主要業務 Principal activities |
|--|--|--|---|----------------|---|
| | | | 直接 Direct | 間接 Indirect | |
| | | | % | % | |
| 大成萬達(天津)有限公司 (「天津大成」)(附註(1)、(2)及(3)) DaChan Wanda (Tianjin) Co., Ltd. ("Tianjin DaChan") (note (1), (2) and (3)) | 中國 一九九二年十月二十六日 PRC 26 October 1992 | 人民幣 447,200,000元 RMB447,200,000 | - | 100 | 生產及買賣動物飼料， 養殖及買賣家禽及 家畜，加工及買賣肉類 及肉產品 Manufacturing and trading of animal feeds, husbandry and trading of poultry and livestock, processing and trading of meat and meat products |
| Union Manufacturing Limited ("Union Manufacturing") | 英屬處女群島 一九九六年二月七日 BVI 7 February 1996 | 7,700,000美元 USD7,700,000 | - | 100 | 投資控股 Investment holding |
| 大成美食(上海)有限公司 (「上海美食」)(附註(1)、(2)及(3)) Greatwall Gourmet (Shanghai) Co., Ltd. ("Shanghai Gourmet") (note (1), (2) and (3)) | 中國 一九九六年九月五日 PRC 5 September 1996 | 6,940,000美元 USD6,940,000 | - | 100 | 食品加工 Foods processing |
| Great Wall Kuang-Ming Investment (BVI) Co., Ltd. ("Kuang-Ming Investment") | 英屬處女群島 一九九五年三月十七日 BVI 17 March 1995 | 6,500,000美元 USD6,500,000 | - | 100 | 投資控股 Investment holding |

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15 於附屬公司的投資(續)

15 INVESTMENTS IN SUBSIDIARIES (continued)

| 公司名稱 Name of company | 註冊成立/ 成立及營運地點及日期 Place and date of incorporation/ establishment and operation | 已發行及 已繳足股本/ 註冊資本 Issued and fully paid up/ registered capital | 應佔股權 | | 主要業務 Principal activities |
|---|--|--|---------------------------------|----------------|--|
| | | | Attributable equity interest | | |
| | | | 直接 Direct | 間接 Indirect | |
| | | | % | % | |
| Asia Nutrition Technologies (VN) Investment Co., Ltd. ("ANTIC-VN") | 英屬處女群島 一九九八年九月七日 BVI 7 September 1998 | 7,615,590美元 USD7,615,590 | - | 65.51 | 投資控股 Investment holding |
| Asia Nutrition Technologies (HN) Co., Ltd. ("ANT-HN") | 越南 二零零三年一月二十二日 Vietnam 22 January 2003 | 89,600,000,000 越南盾 Vietnamese Dong ("VND") 89,600,000,000 | - | 65.51 | 生產及買賣動物飼料 Manufacturing and trading of animal feeds |
| Asia Nutrition Technologies (VN) Co., Ltd. ("ANT-VN") | 越南 一九九五年四月二十九日 Vietnam 29 April 1995 | 190,836,294,000 越南盾 VND 190,836,294,000 | - | 65.51 | 生產及買賣動物飼料 Manufacturing and trading of animal feeds |
| Asia Nutrition Technologies (LA) Co., Ltd. ("ANT-LA") | 越南 二零零七年四月十三日 Vietnam 13 April 2007 | 48,000,000,000 越南盾 VND 48,000,000,000 | - | 65.51 | 生產及買賣飼料及相關 添加劑、水產飼料、獸 藥及水產藥物 Manufacturing and trading of feed meal and related additives, aquatic products, veterinary and aquatic medicine |

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(Expressed in thousands of Renminbi unless otherwise stated)

15 於附屬公司的投資 (續)

15 INVESTMENTS IN SUBSIDIARIES
(continued)

| 公司名稱 Name of company | 註冊成立/ 成立及營運地點及日期 Place and date of incorporation/ establishment and operation | 已發行及 已繳足股本/ 註冊資本 Issued and fully paid up/ registered capital | 應佔股權 Attributable equity interest | | 主要業務 Principal activities |
|---|--|--|---|----------------|--|
| | | | 直接 Direct | 間接 Indirect | |
| | | | % | % | |
| Asia Nutrition Technologies (MV) Co., Ltd. ("ANT-MV") | 越南 二零一二年九月二十六日 Vietnam 26 September 2012 | 3,000,000美元 USD3,000,000 | - | 65.51 | 生產及買賣動物飼料 Manufacturing and trading of animal feeds |
| Great Wall Nutrition Technologies Sdn. Bhd. ("Great Wall Malaysia") | 馬來西亞 一九九零年八月三日 Malaysia 3 August 1990 | 4,373,770馬幣 Malaysian Ringgit ("MYR") 4,373,770 | - | 100 | 生產及買賣動物飼料 Manufacturing and sales of animal feeds |
| Marksville Corporation ("Marksville") | 英屬處女群島 二零零七年六月十五日 BVI 15 June 2007 | 1美元 USD1 | - | 100 | 投資控股 Investment holding |
| 大連天成肉雞發展有限公司 (「大連天成」)(附註(1)及(3)) Dalian Tiancheng Broiler Development Co., Ltd. ("Dalian Tiancheng") (note (1) and (3)) | 中國 二零零八年九月十五日 PRC 15 September 2008 | 人民幣7,000,000元 RMB7,000,000 | - | 100 | 肉雞養殖技術開發， 肉雞飼養及買賣 Technical research and development in broilers husbandry, breeding and trading of broilers |

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15 於附屬公司的投資(續)

15 INVESTMENTS IN SUBSIDIARIES (continued)

| 公司名稱 Name of company | 註冊成立/ 成立及營運地點及日期 Place and date of incorporation/ establishment and operation | 已發行及 已繳足股本/ 註冊資本 Issued and fully paid up/ registered capital | 應佔股權 | | 主要業務 Principal activities |
|---|--|--|------------------------------|----------------|---|
| | | | Attributable equity interest | | |
| | | | 直接 Direct | 間接 Indirect | |
| | | | % | % | |
| 四川大成農牧科技有限公司 (「四川大成」)(附註(1)及(3)) DaChan Agricultural Technologies (Sichuan) Co., Ltd. ("Sichuan DaChan") (note (1) and (3)) | 中國 二零零八年八月二十五日 PRC 25 August 2008 | 人民幣20,000,000元 RMB20,000,000 | – | 100 | 生產及買賣動物飼料及 相關添加劑、養殖研究 及諮詢 Manufacturing and trading of animal feeds and related additives, research and consultation on husbandry |
| 大成食品(河北)有限公司 (「河北大成」)(附註(1)、(2)及(3)) DaChan Food (Hebei) Co., Ltd. ("Hebei DaChan") (note (1), (2) and (3)) | 中國 二零零八年二月二十八日 PRC 28 February 2008 | 23,080,000美元 USD23,080,000 | – | 100 | 生產及買賣動物 飼料、加工及買賣 肉類及肉產品 Manufacturing and trading of animal feeds, processing and trading of meat and meat products |
| 北京東北亞諮詢有限公司 (「東北亞諮詢」)(附註(1)、(2)及(3)) Dongbei (Beijing) Consultant Co., Ltd. ("Dongbei Consultant") (note (1), (2) and (3)) | 中國 二零零八年十月三十日 PRC 30 October 2008 | 500,000美元 USD500,000 | – | 100 | 管理服務 Management services |

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15 於附屬公司的投資(續)

15 INVESTMENTS IN SUBSIDIARIES
(continued)

| 公司名稱 Name of company | 註冊成立/ 成立及營運地點及日期 Place and date of incorporation/ establishment and operation | 已發行及 已繳足股本/ 註冊資本 Issued and fully paid up/ registered capital | 應佔股權 Attributable equity interest | | 主要業務 Principal activities |
|--|--|--|---|---------------------|---|
| | | | 直接 Direct % | 間接 Indirect % | |
| 大成食品(盤錦)有限公司 (「盤錦大成」)(附註(1)、(2)及(3)) DaChan Food (Panjin) Co., Ltd. ("Panjin DaChan") (notes (1), (2) and (3)) | 中國 二零零八年 十一月二十八日 PRC 28 November 2008 | 3,000,000美元 USD3,000,000 | - | 100 | 買賣畜禽及家畜、加工 及買賣肉類及肉產品 Trading of poultry and livestock, processing and trading of meat and meat products |
| 北京姐妹廚房餐飲管理有限公司 (「北京姐妹」)(附註(1)及(3)) Beijing Sisters Kitchen Food and Beverage Management Co., Ltd. ("Beijing Sisters") (note (1) and (3)) | 中國 二零零八年十月十六日 PRC 16 October 2008 | 人民幣500,000元 RMB500,000 | - | 100 | 餐飲管理 Food and beverage management |
| 兗州安鮮農場食品有限公司 (「兗州安鮮」)(附註(1)及(3)) Yanzhou S&F Farm Co., Ltd. ("Yanzhou S&F") (note (1) and (3)) | 中國 二零零八年三月二十日 PRC 20 March 2008 | 人民幣50,000,000元 RMB50,000,000 | - | 100 | 買賣動物飼料、養殖及 買賣家禽及家畜、加工 及買賣肉類及肉產品 Trading of animal feeds, husbandry and trading of poultry and livestock, processing and trading of meat and meat products |

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15 於附屬公司的投資(續)

15 INVESTMENTS IN SUBSIDIARIES (continued)

| 公司名稱 Name of company | 註冊成立/ 成立及營運地點及日期 Place and date of incorporation/ establishment and operation | 已發行及 已繳足股本/ 註冊資本 Issued and fully paid up/ registered capital | 應佔股權 | | 主要業務 Principal activities |
|--|--|--|---------------------------------|----------------|---|
| | | | Attributable equity interest | | |
| | | | 直接 Direct | 間接 Indirect | |
| | | | % | % | |
| 蚌埠大成食品有限公司 (「蚌埠大成」)(附註(1)及(3)) Bengbu DaChan Food Co., Ltd. (“Bengbu DaChan”) (note (1) and (3)) | 中國 二零零八年十二月三日 PRC 3 December 2008 | 人民幣70,000,000元 RMB70,000,000 | – | 100 | 買賣動物飼料、養殖及 買賣家禽及家畜、加工 及買賣肉類及肉產品 Trading of animal feeds, husbandry and trading of poultry and livestock, processing and trading of meat and meat products |
| 青島大成科技飼料有限公司 (「青島大成」)(附註(1)、(2)及(3)) Qingdao DaChan Technologies Feed Co., Ltd. (“Qingdao DaChan”) (note (1), (2) and (3)) | 中國 二零零八年十一月十四日 PRC 14 November 2008 | 3,300,000美元 USD3,300,000 | – | 100 | 生產及買賣動物飼料 Manufacturing and trading of animal feeds |
| Miyasun-Great Wall (BVI) Co., Ltd. (“Miyasun-Great Wall”) | 英屬處女群島 一九九五年三月十七日 BVI 17 March 1995 | 5,015,000美元 USD5,015,000 | – | 100 | 投資控股 Investment holding |
| 大成宮產食品(大連)有限公司 (「宮產食品」)(附註(1)、(2)及(3)) Miyasun – Great Wall Foods (Dalian) Co., Ltd. (“Miyasun Foods”) (note (1), (2) and (3)) | 中國 一九九五年五月二十日 PRC 20 May 1995 | 9,880,000美元 USD9,880,000 | – | 100 | 食品加工 Foods processing |

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15 於附屬公司的投資 (續)

15 INVESTMENTS IN SUBSIDIARIES
(continued)

| 公司名稱 Name of company | 註冊成立/ 成立及營運地點及日期 Place and date of incorporation/ establishment and operation | 已發行及 已繳足股本/ 註冊資本 Issued and fully paid up/ registered capital | 應佔股權 Attributable equity interest | | 主要業務 Principal activities |
|--|--|--|---|---------------------|---|
| | | | 直接 Direct % | 間接 Indirect % | |
| 大成中新有限公司 DaChan Zhong Xin Limited (“DZXL”) | 香港 二零一一年六月八日 Hong Kong 8 June 2011 | 7,590,000美元 USD7,590,000 | – | 94.47 | 投資控股 Investment holding |
| 大成農技葫蘆島有限公司 (附註(1)、(2)及(3)) Great Wall Agritech Huludao Co., Ltd. (note (1), (2) and (3)) | 中國 二零零九年七月十三日 PRC 13 July 2009 | 3,800,000美元 USD3,800,000 | – | 100 | 生產及買賣動物飼料 Manufacturing and trading of animal feeds |
| 大成農牧(河南)有限公司 (附註(1)、(2)及(3)) Geatwall Agri (Henan) Co., Ltd. (note (1), (2) and (3)) | 中國 二零零九年七月二十四日 PRC 24 July 2009 | 1,900,000美元 USD1,900,000 | – | 100 | 生產及買賣動物飼料 Manufacturing and trading of animal feeds |
| 天津大成前瞻生物科技研發有限公司 (附註(1)及(3)) Tianjin DaChan Prospect Research And Development Co., Ltd. (note (1) and (3)) | 中國 二零零九年十一月九日 PRC 9 November 2009 | 人民幣100,000元 RMB100,000 | – | 100 | 研發 Research and development |
| 正藍旗大成生態牧場有限公司 (附註(1)及(3)) Zhenglanqi DaChan Eco-ranch Co., Ltd. (note(1) and (3)) | 中國 二零一一年一月五日 PRC 5 January 2011 | 人民幣100,000元 RMB100,000 | – | 100 | 食品服務，動物養殖 及銷售 Food service, animal husbandry and selling |

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(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

15 於附屬公司的投資(續)

15 INVESTMENTS IN SUBSIDIARIES (continued)

| 公司名稱 Name of company | 註冊成立/ 成立及營運地點及日期 Place and date of incorporation/ establishment and operation | 已發行及 已繳足股本/ 註冊資本 Issued and fully paid up/ registered capital | 應佔股權 | | 主要業務 Principal activities |
|--|--|--|---------------------------------|----------------|---|
| | | | Attributable equity interest | | |
| | | | 直接 Direct | 間接 Indirect | |
| | | | % | % | |
| 台畜大成食品控股有限公司 Taixu & DaChan Foods Holdings Co., Limited ("TDFH") | 英屬處女群島 二零一一年三月三日 BVI 3 March 2012 | 3,900,000美元 USD3,900,000 | – | 61.54 | 投資控股 Investment holding |
| 台畜大成食品有限公司 Taixu & DaChan Foods Co., Limited ("TDF") | 香港 二零一二年十一月二十九日 Hong Kong 29 November 2012 | 6,000,000美元 USD6,000,000 | – | 65 | 投資控股 Investment holding |
| 台畜大成食品(大連)有限公司 (附註(1)及(3)) Taixu & DaChan Foods (Dalian) Co., Limited (note(1) and (3)) ("TDF-DL") | 中國 二零一二年五月二十五日 PRC 25 May 2012 | 人民幣20,000,000元 RMB20,000,000 | – | 65 | 買賣肉類品及肉產 Trading of meat and meat products |
| 中國安鮮農場控股有限公司 China S&F Farm Holdings Co., Limited | 英屬處女群島 二零一一年十月二十日 BVI 20 October 2011 | 7,000,000美元 USD7,000,000 | – | 100 | 投資控股 Investment holding |
| 山東大成生物科技有限公司 (附註(1)及(3)) Shandong DaChan Biotechnology Co., Limited (note (1) and (3)) | 中國 二零一二年一月十二日 PRC 12 January 2012 | 3,000,000美元 USD3,000,000 | – | 100 | 生產及買賣動物飼料 Manufacturing and trading of animal feeds |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

15 於附屬公司的投資(續)

15 INVESTMENTS IN SUBSIDIARIES
(continued)

| 公司名稱 Name of company | 註冊成立/ 成立及營運地點及日期 Place and date of incorporation/ establishment and operation | 已發行及 已繳足股本/ 註冊資本 Issued and fully paid up/ registered capital | 應佔股權 Attributable equity interest | | 主要業務 Principal activities |
|---|--|--|---|----------------|---|
| | | | 直接 Direct | 間接 Indirect | |
| | | | % | % | |
| 大藍生物科技飼料(香港)有限公司 (附註(4)) DaLOL Bio-Nutrition (HK) Co., Ltd. (note (4)) | 香港 二零零九年七月十六日 Hong Kong 16 July 2009 | 1,400,000美元 USD1,400,000 | - | 100 | 投資控股 Investment holding |
| 湖南大藍生物科技飼料有限公司 (附註(1), (2), (3)及(4)) Hunan DaLOL Bio-Technical Feed Co., Ltd. (note (1), (2), (3) and (4)) | 中國 二零零九年九月一日 PRC 1 September 2009 | 1,350,000美元 USD1,350,000 | - | 100 | 生產及買賣動物飼料 Manufactory & trading of animal feeds |

附註：

Notes:

- (1) 該等公司的名稱以中文為其法定名稱，公司名稱的英文譯本僅供參考。
- (2) 該等於中國境內成立的實體均為外商獨資企業。
- (3) 該等於中國境內成立的實體均為有限責任公司。
- (4) 於二零一三年五月十五日，本集團向 Asia Harvest Holdings Limited 以現金代價 287,107 美元購買了 DaLOL-HK 的 700,000 股普通股(每股面值為 1.00 美元)。因此，DaLOL-HK 及其附屬公司湖南大藍自二零一三年五月十五日起由共同控制實體成為全資附屬公司。
- (1) The English translation of the company names is for reference only. The official names of these companies are in Chinese.
- (2) These entities established in the PRC are wholly foreign-owned enterprises.
- (3) These entities established in the PRC are limited liability companies.
- (4) On 15 May 2013, the Group bought 700,000 ordinary shares of DaLOL-HK with a par value of USD1.00 from Asia Harvest Holdings Limited with cash consideration of USD287,107. As a result, DaLOL-HK and its subsidiary DaLOL-HU became wholly owned subsidiaries from jointly ventures since 15 May 2013.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

15 於附屬公司的投資（續）

下表載列有關本集團的附屬公司（本集團有非控股權益）的資料。下文所呈列之財務資料概要指公司間對銷前之金額。

15 INVESTMENTS IN SUBSIDIARIES (continued)

The following table lists out the information relating to the subsidiaries of the Group which has non-controlling interests. The summarised financial information presented below represents the amounts before any inter-company elimination.

| | | 二零一三年 | | | | | |
|-------------|---|-----------|-----------|---------|---------|---------|-----------|
| | | 2013 | | | | | |
| | | ANTIC-VN | GWDL | DZXL | TDF | TDFH | 總計 |
| | | ANTIC-VN | GWDL | DZXL | TDF | TDFH | Total |
| 非控股權益百分比 | Non-controlling interests percentage | 34.49% | 43% | 5.53% | 35% | 38.46% | |
| 非流動資產 | Non-current assets | 131,106 | 180,693 | - | 13 | 8 | 311,820 |
| 流動資產 | Current assets | 421,456 | 357,400 | 43,872 | 35,849 | 23,281 | 881,858 |
| 非流動負債 | Non-current liabilities | - | - | - | - | - | - |
| 流動負債 | Current liabilities | (213,243) | (202,558) | (1,492) | (3,283) | (2,158) | (422,734) |
| 資產淨值 | Net assets | 339,319 | 335,535 | 42,380 | 32,579 | 21,131 | 770,944 |
| 非控股權益帳面值 | Carrying amount of non-controlling interests | 117,031 | 144,280 | 2,344 | 11,403 | 8,127 | 283,185 |
| 收入 | Revenue | 1,745,804 | 2,256,541 | - | 12,455 | 8,096 | 4,022,896 |
| 年內溢利 | Profit for the year | 87,527 | 26,178 | (2,174) | (2,513) | (1,680) | 107,338 |
| 全面收益總額 | Total comprehensive income | 87,527 | 26,178 | (2,174) | (2,513) | (1,680) | 107,338 |
| 分配至非控股權益之溢利 | Profit allocated to non-controlling interests | 30,188 | 11,257 | (120) | (880) | (646) | 39,799 |
| 向非控股權益派付之股息 | Dividend paid to non-controlling interests | 10,673 | - | - | - | - | 10,673 |
| 經營活動所得之現金 | Cash flow from operating activities | 110,553 | (32,739) | (1) | (1,225) | (1,225) | 75,363 |
| 投資活動所得之現金 | Cash flow from investing activities | 2,319 | (22,545) | - | 277 | 277 | (19,672) |
| 融資活動所得之現金 | Cash flow from financing activities | (109,563) | (908) | - | - | - | (110,471) |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

15 於附屬公司的投資(續)

15 INVESTMENTS IN SUBSIDIARIES
(continued)

| | | 二零一二年 | | | | | |
|-------------|---|-----------|-----------|----------|----------|----------|-----------|
| | | 2012 | | | | | |
| | | ANTIC-VN | GWDL | DZXL | TDF | TDFH | 總計 |
| | | ANTIC-VN | GWDL | DZXL | TDF | TDFH | Total |
| 非控股權益百分比 | Non-controlling interests percentage | 34.49% | 43% | 5.53% | 35% | 38.46% | |
| 非流動資產 | Non-current assets | 113,424 | 176,946 | - | 16 | 10 | 290,396 |
| 流動資產 | Current assets | 428,418 | 307,517 | 45,688 | 37,453 | 24,346 | 843,422 |
| 非流動負債 | Non-current liabilities | - | - | - | - | - | - |
| 流動負債 | Current liabilities | (256,234) | (123,354) | (594) | (1,593) | (1,036) | (382,811) |
| 資產淨值 | Net assets | 285,608 | 361,109 | 45,094 | 35,876 | 23,320 | 751,007 |
| 非控股權益帳面值 | Carrying amount of non-controlling interests | 98,506 | 155,277 | 2,494 | 12,557 | 8,969 | 277,803 |
| 收入 | Revenue | 1,575,966 | 2,091,690 | - | 2,993 | 1,945 | 3,672,594 |
| 年內溢利 | Profit for the year | 79,476 | 30,681 | 5,163 | (2,245) | (1,459) | 111,616 |
| 全面收益總額 | Total comprehensive income | 79,476 | 30,681 | 5,163 | (2,245) | (1,459) | 111,616 |
| 分配至非控股權益之溢利 | Profit allocated to non-controlling interests | 27,411 | 13,193 | 286 | (786) | (561) | 39,543 |
| 向非控股權益派付之股息 | Dividend paid to non-controlling interests | 32,722 | 12,208 | - | - | - | 44,930 |
| 經營活動所得之現金 | Cash flow from operating activities | 142,031 | 70,647 | - | (14,954) | (14,954) | 182,770 |
| 投資活動所得之現金 | Cash flow from investing activities | (4,247) | (29,214) | (28,778) | (19,921) | (44,537) | (126,697) |
| 融資活動所得之現金 | Cash flow from financing activities | (89,127) | (29,467) | 28,880 | 57,871 | 82,488 | 50,645 |

AABTIC-VN之財務資料列出ANTIC-VN、ANT-HN、ANT-LA及ANT-MV之綜合業績。GWDL之財務資料列出GWDL及GWF-DL之綜合業績。TDF之財務資料列出TDF及TDF-DL之綜合業績。TDFH之財務資料列出TDFH、TDF及TDF-DL之綜合業績(不包括TDF之非控股權益)。

The financial information for AABTIC-VN shows the consolidated results of ANTIC-VN, ANT-HN, ANT-LA and ANT-MV. The financial information for GWDL shows the consolidated results of GWDL and GWF-DL. The financial information for TDF shows the consolidated results of TDF and TDF-DL. The financial information for TDFH shows the consolidated results of TDFH, TDF and TDF-DL excluding non-controlling interests of TDF.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

16 於權益入賬參股公司的權益

16 INTERESTS IN EQUITY-ACCOUNTED INVESTEES

| | | | 本集團 | |
|------------|----------------------------|-----|---------|--------|
| | | | Group | |
| | | | 二零一三年 | 二零一二年 |
| | | | 2013 | 2012 |
| 於聯營公司之權益 | Interests in associates | (a) | 118,356 | 52,607 |
| 於合營公司之權益 | Interest in joint ventures | (b) | – | 2,028 |
| 於十二月三十一日結餘 | Balance at 31 December | | 118,356 | 54,635 |

(a) 聯營公司

下表列示本集團聯營公司之資料，所有聯營公司均為非上市法人公司，且並無市場報價：

(a) Associates

The following list contains the particulars of the Group's associates, all of which are unlisted corporate entities whose quoted market price is not available:

| 權益入賬參股公司名稱 | 企業組成模式 | 註冊成立及經營地點 | 註冊股本 | 股權比率 | | | 主要業務 |
|---|----------------------------|--------------------------------------|---------------------|----------------------------|----------------------|------------------------------------|---|
| | | | | 本集團的實際權益 | 由附屬公司持有 | 由權益入賬參股公司持有 | |
| Name of equity-accounted investees | Form of business structure | Place of incorporation and operation | Registered capital | Group's effective interest | Held by subsidiaries | Held by equity-accounted investees | Principal activity |
| 吉林中新成食品有限公司 (「吉林中新成」) | 註冊成立 Incorporated | 中國 PRC | 人民幣 160,000,000元 | 28% | 30% | – | 生產動物飼料及豬肉 |
| Jilin CSD Food Co., Ltd. (「Jilin CSD」) | | | RMB160,000,000 | | | | Manufactory of animal feeds and pork |
| 大連華都大成農牧有限公司 (「大連華都」) | 註冊成立 Incorporated | 中國 PRC | 人民幣 10,000,000元 | 30% | 30% | – | 家禽飼料及銷售 |
| Dalian Huadu DaChan Agriculture Co., Ltd. (「Dalian Huadu」) | | | RMB10,000,000 | | | | 以及技術顧問 Poultry breeding & sales and technology consultancy |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)16 於權益入賬參股公司的權益
(續)16 INTERESTS IN EQUITY-ACCOUNTED
INVESTEES (continued)

(a) 聯營公司(續)

(a) Associates (continued)

| 權益入賬參股公司名稱 Name of equity-accounted investees | 企業組成模式 Form of business structure | 註冊成立及 經營地點 Place of incorporation and operation | 註冊 股本 Registered capital | 股權比率 Proportion of ownership interest | | | 主要業務 Principal activity |
|--|--------------------------------------|---|-----------------------------------|--|-------------------------------------|---|---|
| | | | | 本集團的 實際權益 Group's effective interest | 由附屬公司 持有 Held by subsidiaries | 由權益入賬 參股公司持有 Held by equity-accounted investees | |
| DaChan (Asia-Pacific) Ltd. ("DAPL") | 註冊成立 Incorporated | 香港 Hong Kong | 2,000,000美元 USD2,000,000 | 26% | 40% | - | 生產及買賣 水產飼料 Manufactory & trading of aquatic feeds |
| DaChan (VN) Company Limited ("DVN") | 註冊成立 Incorporated | 越南 Vietnam | 1,800,000美元 USD1,800,000 | 26% | - | 100% | 生產動物及 買賣水產飼料 Manufactory & trading of aquatic feeds |
| 孟村回族自治縣大成畜牧 開發有限公司 Dachan Livestock Development Co., Ltd. ("DLDC") | 註冊成立 Incorporated | 中國 PRC | 人民幣1,000,000元 RMB1,000,000 | 40% | 40% | - | 建設及租賃 家禽養殖場 Poultry farms construction & leasing |
| 天津達成興業房地產開發 有限公司(「天津達成興業」)* Advent Prosperity Real Estate Development Co., Ltd. ("APRD") * | 註冊成立 Incorporated | 中國 PRC | 人民幣711,000,000元 RMB711,000,000 | 10% | 10% | - | 房地產開發 及相關服務 Real estate development & related services |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

16 於權益入賬參股公司的權益 (續)

(a) 聯營公司(續)

* 本集團認為其具重大影響力，原因是其於參股公司董事會擁有代表，因此，天津達成興業分類為聯營公司。

上述所有聯營公司採用權益法於綜合財務報表入賬。

下表概述聯營公司之財務資料，並與綜合財務報表內之帳面值對賬：

16 INTERESTS IN EQUITY-ACCOUNTED INVESTEES (continued)

(a) Associates (continued)

* The Group has determined that it has significant influence because it has representation on the board of the investee, so APRD is classified as an associate.

All of the above associates are accounted for using the equity method in the consolidated financial statements.

Summarised financial information of associates, reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)16 於權益入賬參股公司的權益
(續)16 INTERESTS IN EQUITY-ACCOUNTED
INVESTEES (continued)

(a) 聯營公司(續)

(a) Associates (continued)

| | | 二零一三年 2013 | | | | | |
|--------------------|---|---------------|----------|----------|---------|--------------|----------|
| | | | | | 大連華都 | 吉林中新成 | 總計 |
| | | APRD | DLDC | DAPL | HuaDu | Jilin CSD | Total |
| 聯營公司總金額 | Gross amounts of the associates' | | | | | | |
| 非流動資產 | Non-current assets | 334 | 22,907 | 1,554 | 2,931 | 128,846 | 156,572 |
| 流動資產 | Current assets | 356,970 | 7,360 | 23,985 | 10,953 | 16,409 | 415,677 |
| 流動負債 | Current liabilities | (109) | (29,267) | (22,324) | (1,590) | (4,902) | (58,192) |
| 權益 | Equity | 357,195 | 1,000 | 3,215 | 12,294 | 140,353 | 514,057 |
| 收益 | Revenue | - | - | 97,075 | 22,283 | - | 119,358 |
| 持續經營虧損 | Loss from continuing operation | (2,235) | - | (4,511) | (4,523) | (7,558) | (18,827) |
| 終止經營稅後損益 | Post-tax profit or loss from discontinued operations | - | - | - | - | - | - |
| 其他全面收益 | Other comprehensive income | - | - | - | - | - | - |
| 其他全面收益總額 | Total comprehensive income | (2,235) | - | (4,511) | (4,523) | (7,558) | (18,827) |
| 自聯營公司收取股息 | Dividend received from the associate | - | - | - | - | - | - |
| 與本集團於聯營公司 權益之對賬 | Reconciled to the Group's interest in the associates | | | | | | |
| 聯營公司資產淨值之總額 | Gross amounts of net assets of the associates | 357,195 | 1,000 | 3,215 | 12,294 | 140,353 | 514,057 |
| 本集團實際權益 | Group's effective interest | 10% | 40% | 40% | 30% | 30% | |
| 本集團應佔聯營公司 之資產淨值 | Group's share of net assets of the associates | 35,720 | 400 | 1,286 | 3,688 | 42,106 | 83,200 |
| 預付第二階段資本 | Prepaid second stage capital | 35,156 | - | - | - | - | 35,156 |
| 綜合財務報表所載 賬面值 | Carrying amount in the consolidated financial statements | 70,876 | 400 | 1,286 | 3,688 | 42,106 | 118,356 |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

16 於權益入賬參股公司的權益 (續)

(a) 聯營公司(續)

16 INTERESTS IN EQUITY-ACCOUNTED INVESTEES (continued)

(a) Associates (continued)

| | | 二零一二年 | | | |
|----------------------------|---|----------|--------|---------|----------|
| | | 2012 | | | |
| | | 大連華都 | 吉林中新成 | | |
| | | Dalian | Jilin | | |
| | | HuaDu | CSD | 總計 | |
| | | DAPL | | Total | |
| 聯營公司總金額 | Gross amounts of the associates' | | | | |
| 非流動資產 | Non-current assets | 752 | 6,195 | 84,267 | 91,214 |
| 流動資產 | Current assets | 26,487 | 11,249 | 66,910 | 104,646 |
| 流動負債 | Current liabilities | (19,269) | (627) | (3,265) | (23,161) |
| 權益 | Equity | 7,970 | 16,817 | 147,912 | 172,699 |
| 收益 | Revenue | 98,988 | 32,265 | - | 131,253 |
| 持續經營(虧損)/溢利 | (Loss)/profit from continuing operations | (3,433) | 5,817 | (6,181) | (3,797) |
| 終止經營稅後損益 | Post-tax profit or loss from discontinued operations | - | - | - | - |
| 其他全面收益 | Other comprehensive income | - | - | - | - |
| 其他全面收益總額 | Total comprehensive income | (3,433) | 5,817 | (6,181) | (3,797) |
| 自聯營公司收取股息 | Dividend received from the associate | - | - | - | - |
| 與本集團於聯營公司 權益之對賬 | Reconciled to the Group's interest in the associates | | | | |
| 聯營公司資產淨值 之總額 | Gross amounts of net assets of the associates | 7,970 | 16,817 | 147,912 | 172,699 |
| 本集團實際權益 | Group's effective interest | 40% | 30% | 30% | |
| 本集團應佔聯營公司 之資產淨值 | Group's share of net assets of the associates | 3,188 | 5,045 | 44,374 | 52,607 |
| 綜合財務報表所載賬面 | Carrying amount in the consolidated financial statements | 3,188 | 5,045 | 44,374 | 52,607 |

DAPL的財務資料顯示DAPL及
DVN的綜合業績。

The financial information for DAPL shows the
consolidated results of DAPL and DVN.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

16 於權益入賬參股公司的權益
(續)

(b) 合營公司

下表分析本集團合營公司之賬面值及應佔虧損及其他全面收益之總額。

16 INTERESTS IN EQUITY-ACCOUNTED
INVESTEES (continued)

(b) Joint venture

The following table analyses, in aggregate, the carrying amount and share of losses and other comprehensive income of the Group's joint ventures.

| | | 本集團 Group | |
|------------------|--|---------------|---------------|
| | | 二零一三年 2013 | 二零一二年 2012 |
| 於合營公司之權益 之賬面值 | Carrying amount of interests in joint venture | - | 2,028 |
| 應佔： | Share of: | | |
| — 持續經營虧損 | — losses from continuing operations | 209 | 777 |
| — 其他全面收益 | — other comprehensive income | - | - |
| 全面收益總額 | Total comprehensive income | 209 | 777 |

於二零一三年五月十五日，本集團於其合公司DaLOL-HK之股本權益由50%增至100%，而自當日DaLOL-HK及其附屬公司DALOL-HU成為附屬公司（見附註15）。因此，上表呈列的資料包括於二零一三年一月一日至二零一三年五月十五日期間DaLOL-HK及DALOL-HU的業績。

On 15 May 2013, the Group's equity interest in its joint venture, DaLOL-HK, increased from 50 percent to 100 percent and DaLOL-HK and its subsidiary, DaLOL-HU became subsidiaries from that date (see Note 15). Accordingly, the information presented above includes the results of DaLOL-HK and DaLOL-HU for the period from 1 January 2013 to 15 May 2013.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

17 存貨

(a) 綜合財務狀況表中的存貨包括：

| | | 集團 | |
|--------|---------------------------|------------------|---------|
| | | Group | |
| | | 二零一三年 | 二零一二年 |
| | | 2013 | 2012 |
| 動物飼料 | Animal feeds | 643,839 | 602,582 |
| 家禽及冷鮮肉 | Poultry and chilled meats | 211,812 | 130,943 |
| 加工食品 | Processed foods | 138,178 | 182,477 |
| 農產品 | Agricultural produce | 1,157 | 1,258 |
| 消耗品 | Consumables | 78,233 | 72,932 |
| | | 1,073,219 | 990,192 |

(b) 確認為開支的存貨金額分析如下：

| | | 集團 | |
|-----------------------|--|-------------------|------------|
| | | Group | |
| | | 二零一三年 | 二零一二年 |
| | | 2013 | 2012 |
| 已出售存貨賬面值 | Carrying amount of inventories sold | 10,521,465 | 10,238,982 |
| 存貨撇銷 | Write-down of inventories | 45,002 | 7,842 |
| 撥回存貨撇銷 | Reversal of write-down of inventories | (624) | (489) |
| 按公允價值初步 確認農產品 | Fair value of agricultural produce on initial recognition | (22,888) | (31,645) |
| 因銷售及出售農產品 而撥回的公允價值 | Reversal of fair value of agricultural produce due to sales and disposals | 22,989 | 32,987 |
| | | 10,565,944 | 10,247,677 |

於二零一三年十二月三十一日之綜合財務狀況表，已就可變現淨值低於賬面值之存貨作出撥備人民幣58,879,000元（二零一二年：人民幣14,501,000元）。除此撥備外，於二零一三年及二零一二年十二月三十一日，並無存貨按可變現淨值列值。

17 INVENTORIES

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

(b) The analysis of the amount of inventories recognised as an expense is as follows:

On the consolidated statement of financial position as at 31 December 2013, a provision of RMB58,879,000 (2012: RMB14,501,000) was made against those inventories with net realisable value lower than the carrying values. Other than this provision, none of the inventories as at 31 December 2013 and 2012 were carried at net realisable value.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

17 存貨(續)

- (b) 確認為開支的存貨金額分析如下：(續)

於二零一三年十二月三十一日止年度之存貨撇銷，原因為若干存貨因市況變動導致估計可變現淨值減少。

- (c) 農產品產量：

17 INVENTORIES (continued)

- (b) The analysis of the amount of inventories recognised as an expense is as follows: (continued)

The write-down of inventories during the year ended 31 December 2013 arose due to a decrease in the estimated net realisable value of certain inventories as a result of a change in market.

- (c) Production quantities of agricultural produce:

| | | 集團 Group | |
|---------|------------------------------|---------------|---------------|
| | | 二零一三年 2013 | 二零一二年 2012 |
| 肉雞蛋(單位) | Broiler breeder eggs (units) | 19,555,964 | 17,585,712 |

- (d) 農產品(指肉雞蛋)的變動概述如下：

- (d) Movements of the agricultural produce, representing broiler breeder eggs, are summarised as follows:

| | | 集團 Group | |
|-----------|-------------------------------------|---------------|---------------|
| | | 二零一三年 2013 | 二零一二年 2012 |
| 於一月一日 | At 1 January | 1,258 | 2,600 |
| 產蛋所致增加 | Increase due to lay | 22,888 | 31,645 |
| 銷售及出售所致減少 | Decrease due to sales and disposals | (22,989) | (32,987) |
| 於十二月三十一日 | At 31 December | 1,157 | 1,258 |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

18 生物資產

- (a) 有關生物資產（指非成年及成年種雞）的變動概述如下：

| | | 集團 | |
|-----------|---------------------------------------|----------------|---------|
| | | 二零一三年 | 二零一二年 |
| | | 2013 | 2012 |
| 於一月一日 | At 1 January | 7,154 | 14,314 |
| 採購所致增加 | Increase due to purchases | 872 | 2,238 |
| 退休及死亡所致減少 | Decrease due to retirement and deaths | (1,222) | (2,854) |
| 公允價值的變動 | Change in fair value | | |
| 減銷售成本 | less costs to sell | 4,804 | (6,544) |
| 於十二月三十一日 | At 31 December | 11,608 | 7,154 |

生物資產數目概述如下：

| | | 集團 | |
|---------------|---|----------------|---------|
| | | 二零一三年 | 二零一二年 |
| | | 2013 | 2012 |
| 為養成成年種雞而飼養的雞隻 | Chickens bred for growth into mature breeders | 146,491 | 110,780 |
| 成年種雞 | Mature breeders | 77,807 | 40,462 |
| | | 224,298 | 151,242 |

非成年種雞主要為了飼養成成年種雞。成年種雞主要用於生產農產品。

18 BIOLOGICAL ASSETS

- (a) Movements of the biological assets, representing immature and mature breeders, are summarised as follows:

The number of biological assets is summarised as follows:

The immature breeders are primarily bred for further growth into mature breeders. The mature breeders are primarily held to produce agricultural produce.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

18 生物資產(續)

(b) 公允價值計量

(i) 公允價值層級

本集團的種雞由董事於各報告期間結束時按公允價值基準重新評估。本集團之生物資產公允價值計量已按所用估值技術的輸入數據，分為三層次之公允價值(見附31(g))。

(ii) 第三層級公允價值

下表列出年初結餘至年末結餘第三層級公允價值之對賬。

| | | 本集團 Group |
|-------------------------|---|---------------|
| 於二零一三年一月一日結餘 | Balance at 1 January 2013 | 7,154 |
| 因購買增加 | Increase due to purchases | 872 |
| 因棄用及死亡減少 | Decrease due to retirement and deaths | (1,222) |
| 計入公允價值變動之收益 (扣除出售成本) | Gain included in change in fair value less costs to sell | |
| — 公允價值變動(已變現) | — Change in fair value (realised) | (4,454) |
| — 公允價值變動(未變現) | — Change in fair value (unrealised) | 9,258 |
| 於二零一三年十二月三十一日結餘 | Balance at 31 December 2013 | 11,608 |

下表列出公允價值計量所採用之估值技巧，以及所採用的重大不可觀察輸入數據。

18 BIOLOGICAL ASSETS (continued)

(b) Measurement of fair value

(i) Fair value hierarchy

The Group's breeders were revalued at end of each reporting period on a fair value basis. The fair value measurements for biological assets of the Group have been categorised as Level 3 fair values based on the inputs to the valuation techniques used (see Note 31(g)).

(ii) Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

The following table shows the valuation techniques used in measuring fair values, as well as the significant unobservable inputs used.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

18 生物資產(續)

(b) 公允價值計量(續)

(ii) 第三層級公允價值(續)

| 種類 Type | 估值技巧 Valuation technique | 重大不可觀察輸入數據 Significant unobservable inputs | 重大不可觀察輸入數據與公允價值計量之間的關係 Inter-relationship between key unobservable inputs and fair value measurement |
|---------------------------------|--|---|--|
| 家畜飼養－種雞 Livestock – breeders | 銷售比較法：銷售比較法通過比較於相關市場類似大小、品種及年齡之生物資產而估計價值，並考慮價值特徵、種雞市場及時間等差異因素。 Sales comparison approach: The sales comparison approach estimates value by comparing biological assets with similar size, species and age in the relevant market, and takes into account factors such as differences in characteristics or features of value, in breeder market, and in time. | 分類為成年種雞之優勢 Premiums on the classification as mature breeders. 大小優勢，超出類別平均大小 Premiums on size over the average of the category. 質量優勢 Premiums on quality. | 倘更多(更少)家畜分類為成年種雞，估計公允價值將增加(減少) The estimated fair value would increase (decrease) if more (less) livestock were classified as mature breeders. 倘大小及質素增加(減少)，家畜之估計公允價值將增加(減少) The estimated fair value of breeders would increase (decrease) if size and quality premiums increased (decreased). |

18 BIOLOGICAL ASSETS (continued)

(b) Measurement of fair value (continued)

(ii) Level 3 fair values (continued)

19 應收貿易賬款

19 TRADE RECEIVABLES

| | | 集團 Group | |
|--------|-----------------------------------|----------------|---------------|
| | | 二零一三年 2013 | 二零一二年 2012 |
| 應收貿易賬款 | Trade receivables | 374,085 | 345,451 |
| 減：呆賬撥備 | Less: allowance of doubtful debts | (9,834) | (4,448) |
| | | 364,251 | 341,003 |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

19 應收貿易賬款(續)

19 TRADE RECEIVABLES (continued)

(a) 賬齡分析

(a) Ageing analysis

應收貿易賬款於報告期末的賬齡分析如下：

As of the end of the reporting period, the ageing analysis of trade receivables is as follows:

| | | 集團 Group | |
|----------|----------------------------|----------------|---------------|
| | | 二零一三年 2013 | 二零一二年 2012 |
| 即期 | Current | 258,627 | 265,089 |
| 逾期少於30天 | Less than 30 days past due | 63,706 | 55,039 |
| 逾期31至60天 | 31-60 days past due | 20,477 | 8,136 |
| 逾期61至90天 | 61-90 days past due | 12,842 | 4,080 |
| 逾期超過90天 | More than 90 days past due | 18,433 | 13,107 |
| 逾期金額 | Amounts past due | 115,458 | 80,362 |
| | | 374,085 | 345,451 |

本集團一般允許其客戶有30日至60日的信貸期。有關本集團信貸政策的詳情載於附註31(a)。

The Group normally allows a credit period ranging from 30 days to 60 days to its customers. Further details on the Group's credit policy are set out in note 31(a).

(b) 應收貿易賬款的減值

(b) Impairment of trade receivables

有關應收貿易賬款的減值虧損乃採用撥備賬入賬，除非本集團認為收回該等款項的可能性極小，於該情況下，其減值虧損將以應收貿易賬款直接撇銷。

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

19 應收貿易賬款(續)

(b) 應收貿易賬款的減值(續)

年內呆賬備務的變動如下：

| | | 集團 | 二零一三年 | 二零一二年 |
|-----------|--|-------|---------|---------|
| | | Group | 2013 | 2012 |
| 於一月一日 | At 1 January | | 4,448 | 7,131 |
| 於綜合損益表內扣除 | Charged to the consolidated income statement | | 7,558 | 345 |
| 撇銷不可收回金額 | Uncollectible amounts written off | | (2,172) | (3,028) |
| 於十二月三十一日 | At 31 December | | 9,834 | 4,448 |

於二零一三年十二月三十一日，本集團的應收貿易賬款中人民幣9,834,000元(二零一二年：人民幣4,448,000元)經個別確定需要減值。個別減值應收款項與有財務困境的客戶有關，而管理層評估預期僅可收回部分的應收款項。因此，已個別確認呆賬撥備人民幣9,834,000元(二零一二年：人民幣4,448,000元)。本集團對這些應收款項並無持有抵押品。

19 TRADE RECEIVABLES (continued)

(b) Impairment of trade receivables (continued)

The movement in the allowance for doubtful debts during the year is as follows:

| | | 集團 | 二零一三年 | 二零一二年 |
|-----------|--|-------|---------|---------|
| | | Group | 2013 | 2012 |
| 於一月一日 | At 1 January | | 4,448 | 7,131 |
| 於綜合損益表內扣除 | Charged to the consolidated income statement | | 7,558 | 345 |
| 撇銷不可收回金額 | Uncollectible amounts written off | | (2,172) | (3,028) |
| 於十二月三十一日 | At 31 December | | 9,834 | 4,448 |

At 31 December 2013, the Group's trade receivables of RMB9,834,000 (2012: RMB4,448,000) were individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered. Consequently, specific allowances for doubtful debts of RMB9,834,000 (2012: RMB4,448,000) were recognised. The Group does not hold any collateral over these balances.

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(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

19 應收貿易賬款(續)

(c) 未減值的應收貿易賬款

既未過期亦未減值的應收款項與大量近期並無過往違約行為的客戶有關。

已過期惟並無減值的應收款項與多名和本集團保持良好過往紀錄的獨立客戶有關。根據過往經驗，管理層相信由於信貸質量沒有重大改變，餘額仍然被視為全部可收回，對於這些應收款項無須計提減值準備。本集團對於這些應收款項沒有持有抵押品。

所有應收貿易賬款預期於一年內收回。

19 TRADE RECEIVABLES (continued)

(c) Trade receivables that are not impaired

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

All the trade receivables are expected to be recovered within one year.

20 其他應收款項

20 OTHER RECEIVABLES

| | | 集團 | | 公司 | |
|-----------------------|---|---------|---------|---------|-------|
| | | Group | | Company | |
| | | 二零一三年 | 二零一二年 | 二零一三年 | 二零一二年 |
| | | 2013 | 2012 | 2013 | 2012 |
| 可收回增值稅(i) | VAT recoverable (i) | 259,573 | 219,141 | - | - |
| 按金及預付款(ii) | Deposits and prepayments (ii) | 74,371 | 94,550 | - | - |
| 應收關連人士款項 (附註30(d)) | Amounts due from related parties (note 30(d)) | 48,469 | 33,184 | - | - |
| 墊款予員工 | Advances to staff | 6,977 | 4,732 | - | - |
| 其他 | Others | 16,586 | 32,428 | 10,285 | 7,129 |
| | | 405,976 | 384,035 | 10,285 | 7,129 |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

20 其他應收款項(續)

- (i) 可收回增值稅指可抵銷未來銷項增值稅的未動用進項增值稅。未動用進項增值稅主要因雞肉銷項增值稅不足以抵銷自契約農戶購買活雞的進項增值稅而產生。本公司董事認為，截至二零一三年十二月三十一日的可收回增值稅將根據本集團的計劃於一年內動用。
- (ii) 預付款包括因購買原料而向供應商作出的預先付款及其他預付支出。

所有其他應收款項(包括應收關連人士款項)預期於一年內收回。

21 現金及現金等價物

20 OTHER RECEIVABLES (continued)

- (i) The VAT recoverable represents the unutilised input VAT eligible for offsetting against future output VAT. The unutilised input VAT arose mainly due to the insufficient output VAT on sales of chicken meat to offset the input VAT on purchases of live chickens from contract farmers. The directors of the Company are of the opinion that the VAT recoverable as at 31 December 2013 will be utilised within one year based on the Group's budget.
- (ii) Prepayments consist of advance payments made to suppliers for purchases of raw materials and other prepaid expenses.

All of other receivables (including amounts due from related parties) are expected to be recovered within one year.

21 CASH AND CASH EQUIVALENTS

| | | 集團 | | 公司 | |
|------------|---------------------------|----------------|---------|----------------|--------|
| | | Group | | Company | |
| | | 二零一三年 | 二零一二年 | 二零一三年 | 二零一二年 |
| | | 2013 | 2012 | 2013 | 2012 |
| 綜合財務狀況表中 | Cash and cash equivalents | | | | |
| 及綜合現金流量表中的 | in the consolidated | | | | |
| 現金及現金等價物 | statement of financial | | | | |
| | position and in the | | | | |
| | consolidated cash | | | | |
| | flow statement | 590,126 | 610,411 | 103,622 | 21,606 |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

22 應付貿易賬款

22 TRADE PAYABLES

| | | 集團 Group | |
|--------|----------------|----------------|---------------|
| | | 二零一三年 2013 | 二零一二年 2012 |
| 應付貿易賬款 | Trade payables | 740,321 | 678,244 |

所有應付貿易賬款預期於一年內支付。

The trade payables are expected to be settled within one year.

於報告期末，應付貿易賬款的賬齡分析如下：

As of the end of the reporting period, the ageing analysis of trade payables is as follows:

| | | 集團 Group | |
|---------|---------------------|----------------|---------------|
| | | 二零一三年 2013 | 二零一二年 2012 |
| 30天內 | Within 30 days | 635,770 | 582,944 |
| 31至60天 | 31 days to 60 days | 38,508 | 38,990 |
| 61至90天 | 61 days to 90 days | 28,164 | 17,901 |
| 91至180天 | 91 days to 180 days | 37,879 | 38,409 |
| | | 740,321 | 678,244 |

財務報表附註

Notes to the Financial Statements

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(Expressed in thousands of Renminbi unless otherwise stated)

23 其他應付款項及應付關連人士款項

23 OTHER PAYABLES AND AMOUNTS DUE TO RELATED PARTIES

| | | 集團 | | 公司 | |
|------------------------|--|----------------|---------|--------------|--------|
| | | Group | | Company | |
| | | 二零一三年 | 二零一二年 | 二零一三年 | 二零一二年 |
| | | 2013 | 2012 | 2013 | 2012 |
| 薪金、工資、獎金及 其他應付福利 | Salaries, wages, bonuses and other benefits payable | 65,724 | 60,206 | 7,361 | 9,367 |
| 應計費用 | Accrued expenses | 84,423 | 82,980 | 1,681 | 1,162 |
| 履約按金 | Contract performance deposits | 45,928 | 43,820 | – | – |
| 預收款項 | Receipts in advance | 21,568 | 21,054 | – | – |
| 購買固定資產應付款項 | Payables for purchase of fixed assets | 15,690 | 15,363 | – | – |
| 應付關連人士款項 (附註 30(e)) | Amounts due to related parties (note 30(e)) | 1,867 | 9,509 | 233 | 8,583 |
| 其他 | Others | 147,164 | 135,392 | – | – |
| | | 382,364 | 368,324 | 9,275 | 19,112 |

所有其他應付款項及應付關連人士款項預期於一年內支付。

All of other payables and amounts due to related parties are expected to be settled within one year.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

24 銀行貸款

24 INTEREST-BEARING BORROWINGS

(a) 須償還的銀行貸款如下：

(a) Bank loans were repayable as follows:

| | | 集團 | | 公司 | |
|------------------------------------|---|------------------|-----------|------------------|---------|
| | | Group | | Company | |
| | | 二零一三年 | 二零一二年 | 二零一三年 | 二零一二年 |
| | | 2013 | 2012 | 2013 | 2012 |
| 銀行貸款 | Bank loans | | | | |
| – 須於一年內償還 | – repayable within 1 year | 212,398 | 257,921 | 146,630 | – |
| – 須於一年後但於 兩年內償還 | – repayable after 1 year but within 2 years | 606,632 | 73,406 | 605,997 | 72,598 |
| – 須於兩年後但於 五年內償還 | – repayable after 2 year but within 5 years | 1,348 | 307,486 | – | 305,460 |
| | | 820,378 | 638,813 | 752,627 | 378,058 |
| 銀行貸款總值 | Total bank loans | 820,378 | 638,813 | 752,627 | 378,058 |
| 減：分類為流動負債 且須於一年內 償還的銀行 貸款 | Less: bank loans repayable within 1 year classified as current liabilities | (212,398) | (257,921) | (146,630) | – |
| 分類為非流動負債 的銀行貸款 | Bank loans classified as non-current liabilities | 607,980 | 380,892 | 605,997 | 378,058 |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

24 銀行貸款(續)

24 INTEREST-BEARING BORROWINGS (continued)

(b) 條款

(b) Terms

| | 集團 | | 公司 | |
|--------------------------|----------------|---------|----------------|---------|
| | Group | | Company | |
| | 二零一三年 | 二零一二年 | 二零一三年 | 二零一二年 |
| | 2013 | 2012 | 2013 | 2012 |
| 抵押銀行貸款： | | | | |
| Secured bank loan: | | | | |
| – 每年 MYR-BLR | | | | |
| – Floating interest rate | | | | |
| 下浮 2.15% 的浮動 | | | | |
| at MYR-BLR -2.15% | | | | |
| 利率(二零一二年： | | | | |
| per annum | | | | |
| 每年 4.45% 至 | | | | |
| (2012: 4.45% – 4.50% | | | | |
| 4.50%) | | | | |
| per annum) | | | | |
| | 2,543 | 6,226 | – | – |
| | 2,543 | 6,226 | – | – |
| 未抵押銀行貸款： | | | | |
| Unsecured bank loans: | | | | |
| – 固定利率為 | | | | |
| – Fixed interest rate | | | | |
| 每年 4.48% | | | | |
| at 4.48% | | | | |
| (二零一二年： | | | | |
| per annum | | | | |
| 每年 1.10%) | | | | |
| (2012: 1.10% | | | | |
| per annum) | | | | |
| | 20,000 | 125,710 | – | 378,058 |
| – 介乎每年 1.50% 至 | | | | |
| – Floating interest rate | | | | |
| 4.95% 的浮動利率 | | | | |
| ranging from | | | | |
| (二零一二年： | | | | |
| 1.50% – 4.95% | | | | |
| 每年 1.77% | | | | |
| per annum | | | | |
| 至 8.00%) | | | | |
| (2012: 1.77% – 8.00% | | | | |
| per annum) | | | | |
| | 797,835 | 506,877 | 752,627 | – |
| | 817,835 | 632,587 | 752,627 | 378,058 |
| 銀行貸款總值 | 820,378 | 638,813 | 752,627 | 378,058 |
| Total bank loans | 820,378 | 638,813 | 752,627 | 378,058 |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

24 銀行貸款(續)

- (c) 有抵押銀行貸款由下列資產抵押：

24 INTEREST-BEARING BORROWINGS
(continued)

- (c) The secured bank loans are secured by the following assets:

| | | 集團 Group | |
|-------|---------------------|---------------|---------------|
| | | 二零一三年 2013 | 二零一二年 2012 |
| 土地及樓宇 | Land and buildings | 8,071 | 9,289 |
| 廠房及機器 | Plant and machinery | — | 8,508 |
| | | 8,071 | 17,79 |

25 以股份為基礎的支出

- (a) 購股權計劃

於二零零七年九月十四日，本集團採納一項購股權計劃，使本集團僱員(包括集團任何公司的董事)符合資格以代價1港元接納可認購本公司股份的購股權。

25 SHARED-BASED PAYMENTS

- (a) Share option scheme

On 14 September 2007, the Group established a share option scheme that entitles employees of the Group, including directors of any Group entities, to take up options at consideration of HKD1 to subscribe for shares of the Company.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

25 以股份為基礎的支出(續)

(a) 購股權計劃(續)

- (i) 現有於過往年度授出的購股權的條款及條件如下，所有購股權均以實物交付股份的方式結算：

於二零零八年十月二十八日
授予下列人士的購股權：

- 董事
- 高級管理層
- 其他僱員

小計

於二零一一年十月二十七日
授予下列人士的購股權：

- 高級管理層

總計

購股權合約年期為四年。
已授出購股權須遵守每年
33%的分期歸屬比例。

25 SHARED-BASED PAYMENTS (continued)

(a) Share option scheme (continued)

- (i) The terms and conditions of the grants that existed during the years are as follows, whereby all options are settled by physical delivery of shares:

| | | 工具數目 Number of instruments |
|--|--|-------------------------------|
| Options granted on 28 October 2008 to: | | |
| – directors | | 4,000,000 |
| – senior management | | 4,050,000 |
| – other employees | | 3,450,000 |
| Subtotal | | 11,500,000 |
| Options granted on 27 October 2011 to: | | |
| – senior management | | 900,000 |
| Total | | 12,400,000 |

The options have a contractual life of four years. Options granted are subject to a vesting scale in tranches of 33 percent each per annum.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

25 以股份為基礎的支出(續)

25 SHARED-BASED PAYMENTS (continued)

(a) 購股權計劃(續)

(a) Share option scheme (continued)

(ii) 購股權的數目及加權平均行使價如下：

(ii) The number and weighted average exercise prices of share options are as follows:

| | | 二零一三年 2013 | | 二零一二年 2012 | |
|------------------|-------------------------------|--|-----------------------------------|--|-----------------------------------|
| | | 加權平均 行使價 Weighted average exercise price 港元 HKD | 購股權 數目 Number of options | 加權平均 行使價 Weighted average exercise price 港元 HKD | 購股權 數目 Number of options |
| 於一月一日尚未行使 | Outstanding at 1 January | 1.620 | 900,000 | 1.148 | 8,023,000 |
| 年內行使 | Exercised during the year | - | - | 1.088 | (3,674,000) |
| 年內失效 | Expired during the year | - | - | 1.088 | (3,449,000) |
| 於十二月三十一日 尚未行使 | Outstanding at 31 December | 1.620 | 900,000 | 1.620 | 900,000 |
| 於十二月三十一日 可行使 | Exercisable at 31 December | 1.620 | 600,000 | 1.620 | 300,000 |

於二零一三年十二月三十一日尚未行使的購股權的加權平均行使價為1.620港元(二零一二年：1.620港元)，加權平均剩餘合約年期為1.8年(二零一二年：2.8年)。

The options outstanding at 31 December 2013 had a weighted average exercise price of HKD1.620 (2012: HKD1.620) and a weighted average remaining contractual life of 1.8 years (2012: 2.8 years).

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

25 以股份為基礎的支出(續)

(a) 購股權計劃(續)

(iii) 購股權的公允價值及假設

為換取授出的購股權而獲取的服務的公允價值乃參照已授出購股權的公允價值計量。對已授出購股權公允價值的估計乃基於二項式點陣模式計量。購股權的年期乃作為該模式的一項輸入數據。該二項式點陣模式已計及預期對提早行使的因素。

於二零零八年十月二十八日授出的購股權的公允價值及假設如下：

| | | |
|-------------------------------|---|--|
| 於授出日的公允價值 | Fair value at grant date | HKD0.3882 – HKD0.4013 0.3882 港元 – 0.4013 港元 |
| 於授出日的股價 | Share price at grant date | HKD0.96 0.96 港元 |
| 行使價 | Exercise price | HKD1.088 1.088 港元 |
| 預期波動(以二項式點陣模式計算中使用的加權平均波動表示) | Expected volatility (expressed as weighted average volatility used in the modelling under binomial lattice model) | 57.51% |
| 購股權年期(以二項式點陣模式計算中使用的加權平均年期表示) | Option life (expressed as weighted average life used in the modelling under binomial lattice model) | 4 years 4 年 |
| 預期股息 | Expected dividends | Nil 零 |
| 無風險利率(以香港外匯基金債券為基準) | Risk-free interest rate (based on Hong Kong Exchange Fund Notes) | 1.98% |

25 SHARED-BASED PAYMENTS (continued)

(a) Share option scheme (continued)

(iii) 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 options is used as an input into this model. Expectations of early exercise are incorporated into the binomial lattice model.

Fair value of share options granted on 28 October 2008 and assumptions are as follows:

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

25 以股份為基礎的支出 (續)

(a) 購股權計劃 (續)

(iii) 購股權的公允價值及假設
(續)

於二零一一年十月二十七日授出的購股權的公允價值及假設如下：

| | |
|--|--|
| 於授出日的公允價值 | |
| 於授出日的股價 | |
| 行使價 | |
| 預期波動 (以二項式點陣 模式計算中使用的加權 平均波動表示) | |
| 購股權年期 (以二項式點陣 模式計算中使用的加權 平均年期表示) | |
| 預期股息 | |
| 無風險利率 (以香港外匯 基金債券為基準) | |

預期波幅乃按過往波幅 (按購股權之加權平均剩餘年期計算) 計算，並就根據公開可得資料預期日後波幅的任何變動作出調整。預期股息乃按過往之股息計算。

25 SHARED-BASED PAYMENTS (continued)

(a) Share option scheme (continued)

(iii) Fair value of share options and assumptions
(continued)

Fair value of share options granted on 27 October 2011 and assumptions are as follows:

| | |
|--|--|
| Fair value at grant date | HKD0.3700 – HKD0.4405 0.3700 港元 – 0.4405 港元 |
| Share price at grant date | HKD1.62 1.62 港元 |
| Exercise price | HKD1.62 1.62 港元 |
| Expected volatility (expressed as weighted average volatility used in the modelling under binomial lattice model) | 47.65% |
| Option life (expressed as weighted average life used in the modelling under binomial lattice model) | 4 years 4 年 |
| Expected dividends | 2.47% |
| Risk-free interest rate (based on Hong Kong Exchange Fund Notes) | 1.03% |

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.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

25 以股份為基礎的支出（續）

(a) 購股權計劃（續）

(iii) 購股權的公允價值及假設（續）

購股權是根據服務條件而授出。計算所收取服務於授出日期的公允價值時，並無計入此項條件。授出購股權並無與市況有關的條件。

截至二零一三年十二月三十一日止年度內，以股本結算的購股權付款支出達人民幣340,000元（二零一二年：人民幣127,000元），已於綜合損益表內確認。

(b) 有限股份獎勵計劃

於二零零八年十二月二十三日，本集團採納一項有限股份獎勵計劃（「該計劃」），旨在透過向本集團僱員（包括本集團公司的董事）提供額外獎勵，以保留優秀的現有員工。該計劃的有效期為十年，惟董事會提前終止該計劃則除外。根據該計劃回購的股份一經授出，將為有限股份，一經歸屬將不再為有限股份。該計劃無須受上市規則第十七章的條款規限。

25 SHARED-BASED PAYMENTS (continued)

(a) Share option scheme (continued)

(iii) Fair value of share options and assumptions (continued)

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.

During the year ended 31 December 2013, equity-settled share option payments expenses amounted to RMB34,000 (2012: RMB127,000) were recognised in the consolidated income statements.

(b) Restricted share award scheme

On 23 December 2008, the Group adopted a restricted share award scheme (the "Scheme") to retain the best available personnel by providing additional incentives to employees of the Group, including directors of Group entities. Unless terminated earlier by the Board, the Scheme shall be valid and effective for a term of ten years. The shares repurchased under the Scheme become restricted once granted and become unrestricted again once vested. The Scheme is not subject to the provisions of Chapter 17 of the Listing Rules.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

25 以股份為基礎的支出(續)

(b) 有限股份獎勵計劃(續)

截至二零一三年十二月三十一日止年度，該計劃下的有限股份詳情及變動如下：

| | | 於二零一三年 | | 於二零一三年 | | | |
|----|--------------|------------------|------------------|-----------------|----------------|------------|-------------------|
| | | 一月一日 | 期內 | 期內 | 十二月三十一日 | 授出日期 | |
| | | 尚未行使 | 已歸屬 | 已未收 | 尚未行使 | (年/月/日) | |
| | | Outstanding | Vested | Forfeited | Outstanding | Date of | 歸屬期 |
| | | as at | during | during | as at | grant (DD/ | Vesting |
| | | 01/01/2013 | the period | the period | 31/12/2013 | MM/YYYY) | period |
| 董事 | Directors | 276,000 | (138,000) | - | 138,000 | 26/03/2012 | 0-2年 0-2 years |
| 僱員 | Employees | 1,026,000 | (475,000) | (88,000) | 463,000 | 26/03/2012 | 0-2年 0-2 years |
| 僱員 | Employees | 260,000 | (260,000) | - | - | 27/10/2011 | 0-2年 0-2 years |
| 合計 | Total | 1,562,000 | (873,000) | (88,000) | 601,000 | | |

本集團僱員(作為本公司該計劃的獲授人)應佔的已發行有限股份數目及各加權平均授出日公允價值的變動如下：

25 SHARED-BASED PAYMENTS (continued)

(b) Restricted share award scheme (continued)

Particulars and movement of the restricted shares under the Scheme during the year ended 31 December 2013 were as follows:

Movements in the number of restricted shares outstanding and the respective weighted average grant date fair value attributable to the employees and directors of the Group as grantees of the Scheme of the Company were as follows:

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

25 以股份為基礎的支出(續)

(b) 有限股份獎勵計劃(續)

| | | 二零一三年 2013 | | 二零一二年 2012 | |
|------------------|-------------------------------|---|--|---|--|
| | | 加權平均 行使價 Weighted average grant date fair value (i) 港元 HKD | 購股權 數目 Number of restricted shares | 加權平均 行使價 Weighted average grant date fair value (i) 港元 HKD | 購股權 數目 Number of restricted shares |
| 於一月一日尚未行使 | Outstanding at 1 January | 1.595 | 1,562,000 | 1.570 | 260,000 |
| 已授出 | Granted | - | - | 1.600 | 2,025,000 |
| 已歸屬 | Vested | 1.606 | (873,000) | 1.600 | (685,000) |
| 已未收 | Forfeited | 1.600 | (88,000) | 1.600 | (38,000) |
| 於十二月三十一日 尚未行使 | Outstanding at 31 December | 1.578 | 601,000 | 1.595 | 1,562,000 |

(i) 授出日公允價值指本公司於授出日的股份的公允價值。

截至二零一三年十二月三十一日止年度內，有限股份獎勵計劃付款支出達人民幣615,000元(二零一二年：人民幣1,990,000元)，已於綜合損益表內確認。

25 SHARED-BASED PAYMENTS (continued)

(b) Restricted share award scheme (continued)

| | | 二零一三年 2013 | | 二零一二年 2012 | |
|------------------|-------------------------------|---|--|---|--|
| | | 加權平均 行使價 Weighted average grant date fair value (i) 港元 HKD | 購股權 數目 Number of restricted shares | 加權平均 行使價 Weighted average grant date fair value (i) 港元 HKD | 購股權 數目 Number of restricted shares |
| 於一月一日尚未行使 | Outstanding at 1 January | 1.595 | 1,562,000 | 1.570 | 260,000 |
| 已授出 | Granted | - | - | 1.600 | 2,025,000 |
| 已歸屬 | Vested | 1.606 | (873,000) | 1.600 | (685,000) |
| 已未收 | Forfeited | 1.600 | (88,000) | 1.600 | (38,000) |
| 於十二月三十一日 尚未行使 | Outstanding at 31 December | 1.578 | 601,000 | 1.595 | 1,562,000 |

(i) Grant date fair value represents the fair value of the shares of the Company at the grant date.

During the year ended 31 December 2013, restricted share award scheme payments expenses amounted to RMB615,000 (2012: RMB1,990,000) were recognised in the consolidated income statement.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

26 綜合財務狀況表中的稅項

26 TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) 綜合財務狀況表中的當期稅項：

(a) Current taxation in the consolidated statement of financial position:

| | | 二零一三年 2013 | 二零一二年 2012 |
|---------|---------------------------------------|-----------------|---------------|
| 於年初 | At beginning of the year | (21,358) | (31,328) |
| 年內所得稅撥備 | Provision for income tax for the year | (12,858) | (21,433) |
| 年內已付所得稅 | Income tax paid in the year | 14,706 | 31,417 |
| 匯率變動之影響 | Effect of movements in exchange rates | 93 | (14) |
| 於年末 | At end of the year | (19,417) | (21,358) |
| 代表： | <i>Represented by:</i> | | |
| 可收回所得稅 | Income tax recoverable | 558 | 183 |
| 應付所得稅 | Income tax payable | (19,975) | (21,541) |
| | | (19,417) | (21,358) |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

26 綜合財務狀況表中的稅項(續)

(b) 年內遞延稅項資產/(負債)變動

年內已於綜合財務狀況表中確認的遞延稅項資產/(負債)的組成項目及其變動如下：

| | | 低估計舊撥備 Understated depreciation allowance | 庫存撥備 Provision for inventories | 減值虧損－ 應收款項 Impairment loss – receivables | 可予抵免 稅項虧損 Allowable tax loss | 銷售回扣 及其他應計 Sales rebate and other accruals | 政府 補助 Government grants | 總計 Total |
|--------------------------------|--|--|---|--|---------------------------------------|--|----------------------------------|-------------|
| 於二零一三年一月一日 | At 1 January 2013 | (563) | 3,085 | 738 | 8,847 | 14,031 | 3,000 | 29,138 |
| 已於綜合損益表 計入/(扣除) (附註7(a)) | Credited/(charged) to consolidated income statement (note 7(a)) | 204 | 1,236 | 358 | 3,468 | 3,594 | (1,500) | 7,360 |
| 於二零一三年十二月三十一日 | At 31 December 2013 | (359) | 4,321 | 1,096 | 12,315 | 17,625 | 1,500 | 36,498 |
| 於二零一二年一月一日 | At 1 January 2012 | (466) | 1,020 | 1,422 | 14,156 | 9,464 | 4,440 | 30,036 |
| 已於綜合損益表 (扣除)/計入 (附註7(a)) | (Charged)/credited to consolidated income statement (note 7(a)) | (97) | 2,065 | (684) | (5,309) | 4,567 | (1,440) | (898) |
| 於二零一二年十二月三十一日 | At 31 December 2012 | (563) | 3,085 | 738 | 8,847 | 14,031 | 3,000 | 29,138 |

26 TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

(b) Movement of deferred tax assets/(liabilities) during the year

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

| | | 低估計舊撥備 Understated depreciation allowance | 庫存撥備 Provision for inventories | 減值虧損－ 應收款項 Impairment loss – receivables | 可予抵免 稅項虧損 Allowable tax loss | 銷售回扣 及其他應計 Sales rebate and other accruals | 政府 補助 Government grants | 總計 Total |
|--------------------------------|--|--|---|--|---------------------------------------|--|----------------------------------|-------------|
| 於二零一三年一月一日 | At 1 January 2013 | (563) | 3,085 | 738 | 8,847 | 14,031 | 3,000 | 29,138 |
| 已於綜合損益表 計入/(扣除) (附註7(a)) | Credited/(charged) to consolidated income statement (note 7(a)) | 204 | 1,236 | 358 | 3,468 | 3,594 | (1,500) | 7,360 |
| 於二零一三年十二月三十一日 | At 31 December 2013 | (359) | 4,321 | 1,096 | 12,315 | 17,625 | 1,500 | 36,498 |
| 於二零一二年一月一日 | At 1 January 2012 | (466) | 1,020 | 1,422 | 14,156 | 9,464 | 4,440 | 30,036 |
| 已於綜合損益表 (扣除)/計入 (附註7(a)) | (Charged)/credited to consolidated income statement (note 7(a)) | (97) | 2,065 | (684) | (5,309) | 4,567 | (1,440) | (898) |
| 於二零一二年十二月三十一日 | At 31 December 2012 | (563) | 3,085 | 738 | 8,847 | 14,031 | 3,000 | 29,138 |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
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26 綜合財務狀況表中的稅項(續)

26 TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

(c) 綜合財務狀況表的調節

(c) Reconciliation to the consolidated statement of financial position

| | | 二零一三年 2013 | 二零一二年 2012 |
|-------------------|---|---------------|---------------|
| 於綜合財務狀況表確認的遞延稅項資產 | Deferred tax assets recognised in the consolidated statement of financial position | 36,857 | 29,701 |
| 於綜合財務狀況表確認的遞延稅項負債 | Deferred tax liabilities recognised in the consolidated statement of financial position | (359) | (563) |
| | | 36,498 | 29,138 |

(d) 未確認的遞延稅項資產

(d) Deferred tax assets not recognised

根據附註3(o)所載的會計政策，由於有關稅務權區及實體不可能產生可抵扣稅項虧損的未來應課稅溢利，故本集團未就累積稅項虧損人民幣521,873,000元(二零一二年：人民幣307,522,000元)確認遞延稅項資產。稅項虧損可結轉五年。

In accordance with the accounting policy set out in note 3(o), the Group has not recognised deferred tax assets in respect of cumulative tax losses of RMB521,873,000 (2012: RMB307,522,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses can be carried forward for 5 years.

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26 綜合財務狀況表中的稅項(續)

(e) 未確認的遞延稅項負債

根據中國新稅法，境外投資者由其投資的外資企業所得的股息須支付10%預扣稅，除非根據協定獲減免。根據中國與香港訂立的稅務協定，在香港成立的投資控股公司減按5%的稅率，自其中國附屬公司收取的股息支付預扣稅。根據中國新稅法的不追溯待遇，本集團由其中國附屬公司就其於二零零七年十二月三十一日之前的未分派溢利應收的股息獲豁免繳納預扣稅。本集團由其中國附屬公司自二零零八年一月一日起的溢利所應收的股息則須支付預扣稅。因此，倘於可見未來分派溢利，將就中國附屬公司的未分派留存盈利確認遞延稅項。

於二零一三年十二月三十一日，與附屬公司未分派溢利相關的暫時性差異達人民幣413,534,000元(二零一二年：人民幣388,641,000元)。由於本公司控制該等附屬公司的股息政策，而其已確定該等附屬公司於可見未來將不會分派溢利，故並無就於分派該等保留溢利時應付的稅項確認遞延稅項負債人民幣31,832,000元(二零一二年：人民幣30,903,000元)。

26 TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

(e) Deferred tax liabilities not recognised

Under the new PRC tax law, dividends received by foreign investors from their investment in foreign-invested enterprises are subject to withholding tax at a rate of 10 percent unless reduced by treaty. Pursuant to a tax treaty between the PRC and Hong Kong, the investment holding companies established in Hong Kong are subject to a reduced withholding tax rate of 5 percent on dividends they receive from their PRC subsidiaries. Pursuant to the grandfathering treatments of the new PRC tax law, dividends receivable by the Group from its PRC subsidiaries in respect of its undistributed profits prior to 31 December 2007 are exempted from the withholding tax. Dividends receivable by the Group from its PRC subsidiaries in respect of its profits earned since 1 January 2008 will be subject to the withholding tax. Accordingly, deferred tax would be recognised for undistributed retained earnings of the PRC subsidiaries to the extent that the earnings would be distributed in the foreseeable future.

At 31 December 2013, temporary differences relating to the undistributed profits of subsidiaries amounted to RMB413,534,000 (2012: RMB388,641,000). Deferred tax liabilities of RMB31,832,000 (2012: RMB30,903,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

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(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

27 資本、儲備及股息

(a) 權益組成部分的變動

本集團綜合權益每個組成部分的期初與期末結餘對賬，已載於綜合權益變動表。本公司權益個別組成部分的年初與年末變動詳情載列如下：

27 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:

| | | 以股份為 基礎的儲備 | | | | | | | |
|---------------|--|----------------------|------------------|------------------------|------------------------|-----------------------------------|--------------------|----------|-----------|
| | | 股本 | 股份溢價 | 繳入盈餘 | 滙兌儲備 | Share-based payment reserve | 保留溢利 | 總計 | |
| | | Share Capital | Share premium | Contributed surplus | Translation reserve | Share-based payment reserve | Retained profit | Total | |
| | | Note (note 27(c)) | (note 27(d)(i)) | (note 27(a)(i)) | (note 27(d)(iv)) | (note 27(d)(v)) | | | |
| | | 附註 (附註27(c)) | (附註27(d)(i)) | (附註27(a)(i)) | (附註27(d)(iv)) | (附註27(d)(v)) | | | |
| 於二零一三年一月一日 | At 1 January 2013 | | 97,914 | 581,034 | 741,215 | (240,863) | 1,360 | 85,973 | 1,266,633 |
| 以權益結算的股份支付交易 | Equity-settled share-based payment transactions | 25 | - | 1,122 | - | - | (472) | (789) | (139) |
| 年內溢利 | Profit for the year | 10 | - | - | - | - | 78,949 | 78,949 | |
| 其他全面收益 | Other comprehensive income | | - | - | - | (38,650) | - | - | (38,650) |
| 派予股東的股息 | Dividends to equity shareholders | 27(b) | - | - | - | - | - | - | - |
| 於二零一三年十二月三十一日 | At 31 December 2013 | | 97,914 | 582,156 | 741,215 | (279,513) | 888 | 164,133 | 1,306,793 |
| 於二零一二年一月一日 | At 1 January 2012 | | 97,615 | 576,135 | 741,215 | (239,225) | 2,180 | 116,760 | 1,294,680 |
| 以權益結算的股份支付交易 | Equity-settled share-based payment transactions | 25 | 299 | 4,899 | - | - | (820) | (221) | 4,157 |
| 年內溢利 | Profit for the year | 10 | - | - | - | - | 43,922 | 43,922 | |
| 其他全面收益 | Other comprehensive income | | - | - | - | (1,638) | - | - | (1,638) |
| 派予股東的股息 | Dividends to equity shareholders | 27(b) | - | - | - | - | - | (74,488) | (74,488) |
| 於二零一二年十二月三十一日 | At 31 December 2012 | | 97,914 | 581,034 | 741,215 | (240,863) | 1,360 | 85,973 | 1,266,633 |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

27 資本、儲備及股息(續)

(a) 權益組成部分的變動(續)

- (i) 繳入盈餘指NAC股份的公允價值(根據重組日期NAC的綜合資產淨值(見附註27(d)(ii))計算)超過本公司作為交換而發行的股份面值的部分。

(b) 股息

- (i) 應付本公司股東歸屬於當年的股息

於二零一三年及二零一二年報告期末後並無建議末期股息。

- (ii) 過往財政年度應付及年內批准及派付予本公司股東及其附屬公司少數股東的股息

27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(a) Movements in components of equity (continued)

- (i) Contributed surplus represents the excess of the fair value of the shares of NAC determined based on the basis of the consolidated net assets of NAC at the date of the reorganisation (see note 27(d)(ii)) over the nominal value of the shares issued by the Company in exchange thereof.

(b) Dividends

- (i) Dividends payable to equity shareholders of the Company attributable to the year

No final dividends were proposed after the end of reporting periods of 2013 and 2012.

- (ii) Dividends payable to equity shareholders of the Company and minority shareholders of its subsidiaries attributable to the previous financial year, approved and paid during the year

| | 二零一三年 2013 | 二零一二年 2012 |
|---|---------------|---------------|
| 派付予本公司股東的股息每股0港仙(二零一二年：每股9.00港仙) | | |
| Dividends to equity shareholders of the Company, of zero per share (2012: HK9.00 cents per share) | - | 74,488 |
| 派付予附屬公司少數股東的股息 | | |
| Dividends to minority shareholders of subsidiaries | 10,673 | 44,930 |
| | 10,673 | 119,418 |

財務報表附註

Notes to the Financial Statements

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27 資本、儲備及股息(續)

27 CAPITAL, RESERVES AND DIVIDENDS
(continued)

(c) 股本

(c) Share capital

(i) 法定及已發行股本

(i) Authorised and issued share capital

| | | 二零一三年 2013 | | 二零一二年 2012 | |
|---------------------------|--|---|--------------|---|--------------|
| | | 股份數目 Number of shares '000 千股 | 金額 Amount | 股份數目 Number of shares '000 千股 | 金額 Amount |
| 法定： | Authorised: | | | | |
| 於十二月三十一日每股面值 0.1港元的普通股 | Ordinary shares of HKD0.1 each at 31 December | 10,000,000 | 964,358 | 10,000,000 | 964,358 |
| 已發行及繳足普通股： | Ordinary shares, issued and fully paid: | | | | |
| 於一月一日 | At 1 January | 1,013,529 | 97,685 | 1,009,170 | 97,330 |
| 根據有限股份獎勵計劃 購回之股份(ii) | Shares repurchased under restricted share award scheme (ii) | (5,080) | (406) | - | - |
| 根據有限股份獎勵計劃授予 僱員的股份(v) | Share granted to employee under restricted share award scheme (v) | 873 | 70 | 685 | 56 |
| 根據購股權計劃發行 的股份(iii) | Share issued under share option scheme (iii) | - | - | 3,674 | 299 |
| 於十二月三十一日 | At 31 December | 1,009,322 | 97,349 | 1,013,529 | 97,685 |

普通股持有人可享有本公司不時宣派之股息及在本公司股東會議上每股有一票投票權。所有普通股與本公司之剩餘資產享有同等權利。

The holders of ordinary shares are entitled to dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
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27 資本、儲備及股息(續)

(c) 股本(續)

(ii) 購回自有股份

京華山一國際(香港)有限公司為一支用以與有限股份獎勵計劃相協同的僱員福利信託。受託人已同意透過相關僱員福利信託兌現根據有限股份獎勵計劃作出的獎勵。作為有限股份獎勵計劃的一部分，本集團不時向該信託注資，以使受託人購買其自有普通股來兌現獎勵。所有股份均經香港聯合交易所有限公司收購。

該信託被視為獨立於本公司的法律實體，但就綜合入賬而言，被視為本公司的附屬公司。該信託持有的股份被視作庫存股份。

27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(c) Share capital (continued)

(ii) Purchase of own shares

Core Pacific-Yamaichi International (Hong Kong) is an employee benefit trust used in conjunction with the restricted share award schemes. The trustee has agreed to satisfy the award made under the restricted share award scheme through the relevant employee benefit trust. As part of restricted share award scheme, the Group funds the trust, from time to time to enable the trustee to acquire its own ordinary shares to satisfy the award. All shares have been acquired through The Stock Exchange of Hong Kong Limited.

The trust was treated as a legal entity separate from the Company but as a subsidiary of the Company for consolidation purpose. The shares held by the trust are treated as treasury shares.

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27 資本、儲備及股息(續)

27 CAPITAL, RESERVES AND DIVIDENDS
(continued)

(c) 股本(續)

(c) Share capital (continued)

(ii) 購回自有股份(續)

(ii) Purchase of own shares (continued)

該信託購回及持有的該等
股份詳情載列如下：

Details of these shares repurchased and held by
the trust are set out below:

| 年/月 Month/year | 購回股份數目 Number of shares repurchased | 每股 最高購股價 Highest price paid per share 港元 HKD | 每股所付 最低購股價 Lowest price paid per share 港元 HKD | 已付現金代價 Cash consideration paid | |
|-----------------------|--|---|--|---|-------|
| 二零零八年十二月 | December 2008 | 548,000 | 0.85 | 0.85 | 427 |
| 二零零九年十一月 | November 2009 | 2,222,000 | 1.50 | 1.43 | 2,876 |
| 二零零九年十二月 | December 2009 | 589,000 | 1.48 | 1.48 | 764 |
| 二零一零年五月 | May 2010 | 945,000 | 1.51 | 1.33 | 1,206 |
| 二零一三年五月 | May 2013 | 4,583,000 | 1.18 | 1.03 | 3,957 |
| 二零一三年六月 | June 2013 | 497,000 | 1.09 | 1.05 | 432 |
| 合計 | Total | 9,384,000 | | | 9,662 |
| 根據有限股份獎勵計劃 授予僱員的股份 | Shares granted to employees under restricted share award scheme | (2,598,000) | | | |
| 年末所持股份 | Shares held at the end of the year | 6,786,000 | | | |

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27 資本、儲備及股息(續)

(c) 股本(續)

(iii) 根據購股權計劃發行的股份

於二零一三年，並無購權獲行使以認購本公司普通股。

(iv) 於報告期末尚未屆滿及尚未行使認股權的條款

27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(c) Share capital (continued)

(iii) Shares issued under share option scheme

During 2013, no options were exercised to subscribe for ordinary shares in the Company.

(iv) Terms of unexpired and unexercised share options at the end of the reporting period

| | | 行使價 Exercise price 港元 HKD | 二零一三年 2013 數目 Number | 二零一二年 2012 數目 Number |
|-----------------------------|---------------------------------------|------------------------------------|-------------------------------|-------------------------------|
| 二零一三年十月二十八日至 二零一五年十月二十七日 | 28 October 2012 to 27 October 2015 | 1.620 | 300,000 | 300,000 |
| 二零一三年十月二十八日至 二零一五年十月二十七日 | 28 October 2013 to 27 October 2015 | 1.620 | 300,000 | 300,000 |
| 二零一四年十月二十八日至 二零一五年十月二十七日 | 28 October 2014 to 27 October 2015 | 1.620 | 300,000 | 300,000 |
| | | | 900,000 | 900,000 |

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27 資本、儲備及股息 (續)

(c) 股本 (續)

- (iv) 於報告期末尚未屆滿及尚未行使認股權的條款 (續)

每份購股權賦予其持有人權利認購本公司1股普通股。該等購股權的進一步詳情載列於財務報表附註25。

- (v) 根據有限股份獎勵計劃授出的股份

於二零一三年，100,000股股份已授予若干董事及773,000股股份已授予若干僱員。一筆與授出股份面值人民幣70,000元相等的款項已自資本贖回儲備轉撥至股本，人民幣1,122,000元已自以股份為基礎的支付儲備轉撥至股份溢價賬。

(d) 儲備之性質及用途

- (i) 股份溢價及資本贖回儲備

股份溢價指本公司股份面值及本公司發行股份所收取所得款之間的差額。根據開曼群島公司法，本公司股份溢價賬目可供分派予本公司股東，惟緊隨建議分派股息當日後，本公司能夠清償其於一般業務過程之到期債務。

27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(c) Share capital (continued)

- (iv) *Terms of unexpired and unexercised share options at the end of the reporting period (continued)*

Each option entitles the holder to subscribe for one ordinary share in the Company. Further details of these options are set out in note 25 to the financial statements.

- (v) *Shares granted under restricted share award scheme*

During 2013, 100,000 shares were granted to directors and 773,000 shares were granted to employees. An amount equivalent to the par value of the shares granted of RMB70,000 was transferred from the capital redemption reserve to the share capital and RMB1,122,000 was transferred from the share-based payment reserve to share premium.

(d) Nature and purpose of reserves

- (i) *Share premium and capital redemption reserve*

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. Under the Companies Law of Cayman Islands, the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company would be in a position to pay off its debt as they fall due in the ordinary course of business.

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27 資本、儲備及股息（續）

(d) 儲備之性質及用途（續）

(i) 股份溢價及資本贖回儲備（續）

資本贖回儲備的運用受香港公司條例第49H條所管制。

(ii) 合併儲備

根據籌備本公司於香港聯合交易所有限公司主板上市（「重組」），本公司已向NAC當時股東發行1,999,999股每股面值0.1港元的普通股，作為收購彼等所持NAC股權的代價。股東向NAC注入股本總額超過本公司作為交換而發行的股份面值的差額已於重組當日轉撥至綜合財務報表中的合併儲備。

(iii) 中國法定儲備

將留存盈利轉撥至中國法定儲備乃根據有關中國規則及法規以及本公司於中國成立的附屬公司的組織章程進行，並獲有關董事會批准。

27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(d) Nature and purpose of reserves (continued)

(i) Share premium and capital redemption reserve (continued)

The application of the capital redemption reserve is governed by section 49H of the Hong Kong Companies Ordinance.

(ii) Merger reserve

Pursuant to the reorganisation plan of the Group in preparation of the Company's listing in the Main Board of The Stock Exchange of Hong Kong Limited ("the Reorganisation"), the Company issued 1,999,999 ordinary shares of HKD0.1 each to the then shareholders of NAC in consideration of acquiring their equity interests held in NAC. The difference between the then shareholders' total capital contributions to NAC over the nominal value of the shares issued by the Company in exchange thereof was transferred to the merger reserve in the consolidated financial statements as at the date of Reorganisation.

(iii) PRC statutory reserves

Transfers from retained earnings to PRC statutory reserves are made in accordance with the relevant PRC rules and regulations and the articles of association of the Company's subsidiaries established in the PRC and were approved by the respective boards of directors.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

27 資本、儲備及股息 (續)

(d) 儲備之性質及用途 (續)

(iii) 中國法定儲備 (續)

一般儲備基金

中國附屬公司須根據中國會計規則及法規釐定將其除稅後溢利10%分配至一般儲備基金，直至儲備結餘達至註冊資本的50%為止，且必須在向權益持有人分派股息前轉撥至儲備。

企業發展基金

若干中國附屬公司必須設立企業發展基金。向該基金的轉撥由附屬公司董事會酌情決定。該基金僅可用於附屬公司僱員集體福利(例如興建宿舍、食堂及其他員工福利設施)的資本項目。該基金除清盤外不能分配。向該基金的轉撥必須在向權益持有人分派股息前作出。

27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(d) Nature and purpose of reserves (continued)

(iii) PRC statutory reserves (continued)

General reserve fund

The subsidiaries in the PRC are required to appropriate 10 percent of their after-tax profit, as determined in accordance with the PRC accounting rules and regulations, to general reserve fund until the reserve balance reaches 50 percent of the registered capital. The transfer to this reserve must be made before distribution of a dividend to shareholders.

Enterprise development fund

Certain subsidiaries in the PRC are required to set up an enterprise development fund. Transfers to this fund are made at the discretion of the board of directors of the subsidiaries. This fund can only be utilised on capital items for the collective benefit of the subsidiaries' employees such as the construction of dormitories, canteens and other staff welfare facilities. This fund is non-distributable other than on liquidation. The transfer to this fund must be made before distribution of a dividend to shareholders.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

27 資本、儲備及股息(續)

(d) 儲備之性質及用途(續)

(iv) 匯兌儲備

匯兌儲備包括因海外業務附屬公司財務報表換算產生的所有匯兌差額。

(v) 以股份為基礎的支出儲備

以股份為基礎的支出儲備指根據附註3(n)(ii)內關於以股份為基礎的支出的會計政策確認的已授予本集團僱員的未行使購股權及有限制股份獎勵的實際或估計數目的公允價值。

(e) 可供分派儲備

於二零一三年十二月三十一日，可供分派予本公司股東的儲備總額約為人民幣1,208,879,000元(二零一二年：約人民幣1,168,719,000元)。

(f) 資本管理

本集團的政策乃通過依據風險水平釐定產品及服務價格及以合理的成本融資，維持充裕的資本基礎，以維持債權人及市場信心並使未來業務持續發展。

27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(d) Nature and purpose of reserves (continued)

(iv) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign subsidiaries outside of the PRC.

(v) Share-based payment reserve

The share-based payment reserve comprises the fair value of the actual or estimated number of unexercised options and restricted share awards granted to employees of the Group recognised in accordance with the accounting policy for share-based payments in note 3(n)(ii).

(e) Distributability of reserves

At 31 December 2013, the aggregate amount of reserves available for distribution to equity shareholders of the Company was approximately RMB1,208,879,000 (2012: approximately RMB1,168,719,000).

(f) Capital management

The Group's policy is to maintain a strong capital base so as to maintain creditor and market confidence and to sustain future development of the business, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

27 資本、儲備及股息(續)

(f) 資本管理(續)

本集團會積極及定期檢討及管理其資本架構，以維持具有較高借貸水平而帶來較高股東回報與穩健資本狀況所帶來之利益及保障兩者之平衡，並根據經濟狀況變動對資本架構作出調整。

本集團會以淨負債與權益比率為基準監察其資本架構。就此，本集團按總負債(包括銀行貸款、應收貿易款項及其他應付款項)加未計及擬派股息，減現金及現金等價物定義為經調整淨負債。權益包括權益之所有部分。

於二零一三年，本集團之策略如同二零一二年，維持經調整淨負債與股本比率適當水平。為維持或調整該比率，本集團或會調整應付股東的股息金額、發行新股、退還股東股本。

27 CAPITAL, RESERVES AND DIVIDENDS
(continued)

(f) Capital management (continued)

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

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 borrowings, trade receivables and other payables) plus unaccrued proposed dividends, less cash and cash equivalents. Capital comprises all components of equity.

During 2013 the Group's strategy, which was unchanged from 2012, was to maintain the adjusted net debt-to-capital ratio at appropriate level. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends payable to shareholders, issue new shares or return capital to shareholders.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

27 資本、儲備及股息(續)

27 CAPITAL, RESERVES AND DIVIDENDS (continued)

(f) 資本管理(續)

於二零一三年及二零一二年十二月三十一日之經調整淨負債與經調整權益的比率如下：

(f) Capital management (continued)

The adjusted net debt-to-adjusted capital ratio at 31 December 2013 and 2012 was as follows:

| | | 集團 | | |
|-----------------|---|-------|------------------|-----------|
| | | Group | | |
| | | 附註 | 二零一三年 | 二零一二年 |
| | | Note | 2013 | 2012 |
| 流動負債： | Current liabilities: | | | |
| — 應付貿易賬款 | — Trade payables | 22 | 740,321 | 678,244 |
| — 其他應付賬款 | — Other payables | 23 | 382,364 | 368,324 |
| — 銀行貸款 | — Interest-bearing borrowings | 24 | 212,398 | 257,921 |
| | | | 1,335,083 | 1,304,489 |
| 非流動負債： | Non-current liabilities: | | | |
| — 銀行貸款 | — Interest-bearing borrowings | 24 | 607,980 | 380,892 |
| 總負債 | Total debt | | 1,943,063 | 1,685,381 |
| 減：現金及現金等價物 | Less: Cash and cash equivalents | 21 | (590,126) | (610,411) |
| 經調整淨負債 | Adjusted net debt | | 1,352,937 | 1,074,970 |
| 資本 | Capital | | 1,984,295 | 1,988,078 |
| 經調整淨負債與 權益比率 | Adjusted net debt-to-capital ratio | | 68% | 54% |

本公司或其任何附屬公司均無面臨外部施加的資本需求。

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

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

28 承擔

(a) 資本承擔

二零一三年十二月三十一日並未於綜合財務報表作出撥備的資本承擔如下：

28 COMMITMENTS

(a) Capital commitments

Capital commitments outstanding at 31 December 2013 not provided for in the consolidated financial statements were as follows:

| | | 集團 Group | |
|---------------|-----------------------------------|----------------|---------------|
| | | 二零一三年 2013 | 二零一二年 2012 |
| 已訂約 | Contracted for | | |
| – 固定資產 | – Fixed assets | 96,044 | 101,323 |
| – 投資(附註30(f)) | – Investment (note 30(f)) | – | 120,000 |
| 已授權但未訂約 | Authorised but not contracted for | | |
| – 固定資產 | – Fixed assets | 102,867 | 123,817 |
| | | 198,911 | 345,140 |

(b) 經營租賃承擔

二零一三年十二月三十一日，根據不可撤銷經營租約應付的未來最低租賃付款總額如下：

(b) Operating lease commitments

At 31 December 2013, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

| | | 集團 Group | |
|-----------|---------------------------------|---------------|---------------|
| | | 二零一三年 2013 | 二零一二年 2012 |
| 一年以內 | Within 1 year | 1,891 | 2,549 |
| 一年以上但五年以內 | After 1 year but within 5 years | 4,576 | 3,669 |
| 五年以上 | After 5 years | 31,228 | 26,528 |
| | | 37,695 | 32,746 |

財務報表附註

Notes to the Financial Statements

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28 承擔(續)

(b) 經營租賃承擔(續)

本集團根據經營租約租賃多項物業。首段租賃期一般為一至七年，可於重新商定所有條款時選擇續租與否。該等租約概不涉及或然租金。

(c) 購買承擔

本集團與若干指定農戶(「契約農戶」)訂立一年期的合約(可續期並且每年覆核)，據此，本集團同意按依據當時市價釐定的協定價格向契約農戶購買符合若干質量要求的活雞。於各結算日，已訂約向契約農戶購買活雞的金額如下：

28 COMMITMENTS (continued)

(b) Operating lease commitments (continued)

The Group leases a number of properties under operating leases. The leases run for an initial period of one to seven years, with an option to renew the leases when all terms are renegotiated. None of the leases includes contingent rentals.

(c) Purchase commitments

The Group entered into one-year contracts (renewable and reviewed annually) with certain selected farmers ("Contract Farmers") under which the Group agrees to purchase live chickens, upon fulfilment of certain quality requirements, from the Contract Farmers at an agreed price determined based on the then prevailing market prices. The amounts of live chickens contracted to be purchased from the Contract Farmers at the end of the reporting period were as follows:

| | | 集團 | |
|-----|----------------|----------------|---------|
| | | Group | |
| | | 二零一三年 | 二零一二年 |
| | | 2013 | 2012 |
| 已訂約 | Contracted for | 358,675 | 386,969 |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

28 承擔(續)

(d) 銷售承擔

本集團已與若干客戶訂立一年期的合約(可續期並且每年覆核)，據此，本集團同意按依據當時市價釐定的協定價格出售雞肉。預先釐定之價格一般按季協定。於各結算日，已訂約向該等客戶出售雞肉的金額如下：

28 COMMITMENTS (continued)

(d) Sales commitments

The Group entered into one-year contracts (renewable and reviewed annually) with certain customers under which the Group agrees to sell chicken meat at an agreed price determined based on the then prevailing market prices. The predetermined price typically agreed on a seasonal basis. The amounts of chicken meat contracted to be sold to these customers at the end of the reporting period were as follows:

| | 集團 | |
|----------------|---------|---------|
| | 二零一三年 | 二零一二年 |
| | 2013 | 2012 |
| 已訂約 | 145,929 | 139,963 |
| Contracted for | | |

29 或然負債

自二零零九年，本集團採納新的訂約農牧安排，即中國養雞商會(「CCRC」)，據此，本集團與個人(「承包商」)訂立合約，同意於滿足若干品質要求後，按議定的價格(乃根據當行市價釐定，相應購買承擔披露於附註28(c))購買活雞。此外，本集團在承包商與農戶(「出租人」)訂立的租賃協議中充當擔保人，據此，一旦承包商違約，本集團須擔保支付租金。本集團亦負責變更承包商以繼續履行租約，或在承包商撤銷租約時賠償出租人50%的剩餘應付租金。

29 CONTINGENT LIABILITIES

Since 2009, the Group has adopted a contract farming arrangement for chickens, namely China Chicken Raising Company ("CCRC"), under which the Group contracts with individuals ("the Contractors") and agrees to purchase live chickens, upon fulfilment of certain quality requirements, at an agreed price determined based on the then prevailing market price (the corresponding purchase commitments is disclosed in note 28(c)). In addition, the Group assumes a guarantor role in the lease agreements between the Contractors and owners of farms ("the Lessors"), whereby the Group guarantees the payment of rentals in the event of default by the Contractors. The Group also undertakes to either replace the Contractors to continue the execution of the leases or compensate the Lessors with 50 percent of the remaining rental payable if the Contractors withdraw from the lease.

財務報表附註

Notes to the Financial Statements

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(Expressed in thousands of Renminbi unless otherwise stated)

29 或然負債(續)

於二零一三年十二月三十一日，CCRC 下承包商的未來最低不可撤銷租金總額須於下列期間支付：

| | | 集團 | |
|-----------|---------------------------------|---------------|--------|
| | | Group | |
| | | 二零一三年 | 二零一二年 |
| | | 2013 | 2012 |
| 一年內 | Within 1 year | 7,235 | 7,658 |
| 一年以上但五年以內 | After 1 year but within 5 years | 26,303 | 28,198 |
| 五年以上 | After 5 years | 6,433 | 14,463 |
| | | 39,971 | 50,319 |

30 關連人士交易

除財務報表另有披露的關連人士資料外，本集團已訂立下列重大關連人士交易。

(a) 關連人士名稱及與關連人士的關係

年內，與下列各方的交易被視為關連人士交易：

關連人士名稱

Name of related party

大成長城企業股份有限公司(「大成長城企業」)*

Great Wall Enterprise Co., Ltd. ("GWE")

大成國際(控股)有限公司(「大成國際」)

Great Wall International (Holdings) Ltd. ("GWIH")

大成藍雷營養科技(北京)有限公司(「大成藍雷北京」)*

Land O' Lakes/Great Wall Enterprise Nutrition Technologies (Beijing) Co., Ltd. ("LOL-BJ")

與關連人士的關係

Relationships

最終控股公司

Ultimate holding company

中介控股公司

Intermediate holding company

大成國際(本公司的中介控股公司)的聯營公司

Associate of GWIH, intermediate holding company of the Company

29 CONTINGENT LIABILITIES (continued)

At 31 December 2013, the total future minimum non-cancellable lease payments of the Contractors under CCRC model are payable as follows:

30 RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in the financial statements, the Group entered into the following material related party transactions.

(a) Name and relationship with related parties

During the year, transactions with the following parties are considered as related party transactions:

財務報表附註

Notes to the Financial Statements

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30 關連人士交易(續)

30 RELATED PARTY TRANSACTIONS
(continued)

(a) 關連人士名稱及與關連人士的關係(續)

(a) Name and relationship with related parties (continued)

| 關連人士名稱 Name of related party | 與關連人士的關係 Relationships |
|---|---|
| 北京大成永和餐飲有限公司(「北京永和」)* Great Wall Yung Huo Food (Beijing) Co., Ltd. ("GWYHB") | 大成長城企業(本公司的最終控股公司)的 附屬公司 Subsidiary of GWE, ultimate holding company of the Company |
| 全能營養技術股份有限公司(「全能營養技術」)* Total Nutrition Technologies Co., Ltd. ("TNT") | 大成長城企業(本公司的最終控股公司)的 附屬公司 Subsidiary of GWE, ultimate holding company of the Company |
| 大成食品(天津)有限公司(「大成食品(天津)」)* Great Wall Food (Tianjin) Co., Ltd. ("GWF-TJ") | 大成國際(本公司的中介控股公司)的附屬公司 Subsidiary of GWIH, intermediate holding company of the Company |
| 大成昭和食品(天津)有限公司(「大成昭和食品」)* DaChan Showa Foods (Tianjin) Co., Ltd. ("DSF") | 大成國際(本公司的中介控股公司)的附屬公司 Subsidiary of GWIH, intermediate holding company of the Company |
| 大藍生物技術飼料(香港)有限公司*(「DALOL-HK」) ⁽ⁱ⁾ DALOL Bio-Nutrition (HK) Co Limited ("DALOL-HK") ⁽ⁱ⁾ | 合營公司 Joint venture |
| 湖南大藍生物科技飼料有限公司(「湖南大藍」)* ⁽ⁱ⁾ Hunan Dalol Bio-technical Feed Co., Ltd. ("DaLOL-HU") ⁽ⁱ⁾ | DALOL-HK(本公司合營公司)的附屬公司 Subsidiary of DaLOL Bio-Nutrition (HK) Co., Ltd., joint venture of the Company |

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30 關連人士交易 (續)

(a) 關連人士名稱及與關連人士的關係 (續)

關連人士名稱

Name of related party

30 RELATED PARTY TRANSACTIONS (continued)

(a) Name and relationship with related parties (continued)

與關連人士的關係

Relationships

Marubeni Corporation (“Marubeni”)

少數股東

Minority shareholder

Marubeni (Beijing) Co., Ltd. (“Marubeni Beijing”)

Marubeni (少數股東)的附屬公司

Subsidiary of Marubeni, minority shareholder

Marubeni (Dalian) Co., Ltd. (“Marubeni Dalian”)

Marubeni (少數股東)的附屬公司

Subsidiary of Marubeni, minority shareholder

昆山泰吉食品有限公司(「昆山泰吉食品」)*

本公司最終控股公司GWE的附屬公司

Tai Ji Food Co., Ltd. (“TJF”)

Subsidiary of GWE, ultimate holding company of the Company

DaChan (VN) Co., Ltd. (“DVN”)

聯營公司的附屬公司

Subsidiary of an associate

孟村回族自治縣大成畜牧開發有限公司(「大成畜牧」)*

附屬公司的聯營公司

Dachan Livestock Development Co., Ltd. (“DLDC”)

Associate of a subsidiary

大連華都大成農牧有限公司(「大連華都」)*

附屬公司的聯營公司

Dalian Huadu DaChan Agri Co., Ltd. (“Dalian Huadu”)

Associate of a subsidiary

北京富強在線信息技術有限公司(「北京富強」)*

大成國際(本公司的中介控股公司)的聯營公司

Beijing Food China Online Information & Technology Co., Ltd. (“BJFC”)

Associate of GWIH, intermediate holding company of the Company

北京寰城季諾餐飲有限公司(「北京寰城」)*

大成長城企業(本公司的最終控股公司)的附屬公司

Beijing Universal Chain Food Co., Ltd. (“BUCF”)

Subsidiary of GWE, ultimate holding company of the Company

財務報表附註

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30 關連人士交易(續)

30 RELATED PARTY TRANSACTIONS
(continued)

(a) 關連人士名稱及與關連人士的關係(續)

(a) Name and relationship with related parties (continued)

| 關連人士名稱 Name of related party | 與關連人士的關係 Relationships |
|--|--|
| 中華全球食物股份有限公司* Food China Global Co., Ltd. ("FCG") | 大成國際(本公司的中介控股公司)的聯營公司 Associate of GWIH, intermediate holding company of the Company |
| Hansen Inc. | 由韓家寰先生、韓家寅先生、韓家宇先生及韓家宸先生共同及全資擁有的公司 A company jointly and wholly owned by Mr. Han Jia-Hwan, Mr. Han Chia-Yin, Mr. Han Chia-Yau and Mr. Harn Jia-Chen |
| 大誠地產發展有限公司(「大誠地產」)* Dacheng Land Development Limited ("DLD") | Hansen Inc.的全資附屬公司 Wholly-owned subsidiary of Hansen Inc. |
| 天津達成興業房地產開發有限公司(「達成興業」)* Advent Prosperity Real Estate Development Co., Ltd. ("APRD") | 附屬公司的聯營公司 Associate of a subsidiary |

* 公司名稱的英文翻譯僅供參考。該等公司的法定名稱以中文表示。

* The English translation of the company names is for reference only. The official names of these companies are in Chinese.

(i) 於二零一三年五月十五日，本集團向Asia Harvest Holdings Limited以現金代價287,107美元購買了DaLOL-HK的700,000股普通股(每股面值為1.00美元)。因此，DaLOL-HK及其附屬公司湖南大藍自二零一三年五月十五日起由共同控制實體成為全資附屬公司。

(i) On 15 May 2013, the Group bought 700,000 ordinary shares of DaLOL-HK with a par value of USD1.00 from Asia Harvest Holdings Limited with cash consideration of USD287,107. As a result, DaLOL-HK and its subsidiary DaLOL-HU became the wholly owned subsidiaries from jointly ventures since 15 May 2013.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

30 關連人士交易(續)

(b) 重大關連人士交易

年內重大關連人士交易的詳情如下：

30 RELATED PARTY TRANSACTIONS
(continued)

(b) Significant related party transactions

Particulars of significant related party transactions during the year are as follows:

| | | 二零一三年 2013 | 二零一二年 2012 |
|---------------|---------------------------------|----------------|---------------|
| 經常性交易 | Recurring | | |
| 銷售予： | Sales to: | | |
| 少數股東 | A minority shareholder | | |
| – Marubeni | – Marubeni | 243,668 | 247,400 |
| 同系附屬公司 | Fellow subsidiaries | | |
| – DVN | – DVN | 118,133 | 93,049 |
| – 北京永和 | – GWYHB | 2,231 | 3,035 |
| – 全能營養技術 | – TNT | 387 | 112 |
| – 北京寰城 | – BUCF | 96 | 54 |
| – 昆山泰吉食品 | – TJF | 1,498 | – |
| | | 122,345 | 96,250 |
| 最終控股公司 | Ultimate holding Company | | |
| – 大成長城企業 | – GWE | 26 | 13,193 |
| 聯營公司 | An associate | | |
| – 大連華都 | – Dalian Huadu | 15,298 | – |
| 其他關連人士 | Other related parties | | |
| – 湖南大藍 | – DaLOL-HU | – | 23,056 |
| – FCG | – FCG | – | 29 |
| – 北京富強 | – BJFC | – | 1 |
| | | – | 23,086 |
| | | 381,337 | 379,929 |

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(除另有指明外，以人民幣千元呈列)
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30 關連人士交易(續)

30 RELATED PARTY TRANSACTIONS
(continued)

(b) 重大關連人士交易(續)

(b) Significant related party transactions (continued)

年內重大關連人士交易的詳情如下：(續)

Particulars of significant related party transactions during the year are as follows: (continued)

| | | 二零一三年 2013 | 二零一二年 2012 |
|--------------------|---|---------------|---------------|
| 經常性交易(續) | Recurring (continued) | | |
| 採購自： | Purchases from: | | |
| <i>同系附屬公司</i> | <i>Fellow subsidiaries</i> | | |
| – 北京寰城 | – BUCF | 25 | – |
| – 全能營養技術 | – TNT | 7,723 | 13,164 |
| – 大成食品(天津) | – GWF-TJ | 5,664 | 5,396 |
| – 大成昭和食品 | – DSF | 6,088 | 5,231 |
| | | 19,500 | 23,791 |
| <i>其他關連人士</i> | <i>Other related parties</i> | | |
| – 湖南大藍 | – DaLOL-HU | – | 9,664 |
| – 大成藍雷北京 | – LOL-BJ | 1,613 | 992 |
| | | 1,613 | 10,656 |
| <i>聯營公司</i> | <i>An associate</i> | | |
| – 大連華都 | – Dalian Huadu | 17,517 | 25,617 |
| <i>少數股東</i> | <i>A minority shareholder</i> | | |
| – Marubeni | – Marubeni | 27 | 64 |
| <i>少數股東的附屬公司</i> | <i>Subsidiaries of a minority shareholder</i> | | |
| – Marubeni Beijing | – Marubeni Beijing | – | 11,080 |
| – Marubeni Dalian | – Marubeni Dalian | 7,960 | 3,392 |
| | | 7,960 | 14,472 |
| | | 46,617 | 74,600 |

財務報表附註

Notes to the Financial Statements

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(Expressed in thousands of Renminbi unless otherwise stated)

30 關連人士交易(續)

(b) 重大關連人士交易(續)

年內重大關連人士交易的詳情如下：(續)

30 RELATED PARTY TRANSACTIONS (continued)

(b) Significant related party transactions (continued)

Particulars of significant related party transactions during the year are as follows: (continued)

| | 附註 Note | 二零一三年 2013 | 二零一二年 2012 |
|------------------|------------|---------------|---------------|
| 經常性交易(續) | | | |
| 管理費付予： | | | |
| 最終控股公司 | | | |
| – 大成長城企業 | (i) | – | 7,264 |
| 少數股東 | | | |
| – Marubeni | (ii) | 619 | 631 |
| | | 619 | 7,895 |
| 租金付予： | | | |
| 同系附屬公司 | | | |
| – 大成食品(天津) | | 25 | 60 |
| 租金收取自： | | | |
| 聯營公司 | | | |
| – 大連華都 | | 1,800 | 1,725 |
| 預付款予： | | | |
| 聯營公司 | | | |
| – 大成畜牧 | | 11,330 | – |
| 代表下列公司付款： | | | |
| 其他關連人士 | | | |
| – DaLOL-HK | | – | 89 |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

30 關連人士交易(續)

(b) 重大關連人士交易(續)

附註:

- (i) 付予最終控股公司的管理費主要用於支付商標的使用費。
- (ii) 付予少數股東的管理費主要用於為一家附屬公司的食品加工業務提供技術支持。

(c) 主要管理層人員酬金

本集團主要管理層人員酬金(包括附註8所披露的已付予本公司董事的金額及附註9所披露的已付予若干最高薪僱員的金額)如下:

30 RELATED PARTY TRANSACTIONS (continued)

(b) Significant related party transactions (continued)

Notes:

- (i) The management fee paid to the ultimate holding company was primarily for the payment of royalties in respect of the use of trademarks.
- (ii) The management fee paid to a minority shareholder was primarily for the technical assistance rendered to a subsidiary in respect of its food processing activities.

(c) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 8 and certain of the highest paid employees as disclosed in note 9, is as follows:

| | | 二零一三年 2013 | 二零一二年 2012 |
|-----------|---------------------------------|---------------|---------------|
| 短期僱員福利 | Short term employee benefits | 9,685 | 11,364 |
| 離職後福利 | Retirement scheme contributions | 149 | 193 |
| 以股份為基礎的支出 | Share-based payments | 335 | 1,097 |
| | | 10,169 | 12,654 |

酬金總額已計入「員工成本」(請參閱附註6(b))。

Total remuneration was included in "staff costs" (note 6(b)).

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

30 關連人士交易(續)

(d) 應收關連人士款項

於報告期末，本集團有以下關連人士結餘：

30 RELATED PARTY TRANSACTIONS (continued)

(d) Amounts due from related parties

As at the end of the reporting period, the Group had the following balances with related parties:

| | 附註 Note | 二零一三年 2013 | 二零一二年 2012 |
|-----------------|------------|---------------|---------------|
| 應收貿易賬款： | | | |
| 同系附屬公司 | | | |
| – DVN | (i) | 16,878 | 15,244 |
| – 北京永和 | | 354 | 310 |
| – 全能營養技術 | | 123 | 112 |
| – 北京寰城 | | 10 | 9 |
| – 昆山泰吉食品 | | 108 | – |
| | | 17,473 | 15,675 |
| 少數股東 | | | |
| – Marubeni | | 18,537 | 15,869 |
| 聯營公司 | | | |
| – 大連華都 | | 1,129 | 300 |
| 其他關連人士 | | | |
| – 湖南大藍 | | – | 1,251 |
| – DaLOL-HK | | – | 89 |
| | | – | 1,340 |
| 其他應收款項： | | | |
| 聯營公司 | | | |
| – 大成畜牧 | | 11,330 | – |
| 計入其他應收款項 | | | |
| (附註20) | (note 20) | 48,469 | 33,184 |

(i) 關連人士的應收貿易賬款乃無抵押、免息及預計於一年內收回。於二零一三年及二零一二年十二月三十一日，並無對該等款項作出重大減值虧損。

(i) Trade receivables from related parties are unsecured, interest free and are expected to be recovered within one year. There was no significant impairment loss made against these amounts at 31 December 2013 and 2012.

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Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

30 關連人士交易(續)

30 RELATED PARTY TRANSACTIONS
(continued)

(e) 應付關連人士款項

(e) Amounts due to related parties

於報告期間結束時，本集團有以下關連人士結餘：

As at the end of reporting periods, the Group had the following balances with related parties:

| | 附註 Note | 二零一三年 2013 | 二零一二年 2012 |
|---|-----------------------------------|---------------|---------------|
| 應付貿易賬款： | | | |
| <i>同系附屬公司</i> | (i) | | |
| Trade payables to: | | | |
| <i>Fellow subsidiaries</i> | | | |
| – 大成食品(天津) | – GWF-TJ | 411 | 868 |
| – 大成昭和食品 | – DSF | 903 | 664 |
| – 全能營養技術 | – TNT | – | 338 |
| | | 1,314 | 1,870 |
| <i>其他關連人士</i> | | | |
| Other related parties | | | |
| – 大成藍雷北京 | – LOL-BJ | 94 | 110 |
| – 湖南大藍 | – DaLOL-HU | – | 19 |
| | | 94 | 129 |
| <i>少數股東的附屬公司</i> | | | |
| A subsidiary of a minority shareholder | | | |
| – Marubeni Dalian | – Marubeni Dalian | 459 | 277 |
| | | 1,867 | 2,276 |
| 其他應付款項： | | | |
| <i>最終控股公司</i> | | | |
| Other payables to: | | | |
| <i>Ultimate holding company</i> | | | |
| – 大成長城企業 | – GWE | – | 7,233 |
| 列入其他應付款項 | Included in other payables | | |
| <i>(附註23)</i> | <i>(note 23)</i> | 1,867 | 9,509 |

(i) 關連人士的應付貿易賬款乃無抵押、免息及須於一年內償付。

(i) Trade payables to related parties are unsecured, interest free and are expected to be paid within one year.

財務報表附註

Notes to the Financial Statements

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30 關連人士交易(續)

(f) 向關連人士之承諾

| | 附註 Note | 二零一三年 2013 | 二零一二年 2012 |
|---|---|---------------|---------------|
| 投資於： 附屬公司的聯營公司 (附註 28(a)) — 達成興業 | Investment to: <i>Associate of a subsidiary</i> (Note 28(a)) — APRD | | |
| | (i) | — | 120,000 |

- (i) 於二零一二年十二月二十八日，本集團與大成食品(天津)及大誠地產簽訂合營協議(「該協議」)建立達成興業。根據該協議，本集團須投資人民幣120,000,000元，佔達成興業股本權益之20%。

於二零一三年四月二十九日，本集團與所有關連方簽訂補充協議，將APRD之股份由20%減少至10%。

於二零一三年六月七日，本集團與大成食品(天津)及天誠地產簽訂合營合同(「該合同」)。根據該合同，達成興業之股本將由人民幣600,000,000元增加至人民幣711,000,000元。本集團之投資因而增加至人民幣71,000,000元。

30 RELATED PARTY TRANSACTIONS (continued)

(f) Commitment to a related party

- (i) On 28 December 2012, the Group signed a joint venture agreement (the “agreement”) to establish APRD together with GWF-TJ and DLD. Pursuant to the agreement, the Group would invest RMB120,000,000, accounting for 20 percent equity interests of APRD.

On 29 April 2013, the Group signed a supplemental agreement with all related parties to reduce the shares of APRD from 20 percent to 10 percent.

On 7 June 2013, the Group signed the joint venture contract (the “contract”) with GWF-TJ and DLD. Pursuant to the contract, the registered capital of APRD would be increased from RMB600,000,000 to RMB711,000,000. The investment of the Group increased to RMB71,000,000 accordingly.

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30 關連人士交易(續)**(f) 向關連人士之承諾(續)****(i) (續)**

於二零一三年十二月三十一日，本集團已悉數繳足人民幣71,000,000元之資本。

31 金融風險管理及公允價值

本集團的主要金融工具包括現金及現金等價物、應收貿易賬款及其他應收款項、銀行貸款及應付貿易賬款與其他應付款項。在本集團正常業務過程中產生信貸風險、利率風險、貨幣風險、業務風險、流動資金及商品價格風險。本集團亦承擔其本身股價變動而引起的股價風險。

**30 RELATED PARTY TRANSACTIONS
(continued)****(f) Commitment to a related party (continued)****(i) (continued)**

As at 31 December 2013, the Group has fully paid up the capital of RMB71,100,000.

**31 FINANCIAL RISK MANAGEMENT AND
FAIR VALUES**

The Group's principal financial instruments comprise cash and cash equivalents, trade receivables and other receivables, interest-bearing borrowings and trade payables and other payables. Exposure to credit, interest rate, currency, business, liquidity and commodity price risks arise in the normal course of the Group's business. The Group is also exposed to equity price risk arising from movements in its own equity share price.

財務報表附註

Notes to the Financial Statements

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31 金融風險管理及公允價值(續)

本集團承擔的有關風險及本集團管理有關風險所採用的財務風險管理政策及常規載列如下：

(a) 信貸風險

信貸風險指交易對方無法悉數支付到期款項，主要產生自本集團的應收貿易賬款及應收關連人士款項。本集團透過嚴格選擇交易伙伴降低其信貸風險。本集團透過與不同具有堅實財務基礎的客戶進行交易，減低其應收貿易賬款的相關風險。本集團就其未清償應收款項維持嚴格控制，並訂有信貸控制政策，以盡量減低信貸風險。此外，本集團持續監察所有應收款項結餘，而到期結餘由高級管理人員跟進。本集團的多元化業務基礎確保信貸風險不會過份集中在單一客戶身上。最大信貸風險已在綜合財務狀況表內各金融資產的賬面值上表達。

本集團面對的信貸風險主要受到每名客戶的個別特性所影響，而受到客戶營運所在行業或國家的影響相對較輕，因此重大信貸集中的風險主要是當本集團與個別客戶有重大貿易往來時產生。於結算日，應收貿易賬款及其他應收款項的7%（二零一二年：8%）及24.5%（二零一二年：22.7%）乃分別來自本集團最大客戶及五大客戶。

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

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

It is the risk that a counterparty is unable to pay amount in full when due. It arises primarily from the Group's trade receivables and amounts due from related parties. The Group limits its exposure to credit risk by rigorously selecting counterparties. The Group mitigates its exposure to risk relating to trade receivables by dealing with diversified customers with sound financial standing. The Group seeks to maintain strict control over its outstanding receivables and has a credit control policy to minimise credit risk. In addition, all receivable balances are monitored on an ongoing basis and overdue balances are followed up by senior management. The Group's diversified business base ensures that there are no significant concentrations of credit risk for a particular customer. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position.

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 reporting periods, 7 percent (2012: 8 percent) and 24.5 percent (2012: 22.7 percent) of the total trade receivables was due from the Group's largest customer and the five largest customers, respectively.

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(Expressed in thousands of Renminbi unless otherwise stated)

31 金融風險管理及公允價值(續)

(a) 信貸風險(續)

有關本集團因貿易及其他應收款項而產生的信貸風險的進一步量化披露載於附註19及20。

(b) 流動資金風險

在管理流動資金風險方面，本集團監察並維持管理層認為適當的現金及現金等價物水平，以向本集團的經營提供資金，並減低短期現金流量波動的影響。本集團的財務部負責通過使用銀行信貸維持資金持續性及靈活性平衡，以滿足本集團的流動資金需求。

下表詳述於報告期間結束時本集團及本公司基於合約性未貼現現金流量的非衍生金融負債(包括按合約利率計算的利息，如屬浮動利率，則按於報告期間結束時利率計算的利息)的餘下合約期以及本集團及本公司應付的最早日期：

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(a) Credit risk (continued)

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 19 and 20.

(b) Liquidity risk

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of short-term fluctuations in cash flows. The Group's treasury department is responsible for maintaining a balance between continuity and flexibility of funding through the use of banking facilities in order to meet the Group's liquidity requirements.

The following table details the remaining contractual maturities at the end of reporting period of the Group's and the Company's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of reporting period) and the earliest date the Group and the Company can be required to pay:

財務報表附註

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31 金融風險管理及公允價值(續)

(b) 流動資金風險(續)

本集團

| | | 二零一三年 | | | | |
|----------|----------------|------------------|------------------|------------------|----------------|----------------|
| | | 2013 | | | | |
| | | 合約性未 | | | | |
| | | 貼現現金 | 一年內或 | 一年以上 | 兩年以上 | |
| | | 流量總額 | 按要求償還 | 但少於兩年 | 但少於五年 | |
| | | Total | Within | More than | More than | |
| 賬面值 | contractual | 1 year | 1 year | 2 years | | |
| Carrying | undiscounted | or on | but less | but less | | |
| amount | cash flow | demand | than 2 years | than 5 years | | |
| 銀行貸款 | Bank loans | 820,378 | 849,353 | 229,698 | 618,263 | 1,392 |
| 應付貿易賬款 | Trade payables | 740,321 | 740,321 | 740,321 | - | - |
| 其他應付款項 | Other payables | 382,364 | 382,364 | 382,364 | - | - |
| | | 1,943,063 | 1,972,038 | 1,352,383 | 618,263 | 1,392 |
| | | 二零一二年 | | | | |
| | | 2012 | | | | |
| | | 合約性未 | | | | |
| | | 貼現現金 | 一年內或 | 一年以上 | 兩年以上 | |
| | | 流量總額 | 按要求償還 | 但少於兩年 | 但少於五年 | |
| | | Total | Within | More than | More than | |
| 賬面值 | contractual | 1 year | 1 year | 2 years | | |
| Carrying | undiscounted | or on | but less | but less | | |
| amount | cash flow | demand | than 2 years | than 5 years | | |
| 銀行貸款 | Bank loans | 638,813 | 665,121 | 259,299 | 75,871 | 329,951 |
| 應付貿易賬款 | Trade payables | 678,244 | 678,244 | 678,244 | - | - |
| 其他應付款項 | Other payables | 368,324 | 368,324 | 368,324 | - | - |
| | | 1,685,381 | 1,711,689 | 1,305,867 | 75,871 | 329,951 |

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(b) Liquidity risk (continued)

Group

| | | 二零一三年 | | | | |
|----------|----------------|------------------|------------------|------------------|----------------|----------------|
| | | 2013 | | | | |
| | | 合約性未 | | | | |
| | | 貼現現金 | 一年內或 | 一年以上 | 兩年以上 | |
| | | 流量總額 | 按要求償還 | 但少於兩年 | 但少於五年 | |
| | | Total | Within | More than | More than | |
| 賬面值 | contractual | 1 year | 1 year | 2 years | | |
| Carrying | undiscounted | or on | but less | but less | | |
| amount | cash flow | demand | than 2 years | than 5 years | | |
| 銀行貸款 | Bank loans | 820,378 | 849,353 | 229,698 | 618,263 | 1,392 |
| 應付貿易賬款 | Trade payables | 740,321 | 740,321 | 740,321 | - | - |
| 其他應付款項 | Other payables | 382,364 | 382,364 | 382,364 | - | - |
| | | 1,943,063 | 1,972,038 | 1,352,383 | 618,263 | 1,392 |
| | | 二零一二年 | | | | |
| | | 2012 | | | | |
| | | 合約性未 | | | | |
| | | 貼現現金 | 一年內或 | 一年以上 | 兩年以上 | |
| | | 流量總額 | 按要求償還 | 但少於兩年 | 但少於五年 | |
| | | Total | Within | More than | More than | |
| 賬面值 | contractual | 1 year | 1 year | 2 years | | |
| Carrying | undiscounted | or on | but less | but less | | |
| amount | cash flow | demand | than 2 years | than 5 years | | |
| 銀行貸款 | Bank loans | 638,813 | 665,121 | 259,299 | 75,871 | 329,951 |
| 應付貿易賬款 | Trade payables | 678,244 | 678,244 | 678,244 | - | - |
| 其他應付款項 | Other payables | 368,324 | 368,324 | 368,324 | - | - |
| | | 1,685,381 | 1,711,689 | 1,305,867 | 75,871 | 329,951 |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

31 金融風險管理及公允價值(續)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(b) 流動資金風險(續)

(b) Liquidity risk (continued)

本公司

Company

| | | 二零一三年 2013 | | | | |
|-----------------|-------------------------------|----------------|-----------------------|-----------------------|----------------|----------------|
| | | 合約性未 | | | | |
| | | 貼現現金 | 一年內或 | 一年以上 | 兩年以上 | |
| | | 流量總額 | 按要求償還 | 但少於兩年 | 但少於五年 | |
| | | Total | Within | More than | More than | |
| 賬面值 | contractual | 1 year | 1 year | 2 years | | |
| Carrying amount | undiscounted cash flow | or on demand | but less than 2 years | but less than 5 years | | |
| 銀行貸款 | Bank loans | 752,627 | 781,206 | 163,607 | 617,599 | - |
| 其他應付款項 | Other payables | 9,042 | 9,042 | 9,042 | - | - |
| 其他應付關連人士費用 | Amount due to related parties | 233 | 233 | 233 | - | - |
| | | 761,902 | 790,481 | 172,882 | 617,599 | - |
| | | 二零一二年 2012 | | | | |
| | | 合約性未 | | | | |
| | | 貼現現金 | 一年內或 | 一年以上 | 兩年以上 | |
| | | 流量總額 | 按要求償還 | 但少於兩年 | 但少於五年 | |
| | | Total | Within | More than | More than | |
| 賬面值 | contractual | 1 year | 1 year | 2 years | | |
| Carrying amount | undiscounted cash flow | or on demand | but less than 2 years | but less than 5 years | | |
| 銀行貸款 | Bank loans | 378,058 | 402,201 | 2,995 | 75,592 | 323,614 |
| 其他應付款項 | Other payables | 10,529 | 10,529 | 10,529 | - | - |
| 其他應付關連人士費用 | Amount due to related parties | 8,583 | 8,583 | 8,583 | - | - |
| | | 397,170 | 421,313 | 22,107 | 75,592 | 323,614 |

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31 金融風險管理及公允價值(續)

(c) 利率風險

償還本集團銀行貸款的利率及條款披露於附註24。本集團的浮動利率借款承受因利率變動所致的現金流量變動的風險。

於二零一三年十二月三十一日，估計利率整體增加／減少100基點，而其他變數保持不變，則本集團的除稅後溢利及留存盈利減少／增加約人民幣6,834,106元（二零一二年：人民幣5,246,161元），且除本集團的留存盈利外，不會影響綜合權益的其他部分。

上述敏感性分析乃假設利率變動已於報告期間結束時產生並適用於當日存在的衍生及非衍生金融工具的利率風險而釐定。增加／減少100個基點指管理層對直至翌年報告期間利率的合理可能變動的評估。分析基準與二零一二年相同。

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(c) Interest rate risk

The interest rates and terms of repayment of the interest-bearing borrowings of the Group are disclosed in note 24. The Group's floating interest rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates.

At 31 December 2013, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax and retained profits by approximately RMB6,834,106 (2012: RMB5,246,161), and there is no impact on other components of the consolidated equity, except for retained profits of the Group.

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of reporting period and had been applied to the exposure to interest rate risk for both derivative and non-derivative financial instruments in existence at that date. The 100 basis point increase/decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting period. The analysis is performed on the same basis for 2012.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

31 金融風險管理及公允價值(續)

(d) 貨幣風險

本集團大部分產生收入的業務都以人民幣進行交易，而人民幣不能自由兌換為外幣。所有涉及人民幣的外幣交易須繼續通過中國人民銀行，或獲授權買賣外幣的其他機構進行。

(i) 承擔貨幣風險

下表詳述本集團於報告期間結束時所承擔由以相關實體功能貨幣以外的貨幣計值的已確認資產或負債所產生的貨幣風險。為呈報目的，所承受風險的金額以人民幣列值，已於年度結算日使用即期匯率換算。

集團

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(d) Currency risk

Majority of the revenue-generating operations of the Group are transacted in RMB, which is not freely convertible into foreign currencies. All foreign exchange transactions involving RMB must take place through the People's Bank of China or other institutions authorised to buy and sell foreign currencies.

(i) Exposure to currency risk

The following table details the Group's exposure at the end of 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 RMB, translated using the spot rate at the year end date.

Group

Exposure to foreign currencies (expressed in in thousands of Renminbi)

外幣風險 (以人民幣千元呈列)

| | | 2013 | | | 2012 | | |
|----------------|---|----------|----------|-----|-----------|----------|-------|
| | | 二零一三年 | | | 二零一二年 | | |
| | | USD | RMB | HKD | USD | RMB | HKD |
| | | 美元 | 人民幣 | 港元 | 美元 | 人民幣 | 港元 |
| 應收貿易賬款 | Trade receivables | 28,632 | - | - | 31,002 | - | - |
| 現金及現金等價物 | Cash and cash equivalents | 15,826 | 9,705 | 151 | 130,959 | 22,667 | 1,049 |
| 銀行貸款 | Interest-bearing borrowings | (45,343) | (61,051) | - | (221,262) | (57,000) | - |
| 已確認資產及負債產生之淨風險 | Net exposure arising from recognised assets and liabilities | (855) | (51,346) | 151 | (59,301) | (34,333) | 1,049 |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

31 金融風險管理及公允價值(續)

(d) 貨幣風險(續)

(ii) 敏感性分析

下表載列倘於結算日使本集團面臨重大風險匯率於該日出現變動，將使本集團除稅後溢利(及留存盈利)產生即時變動，假設所有其他風險變量保持不變。敏感性分析包括本集團公司間的結餘(倘結餘以出借方及借款方的功能貨幣以外的貨幣計值)。

集團

| | | 二零一三年 | | 二零一二年 | |
|-----|-----|---|---------|---|---------|
| | | 2013 | | 2012 | |
| | | 對除稅後溢利及留存盈利的影響 | | 對除稅後溢利及留存盈利的影響 | |
| | | Effect on profit after tax and retained profits | | Effect on profit after tax and retained profits | |
| | | Increase/(decrease) in foreign exchange rate | | Increase/(decrease) in foreign exchange rate | |
| 人民幣 | RMB | 5% | 2,279 | 5% | 5,902 |
| | | (5%) | (2,279) | (5%) | (5,902) |

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (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 reporting period had changed at that date, assuming all other risk variables remained constant. The sensitivity analysis includes balances between Group entities where the denomination of the balances is in a currency other than the functional currencies of the lender or the borrower.

Group

| | | 二零一三年 | | 二零一二年 | |
|-----|-----|---|---------|---|---------|
| | | 2013 | | 2012 | |
| | | 對除稅後溢利及留存盈利的影響 | | 對除稅後溢利及留存盈利的影響 | |
| | | Effect on profit after tax and retained profits | | Effect on profit after tax and retained profits | |
| | | Increase/(decrease) in foreign exchange rate | | Increase/(decrease) in foreign exchange rate | |
| RMB | RMB | 5% | 2,279 | 5% | 5,902 |
| | | (5%) | (2,279) | (5%) | (5,902) |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

31 金融風險管理及公允價值(續)

(d) 貨幣風險(續)

(ii) 敏感性分析(續)

上表呈列的業績分析為本集團公司間按各自功能貨幣計算的除稅後溢利及權益為呈列目的而按於報告期間結束時的當行匯率換算為人民幣元的即時影響的總合。

敏感性分析乃假設匯率變動已於報告期間結束時產生並適用於本集團各公司所承擔當日存在的非衍生工具的匯率風險，且所有其他變數，尤其是利率保持不變而釐定。分析基準與二零一二年相同。

(e) 業務風險

本集團面對禽畜及禽畜農產品價格變動以及飼料配料成本及供應變動所產生的金融風險。該等風險由不斷變化的市場供需力量及其他因素決定。該等其他因素包括環境法規、氣候條件及禽畜疾病等。本集團對該等狀況及因素控制甚微或毫無控制。

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(d) Currency risk (continued)

(ii) Sensitivity analysis (continued)

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 and equity measured in the respective functional currencies, translated into RMB at the exchange rate ruling at the end of reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had occurred at the end of reporting period and had been applied to each of the Group entities' exposure to currency risk for non-derivative financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2012.

(e) Business risk

The Group is exposed to financial risks arising from changes in prices of livestock and livestock's agricultural produce and the change in cost and supply of feed ingredients, all of which are determined by constantly changing market forces of supply and demand, and other factors. The other factors include environmental regulations, weather conditions and livestock diseases. The Group has little or no control over these conditions and factors.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
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31 金融風險管理及公允價值(續)

(e) 業務風險(續)

本集團受限於維持動物健康狀況的能力有關的風險。禽畜健康問題會對生產及消費者信心構成不利影響。本集團定期檢查禽畜健康，並備有減少傳染病潛在風險的程序。即使已備有相關政策及程序，亦無法保證本集團的業務不會受到傳染病的影響。

本集團通過維持眾多供應商以限制對單一客戶的高度集中，以此管理其面對經營所耗的主要原料價格波動的風險。

(f) 商品價格風險

本集團面對在承諾採購原材料前玉米及豆粕商品價格的任何不可預計上漲及完成採購後玉米及豆粕商品價格的任何不可預計下降所產生的價格風險。為保護本集團免受玉米及豆粕商品價格波動的影響，本集團與獨立期貨交易代理訂立商品衍生合約。從經濟上對沖玉米及豆粕價格波動(就此並無採用任何對沖政策)的商品衍生合約公允價值變動於綜合損益表中確認。

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(e) Business risk (continued)

The Group is subject to risks relating to its ability to maintain animal health status. Livestock health problems could adversely impact production and consumer confidence. The Group monitors the health of its livestock on a regular basis and has procedures in place to reduce potential exposure to infectious diseases. Although policies and procedures have been put into place, there is no guarantee that the Group will not be affected by epidemic diseases.

The Group manages its exposure to fluctuation in the price of the key raw materials used in the operations by maintaining a large number of suppliers so as to limit high concentration in a particular supplier.

(f) Commodity price risk

The Group is exposed to price risks arising from any unexpected increase in the prices of corn and soybean meal commodities before committing to purchase of raw materials and any unexpected decreases in the prices of corn and soybean meal commodities following completion of purchases. To protect the Group from the impact of price fluctuations in corn and soybean meal commodities, commodity derivative contracts are entered into with independent futures trading agents. Changes in the fair value of commodity derivative contracts that economically hedge the price fluctuations in corn and soybean meal commodities and for which no hedge accounting is applied are recognised in the consolidated income statement.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
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31 金融風險管理及公允價值(續)

(g) 公允價值計量

- (i) 以公允價值記賬的金融資產及負債

根據國際財務報告準則第13號公允價值計量，本集團定義分為三個公允價值等級。公允價值計量之級別乃參照估值方法所使用的數據之可觀察性和重要性分類：

- 第1級估值：僅使用第1級數據計量之公允價值，即於計量日期在活躍市場對相同資產或負債未經調整的報價
- 第2級估值：使用第2級數據計量之公允價值，即不符合第1級的可觀察數據及未有採用不可觀察之重要數據。不可觀察數據乃指無法取得市場資料之數據
- 第3級估值：使用不可觀察之重要數據計量之公允價值

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(g) Fair value measurement

- (i) *Financial assets and liabilities measured at fair value*

In accordance with IFRS 13 *Fair Value Measurement*, the Group defines the three levels of fair value hierarchy. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

財務報表附註

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31 金融風險管理及公允價值(續)

(g) 公允價值計量(續)

- (i) 以公允價值記賬的金融資產及負債(續)

本集團以公允價值計量之金資產及負債僅為大宗衍生合約，其公允價值以獨立交易代理商之報價計量(並無調整)，因此分類為第1級。

- (ii) 並非以公允價值記賬的金融資產及負債的公允價值

本集團及本公司以成本或攤銷成本記賬的金融資產及負債的賬面值與其於二零一三年及二零一二年十二月三十一日的公允價值並無重大差異。

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(g) Fair value measurement (continued)

- (i) *Financial assets and liabilities measured at fair value (continued)*

The Group's only financial asset and liability measured at fair value is commodity derivative contracts, fair values of which are measured using quoted prices from independent trading agents without adjustments and therefore fall into level 1.

- (ii) *Fair value of financial assets and liabilities carried at other than fair value*

The carrying amounts of the Group's and the Company's financial assets and liabilities carried at cost or amortised cost are not materially different from their fair values as at 31 December 2013 and 2012.

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32 會計估計及判斷

估計不明朗因素主要來源

附註25(a)載列有關購股權公允價值假設的資料。估計不明朗因素的其他主要來源如下：

(i) 存貨之可變現淨值

存貨之可變現淨值為正常業務過程中的估計銷售價格，減估計完成的成本及分銷開支。該等估計乃根據現時市況及銷售類似性質產品的過往經驗而作出。由於客戶偏好改變及競爭對手因應激烈的行業競爭而採取的行動，將可導致此等估計發生重大改變。管理層於結算日重新評估該等估計，確保存貨按成本及可變現淨值之較低者列示。

(ii) 應收貿易賬款減值

本集團估計因客戶無法支付所需款項所致呆壞賬減值虧損。本集團以應收貿易賬款的賬齡、客戶的信譽和以往撇銷經驗等資料作為估計的基礎。如果該等客戶的財務狀況惡化，則實際沖銷數額將會高於估計數額。

32 ACCOUNTING ESTIMATES AND JUDGEMENTS

Key sources of estimation uncertainty

Note 25(a) contains information about the assumptions relating to the fair value of share options. Other key sources of estimation uncertainty are as follows:

(i) *Net realisable value of inventories*

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and distribution expenses. These estimates are based on the current market condition and historical experience of selling products of similar nature. It could change significantly as a result of changes in customer preference and competitor actions in response to severe industry cycles. Management reassesses these estimations at the end of reporting period to ensure inventory is shown at the lower of cost and net realisable value.

(ii) *Impairment of trade receivables*

The Group estimates impairment losses for bad and doubtful debts resulting from inability of the customers to make the required payments. The estimate is based on the ageing of the trade receivable balance, customer credit-worthiness, and historical write-off experience. If the financial conditions of the customers were to deteriorate, actual write-offs would be higher than estimated.

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32 會計估計及判斷(續)

估計不明朗因素主要來源(續)

(iii) 折舊

物業、廠房及設備項目按直線法於資產估計可使用年內並經計入估計殘值後計算折舊。本集團定期檢討資產估計可使用年期，以釐定年內計入的折舊開支金額。可使用年期乃根據本集團類似資產的過往經驗計算，並計入預期技術轉變。倘與以往估計有重大變動，則對未來期間的折舊開支予以調整。

(iv) 所得稅

釐定所得稅撥備涉及對若干交易未來稅務處理的判斷。本集團謹慎評估該等交易的稅務影響，並計提相應的稅項撥備。該等交易的稅務處理定期重新考慮，以計及稅務法規的所有修訂。未動用稅務虧損及可扣稅暫時差額均確認為遞延稅項資產。由於該等遞延稅項資產僅限在未來應課稅溢利可用作抵銷未動用稅項抵免時才會確認，故此管理層作出判斷時須評估將來產生應課稅溢利之可能性。管理層的評估不斷覆核，如果未來應課稅溢利可能足以彌補遞延稅項資產，則會確認額外的遞延稅項資產。

32 ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Key sources of estimation uncertainty (continued)

(iii) Depreciation

Items of property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recorded during the year. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

(iv) Income tax

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislations. Deferred tax assets are recognised for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

32 會計估計及判斷(續)

估計不明朗因素主要來源(續)

(v) 生物資產及農產品的公允價值

本集團生物資產按公允價值減銷售成本計值，本集團農產品則按產蛋時的公允價值減銷售成本計算。

管理層認為，目前並無活躍市場、市場釐定價格或價值或專業估值師可用於進行生物資產估值。因此，管理層採用近期市場交易價、類似資產的市價及分部基準計算公允價值。該等價格已作調整以反映資產在特性及／或增長階段方面的差別。

就農產品而言，管理層認為由於並無市場報價，其公允價值乃根據當地最近期的市場交易價而釐定。

33 直接及最終控股公司

本集團於二零一三年十二月三十一日的直接母公司及最終控股方分別為在英屬處女群島及中華民國註冊成立的 Waverley Star Limited 及大成長城企業。

大成長城企業於台灣證券交易所上市，並根據中華民國公認會計原則編製綜合財務報表，可供公眾使用。

32 ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Key sources of estimation uncertainty (continued)

(v) Fair value of biological assets and agricultural produce

The Group's biological assets are valued at fair value less costs to sell and the Group's agricultural produce is measured at fair value less costs to sell at the time of lay.

Management considers that there is no active market, market-determined prices or values or professional valuers are not available to carry out the valuation of the biological assets. As such, management uses prices of recent market transactions, market prices for similar assets and sector benchmarks as a basis for measuring fair value. These prices are adjusted to reflect differences in characteristics and/or stages of growth of the assets.

In respect of agricultural produce, management is of the view that there is no quoted price in the market and the fair value is determined based on the most recent market transaction price in the local area.

33 IMMEDIATE AND ULTIMATE HOLDING COMPANY

At 31 December 2013, the immediate parent and ultimate controlling party of the Group are Waverley Star Limited and GWE respectively, which are incorporated in BVI and the Republic of China respectively.

GWE, which is listed on the Taiwan Stock Exchange, prepares consolidated financial statements in accordance with accounting principles generally accepted in the Republic of China, which are available for public use.

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

34 已頒佈但未於截至二零一三年十二月三十一日止年度生效的修訂、新準則及詮釋的潛在影響

截至本財務報表刊發日期，國際會計準則委員會已頒佈了多項於截至二零一三年十二月三十一日止年度尚未生效且並無於本財務報表採納的修訂、新準則及詮釋。

上述事項中，可能與本集團營運及財務報表有關之內容如下：

34 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2013

Up to the date of issue of these financial statements, the IASB has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2013 and which have not been adopted in these financial statements.

Of these developments, the following relate to matters that may be relevant to Group's operations and financial statements:

| | 於下列日期或其後 開始的會計期間生效 Effective for accounting periods beginning on or after |
|---|--|
| 國際財務報告準則第10號、國際財務報告準則第12號 及國際會計準則第27號之修訂， <i>投資實體</i> Amendments to IFRS 10, IFRS 12 and IAS 27, <i>Investment entities</i> | 二零一四年一月一日 1 January 2014 |
| 國際會計準則第32號之修訂， <i>金融工具：呈列－抵銷金融資產及金融負債</i> Amendments to IAS 32, <i>Financial instruments: Presentation – Offsetting financial assets and financial liabilities</i> | 二零一四年一月一日 1 January 2014 |
| 國際會計準則第36號之修訂， <i>披露非金融資產之可收回金額</i> Amendments to IAS 36, <i>Recoverable amount disclosures for non-financial assets</i> | 二零一四年一月一日 1 January 2014 |
| 國際會計準則第39號之修訂， <i>衍生工具更替及對沖會計法之延續</i> Amendments to IAS 39, <i>Novation of derivatives and continuation of hedge accounting</i> | 二零一四年一月一日 1 January 2014 |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

| 34 已頒佈但未於截至二零一三年十二月三十一日止年度生效的修訂、新準則及詮釋的潛在影響(續) | 34 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2013 (continued) | 於下列日期或其後開始的會計期間生效 Effective for accounting periods beginning on or after |
|---|--|--|
| 香港（國際財務報告詮釋委員會）－詮釋第21號，徵稅 IFRIC 21, <i>Levies</i> | | 二零一四年一月一日 1 January 2014 |
| 國際會計準則第19號之修訂，僱員福利：界定供款計劃：僱員供款 Amendments to IAS 19, <i>Employee benefits: Defined benefit plans: Employee contributions</i> | | 二零一四年七月一日 1 July 2014 |
| 二零一零年至二零一二年週期頒佈的國際財務報告準則的年度改進 Annual improvements to IFRSs 2010-2012 cycle | | 二零一四年七月一日 1 July 2014 |
| 二零一一年至二零一三年週期頒佈的國際財務報告準則的年度改進 Annual improvements to IFRSs 2011-2013 cycle | | 二零一四年七月一日 1 July 2014 |
| 國際財務報告準則第14號之修訂，監管遞延賬目 IFRS 14, <i>Regulatory deferral accounts</i> | | 二零一六年一月一日 1 January 2016 |
| 國際財務報告準則第9號（二零零九年） IFRS 9 (2009) | | 未指定 Unspecified |

財務報表附註

Notes to the Financial Statements

(除另有指明外，以人民幣千元呈列)
(Expressed in thousands of Renminbi unless otherwise stated)

| | |
|--|--|
| <p>34 已頒佈但未於截至二零一三年十二月三十一日止年度生效的修訂、新準則及詮釋的潛在影響(續)</p> | <p>34 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2013 (continued)</p> |
|--|--|

於下列日期或其後
開始的會計期間生效

**Effective for
accounting periods
beginning on or after**

| | |
|-------------------------------------|--------------------|
| 國際財務報告準則第9號（二零一零年） IFRS 9 (2010) | 未指定 Unspecified |
|-------------------------------------|--------------------|

| | |
|--|--------------------|
| 國際財務報告準則第9號之修訂，金融工具 及國際財務報告準則第7號，披露－強制性生效日期及過渡性披露 Amendments to IFRS 9, <i>Financial instruments</i> and IFRS 7, <i>Disclosures – Mandatory effective date and transition disclosures</i> | 未指定 Unspecified |
|--|--------------------|

| | |
|---|--------------------|
| 國際財務報告準則第9號，金融工具：對沖會計法及國際財務報告準則第9號、 國際財務報告準則第7號及國際會計準則第39號（二零一三年）之修訂 IFRS 9, <i>Financial instruments: Hedge accounting</i> and amendments to IFRS 9, IFRS 7 and IAS 39 (2013) | 未指定 Unspecified |
|---|--------------------|

本集團正評估該等修訂、新準則及新詮釋於初步應用期間預期產生的影響。根據目前所得結論，採用該等準則不大可能對本集團的綜合財務報表產生重大影響。

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

公司資料

Corporate Information

董事

執行董事

韓家寰先生(主席)

韓家寅先生

非執行董事

趙天星先生

韓家宇先生

韓家宸先生

Nicholas William Rosa 先生

獨立非執行董事

陳治博士

劉福春先生

魏永篤先生

審核委員會

魏永篤先生(主席)

陳治博士

劉福春先生

薪酬委員會

劉福春先生(主席)

陳治博士

韓家宇先生

韓家寰先生

魏永篤先生

提名委員會

陳治博士(主席)

劉福春先生

韓家宸先生

韓家寰先生

魏永篤先生

DIRECTORS

Executive Directors

Mr. Han Jia-Hwan (Chairman)

Mr. Han Chia-Yin

Non-executive Directors

Mr. Chao Tien-Shin

Mr. Han Chia-Yau

Mr. Harn Jia-Chen

Mr. Nicholas William Rosa

Independent Non-executive Directors

Dr. Chen Chih

Mr. Liu Fuchun

Mr. Way Yung-Do

AUDIT COMMITTEE

Mr. Way Yung-Do (Chairman)

Dr. Chen Chih

Mr. Liu Fuchun

REMUNERATION COMMITTEE

Mr. Liu Fuchun (Chairman)

Dr. Chen Chih

Mr. Han Chia-Yau

Mr. Han Jia-Hwan

Mr. Way Yung-Do

NOMINATION COMMITTEE

Dr. Chen Chih (Chairman)

Mr. Liu Fuchun

Mr. Harn Jia-Chen

Mr. Han Jia-Hwan

Mr. Way Yung-Do

公司資料
Corporate Information

執行委員會

韓家寰先生(主席)
韓家寅先生
陳禮琴女士
李景輝先生
歐倉舟先生
張裕隆先生
盧世哲先生

公司秘書

彭小燕女士

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核數師

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主要往來銀行

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EXECUTIVE COMMITTEE

Mr. Han Jia-Hwan (*Chairman*)
Mr. Han Chia-Yin
Ms. Chen Li-Chin
Mr. Li Jing-Hui
Mr. Ou Chang-Jou
Mr. Chang Yu-Lung
Mr. Lu Shih-Che

COMPANY SECRETARY

Ms. Pang Siu Yin

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股份代號

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Limited)
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Cayman Islands

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五年財務摘要

Five Years Financial Summary

| | | 截至十二月三十一日止年度 | | | | |
|--------------------------|---|--------------------------------|--------|--------|-------|-------|
| | | For the year ended 31 December | | | | |
| | | 二零一三年 | 二零一二年 | 二零一一年 | 二零一零年 | 二零零九年 |
| | | 2013 | 2012 | 2011 | 2010 | 2009 |
| 經營收入(人民幣百萬元) | Turnover (RMB million) | 11,752 | 11,435 | 11,216 | 9,552 | 8,485 |
| 毛利(人民幣百萬元) | Gross profit (RMB million) | 695 | 728 | 856 | 658 | 600 |
| 毛利率(%) | Gross profit margin (%) | 5.90 | 6.40 | 7.60 | 6.90 | 7.10 |
| 年度溢利(人民幣百萬元) | Profit for the year (RMB million) | 31 | 112 | 253 | 147 | 140 |
| 純利率(%) | Net profit margin (%) | 0.26 | 1.00 | 2.30 | 1.50 | 1.60 |
| 本公司權益持有人應佔溢利 (人民幣百萬元) | Profit attributable to owners of the Company (RMB million) | (9) | 72 | 196 | 109 | 108 |
| 每股盈利 | Earnings per share | - | - | - | - | - |
| — 基本(人民幣元) | — basic (RMB) | (0.01) | 0.07 | 0.19 | 0.11 | 0.11 |
| — 攤薄(人民幣元) | — diluted (RMB) | (0.01) | 0.07 | 0.19 | 0.11 | 0.11 |

| | | 於十二月三十一日 | | | | |
|-------|--------------------------|----------------|-------------|-------------|-------------|-------------|
| | | At 31 December | | | | |
| | | 二零一三年 | 二零一二年 | 二零一一年 | 二零一零年 | 二零零九年 |
| | | 2013 | 2012 | 2011 | 2010 | 2009 |
| | | 人民幣百萬元 | 人民幣百萬元 | 人民幣百萬元 | 人民幣百萬元 | 人民幣百萬元 |
| | | RMB million | RMB million | RMB million | RMB million | RMB million |
| 資產淨值 | Net assets | 1,984 | 1,988 | 1,974 | 1,833 | 1,763 |
| 資產總值 | Total assets | 3,948 | 3,696 | 3,495 | 3,058 | 2,809 |
| 非控制權益 | Non-controlling interest | 283 | 278 | 259 | 240 | 227 |
| 負債總值 | Total liabilities | 1,963 | 1,707 | 1,521 | 1,226 | 1,047 |



可溯源 更安心

